CIRCULAR TO SHAREHOLDERS

72ND ANNUAL GENERAL MEETING OF THE COMPANY

Dear Shareholder/s

The Board of Directors of The Autodrome PLC has decided to hold the Seventy-Second Annual General Meeting (AGM) as a virtual meeting via an online meeting platform in line with the guidelines issued by the Colombo Stock Exchange (CSE).

The Board of Directors, Key Management Personnel, and other officials who are necessary for the holding of the meeting will assemble together at The Board Room of The Autodrome PLC, No. 304, Union Place, Colombo 02, and shareholders and proxy holders are requested to join the meeting only via the online meeting platform.

PARTICIPATION VIA AN ONLINE MEETING PLATFORM

Shareholders and Proxy holders who wish to participate via the online meeting platform must complete the attached REGISTRATION FORM (Annexure 2) and e-mail it to shareholderaffairs@autodrome.lk or hand over to The Autodrome PLC at No. 304, Union Place, Colombo 02, Sri Lanka on or before 17th September 2024 in order to e-mail the login information. The login information is authorized only for use by individual Shareholders, Proxy holders, and authorized representatives of Institutional Shareholders. In the case of proxies, the login information will only be shared with the proxy holder, only if the proxy form has been validly completed and deposited.

Shareholders may send their queries, if any, to shareholderaffairs@autodrome.lk twenty-four hours (24) prior to the commencement of the meeting.

VOTING

Voting in respect of the resolutions sought to be passed will be registered by using an online platform or a designated ancillary online application. This method of voting will count one vote per shareholder similar to a show of hands

APPOINTMENT OF PROXY HOLDERS

Shareholders are encouraged to appoint a director as their proxy to represent them at the meeting and may include their voting preferences on the resolutions to be taken up at the meeting in the Form of Proxy. The Form of Proxy is attached hereto and will also be made available on the websites https://www.autodrome.lk/finance.

Shareholders who wish to submit their Form of Proxy should duly complete the same as per the instructions given therein. The duly completed Form of Proxy should be deposited with The Autodrome PLC, No.304 Union Place, Colombo 02, Sri Lanka or forwarded by e-mail to shareholderaffairs@autodrome.lk in order to enable the Company to receive the same on or before 13th September 2024.

COPIES OF THE ANNUAL REPORT 2023/2024

The Annual Report and the Financial Statements of the Company are available on the following websites and the relevant links are given below enabling all the Shareholders to access such Annual Report and Financial Statements.

1. Corporate Website - https://www.autodrome.lk/finance
2. Colombo Stock Exchange- https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=AUTO.N0000

Below mentioned documents are attached herewith

1. Notice of Meeting
2. Form of Proxy (Annexure 1)
3. Registration Form (Annexure 2)
4. Registration Process and Guideline to participate at the AGM via Online Meeting Platform (Annexure 3)

For any queries, please contact Mr. Gayan Joseph of The Autodrome PLC on 011 2314804 during office hours.

By order of the Board

Deloitte Corporate Services (Private) Limited.
Company Secretaries.

Colombo. 14.08.2024

THE AUTODROME PLC

Reg. No. PQ-84

NOTICE IS HEREBY GIVEN that the Seventy second Annual General Meeting of The Autodrome PLC will be held at the Registered Office of the Company as a virtual meeting on Wednesday, 18th September 2024 at 11.30 a.m. and the business to be brought before the meeting will be:

01. To receive and consider the Annual Report of the Directors and the Audited Financial Statements for the year ended 31st March 2024 together with the Report of the Auditors thereon

02. To re-elect Mr B Ponnambalam who retires by rotation in terms of Article 84 and 85 of the Articles of Association, as a Director.

03. To re-appoint Mrs/ Bernadette Jayaleela Aloysius who is over the age of 70 years, as a Director by passing the following Resolution as an Ordinary Resolution:
"IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mrs Bernadette Jayaleela Aloysius who is 83 years of age and that she be re-appointed a Director of the Company."

04. To re-appoint Mr B Ponnambalam who is over the age of 70 years, as a Director by passing the following Resolution as an Ordinary Resolution:
"IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr B Ponnambalam who is 77 years of age and that he be re-appointed a Director of the Company."

05. To re-appoint M/s Ernst & Young as Auditors and authorize the Directors to determine their remuneration.

06. To authorize the directors to determine contributions to charity.

07. To consider and if thought fit, to pass the following Special Resolutions to amend the existing articles in the Articles of Association of the Company

Special Resolution (1)

That the existing Article 54 be deleted and substituted with the following Article as follows;

"Article 54 – No business shall be transacted at any General Meetings unless a quorum is present when the meeting proceeds to business.

a) three (03) shareholders present in person or through audiovisual communication, by themselves or by proxy or attorney or (in the case of a corporation) by an authorized representative, being assembled together at the place, date and time appointed for the meeting; or
b) by means of audio or audio and visual communication by which all shareholders participating and constituting a quorum, can simultaneously hear each other throughout the meeting."

Special Resolution (2)

That the existing Article 63 be amended by adding the following paragraph

"In the case of a meeting of shareholders held under Article 54 (b), unless a poll is demanded, voting at the meeting shall be by shareholders signifying individually their assent or dissent by voice or by any electronic means."

Special Resolution (3)

That the existing Article 103 (i) be deleted and substituted with the following Article;

"103(i) Alternate directors shall only be appointed in exceptional circumstances as determined by the Board. Any director who wishes to appoint one of his co-directors or any other person as an alternate director to act in his place shall obtain the prior approval of the Board and appoint such alternate director by notice in Writing left at the Office.

The provisions contained in the following sub-Articles shall apply to any such alternate director"

Articles 103 (ii),(iii),(iv) to be deleted in its entirety and be substituted with the following new Articles;
"103 (ii) An alternate director shall be appointed for a maximum period of one (01) year unless provided otherwise in the Listing Rules of the Colombo Stock Exchange, but he shall ipso facto cease to be an alternate director in any one of the following events prior to completion of his term:-

" The following sub-articles will be introduced immediately after Article 103 (ii); "103 (iii)", "103 (iv)"; "103 (v)"; "103 (vi); "103 (vii)"

103 (iii) If an alternate director is appointed for a Non-Executive Director such alternate should not be an executive of the Company.

103 (iv) If an alternate director is appointed by an Independent Director, the person so appointed should meet the criteria for independence specified in any applicable rules of the Company including the Listing Rules of the Colombo Stock Exchange and shall satisfy the requirements relating to the minimum number of Independent Directors specified therein. The Nominations and Governance Committee shall review and determine that the person nominated as the alternate would qualify as an Independent Director before such appointment is made.

103 (v) The Company shall make an immediate Market Announcement regarding the appointment of an alternate director. Such Market Announcement shall include the following:- a) the exceptional circumstances leading to such appointment; b) the information on the capacity in which such alternate director is appointed, i.e. whether as an Executive Director, Non-Executive Director or Independent Director; c) the time period for which he is appointed, which shall not exceed one (01) year from the date of appointment; and d) a statement by the Company indicating whether such appointment has been reviewed by the Nominations and Governance Committee of the Company.
103 (vi) The attendance of any alternate director at any meeting, including a board committee meeting shall be counted for the purpose of quorum.

103 (vii) The words "Executive Director", "Independent Director", "Non-Executive Director", "Market Announcement" and "Nominations and Governance Committee" shall have the meanings and definitions applicable to them in the Listing Rules of the Colombo Stock Exchange

By Order of the Board of The Autodrome PLC

DELOITTE CORPORATE SERVICES (PVT) LTD
Secretaries

14th August 2024
Colombo

FORM OF PROXY

THE AUTODROME PLC. Reg. No. PQ-84
Registered Office, Autodrome Building, 304 Union Place, Colombo 2. Tel: 2326181.
For use at the Seventy-SecondAnnual General Meeting

I/We…….....……..of.....……

.....…….....…being member/s of The Autodrome PLC, appoint:

1.…….....……..……...,whomfailing

2.……...…….....,whomfailing

3. The Chairperson of the Meeting.

as my/our proxy to represent me/us and to vote on my/our behalf at the Seventy Second Annual General Meeting of the Company to be held as a virtual meeting on 18th September 2024 at 11.30 a.m. and at any adjournment thereof, and at every poll which may be taken in consequence thereof to vote in the manner indicated below:

(Please indicate with an X in spaces below how you wish your votes to be cast. In the absence of any such indication the Proxy will vote or abstain from voting as he/she thinks fit. Please also indicate any resolution on which you wish your Proxy to abstain from voting)

RESOLUTION	FOR	AGAINST
1. Adoption of Annual Report & Audited Accounts for the year ended 31st March 2024		
2. To re-elect Director Mr B Ponnambalam, who retires by rotation in terms of the Articles of Association.		
3. To re-appoint Mrs.Bernadette Jayaleela Aloysius who is over the age of 70 years		
4. To re-appoint Mr.B. Ponnambalam who is over the age of 70 years.		
5. To re-appoint M/s Ernst & Young Auditors and authorise Directors to fix their remuneration		
6. To authorise Directors to determine Contribute to Charities		
7. To pass the Special Resolutions to amend the Articles of Association of the Company as set out in the Notice.		
- Special Resolution 1		
- Special Resolution 2		
- Special Resolution 3		

As witness under my/our hand this…….day of September 2024.

.....
Signature of Member/Member(s)

INSTRUCTIONS FOR COMPLETION OF PROXY FORM

1. To be valid this Form must be filled, signed, dated and deposited at the Registered Office of the Company at 304, Union Place, Colombo 02, not later than 48 hours before the time appointed for holding the meeting.
2. The Form of Proxy must be signed by the appointer or by his/her Attorney duly authorised in writing
3. In the case of a Corporation, the Form of Proxy must be either under the Common Seal or under the hands of Officers or Attorneys.
4. In the case of joint holders, only one need sign. The votes of the senior holder who tenders a vote will alone be counted.
5. If you wish to appoint any other person other than the Chairman as your proxy , please insert the relevant details at (1) and (2).

For any clarification, please contact Deloitte Corporate Services (Pvt) Ltd, Company Secretaries,
Level 3, No. 11, Castle Lane Colombo 4, Tel: (011) 5444426 Fax : (011) 2504008

REGISTRATION FORM Annexure 02

72ND ANNUAL GENERAL MEETING (AGM) OF THE AUTODROME PLC TO BE HELD ONLINE ON 18TH SEPTEMBER 2023 AT 11.30 A.M.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder : (Mandatory).....

NIC No./Passport No./Company Registration No.: (Mandatory).....

CDS Account No. : .....

Residential Address : .....

Contact No/s. : (Mandatory).....

E-mail : (Mandatory).....

Full Name of 01st Joint holder : .....

NIC No./Passport No. :.....

Full Name of 02nd Joint holder : .....

NIC No./Passport No. : .....

In the event Proxy holder is appointed by the Shareholder following details of his/her will also be required.

DETAILS OF PROXY HOLDER: (only if a proxy is appointed)

Full name of Proxy holder : (Mandatory).....

NIC No./Passport No. of Proxy holder : (Mandatory).....

Telephone No/s : (Mandatory).....

E-mail : (Mandatory).....

PARTICIPATION AT THE AGM

I/My Proxy holder am/is willing to participate at the AGM online.

Signature/s ....

Principal Shareholder 01st Joint holder 02nd Joint holder

Date: .....

Note: In the case of a Company/Corporation, the Shareholder Registration Form must be signed in the manner prescribed by its Articles of Association or by a duly authorized Director. Where the Registration Form is by an Attorney, a copy of the Power of Attorney must be deposited at No. 304, Union Place, Colombo 02, Sri Lanka or emailed to shareholderaffairs@autodrome.lk.

REGISTRATION PROCESS Annexure 03

GUILDLINES TO REGISTER AND PARTICIPATE AT THE ANNUAL GENERAL MEETING (AGM) OF THE AUTODROME PLC VIA ONLINE MEETING PLATFORM

Shareholders who wish to participate in the Annual General Meeting of the Company which will be held online on Wednesday, 18th September 2024 at 11.30 a.m. should follow the below registration procedure.

1. The duly completed REGISTRATION FORM must be delivered to The Autodrome PLC No. 304 Union Place Colombo 02, Sri Lanka or forwarded by email to shareholderaffairs@autodrome.lk on or before 12th September 2024.
2. The Company will verify the identification details given by the shareholder with the Register of Shareholders of the Company and will accept the Registration Forms only upon being satisfied with the accuracy of the details given therein.
3. Upon acceptance of the Registration Form, the shareholder will be registered and will receive an e-mail confirmation. Registered Shareholders will receive the meeting link and user credentials at least 24 hours before the commencement of the AGM together with a step-by-step user guide.
4. Where a shareholder appoints a proxy, the duly completed Proxy Form must be attached to the Registration Form and the details given in both forms should tally. If there is any discrepancy the link will not be sent to a proxy holder.
5. Shareholders should download the MS Team (the Online Meeting App) to his/her phone or tablet. If the participation is via desktop/laptop computer, the meeting link could also be opened through a web browser.
6. Shareholders encountering any difficulty in connecting to the meeting, could contact the IT Support hotline number 0740903137
7. The Online Meeting Platform will be active Ten (10) minutes before the start of the AGM. Please join the meeting at least ten (10) minutes before the start of the AGM.
8. Step by step Process to enter the virtual meeting:
    - Click on the meeting link sent by the Company
    - Enter the Username and Password (credentials sent by the Company via e-mail)
    - Shareholders will be directed to the live streaming of the AGM
9. Once the virtual AGM has commenced, Shareholders may use the chat box to direct any questions/concerns to the Board of Directors as and when called upon to do so.
10. For each item in the Agenda for voting purposes, when each resolution is taken up for voting by the Chairman. Shareholders must use the raise had option and chat action.
11. When declaring the position of a resolution, the Chairman shall take into account that the voting of shareholders is similar to a show of hands, with one vote per shareholder
12. In a situation where Shareholders' voting is required for a poll, the same mechanism will be applicable. This will be moderated by the Chair of the meeting.
13. It is advised to check the online AGM access at least a day prior and also ensure that your devices have an audible sound system so that you could be a part of the AGM comfortably. Kindly note that after the AGM has commenced the online support will not be available.

Form of Request

Date: ……/……/ 2024

The Autodrome PLC
304, Union Place,
Colombo 02.

THE AUTODROME PLC – REQUEST FOR PRINTED COPY OF THE ANNUAL REPORT 2023/2024

I wish to obtain a printed copy of the Annual Report 2023/2024 of The Autodrome PLC.

I will collect a copy from Your Office ☐

Please mail a copy to my address given below ☐

Please post copy to my address given below ☐

Full name of Shareholder	
NIC/Passport No/Company Registration No.	
Correspondence Address	
Contact number	

…….

Signature of Shareholder