



**CIRCULAR TO THE SHAREHOLDERS
13TH ANNUAL GENERAL MEETING OF WINDFORCE PLC**

Dear Shareholder/s,

This refers to our notice of 13th Annual General Meeting (“AGM”) of WindForce PLC (“the Company”), contained in the Annual Report for the year 2022/23, which was uploaded on the website of the Colombo Stock Exchange. The Company is inviting to join the AGM scheduled to be held on 28th June 2023 at 3.30 p.m. at WindForce PLC, No. 334, T.B. Jayah Mawatha, Colombo 10 on a virtual platform (online/audio-visual) in accordance with the guidelines issued by the Colombo Stock Exchange.

Accordingly, please note that physical copies of the Annual Report or CDs will not be posted to the shareholders, this year. A soft copy of the report can be found on the Colombo Stock Exchange (www.cse.lk) website as well as the website of the Company (www.windforce.lk).

In the event that you require any assistance in accessing the above links or have any query in obtaining the soft copy of the Annual Report etc., you may contact the following person any time between 10.00 a.m. to 4.00 p.m. on any working day, on the following contact numbers.

Name	Contact No.	E-mail Address
Neena Silva	011 2697151 – Ext- 381	neena@windforce.lk

Accordingly, the Board of Directors of the Company will conduct the AGM in the following manner:

1. The AGM shall be held in compliance with the principles set out in the guidelines issued by the Colombo Stock Exchange for the hosting of virtual AGMs.
2. Board of Directors, Company Secretaries, Auditors and a few other key officials of the Company who are required for the administration of formalities at the AGM will be physically present in the board room of WindForce PLC at No.334, T.B. Jayah Mawatha, Colombo 10. Members of the Board (who are unable to be present in person), relevant senior management persons and the shareholders will participate via an online meeting platform.
3. The circular to shareholders, notice of meeting and the form of proxy referred to the AGM are published on the CSE website and the Company website. The Notice of the Meeting has also been published on three national newspapers in English, Sinhala and Tamil.
4. Shareholders who wish to participate in the AGM via online meeting platform are requested to forward the information requested in the Online AGM Registration Form (Form A) accompanying this circular to the shareholders to the email address: **info@windforce.lk** with the **subject title “WINDFORCE PLC AGM 2023”**, 48 hours prior to the time scheduled for the AGM. On receipt of the shareholder information, the company will forward the log in information to the shareholder.
5. **Appointment of Proxy Holder** - Shareholders are entitled to appoint a proxy holder to participate at the AGM on his/her/its behalf. A Form of Proxy accompanies this circular for this purpose and the completed Form of Proxy should either be posted/deposited at the registered office at No. 334, T.B. Jayah Mawatha, Colombo 10 or scanned and emailed to the email

address info@windforce.lk with the **subject title “WINDFORCE PLC AGM PROXY”** to be reached not later than 48 hours prior to the time scheduled for the AGM.

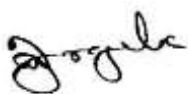
6. A shareholder may appoint a member of the board of Directors as the proxy holder to represent such shareholder at the AGM if he/she wishes to. In this respect the Shareholders shall submit their proxies (in which event, proxy holder email will not be applicable) and forward to the Company, via either of the modes specified above (clause - 5) 48 hours prior to the meeting.
7. Shareholders may send their questions and queries on the business to be brought forward before the AGM to email address: info@windforce.lk by facsimile to 011 4645424 addressed to the **“INVESTOR RELATIONS, WINDFORCE PLC”**. Shareholders are requested to mention their **full name, National Identity Card number, telephone number, and email address** in such communications. The Board will ensure that they are discussed and addressed at the AGM, if relevant. Such requests should reach the Company not less than five (05) days before the date of the meeting.
8. Shareholders who participate in the meeting online, will be given the opportunity to raise their questions or comments on the matters listed on the agenda for the AGM.
9. Voting on the resolutions listed in the supplementary notice of the AGM will be registered by using an online platform or a designed ancillary online application. All of such procedures will be explained to shareholders prior to the commencement of the meeting.
10. The login information will be authorised only for the use by individual shareholder, proxy holders and authorised representatives in case of institutional Shareholders and the Company will not be responsible or liable for any misuse. Where the proxy holders are concerned, please note that the login information will only be shared with those in whose favour a valid proxy has been submitted by the Shareholder.

For any queries regarding this circular to the shareholders, Notice of the AGM and Form of Proxy please contact Nexia Corporate Consultants (Private) Limited on 0114889526 during normal office hours. The Board wishes to thank the shareholders of the Company for their unwavering cooperation.

Below mentioned documents accompany this circular.

1. Notice of Meeting
2. Further Instruction for AGM
3. Form of Proxy
4. Online AGM Registration Form (Form – A)

**BY ORDER OF THE BOARD
NEXIA CORPORATE CONSULTANTS (PRIVATE) LIMITED**



SECRETARIES TO WINDFORCE PLC

05th June 2023

Note: Please refer **page no.3** - for further instructions and guideline of the registration process for the virtual (on-line) meeting platform and **accompanying** shareholder registration form (Form A) for the AGM with this circular to the shareholders.



**FURTHER INSTRUCTIONS AND GUIDELINES FOR THE REGISTRATION PROCESS FOR THE
13TH ANNUAL GENERAL MEETING (AGM) OF WINDFORCE PLC VIA VIRTUAL (ON-LINE)
MEETING PLATFORM**

1. Duly completed forms* to register the shareholder or proxy holder for the participation for the AGM should be emailed to **info@windforce.lk** forty-eight (48) hours before the meeting.
 - *Form for the registration of shareholder (Form A) is on page 9 of the supplementary notice to the shareholders.
 - *Form of Proxy accompany with this circular as separate documents.
2. The information of the shareholder provided (name, national identity card number, CDS account number, etc.) should be accurate and tallying with the information in the register of shareholders. If the Company satisfies and accepts the shareholder request for registration to participate to the AGM, it will forward an email confirmation acknowledging the registration.
3. The shareholders and proxy holders whose on-line registrations have been accepted will receive a meeting link/web-link from the Company, 24 hours prior to the commencement of the AGM together with further instructions/guidelines.
4. If any Shareholder or Proxy Holder intends to participate to the meeting via his/her smartphone or tablet, it is necessary for him/her to download the Online Meeting App (Zoom) to his/her phone or tablet. If the participation is via desktop/laptop computer, the meeting link should be opened through a web browser.
5. If any Shareholder who is registered for participation via Online Meeting Platform require any assistance in connecting to the meeting, they may contact the hotline number 011 2697151 for assistance.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 13th Annual General Meeting of the shareholders of WINDFORCE PLC will be held on 28th June 2023 at 3.30 p.m. by way of a virtual meeting (online/audio-visual) at WindForce PLC , No. 334, T.B. Jayah Mawatha, Colombo 10.

The business to be brought forward before the meeting will be:

1. To receive and consider the Annual Report of the Directors and the Statement of Accounts for the year ended 31st March 2023 with the Report of the Auditors thereon. **(Resolution 1)**
2. Re-election of Directors
 - (i) To re-elect Mr. Savantha Rishad Sproule De Saram - Director who retires by rotation in terms of Article 78 of the Articles of Association of the Company and being eligible offers himself for the re-election. **(Resolution 2. i)**
 - (ii) To re-elect Mr. Pradeep Dilshan Rajeeva Hettiaratchi - Director who retires by rotation in terms of Article 78 of the Articles of Association of the Company and being eligible offers himself for the re-election. **(Resolution 2. ii)**
 - (iii) To re-elect Mr. Hussain Akbarally - Director who retires by rotation in terms of Article 78 of the Articles of Association of the Company and being eligible offers himself for the re-election. **(Resolution 2. iii)**
3. To appoint M/S. Ernst & Young, Chartered Accountants, who have consented to be appointed Auditors of the Company until the conclusion of the next annual general meeting, in place of the retiring auditors M/s. B.R. De Silva & Company, Chartered Accountants, and to authorize the Directors to determine their remuneration. **(Resolution 3)**
4. To authorize the Directors to determine donations for charities for the ensuing year. **(Resolution 4)**
5. Any other business
If thought fit to pass the following as an ordinary resolution:

Cost Escalation of the Hiruras Wind Power Plant Project in Mannar 10MW + 5MW

Reference to the item 1.2 (Objectives of the Issue) of the Prospectus of the Initial Public Offering of the Company dated 01st of March, 2021, and the Corporate Disclosure, dated 19th May 2022. It was previously stated that the total project cost has increased from LKR 3,090,000,000 to LKR 6,653,000,000 for the 10MW+ 5MW Wind Plants in Mannar due to the Rupee devaluation and cost increase in local material and services. The required approvals of the shareholders have been obtained at the shareholders' meeting of the Company on 20th July 2022.

Further, during erection of the wind turbine bottom tower at location 03, Nanattan, Mannar project construction site, the hired 600T main crane toppled. This crane is beyond repairs and the company had planned to import another 750T crane on rental to continue with the project.

The damage was recorded at LKR 995 million, out of which approximately LKR 377 million will be covered by the project insurance excluding the finance cost and other incidental cost relating

to the accident. In addition, there is also a LKR 179 million cost escalation due to increase of VAT and global raw material prices. Hence, the estimated cost of the project has increased from LKR 6,653,000,000 to LKR 7,450,000,000. Consequently, the equity infusion for the project from the company's IPO funds are to be increased to LKR 2,500,000,000 with an expected change in Debt Equity ratio from 75:25 to 66:34. The additional IPO funds will be sourced by re-allocating the funds for Tororo Phase II Project, which is delayed due to the on-going grid study by Electricity Regulatory Authority (ERA) in Uganda. This project will commence upon the completion of the grid study in July 2023 and it will be funded by remaining IPO funds, company's own reserves and debt financing.

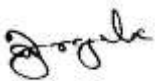
Nevertheless, as the Power Purchase Agreement (PPA) is yet to be signed, an 80% upward tariff rate revision is expected to the USD at the indicative LKR/USD rate published by the Central Bank of Sri Lanka (CBSL), seven (07) working days prior to the signing of the PPA. As a result of the tariff revision, the project will likely earn an Equity IRR of 7.5% with a Project IRR of 9.2% at 15.6% WACC. Moreover, negotiations are under way to further increase the tariff to compensate prevailing high interest rates in the market which will likely increase the Equity IRR to 15.3% with a Project IRR of 13.2%.

The market announcement relating to the aforesaid incident has been published on the Colombo Stock Exchange Website on the 03rd March 2023.

Accordingly, it is proposed to consider and if thought fit, pass the following resolution by way of an Ordinary Resolution.

The shareholders having noted the recommendation of the Directors that due to the accident in the construction site and the cost escalation due to increase of VAT and global raw material prices and other incidental costs, the estimated cost of the project has increased from LKR 6,653,000,000 to LKR 7,450,000,000 and consequently, the equity infusion for the project from the company's IPO funds are to be increased to LKR 2,500,000,000 with an expected change in Debt Equity ratio from 75:25 to 66:34, IT IS RESOLVED THAT the utilization of IPO funds as mentioned above to facilitate the project cost and the changes to the equity ratio is in the best interest of the Company and all its shareholders and that the same be hereby approved.
(Resolution 5)

By order of the Board,



Nexia Corporate Consultants (Private) Limited

Secretaries to WindForce PLC

05th June 2023

Notes -

1. A shareholder who is entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote (on-line) on behalf of him/her.
2. A proxy need not be a shareholder of the Company.
3. A Form of Proxy accompanies this notice.



**WINDFORCE PLC
ANNUAL GENERAL MEETING
FORM OF PROXY – VOTING SHAREHOLDER**

I/We (full name of shareholder and names of joint holder/s, if any).....
 of (address of
 main shareholder) being a Member/s
 of WINDFORCE PLC do hereby appoint (full name of the Proxy Holder) Mr./Mrs./Ms.
of.....

or failing him/her.

- | | |
|-----------------------|----------------|
| Mr. R.P. Pathirana | or failing him |
| Mr. A.A. Akbarally | or failing him |
| Mr. K.B.M.I. Perera | or failing him |
| Mr. Hussain Akbarally | or failing him |
| Mr. Huzefa Akbarally | or failing him |
| Mr. V.K. Hirdaramani | or failing him |
| Mr. M. Najmudeen | or failing him |
| Mr. D. Hettiaratchi | or failing him |
| Mr. S. De Saram | or failing him |
| Ms. S. Amarasekara | or failing her |

as my/our Proxy to vote and speak for *me/us on *my/our behalf at the 13th Annual General Meeting of WINDFORCE PLC to be held at 3.30 PM, 28th June, 2023 by virtual means and at any adjournment thereof. Please indicate your preference by placing a “X” against the resolution number.

Please indicate your preference by placing a “X” against the resolution Number

Resolutions

Resolution 1

For	Against

Resolution 2

Resolution 2.i

Resolution 2.ii

Resolution 2.iii

Resolution 3

Resolution 4

Resolution 5

Signed on this day of 2023.

.....
 Signatures

 NIC/ Passport Number

Please furnish the following details;

CDS Account No. of the Shareholder/s	
Number of shares	
Shareholder/s contact numbers/s	Fixed Line: Mobile:
Email address for the proxy holder's participation at the AGM (on-line link will be forwarded to this email address)	
Proxy Holder's NIC number	

Instructions as to completion

1. Kindly complete the Form of proxy with the information requested including the full name and address of the shareholder legibly and signing in the space provided and dating the same.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of him/her.
3. If the Proxy Form is signed by an Attorney, the relative Power of Attorney should also accompany the completed form of proxy, if it has not already been registered with the Company.
4. The Shareholder shall indicate with an "X" in the space provided as to how the proxy is to vote on the resolution. If no indication is given, proxy shall exercise his/her discretion and vote as he/she thinks fit.
5. Shareholders who opt to appoint a proxy shall complete the Form of Proxy and the duly completed Form of Proxy should either be posted/deposited at the registered office at No.334, T.B. Jayah Mawatha, Colombo 10 or scanned and emailed to the email address **info@windforce.lk** with the subject title "**WINDFORCE PLC AGM PROXY**" to reach us not later than 48 hours prior to the time scheduled for the AGM.



ONLINE AGM REGISTRATION FORM

FORM – A

SHAREHOLDER REGISTRATION FORM FOR THE 13TH ANNUAL GENERAL MEETING TO BE HELD ON 28TH JUNE 2023 VIA VIRTUAL (ON-LINE) MEETING PLATFORM

1. Full Name of the shareholder
.....
.....
2. Residential Address
.....
.....
3. NIC No. / Passport No/Company Reg. No.
4. CDS Account No.
5. Contact No.
 - Land Line
 - Mobile
6. E-mail Address of the Shareholder
(On-line meeting link should be forwarded by the Company to this email address)

Notes -

4. A shareholder who is entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote (on-line) on behalf of him/her.
5. A proxy need not be a shareholder of the Company.
6. A Form of Proxy accompanies this notice.
7. Shareholders who opt to appoint a proxy shall complete the Form of Proxy and the duly completed Form of Proxy should either be posted or deposited at the registered office at No.334. T.B. Jayah Mawatha, Colombo 10 or emailed to the email address info@windforce.lk with the subject title “**WINDFORCE PLC AGM REGISTRATION**” to reach us not later than 48 hours prior to the time scheduled for the AGM.