

CIRCULAR TO SECURITIES HOLDERS

Dear Securities holder/s

The Annual Report – Year 2021

The Annual Report of National Development Bank PLC is presented to you via the websites listed below, complying with the rules of the Colombo Stock Exchange. An extract of these rules are set out for the information of our Shareholders, on the reverse of this letter.

The Bank's official website – www.ndbbank.com (Investor Relations_Reports)

The Colombo Stock Exchange website - www.cse.lk (Company Search_NDB_Financials_Annual Reports)

The Annual Report is also accessible on your electronic device by scanning the following QR code;



Accordingly, please note that CD-Roms will not be issued this year.

If you should, however, require a printed copy of the said Annual Report; please provide us with a written request therefor. You may for this purpose complete and forward to us the attached Request Form. We shall then, within eight (08) Market Days of the date of our receipt of your request, forward to you, a printed copy of the said Annual Report.

In the event that you require assistance in accessing the above link or have any concerns pertaining to the above arrangement or if you have any queries, you may contact the following persons any time between 10.00 a.m. and 4.00 p.m. on any working day, on the following contact numbers:

Name	Contact Number	Email addresses
Ms. Shehani Benjamin	0112 448 448 Ext: 35010	shehani.benjamin@ndbbank.com
Ms. Hansani Nawagamuwage	0112 448 448 Ext: 35011	hansani.nawagamuwage@ndbbank.com

In the events you are a Shareholder of the Bank, please be advised that the Notice convening the Annual General Meeting (AGM) of the Bank, and the related Form of Proxy are also enclosed and if any shareholder is unable to participate at the AGM, please return the Form of Proxy to us duly completed along with Form 1, to reach us not later than 24 hours before the time fixed for the said meeting.

Shareholders are requested to kindly note that the AGM is scheduled to be held virtually and the Bank intends to proceed to hold the meeting as planned despite the present pandemic conditions. As such in the event any further communications are to be made to the shareholders, the same will be made via the Colombo Stock Exchange website and/ or the Bank website <https://www.ndbbank.com>.

By Order of the Board of National Development Bank PLC.

Ms. Shehani Ranasinghe
Company Secretary

22 February 2022
Colombo

CIRCULAR TO SECURITIES HOLDERS

Extract of Rule 7.5.b of the Revised Listing Rules of the Colombo Stock Exchange in relation to The Circulation of Annual Reports

“7.5 Circulation of Annual Report

- b. In the event the Listed Entity sends the annual report to its Securities holders in a mode, other than in printed form, the Entity shall comply with the following:
- (i) The Listed Entity shall provide a printed copy of the annual report to a Securities holder, upon such Securities holder's request in writing;
 - (ii) The Listed Entity shall designate a person to attend to the Securities holder's requests as stated in subparagraph (a) above;
 - (iii) The Listed Entity shall ensure that a printed copy of the annual report is forwarded to the Securities holder requesting the annual report, within eight (8) Market Days from the date of receipt of the request;
 - (iv) The Listed Entity shall designate a person/s to answer queries from Securities holders relating to the mode of sending the annual report to its Securities holders;
 - (v) Together with the annual report, the Listed Entity shall send a note to the Securities holders containing the following statement/ information:
 - 1. that the Listed Entity shall forward a printed copy of the annual report to the Securities holder requesting such printed copy within eight (8) Market Days from the date of receipt of the written request; and
 - 2. the Listed Entity's web site and email address, name/s of designated person/s attending to the Securities holder's requests and queries and contact number/s; and
 - 3. a request form to enable the Securities holders to request for a printed copy of the annual report, with the particulars of the Listed Entity's facsimile number and mailing address.

NOTICE OF MEETING

Notice is hereby given that the seventeenth (17) Annual General Meeting (AGM) of National Development Bank PLC (the Bank) will be held as a 'virtual meeting' from the Board Room of the Bank, 14th Floor, DHPL Building, No. 42, Nawam Mawatha, Colombo 02 at 02.30 p.m. on Wednesday, the Thirtieth (30) day of March, Two Thousand and Twenty Two (2022) and the business to be brought before the meeting will be:

1. To lay before the shareholders for consideration, the Annual Report for the year ended 31 December 2021.
2. To re-elect Mr. Sujewa Mudalige, as a Director in terms of Article 42 of the Articles of Association of the Bank.
3. To re-elect Mr. Bernard Sinniah, as a Director in terms of Article 42 of the Articles of Association of the Bank.
4. To reappoint Messrs. Ernst & Young, Chartered Accountants, as Auditors of the Bank as set out in Section 154 of the Companies Act No. 07 of 2007 and Section 39 of the Banking Act No. 30 of 1988 (as amended) and to fix the fees and expenses of such Auditors.
5. To determine the aggregate remuneration payable to Non-Executive Directors including the Chairman in terms of Article 58 of the Articles of Association of the Bank and to authorise the Board of Directors to approve other remuneration and benefits to the Directors (including the remuneration of the Executive Director/s) in terms of Section 216 of the Companies Act No. 07 of 2007.
6. To authorise the Board of Directors to determine donations for the financial year 2022 under the Companies Donations Act No. 26 of 1951.

By Order of the Board,



Ms. Shehani Ranasinghe
Company Secretary

22 February 2022
Colombo

Notes:

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy holder to attend and vote in his/her stead.
2. A proxy holder need not be a shareholder of the Bank.
3. The Form of Proxy is sent herewith. The completed Form of Proxy must reach the Company Secretary at the Head Office of the Bank, at No. 40, Nawam Mawatha, Colombo 02 or can be sent via email to **companysecretary@ndbbank.com** or through facsimile number 0112 341 050 not later than 24 hours prior to the time appointed for the holding of the meeting in accordance with Article 29 of the Articles of Association of the Bank.
4. Voting shall be by any one of the following methods as determined by the Chairman of the meeting unless a poll is demanded;
 - I. voting by voice
 - II. voting by show of hands
 - III. a vote cast by electronic means whereby each shareholder's response can be identified (as done by a show of hands), where the meeting is facilitated by electronic means.

Every shareholder who is present in person or is represented by a proxy or attorney or an authorised representative (either physically or virtually) shall have one (01) vote.

A declaration by the Chairman of the meeting that a resolution is carried by the requisite majority or lost is conclusive evidence of that fact.

At a meeting of shareholders, a poll may be demanded on a particular question as provided for in the Companies Act No. 07 of 2007.

If a poll is taken, votes must be counted according to the votes attached to the shares of each shareholder present (in person or through digital means) and voting. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

5. All shareholders participating in the virtual meeting / AGM are requested to forward the duly completed Form 1 (attached hereto as Annexure 1) via post to the Company Secretary at the registered office of the Bank or email to the Company Secretary (**companysecretary@ndbbank.com**) or to facsimile number – 0112 341 050 no later than 12 noon on 18 March 2022 to enable the Bank to share login information for the meeting.
6. All shareholders participating in the virtual meeting / AGM should carefully read the guidelines and special instructions to shareholders provided herewith to understand the modality of participation.

NOTICE OF MEETING

Guidelines and Special Instructions to Shareholders:

1. The virtual meeting / AGM is held in accordance with the Articles of Association of the Bank, the prevailing laws and relevant guidelines issued by the Colombo Stock Exchange.
2. Only the Board of Directors, Company Secretary and the representatives of the Auditors of the Bank along with relevant persons representing The Leadership Team and others essential for the administration of formalities of the meeting will assemble at the place specified as the venue of the meeting. All others, including shareholders, will participate via MsTeams following the steps below;
 - a) All shareholders wishing to participate at the virtual meeting / AGM must forward the duly completed Form 1 (attached hereto as Annexure 1) via post to the Company Secretary at the registered office of the Bank or email to the Company Secretary (companysecretary@ndbbank.com) or to facsimile number – 0112 341 050 no later than 12 noon on 18 March 2022 to enable the Bank to make the required arrangements.
 - b) The Bank will get in touch with you within 24 hours of the meeting, providing to you the details to *login to the meeting on the said date.
 - c) All participating shareholders will have to pre-register themselves online prior to the commencement of the meeting and will be authenticated to participate. As such all shareholders must strictly ensure that the details provided in the Form 1 shared with the Company Secretary and the online pre-registration must be the same.
3. All shareholders will be given an opportunity to speak at the meeting as directed by the Chairman. All shareholders speaking at the meeting are requested to state their name (as registered in Form 1 and the online pre-registration) for the purpose of identification. It is of utmost importance that shareholders wait till they are given an opportunity to speak and once having got an opportunity to speak, wait until all other shareholders have had a turn to speak on a given matter before asking a second question or making a comment.
4. Shareholders are also given the opportunity to forward their queries via post to the Company Secretary at the registered office of the Bank or email to the Company Secretary (**companysecretary@ndbbank.com**) or to facsimile number – 0112 341 050 no later than 12 noon on 23 March 2022 and your concerns will be addressed as deemed appropriate by the Chairman.
5. Voting on the items on the Agenda by a show of hands will be registered by using an online eballot platform, the details of which will be shared with shareholders prior to the commencement of the meeting.

6. Shareholders are encouraged to opt to duly completing the Form of Proxy clearly setting out their preference of vote under each item of the Agenda set out in the Form of Proxy and to appoint one of the Directors of the Bank to act on their behalf in order that in the event a shareholder cannot participate at the meeting such shareholder's vote may be identified and recorded as if such shareholder were present at the meeting.

The duly completed Form of Proxy must reach the Company Secretary (in accordance with the instructions specified therein), not less than twenty four (24) hours before the time appointed for the holding of the Meeting so that your proxy could represent you at the AGM and exercise your vote in accordance with your directions.

For the Bank's administrative convenience however, the Bank would very much appreciate and requests all shareholders to send in their Proxy Forms along with their Registration Form (Form 1) to reach the Bank on or before than 12 noon on 18 March 2022 as this would enable the Bank to efficiently make all arrangements for the virtual meeting.

7. The Bank intends to proceed to hold the virtual meeting / AGM as planned despite the present pandemic. As such in the event any further communications are to be made to the shareholders, the same will be made via the Colombo Stock Exchange website and/ or the bank website <https://www.ndbbank.com>.
8. For further queries on the arrangements made by the Bank you may contact one of the following persons who will be happy to assist you.

Name	Contact No.
Shehani Benjamin	0112 448 448 Ext: 35010
Hansani Nawagamuwage	0112 448 448 Ext: 35011

9. A dedicated contact number will be provided to all shareholders participating at the virtual meeting / AGM to address any technical difficulties faced in accessing / participating at the meeting.

*Login details are authorised only for the use by individual shareholders / proxy holders and authorised representatives in the case of corporate / institutional shareholders. The Bank will not be responsible or liable for the misuse of login details and access granted to the meeting.

FORM 1 - TO BE COMPLETED BY SHAREHOLDERS TO CONNECT VIA DIGITAL MEANS

NATIONAL DEVELOPMENT BANK PLC 17TH ANNUAL GENERAL MEETING – 30 MARCH 2022

BY EMAIL / BY FAX / BY HAND / BY POST

To the Company Secretary
National Development Bank PLC
No. 40 Nawam Mawatha, Colombo 02
companysecretary@ndbbank.com

FULL Name of Shareholder (In the event of a Joint holder please indicate FULL name and details of primary holder).	
National Identity Card No (NIC) / Passport No. / Company Registration No.	
Telephone number	Mobile
	Landline
Email address	
IF A *PROXY IS APPOINTED:	
FULL Name of proxy holder	
National Identity Card No (NIC) / Passport No. of proxy holder	
Telephone number	Mobile
	Landline
Email address	
*Please ensure that the Proxy Form is attached.	

I/we confirm that the undersigned or as duly represented by my / our *proxy will connect to the AGM of National Development Bank PLC via digital means as provided by the Bank.

*In the case of a duly appointed proxy, I/we hereby acknowledge my / our vote for the resolutions detailed in the Agenda in accordance with the preferences indicated in the Form of Proxy

.....
Shareholder / Shareholders signature/s

1. In case of a corporate shareholder, this form must be executed under its Common Seal (if applicable) or in such other manner prescribed by the Articles of Association or other constitutional documents.
2. If this form is signed by an Attorney, the Power of Attorney or a notarially certified copy thereof duly registered in the books of NDB should be attached.
3. This form must be returned to the Company Secretary on or before 18 March 2022
4. This form could be sent to the Company Secretary preferable by Email (companysecretary@ndbbank.com) or through Fax to No. 0112 341 050 and otherwise to the Company Secretary by hand to the registered office of the Bank.
5. Please contact 0112 448 448 for any queries (Shehani Benjamin Ex: 35010 or Hansani Nawagamuwage Ex: 35011)

FORM OF PROXY

I/We

(holder/s of NIC/s.....) of

..... being a shareholder / shareholders of National Development Bank PLC ('the Bank') hereby appoint;

1.

..... (holder of NIC No.)

of or failing him/her

2. Mr. Eshana de Silva (Chairman of the Bank) of Colombo or failing him,

Mr. Sriyan Cooray of Colombo or failing him,

Mr. Bernard Sinniah of Colombo or failing him,

Mr. Sujeewa Mudalige of Colombo or failing him,

Mr. Hiran Perera of Colombo or failing him,

Mr. Kushan D'Alwis, PC of Colombo or failing him,

Ms. (Fay) Piyachatr Chetnakarnkul of Colombo or failing her,

Ms. Chandima Dilrukshi of Colombo or failing her,

Mr. Dimantha Seneviratne (Director/ CEO 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 Seventeenth (17) Annual General Meeting of the Bank to be held on Wednesday, the Thirtieth (30) day of March, 2022 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 preferences indicated below:

	For	Against
1. To reappoint Mr. Sujeewa Mudalige, as a Director in terms of Article 42 of the Articles of Association of the Bank.	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr. Bernard Sinniah, as a Director in terms of Article 42 of the Articles of Association of the Bank.	<input type="checkbox"/>	<input type="checkbox"/>
3. To reappoint Messrs. Ernst & Young, Chartered Accountants, as Auditors of the Bank as set out in Section 154 of the Companies Act No. 07 of 2007 and Section 39 of the Banking Act No. 30 of 1988 (as amended) and to fix the fees and expenses of such Auditors.	<input type="checkbox"/>	<input type="checkbox"/>
4. To determine the aggregate remuneration payable to Non-Executive Directors including the Chairman in terms of Article 58 of the Articles of Association of the Bank and to authorise the Board of Directors to approve other remuneration and benefits to the Directors (including the remuneration of the Executive Director/s) in terms of Section 216 of the Companies Act No. 07 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Board of Directors to determine donations for the financial year 2022 under the Companies Donations Act No. 26 of 1951	<input type="checkbox"/>	<input type="checkbox"/>

As witness I/We have set my/our hand/s hereunto this day of

..... Two Thousand and Twenty Two (2022).

.....
Shareholder / Shareholders Signature/s

FORM OF PROXY

Instructions for completion of the Form of Proxy

1. In order to appoint a proxy holder, kindly complete the Form of Proxy. The full name and the registered address of the shareholder appointing the proxy should be legibly entered in the Form of Proxy and should be signed and dated by the shareholder. The duly completed Form of Proxy must be deposited at the Registered Office of the Bank, at No. 40, Nawam Mawatha, Colombo 02 or via email to the Company Secretary (companysecretary@ndbbank.com) or by facsimile No. 0112 341050 not later than 24 hours prior to the time appointed for the holding of the meeting in accordance with Article 29 of the Articles of Association of the Bank.

For the Bank's administrative convenience the Bank would very much appreciate and requests all shareholders to send in their Proxy Forms along with their Registration Form (Form 1) to reach the Bank no later than 12 noon on 18 March 2022 as this would enable the Bank to efficiently make all arrangements for the virtual meeting.

2. Shareholders/ proxy holders who are unable to connect to the AGM via audio or audio visual means are strongly encouraged 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 participating at the meeting.
3. Shareholders appointing a proxy should duly complete the Form of Proxy clearly setting out their preference of vote in the Form of Proxy.

Please indicate an "X" in the cage provided how your Proxy should vote on each 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.

4. 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.
5. 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 and forward same to the Company Secretary together with Form 1 no later than 12 noon on 18 March 2022 so that the Login information can be shared with your proxy holder to connect to the virtual meeting / AGM via audio or audio visual means.
6. The proxy holder appointed need not be a shareholder of the Bank.
7. In case of a corporate shareholder, 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.
8. The first joint holder shall have the power to sign the Form of Proxy without the concurrence of the other joint holder/s.

REQUEST LETTER

To:
The Company Secretary
National Development Bank PLC
No. 40, Nawam Mawatha
Colombo 02.

Dear Madam,

National Development Bank PLC

Request for a Printed Copy of the Annual Report – 2021

With reference to the Circular to Shareholders dated 22 February 2022, I/we hereby request you to please forward to me/us a printed copy of the Annual Report of National Development Bank PLC for the year 2021.

Securities holder Details

Full Name of Securities holder :

Securities holder's NIC/Passport/
Company Registration No. :

Securities holder's Address :

Securities holder's Folio No. :

(Please refer to address label)

Contact Telephone Number :

.....
Signature

.....
Date

Notes:

Please complete the Request Letter by filling in legibly the required information, signing in the space provided and filling in the date of signature.

Please mail or deliver the completed Request Letter to the Company Secretary at the address given above or forward via facsimile to (0094) 11 2341050. You may also email the scanned document to one of the email addresses listed below.

In the event the shareholder is a company, the Request Letter should be signed under its Common Seal or by a duly authorised officer of the Company.

In the case of joint holders, the Request Letter may be executed by the registered principal holder.

If you have any query regarding this Request Letter, please contact the following:

Name	Contact Number	Email addresses
Ms. Shehani Benjamin	011 2448448 Ext.: 35010	shehani.benjamin@ndbbank.com
Ms. Hansani Nawagamuwage	011 2448448 Ext.: 35011	hansani.nawagamuwage@ndbbank.com

INVESTOR FEEDBACK FORM

To request information or submit a comment/query to the Bank, please provide the following details and return this page to:

The Company Secretary
National Development Bank PLC
No. 40, Nawam Mawatha,
Colombo 02.
Sri Lanka

Name :

Permanent Mailing Address :

Contact Number/s :

- Tel :

- Fax :

- E-Mail :

Name of Company (if applicable) :

Designation (if applicable) :

Company Address (if applicable) :

Queries/Comments

.....
.....
.....
.....
.....

Please mark (x) in the appropriate box

	Yes	No
Would you like to receive soft copies of the Bank's Interim Reports via e-mail?	<input type="checkbox"/>	<input type="checkbox"/>
Would you like to receive news and press releases of the Bank via e-mail?	<input type="checkbox"/>	<input type="checkbox"/>
Would you like to receive any updates on our products/services?	<input type="checkbox"/>	<input type="checkbox"/>
Would you like the Bank to directly deposit/transfer any future dividends to a bank account designated by you?*	<input type="checkbox"/>	<input type="checkbox"/>

*If 'Yes', and your shares are held in certificate form, please provide your bank account details in the space provided above or in the event you are a CDS account holder please instruct your stockbroker regarding the above instructions. Kindly also forward a **CERTIFIED COPY** of your National Identity Card when you return this form to the Company Secretary.

