

▶ PLEASE STAPLE THE CHEQUE/BANK DRAFT HERE

Nations Trust Bank PLC (PQ 118) DEBENTURE ISSUE 2019

Nations Trust Bank PLC was incorporated on 21st January 1999 under the provisions of the Companies Act No. 17 of 1982 and was re-registered under the Companies Act No.7 of 2007 on 14th February 2008. Nations Trust Bank commenced its business operation as a licensed commercial bank regulated under the Banking Act No. 30 of 1988 (as amended) on 18th May 1999. It was listed on the Main Board of the Colombo Stock Exchange in May 1999.

Issue Opens	16	12	2019
Issue Closes	03	01	2020
Earlier Closing	16	12	2019
Date	DD	MM	2019

Master serial No (For Official Use only)
Banker's /Stockbroker's (for Official Use Only)

APPLICATION FORM

ISSUE OF THIRTY FIVE MILLION (35,000,000) BASEL III COMPLIANT, TIER 2, LISTED, RATED, UNSECURED, SUBORDINATED REDEEMABLE FIVE (05) YEAR DEBENTURES (2019-2024) AND SEVEN YEAR DEBENTURES (2019-2026) WITH A NON VIABILITY CONVERSION AS DIRECTED BY THE CENTRAL BANK OF SRI LANKA AT THE PAR VALUE OF SRI LANKAN RUPEES ONE HUNDRED (LKR 100/-) EACH BY NATIONS TRUST BANK PLC WITH AN OPTION TO ISSUE UP TO A FURTHER TEN MILLION (10,000,000) OF SAID DEBENTURES IN THE EVENT OF AN OVERSUBSCRIPTION OF THE INITIAL ISSUE TO RAISE UP TO A MAXIMUM AMOUNT OF SRI LANKAN RUPEES FOUR THOUSAND FIVE HUNDRED MILLION (LKR 4,500,000,000/-)

To: Board of Directors – Nations Trust Bank PLC, No 242, Union Place, Colombo 02.

I/We, the undersigned hereby apply for and request you to allot me/us the number of Debentures stated below as per the Prospectus dated 10th December 2019. The amount payable on Application is attached herewith. I/We, hereby agree to accept the Debentures applied for or such smaller number as may be allotted to me/us, subject to the terms and conditions contained in the Prospectus. I/We irrevocably give my/our authority and consent to Bank of Ceylon to act as my/our trustees subject to the terms and conditions stipulated in the Trust Deed dated 04th December 2019 entered into between Nations Trust Bank PLC and the said Trustee. I/We authorize you to procure my/our name(s) to be placed in the register of the holders of the above mentioned Debentures for such number of Debentures that may be allotted on the basis of acceptance by Nations Trust Bank PLC.

Please use block capitals and read Instructions on the reverse carefully.

DEBENTURES TYPES (PLEASE TICK (✓) ONE TYPE ONLY)			
TYPES OF DEBENTURES	INTEREST RATE	TERM OF DEBENTURES	
Type A	Fixed interest rate of 12.80% payable annually (AER 12.80%)	5 Years	
Type B	Fixed interest rate of 12.90% payable annually (AER 12.90%)	7 Years	

NUMBER OF DEBENTURES				PRICE (LKR)	TOTAL AMOUNT TO BE PAID (LKR)												
Please Refer 1 (vii) on the reverse of the Application for the Minimum Number of Debentures					Please Refer 1 (vii) on the reverse of the Application for Minimum Investment Amount												
			0	0	100/-								0		0	0	0

MODE OF PAYMENT – CHEQUE/BANK DRAFT/ BANK GUARANTEE /RTGS DETAILS										
(PLEASE TICK (✓) AS APPROPRIATE)				NAME OF BANK	NAME OF BRANCH	CHEQUE/BANK DRAFT/BANK GUARANTEE DETAILS				
CHEQUE	<input type="checkbox"/>	BANK DRAFT	<input type="checkbox"/>	BANK GUARANTEE	<input type="checkbox"/>	RTGS	<input type="checkbox"/>			

The allotted Debentures would be credited to the CDS account specified below. (Please refer instructions overleaf)

CDS ACCOUNT NO.				-													
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SOLE/FIRST APPLICANT				JOINT APPLICANT													
STATUS (MR./MRS./MS./OTHER)				1						2							
FULL NAME/ NAME OF CORPORATE BODY				1						2							
ADDRESS				1						2							
CONTACT DETAILS				1						2							
NIC NO./ COMPANY REG. NO/ PASSPORT NO				1						2							
NATIONALITY PLEASE TICK (✓) AS APPROPRIATE	SRI LANKAN		OTHER	1	SRI LANKAN		OTHER			2	SRI LANKAN		OTHER				
RESIDENCY IN SRI LANKA (PLEASE TICK (✓) APPROPRIATE)	RESIDENT		NON - RESIDENT	1	RESIDENT		NON - RESIDENT			2	RESIDENT		NON - RESIDENT				
ARE YOU A U.S. PERSON UNDER THE FOREIGN ACCOUNT TAX COMPLIANCE ACT (FATCA) OF THE USA	YES		NO	1	YES	No				2	YES	No					
	IF YES, PLEASE PROVIDE THE DECLARATION AS SPECIFIED IN ANNEXURE C OF THE PROSPECTUS																
	IN THE EVENT I/WE DO BECOME A U.S PERSON UNDER THE FOREIGN ACCOUNT TAX COMPLIANCE ACT (FATCA) OF THE USA, I/WE DO HEREBY UNDERTAKE TO INFORM THE SAID FACT TO THE BANK IMMEDIATELY																
NAME, ADDRESS AND SIGNATURE OF FINANCIER																	

REFUND PAYMENT INSTRUCTIONS	DIRECT TRANSFER - SLIPS		DIRECT TRANSFER - IIA		CHEQUES TO BE SENT BY ORDINARY MAIL TO THE ADDRESS INDICATED ABOVE
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BANK CODE	BRANCH CODE	ACCOUNT NUMBER

DECLARATION IN TERMS OF THE PROVISIONS OF THE FOREIGN EXCHANGE ACT NO.12 OF 2017	
TICK (✓) ONE BOX ONLY	For Sri Lankan Citizens resident in Sri Lanka, and Corporate Bodies Incorporated in Sri Lanka in terms of the provisions of the Foreign Exchange Act No.12 Of 2017 I/We, the Qualified Investor(s) of the abovementioned Debentures hereby declare that I am/ we are a citizen(s) of and resident in Sri Lanka and I am/ we are not acting as nominee(s) of any person(s) resident outside Sri Lanka
	For Non-resident and Non-citizens in terms of the provisions of the Foreign Exchange Act No.12 OF 2017 I/We, the Qualified Investor(s) of the abovementioned Debentures hereby declare that, I am/we are resident outside Sri Lanka and that, I/We have made the remittance as stipulated by the Director Department of Foreign Exchange. A confirmation/endorsement from my /our bank to such effect is attached to this Application.

SIGNATURE(S) OF APPLICANT(S)	SOLE/QUALIFIED INVESTOR	JOINT QUALIFIED INVESTOR (1)	JOINT QUALIFIED INVESTOR (2)

INSTRUCTIONS

- **All Qualified Investors should indicate their respective CDS account number in the Application Form.**
- Any Application which does not carry a valid CDS account number or indicates a number of a CDS account which is not opened at the time of the closure of the subscription list or which indicates an inaccurate/incorrect CDS account number will be rejected and no allotment will be made
- If you wish to open a CDS account, you may do so prior to making the Application through any Member/Trading Member of the CSE as set out in Annexure B or through any Custodian Bank as set out in Annexure B of the Prospectus.
- **The allotted Debentures would only be credited to the Applicant's CDS account.**
- **NO DEBENTURE CERTIFICATE WILL BE ISSUED**

(1) Application Form

- (i) The Application Form must be completed in **FULL in BLOCK CAPITALS.**
- (ii) Please tick (V) in the boxes appropriate to you.
- (iii) In the event a particular section in this Application Form is not applicable, **please indicate "N/A" in the relevant section.**
- (iv) All Qualified Investors should meet the eligibility criteria set out under section 6.2 in the Prospectus
- (v) Applications should be made on the Application Form, issued with the Prospectus. Application Forms will be made available from the collection points listed in Annexure B of the Prospectus and can also be downloaded from www.cse.lk and www.nationstrust.com. **Exact sized photocopies of the original Application Form will also be permissible. Care must be taken to follow the instructions given in the Application Form.**
- (vi) Qualified Investors should use a separate Application form for each type of Debenture they wish to apply for.
- (vii) The minimum subscription requirement applicable for an investor applying for Debt Securities shall be Rupees Ten Thousand (LKR 10,000/-).
Provided however, the minimum subscription requirement applicable for an individual investor applying for BASEL III Compliant Debt Securities shall be Rupees Five Million (LKR 5,000,000/-). Any Application in excess of the minimum subscription requirement should be multiples of Rupees Ten Thousand (LKR 10,000/-).
- (viii) Applications which do not strictly conform to instructions and the other conditions set out herein or which are incomplete or illegible may be rejected.
- (ix) Applicants should apply only for one Type of Debentures (i.e. either Type A or Type B Debentures) under one Application Form. In the event an Applicant wishes to apply for more than one Type of Debentures, separate Application Forms should be used. Once an Application Form has been submitted for a particular Type of Debentures, it will not be possible for an Applicant to switch between the Types of Debentures. More than one Application submitted by an Applicant under the same Type of Debentures will not be accepted. If more than one Application Form is submitted for one Type of Debentures from a single Applicant, those would be construed as multiple Applications and the Bank reserves the right to reject such multiple Applications or suspected multiple Applications.
- (x) If the ownership of the Debentures is desired in the name of a single Qualified Investor, full details should be given only under the heading **SOLE/FIRST QUALIFIED INVESTOR** in the Application Form. In the case of Joint Qualified Investors, the signatures and particulars in respect of all Qualified Investors must be given under the relevant headings in the Application Form.
- (xi) Qualified Investor of a Joint Application will not be eligible to apply through a separate Application Form either individually or jointly. Such Qualified Investors are also deemed to have made multiple Applications and will be rejected.
In the case of joint Applications, the refunds (if any), interest payments and the Redemption will be remitted in favour of the First Qualified Investor as identified in the Application Form.
The Bank shall not be bound to register more than three (03) natural persons as joint holders of any Debentures (except in the case of executors, administrators or heirs of a deceased member).
- (xii) Applications by Companies, Corporate bodies, Societies, approved provident funds, Trust Funds and Approved Contributory Pension Schemes registered/ incorporated/ established in Sri Lanka should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the Debentures and should be made under their common seal or in any other manner as provided by their article of association or such other constitutional document of such Qualified Investor or as per the statutes governing them. In the case of approved Provident Funds, Trust Funds and Approved Contributory Pension Schemes, the Applications should be in the name of the Trustee/Board of Management.
- (xiii) **All Qualified Investors should indicate in the Application for Debentures, their CDS account number.**
In the event the name, address or NIC number/passport number/company registration number of the Qualified Investor mentioned in the Application Form differ from the name, address or NIC number/passport number/company registration number as per the CDS records, the name, address or NIC number/company registration number as per CDS records will prevail and be considered as the name, address or NIC number/passport number company registration number of such Qualified Investor. Therefore, Qualified Investors are advised to ensure that the name, address or NIC number/passport number company registration number mentioned in the Application Form tally with the name, address or NIC number/passport number company registration number given in the CDS account as mentioned in the Application Form. Application Forms stating third party CDS accounts, instead of Qualified Investors' own CDS account numbers except in the case of margin trading, will be rejected.
- (xiv) Qualified Investors who wish to apply through their margin trading accounts should submit the Application Forms in the name of the "Margin provider / Qualified Investors name" signed by the margin provider, requesting direct deposit of the Debentures to the Qualified Investor's margin trading account in CDS. The margin provider should indicate the relevant CDS account number relating to the margin trading account in the Application Form.

A photocopy of the margin trading agreement must be submitted along with the Application. Margin providers can apply under their own name and such Applications will not be construed as multiple Applications.

- (xv) Application Forms may be signed by a third party on behalf of the Qualified Investor(s) provided that such person holds the power of Attorney (POA) of the Qualified Investor(s). A copy of such POA certified by a notary Public as "True Copy" should be attached with the Application Form. **Original of the POA should not be attached.**
 - (xvi) Funds for the investment in Debentures and the payment for the Debentures by Non-Resident(s): institutional investors, corporate bodies incorporated outside Sri Lanka, individual's resident outside Sri Lanka and Sri Lankans resident outside Sri Lanka should be made only out of funds received as inward remittances or available to the credit of "Inward Investment Account" (IIA) of the Non-Resident Qualified Investors opened and maintained in a licensed commercial bank in Sri Lanka in accordance with directions given by the Director Department of Foreign Exchange in that regard to licensed commercial banks.
An endorsement by way of a letter by the licensed commercial bank in Sri Lanka in which the Non-Resident Qualified Investor maintains the IIA, should be attached to the Application Form to the effect that such payment through bank draft/bank guarantee/RTGS has been made out of the funds available in the IIA.
 - (xvii) Non-Resident(s): Qualified institutional investors, corporate bodies incorporate outside Sri Lanka, individual resident outside Sri Lanka and Sri Lankans resident outside Sri Lanka should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for Debentures and may be affected by the laws of the jurisdiction of their residence. If the Non-Resident Qualified Investors wish to apply for the Debentures, it is their responsibility to comply with the laws relevant to the jurisdiction of their residence and of Sri Lanka.
- ### (2) MODE OF PAYMENT
- (i) Payment in full for the total value of Debentures applied for should be made separately in respect of each Application either by cheque/s, bank draft/s or bank guarantee drawn upon any licensed commercial bank operating in Sri Lanka or RTGS transfer directed through any licensed commercial bank operating in Sri Lanka, as the case may be, subject to (ii) below. **Cash will not be accepted.**
 - (ii) Payments for Applications for values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-) should be supported by a
 - Bank guarantee issued by a licensed commercial bank operating in Sri Lanka
 - Multiple Bank drafts drawn upon any commercial bank operating in Sri Lanka, each of which should be for a value less than LKR 100,000,000/-
 - RTGS transfer with value on the date of submission of the Application or issue opening date**Multiple cheques or RTGS transfers will not be accepted for Application value below Sri Lankan Rupees One Hundred Million LKR 100,000,000/-**
 - (iii) Cheques or bank drafts should be made payable to "**Nations Trust Bank PLC – Debenture Issue 2019**" and crossed "Account Payee Only", and must be honoured on the first presentation.
 - (iv) In case of RTGS transfers, such transfers should be made to the credit of "**Nations Trust Bank PLC – Debenture Issue 2019**" bearing the account number **1000 6001 7403 at Nations Trust Bank PLC, Corporate Branch** with value on the issue opening date (i.e the funds to be made available to the above account on the issue opening date)
The Qualified Investor should obtain a confirmation from the Qualified Investor's bank, to the effect that arrangement have been made to transfer payment in full and should be attached to the Application Form. For such RTGS transfers, an interest of **3.50%** will be paid from the date of such transfers up to the Date of Allotment to the respective investors. If any transfers are affected prior to the issue opening date, no interest will be paid for the period prior to the issue opening date. No interest will be paid if the RTGS transfers are not realized before the end of Closure Date.
 - (v) In case of bank guarantees, such bank guarantees should be issued by any licensed commercial bank in Sri Lanka in favour of "**NATIONS TRUST BANK PLC – DEBENTURE ISSUE 2019**" in a manner acceptable to the Bank, and be valid for a minimum of One (01) month from the issue opening date, and should be paid unconditionally and immediately on being claimed by the registrar.
 - (vi) All cheques/bank drafts received in respect of the Applications for Debenture will be banked commencing from the Business Day immediately following the Closing Date. Cheques must be honoured on first presentation for the Application to be valid.
 - (vii) Please refer Section 6.4 of the Prospectus for further details.

(3) FORWARDING COMPLETED APPLICATION

Application Forms properly filled in accordance with the instructions thereof together with the remittance for the full amount payable on Application should be enclosed in an envelope marked "**NATIONS TRUST BANK PLC – DEBENTURE ISSUE 2019**" on the top left had corner in capital letters and dispatched by post or courier or delivered by hand to the Registrars to the Issue or any collection points mentioned in Annexure B of the Prospectus.

Applications sent by post or courier or delivered to any collection points in Annexure B of the Prospectus should reach the office of the registrars to the Issue; **SSP Corporate Services (Pvt) Ltd, No.101, Inner Flower Road, Colombo 03. (Tel +94 11 2 573894, +94 11 2 576871)** at least by 4.30 p.m. on the following working date immediately upon the Closure Date. Applications received after the said period will be rejected even though they have been delivered to any of the said collection points prior to the Closure Date or carry a postmark dated prior to the Closure Date.

Applications delivered by hand to the Registrars to the Issue after the Closure Date of the Issue will also be rejected.

(4) REFUNDS ON APPLICATIONS

Refunds on Applications rejected or partly allotted Debentures would be made within ten (10) Market Days (from the Closure Date).

In the event accurate details have been provided refunds will be made via electronic funds transfer modes and refunds on payments via IIA accounts will be made only via IIA accounts.

Please refer Section 6.7 of the Prospectus for further details.