

BLUE BOND ISSUE 2025 PROSPECTUS

THE FIRST LISTED BLUE BOND IN SRI LANKA



SUSTAINABLE FISHERIES & AQUACULTURE



SUSTAINABLE MARINE & COASTAL TOURISM



MARINE & COASTAL POLLUTION PREVENTION

DFCC Bank PLC



PROSPECTUS

AN ISSUE OF UP TO THIRTY MILLION (30,000,000) LISTED, RATED, SENIOR, UNSECURED, REDEEMABLE BLUE BONDS OF THREE-YEAR (2025/2028), FOUR-YEAR (2025/2029), AND FIVE-YEAR (2025/2030) TENORS, AT A PAR VALUE OF SRI LANKA RUPEES ONE HUNDRED (LKR 100/-) EACH, TO RAISE A TOTAL OF SRI LANKA RUPEES THREE BILLION (LKR 3,000,000,000/-)

MAXIMUM ISSUE WILL NOT EXCEED THIRTY MILLION (30,000,000) OF SAID BLUE BONDS OF A VALUE OF NOT EXCEEDING SRI LANKA RUPEES THREE BILLION (LKR 3,000,000,000/-)

TO BE LISTED ON THE
COLOMBO STOCK EXCHANGE

Rated 'A(lka)' by Fitch Ratings Lanka Limited

ISSUE OPENS ON

13TH NOVEMBER 2025

Managers and Placement Agents to the Issue



Structuring Partner



This Prospectus is dated 7th November 2025

The Colombo Stock Exchange (CSE) has taken reasonable care to ensure full and fair disclosure of information in this Prospectus. However, the CSE assumes no responsibility for accuracy of the statements made, opinions expressed, omitted statements or reports included in this Prospectus. Moreover, the CSE does not regulate the pricing of Blue Bonds which is decided solely by the Issuer.

The delivery of this Prospectus shall not under any circumstance constitute a representation or create any implication or suggestion that there has been no material change in the affairs of the Bank since the date of this Prospectus. If any material change in the affairs of the Bank occurs subsequent to the Prospectus date and before the Issue opening, same will be notified by way of a market disclosure/an addendum.

We advise you to read the content of the Prospectus carefully prior to investment.

If you are in a doubt regarding the contents of this document or if you require any clarification or advice in this regard, you should consult the Manager to the Issue, your stockbroker, lawyer or any other professional advisor.

Responsibility for the Content of the Prospectus

This Prospectus has been prepared with available information.

The Directors of DFCC Bank PLC (the Bank or the Issuer) have seen and approved this Prospectus and collectively and individually, accept full responsibility for the accuracy and completeness of the information given and confirm that after making all reasonable inquiries and to the best of their knowledge and belief, the information contained herein is true and correct in all material respects and that there are no other material facts, the omission of which would make any statement herein misleading or inaccurate. Where representations regarding the future performance of the Bank have been given in this Prospectus, such representations have been made after due and careful enquiry of the information available to the Bank and making assumptions that are considered to be reasonable at the present point in time in its best judgment.

The Bank accepts responsibility for the information contained in this Prospectus. While the Bank has taken reasonable care to ensure full and fair disclosure of pertinent information, it does not assume responsibility for any investment decisions made by the investors based on the information contained herein. In making such investment decisions, prospective investors are advised to read the Prospectus and rely on their own examination and assessment of the Bank and the terms of the Blue Bonds issued including the risks associated.

Registration of the Prospectus

A copy of the Prospectus has been delivered to the Registrar of Companies for registration in compliance with the provisions of Section 40 of the Companies Act No.7 of 2007. The following are the documents attached to the copy of the Prospectus delivered to the Registrar of Companies for registration pursuant to Section 40(1) of the Companies Act.

- a) The written consent of the Auditors and Reporting Accountants for the inclusion of their name in the Prospectus as Auditors and Reporting Accountants to the Issue and to the Bank.
- b) The written consent of the Rating Agency for the inclusion of their name in the Prospectus as Rating Agency to the Issue and to the Bank.
- c) The written consent of the Trustee to the Issue for the inclusion of their name in the Prospectus as Trustee to the Issue.
- d) The written consent of the Structuring Partner to the Issue for the inclusion of their name in the Prospectus as Structuring Partner to the Issue.
- e) The written consent of the Bankers to the Issue for the inclusion of their name in the Prospectus as Bankers to the Issue.
- f) The written consent of the Company Secretary of the Bank for the inclusion of the name in the Prospectus as Company Secretary to the Bank.
- g) The written consent of the Registrars to the Issue for the inclusion of their name in the Prospectus as Registrars to the Issue.
- h) The written consent of the Lawyers to the Issue for the inclusion of their name in the Prospectus as Lawyers to the Issue.
- i) The written consent of the Independent External Reviewer to the Issue for the inclusion of their name in the Prospectus as Independent External Reviewer to the Issue
- j) The written consent of the Managers and Placement Agents to the Issue for the inclusion of their names in the Prospectus as Managers and Placement Agents to the Issue.
- k) The declaration made and subscribed to, by each of the Directors of the Bank herein named as a Director, jointly and severally confirming that each of them have read the provisions of the Companies Act and the CSE Listing Rules relating to the Issue of the Prospectus and that those provisions have been complied with.

The said Auditors and Reporting Accountants to the Issue and to the Bank, Trustee to the Issue, Bankers to the Issue, Company Secretary, Managers and Placement Agents to the Issue, Registrars to the Issue, Lawyers to the Issue, Independent External Reviewer to the Issue, Rating Agency have not, before the delivery of a copy of the Prospectus for registration with the Registrar of Companies in Sri Lanka withdrawn such consent.

Registration of the Prospectus in Jurisdictions Outside of Sri Lanka

This Prospectus has not been registered with any authority outside of Sri Lanka. Non-Resident investors may be affected by the laws of the jurisdiction of their residence. Such investors are responsible to comply with the laws relevant to the country of residence and the laws of Sri Lanka, when making the investment.

Representation

The Blue Bonds are issued solely on the basis of the information contained and representations made in this Prospectus. No dealer, salesperson, individual or any other outside party has been authorized to give any information or to make any representation in this connection with the Issue other than the information and representations contained in this Prospectus and if given or made such information or representations must not be relied upon as having been authorized by the Bank.

Forward Looking Statements

Any Statements included in this Prospectus that are not statements of historical fact constitute “Forward Looking Statements”. These can be identified by the use of forward-looking terms such as “expect”, “anticipate”, “intend”, “may”, “plan to”, “believe”, “could” and similar terms or variations of such terms. However, these words are not the exclusive means of identifying Forward Looking Statements. As such, all or any statements pertaining to expected financial position, business strategy, plans and prospects of the Bank are classified as Forward-Looking Statements.

Such Forward Looking Statements involve known and unknown risks, uncertainties and other factors including but not limited to regulatory changes in the sectors in which the Bank operates and its ability to respond to them, the Bank’s ability to successfully adapt to technological changes, exposure to market risks, general economic and fiscal policies of Sri Lanka, inflationary pressures, interest rate volatilities, the performance of financial markets both globally and locally, changes in domestic and foreign laws, regulation of taxes and changes in competition in the industry and further uncertainties that may or may not be in the control of the Bank.

Such factors may cause actual results, performance and achievements to materially differ from any future results, performance or achievements expressed or implied by Forward Looking Statements herein. Forward Looking Statements are also based on numerous assumptions regarding the Bank’s present and future business strategies and the environment in which the Bank will operate in the future.

Given the risk and uncertainties that may cause the Bank’s actual future results, performance or achievements to materially differ from that expected, expressed or implied by Forward Looking statements in this Prospectus, investors are advised not to place sole reliance on such statements.

Presentation of Currency Information and Other Numerical Data

The financial statements of the Bank and currency values of economic data or industry data in a local context will be expressed in Sri Lanka Rupees. References in the Prospectus to “LKR”, “Rupees” or “Rs.” is the lawful currency of Sri Lanka. Certain numerical figures in the Prospectus have been subject to rounding adjustments, accordingly numerical figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them. All numerical figures given under Section 7.0 of the Prospectus are audited figures unless otherwise stated.

IMPORTANT

All Applicants should indicate in the Application for Blue Bonds, their Central Depository Systems (Private) Limited (CDS) account number.

In the event the name, address or NIC number/passport number/company number of the Applicant mentioned in the Application Form differs from the name, address or NIC number/passport number/company number as per the CDS records, the name, address or NIC number/ passport number/company number as per the CDS records will prevail and be considered as the name, address or NIC number/passport number/company number of such Applicant. Therefore, Applicant are advised to ensure that the name, address or NIC number/passport number/company number mentioned in the Application Form tally with the name, address or NIC number/passport number/company number given in the CDS account as mentioned in the Application Form.

As per the directive of the Securities and Exchange Commission made under Circular No.08/2010 dated 22nd November 2010 and Circular No.13/2010 issued by the CDS dated 30th November 2010, all Blue Bonds are required to be directly deposited into the CDS. To facilitate compliance with this directive, all Applicant are required to indicate their CDS account number.

In line with this directive, THE BLUE BONDS ALLOTTED TO AN APPLICANT WILL BE DIRECTLY DEPOSITED IN THE CDS ACCOUNT OF SUCH APPLICANT, the details of which is indicated in their Application Form. If the CDS account number indicated in the Application Form is found to be inaccurate /incorrect or there is no CDS number indicated, the Application will be rejected, and no allotments will be made. The Bank may require an Applicant to provide such documentation as is reasonably necessary to satisfy itself that the investor is an Applicant.

PLEASE NOTE THAT BLUE BOND CERTIFICATES WILL NOT BE ISSUED, HOWEVER, PLEASE NOTE THAT UPON THE ALLOTMENT OF BLUE BONDS UNDER THIS ISSUE, THE ALLOTTED BLUE BONDS WOULD BE CREDITED TO THE APPLICANT'S CDS ACCOUNT INDICATED IN THE APPLICATION FORM.

An Applicant who wishes to open a CDS account, may do so through a Trading Participants of the CSE as set out in Annexure IV or through any Custodian Bank as set out in Annexure V of this Prospectus.

ISSUE AT A GLANCE

Issuer	DFCC Bank PLC				
Instrument	Listed, Rated, Senior, Unsecured, Redeemable Blue* Bonds <i>Note - *These are GSS+ Bonds as defined by the CSE Listing Rules and issued in compliance with the CSE Listing Rules</i>				
Listing	The Blue Bonds will be listed on the Colombo Stock Exchange				
Number of Blue Bonds to be Issued	An Issue of up to Thirty Million (30,000,000) Listed, Rated, Senior, Unsecured, Redeemable Blue Bonds				
Amount to be Raised	A sum of up to Sri Lanka Rupees Three Billion (LKR 3,000,000,000/-)				
Entity Rating	A (lka) Stable by Fitch Ratings Lanka Limited				
Issue Rating	A (lka) by Fitch Ratings Lanka Limited				
Issue Price	Type A: LKR 100.00 Type B: LKR 75.65 Type C: LKR 100.00 Type D: LKR 67.68 Type E: LKR 100.00 Type F: LKR 60.70				
Trading currency in which the Blue Bonds are to be listed and traded on the CSE	Sri Lanka Rupees				
Par Value	Rupees One Hundred (LKR 100/-) per each Blue Bond				
Details of Blue Bonds Redemption: Bullet Payment at the end of the tenure	Type	Tenure	Issue Price (LKR)	Interest Payment Frequency	Coupon Rate (p.a.) / AER
	A	3 years	100.00	Annual	9.75%
	B	3 years	75.65	Zero Coupon Bond	9.75% annual compounding on the Issue Price payable on the Date of Redemption
	C	4 years	100.00	Annual	10.25%
	D	4 years	67.68	Zero Coupon Bond	10.25% annual compounding on the Issue Price payable on the Date of Redemption
	E	5 years	100.00	Annual	10.50%
	F	5 years	60.70	Zero Coupon Bond	10.50% annual compounding on the Issue Price payable on the Date of Redemption

Minimum Number of Blue Bonds to be Subscribed	<p>The minimum subscription for Type A, Type C and Type E Blue Bonds per application shall be Sri Lanka Rupees Ten Thousand (LKR 10,000); 100 Blue Bonds. Applications exceeding the minimum subscription should be in multiples of Sri Lanka Rupees Ten Thousand (LKR 10,000)</p> <p>The minimum subscription for Type B Blue Bonds per application shall be 132 Blue Bonds, amounting to Sri Lanka Rupees Nine Thousand Nine Hundred Eighty-Five and Cents Eighty (LKR 9,985.80). Applications exceeding the minimum subscription should be in multiples of 132 Blue Bonds</p> <p>The minimum subscription for Type D Blue Bonds per application shall be 147 Blue Bonds, amounting to Sri Lanka Rupees Nine Thousand Nine Hundred Forty-Eight and Cents Ninety-Six (LKR 9,948.96). Applications exceeding the minimum subscription should be in multiples of 147 Blue Bonds</p> <p>The minimum subscription for Type F Blue Bonds per application shall be 164 Blue Bonds, amounting to Sri Lanka Rupees Nine Thousand Nine Hundred Fifty-Four and Cents Eighty (LKR 9,954.80). Applications exceeding the minimum subscription should be in multiples of 164 Blue Bonds</p>
Interest Payment Date(s)	<ul style="list-style-type: none"> • Type A, C and E Blue Bonds: twelve (12) months from the Date of Allotment and every twelve (12) months thereafter of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption • Type B, D, and F Blue Bonds: The Date of Redemption
Interest Period	<ul style="list-style-type: none"> • Type A, C and E Blue Bonds : the twelve (12) month period from an Interest Payment Date and ending on the date immediately preceding the next Interest Payment Date (inclusive of the aforementioned commencement date and end date) and shall include the period commencing from the Date of Allotment and ending on the date immediately preceding the first Interest Payment Date (inclusive of the aforementioned commencement date and end date) and the period from the last Interest Payment Date before the Date of Redemption and ending on the date immediately preceding the Date of Redemption (inclusive of the aforementioned commencement date and end date) • Type B, D, and F Blue Bonds: the period commencing from the Date of Allotment and ending on the date immediately preceding the respective Date of Redemption (inclusive of the aforementioned commencement and end dates)
Mode of Payment of Principal Sum and Interest	<p>Through an electronic fund transfer mechanism recognized by the banking system of Sri Lanka such as SLIPS and RTGS where accurate bank account details are provided by the Blue Bond Holders subject to the prevalent limitation with regard to SLIPS and RTGS or by cheque marked "Account Payee Only"</p>

Issue Opening Date	13 th November 2025
Date of Redemption/ Maturity Date	The date on which Redemption of the Blue Bonds will take place as referred to in Section 5.6 of this Prospectus.
Date of Allotment	The date on which the Blue Bonds will be allotted by the Bank to Applicants subscribing thereto.
Closure Date of the Subscription List	<p>Subject to the provisions contained below, the subscription list for the Blue Bonds will open at 9.30 a.m. on 13th November 2025 and will remain open for fourteen (14) Market Days including the Issue Opening Date until closure at 4.30 p.m. on 2nd December 2025.</p> <p>However, the subscription list will be closed on an earlier date at 4.30 p.m. with notification to the CSE on the maximum of Thirty Million (30,000,000) Blue Bonds being fully subscribed</p> <p>In the event the Board of Directors of the Bank decides to close the Blue Bond Issue without the full subscription of the initial Thirty Million (30,000,000) Blue Bonds, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed on the following Market Day at 4.30 pm (refer Section 5.2 of this Prospectus).</p>
Basis of Allotment	<p>In the event of an oversubscription, the Board of Directors of the Bank has appointed authorised personnel to decide the basis of allotment of the Blue Bonds in a fair and equitable manner within seven (07) Market days from the closure of the Issue.</p> <p>The Board however shall reserve the right to allocate up to a maximum of 80% of the Number of Blue Bonds to be allotted under this Prospectus on a preferential basis, to identified institutional investor/s of strategic importance with whom the Bank might have mutually beneficial relationships in the future as future investors.</p> <p>Number of Blue Bonds to be allotted to identified institutional investor/s of strategic and operational importance, on a preferential basis or otherwise will not exceed 80% of the total number of Blue Bonds to be issued under this Prospectus under any circumstances, unless there is an undersubscription from the other investors (investors that do not fall under preferential category).</p>

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1 CORPORATE INFORMATION

Name of the Bank/Issuer	DFCC Bank PLC
Legal Status	A quoted public company with limited liability incorporated by Development Finance Corporation of Ceylon Act No. 35 of 1955 and with the enactment of the DFCC Bank (Repeal and Consequential Provisions) Act No. 39 of 2014, incorporated under the Companies Act No. 07 of 2007 with the name "DFCC Bank PLC" with effect from 6 January 2015. A licensed commercial bank under the Banking Act No. 30 of 1988.
Company Number	PQ 233
Place of Incorporation	Colombo, Sri Lanka
Registered Address	DFCC Bank PLC No. 73/5, Galle Road, Colombo 3 Tel: +94 11 2 442 442, +94 11 2 440 376
Company Secretary	Ms. Nimali Ranaraja DFCC Bank PLC No. 73 Galle Road Colombo 03 Tel: +94 11 2 442 540 / Fax: +94 11 2 440 376
Rating Agency	Fitch Ratings Lanka Limited No.15-04, East Tower, World Trade Centre Colombo 01 Tel: +94 11 2 541 900 / Fax: +94 11 2 541 903
Auditors	KPMG Chartered Accountants No. 32A, Sir Mohamed Macan Markar Mawatha Colombo 03 Tel: +94 11 5 426 426 / Fax: +94 11 2 445 872
Board of Directors	Mr. J. Durairatnam – Chairman / Independent Non-Executive Director Mr. N. H. T. I. Perera – Chief Executive Officer / Executive Director Ms. L. K. A. H. Fernando – Independent Non-Executive Director Mr. N. K. G. K. Nemmawatta – Independent Non-Executive Director Mr. H. A. J. de Silva Wijeyeratne – Independent Non-Executive Director Mr. N. Vasantha Kumar – Independent Non-Executive Director Ms. A. L. Thambaiyah – Independent Non-Executive Director Mr. W. R. H. Fernando – Independent Non-Executive Director Mr. P. A. Jayathunga – Non-Independent Non-Executive Director

2 RELEVANT PARTIES TO THE ISSUE

Managers and Placement Agents to the Issue	NDB Investment Bank Limited Level 1, NDB Capital Building No. 135, Bauddhaloka Mawatha Colombo 04 Tel: + 94 11 2 300 385-90 Fax: +94 11 2 300 393
Structuring Partners to the Issue	Treasury and Investment Banking Unit DFCC Bank PLC DFCC Building No. 73/5, Galle Road Colombo 03 Tel: +94 11 2 442 442 / Fax: +94 11 2 440 376
Lawyers to the Issue	Nithya Partners No. 97A, Galle Road Colombo 03 Tel: +94 11 4 712 625 Fax: +94 11 2 328 817
Registrars to the Issue	S S P Corporate Services (Private) Limited 101, Inner Flower Road, Colombo 03, Sri Lanka. Tel: +94 11 2 573 894 Fax: +94 11 2 573 609
Trustee to the Issue	People's Bank No. 75, Sir Chittampalam A. Gardiner Mawatha. Colombo 2. Tel: +94 11 2 481 481 / Fax: +94 11 2 458 842
Company Secretary	Ms. Nimali Ranaraja DFCC Building, No. 73/5, Galle Road Colombo 03 Tel: +94 11 2 442 540 / Fax: +94 11 2 440 376
Rating Agency to the Issue	Fitch Ratings Lanka Limited No.15-04, East Tower World Trade Centre Colombo 01 Tel: +94 11 2 541 900 / Fax: +94 11 2 541 903
Bankers to the Issue	DFCC Bank PLC No. 73/5, Galle Road Colombo 03 Tel: +94 11 2 442 442 / Fax: +94 11 2 440 376

Auditors and Reporting Accountants	KPMG Chartered Accountants No. 32A, Sir Mohamed Macan Markar Mawatha Colombo 03 Tel: +94 11 5 426 426 / Fax: +94 11 2 445 872
Independent External Reviewer to the Issue	KPMG Chartered Accountants No. 32A, Sir Mohamed Macan Markar Mawatha Colombo 03 Tel: +94 11 5 426 426 / Fax: +94 11 2 445 872

3 LIST OF ABBREVIATIONS

AER	Annual Effective Rate
CBSL	the Central Bank of Sri Lanka
CBI Standards	Climate Bonds Initiative Standards
CDS	Central Depository Systems (Private) Limited
CSE	the Colombo Stock Exchange
GSS+	Green, Blue, Social, Sustainability and Sustainability linked
ICMA	International Capital Markets Association
IIA	Inward Investment Account
Issuer/Bank	DFCC Bank PLC
NIC	National Identity Card
POA	Power of Attorney
RTGS	Real Time Gross Settlement
SEC	Securities and Exchange Commission of Sri Lanka
SLIPS	Sri Lanka Inter Bank Payment System
UNSDG	United Nations Sustainable Development Goal
GBP	Green Bond Principal
E&S	Environmental and Social
SLGFT	Sri Lanka Green Finance Taxonomy
Blue Bond	Listed, Rated, Senior, Unsecured, Redeemable Blue Bond
ESMC	Executive Sustainability Management Committee

4 GLOSSARY OF TERMS RELATED TO THE ISSUE

Applicant	Any person identified as an investor, who submits an Application Form under this Prospectus.
Application Form/Application	The Application Form that constitutes part of this Prospectus through which an Applicant may apply for the Blue Bonds in Issue.
Bank/ Issuer	DFCC Bank PLC
Closure Date	<p>Subject to the provisions contained below, the subscription list for the Blue Bonds will open at 9.30 a.m. on 13th November 2025 and will remain open for fourteen (14) Market Days including the Issue Opening Date until closure at 4.30 p.m. on 2nd December 2025.</p> <p>However, the subscription list will be closed on an earlier date at 4.30 p.m. with notification to the CSE on the maximum of Thirty Million (30,000,000) Blue Bonds being fully subscribed</p> <p>In the event the Board of Directors of the Bank decides to close the Blue Bond Issue without the full subscription of the Thirty Million (30,000,000) Blue Bonds, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed on the following Market Day at 4.30 pm. (refer Section 5.2 of this Prospectus).</p>
Date of Allotment	The date on which the Blue Bonds will be allotted by the Bank to Applicants subscribing thereto.
Date of Redemption	The date on which Redemption of the Blue Bonds will take place as referred to in Section 5.6 of this Prospectus.
Blue Bonds	Listed, Rated, Senior, Unsecured, Redeemable, Blue Bond
Blue Bond Holder(s)	Any person who is for the time being the holder of the Blue Bonds and includes his/her respective successors in title.
Eligible Blue Projects	Any Eligible Blue Project for which the proceeds of the Blue Bond are utilized as defined under Factors Considered or to be Considered in Determining the Eligible Blue Projects in Section 5.3 which is aligned with the Principles, guidelines and requirements set out in Rule 2.2.1 (o)(a) and (b) of the CSE Listing Rules for which the Blue Bond instrument is issued.
Entitlement Date	The Market Day immediately preceding the respective Interest Payment Date or Date of Redemption on which a Blue Bond Holder would need to be recorded as being a Blue Bond Holder on the list of Blue Bond Holders provided by the CDS to the Bank, in order to qualify for the payment of any interest or any Redemption proceeds.
GSS+ Bond	Means any type of bond instrument where the proceeds will be exclusively applied to finance or re- finance, in part or in full, new and/or existing eligible GSS+ Project/s. In relation to this Blue Bond issue, proceeds will be utilised for eligible Blue Projects as set out in Section 5.3.
Independent External Reviewer	Means at a minimum, an entity that possesses expertise and experience in; <ul style="list-style-type: none"> - reviewing GSS+ Bonds which is aligned with the Principles, guidelines and requirements set out in Rule 2.2.1 (o)(b) of the CSE Listing Rules for which the Bond instrument is issued and, - providing an external review on the alignment of GSS+ Bonds with the International Capital Market Association Principles and Guidelines and where applicable Green Finance Taxonomy or any related Taxonomy issued or that may issue by the Central Bank of Sri Lanka via any of the methods of reviews as set out in Section 2.2.1 (o) (c) of the CSE Listing Rules.

Interest Payment Date(s)	<ul style="list-style-type: none"> Type A, C and E Blue Bonds: twelve (12) months from the Date of Allotment and every twelve (12) months thereafter of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption. Type B, D, and F Blue Bonds: The Date of Redemption.
Interest Period	<ul style="list-style-type: none"> Type A, C and E Blue Bonds : the twelve (12) month period from an Interest Payment Date and ending on the date immediately preceding the next Interest Payment Date (inclusive of the aforementioned commencement date and end date) and shall include the period commencing from the Date of Allotment and ending on the date immediately preceding the first Interest Payment Date (inclusive of the aforementioned commencement date and end date) and the period from the last Interest Payment Date before the Date of Redemption and ending on the date immediately preceding the Date of Redemption (inclusive of the aforementioned commencement date and end date). Type B, D, and F Blue Bonds: the period commencing from the Date of Allotment and ending on the date immediately preceding the respective Date of Redemption (inclusive of the aforementioned commencement and end dates).
Issue	The offer of Blue Bonds to Investors pursuant to this Prospectus
Issue Price	Type A: LKR 100.00 Type B: LKR 75.65 Type C: LKR 100.00 Type D: LKR 67.68 Type E: LKR 100.00 Type F: LKR 60.70
Market Day	Any day on which trading takes place at the CSE.
Working Day	A day (other than a Saturday or Sunday or any statutory holiday) on which licensed commercial banks are open for business in Sri Lanka.
Non-Resident(s)	Foreign institutional investors including country funds, regional funds or mutual funds, corporate bodies incorporated outside Sri Lanka, citizens of foreign states whether resident in Sri Lanka or outside Sri Lanka and Sri Lankans resident outside Sri Lanka
Borrower(s)	The entity/person who the Blue Bond Proceeds will be lent to
Par Value	LKR 100/- per each Blue Bond
Principal Sum	The product of the number of Blue Bonds allotted and the Par Value
Prospectus	This prospectus dated 7 th November 2025 issued by DFCC Bank PLC
Redemption	Repayment of the Principal Sum and unpaid and accrued interest (if any) with regard to a Blue Bond to a Blue Bond Holder by the Bank
Registered Address	When used in relation to a Blue Bond Holder means the address provided by the Blue Bond Holders to the CDS
Trustee	People's Bank
Trust Deed	Trust Deed executed between the Bank and People's Bank on 30 th October 2025
Zero Coupon Bond	Zero Coupon Bond is a debt security that does not pay periodic interest but is issued at a discount to its Par value. The bondholder receives a single payment equal to the Par value of the bond upon its Redemption Date

5 PRINCIPAL FEATURES OF THE BLUE BONDS

5.1 INVITATION TO SUBSCRIBE

The Board of Directors of DFCC Bank PLC (hereinafter referred to as the “Board”) at the Board Meeting held on 30th July 2025 decided to raise a sum of Rupees Three Billion (LKR 3,000,000,000/-) by an issue of up to Thirty Million (30,000,000) Blue Bonds, each with a Par Value of LKR 100/- .

As such a maximum amount of Rupees Three Billion (LKR 3,000,000,000) would be raised by the issue of a maximum of Thirty Million (30,000,000) Bonds each with the Par Value of LKR 100/-.

The issue comprises a maximum of Thirty Million (30,000,000) Listed, Rated, Unsecured, Senior, Redeemable Blue Bonds.

The rights of the Blue Bond Holders with respect to payment of the Principal Sum and accrued interest due thereon upon a winding-up of the Bank will rank after all the claims of secured creditors and preferential claims under any Statutes governing the Bank but equal and *pari passu* with all other unsecured creditors of the Bank, but in priority to and over the rights of any subordinated debt holders, preference and ordinary shareholders.

The below mentioned Bonds will be offered to the public:

Type	Tenure	Interest Rate Basis	Issue Price per Bond (LKR)	Description
A	3 years	Fixed	100.00	9.75% p.a. payable annually (AER 9.75%)
B	3 years	Fixed	75.65	9.75% annual compounding on the Issue Price payable on the Date of Redemption (AER 9.75%)
C	4 years	Fixed	100.00	10.25% p.a. payable annually (AER 10.25%)
D	4 years	Fixed	67.68	10.25% annual compounding on the Issue Price payable on the Date of Redemption (AER 10.25%)
E	5 years	Fixed	100.00	10.50% p.a. payable annually (AER 10.50%)
F	5 years	Fixed	60.70	10.50% annual compounding on the Issue Price payable on the Date of Redemption (AER 10.50%)

It is the intention of the Bank to list the Blue Bonds on the Colombo Stock Exchange. The CSE has given its in principle approval for the listing of the Blue Bonds on the CSE. However, the CSE reserves the right to withdraw such approval, in the circumstances set out in Rule 2.3 of the CSE Listing Rules.

Listed, Rated, Unsecured, Senior, Redeemable Blue Bonds issued under the Prospectus are not subject to an early redemption or have a “convertible option”. However, Blue Bonds shall become immediately payable at the option of the Trustee on the occurrence of an event of default as specified in Clause 10 of the Trust Deed and individual Blue Bond Holders could call for redemption of Blue Bonds in the circumstances as set forth in Section 7 of the CSE Listing Rules as provided under Clause 4.4 as the dissenting option in the Trust Deed. Clause 4 of the Trust Deed specifies instances where immediate payment can happen to the Blue Bond Holders with the prior written approval from the Central Bank of Sri Lanka and the approval of the Blue Bond holders of two third (2/3) of the par value of the Blue Bonds outstanding. This Blue Bond is not collateralized by any asset of the Bank.

Subject to enforcement actions as per Section 7 of the CSE Listing Rules if the Bank fails to comply with the continuous listing requirements applicable for a blue bond,

- The Bank shall pay the maturity proceeds relating to the Blue Bonds held by such dissenting Blue Bond Holders within seven (07) Market Days from the meeting of Blue Bond Holders.
- The Bank shall make an Immediate Market Announcement setting out the outcome of the meeting of the Blue Bond Holders convened by the Bank by Market Day immediately following the date of the meeting of the Blue Bond Holders. Such announcement shall include any decisions/modifications made pertaining to the Blue Bonds and/or its terms of issue (as applicable), and information relating to the dissenting Blue Bond Holders (if any).
- CSE shall cease to recognize such Blue Bonds of the Bank as GSS+ Bonds (Blue Bonds) within 2 months from the Market Announcement. Such non-recognition may lead the Bank to effect changes to the existing features of the proposed Blue Bonds (e.g. features, interest rates, AER etc. along with any other benefits attached to the proposed Blue Bond).

5.2 SUBSCRIPTION LIST

Subject to the provisions contained below, the subscription list for the Blue Bonds will open at 9.30 a.m. on 13th November 2025 and will remain open for fourteen (14) Market Days including the Issue Opening Date until closure at 4.30 p.m. on 2nd December 2025.

However, the subscription list will be closed on an earlier date at 4.30 p.m. with notification to the CSE on the maximum of Thirty Million (30,000,000) Blue Bonds being fully subscribed.

In the event the Board of Directors of the Bank decides to close the Blue Bond Issue without the full subscription of the Thirty Million (30,000,000) Blue Bonds, such decision is to be notified to the CSE on the day such decision is made and subscription list will be closed on the following Market Day at 4.30 p.m.

5.3 OBJECTIVES OF THE BLUE BOND ISSUE AND SPECIFIC RISK RELATING TO THE OBJECTIVES OF THE ISSUE

The objective of this Blue Bond issue is to mobilise funds where an amount equal to the net proceeds will be exclusively used to (re)finance projects that fall within the *Eligible Blue Project Categories*, supporting sustainable ocean-based industries that drive economic growth while preserving aquatic ecosystems and enhancing access to clean water. The bond aims to fund initiatives that enhance ocean health through ecosystem and natural resource management, improve pollution control in marine and coastal environments including river systems that drain into the ocean, promote sustainable coastal and marine development and clean drinking water infrastructure. Projects financed under this bond must demonstrate proximity to the ocean, coastal zones, or river systems connected to marine environments, ensuring targeted and impactful environmental outcomes.

The funds will support integrated marine and coastal ecosystem management, pollution control for marine and coastal environments, and sustainable coastal and marine development. This includes;

- Renewable marine energy initiatives encompassing the development, operation, and maintenance of offshore wind (fixed and floating), wave, and floating solar facilities. This includes associated infrastructure such as mounting systems, transmission lines, grid connections, inverters, transformers, energy storage, and control systems, as well as production of renewable energy equipment

- Sustainable marine transport projects via retrofits and alternative technologies such as low-carbon transportation solutions, ballast water management and retrofitting the vessels with advanced technologies
- Coastal climate adaptation and resilience projects that support ecological and community resilience and adaptation to climate change including using nature-based solutions
- Marine ecosystem management, conservation, and restoration projects, including sustainable marine value chain initiatives such as sustainable marine fisheries management, sustainable aquaculture operations (algae, bivalves, fish, and seagrass) and seafood supply chain sustainability
- Sustainable marine and coastal tourism projects
- Projects that prevent, control, and reduce waste from entering the coastal and marine environments such as wastewater, solid waste, non-point source pollution management, including resource efficiency and circular economy
- Affordable basic infrastructure projects expanding affordable access to safe drinking water in underserved areas

The total funds raised will be utilized for the (re)financing objectives. The funds required will not exceed the funds raised through this Blue Bond Issue as the Bank will limit its financing and refinancing of Blue Projects to the funds raised through this Blue Bond Issue.

The aforesaid funding will be disbursed as loans and leasing facilities.

Any lending to/with related parties will be carried out in compliance with all applicable statutes, direction and regulations. The Bank, as at the date of this Prospectus has not recognized related parties for the lending of the proceeds of the Issue. As such, the Bank will disburse the proceeds of the Issue/s in the ordinary course of business. However, in the event, funds are lent to related parties in future, such lending will be done in accordance with Section 9 of the CSE Listing Rules. Please refer to Section 8.2 for the composition of the Related Party Transactions Review Committee as at the date of Prospectus.

The objectives of the Blue Bond Issue do not fall within the definition of a major transaction in terms of Section 185 of the Companies Act no 7 of 2007.

The Bank is required to obtain verification in the form of a written report of the Sustainable Bond Framework from the Independent External Reviewer, confirming its alignment with the Green Bond Principles (GBP), Bonds to Finance the Sustainable Blue Economy: A Practitioner's Guide, Social Bond Principals (SBP) and Sustainable Bond Guidelines issued by the International Capital Market Association (ICMA), prior to Blue Bond issuance. The Bank has obtained the same. In addition, the Independent External Reviewer will review compliance with the Sri Lanka Green Finance Taxonomy (SLGFT) (May 2022) by the Central Bank of Sri Lanka (CBSL).

The Bank's Sustainable Bond Framework (the Framework) identifies eligible Blue Projects and aligns with the Green Bond Principles (GBP), Bonds to Finance the Sustainable Blue Economy: A Practitioner's Guide, Social Bond Principals (SBP), Sri Lanka Green Finance Taxonomy (SLGFT) (May 2022) by the Central Bank of Sri Lanka (CBSL) and Sustainable Bond Guidelines issued by the International Capital Market Association (ICMA), thereby ensuring transparency and adherence to best practices in sustainable finance.

Principles Issued by the ICMA with Regard to Blue Bonds

“Bonds to Finance the Sustainable Blue Economy A Practitioner’s Guide” which is based on Green Bond Principle (GBP) issued by the ICMA provides guidelines that promote transparency, integrity, and proper disclosure in the blue bond market. These principles are designed to guide issuers, investors, and other stakeholders in the creation and management of blue bonds, ensuring that the proceeds are used for Blue Projects that benefit target populations and address specific blue issues.

The bonds that utilize 100% its proceeds for the sustainable use of marine resources and related economic activities, are considered “blue bond”. These blue bonds are a subset of green bonds which are governed by the Green Bond Principles (GBP).

GBP outlines four core components for issuing a credible blue bond:

1. Use of Proceeds:

The core purpose of a blue bond is to use its proceeds to finance projects aimed at contributing to environmental objectives and promoting the sustainable use of maritime resources and supporting related sustainable economic activities, covering broad categories such as climate change mitigation, climate change adaptation, natural resource conservation, biodiversity conservation, and pollution prevention and control, in accordance with the Green Bond Principles (GBP).

2. Process for Project Evaluation and Selection:

Issuers should clearly communicate the environmental sustainability objectives of the projects and how they fit into the eligible categories. Issuers are encouraged to disclose how they manage social and environmental risks associated with the relevant project(s).

3. Management of Proceeds:

The proceeds from the bond should be tracked and allocated to eligible projects through a clear internal process. Transparency is encouraged, and issuers may use external auditors, or other third party to verify the allocation and management of the funds.

4. Reporting:

The GBP recommend the use of qualitative performance indicators and, where feasible, quantitative performance measures and disclosure of the key underlying methodology and/or assumptions used in the quantitative determination.

The process, management, and reporting outlined below are in accordance with the GBP, ensuring transparency and accountability in the allocation of funds towards these eligible Blue Projects.

Factors Considered or to be Considered in Determining the Eligible Blue Projects.

1. The project should fall under at least one of the eligible Blue Project categories given below.

	Eligible Main Category	Use of Proceeds
1	Renewable Energy	<p>Financing or refinancing directed towards construction, operation, acquisition, installation, and maintenance of electricity generation facilities from following renewable sources, including mounting structures, transmission infrastructure, grid connections and other supporting infrastructure, including inverters, transformers, energy storage systems and control systems, as well as the production of renewable energy equipment:</p> <ul style="list-style-type: none"> • Marine renewable energy (Offshore renewable energy production, that supports other sustainable blue economy sectors while safeguarding the marine environment (Offshore wind both fixed and floating installations/ wave /floating solar))
2	Clean Transportation	Financing or refinancing sustainable marine transport projects focused on enhancing environmental performance by leveraging alternative technologies to promote low-carbon transportation solutions/ ballast water management /retrofitting the vessels with advanced technologies
3	Coastal Climate Adaptation and Resilience	<p>Financing or refinancing projects that support ecological and community resilience and adaptation to climate change including using nature-based solutions</p> <p><i>(Projects must be within 5 km of the coast or within the marine environment)</i></p>
4	Marine Ecosystem Management, Conservation, and Restoration, including Sustainable Marine Value Chains	<p>Financing or refinancing</p> <ol style="list-style-type: none"> Projects that manage, conserve, and restore the health of coastal and marine ecosystems <p><i>(Projects must be within the marine environment or within 15 km of the coast)</i></p> <ol style="list-style-type: none"> Projects that improve the environmental sustainability of marine value chains <ul style="list-style-type: none"> • Sustainable marine fisheries management • Sustainable aquaculture operations (algae, bivalves, fish, and seagrass) • Seafood supply chain sustainability
5	Sustainable Coastal and Marine Tourism	<p>Financing or refinancing projects that improve the environmental sustainability of coastal and marine tourism</p> <p><i>(Projects must be within 5 km of the coast or within the marine environment)</i></p>
6	Marine Pollution Prevention	<p>Financing or refinancing projects that prevent, control, and reduce waste from entering the coastal and marine environments</p> <ol style="list-style-type: none"> Wastewater management Solid waste management Resource efficiency and circular economy (Waste prevention and reduction)

		<p>iv) Non-point source pollution management</p> <p><i>(For wastewater management, projects must be within 5km of the coast. For solid waste management, projects must be within 25 km of the coast or a river that drains to the ocean.</i></p> <p><i>For non-point source pollution management, projects must be within 15km of the coast or within 10 km of rivers (and their tributaries) that flow to the ocean)</i></p>
7	Affordable Basic Infrastructure	<p>Clean drinking water</p> <p>Financing or refinancing of water supply infrastructure projects for expanding access to clean drinking water in underserved regions</p>

2. Use of proceeds and criteria for the borrowers

The Bank to provide funding for eligible projects through its loans and leasing facilities for aforementioned project categories which promote a sustainable blue economy, adhering to exclusion criteria under Annexure 1 of the Sustainable Bond Framework.

3. Contribution to the United Nations Sustainable Development Goals (UNSDGs)

- i. SDG 1: No Poverty
- ii. SDG 3: Good Health and Well-Being
- iii. SDG 6: Clean Water and Sanitation
- iv. SDG 7: Affordable and Clean Energy
- v. SDG 9: Industry, Innovation and Infrastructure
- vi. SDG 11: Sustainable Cities and Communities
- vii. SDG 12: Responsible Consumption and Production
- viii. SDG 13: Climate Action
- ix. SDG 14: Life Below Water

Evaluation and Selection of Blue Projects

The evaluation and selection of Blue Projects under the Bank's Sustainable Bond Framework are designed to ensure alignment with its strategic objective of promoting a sustainable blue economy. The process involves several key steps which are applicable for loans and leasing facilities.

1. **Eligibility and Screening:** For new projects, applications for funding are initially screened against the Bank's Exclusion List as outlined in Annexure 1 of the Sustainable Bond Framework. Lending units conduct credit evaluations and recommend suitable projects to the Sustainability Department, which then screens them against the Bank's Environmental and Social (E&S) Safeguard Standards, the eligibility under the Sri Lanka Green Finance Taxonomy (SLGFT) and the Sustainable Bond Framework. Eligible projects are earmarked for financing via Blue Bonds.
Existing projects are also screened against the Bank's Exclusion List, the Bank's E&S Safeguard Standards and the SLGFT in accordance with the Bank's lending process and proposed for refinancing, the lending units recommend the projects, and the Sustainability Department evaluates them for eligibility under the Sustainable Bond Framework. Approved projects are then earmarked for financing via the Blue Bond proceeds.

2. **Excluded Categories:** Projects listed in the Bank’s Exclusion List are automatically ineligible. Projects that fail to meet E&S safeguards or sustainability criteria are also excluded.
3. **Evaluation Committee:** Lending units recommend projects, whether new or refinancing. The Sustainability Department evaluates eligibility under E&S safeguards, the eligibility under the SLGFT and the Sustainable Bond Framework. The Integrated Risk Management Department performs an overall risk evaluation. Final approval of credit facilities is made by the Board of DFCC Bank or the relevant delegated authority.
4. **Eligibility Assessment:** Projects, whether new or refinancing, are assessed for compliance with E&S safeguards, SLGFT, and alignment with the Sustainable Bond Framework objectives. Projects that fail during implementation due to technical, managerial, regulatory, or E&S issues are removed and replaced with approved alternatives by the Sustainability Department.
5. **Approval Process:** After screening and risk evaluation, the credit facility is submitted for approval by the Board of DFCC Bank or the relevant delegated authority. Continuous monitoring ensures that all projects, whether new or refinancing, remain compliant with E&S safeguards.

This comprehensive process ensures that only projects with clear sustainable economic benefits are selected, promoting responsible and impactful finance.

Management and Reporting on the Proceeds and Utilization of Proceeds

Management of Proceeds

The Bank ensures transparency and accountability in managing the proceeds from Blue Bonds. The Treasury will allocate funds to eligible projects based on recommendations from the Sustainability Department, while maintaining a schedule of financed and refinanced projects. Once disbursed, the Credit Services Department will tag these projects in the Bank’s core banking system.

Allocation of Proceeds

The net proceeds from the issuance of Blue Bonds will be used for financing new projects and refinancing existing projects that meet the eligibility criteria under the Bank’s Sustainable Bond Framework. The proceeds are expected to be fully allocated within 18 months of issuance, with refinancing limited to projects implemented within the past three years and capped at 60% of net proceeds. Management of proceeds will follow the Bank’s internal procedure manuals.

Management of Unallocated Proceeds

Unallocated proceeds will be temporarily invested in cash equivalents, or Sri Lanka Government securities in line with the Bank’s cash management policies and will not be directed to activities that conflict with the bond’s environmental and social objectives. The unallocated proceeds will be tracked in a separate internal accounting system.

Monitoring and Substitution

The Bank will continuously monitor the use of proceeds, and if any project becomes ineligible or is prematurely concluded, it will be replaced with another eligible project to ensure continued alignment with the Sustainable Bond Framework.

Reporting

The Bank will ensure transparency in reporting the allocation and impact of proceeds from Blue Bonds. The Treasury and Sustainability Department will jointly prepare annual allocation and impact reports for submission to the ESMC comprising of Senior Management and headed by the Chief Executive Officer, and the Board. Any portfolio changes, including the addition or removal of projects, will require clearance from the Sustainability Department. The Bank will publicly disclose the allocation of proceeds and overall impact in its Annual Report on an aggregate portfolio basis (without product-wise breakdowns), including the proportion of proceeds by bond category, without naming individual projects. The Annual Report will be published on Bank's website and the Colombo Stock Exchange website, with up-to-date information on the use of proceeds made available for review in the event of material development.

Allocation Reporting

A detailed internal report will be generated by the Treasury and prepared together with the Sustainability Department on a quarterly basis until full allocation of proceeds, and thereafter on an annual basis. The following information will be included in the internal report:

- Projects on an aggregate portfolio basis to which the Blue Bond proceeds have been allocated, with specific information related to the projects, allocated amounts etc.
- Proportion of new and refinanced projects
- Remaining unallocated proceeds

Impact Reporting

The Bank will measure the impact of funded projects using quantitative and qualitative indicators, disclosing key underlying methodologies and assumptions used. Where applicable, Bank will adopt the guidance and impact reporting template provided in the ICMA Harmonized Frameworks for Impact Reporting (June 2024 and June 2025). Impact data will be collected annually and reported on a portfolio basis with indicative metrics by eligible category as follows,

	Eligible Main Category	Use of Proceeds	Impact Reporting Indicators
1	Renewable Energy	Financing or refinancing directed towards construction, operation, acquisition, installation, and maintenance of electricity generation facilities from following renewable sources, including mounting structures, transmission infrastructure, grid connections and other supporting infrastructure, including inverters, transformers, energy storage systems and control systems, as well as the production of renewable energy equipment:	<ul style="list-style-type: none">• Capacity/Additional Capacity of the renewable energy power generation plant in kW/MW• Annual electricity generation data kWh/MWh• Annual GHG emissions reduced/avoided in tCO₂e• Qualitative Information (e.g., Remediation actions to preserve natural resources/ Number of permanent full-time jobs created by the projects)

	Eligible Main Category	Use of Proceeds	Impact Reporting Indicators
		<ul style="list-style-type: none"> Marine renewable energy (Offshore renewable energy production, that supports other sustainable blue economy sectors while safeguarding the marine environment (Offshore wind both fixed and floating installations/ wave /floating solar)) 	
2	Clean Transportation	Financing or refinancing sustainable marine transport projects focused on enhancing environmental performance by leveraging alternative technologies to promote low-carbon transportation solutions/ ballast water management /retrofitting the vessels with advanced technologies	<ul style="list-style-type: none"> Annual GHG emissions reduced/avoided in tones of CO₂ equivalent Tonne - kilometres and/or tonnes No of vessels with new measures
3	Coastal Climate Adaptation and Resilience	Financing or refinancing projects that support ecological and community resilience and adaptation to climate change including using nature-based solutions <i>(Projects must be within 5 km of the coast or within the marine environment)</i>	<ul style="list-style-type: none"> Area of protected or restored habitat (ha) Mangrove forest under improved conservation and/or restoration (ha) Area of newly restored beach because of investment (ha) Number of people and/or enterprises (e.g., companies or farms) benefitting from measures to mitigate the consequences of floods
4	Marine Ecosystem Management, Conservation, and Restoration, including Sustainable Marine Value Chains	Financing or refinancing <ul style="list-style-type: none"> Projects that manage, conserve, and restore the health of coastal and marine ecosystem <i>(Projects must be within the marine environment or within 15 km of the coast)</i> Projects that improve the environmental sustainability of marine value chains <ul style="list-style-type: none"> Sustainable marine fisheries management Sustainable aquaculture operations (algae, bivalves, fish, and seagrass) Seafood supply chain sustainability 	<ul style="list-style-type: none"> Area of marine environment with improved management (ha) Coastal or marine area under improved management, conservation, or restoration (ha) Production of sustainable aquaculture, algaculture, and/or mariculture (tons) Revenue to fishers increased
5	Sustainable Coastal and Marine Tourism	Financing or refinancing projects that improve the environmental sustainability of coastal and marine tourism <i>(Projects must be within 5 km of the coast or within the marine environment)</i>	<ul style="list-style-type: none"> Number of entities with improved management of energy and water resources Operators (number) certified to NSTC
6	Marine Pollution Prevention	Financing or refinancing projects that prevent, control, and reduce waste from entering the coastal and marine environments <ol style="list-style-type: none"> Wastewater management Solid waste management 	<ul style="list-style-type: none"> New or Additional wastewater management and solid waste management capacity installed or implemented (liters/ tons)

	Eligible Main Category	Use of Proceeds	Impact Reporting Indicators
		iii. Resource efficiency and circular economy (Waste prevention and reduction) iv. Non-point source pollution management <i>(For wastewater management, projects must be within 5km of the coast.</i> <i>For solid waste management, projects must be within 25 km of the coast or a river that drains to the ocean.</i> <i>For non-point source pollution management, projects must be within 15km of the coast or within 10 km of rivers (and their tributaries) that flow to the ocean)</i>	<ul style="list-style-type: none"> Solutions to enhance plastic pollution control and resource efficiency implemented (number)
7	Affordable Basic Infrastructure	Clean drinking water Financing or refinancing of water supply infrastructure projects for expanding access to clean drinking water in underserved regions	<ul style="list-style-type: none"> Number of infrastructure projects built/upgraded Number of new household water connections

External Review

The Bank will obtain an Independent External Verification in the form of a Pre-Assurance Report to confirm alignment of its Sustainable Bond Framework with ICMA Principles before issuance. The verifier will provide a Post-Issuance Assurance Report after 12 months, reviewing processes, allocations, and impacts. Thereafter, annual allocation and impact reports will be externally reviewed and published in abridged form on the Bank's website and will be submitted to the CSE in due course, as per the CSE Listing Rule 7.12.4.A. (I) b.

Specific Risks Relating to Objectives of the Blue Bond Issue

Dependence on proceeds of the Blue Bond Issue to achieve the objective is marginal, as the Bank in the ordinary course of business has access to multiple sources of funds such as different types of deposits and borrowings.

The risk of undersubscription of the Blue Bond Issue will be greatly mitigated through appointing experienced Placement Agents to the Issue, pre-marketing and building a pipeline of potential investors.

Based on Bank's past experience and the growth achieved as at date there is no specific risk factor that may lead to non-achievement of the disbursement of the proceeds of up to LKR 3.0 Billion as the Bank's portfolio of gross loans and advances recorded a growth of LKR 72.9 Billion in the first six months of 2025. If there are any approvals pending on the Blue Projects being assessed or if the project does not fall under the ICMA guidelines for Blue Projects, the bank will replace the project/s with alternative ICMA GBP compliant projects.

However, in the highly unlikely event that the Bank is unable to allocate the Blue Bond proceeds due to unforeseen circumstances, such funds will be temporarily invested in cash, cash equivalents, Sri Lanka Government Securities, excluding any socially or environmentally harmful activities listed in the Exclusion List. It is expected that the proceeds will be fully allocated within 18 months from the date of Blue Bond issuance.

The utilization of the proceeds of the Blue Bond Issue will be disclosed in the Annual Report and the Interim Financial Statements of the Bank in the following format from the Issue Opening Date and until the objectives of the Blue Bond Issue are achieved.

Blue Bond Issue Proceeds Utilization as at (dd-mm-yyyy)

Objective Number	Objective as per Prospectus	Amount allocated as per Prospectus (LKR)	Proposed Date of Utilization as per Prospectus	Amount allocated upon the receipt of proceeds in (LKR) (A)	As a % of Total Proceeds	Amount Utilized in Objectives (LKR) (B)	% of Utilize against allocation (B/A)	Clarification if not fully utilized including where the funds are invested (e.g.: whether lent to related parties, etc.)
	Promoting a sustainable blue economy	LKR 3.0 Bn	Over a period of 18 months from the Date of Allotment	To be disclosed in the Annual Report and the Interim Financial Statements				

In the event the funds raised through the Blue Bond Issue are fully utilized by the Bank in terms of the objectives disclosed in the Prospectus between two financial periods, the Bank to disclose such fact in the immediate succeeding Annual Report or the Interim Financial Statement, whichever is published first as per the above template.

The Bank will make immediate disclosures in the instances which are specified under item 34 of Appendix 8A of Section 8 of the CSE listing Rules. The Bank will comply with the requirements stipulated under continuous listing rules of the CSE specifically applicable to Blue Bonds.

The Bank will submit a report on the utilization of proceeds of the Blue Bond to the CSE as per the tracking done by the Bank using the internal process duly signed by two directors of the Bank for dissemination to the market on a quarterly basis along with the quarterly financial statements of the Bank and within twelve (12) months from the date of issuance of the Blue Bond and thereafter on an annual basis along with the Annual Report of the Bank until the proceeds allocated to the Blue Project/s are fully utilized.

5.4 PAYMENT OF INTEREST

The Blue Bonds will carry a fixed rate of interest as described below, payable on the respective Interest Payment Dates:

Type	Type of Interest	Tenure	Interest Payment Frequency	Coupon Rate (p.a.) / AER
A	Fixed	3 years	Annually	9.75%
B	Fixed	3 years	Zero Coupon Bond	9.75% annual compounding on the Issue Price payable on the Date of Redemption
C	Fixed	4 years	Annually	10.25%
D	Fixed	4 years	Zero Coupon Bond	10.25% annual compounding on the Issue Price payable on the Date of Redemption
E	Fixed	5 years	Annually	10.50%
F	Fixed	5 years	Zero Coupon Bond	10.50% annual compounding on the Issue Price payable on the Date of Redemption

The interest rate has been determined giving consideration to the instrument rating, market conditions and features of the instrument.

For Type A, C, and E Bonds, interest will be paid annually from the Date of Allotment until the Date of Redemption (interest period is inclusive of the Date of Allotment and exclusive of the Date of Redemption) on the outstanding Principal Sum. For Type B, D, and F Bonds, interest will be paid on the Date of Redemption (interest period is inclusive of the Date of Allotment and exclusive of the Date of Redemption).

The interest due on the Blue Bonds for a particular Interest Period will be calculated based on the actual number of days (irrespective of holidays) in such Interest Period (actual/actual) and will be paid not later than three (03) Market Days from each Interest Payment Date.

In order to accommodate the Blue Bond interest cycles in the CDS System of the CSE, the payment of interest on a particular Interest Payment Date will include Blue Bond Holders holding Blue Bonds in the CDS as of the Entitlement Date.

Please refer to Section 5.5 for details on taxes applicable for Blue Bonds.

5.5 APPLICATION OF TAX ON INTEREST PAYMENTS

Interest on the Blue Bonds will be paid after deducting any taxes and charges thereon (if any) as per the applicable laws prevalent at the time of interest payment to the Blue Bond Holders.

5.6 REDEMPTION OF BLUE BONDS

Redemption of the Blue Bonds will take place on Three (03) years from the Date of Allotment for Type A and B Blue Bonds, Four (04) years from the Date of Allotment for Type C and D Blue Bonds, and Five (05) year from the Date of Allotment for type E and F Blue Bonds in accordance with the provisions of the Trust Deed. The Principal Sum and unpaid and accrued interest (if any) payable on the Redemption of Blue Bonds will be paid not later than three (03) Market Days from the Date of Redemption.

If the Date of Redemption falls on a day which is not a Market Day, then the Date of Redemption shall be the immediately succeeding Market Day and for the avoidance of doubt it is agreed that interest shall be paid for the intervening days which are not Market Days.

The Blue Bond Holders shall not have any right or option to call for redemption of the Blue Bonds before the Date of Redemption other than in the circumstances set out in clause 12(b)(iii) of the Trust Deed.

Furthermore, the Blue Bonds shall not be redeemed by the Bank prior to the maturity for any reason whatsoever except due to the occurrence of an Event of Default as contemplated in Clause 10 of the Trust Deed and/or with the prior written approval from the Central Bank of Sri Lanka and the approval of the Blue Bond holders of two third (2/3) of the par value of the Blue Bonds.

5.7 PAYMENT METHOD

Payment of principal and interest will be made after deducting taxes at source, (if applicable) in Sri Lanka Rupees to the registered Blue Bond Holders only as of the Entitlement Date. In the case of joint Blue Bond Holders, the payment of Principal Sum and interest will be made to the one whose name stands first in the register of Blue Bond Holders on the date of payment.

In the event accurate bank account details are provided to the CDS by the Blue Bond Holders, the payment of Principal Sum and interest shall be made to Blue Bond Holders through an electronic fund transfer mechanism recognized by the banking system of Sri Lanka such as RTGS (arranged only at the expense of the investor) or SLIPS. RTGS transfers however shall be accommodated only for amounts over and above the maximum value of Rupees Five Million (LKR 5,000,000/-) that can be accommodated via SLIPS transfers.

If the Blue Bond Holder has not provided to the CDS accurate and correct details of his/her/its/their bank account for the payment of Principal Sum and interest, such payment to the Blue Bond Holder will be posted to the address registered with the CDS through registered post to the Blue Bond Holder, by crossed cheques marked "Account Payee Only". Interest payable will be made only by cheques within three (03) Market Days from the end of each period.

It is the responsibility of the Non-Resident and Foreign Investors to ensure that their IIA through which they invest for Blue Bond is recorded correctly against the records in CDS to dispatch their Blue Bond interest payments.

5.8 TRUSTEE TO THE ISSUE

Bank has entered into an agreement with People's Bank who will act as Trustee to the Issue. Blue Bond Holders in their Application Forms for subscription will be required to authorize the Trustee, to act as the agent in entering into such deeds, writings and instruments with the Bank and to act as the Agent and Trustee for the Blue Bond Holders.

The rights and obligations of the Trustee are set out in the Trust Deed and the Blue Bonds will be subject to the terms and conditions incorporated in the said Trust Deed.

The fee payable to the Trustee will be Sri Lanka Rupees Four Hundred Thousand (LKR 400,000/-) per year excluding government taxes and levies. Trustee/its directors have no conflict of interest with the Bank.

In the event the Trustee subscribes to the Blue Bond Issue, the Bank will make an immediate announcement to the market giving out information on the number of Blue Bonds acquired by the Trustee.

5.9 INDEPENDENT EXTERNAL REVIEWER

The Bank has appointed KPMG Sri Lanka as the Independent External Reviewer for the issuance. The Independent External Reviewer has agreed to provide an Independent External Verification in the form of a Pre-Assurance Report (Annexure II) for DFCC Bank PLC's Sustainable Bond Framework, in accordance with the pre-issuance assurance requirements of the Green Bond Principles (GBP), Bonds to Finance the Sustainable Blue Economy: A Practitioner's Guide, Social Bond Principals (SBP), Sri Lanka Green Finance Taxonomy (SLGFT) (May 2022) by the Central Bank of Sri Lanka (CBSL) and Sustainable Bond Guidelines issued by the International Capital Market Association. The Independent External Reviewer has no conflict of interest with the Bank and remains fully independent until the Blue Bonds reach maturity.

Key Personnel involved in the verification report provided by the Independent External Reviewer:

- Pyumi Sumanasekara (Partner)
- Julie Castiaux (Partner)
- Shazaad Ninzer (Director)
- Lucie Detaille (Director)

- Callishia Fernando (Senior Manager)
- Fahima Mohideen (Manager)
- Amrithaa Chandrakumar (Assistant Manager)
- Amelie Vachet (Assistant Manager)

Past Experience of the Independent External Reviewer:

KPMG in Sri Lanka, established in 1897, has extensive experience in ESG projects locally and globally. Its sustainability practice, launched in 2007, began with sustainability assurance aligned with the Global Reporting Initiative (GRI) and has since expanded to provide a range of ESG advisory services, including ESG framework development, sustainability strategy, reporting, and ESG due diligence. KPMG is a trusted partner in advancing sustainable development and responsible business practices in Sri Lanka and beyond.

Client (Anonymized)	Year	Type of Bond	Internationally recognized market standards, principles, and guidelines (e.g. ICMA GBP, ASEAN GBS, CBI CBS)	Project Categories
International financial institution based in Luxembourg	2015-2025	Green bonds and sustainability bonds framework under the ICMA principles	ICMA GBP, EU Taxonomy, EU GBS	<p>In relation to green bonds:</p> <ul style="list-style-type: none"> • Energy generation and supply • Transport and mobility • Buildings and construction • Manufacturing & Industrial Processes • Energy Efficiency & Demand Management • Research, Development & Innovation (RDI) <p>In relation to sustainability bonds:</p> <ul style="list-style-type: none"> • Biodiversity • Education • Housing • Health • Water
Rolling stock leasing company serving the European market	2023-2025	Green bonds and/or green loans under the ICMA principles	ICMA GBP	Rolling stock related projects

Client (Anonymized)	Year	Type of Bond	Internationally recognized market standards, principles, and guidelines (e.g. ICMA GBP, ASEAN GBS, CBI CBS)	Project Categories
Provider of flexible leasing solutions in Europe and based in Luxembourg, has owned and leased locomotives and passenger trains for nearly 25 years.	2022	Green bonds and/or green loans under the ICMA principles	ICMA GBP	Rolling stock related projects
German conglomerate, headquartered in Luxembourg	2022-2025	Sustainability-linked bonds (Sustainability Performance Targets outlining the performance against the SPT and the related impact, and timing of such impact, on a bond's financial performance)	ICMA, SBTi	Investments in companies operating in the areas of consumer goods, coffee, luxury fashion, animal health, and fast food, among others
DFCC Bank PLC	2024	Green Bond in alignment with the Green Bond Principles (June 2021, with June 2022 Appendix) published by the ICMA	ICMA GBP	Eligible Projects / Criteria: Ground and rooftop mounted Solar PV electricity generation projects conforming to the requirements of the Sri Lanka Green Finance Taxonomy (May 2022) (including mounting structures, transmission infrastructure, grid connections and other supporting infrastructure including inverters, transformers, energy storage systems and control systems)

Key members who are involved in the external review for DFCC Bank PLC possess experience in delivering ESG and sustainability assurance services across several industries including financial institutions.

The scope of the pre-issuance assurance engagement was to provide limited assurance on material aspects of the Sustainable Bond Framework which formed the basis for the proposed Blue Bonds based on the Pre-Issuance Requirements set out in the Green Bond Principles (GBP) (June 2025), Bonds to Finance the Sustainable Blue Economy: A Practitioner's Guide (September 2023), Social Bond Principals (SBP) (June 2025), Sri Lanka Green Finance Taxonomy (SLGFT) (May 2022) by the Central Bank of Sri Lanka (CBSL) and Sustainable Bond Guidelines (June 2021) issued by the International Capital Market Association, as listed below:

- Use of Proceeds
- Process for Evaluation and Selection of Projects & Assets
- Management of Proceeds
- Reporting

5.10 RATING OF THE BLUE BOND

Fitch Ratings Lanka Limited has assigned a credit rating of 'A(lka)' to Listed, Rated, Senior, Unsecured, Redeemable Blue Bonds of up to Rupees Three Billion (LKR 3,000,000,000/-). A copy of the rating certificate is given in Annexure I of this Prospectus.

The Bank's entity rating as issued by Fitch Ratings Lanka Limited is A(lka) as per the rating action commentary dated 21st January 2025.

The Bank will undertake to keep the Trustee and the CSE informed and take steps to make an immediate market announcement on any change to the credit rating of Blue Bonds.

5.11 RIGHTS AND OBLIGATIONS OF THE BLUE BOND HOLDERS

a) Blue Bond Holders are entitled to the following rights:

- Receive the interest on the Interest Payment Dates at the interest rate set out in Section 5.4 of this Prospectus and the Principal Sum on the Date of Redemption as set out in Section 5.6 of this Prospectus.
- Ranking equal and *pari passu* with unsecured creditors in the event of liquidation of the Bank and above the subordinated debt holders, preference shareholders and ordinary shareholders.
- Call and attend meetings of Blue Bond Holders as set out in the Trust Deed.
- Receive a copy of the Annual Report within five (05) months from the financial year end at the same time and in the same manner as an ordinary voting shareholder would receive the same.
- The other rights of the holders of these Blue Bond as set out in the Trust Deed.
- In the event of any Blue Bond Holders dissenting to the resolution/s passed at the meeting of the Blue Bond Holders referred to in Section 7 of the CSE Listing Rules, the Bank shall pay the maturity proceeds relating to the Blue Bonds held by such dissenting Blue Bond Holders within seven (07) Market Days from the meeting of the Blue Bond Holders.

b) Blue Bond Holders do not have the following rights:

- Attend and vote at meetings of holders of shares.
- Share the profits of the Bank.
- Participate in any surplus in the event of liquidation.
- Calling for Redemption before maturity, subject to the provisions stated in the Trust Deed as detailed in Section 5.6 hereof.

c) Each Blue Bond Holder must ensure that the information in respect of the securities account maintained with the CDS is up to date and accurate. Each Blue Bond Holder shall absolve the Bank from any responsibility or liability in respect of any error or inaccuracy or absence of necessary changes in the information recorded with the CDS. Provided further that the Blue Bond Holder shall absolve the CSE and the CDS from any responsibility or liability in respect of any error or inaccuracy or absence of necessary changes in the information recorded with the CDS where such errors or inaccuracies or absence of changes are attributable to any act or omission of the Blue Bond Holders.

5.12 BENEFITS OF INVESTING IN BLUE BONDS

- a) Provides an opportunity to diversify the investment portfolio of the Investor.
- b) Provides the Investors of Type A, C, and E with a regular cash inflow of interest payments.
- c) Being listed on the CSE, the Blue Bonds will have a secondary market thus providing the Investor with an opportunity to exit at the market price prevailing at the time of divestiture subject to market conditions.
- d) The Blue Bonds may be used as collateral to obtain credit facilities from banks and financial institutions with the exception of the issuing Bank.
- e) Investing in Blue Bonds allows investors to align their investments with their values. It enables them to contribute to Blue Projects while potentially enhancing their reputation as socially and environmentally responsible investors.

5.13 RISKS INVOLVED IN INVESTING IN BLUE BONDS

Subscribers to the Blue Bonds could be exposed to the following risks.

(a) Interest Rate Risk

Provided all other factors are equal, the market price of the Blue Bonds will generally fluctuate in the opposite direction to the fluctuation in market interest rates. Thus, the interest rate risk could be identified as the reduction in the market price of Blue Bonds resulting from a rise in interest rates.

(b) Reinvestment Risk

For Blue Bonds that pay periodic interest (Type A, C and E), such interest is payable annually. Investors may choose to reinvest these interest payments and earn additional returns from the reinvestment date onwards. However, depending on the prevailing market interest rates at the time of reinvestment, the actual returns generated from such reinvestments may be higher or lower than the original yield offered by Blue Bonds. This uncertainty is referred to as reinvestment risk.

In the case of Zero-Coupon Blue Bonds, which do not make periodic interest payments and instead pay the entire return at maturity, reinvestment risk is significantly reduced or eliminated, as there are no interim cash flows to reinvest.

(c) Duration Risk

Duration is a measure of the price sensitivity of fixed income investments to a change in interest rates based on the time to maturity of principal and coupon payments. The higher the duration, the greater the price volatility or duration risk, while a lower duration carries a lower risk.

(d) Credit Risk

Credit risk is also referred to as default risk. This is the risk that the issuer of a Blue Bond may default, i.e. the issuer will not be able to pay interest and principal payments on a timely basis. This risk is gauged in terms of rating assigned by different rating agencies. Fitch Ratings Lanka Limited has assigned a Rating of 'A(lka)' to these Blue Bonds and will be periodically reviewing the same.

(e) Liquidity Risk

Liquidity risk is associated with the ease in which an investment can be sold after the initial placement. In order to reduce the liquidity risk of the Blue Bonds, the Bank has applied for a listing of these Blue Bonds on the CSE and has received in-principle approval for such listing whereby Blue Bond Holders will be able to sell the Blue Bonds through the CSE in order to convert the Blue Bonds to cash and exit from the investment. Furthermore, it should be noted that the secondary debt market is not as developed as the secondary equity market in Sri Lanka.

(f) Blue Bond Risk

ICMA's Green Bond Framework serves as a key benchmark for assessing the blue credentials of bonds. When issuing a Blue Bond on the CSE, issuers are required to obtain verification in the form of a written report from an external reviewer to confirm that the Blue Bonds meet the said standards. However, there may be challenges in evaluating the actual blue benefits claimed by blue bond issuers. In the event, the external reviewer cannot confirm that the funds have been utilized for intended objectives as per Section 7 of the CSE Listing Rules, dissenting options will be provided to debt holders, allowing them to redeem their bonds early. As a result, the CSE will no longer recognize such Debt Securities as Blue Bonds.

This non-recognition could lead the Bank to modify the existing features of the proposed Blue Bonds and any associated benefits.

(g) Generic Risks

- (i) The ability to transfer the Blue Bonds may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the Blue Bonds.

In Sri Lanka the secondary trading activity in the corporate debt market is limited. There can be no assurance that an active secondary trading market will develop. If the Blue Bonds are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Bank.

Even if an active secondary trading market does develop, it may not be liquid and may not continue. Therefore, investors may not be able to sell their Blue Bonds easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. If the secondary market for the Blue Bonds is limited, there may be few buyers for the Blue Bonds and this may significantly reduce the relevant market price of the Blue Bonds.

- (ii) Credit ratings may not reflect all risks associated with an investment in the Blue Bonds

A credit rating reflects a relative ranking of credit risk and does not reflect the potential impact of all risks related to the structure, market, additional factors discussed herein, and other factors that may affect the value of the Blue Bonds.

- (iii) A Downgrade, suspension or withdrawal of the rating assigned by any rating agency to the Blue Bonds could cause the liquidity or market value of the Blue Bonds to decline

The Blue Bonds are currently rated 'A(lka)'. Any downgrade, suspension, or withdrawal of this rating may negatively impact the market value and liquidity of the Bonds. If the rating falls below Investment Grade, the Bonds will be transferred to the Watch List of the CSE within five market days of the downgrade announcement, as per the CSE Listing Rule 7.12.2. The Bonds will be removed from the Watch List only once the rating is upgraded back to Investment Grade and disclosed to the market. Credit ratings are not investment recommendations and may change at any time.

- (iv) Changes in law, or changes in regulatory classification may affect the rights of holders as well as the market value of the Blue Bonds

The regulatory regime in connection to these instruments is evolving. Changes in law may include change in statutory, tax and regulatory regimes during the life of the Blue Bonds, which may have an adverse effect on the investment in the Blue Bonds.

5.14 TRANSFER OF BLUE BONDS

The Blue Bonds will be transferable and transmittable in the manner set out in the Trust Deed, which is reproduced below;

- (a) These Blue Bonds shall be freely transferable amongst Investors and the registration of such transfer shall not be subject to any restriction, save and except to the extent required for compliance with statutory requirements.
- (b) The Blue Bonds shall be transferable and transmittable through the CDS as long as the Blue Bonds are listed in the CSE. Subject to the provisions contained in the Trust Deed and herein the Bank may register without assuming any liability on any transfer of Blue Bonds, which are in accordance with the statutory requirements and rules and regulations in force for the time being as laid down by the CSE and the CDS.
- (c) In the case of death of a Blue Bond Holder;
 - (i) The survivor where the deceased was a joint holder; and
 - (ii) The executors or administrators of the deceased or where the administration of the estate of the deceased is in law not compulsory, the heirs of the deceased where such Blue Bond Holder was the sole or only surviving holder; shall be the only persons recognized by the Bank as having any title to his/her Blue Bonds.
- (d) Any person becoming entitled to any Blue Bonds in consequence of bankruptcy or winding up of any Blue Bond Holder, upon producing proper evidence that he/she/it sustains the character in respect of which he/she/it proposes to act or his/her title as the Board of Directors of the Bank thinks sufficient may in the discretion of the Board be substituted and accordingly registered as a Blue Bond Holder in respect of such Blue Bonds subject to the applicable laws, rules and regulations of the Bank, CDS, CSE and SEC.
- (e) No change of ownership in contravention to these conditions will be recognized by the Bank.

5.15 LISTING

An application has been made to the CSE for permission to obtain a listing for the Blue Bonds and the CSE has granted its approval in-principle for the same. However, the CSE reserves the right to withdraw such approval, in the circumstances set out in Rule 2.3 of the CSE Listing Rules. It is the intention of the Bank to list the Blue Bonds on the CSE upon the allotment thereof. However, the Blue Bonds will be listed, only if compliant with the CSE Listing Rules, at the time of listing.

The CSE however, assumes no responsibility for the correctness of the statements made or omitted statements or opinions expressed, or reports included in this Prospectus. If there is any inconsistency between the contents under the Prospectus and the CSE Listing Rules, the CSE Listing Rules will prevail. Admission to the official list is not to be taken as an indication of the merits of the Bank or of its Blue Bonds.

5.16 COST OF THE ISSUE

The Board of Directors estimates that the total cost of the Issue including fees to professionals, advertising and other costs connected with the Issue will be approximately LKR 27 Million which would be approximately 0.9% of the amount raised if LKR 3 Billion is raised. Such costs will be financed by the internally generated funds of the Bank.

5.17 BROKERAGE FEE

Brokerage fee of Fifteen Cents (LKR 0.15) per Blue Bond shall be paid in respect of the number of Blue Bonds allotted on Applications bearing the original seal of any bank operating in Sri Lanka or a trading participant of the CSE or any other party identified by the Bank and/or Managers and Placement Agents as involved in the Issue.

5.18 UNDERWRITING

This Issue is not underwritten.

The offering is not conditional to any minimum amount to be raised through this Issue. In the event of an undersubscription, the Bank is confident that any short fall in the funds required to meet the objectives of the Issue can be financed through internally generated funds and other credit facilities that could be obtained by the Bank, at its discretion depending on the situation.

5.19 INSPECTION OF DOCUMENTS

Articles of Association, the Trust Deed, Auditors' Report and Audited Financial Statements for the five (05) financial years ended 31st December 2024 (i.e. the five (05) financial years immediately preceding the date of this Prospectus), Interim Financial Statements and all other documents referred to in Rule 3.3.13 (a) of the CSE Listing Rules, including material contracts and management agreements entered or in the case of contracts not reduced into writing, a memorandum giving full particulars thereof by the Bank if any, would be made available for inspection by the public during normal working hours, seven (07) Market Days prior to the date of opening of the subscription list at the registered office of the Bank at DFCC Bank PLC, No. 73/5 Galle Road, Colombo 3 until the Date of Redemption of the Blue Bonds.

The Prospectus, Trust Deed and the Articles of Association of the Bank, will be available on the website of the CSE, www.cse.lk and the website of the Bank, www.dfcc.lk from seven (07) Market Days prior to the date of opening of the subscription list until the date of maturity of the Blue Bonds as stipulated in Rule 3.3.13 (b) of the CSE Listing Rules.

Audited Financial Statements of DFCC Bank PLC made up to 31st December 2024, Interim Financial Statements as at 30th June 2025 and the five-year summary of Financial Statements will be available on the website of the CSE, www.cse.lk and the website of the Bank, www.dfcc.lk

6 PROCEDURE FOR APPLICATION

6.1 ELIGIBLE APPLICANTS

Applications are invited for the subscription of Blue Bonds from the following categories of Investors.

- Citizens of Sri Lanka who are resident in Sri Lanka and above 18 years of age; or
- Corporate bodies and societies incorporated or established within Sri Lanka; or
- Approved Unit Trusts licensed by the SEC; or
- Approved Provident Funds and contributory pension schemes registered/incorporated/established in Sri Lanka. (In this case, Applications should be in the name of the Trustee/Board of Management in order to facilitate the opening of the CDS account.)
- Foreign citizens above 18 years of age (irrespective of whether they are resident in Sri Lanka or overseas); or
- Global, regional and country funds approved by the SEC; or
- Non-residents: foreign institutional investors, corporate bodies incorporated or established outside Sri Lanka, citizens of foreign states whether resident in Sri Lanka or outside Sri Lanka and Sri Lankans resident outside Sri Lanka.

Please note that Applications made by **individuals less than 18 years of age** or those in the names of **sole proprietorships, partnerships, unincorporated trusts and non-corporate bodies** will be rejected.

“Persons resident outside Sri Lanka” will have the same meaning as in the notice published under Section 31 (3) of the Foreign Exchange Act No. 12 of 2017 in Government Gazette (Extraordinary) No. 2045/56 dated 17th November 2017.

When permitting Non-Residents to invest in the Blue Bonds, the Bank will comply with the relevant Foreign Exchange Regulations including, the conditions stipulated in the notice under the Foreign Exchange Act with regard to the Issue and transfer of Blue Bonds of companies incorporated in Sri Lanka to persons resident outside Sri Lanka as published in the Government Gazette (Extraordinary) No. 2045/56 dated 17th November 2017.

6.2 HOW TO APPLY

The terms and conditions applicable to the Applicants are as follows.

- (a) Applications should be made on the Application Forms, which accompany and constitute a part of this Prospectus (exact size photocopies and scanned /digitally signed copies of Application Forms will also be accepted). Care must be taken to follow the instructions given herein and in the Application Form. Applicants using photocopies are requested to inspect the Prospectus which is available for inspection from the website of the CSE, www.cse.lk, the website of the Bank, www.dfcc.lk and the web site of the Managers and Placement Agents to the Issue, www.ndbib.com until the Closure Date.

The Prospectus will be made available and can be downloaded from the website of the CSE, www.cse.lk, the website of the Bank, www.dfcc.lk until the date of redemption of the Blue Bonds and the web site of the Managers and Placement Agents to the Issue, www.ndbib.com until the Closure Date.

The Bank has formally requested a waiver of Rule 2.4(f) of the CSE Listing Rules, which pertains to the printing of the prospectus, through a letter addressed to the CSE dated 3rd October 2025. This request was made in line with the Bank’s commitment to environmental sustainability in connection with this Blue Bond Issue. The CSE has decided to grant the waiver via the letter dated 14th October 2025, allowing the Bank to proceed without complying with the standard prospectus printing requirements set out in the aforementioned rule.

Applications which do not strictly conform to instructions and other conditions set out herein or which are incomplete or illegible may be rejected.

- (b) Applicants should apply for only one type of Blue Bond (i.e. either Blue Bonds of Type A, B, C, D, E, or Type F) under one Application.
- (c) In the event an Applicant wishes to apply for more than one type of Blue Bond, separate Application Forms should be used. Once an Application Form has been submitted for a particular Type of Blue Bond, it will not be possible for an Applicant to switch between the types of Blue Bonds.
- (d) More than one Application submitted by an Applicant under the same type of Blue Bond will not be accepted. If more than one Application Forms are submitted for one type of Blue Bond from a single Applicant, those would be construed as multiple Applications and the Bank reserves the right to reject such multiple Applications or suspected multiple Applications.
- (e) If the ownership of the Blue Bonds is desired in the name of one Applicant, full details should be given only under the heading SOLE/FIRST APPLICANT in the Application Form. In the case of joint Applicants, the signatures and particulars in respect of all Applicants must be given under the relevant headings in the Application Form.
- (f) An Applicant of a joint Application will not be eligible to apply for the Blue Bonds through a separate Application Form either individually or jointly. Such Applicants are also deemed to have made multiple Applications and will be rejected.

In the case of joint Applications, the refunds (if any), interest payments and the Redemption will be remitted in favour of the first Applicant as identified in the Application Form.

The Bank shall not be bound to register more than three (03) natural persons as joint holders of Blue Bonds (except in the case of executors, administrators or heirs of a deceased member).

Joint Applicants should note that all parties should either be residents of Sri Lanka or Non-Residents.

- (g) Applications by companies, corporate bodies, incorporated societies, approved provident funds, trust funds and approved contributory pension schemes registered/incorporated/established in Sri Lanka should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the Blue Bonds and should be made under their respective common seals or in any other manner as provided by their Articles of Association or such other constitutional documents of such Applicant or as per the statutes governing them. In the case of approved provident funds, trust funds and approved contributory pension schemes, the Applications should be in the name of the Trustee/board of management.
- (h) All Applicants should indicate in the Application for Blue Bonds, their CDS account number. In the event the name, address or NIC number/passport number/company number of the Applicant mentioned in the Application Form differ from the name, address or NIC number/passport number/company number as per the CDS records, the name, address or NIC number/company number as per the CDS records will prevail and be considered as the name, address or NIC number/passport number company number of such Applicant. Therefore, Applicants are advised to ensure that the name, address or NIC number/passport number/company number mentioned in the Application Form tally with the name, address or NIC number/passport number/company number given in the CDS account as mentioned in the Application Form.

In the case of joint Applicants, a joint CDS account in the name of the joint Applicants should be indicated.

Application Forms stating third party CDS accounts, instead of Applicants' own CDS account numbers, except in the case of margin trading, will be rejected.

- (i) Applicants who wish to apply through their margin trading accounts should submit the Application Forms in the name of the “Margin Provider / Applicant’s name” signed by the margin provider, requesting a direct deposit of the Blue Bonds to the Applicant’s margin trading account in the CDS. The margin provider should indicate the relevant CDS account number relating to the margin trading account in the Application Form. A photocopy of the margin trading agreement must be submitted along with the Application.

Margin providers can, apply under their own name and such Applications will not be construed as multiple Applications.

- (j) Application Forms may be signed by a third party on behalf of the Applicant(s) provided that such person holds the Power of Attorney (POA) of the Applicant(s). A copy of such POA certified by a Notary Public as “True Copy” should be attached with the Application Form. **Original of the POA should not be attached.**

- (k) As per the Foreign Account Tax Compliance Act (FATCA) “US Persons” must provide the duly completed declaration as per the specimen given in Annexure VI together with the Application Form. Under the provisions of FATCA, “US Persons” include;

- US Citizens (including an individual born in U.S. but resident in another country who has not renounced U.S. citizenship)
- A lawful citizen of the U.S. (including Green card holders)
- A person residing in the U.S.
- A person who spends certain number of days in the U.S. each year
- U.S. Corporations, estates and trusts
- Any entity that has a linkage or ownership to U.S. or the U.S. territories
- Non-U.S. entities that have at least one U.S. Person as a “substantial beneficial owner”

- (l) Funds for the investments in Blue Bonds and the payment for Blue Bonds by Non-Residents should be made only out of funds received as inward remittances or available to the credit of “Inward Investment Account” (IIA) of the Non-Residents opened and maintained in a licensed commercial bank in Sri Lanka in accordance with directions given by the Director of the Department of Foreign Exchange in that regard to licensed commercial banks.

An endorsement by way of a letter by the licensed commercial bank in Sri Lanka in which the Applicant maintains the IIA, should be attached to the Application Form to the effect that such payment through bank draft/bank guarantee/RTGS has been made out of the funds available in the IIA.

Applications not made in line with the instructions will be rejected.

- (m) Non-Residents should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the Blue Bonds and may be affected by the laws of the jurisdiction of their residence. If the Non-Resident Applicants wish to apply for the Blue Bonds, it is their responsibility to comply with the laws relevant to the jurisdiction of their residence and of Sri Lanka.

Application Forms properly filled in accordance with the instructions thereof together with the remittance for the full amount payable on Application should be enclosed in an envelope Marked “DFCC BANK PLC – BLUE BOND ISSUE 2025” on the top left hand corner in capital letters and dispatched by post or courier or delivered by hand to Registrars to the Issue or collection points mentioned in Annexure III of this Prospectus or sent via email to dfccdebentures@ndbib.com.

Applications sent by post or courier or delivered to any collection point set out in Annexure III of this Prospectus or Registrars to the Issue should reach the office of the Registrar to the Issue, S S P Corporate Services (Private) Limited, 101, Inner Flower Road, Colombo 03, at least by 4.30 p.m. on the following Market Day immediately upon the Closure Date. Applications received after the said period will be rejected even though they have been delivered to any of the said collection points prior to the Closure Date or carry a postmark dated prior to the Closure Date.

Applications delivered by hand to the Registrars or sent via email to *dfccdebentures@ndbib.com* should reach the Registrars before 4.30 p.m. of the Closure Date of the Issue and Applications delivered by hand to the Registrars or sent via email to *dfccdebentures@ndbib.com* after the Closure Date of the Issue will be rejected.

Please note that Applicant information such as full name, address, NIC number/passport number/company number and residency will be downloaded from the database of CDS, based on the CDS account number indicated in the Application Form. Such information will take precedence over information provided in the Application Form.

Care must be taken to follow the instructions on the reverse of the Application Form.

Applications that do not strictly conform to such instructions and additional conditions set out hereunder or which are illegible may be rejected.

PLEASE NOTE THAT ALLOTMENT OF BLUE BONDS WILL ONLY BE MADE IF THE APPLICANT HAS A VALID CDS ACCOUNT AT THE TIME OF SUBMISSION OF THE APPLICATION.

Please note that upon the allotment of Blue Bonds under this Issue, the allotted Blue Bonds would be credited to the Applicant's CDS account so indicated.

Hence, BLUE BOND CERTIFICATES SHALL NOT BE ISSUED.

6.3 NUMBER OF BLUE BONDS TO BE SUBSCRIBED

Applicants are allowed to invest either;

- Blue Bonds of Type A;
- Blue Bonds of Type B;
- Blue Bonds of Type C;
- Blue Bonds of Type D;
- Blue Bonds of Type E;
- Blue Bonds of Type F.

The minimum subscription for Type A, Type C and Type E Blue Bonds per application shall be Sri Lanka Rupees Ten Thousand (LKR 10,000); 100 Blue Bonds. Applications exceeding the minimum subscription should be in multiples of Sri Lanka Rupees Ten Thousand (LKR 10,000).

The minimum subscription for Type B Blue Bonds per application shall be 132 Blue Bonds, amounting to Sri Lanka Rupees Nine Thousand Nine Hundred Eighty-Five and Cents Eighty (LKR 9,985.80). Applications exceeding the minimum subscription should be in multiples of 132 Blue Bonds.

The minimum subscription for Type D Blue Bonds per application shall be 147 Blue Bonds, amounting to Sri Lanka Rupees Nine Thousand Nine Hundred Forty-Eight and Cents Ninety-Six (LKR 9,948.96). Applications exceeding the minimum subscription should be in multiples of 147 Blue Bonds.

The minimum subscription for Type F Blue Bonds per application shall be 164 Blue Bonds, amounting to Sri Lanka Rupees Nine Thousand Nine Hundred Fifty-Four and Cents Eighty (LKR 9,954.80). Applications exceeding the minimum subscription should be in multiples of 164 Blue Bonds.

6.4 MODE OF PAYMENT OF THE INVESTMENT BY THE APPLICANTS

- (a) Payment in full for the total value of Blue Bonds applied for should be made separately in respect of each Application either by cheque/s, bank draft/s, bank guarantee drawn upon any licensed commercial bank operating in Sri Lanka or RTGS transfer directed through any licensed commercial bank operating in Sri Lanka or an Internal Direct Transfer, as the case may be, subject to the following:
- (b) Payments for Applications for values below Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-)

Payment methods that are acceptable;

- Bank guarantee issued by a licensed commercial bank; or
- Bank drafts/cheques drawn upon any licensed commercial bank operating in Sri Lanka only

However, **multiple** bank guarantees or bank drafts/cheques will not be accepted for Applications for values below Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-)

Payment methods that are **not** acceptable:

- RTGS
- Internal Direct Transfer

- (c) Payments for Applications for values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-)

Payment methods that are acceptable;

- Bank guarantee issued by a licensed commercial bank; or
- Multiple bank drafts/cheques drawn upon any licensed commercial bank operating in Sri Lanka, each of which should be for a value less than LKR 100,000,000/-; or
- RTGS / Internal Direct Transfer with value on the Issue Opening Date.

For all the Applications Cash and SLIPS/CEFTS transfers will **NOT** be accepted as a mode of payment to ensure the accuracy of the application submission process, bank reconciliation process and timely allocation of Blue Bonds within the given timelines.

- (d) Cheques or bank drafts should be made payable to **“DFCC Bank PLC – Blue Bond Issue 2025”** and crossed **“Account Payee Only”** and must be honoured on the first presentation.
- (e) In case of bank guarantees, such bank guarantees should be issued by any licensed commercial bank in Sri Lanka in favour of **“DFCC Bank PLC – Blue Bond Issue 2025”** in a manner acceptable to the Bank and be valid for a minimum of one (01) month from the Issue Opening Date 13th November 2025.

Applicants are advised to ensure that sufficient funds are available in order to honour the bank guarantees, inclusive of charges when called upon to do so by the Registrars to the Issue. It is advisable that the Applicants discuss with their respective bankers the matters with regard to the issuance of bank guarantees and all charges involved. All expenses with regard to such bank guarantees should be borne by the Applicants.

- (f) In case of RTGS and Internal Direct Transfers (only for application values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), the transfers should be made to the credit of the following bank account with value on the Issue Opening Date (i.e. the funds to be made available to the above account on the Issue Opening Date).

Account Name	DFCC Bank PLC – Blue Bond Issue 2025
Account Number	109925244211
Bank	DFCC Bank PLC
Branch	Ramanayake Mawatha Branch

The Applicant should obtain a confirmation from the Applicant's bank to the effect that arrangements have been made to transfer payment in full for the total value of Blue Bonds applied for to the credit of the above bank account and should be attached with the Application Form.

It is mandatory to provide the CDS Account Number as the transaction reference for RTGS transfers.

For RTGS transfers/ Internal Direct transfers above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), the Applicants are entitled to an interest at the rate of two decimal five zero per centum (2.50%) per annum from the date of such transfers up to the Date of Allotment. However, no interest will be paid if the RTGS transfers/ Internal Direct transfers are not realized before the end of the Closure Date. Furthermore, even if such RTGS transfers/ Internal Direct transfers are effected prior to the Issue Opening Date, no interest will be paid for the period prior to the Issue Opening Date.

- (g) Payment for the Blue Bonds by Non-Residents should be made only out of funds received as inward remittances or available to the credit of "Inward Investment Account" (IIA) maintained with any licensed commercial bank in Sri Lanka in accordance with directions given by the Director Department of Foreign Exchange in that regard to licensed commercial banks.

An endorsement by way of a letter by the licensed commercial bank in Sri Lanka in which the Applicant maintains the IIA, should be attached to the Application Form to the effect that such payment through bank draft/bank guarantee/RTGS has been made out of the funds available in the IIA.

- (h) In the event that cheques are not realized within one (01) Market Day of deposit, the monies will be refunded and no allotment of Blue Bonds will be made. Cheques must be honoured on first presentation for the Application to be valid.
- (i) The amount payable should be calculated by multiplying the number of Blue Bonds applied for by the Issue Price of each type of Blue Bond. If there is a discrepancy in the amount payable and the amount specified in the cheque/bank draft or bank guarantee or transferred via RTGS/ Internal Direct Transfer, the Application will be rejected.
- (j) All cheques and bank drafts received in respect of the Applications for Blue Bonds will be banked commencing from the Working Day immediately following the Closure Date.

6.5 REJECTION OF APPLICATIONS

Application Forms and the accompanying cheques/bank drafts/bank guarantees RTGS/Internal Direct Transfer, which are illegible or incomplete in any way and/or not in accordance with the terms, conditions and instructions, set out in this Prospectus and in the Application Form will be rejected at the sole discretion of the Bank.

Applications from individuals and Sri Lankans residing outside Sri Lanka who are under the age of eighteen (18) years or in the names of sole proprietorships, partnerships and unincorporated trusts will also be rejected.

Any Application Form, which does not state a valid CDS account number, will be rejected.

More than one Application Form submitted under one type of Blue Bond by an Applicant will not be accepted. If more than one Application Form is submitted under one type of Blue Bond by a single Applicant, those would be considered as multiple Applications and the Bank reserves the right to reject such multiple Applications or suspected multiple Applications.

Any Application Form with more than three (03) natural persons as joint Applicants for any type of Blue Bond will be rejected.

Applications delivered by hand to the Registrars to the Issue or sent via email to *dfccdebentures@ndbib.com* after the 'Closure Date' will be rejected. Applications received at the Registrar's office by post or courier after 4.30 p.m. on the Market Day immediately following the Closure Date, will also be rejected even if they carry a post mark dated prior to the Closure Date.

Applications delivered to any place mentioned in Annexure III should also reach the office of the Registrars to the Issue at least by 4.30 p.m. on the Market Day immediately following the Closure Date. Applications received after the said duration will be rejected even though they have been delivered to any of the said collection points prior to the Closure Date.

In the event that cheques are not realized within one (01) Market Day of deposit and realized after such date, the monies will be refunded and no allotment of Blue Bonds will be made. Cheques must be honoured on first presentation for the Application to be valid. In the event cheques are dishonoured/returned on first presentation, such Applications will be rejected.

6.6 BANKING OF PAYMENTS

All cheques or bank drafts received in respect of Applications will not be banked until the Working Day immediately after the Closure Date as set out in Section 5.2 of this Prospectus, in terms of the CSE Listing Rules. Furthermore Bank guarantees received in respect of Applications will not be called on until the Working Day immediately after the Closure Date as set out in Section 5.2 of this Prospectus.

6.7 BASIS OF ALLOTMENT OF BLUE BONDS

In the event of an oversubscription, the Board of Directors of the Bank has appointed authorised personnel to decide the basis of allotment in a fair and equitable manner as soon as practicable so as to ensure compliance with the CSE Listing Rules. Upon the allotments being decided, an announcement will be made to the CSE, within seven (07) Market Days from the Closure Date.

The Board however shall reserve the right to allocate up to a maximum of 80% of the number of Blue Bonds to be allotted under this Issue to institutional and or identified investor/s of strategic importance with whom the Bank might have mutually beneficial relationships in the future.

Number of Blue Bonds to be allotted to identified institutional investor/s of strategic and operational importance, on a preferential basis or otherwise will not exceed 80% of the total number of Blue Bonds to be issued under this Prospectus under any circumstances, unless there is an undersubscription from the other investors (investors that do not fall under preferential category).

The Bank reserves the right to reject any Application or to accept any Application in part only, without assigning any reason therefor.

6.8 REFUNDS

Monies will be refunded where;

- an Application is rejected for reasons given in Section 6.5 of this Prospectus; or
- the Application is accepted only in part

The Applicants may indicate the preferred mode of refund payments in the Application Form (i.e. direct transfer via SLIPS/RTGS or cheque).

If the Applicant has provided accurate and complete details of his/her/its bank account in the Application, the Bankers to the Issue will make refund payments up to and inclusive of Rupees Five Million (LKR 5,000,000/-) to the bank account specified by the Applicant, through SLIPS and a payment will be sent through RTGS in the event of refunds over Rupees Five Million (LKR 5,000,000/-).

If the Applicant has not provided accurate and correct details of his/her bank account in the Application Form, the Bank will make such refund payments to the Applicant by way of a cheque and sent by post at the risk of the Applicant. In the case of joint Applications, the cheques will be drawn in favour of the Applicant's name appearing first in the Application Form.

It is the responsibility of Non-Residents/Foreign Investors to ensure that their IIA details are accurately provided on the Application Form to forward the refund to IIA through which the Application was made.

Applicants can obtain details on bank and branch codes required for providing instructions on SLIPS/RTGS transfers at the following website: <https://www.lankapay.net/downloads/bank-branch-directory/>

Refunds on Applications rejected or partly allotted Blue Bonds would be made within eight (08) Market Days excluding the Closure Date. Applicants would be entitled to receive interest at the rate of the last quoted Average Weighted Prime Lending Rate (AWPLR) published in the immediately preceding week by the Central Bank of Sri Lanka or any other authority (in the event that the Central Bank of Sri Lanka ceases to publish the AWPLR) plus five per centum (5.00%) for the delayed period on any refunds not made within this period.

6.9 CDS ACCOUNTS AND SECONDARY MARKET TRADING

Blue Bonds allotted will be directly deposited to the respective CDS accounts given in the Application Forms before the expiry of twelve (12) Market Days, from the Closure Date. A written confirmation of the credit will be sent to the Applicants within two (02) Market Days of crediting the CDS account, by ordinary post to the address provided by each Applicant.

The Bank will submit to the CSE a 'Declaration' on direct upload to CDS on the Market Day immediately following the day on which the Applicants' CDS accounts are credited with the Blue Bonds.

Trading of Blue Bonds on the secondary market will commence on or before the third (3rd) Market Day from the receipt of the Declaration by the CSE as per the CSE Listing Rules.

7 THE BANK

7.1 OVERVIEW

Established in 1955 under an Act of Parliament, DFCC Bank is one of Asia's oldest development banks and has been a catalyst for Sri Lanka's private sector growth for seven decades. Founded to spearhead post-independence industrialisation, the Bank provided long-term capital to build industries, create jobs, and strengthen the national economy.

Over time, DFCC Bank evolved into a fully-fledged commercial bank, while preserving its development finance DNA. The amalgamation with DFCC Vardhana Bank in 2015 reinforced its dual role as both a universal and development-focused financial institution. Today, DFCC Bank serves customers across Sri Lanka with a nationwide footprint, innovative digital platforms, and a diversified portfolio spanning retail, SME, corporate, and international banking.

The Bank has consistently pioneered financial innovation - from financing the country's first private sector grid connected renewable energy projects to issuing Sri Lanka's first Green Bond, listed across Colombo, Luxembourg, and India's Gujarat International Finance Tec (GIFT) City. DFCC Bank is committed to continuing this legacy, aligning capital markets with sustainability priorities while reaffirming its role as a trusted partner in the nation's long-term progress.

7.2 FINANCIAL YEAR

The financial year of the Bank commences on 01st January and ends on 31st December.

7.3 STATED CAPITAL

The Stated Capital of the Bank represents ordinary shares as given below.

Stated Capital	As at 31 st December 2022	As at 31 st December 2023	As at 31 st December 2024	As at 30 th June 2025*
Balance (LKR)	13,182,025,000	13,866,557,000	14,710,454,000	15,445,973,000
Number of Shares	402,666,056	421,948,655	432,658,011	438,404,250

*unaudited

7.4 MAJOR SHAREHOLDERS AS AT 30th JUNE 2025

Twenty (20) largest shareholders of the Bank as at 30th June 2025 are given below:

No	Name	No. of Shares	%
1	Hatton National Bank PLC A/C No 1	54,681,654	12.47
2	Bank of Ceylon-No2 A/C (BOC PTF)	45,862,822	10.46
3	Seylan Bank PLC / Phantom Investments (Pvt) Ltd	42,659,140	9.73
4	Mr. M.A. Yaseen	35,853,899	8.17
5	Sri Lanka Insurance Corporation Ltd-Life Fund	33,248,337	7.58
6	Employee's Provident Fund	29,380,416	6.70

No	Name	No. of Shares	%
7	Commercial Bank of Ceylon PLC/Ambeon Holdings PLC	27,000,000	6.15
8	Melstacorp PLC	26,986,746	6.15
9	Seafeld International Limited	21,360,204	4.87
10	Renuka City Hotels PLC	8,876,674	2.02
11	Ambeon Holdings PLC	5,290,016	1.20
12	Colombo City Holdings PLC	5,167,734	1.17
13	Renuka Hotels PLC	4,911,033	1.12
14	Employees Trust Fund Board	4,808,061	1.09
15	Cargo Boat Development Company PLC	3,320,705	0.75
16	Akbar Brothers Pvt Ltd A/C No 1	3,216,902	0.73
17	Sampath Bank PLC/Ambeon Holdings PLC	3,000,000	0.68
18	Sri Lanka Insurance Corporation Ltd- General Fund	2,596,656	0.59
19	Peoples Leasing and Finance PLC/ M.E. Amarasinghe	2,563,425	0.58
20	Stassen Exports (Pvt) Limited	2,286,858	0.52
	Balance held by other Shareholders	75,332,968	17.27
	Total number of shares in issue	438,404,250	100

The Bank does not have any Preference or Non-Voting Shareholders as at 30th June 2025.

7.5 DETAILS OF OTHER DEBT SECURITIES IN ISSUE

The details of other debt securities issued by DFCC Bank PLC as at the date of this Prospectus are given in the table below;

Year of Issuance	CSE listing	Ranking	Debenture Code	Issue Value (Mn)	Interest Rate (p.a.)	Tenor	Issue Date	Maturity Date
2019	Listed	Senior	DFCC-BD28/03/26 - C2418-13.75	1,784.07	13.75%	7 years	28 th March 2019	28 th March 2026
2019	Listed	Senior	DFCC-BD 28/03/29 - C2417-13.9	4,411.17	13.90%	10 years	28 th March 2019	28 th March 2029

Year of Issuance	CSE listing	Ranking	Debenture Code	Issue Value (Mn)	Interest Rate (p.a.)	Tenor	Issue Date	Maturity Date
2020	Listed	Subordinated *	DFCC-BD23/10/27 - C2457-9.25	205.00	9.25%	7 years	23 rd October 2020	23 rd October 2027
2020	Listed	Subordinated *	DFCC-BD23/10/25 - C2458-9	4,318.00	9.00%	5 years	23 rd October 2020	23 rd October 2025
2024	Listed	Subordinated *	DFCC-BD-16/01/29-C2523-15.25	7,945.23	15.25%	5 years	16 th January 2024	16 th January 2029
2024	Listed	Subordinated *	DFCC-BD-16/01/31-C2524-14.75	54.77	14.75%	7 years	16 th January 2024	16 th January 2031
2024	Listed	Senior	DFCC-BD-24/09/27-C2550-12	2,500	12.00%	3 years	24 th September 2024	24 th September 2027

*Please note that these Subordinated Bonds are Basel III compliant debentures with non-viability conversion options

In the event of liquidation, preferential claims under any statutes governing the bank would generally rank first. Secured creditors rank next, followed by Senior Unsecured creditors and then Subordinated Unsecured creditors. Claims of ordinary or preference shareholders would rank afterward. However, instruments within the same category would rank *pari passu*.

7.6 PARTICULARS OF LONG-TERM LOANS AND OTHER BORROWINGS OF THE BANK

As at 31st December 2023, 31st December 2024, and 30th June 2025 the outstanding long-term loan and other borrowings balances are given in the table below;

	LKR
Balance as at 31 st December 2023	150,200,040
Balance as at 31 st December 2024	136,829,833
New borrowings / (settlements)	7,114,296
Balance as at 30 th June 2025*	143,944,129

*unaudited

Borrowings of the Bank as at 31st December 2023, 31st December 2024, and 30th June 2025 comprise of the following;

	As at 31 st December 2023 LKR '000	As at 31 st December 2024 LKR '000	As at 30 th June 2025* LKR '000
Due to banks	52,793,464	7,149,474	3,008,260
Other borrowing	72,022,734	96,755,632	118,504,386
Debt securities issued	16,311,577	14,690,723	9,113,592
Subordinated term debt	9,072,265	18,234,054	13,317,891
Total	150,200,040	136,829,833	143,944,129

*unaudited

7.7 DEBT SERVICING DETAILS OF THE BANK

LKR (Mn)	31 st December 2020	31 st December 2021	31 st December 2022	31 st December 2023	31 st December 2024	30 th June 2025*
Gross Interest due on debentures	4,168.21	4,114.79	3,998.53	3,607.55	3,749.34	1,753.70
Debenture interest paid on or before due date	4,168.21	4,114.79	3,998.53	3,607.55	3,749.34	1,753.70
Debenture interest paid after the due date	N/A	N/A	N/A	N/A	N/A	N/A
Debenture interest not paid as of due date	N/A	N/A	N/A	N/A	N/A	N/A

*unaudited

7.8 CONTINGENT LIABILITIES OF THE BANK

The details of the contingent liabilities as at 31st December 2023, 31st December 2024, and 30th June 2025 are given below;

Commitments and Contingencies	As at 31 st December 2023	As at 31 st December 2024	As at 30 th June 2025*
Acceptances	5,672,575	8,534,343	7,830,311
Guarantees	25,064,466	25,672,702	27,800,872
Bid Bond	627,145	942,853	1,136,808
Documentary letters of Credit	8,502,867	13,820,343	32,487,777

Commitments and Contingencies	As at 31st December 2023	As at 31st December 2024	As at 30th June 2025*
Forward Contracts	63,934,697	82,943,485	60,103,729
Commitments for unutilized credit facilities	89,301,635	89,963,162	115,860,515
Other capital expenditure commitments	889,385	661,124	471,643
Total	193,992,770	222,538,011	245,691,655

*unaudited

7.9 CONTINGENT LIABILITIES OF THE BANK

In the normal course of business, the Bank makes various commitments and incurs certain contingent liabilities with legal recourse to its customers. No material loss is expected as a result of these transactions, nor is any material impact anticipated on the current and future profits of the Bank. Other than the above, there are no material commitments and contingencies as at 30th June 2025.

7.10 LITIGATION AND DISPUTES

As at 30th June 2025, apart from legal proceedings in the normal course of its banking business, the Bank is not a party to any litigation or arbitration proceedings and is not aware of any pending or threatened litigation or arbitration that, if decided adversely to the Bank, would have a significant effect upon the Bank's financial position/ profitability nor has it been a party to any such proceedings in the recent past.

7.11 KEY FINANCIAL RATIOS

Capital Adequacy Ratio (CAR)

	As at 31st December 2020	As at 31st December 2021	As at 31st December 2022	As at 31st December 2023	As at 31st December 2024	As at 30th June 2025*
Capital Adequacy - Tier 1 Capital Ratio % ****	10.82	9.31	10.09	11.49	12.40	12.48
Capital Adequacy - Total capital ratio % ****	15.76	13.03	13.15	13.51	15.76	15.00

Interest Cover and Debt to Equity Ratio

	As at 31 st December 2020	As at 31 st December 2021	As at 31 st December 2022	As at 31 st December 2023	As at 31 st December 2024	As at 30 th June 2025*
Debt / Equity Ratio (Times) **	2.06	2.26	2.51	2.54	2.01	1.87
Interest Cover Ratio (Times) ***	1.52	1.85	1.47	2.27	2.78	3.12

*unaudited

** Debt/Equity Ratio = $\frac{\text{Long Term Borrowings}}{\text{Total Equity}}$

*** Interest Cover Ratio = $\frac{\text{Profit before Tax} + \text{Interest Expense}}{\text{Interest Expense}}$

**** Minimum Statutory requirement of core capital and total capital ratio is 8.50% and 12.50% respectively

7.12 TAXATION

The Bank is not enjoying any tax exemptions as at the date of the Prospectus.

7.13 FINANCIAL STATEMENTS & FINANCIAL SUMMARY

The following financial information is hosted on the Bank's website, www.dfcc.lk, the CSE website www.cse.lk;

- Audited financial statements of DFCC Bank PLC as at 31st December 2024.
- Summarized financial statement for the five years ended 31st December 2020 to 31st December 2024 preceding the date of the Application stating the accounting policies adopted by the Bank certified by the Auditors and Qualifications carried in any of the Auditors Reports covering the period in question and any material changes in accounting policies during the relevant period.

8 BOARD OF DIRECTORS

8.1 DETAILS OF THE DIRECTORS

The details of the Board of Directors of DFCC Bank PLC as at the date of this Prospectus are given below:

Name of Director	Executive / Non- Executive/ Independent/ Non-Independent Status
Mr. J. Durairatnam	Chairman - Independent Non-Executive Director
Mr. N. H. T. I. Perera	Chief Executive Officer - Executive Director
Ms. L. K. A. H. Fernando	Independent Non-Executive Director
Mr. N. K. G. K. Nemmawatta	Independent Non-Executive Director
Mr. H. A. J. de Silva Wijeyeratne	Independent Non-Executive Director
Mr. N. Vasantha Kumar	Independent Non-Executive Director
Ms. A. L. Thambaiyah	Independent Non-Executive Director
Mr. W. R. H. Fernando	Independent Non-Executive Director
Mr. P. A. Jayathunga	Non-Independent Non-Executive Director

8.2 RELATED PARTY TRANSACTIONS REVIEW COMMITTEE

The primary objective of the Committee is to assess and consider all transactions with related parties of the Bank in line with Section 9 of the CSE Listing Rules.

Composition of the Related Party Transactions Review Committee is as follows;

Name of the Board Subcommittee Member	Membership Status	Directorship Status
Mr. N. K. G. K. Nemmawatta	Chairman	Independent non-executive
Mr. J. Durairatnam	Member	Independent non-executive
Ms. A. L. Thambaiyah	Member	Independent non-executive

9 STATUTORY DECLARATIONS

9.1 STATUTORY DECLARATION BY THE DIRECTORS

We, the undersigned Directors of DFCC Bank PLC (Bank) hereby declare and confirm that we have read the provisions of the Colombo Stock Exchange (CSE) Listing Rules and of the Companies Act No.7 2007 and any amendments thereto relating to the issuance of the Prospectus and confirmed that all such provisions have been complied with.

This Prospectus has been seen and approved by us and we collectively and individually accept full responsibility for the accuracy and completeness of the information given and confirm that after making all reasonable enquiries and to the best of our knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or inaccurate. Where representations regarding the future performance of the Bank have been given in the Prospectus, such representations have been made after due and careful enquiry of the information available to the Bank and making assumptions that are considered to be reasonable at the present point in time in our best judgment.

The parties to the Blue Bond Issue including Lawyers, Auditors, Trustee, Rating Agency, Independent External Reviewer, Managers and Placement Agents, and Structuring Partners have submitted declarations to the Bank declaring that they have complied with all regulatory requirements applicable to such parties, and that such parties have no conflict of interest with the Bank. Further, the Company Secretary to the said Issue has also submitted a declaration to the Bank declaring that they have complied with all regulatory requirements applicable to them.

An application has been made to the CSE for permission to deal in and for a listing of Blue Bonds issued by the Bank and those Blue Bonds which are the subject of this Issue. Such permission will be granted when Blue Bonds are listed on the CSE. The CSE assumes no responsibility for the correctness of any of the statements made or omissions or opinions expressed, or reports included in this Prospectus. Listing on the CSE is not to be taken as an indication of the merits of the Bank or of the Blue Bonds issued.

Name of Directors	Designation	Signature
Mr. J. Durairatnam	Chairman /Independent Non-Executive Director	Sgd.
Mr. N. H. T. I. Perera	Chief Executive Officer /Executive Director	Sgd.
Ms. L. K. A. H. Fernando	Independent Non-Executive Director	Sgd.
Mr. N. K. G. K. Nemmawatta	Independent Non-Executive Director	Sgd.
Mr. H. A. J. de Silva Wijeyeratne	Independent Non-Executive Director	Sgd.
Mr. N. Vasantha Kumar	Independent Non-Executive Director	Sgd.
Ms. A. L. Thambaiyah	Independent Non-Executive Director	Sgd.
Mr. W. R. H. Fernando	Independent Non-Executive Director	Sgd.
Mr. P. A. Jayathunga	Non-Independent Non-Executive Director	Sgd.

9.2 STATUTORY DECLARATION BY THE MANAGERS AND PLACEMENT AGENTS TO THE ISSUE

We, NDB Investment Bank Limited of No 135, Baudhaloka Mawatha, Colombo 04, who are named in the Prospectus as the Managers and Placement Agents to the Issue hereby declare and confirm that to the best of our knowledge and belief, the Prospectus constitutes full and true disclosure of all material facts about the Issue and DFCC Bank PLC whose Blue Bonds are being listed.

Signed by two Directors of NDB Investment Bank Limited, being duly authorised thereto, at Colombo on this 7th November 2025.

Sgd.
Director

Sgd.
Director

10.1 ACCOUNTANTS' REPORT AND FIVE-YEAR SUMMARY OF FINANCIAL STATEMENTS



KPMG
(Chartered Accountants)
32A, Sir Mohamed Macan Markar Mawatha,
P. O. Box 186,
Colombo 00300, Sri Lanka.

Tel +94 - 11 542 6426
Fax +94 - 11 244 5872
+94 - 11 244 6058
Internet www.kpmg.com/lk

The Board of Directors
DFCC Bank PLC
No. 73/5, Galle Road
Colombo 03

19th September 2025

Dear Members of the Board,

ACCOUNTANTS' REPORT FOR INCLUSION IN THE PROSPECTUS OF DFCC BANK PLC

This report has been prepared for the inclusion in the prospectus issued in connection with the issuance up to Thirty Million (30,000,000) Senior, Listed, Rated, Unsecured, Redeemable Blue Bonds, which comprise fixed-rate coupon Bonds to be issued at a par value of LKR 100/- with maturities of up to 5 years, and zero-coupon Bonds to be issued at a discount to face value, with maturities of up to 5 years. This instrument will be listed in the CSE and rated by Fitch Ratings.

The proceeds of the proposed Senior Blue Bonds will be used specifically for financing and/or refinancing the projects that support the sustainable use and protection of marine and coastal ecosystems, promote climate resilience in coastal communities, and enhance the blue economy of Sri Lanka.

We have examined the financial statements included in the annual reports of the Bank, for the financial years ended 31st December 2020 to 31st December 2024. Extracts from the annual reports of the respective years, included in the prospectus and report as follows.

1. INCORPORATION

DFCC Bank PLC ("the Bank") is a limited liability company incorporated and domiciled in Sri Lanka. It was incorporated in 1955 under the DFCC Bank Act No. 35 of 1955. Consequent to the enactment of the DFCC Bank (Repeal and Consequential Provisions) Act No. 39 of 2014, the DFCC Bank Act No. 35 of 1955 was repealed, and the Bank was incorporated under the Companies Act No. 07 of 2007 as a public limited company listed in the Colombo Stock Exchange with the name 'DFCC Bank PLC' with effect from 6th January 2015.

DFCC Bank PLC (DFCC) also obtained a commercial banking license from the Monetary Board of the Central Bank of Sri Lanka in terms of the Banking Act No. 30 of 1988, as amended, and accordingly upon the amalgamation now operates as a licensed commercial bank.

The registered office of the Bank is at 73/5, Galle Road, Colombo 3.

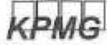
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C.P. Jayatilake FCA
Ms. S. Joseph FCA
R.M.D.B. Rajapakse FCA
M.N.M. Shamsel FCA
Ms. P.M.K. Sumanasekera FCA

T.J.S. Rajekanter FCA
W.K.D.C. Abeyaratne FCA
Ms. B.K.D.T.N. Rodrigo FCA
Ms. C.T.K.N. Perera ACA
R. G. H. Riddella ACA

W.W.J.C. Perera FCA
S.A.U. Karunaratne FCA
R.H. Rajan FCA
A.M.R.P. Alshakoon ACA

Principals: S.R.J. Perera FCMA (UK), LL.B, Attorney-at-Law, H.S. Goonewardene ACA, Ms. FR Zyari FCMA (UK), FCIT, K. Somasundaram ACMA (UK), Ms. D. Coroa Dhamararatne



The Bank is engaged in provisioning range of financial services such as accepting deposits, corporate credit and retail banking, personal financial services, project financing, investment banking, foreign currency operations, trade finance, and dealing in Government Securities and Treasury-related products. The Bank does not have an identifiable parent of its own.

2. FINANCIAL STATEMENTS

2.1. Five-Year Summary of Financial Statements

A summary of Statement of Profit or Loss, Statement of Financial Position and Statement of Cash Flow of the Bank for the financial years ended 31st December 2020 to 31st December 2024, based on the audited financial statements of the Bank are set out in Annexure 1.

Summaries presented for operating results, assets, liabilities and shareholders' funds for financial years ended 31st December 2020 to 31st December 2024 are based on the financial statements prepared in accordance with Sri Lanka Accounting Standards (SLFRSs and LKASs), effective from 1st January 2012 in the annual reports of the respective years.

2.2. Audit Report

We have audited the financial statements of the Bank for the years ended 31st December 2020 to 31st December 2024. Unqualified audit opinions have been issued for the said financial reporting years.

2.3. Application of Accounting Standards and Accounting Policies

The financial statements of the Bank for the financial years ended 31st December 2020 to 31st December 2024 prepared in accordance with Sri Lanka Accounting Standards (commonly referred as "SLFRS"/ "LKAS") laid down by the Institute of Chartered Accountants of Sri Lanka (CA Sri Lanka) and comply with the requirements of Companies Act No 7 of 2007.

The accounting policies of the Bank are stated in detail in the audited financial statements of DFCC Bank PLC for the year ended 31st December 2024. The adoption of revised / new accounting standards and a summary of related amendments to the accounting policies of the Bank for the financial years ended 31st December 2020 to 31st December 2024 is set out in Annexure 2.

2.4. Dividends

The Bank has paid the following dividends in respect of Ordinary Shares during the financial years ended 31st December 2020 to 31st December 2024.

Year/ Period ended	Dividend Paid (Rs. Mn)	Dividend Per Share (Rs.)
31 st December 2020	913	3*
31 st December 2021	918	3**
31 st December 2022	962	3**
31 st December 2023	805	2**
31 st December 2024	2,110	5***



- * Rs. 2.50 per share cash dividend and Rs. 0.50 per share scrip dividend.
- ** Scrip dividend.
- ***Rs. 3 per share cash dividend and Rs. 2 per share scrip dividend.

2.5. Events after the Reporting Date (as at 31st December 2024)

▪ First and Final Dividend

The Directors have approved the payment of a first and final dividend of LKR 6.00 per share which will consist of LKR 4.00 per share in cash and LKR 2.00 in the form of a scrip dividend, for the financial year ended 31 December 2024. The Board of Directors confirms that the Bank has satisfied the solvency test in accordance with Section 57 of the Companies Act No. 07 of 2007 and has obtained the certificate from the Auditor.

▪ Sale of 50% Stake in Acuity Partners (Pvt) Ltd (Joint Venture of DFCC Bank PLC and Hatton National Bank PLC)

DFCC Bank PLC sold 75,500,001 number of ordinary voting shares issued and fully paid up representing 50% stake held by DFCC Bank PLC in Acuity Partners (Pvt) Ltd for a consideration of Rupee Six Billion Five Hundred Million (Rs. 6,500,000,000). Following the successful disposal, DFCC Bank PLC does not hold any share of Acuity Partners (Pvt) Ltd.

2.6. Restriction on Use

This report is prepared solely for the purpose of the Board of Directors of DFCC Bank PLC for inclusion in the prospectus in connection with the issuance up to Thirty Million (30,000,000) Senior, Listed, Rated, Unsecured, Redeemable Blue Bonds, which comprise fixed-rate coupon Bonds to be issued at a par value of LKR 100/- with maturities of up to 5 years, and zero-coupon Bonds to be issued at a discount to face value, with maturities of up to 5 years.

Yours faithfully,

CHARTERED ACCOUNTANTS
Colombo, Sri Lanka

Annexure I - Five-year summary of Financial Statements (Bank)

Description	Years ended 31st December				
	2024 (Rs. Mn)	2023 (Rs. Mn)	2022 (Rs. Mn)	2021 (Rs. Mn)	2020 (Rs. Mn)
Operating results					
Gross income	89,559	106,883	74,960	42,649	43,300
Interest income	76,907	96,922	69,863	36,599	39,090
Interest expenses	48,786	65,697	43,342	23,946	28,083
Net interest income	28,121	31,224	26,521	12,653	11,007
Non-Interest Income	11,246	9,273	4,330	5,757	4,078
Operating profit before taxes on financial services	17,914	14,146	3,693	5,544	4,400
Operating profit after taxes on financial services	13,498	10,960	2,439	4,326	3,398
Profit for the year	8,353	7,220	2,513	3,222	2,388
Financial Position					
Assets					
Cash and cash equivalents	13,505	14,478	16,123	10,688	7,724
Balances with Central Bank of Sri Lanka	2,328	2,108	9,031	9,359	4,902
Placements with banks	11,229	29,138	15,225	6,288	15,414
Derivative financial assets	9,643	16,499	20,474	280	835
Financial assets measured at fair value through profit or loss	7,416	1,741	1,429	219	610
Financial assets at amortised cost – Loans and advances to banks	1,500	-	-	-	4,153
Financial assets at amortised cost – Loans and advances to customers	394,361	348,767	369,072	365,901	301,909
Financial assets at amortised cost – Debt and other instruments	105,642	68,031	50,948	26,675	31,604
Financial assets measured at fair value through other comprehensive income	138,258	134,903	63,319	54,329	88,718
Investments in subsidiaries	237	237	237	217	217
Investments in associate	33	33	33	35	35
Investments in joint venture	-	755	755	755	755
Investment property	10	10	10	10	10
Property, plant and equipment	3,873	3,500	3,199	3,237	3,407
Intangible assets and goodwill	2,002	1,926	2,198	2,228	1,713
Deferred tax asset	4,893	5,408	4,138	1,359	-
Other assets	7,821	13,416	9,751	3,925	3,070
Asset held for sale	755	-	-	-	-
Total assets	703,508	640,950	565,940	485,505	465,077
Liabilities					
Due to banks	7,149	52,793	15,858	3,845	14,910
Derivative financial liabilities	909	382	85	814	268
Financial liabilities at amortised cost – Due to depositors	465,153	407,225	370,314	319,861	310,027
Financial liabilities at amortised cost – Due to other borrowers	96,756	72,023	81,146	69,094	46,847
Debt securities in issue	14,691	16,312	16,304	16,297	16,291
Retirement benefit obligation	1,409	1,371	592	689	643
Current tax liabilities	3,067	4,427	2,480	952	1,013
Deferred tax liability	-	-	-	-	244
Other liabilities	12,107	9,605	10,041	6,580	6,120
Subordinated term debt	18,234	9,072	18,400	18,387	19,357
Total liabilities	619,475	573,209	515,219	436,519	415,720
Equity					
Stated capital	14,710	13,867	13,182	8,600	7,682
Statutory reserve	3,658	3,240	2,875	2,747	2,584
Retained earnings	35,835	28,250	22,601	22,092	19,652
Other reserves	29,830	22,384	12,063	15,547	19,439
Total equity attributable to equity holders of the Bank	84,033	67,741	50,721	48,986	49,357
Total equity	84,033	67,741	50,721	48,986	49,357
Total equity and liabilities	703,508	640,950	565,940	485,505	465,077
Contingent liabilities and commitments	222,538	193,993	169,133	144,278	130,764



Annexure 1 - Five-year summary of Financial Statements (Bank) - Cont.

Description	Years ended 31st December				
	2024 (Rs. Mn)	2023 (Rs. Mn)	2022 (Rs. Mn)	2021 (Rs. Mn)	2020 (Rs. Mn)
Statement of cash flows					
Operating cash flows before changes in operating assets and liabilities	14,452	26,214	20,483	488	(1,162)
(Increase)/decrease in operating assets: and operating liabilities:	15,766	48,696	33,093	(58,200)	33,625
Net cash flows (used in)/from operating activities before income tax	30,218	74,910	53,577	57,711	32,464
Surcharge tax paid	-	-	(1,232)	-	-
Income tax paid	(5,992)	(4,306)	(1,531)	(1,621)	(615)
Net cash flows (used in)/from operating activities	24,227	70,605	50,813	(59,333)	31,848
Net cash flows used in investing activities	(29,180)	(84,293)	(31,257)	42,670	(7,397)
Net cash flows from/(used in) financing activities	(13,929)	25,958	(5,185)	10,500	(6,928)
Net increase/(decrease) in cash and cash equivalents	(18,882)	12,269	14,371	(6,162)	17,523
Cash and cash equivalents at the beginning of year	43,617	31,347	16,976	23,139	5,615
Cash and cash equivalents at the end of year	24,734	43,617	31,347	16,976	23,139
Reconciliation of cash and cash equivalents with items reported in the statement of financial position					
Cash and cash equivalents	13,505	14,478	16,123	10,688	7,724
Placements with banks	11,229	29,138	15,225	6,288	15,414
Cash and cash equivalents at the end of year	24,734	43,617	31,347	16,976	23,139



Annexure 2	The adoption of revised / new accounting standards and a summary of related amendments to the accounting policies of the Bank for the financial years ended 31st December 2020 to 31st December 2024
Financial year ended	Adoption of revised Accounting Standards and related changes in Accounting Policies
31st December 2020	<p>SLFRS 3 – ‘ Business Combinations’</p> <p>The Bank has adopted Definition of a Business (Amendments to SLFRS 3) from 1st January 2020 to business combinations whose dates of acquisition are on or after 1st January 2020 in assessing whether it had acquired a business or a group of assets.</p>
31st December 2021	<p>Interest Rates Benchmark Reform -Phase 2 (Amendments to SLFRS 9, LKAS 39, SLRFS 7)</p> <p>Interest Rates Benchmark Reform -Phase 2 (Amendments to SLFRS 9, LKAS 39, SLRFS 7 become effective on 1st January 2021.</p>
31st December 2023	<p>Disclosure of Accounting Policies – Amendments to LKAS 1 and SLFRS Practice Statement 2</p> <p>The Group also adopted Disclosure of Accounting Policies (Amendments to LKAS 1 and SLFRS Practice Statement 2) from 1st January 2023. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements from 1st January 2023.</p> <p>Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction - Amendments to LKAS 12</p> <p>The Group has adopted deferred tax related to assets and liabilities arising from a single transaction (Amendments to LKAS 12) from 1st January 2023.</p>





RATING ACTION COMMENTARY

Fitch Assigns DFCC Bank's First Blue Bond Final 'A(lka)' Rating

Mon 03 Nov, 2025 - 1:03 AM ET

Fitch Ratings - Colombo - 03 Nov 2025: Fitch Ratings has assigned DFCC Bank PLC's (A(lka)/Stable) proposed Sri Lankan rupee-denominated senior unsecured listed blue bonds of up to LKR3 billion a final National Long-Term Rating of 'A(lka)'.

The final rating is the same as the expected rating assigned on 12 September 2025 and follows the receipt of documents conforming to information already received.

KEY RATING DRIVERS

The blue bond is rated at the same level as DFCC's National Long-Term Rating as it constitutes a direct, unconditional, unsubordinated and unsecured obligation of the bank, and will rank pari passu with all of its present and future unsecured and unsubordinated obligations.

The bonds, which would be the first listed blue bond issuance in Sri Lanka, will mature in three, four or five years. The proceeds from the bond issuance will be used to finance eligible blue projects that support the sustainable use of marine and coastal resources and build coastal communities' resilience to climate risks.

Fitch upgraded DFCC's National Long-Term Rating on 21 January 2025; see our commentary [Fitch Upgrades 10 Sri Lankan Banks' National Ratings and Affirms Five after Scale Recalibration](#).

RATING SENSITIVITIES

Factors that Could, Individually or Collectively, Lead to Negative Rating Action/Downgrade

A downgrade of the bank's National Long-Term Rating would lead to the downgrade of the bond rating.

<https://www.fitchratings.com/research/banks/fitch-assigns-dfcc-bank-first-blue-bond-final-a-lka-rating-03-11-2025>

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Factors that Could, Individually or Collectively, Lead to Positive Rating Action/Upgrade

An upgrade of the bank's National Long-Term Rating would lead to the upgrade of the bond rating.

DATE OF RELEVANT COMMITTEE

08 September 2025

REFERENCES FOR SUBSTANTIALLY MATERIAL SOURCE CITED AS KEY DRIVER OF RATING

The principal sources of information used in the analysis are described in the Applicable Criteria.

RATING ACTIONS

ENTITY / DEBT ↕	RATING ↕	PRIOR ↕
DFCC Bank PLC		
senior unsecured	Natl LT A(lka) New Rating	A(EXP)(lka)

[VIEW ADDITIONAL RATING DETAILS](#)

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11/3/25, 12:59 PM

Fitch Assigns DFCC Bank's First Blue Bond Final 'A(ika)' Rating



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Additional information is available on www.fitchratings.com

PARTICIPATION STATUS

The rated entity (and/or its agents) or, in the case of structured finance, one or more of the transaction parties participated in the rating process except that the following issuer(s), if any, did not participate in the rating process, or provide additional information, beyond the issuer's available public disclosure.

APPLICABLE CRITERIA

[National Scale Rating Criteria \(pub. 22 Dec 2020\)](#)

[Bank Rating Criteria \(pub. 22 Mar 2025\) \(including rating assumption sensitivity\)](#)

ADDITIONAL DISCLOSURES

[Solicitation Status](#)

[Endorsement Policy](#)

<https://www.fitchratings.com/research/banks/fitch-assigns-dfcc-bank-first-blue-bond-final-a-ika-rating-03-11-2025>

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Potential Conflicts Resulting from Revenue Concentrations

ENDORSEMENT STATUS

DFCC Bank PLC

-

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Independent Limited Assurance Report

Conclusion

We have performed a limited assurance engagement on whether the Sustainable Bond Framework (“Subject Matter Information”) of DFCC Bank PLC (“the Issuer” / “the Bank”) has been prepared in alignment with the pre-issuance requirements of the Green Bond Principles (GBP) (June 2025), Bonds to Finance the Sustainable Blue Economy: A Practitioner’s Guide (September 2023), Social Bond Principals (SBP) (June 2025), Bonds to Bridge the Gender Gap: A Practitioner’s Guide to Using Sustainable Debt for Gender Equality (November 2021), Sustainability Bond Guidelines (June 2021) published by the International Capital Market Association (ICMA) and the Sri Lanka Green Finance Taxonomy (May 2022) issued by the Central Bank of Sri Lanka where applicable (“Criteria”).

Based on the procedures performed and the evidence obtained, nothing has come to our attention that causes us to believe that the Issuer’s Sustainable Bond Framework which will form the basis for its Sustainable Bonds proposed to be issued, is not, in all material respects, prepared in accordance with the Criteria. Our conclusion on the Sustainable Bond Framework of DFCC Bank PLC does not extend to any other information that accompanies or contains the Sustainable Bond Framework of DFCC Bank PLC and our report.

Basis for conclusion

We conducted our engagement in accordance with Sri Lankan Standard on Assurance Engagements (SLSAE) 3000 (Revised), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information issued by the Institute of Chartered Accountants of Sri Lanka (ICASL). Our responsibilities under this standard are further described in the “Our responsibilities” section of our report.

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by CA Sri Lanka (Code of Ethics).

The firm applies Sri Lanka Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Criteria Used as the Basis of Reporting

The criteria used as the basis of reporting is the Green Bond Principles (GBP) (June 2025), Bonds to Finance the Sustainable Blue Economy: A Practitioner’s Guide (September 2023), Social Bond Principals (SBP) (June 2025), Bonds to Bridge the Gender Gap: A Practitioner’s Guide to Using Sustainable Debt for Gender Equality (November 2021), Sustainability Bond Guidelines (June 2021) published by the International Capital Market Association (ICMA) and the Sri Lanka Green Finance Taxonomy (May 2022) issued by the Central Bank of Sri Lanka where applicable (“Criteria”).

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Principals: S.R.L. Perera FCA (UK, LLB), Attorney-at-Law, H.S. Gooneswardene ACA, Ms. F.R. Ziyad FCA (UK), FOT, K. Somasundaram ACA (UK), Ms. D. Cora Dhammantha



Other Matters

The maintenance and integrity of the issuer's website is the responsibility of the Issuer's management. Our procedures did not involve consideration of these matters and, accordingly, we accept no responsibility for any changes to either the information in the Report or our independent limited assurance report that may have occurred since the initial date of its presentation on Issuer's website. Our conclusion is not modified in respect of this matter.

Intended purpose of our Report

We have been engaged by the Management of DFCC Bank PLC ("the Bank") to provide limited assurance on whether the Sustainable Bond Framework of the Bank has been prepared in alignment with the Criteria.

Restriction on use or distribution of our Report

This report has been prepared for the Directors of DFCC Bank PLC for the purpose of providing an assurance conclusion on whether the Sustainable Bond Framework of the Bank has been prepared in alignment with the Criteria and may not be suitable for another purpose. We disclaim any assumption of responsibility for any reliance on this report, to any person other than the Bank, or for any other purpose than that for which it was prepared.

Our report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than DFCC Bank PLC, for any purpose or in any other context. Any party other than DFCC Bank PLC who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than DFCC Bank PLC for our work, for this independent assurance report, or for the conclusions we have reached.

Management's responsibility

The Management of the Issuer is responsible for:

- Designing, implementing and maintaining internal controls relevant to the preparation of the Sustainable Bond Framework such that it is free from material misstatement, whether due to fraud or error.
- Selecting suitable criteria for preparing the Sustainable Bond Framework and appropriately referring to or describing the criteria used;
- Preparing the Sustainable Bond Framework in accordance with the Criteria.
- Ensuring that the Issuer and its Proposed Sustainable Bonds including the Sustainable Bond Framework complies with Criteria. This responsibility includes designing, implementing and maintaining systems and processes relevant for the management of sustainable bond proceeds and for the evaluation process related to the selection of eligible projects.
- Preventing and detecting fraud and for identifying and ensuring that the Issuer complies with laws and regulations applicable to its activities; and
- Ensuring that staff involved with the preparation and presentation of the description in the issuer's Sustainable Bond Framework are properly trained, and information systems are properly updated.

Inherent Limitations in Preparing the Subject Matter Information

Our assurance process was subject to the following limitations as we have not been engaged to:

- Determine which, if any, recommendations should be implemented
- Provide assurance on information outside the defined reporting boundary and period
- Verify the Issuer's financial statements & economic performance
- Verify the Issuer's statements that describe expression of opinion, belief, aspiration, expectation, aim or future intention and national or global socio-economic and environmental aspects provided by the Issuer.



Our work was not designed to opine on the design, implementation or operating effectiveness of controls employed by the Issuer to ensure ongoing compliance with the Issuer's Sustainable Bond Framework and, accordingly, we do not express a conclusion thereon.

Our Responsibilities

We are responsible for:

- planning and performing the engagement to obtain limited assurance about whether the Issuer's Sustainable Bond Framework is prepared in accordance with the Criteria;
- forming an independent conclusion, based on the procedures we have performed and the evidence we have obtained; and
- reporting our conclusion to the Management of DFCC Bank PLC.

Our responsibility is to report in the form of an independent limited assurance conclusion in relation to the above scope based on the procedures performed and the evidence obtained. We conducted our engagement with a multidisciplinary team which included professionals with suitable skills and experience in carrying out assurance engagements on environmental, social and economic information in line with the requirements of SLSAE 3000 standard.

Summary of the work we performed as the basis for our conclusion

We exercised professional judgment and maintained professional skepticism throughout the engagement. We designed and performed our procedures to obtain evidence about the Sustainable Bond Framework that is sufficient and appropriate to provide a basis for our conclusion. Our procedures selected depended on our understanding of the Issuer's Sustainable Bond Framework and other engagement circumstances, and our consideration of areas where material misstatements are likely to arise. In carrying out our engagement, the procedures we performed primarily consisted of:

- Interviews with management and key staff of the Issuer responsible for the Sustainable Bond to obtain an understanding of the processes, systems and controls in place for preparation of the Bond Framework and management of bond proceeds;
- Inspection of the Issuer's Sustainable Bond Framework that describes processes, systems and controls in place for management of bond proceeds; investment areas for sustainable bond proceeds and intended management of unallocated proceeds; and
- Inspection of the planned technical specification of the Issuer's Sustainable Bond Framework defined projects, which will qualify to be associated with the Sustainable Bond and assessment of their conformance with the eligibility requirements set out in Criteria.
- Assessment of the suitability of the Criteria used by the Issuer in preparing the Sustainable Bond Framework

The scope of our pre-issuance assurance engagement was to provide assurance on information on material aspects of the Sustainable Bond Framework which will form the basis for the proposed sustainable bonds based on the Criteria, for the areas listed below:

- Use of Proceeds
- Process for Evaluation and Selection of Projects & Assets
- Management of Proceeds
- Reporting

We planned and performed our work to obtain all the evidence, information and explanations that we considered necessary to obtain a meaningful level of assurance in relation to the above scope. The procedures we performed were based on our professional judgment and included, as appropriate, inquiries, inspection of documents and evaluating the appropriateness of reporting policies.

Our engagement included assessing the appropriateness of the subject matter information, the Issuer's Sustainable Bond Framework for suitability with the Criteria. We believe that the procedures we have performed and the evidence we have obtained are sufficient and appropriate to provide a basis for our limited assurance conclusion.



The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement, and consequently the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we do not express a reasonable assurance conclusion on the Issuer's Sustainable Bond Framework.

A handwritten signature in blue ink, appearing to read 'KPMG'.

CHARTERED ACCOUNTANTS
Colombo
24th October 2025

ANNEXURE III - COLLECTION POINTS

Issuer DFCC Bank PLC No. 73/5, Galle Road Colombo 03 Tel: +94 11 2 442 442 Fax: +94 11 2 440 376	Managers and Placement Agents to the Issue NDB Investment Bank Limited Level 1, NDB Capital Building No. 135, Bauddhaloka Mawatha Colombo 04 Tel: + 94 11 2 300 385-90 Fax: +94 11 2 300 393
Registrars to the Issue S S P Corporate Services (Private) Limited No. 101, Inner Flower Road Colombo 03 Tel: +94 11 2 573 894 Fax: +94 11 2 573 609	Bankers to the Issue DFCC Bank PLC 73/5, Galle Road, Colombo 03 Tel: +94 11 2 442 442 Fax: +94 11 2 440 376

Branch Network of DFCC Bank PLC

Copies of the Application Form can be obtained free of charge from all branches/customer centres of DFCC Bank PLC.

ANNEXURE IV - TRADING PARTICIPANTS OF THE CSE

<p>HNB Stockbrokers (Private) Limited</p> <p>No. 53, Dharmapala Mawatha, Colombo 03.</p> <p>Tel: +94 11 2 206 206 Fax: +94 11 2 206 298/9 E-mail: sales@acuitystockbrokers.com</p>	<p>Asha Securities Limited</p> <p>No.60, 5th Lane, Colombo 03.</p> <p>Tel: +94 11 2 429 100 Fax: +94 11 2 429 199 E-mail: asl@ashasecurities.net</p>
<p>Asia Securities (Private) Limited</p> <p>4th Floor, Lee Hedges Tower, No.349, Galle Road, Colombo 03.</p> <p>Tel: +94 11 7 722 000 Fax: +94 11 258 4864 E-mail: marketinfo@asiasecurities.lk</p>	<p>ACS Capital (Private) Limited</p> <p>No.44, Guilford Crescent, Colombo 07.</p> <p>Tel: +94 11 789 8302 Fax: - E-mail: info@acscapial.lk</p>
<p>ACAP Stockbrokers (Private) Limited</p> <p>No. 46/46, Greenlanka Building, 6th Floor, Nawam Mawatha, Colombo 02.</p> <p>Tel: +94 117 564 000 Fax: +94 112 331 756 E-mail: info@acapstockbrokers.lk</p>	<p>Almas Equities (Private) Limited</p> <p>Westin Tower, 5th Level, No 2 - 4/1, Lake Drive, Colombo 8.</p> <p>Tel: +94 11 707 1445 51 Fax: +94 11 2 673 908 E-mail: info@almasequities.com</p>
<p>Ambeon Securities (Private) Limited</p> <p>No.100/1, 2nd Floor, Elvitigala Mawatha, Colombo 08.</p> <p>Tel: +94 11 5 328 200 / 100 Fax: +94 11 5 328 177 E-mail: info@ambeonsecurities.lk</p>	<p>Bartleet Religare Securities (Private) Limited</p> <p>Level "G", "Bartleet House" 65, Braybrooke Place, Colombo 02.</p> <p>Tel: +94 11 4 221 000 Fax: +94 11 2 434 985 E-mail: info@bartleetstock.com</p>
<p>Capital Alliance Securities (Private) Limited</p> <p>Level 5, "Millennium House" 46/58, Navam Mawatha, Colombo 02.</p> <p>Tel: +94 11 2 317 777 Fax: +94 11 2 317 788 Email: info@cal.lk</p>	<p>Capital Trust Securities (Private) Limited</p> <p>42, Mohamed Macan Markar Mawatha, Colombo 03.</p> <p>Tel: +94 11 2 174 174/ +94 11 2 174 175 Fax: +94 11 2 174 173 E-mail: inquiries@capitaltrust.lk</p>

<p>CT Smith Securities (Private) Limited</p> <p>4-14, Majestic City, 10, Station Road, Colombo 04.</p> <p>Tel: +94 11 2 552 290-4 Fax: +94 11 2 552 289 E-mail: info@ctsmith.lk</p>	<p>Capital Alliance PLC</p> <p>Level 5, "Millenium House" 46/58, Nawam Mawatha, Colombo 02.</p> <p>Tel: +94 11 2 317 777 Fax: +94 11 2 317 788 E-Mail: info@cal.lk</p>
<p>Enterprise Ceylon Capital (Private) Limited</p> <p>2nd Floor-4B, Liberty Plaza, 250,R. A. De Mel Mawatha, Colombo 3</p> <p>Tel: +94 112 445 644 Fax: +94 11 237 2541 E-mail: info@ecc.lk</p>	<p>First Capital Equities (Pvt) Limited</p> <p>Level 12, Vallible Property, No. 480, Galle Road, Colombo 03.</p> <p>Tel: +94 11 2 123 901 Fax: - E-mail: equity@firstcapital.lk</p>
<p>First Guardian Equities (Private) Limited</p> <p>32nd Floor, East Tower, World Trade Centre, Colombo 01.</p> <p>Tel: +94 11 5 884 400 Fax: +94 11 5 884 401 E-mail: info@fge.lk</p>	<p>J B Securities (Private) Limited</p> <p>No. 150, St. Joseph Street, Colombo 14.</p> <p>Tel: +94 11 2 490 900 Fax: +94 11 2 430 070 E-mail: jbs@jb.lk</p>
<p>John Keells Stockbrokers (Private) Limited</p> <p>186, Vauxhall Street, Colombo 02.</p> <p>Tel: +94 11 2 306 250 Fax: +94 11 2 342 068 E-mail: jkstock@keells.com</p>	<p>Lanka Securities (Private) Limited</p> <p>3rd Floor," M2M Veranda Offices", No34, W.A.D. Ramanayeke Mawatha, Colombo 2.</p> <p>Tel: +94 11 4 706 757, +94 11 2 554 942 Fax: +94 11 4 706 767 E-mail: info@lankasec.com</p>
<p>LOLC Securities Limited</p> <p>No.481, T.B. Jayah Mawatha, Colombo 10.</p> <p>Tel: +94 11 758 2000 Fax: +94 11 2 662 883 E-mail: info@lolcsecurities.com</p>	<p>Nestor Stockbrokers (Private) Limited</p> <p>The Landmark Building, No 385, Galle Road, Colombo 03.</p> <p>Tel: +94 11 475 8813 Fax: +94 11 2 550 100 E-mail: info@nestorstockbrokers.lk</p>

<p>NDB Securities (Private) Limited</p> <p>Level 2, NDB Capital Building, No. 135, Bauddhaloka Mawatha, Colombo 04.</p> <p>Tel: +94 11 2 131 000 Fax: +94 11 2 314 181 E-mail: mail@ndbs.lk</p>	<p>Richard Pieris Securities (Pvt) Limited</p> <p>No. 310, Highlevel Road, Nawinna, Maharagama.</p> <p>Tel: +94 11 4 310 500 Fax: +94 11 2 802 385 E-mail: communication@rpsecurities.com</p>
<p>Senfin Securities Limited</p> <p>4th Floor, No.180, Bauddhaloka Mawatha, Colombo 04.</p> <p>Tel: +94 11 2 359 100 Fax: +94 11 2 305 522 E-mail: info@senfinsecurities.com</p>	<p>Softlogic Stockbrokers (Private) Limited</p> <p>Level 16, One Galle Face Tower, Colombo 02.</p> <p>Tel: +94 11 7 277 000 Fax: +94 11 7 277 099 Email: info@softlogicstockbrokers.lk</p>
<p>S C Securities (Private) Limited</p> <p>5th Floor, No. 26 B, Alwis Place, Colombo 03.</p> <p>Tel: +94 11 4 711 000 / +94 11 4 711 001 Fax: +94 11 2 394 405 E-mail: itdivision@sampathsecurities.lk</p>	<p>Somerville Stockbrokers (Private) Limited</p> <p>410/95,1/1, Bauddhaloka Mawatha, Colombo 7</p> <p>Tel: +94-11 2 502 858/ 62 Fax: +94 11 2 502 852 E-mail: contact@somerville.lk</p>
<p>Wealthtrust Securities Limited</p> <p>No. 102/1, Dr. N.M. Perera Mawatha, Colombo 8.</p> <p>Tel: +94 11 2 675 091 – 4 Fax: +94 11 2 689 605 E-Mail: info@wealthtrust.lk</p>	<p>Seylan Bank PLC</p> <p>Level 3, Seylan Towers, 90, Galle Road, Colombo 03</p> <p>Tel: +94 11 245 6300 Fax: +94 11 245 2215 E-Mail: info@seylan.lk</p>

ANNEXURE V - CUSTODIAN BANKS

Bank of Ceylon1 (Head Office) 11th Floor, 04, Bank of Ceylon Mawatha, Colombo 01 T: +94 11 2 204 064	Citi Bank, N A 65 C, Dharmapala Mawatha, Colombo 07 T: +94 11 4 794 733
Commercial Bank of Ceylon PLC Commercial House, 21, Bristol Street, Colombo 01 T: +94 11 2 440010-15	Deutsche Bank AG 86, Galle Road, Colombo 03 T: +94 11 2 447 062, 2 438 057
Hatton National Bank PLC HNB Towers, 479, T. B. Jayah Mawatha, Colombo 10 T: +94 77 7 712 406	The Hong Kong and Shanghai Banking Corporation Limited 24, Sir Baron Jayathilake Mawatha, Colombo 01 T: +94 11 2325435, 2446591, 2446303
People's Bank (Head Office) Treasury, 5th Floor, Sir Chittampalam A Gardiner Mawatha, Colombo 02 T: +94 11 2 206 782	Standard Chartered Bank 37, York Street, Colombo 01 T: +94 11 2 480 450
Sampath Bank PLC 110, Sir James Peiris Mawatha, Colombo 02 T: +94 11 5 331 458, +94 11 4 730 662	State Bank of India 16, Sir Baron Jayathilake Mawatha, Colombo 01 T: +94 11 4 622 350
Seylan Bank PLC Level 8, Ceylinco Seylan Towers, 90, Galle Road, Colombo 03 T: +94 11 4 701 812, +94 11 4 701 819	Union Bank of Colombo PLC 64, Galle Road, Colombo 03 T: +94 11 2 374 205
Nations Trust Bank PLC 256, Sri Ramanathan Mawatha, Colombo 15 T: +94 11 4 313 131	Pan Asia Bank 450, Galle Road, Colombo 03 T: +94 11 2 565 565
National Development Bank PLC No.40, Navam Mawatha, Colombo 02 T: +94 (0) 11 2 448 448	DFCC Bank PLC No.73/5, Galle Road, Colombo 03. T: +94 112 442 031

ANNEXURE VI – FATCA DECLARATION

Manager

DFCC Bank PLC

.....

I/We.....

.....and.....

.....of.....

(address).....holder/s of Passport Number/
NIC Number..... who fall under definition of a US Persons under the provision of the Foreign Account
Tax Compliance Act (“FATCA”) which is a US legislation aimed at preventing tax evasion by US persons through
overseas assets. I/We confirm that I/We understand FATCA is extraterritorial by design and requires “US
Persons” to report their financial assets held overseas.

I/We hereby request DFCC Bank PLC which is recognized as a Foreign Financial Institutions (FFIs) in terms of the
FATCA to report all information pertaining to the accounts and investments held by me/us in the DFCC Bank PLC
and to remit any tax payable to the Internal Revenue Services (IRS) of the United States of America. I/We further
confirm that this request is made by me/us with full knowledge and understanding of FATCA.

Date:.....

Signature/s of Applicants

