

CIRCULAR TO SHAREHOLDERS

UNION BANK OF COLOMBO PLC

29th Annual General Meeting
(Company Registration No. PB 676 PQ)
No. 64, Galle Road, Colombo 03

Dear Shareholder/s,

UNION BANK OF COLOMBO PLC – ANNUAL REPORT 2023

1. ANNUAL REPORT 2023

As per the amended Rule 7.5(b) of the Listing Rules, the Colombo Stock Exchange (CSE) permits companies to forward their Annual Reports to the shareholders in a mode other than in printed form.

Accordingly, the Annual Report of Union Bank of Colombo PLC (the Company) for the financial year ended 31st December 2023, is made available:

- (i) on the Company website: <https://www.unionb.com/annual-reports/>
- (ii) on the CSE website: <https://www.cse.lk/home/company-info/UBC.N000/financial>
- (iii) by scanning the following QR code:



However, if you wish to receive a printed copy of the said Annual Report, please send us the completed 'Form of Request'. We shall then, within eight (8) Market Days of the date of receipt of your request forward to you, a printed copy of the said Annual Report as provided for in the Listing Rules. A form of request is made available on the Company's corporate website stated above under (i) or the CSE website stated above under (ii) to request for a printed copy of the Annual Report.

Please contact the following staff members of the Company between 8.30 a.m. to 4.30 p.m. on any working day, if you need any assistance/clarifications on the above.

Name	Contact Number	Email Address
Ms. Saraniya Paramalingam	(0094) 11 2374100 Ext. 2911	Saraniyap@unionb.com
Ms. Laswie Tsung	(0094) 11 2374100 Ext. 2910	laswiet@unionb.com
Ms. Prasadini Illukkumbura	(0094) 11 2374100 Ext. 2913	Prasadinin@unionb.com

2. ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at 10.00 a.m. on 28th March 2024 as per the Notice of Meeting enclosed herewith.

By order of the Board



Theja Silva
Company Secretary

28th February 2024

UNION BANK OF COLOMBO PLC
(PB 676 PQ)

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the 29th Annual General Meeting of UNION BANK OF COLOMBO PLC will be held on 28th March 2024 at 10.00 a.m. at the "Auditorium" of Sri Lanka Foundation Institute at No. 100, Sri Lanka Padanama Mawatha, Independence Square, Colombo 07 for the following purposes:

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and the Statement of Audited Accounts for the year ended 31st December 2023 together with the Report of the Auditors thereon.
2. To re-elect as a Director in terms of Article 89 of the Articles of Association of the Bank Ms. Dilshani Wijayawardana who retires at this Annual General Meeting in terms of Articles 88 (i) read together with Article 89 of the Articles of Association of the Bank.
3. To re-elect as a Director in terms of Article 89 of the Articles of Association of the Bank Dr. (Mrs.) Roshan Anne Perera who retires at this Annual General Meeting in terms of Articles 88 (i) read together with Article 89 of the Articles of Association of the Bank.
4. To re-elect as a Director in terms of Article 89 of the Articles of Association of the Bank Mr. Ahamed Sabry Ibrahim who retires at this Annual General Meeting in terms of Articles 88 (i) read together with Article 89 of the Articles of Association of the Bank.
5. To elect Mr. Nirvana Kumar Chaudhary who was appointed to the Board subsequent to the last Annual General meeting, as a Director in terms of Article 95 of the Articles of Association of the Bank.
6. To elect Mr. Malay Mukherjee who was appointed to the Board subsequent to the last Annual General meeting, as a Director in terms of Article 95 of the Articles of Association of the Bank.
7. To elect Mr. Sanjay Pokhrel who was appointed to the Board subsequent to the last Annual General meeting, as a Director in terms of Article 95 of the Articles of Association of the Bank.
8. To authorise the Directors to determine donations for the year ending 31st December 2024 and up to the date of the next Annual General Meeting.
9. To re-appoint Messrs. Ernst & Young, Chartered Accountants as Auditors for the ensuing year and to authorise the Board of Directors to determine their remuneration.
10. To consider adopting the following as a special resolution

The extension of the exercise period of the two hundred and eighteen million two hundred and eighty one thousand two hundred and fifty (218,281,250) unlisted warrants ("Warrants") that have been issued to Culture Financial Holdings Ltd ("Culture") on 30th September 2014, which is due to expire on 31st March 2024, by a further one year (i.e. until 31st March 2025), be and is hereby approved.

By order of the Board.



Theja Silva
Company Secretary

28th February 2024

Notes:

1. A Shareholder unable to attend the Meeting is entitled to appoint a Proxy to attend and vote in his/her/its place.
2. A Proxy need not be a Shareholder of the Bank.
3. A Shareholder wishing to vote by proxy at the meeting may use the Form of Proxy available on the Companies' corporate website.
4. In order to be valid, the completed Form of Proxy must be lodged at the registered office of the Bank at No. 64, Galle Road, Colombo 03 not less than thirty six (36) hours before the time appointed for the holding of the meeting.

Circular to Shareholders - Warrants

UNION BANK OF COLOMBO PLC

Extension of the exercise period of the Warrants issued to Culture Financial Holdings Ltd.
(Company Registration No. PB 676 PQ)
No. 64, Galle Road, Colombo 03

Dear Shareholder/s,

I. EXTENSION OF THE EXERCISE PERIOD OF THE WARRANTS ISSUED TO CULTURE FINANCIAL HOLDINGS LTD

1. INTRODUCTION

As you are aware, on 30th September 2014, the Company issued 218,281,250 unlisted warrants ("Warrants") to Culture Financial Holdings Ltd ("Culture") with the primary objective of enabling the holder thereof i.e. Culture, to support the future capital requirements of the Company and to meet any regulatory requirements related to minimum capitalisation.

As per the terms of issue thereof, each Warrant confers the holder of that Warrant with the right to subscribe to one (1) new ordinary voting share of the Company within a period of six (6) years from issue of the Warrant at a consideration of LK 16.00 per share. The exercise period for the Warrants accordingly was due to expire on 30th September 2020.

However, Culture made a request to the Company to extend the exercise period of the Warrants until 30th September 2022 and to revise the exercise price of the Warrants to be a price equivalent to the average closing price per share for the five day period that immediately precedes the exercise of Warrants.

As the Company was in compliance with the minimum capital and other prudential requirements imposed by the Central Bank of Sri Lanka ("CBSL") in terms of the Banking Act No. 30 of 1988 and the Company had no expansion or growth plans that required capital infusion until 30th September 2022, the Company approved and on obtaining approval and confirmation of regulatory authorities recommended to you the extension of the exercise period of the Warrants and the revision of the exercise price of the Warrants as aforesaid and you approved same by way of a special resolution passed at

the Extraordinary General Meeting on 28th September 2020. As per the approval, the exercise period of the Warrants was due to end on 30th September 2022.

Subsequently, the Company approved and on obtaining approval and confirmation of the regulatory authorities recommended to you the extension of the exercise period of the Warrants and you approved same by way of a special resolution passed at the Extraordinary General Meeting on 31st August 2022.

As per the aforesaid approval, the exercise period of the Warrants falls on the 31st March 2024.

2. EXTENSION OF THE EXERCISE PERIOD OF THE WARRANTS

CG Capital Partners GLOBL Pte. Ltd, being the new shareholders of Culture, whilst confirming its commitment to provide the required capital to enable the Company to meet the requirement in the eventuality of the Company not being able to comply with the minimum capital requirement has requested that the exercise period of the Warrants be extended by further one year (i.e. until 31st March 2025) in order to enable Culture to assist the Company in meeting its capital and funding requirements at the relevant time to comply with any applicable regulatory requirements and/or implement expansion or growth plans.

Given that the exercise of the Warrants is a right vested in the holder thereof and not an obligation, the extension of the exercise period will ensure the warrant holder is able to continue to support the Company, in a financially viable manner, with capital, as required.

The Board of Directors of the Company, having considered Culture's request, have decided, subject to obtaining the approval from the regulatory authorities and the shareholders of the Company, to extend the exercise period of the Warrants by a further one (1) year (i.e. until 31st March 2025).

3. APPROVALS AND CONFIRMATIONS FROM REGULATORY AUTHORITIES

3.1 Approvals from the Securities and Exchange Commission of Sri Lanka ("SEC")
By its letter dated 27th August 2014, the SEC conveyed to the Company its decision to grant the approval under section 29A of the Securities Exchange Commission of Sri Lanka Act No. 36 of 1987 (the "SEC Act") for the Company to issue the Warrants to Culture as per the terms and conditions applicable to the Warrants subject to the consent and the approval of the Central Bank of Sri Lanka (the "CBSL") and the shareholders of the Company, respectively. In terms of the said approval, the terms of the issue of the Warrants cannot be changed/varied without the prior approval of the SEC.

Accordingly, the Company noting the approval of the SEC granted on 08th June 2020 for the extension of the exercise period of the Warrants up until 20th September 2022 and the revision of the exercise price of the Warrants, sought the approval of the SEC for the extension of the exercise period of the Warrants for a period of one and a half (1 ½) years (i.e. 31st March 2024) and the SEC by its letter dated 30th June 2022 informed the Company that it has no objection for the extension of the exercise period of the Warrants provided that the Company;

- (i). informs the shareholders and the investors of the rationale for revising the exercise period; and
- (i) informs the shareholders and the investors of any change to future prospects of the Company arising from the proposed change to the exercise date of the Warrants.

Subsequently, the Company sought the approval of the SEC for the current proposed extension of the exercise period of the Warrants for a period of one year (i.e. 31st March 2025) and the SEC by its letter dated 05th February 2024 informed the Company that it has no objection for the extension

Circular to Shareholders - Warrant

requested to extend the exercise period of the Warrants by a further period of one year (1year) i.e. until 31st March 2025 subject to the Bank,

- i. Obtaining the approval of the shareholders
- ii. Obtaining the approval of the Central Bank of Sri Lanka
- iii. Informing the shareholders and investors of the basis/rationale for revising the exercise period
- iv. Informing the shareholders and investors of any change to future prospects of the Bank allowing investors to make an informed investment decisions in light of proposed change to exercise date
- v. Taking necessary actions to keep the market informed via an immediate market announcement in relation to (i) (ii) (iii) and (iv) above and
- vi. Ensuring compliance with all other applicable Rules and Regulations in this regard.

3.2 Confirmation of No Objection from the CBSL

The Company has sought approval from the CBSL for the proposed extension of the exercise period of the Warrants as aforesaid and shareholder approval will be sought for the extension subject to receiving approval from the CBSL prior to the date of the Annual General Meeting.

4. COMPLIANCE WITH THE LAW

4.1 Compliance with the provisions of the Listing Rules of the Colombo Stock Exchange ("CSE")

Rule 5.10.1(iv) of the CSE Listing Rules provides that the tenure of the warrants to be issued by the Company must not exceed two (2) years from the date of issue. However, the SEC by its letter dated 30th April 2014 waived the application of the Rule 5.10.1(iv) of the CSE Listing Rules in respect of the issue of the Warrants, allowing the Company to issue the Warrants with a tenure of up to six (6) years from the date of the issue and subsequently approved on 08th June 2020 a further extension of the warrants up until 30th September 2022.

Subsequently at the request of the company SEC by their letter dated 30th June 2022 consented to a further extension of the exercise period till 31st March 2024.

As stated in section 3.1 of this Circular, the SEC has informed the Company that it has no objection for the extension of the exercise period of the warrants until 31st March 2025.

4.2 Compliance with the Companies Act No 7 of 2007 (the "Companies Act")

In terms of section 51(2) of the Companies Act, the Board of Directors has decided to extend the exercise period of the Warrants.

II. ANNUAL GENERAL MEETING

Accordingly, at the Annual General Meeting of the shareholders convened for 10.00 a.m. on 28th March 2024 as per the attached Notice of Meeting, the approval of the shareholders will be sought for the extension to the exercise period of the warrants, as aforementioned

Please contact the following staff members of the Bank between 8.30 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 Number	Email Address
Ms. Saraniya Paramalingam	(0094) 11 2374100 Ext. 2911	Saraniyap@unionb.com
Ms. Laswie Tsung	(0094) 11 2374100 Ext. 2910	laswiet@unionb.com
Ms. Prasadini Illukkumbura	(0094) 11 2374100 Ext. 2913	Prasadinin@unionb.com

By order of the Board



Theja Silva
Company Secretary

28th February 2024

Form of Proxy

I/We, ... of
..... being a Shareholder/Shareholders of Union Bank of Colombo PLC
hereby appoint Mr/Mrs/Miss (holder of NIC No)
of (or failing him)

Mr. Nirvana Chaudhary	of No. 64, Galle Road, Colombo 03 or failing him
Mr. Trevine Fernandopulle	of No.03, Austin Place, Off Kynsey Road, Colombo 08 or failing him
Mr. Indrajit Wickramasinghe	of No. 410/35, Bauddhaloka Mawatha, Colombo 07 or failing him
Mr. Sarath Wikramanayake	of No. of No.8, Swarna Place, Nawala or failing him
Ms. Dilshani Wijayawardana	of No. 40/15, Park Road, Colombo 05 or failing her
Dr. (Mrs.) Roshan Anne Perera	of No.144/2A, Sri Vipulasena Mawatha, Colombo 10 or failing her
Mr. Ahamed Sabry Ibrahim	of No.5, Park Avenue, Borella, Colombo 08 or failing him
Mr. Malay Mukherjee	of No. 64, Galle Road, Colombo 03 or failing him
Mr. Sanjay Pohkrel	of No. 64, Galle Road, Colombo 03

as my/our proxy to represent me/us and to speak and vote whether on a show of hands or on a poll for me/us on my/our behalf at the Annual General Meeting of Union Bank of Colombo PLC to be held 28th March 2024 at 10.00 a. m. at the "Auditorium" of Sri Lanka Foundation Institute at No. 100, Sri Lanka Padanama Mawatha, Independence Square, Colombo 07 and at any adjournment thereof.

	For	Against
1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and the Statement of Audited Accounts for the year ended 31st December 2023 together with the Report of the Auditors thereon.	☐	☐
2. To re-elect as a Director in terms of Article 89 of the Articles of Association of the Bank Ms. Dilshani Wijayawardana who retires at this Annual General Meeting in terms of Articles 88 (i) read together with Article 89 of the Articles of Association of the Bank.	☐	☐
3. To re-elect as a Director in terms of Article 89 of the Articles of Association of the Bank Dr. (Mrs.) Roshan Anne Perera who retires at this Annual General Meeting in terms of Articles 88 (i) read together with Article 89 of the Articles of Association of the Bank.	☐	☐
4. To re-elect as a Director in terms of Article 89 of the Articles of Association of the Bank Mr. Ahamed Sabry Ibrahim who retires at this Annual General Meeting in terms of Articles 88 (i) read together with Article 89 of the Articles of Association of the Bank.	☐	☐
5. To elect Mr. Nirvana Kumar Chaudhary who was appointed to the Board subsequent to the last Annual General meeting, as a Director in terms of Article 95 of the Articles of Association of the Bank.	☐	☐
6. To elect Mr. Malay Mukherjee who was appointed to the Board subsequent to the last Annual General meeting, as a Director in terms of Article 95 of the Articles of Association of the Bank.	☐	☐
7. To elect Mr. Sanjay Pohkrel who was appointed to the Board subsequent to the last Annual General meeting, as a Director in terms of Article 95 of the Articles of Association of the Bank.	☐	☐
8. To authorise the Directors to determine donations for the year ending 31st December 2024 and up to the date of the next Annual General Meeting.	☐	☐
9. To re-appoint Messrs. Ernst & Young, Chartered Accountants as Auditors for the ensuing year and to authorise the Board of Directors to determine their remuneration.	☐	☐
10. To consider adopting the following as a special resolution The extension of the exercise period of the two hundred and eighteen million two hundred and eighty one thousand two hundred and fifty (218,281,250) unlisted warrants ("Warrants") that have been issued to Culture Financial Holdings Ltd ("Culture") on 30th September 2014, which is due to expire on 31st March 2024, by a further one year (i.e. until 31st March 2025), be and is hereby approved.	☐	☐

Signed on this day of Two Thousand and Twenty Four.

Signature

Notes:

- Instructions as to completion appear overleaf.
- Please indicate with 'X' in the space provided, how your Proxy is to vote on the Resolutions. If no indication is given, the Proxy in its discretion will vote as it thinks fit.

Form of Proxy

INSTRUCTIONS FOR COMPLETION

1. The full name and the registered address of the shareholder appointing the Proxy should be legibly entered in the Form of Proxy, duly signed and dated.
2. The completed Form of Proxy should be forwarded to the Company Secretary via email address csd@unionb.com or via fax to +94 112374190 or handed over/ posted to the Company Secretary, Union Bank of Colombo, No. 64, Galle Road, Colombo 03 not less than thirty six (36) hours before the time appointed for the holding of the Meeting. No registration of proxies will be accommodated after this deadline.
3. The Proxy shall –
 - (a) in the case of an individual, be signed by the shareholder or by his attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Bank.
 - (b) in the case of a company or corporate body, either be under its Common Seal or signed by its attorney or by an officer on behalf of the Company or corporate body in accordance with the Articles of Association or the Constitution of that Company or corporate body.

The Bank may but shall not be bound to, require evidence of the authority of any such attorney or officer.
 - (c) in the case of joint holders, be signed by the joint holder whose name appears first in the Register of Members.
4. Every alteration or addition to the Proxy must be duly authenticated by the full signature of the shareholder signing the Proxy. Such signature should as far as possible be placed in close proximity to the alteration or addition intended to be authenticated.
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 will vote as it thinks fit.

Please fill the details:

Share Certificate No./
CDS Account No.

:

Name

:

Address

:

Jointly with

:

National Identity Card No/s.
Passport No/s of the shareholders

:

Form of Request

To:
Company Secretary
Union Bank of Colombo PLC No. 64, Galle Road, Colombo 03.
Email: csd@unionb.com
Fax: (+94) 11 2374190

Dear Sir/Madam,

Request for a printed copy of the Annual Report- 2023 of Union Bank of Colombo PLC

With reference to the Circular to Shareholders dated 28th February 2024, I/we hereby request you to please forward to me/us a printed copy of the Annual Report of Union Bank of Colombo PLC for the year 2023.

Our/My details are as follows:

Full Name of the Shareholder/s	
Jointly with	
Address of the Shareholder/s	
National Identity Card No/s. Passport	
No/s of the shareholder/s	
Company Registration No.	
CDS Account No.	
Contact Telephone No.	

.....
Signature of the Shareholder/s

.....
Date

Notes:

1. Kindly perfect the Form of Request by filling in legibly your full name, address and the National Identity Card Number/Passport Number and by signing in the space provided and filling in the date of signature.
2. Please email or deliver the completed Form of Request to the Company Secretary at the address given above or forward via facsimile to +94 11 2374190
3. If the Form of Request is signed by an Attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Form of Request.
4. If the request is made by a Company/Corporation this Form must be executed as per the Articles of Association of the Company/ Corporation either under the Common Seal or by a duly authorised officer of that Company/Corporation.
5. In the case of a joint shareholding, the request should be signed by the joint holder whose name appears first in the Register of Members.