

ANNUAL GENERAL MEETING

NOTICE OF MEETING

Notice is hereby given that the 42nd Annual General Meeting of Mercantile Shipping Company PLC will be held at 2.30 p.m on 22nd September 2023, via zoom Audio/Video at the Registered Office of the Company, Mercantile Shipping Company PLC No.108, Aluthmawatha Road, Colombo 15 for the following purposes:

Agenda

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company for the year ended 31st March 2023 and the Report of the Auditors thereon.
2. To re-elect Capt. R E G Codipilly who retires by rotation in terms of Article 84, of the Articles of Association of the Company, and being eligible offers himself for re-election as a Director.
3. To appoint Mrs. S A S K Jayasekera who has been appointed to the Board subsequent to the last Annual General Meeting in terms of Article 91 of the Articles of Association of the Company, being eligible for re-election.
4. To re-appoint following Directors, to the Board in terms of Section 211 of the Companies Act No.07 of 2007;

- a) Captain K Kriwat retires and being eligible offers himself for re-appointment. Accordingly, the following resolution to be passed for this purpose, if thought fit.

IT IS HEREBY RESOLVED:

That Captain K Kriwat, who has reached the age of 83 being eligible for re-appointed as a Director in terms of Section 211 of the Companies Act and it is specially declared that the age limit referred to in Section 210 of the Companies Act shall not apply to the said Captain K Kriwat.

- b) Mrs. C D A Peiris retires and being eligible offers herself for re-appointment. Accordingly, the following resolution to be passed for this purpose, if thought fit.

IT IS HEREBY RESOLVED:

That Mrs. C D A Peiris, who has reached the age of 71 re-appointed as a Director in terms of Section 211 of the Companies Act and it is specially declared that the age limit referred to in Section 210 of the Companies Act shall not apply to the said Mrs. C D A Peiris.

- c) Mr. M S P Gunawardena retires and being eligible offers himself for re-appointment. Accordingly, the following resolution to be passed for this purpose, if thought fit.

IT IS HEREBY RESOLVED:

That Mr. M S P Gunawardena, who has reached the age of 72 re-appointed as a Director in terms of Section 211 of the Companies Act and it is specially declared that the age limit referred to in Section 210 of the Companies Act shall not apply to the said Mr. M S P Gunawardena.

- d) Mr. P A Nandasena retires and being eligible offers himself for re-appointment. Accordingly, the following resolution to be passed for this purpose, if thought fit.

IT IS HEREBY RESOLVED:

That Mr. P A Nandasena, who has reached the age of 71 re-appointed as a Director in terms of Section 211 of the Companies Act and it is specially declared that the age limit referred to in Section 210 of the Companies Act shall not apply to the said Mr. P A Nandasena.

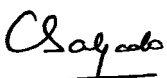
- e) Mr. H A R K Wickramatileka retires and being eligible offers himself for re-appointment. Accordingly, the following resolution to be passed for this purpose, if thought fit.

IT IS HEREBY RESOLVED:

That Mr. H A R K Wickramatileka, who has reached the age of 70 re-appointed as a Director in terms of Section 211 of the Companies Act and it is specially declared that the age limit referred to in Section 210 of the Companies Act shall not apply to the said Mr. H A R K Wickramatileka.

5. To re-appoint the Auditors Messrs Ernst & Young and to authorize the Board of Directors to determine their remuneration.
6. To authorise Directors to determine contribution to Charities.
7. To consider any other business of which due notice has been given.

By Order of the Board



(Ms.) C.S. Salgado
Managers & Secretaries (Private) Limited
Corporate Secretaries
Colombo

14th August 2023

Note:

1. A member entitled to attend and vote at the above meeting is required to complete and submit a pre- registration form in order to ensure participation at the AGM of the Company. A Pre- registration form is enclosed for this purpose to be completed by Mercantile Shipping Company PLC Shareholders only.
2. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her behalf. A proxy need not be a member of the Company. A form of proxy is enclosed for this purpose.
3. Only members of Mercantile Shipping Company PLC are entitled to take part at the AGM of Mercantile Shipping Company PLC.
4. The instruments for Pre-registration and appointing a proxy must be completed and deposited at the Registered Office of the Company Secretaries, Managers & Secretaries (Private) Limited, No.8, Tickell Road, Colombo 08 or e-mailed to menaka@msl.lk not less than forty-eight hours prior to the time appointed for holding the meeting.

Form of Proxy

I/we the undersigned
bearing NIC no
 of
 being a member / members of Mercantile Shipping Company PLC, hereby appoint
 Full name of proxy -

 NIC of Proxy -
 Address of Proxy -
 Contact Numbers - Land Mobile Email address -

Hetti Arachchige Ranjith Kumara Wickramatileka	or failing him
Captain Klaus Kriwat	or failing him
Thomas Kriwat	or failing him
Mrs. Charmaine Divinia Anne Peiris	or failing her
Captain Rohan Edward Guy Codipilly	or failing him
Mallawaarachchige Sarathchandra Perera Gunawardena	or failing him
Panambara Arachchilage Nandasena	or failing him
Wineendra Sudhammika Weeraman	or failing him
Chathura Chanaka Wickramatileka	or failing him
Mrs. Sakalasuriya Appuhamilage Sureka Keshani Jayasekera	

as my/our proxy to represent me/us and *vote for me/us on my/our behalf as indicated below at the 42nd Annual General Meeting of the Company to be held at 2.30 p.m on 22nd September 2023 via zoom Audio /Video at the Registered Office of the Company, Mercantile Shipping Company PLC, No. 108, Aluthmawatha Road, Colombo 15 and at any adjournment thereof, and at every poll which may be taken in consequence, thereof.

	FOR	AGAINST
1. To receive and consider the Annual Report of the Board of Directors and the statement of Audited Accounts for the year ended 31st March 2023 and the Report of the Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Capt. R E G Codipilly who retires by rotation in terms of Article 84, of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
3. To appoint Mrs. S A S K Jayasekera who has been appointed to the Board since the last Annual General Meeting in terms of Article 91 of the Articles of Association of the Company, being eligible for re-election	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint following Directors, to the Board in terms of Section 211 of the Companies Act, No.07 of 2007;		
a) Captain K Kriwat retires and being eligible offers himself for re-appointment	<input type="checkbox"/>	<input type="checkbox"/>
b) Mrs. C D A Peiris retires and being eligible offers herself for re-appointment	<input type="checkbox"/>	<input type="checkbox"/>
c) Mr. M S P Gunawardena retires and being eligible offers himself for re-appointment.	<input type="checkbox"/>	<input type="checkbox"/>
d) Mr. P A Nandasena retires and being eligible offers himself for re-appointment	<input type="checkbox"/>	<input type="checkbox"/>
e) Mr. H A R K Wickramatileka retires and being eligible offers himself for re-appointment	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint the Auditors Messrs. Ernst & Young and to authorize the Board of Directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
6. To Authorize Directors to determine contribution to Charities	<input type="checkbox"/>	<input type="checkbox"/>
7. To consider any other business of which due notice has been given	<input type="checkbox"/>	<input type="checkbox"/>

Signed thisday of2023.

Please see overleaf for Instructions for completion.

Notes: * Please indicate your NIC/Member No. in the space provided on the top right corner.

** Please indicate with an "x" in the space provided, how your Proxy is to vote on the Resolutions.

If no indication is given, the Proxy in his discretion will vote as he thinks fit.

Instructions for completion of Proxy

1. In order to appoint a proxy, this form shall in the case of an individual be signed by the shareholder or by his/her Attorney and in the case of a company/corporation, the form of proxy must be under its Common Seal, which should be affixed and attested in the manner prescribed by its Articles of Association.
2. The full name, NIC No. and address of the Proxy holder and of the Shareholder appointing the Proxy holder should be entered legibly in the form of proxy.
3. The duly completed form of proxy must be deposited at the Registered Office of the Company Secretaries, Managers & Secretaries (Private) Limited, No.8, Tickell Road, Colombo 08, or e-mailed to "menaka@msl.lk" not later than 48 hours prior to the time appointed for holding of the meeting.
4. In the case of a proxy signed by an Attorney, the relevant Power-of-Attorney or a certified copy thereof should also accompany the completed form of proxy and must be deposited at the Registered Office of the Company or email as above noted.