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சம்பத் வங்கி
Sampath Bank

SAMPATH BANK PLC

(Company Registration No. PQ 144)

No. 110, Sir James Peiris Mawatha,

Colombo 02, Sri Lanka

Tel: 0115600600/0114730630

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of Sampath Bank PLC (the Company) will be held at the "Board Room" of the Bank on 4th Floor, Sampath Bank PLC, at No. 110, Sir James Peiris Mawatha, Colombo 02 to be convened through an "online virtual" platform by using "audio-visual" tools on 30th March 2021 at 10.00 a.m. for the following purposes:

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company.
2. To receive and consider the Statement of Audited Accounts for the year ended 31st December 2020 with the Report of the Auditors thereon.
3. To approve the cash dividend recommended by the Board of Directors as the first and final dividend for the financial year 2020 which will be payable as follows;
 - A Cash Dividend of Rs 8.25 per share, based on the number of shares in issue as at 15th February 2021 (381,457,985 shares) to be paid for the financial year ended 31st December 2020 at a total cost of Rs 3,147,028,376.25.
 - However, if the resolution on the proposed sub-division of shares (01:03) is approved by the shareholders at the Extraordinary General Meeting to be held on 17th March 2021 prior to the adoption of the final dividend resolution at the AGM, such final cash dividend shall be based on the new number of shares (1,144,373,955 shares) and would amount to Rs 2.75 per share. The total dividend will however remain at Rs 3,147,028,376.25.
4. To elect Mr Vajira Kulatilaka who was appointed to the Board to fill up a casual vacancy in the Board in terms of Article No. 93 of the Articles of Association of the Company.
5. To elect Mr Harsha Amarasekera who was appointed to the Board to fill up a casual vacancy in the Board in terms of Article No. 93 of the Articles of Association of the Company.
6. To elect Mrs Keshini Jayawardena who was appointed to the Board to fill up a casual vacancy in the Board in terms of Article No. 93 of the Articles of Association of the Company.
7. To elect Mr Ajantha de Vas Gunasekara who was appointed to the Board to fill up a casual vacancy in the Board in terms of Article No. 93 of the Articles of Association of the Company.
8. To elect Mr Vinod Hirdaramani who was appointed to the Board to fill up a casual vacancy in the Board in terms of Article No. 93 of the Articles of Association of the Company.
9. To re-elect Mr Deshal de Mel who retires by rotation at the Annual General Meeting as a Director in terms of Article No. 87 of the Articles of Association of the Company.
10. To re-elect Ms Aroshi Nanayakkara who retires by rotation at the Annual General Meeting as a Director in terms of Article No. 87 of the Articles of Association of the Company.
11. To re-elect Dr Sanjiva Weerawarana who retires by rotation at the Annual General Meeting as a Director in terms of Article No. 87 of the Articles of Association of the Company.

12. To approve the donations and contributions made by the Directors during the year under review.
13. To re-appoint Messrs Ernst & Young, Chartered Accountants as Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration.

By Order of the Board

R. L. S. Senarathne

Lasantha Senarathne
Company Secretary

05th March 2021

Notes:

- I. A member is entitled to participate and vote at the above-mentioned meeting or such member is entitled to appoint a Proxy to participate and vote on his/her/its behalf. A proxy need not be a member of the Company.
- II. A Form of Proxy is enclosed for this purpose.
- III. The Board of Directors, having taken note of the health and safety guidelines issued by the Health Authorities in view of the Covid-19 pandemic and the Colombo Stock Exchange issuing guidelines to the listed entities to hold Shareholder Meetings virtually, has decided to hold the Annual General Meeting (AGM) through an "online virtual" platform by using "audio-visual" tools in conformity with the applicable regulatory provisions
- IV. Shareholders who wish to participate the Annual General Meeting through the online platform are kindly requested to complete and forward the "Annexure II- Registration of Shareholder Details" attached hereto to the email address "company_secretary@sampath.lk" with the email subject title "SAMP AGM 2021" or post it to the registered address mentioned below to be received not less than 02 days before holding of the meeting.

Shareholders are requested to provide their email addresses in the space provided in "Annexure II" in order to forward the weblink if they wish to participate at the meeting through the online platform.
- V. The Chairman, certain members of the Board and key essential officials for the administration of formalities to conduct the meeting, will be physically present at the Registered Office.
- VI. Voting on the items listed in the Agenda will be registered by using an online platform and the procedures to be followed when voting will be explained to the shareholders prior to the commencement of the meeting.
- VII. Shareholders who wish to appoint a member of the Board of Directors as his/her proxy to represent them at the AGM may do so by completing the Form of Proxy, in such event the email address of the proxy holder will not be required.
- VIII. Shareholders may send their questions/comments on the items listed in the Agenda of the Notice convening the AGM by email to "company_secretary@sampath.lk" or by post to Company Secretary, Sampath Bank PLC, No. 110, Sir James Peiris Mawatha, Colombo 02 not less than 02 days before holding of the meeting.
- IX. The instrument appointing a proxy should be deposited at the Registered Office at No. 110, Sir James Peiris Mawatha, Colombo 02 or a scanned and emailed to "company_secretary@sampath.lk" not less than 48 hours before the date of the meeting.
- X. Only registered shareholders and registered proxy holders will be permitted to log-in and participate in the AGM virtually.
- XI. The Bank intends to proceed to hold the AGM as planned on 30th March 2021 irrespective of whether it is declared a public holiday since the aforesaid measures will enable full participation at the meeting.



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சம்பத் வங்கி
Sampath Bank

SAMPATH BANK PLC

(Company Registration No. PQ 144)
No. 110, Sir James Peiris Mawatha,
Colombo 02, Sri Lanka
Tel: 0115600600/0114730630

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

SUBMISSION OF BANK'S ANNUAL REPORT TO SHAREHOLDERS IN A CD-ROM

We write to appraise you that in terms of Rule 7.5 of the Listing Rules of the Colombo Stock Exchange (CSE) (as amended), a listed entity is permitted to issue the Annual report to its Shareholders in a mode, other than in printed form, provided it complies with the requirement set out therein.

Therefore, we wish to avail itself of the opportunity given in the aforementioned Rule 7.5 of the CSE Listing rules and issue the 2020 Annual Report of Sampath Bank PLC ("the Company") primarily in PDF version which will be included in a CD.

We believe that as a responsible corporate citizen managing the impact of our activities on the environment is an integral part of our accountable and sustainable business practice.

As per the above mentioned rule, if a printed copy of the Annual Report is required, a written request shall be made by the shareholder informing such requirement to the company. Accordingly, within Eight (08) market days of the receipt of such request and provided that the annual results have been released to the CSE, the Company will send a printed copy of the Annual Report to the requesting shareholder.

However, if you wish to receive the Annual Reports in printed form (as opposed to in a CD), kindly inform the Company to this effect by completing and forwarding the attached Form of request "(Annexure I)" to reach the Company.

The Annual Report will also be available on our website <https://www.sampath.lk> after the results are released to the CSE.

Yours faithfully,

R. L. S. Seeravane
Company Secretary
Sampath Bank PLC

05th March 2021

*Annual Report of Sampath Bank PLC
for the year 2020 can be accessed through
below "QR Code"*



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FORM OF PROXY

AGM 2021

THIRTY FIFTH ANNUAL GENERAL MEETING

Sampath Bank PLC (PQ 144)
110, Sir James Peiris Mawatha,
Colombo 02.

I/We, bearing NIC No. of
..... being a member/members
of Sampath Bank PLC (the Company) hereby appoint Mr/Mrs/Miss/Ven/Rev.
bearing NIC No. of
.....whom failing:

- | | | | |
|-----------------------------|-------------|---------------------------------|-------------|
| 1 Mr Harsha Amarasekera | failing him | 7 Mr Vajira Kulatilaka | failing him |
| 2 Mr Rushanka Silva | failing him | 8 Mrs Keshini Jayawardena | failing her |
| 3 Mr Deshal de Mel | failing him | 9 Mr Vinod Hirdaramani | failing him |
| 4 Mr Dilip de S Wijeyeratne | failing him | 10 Mr Nanda Fernando | failing him |
| 5 Ms Aroshi Nanayakkara | failing her | 11 Mr Ajantha de Vas Gunasekara | |
| 6 Dr Sanjiva Weerawarana | failing him | | |

as my/our proxy to participate and vote for me/us on my/our behalf at the Thirty Fifth Annual General Meeting of the Company to be held at the "Board Room" of the Bank on 4th Floor, Sampath Bank PLC, at No. 110, Sir James Peiris Mawatha, Colombo 02, to be convened through an "online virtual" platform by using "audio-visual" tools on 30th March 2021 at 10.00 a.m. and at any adjournment thereof.

Please mark your preference with "X"

- | | FOR | AGAINST |
|--|--------------------------|--------------------------|
| 1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company. | ☐ | ☐ |
| 2. To receive and consider the Statement of Audited Accounts for the year ended 31st December 2020 with the Report of the Auditors thereon. | ☐ | ☐ |
| 3. To approve the cash dividend recommended by the Board of Directors as the first and final dividend for the financial year 2020 set out in the Notice convening the meeting. | ☐ | ☐ |
| 4. To elect Mr Vajira Kulatilaka who was appointed to the Board to fill up a casual vacancy in the Board in terms of Article No. 93 of the Articles of Association of the Company. | ☐ | ☐ |
| 5. To elect Mr Harsha Amarasekera who was appointed to the Board to fill up a casual vacancy in the Board in terms of Article No. 93 of the Articles of Association of the Company. | ☐ | ☐ |
| 6. To elect Mrs Keshini Jayawardena who was appointed to the Board to fill up a casual vacancy in the Board in terms of Article No. 93 of the Articles of Association of the Company. | ☐ | ☐ |
| 7. To elect Mr Ajantha de Vas Gunasekara who was appointed to the Board to fill up a casual vacancy in the Board in terms of Article No. 93 of the Articles of Association of the Company. | ☐ | ☐ |
| 8. To elect Mr Vinod Hirdaramani who was appointed to the Board to fill up a casual vacancy in the Board in terms of Article No. 93 of the Articles of Association of the Company. | ☐ | ☐ |
| 9. To re-elect Mr Deshal de Mel who retires by rotation at the Annual General Meeting as a Director in terms of Article No. 87 of the Articles of Association of the Company. | ☐ | ☐ |
| 10. To re-elect Ms Aroshi Nanayakkara who retires by rotation at the Annual General Meeting as a Director in terms of Article No. 87 of the Articles of Association of the Company. | ☐ | ☐ |
| 11. To re-elect Dr Sanjiva Weerawarana who retires by rotation at the Annual General Meeting as a Director in terms of Article No. 87 of the Articles of Association of the Company. | ☐ | ☐ |
| 12. To approve the donations and contributions made by the Directors during the year under review. | ☐ | ☐ |
| 13. To re-appoint Messrs Ernst & Young, Chartered Accountants as Auditors of the Company for the ensuing year and to authorize the Directors to determine their remuneration. | ☐ | ☐ |

Signed on this day of 2021

Signature

NIC/PP/Co. Reg. No. of Shareholder/s

- Note:
1. Proxy need not be a member of the Company
 2. Instructions regarding completion of Proxy are given in next page

INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the form of Proxy, after filling in legibly your full name and address and by signing in the space provided.
2. The completed form of Proxy should be deposited at the Registered Office (Secretariat Department) of the Company at No.110, Sir James Peiris Mawatha, Colombo 02, not less than 48 hours before, the appointed time for holding the Annual General Meeting and no registration of Proxies will be accommodated at the venue on the date of the Annual General Meeting.
3. If you wish to appoint a person other than Chairman, Deputy Chairman or a Director of the Company as your Proxy, please insert the relevant details in the space provided before names of the Board of Directors on the Proxy Form.
4. Article No. 73 of the Articles of Association of Company provides that: "Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company".
5. Please indicate with an 'X' in the space provided, how your Proxy is to vote on the resolution. If no indication is given, the Proxy, at his/her discretion, will vote as he/she thinks fit.
6. In the case of a Company/Corporation, the Proxy must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
7. In the case of a Proxy signed by an Attorney, the Power of Attorney must be deposited at the Registered Office of the Company for registration.

Name of Shareholder	:	
NIC No./Passport No./Co. Reg No. of Shareholder	:	
Membership No./Share Certificate No.	:	
CDS A /C No. [if applicable]	:	
No. of Shares	:	
Name of Proxy holder	:	
NIC No./Passport No. of Proxy holder	:	

FORM OF REQUEST

To : Company Secretary
Sampath Bank PLC
No.110 Sir James Peiris Mawatha
Colombo 02
Sri Lanka.

REQUEST FOR A PRINTED COPY OF THE SAMPATH BANK PLC ANNUAL REPORT - 2020

I/We, would like to request for a printed copy of the Annual Report of Sampath Bank PLC for the year 2020.

Details are as follows;

Full Name of Shareholder	
Shareholder's NIC/ Passport/ Company Registration No.	
Membership No./ CDS Account No.	
Address	
Contact No.	
E-mail address	
or	
Name of the nearest Sampath Bank, Branch to collect the printed copy of the Annual Report	

.....
Signature

.....
Date

Notes:

1. The Form of request (the Form) should be filled in legibly, signed and dated.
2. The duly completed Form of request should be mailed/delivered to the Company Secretary, Sampath Bank PLC, No. 110, Sir James Peiris Mawatha, Colombo 02, Sri Lanka or the same may be handed over to any nearest Sampath Bank Branch to reach the Company Secretary.
3. In the event of joint shareholding, the Form may be executed by the registered principle shareholders.
4. In the event that the shareholder is a company, the Form may be executed under the common seal of the company or by a duly authorized representative.
5. For any queries regarding this Form of request please contact the following officers at the Bank's Secretariat Department during normal office hours.

Name	Contact No.	Fax No.	Email
Hasitha Nanayakkara	94 (11) 5600753	94 (11) 2300924	shareholder_relations1@sampath.lk
Heshan Abeygunasekara	94 (11) 5406078	94 (11) 2300924	shareholder_relations@sampath.lk

Membership No./CDS Account No/NIC

SAMPATH BANK PLC
35TH ANNUAL GENERAL MEETING 2021
REGISTRATION OF SHAREHOLDER DETAILS

To : Company Secretary
 Sampath Bank PLC
 No: 110, Sir James Peiris Mawatha,
 Colombo 02.

1. Full Name of the Shareholder :
2. Shareholder's Address :
3. Shareholder's NIC No. / Passport No. / Co. Reg No.:
4. Shareholder's Contact No. (Residence): 5. Mobile:
6. Name of the Proxy Holder:
7. Proxy holder's NIC No. / Passport No. / Co. Reg No.:
8. Proxy holder's Contact No. (Residence): 9. Mobile:
10. Shareholder's/ Proxy holder's *E-mail* :
11. Participation of the AGM Via an online platform: YES /NO (Strike off irrelevant word)
12. Name of Joint holder/s (If any):
 1)
 2)
13. National Identity card number/s of Joint holder/s:

1)

2)

 Shareholder's Date
 Signature

 1st Joint holder's Date
 Signature

 2nd Joint holder's Date
 Signature

Note:

- Shareholders are requested to provide their email address in the space provided in order to forward the web link if they wish to view the proceedings through an online platform.
- In the case of a Company/Corporation, the shareholder details form must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
- In the case of a shareholder details form signed by an Attorney, the Power of Attorney must be deposited at the Registered Office of the Company for registration.