

NATIONS TRUST BANK PLC
[Company Registration No. PQ 118] No.242, Union Place
Colombo 02

**FORM OF APPLICATION FOR THE CONVERSION OF ORDINARY NON-VOTING CONVERTIBLE
SHARES IN TO ORDINARY VOTING SHARES**

*[To be completed by the Shareholders of Nations Trust Bank PLC who wish to convert partly or fully their Ordinary Non-voting Convertible Shares into Ordinary Voting Shares] **Important** – This Application with the attached Letter of Authorization to CDS must be received by the Registrars- by 4.30 p.m. on the Third (03rd) Market Day, after the end of the Calendar Quarter for which Application is made. Applications received after 4.30 p.m. on the Third (03rd) Market Day would be kept for processing for the Calendar Quarter following the Quarter for which the delayed Application was made.*

1. The Calendar Quarter in respect of which the Application for Conversion is made:
The Calendar quarter ended *..... 20....
* (Please indicate here the relevant Calendar Quarter for which Application for Conversion is made)
2. I/We the undersigned, hereby make Application to convert the number of Ordinary Non-voting Convertible Shares held by me / us as set out in Section 4 hereof in to an equal number of Ordinary Voting Shares, according to the terms of the Issue of the Ordinary Non-voting Convertible shares, on of 20
3. My/our full name(s), address(es) and National Identity Card/Passport No.(s)/Company Registration No.(s) are given below :

(a) First named/only holder

Full name :

National Identity Card/Passport/Company Registration No. :

Address :

Telephone No:

(b) Other joint holders, if any -

Full name :

National Identity Card/Passport/Company Registration No. :

Address :

Telephone No:

Full name :

National Identity Card/Passport/Company Registration No. :

Address :

Telephone No:

4. For the purposes of facilitating the application of Regulations made under the Foreign Exchange Act No.12 of 2017,

I/We hereby declare that (please tick as is applicable to you).

- (i) I am a/We are citizen(s) of Sri Lanka, resident in Sri Lanka or a Private/Public Company /Corporation incorporated in Sri Lanka

(ii) I am a/We are citizen(s) of Sri Lanka, resident outside Sri Lanka or non citizen of Sri Lanka or a Company/Corporation incorporated outside Sri Lanka. I/We give below details of the Principal Shareholder's Inward Investment Account (IIA) (formerly SIA) through which the Ordinary Non-voting Convertible Shares were purchased.

(a) Name and Branch of Bank

(b) Account No.

(i) I/We further confirm that the Ordinary Non-voting Convertible shares tendered for conversion were purchased from proceeds channelled through the aforesaid IIA.

5. The Ordinary Non-voting Convertible Shares of Nations Trust Bank PLC, belonging to me/us, and tendered for conversion are held by me/us are as follows:-

**Number of Ordinary Non-voting Convertible shares tendered for conversion, registered in the Banks share ledger in my/our name (s)	Number of Ordinary Non-voting Convertible shares tendered for conversion, registered in my/our name (s) with the CDS	Total number of shares
.....

****Shares awaiting upload, as recorded in the Banks Register of Shareholders.**

6. I/We who's aforesaid Ordinary Non-voting Convertible Shares are deposited in the CDS hereby instruct the Bank to deposit the Ordinary Voting shares arising from the conversion of the Ordinary Non-voting Convertible shares to my CDS Account referred to in the attached **"Letter of Authorization to CDS"**

7. I/We who's aforesaid Ordinary Non-voting Convertible Shares are Registered in the Bank's Share Ledger understands that as per the Directive of SEC under Circular No.08 / 2010 dated November 22, 2010, and Circular No.13 / 2010 issued by the CDS dated 30th November, 2010 the Ordinary Voting shares arising from the conversion of the Ordinary Non-voting Convertible shares will be not be issued share certificates and that Consequently the Ordinary Voting Shares, will be uploaded upon I/We forwarding my/our CDS Account details to the Bank.

(the uploads of Ordinary Voting Shares arising from the conversion upon the Bank receiving CDS Account information after completion of processing conversions / uploads on a particular Calendar quarter, would be done on a weekly basis thereafter.

The aforesaid uploads to be effected on a weekly basis is only applicable for those shareholders who do not have valid CDS Account/s as at conversion).

Yours faithfully,

Signed by the above named in the presence of

(a).....
This..... day of20

(b).....
This.... day of20

(c).....
This.... day of20

Signature of First/only holder and date of such signature in the presence of

Signature of First/Joint holder and date of such signature in the presence of

Signature of Second Joint holder and date of such signature in the presence of

.....
Signature of Witness

.....
Signature of Witness

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Signature of Witness

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Name and Address of Witness

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Name and Address of Witness

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Name and Address of Witness

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Instructions as to completion of Form of Application for Conversion

1. Section 1 of the Form of Application
Please indicate here, the Calendar quarter for which Application is made for conversion.
2. Section 3 of the Form of Application
Please indicate here, Full names, National Identity Card/Passport/Company Registration numbers and addresses of all the shareholders, Telephone No. (*Optional*) should be given in the space(s) provided.
3. Section 4 of the Form of Application
The declaration to be completed by each Nations Trust Bank PLC shareholder for the purposes of facilitating application of the Regulations made under the Foreign Exchange Act No. 12 of 2017, by deleting whichever is inapplicable. A person who is unable to make such declaration should contact the Licensed Commercial Bank, at which such person maintains an IIA, to obtain the necessary permission from the Director Foreign Exchange Central Bank of Sri Lanka established by the Monetary Law Act, through such Licensed Commercial Bank.
4. Section 5 of the Form of Application
Please indicate here the number of Ordinary Non-voting Convertible Shares tendered for conversion identifying separately, the shares as recorded in the Register of Shareholders and as recorded in the CDS.

IMPORTANT – When converting Ordinary Non-voting Convertible Shares to Voting Ordinary Shares, such conversion shall be Subject to the obligation of the Board to ensure, that the provisions of Direction No.1 of 2007, pertaining to the limitations of ownership of issued capital carrying Voting Rights (upto 10% of the issued capital as referred to in Direction No.3, including a higher percentage over 10% for which permission has already been granted / that may be granted in terms of Direction 4) issued pursuant to the powers conferred on the Monetary Board under Section 46(1) of the Banking Act No.30 of 1988 (as amended), are complied with”
5. Section 8 of the Form of Application
Each shareholder must sign the Form of Application in the presence of a witness who is not another joint holder and the witness must also sign and state his/her name and address in the space(s) provided. In the case of joint shareholders, all shareholders should sign the Form of Application.

In the case of a corporate shareholder, the Form of Acceptance should be signed in accordance with the Articles of Association / Statute.

If the Form of Acceptance is signed under a Power of Attorney, the Original Power of Attorney or a copy thereof certified by an Attorney-at-Law should be sent to the Managers and Registrars together with the Form of Acceptance.
6. Letter of Authorization to CDS
Shareholders holding Ordinary Non-voting Convertible shares in the CDS shall also complete the attached Letter of Authorization to CDS, which Form must be authorized by the Broker with whom the relevant CDS Account is maintained to facilitate the processing of the request for conversion, by the CDS
7. Incomplete / Incorrect Application
Applications which are incomplete / incorrect **will be rejected**, and returned to the Applicant by Registered Post, to the Address Registered with the Company/CDS within Fifteen (15) market days of the end of the particular quarter.
8. The completed “Form of Application for Conversion of Ordinary Non-voting Convertible Shares into Ordinary Voting Shares”, together with the “Letter of Authorization to CDS” should be forwarded to the Registrars for the Ordinary Non-voting Convertible Shares, P W Corporate Secretarial (Pvt) Ltd, No.3/17, Kynsey Road, Colombo 08, Telephone – 4640360 – 3 (Ext. 205), [Shashikala De Mel, Senior Manager, Registrars Division] who would be processing the Applications for Conversion in to Ordinary Shares,
9. ***Important – This Application together with the attached Letter of Authorization to CDS must be received by the Registrars- by 4.30 p.m. on the Third (03rd) Market Day, after the end of the Calendar Quarter for which Application is made. Applications received after 4.30 p.m. on the Third (03rd) Market Day would be kept for processing for the Calendar Quarter following the Quarter for which the delayed Application was made.***

LETTER OF AUTHORISATION TO CDS

IMPORTANT

To be completed by all Shareholders of Nations Trust Bank PLC who wish to convert / reclassify partly or fully their Ordinary Non-voting Convertible Shares into Ordinary Voting Shares irrespective of whether their Shares identified for conversion is in the Locked Balance or Trading balance, to facilitate the Nations Trust Bank PLC to convert the shares as requested in to Ordinary Voting Shares

[This letter should be forwarded to the Registrars for processing applications for the Conversion / reclassification P W Corporate Secretarial (Pvt) Ltd. at No.3/17, Kynsey Road, Colombo 08, If you have more than one broker, kindly complete a separate form for each Broker. You may use photocopies of this Form for such purpose]

Date

The Manager
Central Depository Systems (Pvt) Ltd
Colombo Stock Exchange
#4-01, West Block
World Trade Centre
Echelon Square
Colombo 1

Dear Sir

AUTHORITY TO CDS

CDS Account No. - - -

Name of Broker -

Name of Company - **Nations Trust Bank PLC**

*Number of Ordinary
Non-voting Convertible
Shares for which -
Application for conversion/ reclassification
is made

I/we write to advise you that I/we have decided to convert / reclassify my/our afore-stated Ordinary Non-voting Convertible Shares belonging to me/us and deposited with the Central Depository System (CDS).

Note : * Indicate here the same number of shares indicated by you in the Form of Application for Conversion / Reclassification of Ordinary Non-voting Convertible Shares in to Ordinary Shares (attached hereto)

I/We accordingly authorize you to, upon submission to you, of this Form of Application for The Conversion/ Reclassification Of Ordinary Non-Voting Convertible Shares into Ordinary Voting Shares by the Managers and Registrars to the Offer, P W Corporate Secretarial (Pvt) Ltd, for and on behalf of Nations Trust Bank PLC,

(1) to transfer my aforementioned number of shares in to a Locked Balance from the Trading Balance, prior to the conversion / reclassification as requested by me, (if already not in the Locked Balance), and confirm to the Registrars for and on behalf of Nations Trust Bank PLC, that the aforesaid shares are in my Locked Balance to facilitate the Board of Nations Trust Bank PLC, to convert / re-classify the aforesaid Ordinary Non-voting Convertible Shares as Ordinary Voting Shares, thereby replacing my aforesaid Ordinary Non-voting Convertible Shares, with an equivalent number of Voting Ordinary Shares, in my aforesaid CDS Account with the Central Depository System.

(2) to confirm to the Registrars for and on behalf of Nations Trust Bank PLC, that the aforesaid shares are in my Locked Balance, to facilitate the Board of Nations Trust Bank PLC, to convert / re-classify the aforesaid Ordinary Non-voting Convertible Shares as Ordinary Voting Shares, thereby replacing my aforesaid Ordinary Non-voting Convertible Shares, with an equivalent number of Voting Ordinary Shares, in my aforesaid CDS Account with the Central Depository System.

Yours faithfully,

Name(s) of Shareholder(s)	Signature(s)
1
2.
3.

Authorisation of Broker

We hereby give consent to the CDS carrying out the aforesaid instructions given by our above client

Name of Broker :

Name of Authorised Officer
& Designation :

Authorised Signature & Stamp :

Date :

NOTE :

Upon obtaining the Authorisation of the Broker, these documents should be forwarded to the Registrars, P W Corporate Secretarial (Pvt) Ltd through your Broker, to be forwarded to the CDS, to facilitate carrying out of the Client's instructions.