

**Extraordinary General Meeting**

**FORM OF PROXY**

I/We\*(full name of shareholder and names of joint holder/s', if any) .....

of(address of main shareholder) .....

being a shareholder/s of Seylan Bank PLC hereby appoint Mr/Mrs/Miss\*(full name of proxy holder)

.....(N.I.C.No.....)of.....

**Or failing him/her**

- Mr Wadugamudalige Marius Ravindra Srilal Dias of Colombo 05, whom failing,
- Mr Ramesh Joseph Jayasekara of Colombo 04, whom failing,
- Mr Srikumaradas Viran Corea of Dehiwela, whom failing,
- Ms Sandya Kumari Salgado of Panadura, whom failing,
- Mr Don Manuwelge Don Krishan Thilakaratne of Battaramulla, whom failing,
- Mr Dissanayake Mudiyanseelage Rupasinghe of Kadawatha, whom failing,
- Mr Lokugan Hewage Ananda Lakshman Silva of Dehiwela, whom failing,
- Ms Vithana Godellage Sarajika Sunjeevani Kotakadeniya of Nugegoda, whom failing,
- Ms Averil Anne Ludowyke of Rajagiriya, whom failing,
- Justice Buwaneka Pandukabaya Aluwihare, PC of Thalawathugoda

As my/our\* Proxy to represent me/us\* on my /our\* behalf at the Extraordinary General Meeting of the Company to be held on 28 day of March, 2024 at 12.00 p.m. (after the Annual General Meeting of the Bank which is scheduled on the same day) and at any adjournment thereof.

**The following to be completed by Ordinary Voting Shareholder/s only**

I/we\* the undersigned hereby authorise my/our\* Proxy to vote for me/us\* and on my/our\* behalf in accordance with the preferences as indicated below:

(\*\*)      **FOR**                      **AGAINST**

To pass a **Special Resolution** authorizing the Board of Directors of Seylan Bank PLC to issue BASEL III Compliant, Tier 2, Listed, Rated, Unsecured, Subordinated, Redeemable Debentures with a non- viability conversion as set out in the Notice of Extraordinary General Meeting.

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**Signature/s of Shareholder/s**

**Shareholder/s' N.I.C/Co Reg. No.**

Signed this ..... day of ....., 2024

(\*Please delete the incorporate words)

(\*\*Please mark your preference with an "X")

Notes and Instructions as to the completion of the Form of Proxy are annexed.

## INSTRUCTIONS FOR THE COMPLETION OF FORM OF PROXY

1. In terms of Article 63 of the Articles of Association of Seylan Bank PLC ('the Company') the instrument appointing a proxy shall be in writing and
  - a) In the case of an individual be under the hand of the shareholder or his attorney or
  - b) If such shareholder is a company or corporation either under its common seal or under the hand of an officer or attorney authorized in that behalf in accordance with its Articles of Association or constitution.

In terms of Article 69, a company or corporation being a member of the Company may appoint any of its officers or any other person to be its representative or proxy at any meeting or meetings of the company and any person so appointed shall be entitled to be present and vote and exercise all other powers in regard to any such meeting on behalf of the company or corporation which he/she represents as if he/she were a member holding the shares of such company or corporation.

(The Company may, but shall not be bound to require evidence of the authority of any such attorney or representative Officer).

2. The full name and address of the shareholder should be filled legibly on the form of proxy together with the National Identity Card Number/Passport/Company Registration Number/CDS Account Number (as applicable).
3. Ordinary Voting Shareholders shall indicate with an 'X' in the space provided as to how your proxy is to vote on the Resolution. If no indication is given, the proxy of an Ordinary Voting Shareholder shall exercise his/her discretion and vote as he/she thinks fit.
4. The completed Form of Proxy should either be:
  - i. Addressed to the Company Secretary of Seylan Bank PLC and posted or hand delivered to the registered office of the Company at Level 15, Seylan Towers, No. 90, Galle Road, Colombo 03 OR,
  - ii. Scanned and e-mailed to the e-mail address: [egm2024@seylan.lk](mailto:egm2024@seylan.lk) with the e-mail subject titled "SEYLAN EGM PROXY" or faxed to fax number 011-2452584;  
not later than 48 hours before the time appointed for the holding of the Meeting.
5. If the Form of Proxy has been signed by an attorney, a certified copy of the Power of Attorney certified by a Notary Public should accompany the completed Form of Proxy for registration, if such Power of Attorney has not already been registered with the company.
6. If there is any doubt as to how the vote is to be exercised, by reason of the manner in which the Form of Proxy has been completed, no vote will be recorded by the Form of Proxy.