

14th October 2020

**SUPPLEMENTARY CIRCULAR TO SHAREHOLDERS
EXTRAORDINARY GENERAL MEETING OF SEYLAN BANK PLC**

Dear Shareholder/s

We refer to our Circular to Shareholders and Notice of Extraordinary General Meeting (“EGM”) both dated 15th September 2020 of Seylan Bank PLC (“the Bank” or “the Company”) which was despatched to the shareholders registered as at that date, inviting the shareholders to the EGM which was scheduled to be held on Tuesday, 13th October 2020 at 10.00 a.m. at the Auditorium of the Sri Lanka Institute of Tourism and Hotel Management, No.78, Galle Road, Colombo 03.

However, in view of the latest developments in the health situation due to COVID 19 and the instructions issued by the Ministry of Health, the Board of Directors of the Bank (“the Board”) postponed the EGM and an announcement regarding the same was issued and published in the website of the Colombo Stock Exchange (‘CSE’) (www.cse.lk) as well the Bank’s website (www.seylan.lk) on 07th October 2020. Accordingly, the EGM is now rescheduled to be held on **Wednesday, 4th November 2020 at 11.00 a.m.** as a virtual (on-line/audio-visual means) meeting with arrangements for the virtual (on-line) meeting platform made at the registered office of the Company.

We further wish to inform you the following in respect of the rescheduled EGM to be held via a virtual (on-line) platform:

1. **Provisions in the Articles of Association of the Bank** - In terms of the Articles, no business shall be transacted at the general meeting unless a quorum is present. Three shareholders present in person or by proxy or attorney or in the case of a corporation, by an authorized representative holding or representing not less than 10 per centum (10%) of the total voting rights of all shareholders having the right to vote at the meeting shall be the quorum for all purposes. Further, Article 45 provides that a general meeting may determine its own procedure (to the extent it is not governed by the provisions in the Articles).
2. The Board of Directors and the Company Secretary will be present in person at the registered office for the conduct of the virtual (on-line) EGM. Members of the Board (who are unable to be present in person), relevant senior management members of the Bank, Auditors and Lawyers of the Bank, will participate virtually (on-line).
3. **Supplementary Notice and Documents disseminated to the Shareholders** – This Supplementary Circular to Shareholders together with an outline/guidance for the registration for virtual (on-line) participation at the EGM and the Supplementary Notice of EGM both dated 14th October 2020; the Form of Proxy and a further copy of the Circular to Shareholders dated 15th September 2020 referred to above; are published in the CSE website (www.cse.lk) and in the Company’s corporate website (www.seylan.lk).

The Company will not despatch the above mentioned documents by post. Shareholders are requested to access the aforementioned websites to peruse the said documents and download/print as required.

The Company has also published a notice pertaining to the rescheduling of the EGM in an English language newspaper, a Sinhala language newspaper and a Tamil language newspaper.

4. **Shareholders who wish to participate in the EGM virtually (on-line)** - are requested to forward to the Company Secretariat of the Bank, the information requested in the ‘Supplementary Notice of Extraordinary General Meeting’ attached, to the email address: egm2020@seylan.lk (with the email

subject titled “SEYLAN EGM 2020”) 48 hours prior to the time scheduled for the EGM. On receipt of the shareholder’s information, the Company Secretariat will email to the shareholder, the log in information.

5. **Shareholders who wish to appoint a Proxy to participate in the EGM** - Shareholders are entitled to appoint a proxy holder or a representative (in the case of corporates) to participate (on-line) on his/her/its behalf. A proxy holder need not be a shareholder of the Company. A Form of Proxy is enclosed for this purpose and the completed Form of Proxy should either be addressed to the Company Secretary and posted or hand delivered to the registered office of the Company at Seylan Towers, No. 90, Galle Road, Colombo 03; or scanned and emailed to the email address, egm2020@seylan.lk (*with the email subject titled “SEYLAN EGM PROXY”*) or faxed to fax number 011-2452584, not later than 48 hours before the time appointed for the holding of the EGM.
6. **Already submitted Forms of Proxy** - Duly completed Forms of Proxy which were already received by Company will be considered valid unless the shareholder who appointed such proxy revokes same by notifying the Company by email addressed to egm2020@seylan.lk, 48 hours prior to the meeting.

A shareholder who had already submitted a duly completed Form of Proxy and would want his/her/its proxy holder/representative named in the Form of Proxy to participate at the EGM on-line, such shareholder shall inform the Company accordingly and email the information requested in the Form of Proxy to egm2020@seylan.lk.

7. **Option to appoint any member of the Board as a Proxy** – A shareholder may opt to appoint a member of the Board of Directors as the proxy holder to represent such shareholder at the EGM, by completing the Form of Proxy accordingly (in which event, proxy holder email address will not be applicable).
8. **Questions and Queries** - Shareholders may send in their questions or queries on the matters listed in the Supplementary Notice of EGM to email address: csy@seylan.lk or by fax number 011 2452584 addressed to the Company Secretary, Seylan Bank PLC. We request the shareholders to mention their full name, National Identity Card Number; telephone number and email address in such communications.
9. Documents (requests/information for on-line registration, Form of Proxy, questions/queries) received later than 48 hours before the time appointed for the meeting will not be accepted.
10. At the EGM, the Chairman of the meeting will deal with questions/comments which are relevant to the agenda item in the Supplementary Notice of EGM.
11. **Voting on the Resolution listed in the Supplementary Notice of EGM** - Ordinary shareholders with voting rights could vote their preference on the Resolution and, procedure/s with regard to same will be explained at the EGM.
12. The date fixed for the EGM will not be affected even if a public holiday is declared or curfew is imposed on such date since arrangements will be in place to proceed via an on-line platform.

Shareholders may contact the staff at the Company Secretariat of the Bank on telephone numbers 011-2456594, 011-2456589 and 011-2456582 during working hours if they have any queries or need any clarification on this Supplementary Circular and/or on the Supplementary Notice of EGM and/or the Form of Proxy which accompany this Supplementary Circular.

**By order of the Board of Directors of
SEYLAN BANK PLC**



(Mrs) N N Najumudeen
Company Secretary

Please Refer page 3 - for an outline of the registration process for the virtual (on-line) meeting platform

**OUTLINE OF THE REGISTRATION PROCESS FOR THE EXTRAORDINARY GENERAL MEETING (EGM)
VIA VIRTUAL (ON-LINE) MEETING PLATFORM**

1. The respective forms* with the information duly completed to register the shareholder or proxy holder for participation should be emailed to egm2020@seylan.lk, **forty eight (48) hours** before the time fixed for the EGM

**Form for the registration of the shareholder is on page 3 of the Supplementary Notice of EGM; and*

**Form for the registration of the proxy holder is in the Form of Proxy (both pages)*

2. The information (name, national identity card number/CDS account number, etc) received of a shareholder should tally with the information in the Register of Shareholders. If the Company is satisfied with the request and supporting documents, it will accept such request for registration for participation at the EGM and will forward an email confirmation acknowledging the registration.
3. The shareholders and proxy holders whose on-line participation requests have been accepted will receive a separate email containing the meeting link/web-link from the Company, twenty-four (24) hours prior to the commencement of the EGM together with further instructions/guidelines.
4. If a shareholder/proxy holder intends to join the Virtual EGM via a smart phone, it is necessary that he/she has the **Microsoft Teams App** in his/her smart phone or on his/her desktop computer.

If the shareholder/proxy holder does not have the Microsoft Teams App as stated above, he/she should download the **“Microsoft Teams Mobile App”** to his/her smart phone and similarly, if a shareholder/Proxy holder wishes to attend the Virtual EGM via a desktop computer, the link can be opened by downloading the **“Microsoft Teams Desktop App”** to the respective desktop computer (Compatible web browsers: Google Chrome; Microsoft Edge).

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