

Appendices —○ Notice of Meeting

NOTICE IS HEREBY GIVEN that the Sixty-Eighth Annual General Meeting of Diesel & Motor Engineering PLC will be held at the Registered Office of the Company, No. 65, Jetawana Road, Colombo 14, on Friday, 28th June 2013 at 10.00 a.m. and the business to be brought before the meeting will be:

Agenda

1. To consider and adopt the Report of the Directors and the Statement of Accounts for the year ended 31st March 2013, with the Report of the Auditors thereon.
2. To re-elect Mr. A.G. Pandithage, who retires by rotation in terms of Articles 66 of the Articles of Association as a Director of the Company.
3. To re-elect Mr. R.C. Weerawardane, who retires by rotation in terms of Articles 66 of the Articles of Association as a Director of the Company.
4. To re-elect Mr. R. Seevaratnam, who retires by rotation in terms of Articles 66 of the Articles of Association as a Director of the Company.
5. To note that Mr. T.G.H. Peries, a Director who retires in terms of Article 66 of the Articles of Association of the Company has not offered himself for re-election and therefore will cease to be a Director of the Company with effect from the conclusion of this meeting
6. To reappoint Messrs KPMG as Auditors to the Company for the ensuing year and to authorize the Board of Directors to determine their remuneration.
7. To authorise the Directors to determine contributions to charities.

The profiles of the Directors proposed for re-election are given on the Annual Report.

Note

A member is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company. A Form of proxy is enclosed for this purpose. The instrument appointing a proxy must be deposited at the Registered Office, No. 65, Jetawana Road, Colombo 14, not less than forty-eight hours before the time fixed for the Meeting.

By Order of the Board,

Diesel & Motor Engineering PLC

Company Registration No. PQ-146



B.C.S.A.P. Gooneratne

Secretary

Colombo

21st May 2013