

FORM OF PROXY

**I/We.....
of.....

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

 (holder of N.I.C.No)
 of.....

 or (whom failing)

Mr. A.K. Pathirage	whom failing him
Mr. H K Kaimal	whom failing him
Mr. R.P. Pathirana	whom failing him
Dr. I.C.R. De Silva	whom failing him
Mr. J.M.J. Perera	

as *my/our Proxy to represent *me/us and to speak and vote for *me/us on *my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday 17th day of July 2024 at 10.30 a.m. at the Auditorium of Central Hospital Limited (4th Floor), No. 114, Norris Canal Road, Colombo 10 and at any adjournment thereof, and at every poll which may be taken in consequence thereof.

Resolution	For	Against
To pass the Ordinary Resolution as set out in the Notice of Meeting dated 26 th June 2024		

Signed this day of Two Thousand Twenty-Four.

.....
 Signature

- Note:** 1. A proxy need not be a Shareholder of the Company.
 2. Instructions as to completion appear overleaf.

INSTRUCTIONS AS TO 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 Secretaries 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 – Extraordinary General Meeting" or email corporateservices@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 Secretaries, please follow the Guidelines and Attendance Registration Process for the Extraordinary General Meeting attached to the Notice of Extraordinary 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.