

CIRCULAR TO SHAREHOLDERS

Merchant Bank of Sri Lanka & Finance PLC

PQ 10

BOC Merchant Tower, No.28, St. Michael's Road, Colombo 3

FORTY THIRD (43RD) ANNUAL GENERAL MEETING AND CIRCULATION OF ANNUAL REPORT 2024.

Dear Valued Shareholder,

The 43rd Annual General Meeting (AGM) of Merchant Bank of Sri Lanka & Finance PLC (MBSL) will be held at The Grand Maitland, Maitland Place, Colombo 07 on 06th June 2025 at 10.00 a.m

We are pleased to forward herewith Notice of Meeting and Form of Proxy for the 43rd AGM of MBSL.

Kindly be informed that the Annual Report 2024 of MBSL is published and is available for downloading on the MBSL website (www.mbslbank.com) as well as on the website of the Colombo Stock Exchange (www.cse.lk). You may also scan the QR Code given below to access the Company's Annual Report 2024.



The PDF version of the Annual Report 2024 can be accessed at: www.mbslbank.com

Please contact the following staff members of the Company between 9.00 a.m. to 4.30 p.m. on any working day, if you need any assistance/ clarification with regard to this Circular or any other document attached thereto.

Name	Contact Telephone Numbers	E-mail address
Ms. Dinusha Rajapaksha	0114711743	dinushar@mbslbank.com
Ms. Nimali Mudunkotuwa	0114711777	nimalig@mbslbank.com

If you wish to have a printed copy of the Annual Report, kindly send us either a completed 'Form of Request' which is available for downloading on either www.mbslbank.com or www.cse.lk or a written request with your full name and National Identity Card Number to the Company Secretary, Merchant Bank of Sri Lanka & Finance PLC, BOC Merchant Tower, No.28, St. Michael's Road, Colombo 3. Alternatively, the completed Form of Request or the written request can be e-mailed to: dinushar@mbslbank.com or fax to fax number 0114711742. The printed report will be forwarded within eight (8) market days from the receipt of the written request.

By order of the Board

Therajanani Attanayake

Company Secretary

06th May 2025

NOTICE OF MEETING

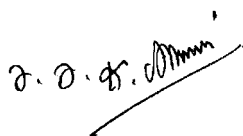
NOTICE IS HEREBY GIVEN that the Forty Third (43rd) Annual General Meeting of Merchant Bank of Sri Lanka & Finance PLC (MBSL) will be held at The Grand Maitland, Maitland Place, Colombo 07 on 06th June 2025 at 10.00 a.m. for the following purposes;

1. To receive and consider the Annual Report of the Board of Directors and the Audited Financial Statements of the Company for the year ended 31 December 2024 together with the Report of the Auditors thereon.
2. To re-elect Mr. H P K Silva who retires by rotation in terms of Article 86 read with Article 87 of the Articles of Association of MBSL
3. To re-elect Mr. R M N Jeewantha who retires by rotation in terms of Article 86 read with Article 87 of the Articles of Association of MBSL.
4. To elect Ms. R Dulani Fernando who was appointed to the Board since the last Annual General Meeting, under and in terms of Article 93 of the Articles of Association of MBSL.
5. To elect Mr. A J Ismail who was appointed to the Board since the last Annual General Meeting, under and in terms of Article 93 of the Articles of Association of MBSL.
6. To elect Mr. W C Rodrigo who was appointed to the Board since the last Annual General Meeting, under and in terms of Article 93 of the Articles of Association of MBSL.
7. To authorize the Directors to determine donations for the financial year ending 31.12.2025.
8. To consider any other business of which due notice has been given.

AUDITORS OF THE COMPANY

According to Section 55 of the National Audit Act No. 19 of 2018, the Auditor General or any person authorized by the Auditor General shall carry out the audit of MBSL.

By Order of the Board
MERCHANT BANK OF SRI LANKA & FINANCE PLC



Therajani Attanayake
Company Secretary

06 May 2025
Colombo

NOTES:

1. A Form of Proxy is attached hereto, for use if necessary, in which event, it should be completed and returned to the Registered Office of the Company – BOC Merchant Tower, No. 28, St. Michael's Road, Colombo 3 not less than 48 hours before the time appointed for the holding of the Annual General Meeting.
2. A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote instead of him/her. A Proxy need not be a Shareholder of the Company.
3. The instrument appointing a Proxy may be in writing under the hand of the appointor or of his/her Attorney, or if such appointor is a corporation under its Common Seal or under the hand of its Attorney or duly authorized person.

FORM OF PROXY

I/We of being a shareholder/ shareholders of the Merchant Bank of Sri Lanka & Finance PLC (MBSL), hereby appoint (Name) of (Address) whom failing (Mr. A M A Perera/ Mr. G A Jayashantha/ Mr. R M N Jeewantha/ Mr. H P K Silva/Mr. Y A Jayathilaka/Ms. R Dulani Fernando/ Mr. A J Ismail/ Mr. W C Rodrigo) as *my/our Proxy, to represent * me/us, and*..... to vote on *my/our behalf at the Annual General Meeting of the Company to be held at The Grand Maitland, Maitland Place, Colombo 07, on 06th June 2025 at 10.00 a.m. or at any adjournment thereof and at every poll which may be taken in consequence thereof. *I/We the undersigned hereby authorize my/our Proxy to vote on *my/our behalf in accordance with the preference indicated below:

	For	Against
01. To receive and consider the Annual Report of the Board of Directors and the Audited Financial Statements of the Company for the year ended 31 December 2024 together with the Report of the Auditors thereon.	☐	☐
02. To re-elect Mr. H P K Silva who retires by rotation in terms of Article 86 read with Article 87 of the Articles of Association of MBSL.	☐	☐
03. To re-elect Mr. R M N Jeewantha who retires by by rotation in terms of Article 86 read with Article 87 of the Articles of Association of MBSL.	☐	☐
04. To elect Ms. R Dulani Fernando who was appointed to the Board since the last Annual General Meeting, under and in terms of Article 93 of the Articles of Association of MBSL.	☐	☐
05. To elect Mr. A J Ismail who was appointed to the Board since the last Annual General Meeting, under and in terms of Article 93 of the Articles of Association of MBSL.	☐	☐
06. To elect Mr. W C Rodrigo who was appointed to the Board since the last Annual General Meeting, under and in terms of Article 93 of the Articles of Association of MBSL.	☐	☐
07. To authorize the Directors to determine donations for the financial year ending 31.12.2025.	☐	☐

AUDITORS OF THE COMPANY

According to Section 55 of the National Audit Act No. 19 of 2018, the Auditor General or any person authorized by the Auditor General shall carry out the audit of MBSL.

Signed this day of Two Thousand and Twenty Five.

.....
Signature

Notes:

- 1. Please delete the words which are not applicable.
- 2. Please indicate with 'X' in the space provided as to how your proxy is to be voted. In view of the proxy holder when there is a doubt with regard to the instructions given in the manner the proxy has been completed as to the way the proxy holder should vote, the proxy holder shall vote as he/she thinks fit.
- 3. If you wish your proxy to speak at the meeting, you should instruct the words "to speak" in the space indicated with an asterisk.
- 4. A proxy holder need not be a shareholder of the Company. A proxy so appointed shall have the right to vote on a show of hands or on a poll and to speak at the Meeting.
- 5. Instructions as to the completion of the Form of Proxy are given on the reverse hereof.

FORM OF PROXY

INSTRUCTIONS AS TO THE COMPLETION OF THE FORM OF PROXY

1. To be valid, this form of proxy must be deposited at the Registered Office of MBSL at BOC Merchant Tower, No. 28, St. Michael's Road, Colombo 3 not less than 48 hours before the time appointed for the holding of the Annual General Meeting.
2. Kindly perfect the form of proxy after filling legibly your full name and address by signing in the space provided and filling the date of signature.
3. Please indicate your preference with "X" in the appropriate cages provided in the form of proxy, as to how your proxy is to vote on the resolutions. If no indication is given the proxy he/she may vote as he/she thinks fit.
4. The instrument appointing a proxy may be in writing under the hand of the appointor or of his/her Attorney, duly authorized in writing, or if such appointor is a corporation under its Common Seal or under the hand of its Attorney or duly authorized person. If the form of proxy is signed by an Attorney, a notarial certified copy of the relevant Power of Attorney should also accompany the completed form of proxy, if it has not already been registered with the Company.

FORM OF REQUEST

To: The Company Secretary
Merchant Bank of Sri Lanka & Finance PLC
BOC Merchant Tower,
No.28, St. Michael's Road
Colombo 3.

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT OF 2024

With reference to your Circular dated 06th May 2025, I would like to request for a printed copy of the Annual Report of MBSL for the financial year ended 31st December 2024.

My details are as follows -

Full Name of Shareholder :

NIC/Passport/Co. Reg. No. :

Address :

Contact Number :

Signature:

Date :