

FORM OF PROXY

I/We.....

(NIC No.....) of.....

being a member/members of Udapussellawa Plantations PLC hereby appoint (i).....

(NIC No.....) of.....

.....or failing him/her,

(ii) NANAYAKKARA HETTIARACHCHIGE GIHAN SUDHARSHANA JAYASINGHE, Chairman of Udapussellawa Plantations PLC, or failing him any one of the Directors of the Company as *my/our proxy to vote as indicated hereunder for *me/us and on *my/our behalf at the 28th Annual General Meeting of the Company to be held as a virtual meeting at Finlay House, No. 186, Vauxhall Street, Colombo 2 on 30th June 2021 at 11.00 a.m. and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof.

FOR AGAINST

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|--|-----------------------|-----------------------|
| 1. To consider and adopt the Annual Report of the Board of Directors on the Affairs of the Company and the Statements of Audited Accounts for the year ended 31st December 2020 with the report of the Auditors thereon. | <input type="radio"/> | <input type="radio"/> |
| 2. To re-elect Mr. G. R. Chambers who, in terms of Articles 86 and 87 of the Articles of Association of the Company, retires by rotation at the Annual General Meeting, as a Director. | <input type="radio"/> | <input type="radio"/> |
| 3. To re-elect Mr. B. V. S. Ruwan who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting, as a Director. | <input type="radio"/> | <input type="radio"/> |
| 4. To re-elect Mr. S. T. Gunatilleke who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting, as a Director. | <input type="radio"/> | <input type="radio"/> |
| 5. To authorise the Directors to determine contributions to charities up to a limit of Rs.100,000/- for the financial year ending 31st December 2021. | <input type="radio"/> | <input type="radio"/> |
| 6. To re-appoint Messrs KPMG as Auditors and authorise the Directors to determine their remuneration. | <input type="radio"/> | <input type="radio"/> |

As witness my/our hand/s this day ofTwo Thousand and Twenty One.

.....
NIC No. /Reg. No.

.....
Signatures

Please provide the following details

Name of the Shareholder	:
Email address of the Shareholder	:
CDS A/C No./ NIC No./Company Reg. No.	:
Folio No./No. of Shares held	:
Name of the Proxy holder	:
Email Address of the Proxy holder	:
Proxy holder's ID No. (if not a Director)	:

INSTRUCTIONS AS TO COMPLETION

1. In terms of Article 69 of the Articles of Association of the Company;

An instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney; or in the case of a corporation shall be either under the common seal or signed by its attorney or by an officer authorised to do so on behalf of the corporation. The Company may, but shall not, be bound to require evidence of the authority of any such attorney or officer. A proxy need not be a Member of the Company.

2. In terms of Article 70 of the Articles of Association of the Company;

A non-resident shareholder may appoint and revoke proxies by cable or facsimile provided such cable or facsimile is received not less than forty-eight (48) hours before the commencement of the Meeting at which it is to be used.

3. In terms of Article 71 of the Articles of Association of the Company;

The instrument appointing a proxy shall be lodged and the Power of Attorney (if any) under which it is signed, or a notarially certified copy of such power shall, if required, be deposited for inspection at the Office, in each case not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting, or in the case of a poll before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

4. In terms of Article 75 of the Articles of Association of the Company;

Any corporation which is a Member of the Company may, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member of the Company.

5. In terms of Article 64 of the Articles of Association of the Company;

In the case of joint-holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint-holders, and for this purpose seniority shall be determined by the order in which the name stands in the Register of Members in respect of the joint-holding.

6. Kindly indicate with an X in the space provided how your proxy is to vote on each resolution. If no indication is given, the proxy in his discretion will vote as he/she thinks fit. Every alteration or addition to the Form of Proxy must be duly authenticated by the full signature of the shareholder signing the Form of Proxy. Such signature should as far as possible be placed in proximity to the alteration or addition intended to be authenticated.

7. To be valid, this Form of Proxy must be deposited at the Registered Office of the Company, No. 95A, Nambapana, Ingiriya, by 11.00 a.m., on 28th June 2021, being forty-eight (48) hours before the holding of the Meeting.