

ODEL PLC

FORM OF PROXY

*I/Weof

being * member/members of ODEL PLC, do hereby appoint

(holder of N.I.C No.) of or (whom falling)

- Mr. A.K. Pathirage
- whom failing
- Mr. H.K. Kaimal
- whom failing
- Mr. M.I. Furkan
- whom failing
- Mr. D.Y. Christostom
- whom failing
- Dr. I.C.R. De Silva

as *my/our Proxy to represent *me/us and to speak and vote for *me/us on *my/our behalf at the Annual General Meeting of the Company to be held on Monday the 12th day of January 2026 at 10:00 a.m. and at any adjournment thereof, and at every poll which may be taken in consequence thereof.

		For	Against
1.	Ordinary Business		
1.1	To receive and consider the Annual Report of the Board of Directors and the Financial Statements of the Company and of the Group for the year ended 31st March 2025 together with the Report of the Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
1.2	To re-elect Mr. M.I. Furkan in terms of Article 23 (2) of the Articles of Association, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
1.3	To re-elect Mr. D.Y. Christostom in terms of Article 23 (2) of the Articles of Association, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
1.4	To pass the Ordinary Resolution set out under item 1.4 of the Notice of Meeting to re-appoint Dr. I.C.R. De Silva who is 70 years of age, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
1.5	To re-appoint Messrs. Ernst & Young, as Auditors and to authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
1.6	To authorise the Directors to determine and make Donations for the year ending 31st March 2026 and up to the date of the next Annual General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>
1.7	To discuss matters giving rise to an emphasis of matter on going concern contained in the Audited Financial Statements for year 2023/2024 and 2024/2025 and the remedial action intended to be adopted by the Company to ensure compliance with Rule 7.5 (d) (ii) of the Listing Rules of the CSE, the impact of such emphasis of matter on going concern not resolved for a period of 15 months from the date of transferring its securities to the Watch List.	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

Note:

- (1) *Please strike off the inappropriate words.
- (2) A proxy need not to be a shareholder of the company.
- (3) Instructions as to completion are noted on the reverse hereof.

ODEL PLC

FORM OF PROXY (Contd.)

INSTRUCTIONS FOR COMPLETION

1. The full name, National Identity Card number and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy should be legibly entered in the Form of Proxy which should be duly signed and dated.
2. The completed Proxy should be forwarded to the Company for deposit at the Registered Office through the Company Secretaries, Softlogic Corporate Services (Pvt) Ltd, No. 14, De Fonseka Place, Colombo 05 marked "ODEL PLC - Annual General Meeting" or email corporate.services@softlogic.lk not later than 48 hours before the time appointed for the Meeting.

In forwarding the completed and duly signed Proxy to the Company, please follow the Circular to Shareholders and Attendance Registration Process for the Annual General Meeting attached to the Notice of Annual General Meeting.

3. The Proxy shall -
 - (a) In the case of an individual be signed by the shareholder or by his attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.
 - (b) In the case of a Company or Corporate / statutory body either be under its Common Seal or signed by its Attorney or by an Officer on behalf of the Company or Corporate / statutory body in accordance with its Articles of Association or the Constitution or the Statute. (as applicable)
4. Please indicate with a 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.