



NATIONS TRUST BANK PLC
Company Registration No. PQ118
No.46/58, Nawam Mawatha,
Colombo 02

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ('EGM') of Nations Trust Bank PLC will be held by online-virtual means on 16 November 2026 at 10.00 a.m., hosted from the Board Room of Nations Trust Bank PLC at No. 46/58, Nawam Mawatha, Colombo 02, and convened through an online-virtual platform, to consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION.

To be passed by separate votes of the holders of Ordinary Voting Shares and Ordinary Non-Voting Convertible Shares, respectively.

SPECIAL RESOLUTION

RIGHTS ISSUE OF ORDINARY NON-VOTING CONVERTIBLE SHARES (CONVERTIBLE TO ORDINARY VOTING SHARES) TO THE HOLDERS OF ORDINARY VOTING SHARES AND ORDINARY NON-VOTING CONVERTIBLE SHARES OF NATIONS TRUST BANK PLC.

IT IS HEREBY RESOLVED;

- (1) to provisionally allot Forty-Five Million Four Hundred and Sixty-Seven Thousand Two Hundred and Eighty-Six (45,467,286) Ordinary Non-Voting Convertible Shares to the existing shareholders holding Ordinary Voting Shares and Ordinary Non-Voting Convertible Shares of Nations Trust Bank PLC ('the Company'), by way of a Rights Issue, in the proportion of Three (03) new Ordinary Non-Voting Convertible Shares for every Twenty-Two (22) existing Ordinary Voting Shares and/or Ordinary Non-Voting Convertible Shares held by shareholders whose names appear in the Register of Shareholders of the Company as at the end of trading on 18 November 2026, being the Record Date, which is the second Market Day from and excluding the date of the Extraordinary General Meeting, at a consideration of Sri Lankan Rupees Three Hundred and Five (Rs. 305.00) per share, to raise an amount of up to Sri Lankan Rupees Thirteen Billion Eight Hundred Sixty-Seven Million Five Hundred Twenty-Two Thousand Two Hundred and Thirty (Rs. 13,867,522,230.00);
- (2) that the offer to subscribe for the new Ordinary Non-Voting Convertible Shares arising from the Rights Issue, be made by the Company by way of a Letter of Provisional Allotment with provision for renunciation to the Central Depository Systems (Pvt) Limited ('CDS') and that such new Ordinary Non-Voting Convertible Shares shall, upon due subscription and final allotment and provided that due payment has been received therefor, rank *pari passu* in all respects with each other and with the existing Ordinary Non-Voting Convertible Shares in issue, including the right to an equal share in dividends declared and paid by the Company after the final allotment and the option to convert the shares into Ordinary Voting Shares at the end of each calendar quarter, at a conversion ratio of one (01) Ordinary Voting Share for every one (01)

Ordinary Non-Voting Convertible Share. The conversion shall be at the option of the holder of the Ordinary Non-Voting Convertible Share(s), with no time limitation for conversion, subject to regulatory restrictions on the holding of voting rights in the Company imposed by the Central Bank of Sri Lanka;

- (3) that no duly registered shareholder of the Ordinary Voting or Ordinary Non-Voting Convertible Shares in the capital of the Company as at the end of trading on the Record Date shall be entitled to subscribe to a fractional part of any Ordinary Non-Voting Convertible Share in the Company arising from the Rights Issue, which fractions be aggregated into whole Ordinary Non-Voting Convertible Shares (with any fractions arising from such aggregation being disregarded) and be allotted to those shareholders who apply for additional Rights Shares, as indicated below; and
- (4) that the Rights Shares not subscribed for by the last date of acceptance, together with any Rights Shares in respect of which payment has not been duly and validly received by the Company by the last date of acceptance and payment, and any Rights Shares resulting from the aggregation of fractional entitlements, shall be deemed declined Ordinary Non-Voting Convertible Shares, and such shares shall be pooled together and allotted and issued at an issue price of Rs. 305.00 per share to shareholders who apply for additional Rights Shares, at the discretion of the Board of Directors of the Company, on a fair and reasonable basis.

By Order of the Board of NATIONS TRUST BANK PLC

Peshala Attygalle

General Counsel/ Company Secretary



15 October 2026

Notes:

- i. A shareholder who is unable to attend the EGM is entitled to appoint a proxy to attend, speak and vote on his/her behalf.*
- ii. A proxy need not be a shareholder of the Company.*
- iii. A shareholder wishing to appoint a proxy may use the Proxy Form enclosed.*
- iv. Further details relating to the conduct of the EGM through an online-virtual platform using audio-visual communication tools are set out in the Supplementary Notice to the Shareholders forming part of this Circular.*