

**NATIONAL DEVELOPMENT BANK PLC**  
**PQ 27**

**FORM OF PROXY**

I/We.....  
of.....

being a Member/Members of the above-named Bank, hereby  
appoint .....  
(holder of NIC No.....)

of .....or failing him/her  
.....  
Eshana De Silva (Chairman of the Bank) of Colombo or failing him,  
Sriyan Cooray of Colombo or failing him,  
Bernard Sinniah of Colombo or failing him,  
Dr Dinusha Panditaratne of Colombo or failing her,  
Sujeewa Mudalige of Colombo or failing him,  
Hiransa Kaluthanthri of Colombo or failing her,  
Hiran Perera of Colombo or failing him,  
Kushan D’Alwis P.C of Colombo or failing him,  
Dimantha Seneviratne (GCEO/Director of the Bank) of Colombo

as my/our Proxy to represent me/us and to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Bank to be held on Thursday, the Twentieth (20<sup>th</sup>) day of August 2020 and at any adjournment thereof and at every poll which may be taken in consequence thereof. I/We the undersigned hereby authorise my/our Proxy to vote on my/our behalf in accordance with the preference indicated below:

		For	Against
1.	Special Resolution 1		
2.	Special Resolution 2		
3.	Special Resolution 3		
4.	Special Resolution 4		
5.	Special Resolution 5		
6.	Special Resolution 6		
7.	Special Resolution 7		
8.	Special Resolution 8		
9.	Special Resolution 9		
10.	Special Resolution 10		
11.	Special Resolution 11		
12.	Special Resolution 12		

Signed this ..... day of ..... 2020

.....  
Signature(s) of Shareholder(s)

## **Instructions for Completion of Form of Proxy**

- In order to appoint a Proxy holder, kindly complete the Form of Proxy. The full name and the registered address of the member appointing the Proxy should be legibly entered in the Form of Proxy and should be signed and dated by the member. The duly completed Form of Proxy must be deposited at the Registered Office of the Bank, at No. 40, Navam Mawatha, Colombo 2, not less than twenty four (24) hours before the time appointed for the meeting.
- In the current circumstances of the looming Covid-19 pandemic, shareholders are strongly encouraged to opt to duly complete the Form of Proxy clearly setting out their preference of vote in the Form of Proxy and to appoint one of the Directors of the Bank to act on their behalf in order that each shareholder's vote may be identified and recorded as if such shareholder were present at the meeting.
- This option is being proposed to all shareholders in the best interest of protecting society against the spread of Covid-19 and with a view to maintaining social distancing at the EGM, as advised by the authorities. **FOR FURTHER DETAILS PLEASE CAREFULLY READ THE CIRCULAR TO SHAREHOLDERS.**
- If the Form of Proxy is signed by an Attorney, the relevant Power of Attorney or a notarially certified copy thereof, should also accompany the completed Form of Proxy if the Power of Attorney has not already been registered with the Bank.
- If you wish to appoint a person other than the Chairman or a Director of the Bank as your Proxy, please insert the relevant information in the Form of Proxy.
- The Proxy holder appointed need not be a shareholder of the Bank.
- In case of a corporate member, the Proxy must be executed under its Common Seal (if applicable) or in such other manner prescribed by the Articles of Association or other constitutional documents.
- The first joint holder shall have the power to sign the Form of Proxy without the concurrence of the other joint holder/s.
- Please indicate an "X" in the cage provided as to how your Proxy should vote on the Resolution. If no indication is given, or if there is, in the view of the Proxy holder, any doubt (by reason of the manner in which the instructions contained in the Proxy have been completed) as to the way in which the Proxy holder should vote, the Proxy holder in his/her discretion may vote as he/she thinks fit.