සම්පත් බැංකුව
SampathBank

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

SAMPATH BANK LIMITED.

COMPANY LIMITED BY SHARES

(INCORPORATED ON THE 10TH DAY OF MARCH 1986)

THE COMPANIES ACT NO: 17 of 1982

ආකෘති පත්‍රය FORM 41

CERTIFIED AS A TRUE COPY

Company Secretary
Sampath Bank PLC
Company No. PQ 144

ශ්‍රී ලංකා ප්‍රජාතාන්ත්‍රික සමාජවාදී ජනරජය

DEMOCRATIC SOCIALIST REPUBLIC OF SRI LANKA

සමාගමේ නව අංකය
New No. of Company

පී | කියූ | 144
P Q

සමාගමේ පරණ අංකය
Old No. of Company

එන්(පී)පී 119

2007 අංක 7 දරන සමාගම් පනත
The Companies Act, No. 7 of 2007

සංස්ථානය සිරිමෙහි සහතිකය
CERTIFICATE OF INCORPORATION

(485 (6) වන වගන්තිය අනුව)
(Pursuant to Section 485 (6))

සිහෙන්ත පබීසත් මුහම්මදු සිරාදීස්

.....(වරලිහ සමාගමකි/යි) සමාගම් 2007 අංක 7 දරන සමාගම් පනත යටතේ සංස්ථානය කරනු ලැබූ දවස සිකුරාදින මෙදා ..... සමාගමක් වශයෙන් රියෙජිරි කළ බවත් ඉහත සඳහන් කර ඇති නව අංකය මෙදා, බව සමාගම් රෙජිස්ට්‍රාර්ගේ අනුමැතියෙන් අනුව 485 (6) වගන්තියේ විධිවිධාන යටතේ කරන ලදැයි.

සඳහන්..... සහි ..... මිය ..... වන මෙතුමා විසින් අත්සන් කොට දෙනිමි.

.....

සමාගම් 2007 අංක 7 දරන සමාගම් පනත යටතේ නිති කට්ටලගතකරවා ඇති පරිදි සෙවෙස්වලට යටත්ව මෙහි උපලේඛනගත කර ඇති සමාගම් ඉවත්කිරීමේ නියෝගයක් ලබා දී ඇති බවත් සහතික කරනු ලැබේ. මෙතැන් සිට ..... වන දින ..... මාසය ..... වන වර්ෂය

I hereby certify that SAMPATH BANK PLC

(an existing Company) is this day registered as a Public Limited Company as if it is incorporated under the Companies Act, No. 7 of 2007 and that the above mentioned new number has been assigned to it and entered in the Register of Companies.

Given under my hand at Colombo, this Twenty Eighth day of April Two Thousand Eight.

සමාගම් රෙජිස්ට්‍රාර් ජනරාල් වෙනුවට
For Registrar-General of Companies
සියලුම පරිදි නියෝජ්‍ය රෙජිස්ට්‍රාර්
Deputy Registrar of Companies.

සමාගම් අංකය / Number of Company } එන්(මිබිඑස්) 119. / N (PBS)

ශ්‍රී ලංකා/இலங்கை/SRI LANKA (CEYLON)

සමාගම් ආඥාපනත (145 අධිකාරය)

கொம்பனிக் கட்டளைச்சட்டம் (145 ம் பகுதி)

THE COMPANIES ORDINANCE (Cap. 145)

සහතිකය

சான்றுப்பத்திரம்

CERTIFICATE

CERTIFIED AS A TRUE COPY

Company Secretary
Sampath Bank PLC
Company No. PQ 144

1982 අංක 17 දරණ සමාගම් පනත.

1982 අංක 17 දරණ සමාගම් පනත යටතේ ලියාපදිංචි කරන ලද "ඉන්වෙස්ට්මන්ට් ඇන්ඩ් ක්‍රෙඩිට් බැන්ක් ලිමිටඩ්" සමාගම එකී පනතේ 20 වැනි වගන්තිය ප්‍රකාර සම්පත් බැන්ක් ලිමිටඩ් යනුවෙන් නොවන්නා ලදින් එම සමාගම "සම්පත් බැන්ක් ලිමිටඩ්" වශයෙන් අද දින සංස්ථාගත කළ බැව් එකී වගන්තිය යටතේ මෙයින් සහතික කරමි.

තවද, මේ සමාගම සීමාසහිත සමාගමක් බවද මෙයින් සහතික කරමි.

වර්ෂ එක් දහස් නව සිය අසූ සතක් වූ සැප්තැම්බර් මස මෙකී දින කොළඹ දී අත්සන් කර දුනිමි.

I hereby certify under Section 20 of the Companies Act No. 17 of 1982 that "INVESTMENT AND CREDIT BANK LIMITED" a Company registered under that Act, having changed its name to "SAMPATH BANK LIMITED" in accordance with the provisions of the said Section, is this day accordingly incorporated as "SAMPATH BANK LIMITED".

And I do hereby certify that the said Company is limited.

Given under my hand at Colombo, day of September One Thousand Nine Hundred and Eighty Seven.

Sp Marawaka

සමාගම් රෙජිස්ට්‍රාර්

REGISTRAR OF COMPANIES.

CERTIFIED AS A TRUE COPY

Company Secretary
Sampath Bank PLC
Company No. PQ 144

සමාගම් කොමසාරිස්වරු Companies 65

ශ්‍රී ලංකා ප්‍රජාතාන්ත්‍රික සමාජවාදී ජනරජය
இலங்கைச் சனநாயக சோசலிசக் குடியரசு
DEMOCRATIC SOCIALIST REPUBLIC OF SRI LANKA

සමාගම් අංකය
கொம்பனியின் இல.
No. of Company
} PQ(පීබීපී) 119
N(PBS)

1982 අංක 17 දරන සමාගම් පනත
1982 ஆம் ஆண்டின் 17 ஆம் இலக்க கொம்பனிச் சட்டம்
The Companies Act No. 17 of 1982

සීමාසහිත සමාගමක්
வரையறுத்த கொம்பனி
LIMITED COMPANY

සංස්ථාවක් ලෙස නීතිගත කළ බවට දෙන සහතිකය

இணைப்புச் சான்றிதழ்

CERTIFICATE OF INCORPORATION

(15 (1) වැනි වගන්තිය අනුවයි)
(15 (1) ஆம் பிரிவுக்கிணங்க)
(Pursuant to Section 15(1))

සීමාසහිත ඉන්වෙස්ට්මන්ට් ඇන්ඩ් ක්‍රෙඩිට් බැන්ක් ලිමිටඩ් – – – –

සීමාසහිත

1982 අංක 17 දරන සමාගම් පනත යටතේ අද දින සංස්ථාවක් ලෙස නීතිගත කළ බවත් ඒ සමාගම සීමාසහිත සමාගමක් බවත් මම මෙයින් සහතික කරමි.

.....සීමිතපෙර් සහිත සංස්ථාව,

1982 ஆம் ஆண்டின் 17 ஆம் இலக்க கொம்பனிச் சட்டத்தின் கீழ் இன்று இணைக்கப்பட்டுள்ளதென்பதும் அக்கொம்பனி வரையறுத்தது என்பதும் இத்தால் சான்றளிக்கின்றேன்.

I Hereby Certify that INVESTMENTSAND CREDIT BANK LIMITED = = =

= = = = Limited

is this day incorporated under the Companies Act No. 17 of 1982 and that the Company is Limited.

මෙය වැඩදෙස් කාමිසිය ..අට්ටාස.. ජනවූ ..මාර්තු.. මස ..දියා.. වැනිදා මෙදින මොළොක් දී අත්සන් කොට දුනිමි.

.....ஆம் ஆண்டு.....மாதம்.....ஆம் நாளன்று இன்று கொழும்பில் எனது கையொப்பமிட்டுக் கொடுக்கப்பட்டது.

Given under my hand at Colombo, this ..Tenth.. day of March

One thousand Nine hundred and Eighty Six.

S Meraviska

සමාගම් රෙජිස්ට්‍රාර්,
கொம்பனிகளின் பதிவாளர்,
Registrar of Companies.

(E 2-rd. 13" x 8" R., T. & E.) 8/89

CERTIFIED AS A TRUE COPY

Company Secretary
Sampath Bank PLC
Company No. PQ 144

අංකය
இல.
No. } බැ/(විසිවැ) 119.
N(PBS)

வியாபாரிக தவிப்புரு பதிவ் புரிவதற்கு கம்பனி ஒன்றுக்கு உரிமை வழங்கும் 1982 ஆம் ஆண்டு 17 ஆம் இலக்க கொம்பனிச் சட்டத்தின் 107 (3) வது பிரிவின் கீழ் வழங்கப்படும் சான்றிதழ்

CERTIFICATE UNDER SECTION 107 (3) OF THE COMPANIES ACT., No. 17 OF 1982, THAT A COMPANY IS ENTITLED TO COMMENCE BUSINESS

1982 අංක 17 දරන සමාගම් පනතේ 107 වැනි වගන්තියේ කොන්දේසි ඉටු කර ඇති බවත් ඇප් බැංකුව මැඩ් ලිමිටඩ්,

ස්වකීය වාණිජ කටයුතු පටන් ගැනීමට අයිතිවාසිකම් ඇති බව මම මෙයින් සහතික කරමි.

එරිම එස් දහස් නවසිය ..අසූහය..ක්වූ ..අප්‍රේල්.. මස

..වැනිදා විය මෙදින යොදුම්හි මගේ අත්සන තබා දුනිමි.

1982 ஆம் ஆண்டு 17 ம் இலக்க கொம்பனிச் சட்டத்தின் 107 ஆம் பிரிவின் நிபந்தனைகளுக்கு இணக்கம் தெரிவித்த ஆல், வியாபாரத்தை ஆரம்பிப்பதற்கு உரிமை பூண்டுள்ளதென இத்தால் நான் அத்தாட்சிப்படுத்துகிறேன்.

கொழும்பில் ஆயிரத்து தொளாயிரத்து ..ஆம் ஆண்டு

..மாதம்..ஆம் தேதியன்று இது எனது கையொப்பத்தோடு வழங்கப்பட்டது.

I HEREBY CERTIFY that INVESTMENT AND CREDIT BANK LIMITED.

having complied with the conditions of Section 107 of the Companies Act. No. 17 of 1982, is entitled to commence business.

Given under my hand at Colombo, this 02nd day of April

One Thousand Nine hundred and Eighty Six.

S. Morawaka

பதிவாளர் நாயகம்/கொம்பனிப் பதிவாளர்
Registrar of Companies.

இலங்கை இராஜதந்திர அச்சகம் 1986-ல் அச்சிடப்பட்டது

CERTIFIED AS A TRUE COPY

R L -

Company Secretary
Sampath Bank PLC
Company No. PQ 144

MEMORANDUM OF ASSOCIATION

OF

SAMPATH BANK LIMITED

1. The name of the Company is **SAMPATH BANK LIMITED.**

2. The Registered office of the Company will be situated in the District of Colombo.

3. The objects for which the Company is established are:

A. PRIMARY OBJECTS

(1) To establish a bank for the purpose of providing financial and other assistance, expertise and all other facilities rendered by a bank for Agriculture, Industry and Technology, Business Enterprises, Trade and Commerce, Travel and Tourism, Communications and Transport and all activities contributory to national and social development and the principal business being the acceptance of deposits of money on current account or otherwise subject to withdrawal by cheque, draft, order or otherwise. Provided that no transactions of the Company shall promote the production of weapons of war, animals for slaughter, dangerous and poisonous drugs.

(2) To carry on the business of borrowing, raising or taking up of money, lending or advancing of money either upon or without security, the drawing, making, accepting, discounting, buying, selling, collecting and dealing in bills of exchange, hoondees, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures, certificates, scripts and other instruments, and securities whether transferable, negotiable or not, the granting and issuing of letters of credit, traveller's cheques and circular notes, the buying, selling and dealing in bullion and specie, the buying and selling of foreign exchange, including foreign bank notes, acquiring, holding, issuing on commission, underwriting and dealing in stock, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds, the purchasing and selling of bonds scrips or other forms of securities on behalf of constituents of others, the negotiating of loans and advances, the receiving of all kinds of bonds, scrips or valuables on deposit, or for safe custody or otherwise and the carrying on of the business of safe deposits the collecting and transmitting of money and securities.

(3) To carry on the business of contracting for public and private loans and negotiating and issuing the same.

(4) To carry on the business of promoting, effecting, insuring, guaranteeing, underwriting, participating in, managing and carrying out any issue public or private, of State or Municipal or other loans or of shares, stock, debentures or debenture stock of any company, corporation or association and the lending of money for the purpose of any such issue.

(5) To carry on and transact every kind of guarantee and indemnity business.

(6) To promote or finance or assist in promoting or financing any business undertaking or industry, either existing or new, and developing or forming the same either through the instrumentality of syndicates or otherwise.

(7) To provide medium and long term credit for development.

(8) * To establish, undertake and execute trusts and provide custodian and/or trustee services

(9) To undertake and administer estates as executor, trustee or otherwise.

(10) To engage in the business of hire purchase services, factoring, leasing and warehousing.

To establish and carry on business through any subsidiary company for any of the purposes set out in proviso to Section 17 (1) of the Banking Act No. 30 of 1988.

B. ANCILLARY POWERS

(1) To acquire by purchase, lease or exchange, hire or otherwise of any property movable or immovable and any right of privilege which the Company may think necessary or convenient to acquire or the acquisition of which in the opinion of the Company is likely to facilitate the realisation of any securities held by the Company or to prevent or diminish any apprehended loss or liability.

(2) To manage, sell and realise all property movable and immovable which may come into the possession of the Company in satisfaction or part satisfaction of its claim.

(3) To acquire and hold and generally deal with any property and any right, title or interest in any property movable or immovable which may form the security or part of the security for any loans or advances or which may be connected with any such security.

(4) To take or otherwise acquire and hold shares in any other company having objects similar to those of the Company.

(5) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependants or connections of such persons, to grant pensions and allowances and making payments towards insurance, subscribe or guarantee moneys for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(6) To acquire, construct, maintain and alter any building or works necessary or convenient for the purposes of the Company.

(7) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, or turn to account or otherwise deal with all or any part of the property and rights of the Company.

(8) To acquire and/or undertake the whole or any part of the business of any person or company when such business is of a nature enumerated or described under objects of the Company.

(9) To do all such other things as are incidental or conducive to the promotion or advancement of the business of the Company.

(10) To conduct research and to provide for the training in banking, accounting, valuation, project and credit appraisal and allied subjects.

(11) To provide for the participation of the employees of the Company in the equity of the Company and to limit such participation to their tenure of employment.

(12) To participate in and/or assist any activity contributory towards the socio economic and cultural advancement of the community.

C. STATEMENT OF OBJECTS

"To establish branches of the Bank established by the Company, subsidiary companies or associate companies and/or to make significant investments in companies with or without controlling interest held by the Company, in Sri Lanka or elsewhere, for the purpose of the objects of the company"

"To establish and carry on the business of banking and other financial services in other parts of the world as branches of or affiliated to the company or independently for achievement of the objects of the company"

(3) To carry on the business of acting as agents for Governments or local authorities or for any other person or persons.

(4) To carry on agency business of any description other than the business of a managing agent of any company, which is not a banking company, but including the clearing and forwarding of goods, the power to act as attorneys and to give discharges and receipts.

"To engage in Management Consultancy business, and to set up and/ or invest in companies engaged in providing Human Resources, Information Technology personnel or services and any other personnel or services deemed necessary."

It is hereby declared that in the foregoing paragraphs of this Clause (unless a contrary intention appears) the word "person" includes any number of persons and a company and the word "company" except where used with reference to this Company shall be deemed to include a corporation and a partnership or other body of persons whether incorporated or not and whether domiciled or incorporated or registered in Sri Lanka or elsewhere.

4. The liability of the members is limited.

The Share Capital of the Company is Rupees Five Billion (Rs. 5,000,000,000/-) divided into Five Hundred Million (500,000,000) shares of Rupees Ten (Rs. 10/-) each. The Shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively and preferential deferred or other special rights, privileges, conditions or restrictions as to the dividend, capital, voting or otherwise.

We the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken up by each Subscriber
Sgd. N. U. Jayawardena Neville Ubesinghe Jayawardena, No. 18, Cambridge Place, Colombo 7. Company Director	One
Sgd. Nimal Jayawardena Ainsley Nimal Ubesinghe Jayawardena, No. 106, Park Road, Colombo 5. Company Director	One
Sgd. Albert Edirisinghe Albert Edirisinghe, No. 290, R. A. de Mel Mawatha, Colombo 3. Company Director	One

Names, Addresses and Descriptions of Subscribers	Number of Shares taken up by each Subscriber
Sgd. Walter Wimalachandra Walter Wimalachandra, No. 90, Jambugasmulla Mawatha, Nugegoda. Company Director	One
Sgd. Stanley William Stanley William No. 108 A, Maya Avenue, Colombo 5. Company Director	One
Sgd. M. P. Amarasuriya Mahiman Parakrama Amarasuriya, No. 2 Srawasthi Place, Colombo 7. Company Director	One
Sgd, Edmond Panagoda Edmond Panagoda, 58/3, Prathibimbarama Road, Dehiwela. Company Director	One

Dated the Sixth day of March, One thousand nine hundred and eighty six.

Witness to the above signatures and I do hereby testify to the number of shares subscribed for by the signatories abovenamed.

Sgd. R. Ranasinghe
Notary Public
Colombo.

CERTIFIED AS A TRUE COPY

.....
Company Secretary
Sampath Bank PLC
Company No. PQ 144

ARTICLES OF ASSOCIATION

OF

SAMPATH BANK LIMITED.

1. The regulations contained in Table A in the schedule to the statutes shall not apply to the Company, which shall be governed by the regulations contained in these Articles but subject to repeal, alteration or addition by Special Resolution. *Regulations in Table "A" not to apply.*

2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof: *Interpretation*

WORDS		MEANINGS
The Company	:	"SAMPATH BANK LIMITED."
The Statutes	:	The Companies Act No. 17 of 1982 and every other Act or Ordinance for the time being in force concerning companies and affecting the Company;
These Presents	:	These Articles of Association as from time to time altered by special resolution;
Special Resolution and Extraordinary Resolution	:	Have the meanings assigned thereto respectively by the statutes;
The Board	:	The directors for the time being of the Company including (where the context so admits or requires) Alternate Directors;
Office	:	The Registered Office of the Company;
Seal	:	The Common Seal of the Company;
Month	:	Calendar month;
Year	:	Calendar year;
In writing	:	Written or produced by any substitute for writing, or partly one and partly another;
Dividend	:	Dividend and/or bonus;
Paid up	:	Paid up or credited as paid

The expression 'debenture' and 'debenture-holder' shall include "debenture-stock' and 'debenture-stockholder' and the expressions 'the Secretary' or 'the Secretaries' shall include any individual, firm or company appointed by the Board to perform any of the duties of the Secretary.

Words importing the singular number only shall include the plural and vice versa, and words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations and companies.

Save as aforesaid any words or expression defined in the statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

Prohibition on subscription for or purchase of Company's own shares

3. The Company shall not give, whether directly or indirectly, and whether by means of a loan guarantee the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or, where the Company is a subsidiary company, in its holding company or shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this regulation shall prohibit transactions authorized by the statutes.

CAPITAL

4. "The Authorised Share Capital of the Company is Rupees Five Billion (Rs. 5,000,000,000/-) divided into Five Hundred Million (500,000,000) shares of Rs. Ten (Rs. 10/-) each."

(2) "The Board shall refuse the allotment/transfer/registration of any shares to any individual and/or a company and/or a company controlled by an individual and/or a company controlled indirectly by an individual or any related party of such individual or Company in the event such allotment/transfer/registration would result in any contravention of any law, regulation or requirement applicable to the Company."

the companies Ordinance or Act if such company or corporate body either in its own name and/or in the name of its subsidiary or holding company holds or will upon allotment hold more than 5% of the issued capital of the Company for the time being.

(c) To any Financial Institution incorporated by an Act of Parliament or its subsidiary or any International Finance Agency or any Banking Institution as defined in the Monetary Law Act under Section 127 (1) (b) and (d) if such Financial Institution or subsidiary or International Finance Agency or such Banking Institution as defined in the Monetary Law Act under Section 127 (1) (b) and (d) holds or will upon allotment hold more than 10% of the issued capital of the Company.

Provided always that -

(i) nothing contained in this Article shall preclude the Board from alloting any shares upto the respective percentages specified in sub-paragraphs (a) to (c) hereof.

(ii) if a member holds shares in excess of the number stipulated by these presents (or by the Banking Act No. 30 of 1988 or any amendments thereto or any regulations or orders or directions thereunder) such member shall be noticed in writing by the Directors to offer such excess shares for sale through a stock broker operating with a licence issued under the Securities Council Act No. 36 of 1987 (or any subsisting statutory modification thereof) within such time as may be specified by the Directors. In the event of such member failing to carry out the requirements of the Directors in that regard within the time specified by the Directors such member shall be deemed for all purposes (immediately upon the lapse of such time specified by the Directors) to have appointed the Secretary of the Company to sell such excess shares on behalf of such member in accordance with the directions of the Directors (and without prejudice to the generality of the foregoing) the Secretary shall also be deemed to have been authorised by such member to sign the transfer form and all other documents whatever relating to the sale of such shares and to receive the sale proceeds on behalf of such member. If the Secretary by virtue of his powers hereunder sells the excess shares of a member the sale proceeds thereof shall be received and retained by the Secretary for collection by the member less all charges and expenses pertaining to such sale. If a sale is about to take place as aforesaid the member concerned shall forthwith surrender the share certificate (s) held by him to the Secretary and failing which the directors may order the cancellation of such certificate (s) and the issue to such member of a certificate for such number of shares as the member is entitled to hold in terms of these presents. Such member and/or any other person claiming under or through him shall have no right of claim whatever against the Company and/or the Secretary regarding the sale of such excess shares except to receive as aforesaid the net sale proceeds retained by the Secretary on the sale of such excess shares effected by the Secretary.

Issue of shares

5. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued (which special rights may be varied or abrogated only in the manner provided by the next following article) any share in the capital of the company for the time being may be issued with such preferred deferred or other special rights or such restrictions whether in regard to dividend return of capital voting or otherwise as the Company may from time to time by ordinary resolution determine, and subject to the provisions of the statutes the Company may issue preference shares which are or at the option of the Company are to be liable to be redeemed on such terms and in such manner as the Company before the issue thereof may by ordinary resolution determine.

VARIATION OF RIGHTS

How special rights of shares may be varied

6. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may subject to the provisions of the statutes be varied or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an extra-ordinary resolution passed at a separate general meeting of such holders, (but not otherwise), and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate general meeting

all the provisions of these presents relating to general meetings of the Company, or to the proceedings thereat, shall mutatis mutandis, apply except that the necessary quorum shall be two persons at least holding or representing by proxy or attorney or representative one-third in nominal amount of the issued shares of the class (but so that, if at any adjourned meeting of such holders a quorum as above defined is not present, those of such holders who are present shall be a quorum) and that any holder of shares of the class present in person or by proxy or attorney or representative may demand a poll, and that each holder shall on a poll have one vote for every share of the class held by him.

Issue of shares ranking pari passu.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, by deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

INCREASE AND REDUCTION OF CAPITAL

Power to increase capital.

8. The Company may from time to time, with the sanction of an ordinary resolution of the Company in a general meeting, increase its capital by the creation of new shares. Such increase to be of such amount, and to be divided into shares of such respective amounts, and to be issued on such terms and conditions, and with or without a right of preference, whether in respect of dividend or of repayment of capital, or both, or with such deferred rights to the original or other shares of the Company, as the Company may by the resolution sanctioning the increase determine.

Rights and liabilities attached to new shares.

9. All new shares shall be subject to the provisions of these presents with reference to payment of calls, lien, transfer, transmission, forfeiture and otherwise.

Power to consolidate shares.

10. The Company may by ordinary resolution :-

(i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

Power to cancel shares.

(ii) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of the shares so cancelled;

Power to sub-divide shares.

(iii) sub-divide its shares or any of them into shares of smaller amount than is fixed by the memorandum of association (subject nevertheless to the provisions of the statutes) and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares;

The Company may by special resolution

(iv) reduce its capital or any capital redemption reserve fund or any share premium account, in any manner authorised by the statutes.

11. Nothing in these presents contained shall preclude the Board from recognising and acting on a renunciation of the allotment of any share by the allottee thereof in favour of any other person. *Renunciation of allotment.*

12. The shares in the capital of the Company for the time being shall be at the disposal of the Board and they may allot, grant options over or otherwise deal with or dispose of them to such persons and generally on such terms and conditions (subject however to the provisions of articles 5, 13 and 14 hereof) as they think proper. *Shares at the disposal of the board*

13. The Board may receive from any person who has agreed in writing to take up a specified number of shares in the capital of the Company (hereinafter collectively referred to as "such shares") any moneys on account of the allotment of such shares in monthly, quarterly or such other periodic instalments as the Board may decide and the Board shall be empowered to allot such shares upon such shares being paid for to the extent of Rs. 8/- per share. Provided always that after the allotment of such shares the balance Rs. 2/- per share shall be paid up as an advance on calls within such period as the Board may from time to time require and the Company shall pay interest on such Rs. 2/- per share at the higher of the Central Bank rate as at 1st July of the preceding year (or if 1st July is a public or Bank holiday then the next succeeding working day) or the dividend rate declared on the ordinary shares in the preceding financial year but no payment so made shall entitle the person paying the moneys to a refund thereof or to receive any interest from the Company on the moneys so paid hereunder (other than the interest on the Rs. 2/- per share referred to in the proviso herein) to the Company. The Company shall have the power to utilise the moneys so paid for the purposes of the Company and the advance on calls of Rs. 2/- per share shall be subject to the provisions of Article 24 hereof.

(14) " The Board may at their discretion and subject to the requisite approval of the shareholders, set up Employee Share Ownership/Option plans under such terms and conditions that they deem fit and compliant with regulatory provisions".

15. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that, if the commission shall be paid or payable out of capital the statutory conditions and requirements shall be observed and complied with, and the commission shall not exceed 10 per cent on the shares in each case subscribed, or to be subscribed. Such commission may be satisfied in whole or in part by the allotment (if so agreed) of fully or partly paid shares. The Company may also on any issue of shares pay such brokerage as may be lawful. *Power to pay commission and brokerage*

16. Except as required by law, no person shall be recognised by the Company as holding any shares upon any trust, and the Company shall not be bound by or compelled in any way to recognise any equitable, contingent, future or partial interest in any shares, or any interest in any fractional part of a share or (except only as by these presents or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder. *Exclusion of equities.*

CERTIFICATES

Issue of certificates

17. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class or upon payment of such sum, not exceeding rupees five (Rs. 5/-) for every certificate after the first as the Board shall from time to time determine, several certificates, each for one or more of his shares of any one class, where a member transfers part only of the shares comprised in a certificate the old certificate shall be cancelled and a new certificate for the balance of such shares issued in lieu without charge. Every certificate shall be issued under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that the company shall not be bound to register more than three persons as the jointholders of any shares, (except in the case of executors or trustees of a deceased member) and in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefore and delivery of a certificate to one of such persons or his duly authorised representative shall be sufficient delivery to all.

Renewal of certificates.

18. If a share certificate be defaced lost or destroyed it may be renewed on payment of such fee (if any) not exceeding rupees five (Rs. 5/-) and on such terms (if any) as to evidence and indemnity and the payment of out of pocket expenses of the Company in investigating evidence as the Board think fit.

CALLS ON SHARES

Calls

19. The Board may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the terms of issue thereof made payable at fixed times provided that no call on any shares exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call and each member shall (subject to at least fourteen day's notice being given specifying the time or time and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine.

Time when made.

20. A call shall be deemed to have been made at the time when the resolution of the Board authorised the call was passed and may be made payable by instalments.

Liability of joint holders.

21. The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Interest on calls.

22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on that sum from the day appointed for payment thereof to the time of actual payment at such rate, as the Board determine, but the Board shall be at liberty to waive payment of such interest wholly or in part.

Sums due on allotment to be treated as calls.

23. Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for the purpose of these presents be deemed to be a call duly made and payable on the date on which by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment

of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Power differentiate

24. The Board may, on any issue of shares, differentiate between the holders as to the amount of calls to be paid and the time of payment.

Payments in advance of calls.

25. The Board may, if they think fit, receive from any member willing to advance the same all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him, and such payment in advance of calls shall extinguish so far as the same shall extend, the liability upon the shares in respect of which it is made and, upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at the higher of the Central Bank rate as at 1st July of the preceding year (or if 1st July is a public or Bank holiday then the next succeeding working day) or the dividend rate declared on the ordinary shares in the preceding financial year.

FORFEITURE AND LIEN

Notice requiring payment of calls.

26. If a member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Board may at any time thereafter issue a notice in writing on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

Notice to state time and place for payment.

27. The notice shall name a further day (not being less than twenty eight days from the date of the notice) on or before which and the place where the payment required by the notice is to be made and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.

Forfeiture on non-compliance with notice.

28. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter before payment of all calls and interest and expenses due in respect thereof had been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Board may accept a surrender of any share liable to be forfeited hereunder.

Sale of shares forfeited or surrendered

29. A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Board shall think fit and at any time before a sale, reallotment or disposal the forfeiture or surrender may be cancelled on such terms as the Board think fit. The Board may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.

liabilities of members whose shares have been forfeited or surrendered.

30. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the share, with interest thereon at nine percent per annum (or such lower rate as the Board may approve) from the date of forfeiture or surrender until payment but the Board may waive payment of such interest either wholly or in part.

Company Lien.

31. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys whether presently payable or not, called or payable at a fixed time in respect of such share, and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same or joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon. The Board may resolve that any share shall for some specified period be exempt from the provisions of this article.

Sale of shares subject to lien.

32. The Company may sell in such manner as the Board think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable; not until the expiration of fourteen day's after notice in writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.

Application of proceeds of such sale.

33. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of sale For giving effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser.

Title to shares forfeited or surrendered or sold to satisfy a lien.

34. A declaration in writing under oath or affirmation that the declarant is a director of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the certificate or proprietorship of the share under seal delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity in the proceedings in reference to the forfieture, surrender, sale re-allotment or disposal of the share.

Forfeiture for non-payment of Instalments.

35. The provisions of these presents as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, become payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

TRANSFER OF SHARES

"a. Subject to such of the restrictions in these presents as may be applicable, all transfer of such shares may be effected by instrument in writing in any usual or common form or any other form which the Board may approve.

b. In the event that any securities of the company are quoted on a licensed stock exchange, they shall be freely transferable and the registration of the transfer thereof shall not be subject to any restriction, save except to the extent required for compliance with statutory requirements applicable to the company.

c. The Board may register without assuming any liability therefore, any transfer of shares which is in accordance with the rules and regulations in force for the time being and from time to time as laid out by such licensed stock exchange and any agency whose primary object is to act as a central depository to such licensed stock exchange."

38. (i) The Director may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of shares (not being fully paid shares) to a person of whom they shall not approve, and they may also decline to register any transfer of shares (not being fully paid shares) on which the Company has a lien. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal. *Board's power to decline to register.*

(ii) The Directors shall refuse the registration of the transfer of any shares if the registration of such transfer shall result :-

(a) If the transferee being an individual or a dependant of such an individual holding more than 5% of the issued capital of the Company; or

(b) If the transferee being a company or body corporate under the Companies Ordinance or Act either in its name and/or in the name of its subsidiary or holding company holding more than 5% of the issued capital of the Company.

(c) If the transferee being a Financial Institution incorporated by an Act of Parliament or its subsidiary or an International Finance Agency or such Banking Institution as defined in the Monetary Law Act under Section 127 (1) (b) and (d) holding more than 10% of the issued capital of the Company.

Provided the Directors shall not under Article 38 (i) decline to register the transfer of any share on which a sum of not less than Rs. 8/- per share has been paid up and for this purpose only any share on which a sum of not less than Rs. 8/- per share has been paid up shall be treated as a fully paid share.

39. The Board may decline to recognise any instrument of transfer unless -

(i) the instrument of transfer properly stamped is deposited at the office or such other place as the Board may appoint accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do), and

Deposit of transfer.

(ii) the instrument of transfer is in respect of only one class of shares.

All instruments of transfer which have been registered shall be retained by the Company.

REGISTRATION OF TRANSFER

Registration without meeting

40. This Board may be such means as they shall deem expedient authorise the registration of transfers or transmissions of shares without the necessity of any meeting of the Board for that purpose.

Suspension of registration.

41. Upon such notice as any be required by the statutes the registration of transfers may be suspended and the Register of Members closed at such times and for such period as the Board may from time to time determine, provided always that such registration shall not be suspended or the Register of Members closed for more that thirty day's in any year.

Fee for registration of probate.

42. There shall he paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney, or other document relating to or affecting the title to any shares or for making any entry in the Register of Members affecting the title to any shares, such fee, not exceeding Rupees Five (Rs. 5/-) as the Board may from time to time require or prescribe.

TRANSMISSION OF SHARES

Transmission on death.

43. In the case of the death of a member the survivors or survivor where the deceased was a joint-holder and the executors or administrators of the deceased (or where the estate of the deceased is under the administerable value the heirs of the deceased) where he was the sole or only surviving holder shall be the only persons recognised by the Company as having any title to his shares but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

Registration of executors etc.

44. Any person becoming entitled to shares in consequence of the death or bankruptcy of any member, upon producing proper evidence of the grant or probate or letters of administration or such other evidence that he sustains the character in respect if which he proposes to act under this article or of his title as the Board think sufficient, may with the consent of the Board be registered as a member in respect of such shares, or may, subject to the regulations as to transfers hereinbefore continued, transfer such shares. The Board shall have the same right to refuse to register a person entitled to any shares by transmission in terms of this article or his nominee, as if he were the transferee named in an ordinary transfer presented for registration.

45. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company or, save as otherwise provided by or in accordance with these presents, to any of the rights or privileges of a member until he shall have become a member in respect of the share.

Rights of un-registered executors etc.

GENERAL MEETINGS

46. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the the next. The annual general meetings shall be held at such time and place as the Board shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

Annual General Meetings.

47. The Board may whenever they think fit convene an extraordinary general meeting.

Extraordinary General Meetings.

NOTICE OF GENERAL MEETINGS

48. An annual general meeting and a meeting at which it is proposed to pass a special resolution or (save as provided by the statutes) a resolution of which special notice is required by these presents to be given to the Company shall be called by twenty one day's notice in writing at the least, and any other general meeting by fourteen day's notice in writing at the least, (exclusive in each case of the day on which it is served or deemed to be served and of the day for which it is given), given in manner mentioned in these presents to such members as are under the provisions of these presents entitled to receive such notices from the Company and to the auditors, provided that a general meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed.

Notice.

(i) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(ii) in the case of any other meeting, by the members having a right to attend and vote at the meeting being members together holding not less than ninety five percent (95%) in nominal value of the shares giving a right to attend and vote at the meeting.

49. The accidental omission to give notice to, or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any general meeting.

Omission or non-receipt of notice.

50. (a) Every notice calling a general meeting shall specify the place and the day and the hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a member of the Company.

Contents of Notice.

(b) In the case of an annual general meeting, the notice shall also specify the meeting as such.

(c) In the case of any general meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business, and if any resolution is to be proposed as an extraordinary resblution or as a special resolution, the notice shall contain a statement to that effect.

Routine business

51. Routine business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say:-

(i) declaring dividends;

(ii) considering the balance sheet, the reports of the directors and of the auditors, and other accounts and documents required to be annexed to the balance sheet;

(iii) appointing auditors and fixing the remuneration of the auditors or determining the manner in which such remuneration is to be fixed;

(iv) electing directors in the place of those retiring by rotation or otherwise.

When extra ordinary Meeting to be called, Requisition

52. The directors shall on the requisition of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an extraordinary general meeting of the Company in accordance with the requirements of the statutes.

PROCEEDINGS AT GENERAL MEETINGS

Quorum.

53. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Three members present in person or by proxy or attorney or in the case of a corporation by a representative duly authorised as provided by article 73 shall be a quorum for all purposes.

Adjournment if quorum not present.

54. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the chairman of the meeting may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present (if more than one) shall be a quorum.

Chairman

55. The Chairman or in his absence the Deputy Chairman of the Board shall preside as Chairman at every general meeting. If there be no such Chairman or Deputy Chairman or if at any meeting he be not present within five minutes after the time appointed for holding the meeting or be unwilling to act, the directors present shall choose one of their number to be chairman of the meeting or, if no director be present or if all the directors present decline to take the chair, the members present shall elect one of their number present to be chairman of the meeting.

Adjournment

56. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for

30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Notice of adjournments

57. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by :

Method of voting.

(i) the chairman of the meeting; or

(ii) not less than three persons present in person or by proxy or attorney or representative and entitled to vote; or

(iii) member or members present in person or by proxy or attorney or representative and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(iv) a member or members present in person or by proxy or attorney or representative and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand for a poll may be withdrawn. Unless a poll be demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

58. If a poll is duly demanded (and the demand be not with drawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may (and if so requested shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of taking and declaring the result of the poll.

How poll to be taken.

59. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is taken shall be entitled to a second or casting vote.

Chairman's casting vote.

60. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the chairman may direct. No notice need be given of a poll not taken immediately.

Time of taking a poll.

61. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

Continuance of business after demand for poll.

VOTES OF MEMBERS

Votes of Members.

62. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member who being an individual is present in person or by proxy or attorney who is not a member or being a corporation is present by a representative or proxy or attorney who is not a member shall have one vote. Subject as aforesaid, upon a poll every member who is present in person or by proxy, or by attorney or by representative shall be entitled to one vote for each share held by him.

Voting rights of joint-holders

63. In the case of joint-holders of a share the senior who tenders a vote, whether in person or by proxy or by attorney or by representative shall be accepted to the exclusion of the votes of the other joint-holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

Voting rights of lunatic members.

64. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis or other person in the nature of a committee or curator bonis appointed by such court, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which such person claims to vote, or in the case of a poll not less than forty eight hours before the time appointed for the taking of the poll.

No right to vote where a co. is unpaid.

65. No member shall be entitled to vote at a general meeting either personally or by proxy or by attorney or by representative, or to exercise any privilege as a member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Qualification of voter.

66. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

Votes on a poll.

67. On a poll, votes may be given either personally or by proxy or by attorney or by representative and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Execution of proxies.

68. The instrument appointing a proxy shall be in writing and

(i) in the case of an individual shall be signed by the appointor or by his attorney; and

(ii) in the case of a corporation shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.

The Company may, but shall not be bound to, require evidence of the authority of any such attorney or officer. A proxy need not be a member of the Company.

69. The instrument appointing a proxy shall be lodged, and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall if required be deposited for inspection at the office, in each case not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting, or in the case of a poll before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. *Deposit of proxies.*

70. An instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances admit :- *Form of proxy*

SAMPATH BANK LIMITED

I/We .....of.....

being a member/members of the abovenamed Company, hereby appoint

.....of.....

failing him .....of.....

as my/our proxy to represent me/us and to vote for me/us on my/our behalf at the annual/extraordinary (as the case may be) general meeting of the Company to be held on the .....

day.....of ..... 19..... and at any adjournment thereof

Signed .....day of.....19.....

71. (i) Any form of proxy issued by the Company may in the case of a meeting at which special business is to be transacted be so worded that a member may direct his proxy to vote either for or against any of the resolutions to be proposed. *Proxies general provisions.*

(ii) The proxy shall be deemed to include the right to demand or join in demanding a poll.

(iii) An instrument appointing a proxy, whether in the usual common form or note, shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.

72. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity revocation or transfer shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used. *Intervening death or insanity of principal not to revoke proxy.*

CORPORATIONS ACTING BY REPRESENTATIVES

Representatives.

73. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company.

DIRECTORS

Directors

74. The first directors of the Company shall be Neville Ubeysinghe Jayawardena, Ainsley Nimal Ubeysinghe Jayawardena, Albert Edirisinghe, Walter Wimalachandra and Stanley William who, notwithstanding the provisions of Article 86 hereof shall hold office for a period of five years and all such directors shall come up for retirement at the annual general meeting next succeeding the expiry of the period of five years as aforesaid. Any vacancy in the office of a first director during the said period may be filled by the remaining directors as a casual vacancy.

Provided however that subject to the provisions of Article 74 hereof the Board shall be entitled during the period of the said five years to co-opt to the Board of the Company not more than two additional directors for such period and upon such terms and conditions as may be determined by the Board but in any event such additional directors shall cease to hold office at the expiry of the said 5 years.

Article No. 75 (i)

The Directors shall not be less than five (05) nor more than twenty (20) in number.

1979 and having its Head Office at No. 48, Nawam Mawatha, Colombo 2); shall so long as it hold any share in the Company be entitled to appoint by nomination in writing under its Common Seal or under the hand of its Chairman one director to the Board of the Company to represent its interest and any director to the Board of the Company to represent its interest and any director so appointed by nomination as aforesaid shall not be liable to retirement by rotation or otherwise but shall hold office until it is vacated by his removal from office by his appointor or by his resignation or death or by his being disqualified by law from holding office as a Director of the Company, or by his appointor ceasing to hold any shares in the Company. Any such Director so appointed by nomination may at any time be removed from office by his appointer who may appoint another person in his place to fill such vacancy. Any such appointment or removal shall be in writing duly executed as aforesaid and shall be sent to or left at the Registered Office of the Company for the time being.

(ii) A Director so appointed by nomination under this Article is herein referred to as "Nominee Director".

(iii) None of the provisions contained in the Articles relative to appointment, retirement, removal or otherwise of a Director shall apply to a Nominee Director.

76. The qualification of a director may (without prejdice to article 80) be fixed by the Company in general meeting and, unless and until so fixed, no qualification shall be required. *Qualification of Directors*

77. The remuneration of the directors (excluding any remuneration payable under any other provision of these presents) shall be such sum as the Board shall determine, and such remuneration shall be divided among the directors in such manner as they shall from time to time determine and shall accrue di-die in diem. The Company may by ordinary resolution also vote extra remuneration to the directors or to any director and either for one year or any longer or shorter period. *Remuneration of Directors*

78. The Company may repay to any director all such reasonable expenses as he may incur in attending and returning from meetings of the Board of Committees of the directors or general meetings, or which he may otherwise incur in or about the business of the Company or may pay to any director such allowances as the Board think proper in respect of such expenses. *Expenses*

79. Any director, who serves on any committee or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine. *Extra remuneration.*

80. A director may hold any other office or place of profit under the Company (other than the office of auditor) and he or any firm of which he is a member or any corporation of which is member or director may act in any capacity for the Company (other than as auditor) in conjuction with his office of director, for such period and on such terms (as to remuneration and otherwise) as the Board may determine. No director or intending director shall be disqualified by his office from contracting with the Company, either with regard thereto or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established. *Power of Directors to hold offices of profit and to contract with Company.*

81. A director may be or become a director or other officer of, or otherwise interested in any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Board may utilise the voting power on any shares or securities in any such company as aforesaid for the purpose of fixing the remuneration of the directors for such company or any of them. *Holding of con-current office.*

EXECUTIVE DIRECTORS

82. (i) The Board may from time to time appoint one or more of their body to be the holder of any executive office, including the office of Chairman, Deputy Chairman, or Joint Deputy Chairman Managing or Joint Managing Director, Secretary, Joint Secretary or Manager on such terms and for such period as they may determine. Any director who. *Executive office.*

is the holder of an executive office in the Company at the date of the adoption of these presents shall be deemed to be the holder of an executive office within the meaning of this Article.

(ii) The appointment of any director to the office of Chairman and Deputy Chairman, the Managing or Joint Managing Director or Manager or any other executive office shall be subject to termination (unless the Board shall otherwise decide) if he ceases from any cause to be a director.

Powers of Executive Director.

83. The Board may entrust to and confer upon an Executive Director or General Manager any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers, such director or General Manager shall have the powers to delegate to any officer or officers such of the powers within such directors.

Remuneration of Executive Director

84. An executive director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Board may determine.

APPOINTMENT AND RETIREMENT OF DIRECTORS

Vacation of office of director

85. The office of a director shall be vacated in any of the following events, namely :-

(i) if he becomes prohibited by law from acting as a director.

(ii) if he resigns by writing under his hand left at the office;

(iii) if a receiving order is made against him or if he compounds with his creditors or is adjudicated as insolvent;

(iv) if he be lunatic or becomes of unsound mind;

(v) if he be absent from three consecutive meetings of the Board without leave and the Board resolve that the office be vacated;

(vi) subject to the provisions of Article 76 hereof, if he does not obtain his qualification within two months after his appointment, or at any time thereafter ceases to hold his qualification;

(vii) if he be requested in writing by all of his co-directors to resign;

(viii) if he be removed from office by resolution of the Company under the provision of these presents.

Selection of Directors to retire.

86. Subject to the provisions of Article 74 hereof at each annual general meeting one-third of the directors for the time being or, if their number is not a multiple of three, the number nearest to (but not greater than) one - third shall retire from office. A director retiring at a meeting shall retain office until the close of the meeting including any adjournment thereof.

Retirement of Directors by rotation.

87. The Directors to retire at each annual general meeting shall be those who, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected directors on the same day the directors to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring director shall be eligible for re-election.

88. The Company at the meeting at which a director retires in manner aforesaid shall fill the vacated office by electing a person thereto, and in default the retiring director shall be deemed to have been re-elected unless.

Filling vacate office.

(i) at such meeting it is expressly resolved not to fill such vacated office, or a resolution for the re-election of such director is put to the meeting and lost; or

(ii) such director has given notice in writing to the Company that he is unwilling to be re-elected or is over the age of 70;

(iii) the default is due to the contravention of the next following article.

89. Except as otherwise provided by the statutes a motion for the appointment of two or more persons as directors by a single resolution shall not be made at any general meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it and any resolution moved in contravention of this provision shall be void.

Appoi of D to be on in.

90. No person other than a director retiring at the meeting shall, unless recommended by the Board for election, be eligible for appointment as a director at any general meeting, unless not less than fourteen nor more than twenty-eight days' before the day appointed for the meeting there shall have been left at the office a special notice in writing addressed to the Company (signed by some other person being a member duly qualified to attend and vote at the meeting for which such notice is given) of his intention to propose such person for election, and also an intimation in writing signed by the person to be proposed of his willingness to be elected.

Notice intenti to app Direct

91. The Company may by ordinary resolution of which special notice has been given to the Company in accordance with section 138 of the statutes remove any director before the expiration of his period of office, notwithstanding any provision of these presents or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement.

Remov Directo

92. The Company may by ordinary resolution of which special notice has been given to the Company in accordance with section 138 of the statutes appoint another person in place of a Director removed from office under the last preceding article, and any person so appointed hereunder shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Board as a casual vacancy.

Appoin to fill vacancy caused remova from of

93. The Board shall have power at any time and from time to time appoint any person to be a director either to fill a casual vacancy or as an additional director, but so that the total number of directors shall not at any time exceed the maximum number fixed by these presents. Any director so appointed shall hold office until the next annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of directors who are to retire by rotation at such meeting.

The Bo power fill cas vacanci or appo addition director.

PROCEEDINGS OF DIRECTORS

Meetings of the Board.

94. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Board. Notice of a meeting of the Board shall be given to all Directors and such notice shall be accompanied by an agenda of the meeting (unless such agenda be incorporated in the Notice itself) and all documents or copies thereof as may be relevant to the meeting. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from Sri Lanka.

Quorum.

95. The quorum necessary for the transaction of the business of the Board may from time to time be determined by the Board and, unless so determined at any other number, shall be five. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

Declaration of interest.

96. A director who is in anyway whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provision of the statutes.

Restrictions on voting

Quorum

97. (a) Save as by the next following article otherwise provided a Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor for the purpose of any resolution regarding the same shall be counted in the quorum present at the meeting but this article shall not apply to.

(i) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligation undertaken by him for the benefit of the Company; or

(ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

(iii) any contract by him to subscribe for or underwrite shares or debentures of the Company; or

(iv) any contract or arrangement with any other company or firm in which he is interested only as a Director or partner or other officer or creditor of or as a shareholder in or beneficially interested in the share of the Company;

(b) The provisions of this article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this article may be ratified by ordinary resolution of the Company.

Relaxation of restrictions on voting.

98. A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Board resolve to exercise any of the rights of the Company

(whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the Board resolve to enter into or make any arrangements with him or on his behalf pursuant to these presents, or whereat the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of the terms thereof,

Directors remuneration for professional services.

99. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company.

Proceedings in case of vacancies.

100. The continuing directors may act notwithstanding any vacancies but, if and so long as the number of directors is reduced below the minimum number fixed by these presents, the continuing directors or director may act for the purpose of filling up such vacancies or of summoning general meetings of the Company but not for any other purpose. If there be no directors or director able or willing to act, then any two members may summon a general meeting for the purpose of appointing directors.

Chairman and Deputy Chairman.

101. The Board may appoint and remove a Chairman and Deputy Chairman of the Board. The Chairman or in his absence the Deputy Chairman so appointed shall preside as Chairman at meetings of the Board. If no Chairman or Deputy Chairman has been appointed, or if at any meeting the Chairman or Deputy Chairman be not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be Chairman of the meeting.

Resolutions in writing.

102. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Board duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

Power to appoint committees.

103. The Board may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Board.

Proceedings at committee meetings.

104. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Board, so far as the same are applicable and are not superseded by any regulations made by the Board under the last preceding article.

Validity of act of Directors in spite of some formal defect.

105. All acts done by any meeting of the Board or of a committee of Directors or by any person acting as a Director shall, as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

ALTERNATE DIRECTORS

Provisions for appointing and removing alternate directors

106. (i) Alternate directors shall only be appointed in exceptional circumstances as determined by the Board. Any director who wishes to appoint one of his co-directors or any other person as an alternate director to act in his place shall obtain the prior approval of the Board and appoint such alternate director by notice in writing left at the office. The following provisions of this Article shall apply to any such alternate director.

(ii) If an alternate director is appointed in place of a Non-Executive Director such alternate should not be an Executive of the Company.

(iii) If an alternate director is appointed by an Independent director, the person so appointed should meet the criteria of independence specified in the applicable rules for the Company including the Listing Rules of the Colombo Stock Exchange and satisfy the requirements relating to the minimum number of Independent directors specified therein. The Board Nominations and Governance Committee shall review and determine that the person nominated as the alternate would qualify as an Independent director before such appointment is made.

(iv) An alternate director shall be appointed for a maximum period of one (01) year unless provided otherwise in the Listing Rules of the Colombo Stock Exchange, but he shall *ipso facto* cease to be an alternate director in any of the following events prior to completion of his term:-

(a) if his appointer ceases for any reason to be a director;

provided that if any director retires by rotation but is re-elected at the meeting at which such retirement took effect any appointment made by him pursuant to this article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired;

(b) if the alternate director shall have a receiving order made against him or compound with his creditors or is adjudicated an insolvent;

(c) if the alternate director be lunatic or becomes of unsound mind;

(d) if the appointment of the alternate director is revoked by his appointer by a notice in writing left at the office;

(e) if the Board resolves that the appointment of the alternate director be terminated; provided that such termination shall not take effect until the expiration of 30 days after the date of the resolution of the Board.

(v) The Company shall make an immediate Market Announcement regarding the appointment of an alternate director. Such Market Announcement shall include the following:-

(a) the exceptional circumstances leading to such appointment;

(b) the information on the capacity in which such alternate director is appointed, i.e., whether as an Executive, Non-Executive or Independent director;

(c) the time period for which he is appointed, which shall not exceed one (01) year from the date of appointment; and,

(d) a statement indicating whether such appointment has been reviewed by the Board Nominations and Governance Committee of the Company.

(vi) A person appointed to be alternate director shall not in respect of such appointment be entitled to receive any remuneration from the Company nor be required to hold any share qualification but the Board may repay an alternate director who is not a director in his own right such reasonable expenses as he may incur in attending and returning from meetings of the Board which he is entitled to attend or as he may otherwise properly incur in or about the business of the Company or may pay such allowances as they may think proper in respect of these expenses.

(vii) An alternate director shall (on his giving an address for such notice to be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a director at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointer as a director in the absence of such appointer including the signing of resolutions in writing to be passed by circulation under article 102 hereof. An alternate director who is also director in his own right shall be entitled to one (01) vote in his own right as a director and to an additional vote as an alternate director.

(viii) A director shall not vote on the question of the approval of an alternate director to act for him or on the question of the termination of the appointment of such an alternate director under sub-paragraph 106(iv)(e) above, and if he does so his vote shall not be counted, nor for the purpose of any resolution for either of these purposes shall he be counted in the quorum present at the meeting.

(ix) The attendance of any alternate director at any meeting, including a Board Committee Meeting shall be counted for the purpose of quorum.

(f) if the Board resolves that the appointment of the alternate director be terminated; provided that such termination shall not take effect until the expiration of 30 days after the date of the resolution of the Board;

(v) A director shall not vote on the question of the approval of an alternate director to act for him or on the question of the termination of the appointment of such an alternate director under sub-paragraph (f) of the last foregoing sub-clause, of this article, and if he does so his vote shall not be counted, nor for the purpose of any resolution for either of these purposes shall he be counted in the quorum present at the meeting.

BORROWING POWERS

Power to borrow money and give security.

107. The Board may exercise all the powers of the Company to borrow money, and may mortgage or charge its undertaking and property or any part thereof and may issue debentures, debenture-stock, convertible loan stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

108. (i) The Board shall have power to issue Debentures whether redeemable or irredeemable and subordinated to all other Creditors of the Company carrying interest at a fixed rate or otherwise as may be determined by the Board.

Bonds, debentures etc. to be subject to control of the Board.

(ii) Any bonds, debentures, debenture stock, convertible loan stock or other securities issued or to be issued by the Company shall be under the control of the Board, who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Securities may be assignable free from equities.

(iii) Bonds, debentures, debenture stock, convertible loan stock or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

(iv) Any bonds, debentures, debenture stock, convertible loan stock, or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, guarantees, drawings, allotment of shares attending and voting at general meetings of the Company, appointment of directors and otherwise.

(v) All certificate for debentures, debenture-stock, loan stock or other securities issued in terms of these presents shall be issued under the seal of the Company.

GENERAL POWERS OF DIRECTORS

Board to Manage Company's business.

109. The business of the Company shall be managed by the Board either by themselves or through a Managing Director, General Manager or with the assistance of an agent or agents and secretary or secretaries of the Company to be appointed by a resolution of the Board for such a period and upon such terms as they shall think fit, with power to determine such appointment as provided by the terms of such appointment or in default of such provisions by a like resolution. And the board shall have power to make and may make such rules and regulations for the

management of the business and property of the Company as they shall from time to time think proper and shall carry on the business of the Company in such a manner as they may think most expedient.

General Powers of the Board.

110. The Board may exercise all such powers of the Company as are not by the statutes or by these presents required to be exercised by the Company in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by ordinary resolution of the Company but no regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made; provided however that the Board shall not without the authority of a special resolution of the Company:-

(i) carry into effect or implement any terms arranged for the amalgamation of the Company with any other Company; or

(ii) sell or dispose of the business or undertaking of the Company.

Provident and Pension funds.

111. (i) The Board may establish and make contributions of concur or joint with any other companies in establishing or making contributions out of the Company's moneys to any provident funds, any schemes or funds for providing pensions, sickness or compassionate allowances, life insurance or other benefits for employees (which expression as used in this and the following sub-paragraphs shall include any director and ex - employees of and the Company and their widows and dependants and connections, or any class or classes of such person.

(ii) The Board may (either subject or not subject to any terms conditions) pay or enter into agreements to pay, or make grants of revocable or irrevocable pensions or other benefits to employees and ex - employees and their widows and dependants and connections or to any of such persons including pensions or benefits additional to those (if any) to which they are or may become entitled under any such schemes of fund as is mentioned in the last preceding sub- paragraph. Any such pension or benefit may, as the Board consider desirable, be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement.

Signing of cheques etc.

112. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, insuch manner as the Board shall from time to time by resolution determine.

Organisation of subsidiary companies

113. The Board may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as directors, executive directors or managers or other officers of any such Company or any other company in which the Company may be interested and may determine the remuneration (whether by way of salary, commission or profits or otherwise) of any person so appointed.

114. The Board may establish any Committee of Directors or Local Boards or Agencies for managing any of the affairs of the Company either in Sri Lanka or elsewhere, and may appoint any persons to be members of such Local Boards and any Managers or Agents and fix their remuneration, and may delegate to any such Committee, Local Board, Manager or Agents any of the powers, authorities and discretions vested in the Board, with power but not in the case of any such Committee to sub-delegate, and may authorise the members of any Local Boards, (or any of them to fill any vacancies therein, and to act notwithstanding vacancies) and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit. The Board may remove any person so appointed, and may annul or vary any such delegation, but not person dealing in good faith and without notice of any such annulment or variation shall be affected hereby.

Power to establish Local Boards etc.

115. The Board may entrust to an confer upon a director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and either collaterally or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of such powers.

Power to delegate.

116. The Board may from time to time and at any time by power of attorney under seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in them/him.

Power to appoint attorneys

117. The Company may exercise the powers conferred by the statutes with regard to having an official seal for use abroad and such powers shall be vested in the Board.

Power to have a seal for use abroad.

118. The Company or the Board on behalf of the Company, may in the exerise of the powers in that behalf conferred by the statutes cause to be kept a branch register or registers of members and the Board may (subject to the provisions of the statutes) make and vary such regulations as they may think fit respecting the keeping of any such register.

Power to keep a branch register

MINUTES

119. The Board shall cause minutes to be made in books provided for the purpose.

Minutes to be kept.

(a) of all appointments of officers made by the Board;

(b) of the names of the directors present at each meeting of the Board and of any committee of the directors;

(c) of all resolutions and proceedings at all meetings of the Company of the Board and of Committees of Directors;

and every director present at any meeting of the Board or Committee of Directors shall sign his name in a book to be kept for that purpose.

SECRETARY

Secretary

120. (i) The Board may from time to time appoint and employ, and at their discretion remove any individual, firm or company as the secretary of the Company (in these presents called "the Secretary" or the "the Secretaries") whose duty it shall be to keep all records and registers required by the statutes to be kept by the Company, to record, and maintain the minutes required by the preceding article or otherwise as required by these presents to perform any other functions which by these presents are to be performed by the Secretary and generally to execute all other duties which may from time to time be assigned by the Board to the Secretary. The Board may also (where they appoint an individual as the secretary) appoint and employ any other person as assistant secretary. Provided that nothing herein contained shall preclude the Board from appointing more than one person as joint secretaries to function jointly and severally.

(ii) The Board may at any time appoint and employ a temporary substitute for the secretary or assistant secretary who shall for the purposes of these presents be deemed, in the former case, to be the secretary.

SEAL

Seal.

121. (i) The Board shall provide for the safe custody of the Seal and the seal shall only be used by the authority of the Board or of a committee of directors authorised by the Board in that behalf. Subject to the provisions of the next succeeding sub - paragraph the seal of the Company shall not be affixed to any deed, certificate for shares, stock, debenture stock or other form of security or other instrument except in the presence of two or more of the directors or of one director and the secretary who shall attest the sealing thereof. Such attestation on the part of the secretary, in the event of a firm, being the secretaries, shall be signified by a partner or duly authorised agent of the said firm signing the firm name or for and on behalf of the said firm as such secretaries. In the event of a company being the secretary, such attestation shall be signified by a director or the secretary or the duly authorised agent of such company signing for and on behalf of such company as Secretaries. The sealing shall not be attested by one person in the dual capacity of director and secretary of representative of the Secretaries.

(ii) Where the Board shall so resolve in the case of certificates for shares of the Company (which shall not however be deemed to include letters of allotment issued under the signature of the secretary on behalf of the Company) or in the case of certificates for debentures, debenturestock, loan stock or other forms of security (other than securities created by deed for which provision is made in the preceding sub - paragraph of this article), the signature of one of the directors or, as the case may be, the director who under the preceding sub-paragraph of this article attest or attests the sealing thereof may, with the approval and subject to the control of the auditors or the transfer

auditors or the Bankers of the Company, be in the form of an autographic signature stamped or printed or impressed by manual or mechanical means thereon.

(iii) Any document sealed in accordance with the foregoing provisions of this article shall be presumed to have been duly executed by the Company.

AUTHENTICATION OF DOCUMENTS

Power to authenticate documents.

122. Any director or the secretary or the assistant secretary (if any) or any person appointed by the Board for the purpose shall have power to authenticate any document affecting the constitution of the Company (including the memorandum and articles of association) and any resolution passed by the Company or by the Board and any books, records, documents and accounts relating to the business of the Company, and also to certify copies thereof or extracts therefrom as true copies or extracts. Where any books, records, documents or accounts are elsewhere than at the office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.

DIVIDENDS

Payment of dividends.

123. The Company may by ordinary resolution declare dividends, but no dividend shall be payable in excess of the amount recommended by the Board or otherwise than out of profits.

124. The Board may retain out of the amount of any dividend declared on the ordinary shares such sum not exceeding 80% of such dividend and place such sum as may be retained in a Special Account to the Credit of each shareholder according to his entitlement until the aggregate of such deductions with interest (as hereinafter provided) reaches Rs. 2/- per share (which is the reserve liability of a member in respect of each share held by him) whereupon retention shall cease. The Board shall on the amount retained as aforesaid credit interest at the higher of the Central Bank rate as at 1st July of the preceding year (or if 1st July is a public or Bank holiday then the next suceeding working day) or the dividend rate declared on the ordinary shares in the preceding financial year until the amount retained together with the interest credited as aforesaid reaches the sum of Rs. 2/- per share after which any interest accruing on the amount retained shall unless otherwise agreed be paid out to the member concerned. Upon the sale, transfer or transmission of any shares the amount retained and credited to the member in such Special Account shall automatically pass to his successor in title to the shares. The Company shall have the power to utilise the moneys so retained and placed in a Special Account as aforesaid (together with the interest credited to that account) for the purpose of the Company and the same shall be subject to the provisions of Article 25 hereof.

Income from investments.

125. Any income derived from the investments of the Company or any part thereof may be treated as profits and dealt with and distributed by way of dividend, without obligation to make provision for any depreciation in the capital value of the investments.

Apportionment of dividends.

126. Subject to the rights of persons, (if any entitled to shares with Special rights as to dividends) all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purposes of this article only) no amount paid on a share in advance of calls shall be treated as paid on the share.

All dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such shall rank for dividend accordingly.

Payment of interim dividend.

127. If and so far as in the opinion of the Board the profits of the Company justify such payments, the Board may pay the fixed cumulative preferential dividends on any class of shares carrying a fixed cumulative preferential dividend expressed to be payable on fixed dates on the half yearly or other dates (if any) prescribed for the payment thereof by these presents or by the terms of issue of the shares, and subject thereto may also from time to time pay to the holders of any other class of shares interim dividends thereon of such amounts and on such dates as they think fit.

Share premium account.

128. If the Company shall issue shares at a premium, whether for cash or otherwise, the Board shall transfer a sum equal to the aggregate amount or the value of the premia to an account to be called the 'Share Premium Account' and any amount for the time being standing to the credit of such account shall not be applied in the payment of dividends.

Dividends not to bear interest.

129. No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

Deduction of debts due to Company

130. The Board may duduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) authorised by these presents to be deducted therefrom.

Retention of dividends.

131. The Board may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

132. The Board may retain dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person under those provisions is entitled to transfer until such person has become a member in respect of such shares or shall duly transfer the same.

Unclaimed dividends.

133. The payment by the Board of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six years from the date of declaration of such dividend may be forfeited and if so forfeited shall then revert to the Company. All unclaimed dividends may be invested or otherwise made use of by the Board for the benefit of the Company until claimed.

Payment of dividends in specie.

134. The Company in general meeting may upon the recommendation of the Board by ordinary resolution direct payment of any dividend in whole or in part by the distribution of specific assets and in particular of paid up shares or debentures of the Company or of any other company or in any one or more of such ways, and the Board shall give effect to such resolution. Where any difficulty arises in regard to such distribution the Board may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of all the parties and may vest any such specific assets in trustees as may seem expedient to the Board.

135. Any dividend or other moneys payable in cash or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or as otherwise directed in writing by such member or person, or if several persons are registered as joint-holders of the share or are entitled thereto in consequence of the death or a bankruptcy of the holder, to any of such persons or to such person and such address as such person may be writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint-holders or the person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct, and payment of the cheque or warrant if purporting to be endorsed shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Dividends payable by cheque

136. If several persons are registered as joint holders of any shares, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

Dividends due to joint holders

RESERVES

137. (i) The Company shall until exempted from the provisions of section 417 of the statutes comply with the requirements of that section in relation to the maintenance of the Reserve Fund therein referred to and to the investment of the moneys lying to the credit of such Reserve Fund.

Power to carry profit to reserve.

(ii) The Board may subject to the provisions of the immediately preceding sub-article before recommending any dividend set aside out of the profits of the Company such sums as they think proper to one or more reserve funds to meet contingencies or for equalising dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company or for such other purposes as the Board shall in their absolute discretion think conducive to the interest of the Company. The Board may invest the sums so set aside upon such investments (other than shares of the Company) as they may think fit and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the reserve fund into special funds, as they may think fit, and may employ the reserve funds or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets. The Board may also without placing the same to reserve carry forward any profits which they may think is incovenient or not prudent to divide.

CAPITALISATION OF PROFIT AND RESERVES

138. The Company in general meeting, subject to the provisions of Article 133, hereof upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of all or any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions, on condition that the same be

Power to capitalise profits.

not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any share held by such members respectively or paying up in full unissued shares or debentures or securities of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid or partly in the one way and partly in the other, and the Board shall give effect to such resolution.

Provided that a share premium account and a capital redemption reserve fund may for the purpose of this article be only applied in the paying up of unissued shares to be issued to members of the Company as fully or partly paid bonus shares.

139 Whenever such resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the amount resolved to be capitalized thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit where shares, debentures or securities become distributable in fractions, including the power to sell all or any of such fractions and if the Board so determines to donate the proceeds there from to any charitable institutions approved by the Board. The Board shall also have power to authorize any person to enter on behalf of all members interest into an agreement with the Company providing the allotment to them respectively, credited as fully paid up, of any shares to which they may be entitled upon such capitalization or (as the case may require) for the payment up by the Company on their behalf by the application thereto their respective proportions of the amount resolved to be capitalized of the amounts or any part of the amounts, remaining unpaid on their existing shares, or for appointing any person to sign transfers of shares to avoid fractional certificates. Any agreement made under such authority shall be effective and binding on all such members.

all such members.

REGISTERS

Keeping of registers etc.

140. The Board shall duly comply with the provisions of the statutes and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a Register of Directors, a Register of Members, a Register of Mortgages and Charges and a Register of directors share and debenture holding, and in regard to the production and furnishing of copies of such register and of any register of holders of debentures of the Company.

ACCOUNTS

Board to keep proper accounts.

141. The Board shall cause to be kept such books of accounts, as are necessary to comply with the provisions of the statutes.

Inspection of books.

142. The books of accounts shall be kept at the office or at such other place in Sri Lanka as the Board thinks fit, and shall always be open to the inspection of any of the directors. No member (other than director) shall have any right of inspecting any account or book or document of the Company except as conferred by the statutes, or as authorised by the Board or by ordinary resolution of the Company and no member not being a director, shall be entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret or secret processed by the Company.

Presentation of accounts.

143. The Board shall from time to time in accordance with the provisions of the statutes cause to be prepared and to be laid before a general meeting of the Company such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.

Copies of account.

144. A printed copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Company (including every document required by law to be annexed thereto) together with a printed copy of every report of the auditors relating thereto and a printed copy of the Directors' report, shall not less than twenty one days' before the date of the meeting be sent to every member of and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the statutes or of these presents (provided that this article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint-holders, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office).

AUDIT

Appointment of auditor.

145. At each annual general meeting the retiring auditor shall, without any resolution being passed, be deemed to have been re-appointed until the conclusion of the next ensuing annual general meeting unless:-

(i) he is not qualified for re-appointment; or

(ii) a resolution has been passed at that meeting in accordance with the statutes appointing some other person or firm instead of him or providing expressly that he shall not be so appointed; or

(iii) he has given to the Company notice in writing of his un - willingness to be appointed.

In any such case the Company shall at such meeting appoint some other person in lieu.

Casual vacancies.

146. The Board shall have power to fill a casual vacancy in the office of auditor by appointing some person or firm to hold such office until the conclusion of the next annual general meeting, but while any such casual vacancy continues the surviving or continuing auditor (if any) may act.

Validity of act of auditor in spite of some formal defect.

147. Subject to the provisions of the statutes, all acts done by any person acting as auditor shall as regards all persons dealing in good faith with the Company, be valid notwithstanding that there was some formal defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Auditors right to notice of and attend speak at General Meeting

148. The auditor shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor.

NOTICES

Service of notices

149. Any notice or document (including share certificates) may be served by the Company on or sent to any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address, or (if his registered address is not within Sri Lanka) to the address, if any, within Sri Lanka supplied by him to the Company as his address for the service of notice. Where a notice or other document is served by post, service shall be deemed to be effected at the expiration of twenty four hours after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed, stamped and posted.

Service of Notice in respect of joint holders.

150. In respect of joint holdings all notice shall be given to that one of the joint-holders whose name stands first in the Register of Members and notice so given shall be sufficient notice to all the joint-holders.

Service of notice after death on bankruptcy of member.

151. A person entitled to a share in consequence of the death or bankruptcy of a member, upon supplying to the Company such evidence as the Board may reasonably require to show his title to the share and upon supplying also an address within Sri Lanka for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would have been entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then dead or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint-holder.

Members resident abroad may notify an address within Sri Lanka.

152. A member whose registered address is outside Sri Lanka may from time to time notify in writing to the Company an address in Sri Lanka which shall for the purposes of notice be deemed to be his registered address.

Notice on members having no registered address.

153. If a member has no registered address in Sri Lanka and has not supplied to the Company an address within Sri Lanka for the giving of notice to him a notice posted up in the registered office of the Company shall be deemed to be duly given to him at the expiration of twenty four hours from the time when it is so posted up.

Notice by advertisement.

154. Any notice required to be given by the Company to the members or any of them and not expressly provided for by these presents shall be sufficiently given if given by advertisement.

Mode of ing tice by vertisement.

155. Any notice which is given by advertisement shall be published in Sinhala, Tamil and English national daily newspapers.

Notices may be sent to addresses outside Sri Lanka.

156. Notwithstanding anything in these presents contained the Board may if they so determine and at the cost and expense of the Company cause any notice or circular to members to be sent by airmail to the address outside Sri Lanka of all such members of whose addresses outside Sri Lanka the Company or the Secretary or Agents and Secretaries shall be aware and that whether or not the member shall have registered an address in Sri Lanka or shall have been sent such notice or circular to his address in Sri Lanka. A notice so sent by airmail shall be deemed to have been

served at the expiration of seven days after the posting of the same. Nothing in this article contained shall entitle a member who has not registered or supplied an address in Sri Lanka to have notices sent to him of a general meeting.

WINDING UP

Distribution of assets in specie.

157. (i) If the Company shall be wound up whether voluntarily or otherwise, the liquidator may with the sanction of an extraordinary resolution divide among the contributors in specie or kind any part of the assets of the Company, and may with the like sanction vest any part of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidator, with the like sanction, shall think fit.

(ii) If thought expedient any such division may be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the memorandum of association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part but, in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on, any contributory who would be prejudiced thereby shall have right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to section 317 of the statutes.

(iii) In the case of the shares to be divided as aforesaid involving a liability to calls or otherwise any person entitled thereto under such division may within ten days after the passing of the extraordinary resolution by notice in writing direct to the liquidator to sell his proportion and pay him the net proceeds and the liquidator shall if practicable act accordingly. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved but so that no contributory shall be compelled to accept any shares in respect of which there is liability.

(iv) Any member of the Company whether a director or not and whether alone or jointly with any person firm or company may become the purchaser of property of the Company or any part thereof in a winding up or at any other time when a sale of the Company's property or any part thereof shall be made or effected on the liquidation of the Company.

INDEMNITY

Indemnity of Directors officers

158. Subject to the provisions of the statutes every director, Manager, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Declaration of secrecy

159. Every director, manager, auditor trustee, member of a committee officer, servant, agent, accountant, or other person employed in the business

of the Company, shall, if so required by the directors, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals, and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the directors, or by any meeting, or by a court of law, and except so far as may be necessary in order to comply with any of the provisions in these presents mentioned.

In witness whereof the subscribers to the Memorandum of Association have herein set and subscribed their names at the place and on the dates hereafter written.

160. Notwithstanding anything to the contrary contained herein, the provisions of these Articles shall always be subject to the provisions of the Banking Act, including the Rules, Orders, Regulations, Directions, Determinations and other regulatory requirements issued by the Central Bank of Sri Lanka.

Provided further, that as long as the Company is listed on the Colombo Stock Exchange and/or in any other Exchange within or outside Sri Lanka, the Company shall comply with the applicable Rules of the relevant Exchange and the Central Depository System. In the event of a conflict between these Articles and the Rules of the relevant Exchange and the Central Depository System and the requirements stipulated under the Banking Act, the more stringent of such requirements shall prevail.

CERTIFIED AS A TRUE COPY

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Company Secretary
Sampath Bank PLC
Company No. PQ 144

Name, Addresses and Description of Subscribers.	Number of Shares taken up by each Subscriber.
Sgd. N. U. Jayawardena Neville Ubesinghe Jayawardena, No. 18, Cambridge Place, Colombo 7. Company Director	One
Sgd. Nimal Jayawardena Ainsley Nimal Ubesinghe Jayawardena, No. 106, Park Road, Colombo 5. Company Director	One
Sgd. Albert Edirisinghe Albert Edirisinghe, No. 290, R. A. de Mel Mawatha, Colombo 3. Company Director	One
Sgd. Walter Wimalachandra Walter Wimalachandra, No. 90, Jambugasmulla Mawatha, Nugegoda. Company Director	One
Sgd. Stanley William Stanley William No. 108 A, Maya Avenue, Colombo 5. Company Director	One
Sgd. M. P. Amarasuriya Mahiman Parakrama Amarasuriya, No. 2, Srawasthi Place, Colombo 7. Company Director	One
Sgd. Edmond Panagoda Edmond Panagoda, 58/3, Prathibimbarama Road, Dehiwela. Company Director	One
Total	Seven

Witness to the above signatures at Colombo this Thursday the Sixth day of March One thousand nine hundred and eighty six.

Sgd. R. Ranasinghe
Notary Public
Colombo