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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,

The Sampath Bank PLC (the “Bank”) made a profit of LKR 7,200 Mn for the nine months ended 30th September 2022 (Group LKR 7,686 Mn). Total shareholders’ Funds increased from LKR 118,752 Mn as of 31st December 2021 to LKR 119,413 Mn as of 30th September 2022 [Group Equity increased from LKR 127,186 Mn to LKR 127,770 Mn] as reflected in the interim Financial Statements as at 30th September 2022. Figures shown herein are extracted from published financial statements.

Having identified the need to strengthen the Tier 2 Capital Base further as per BASEL III requirements, in terms of the resolution adopted by the Board of Directors of the Bank on 21st October 2022 by circulation pursuant to Article No. 102 of the Articles of Association of the Bank, resolved and recommended the following:

1.0 ISSUE OF BASEL III COMPLIANT - TIER 2, LISTED, RATED, UNSECURED, SUBORDINATED, REDEEMABLE 5 YEAR DEBENTURES WITH A NON-VIABILITY CONVERSION (DEBENTURES/DEBENTURE ISSUE), OF THE PAR VALUE OF LKR 100/- EACH

To raise a sum of up to Rupees Five Billion (LKR 5,000,000,000/-) by an initial issue of up to Fifty Million (50,000,000) Debentures, of the par value of LKR 100/- each, with an option to increase the said sum by up to a further Rupees Two Billion (LKR 2,000,000,000/-) by an issue of a further Twenty Million (20,000,000) of the said Debentures, at the discretion of the Bank in the event of an oversubscription of the initial issue and with a further option to increase the said sum by up to a further Rupees Three Billion (LKR 3,000,000,000/-) by an issue of a further Thirty Million (30,000,000) of the said Debentures, at the discretion of the Bank in the event of an oversubscription of the initial issue and the second tranche.

As such, a maximum amount of Rupees Ten Billion (LKR 10,000,000,000) would be raised by the issue of a maximum of Hundred Million (100,000,000) Debentures each with the par value of LKR 100/-.

The above issue is subject to the approval of the Colombo Stock Exchange (“CSE”), Central Bank of Sri Lanka (“CBSL”) and other regulators (as applicable);

Fitch Ratings Lanka Ltd has assigned an expected rating of 'A(EXP)(lka)' on RWN for the proposed Debenture Issue and the final rating for same will be issued by the said rating agency subsequent to the special resolution being passed by the Shareholders at an Extraordinary General Meeting (herein after referred as the "EGM") to be convened as stated in section 8.0 of this circular. The Final Rating report will be incorporated in the Debenture Prospectus.

2.0 OBJECTIVES OF THE ISSUE

The Bank intends to utilize the funds raised through the Debenture Issue to strengthen the capital position of the Bank. The subordinated nature and medium term duration of the Debentures issued in compliance with requirements under BASEL III, will enable the Bank to recognize the Debenture funds as Tier 2 Capital (subject to approval from the CBSL) and thereby to strengthen the Tier 2 Capital Base as per BASEL III requirements. Since the approval from the CBSL; to recognize the funds raised through the Debenture Issue as Tier 2 Capital, shall be obtained prior to the Issue Opening Date, the Bank is entitled to recognize the said funds raised, as Tier 2 Capital from the Date of Allotment of the Debentures. The Tier 2 Capital of the Bank stood at LKR 20.6 Bn as at 30.09.2022. The Tier 2 Capital will be LKR 24.5 Bn, LKR 26.5 Bn and LKR 29.5 Bn (as at 31.12.2022 – forecast**) at the initial issue of LKR 5.0 Bn, at an initial issue plus second tranche aggregating to LKR 7.0 Bn and at the maximum issue of LKR 10.0 Bn, respectively.

***Note: The entirety of the cash flow from the Debenture proceeds will be considered as "Tier 2 Capital".*

The rationale for raising LKR 10.0 Bn via a fresh Debenture Issue during the first quarter of 2023 is to further strengthen the Capital position of the Bank, despite the CBSL having allowed the banks to drawdown on the Capital Conservation Buffer up to 2.5% via the Banking Act Direction No. 04 of 2022 on "Regulatory Requirements Amidst Prevailing Extraordinary Macroeconomic Conditions", subject to complying with conditions stated therein.

Furthermore, the funds raised through the Debenture Issue is expected to improve the liquid assets of the Bank.

The Debenture Issue does not amount to a major transaction of the Bank.

3.0 CURRENT CAPITAL ADEQUACY STATUS

Based on the financial information available as at 30th September 2022, the Bank has complied with BASEL III regulatory requirements for Capital Adequacy as at 30th September 2022.

Current CAR position of the Bank as at 30.09.2022	13.72%
Minimum CAR requirement to be maintained as at 30.09.2022 as per the Banking Act Direction No. 01 of 2016 (as amended)	12.50%
Minimum amount of funds the Bank is required to raise from the Debenture Issue which will have a convertible feature in compliance with BASEL III requirements to meet the CAR requirement as at 31/12/2022	-
Minimum CAR requirement to be maintained as at 31.12.2022 as per the Banking Act Direction No. 01 of 2016 (as amended)	12.50%

Expected CAR position to be achieved by the Bank, subsequent to the Debenture Issue which will have a convertible feature in compliance with BASEL III requirements	As at 31.12.2022 with LKR 5 Bn	13.37%
	As at 31.12.2022 with LKR 7 Bn	13.60%
	As at 31.12.2022 with LKR 10 Bn	13.96%

The minimum Capital Adequacy requirements under BASEL III are as follows;

Components of Capital	Minimum regulatory requirement
Common Equity Tier 1 capital with CCB	7.0%
Total Tier 1 capital with CCB	8.5%
Total Capital Ratio (Tier 1 + Tier 2) with CCB*	12.5%

* CCB: Capital Conservation Buffer

The Bank's intention herein is to obtain Shareholders' approval for the issuance of any Ordinary Voting Shares, which may be occasioned through the CBSL instructing the Bank to exercise the convertible feature attached to these Debentures (The occurrence of the "Trigger Event") and to waive the pre-emptive rights of the existing Ordinary Voting Shareholders.

In order for the Debentures to be recognized as Tier 2 Capital of the Bank under BASEL III as detailed in the Banking Act Direction No. 1 of 2016 (as amended) issued by the CBSL, the Debentures are required to have *inter alia* the following minimum features:

The Debentures have to be;

- Listed on a recognized Stock Exchange
- Subordinated
- Of a minimum Tenor of 5 years and redeemable/callable only after the expiry of such period.
- Rated by an acceptable Rating Agency
- Having an option where, in the event the Monetary Board of the Central Bank of Sri Lanka deeming it appropriate that the Debentures being converted into Ordinary Voting Shares of the Bank (ranking equal and *pari passu* with the existing Ordinary Voting Shares of the Bank) through issuance of new shares to cover the total outstanding under the Debentures is in the best interest of the Bank, directs the Bank to convert the Debentures into Ordinary Voting Shares of the Bank (ranking equal and *pari passu* with the existing Ordinary Voting Shares of the Bank) through issuance of new Ordinary Voting Shares to cover the total outstanding under the Debentures (the 'Trigger Event' referred to in this document)
- Neither the Bank nor a banking group over which the Bank exercises control or significant influence will purchase the instrument and the Bank will not directly or indirectly have funded the purchase of the instrument.

4.0 ELIGIBLE INVESTORS FOR BASEL III COMPLIANT DEBENTURES

Investment and trading in Debentures will be limited to Qualified Investors, which mean:

- a) A commercial bank licensed by the Central Bank of Sri Lanka in terms of the Banking Act No. 30 of 1988 (as amended)
- b) A specialized bank licensed by the Central Bank of Sri Lanka in terms of the Banking Act No.30 of 1988 (as amended);
- c) A mutual fund, pension fund, Employee Provident Fund or any other similar pooled fund;
- d) A venture capital fund/ company and private equity company;
- e) A finance company licensed by the Central Bank of Sri Lanka in terms of the Finance Business Act No 42 of 2011 (as amended);
- f) A company licensed by the Central Bank of Sri Lanka to carry on finance leasing business under the Finance Leasing Act No 56 of 2000 (as amended);
- g) A company licensed by the Insurance Board of Sri Lanka to carry on insurance business in terms of the Regulation of the Insurance Industry Act No. 43 of 2000 (as amended);
- h) A corporate (listed or unlisted) which does not fall under the above categories and is incorporated under the Companies Act No. 7 of 2007;
- i) An investment trust or investment company;
- j) A non-resident institutional investor; and,
- k) An individual with an initial investment of LKR 5,000,000/-.

The utilization of the proceeds of the Debenture Issue will be disclosed in the Annual Report and the Interim Financial Statements from the Date of Allotment of such Debentures and until the objectives of the Debenture Issue are achieved. The Bank has utilized the proceeds of all previous Debenture Issues towards achieving the objectives of the respective issues.

5.0 SPECIFIC RISK RELATING TO OBJECTIVES OF THE DEBENTURE ISSUE

The proposed Debenture Issue is to raise up to LKR 10 Bn, which is a relatively small amount as compared to the overall assets of LKR 1,313 Bn and liabilities of LKR 1,194 Bn of the Bank as of 30th September 2022. As such, under subscription of the issue will have minimal effects on the expected improvement in the liquid assets of the Bank. However, in the event of an under subscription, it is likely that Bank may resort to drawdown on the CCB based on the provisions in the Banking Act Directions No. 04 of 2022 on “Regulatory Requirements Amidst Prevailing Extraordinary Macroeconomic Conditions”. Further, in the event of an under subscription, the Bank could still achieve the expected improvement in liquid assets through mobilizing deposits in the ordinary course of business.

Since, the primary objective of the Debenture Issue is to strengthen the capital position, whilst achieving an improvement in the liquid assets of the Bank as an ancillary objective, funds raised will be either fully or partially invested in government securities or any other suitable investment instrument/(s) qualifying as liquid assets at the discretion of the Bank. Such investments are expected to generate an average return of approximately 25% p.a. at current market interest rates.

In the event, the funds raised are deployed with related parties in future, such deployment will be done in accordance with Rule 9 of the CSE Listing Rules.

No further shareholder approval will need to be sought in the event the Debenture Issue is not fully subscribed.

6.0 REDEMPTION OF DEBENTURES AND CONSEQUENCE OF A TRIGGER EVENT

6.1 Trigger Event

A 'Trigger Event' is determined by and at the sole discretion of the Monetary Board of the Central Bank of Sri Lanka, and is defined in the Banking Act Directions No. 1 of 2016 (as amended) of Web Based Return Code 20.2.3.1.1.1 (10) (iii) (a & b) as a point/ event is the earlier of;

- a) "Decision that a write-down, without which the Bank would become non-viable, is necessary, as determined by the Monetary Board. OR
- b) The decision to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable, as determined by the Monetary Board"

6.2 Conversion Price

Outstanding balance of the Debentures including the total par value of the Debentures plus accrued and unpaid Debenture Interest (if any) as at that date, will be permanently converted at an issue price for such Ordinary Voting Shares which will be based on the simple average of the daily Volume Weighted Average Price (VWAP) of an Ordinary Voting Share as published by the CSE during the three months (03) period, immediately preceding the date of the Trigger Event.

Averaging out of the VWAP over a period of 3 months preceding the Trigger Event as opposed to a shorter window closer to the Trigger Event, is aimed at smoothing out price effects so that the consequent conversion price would be fair and equitable to the Bank and to the existing Shareholders.

If the prevailing 3 months VWAP at the time of the Trigger Event is low, it would result in a comparatively higher number of Ordinary Voting Shares being issued to the Debenture Holders. Alternately, where a higher 3 months Volume Weighted Average Share Price prevails at the time of the Trigger Event it would result in a comparatively lower number of Ordinary Voting Shares being issued to Debenture Holders.

6.3 Issuance of Ordinary Voting Shares upon occurrence of a Trigger Event

Based on above conversion mechanism the outstanding balance of the Debentures including the total par value of the Debentures plus accrued and unpaid Debenture Interest (if any) will get converted to Ordinary Voting Shares, which will be listed on the CSE. In the event of any Debenture Holder being entitled to a fractional allotment of an Ordinary Voting Share on such issuance and allotment, the Bank shall settle such sums in cash, based on the issue price of such share. If a Trigger Event occurs and

thereafter a Conversion to Ordinary Voting Shares takes place, the Debentures will cease to exist.

6.4 Applicable Timelines

Upon the occurrence of the Trigger Event as determined by the Monetary Board of the Central Bank of Sri Lanka, the Bank shall be required and entitled to issue and within twenty (20) days to allot Ordinary Voting Shares of the Bank ranking equal and *pari passu* with the existing Ordinary Voting Shares to the Debenture Holders as of the Trigger Date, up to the outstanding balance of such Debentures including the total par value of the Debentures and unpaid and accrued Debenture Interest (if any) as at that date at an issue price for such Ordinary Voting Shares which will be based on the Conversion Price.

The CDS upload pertaining to Ordinary Voting Shares will be completed within ten (10) Market Days from the date of allotment of such shares. In the event of any Debenture Holder being entitled to a fractional allotment of an Ordinary Voting Share on such issuance and allotment, the Bank shall settle such sums in cash, based on the issue price of such share within fourteen (14) Market Days from the date of allotment of the said Ordinary Voting Shares.

6.5 Market Announcements

The Bank on receipt of a Trigger Event notification from the CBSL will immediately make a market announcement of the same and further announce the “price” and “dates” (i.e. Trigger Event date, date of allotment and CDS upload date) pertaining to such conversion of Debentures to Ordinary Voting Shares.

6.6 Compliance with Applicable Laws and Regulations

Issue of any new Ordinary Voting Shares due to occurrence of a Trigger Event, would be carried out in compliance with the applicable laws and regulations of Sri Lanka, including any regulations applicable on ‘material interest that a shareholder may hold’ in terms of the Banking Act No 30 of 1988.

6.7 Non-Occurrence of a Trigger Event

The proposed Debentures will be redeemed after 05 years from the Date of Allotment of such Debentures and the principal sum and unpaid and accrued interest (if any) payable on the redemption of Debentures will be paid not later than three (03) Working Days from the Date of Redemption, unless otherwise a Trigger Event occurs as detailed above.

In the event of the Debenture Holders becoming Shareholders of the Bank, due to the occurrence of the Trigger Event, they would be entitled to exercise such rights as are exercisable by the other shareholders of the Bank holding Ordinary Voting Shares. In the event of conversion to Ordinary Voting Shares, there would be a dilution of the existing shareholding percentage held by the existing Shareholders, however the extent of dilution will be dependent on several factors that cannot be determined at this point, due to the following.

- a) The number of shares to be issued resulting from such a conversion will be determined by the 'conversion price' at the Trigger point as detailed above.
- b) The extent of dilution of existing Shareholders will need to be determined by how many shares are in issue at the time of such a conversion. Such a number can vary during the tenure of the subject Debentures due to issuance of new shares by way of scrip dividends, capitalization of shares or rights issues.

The advantage to the existing Shareholders from such an event would be that the 'non-viability' point determined by the Monetary Board will be at a juncture where the then existing shareholders will be first called upon to bring in additional capital (Subject to CSE & SEC approval as applicable), **alternatively, if they are unable to infuse fresh capital, the proposed Debenture and all previous BASEL III Compliant - Tier 2 Debentures issued by the Bank will get converted to Ordinary Voting Share capital (Tier 1 capital).**

Reduction of the Debenture liability of the Bank will reduce the strain on the assets of the Bank in the event of a liquidation. i.e. more assets leftover for distribution to the shareholders though on a diluted basis with the inclusion of newly converted Debenture Holders (existing shareholders plus newly converted shareholders).

With the reduction of the interest-bearing liabilities as stated above, the financing cost will reduce and improve the bottom line of the Bank.

6.8 Implications arising from a market-based conversion price upon the occurrence of a Trigger Event

The level of the conversion price determines the dilution impact on the respective shareholdings of existing Shareholders. In the event the conversion price based on the above formula as described above at the time of a Trigger Event is low, this would result in a comparatively higher number of Ordinary Voting Shares being required to be issued by the Bank which would further dilute the holding percentage of existing Shareholders. On the contrary, if a relatively higher conversion price prevails at the time of a Trigger Event, this would result in a comparatively lower number of Ordinary Voting Shares requiring to be issued which would lead to a lesser degree of dilution in the holding percentage of existing Shareholders.

It is reiterated that in the event of there being a likelihood of a Trigger Event the Bank would first approach the existing shareholders for additional share capital and it is only if that is not forthcoming that the proposed Debentures will get converted into Ordinary Voting Shares.

7.0 THE IMPACT OF COVID-19 PANDEMIC AND UNPRECEDENTED CHANGES IN THE MACRO-ECONOMIC CONDITIONS

The Bank was no exception to its competitors and have experienced multiple shocks on the Bank's general business due to the suspension of foreign debt payments by the Government, foreign currency shortage, import restrictions, decline in remittance and tourism inflows and, social instability. Though some of these factors have improved markedly since the peak of the crisis, the situation continues to be very fluid and the Bank has been actively taking steps to mitigate current and future foreseeable adverse impacts.

The Bank has prudently made adequate impairment provisions as at 30th September 2022 to ensure that the potential impact to its loan and investment books are adequately covered in the financial statements.

Further, the Bank is closely monitoring the developments taking place in the macroeconomic and business fronts to take corrective measures and formulate contingent strategies to counter the potential risks.

8.0 EXTRAORDINARY GENERAL MEETING

As per rule No.2.2.1 / of the Listing Rules of the CSE, the Bank is required to obtain the approval of the Shareholders for the proposed Debenture Issue by way of a special resolution. Further, it will also be necessary to obtain, by way of a duly passed special resolution, the approval of the Shareholders for the proposed Share Issue which arises pursuant to the conversion of Debentures, which may affect the rights attached to the Bank's existing Ordinary Voting Shares, in compliance with Section 99 of the Companies Act No. 7 of 2007.

Accordingly, the EGM of the Bank will be convened through an "online virtual" platform by using "audio - visual" tools as per the guidelines issued by the Colombo Stock Exchange to the listed entities to hold Shareholder Meetings virtually, in conformity with the applicable regulatory provisions for the purpose of passing the special resolution as set out in the Notice of Meeting attached hereto.

If you are unable to participate the EGM to be convened as mentioned in 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

R. L. S. Senarathne

Lasantha Senaratne
COMPANY SECRETARY

23rd November 2022



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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 ("the Bank") 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 20th December 2022 at 9.00 am for the following purpose:

1. To consider and if thought fit to pass the following as a Special Resolution, pertaining to the approval of the proposed issue of Debentures in terms of rule 2.2.1.1 of the Listing Rules of the Colombo Stock Exchange;
 - a) That the Directors be and are hereby authorized to issue a maximum of 100,000,000 BASEL III compliant Tier 2, Listed, Rated, Unsecured, Subordinated, Redeemable 5 Year Debentures (2023/2028) with a Non-Viability conversion ("Debentures") of the par value of LKR 100/= each and also to issue and allot Ordinary Voting Shares of the Bank to the holders of the said Debentures through conversion to new Ordinary Voting Shares to cover the total outstanding under the Debentures including the total par value of the Debentures plus accrued and unpaid Debenture Interest (if any), in the event the Monetary Board of the Central Bank of Sri Lanka ("CBSL") considers that a 'Trigger Event' has occurred and has deemed it appropriate that the total outstanding of the Debentures including the total par value of the Debentures plus accrued and unpaid Debenture Interest (if any) being converted to Ordinary Voting Shares of the Bank (ranking equal and *pari passu* with the existing Ordinary Voting Shares of the Bank) is in the best interest of the Bank, without which the Bank would become non-viable.

- b) The conversion of the Debentures to Ordinary Voting Shares and issuance of new Ordinary Voting Shares to cover the total outstanding under the Debentures including the total par value of the Debentures plus accrued and unpaid Debenture Interest (if any) is required under the Banking Act Direction No. 1 of 2016 dated 29th December 2016 (as may be amended from time to time), and the issue price for such conversion to Ordinary Voting Shares shall be the simple average of the daily Volume Weighted Average Price (VWAP) of an Ordinary Voting Share as published by the Colombo Stock Exchange ("CSE"), during the three (03) months period, immediately preceding the date of the Trigger Event on which the CBSL has determined as aforesaid.
- c) That such shares be offered to the holders of the Debentures on the aforesaid basis in lieu of the amounts due and payable on the Debentures without such shares being, in the first instance, offered to the then existing Ordinary Shareholders of the Bank with voting rights *pari passu* to their shareholding.
- d) The subject BASEL III compliant Debenture Issue is subject to approvals of the CSE, CBSL and other regulators (as applicable) and the issue and secondary market trading of such Debentures will be limited to 'Qualified Investors' as defined by the CSE.

In order for the Debentures to be recognized as Tier 2 Capital of the Bank under BASEL III as detailed in the Banking Act Direction No.1 of 2016 (as may be amended from time to time) issued by the Central Bank of Sri Lanka, the Debentures are required to have the following minimum features:

- Listed on a recognized Stock Exchange
- Subordinated
- Of a minimum Tenor of 5 years and redeemable/callable only after the expiry of such period.
- Rated by an acceptable Rating Agency
- Having an option where, in the event the Monetary Board of the Central Bank of Sri Lanka deeming it appropriate that the Debentures being converted into Ordinary Voting Shares of the Bank (ranking equal and *pari passu* with the existing Ordinary Voting Shares of the Bank) through issuance of new shares to cover the total outstanding under the Debentures is in the best interest of the Bank, directs the Bank to convert the Debentures into Ordinary Voting Shares of the Bank (ranking equal and *pari passu* with the existing Ordinary Voting Shares of the Bank) through issuance of new Ordinary Voting Shares to cover the total outstanding under the Debentures (the Trigger Event above referred to)

- Neither the Company nor a banking group over which the Company exercises control or significant influence will purchase the instrument and the Company will not directly or indirectly have funded the purchase of the instrument.

By order of the Board

R. L. S. Senarathne

Lasantha Senaratne
COMPANY SECRETARY

23rd November 2022

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. A Form of Proxy is enclosed for this purpose.
- II. 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, Sri Lanka, or scanned and emailed to "company_secretary@sampath.lk", **not less than 48 hours before**, the appointed time for holding of the Extraordinary General Meeting (EGM).
- III. The Board of Directors, having taken into consideration the health and safety guidelines issued by the authorities in view of the COVID-19 pandemic, and the guidelines issued by CSE on convening virtual shareholder meetings, has decided to hold the EGM through an "online virtual" platform by using "audio-visual" tools in conformity with the applicable regulatory provisions.
- IV. Shareholders/ Proxy holders who wish to participate at the EGM through the online platform are kindly requested to complete and forward the "Annexure I - Registration of Shareholder Details" attached hereto, by post to the Registered Office of the Company, or email the same to the email address "company_secretary@sampath.lk" with the email subject title "SAMP EGM 2022" **not less than 48 hours before**, the appointed time for holding of the EGM.

Shareholders are requested to provide their email addresses in the space provided in "Annexure I" in order to forward the web-link 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 procedure 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 item 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, Sri Lanka **not less than 48 hours before**, holding of the meeting.
- IX. Only the shareholders and the proxy holders who are registered to participate for the meeting will be permitted to log-in to the virtual EGM.
- X. The Bank intends to proceed to hold the EGM as planned on 20th December 2022 irrespective of whether it is declared a public holiday since the aforesaid measures will enable full participation at the meeting.

FORM OF PROXY

EXTRAORDINARY GENERAL MEETING

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

Debenture Issue 2023/2028

I/We, ... of

bearing NIC No./Passport No./Company Reg. No. of

being a member/members of Sampath Bank PLC (the Company) hereby appoint Mr/Mrs/Miss/Ven/Rev of

bearing NIC No./Passport No. of

.....whom failing:

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

as my/our proxy to participate and vote 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, Sri Lanka to be convened through an "online virtual" platform by using "audio-visual" tools on 20th December 2022 at 9.00 a.m. and at any adjournment thereof.

Please mark your preference with "X"

1. To consider and if thought fit to pass the Special Resolution for the issuance of BASEL III compliant Tier 2, Listed, Rated, Unsecured, Subordinated, Redeemable 5 Year Debentures (2023/2028) with a Non-Viability conversion (Debentures) at a par value of LKR 100/- each, as set out in the Notice convening the meeting.

FOR

☐

AGAINST

☐

Signed on this day of 2022

Signature

NIC/Passport/Company Registration No. of Shareholder/s

- Note: 1. Proxy need not be a member of the Company
2. Instructions as to completion of the Form 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, Sri Lanka, **not less than 48 hours before**, the appointed time for holding of the EGM 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 '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. Article No. 63 of the Articles of Association of the Company provides that: "In the case of joint-holders of a share, the senior who tenders a vote, whether in person or by proxy or by attorney or by representative shall be accepted to the exclusion of the votes of the other joint-holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding".
7. In the case of a Company/Corporation, the Proxy must be under its **Common Seal**, which should be affixed and/or attested in the manner prescribed by its Articles of Association.
8. 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.	:
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 No.

SAMPATH BANK PLC - EXTRAORDINARY GENERAL MEETING 2022
DEBENTURE ISSUE 2023/2028
REGISTRATION OF SHAREHOLDER DETAILS

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

I/We or my/our proxy wish to participate at the EGM
to be convened through an "online virtual" platform by
using "audio-visual" tools on 20th December 2022 at 9.00 a.m.

Yes		No	
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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. Proxyholder's Contact No. (Residence) 9. Mobile:
10. Shareholder's /Proxy holder's E-mail:
11. Name of Joint holder/s (If any): 1)
- 2)
12. National Identity card number/s of Joint holder/s: 1)
- 2).....

..... Shareholder's signature	 Date	 1 st Joint holder's signature	 Date	 2 nd Joint holder's signature	 Date
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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 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.

Printed Matter



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**සමපත බැංකුව
சம்பத் வங்கி
Sampath Bank**

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