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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 SUB-DIVISION OF SHARES

Dear Shareholder/s,

1. The Board of Directors of Sampath Bank PLC (the "Bank") recommends the sub-division of the existing shares of the Bank so that it will increase the number of ordinary shares of the Bank available for trading on the Colombo Stock Exchange.
2. Having considered the above, the Board of Directors, at its meeting held on 27th January 2021, resolved that each existing ordinary share will be sub-divided into Three (03) ordinary voting shares.
3. The Directors further resolved to obtain shareholder approval for the proposed sub-division of shares at an Extraordinary General Meeting (herein after referred as the "EGM") to be convened through an "online virtual" platform by using "audio-visual" tools, 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, in conformity with the applicable regulatory provisions.
4. Your attention is drawn to Article 10 (iii) of the Articles of Association of the Bank under which the Bank is specifically permitted to sub-divide its shares subject to it being approved by an Ordinary Resolution of the shareholders.
5. The modality that the Bank proposes to adopt in effecting the increase of the number of shares by way of a sub-division is consistent with the provisions of the Companies Act No. 7 of 2007.
6. The existing number of shares of the Bank as at date and the resulting number of shares pursuant to the said sub-division will be as follows:

Scenario	Ordinary shares
Number of shares prior to the sub-division	381,457,985
Number of shares pursuant to the sub-division	1,144,373,955

7. There will be no change to the Stated Capital of the Bank subsequent to the said sub-division of shares.
8. The shares resulting from the sub-division of shares would carry the same voting and distribution rights for the holders of such shares.
9. The sub-division entitlement date shall be as at end of trading on 17th March 2021, being the date of the EGM.
10. The shares of the Bank will be suspended from trading for a period of three (03) market days commencing on 18th March 2021 and ending on 22nd March 2021, inclusive of both market days.
11. The Bank's shares shall commence trading on 23rd March 2021, subsequent to the said sub-division.

12. In determining the number of ordinary shares held by a shareholder for the purpose of sub-dividing the ordinary shares, the shareholding of the shareholder as appearing in the Central Depository Systems (Pvt) Ltd (CDS) and the Shareholders Register maintained by the Bank will not be aggregated for the purpose of calculation.

A broker-wise entitlement will be obtained from the CDS as at end of trading on the date the shareholders of the Bank adopt the requisite resolution and a direct deposit will be carried out proportionately to the respective CDS accounts.

13. Pursuant to the sub-division of shares:

- i.) The updated ordinary shares will be directly uploaded to the respective CDS accounts prior to the commencement of trading on 23rd March 2021.
- ii.) As per the Directive of the Securities and Exchange Commission of Sri Lanka made under Circular No. 08/2010 dated 22nd November 2010 and Circular No. 13/2010 issued by the Central Depository Systems (Pvt) Limited dated 30th November 2010, all securities have to be deposited in the CDS.

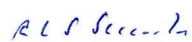
Therefore, if you have not deposited your share certificate/s with the CDS you are advised to immediately do so to enable your entitlement of shares pursuant to the sub-division to be directly deposited into your CDS account.

Please note that, if you have not deposited your share certificate/s, no share certificate will be issued to you pursuant to the sub-division. Your shares will be held in suspense until you inform the Bank of your CDS account number in writing to "The Company Secretary - Sampath Bank PLC, No. 110, Sir James Peiris Mawatha, Colombo 02".

The physical share certificate/s, should be handed over to the Company Secretary along with the duly completed "Form A" (attached) if you had not deposited your shares by the date of the EGM.

14. If your share certificate/s has not been deposited by the EGM date and the written request to deposit the shares is not received by the Company Secretary prior to the date of the EGM, your shares pursuant to the sub-division will only be deposited in the CDS on a date subsequent to 23rd March 2021 which is the trading commencement date consequent to the sub-division of shares and you will not be able to trade on 23rd March 2021.
15. Any shareholder who has misplaced/lost the share certificate/s, is kindly requested to obtain specimens of "Letter of Indemnity and Affidavit" from the "Secretariat Department of the Bank" and return the duly completed forms mentioning his/her CDS account number into which the shares are to be deposited. Your shares pursuant to the sub-division will only be deposited to the respective CDS account subsequent to the completion of the standard procedure followed by the Bank when issuing duplicate share certificates. Therefore, such shareholders may not be able to trade on 23rd March 2021.
- Notwithstanding anything stated herein, the share certificates issued by the Bank prior to the sub-division shall deemed to be invalid, whether or not the certificates are returned.
16. An EGM has accordingly been convened on 17th March 2021 as per the attached Notice of Meeting, for the purpose of shareholders of the Bank considering and if deemed fit, approving the above by way of an Ordinary Resolution.
17. If you are unable to participate the EGM to be convened as mentioned in item no. 04 of this circular you are entitled to appoint a Proxy to participate and vote on your behalf. In such event, please complete and return the enclosed Form of Proxy (in accordance with the instructions specified therein) to "Company Secretary, Sampath Bank PLC, No. 110, Sir James Peiris Mawatha, Colombo 02", **not less than 48 hours before** the time appointed for holding of the meeting.

By Order of the Board


Lasantha Senaratne
Company Secretary

15th February 2021

Sub-division of Shares

(To be completed only by those Shareholders (in reference to the item no. 14 of the Circular to shareholders) whose shares are not lodged in the CDS as at the EGM date and need to request the Bank to lodge the shares subsequent to the subdivision in the CDS)

Date :

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

Dear Sir / Madam,

I/We hold ordinary shares in Sampath Bank PLC as at 17th March 2021 and forward the following share certificate/s pertaining to the ordinary shares to enable you to deposit my/our shares in respect of the sub-division directly into my/our CDS account given below.

(Tick as applicable)

☐ Please directly deposit the number of shares allotted to my/our **TRADABLE** securities account maintained at the Central Depository Systems (Pvt) Ltd given below.

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OR

☐ Please directly deposit the number of shares allotted to my/our **LOCKED** securities account maintained at the Central Depository Systems (Pvt) Ltd given below.

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<u>Share Certificate No.</u>	<u>Number of Shares</u>
1.	
2.	
3.	
4.	

Yours faithfully,

Full Name(s) of Shareholder(s)-underline Surname(s)			NIC/Passport/Company Reg. No. (PP. No. is acceptable only if the NIC No. is not available)
(1) Ven./Rev./Mr./Mrs./Miss./Name of the Company			
(2) Ven./Rev./Mr./Mrs./Miss.			
(3) Ven./Rev./Mr./Mrs./Miss.			
Address			
Telephone No.			
Signature(s)	(1)	(2)	(3)



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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Sampath Bank PLC 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 17th March 2021 at 9.30 a.m. for the following purpose;

AGENDA

1. To consider and if thought fit, to pass the following Resolution with or without modification as an ORDINARY RESOLUTION: "IT IS HEREBY RESOLVED pursuant to Article 10 (iii) of the Articles of Association of the Bank, that the number of ordinary shares of the Bank in issue be sub-divided in the proportions of three (03) ordinary shares for each share in issue, consequent to which the issued number of ordinary shares will increase from Three Hundred and Eighty One Million Four Hundred and Fifty Seven Thousand Nine Hundred and Eighty Five (381,457,985) fully paid ordinary shares to One Billion One Hundred and Forty Four Million Three Hundred and Seventy Three Thousand Nine Hundred and Fifty Five (1,144,373,955) fully paid ordinary shares. The aforesaid sub-division of Shares shall be made without any change to the Stated Capital of the Bank and leaving unaffected the relative voting and distribution rights of the holders of those shares and that the sub-division of Shares shall be effective on 17th March 2021 being the date of the Extraordinary General Meeting and upon this Ordinary Resolution being duly passed by the shareholders.

By Order of the Board


Lasantha Senaratne
Company Secretary

15th February 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 Extraordinary General Meeting (EGM) through an "online virtual" platform by using "audio-visual" tools in conformity with the applicable regulatory provisions

- IV. Shareholders who wish to participate the Extraordinary General Meeting through the online platform are kindly requested to complete and forward the "*Annexure I- Registration of Shareholder Details*" attached hereto to the email address "company_secretary@sampath.lk" with the email subject title "SAMP EGM 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 I*" 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 item 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 EGM 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 EGM 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 EGM virtually.
- XI. The Bank intends to proceed to hold the EGM as planned on 17th March 2021 irrespective of whether it is declared a public holiday since the aforesaid measures will enable full participation at the meeting.

FORM OF PROXY

Sub-division of Shares

EXTRAORDINARY GENERAL MEETING

Sampath Bank PLC
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	6 Dr Sanjiva Weerawarana	failing him
2 Mr Rushanka Silva	failing him	7 Mr Vajira Kulatilaka	failing him
3 Mr Deshal de Mel	failing him	8 Mrs Keshini Jayawardena	failing her
4 Mr Dilip de S Wijeyeratne	failing him	9 Mr Nanda Fernando	failing him
5 Ms Aroshi Nanayakkara	failing her	10 Mr Ajantha de Vas Gunasekara	

as my/our proxy to attend and vote on a show of hands or on a poll for me/us on my/our behalf at the Extraordinary 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 17th March 2021 at 9.30 a.m. and at any adjournment thereof.

Please mark your preference with "X"

The Ordinary resolution numbered (i) set out in notice convening meeting.

FOR AGAINST

☐ ☐

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 Meeting and no registration of Proxies will be accommodated after the said time period.
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	:	

Membership No./CDS Account No/NIC

SAMPATH BANK PLC
EXTRAORDINARY GENERAL MEETING 2021
SUB-DIVISION OF SHARES
REGISTRATION OF SHAREHOLDER DETAILS

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

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 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 EGM Via an online platform: YES/NO
12. Name of Joint holder/s (If any) : 1)
 2)
13. National Identity card number/s of Joint holder/s:
 1) 2)

.....
 Shareholder's
 Signature

.....
 Date

.....
 1st Joint holder's
 Signature

.....
 Date

.....
 2nd Joint holder's
 Signature

.....
 Date

Note

- Shareholders are requested to provide their email address in the space provided in order to forward the web link if they wish to participate at the meeting 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 Article 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.

If Undelivered, Please Return to :

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Sampath Bank



Secretariat, No. 110, Sir James Peiris Mawatha,
Colombo 02, Sri Lanka.

Printed Matter