Sampath Bank
WE PRESENT YOUR FUTURE

SAMPATH BANK
BASEL III COMPLIANT GREEN BOND ISSUE - 2026

TOWARDS GREENER PASTURES

PROSPECTUS



PROSPECTUS

AN INITIAL ISSUE BY SAMPATH BANK PLC OF UP TO SEVENTY MILLION (70,000,000) BASEL III COMPLIANT - TIER 2 LISTED RATED UNSECURED SUBORDINATED REDEEMABLE FIVE YEAR (2026/31) AND SEVEN YEAR (2026/33) GREEN BONDS WITH A NON-VIABILITY CONVERSION FEATURE ("BASEL III COMPLIANT GREEN BONDS"), OF THE PAR VALUE OF SRI LANKAN RUPEES ONE HUNDRED (LKR 100/-) EACH, TO RAISE UP TO A SUM OF

SRI LANKAN RUPEES SEVEN BILLION (LKR 7,000,000,000/-), WITH AN OPTION TO ISSUE UP TO A FURTHER SUM OF THIRTY MILLION (30,000,000) OF THE SAID BASEL III COMPLIANT GREEN BONDS TO RAISE UP TO A FURTHER SRI LANKAN RUPEES

THREE BILLION (LKR 3,000,000,000/-), AT THE DISCRETION OF THE BANK IN THE EVENT OF AN OVERSUBSCRIPTION OF THE INITIAL ISSUE, TO RAISE UP TO A MAXIMUM AMOUNT OFSRI LANKAN RUPEES TEN BILLION

(LKR 10,000,000,000/-)

TO BE LISTED ON THE COLOMBO STOCK EXCHANGE

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

ISSUE OPENS ON 17TH JULY 2026

ISSUE IS LIMITED TO "QUALIFIED INVESTORS" ONLY AS DEFINED HEREIN

සම්පත් බැංකුව
சம்பத் வங்கி
Sampath Bank

Investor Relations
Managers to the Issue

CAL

Placement Agent

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 or an addendum as appropriate.

By acquiring any BASEL III Compliant Green Bonds, each BASEL III Compliant Green Bond Holder irrevocably consents to the principal amount of the BASEL III Compliant Green Bonds and any accrued and unpaid interest thereon being deemed paid in full by the issuance of ordinary voting shares upon occurrence of a Trigger Event and the resulting Non-Viability Conversion required to be effected by the Bank.

Upon a Non-Viability Conversion;

i) The Trustees shall not be required to take any further directions from holders/ beneficial owners of the BASEL III Compliant Green Bonds under the Trust Deed;

ii) The Trust Deed shall impose no duties upon the Trustees whatsoever with respect to conversion of the BASEL III Compliant Green Bonds into ordinary voting shares upon occurrence of a Trigger Event and

iii) Upon the occurrence of a Trigger Event, each outstanding BASEL III Compliant Green Bond of this Issue will be converted, on a full and permanent basis,

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

This investment instrument is riskier than a bank deposit.

These BASEL III Compliant Green Bonds are complex products and have provision for loss absorption in the form of Non-Viability Conversion as set out in the Prospectus. This means that following the occurrence of a Trigger Event as may be determined by the Central Bank of Sri Lanka (CBSL), the Bank will convert the BASEL III Compliant Green Bonds into ordinary voting shares. A Qualified Investor will deem to be paid in full the principal plus accrued and unpaid interest due on the BASEL III Compliant Green Bonds, upon such conversion. The value of ordinary voting shares to be received on a Non-Viability Conversion may be worth significantly less than the par value of the BASEL III Compliant Green Bonds and can be variable.

Please refer to the 'Risk Factors Section' of the Prospectus for further details.

Each potential Qualified Investor in these BASEL III Compliant Green Bonds must determine the suitability of investment in these BASEL III Compliant Green Bonds in light of its own circumstances. In particular, each potential Qualified Investor may wish to consider, either on its own or with the help of its financial and other professional advisers, whether the Qualified Investor:

i) Has sufficient knowledge and experience to make a meaningful evaluation of these BASEL III Compliant Green Bonds, the merits and risks of investing in the BASEL III Compliant Green Bonds and the information contained or incorporated by reference in this Prospectus;

ii) Has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation of the Qualified Investor, an investment in these BASEL III Compliant Green Bonds and the impact that these BASEL III Compliant Green Bonds will have on the overall investment portfolio of the Qualified Investor;

iii) Has sufficient financial resources and liquidity to bear all of the risks of an investment in these BASEL III Compliant Green Bonds;

iv) Understands thoroughly the terms of these BASEL III Compliant Green Bonds, including the provisions relating to the Non-Viability Conversion of the BASEL III Compliant Green Bonds, and is familiar with the behavior of financial markets; and

v) Is able to evaluate possible scenarios for economic, interest rate and other factors that may affect the investment and the Qualified Investor's ability to bear the applicable risks.

A potential Qualified Investor should not invest in these BASEL III Compliant Green Bonds unless the Qualified Investor has the expertise (either alone or with its financial and other professional advisers) to evaluate how these BASEL III Compliant Green Bonds will perform under changing conditions, the resulting effects on the value of the BASEL III Compliant Green Bonds and the impact this investment will have on the potential Qualified Investor's overall investment portfolio.

PROSPECTUS

This Prospectus is dated 14th July 2026.

RESPONSIBILITY FOR THE CONTENT OF THE PROSPECTUS

This Prospectus has been prepared with available information.

The Directors of Sampath Bank PLC (the Bank or the Issuer) collectively and individually, having made all reasonable enquiries confirm that to the best of their knowledge and belief, that this Prospectus contains all information with respect to the Bank, which is material in the context of the Issue; that the information contained herein is true and correct in all material respects and is not misleading; that there are no other material facts, the omission of which would, make any statement contained herein misleading; that the opinions and intentions expressed herein are honestly held and have been reached after considering all relevant circumstances and are based on reasonable assumptions.

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 their 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 Qualified Investors based on the information contained herein. In making such investment decisions, prospective Qualified Investors are advised to read the Prospectus and rely on their own examination and assessment of the Bank and the terms of the BASEL III Compliant Green Bonds issued including the risks associated.

The Bank is bound by all applicable rules set out in the CSE Listing Rules.

FOR ENQUIRIES, PLEASE CONTACT MANAGERS TO THE ISSUE

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

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. 07 of 2007 (as amended) ("Companies Act"). 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 External Auditors and Reporting Accountants to the Issue for the inclusion of their name in the Prospectus as External Auditors and Reporting Accountants to the Issue.
(b) The written consent of the Auditors to the Bank for the inclusion of the name in the Prospectus as Auditors to the Bank.
(c) The written consent of the Rating Agency to the Issue and to the Bank for the inclusion of their name in the Prospectus as Rating Agency to the Issue and to the Bank.
(d) The written consent of the Trustees to the Issue for the inclusion of their name in the Prospectus as Trustees to the Issue.
(e) 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.
(f) The written consent of the Bankers to the Issue for the inclusion of their name in the Prospectus as Bankers to the Issue.
(g) The written consent of the Company Secretary to the Bank for the inclusion of the name in the Prospectus as Company Secretary to the Bank.
(h) The written consent of the Managers to the Issue for the inclusion of their name in the Prospectus as Managers to the Issue.
(i) The written consent of the Registrars to the Issue for the inclusion of their name in the Prospectus as Registrars to the Issue.
(j) The written consent of the Lawyers to the Issue for the inclusion of their name in the Prospectus as Lawyers to the Issue.

(k) The written consent of the Placement Agent to the Issue for the inclusion of their name in the Prospectus as Placement Agent to the Issue.
(l) A statutory declaration in terms of the Companies Act and the Listing Rules of the CSE, to the effect that each of the Directors of the Bank herein named as a Director, jointly and severally confirming that each of them has 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 External Auditors and Reporting Accountants to the Issue, Auditors to the Bank, Rating Agency to the Issue and to the Bank, Trustees to the Issue, Independent External Reviewer to the Issue, Bankers to the Issue, Company Secretary to the Bank, Managers to the Issue, Registrars to the Issue, Lawyers to the Issue, Placement Agent to the Issue have not, before the delivery of a copy of the Prospectus for registration with the Registrar of Companies in Sri Lanka withdrawn such consent.

Submission of the Prospectus to the Securities and Exchange Commission of Sri Lanka or any Person Authorised by the Securities and Exchange Commission of Sri Lanka

The Bank has complied with the requirement to deliver a copy of the Prospectus in prior to the Securities and Exchange Commission of Sri Lanka or any person authorised by the Securities and Exchange Commission of Sri Lanka, as per Section 82(2) of the Securities and Exchange Commission of Sri Lanka Act No. 19 of 2021.

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 Qualified Investors may be affected by the laws of the jurisdiction of their residence. Such Qualified 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 BASEL III Compliant Green 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 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, Qualified 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 Lankan 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 of the Prospectus are audited figures unless otherwise stated.

IMPORTANT

All Qualified Investors should indicate in the Application for BASEL III Compliant Green Bonds, their Central Depository Systems (Private) Limited (CDS) account number.

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

As per the directive of the Securities and Exchange Commission of Sri Lanka made under Circular No.08/ 2010 dated 22nd November 2010 and Circular No.13/ 2010 issued by the CDS dated 30th November 2010, all BASEL III Compliant Green Bonds are required to be directly deposited into the CDS. To facilitate compliance with this directive, all Qualified Investors are required to indicate their CDS account number in the Application Form.

In line with this directive, the BASEL III Compliant Green Bonds allotted to a Qualified Investor will be directly deposited in the CDS account of such Qualified Investor, the details of which are 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/ CDS/ Trading Participant of the CSE may require a Qualified Investor to provide such documentation as is reasonably necessary to satisfy itself that the investor is a Qualified Investor.

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

Qualified Investors who wish to open a CDS account, may do so through a Trading Participant of the CSE as set out in Annexure I or through any Custodian Bank as set out in Annexure II of this Prospectus.

ISSUE AT A GLANCE

Issuer	**SAMPATH BANK PLC**
Instrument	BASEL III Compliant - Tier 2 Listed Rated Unsecured Subordinated Redeemable 5 Year (2026/ 2031) and 7 Year (2026/ 2033) Green Bonds with a Non-Viability Conversion feature.
Listing	The BASEL III Compliant Green Bonds will be listed on the CSE.
Number of BASEL III Compliant Green Bonds to be Issued	An initial Issue of up to Seventy Million (70,000,000) BASEL III Compliant - Tier 2 Listed Rated Unsecured Subordinated Redeemable 5 Year (2026/ 2031) and 7 Year (2026/ 2033) Green Bonds with a Non-Viability Conversion feature, of the par value of Sri Lankan Rupees One Hundred (LKR 100/-) each, with an option to issue up to a further Thirty Million (30,000,000) of said BASEL III Compliant Green Bonds at the discretion of the Bank in the event of an oversubscription of the initial Issue to raise up to a maximum of One Hundred Million (100,000,000) of said BASEL III Compliant Green Bonds in total.
Amount to be Raised	An initial sum of up to Sri Lankan Rupees Seven Billion (LKR 7,000,000,000/-) with an option to increase the said sum by up to a further Sri Lankan Rupees Three Billion (LKR 3,000,000,000/-) at the discretion of the Bank in the event of an oversubscription of the initial Issue to raise up to a maximum amount of Sri Lankan Rupees Ten Billion (LKR 10,000,000,000/-).

<table>
<tr><td>Issuer Rating</td><td>‘AA-(lka)/Stable’ by Fitch Ratings Lanka Limited</td></tr>
<tr><td>Instrument Rating</td><td>‘A(lka)’ by Fitch Ratings Lanka Limited</td></tr>
<tr><td>Trading currency in which the BASEL III Compliant Green Bonds are to be Listed and Traded on the CSE</td><td>Sri Lankan Rupees</td></tr>
<tr><td>Issue Price/ Par Value</td><td>Sri Lankan Rupees One Hundred (LKR100/-) per BASEL III Compliant Green Bond</td></tr>
<tr><td>Tenor</td><td>Type A: 5 Year (2026/ 2031)
Type B: 7 Year (2026/ 2033)</td></tr>
<tr><td>Interest Rates</td><td>BASEL III Compliant - Tier 2 Listed Rated Unsecured Subordinated Redeemable Green Bonds with a Non-Viability Conversion feature, as described below.
<table>
<tr><th>Type</th><th>Type of Interest</th><th>Tenor</th><th>Interest Rate (per annum)</th><th>Annual Effective Rate (AER)</th><th>Interest Payment frequency</th></tr>
<tr><td>Type A</td><td>Fixed Rate</td><td>5 years</td><td>13.00%</td><td>13.00%</td><td>Annual</td></tr>
<tr><td>Type B</td><td>Fixed Rate</td><td>7 years</td><td>13.25%</td><td>13.25%</td><td>Annual</td></tr>
</table></td></tr>
<tr><td>Minimum Subscription</td><td>The minimum subscription requirement applicable for a Qualified Investor other than individual Qualified Investors applying for BASEL III Compliant Green Bonds shall be Sri Lankan Rupees Ten Thousand (LKR 10,000/-).

Provided however, the minimum subscription requirement applicable for an individual Qualified Investor applying for BASEL III Compliant Green Bonds as per Rule 2.2.1.(k) of CSE Listing Rules shall be Sri Lankan Rupees Five Million (LKR 5,000,000/-). Please refer to the definition of individual Qualified Investors in subsection (k) under the Qualified Investors definition in Section 4.0: Glossary of Terms Related to the Issue.

Any Application in excess of the minimum subscription requirement shall be in multiples of Sri Lankan Rupees Ten Thousand (LKR 10,000/-).</td></tr>
<tr><td>Interest Payment Date(s)</td><td>The dates on which payment of interest in respect of the BASEL III Compliant Green Bonds shall fall due, which shall be Twelve (12) months from the Date of Allotment and every Twelve (12) months therefrom of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption.

Interest would be paid not later than Three (03) Working Days from each Interest Payment Date.

The final interest payment will be paid together with the principal sum within Three (03) Working Days from the Date of Redemption.</td></tr>
<tr><td>Interest Period</td><td>The Twelve (12) month period from a particular 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).</td></tr>
<tr><td>Mode of Payment of Principal Sum and Interest</td><td>Through an electronic fund transfer mechanism recognized by the banking system of Sri Lanka such as SLIPS (Sri Lanka Interbank Payments System) and RTGS (Real Time Gross Settlement System) where accurate bank account details are provided by the BASEL III Compliant Green Bond Holders subject to the prevalent limitation with regard</td></tr>
</table>

	to SLIPS and RTGS or where the bank account details are not provided to the CDS or the details being inaccurate, by crossed cheque marked “Account Payee Only”, at the risk of the BASEL III Compliant Green Bond Holders.
Issue Opening Date	17th July 2026 (However, Applications may be submitted forthwith)
Date of Redemption	The date on which redemption of the BASEL III Compliant Green Bonds will take place as referred to in Section 5.7 of the Prospectus.
Closure Date of the Subscription List	Subject to the provisions contained below, the Subscription List for the BASEL III Compliant Green Bonds pursuant to this prospectus will open at 9.30 a.m. on 17th July 2026 and will remain open for Fourteen (14) Market Days including the Issue Opening Date until closure at 4.30 p.m. on 06th August 2026. However, the Subscription List will be closed on an earlier date at 4.30 p.m. with notification to the CSE on the occurrence of the following. (a) The maximum of One Hundred Million (100,000,000) BASEL III Compliant Green Bonds being fully subscribed; or (b) The Board of Directors of the Bank decides to close the Issue upon the initial Issue of Seventy Million (70,000,000) BASEL III Compliant Green Bonds becoming fully subscribed. In the event the Board of Directors of the Bank decides to exercise the option to further issue up to Thirty Million (30,000,000) BASEL III Compliant Green Bonds (having subscribed the initial Issue of Seventy Million (70,000,000) BASEL III Compliant Green Bonds) but subsequently decides to close the Subscription List upon part of the further Issue of Thirty Million (30,000,000) BASEL III Compliant Green Bonds becoming subscribed, such decision is to be notified to the CSE on the day such decision is made, and the Subscription List will be closed at 4.30 p.m. on the following Market Day. In the event the Board of Directors of the Bank decides to close the BASEL III Compliant Green Bond Issue without the full subscription of the initial Issue of Seventy Million (70,000,000) BASEL III Compliant Green Bonds, such decision is to be notified to the CSE on the day such decision is made, and the Subscription List will be closed at 4.30 p.m. on the following Market Day (refer Section 5.2 of this Prospectus).
Date of Allotment	The date on which the BASEL III Compliant Green Bonds will be allotted by the Bank to Applicants subscribing thereto.
Basis of Allotment	In the event of an oversubscription, the Board of Directors of the Bank will endeavor to decide the basis of allotment of the BASEL III Compliant Green Bonds in a fair and equitable manner as soon as practicable so as to ensure compliance with the CSE Listing Rules and will be announced to the CSE within Seven (07) Market Days from the closure of the Issue. The Board of Directors, however, shall reserve the right to allocate up to a maximum of 75% of the number of BASEL III Compliant Green Bonds to be allotted under this Prospectus on a preferential basis, to identified Qualified Investor/s of strategic importance to the Bank. Number of BASEL III Compliant Green Bonds to be allotted to identified Qualified Investor/s of strategic importance, on a preferential basis or otherwise will not exceed 75% of the total number of BASEL III Compliant Green Bonds to be issued under this Prospectus under any circumstances, unless there is an undersubscription from the other Qualified Investors (Qualified Investors that do not fall under preferential category). In the event of such undersubscription from the other Qualified Investors, such other investor category to be allotted in full and any remaining BASEL III Compliant Green Bonds to be allotted to identified Qualified Investor/s of strategic importance. Further, the Bank will allot the remaining number of BASEL III Compliant Green Bonds (excluding the preferential allotment of 75%), in a fair and equitable manner among other Qualified Investors.

Trigger Event	Means the earlier of a point or event at which the Governing Board of the CBSL in terms of item 10 (iii)(a) and (b) of Web Based Return Code 20.2.3.1.1.1 of the Banking Act Directions No. 01 of 2016 dated 29th December 2016 (as may be amended from time to time) determines: (a) that the Bank would become non-viable without a write down in terms of item 10(iii)(a) of the Web Based Return Code 20.2.3.1.1.1 of the said Directions; or (b) to make a public sector injection of capital or equivalent support, without which the Bank would have become non-viable in terms of Item 10(iii)(b) of the Web Based Return Code 20.2.3.1.1.1 of the said Directions.
Non-Viability Conversion	In the event of an occurrence of a Trigger Event as determined at the sole discretion of the Governing Board of CBSL, there would be a conversion of BASEL III Compliant Green Bonds to ordinary voting shares by the Bank without any requirement of approval by the BASEL III Compliant Green Bond Holders, in compliance with BASEL III requirements. Upon the occurrence of a Trigger Event, the outstanding balance of the BASEL III Compliant Green Bonds including the total par value of the BASEL III Compliant Green Bonds plus BASEL III Compliant Green Bond Interest accrued and unpaid (if any) as at that date will be permanently converted to ordinary voting shares at the Conversion Price. In the event of any BASEL III Compliant Green Bond Holder being entitled to a fractional allotment of an ordinary voting share on such issuance and allotment, the Bank shall settle such sums in cash, based on the issue price of such share.
Conversion Price	The price based on the simple average of the daily Volume Weighted Average Price of an ordinary voting share of the Bank during the Three (03) months period, immediately preceding the date of the Trigger Event.
Volume Weighted Average Price (VWAP)	The daily VWAP of an ordinary voting share as published by the CSE.

TABLE OF CONTENTS

1.0 CORPORATE INFORMATION 12

2.0 RELEVANT PARTIES TO THE ISSUE 13

3.0 LIST OF ABBREVIATIONS 15

4.0 GLOSSARY OF TERMS RELATED TO THE ISSUE 16

5.0 PRINCIPAL FEATURES RELATING TO THE ISSUE 20

5.1 INVITATION TO SUBSCRIBE 20

5.2 SUBSCRIPTION LIST 21

5.3 TYPES OF BASEL III COMPLIANT GREEN BONDS 21

5.4 OBJECTIVES OF THE ISSUE AND SPECIFIC RISK RELATING TO THE OBJECTIVES OF THE BASEL III COMPLIANT GREEN BOND ISSUE 21

5.5 PAYMENT OF INTEREST 31

5.6 APPLICATION OF TAX ON INTEREST PAYMENTS 32

5.7 REDEMPTION OF BASEL III COMPLINAT GREEN BONDS AND CONSEQUENCE OF A TRIGGER EVENT 32

5.8 PAYMENT METHOD 34

5.9 TRUSTEE TO THE ISSUE 34

5.10 INDEPENDENT EXTERNAL REVIEWER 34

5.11 RATING OF THE BASEL III COMPLIANT GREEN BOND 36

5.12 RIGHTS OF THE BASEL III COMPLIANT GREEN BOND HOLDERS 36

5.13 OBLIGATIONS OF THE BASEL III COMPLIANT GREEN BOND HOLDERS 37

5.14 BENEFITS OF INVESTING IN BASEL III COMPLIANT GREEN BONDS 37

5.15 RISKS INVOLVED IN INVESTING IN THE BASEL III COMPLIANT GREEN BONDS 37

5.16 ASSOCIATED RISKS OF BASEL III COMPLIANT GREEN BONDS TO THE ISSUER 41

5.17 TRANSFER OF THE BASEL III COMPLIANT GREEN BONDS 41

5.18 LISTING 42

5.19 COST OF THE ISSUE 42

5.20 BROKERAGE FEE 42

5.21 UNDERWRITING 42

6.0 PROCEDURE FOR APPLICATION 43

6.1 INSPECTION OF DOCUMENTS 43

6.2 PROSPECTUS AND APPLICATION FORMS 43

6.3 ELIGIBLE APPLICANTS 43

6.4 HOW TO APPLY 44

6.5 NUMBER OF BASEL III COMPLIANT GREEN BONDS TO BE SUBSCRIBED 46

6.6 MODE OF PAYMENT FOR THE INVESTMENT BY THE APPLICANTS 47

6.7 REJECTION OF APPLICATIONS 48

6.8 BANKING OF PAYMENTS 49

6.9 BASIS OF ALLOTMENT OF BASEL III COMPLIANT GREEN BONDS 49
6.10 REFUNDS 50
6.11 CDS ACCOUNTS AND SECONDARY MARKET TRADING 50
7.0 THE BANK 51
7.1 BACKGROUND 51
7.2 NATURE OF BUSINESS 51
7.3 FINANCIAL YEAR 51
7.4 STATED CAPITAL 51
7.5 MAJOR SHAREHOLDERS AS AT 31ST MARCH 2026 52
7.6 DETAILS OF OTHER DEBENTURES IN ISSUE AS AT THE DATE OF THE PROSPECTUS 53
7.7 CONTINGENT LIABILITIES AND LITIGATIONS AGAINST THE BANK 54
7.8 FINANCIAL RATIOS OF THE BANK 55
7.9 DEBENTURE INTEREST PAYMENT DETAILS AS AT 31ST MARCH 2026 56
7.10 TAXATION 56
7.11 FINANCIAL STATEMENTS AND FINANCIAL SUMMARY 56
7.12 SUBSIDIARY COMPANIES AND THEIR PRINCIPAL ACTIVITIES 56
8.0 BOARD OF DIRECTORS 57
8.1 DETAILS OF THE DIRECTORS 57
8.2 BOARD RELATED PARTY TRANSACTIONS REVIEW COMMITTEE 57
9.0 STATUTORY DECLARATIONS 58
9.1 STATUTORY DECLARATION BY THE BOARD OF DIRECTORS 58
9.2 STATUTORY DECLARATION BY THE MANAGERS TO THE ISSUE 58
ANNEXURE I
COLLECTION POINTS 59
ANNEXURE II
CUSTODIAN BANKS 62
ANNEXURE III
COPY OF THE RATING CERTIFICATE 63
ANNEXURE IV
ACCOUNTANT'S REPORT & 5 YEAR SUMMARY 71
ANNEXURE V
DECLARATION TO BE GIVEN BY FATCA COMPLIANT INVESTORS 78
ANNEXURE VI
INDEPENDENT LIMITED ASSURANCE STATEMENT 79

1.0 CORPORATE INFORMATION

ISSUER	**Sampath Bank PLC**
LEGAL FORM	A Public Limited Liability Company incorporated in Sri Lanka on 10th March 1986 under the Companies Act No.17 of 1982 and listed on the CSE on 10th June 1987. Re-registered on 28th April 2008 under the Companies Act No.07 of 2007 (as amended). It operates as a licensed commercial bank under the Banking Act No. 30 of 1988 (as amended).
COMPANY REGISTRATION NO.	PQ 144
PLACE OF INCORPORATION	Colombo, Sri Lanka
REGISTERED OFFICE	**Sampath Bank PLC** No. 110, Sir James Peiris Mawatha, Colombo 02, Sri Lanka. Tel: +94-11 2 303 050 +94-11 2 016 000 +94-11 4 730 630 Fax: +94-11 2 303 085
COMPANY SECRETARY	**Mr. Lasantha Senaratne** Company Secretary Sampath Bank PLC No. 110, Sir James Peiris Mawatha, Colombo 02, Sri Lanka. Tel: +94-11 4 730 652 +94-11 4 730 420 +94-11 4 730 548 Fax: +94-11 2 300 924
RATING AGENCY	**Fitch Ratings Lanka Limited** No.15-04, East Tower, World Trade Centre, Colombo 01, Sri Lanka. Tel: +94-11 2 541 900 Fax: +94-11 2 541 903
CURRENT AUDITORS	**KPMG Sri Lanka** Chartered Accountants 32A, Sir Mohamed Macan Markar Mawatha, Colombo 3, Sri Lanka. Tel: +94 11 5426 426 Fax: +94 11 2445 872
BOARD OF DIRECTORS	**Mr. Harsha Amarasekera** - **Chairman** (*Non-Executive / Independent Director*) **Mr. Sanjaya Gunawardana** - (Managing Director / *Chief Executive Officer*) **Mr. Rushanka Silva** - **Deputy Chairman** (*Non-Executive / Non-Independent Director*) **Mr. Dilip de S Wijeyeratne** - (*Non-Executive / Independent Director*) **Ms. Aroshi Nanayakkara** - (*Non-Executive / Independent Director*) **Mr. Vajira Kulatilaka** - (*Non-Executive / Independent Director*) **Mrs. Keshini Jayawardena** - (*Non-Executive / Independent Director*) **Mr. Vinod Hirdaramani** - (*Non-Executive / Independent Director*) **Mr. Hiran Cabraal** - (*Non-Executive / Independent Director*) **Mr. Roger Keith Modder** - *(Non-Executive / Independent Director)* **Mr. Dilshan Hettiaratchi** – *(Non-Executive / Independent Director)* **Mr. Ajantha de Vas Gunasekara** - (*Executive Director / Chief Financial Officer*)

2.0 RELEVANT PARTIES TO THE ISSUE

MANAGERS TO THE ISSUE	**Investor Relations Department** **Sampath Bank PLC** No. 110, Sir James Peiris Mawatha, Colombo 02, Sri Lanka. Tel: +94-11 4 416 963, +94-11 4 416 809, +94-11 4 417 978, +94-11 4 416 100 Fax: +94-11 4 712 016
LAWYERS TO THE ISSUE	**Messrs Nithya Partners** Attorneys at Law No. 97A, Galle Road, Colombo 03, Sri Lanka. Tel: +94-11 4 712 625, +94-11 4 712 628, +94-11 2 335 908 Fax: +94-11 2 328 817
REGISTRARS TO THE ISSUE	**Central Depository Systems (Pvt) Limited** Ground Floor, M & M Center, 341/5, Kotte Road, Rajagiriya, Sri Lanka. Tel: +94-11 2 356 444 Fax: +94-11 2 440 396
BANKERS TO THE ISSUE	**Securities Services Department** **Sampath Bank PLC** No. 110, Sir James Peiris Mawatha, Colombo 02, Sri Lanka. Tel: +94-11 4 416 610 Fax: +94-11 4 712 016
RATING AGENCY TO THE ISSUE	**Fitch Ratings Lanka Limited** No.15-04, East Tower, World Trade Centre, Colombo 01, Sri Lanka. Tel: +94-11 2 541 900 Fax: +94-11 2 541 903
TRUSTEES TO THE ISSUE	**Bank of Ceylon** 11th Floor, Head Office BOC Square, No.1, Bank of Ceylon Mawatha, Colombo 01, Sri Lanka Tel: +94-11 2 448 348 Fax: +94-11 2 394 311
COMPANY SECRETARY	**Mr. Lasantha Senaratne** Company Secretary Sampath Bank PLC No. 110, Sir James Peiris Mawatha, Colombo 02, Sri Lanka.Tel: +94-11 4 730 652, +94-11 4 730 548, +94-11 4 730 420 Fax: +94-11 2 300 924
AUDITORS AND REPORTING ACCOUNTANTS TO THE ISSUE	**Messrs Ernst & Young** Chartered Accountants Rotunda Towers, No.109, Galle Road, Colombo 3, Sri Lanka. Tel: +94-11 2 463 500 Fax: +94-11 7 687 869
PLACEMENT AGENT TO THE ISSUE	**Capital Alliance Partners Limited** 6th Floor, M2M Veranda Offices, No. 34, W. A. D. Ramanayake Mawatha, Colombo 02, Sri Lanka. Tel: +94-11 2 317 777 Fax: +94-11 2 317 788

INDEPENDENT EXTERNAL REVIEWER TO THE ISSUE	**Messrs Ernst & Young** Chartered Accountants Rotunda Towers, No.109, Galle Road, Colombo 3, Sri Lanka. Tel: +94-11 2 463 500 Fax: +94-11 7 687 869

3.0 LIST OF ABBREVIATIONS

AER	Annual Effective Rate
APLMA	Asia Pacific Loan Market Association
AWPLR	Average Weighted Prime Lending Rate
Bn	Billion
CAR	Capital Adequacy Ratio
CBSL	Central Bank of Sri Lanka
CCB	Capital Conservation Buffer
CDS	Central Depository Systems (Pvt) Limited
CEFTS	Common Electronic Fund Transfer Switch
CSE	Colombo Stock Exchange
D-SIB	Domestic Systemically Important Bank
ESG	Environmental, Social and Governance
ESMS	Environmental and Social Risk Management System
FATCA	Foreign Account Tax Compliance Act
GBP	Green Bond Principles
GHG	Greenhouse Gas
ICMA	International Capital Markets Association
IIA	Inward Investment Account
LMA	Loan Market Association
LSTA	Loan Syndications and Trading Association
Mn	Million
NIC	National Identity Card
POA	Power of Attorney
Rs/ LKR	Sri Lankan Rupee
RTGS	Real Time Gross Settlement
SASC	Sustainable Asset Selection Committee
SBG	Sustainability Bond Guidelines
SBP	Social Bond Principles
SEC	Securities and Exchange Commission of Sri Lanka
SLGFT	Sri Lanka Green Finance Taxonomy
SLIPS	Sri Lanka Inter Bank Payment System
UNSDGs	United Nations Sustainable Development Goals
VWAP	Volume Weighted Average Price

4.0 GLOSSARY OF TERMS RELATED TO THE ISSUE

Applicant/(s)	Any Qualified Investor(s) 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 BASEL III Compliant Green Bonds in Issue.
Bank/ Issuer/ Company	Sampath Bank PLC
BASEL III	A Global Regulatory Framework for More Resilient Banks and Banking System, issued by the BASEL Committee on Banking Supervision of the Bank for International Settlements in December 2010 (Revised in June 2011).
BASEL III Compliant Green Bond Holder(s)	Any Qualified Investor(s), who is for the time being the holder of Type A BASEL III Compliant Green Bonds and/ or Type B BASEL III Compliant Green Bonds issued by the Bank and includes his/ her/ respective heirs, executors, administrators or successors in title, as the case may be.
BASEL III Compliant Green Bonds	BASEL III Compliant - Tier 2 Listed Rated Unsecured Subordinated Redeemable 5 Year (2026/2031) and 7 Year (2026/2033) Green Bonds with a Non-Viability Conversion feature, to be issued pursuant to this Prospectus.
Closure Date of the Subscription List	Subject to the provisions contained below, the Subscription List for the BASEL III Compliant Green Bonds pursuant to this prospectus will open at 9.30 a.m. on 17th July 2026 and will remain open for Fourteen (14) Market Days including the Issue Opening Date until closure at 4.30 p.m. on 06th August 2026. However, the Subscription List will be closed on an earlier date at 4.30 p.m. with notification to the CSE on the occurrence of the following: (a) The maximum of One Hundred Million (100,000,000) BASEL III Compliant Green Bonds being fully subscribed; or (b) The Board of Directors of the Bank decides to close the Issue upon the initial Issue of Seventy Million (70,000,000) BASEL III Compliant Green Bonds becoming fully subscribed. In the event the Board of Directors of the Bank decides to exercise the option to further issue up to Thirty Million (30,000,000) BASEL III Compliant Green Bonds (having subscribed the initial Issue of Seventy Million (70,000,000) BASEL III Compliant Green Bonds) but subsequently decides to close the Subscription List upon part of the further Issue of Thirty Million (30,000,000) BASEL III Compliant Green Bonds becoming subscribed, such decision is to be notified to the CSE on the day such decision is made, and the Subscription List will be closed at 4.30 p.m. on the following Market Day. In the event the Board of Directors of the Bank decides to close the BASEL III Compliant Green Bond Issue without the full subscription of the initial Issue of Seventy Million (70,000,000) BASEL III Compliant Green Bonds such decision is to be notified to the CSE on the day such decision is made, and the Subscription List will be closed at 4.30 p.m. on the following Market Day. (refer Section 5.2 of this Prospectus)
Conversion Price	The price based on the simple average of the daily VWAP of an ordinary voting share of the Bank during the Three (03) months period, immediately preceding the date of the Trigger Event.
Date of Allotment	The date on which the BASEL III Compliant Green Bonds will be allotted by the Bank to Applicants subscribing thereto.
Date of Redemption	The date on which redemption of the BASEL III Compliant Green Bonds will take place as referred to in section 5.7 of the Prospectus.
Entitlement Date	The Market Day immediately preceding the respective Interest Payment Date or Date of Redemption on which a BASEL III Compliant Green Bond Holder would

	need to be recorded as being a BASEL III Compliant Green Bond Holder on the list of BASEL III Compliant Green Bond Holders provided by the CDS to the Bank in order to qualify for the payment of any interest or any Redemption proceeds, in the event a Trigger Event does not occur.
Independent External Reviewer	Means at a minimum, an entity that possesses expertise and experience in: (a) 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 GSS+ Bond instrument is issued, and (b) providing an external review on the alignment of GSS+ Bonds with the International Capital Markets Association (ICMA) Principles and Guidelines and where applicable SLGFT or any related Taxonomy issued or that may be issued by the CBSL, 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)	The dates on which payment of interest in respect of the BASEL III Compliant Green Bonds shall fall due, which shall be Twelve (12) months from the Date of Allotment and every Twelve (12) months therefrom of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption. Interest would be paid not later than Three (03) Working Days from each Interest Payment Date. The final interest payment will be paid together with the principal sum within Three (03) Working Days from the Date of Redemption.
Interest Period	The Twelve (12) month period from a particular 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).
Issue/ Bond Issue	The offer of BASEL III Compliant Green Bonds to Qualified Investors pursuant to this Prospectus.
Issue Price/ Par Value	Sri Lankan Rupees One Hundred (LKR 100/-) per BASEL III Compliant Green Bond.
Market Day	Any day on which trading takes place at the CSE.
Non-Resident(s)	Any person resident outside Sri Lanka including country funds, regional funds, investment funds and mutual funds established outside Sri Lanka and shall include non-resident institutional investors.
Non-Viability Conversion	In the event of an occurrence of a Trigger Event as determined at the sole discretion of the Governing Board of CBSL, there would be a conversion of BASEL III Compliant Green Bonds to ordinary voting shares by the Bank without any requirement of approval by the BASEL III Compliant Green Bond Holders, in compliance with BASEL III requirements. Upon the occurrence of a Trigger Event, the outstanding balance of the BASEL III Compliant Green Bonds including the total par value of the BASEL III Compliant Green Bonds plus BASEL III Compliant Green Bond Interest accrued and unpaid (if any) as at that date will be permanently converted to ordinary voting shares at the Conversion Price. In the event of any BASEL III Compliant Green Bond Holder being entitled to a fractional allotment of an ordinary voting share on such issuance and allotment, the Bank shall settle such sums in cash, based on the issue price of such share.
Principal Sum	The product of the number of BASEL III Compliant Green Bonds allotted and the Par Value.

Prospectus	This Prospectus dated 14th July 2026 issued by Sampath Bank PLC.
Qualified Investors	As per the CSE Listing Rules Section 2.2.1 (q) (which is to be read together with the Definition Section of the CSE Listing Rules) the Qualified Investors shall include; (a) A commercial bank licensed by the CBSL in terms of the Banking Act No. 30 of 1988 (as amended); (b) A specialized bank licensed by the CBSL in terms of the Banking Act No. 30 of 1988 (as amended); (c) A mutual fund, pension fund, Employee Provident Fund or any other similar pooled fund; (d) A venture capital fund/ company and private equity company; (e) A finance company licensed by the CBSL in terms of the Finance Business Act No. 42 of 2011 (as amended); (f) A company licensed by the CBSL to carry on finance leasing business under the Finance Leasing Act No. 56 of 2000 (as amended); (g) A company licensed by the Insurance Board of Sri Lanka to carry on insurance business in terms of the Regulation of the Insurance Industry Act No. 43 of 2000 (as amended); (h) A corporate (listed or unlisted) which does not fall under the above categories and is incorporated under the Companies Act No. 07 of 2007; (i) An investment trust or investment company; (j) A non-resident institutional investor; and, (k) An individual with an initial investment of Sri Lankan Rupees Five Million (LKR. 5,000,000/-).
Redemption	Repayment of the Principal Sum and unpaid and accrued interest (if any) with regard to a BASEL III Compliant Green Bond to a BASEL III Compliant Green Bond Holder by the Bank.
Subordinated	Means the claims of the BASEL III Compliant Green Bond Holders shall in the event of winding up of the Bank rank after all the claims of secured and other unsecured creditors of the Bank and any preferential claims under any Statutes governing the Bank, but shall rank *pari passu* with other BASEL III Compliant Subordinated Green Bond Holders and BASEL III Compliant Subordinated Debenture Holders and in priority to and over the claims and rights of the shareholders of the Bank **unless there has been an issuance of ordinary voting shares to the BASEL III Compliant Green Bond Holders upon the occurrence of a Trigger Event in which event a BASEL III Compliant Green Bond Holder would cease to be a BASEL III Compliant Green Bond Holder and becomes a shareholder of the Bank to the extent of such issuance and will rank equal and *pari passu* with existing ordinary voting shareholders.**
Tier 2	Tier 2 capital includes the revaluation reserve approved by CBSL, 100% of Stage 1 and 50% of Stage 2 impairment provisions (subject to a maximum of 1.25% of risk-weighted assets on credit risk exposure of the Bank), and subordinated debt securities approved by CBSL.
Trigger Event	Means the earlier of a point or event at which the Governing Board of the CBSL in terms of item 10 (iii)(a) and (b) of Web Based Return Code 20.2.3.1.1.1 of the Banking Act Directions No. 01 of 2016 dated 29th December 2016 (as may be amended from time to time) determines: (a) that the Bank would become non-viable, without a write down in terms of item 10(iii)(a) of the Web Based Return Code 20.2.3.1.1.1 of the said Directions; or (b) to make a public sector injection of capital or equivalent support without which the Bank would have become non-viable in terms of Item 10(iii)(b) of the Web Based Return Code 20.2.3.1.1.1 of the said Directions.
Trust Deed	Trust Deed executed between the Bank and Bank of Ceylon on 03rd July 2026.
Trustee	Means Bank of Ceylon, a Banking Corporation duly established under the Bank of Ceylon Ordinance (Cap.397) and its successors or permitted assigns.
Unsecured	Repayment of the principal sum and payment of interest on the BASEL III Compliant Green Bonds are not secured by a charge on any asset of the Issuer.

Volume Weighted Average Price (VWAP)	The daily Volume Weighted Average Price (VWAP) of an ordinary voting share as published by the CSE.
Working Day	Any day (other than a Saturday or Sunday or any statutory holiday) on which the licensed commercial banks are open for general business in Sri Lanka.

5.0 PRINCIPAL FEATURES RELATING TO THE ISSUE

5.1 INVITATION TO SUBSCRIBE

The Board of Directors of Sampath Bank PLC (hereinafter referred to as the "Board") by the resolutions passed at the Board meetings held on 17th December 2025 and 25th March 2026, resolved to raise a sum of up to Sri Lankan Rupees Ten Billion (LKR 10,000,000,000/-) from Qualified Investors by an initial Issue of up to Seventy Million (70,000,000) BASEL III Compliant Green Bonds, of the par value of Sri Lankan Rupees One Hundred (LKR 100/-) each, with an option to increase the said sum by up to a further Sri Lankan Rupees Three Billion (LKR 3,000,000,000/-) by an issue of a further Thirty Million (30,000,000) of the said BASEL III Compliant Green Bonds, at the discretion of the Bank in the event of an oversubscription of the initial Issue.

As such a maximum amount of Sri Lankan Rupees Ten Billion (LKR 10,000,000,000/-) would be raised by the issuance of a maximum of One Hundred Million (100,000,000) BASEL III Compliant Green Bonds, of the par value of Sri Lankan Rupees One Hundred (LKR 100/-) each.

The Bank hereby invites Qualified Investors to make Applications for the BASEL III Compliant Green Bonds (i.e. Type A and Type B) which shall rank equal and *pari passu* with each other, apart from interest rate and tenor without any preference or priority of any one over the others (Please refer Sections 5.3 and 5.5 for further details regarding the BASEL III Compliant Green Bonds).

The rights of the BASEL III Compliant Green 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 claims of secured and other unsecured creditors of the Bank and any preferential claims under any Statutes governing the Bank, but shall rank equal and *pari passu* with other BASEL III Compliant Subordinated Debenture Holders and BASEL III Compliant Green Bond Holders, and in priority to and over the claims and rights of the shareholders of the Bank, regardless of whether these shares are listed or unlisted. However, if there has been an issuance of ordinary voting shares to the BASEL III Compliant Green Bond Holders upon the occurrence of a Trigger Event a BASEL III Compliant Green Bond Holder would cease to be a BASEL III Compliant Green Bond Holder and becomes a shareholder of the Bank to the extent of such issuance and will rank equal and *pari passu* with existing ordinary voting shareholders.

It is the intention of the Bank to list the BASEL III Compliant Green Bonds on the CSE. The CSE has given its in principle approval for the listing of the BASEL III Compliant Green Bonds and any ordinary voting shares which would be issued upon the occurrence of a Trigger Event (if any) on the CSE. However, the CSE reserves the right to withdraw such approval, in the circumstances set out in Rule 2.3(b) of the CSE Listing Rules.

As set out in Rule 2.2.1 (k) and Rule 2.2.1 (q) of the CSE Listing Rules and which are to be read together with the Definition Section of CSE Listing Rules, only Qualified Investors would be eligible to invest in these BASEL III Compliant Green Bonds. Further, as set out in Rule 3.3.5 (ii) (a) (ii) of the CSE Listing Rules, the secondary trading of these BASEL III Compliant Green Bonds shall also be limited to Qualified Investors. Accordingly, the primary and secondary market investments of the BASEL III Compliant Green Bonds are limited to the Qualified Investors.

In the event the Bank fails to comply with the additional annual and/ or quarterly reporting requirements in terms of CSE Listing Rules 7.12.4 (A) (I) (a) and (d) (as applicable), the Bank shall make an immediate market announcement and repeat the same on such non-compliance and the proposed rectification plan to be adopted by the Bank to ensure compliance with the relevant Listing Rule in accordance with CSE Listing Rule 7.12.4. (A) (II).

In the event the Bank fails to rectify the non-compliance within a period of Six (06) months from the date of the market announcement referred to above, the Bank shall:

i. Convene a meeting of the BASEL III Compliant Green Bond Holders within Thirty (30) days from the expiry of the said Six (06) months period, notify such BASEL III Compliant Green Bond Holders of details pertaining to the non-compliance and the remedial action taken in order to ensure compliance and such notification shall include a statement that a failure on the part of the Bank to rectify the non-compliance shall result in the CSE ceasing to recognize such debt securities of the Bank as green bonds within a period of Two (02) months from the date of the market announcement mentioned in point (iii) below and;

ii. Seek the approval of the BASEL III Compliant Green Bonds Holders for the proposed course of action to be taken by the Bank.

iii. Make an immediate market announcement setting out the outcome of the meeting of the BASEL III Compliant Green Bond Holders immediately following the date of the meeting of the BASEL III Compliant Green Bond Holders.

In the event CSE ceasing to recognize such debt securities of the Bank as green bonds as aforesaid, subject to relevant approvals from CSE and SEC being obtained (if required) such non-recognition may lead the Bank to effect changes to the existing features of the Basel III Compliant Green Bonds along with any other benefits attached thereto.

Further, it should be noted that these BASEL III Compliant Green Bonds are subjected to Tier 2 Capital rules as per the Banking Act Directions No. 01 of 2016 (as amended) as opposed to a conventional green bond, therefore no dissenting option would be provided to BASEL III Compliant Green Bond Holders where they could prematurely get their BASEL III Compliant Green Bonds redeemed in its entirety. As such Rule 7.12.4 (A) (II) (d) of the CSE listing rules will not be applicable to the BASEL III Compliant Green Bond Holders.

5.2 SUBSCRIPTION LIST

Subject to the provisions contained below, the Subscription List for the BASEL III Compliant Green Bonds pursuant to this Prospectus will open at 9.30 a.m. on 17th July 2026 and will remain open for Fourteen (14) Market Days including the Issue Opening Date until closure at 4.30 p.m. on 06th August 2026.

However, the Subscription List will be closed on an earlier date at 4.30 p.m. with notification to the CSE on the occurrence of the following:

(a) The maximum of One Hundred Million (100,000,000) BASEL III Compliant Green Bonds being fully subscribed; or

(b) The Board of Directors of the Bank decides to close the Issue upon the initial Issue of Seventy Million (70,000,000) BASEL III Compliant Green Bonds becoming fully subscribed.

In the event the Board of Directors of the Bank decides to exercise the option to further issue up to Thirty Million (30,000,000) BASEL III Compliant Green Bonds (having subscribed the initial Issue of Seventy Million (70,000,000) BASEL III Compliant Green Bonds) but subsequently decides to close the Subscription List upon part of further Issue of Thirty Million (30,000,000) BASEL III Compliant Green Bonds becoming subscribed, such decision is to be notified to the CSE on the day such decision is made, and the Subscription List will be closed at 4.30 p.m. on the following Market Day.

In the event the Board of Directors of the Bank decides to close the BASEL III Compliant Green Bond Issue without the full subscription of the initial Issue of Seventy Million (70,000,000) BASEL III Compliant Green Bonds, such decision is to be notified to the CSE on the day such decision is made and the Subscription List will be closed at 4.30 p.m. on the following Market Day.

5.3 TYPES OF BASEL III COMPLIANT GREEN BONDS

The BASEL III Compliant Green Bond Issue comprises BASEL III Compliant Green Bonds of Type A, and Type B that will carry rates of interest as described below:

BASEL III Compliant Green Bond Type	Type of Interest	Tenor	Interest Rate (per annum)	Annual Effective Rate (AER)	Interest Payment Frequency
Type A	Fixed Rate	5 years	13.00%	13.00%	Annual
Type B	Fixed Rate	7 years	13.25%	13.25%	Annual

Each of the Type A, and Type B BASEL III Compliant Green Bonds shall rank equal and *pari passu* other than with respect to the rate of interest and tenor.

5.4 OBJECTIVES OF THE ISSUE AND SPECIFIC RISK RELATING TO THE OBJECTIVES OF THE BASEL III COMPLIANT GREEN BOND ISSUE

The Bank proposes to utilize the entirety of the funds raised through this Issue for the purpose of achieving the following objectives;

a. Improve and further strengthen the Capital Adequacy Ratio (CAR) in line with the BASEL III guidelines.

Funds raised from the BASEL III Compliant Green Bond Issue will be utilized to improve the Tier 2 Capital of the Bank under the BASEL III regulations.

Sampath Bank's Capital Adequacy Ratio (CAR) under BASEL III

The Bank has complied with the BASEL III minimum capital adequacy requirement as at 31st March 2026 with Tier 1 ratio of 13.17% and Total Capital ratio of 15.79% respectively.

The adjusted ratios taking into account the intended proceeds of BASEL III Compliant Green Bond Issue computed under BASEL III will be as follows.

Current Total Capital Adequacy Ratio of the Bank and effect of the proposed BASEL III Compliant Green Bond Issue on the Total Capital Adequacy Ratio

Total Capital Adequacy Ratio of the Bank as at 31st March 2026 (as per the Unaudited Interim Financial Statements)		15.79%
Minimum Total Capital Adequacy Ratio to be maintained as at 31st March 2026 as per the Banking Act Direction No. 01 of 2016 (as amended)		13.5%
Total Capital Adequacy Ratio, adjusted for the proposed BASEL III Compliant Green Bond Issue	As at 31st March 2026 (Unaudited) with LKR 7 Bn	16.44%
	As at 31st March 2026 (Unaudited) with LKR 10 Bn	16.71%

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

Components of Capital	Minimum Regulatory Requirements	Actual position as at 31st March 2026 (Unaudited)
Common Equity Tier 1 Capital Ratio with Buffers (CCB and Capital Surcharge on D-SIBs)	8.0%	13.17%
Total Tier 1 Capital Ratio with Buffers (CCB and Capital Surcharge on D-SIBs)	9.5%	13.17%
Total Capital Adequacy Ratio (Tier 1 + Tier 2) with Buffers (CCB and Capital Surcharge on D-SIBs)	13.5%	15.79%

CCB: Capital Conservation Buffer

The Bank is of the view that the CAR of the Bank should be maintained at a level above the minimum requirement in order to accommodate the projected asset growth.

In the unlikely event of any shortfall of funds to be generated from the proposed BASEL III Compliant Green Bond Issue, the Bank will adjust the asset growth to maintain the desired level of CAR.

The Bank has obtained the approval from the Governing Board of CBSL to include the BASEL III Compliant Green Bond under Tier 2 Capital. The approval has been granted via letter dated 26th June 2026 by CBSL subject to the conditions stated therein.

Further, the Bank has obtained the shareholder approval by way of a special resolution at the Annual General Meeting (AGM) held on 30th March 2026 for the issuance of ordinary voting shares in the event of a Non-Viability Conversion upon the occurrence of a 'Trigger Event' and to waive the pre-emptive rights to a new issue of shares. In addition, as per the Rule 2.2.1 (p) of the CSE Listing Rules, the Bank has obtained the shareholder approval by way of a special resolution at the same meeting for the issuance of the BASEL III Compliant Green Bonds.

The entire quantum of funds raised from the BASEL III Compliant Green Bond Issue will be included under the Tier 2 Capital base of the Bank upon the allotment of the BASEL III Compliant Green Bonds.

b. Support the Bank's balance sheet growth through financing new Green Projects and/ or refinancing existing Green Projects and thereby releasing already allocated capital for loan growth in other sectors

The funds generated through the BASEL III Compliant Green Bond Issue will also be used to finance new eligible Green Projects and/ or refinance existing eligible Green Projects aligned to the International Capital Market Association's (ICMA) Green Bond Principles - June 2025 (GBP) and Sri Lanka Green Finance Taxonomy - May 2022 (SLGFT) published by the CBSL as part of the broader Sustainability Bond Framework (hereinafter referred to as "the Framework") of the Bank which is aligned to the ICMA GBP, Social

Bond Principles - June 2025 (SBP), Sustainability Bond Guidelines - June 2021 (SBG) and SLGFT published by the CBSL. Where relevant, the Bank will also have regard to complementary guidance under the Green Bond Principles (June 2025), including the Green Enabling Projects Guidance (June 2024). Furthermore, the Framework is aligned with Green Loan Principles of the Asia Pacific Loan Market Association (APLMA), Loan Market Association (LMA) and Loan Syndications and Trading Association (LSTA). The Framework will be reviewed periodically to reflect any future revisions.

For the proposed BASEL III Compliant Green Bond Issue, the estimated proportion between financing and refinancing is expected to be approximately 60:40. However, this ratio may vary slightly in line with changes to the timelines of projects within the pipeline. Such variations would not necessitate any additional disclosures, as the Framework provides the flexibility to determine the appropriate proportion between financing and refinancing based on developments in the project pipeline.

It is the understanding of the Bank that the entire quantum of funds will be utilized within a period of Two (02) years from the Date of Allotment of the BASEL III Compliant Green Bonds. The proportion of proceeds to be utilized for refinancing eligible Green Projects will be applied to refinance projects financed within a period of Two (02) years prior to the Date of Allotment of the BASEL III Compliant Green Bonds immediately upon allotment, despite the look-back period as per the Framework can be extended up to Three (03) years. The deployment of proceeds will be mainly through loans towards eligible Green Projects.

In the interim period, these funds shall be invested in its treasury liquidity portfolio. At the discretion, the portfolio may include liquid assets; mainly comprising government securities and will not be invested in excluded categories as defined in the Framework.

The Bank is confident of utilizing the funds generated through the Issue as stated within a period of Two (02) years from the Date of Allotment of the BASEL III Compliant Green Bonds.

Any lending to related parties will be carried out in compliance with all applicable statutes, directions 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 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 and Section 47 of the Banking Act No. 30 of 1988 (as amended).

The Bank recorded an average monthly gross loan disbursements of LKR 1.2 Bn to eligible renewable energy projects for the Three (03) months period ended 31st March 2026. In addition, the Bank recorded an average monthly gross loan disbursement of LKR 1.3 Bn to renewable energy projects for the Twelve (12) months ended 31st December 2025. The Bank is experiencing healthy and gradual growth in its renewable energy portfolio, which is the main contributor for the growth in green financing portfolio of the Bank.

With the gradual recovery of economic activities and the lower interest rate environment resulting from the accommodative monetary policy maintained by the CBSL throughout 2025, despite temporary disruptions arising from heightened geopolitical tensions, the economy continues to stabilize in 2026 under a more measured policy stance. Hence, it is anticipated that the entire quantum of funds will be utilized within a period of Two (02) years from the Date of Allotment of the BASEL III Compliant Green Bonds.

The objectives of the Issue do not amount to a major transaction of the Bank as defined by Section 185 of the Companies Act No. 07 of 2007 (as amended), based on the asset value of the Bank as at 31st March 2026.

The Bank has developed the Framework to ensure that the proceeds from potential investors and lenders via the issuance of green, social and sustainability bonds and borrowings, are managed transparently to achieve the specific objectives. The Framework also ensures that the Bank has proper systems and procedures in place to identify and classify eligible Green and Social Projects for the proper utilization of funds raised through such instruments, while reporting the allocation of funds and the impact created through the funds sourced, to the investors and other stakeholders. In addition, the Framework serves as a guide to avoid any reputational risks stemming from green or social washing.

The said Framework is hosted as a separate document to this Prospectus in the websites of the CSE, www.cse.lk and websites of the Bank, www.sampath.lk.

The BASEL III Compliant Green Bond Issue will be issued as per the guidelines of the Framework adhering to the GBP of the ICMA as well as the SLGFT. As such, the proceeds from the BASEL III Compliant Green Bond Issue will be exclusively used to finance and/ or refinance eligible projects falling within the eligible Green Project categories defined in the Framework.

Environmental Objectives and Guiding Principles of the SLGFT are,

Environmental Objectives	1. Climate change mitigation 2. Climate change adaptation 3. Pollution prevention and control 4. Ecological conservation and resource efficiency
Guiding Principles	1. Substantial contribution 2. Do no significant harm (DNSH) 3. Respect Sri Lanka's green development priorities 4. Science-based screening 5. Compatible with international standards and practices 6. Dynamic adjustment

A summary of the GBP June 2025 by the ICMA is as follows.

The GBPs are voluntary process guidelines that recommend transparency and disclosure and promote integrity in the development of the green bond market by clarifying the approach for issuance of a green bond.

The Four (04) core components for alignment with the GBP are,

1. Use of Proceeds

All designated eligible Green Projects should provide clear environmental benefits, which will be assessed and, where feasible, quantified by the issuer. The GBP explicitly recognize several broad categories of eligibility for Green Projects, within which the Bank has identified a few eligible Green Project categories, which are more fully described below and in the Framework.

Green projects may include assets, investments, and activities as well as related and supporting expenditures provided, they meet the Bank's eligibility criteria as per the Framework.

Green Enabling Projects

The GBPs recognize that Green Enabling Projects may be a necessary component for an eligible Green Project to be developed and/or implemented. Where the Bank finances or refinances Green Enabling Projects, such projects are expected to provide clear environmental benefits and ensure protection against potential adverse environmental and social impacts. The Bank will refer to ICMA's Green Enabling Projects Guidance (as amended) in such circumstances.

2. Process for Project Evaluation and Selection

The issuer of a green bond should clearly communicate to investors:

- The environmental sustainability objectives of the eligible Green Projects;
- The process by which the issuer determines how the projects fit within the eligible Green Projects categories; and
- Complementary information on processes by which the issuer identifies and manages perceived social and environmental risks associated with the relevant project(s).

3. Management of Proceeds

The GBP encourage a high level of transparency and recommend that an Issuer's management of proceeds be supplemented by the use of an External Auditor, or other third party, to verify the internal tracking method and the allocation of funds from the green bond proceeds.

4. Reporting

Issuers should make, and keep, readily available up-to-date information on the use of proceeds to be reviewed annually until full allocation, and on a timely basis in case of material developments.

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.

Factors Considered or to be Considered in Determining the Eligible Projects

The categories to which the proceeds of the BASEL III Compliant Green Bond Issue could be used as per the Framework include the following:

	Eligible Green Projects	Eligibility Criteria
1	Renewable energy	Financing or refinancing of production, transmission, distribution and storage of renewable energy, including but not limited to hydro power, wind power, solar power, geothermal energy, bioenergy, ocean energy and other renewable energy sources, including the associated, acquisition, construction, installation, maintenance, upgrading costs etc. The production of hydropower generators and pumped storage equipment, wind generators, solar generators, geothermal energy utilization equipment, marine energy utilization equipment and allied accessories and manufacturing of batteries for energy storage will also be considered as eligible activities. (eligibility criteria as per M3.4, M3.5, M3.6, M3.8, M3.9 & M3.10 of SLGFT)
2	Energy Efficiency	Financing or refinancing of projects that involve the development and manufacturing of products or technologies that reduce energy usage or recover energy. Examples include: • Manufacture of high-efficiency energy-saving household appliances such as energy-saving air-conditioners, air-conditioning units, refrigerators, electric washing machines, flat-screen TVs, electric fans etc. (eligibility criteria as per M3.15 of SLGFT) • Manufacture of energy efficiency equipment for buildings. (eligibility criteria as per M3.16 of SLGFT)
3	Clean Transportation	Financing or refinancing projects that involve transportation systems and projects that significantly reduce environmental impact through the use of low-emission or zero-emission vehicles, improved fuel efficiency, and enhanced public transit infrastructure. Examples include: • Infrastructure enabling low-carbon road transport: construction and operation of electric vehicle battery charging service facilities, new vehicle hydrogenation and other clean energy vehicle related infrastructure. (eligibility criteria as per M3.13, M6.4 of SLGFT) • Construction and operation of subways, light railways, tram and other urban rail transportation facilities; construction and operation of high-capacity public transportation facilities, such as BRT bus stations, lines and other facilities construction and operation; purchase of public transportation vehicles, etc. (eligibility criteria as per M7.1 of SLGFT) • Construction and operation of shared transportation infrastructure, such as systems for public rental bicycles, online bicycle rental, online electric bicycle rental, online car rental, car sharing, parking facilities and equipment, and bicycle parking facilities (eligibility criteria as per M7.3 of SLGFT) • Construction, leasing, renting and operation of personal mobility or transport devices where the propulsion comes from the physical activity of the user, from a zero- emissions motor, or a mix of zero-emissions motor and physical activity. This includes the provision of freight transport services by (cargo) bicycles. (eligibility criteria as per M7.5 of SLGFT)

4	Green Building	Financing or refinancing of acquisition, construction, renovation, or retrofitting of green buildings that have or will earn certifications from: • Urban Development Authority of Sri Lanka (rated Gold & Platinum); • Green Building Council of Sri Lanka (rated Gold & Platinum); or • International institutions such as LEED (Gold & Platinum), EDGE etc. (eligibility criteria as per M6.1, M6.2, M6.3, E4.1 of SLGFT)
5	Sustainable Waste Management/ Pollution Prevention and Control	• Financing or refinancing projects that involve integrated waste minimization, collection, management, transportation, disposal, re-use and recycling. (eligibility criteria as per M5.1, M5.2, M5.3, M5.4, M5.5, M5.6, E3.6 of SLGFT)

Use of Proceeds and criteria for borrowers

The Bank will extend funding for eligible Green Project categories through its lending activities and depending on the projects in pipeline at the time of the BASEL III Compliant Green Bond issuance, the proceeds could be directed to either one eligible Green Project category or to a few or distributed among all eligible Green Project categories. As such, there shall be no minimum allocation amongst each eligible Green Projects category or to equally distribute the proceeds among all eligible Green Project categories defined in the Framework. For avoidance of doubt, the Bank could deploy the proceeds entirely in one eligible Green Project category. Considering the recent disbursements and projects in pipeline, the Bank's intention is to allocate the proceeds of the BASEL III Compliant Green Bond issuance to finance/ refinance the eligible renewable energy portfolio.

The Bank shall not consider the sectors mentioned under the Annexure I – Restrictive Sectors for Lending of the Framework, as eligible projects.

All loans originated by the Bank are subject to environmental and social risk screening under the Environmental and Social Risk Management System (ESMS) or through preliminary assessments for certain retail products, with the ESMS providing a structured framework to identify, assess, mitigate, and monitor risks. All eligible Green Project must comply with the ESMS, ensuring adherence to the "Do No Significant Harm" principle and relevant national laws and international standards, including the IFC Performance Standards.

Contribution to the United Nations Sustainable Development Goals (UNSDGs) through Eligible Green Project Categories as per the Framework

Eligible Green Project Category	UNSDG Mapping
Renewable Energy	7 & 13
Energy Efficiency	9 & 13
Clean Transportation	9 & 13
Green Building	9 & 13
Sustainable Waste Management/ Pollution Prevention & Control	3 & 11

Systems, procedures, processes and controls in place with regard to issuance and subsequent activities of the BASEL III Compliant Green Bond Issue.

A. Evaluation and Selection of Eligible Green Projects

The Bank evaluates each eligible Green Projects based on its contribution to defined environmental objectives, including climate mitigation, and resource efficiency.

The Bank has a robust classification system to ensure that proceeds from bonds and borrowings are allocated to finance and/ or refinance eligible Green Projects. The classification of eligible Green Projects shall be in line with CBSL's directions, including SLGFT (as amended).

Refinancing Existing Eligible Green Projects and Financing New Eligible Green Projects

The eligible Green Projects approved for financing or projects commissioned within a look-back period of Two (02) years prior to the Date of Allotment of the BASEL III Compliant Green Bonds are eligible to be refinanced with the proceeds of the BASEL III Compliant Green Bond Issuance.

In the event the Bank opts to allocate part of the proceeds of the BASEL III Compliant Green Bond Issuance to finance new eligible Green Projects, the Framework allows such allocation to be completed within a period of Two (02) years from the Date of Allotment of the BASEL III Compliant Green Bonds.

The identification of eligible Green Projects are initiated at the credit evaluation stage and will be noted in the credit appraisals for the information of the approving authorities and for the use of the back office to ensure the loans are properly classified at the time of disbursement. Upon disbursement, all loans will be reflected in a common pool of loans and advances.

To select eligible Green Projects from the common pool of loans, the Bank has established a separate 'Sustainable Asset Selection Committee' (SASC), with representations from concerned business units as detailed under Section 2.2.2 of the Framework. SASC reports to the Management level Environmental, Social and Governance (ESG) Committee. The composition of the SASC could change time-to-time in line with the changes to the Bank's administrative structure.

SASC shall meet at least once a month to review the list of projects financed or refinanced by the business units during the immediately preceding month and tag the eligible projects to the relevant green, social or sustainability bond issuance using a flagging system.

If any project assigned to a particular bond issue; no longer meets the eligibility criteria, the flagging of such project shall be removed and replaced by another eligible project.

B. Allocation and Management of BASEL III Compliant Green Bonds Proceeds

For the BASEL III Compliant Green Bond Issuance, a separate general ledger account will be maintained by the Bank. This mechanism enables the Bank to maintain bond wise exposures and allocations separately.

The classification and flagging mechanism of eligible Green Projects enables the Bank to compare the unallocated amounts of the BASEL III Compliant Green Bond Issuance against the amount allocated to the eligible Green Projects at any given time.

SASC is responsible for ensuring flagging eligible Green Projects to the BASEL III Compliant Green Bond Issuance through the back office performs this task. SASC, subsequent to each monthly meeting as stated, will submit a confirmation in a standard format to the Bank's ESG Committee, which will contain the following minimum information.

(a) Outstanding of the BASEL III Compliant Green Bond Issuance, with relevant securities/ ISIN (where relevant)
(b) Proportion of allocated and unallocated amounts and the remaining availability period (if any unallocated amount of the BASEL III Compliant Green Bond Issuance).
(c) Flagging of eligible Green Projects for the BASEL III Compliant Green Bond Issuance
(d) Progress update on new disbursements into eligible Green Projects (i.e. monthly figures)
(e) Assurance regarding the classification of eligible Green Projects

The ESG Committee is responsible for directing the relevant stakeholders within the Bank to meet the commitments towards investors under the BASEL III Compliant Green Bond Issuance.

The Bank will obtain an assurance report from an Independent External Reviewer regarding the tracking method of the proceeds against allocations.

The proceeds of the BASEL III Compliant Green Bond Issuance shall be invested in the Bank's treasury liquidity portfolio mainly comprising government securities, which are considered as risk free investments in Sri Lanka and will not be invested in excluded categories as defined in the Framework, until the proceeds are allocated to finance new eligible Green Projects and/ or refinance existing eligible Green Projects.

C. Reporting with regard to the BASEL III Compliant Green Bonds

The Bank shall publish a report as part of its annual Integrated Report in addition to the quarterly reporting to be submitted along with quarterly financial statements pursuant to Rule 7.12.4 (A) of the CSE Listing Rules. Such annual and quarterly reports will comprise the following.

Allocation Reporting

The Bank will continue allocation reporting for the BASEL III Compliant Green Bond Issuance until full allocation is achieved, with detailed annual green bond reporting made available starting one year after the Issuance. The reporting will include (but not limited to) the net proceeds of the BASEL III Compliant Green Bond together with relevant securities identification, level of allocation at least at the category level together with split between refinance and fresh financing as a percentage, the outstanding amount of net proceeds to be allocated to eligible Green Projects at the end of the reporting period, remaining period available to achieve the full allocation for the BASEL

III Compliant Green Bond Issuance, types of temporary investment instruments for the balance of unallocated proceeds and maturity of BASEL III Compliant Green Bonds. The Bank will publish a Green Bond Report on Bank's website, www.sampath.lk, as part and parcel of the Integrated Annual Report, and the Bank may aim at aligning the timing of Green Bond Report/ information with other investor directed publications such as the Annual Report. The Bank will disclose the progress of the utilization of funds raised through this BASEL III Compliant Green Bond Issue in future interim and annual financial statements.

Impact Reporting

The impact reporting will be based on both qualitative and quantitative metrics at portfolio level (shall not include individual project details) to demonstrate the overall impact of the Bank's eligible Green Projects portfolio funded through the BASEL III Compliant Green Bonds. The impact reporting will be aligned with the Harmonized Framework for Impact Reporting (as amended) of ICMA, where applicable. The said Harmonized Framework outlines general core principles and recommendations for reporting to provide issuers with a reference as they develop their own reporting. In addition, the Harmonized Framework will suggest impact reporting metrics and sector specific guidance for selected project categories. In the event the said Harmonized Framework is updated, or replaced with any other acceptable framework, the Bank shall continue the impact reporting in accordance with such newly replaced framework.

In addition to disclosing the detailed allocation of the proceeds, the Bank will also report the assessment of the direct or indirect impact of the proceeds represented with, where possible, both qualitative and quantitative parameters. Furthermore, the Bank will endeavor to disclose methodologies, assumptions, and data sources where feasible. To the extent available, Bank will report on an annual basis on the following indicators:

	Eligible Green Project Category	Sample Impact Metrics
1	Renewable energy	a. Installed capacity of renewable energy plants (in MW/ or GW) b. Renewable energy generation (MWh) c. Greenhouse Gas (GHG) emissions reduced/avoided per year in tonnes of CO2 per year
2	Energy Efficiency	a. Energy savings (MWh/year) b. GHG emissions reduced/avoided (tCO2e)
3	Clean Transportation	a. Number of electric vehicles financed b. Reduction in fossil fuel consumption in kWh c. GHG emissions reduced/avoided (tCO2e)
4	Green Building	a. GHG emissions reduced/avoided (tCO2e) b. Energy savings (In MWh/ or kWh) c. Number of green building certificates obtained for projects financed/ refinanced
5	Sustainable Waste Management/ Pollution Prevention and Control	a. Percentage of waste diverted from landfill towards recycling, composting or energy recovery (In tons) b. GHG emissions reduced/avoided (tCO2e)

Where confidentiality agreements, competitive considerations, or the number of underlying projects limit the level of detail that can be disclosed, reporting may be presented in generic terms or on an aggregated portfolio basis, consistent with GBP.

The Bank shall comply with the applicable reporting requirements of the CSE Listing Rules, namely the CSE Listing Rule 7.6 (xviii) and 7.12.4 (A) (I).

External Review

Pre-issuance – Independent Assurance Statement

As per the CSE Listing Rule 2.2.1 (o) (c), the Bank shall appoint an Independent External Reviewer, to provide, at a minimum, prior to the issue, an external review in the form of a written report in accordance with either a Consultant's Review/ Second Party Opinion (SPO), a Verification or a Green Bond Rating (separate from an issuer's overall ESG rating).

Accordingly, the Bank has obtained an Independent Limited Assurance Statement (refer Annexure VI) in the form of Verification from an Independent External Reviewer to comply with the said Listing Rule of the CSE. The Independent Assurance Statement will be published on the Bank's website, https://www.sampath.lk/, as an Annexure to the Prospectus.

Post-issuance – Periodic External Review

Following the successful issuance of the BASEL III Compliant Green Bonds, the Bank shall engage the Independent External Reviewer to review the internal processes and controls on the management of proceeds, and periodic post-issuance reports in connection with the BASEL III Compliant Green Bonds such as allocation reports and impact reports at the time of year-end audit. Upon obtaining these reports, the same shall be made available on either the Bank's website, https://www.sampath.lk/ or in the Bank's annual integrated reports, in abridged form.

The Bank has committed to seeking independent post-issuance assurance on an annual basis. This annual review will commence a year from issuance date of its first green bond and the timing of the release of first assurance report will be aligned to the timing of annual integrated reporting.

The Bank will disclose the progress of the utilization of funds raised through this BASEL III Compliant Green Bond Issue in future interim and annual financial statements, in the format presented below, until these funds are fully utilized for the objectives stated in the Prospectus. If due to some unforeseen reason, these funds are not utilized as proposed, the Bank will seek relevant approvals (as applicable) regarding the course of action to be taken in accordance with the procedures prescribed under the CSE Listing Rules. In such an instance the Bank will make a prior market announcement through the CSE in this regard.

BASEL III Compliant Green 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 from proceeds (LKR) (A)	% of Total Proceeds	Amount utilized (LKR) (B)	% of utilization against allocation (B/A)	Clarification if not fully utilized including where the funds are invested (eg; whether lent to related parties etc.)
1	To increase the Tier 2 Capital Base thus, increasing the Capital Adequacy Ratio (CAR) of the Bank	Maximum issue of LKR 10.0 Bn	Upon the allotment of the BASEL III Compliant Green Bonds. CBSL Approval has been obtained to include the amount raised via the BASEL III Compliant Green Bond Issuance under Tier 2 Capital Base.	To be disclosed in the Annual Report and the Interim Financial Statements				
2	To Support the Bank's balance sheet growth through financing new Green Projects and/ or refinancing existing Green Projects and thereby releasing already allocated capital for loan growth in other sectors		Over a period of Two (02) years from the Date of Allotment, if deployed in new eligible Green Projects. In the event of refinancing existing eligible Green Projects, such refinancing shall be undertaken immediately upon the allotment of the BASEL III Compliant Green Bonds up to the required level in line with the proportion between financing and re-financing set out in Section 5.4 (b).	To be disclosed in the Annual Report and the Interim Financial Statements				

The proceeds of the Sri Lankan Rupees Ten Billion (LKR 10,000,000,000/-) BASEL III Compliant Green Bond Issuance will be used to finance new eligible Green Projects and/ or refinance existing eligible Green Projects as per the Framework.

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

Specific Risks Relating to the Objectives of the BASEL III Compliant Green Bond Issue

The risk of undersubscription of the BASEL III Compliant Green Bond Issue will be greatly mitigated through appointing experienced Placement Agent to the Issue, pre-marketing and building a pipeline of potential Qualified Investors.

Dependence of proceeds of the Issue to achieve the stated objectives 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.

No further shareholder approval will need to be sought in the event the BASEL III Compliant Green Bond Issue is not fully subscribed.

It is expected that the BASEL III Compliant Green Bond proceeds will be fully allocated within a period of Two (02) years from the Date of Allotment. In the event where the funds are not utilized immediately upon the receipt of funds, the Bank intends to invest these funds in its treasury liquidity portfolio mainly comprising government securities.

There is no specific risk factor that may lead to non-achievement of expansion targets pertaining to the Bank's loans and advances portfolio within the specified timeline via the proceeds of the Issue up to a maximum of Sri Lankan Rupees Ten Billion (LKR 10,000,000,000/-).

However, in the highly unlikely event of the Bank failing to lend these funds, for the specified objectives within the aforementioned time-frame, due to any unforeseen reason, the funds would continue to remain invested in its treasury liquidity portfolio, until an alternative objective is pursued upon following the required procedure in accordance with the CSE Listing Rules. The Bank undertakes that in such an unlikely scenario, it will make the necessary market announcements and disclosures (as applicable), as per the relevant CSE Listing Rules.

5.5 PAYMENT OF INTEREST

The BASEL III Compliant Green Bonds will carry fixed rates of interest as described below, payable on the respective Interest Payment Dates:

BASEL III Compliant Green Bond Type	Type of Interest	Tenor	Interest Rate (per annum)	Annual Effective Rate (AER)	Interest Payment Frequency
Type A	Fixed Rate	5 years	13.00%	13.00%	Annual
Type B	Fixed Rate	7 years	13.25%	13.25%	Annual

The interest rates have been determined, giving consideration to the Bank's rating as Issuer, the instrument rating, prevailing market conditions and features of the instrument, including the 'Non-Viability Convertible feature' inherent in BASEL III Compliant instruments.

The interest on the outstanding principal sum of BASEL III Compliant Green Bonds will accrue on a daily basis from the Date of Allotment until the date immediately preceding the Date of Redemption/ maturity of the principal sum (both days inclusive).

The interest due on the BASEL III Compliant Green 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) Working Days from each Interest Payment Date. The final interest payment will be made together with the principal sum within Three 03) Working Days from the Date of Redemption/ Maturity.

Qualified Investors who wish to receive their interest payments using an Electronic Fund Transfer mechanism should ensure that their bank account details are provided to the CDS, since the relevant payments will be made based on the bank account details provided to the CDS.

Non-Resident Applicants should ensure that their Inward Investment Accounts (IIA) through which they make payment to purchase the BASEL III Compliant Green Bonds is recorded in the CDS as the relevant IIA to which interest payments and redemption proceeds are to be sent, in order for the interest payments and redemption proceeds to be sent to the aforementioned IIA.

In order to accommodate the BASEL III Compliant Green Bond interest cycles in the CDS System of the CSE, the payment of interest on a particular Interest Payment Date will include BASEL III Compliant Green Bond Holders holding BASEL III Compliant Green Bonds in the CDS as of the Entitlement Date. If the Entitlement Date is a holiday, interest shall be calculated including the Entitlement Date.

Upon the occurrence of the 'Trigger Event', as determined by the Governing Board of the CBSL, the Bank shall be required and entitled to issue and within Twenty (20) days to allot ordinary voting shares of the Bank ranking equal and *pari-passu* with the existing ordinary voting shares, to the BASEL III Compliant Green Bond Holders up to the outstanding balance of such BASEL III Compliant Green Bonds including the total par value of the BASEL III Compliant Green Bonds plus accrued and unpaid BASEL III Compliant Green Bond Interest (if any). As such upon issuance of ordinary voting shares to the BASEL III Compliant Green Bond Holders, as stated above, no interest will be accrued on BASEL III Compliant Green Bonds thereafter**, as the BASEL III Compliant Green Bonds will cease to exist.**

5.6 APPLICATION OF TAX ON INTEREST PAYMENTS

Interest on the BASEL III Compliant Green Bonds will be paid after deducting any taxes liable and charges thereon (if any) as per the applicable law prevalent at the time the interest payment to the BASEL III Compliant Green Bond Holders.

Qualified Investors are advised to obtain clarifications in this regard from their tax advisors.

5.7 REDEMPTION OF BASEL III COMPLINAT GREEN BONDS AND CONSEQUENCE OF A TRIGGER EVENT

Redemption of BASEL III Compliant Green Bonds

Redemption of the BASEL III Compliant Green Bonds will take place on the respective Date of Redemption as described below in accordance with the provisions of the Trust Deed. The principal sum and unpaid and accrued interest (if any) payable on the redemption of BASEL III Compliant Green Bonds will be paid not later than Three (03) Working 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 Interest shall be paid for each calendar day up to the date immediately preceding such Market Day.

These BASEL III Compliant Green Bonds shall not be redeemed by the Bank prior to maturity for any reason whatsoever except due to the occurrence of an Event of Default as contemplated in Clause 10.1 and Clause 10.5 of the Trust Deed. Repayment before maturity, of the principal sum of the BASEL III Compliant Green Bond in any circumstance shall be subject to the prior written approval from the CBSL and the approval of Three Fourth ($3/4^{th}$) of the BASEL III Compliant Green Bond Holders in nominal value of the BASEL III Compliant Green Bonds outstanding when the principal sum is repaid before maturity. The BASEL III Compliant Green Bond Holder shall not have any right or option to call for redemption of the BASEL III Compliant Green Bonds before the date of maturity of such BASEL III Compliant Green Bonds.

As such, CSE Listing Rule 7.12.4 (A) (II) (d) (payment of maturity proceeds to dissenting bondholders) or any other Rule which could accelerate the repayment of future scheduled payments or any other green bond features (or GSS+ bond features, depending on the prevailing terminology in the CSE Listing Rules at such point of time) shall not be applicable to these BASEL III Compliant Green Bonds.

However, if a Trigger Event occurs prior to maturity or at the point of maturity, the BASEL III Compliant Green Bonds will get converted to ordinary voting shares ranking equal and *pari passu* with the existing ordinary voting shares of the Bank.

Trigger Event

A 'Trigger Event' is determined by and at the sole discretion of the Governing Board of the CBSL, (i.e. conversion of the said BASEL III Compliant Green Bonds upon occurrence of the Trigger Event will be effected by the Bank solely upon being instructed by the Governing Board of the CBSL), and is defined in the Web Based Return Code 20.2.3.1.1.1 (10) (iii) (a & b) of the Banking Act Directions No. 01 of 2016 (as amended) as a point/ event is the earlier of;

(a) "A decision that a write-down, without which the Bank would become non-viable, is necessary, as determined by the Governing Board of the CBSL. **OR**

(b) The decision to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable, as determined by the Governing Board of the CBSL".

Conversion Price

Outstanding balance of the BASEL III Compliant Green Bonds including the total par value of the BASEL III Compliant Green Bonds plus accrued and unpaid BASEL III Compliant Green Bond Interest (if any) as at that date, will be permanently converted at an issue price for such ordinary voting shares which will be based on the simple average of the daily VWAP of an ordinary voting share as published by the CSE during the Three (03) months period, immediately preceding the date of the Trigger Event.

The Bank has decided to use the simple average of the VWAP as indicated above due to its practicality and equitability as a pricing formula for conversion. Averaging out of the VWAP over a period of Three (03) months preceding the Trigger Event as opposed to a shorter window closer to the Trigger Event, is aimed at smoothing out price effects and the consequent conversion price would be fair and equitable to the Bank and to the existing shareholders. Due to the formula being applied using publicly available data published by the CSE, there is a high degree of transparency that results from the adoption of this method.

If the prevailing Three (03) month VWAP at the time of the Trigger Event is low, it would result in a comparatively higher number of ordinary voting shares being issued to the BASEL III Compliant Green Bond Holders. Alternately, where a higher Three (03) month VWAP prevails at the time of the Trigger Event it would result in a comparatively lower number of ordinary voting shares being issued to BASEL III Compliant Green Bond Holders.

Issuance of ordinary voting shares upon occurrence of a Trigger Event

Based on above conversion mechanism the outstanding balance of the BASEL III Compliant Green Bonds including the total par value of the BASEL III Compliant Green Bonds plus accrued and unpaid BASEL III Compliant Green Bond interest (if any) as at that date, will be permanently converted to ordinary voting shares, which will be listed on the CSE. If a Trigger Event occurs and thereafter a conversion to ordinary voting shares takes place, the BASEL III Compliant Green Bonds will cease to exist. In the event of any BASEL III Compliant Green Bond Holder being entitled to a fractional allotment of an ordinary voting share on such issuance and allotment, the Bank shall settle such sums in cash, based on the issue price of such share.

The Non-Viability Conversion is beneficial for the Bank, as the conversion is perceived more positively by the potential Qualified Investors compared to a write-down. Furthermore, the BASEL III regulations require the Bank to maintain robust capital levels to absorb losses during financial stress and conversion of BASEL III Compliant Green Bonds to ordinary voting shares helps the Bank to meet such capital requirements more effectively than a write-down, which could be beneficial for the Bank and Qualified Investors in the long term.

Applicable timelines

Upon the occurrence of the Trigger Event as determined by the Governing Board of the CBSL, the Bank shall be required and entitled to issue and within Twenty (20) days to allot ordinary voting shares of the Bank ranking equal and *pari-passu* with the existing ordinary voting shares to the BASEL III Compliant Green Bond Holders as of the Trigger Date, up to the outstanding balance of such BASEL III Compliant Green Bonds including the total par value of the BASEL III Compliant Green Bonds plus accrued and unpaid BASEL III Compliant Green Bond interest (if any) as at that date at an issue price for such ordinary voting shares which will be based on the Conversion Price.

The CDS upload pertaining to ordinary shares will be completed within Ten (10) Market Days from the Date of Allotment of such shares. In the event of any BASEL III Compliant Green Bond Holder being entitled to a fractional allotment of an ordinary voting share on such issuance and allotment, the Bank shall settle such sums in cash, based on the issue price of such share within Fourteen (14) Market Days from the Date of Allotment of the said ordinary voting shares.

Market Announcements

The Bank on receipt of a Trigger Event notification from the CBSL will immediately make a market announcement of the same and further announce the "Conversion Price" and "dates" (i.e. Trigger Event date, Date of Allotment and CDS upload date) pertaining to such conversion of BASEL III Compliant Green Bonds to ordinary voting shares. Further, the Bank shall disclose any other information as required by the CSE at such point of time regarding the conversion of BASEL III Compliant Green Bonds to ordinary voting shares.

Compliance with applicable laws and regulations

Issue of any new ordinary voting shares due to occurrence of a Trigger Event, would be carried out in compliance with the applicable laws and regulations of Sri Lanka, including any regulations applicable on 'material interest that a shareholder may hold' in terms of the Banking Act No. 30 of 1988 (as amended).

Non-occurrence of a Trigger Event

The proposed Type A BASEL III Compliant Green Bonds will be redeemed in Five (05) years, and Type B BASEL III Compliant Green Bonds will be redeemed in Seven (07) years respectively from the Date of Allotment of such BASEL III Compliant Green Bonds and the principal sum and unpaid and accrued interest (if any) payable on the redemption of BASEL III Compliant Green Bonds will be paid not later than Three (03) Working Days from the Date of Redemption, unless otherwise a Trigger Event occurs as detailed above.

5.8 PAYMENT METHOD

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

In the event accurate bank account details are provided to the CDS by the BASEL III Compliant Green Bondholders, the payment of principal sum and interest shall be made to BASEL III Compliant Green 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 Qualified Investor) or SLIPS. RTGS transfers however shall be accommodated only for amounts over and above the maximum value that can be accommodated via SLIPS transfers (i.e. Sri Lankan Rupees Ten Million (LKR 10,000,000/-) as of the date of this Prospectus).

If the BASEL III Compliant Green 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 BASEL III Compliant Green Bondholder will be posted to the address registered with the CDS through registered post to the BASEL III Compliant Green Bond Holder, by crossed cheques marked "Account Payee Only". The interest as at the Interest Payment Dates and the principal sum as at the Date of Redemption would be paid not later than Three (03) Working Days thereon.

It is the responsibility of the Non-Resident and Foreign Qualified Investors to ensure that their details of IIA through which they invest for BASEL III Compliant Green Bonds are recorded correctly against the records in CDS to dispatch their BASEL III Compliant Green Bond interest payments and principal on redemption.

5.9 TRUSTEE TO THE ISSUE

Bank has entered into an agreement with Bank of Ceylon (hereinafter called the 'Trust Deed'), who will act as Trustee to the Issue and who is in compliance with the requirements Rule 2.2.1 (n) (ii), (iii) and (iv) of the CSE Listing Rules. BASEL III Compliant Green Bond Holders in their Application Forms for subscription will be required to authorize the Bank of Ceylon to act as Trustee for the BASEL III Compliant Green Bond Holders, based on the Trust Deed duly executed on 03rd July 2026.

The rights and obligations of the Trustee are set out in the Trust Deed and the BASEL III Compliant Green Bonds will be subject to the terms and conditions and confer such rights as are incorporated in the said Trust Deed.

Trustee/ its directors have no conflict of interest with the Bank, except that the Trustee is one of the banks rendering banking related services to the Bank. In the event the Trustee to the Issue, subscribes to a substantial number of BASEL III Compliant Green Bonds, the Bank will make an immediate market announcement on same, specifying information on the number of BASEL III Compliant Green Bonds subscribed by the Trustee.

5.10 INDEPENDENT EXTERNAL REVIEWER

The Bank has appointed Ernst & Young (EY) as the Independent External Reviewer (hereinafter referred to as 'External Reviewer'). The External Reviewer has agreed to provide a Verification (Annexure VI) for Sampath Bank PLC's Framework in accordance with the GBP – Voluntary Process Guidelines for Issuing Green Bonds (June 2025) issued by the ICMA. The External Reviewer has no conflict of interest with the Bank and the External

Reviewer is an independent party to the Bank and will remain independent until the maturity of the BASEL III Compliant Green Bonds.

EY will conduct their engagement in accordance with Sri Lanka Standard on Assurance Engagements (SLSAE) 3000 (Revised) Assurance Engagements other than audits or reviews of historical financial information. (SLSAE) 3000 (Revised) issued by the Institute of Chartered Accountants of Sri Lanka. Those standards require that EY is independent and that EY fulfills their ethical responsibilities that are relevant to the Engagement and same is clearly defined in the relevant engagement letters.

EY's "ability to navigate complex sustainability engagements substantiates its market-leading capabilities", is the official verdict from independent analyst firm Verdantix, which has once again named EY as a "Leader" in its 2026 analysis of the ESG and sustainability consulting market. In their 2026 analysis of the Sustainability Consulting market, Verdantix recognized EY's ability to lead complex, enterprise wide sustainability transformations at scale across industries and geographies (source: https://www.verdantix.com/venture/report/green-quadrant--sustainability-consulting-2026/ accessed 22nd May 2026). In 2025 and 2024 also, EY recognized as a market leader in Climate Change Consulting and ESG and Sustainability Assurance by Verdantix. This impressive accolade reinforces EY's market leadership position, building on 2023 recognition as a "Leader" in climate change consulting, and 2022 recognition as a "Leader" in ESG and Sustainability consulting. For the second year in a row in 2025, the global EY organization achieves CDP "A" assessment for corporate climate change disclosure: reflecting continuous investment, integration and progress.

With over 100 years of experience in Sri Lanka, EY Sri Lanka is a well-known, rapidly growing firm of Chartered Accountants. EY Sri Lanka has four branch offices in Kandy, Galle, Matara and Hambantota as well as an office in the Republic of the Maldives. There are 900+ employees including 23 Partners/Principals. These employees have experience and expertise in Assurance, Consulting, Strategy and Transactions, Taxation, Accounting, Auditing, Internal Audit Services, Management Consulting Services, Information Systems Audits, Information Technology Services, and Recruitment services.

EY Sri Lanka provides Sustainability Assurance Services across a variety of internationally recognized standards and frameworks, including the Global Reporting Initiative (GRI), Integrated Reporting (IR) Framework, Sustainability Accounting Standards Board (SASB) Standards, Task Force on Climate-Related Financial Disclosures (TCFD) Recommendations and SLFRS Sustainability Disclosure Standards (SLFRS S1 and SLFRS S2). These assurance engagements are conducted in accordance with the Sri Lanka Standards on Assurance Engagement (SLSAE) 3000 (Revised) - Assurance Engagements Other than Audits or Reviews of Historical Financial Information or International Standards on Assurance Engagement (ISAE) 3000 (Revised) - Assurance Engagements Other than Audits or Reviews of Historical Financial Information. Based on these experiences, EY has developed capabilities and expertise to provide pre-issuance and post-issuance green bond assurance services in accordance with the applicable international standards and framework on green bonds such as the Principles issued by the ICMA; the European Green Bond Standard (EUGBS); and the Climate Bonds Initiative Standards (CBI Standards).

EY team includes 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 (Revised) standard complied with the independence and other ethical requirements of the Code of Ethics for professional Accountants issued by CA Sri Lanka (Code of Ethics), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality, and professional behavior. EY applies Sri Lanka Standard on Quality Control 1(SLSQC 1) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Profile of Key Personnel involved in the independent external verification

Buwanesh Wijesuriya
Partner – Ernst & Young, Head of Strategy and Transactions and Climate Change and Sustainability Services

Buwanesh has over 30 years of experience in providing Assurance, Strategy and Transactions advisory services and Climate Change and Sustainability Services to clients in diverse industry sectors including banks, insurance and finance companies. Buwanesh is a fellow member of the Institute of Chartered Accountants of Sri Lanka (FCA) and the Charted Institute of Management Accountants, UK (FCMA).

Sampath Jayawardena
Senior Director – Ernst & Young, Climate Change and Sustainability Services (CCaSS)

Sampath has more than 20 years of experience in providing Assurance, Strategy and Transactions and CCaSS services to clients in various industry sectors including banks, insurance and finance companies. Sampath is an Associate Member of the Institute of Chartered Accountants of Sri Lanka (ACA), an Associate Member of Associate of Chartered Certified Accountants of United Kingdom (ACCA-UK), an Associate Member of the

Chartered Institute of Management Accountants of United Kingdom (ACMA-UK) and a Chartered Global Management Accountant (CGMA) as well as an Associate Member of the Institute of Certified Management Accountants of Sri Lanka (ACMA). He also holds a Master of Business Administration (MBA) degree at Postgraduate Institute of Management (PIM) of University of Sri Jayewardenepura and Master of Science Degree in Climate Change and Environmental Management from University of Colombo.

Amra Yooseph
Senior Manager – Ernst & Young, Climate Change and Sustainability Services (CCaSS)

Amra is specializing in sustainability reporting and assurance. With over 8 years of experience, she's well-versed in sustainability reporting standards and guidelines, having applied her expertise across 60 companies in various sectors including healthcare, financial services, insurance, manufacturing, diversified conglomerates, and hospitality. Amra after successfully graduating from Cardiff Metropolitan University with a bachelor's in business and management, and a Master of Business Administration (MBA) from University of Bedfordshire.

5.11 RATING OF THE BASEL III COMPLIANT GREEN BOND

Fitch Ratings Lanka Limited has assigned a credit rating of 'A(lka)' to the BASEL III Compliant - Tier 2 Listed Rated Unsecured Subordinated Redeemable Green Bonds with a Non-Viability Conversion feature, of up to Sri Lankan Rupees Ten Billion (LKR 10,000,000,000). A copy of the rating certificate is given in Annexure III of this Prospectus.

The Bank's rating is 'AA-(lka)/Stable' by Fitch Ratings Lanka Limited. The Bank's rating was upgraded to 'AA-(lka)/Stable' from 'A(lka)/Stable', in January 2025.

The Board of Directors would undertake to keep the CSE and the Trustee to the Issue informed and take steps to make an immediate market announcement on any change to the credit rating of the BASEL III Compliant Green Bonds when the Board of Directors are aware of any changes to the same.

You may access the guidelines from Fitch Ratings regarding the Global Bank Rating Criteria (which includes the rating methodology applicable to this particular instrument under the approach set out for going-concern instruments via the link given below;

https://www.fitchratings.com/research/banks/bank-rating-criteria-15-03-2024

5.12 RIGHTS OF THE BASEL III COMPLIANT GREEN BOND HOLDERS

(a) The BASEL III Compliant Green Bond Holders are entitled to:
   (i) Receive the interest on the Interest Payment Dates at the interest rates set out in Section 5.3 of this Prospectus and the principal sum on the Date of Redemption as set out in Section 5.7 of this Prospectus, subject to the provisions contained in this Prospectus regarding the occurrence of a Trigger Event.
   (ii) Call and attend meetings of BASEL III Compliant Green Bond Holders as set out in the Trust Deed.
   (iii) 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.
   (iv) The other rights of the BASEL III Compliant Green Bond Holders as set out in the Trust Deed.

   In the event of the Bank winding up, the claims of the BASEL III Compliant Green Bond Holders will rank after all the claims of secured and other unsecured creditors of the Bank and any preferential claims under any Statutes governing the Bank, but shall rank *pari passu* with other BASEL III Compliant Subordinated Debenture Holders and BASEL III Compliant Subordinated Green Bond Holders and in priority to and over the claims and rights of the shareholders of the Bank, regardless of whether these shares are listed or unlisted, unless there has been an issuance of ordinary voting shares to the BASEL III Compliant Green Bond Holders upon occurrence of a Trigger Event in which case a BASEL III Compliant Green Bond Holder would cease to be a BASEL III Compliant Green Bond Holder and would become a shareholder of the Bank to the extent of such issuance and will rank equal and *pari passu* with existing ordinary voting shareholders.

(b) The BASEL III Compliant Green Bond Holders are **not** entitled to:
   (i) Attend and vote at meetings of holders of shares and other bonds
   (ii) Share the profits of the Bank
   (iii) Participate in any surplus in the event of liquidation
   (iv) Calling for redemption before maturity, subject to the provisions stated in the Trust Deed
   (v) Convert the BASEL III Compliant Green Bonds into ordinary voting shares at their option

   However, in the event the BASEL III Compliant Green Bond Holders becoming ordinary voting shareholders of the Bank, due to the occurrence of a Trigger Event, they would be immediately entitled to exercise such rights as are exercisable by the shareholders of the Bank holding ordinary voting shares.

5.13 OBLIGATIONS OF THE BASEL III COMPLIANT GREEN BOND HOLDERS

Each BASEL III Compliant Green Bond Holder must ensure that the information in respect of the securities account maintained with the CDS is up to date and accurate. Each BASEL III Compliant Green 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 BASEL III Compliant Green Bond Holders 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 BASEL III Compliant Green Bond Holders.

5.14 BENEFITS OF INVESTING IN BASEL III COMPLIANT GREEN BONDS

(a) Provides an opportunity to diversify the investment portfolio of the Qualified Investor.

(b) Provides the Qualified Investor with a regular cash inflow of interest payments.

(c) Provides the Qualified Investor with an opportunity to earn a fixed rate of interest from the BASEL III Compliant Green Bonds.

(d) Provides the Qualified Investor with an opportunity to invest in BASEL III Compliant Green Bonds issued by a leading bank in Sri Lanka.

(e) Being listed on the CSE, the BASEL III Compliant Green Bonds will have a secondary market subject to secondary market trading of these BASEL III Compliant Green Bonds being limited to 'Qualified Investors' as defined in the Prospectus, thus providing the Qualified Investor with an opportunity to exit at the market price prevailing at the time of divestiture subject to market conditions.

(f) The BASEL III Compliant Green Bonds may be used as collateral to obtain credit facilities from banks and financial institutions with the exception of the issuing Bank.

(g) Opportunity to realize capital gains according to interest rate fluctuations in the financial market. Further if the investment is held to maturity, there will be no capital loss incurred.

(h) Investing in BASEL III Compliant Green Bonds allows investors to align their investments with their values. It enables them to contribute to green projects while potentially enhancing their reputation as environmentally responsible investors.

(i) Opportunity to satisfy ESG requirements of investment mandates where applicable.

5.15 RISKS INVOLVED IN INVESTING IN THE BASEL III COMPLIANT GREEN BONDS

Subscribers to the BASEL III Compliant Green Bonds could be exposed to the following risks.

(a) Interest Rate Risk

Provided all other factors are equal, the market price of the BASEL III Compliant Green 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 BASEL III Compliant Green Bonds resulting from a rise in interest rates. 'Market interest rate' means the interest rates, which prevail at a given time for similar investments with a similar maturity and risk profile.

(b) Price Risk

Price risk is the risk arising from a change in the price/ value of a BASEL III Compliant Green Bond from a movement in the interest rate environment. Price Risk could result in capital gains or losses to BASEL III Compliant Green Bond Holders depending on the direction of interest rate movement. In general, Price Risk will be more pronounced in fixed rate BASEL III Compliant Green Bonds than in their floating rate counterparts.

(c) Reinvestment Risk

Interest on Type A and Type B BASEL III Compliant Green Bonds are payable annually. A Qualified Investor may decide to reinvest these interest payments and earn interest from that point onwards. Depending on the prevailing interest rates in the market at the point of reinvestment, the risk of returns generated by BASEL III Compliant Green Bond Holders by reinvesting such interest received being higher or lower than the return offered by the BASEL III Compliant Green Bonds is known as reinvestment risk.

(d) Default Risk

Default risk, also referred to as credit risk, means the risk that the issuer of BASEL III Compliant Green Bonds may default, i.e. the issuer will not be able to pay interest and principal payments on a timely manner. Default risk is evaluated by rating agencies. The Bank has been assigned a rating of 'AA-(lka)/Stable' by Fitch Ratings Lanka Limited.

The BASEL III Compliant Green Bond Issue has been rated by Fitch Ratings Lanka Limited, which has assigned a rating of 'A(lka)' for the BASEL III Compliant Green Bonds. A copy of the relevant rating certificate is given in Annexure III of this Prospectus.

(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 BASEL III Compliant Green Bonds, the Bank has applied for a listing of these BASEL III Compliant Green Bonds on the CSE and has received in-principle approval for such listing whereby BASEL III Compliant Green Bond Holders will be able to sell the BASEL III Compliant Green Bonds through the CSE in order to convert the BASEL III Compliant Green Bonds to cash and exit from the investment. However, transaction price or bid-ask spread will be dependent upon the marketability, demand, supply and other macro factors such as market interest rates. Furthermore, it should be noted that the secondary debt market is not as developed as the secondary equity market in Sri Lanka.

(f) 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.

(g) Subordination Risk

The BASEL III Compliant Green Bonds will be the Bank's direct unsecured obligations which, if the Bank becomes insolvent or is wound-up (prior to the occurrence of a Trigger Event), will rank *pari passu* with the Bank's other BASEL III Compliant Subordinated Debentures and BASEL III Compliant Subordinated Green Bonds and will be subordinated in right of payment to the claims of the Bank's secured and other unsecured creditors of the Bank and any preferential claims under any Statutes governing the Bank. Therefore, if, prior to the occurrence of a Trigger Event, the Bank becomes insolvent or is wound-up, the assets of the Bank would first be applied to satisfy all rights and claims of unsubordinated creditors.

If the Bank does not have sufficient assets to settle claims of such unsubordinated creditors in full, the claims of the holders of the BASEL III Compliant Green Bonds will not be settled and, as a result, the holders will lose the entire amount of their investment in BASEL III Compliant Green Bonds. The BASEL III Compliant Green Bonds will share equally in payment with claims under other BASEL III Compliant Subordinated indebtedness if the Bank does not have sufficient funds to make full payments on all of them, as applicable. In such a situation, holders of BASEL III Compliant Green Bonds could lose all or part of their investment.

In addition, BASEL III Compliant Green Bond Holders should be aware that, upon the occurrence of a Trigger Event, all the Bank's obligations under the BASEL III Compliant Green Bonds shall be deemed paid in full by the issuance of ordinary voting shares upon a Non-Viability Conversion, and each holder will be effectively further Subordinated due to the change in their status following such a conversion from being the holder of a debt instrument ranking ahead of holders of ordinary voting shares to being the holder of ordinary voting shares. As a result, upon Non-Viability Conversion, the BASEL III Compliant Green Bond Holders could lose all or part of their investment in the BASEL III Compliant Green Bonds irrespective of whether the Bank has sufficient assets available to settle what would have been the claims of the holders of the BASEL III Compliant Green Bonds or other securities Subordinated to the same extent as the BASEL III Compliant Green Bonds, in proceedings relating to an insolvency or winding-up.

ADDITIONAL RISKS OF THE BASEL III COMPLIANT GREEN BONDS DUE TO NON-VIABILITY CONVERSION FEATURE

Risks arising from Non-Viability Conversion features

(i) Conversion Risk

Upon the occurrence of a Trigger Event the Bank shall convert the BASEL III Compliant Green Bonds into ordinary voting shares and any accrued but unpaid interest will be added to the par value of the BASEL III Compliant Green Bonds and such accrued but unpaid interest, together with the principal amount of the BASEL III Compliant Green Bonds will be deemed paid in full by the issuance of ordinary voting shares. Upon conversion, the BASEL III Compliant Green Bond Holders shall have no further rights and the Bank shall have no further obligations to holders of the BASEL III Compliant Green Bonds under the Trust Deed. Moreover, a Non-Viability Conversion upon the occurrence of a Trigger Event is not an event of default under the terms of the BASEL III Compliant Green Bonds or the Trust Deed.

Potential Qualified Investors in BASEL III Compliant Green Bonds should understand that, if a Trigger Event occurs and BASEL III Compliant Green Bonds are converted into ordinary voting shares, Qualified Investors are obliged to accept the ordinary voting shares even if they do not at the time consider such ordinary voting shares to be an appropriate investment for them and despite any change in the financial position of the Bank since the Issue of the BASEL III Compliant Green Bonds or any disruption to the market for those ordinary voting shares or to capital markets generally.

(ii) The number and value of ordinary voting shares to be received on a Non-Viability Conversion may be worth significantly less than the par value of the BASEL III Compliant Green Bonds and can be variable.

Upon the occurrence of Non-Viability Conversion even though ordinary voting shares of equivalent value would be initially issued at the VWAP, yet there is no certainty of the value of such ordinary voting shares to be received by the holders of the BASEL III Compliant Green Bonds being maintained at such levels and the value of such ordinary voting shares could eventually be significantly less than the par value of the BASEL III Compliant Green Bonds.

Moreover, there may be an illiquid market, or no market at all, in ordinary voting shares received upon the occurrence of a Non-Viability Trigger event, and Qualified Investors may not be able to sell the ordinary voting shares at a price equal to the value of their investment and as a result may suffer significant loss.

(iii) The BASEL III Compliant Green Bonds are loss-absorption instruments that involve risk and may not be a suitable investment for all Qualified Investors

The BASEL III Compliant Green Bonds are loss-absorption financial instruments designed to comply with applicable banking regulations and involve certain risks. Each potential Qualified Investor of the BASEL III Compliant Green Bonds must determine the suitability (either alone or with the help of a financial advisor) of the investment in light of its own circumstances. In particular, each potential Qualified Investor should understand thoroughly the terms of the BASEL III Compliant Green Bonds, such as the provisions governing the Non-Viability Conversion, including under what circumstances a Trigger Event could occur.

A potential Qualified Investor should not invest in the BASEL III Compliant Green Bonds unless it/ he/ she has the knowledge and expertise (either alone or with the financial advisor) to evaluate how the BASEL III Compliant Green Bonds will perform under changing conditions, the resulting effects on the likelihood of the Non-Viability Conversion into ordinary voting shares and the value of the BASEL III Compliant Green Bonds, and the impact this investment will have on the potential Qualified Investor's overall investment portfolio. Prior to making an investment decision, potential Qualified Investors should consider carefully, in light of their own financial circumstances and investment objectives, all the information contained in this Prospectus.

(iv) Uncertainty regarding the Trigger Event

Because of the inherent uncertainty regarding the determination of when a Trigger Event may occur, it will be difficult to predict when, if at all, the BASEL III Compliant Green Bonds will be converted into ordinary voting shares. In addition, Qualified Investors in the BASEL III Compliant Green Bonds are likely not to receive any advance notice of the occurrence of a Non-Viability Trigger Event. As a result, of its uncertainty, trading behavior in respect of the BASEL III Compliant Green Bonds is not necessarily expected to follow trading behavior associated with other types of convertible and exchangeable securities. Any indication, whether real or perceived, that the Bank is trending towards a Trigger Event can be expected to have an adverse effect on the market price of the BASEL III Compliant Green Bonds and the ordinary voting shares, whether or not such Trigger Event actually occurs. Therefore, in such circumstances, Qualified Investors may not be able to sell their BASEL III Compliant Green Bonds easily or at prices that will provide them with a yield comparable to other types of subordinated bonds, including the Bank's other BASEL III Compliant subordinated debt securities (if any). In addition, the risk of a Non-Viability Conversion could drive down the price of ordinary voting shares and have a material adverse effect on the market value of ordinary voting shares received upon Non-Viability Conversion.

(v) Following a Non-Viability Conversion, Qualified Investor will no longer have rights as a creditor and will only have rights as a holder of ordinary voting shares

Upon a Non-Viability Conversion, the rights, terms and conditions of the BASEL III Compliant Green Bonds, including with respect to priority and rights on liquidation, will no longer be relevant as all such BASEL III Compliant Green Bonds will have been converted on a full and permanent basis into ordinary voting shares ranking *pari passu* with all other outstanding ordinary voting shares. If a Non-Viability Conversion occurs, then the interest of depositors, other creditors of the Bank, and holders of Bank securities which are not contingent instruments will all rank in priority to the holders of contingent instruments, including the BASEL III Compliant Green Bonds.

Given the nature of the Non-Viability Trigger Event, a holder of BASEL III Compliant Green Bonds will become a holder of ordinary voting shares at a time when the Bank's financial condition has deteriorated. If the Bank were to become insolvent or wound-up after the occurrence of a Non-Viability

Trigger Event, as holders of ordinary voting shares Qualified Investors may receive substantially less than they might have received had the BASEL III Compliant Green Bonds not been converted into ordinary voting shares.

(vi) A Qualified Investor's remedies for the Bank's breach of its obligations under the BASEL III Compliant Green Bonds are limited

Absent an Event of Default (which shall occur in the event of liquidation, bankruptcy, insolvency, receivership or similar action or proceeding is commenced against the Bank or an order shall be made or an effective resolution shall be passed for the winding up of the Bank), the Trustees and holders of BASEL III Compliant Green Bonds shall not be entitled to declare the principal amount of the BASEL III Compliant Green Bonds due and payable under any circumstance. As a result, the Qualified Investor will have no right of acceleration in the event of a non-payment of interest or a failure or breach in the performance of any other covenant of the Bank, although legal action could be brought to enforce any covenant given by the Bank.

(h) Acknowledgement of the CBSL Resolution Powers

The CBSL retains full discretion regarding the determination that a Trigger Event has occurred; as the resolution authority of banks in Sri Lanka, the CBSL has resolution powers through statute.

The Governing Board of the CBSL determines the Trigger Event and effects a conversion after considering the other bail-in alternatives available to the Bank. Further, Banking (Special Provisions) Act No. 17 of 2023, Section 108 and 108(11) of the CBSL Act, No. 16 of 2023 and Part VII (A) and Part VIII of the Banking Act No. 30 of 1988 (as amended) specifies certain events upon which the Governing Board of the CBSL can exercise its resolution mechanism.

In view of the above, based on the statutory authority of the Governing Board of the CBSL, CBSL retains full discretion to choose or not to choose to trigger for Non-Viability as has been provided for in the Banking Act Direction No. 01 of 2016 (as amended) on Capital requirements under BASEL III for licensed commercial banks and licensed specialized banks.

As the CBSL retains full discretion to choose not to trigger Non-Viability Conversion/ Write-Down notwithstanding a determination that the Bank has ceased, or is about to cease to be viable, under such circumstances, the holders of the BASEL III Compliant Green Bonds may be exposed to losses through the use of other resolution tools under applicable statutes.

(i) Generic Risks

(I) The ability to transfer the BASEL III Compliant Green 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 BASEL III Compliant Green Bonds

Currently, in Sri Lanka the secondary trading activity in the corporate debt market is limited. The BASEL III Compliant Green Bonds have no established secondary trading market. Further the secondary market trading is only limited to Qualified Investors as defined in the Prospectus. There will be no assurance that an active secondary trading market will develop. If the BASEL III Compliant Green 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, despite the existence of a secondary market. Therefore, Qualified Investors may not be able to sell their BASEL III Compliant Green 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 BASEL III Compliant Green Bonds is limited, there may be a few buyers for the BASEL III Compliant Green Bonds and this may significantly reduce the relevant market price of the BASEL III Compliant Green Bonds.

(II) Credit ratings may not reflect all risks associated with an investment in the BASEL III Compliant Green 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 BASEL III Compliant Green Bonds.

(III) A downgrade, suspension or withdrawal of the rating assigned by any rating agency to the BASEL III Compliant Green Bonds could cause the liquidity or market value of the BASEL III Compliant Green Bonds to decline

Rating initially assigned to the BASEL III Compliant Green Bonds may be lowered or withdrawn entirely by the rating agency if, in the rating agency's judgment, circumstances relating to the basis of the rating, such as adverse changes to the Bank's business, so warrant. If the rating agency lowers or withdraws its rating, such event could reduce the liquidity or market value of the BASEL III Compliant Green Bonds. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

(IV) Changes in law or changes in regulatory classification may affect the rights of holders of the BASEL III Compliant Green Bonds as well as the market value of the BASEL III Compliant Green Bonds

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

5.16 ASSOCIATED RISKS OF BASEL III COMPLIANT GREEN BONDS TO THE ISSUER

As per CSE Listing Rule 2.2.1 (o), the funds raised through the BASEL III Compliant Green Bond issue shall be fully utilized to finance new eligible Green Projects or re-finance existing eligible Green Projects as per the Principles and Guidelines issued by the ICMA and where applicable SLGFT or any related Taxonomy issued by the CBSL accepted by the Exchange. Further, when listing a green bond on the CSE, issuers must obtain an External Review from an Independent External Reviewer to confirm that the green bonds align with at least one of the standards (In this regard, the Bank has opted for Verification as the External Review methodology and the same has been obtained from EY). However, the market has faced challenges in evaluating the environmental benefits claimed by green bond issuers. A situation where the market perceives that the bonds labelled as green do not align with true environmental objectives, can erode investor trust and hinder the growth of the green bond market. Further, these BASEL III Compliant Green Bonds are subjected to Tier 2 Capital rules as per the Banking Act Directions No. 01 of 2016 as opposed to a conventional green bond, therefore no dissenting option would be provided to holders of these BASEL III Compliant Green Bonds where they could prematurely get their BASEL III Compliant Green Bonds redeemed in its entirety. As such Rule 7.12.4 (A) (II) (d) of the CSE Rules will not be applicable to the BASEL III Compliant Green Bond Holders. Therefore, the bonds will not be recognized as GSS+ Bonds (Green Bonds) in the event of a non-compliance with the applicable GSS+ Bonds standard/s and reporting requirements. Such non-recognition may lead the Bank to effect changes to the existing features of the proposed BASEL III Compliant Green Bonds along with any other benefits attached to the proposed BASEL III Compliant Green Bond. The relevant approvals for such changes will be obtained where applicable.

5.17 TRANSFER OF THE BASEL III COMPLIANT GREEN BONDS

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

(a) These BASEL III Compliant Green Bonds shall be freely transferable amongst Qualified 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. Furthermore, BASEL III Compliant Green Bonds are fully paid and issued only for cash.

(b) The BASEL III Compliant Green Bonds shall be transferable and transmittable amongst Qualified Investors through the CDS as long as the BASEL III Compliant Green Bonds are listed on the CSE. Subject to the provisions contained herein, the Bank may register without assuming any liability on any transfer of BASEL III Compliant Green 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, SEC and the CDS.

(c) In the case of death of a BASEL III Compliant Green 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 BASEL III Compliant Green 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 BASEL III Compliant Green Bonds.

(d) Any person becoming entitled to any BASEL III Compliant Green Bonds in consequence of bankruptcy/ insolvency or winding up of any BASEL III Compliant Green 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/ its 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 BASEL III Compliant Green Bond Holder in respect of such BASEL III Compliant Green 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.
(f) Neither the Bank nor a banking group over which the Bank exercises control or significant influence can have purchased the BASEL III Compliant Green Bonds and the Bank cannot directly or indirectly have funded the purchase of the BASEL III Compliant Green Bonds.

5.18 LISTING

An application has been made to the CSE and approved 'in principle' by the CSE to deal in and obtain listing for the BASEL III Compliant Green Bonds and any shares which may be issued upon the occurrence of a Trigger Event. However, the CSE reserves the right to revoke such approval granted, in the circumstances set out in Rule 2.3 (b) of the CSE Listing Rules.

However, the CSE, assumes no responsibility for the correctness of the statements made or opinions expressed or reports included or omissions made and undisclosed information 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 BASEL III Compliant Green Bonds issued.

5.19 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 Sri Lankan Rupees Thirty Five Million (LKR 35,000,000/-). Such costs will be financed by the internally generated funds of the Bank.

5.20 BROKERAGE FEE

Brokerage fee of Fifteen Cents (LKR 0.15) per BASEL III Compliant Green Bond shall be paid in respect of the number of BASEL III Compliant Green 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 Placement Agent as involved in the Issue.

5.21 UNDERWRITING

This Issue is not underwritten.

In the event the Issue is undersubscribed, the Bank will use its other sources of funds including internally generated funds, to achieve the specified objectives.

6.0 PROCEDURE FOR APPLICATION

6.1 INSPECTION OF DOCUMENTS

Articles of Association, Trust Deed, Auditors' Report and Audited Financial Statements for the Five (05) financial years ended 31st December 2025 {i.e. the Five (05) financial years immediately preceding the date of this Prospectus}, Interim Financial Statements as of 31st March 2026 (Unaudited) and all other documents referred to in Rule 3.3.13 (a) of the CSE Listing Rules, including material contracts and management agreements entered into by the Bank (if any) would be made available for inspection by the public during normal working hours, from Four (04) Market Days (including the date of opening the Subscription List) prior to the date of opening of the Subscription List at the registered office of the Bank at No.110, Sir James Peiris Mawatha, Colombo 02, Sri Lanka until the Date of Redemption of the BASEL III Compliant Green Bonds.

The Prospectus, Trust Deed and the Articles of Association of the Bank, will be available on the web site of CSE, *www.cse.lk* and the website of the Bank, *www.sampath.lk* from Four (04) Market Days (including the date of opening the Subscription List) prior to the date of opening of the Subscription List until the Date of Redemption of the BASEL III Compliant Green Bonds as stipulated in Rule 3.3.13 (b) of the CSE Listing Rules.

The Bank has obtained a waiver for Rule 2.4 (f) of the CSE Listing Rules to reduce the lead time between publishing the Prospectus and the opening date of the Subscription List to Four (04) Market Days (including the opening date of the Subscription List), considering the requirement to complete the allotments within the month of July 2026.

Audited financial statements of the Bank/ Group made up to 31st December 2025, Interim Financial Statements as of 31st March 2026 (Unaudited) Accountants' Report and the five-year summary of financial statements will be available on the web site of CSE, *www.cse.lk* and the website of the Bank, *www.sampath.lk*.

6.2 PROSPECTUS AND APPLICATION FORMS

Application Forms may be made available from at least Four (04) Market Days (including the opening date of the Subscription List) prior to the date of opening of the Subscription List. Soft Copies of the Prospectus and the Application Forms can be downloaded from the websites of the CSE, *www.cse.lk* and the Bank website, *www.sampath.lk.*

As part of its broader sustainable initiatives, the Bank aims to reduce the environmental impact of the BASEL III Compliant Green Bond Issue by minimizing the use of printed material. Therefore, via the letter dated 01st June 2026 a waiver was requested from the CSE for Listing Rule 2.4 (f), which requires making physical copies of the Prospectus available. Upon careful deliberation of the said request, the CSE granted the waiver. Consequently, only soft copies of the Prospectus and the Application Form will be available to Trading Participants of the Exchange and the public.

6.3 ELIGIBLE APPLICANTS

Applications are invited for the subscription of BASEL III Compliant Green Bonds from the following categories of Qualified Investors.

(a) A commercial bank licensed by the CBSL in terms of the Banking Act No. 30 of 1988 (as amended);
(b) A specialized bank licensed by the CBSL in terms of the Banking Act No. 30 of 1988 (as amended);
(c) A mutual fund, pension fund, Employee Provident Fund or any other similar pooled fund;
(d) A venture capital fund/ company and private equity company;
(e) A finance company licensed by the CBSL in terms of the Finance Business Act No. 42 of 2011 (as amended);
(f) A company licensed by the CBSL to carry on finance leasing business under the Finance Leasing Act No. 56 of 2000 (as amended);
(g) A company licensed by the Insurance Board of Sri Lanka to carry on insurance business in terms of the Regulation of the Insurance Industry Act No. 43 of 2000 (as amended);
(h) A corporate (listed or unlisted) which does not fall under the above categories and is incorporated under the Companies Act No. 07 of 2007;
(i) An investment trust or investment company;
(j) A Non-Resident institutional investor; and,
(k) An individual with an initial investment of Sri Lankan Rupees Five Million (LKR 5,000,000/-).

In view of the above trading of the BASEL III Compliant Green Bonds on the CSE will also be limited to Qualified Investors.

Applications will not be accepted from individuals and Sri Lankans residing outside Sri Lanka who are under the age of 18 years, or if made in the names of sole proprietorships, partnerships or unincorporated trusts, or unincorporated bodies of persons. Applications will also not be entertained from any financial institution/ group over which the Bank has control or significant influence.

Further, the Bank will not directly or indirectly fund the purchase of the BASEL III Compliant Green Bonds.

"Persons resident outside Sri Lanka" will have the same meaning as in the Order published under Section 31 of the Foreign Exchange Act No. 12 of 2017 in Gazette (Extraordinary) No.2213/40 dated 3rd February 2021 or as may be amended or replaced from time to time.

When permitting Non-Residents to invest in the BASEL III Compliant Green Bonds, the Bank will comply with the Foreign Exchange Act and the Regulations published thereunder including those contained in the Government Gazette (Extraordinary) No. 2213/35 dated 3rd February 2021 as amended by Gazette (Extraordinary) No. 2235/22 dated 06th July 2021, Gazette (Extraordinary) No. 2371/33 dated 15th February 2024 and Gazette (Extraordinary) No. 2371/48 and 2371/49 dated 16th February 2024 or as may be amended or replaced from time to time with regard to the issue and transfer of BASEL III Compliant Green Bonds of Companies incorporated in Sri Lanka to persons resident outside Sri Lanka.

6.4 HOW TO APPLY

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

(a) Applications should be made on the Application Forms, issued by the Bank (exact size photocopies 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 and can be downloaded from the website of the CSE, *www.cse.lk*, the website of the Bank, www.sampath.lk.

The Application Form can also be downloaded from the website of CSE, *www.cse.lk*, the website of the Bank *www.sampath.lk* until the Closure Date of the Subscription List.

Applications which do not strictly conform to instructions and other conditions set out herein or which are incomplete or illegible may be rejected. **The Bank reserves the right to ask for additional information to satisfy itself that the Applicant is a Qualified Investo**r.

(b) Applicants who wish to apply for all types of BASEL III Compliant Green Bonds should apply under separate Application Forms for each type they wish to apply for.

(c) Applicants should apply only for one type of BASEL III Compliant Green Bonds (i.e. either Type A or Type B) under one Application Form.

(d) Once an Application Form has been submitted for a particular type of BASEL III Compliant Green Bonds, it will not be possible for an Applicant to switch between the types of BASEL III Compliant Green Bonds.

(e) More than one Application submitted by an Applicant under the same type of BASEL III Compliant Green Bond will not be accepted. If two or more Application Forms are submitted for one type of BASEL III Compliant Green Bonds by a single Applicant, those would be considered as multiple Applications and the Bank will not accept such multiple Applications or suspected multiple Applications. Bank reserves the right to reject such multiple Applications or suspected multiple Applications.

(f) Applications should be made for a minimum of One Hundred (100) BASEL III Compliant Green Bonds other than in the case of individual Qualified Investors. The minimum subscription requirement applicable for an individual Qualified Investor applying for BASEL III Compliant Debt Securities shall be Sri Lankan Rupees Five Million (LKR 5,000,000/-). Applications exceeding the minimum subscription requirement should be in multiples of Sri Lankan Rupees Ten Thousand (LKR 10,000/-) or One Hundred (100) BASEL III Compliant Green Bonds. Applications for less than One Hundred (100) BASEL III Compliant Green Bonds and that are for less than the minimum subscription requirement for individual Qualified Investors will be rejected.

(g) If the ownership of the BASEL III Compliant Green Bonds is desired in the name of one Applicant, full details should be given only under the heading SOLE/ FIRST QUALIFIED INVESTOR 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.

(h) Joint Applications may be made. An Applicant of a joint Application will not be eligible to apply for BASEL III Compliant Green Bonds through a separate Application Form either individually or jointly for the same type of BASEL III Compliant Green Bonds. Such Applicants are also deemed to have made multiple Applications and will be rejected.

In the case of joint Applications, the refund cheque (if any), interest payments and the redemption cheque 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 any BASEL III Compliant Green 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.

(i) 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 BASEL III Compliant Green Bonds and should be made under their common seal 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 registered/ incorporated/ established in Sri Lanka, the Applications should be in the name of the Trustee/ board of management.

(j) **All Applicants should indicate in the Application for BASEL III Compliant Green Bonds, their CDS account number**.

The Applicant information such as the full name, address, NIC number/ passport number/ company registration number and the residency status 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. Therefore, Applicants are advised to ensure that the name, address, NIC number/ passport number/ company registration number and the residency status mentioned in the Application Form tallies with the same provided in the CDS account as mentioned in the Application Form.

Sri Lankan citizens should use their National Identity Card (NIC) Number in the BASEL III Compliant Green Bond Application Form. The Passport Number can be stated only when the NIC number is not available. In the case of corporate entities incorporated in Sri Lanka, the Company Registration Number must be given. In the case of corporate Applicants, the common seal of the company should be affixed and attested as required by the Articles of Association of such Applicant.

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.

(k) 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 BASEL III Compliant Green 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, provided such Margin providers should fall within the 'Qualified Investors' category.

(l) 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) which has been executed and submitted for registration in accordance with the Powers of Attorney (Amendment) Act No. 28 of 2022. A copy of such POA certified by a Notary Public as "True Copy" should be attached with the Application Form. The original of the POA should not be attached.

(m) As per the Foreign Account Tax Compliance Act (FATCA) "US Persons" must provide the duly completed declaration as per the specimen given in Annexure V together with the Application Form. Under the provisions of FATCA, "US Persons" include;
   (i) US Citizens (including an individual born in U.S. but resident in another country who has not renounced U.S. citizenship)
   (ii) A lawful citizen of the U.S. (including Green card holders)
   (iii) A person residing in the U.S.
   (iv) A person who spends certain number of days in the U.S. each year (more than 183 days)
   (v) U.S. Corporations, estates and trusts
   (vi) Any entity that has a linkage or ownership to U.S. or the U.S. territories
   (vii) Non U.S. entities that have at least one U.S. Person as a "substantial beneficial owner"

(n) Remittance of funds for the investments in BASEL III Compliant Green Bonds and the payment for BASEL III Compliant Green Bonds by Non-Residents should be made only out of funds received as inward remittances or available to the credit of IIA of the Non-Residents opened and maintained in any designated foreign currency or Sri Lankan Rupees 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.

(o) Non-Residents should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the BASEL III Compliant Green Bonds and may be affected by the laws of the jurisdiction of their residence. If the Non-Resident Applicants wish to apply for the BASEL III Compliant Green 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 (cheque, bank draft, bank guarantees, confirmation from the Applicant's banker regarding RTGS or Internal Direct Transfer) for the full amount payable on Application if not remitted through RTGS transfer or Internal Direct Transfer should be enclosed in a sealed envelope Marked **"SAMPATH BANK PLC - BASEL III COMPLIANT GREEN BOND ISSUE 2026"** on the top left hand corner in capital letters and dispatched by post or courier or delivered by hand to either the Registrars to the Issue or collection points mentioned in Annexure I of this Prospectus.

Persons who are not certain of the method of remittance should consult Bankers, Brokers, Managers to the Issue and Registrars to the Issue.

Applications sent by post or courier or delivered to any collection point set out in Annexure I of this Prospectus should reach the office of the Registrar to the Issue, Central Depositary Systems (Pvt) Limited, Ground Floor, M & M Center, 341/5, Kotte Road, Rajagiriya at least by 4.30 p.m. on the following Market Day immediately upon the Closure Date of the Subscription List. 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 of the Subscription List or carry a postmark dated prior to the Closure Date of the Subscription List.

If cheques are not realized within Two (02) Market Days from the Closure Date of the Subscription List, such Applications may be rejected in order to facilitate the completion of the allotment.

Applications delivered by hand to the Registrars to the Issue after the Closure Date of the Subscription List shall be rejected. For the avoidance of doubt, applications delivered by hand to the Registrars to the Issue shall be submitted on or before the Closure Date of the Subscription List.

6.5 NUMBER OF BASEL III COMPLIANT GREEN BONDS TO BE SUBSCRIBED

Applicants may invest in the BASEL III Compliant Green Bonds of either;

- Type A; and /or
- Type B

subject to the minimum subscription under each type of BASEL III Compliant Green Bonds as given below.

The minimum subscription requirement applicable for a Qualified Investor other than individual Qualified Investors applying for debt securities shall be Sri Lankan Rupees Ten Thousand (LKR 10,000/-) or One Hundred (100) BASEL III Compliant Green Bonds and in multiples of One Hundred (100) BASEL III Compliant Green Bonds or Sri Lankan Rupees Ten Thousand (LKR 10,000/-) thereafter.

The minimum subscription requirement applicable for an individual Qualified Investor applying for BASEL III Compliant debt securities as per Rule 2.2.1(q) of CSE Listing Rules shall be Sri Lankan Rupees Five Million (LKR 5,000,000/-). Please refer to the definition of individual Qualified Investors in subsection (k) under the Qualified Investors definition in Section 4.0: Glossary of Terms Related to the Issue.

Any Application in excess of the minimum subscription requirement shall be in multiples of Sri Lankan Rupees Ten Thousand (LKR 10,000/-) or One Hundred (100) BASEL III Compliant Green Bonds.

An Applicant should apply for only one type of BASEL III Compliant Green Bonds under one Application Form.

6.6 MODE OF PAYMENT FOR THE INVESTMENT BY THE APPLICANTS

(a) Payment in full for the total value of BASEL III Compliant Green Bonds applied for should be made separately in respect of each Application either by a 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 within Sampath Bank PLC, as the case may be, subject to the below.

(b) Payments for Applications for values below Sri Lankan Rupees One Hundred Million (LKR 100,000,000/-)

Payment methods that are acceptable;
(i) Bank guarantee issued by a licensed commercial bank; or
(ii) Bank drafts/ cheques drawn upon on any licensed commercial bank operating in Sri Lanka only

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

Payment methods that are **not** acceptable:
(i) RTGS
(ii) Internal Direct Transfers

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

Payment methods that are acceptable;
(i) Bank guarantee issued by a licensed commercial bank; or
(ii) 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
(iii) RTGS transfers or Internal Direct Transfers within Sampath Bank PLC with value on the Issue Opening Date.

In the case of Application values above and inclusive of Sri Lankan Rupees One Hundred Million (LKR 100,000,000/-), multiple bank drafts/ cheques drawn upon on any licensed commercial bank operating in Sri Lankan each of which should be for a value less than Sri Lankan Rupees One Hundred Million (LKR 100,000,000/-) will be accepted.

For all the Applications Cash, SLIPS and 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 BASEL III Compliant Green Bonds within the given timelines.

(c) Cheques or bank drafts should be made payable to **"SAMPATH BANK PLC - TIER 2 GREEN BOND ISSUE 2026"** and crossed **"Account Payee Only"**, and must be honoured on the first presentation.

(d) In case of bank guarantees, such bank guarantees should be issued by any licensed commercial bank in Sri Lanka in favour of **"SAMPATH BANK PLC - TIER 2 GREEN BOND ISSUE 2026"** in a manner acceptable to the Bank, and be valid for a minimum of One (01) month from the Issue Opening Date (i.e. 17th July 2026).

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.

(e) In case of RTGS transfers or Internal Direct Transfers within Sampath Bank PLC, (only for application values above and inclusive of Sri Lankan Rupees One Hundred Million (LKR 100,000,000/-)) such 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 following account on the Issue Opening Date).

Account Name **SAMPATH BANK PLC - TIER 2 GREEN BOND ISSUE 2026**

Account Number **0009 1100 0938**

Bank **Sampath Bank PLC**

Branch **Navam Mawatha**

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 BASEL III Compliant Green Bonds applied for to the credit of the above bank account should be attached with the Application Form.

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

For RTGS transfers and Internal Direct Transfers within Sampath Bank PLC above and inclusive of Sri Lankan Rupees One Hundred Million (LKR 100,000,000/-), the Applicants are entitled to an interest at the rate of Seven Decimal Seven Five per centum (7.75%) per annum (on actual/ actual basis) from the date of such transfers up to the Date of Allotment. However, no interest will be paid if the RTGS transfers or Internal Direct Transfers within Sampath Bank PLC are not realized before 4.30 p.m. of the Closure Date of the Subscription List. Furthermore, even if such RTGS transfers or Internal Direct Transfers within Sampath Bank PLC are effected prior to the Issue Opening Date, no interest will be paid for the period prior to the Issue Opening Date. The interest payable as above for RTGS transfers and Internal Direct Transfers within Sampath Bank PLC, shall be paid in line with the refund payment instructions provided by the Applicants in the Application Form.

(f) Payment for the BASEL III Compliant Green Bonds by Non-Residents should be made only out of funds received as inward remittances or available to the credit of IIA maintained in any designated foreign currency or Sri Lankan Rupees 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 from the relevant 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/ Internal Direct Transfer within Sampath Bank PLC has been made out of the funds available in the IIA.

(g) The amount payable should be calculated by multiplying the number of BASEL III Compliant Green Bonds applied for by the par value Sri Lankan Rupees One Hundred (LKR 100/-). 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 within Sampath Bank PLC, the Application will be rejected.

(h) In the event that cheques are not realized within Two (02) Market Days of deposit, the monies will be refunded and no allotment of BASEL III Compliant Green Bonds will be made. Cheques must be honoured on first presentation for the Applications to be valid.

(j) All cheques/ bank drafts received in respect of the Applications for BASEL III Compliant Green Bonds will be banked commencing from the Working Day immediately following the Closure Date of the Subscription List.

(k) All bank guarantees received in respect of the Applications for BASEL III Compliant Green Bonds will be called on the Date of Allotment.

(l) Payments in any form other than as mentioned above will not be accepted.

(j) Applications should not be posted, couriered or hand delivered to any other address.

6.7 REJECTION OF APPLICATIONS

Application Forms and the accompanying cheques/ bank drafts/ bank guarantees/ RTGS transfers/ Internal Direct Transfers within Sampath Bank PLC, 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, unincorporated trusts and unincorporated bodies of persons will also be rejected.

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

Any Application Form, which is accompanied by a CEFTS or SLIPS transfer will be rejected, due to the complexity of reconciliation.

Any Application Form from a non-Qualified Investor will also be rejected.

If two or more Application Forms are submitted under one type of BASEL III Compliant Green Bond by a single Applicant, those would be considered as multiple Applications and the Bank will not accept such multiple Applications or suspected multiple Applications.

Any Application Form, which is accompanied by a cheque/ bank draft or a bank guarantee, where there is a discrepancy in the amount payable and the amount specified in the cheque/ bank draft or the bank guarantee will be rejected.

Any Application Form with more than Three (03) natural persons as joint applicants for any type of BASEL III Compliant Green Bonds will be rejected.

Applications delivered by hand to the Registrars to the Issue after 4.30 p.m. on the Closure Date of the Subscription List 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 of the Subscription List, will also be rejected even if they carry a post mark dated prior to the Closure Date of the Subscription List.

Applications delivered to any collection point mentioned in Annexure I 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 of the Subscription List. 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 of the Subscription List or carry a postmark dated prior to the Closure Date of the Subscription List.

In the event that cheques are not realized within Two (2) Market Days of deposit and realized after such date, the monies will be refunded and no allotment of BASEL III Compliant 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.

6.8 BANKING OF PAYMENTS

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

6.9 BASIS OF ALLOTMENT OF BASEL III COMPLIANT GREEN BONDS

The BASEL III Compliant Green Bonds offered hereunder shall be allotted only to 'Qualified Investors' as defined in the CSE Listing Rules, on a basis to be determined by the Bank.

i. In the event of an oversubscription, the Board of Directors of the Bank will endeavour 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.

ii. The Board of Directors however shall reserve the right to allocate up to a maximum of 75% of the number of BASEL III Compliant Green Bonds to be allotted under this Issue to identified Qualified Investor/s of strategic importance to the Bank.

iii. Number of BASEL III Compliant Green Bonds to be allotted to identified Qualified Investor/s of strategic importance, on a preferential basis or otherwise will not exceed 75% of the total number of BASEL III Compliant Green Bonds to be issued under this Prospectus under any circumstances, unless there is an undersubscription from the other Qualified Investors (Qualified Investors that do not fall under preferential category). In the event of such undersubscription from the other Qualified Investors, such other investor category to be allotted in full and any remaining BASEL III Compliant Green Bonds to be allotted to identified Qualified Investor/s of strategic importance.

   Further, the Bank will allot the remaining number of BASEL III Compliant Green Bonds (excluding the preferential allotment of 75%), in a fair and equitable manner among other Qualified Investors.

iv. The allotment of BASEL III Compliant Green Bonds as above will be done subject to the provisions in 3.3.5 (ii) (a) (i) & (ii) of the CSE Listing Rules.

v. The Bank reserves the right to reject any Application or to accept any Application in part only, without assigning any reason thereto. A written confirmation informing successful Applicants of the allotment of BASEL III Compliant Green Bonds will be dispatched within Ten (10) Market Days from the Closure Date of the Subscription List as required by the CSE.

vi. Cheques received by post with Applications up to the day succeeding the Closure Date of the Subscription List will be banked, provided that such cheques and Applications are received prior to 4.30pm on the day succeeding the Closure Date of the Subscription List.

vii. Cheques received with the Applications on the day the Issue is fully subscribed and/ or the day the Issue is closed also shall be banked and upon realization the Applicants may be allotted with BASEL III Compliant Green Bonds in the same manner along with the Applicants whose Applications were received prior to such date. However, if cheques are not realized on first presentation after the closing of the Issue, such Applications may be rejected in order to facilitate the completion of the allotments.

6.10 REFUNDS

Monies will be refunded where;
(i) an Application is rejected for reasons given in Section 6.7 of this Prospectus; or
(ii) 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 its/ his/ her bank account in the Application, the Bankers to the Issue will make refund payments up to and inclusive of Sri Lankan Rupees Ten Million (LKR 10,000,000/-) to the bank account specified by the Applicant, through SLIPS and a payment advice will be sent.

In the event of refunds over Sri Lankan Rupees Ten Million (LKR 10,000,000/-) if the applicant has provided accurate and correct details of its/ his/ her bank account in the Application refunds will be made via RTGS.

If the Applicant has not provided accurate and correct details of its/ his/ her bank account in the Application or if the Applicant has not provided details of the bank account in the Application Form, the Bank will make such refund payments to the Applicant by way of a cheque crossed “Account Payee only” and sent by post under registered cover at the risk of the Applicant.

In the case of joint Application, the cheques will be drawn in favour of the Applicant’s name appearing first in the Application Form.

Funds received from Non-Residents via IIA accounts will be refunded to their respective IIA accounts in the event there are refunds to be made, subject to the requirement that it is the responsibility of Non-Residents/ Foreign Qualified Investors to ensure that the details of the IIA account through which funds are received for subscription to the BASEL III Compliant Green Bonds, are identical to the IIA account details disclosed in the Application form as well as provided to the CDS.

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

In the event an Application is accepted only in part, the balance of the monies received on Application will be refunded. Refunds on Applications rejected or partly allotted BASEL III Compliant Green Bonds would be made within Eight (08) Market Days excluding the Closure Date of the Subscription List as required by the CSE Listing Rules. 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 CBSL or any other authority (in the event that the CBSL ceases to publish the AWPLR) plus five per centum (5.0%) for the delayed period on any refunds not made within this period.

6.11 CDS ACCOUNTS AND SECONDARY MARKET TRADING

BASEL III Compliant Green 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 of the Subscription List. A written confirmation of the credit will be sent to the Applicant within Two (2) 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 BASEL III Compliant Green Bonds.

The BASEL III Compliant Green Bonds shall be listed to commence trading of BASEL III Compliant Green Bonds on the secondary market on or before the Third (3rd) Market Day from the receipt of the “Declaration” by the CSE as per the CSE Listing Rules.

Further, as per CSE Listing Rule 3.3.5(ii) (a) (ii), the secondary market trading of the BASEL III Compliant Green Bonds shall be limited to the “Qualified Investors”.

7.0 THE BANK

7.1 BACKGROUND

Sampath Bank PLC commenced operations as a licensed commercial bank in 1987 under the name of Investment & Credit Bank Limited with 44 employees. In September 1987 the name was changed to Sampath Bank Limited. Re-registered under the Companies Act No. 07 of 2007 (as amended) and operates as a licensed commercial bank under the Banking Act No. 30 of 1988 (as amended).

Sampath Bank PLC is one of the leading private banks in Sri Lanka. Incorporated in 1986, the Bank has over the past 39 years remained a strong, dependable banking partner supporting Retail customers, SMEs and large Corporates around the country to grow and prosper. Combining traditional banking solutions with sophisticated digital capabilities along with unparalleled service standards, Sampath Bank strives to be the most preferred banking partner for all customer segments.

7.2 NATURE OF BUSINESS

The Bank offers a comprehensive range of financial services, including accepting deposits, corporate and retail banking, project financing, trade finance, treasury and investment services, issuing credit and debit cards, offshore banking, resident and non-resident foreign currency operations, pawning, leasing, factoring, travel related services, dealing in government securities and electronic banking services such as telephone banking, internet banking, mobile banking and money remittance facilities etc.

The Bank's main business is commercial banking for which the Bank holds a commercial banking license from CBSL. This license does not have an expiry date.

7.3 FINANCIAL YEAR

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

7.4 STATED CAPITAL

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

Stated Capital	31st December 2025	31st March 2026 (Unaudited)
Balance (LKR)	48,741,118,594.89	48,741,118,594.89
Number of Shares (No.)	1,172,700,760	1,172,700,760

The Bank does not have non-voting, preference or any other classes of shares in issue. The Bank also does not have any outstanding convertible debt securities other than the BASEL III Compliant – Tier 2 Debenture Issues with a Non-Viability Conversion feature in 2021, 2023 and 2025.

7.5 MAJOR SHAREHOLDERS AS AT 31ST MARCH 2026

Twenty (20) largest shareholders of the Bank as at 31st March 2026 are given below:

No	Name	No. of Shares	Holding
1	VALLIBEL ONE PLC	175,352,762	14.95%
2	PHANTOM INVESTMENTS (PVT) LTD	117,270,076	10.00%
3	MR. Y. S. H. I. SILVA	117,035,065	9.98%
4	EMPLOYEES' PROVIDENT FUND	116,948,697	9.97%
5	ROSEWOOD (PVT) LIMITED	55,228,954	4.71%
6	AKBAR BROTHERS PVT LTD	37,599,005	3.21%
7	MR. D. P. PIERIS	30,000,000	2.56%
8	MR. W. JINADASA	27,356,683	2.33%
9	AYENKA HOLDINGS PRIVATE LIMITED	18,361,334	1.57%
10	MS. P. D. A. S. BERUWALAGE	13,088,176	1.12%
11	MR. N. A. MADANAYAKE	12,425,855	1.06%
12	SAMPATH BANK PLC ACCOUNT NO 04 (SAMPATH BANK PENSION FUND)	11,832,461	1.01%
13	BBH - TUNDRA SUSTAINABLE FRONTIER FUND	9,837,629	0.84%
14	BBH - TUNDRA SHIKARI GLOBAL	9,164,000	0.78%
15	MR. SARATH KUMARA WIJEKOON	8,824,930	0.75%
16	EMPLOYEES' TRUST FUND BOARD	8,790,875	0.75%
17	MAGNA WEALTH (PVT) LTD	7,146,815	0.61%
18	MR K. D. H. PERERA	5,466,462	0.47%
19	YADEN CAPITAL (PRIVATE) LIMITED	5,200,000	0.44%
20	SRI LANKA INSURANCE CORPORATION LIFE LTD PARTICIPATING PORTFOLIO A/C 1	4,900,969	0.41%
		791,830,748	**67.52%**
	BALANCE HELD BY OTHER SHAREHOLDERS	380,870,012	32.48%
	TOTAL NUMBER OF SHARES IN ISSUE	**1,172,700,760**	**100.0%**

7.6 DETAILS OF OTHER DEBENTURES IN ISSUE AS AT THE DATE OF THE PROSPECTUS

The details of other Debentures issued by Sampath Bank PLC as at the date of the Prospectus are given in the table below, all of which are BASEL III Compliant - Tier 2 Debentures with a Non-Viability Conversion:

Category	CSE Listing	Interest Payment Frequency	Allotment Date	Maturity Date	Number of Debentures Issued
BASEL III Compliant -Tier 2 Listed Rated Unsecured Subordinated Redeemable 7 Year Debentures with a Non-Viability Conversion feature, each of LKR 100/- (2021/2028)					
Fixed Rate - 9.00%	Listed (ISIN: LK0090D24743)	Annually	12.04.2021	12.04.2028	60,000,000
BASEL III Compliant -Tier 2 Listed Rated Unsecured Subordinated Redeemable 5 Year Debentures with a Non-Viability Conversion feature, each of LKR 100/- (2023/2028)					
Fixed Rate - 28.00%	Listed (ISIN: LK0090D25070)	Annually	09.02.2023	09.02.2028	99,900,000
Floating Rate - One Year Gross Treasury Bill rate + 1.5% p.a. (subject to a floor of 20% p.a. & a Cap of 31% p.a.)	Listed (ISIN: LK0090D25062)	Annually	09.02.2023	09.02.2028	100,000
BASEL III Compliant -Tier 2 Listed Rated Unsecured Subordinated Redeemable 5 Year Debentures with a Non-Viability Conversion feature, each of LKR 100/- (2025/2030)					
Fixed Rate - 11.75%	Listed (ISIN: LK0090D25633)	Annually	26.03.2025	26.03.2030	100,000,000

The above mentioned holders of Debentures are entitled to receive the principal sum on the Date of Redemption and interest on the Debentures as per the provisions set out and stated in the Prospectus issued in relation to the respective Debentures.

The holders of the said Debentures are not entitled to any special rights or any privileges or any of the rights and privileges available to the shareholders of the Bank including the right to receive notice, to attend and vote at General Meetings of the shareholders of the Bank, receive any dividend or distributions or share the profits of the Bank or to participate in any surplus assets of the Bank in the event of liquidation unless converted to ordinary voting shares of the Bank upon the occurrence of Trigger Event. Debenture Holders' rights in respect of calling and attending meetings of Debenture Holders are stated in the respective Trust Deeds.

The above mentioned Debenture Holders are in any event not barred from being shareholders of the Bank and if they are shareholders, they will enjoy the rights and privileges entitled to shareholders.

In the case of the death of a Debenture Holder pertaining to above mentioned classes:

i) The survivor where the deceased was a joint holder; or

ii) If not the joint holder the heirs of the deceased/ administrators/ executors shall be the only person/s recognized by the Bank as having any title to his/ her Debentures. Any person becoming entitled to Debentures in consequence of bankruptcy/ insolvency or winding up of any Debenture Holder, upon producing proper evidence that it/ he/ she sustains the character in respect of which it/ he/ she proposes to act or its/ his/ her title as the Board of Directors of the Bank thinks sufficient may at the discretion of the

Board be substituted and accordingly registered as a Debenture Holder in respect of such Debentures subject to the applicable laws and rules and regulations of the Bank and the CSE.

In the event of liquidation or winding up, the claims of the above mentioned Subordinated Debenture Holders will be ranked after all the claims of secured and other unsecured creditors of the Bank and any preferential claims under any Statutes governing the Bank, but shall rank pari passu with other BASEL III Compliant Subordinated Green Bond Holders and BASEL III Compliant Subordinated Debenture Holders and in priority to the claims and rights of the shareholders of the Bank.

7.7 CONTINGENT LIABILITIES AND LITIGATIONS AGAINST THE BANK

CONTINGENT LIABILITIES

To meet the financial needs of customers, the Bank enters into various commitments and contingent liabilities. Even though these obligations may not be recognized in the Statement of Financial Position, they do contain credit risk and are, therefore, part of the overall risk profile of the Bank.

Contingent liabilities as at 31st March 2026 (Unaudited)

Contingencies	As at 31st March 2026 LKR '000
Guarantees	50,881,080
Acceptances	33,092,059
Forward Contracts	39,191,491
Currency SWAPs	224,246,538
Documentary Credit	67,950,022
Total	**415,361,190**

Commitments	As at 31st March 2026 LKR '000
Undrawn Direct Facilities	188,093,852
Undrawn Indirect Facilities	136,244,135
Capital Commitments	915,479
Operating lease commitments – Bank as lessee	166,202
Total	**325,419,668**

LITIGATIONS AGAINST THE BANK

Litigation is a common occurrence in the Banking industry due to the nature of its business and in that light, the Bank has formal controls and policies in place for managing and defending any legal action instituted against it. Pursuant to obtaining professional advice and estimating any loss likely to be incurred by the Bank, if any, adjustments are made to the accounts of the Bank in order to accommodate any adverse effects that such claims may have on its financial standing.

(a) The following cases instituted against the Bank are currently being adjudicated before court.

Case No. 7058/DMR
The Plaintiff instituted this action against the Bank, claiming a sum of Rs 20 Mn on the purported basis that the Bank has increased the rate of interest in respect of the housing loan obtained by the Plaintiff thereby causing loss to the Plaintiff. While the case is currently being adjudicated before the District Court, we note that the letter of offer confirms that the Bank has the right to increase the rate of interest. The Bank is confident that the subsisting contract with the Plaintiff confers on the Bank the right to increase rates.

Case No. CHC/167/2020/MR and Case No. CHC/168/2020/MR
The Plaintiffs have filed the above actions against the Bank claiming a sum of Rs 250 Mn and Rs 100 Mn respectively, on the purported basis that the Bank has erroneously uplifted the deposits and transferred monies from the Plaintiffs' personal and corporate accounts without their consent and knowledge. The orders thus far in the above cases were delivered in favour of the Bank by which the Court had dissolved the enjoining orders thus far issued and also refused to grant the interim reliefs sought. The Bank is confident of being able to vindicate its position.

Case No. CHC/21/2021/MR
The Plaintiff instituted this action against the Bank claiming damages in a sum of Rs 897 Mn on the purported basis that the Bank has recovered part of the outstanding facilities without consent of the customer. The Bank has taken up the position that it has at all times acted on the written instructions of the customer and in strict conformity with the applicable law.

Case No. CHC/187/2023/MR
Customer has filed the case against the Bank claiming that he is entitled to a concessionary rate of interest under 'Jaya Isura' scheme. The Bank has taken up the position that it has granted the facility in keeping with the documents signed between the parties.

Case No. DMR/575/24
The customer has filed this case claiming damages of Rs 500 Mn, challenging the rescheduling of an outstanding sum of Rs 6.1 Mn. The case is being defended on the premise that the customer has agreed to the rescheduling and this position is supported by documentary evidence.

(b) In addition to the above cases, approximately 300 cases have been filed against the Bank in the usual course of recovery process seeking orders from Court preventing the Bank from enforcing mortgages to recover dues to the Bank.

Other than those disclosed above there are no cases filed against the Bank which would have a material impact on the financial position or profitability of the Bank.

7.8 FINANCIAL RATIOS OF THE BANK

Debt / Equity Ratio and Interest Cover

As at 31st December	2021	2022	2023	2024	2025	31st March 2026 (Unaudited)
Debt / Equity Ratio % *	24.9	18.8	15.6	9.6	14.5	15.1
Interest Cover Ratio (Times) **	6.6	6.8	9.7	18.1	15.9	11.0

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

** Interest Cover Ratio = $\frac{\text{Operating Profit Before VAT \& SSCL on financial services \& Income Taxes + Interest Expenses for Long Term Borrowings}}{\text{Interest Expenses for Long Term Borrowings}}$

7.9 DEBENTURE INTEREST PAYMENT DETAILS AS AT 31ST MARCH 2026

(In LKR '000)

	2021	2022	2023	2024	2025	31st March 2026 (Unaudited)
Gross interest due on Debentures	3,420,822	3,200,500	1,977,897	4,313,122	3,351,149	3,974,200
Debenture interest paid on due date	3,420,822	3,200,500	1,977,897	4,313,122	3,351,149	3,974,200
Debenture interest paid after the due date	--	--	--	--	_	-
Debenture interest not paid as of to date	--	--	--	--	_	-

7.10 TAXATION

The Bank consistently ensures that it is in compliance with requirements and regulations as stipulated by the Inland Revenue Act No. 24 of 2017 and amendments thereto and the other prevailing tax regulations of Sri Lanka. The Bank is not enjoying any special tax exemptions as at the date of the Prospectus.

7.11 FINANCIAL STATEMENTS AND FINANCIAL SUMMARY

The following financial information is hosted on the Bank's web site, www.sampath.lk and CSE web site www.cse.lk;

- Audited financial statements of the Bank as at 31st December 2025
- Interim financial statements of the Bank as at 31st March 2026 (Unaudited)
- Summarized financial statement for the Five (05) years ended 31st December 2021 to 31st December 2025 preceding the date of the Application stating the accounting policies adopted by the Bank certified by the External Auditors and there were no qualifications carried in any of the Auditors Reports covering the period in question and any material changes in accounting policies during the relevant period.

7.12 SUBSIDIARY COMPANIES AND THEIR PRINCIPAL ACTIVITIES

The details of subsidiaries of the Bank are given in the table below:

Name of Subsidiary	Principal Activity	Shareholding % (as at 31st March 2026)
Sampath Centre Ltd	Renting of commercial property	100.00%
Sampath Securities (Pvt) Ltd	Stock broking	100.00%
Siyapatha Finance PLC	Granting lease, hire purchase, factoring and other loan facilities and accepting deposits	100.00%
Sampath Information Technology Solutions Ltd	Software development, renting of IT equipment, IT resource outsourcing and consultancy	100.00%
Sampath Wealth Management Ltd	Wealth Management	100.00%

The Bank does not have any associate companies as at 31st March 2026.

8.0 BOARD OF DIRECTORS

8.1 DETAILS OF THE DIRECTORS

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

Name of Director	Designation
Mr. Harsha Amarasekera	Chairman (Non-Executive / Independent Director)
Mr. Sanjaya Gunawardana	(Managing Director / Chief Executive Officer)
Mr. Rushanka Silva	Deputy Chairman (Non-Executive / Non-Independent Director)
Mr. Dilip de S Wijeyeratne	(Non-Executive / Independent Director)
Ms. Aroshi Nanayakkara	(Non-Executive / Independent Director)
Mr. Vajira Kulatilaka	(Non-Executive / Independent Director)
Mrs. Keshini Jayawardena	(Non-Executive / Independent Director)
Mr. Vinod Hirdaramani	(Non-Executive / Independent Director)
Mr. Hiran Cabraal	(Non-Executive / Independent Director)
Mr. Roger Keith Modder	(Non-Executive / Independent Director)
Mr. Dilshan Hettiaratchi	(Non-Executive / Independent Director)
Mr. Ajantha de Vas Gunasekara	(Executive Director / Chief Financial Officer)

8.2 BOARD RELATED PARTY TRANSACTIONS REVIEW COMMITTEE

The Board established the Board Related Party Transactions Review Committee with effect from 30th July 2015 and the role, functions and the composition of the Committee are defined by the provisions of the:

- Banking Act Direction No. 05 of 2024 on Corporate Governance for Licensed Banks issued by the Central Bank of Sri Lanka;
- Listing Rules of the Colombo Stock Exchange; and
- Code of Best Practice on Corporate Governance 2023 issued by the Institute of Chartered Accountants of Sri Lanka.

The Committee is responsible for reviewing all Related Party Transactions according to applicable rules and regulations and taking necessary measures to prevent conflicts of interest arising from transactions with identified related parties.

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

Name	Membership Status	Directorship Status
Mr. Vajira Kulatilaka	Chairman	Non-Executive / Independent Director
Mr. Hiran Cabraal	Member	Non-Executive / Independent Director
Mr. Dilip de S Wijeyeratne	Member	Non-Executive / Independent Director

9.0 STATUTORY DECLARATIONS

9.1 STATUTORY DECLARATION BY THE BOARD OF DIRECTORS

We, the undersigned who are named herein as Directors of Sampath Bank PLC, hereby declare and/ or confirm the following:

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 provisions of the CSE Listing Rules and of the Companies Act No. 07 of 2007 and any amendments to it from time to time have been complied with and 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 Sampath Bank PLC have been given in the Prospectus, such representations have been made after due and careful enquiry of the information available to Sampath Bank PLC and making assumptions that are considered to be reasonable at the present point in time in our best judgment.

We hereby confirm that Sampath Bank PLC and all relevant parties connected with this Issue have complied with all applicable regulatory requirements, including, inter alia, the provisions of the Colombo Stock Exchange Listing Rules, the Companies Act No. 07 of 2007 (as amended), and all other applicable laws and regulations in force in Sri Lanka. We further declare that, to the best of our knowledge, information and belief, having made all reasonable enquiries, there are no material conflicts of interest, whether direct or indirect, that would affect or be likely to affect the issuance of the BASEL III Compliant Green Bonds or the contents of this Prospectus.

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

Name of Director	Designation	Signature
Mr. Harsha Amarasekera	Chairman (Non-Executive / Independent Director)	Sgd.
Mr. Sanjaya Gunawardana	(Managing Director / Chief Executive Officer)	Sgd.
Mr. Rushanka Silva	Deputy Chairman (Non-Executive / Non-Independent Director)	Sgd.
Mr. Dilip de S Wijeyeratne	(Non-Executive / Independent Director)	Sgd.
Ms. Aroshi Nanayakkara	(Non-Executive / Independent Director)	Sgd.
Mr. Vajira Kulatilaka	(Non-Executive / Independent Director)	Sgd.
Mrs. Keshini Jayawardena	(Non-Executive / Independent Director)	Sgd.
Mr. Vinod Hirdaramani	(Non-Executive / Independent Director)	Sgd.
Mr. Hiran Cabraal	(Non-Executive / Independent Director)	Sgd.
Mr. Roger Keith Modder	(Non-Executive / Independent Director)	Sgd.
Mr. Dilshan Hettiaratchi	(Non-Executive / Independent Director)	Sgd.
Mr. Ajantha de Vas Gunasekara	(Executive Director / Chief Financial Officer)	Sgd.

9.2 STATUTORY DECLARATION BY THE MANAGERS TO THE ISSUE

We, Investor Relations Department of Sampath Bank PLC, No.110, Sir James Peiris Mawatha, Colombo 02 being the Manager to the Issue of Sampath Bank PLC BASEL III Compliant Green Bond Issue 2026, 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 Sampath Bank PLC.

Given on this 14th July 2026

(Sgd.)

Thilina Costa
Chief Manager – Investor Relations and Securities Services Department

ANNEXURE I

COLLECTION POINTS

Manager / Company Secretary	Registrars to the Issue	Bankers to the Issue
Investor Relations Department Sampath Bank PLC 110, Sir James Peiris Mawatha, Colombo 02. Mr. Lasantha Senaratne Company Secretary Sampath Bank PLC 110, Sir James Peiris Mawatha, Colombo 02.	Central Depositary Systems [Pvt] Limited Ground Floor, M & M Center, 341/5, Kotte Road, Rajagiriya.	Securities Services Department Sampath Bank PLC 110, Sir James Peiris Mawatha, Colombo 02.
Tel: +94-11 4 416 963/ 874/ 809/100 +94-11 4 730 652	Tel: +94-11 2 356 444	Tel: +94 11 2 4 416 610
Fax: +94-11 4 712 016 +94-11 2 300 924	Fax: +94-11 2 440 396	Fax: +94-11 4 712 016

TRADING PARTICIPANTS OF THE CSE

Bartleet Religare Securities (Pvt) Limited Level "G", "Bartleet House", 65, Braybrooke Place, Colombo 02. Tel : +94-11 4 221 000 Fax : +94-11 2 434 985 E-mail : info@bartleetstock.com	**HNB Stockbrokers (Pvt) Limited** No. 53, Dharmapala Mawatha, Colombo 03. Tel : +94-11 2 206 206 Fax : +94-11 2 206 298 / 9 E-mail : sales@hnbstockbrokers.lk
John Keells Stockbrokers (Pvt) Limited 186, Vauxhall Street, Colombo 02. Tel : +94-11 2 306 250 / + 94 11 2 342 066 / 7 Fax : +94-11 2 342 068 E-mail : jkstock@keells.com	**Asha Securities Limited** No. 60, 5th Lane, Colombo 03. Tel : +94-11 2 429 100 Fax : +94-11 2 429 199 E-mail : asl@ashasecurities.net
Almas Equities (Pvt) Limited Westin Tower, , No. 2 - 4/1, Lake Drive, 5th Floor, Colombo 08. Tel : +94-70 7 144 551 Fax : E-mail : info@almasequities.com	**Somerville Stockbrokers (Pvt) Limited** 1A, Park Way, Park Road, Colombo 05. Tel : +94-11 2 502 858 / +94-11 2 502 862 / +94-11 2 502 854 Fax : +94-11 2 502 852 E-mail : contact@somerville.lk

J B Securities (Pvt) Limited No. 150, St. Joseph Street, Colombo 14. Tel : +94-11 2 490 900 Fax : +94-11 2 430 070 E-mail : jbs@jb.lk	**Lanka Securities (Pvt) Limited** 3rd Floor," M2M Veranda Offices", No. 34, W.A.D. Ramanayeke Mawatha, Colombo 02. Tel : +94-11 4 706 757 / +94-11 2 554 942 Fax : +94-11 4 706 767 E-mail : info@lankasec.com
Asia Securities (Pvt) Limited 4th Floor, Lee Hedges Tower, No.349, Galle Road, Colombo 03. Tel : +94-11 7 722 000 Fax : +94-11 2 584 864 E-mail : inquiries@asiasecurities.lk	**Capital Trust Securities (Pvt) Limited** 42, Mohamed Macan Markar Mawatha, Colombo 03. Tel : +94-11 2 174 174 / +94-11 2 174 175 Fax : +94-11 2 174 173 E-mail : inquiries@capitaltrust.lk
Sampath Securities (Pvt) Limited 5th Floor, 26 B, Alwis Place, Colombo 03 Tel : +94-11 4 711 000 / +94-11 4 711 001 Fax : +94-11 2 394 405 E-mail : itdivision@sampathsecurities.lk	**CT CLSA Securities (Pvt) Limited** 4-14, Majestic City, 10, Station Road, Colombo 04. Tel : +94-11 2 552 290 - 4 Fax : +94-11 2 552 289 E-mail : info@ctclsa.lk
First Capital Equities (Pvt) Limited Level 12, Vallible Property Building, No. 480, Galle Road, Colombo 03. Tel : +94- 11 2 123 901 Fax : - E-mail : equity@firstcapital.lk	**NDB Securities (Private) Limited** Level 2, NDB Capital Building, No. 135, Bauddhaloka Mawatha, Colombo 04. Tel : +94-11 2 131 000 Fax : +94-11 2 314 181 E-mail : mail@ndbs.lk
ACS Capital (Pvt) Limited No.44, Guildford Crescent, Colombo 07. Tel : +94-11 7 898 302 / +94 11 488 9061-3 / +94-11 268 8899 Fax : - E-mail : info@acscapital.lk	**Capital Alliance Securities (Pvt) Limited** 6th Floor, M2M Veranda Offices, No. 34, W.A.D. Ramanayake Mawatha, Colombo 02. Tel : +94-11 2 317 777 Fax : +94-11 2 317 788 E-mail : info@cal.lk
Nestor Stock Brokers (Pvt) limited The Landmark Building, No.385, Galle Road, Colombo 03. Tel : +94-11 5 388 138 Fax : +94-11 2 550 100 E-mail : info@nestorstockbrokers.lk	**First Guardian Equities (Pvt) Limited** 32nd Floor, East Tower, World Trade Centre, Colombo 01. Tel : +94-11 5 884 400 Fax : +94-11 5 884 401 E-mail : info@fge.lk

Enterprise Ceylon Capital (Pvt) Limited No.3/1B, Liberty Plaza, 282, R A De Mel Mawatha, Colombo 03. Tel : +94-11 2 445 644 / +94 11 2 301 861/ +94-11 2 301 862 Fax : +94-11 2 372 541 E-mail : info@ecc.lk	**Richard Pieris Securities (Pvt) Limited** No. 310, High Level Road, Nawinna, Maharagama. Tel : +94-11 4 310 500 Fax : +94-11 2 330 711 E-mail : rpfsl@rpsecurities.com
Softlogic Stockbrokers (Pvt) Limited Level 16, One Galle Face Tower, Colombo 02. Tel : +94-11 7 277 000 Fax : +94-11 7 277 099 E-mail : ssb.inquiry@softlogic.lk	**LOLC Securities Limited** No.481, T.B. Jayah Mawatha, Colombo 10. Tel : +94-11 5 889 889 Fax : +94-11 2 662 883 E-mail : info@lolcsecurities.com
ACAP Stock Brokers (Pvt) Limited No. 17, Lauries Place, Colombo 04. Tel : +94-782 234 000 Fax : +94-11 2 331 756 E-mail : info@acapstockbrokers.lk	**Ambeon Securities (Pvt) Limited** No.100/1,2nd Floor, Elvitigala Mawatha, Colombo 08. Tel : +94-11 5 328 100 / +94-11 5 328 200 Fax : +94-11 5 328 177 E-mail : info@ambeonsecurities.lk
Senfin Securities Limited 4th Floor, No.180, Bauddhaloka Mawatha, Colombo 04. Tel : +94-11 2 359 100 Fax : +94-11 2 305 522 E-mail : info@senfinsecurities.com	**Capital Alliance PLC** 6th Floor, M2M Veranda Offices, No. 34, W.A.D. Ramanayake Mawatha, Colombo 02. Tel : +94-11 2 317 777 Fax : +94-11 2 317 788 E-mail : info@cal.lk
Wealthtrust Securities Limited No. 102/1, Dr. N M Perera Mawatha, Colombo 08. Tel : +94-11 2 675 091 - 4 Fax : +94-11 2 689 605 E-mail : info@wealthtrust.lk	**Seylan Bank PLC** Level 3, Seylan Towers 90, Galle Road, Colombo 03. Tel : +94-11 2 456 300 Fax : +94-11 2 452 215 E-mail : info@seylan.lk

ANNEXURE II

CUSTODIAN BANKS

BANK OF CEYLON1 11th Floor, No. 04, Bank of Ceylon Mawatha, Colombo 01. +94-11 2 204 064	**CITI BANK, N A** 65 C, Dharmapala Mawatha, Colombo 07. +94-11 4 794 733	**COMMERCIAL BANK OF CEYLON PLC** Commercial House, 21, Sir Razik Fareed Mawatha, Colombo 01. +94-11 2 430 420
DEUTSCHE BANK AG 86, Galle Road, Colombo 3. +94-112 447 062 / +94-112 438 057	**HATTON NATIONAL BANK PLC** HNB Towers, 479, T.B. Jayah Mawatha, Colombo 10. +94-77 7 712 406	**THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED** 24, Sir Baron Jayathilake Mawatha, Colombo 01. +94-11 4 451 275
PEOPLE'S BANK (Head office) Treasury, 5th Floor, 75, Sir Chittampalam A Gardiner Mawatha, Colombo 02. +94-11 2 206 782	**STANDARD CHARTERED BANK** 37 York Street, Colombo 01. +94-11 2 480 450	**SAMPATH BANK PLC** 110, Sir James Pieris Mawatha, Colombo 02. +94-11 5 416 963
DFCC BANK PLC No.73/5, Galle Road, Colombo 03. +94-11 2 442 031	**SEYLAN BANK PLC** Level 07, Seylan Towers, No 90 Galle Road, Colombo 03. +94-11 2 456 701/ +94-11 2 456 764 +94-77 2 279 545	**UNION BANK OF COLOMBO PLC** 64A, Galle Road, Colombo 03. +94-11 2 374 205
NATIONS TRUST BANK PLC 256, Sri Ramanathan Mawatha, Colombo 15. +94-11 4 313 131	**PAN ASIA BANKING CORPORATION PLC** (Head Office) 450, Galle Road, Colombo 03. +94-11 2 565 565	**NATIONAL DEVELOPMENT BANK PLC** No.40, Navam Mawatha, Colombo 02 +94-11 2 448 448

ANNEXURE III

COPY OF THE RATING CERTIFICATE

FITCH RATINGS LANKA LTD.

Authorised Signatory.

FitchRatings

RATING ACTION COMMENTARY

Fitch Rates Sampath Bank's Proposed Basel III Subordinated Green Bond Final 'A(lka)'

Wed 08 Jul, 2026 - 5:55 AM ET

Fitch Ratings - Colombo - 08 Jul 2026: Fitch Ratings has assigned Sampath Bank PLC's (AA-(lka)/Stable) proposed Sri Lankan rupee-denominated Basel III-compliant subordinated green bonds of up to LKR10 billion a final National Long-Term Rating of 'A(lka)'.

The proposed bonds, which will mature in five and seven years, will be listed on the Colombo Stock Exchange. The bank plans to use the proceeds to strengthen its Tier 2 capital base as well as to support balance sheet growth through financing and/or refinancing of green projects.

The bank expects the proposed bonds to qualify as Basel III-compliant regulatory Tier 2 capital. The green bonds include a non-viability clause that states they will convert to ordinary voting shares upon the occurrence of a trigger event, as determined by the Governing Board of the Central Bank of Sri Lanka.

The final rating is the same as the expected rating assigned on 28 April 2026 and follows the receipt of documents conforming to information already received.

KEY RATING DRIVERS

Fitch rates the proposed Basel III Tier 2 bonds two notches below the bank's National Long-Term Rating of 'AA-(lka)'. This reflects Fitch's baseline notching for loss severity for this type of debt and our expectations of poor recoveries. There is no additional notching for non-performance risks, as the proposed notes do not incorporate going-concern loss-absorption features.

Sampath's National Long-Term Rating is used as the anchor rating for this instrument because the rating reflects the bank's standalone financial strength and best indicates the risk of the bank becoming non-viable.

Fitch reviewed Sampath's ratings with no rating action on 8 September 2025. See our latest rating action commentary, Fitch Upgrades 10 Sri Lankan Banks' National Ratings and Affirms Five after Scale Recalibration, published on 21 January 2025, for the key rating drivers and sensitivities.

RATING SENSITIVITIES

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

A downgrade of the bank's National Long-Term Rating will lead to a downgrade of the subordinated debt rating.

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

An upgrade of the bank's National Long-Term Rating will lead to an upgrade of the subordinated debt 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 TYPE	RATING	RATING ACTION	PRIOR
Sampath Bank PLC				
subordinated	Natl LT	A(lka)	New Rating	A(EXP)(lka)

VIEW ADDITIONAL RATING DETAILS

FITCH RATINGS ANALYSTS

Jeewanthi Malagala
Head of Analytics, Sri Lanka
Primary Rating Analyst
+94 11 7066 605
jeewanthi.malagala@fitchratings.com
Fitch Ratings Lanka Ltd.
15-02 East Tower, World Trade Center Echelon Square, Colombo 00100

Tania Gold
Senior Director
Secondary Rating Analyst
+65 6796 7224
tania.gold@fitchratings.com

Heakyu Chang
Senior Director
Committee Chairperson

heakyu.chang@fitchratings.com

MEDIA CONTACTS

Peter Hoflich
Singapore
+65 6796 7229
peter.hoflich@thefitchgroup.com

Vivian Kam
Hong Kong
+852 2263 9612
vivian.kam@thefitchgroup.com

Leslie Tan
Singapore
+65 6796 7234
leslie.tan@thefitchgroup.com

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 - Effective from 21 March 2025 to 8 May 2026 (pub. 22 Mar 2025) (including rating assumption sensitivity)

ADDITIONAL DISCLOSURES

Solicitation Status

Endorsement Policy

Potential Conflicts Resulting from Revenue Concentrations

ENDORSEMENT STATUS

Sampath Bank PLC

DISCLAIMER & DISCLOSURES

All Fitch Ratings (Fitch) credit ratings are subject to certain limitations and disclaimers. Please read these limitations and disclaimers by following this link: https://www.fitchratings.com/understandingcreditratings. In addition, the following https://www.fitchratings.com/rating-definitions-document details Fitch's rating definitions for each rating scale and rating categories, including definitions relating to default. ESMA and the FCA are required to publish historical default rates in a central repository in accordance with Articles 11(2) of Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 and The Credit Rating Agencies (Amendment etc.) (EU Exit) Regulations 2019 respectively.

Published ratings, criteria, and methodologies are available from this site at all times. Fitch's code of conduct, confidentiality, conflicts of interest, affiliate firewall, compliance, and other relevant policies and procedures are also available from the Code of Conduct section of this

site. Directors and shareholders' relevant interests are available at https://www.fitchratings.com/site/regulatory. Fitch may have provided another permissible or ancillary service to the rated entity or its related third parties. Details of permissible or ancillary service(s) for which the lead analyst is based in an ESMA- or FCA-registered Fitch Ratings company (or branch of such a company) can be found on the entity summary page for this issuer on the Fitch Ratings website.

In issuing and maintaining its ratings and in making other reports (including forecast information), Fitch relies on factual information it receives from issuers and underwriters and from other sources Fitch believes to be credible. Fitch conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction. The manner of Fitch's factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third- party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors. Users of Fitch's ratings and reports should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information Fitch relies on in connection with a rating or a report will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to Fitch and to the market in offering documents and other reports. In issuing its ratings and its reports, Fitch must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings and forecasts of financial and other information are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings and forecasts can be affected by future events or conditions that were not anticipated at the time a rating or forecast was issued or affirmed. Fitch Ratings makes routine, commonly-accepted adjustments to reported financial data in accordance with the relevant criteria and/or industry standards to provide financial metric consistency for entities in the same sector or asset class.

The complete span of best- and worst-case scenario credit ratings for all rating categories ranges from 'AAA' to 'D'. Fitch also provides information on best-case rating upgrade scenarios and worst-case rating downgrade scenarios (defined as the 99th percentile of rating transitions, measured in each direction) for international credit ratings, based on historical performance. A simple average across asset classes presents best-case upgrades of 4 notches and worst-case downgrades of 8 notches at the 99th percentile. For more details on sector-specific best- and worst-case scenario credit ratings, please see Best- and Worst-Case Measures under the Rating Performance page on Fitch's website.

The information in this report is provided "as is" without any representation or warranty of any kind, and Fitch does not represent or warrant that the report or any of its contents will meet any of the requirements of a recipient of the report. A Fitch rating is an opinion as to the creditworthiness of a security. This opinion and reports made by Fitch are based on established criteria and methodologies that Fitch is continuously evaluating and updating. Therefore, ratings and reports are the collective work product of Fitch and no individual, or group of individuals, is solely responsible for a rating or a report. The rating does not address the risk of loss due to risks other than credit risk, unless such risk is specifically mentioned. Fitch is not engaged in the offer or sale of any security. All Fitch reports have shared authorship. Individuals identified in a Fitch report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only. A report providing a Fitch rating is neither a prospectus nor a substitute for the information assembled, verified and presented to investors by the issuer and its agents in connection with the sale of the securities. Ratings may be changed or withdrawn at any time for any reason in the sole discretion of Fitch. Fitch does not provide investment advice of any sort. Ratings are not a recommendation to buy, sell, or hold any security. Ratings do not comment on the adequacy of market price, the suitability of any security for a particular investor, or the tax-exempt nature or taxability of payments made in respect to any security. Fitch receives fees from issuers, insurers, guarantors, other obligors, and underwriters for rating securities. Such fees generally vary from US$1,000 to US$750,000 (or the applicable currency equivalent) per issue. In certain cases, Fitch will rate all or a number of issues issued by a particular issuer, or insured or guaranteed by a particular insurer or guarantor, for a single annual fee. Such fees are expected to vary from US$10,000 to US$1,500,000 (or the applicable currency equivalent). The assignment, publication, or dissemination of a rating by Fitch shall not constitute a consent by Fitch to use its name as an expert in connection with any registration statement filed under the United States securities laws, the Financial Services and Markets Act of 2000 of the United Kingdom, or the securities laws of any particular jurisdiction. Due to the relative efficiency of electronic publishing and

Drawn

distribution, Fitch research may be available to electronic subscribers up to three days earlier than to print subscribers.

For Australia, New Zealand, Taiwan and South Korea only: Fitch Australia Pty Ltd holds an Australian financial services license (AFS license no. 337123) which authorizes it to provide credit ratings to wholesale clients only. Credit ratings information published by Fitch is not intended to be used by persons who are retail clients within the meaning of the Corporations Act 2001.Fitch Ratings, Inc. is registered with the U.S. Securities and Exchange Commission as a Nationally Recognized Statistical Rating Organization (the "NRSRO"). While certain of the NRSRO's credit rating subsidiaries are listed on Item 3 of Form NRSRO and as such are authorized to issue credit ratings on behalf of the NRSRO (see https://www.fitchratings.com/site/regulatory), other credit rating subsidiaries are not listed on Form NRSRO (the "non-NRSROs") and therefore credit ratings issued by those subsidiaries are not issued on behalf of the NRSRO. However, non-NRSRO personnel may participate in determining credit ratings issued by or on behalf of the NRSRO.

dv01, a Fitch Solutions company, and an affiliate of Fitch Ratings, may from time to time serve as loan data agent on certain structured finance transactions rated by Fitch Ratings.

Copyright © 2026 by Fitch Ratings, Inc., Fitch Ratings Ltd. and its subsidiaries. 33 Whitehall Street, NY, NY 10004. Telephone: 1-800-753-4824, (212) 908-0500. Reproduction or retransmission in whole or in part is prohibited except by permission. All rights reserved.

READ LESS

SOLICITATION STATUS

The ratings above were solicited and assigned or maintained by Fitch at the request of the rated entity/issuer or a related third party. Any exceptions follow below.

Fitch's solicitation status policy can be found at www.fitchratings.com/ethics.

ENDORSEMENT POLICY

Fitch's international credit ratings produced outside the EU or the UK, as the case may be, are endorsed for use by regulated entities within the EU or the UK, respectively, for regulatory purposes, pursuant to the terms of the EU Regulation or the UK Regulation, as the case may be. Fitch's approach to endorsement in the EU and the UK can be found on Fitch's Regulatory Affairs page on Fitch's website. The endorsement status of international credit ratings is provided within the entity summary page for each rated entity and in the

transaction detail pages for structured finance transactions on the Fitch website. These disclosures are updated on a daily basis.

ANNEXURE IV

ACCOUNTANT'S REPORT & 5 YEAR SUMMARY

Shape the future with confidence

Ernst & Young
Chartered Accountants
Rotunda Towers
No. 109, Galle Road
P.O. Box 101
Colombo 03, Sri Lanka

Tel: +94 11 246 3500
Fax: +94 11 768 7869
Email: eysl@lk.ey.com
ey.com

WDPL/ USS

28 May 2026

Board of Directors
Sampath Bank PLC
No. 110
Sir James Pieris Mawatha
Colombo 02

Accountants' Report
Sampath Bank PLC

Dear Sirs/Madams,

Introduction

This report has been prepared for the purpose of the prospectus issued in connection with the issue of up to a maximum of Seventy Million (70,000,000) Basel III Compliant – Tier 2, Listed, Rated, Unsecured, Subordinated, Redeemable Green Bonds with a Non- Viability Conversion feature (hereinafter referred to as "Basel III Compliant Green Bonds") of the par value of Sri Lankan Rupees One Hundred (LKR 100/-) each, to raise a sum of Sri Lankan Rupees Seven Billion (LKR 7,000,000,000/-), with an option to issue up to further Thirty Million (30,000,000) of said Basel III Compliant Green Bonds to increase the sum by further Sri Lankan Rupees Three Billion (LKR 3,000,000,000/-) at the discretion of the Bank in the event of an oversubscription of the initial issue.

We have examined the Financial Statements of the Sampath Bank PLC (the "Bank") and the Consolidated Financial Statements of the Bank and its Subsidiaries (the "Group") for the years ended 31 December 2021 to 31 December 2025, and report is as follows.

1. **Incorporation**

Sampath Bank PLC (the "Bank") is a Public Limited Liability Company incorporated in Sri Lanka on 10th March 1986 under the Companies Act No. 17 of 1982 and re-registered under the Companies Act No 07 of 2007 on 28th April 2008. It is a licensed Commercial Bank under the Banking Act No.30 of 1998 and supervised by the Central Bank of Sri Lanka. The shares of the Bank have a primary listing on the Colombo Stock Exchange.

The registered office of the Bank is located at No. 110, Sir James Pieris Mawatha, Colombo 02. The principal activities of the Bank involve providing financial services encompassing Retail Banking, Corporate Banking, Digital banking, Investment Banking, Small and Medium Enterprise (SME) Banking, project and infrastructure financing, leasing, housing finance, cash management, correspondent banking, remittance services, margin trading, pawning, treasury and investment services, and card operations.

Partners: D K Hulangamuwa FCA FCMA LLB (London), Ms. Y A De Silva FCA, Ms. G G S Manatunga FCA, W K B S P Fernando FCA FCMA FCCA, B E Wijesuriya FCA FCMA, R N de Saram ACA FCMA, N M Sulaiman FCA FCMA, Ms. L K H L Fonseka FCA, Ms. P V K N Sajeewani FCA, A A J R Perera FCA ACMA, N Y R L Fernando ACA, D N Gamage FCA ACMA, C A Yalagala ACA ACMA, Ms. P S Paranavitane ACA ACMA LLB (Colombo), B Vasanthan ACA ACMA, W D P L Perera ACA, M U M Mansoor ACA

Principals: T P M Ruberu FCMA FCCA MBA, G B Goudian ACMA, D L B Karunathilaka ACMA, W S J De Silva Bsc (Hons) - MIS Msc - IT, V Shakthivel B.Com (Sp)

A member firm of Ernst & Young Global Limited

EY
Building a better working world

2. Financial Information

2.1 Five-year Summary of Audited Financial Statements

A summary of Statements of Profit or Loss and Statements of Financial Position of the Bank and a summary of Consolidated Statements of Profit or Loss and Consolidated Statements of Financial Position of the Group for the financial years ended 31 December 2021 to 31 December 2025, based on the audited Financial Statements are set out on annexure 1 to 4 of this Accountants' Report.

2.2 Audited Financial Statements for the Year Ended 31 December 2025

Our audit report on the Financial Statements of the Bank and the Consolidated Financial Statements of the Bank and its Subsidiaries for the year ended 31 December 2025 together with such Financial Statements comprising the Statement of Financial Position, Statement of Profit or Loss, Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows along with the accounting policies and notes thereon is available on the websites of CSE, www.cse.lk, where the management is responsible for the electronic presentation of the financial report and to ensure the electronic version of the audited financial report and the auditor's report on the website is identical to the final signed hard copy version.

2.3 Audit Reports

We have audited the Financial Statements of the Bank and the Consolidated Financial Statements of the Bank and its subsidiaries for the years ended 31 December 2021 to 31 December 2025. Unmodified audit opinions have been issued for the said financial years by our reports dated 15 February 2022, 17 February 2023, 14 February 2024, 17 February 2025 and 19 February 2026 respectively.

2.4 Accounting Policies

The Financial Statements of the Bank and the Consolidated Financial Statements of the Bank and its subsidiaries for the years ended 31 December 2021 to 31 December 2025 comply with Sri Lanka Accounting Standards. The accounting policies of the Bank and its Subsidiaries are stated in detail in the audited Financial Statements of Sampath Bank PLC for the year ended 31 December 2025.

2.5 Dividends

2.5.1 Bank has paid dividend for the years ended 31 December 2021 to 31 December 2025 as follows.

Year	Dividend Per Share (Rs.)	Dividend Paid (LKR'000)
2021	4.25	4,863,589
2022*	4.60	5,264,120
2023	5.85	6,860,299
2024	9.35	10,964,752
2025	10.30	12,078,817

*Dividend paid on ordinary shares include LKR 1.15 (per share) paid as scrip dividends in 2022.

2.5.2 Dividend details for the year ended 31 December 2025, is described in the section 2.6 of this report.

ERNST & YOUNG Chartered Accountants COLOMBO

EY
Building a better working world

2.6 Events after Reporting Date

Dividends

On 19 February 2026, the Board of Directors approved and declared a final cash Dividend of LKR 10.30 per share based on the number of shares in issue (1,172.700,760) for the financial year ended 31 December 2025. On this basis, total dividend of Rs. 10.30 per share amounted to Rs. 12,078,817,828.

Proposed Debenture Issue

The Bank announced to the Colombo Stock Exchange on 18 December 2025 that the Board of Directors of the Bank at its meeting held on 17 December 2025 approved that the Bank issue up to a maximum of Seventy Million (70,000,000) Basel III Compliant – Tier 2, Listed, Rated, Unsecured, Subordinated, Redeemable Green Bonds with a Non- Viability Conversion feature (hereinafter referred to as "Basel III Compliant Green Bonds") of the par value of Sri Lankan Rupees One Hundred (LKR 100/-) each, to raise a sum of Sri Lankan Rupees Seven Billion (LKR 7,000,000,000/-), with an option to issue up to further Thirty Million (30,000,000) of said Basel III Compliant Green Bonds to increase the sum by further Sri Lankan Rupees Three Billion (LKR 3,000,000,000/-) at the discretion of the Bank in the event of an oversubscription of the initial issue.

3. Restriction on Use

This report is made solely for the purpose of the Board of Directors of Sampath Bank PLC for usage in the application for the purpose of Issue of up to a maximum of Seventy Million (70,000,000) Basel III Compliant – Tier 2, Listed, Rated, Unsecured, Subordinated, Redeemable Green Bonds with a Non-Viability Conversion feature (hereinafter referred to as "Basel III Compliant Green Bonds") of the par value of Sri Lankan Rupees One Hundred (LKR 100/-) each, to raise a sum of Sri Lankan Rupees Seven Billion (LKR 7,000,000,000/-), with an option to issue up to further Thirty Million (30,000,000) of said Basel III Compliant Green Bonds to increase the sum by further Sri Lankan Rupees Three Billion (LKR 3,000,000,000/-) at the discretion of the Bank in the event of an oversubscription of the initial issue.

Yours faithfully,

Ernst & Young

ERNST & YOUNG
Chartered Accountants
COLOMBO

SAMPATH BANK - FINANCIAL INFORMATION

Statement of Profit or Loss

For the year ended 31st December	2021	2022	2023	2024	Bank 2025
	Rs 000	Rs 000	Rs 000	Rs 000	Rs 000
Gross Income	**104,570,303**	**197,570,518**	**226,154,096**	**195,321,016**	**218,780,329**
Interest income	85,986,952	157,619,458	203,447,113	183,054,746	181,059,355
Less : Interest expense	44,317,761	84,117,088	131,157,456	103,046,806	103,276,965
Net interest income	**41,669,191**	**73,502,370**	**72,289,657**	**80,007,940**	**77,782,390**
Fee & commission income	13,239,648	21,940,763	22,909,822	22,289,477	27,240,631
Less: Fee & commission expense	1,764,995	2,499,396	4,023,353	4,780,225	6,005,276
Net fee & commission income	**11,474,653**	**19,441,367**	**18,886,469**	**17,509,252**	**21,235,355**
Net gain/(loss) from trading	399,243	(2,248,355)	761,786	(1,777,456)	4,254,888
Net gain on derecognition of financial assets	150,413	541,825	591,711	(7,230,523)	3,968,812
Net other operating income	4,794,047	19,716,827	(1,556,336)	(1,015,228)	2,256,643
Total operating income	**58,487,547**	**110,954,034**	**90,973,287**	**87,493,985**	**109,498,088**
Less: Impairment charge	17,084,814	62,706,010	20,148,542	(11,728,043)	(637,253)
Net operating income	**41,402,733**	**48,248,024**	**70,824,745**	**99,222,028**	**110,135,341**
Less: Operating expenses					
Personnel expenses	9,542,996	12,496,048	14,249,843	18,056,922	19,945,786
Depreciation and amortisation expenses	2,454,371	2,544,968	2,644,499	3,088,048	4,895,065
Other operating expenses	8,670,697	13,006,891	15,562,653	18,187,593	21,927,581
Total operating expenses	**20,668,064**	**28,047,907**	**32,456,995**	**39,332,563**	**46,768,432**
Operating profit before taxes on financial services	**20,734,669**	**20,200,117**	**38,367,750**	**59,889,465**	**63,366,909**
Less: Taxes on financial services	3,900,725	5,175,971	8,607,342	13,167,050	14,076,885
Profit before income tax	**16,833,944**	**15,024,146**	**29,760,408**	**46,722,415**	**49,290,024**
Less : Income tax expense	4,376,447	1,889,994	12,620,329	19,401,803	19,079,307
Profit for the year	**12,457,497**	**13,134,152**	**17,140,079**	**27,320,612**	**30,210,717**
Attributable to:					
Equity holders of the Bank	12,457,497	13,134,152	17,140,079	27,320,612	30,210,717
Non - controlling interest					
	12,457,497	**13,134,152**	**17,140,079**	**27,320,612**	**30,210,717**

ERNST & YOUNG Chartered Accountants COLOMBO

SAMPATH BANK - FINANCIAL INFORMATION

Statement of Financial Position

Bank

As at 31st December	2021	2022	2023	2024	2025
	Rs 000	Rs 000	Rs 000	Rs 000	Rs 000
Assets					
Cash & cash equivalents	22,882,999	79,162,545	79,272,087	46,229,318	62,018,008
Balances with Central Bank of Sri Lanka	30,874,556	31,579,185	14,463,854	16,373,983	21,835,192
Placements with banks	2,739,514	10,927,216	33,741,322	26,452,245	39,223,825
Reverse repurchase agreements	2,752,011	10,072,569	-	1,000,220	44,282
Derivative financial instruments	1,399,119	44,598	587,577	507,054	2,468,488
Financial assets recognised through profit or loss - measured at fair value	3,907,704	4,641,277	4,744,188	4,614,332	403,260
Financial assets at amortised cost					
- loans & advances	762,588,294	811,157,649	756,435,559	860,151,610	1,127,776,792
- debt & other instruments	293,766,967	278,775,796	568,100,002	401,280,763	523,176,568
Financial assets - fair value through other comprehensive income	43,004,145	32,772,930	216,022,295	367,782,512	848,256,497
Investment in subsidiaries	3,503,350	3,898,512	4,110,642	4,190,721	4,226,113
Property, plant & equipment	7,817,923	8,910,525	9,623,120	10,854,850	15,187,778
Intangible assets	544,916	578,031	745,395	888,711	1,040,433
Right-of-use assets	3,265,318	3,540,286	3,605,525	7,860,280	7,190,091
Current tax receivables	-	-	-	-	-
Deferred tax assets	6,157,958	21,734,244	17,292,023	10,934,412	10,597,476
Other assets	14,708,621	26,630,974	33,204,832	18,820,112	14,807,760
Total Assets	**1,199,913,395**	**1,324,426,337**	**1,541,948,421**	**1,777,941,123**	**1,978,252,563**
Liabilities					
Due to banks	23,653,247	11,297,181	11,621,838	23,259,811	24,687,100
Derivative financial instruments	607,923	1,449,393	1,498,777	3,200,590	805,063
Securities sold under repurchase agreements	4,157,662	2,283,291	34,688,209	40,312,784	32,785,653
Financial liabilities at amortised cost					
- due to depositors	977,945,952	1,096,099,874	1,253,642,547	1,455,864,416	1,627,060,300
- due to other borrowers	14,434,115	9,173,923	6,637,129	8,061,364	8,357,756
- due to debt securities holders	31,006,592	25,259,536	26,709,893	18,891,500	29,795,272
Retirement benefit obligation	2,573,127	1,845,228	3,170,247	5,799,502	7,490,860
Dividend payable	148,032	187,141	212,571	298,695	405,100
Current tax liabilities	7,524,844	18,754,155	16,220,788	14,522,729	16,762,008
Deferred tax liabilities	-	-	-	-	-
Other liabilities	19,110,242	31,696,670	39,673,346	41,191,516	51,229,076
Total Liabilities	**1,081,161,736**	**1,198,046,392**	**1,394,075,345**	**1,611,402,907**	**1,799,378,188**
Equity					
Stated capital	47,622,493	47,622,493	48,741,119	48,741,119	48,741,119
Reserves					
Statutory reserves	5,075,000	5,755,000	6,615,000	9,645,470	11,379,931
Other reserves	57,247,452	64,832,981	81,950,709	94,494,548	103,504,994
Retained earnings	8,806,714	8,169,471	10,566,248	13,657,079	15,248,331
Total equity attributable to equity holders of the Bank	**118,751,659**	**126,379,945**	**147,873,076**	**166,538,216**	**178,874,375**
Non - controlling interest					
Total Equity	**118,751,659**	**126,379,945**	**147,873,076**	**166,538,216**	**178,874,375**
Total Liabilities & Equity	**1,199,913,395**	**1,324,426,337**	**1,541,948,421**	**1,777,941,123**	**1,978,252,563**
Commitments and contingencies	392,079,682	315,363,167	481,333,065	523,844,321	624,740,931



SAMPATH BANK - FINANCIAL INFORMATION

Statement of Profit or Loss

For the year ended 31st December	2021	2022	2023	2024	Group 2025
	Rs 000	Rs 000	Rs 000	Rs 000	Rs 000
Gross Income	**113,075,143**	**206,002,254**	**236,504,470**	**206,569,194**	**232,456,906**
Interest income	92,427,928	164,775,651	212,458,617	192,358,624	192,137,353
Less : Interest expense	46,909,728	88,733,558	137,015,683	107,696,550	108,565,838
Net interest income	**45,518,200**	**76,042,093**	**75,442,934**	**84,662,074**	**83,571,515**
Fee & commission income	14,236,984	22,685,656	23,544,833	22,981,135	28,382,625
Less: Fee & commission expense	1,765,975	2,500,860	4,025,896	4,783,742	6,007,878
Net fee & commission income	**12,471,009**	**20,184,796**	**19,518,937**	**18,197,393**	**22,374,747**
Net gain/(loss) from trading	399,243	(2,266,306)	708,976	(1,704,262)	4,254,888
Net gain on derecognition of financial assets	150,413	559,216	599,423	(7,275,311)	3,968,812
Net other operating income	5,860,575	20,248,037	(807,379)	209,008	3,713,228
Total operating income	**64,399,440**	**114,767,836**	**95,462,891**	**94,088,902**	**117,883,190**
Less: Impairment charge	18,559,200	62,908,121	20,209,602	(11,871,475)	(642,696)
Net operating income	**45,840,240**	**51,859,715**	**75,253,289**	**105,960,377**	**118,525,886**
Less: Operating expenses					
Personnel expenses	10,916,278	13,878,531	15,826,114	20,433,710	22,892,187
Depreciation and amortisation expenses	2,491,340	2,396,761	2,554,373	3,009,836	4,299,029
Other operating expenses	9,311,739	13,613,025	16,585,848	19,358,845	23,211,632
Total operating expenses	**22,719,357**	**29,888,317**	**34,966,335**	**42,802,391**	**50,402,848**
Operating profit before taxes on financial services	**23,120,883**	**21,971,398**	**40,286,954**	**63,157,986**	**68,123,038**
Less: Taxes on financial services	4,295,777	5,576,779	9,085,431	13,969,717	15,076,816
Profit before income tax	**18,825,106**	**16,394,619**	**31,201,523**	**49,188,269**	**53,046,222**
Less : Income tax expense	4,968,645	2,334,109	13,277,241	20,485,009	20,474,885
Profit for the year	**13,856,461**	**14,060,510**	**17,924,282**	**28,703,260**	**32,571,337**
Attributable to:					
Equity holders of the Bank	13,856,461	14,060,510	17,924,282	28,703,260	32,571,337
Non - controlling interest	-	-	-	-	-
	13,856,461	**14,060,510**	**17,924,282**	**28,703,260**	**32,571,337**

ERNST & YOUNG Chartered Accountants COLOMBO

SAMPATH BANK - FINANCIAL INFORMATION

Statement of Financial Position

As at 31st December	2021	2022	2023	2024	Group 2025
	Rs 000	Rs 000	Rs 000	Rs 000	Rs 000
Assets					
Cash & cash equivalents	23,027,588	79,344,587	79,530,247	46,501,139	62,563,988
Balances with Central Bank of Sri Lanka	30,874,556	31,579,185	14,463,854	16,373,983	21,835,192
Placements with banks	2,739,514	10,927,216	33,741,322	26,452,245	39,223,825
Reverse repurchase agreements	4,861,922	10,299,569	150,400	6,596,063	7,085,229
Derivative financial instruments	1,399,119	44,598	587,577	507,054	2,468,488
Financial assets recognised through profit or loss - measured at fair value	3,907,704	4,822,395	4,841,302	4,614,332	403,260
Financial assets at amortised cost					
- loans & advances	795,804,353	839,976,738	787,355,719	901,950,481	1,195,918,062
- debt & other instruments	294,667,208	284,237,662	373,899,842	405,616,020	523,233,300
Financial assets - fair value through other comprehensive income	43,004,201	32,772,986	216,022,351	367,782,568	148,256,553
Investment in subsidiaries	-	-	-	-	-
Property, plant & equipment	16,337,516	19,067,412	19,960,610	22,012,514	28,273,996
Intangible assets	567,681	600,341	766,532	899,752	1,085,000
Right-of-use assets	3,031,790	3,265,770	3,152,666	5,488,197	6,203,407
Current tax receivables	4,177	-	-	-	-
Deferred tax assets	6,242,982	21,992,147	17,517,519	11,177,659	10,814,762
Other assets	16,162,339	28,388,956	35,386,047	21,023,359	16,842,178
Total Assets	**1,242,632,650**	**1,367,319,562**	**1,587,375,988**	**1,836,995,366**	**2,064,207,240**
Liabilities					
Due to banks	31,532,293	15,255,184	17,344,766	30,067,815	43,929,855
Derivative financial instruments	607,923	1,449,393	1,498,777	3,200,590	805,063
Securities sold under repurchase agreements	4,157,662	2,283,291	34,438,086	40,312,784	30,626,611
Financial liabilities at amortised cost					
- due to depositors	994,317,574	1,115,155,879	1,276,551,041	1,487,148,551	1,662,952,864
- due to other borrowers	14,434,115	9,173,923	6,637,129	8,061,364	8,357,756
- due to debt securities holders	37,274,207	32,872,261	30,386,809	24,741,652	41,883,516
Retirement benefit obligation	2,706,462	1,998,238	3,355,039	6,019,892	7,776,857
Dividend payable	148,032	187,141	212,571	298,695	405,100
Current tax liabilities	8,375,511	19,186,239	16,688,675	15,312,202	17,601,788
Deferred tax liabilities	979,815	1,465,662	1,465,112	1,465,112	1,963,820
Other liabilities	20,913,538	32,741,284	40,967,491	42,484,397	54,139,956
Total Liabilities	**1,115,447,132**	**1,231,768,495**	**1,429,545,496**	**1,659,113,054**	**1,870,443,186**
Equity					
Stated capital	47,622,493	47,622,493	48,741,119	48,741,119	48,741,119
Reserves					
Statutory reserves	5,315,000	6,033,000	6,929,000	10,018,470	11,834,931
Other reserves	60,381,178	68,330,919	85,448,647	97,992,486	108,198,081
Retained earnings	13,866,847	13,564,655	16,711,726	21,130,237	24,989,923
Total equity attributable to equity holders of the Bank	**127,185,518**	**135,551,067**	**157,830,492**	**177,882,312**	**193,764,054**
Non - controlling interest	-	-	-	-	-
Total Equity	**127,185,518**	**135,551,067**	**157,830,492**	**177,882,312**	**193,764,054**
Total Liabilities & Equity	**1,242,632,650**	**1,367,319,562**	**1,587,375,988**	**1,836,995,366**	**2,064,207,240**
Commitments and contingencies	389,844,633	314,491,810	479,795,279	521,302,732	623,788,273

ERNST & YOUNG Chartered Accountants COLOMBO

ANNEXURE V

DECLARATION TO BE GIVEN BY FATCA COMPLIANT INVESTORS

DECLARATION

Manager
Sampath 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 Sampath 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 Sampath 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

ANNEXURE VI

INDEPENDENT LIMITED ASSURANCE STATEMENT

Shape the future with confidence

Ernst & Young
Chartered Accountants
Rotunda Towers
No. 109, Galle Road
P.O. Box 101
Colombo 03, Sri Lanka

Tel: +94 11 246 3500
Fax: +94 11 768 7869
Email: eysl@lk.ey.com
ey.com

Independent practitioner's limited assurance report to the Board of Directors of Sampath Bank PLC on Pre-Issuance of Green Bond

Scope

Ernst & Young ("we" or "EY") have been engaged by **Sampath Bank PLC** to perform a 'limited assurance engagement,' as defined by Sri Lanka Standard on Assurance Engagements, hereafter referred to as the engagement, in relation to the **Pre-Issuance of Green Bond** ("the Bond" or "Green Bond"), in order to provide conclusion as to whether anything has come to our attention that causes us to believe that the subject matter mentioned below ("Subject Matter") does not meet, in all material respects, the criteria as presented below as at **30 June 2026.**

Subject Matter and Criteria

The Subject Matter and associated Criteria for this limited assurance engagement is set out in the table below:

Subject Matter	Criteria
Sampath Bank PLC's Sustainability Bond Framework, and the relevant pre-issuance processes described, that sets out the policies and procedures related to the selection of eligible projects, use and management of proceeds, and reporting associated with the Green Bond.	The International Capital Market Association (ICMA) Green Bond Principles - June 2025 (GBP), Social Bond Principles, - June 2025 (SBP) and Sustainability Bond Guidelines - June 2021 (SBG) requirements on: • Use of Proceeds • Process of Project Evaluation and Selection • Management of Proceeds • Reporting The Criteria can be found at the link: https://www.icmagroup.org/sustainable-finance/the-principles-guidelines-and-handbooks/ Sri Lanka Green Finance Taxonomy (SLGFT) - May 2022 (found in the link: https://www.cbsl.gov.lk/sites/default/files/cbslweb_documents/sri_lanka_green_finance_taxonomy_2022.pdf Asia Pacific Loan Market Association (APLMA) - Green Loan Principles, 2025. Loan Market Association (LMA) - Green Loan Principles, 2025. Loan Syndication and Trading Association (LSTA) - Green Loan Principles, 2025. Such Criteria were specifically designed to determine whether the bank's Sustainability Bond Framework and its stated policies and procedures related to the selection of eligible projects, use and management of proceeds, and reporting is presented in accordance with the Criteria. As a result, the subject matter information may not be suitable for another purpose.

Other than as described in the preceding paragraph, which sets out the scope of our engagement, we did not perform assurance procedures on the remaining information included in the Report, and accordingly, we do not express a conclusion on this information.

Partners: D K Hulangamuwa FCA FCMA LLB (London), Ms. Y A De Silva FCA, Ms. G G S Manatunga FCA, W K B S P Fernando FCA FCMA FCCA, B E Wijesuriya FCA FCMA, R N de Saram ACA FCMA, N M Sulaiman FCA FCMA, Ms. L K H L Fonseka FCA, Ms. P V K N Sajeewani FCA, A A J R Perera FCA ACMA, N Y R L Fernando ACA, D N Gamage FCA ACMA, C A Yalagala ACA ACMA, Ms. P S Paranavitane ACA ACMA LLB (Colombo), B Vasanthan ACA ACMA, W D P L Perera ACA, M U M Mansoor ACA

Principals: T P M Ruberu FCMA FCCA MBA, G B Goudian ACMA, D L B Karunathilaka ACMA, W S J De Silva Bsc (Hons) - MIS Msc - IT, V Shakthivel B.Com (Sp)

A member firm of Ernst & Young Global Limited

EY

Shape the future
with confidence

Sampath Bank PLC's responsibilities

Sampath Bank PLC management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the subject matter, such that it is free from material misstatement, whether due to fraud or error.

Ernst & Young's responsibilities

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.
We conducted our engagement in accordance with the *Sri Lanka Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information (SLSAE 3000 (Revised)*, and the terms of reference for this engagement as agreed with the Sampath Bank PLC on 7 August 2025. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusions.

Our independence and quality management

We have maintained our independence and confirm that we have met the requirements of the Code of Ethics for Professional Accountants issued by the Institute of Chartered Accountants of Sri Lanka (CA Sri Lanka) and have the required competencies and experience to conduct this assurance engagement.

EY also applies quality management standards, which require that we 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.

Description of procedures performed

Procedures performed in a limited assurance engagement vary in nature and timing from and are less in extent than for a reasonable assurance engagement. 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. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the subject matter and related information and applying analytical and other appropriate procedures.
Our procedures included:

- Checking Sampath Bank PLC's Sustainability Bond Framework to understand the policies, procedures, and criteria.
- Check the eligibility of the nominated Green project categories for inclusion in Sampath Bank PLC's Sustainability Bond Framework.
- Checking the policies, procedures established by the Bank for project evaluation and selection, management proceeds, information disclosure and reporting for the Bank's proposed Green Bond issuance.

- Interview the selected management and team members from the Bank to understand the key issues in relation to the Bank Sustainability Bond Framework and the Bank's policies and procedures.

- Confirming the internal systems and procedures are functioning as indicated and obtaining supporting evidence.
- Obtaining and reviewing evidence to support key assumptions and other data.
- Seeking management representation from the Bank on key assertions.

We also performed such other procedures as we considered necessary in the circumstances.

Emphasis of matter

There are inherent limitations in performing assurance - for example, assurance engagements are based on selective testing of the information being examined - and it is possible that fraud, error, or non-compliance may occur and not be detected. These are additional inherent risks associated with assurance over non-financial information including reporting against standards that require information to be assured against source data compiled using definitions and estimation methods that are developed by the reporting entity. Finally, adherence to SLSAE 3000 (Revised) and the Criteria is subjective and will be interpreted differently by different stakeholder groups.

Our assurance was limited to the Sampath Bank PLC's Green Bond pre-issuance process, as described in Sampath Bank PLC's Sustainability Bond Framework and did not include statutory financial statements. Our assurance is limited to policies and procedures in place as of **30 June 2026**, ahead of the issuance of Green Bond.

Use of Report

Our responsibility in performing our assurance activities is to the management of Sampath Bank PLC only and in accordance with the terms of reference for this engagement as agreed with them. We do not therefore accept or assume any responsibility for any other purpose or to any other person or organization. Any reliance by such a third party may place on Sampath Bank PLC's Green Bond issuance is entirely at its own risk, except for where reliance has been agreed by us and Sampath Bank PLC, as the client, by way of a reliance letter. No statement is made as to whether the criteria are appropriate for any third-party purpose.

Observations on particular aspects of our engagement

We provide selected observations aligning to the Criteria core components, to enable the reader to gain an understanding on how Sampath Bank PLC's Green Bond pre-issuance process, as described in Sampath Bank PLC's Sustainability Bond Framework meet the Criteria. These observations are not intended to detract from our conclusion provided below.

Use of Proceeds:

- Proceeds from the proposed Green Bond will be used for financing and refinancing purposes in whole or in part for eligible green and social projects.
- The use of proceeds of the proposed Green Bond aligns with the Criteria's indicative list of project categories. Specifically Sampath Bank PLC's Sustainability Bond Framework's eligible project categories are "Renewable Energy", "Energy efficiency", "Clean transportation", "Green building", "Sustainable waste management/ Pollution prevention and control" and "Financing SMEs to stimulate economic growth and alleviation of unemployment with a focus on but not limited to women-led SMEs".

Process for Project Evaluation and Selection

- Sampath Bank PLC has developed a Sustainability Bond Framework that outlines environmental and social objectives of the proposed Green Bond, eligibility criteria for determining eligible projects and process for project selection and evaluation.

- The process of project evaluation and selection involves the key business units. The identification of eligible projects is initiated at the credit evaluation stage and will be noted in the credit appraisal memos for the information of the approving authorities and for the use of Credit Administration Department (CAD). The CAD shall ensure the loans are properly classified at the time of disbursement and upon disbursement, all loans will be reflected in a common pool of loans and advances. To select eligible projects from the common pool of loans, the Bank established a separate 'Sustainable Asset Selection Committee' (SASC), with representations from the key business units of operation and chaired by Chairman of the ESG Committee.

Management of Proceeds

Sampath Bank PLC has implemented processes to manage funds received from the proposed Green Bond and to monitor the ongoing use of proceeds. These processes include:

- A separate internal account shall be maintained by the Bank and any subsequent repayments / or amortizations shall be adjusted from the outstanding of each bond/ or borrowing to reflect the actual outstanding at any given time. This mechanism enables the Bank to maintain bond / or borrowing wise exposures, separately.
- The Bank uses a classification and flagging mechanism to track eligible projects, allowing comparison of unallocated bond or borrowing amounts with assigned allocations. The SASC is responsible for flagging eligible projects to the relevant bond or borrowing through the CAD or another designated unit.
- The ESG Committee directs stakeholders to fulfill commitments under each bond/borrowing, while the Bank's external auditor provides assurance on the tracking of proceeds against allocations.
- Proceeds from each bond/borrowing will be held in liquid assets, primarily government securities, and will not be invested in excluded categories until allocated to eligible projects.

Reporting

Sampath Bank PLC will report on allocation, eligibility and impact on an annual basis along with Sampath Bank's integrated annual report.

Allocation reporting will continue for each bond/borrowing until fully allocated, on a bond-wise basis to ensure transparency. Reports will cover net proceeds, security identification, allocation levels with refinance vs. fresh financing split, green vs. social project composition, remaining allocation period, and bond maturity.

The impact reporting shall be based on both qualitative and quantitative at portfolio level to portray the overall impact of the Bank's green and social projects funded through bonds and borrowings. The impact reporting shall be aligned to the Harmonized Framework for Impact Reporting (as amended) of ICMA. In the event the said Harmonized Framework for Impact Reporting is replaced with any other acceptable framework, the Bank shall continue the impact reporting in accordance with such newly replaced framework.

The Bank shall subject to availability of requisite data and considering the feasibility, use a mix of impact metrics as deem appropriate. The metrics may change in line with market practices and the Bank's internal decision regarding selection of appropriate metrics.

External Review

- Sampath Bank PLC will engage the Bank's Independent External Reviewer to review the internal processes and controls, allocation reports and impact reports on an annual basis.
- The independent assurance reports will be published in on either the Bank's website (https://www.sampath.lk/) or in Bank's integrated annual report.

EY

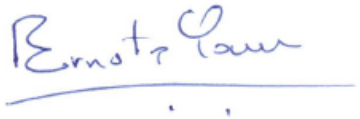
Shape the future
with confidence

Conclusion

Based on our procedures and the evidence obtained, we are not aware of any material modifications that should be made to Sampath Bank PLC's Sustainability Bond Framework, and the relevant pre-issuance processes described, that sets out the policies and procedures related to the selection of eligible projects, use and management of proceeds, and reporting associated with the Green Bond, in order for it to be in accordance with the Criteria.

Restricted use

This report is intended solely for the information and use of Sampath Bank PLC for the purpose of providing an assurance conclusion on the Subject Matter based on the Criteria and is not intended to be and should not be used by anyone other than those specified parties.



Chartered Accountants
30 June 2026
Colombo

www.sampath.lk