

**SUPPLEMENTARY NOTICE TO SHAREHOLDERS**  
**NATIONS TRUST BANK PLC -21<sup>ST</sup> ANNUAL GENERAL MEETING**

Dear Shareholder/s,

Nations Trust Bank PLC ('the Bank') in terms of the announcement dated 24<sup>th</sup> March, 2020 made to the Colombo Stock Exchange (CSE) communicated the postponement of the 21<sup>st</sup> Annual General Meeting of the Bank which was scheduled for 31<sup>st</sup> March, 2020, due to the health and safety guidelines issued by the authorities in view of the Covid-19 pandemic. However, following the issuance of guidelines by the CSE on holding virtual shareholder meetings and having considered the relevant statutory provisions thereon, the Board of Directors of the Bank has now decided that the 21<sup>st</sup> Annual General Meeting (AGM) of the Bank be held by participants assembling physically and through audio visual technology in the manner set forth below;

- (1) Notice is hereby given that the 21<sup>st</sup> AGM of the Bank is convened at 10.00 a.m. on **Twenty Ninth (29<sup>th</sup>) June, 2020 at Kings Court, Cinnamon Lakeside, No.115, Sir C A Gardiner Mawatha, Colombo 02.**
- (2) In the interest of protecting public health and facilitating compliance with the health and safety guidelines issued by the authorities the AGM is arranged as follows;
  - (i) The Chairman, certain members of the Board of Directors, the Chief Executive Officer and the Company Secretary will be assembled at the place specified in paragraph (1) above;
  - (ii) Shareholders who wish to participate in the AGM are required to duly complete and forward to the Bank the 'Registration Form' annexed to this notice (Annexure I) **together with a copy of National Identity Card (NIC) or passport of the shareholder/proxy holder** to the e mail address: [Company.Secretary@nationstrust.com](mailto:Company.Secretary@nationstrust.com) or Fax to No. +94 112307854 or post to the address given in the Registration Form to be received by the Bank not less than 48 hours prior to the time fixed for the AGM.
  - (iii) **A maximum of fifty (50) shareholders or such number of shareholders together holding ten percent (10%) of the total voting shares of the Bank, whichever is higher will be allowed to assemble physically and participate in the meeting at the place set out in paragraph (1) above either in person or by proxy. Arrangements will also be made for shareholders to participate in the AGM via an online meeting platform;**
  - (iv) Once the duly completed Registration Forms together with NIC or passport copies of the shareholders as mentioned in (ii) above are received by the Bank, the shareholders who will be eligible to physically participate in the AGM will be selected. This selection is made through the Registration Forms on first come, first served basis. Upon the selection, the Bank will inform such shareholders of their eligibility to physically attend the AGM via e mail in advance of the AGM. **Other than the shareholders selected as aforesaid, no other shareholder is permitted to physically attend the AGM.**
  - (v) The shareholders/proxy holders who are eligible to attend to the meeting physically as mentioned in (iv) above shall bring their NIC when attending to the AGM. They also need to comply with the health and safety precautions including temperature and health screening measures implemented by the Bank. The shareholders/proxy holders who failed to satisfy the health screen measures will not be permitted to attend to the AGM premises.

- (vi) All the other shareholders who registered with the Bank as mentioned in (ii) above but do not qualify to attend the AGM physically or do not wish to attend to the AGM physically can attend the AGM via the online platform. The Bank will forward to such shareholders the meeting log-in information via e mail in advance of the AGM. The meeting log-in information is authorized only for the use by the shareholders/ proxy holders.
- (vii) All individuals participating at the meeting remotely through online platform are required to identify themselves when communicating online at the AGM.
- (3) We attach herewith the revised Notice of Meeting together with revised proxy forms (Annexure II). This Supplementary Notice together with the revised Notice of Meeting and revised proxy forms will also be published in the Bank's website (<http://www.nationstrust.com>) and in the website of the Colombo Stock Exchange (<https://www.cse.lk/home/market>).

The shareholders who wish to submit their proxies, can duly complete the proxies as per the instructions given therein and send to the following e mail address: [Company.Secretary@nationstrust.com](mailto:Company.Secretary@nationstrust.com) or fax to No. +94 112307854 or post to the address given in the Registration Form not less than 48 hours before the time appointed for the holding of the AGM.

However duly completed proxies already submitted by the shareholders for the AGM previously scheduled for 31<sup>st</sup> March 2020 will be taken as valid, unless a shareholder revokes the same by resubmitting a further proxy 48 hours prior to the time fixed for the AGM.

- (4) The Bank encourages shareholders to submit duly completed proxy forms appointing one of the Directors of the Bank to act on their behalf in order that each such shareholder may be identified and recorded as if such shareholder was present at the meeting.
- (5) The shareholders who are unable to participate in the AGM could share their queries and matters, if any, in writing via e mail to [Company.Secretary@nationstrust.com](mailto:Company.Secretary@nationstrust.com) or via Fax No. +94 112307854. The responses from the Board of Directors and the Management to the queries/matters will be forwarded to the shareholders by the Bank.
- (6) The Bank will be proceeding to hold the AGM as set out herein on 29<sup>th</sup> June 2020 irrespective of whether it is declared as a holiday or curfew is imposed since the aforesaid measures will enable the required participation at the meeting.

By order of the Board



Theja Silva  
Group Company Secretary/General Counsel

2<sup>nd</sup> June 2020

*Note: For any queries regarding this Supplementary Notice, please contact (Mrs) Thanuja Perera, Manager Corporate Affairs on 0773336041 during normal working hours (8.30 a.m. to 5.00 p.m.)*

NATIONS TRUST BANK PLC  
21<sup>ST</sup> ANNUAL GENERAL MEETING- 29<sup>TH</sup> JUNE 2020  
REGISTRATION FORM

To: The Company Secretary  
Nations Trust Bank PLC  
No. 242, Union Place,  
Colombo 02

Full Name of the Shareholder (In the event of joint shareholders, please mention the name of primary holder)	
Address of the Shareholder	
Shareholder's NIC No./Passport No./Company Registration Number	
Telephone Number	Mobile:  Landline:
E mail Address:	
Preference in participation (Please indicate)	In Person <input type="checkbox"/> Via Online <input type="checkbox"/>
<b>IF A PROXY IS APPOINTED</b>	
Full Name of the proxy holder	
Proxy holder's NIC No./Passport No.	
Telephone Number	Mobile:  Landline:
E mail Address	

.....  
Shareholder's signature

Date: .....

**Notes:**

- In the case of a Company/Corporation, this form should be attested in the manner prescribed by its Articles of Association
- If this form is signed by an Attorney for an on behalf of a shareholder, notarially certified copy of the Power of Attorney registered in the Books of the bank should be attached.

## NOTICE OF MEETING

Notice is hereby given that the Twenty First (21<sup>st</sup>) Annual General Meeting of Nations Trust Bank PLC will be held at 10.00 a. m. on 29<sup>th</sup> June 2020 at the at Kings Court, Cinnamon Lakeside, No.115, Sir C A Gardiner Mawatha, Colombo 02, Sri Lanka.

The business to be brought before the meeting will be:

1. To read the notice convening the Meeting.
2. To receive and consider the Annual Report of the Board of Directors and the Statement of Accounts for the period ended 31<sup>st</sup> December, 2019 with the Report of the Auditors thereon.
3. To re-elect Mr Prasanna De Silva who retires by rotation at the Annual General Meeting as a Director pursuant to Article 27 of the Articles of Association of the Company.
4. To re-elect Mr Suran Wijesinghe who retires by rotation at the Annual General Meeting as a Director pursuant to Article 27 of the Articles of Association of the Company.
5. To re-elect Ms. Rachini Rajapaksa who retires by rotation at the Annual General Meeting as a Director pursuant to Article 27 of the Articles of Association of the Company.
6. To approve the sale of Bank owned vehicle used by the former Chief Executive Officer since 2016, a Mercedes Benz E 200, to the former Chief Executive Officer who retired on 01<sup>st</sup> April, 2020 at the book value as at that date, as per the Board approved terms of employment.
7. To reappoint Auditors and to authorise the Directors to determine their remuneration.
8. To authorize the Directors to determine and make donations.
9. To consider any other business of which due notice has been given.

*Notes:*

- i. A member unable to attend is entitled to appoint a proxy to attend and vote in his/her place.*
- ii. A proxy need not be a member of the Company.*
- iii. A member wishing to vote by proxy at the meeting may use the Proxy Form enclosed.*
- iv. To be valid, the completed Proxy Form must be sent to be received by the Registered Office of the Company not less than 48 hours before the meeting.*

By Order of the Board



Theja Silva  
Group Company Secretary/General Counsel

Colombo  
2<sup>nd</sup> June 2020

**Revised Form of Proxy (VOTING SHAREHOLDERS)**

I/We .....  
of .....  
being a member/members of Nations Trust Bank PLC, hereby appoint .....  
..... of .....

or failing him/her

- |                            |                |
|----------------------------|----------------|
| Mr. Gihan Cooray           | or failing him |
| Mr. Prasanna De Silva      | or failing him |
| Mr. Suran Wijesinghe       | or failing him |
| Mr. Conrad D'Souza         | or failing him |
| Ms. Rachini Rajapaksa      | or failing her |
| Mr. Russell De Mel         | or failing him |
| Mr. Sumit Maheshwari       | or failing him |
| Mr. Savanth Sebastian      | or failing him |
| Ms. Sherin Cader           | or failing her |
| Mr. Chanaka Wickramasuriya | or failing him |
| Mr. Arjun Fernando         |                |

as my/our Proxy to represent me/us and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 29<sup>th</sup> June, 2020 at 10.00 a.m. at Kings Court, Cinnamon Lakeside, No.115, Sir C A Gardiner Mawatha, Colombo 02 and at any adjournment thereof and at every poll which may be taken in consequence thereof.

The Proxy may vote as he/she thinks fit on any other resolution brought before the meeting and may also speak on my/our behalf at the meeting.

In witness I/we placed my/our hand/s hereto on this ..... (....) day of June, 2020.

.....  
Signature/s

Please indicate with a (✓) in the space below how you wish your votes to be cast:

- |   | For                      | Against                  |
|---|--------------------------|--------------------------|
| 1. To receive and consider the Annual Report of the Board of Directors and the Statement of Accounts for the period ended 31st December 2019 with the Report of the Auditors thereon.   | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Mr.Prasanna De Silva who retires by rotation at the Annual General Meeting as a Director pursuant to Article 27 of the Articles of Association of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Mr.Suran Wijesinghe who retires by rotation at the Annual General Meeting as a Director pursuant to Article 27 of the Articles of Association of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect Ms. Rachini Rajapaksa who retires by rotation at the Annual General Meeting as a Director pursuant to Article 27 of the Articles of Association of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To approve the sale of Bank owned vehicle used by the former Chief Executive Officer since 2016, a Mercedes Benz E 200 to the former Chief Executive Officer who retired on 01 <sup>st</sup> April, 2020 at the book value as at that date, as per the Board approved terms of employment. | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To reappoint Auditors and to authorise the Directors to determine their remuneration.  | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To authorise the Directors to determine and make donations.  | <input type="checkbox"/> | <input type="checkbox"/> |

### Instructions as to Completion

1. Please perfect the Form of Proxy by filling in legibly your full name and address, by signing in the space provided and filling in the date of signature.
2. The completed Form of Proxy should be sent to be received by the Registered Office of the Company at No. 242, Union Place, Colombo 2, not less than 48 hours before the time appointed for the holding of the AGM.
3. If the Form of Proxy is signed by an Attorney, the Power of Attorney should accompany the Form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
4. If the appointer is a Company or Corporation, this Form must be executed under the Common Seal or the hand of a duly Authorised Officer.
5. If this Form is returned without any indication as to how the person appointed as Proxy shall vote, the Proxy shall exercise his/her discretion as to how he/she votes, or whether he/she abstains from voting.

Please fill in the following details:

NIC No.:	
Share Folio No.:	
Name:	
Address:	
Jointly with:	

Revised Form of Proxy (NON-VOTING SHAREHOLDERS)

I/We.....of .....  
..... being a member/members of Nations Trust Bank PLC, hereby appoint .....  
..... of .....

or failing him/her

Mr. Gihan Cooray	or failing him
Mr. Prasanna De Silva	or failing him
Mr. Suran Wijesinghe	or failing him
Mr. Conrad D'Souza	or failing him
Ms. Rachini Rajapaksa	or failing her
Mr. Russell De Mel	or failing him
Mr. Sumit Maheshwari	or failing him
Mr. Savanth Sebastian	or failing him
Ms. Sherin Cader	or failing her
Mr. Chanaka Wickramasuriya	or failing him
Mr. Arjun Fernando	

as my/our Proxy to represent me/us and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 29<sup>th</sup> June, 2020 at 10.00 a.m. at Kings Court, Cinnamon Lakeside, No.115, Sir C A Gardiner Mawatha, Colombo 02 and at any adjournment thereof .

In witness I/we placed my/our hand/s hereto on this ..... (....) day of June, 2020.

.....  
Signature/s

**Instructions as to Completion**

1. Please perfect the Form of Proxy by filling in legibly your full name and address, by signing in the space provided and filling in the date of signature.
2. The completed Form of Proxy should be sent to be received by the Registered Office of the Company at No. 242, Union Place, Colombo 2, not less than 48 hours before the time appointed for the holding of the Meeting.
3. If the Form of Proxy is signed by an Attorney, the Power of Attorney should accompany the Form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
4. If the appointer is a Company or Corporation, this Form must be executed under the Common Seal or the hand of a duly Authorised Officer.

Please fill in the following details:

NIC No.:	
Share Folio No.:	
Name:	
Address:	
Jointly with:	