



DFCC BANK PLC
[Company Registration No. PQ 233]

EXTRAORDINARY GENERAL MEETING

to be held at
the Kings Court,
Cinnamon Lakeside, Colombo
115, Sir Chittampalam A Gardiner Mawatha, Colombo 2

on 28 March 2019 at 10.30 am
(or soon after the Annual General Meeting
which has been convened for the same day and place
at 10.00 am shall have been concluded or adjourned)

CONTENTS

Circular to Shareholders
Notice of Meeting
Form of Proxy
Attendance Slip

DFCC Bank PLC

[Company Registration No. PQ 233]

73/5, Galle Road, Colombo 00300, Sri Lanka

Tel: +94 11 2442442; Fax: +94 11 2440376

Website: www.dfcc.lk; Email: info@dfccbank.com

THIS DOCUMENT IS OF VALUE AND WARRANTS YOUR CAREFUL CONSIDERATION

If you are in doubt as to the action you should take, you should consult your stockbroker or other professional adviser immediately.

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s

We wish to inform you that the Board of Directors has decided to raise new capital by way of a Rights Issue of shares subject to the approval of the shareholders at an Extraordinary General Meeting (EGM).

1. RIGHTS ISSUE OF 2 ORDINARY SHARES FOR EVERY 5 ORDINARY SHARES HELD

- (i) The Board of Directors of DFCC Bank PLC (the “Bank”) resolved on 22 January 2019 to issue one hundred and six million thirty-nine thousand seventy-five (106,039,075) new ordinary shares by way of a Rights Issue at a consideration of Rs 72/- per each ordinary share. The ordinary shares under the proposed Rights Issue will be issued in the proportion of two (2) ordinary shares for every five (5) ordinary shares held by the holders of the issued ordinary shares of the Bank, based on the ordinary shares held by the holders as at the end of trading on the date of the EGM (“date of entitlement”), provided that no shareholder will be entitled to any fraction of any share.

Fractional entitlements referred to herein shall mean the fractions arising after applying the following formula

$$\frac{\text{Number of ordinary shares held by a shareholder as at the end of trading on the EGM date} * 2}{5}$$

- (ii) The Rights Issue intends to raise approximately Rs 7,634 million of new equity capital.
- (iii) The Bank as a Licensed Specialized Bank (LSB) has over the past several years maintained a Tier I ratio well above the industry considering the nature of the risks associated with project financing. In 2015, consequent to the amalgamation with DFCC Vardhana Bank, the Bank was issued with a Commercial Banking License to operate as a fully-fledged Commercial Bank. As a LSB the primary source of funds to the Bank was in the form of credit lines from multi-lateral agencies as funding through current and savings accounts (CASA) was not available in terms of the LSB License. However, since

the amalgamation and its conversion to a Licensed Commercial Bank, the Bank has made good progress in building its CASA base over the short span of three years and has a CASA ratio of 21.8% as at 31 December 2018.

- (iv) Since October 2015, the profile of the Bank and its visibility amongst its peers has been increased to the extent that the Bank was recognized by the Chartered Institute of Management Accountants (CIMA) and the International Chamber of Commerce (ICC) Sri Lanka as being one of the top 10 most admired companies in Sri Lanka, jointly with the two largest private banks Commercial Bank of Ceylon PLC and Hatton National Bank PLC as one of the three banks in the top 10.
- (v) During 2010 the Bank shared a portion of its reserves with its shareholders by way of a Bonus Issue of 1:1 to its existing shareholders, which amounted to a distribution of Rs 1.3 billion. While the equity position and gearing of the Bank is healthy, the Stated Capital is relatively low at Rs. 4.7 billion as at date. This is also indicative of the fact that the Bank has not sought new capital from its shareholders for well over a decade. In fact, the last occasion was through a Rights Issue as far back as in 2007.
- (vi) Over the past few years, the Bank has been able to grow its asset base through a judicious combination of debt and internally generated funds. Looking ahead, based on the medium term projected growth plan, an asset base of over Rs. 500 billion and above is to be achieved by 2021. This is in keeping with the Bank's intention to be a systematically important domestic bank. As such the Central Bank of Sri Lanka ("CBSL") requires a Tier I ratio of 10% to be maintained. Also in order to sustain its project financing business built up over the years, the Bank for prudence purposes has decided to maintain the Tier I ratio at a level above the regulatory minimum. In view of these factors your Bank will not be able to grow its asset base as envisaged without an increase in its equity capital.
- (vii) In deciding the issue price of Rs 72/- per share, the Board took cognizance of the following factors:
 - a. the share price movement during the recent past
 - b. the terms of Rights Issues offered by other Banks
 - c. the prevailing stock market conditions, and
 - d. the need to source new capital for its planned asset growth.
- (viii) In the opinion of the Board of Directors, the consideration of Rs72/-per ordinary share is fair and reasonable to the Bank and to its existing shareholders, as required by the Companies Act.

2. PURPOSE OF THE ISSUE

The funds generated from the Rights Issue will be utilized for the following purposes:

2.1 Improve the capital adequacy ratio (CAR) of the Bank in the light of the regulatory requirements introduced in line with the Basel III accord.

2.1.1 Funds raised from the Rights Issue will be utilized to improve the Common Equity Tier 1 (CET 1) capital of the Bank under the BASEL III regulations.

In December 2016, CBSL issued Banking Act Direction No. 1 of 2016 revising the minimum capital requirement for Banks with effect from 1 July 2017. With this

new requirement the minimum capital adequacy ratios for Tier I capital ratio and Total capital ratio which stood at 5% and 10% respectively is to gradually increase to 10% and 14% by 1 January 2019.

The revised requirement for Banks commencing 1 January 2019 is as follows:

Components of Capital	BASEL III- Minimum Regulatory Requirement	
	Assets less than Rs500 billion	Assets of Rs500 billion and above
Common Equity Tier 1 capital with buffers	7.00%	8.50%
Total Tier 1 capital with buffers	8.50%	10.00%
Total capital ratio with buffers	12.5%	14.00%

2.1.2 Banks Capital Adequacy Ratio (CAR) under BASEL III

The Bank has complied with the CBSL Basel III minimum capital adequacy requirement for Assets less than Rs. 500 Billion as at 01 January 2019 with Total Tier 1 capital ratio with buffers of 10.766% and Total capital ratio with buffers of 16.065% respectively.

As a result of the growth in business, the CAR (under Basel III accord) of the Bank has declined in recent years.

The Board is of the view that the CAR (tier 1) of the Bank should be maintained at a level above the minimum in order to accommodate the projected asset growth of the Bank, to continue our well established franchise of being the premier provider of project finance in the country and maintain the current rating of AA- which is an important factor for sourcing funds.

The forecasted ratios as at 31 December 2019 taking into account the intended proceeds of the Rights Issue computed under BASEL III, which are expected to improve is as follows:

	31 December 2019
	Estimated
Common Equity Tier 1 capital with buffers	12.31%
Total Tier 1 capital with buffers	12.31%
Total capital ratio with buffers	16.07%

2.2 Support the Bank's Asset Growth

Funds generated through the Rights Issue will also be used to support the lending activities of the Bank as part of its normal course of business.

- (i) Monthly average disbursements during the last quarter – Rs 21 Billion
- (ii) Projected loan growth during 2019 – Rs 44 Billion

The proceeds from the Rights Issue will be added to the Bank's pool of funds. This pool is available for on-lending to all parties. Transactions with related parties will be carried

out in compliance with applicable Statutes, Directions, Regulations and Section 9 of the CSE Listing Rules.

It is the expectation of the Bank that the entire quantum of funds will be utilized within a period of 12 months from the date of allotment. In the interim period these funds will be invested in Government Securities at zero risk at the current market rates, which would generate a return at the rate of 9.5% - 10%.

However, in the highly unlikely event of the Bank failing to lend these funds due to an unforeseen reason by the end of the 12-month period, these funds would be invested in Government Securities at zero risk at the current market rates.

Audit opinion on latest financial statements, details of contingencies and details about Related Party Transactions Review Committee are available under “Annual Reports – 2018 Report” on the web link of DFCC

<https://www.dfcc.lk/en/investor-relations/annual-reports> and the web link of CSE, <https://www.cse.lk/home/company-info/DFCC.N0000/financial>

3. PRICES OF SHARES

The highest, lowest and closing prices of the Bank’s shares for the preceding 3 calendar months are given below:

Month	Highest Traded Price, Rs	Lowest Traded Price, Rs	Closing Price, Rs	No. of Trades	No. of shares traded
November 2018	100.50	88.10	94.00	379	181,965
December 2018	96.50	90.00	93.00	190	110,736
January 2019	94.70	76.40	81.80	869	142,417

Closing market price of the shares of the Bank as at 28 February 2019 was Rs.76.50

4. TOP 20 SHAREHOLDERS OF THE BANK AS AT 31 JANUARY 2019

No.	Name of Shareholder	No. of Shares	Percentage
1	Bank of Ceylon No.2 A/c	38,039,994	14.35
2	Hatton National Bank PLC A/c No.1	32,396,140	12.22
3	Sri Lanka Insurance Corp. Ltd - Life Fund	26,509,832	10.00
4	Mr M A Yaseen	26,506,750	10.00
5	Employees Provident Fund	24,368,995	9.19
6	Melstacorp Limited	22,175,280	8.36
7	Seafeld International Ltd	15,286,794	5.77
8	HSBC Intl Nom Ltd-BPSS Lux-Aberdeen Global Asia Pacific Equity Fund	9,842,898	3.71
9	Renuka City Hotels PLC	6,926,870	2.61
10	HSBC Intl Nom Ltd-BP2S- London Aberdeen Asia Pacific Equity Fund	5,438,669	2.05
11	HSBC Intl Nom Ltd-BP2S LDN- Edinburgh Dragon Tust PLC	4,528,328	1.71
12	Renuka Hotels PLC	4,073,360	1.54
13	Employees Trust Fund Board	3,987,952	1.50
14	HSBC Intl Nom Ltd-BP2S LDN-Aberdeen Asia Smaller Comp. Investment Trust	3,866,936	1.46

15	Akbar Brothers Pvt Ltd A/c No.01	2,578,688	0.97
16	Cargo Boat Development Company PLC	2,498,200	0.94
17	Anverally International (Pvt) Ltd	1,579,345	0.60
18	Crescent Launderers & Dry Cleaners Pvt Ltd	1,482,548	0.56
19	HSBC Intl Nom Ltd-BP2S LDN Aberdeen New Dawn Invst. Trust XCC6	1,450,311	0.55
20	Renuka Consultants & Services Ltd	1,097,992	0.41

Public shareholding of the company as at 31 December 2018 was 63.4% in the hands of 8,867 public shareholders.

5. DISCLOSURE IN THE INTERIM FINANCIAL STATEMENTS & THE ANNUAL REPORT

5.1 Disclosure on the status of Utilization of funds raised via the Rights Issue

Bank will disclose the information as required in the following template and the statement through all the Interim Financial Statements and Annual Reports from the date of raising funds through proposed Rights Issue until objectives are achieved and funds are fully utilized.

Objective No.	Objective as per circular	Amount allocated as per circular Rs.	Proposed date of utilization as per circular	Amount allocated from proceeds Rs. (A)	% of total proceeds	Amount utilized in Rs. (B)	% of utilized against allocation (B/A)	Clarification if not fully utilized
1								
2								

In the event the proceeds of the Rights Issue are fully utilized in terms of the objectives disclosed in the Circular to Shareholders prior to the submission of the Bank's next financial statements (i.e. Interim financial statements or Annual Report) the Bank will disclose the fact that the proceeds have been utilized in its entirety as per the above template.

6. DIVIDEND HISTORY

The dividend history of the Bank for the past 3 years is as follows:

Dividend Paid (Gross)	Year ended 31-12- 2018	Year ended 31-12- 2017	Year ended 31-12-2016
Value in Rs '000			
Cash dividend	927,842	1,325,488	1,192,940
Scrip dividend	-	-	-
Total dividend	927,842	1,325,488	1,192,940
Dividend payout ratio*, %			
Payout Ratio (Cash)	35	32	38
Dividend per share, Rs			
Cash	3.50	5.00	4.50
Scrip	-	-	-
Total	3.50	5.00	4.50

*Dividend / (Profit After Tax Less Reserve Fund Transfer)

It is noteworthy to mention that the Bank has always made the full dividend payout in cash.

7. UNDERWRITING ARRANGEMENTS

The Bank has not entered into any formal underwriting arrangement in relation to the Rights Issue. The Board of Directors believe that the proposed rights issue will be viewed positively by the shareholders as an attractive investment and as such does not warrant an underwriting for the issue. No formal commitment has been received as yet from any shareholder. In the event the Rights Issue is not subscribed fully, the Rights Issue will be concluded with the amount subscribed and the Bank's CAR will be strengthened to the extent of the subscription collected.

8. APPLICATION FOR RIGHTS AND ADDITIONAL SHARES

- (i) The offer to subscribe for the Rights will be made by the Bank by way of a Letter of Provisional Allotment, with provision for renouncing such Rights in favour of the Central Depository Systems (Pvt) Limited (CDS). The manner in which the Letter of Provisional Allotment should be dealt with will be fully set out therein.
- (ii) The Rights will be provisionally allotted on the date of the EGM which would be the date of entitlement for the Rights. In allotting shares provisionally, the shareholding as appearing in the CDS and the Shareholders' Register maintained by the Registrars of the Bank (SSP Corporate Services (Pvt) Ltd., No. 101 Inner Flower Road, Colombo 3) as at the end of trading on the date of the EGM will be aggregated in so far as an identification is available.
- (iii) The provisional Letter of Allotment, in respect of the new shares provisionally allotted under the Rights Issue, with provision for renouncing in favour of the CDS, will be dispatched to shareholders within five (5) Market Days from and excluding the date of entitlement. Trading of the Rights shall commence on the fourth (4th) Market Day from and excluding the date of dispatch of the Letters of Provisional Allotment. Such trading shall continue throughout the period of renunciation to the CDS.
- (iv) Applications for additional ordinary shares will also be permitted.
- (v) Any fractions of ordinary shares arising from the computation of ordinary shares that each shareholder will be entitled to under the Rights Issue, based on the above ratio two (02) new ordinary shares for every five (05) ordinary shares held will be deemed to have been declined by the shareholders and such fractions will be aggregated into whole ordinary shares (with any fractions arising from such aggregation being disregarded) and the whole ordinary shares arising from such aggregation will be pooled together and allotted to the shareholders who have applied for additional ordinary shares, as referred to in (vi) below.
- (vi) The ordinary shares that are not subscribed as at the last date for acceptance, the new ordinary shares for which payment has not been duly and validly received by the Bank as at the last date for acceptance and payment, and the whole ordinary shares arising from the aggregation of fractional entitlements as referred to in (v) above will be deemed to be rights not accepted by the shareholders under the Rights Issue and will be pooled together and allotted to shareholders who have applied for additional shares on a reasonable basis determined by the Directors (to be determined upon ascertaining the number of shares declined and/or deemed to be declined) or in full satisfaction of their requests for additional rights, depending on the availability of shares at the same price subject to restrictions in the Banking Act No. 30 of 1988 (as amended) and any surplus shares as shall remain after allocating to the shareholders who have applied for additional rights in full satisfaction of their request, will be allotted to any person or persons at the discretion

of the Board in compliance with the timelines set out in Section 5.2 (k) of the CSE Listing Rules.

- (vii) The Letters of Provisional Allotment will contain the necessary provisions (in Form A) to specify the details of their CDS account numbers in order to deposit the shares provisionally allotted to them directly to their accounts with the CDS.
- (viii) The Bank shall complete the direct deposits of shares to the respective shareholders' CDS account within 12 Market Days from the last date for acceptance and payment. The relevant shareholders will be notified of such direct deposit within 2 Market Days of the direct deposit.
- (ix) Pursuant to a Direction issued by the Securities and Exchange Commission of Sri Lanka (SEC) pertaining to the de-materialisation of listed securities, the shareholders who hold shares in scrip form (i.e. share certificates) as per the Share Register maintained by the Bank, will not be issued share certificates for the new shares allotted and issued in their favour. Such shareholders are accordingly requested to open an account with the CDS and to deposit their share certificates in the CDS prior to the date of the EGM of the Bank. This will enable the Bank to deposit the new shares directly into the shareholder's CDS Account.
- (x) With regard to the Letters of Acceptance which do not carry a valid CDS Account Number or which indicate an incorrect/inaccurate CDS Account Number, the new ordinary shares will not be uploaded on the date specified by the Rules of the Colombo Stock Exchange. They will only be registered in the share ledger maintained by the Registrars of the Bank and will not be issued a share certificate. Such shareholders will not be able to trade on the new ordinary shares until such time the same has been deposited with the CDS. Shareholders will thereafter be required to inform their CDS account numbers in writing to the Registrars and such requests will be processed on a fortnightly basis. Therefore, please ensure strict adherence to the Directive issued by the Securities and Exchange Commission of Sri Lanka

9. DATES FOR THE RIGHTS ISSUE

- (i) Subject to the shareholder approval being obtained for the Rights Issue, the date of provisional allotment shall be the same date as the date of the EGM. The shareholders duly registered in the Company's books including those holding shares through the CDS as at the end of trading on the date of the EGM, shall be entitled to the Rights Issue.
- (ii) The Bank's share shall trade ex-rights (XR) from the Market Day after the date of the provisional allotment, until last date for acceptance and payment for the rights shares.
- (iii) The last date for acceptance and payment for rights shares shall be 22 April 2019, being the 10th Market day from and excluding the date of dispatch of the Letters of Provisional Allotment.
- (iv) All incomplete applications/ applications with incorrect details will be rejected. Refunds in respect of rejected applications for shares will be made as expeditiously as possible but not exceeding ten (10) Market Days from the last date for acceptance and payment for the rights shares. Refunds will be made by 7 May 2019.

- (v) The ordinary shares under the Rights Issue may be renounced to the CDS only. The period of renunciation will not exceed nine (9) Market Days from and excluding the date of dispatch of the Provisional Letters of Allotment.

10. APPROVALS IN RESPECT OF THE PROPOSED RIGHTS ISSUE

- (i) An Application has been made to the CSE for listing of the new ordinary shares on the official list of the CSE. Approval in principle has been obtained from the CSE to issue and list the new ordinary shares to be issued from the Rights Issue. The listing of the ordinary shares by the CSE will in no way be reflective of the merits of the issue. The CSE assumes no responsibility for the correctness of any statements made, opinions expressed or reports included.
- (ii) The Bank will obtain approval in principle from the Director, Department of Foreign Exchange for the allotment and issue of new shares to the non-resident shareholders, where applicable.
- (iii) Bank further confirms that no other approval is required for the proposed Rights Issue than the approvals stated in this circular.

11. EXTRAORDINARY GENERAL MEETING

- (i) The issue of shares under the Rights Issue as herein recommended is subject to the required resolution being passed by the shareholders. An Extraordinary General Meeting of the Bank is being convened in accordance with the Notice of Meeting attached hereto, for the purpose of passing the resolution set out therein.
- (ii) Shareholders who are unable to attend the meeting in person are requested to complete the enclosed Form of Proxy (in accordance with the instructions specified therein) and deposit it at the registered office of the Bank not less than 48 hours before the time appointed for the meeting.

12. DIRECTORS' RESPONSIBILITY

The Directors of the Bank collectively and individually accept full responsibility for the accuracy of the information given and confirm having made all reasonable enquiries, that to the best of their knowledge and belief that there are no other facts, the omission of which would render any statement in the Circular misleading.

By Order of the Board
DFCC BANK PLC



Anomie Withana
Company Secretary

1 March 2019

DFCC Bank PLC

73/5, Galle Road, Colombo 00300, Sri Lanka

Tel: +94 11 2442442; Fax: +94 11 2440376

Website: www.dfcc.lk; Email: info@dfccbank.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of DFCC Bank PLC will be held at the **Kings Court, Cinnamon Lakeside, Colombo**, No.115, Sir Chittampalam A Gardiner Mawatha, Colombo 2 at **10.30 am on Thursday, 28 March 2019** (or soon after the Annual General Meeting which has been convened for the same day and place at 10.00 am shall have been concluded or adjourned) for the purpose of considering, and if thought fit, to pass the following resolution as an ordinary resolution:

RESOLUTION – TO ISSUE SHARES BY WAY OF A RIGHTS ISSUE

“THAT the DFCC Bank PLC (Bank) issue up to one hundred and six million thirty-nine thousand seventy-five (106,039,075) ordinary shares, by way of a Rights Issue to the existing shareholders of the Bank in the proportion of two (2) ordinary shares for every five (5) ordinary shares held as at end of trading on 28 March 2019 at an issue price of Rs. 72/- per share to raise an amount of up to Sri Lanka Rupees seven billion six hundred and thirty-four million eight hundred and thirteen thousand four hundred (Rs. 7,634,813,400/-).

That any fractions of ordinary shares arising from the computation (subsequent to applying the formula disclosed in Section 1 of the Circular to shareholders) of ordinary shares that each shareholder will be entitled to under the Rights Issue, based on the above ratio two (02) new ordinary shares for every five (05) ordinary shares held shall be deemed to have been declined by the shareholders and such fractions shall be aggregated into whole ordinary shares (with any fractions arising from such aggregation being disregarded) and the whole ordinary shares arising from such aggregation shall be pooled together and allotted to the shareholders who have applied for additional ordinary shares, as referred to below.

The ordinary shares that are not subscribed as at the last date for acceptance, the new ordinary shares for which payment has not been duly and validly received by the Bank as at the last date for acceptance and payment, and the whole ordinary shares arising from the aggregation of fractional entitlements referred to above shall be deemed to be rights not accepted by the shareholders under the Rights Issue and shall be pooled together and allotted to shareholders who have applied for additional shares on a reasonable basis determined by the Directors (to be determined upon ascertaining the number of shares declined and/or deemed to be declined) or in full satisfaction of their requests for additional rights, depending on the availability of shares at the same price subject to restrictions in the Banking Act No. 30 of 1988 (as amended) and any surplus shares as shall remain after allocating to the shareholders who have applied for additional rights in full satisfaction of their request, may be allotted to any person or persons at the discretion of the Board of Directors in compliance with the timelines set out in Section 5.2 (k) of the CSE Listing Rules.

That the new ordinary shares so allotted upon acceptance shall, rank equal and pari passu in all aspects with the existing issued ordinary shares of the Bank including the right to participate in any dividend which may be declared after the final allotment which shall be after the date of acceptance and payment.”

By Order of the Board



Anomie Withana
Company Secretary

1 March 2019

DFCC Bank PLC

73/5, Galle Road, Colombo 00300, Sri Lanka
Tel: +94 11 2442442; Fax: +94 11 2440376
Website: www.dfcc.lk; Email: info@dfccbank.com

FORM OF PROXY

I/We

of

being a shareholder/shareholders of DFCC Bank PLC hereby appoint:

.....

ofor failing him/her*

Mr Cedric Royle Jansz	<i>of Colombo or failing him*</i>
Mr Krishantha Prasad Cooray	<i>of Colombo or failing him*</i>
Mr Thiyagarajah Dharmarajah	<i>of Colombo or failing him*</i>
Mr Jegatheesan Durairatnam	<i>of Colombo or failing him*</i>
Ms Ladduwa Kovisge Anne Hiroshini Fernando	<i>of Colombo or failing her*</i>
Mr Pattage Mayurasiri Bandula Fernando	<i>of Colombo or failing him*</i>
Mr Nemmawatta Kankanamalage Gamini Kithsiri Nemmawatta	<i>of Colombo or failing him*</i>
Ms Vijayanthimala Jayatilleke Senaratne	<i>of Colombo or failing her*</i>
Mr Lokugan Hewage Ananda Lakshman Silva	<i>of Colombo or failing him*</i>
Ms Shibani Renuka Thambiayah	<i>of Colombo</i>

as my/our proxy to represent me/us and to speak on my/our behalf at the **Extraordinary General Meeting** of the Bank to be held on **Thursday, 28 March 2019** and at any adjournment thereof and at every poll which may be taken in consequence thereof to vote:

Ordinary resolution to issue shares by way of a Rights Issue	*In favour / Against
--------------------------------------------------------------	----------------------

**Please select what is required and delete the others.*

.....
Signature

.....
Date

Please provide the following details:

Shareholder's NIC No.

Share Certificate No.

Number of Shares held

Proxy holder's NIC No.
(If not a Director of the Bank)

Note:

- 1 In order to appoint a proxy, this form duly completed, together with any power of attorney under which it is signed, must be deposited at the Head Office of the Bank, 73/5 Galle Road, Colombo 3, not later than 48 hours prior to the time appointed for the holding of the meeting.
- 2 The proxy appointed need not be a shareholder of the Bank.
- 3 In the case of a corporate shareholder, the proxy must be executed under its Common Seal or by its authorized attorney.

DFCC Bank PLC

73/5, Galle Road, Colombo 00300, Sri Lanka
Tel:+94 11 2442442; Fax:+94 11 2440376
Website: www.dfcc.lk; Email: info@dfccbank.com

ATTENDANCE SLIP

I/We hereby record my/our presence at the **Extraordinary General Meeting** of the DFCC Bank PLC at the **Kings Court, Cinnamon Lakeside, Colombo**, No. 115, Sir Chittampalam A Gardiner Mawatha, Colombo 2 at **10.30 am on Thursday, 28 March 2019**.

- 1 Full name of Shareholder
(In capital letters please)
- 2 Shareholder's NIC No.....
- 3 Number of shares held.....
- 4 Name of Proxy Holder.....
- 5 Proxy Holder's NIC No.....
(See Note 2 below)
- 6 Signature of Attendee.....

Note:

- 1 Shareholders/proxy holders are requested to bring the attendance slip with them when attending the meeting and hand it over at the entrance to the meeting hall after signing it.
- 2 If the proxy is a Director of the Bank, the National Identity Card number of the proxy holder need not be indicated