

# Prospectus

COMMERCIAL BANK OF CEYLON PLC  
Debenture Issue 2021





# COMMERCIAL BANK OF CEYLON PLC

## PROSPECTUS

AN INITIAL ISSUE OF FIFTY MILLION (50,000,000) BASEL III COMPLIANT – TIER 2 LISTED RATED UNSECURED SUBORDINATED REDEEMABLE DEBENTURES WITH A NON-VIABILITY CONVERSION FEATURE (“DEBENTURES”), AT THE PAR VALUE OF RS. 100/- EACH TO RAISE SRI LANKAN RUPEES FIVE BILLION (RS. 5,000,000,000/-) WITH AN OPTION TO ISSUE UP TO A FURTHER FIFTY MILLION (50,000,000) OF SAID DEBENTURES TO RAISE UP TO SRI LANKAN RUPEES FIVE BILLION (RS. 5,000,000,000/-), AT THE DISCRETION OF THE BANK IN THE EVENT OF AN OVERSUBSCRIPTION OF THE INITIAL ISSUE.

MAXIMUM ISSUE OF DEBENTURES WILL NOT EXCEED ONE HUNDRED MILLION (100,000,000) OF THE SAID DEBENTURES, AT A VALUE NOT EXCEEDING SRI LANKAN RUPEES TEN BILLION (RS. 10,000,000,000/-).

TO BE LISTED ON THE COLOMBO STOCK EXCHANGE

Rated A (lka) by Fitch Ratings Lanka Limited

Issue opens on  
September 13, 2021

ISSUE IS LIMITED TO “QUALIFIED INVESTORS” AS DEFINED HEREIN.

Managers to the Issue:

Commercial Bank of Ceylon PLC  
Investment Banking Unit  
“Commercial House”  
No. 21, Sir Razik Fareed Mawatha,  
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## RESPONSIBILITY FOR THE CONTENT OF THE PROSPECTUS

The Directors of Commercial Bank of Ceylon PLC (the Bank), collectively and individually, having made all reasonable enquiries confirm that to the best of their knowledge and belief, that this Prospectus contains all information with respect to the Bank, which is material in the context of the Issue; that the information contained herein is true and correct in all material respects and is not misleading; that there are no other material facts, the omission of which would, make any statement contained herein misleading; that the opinions and intentions expressed herein are honestly held and have been reached after considering all relevant circumstances and are based on reasonable assumptions.

Where representations regarding the future performance of the Bank have been given in this Prospectus, such representations have been made after due and careful enquiry of the information available to the Bank and making assumptions that are considered to be reasonable at the present point in time in their best judgement.

The Bank accepts responsibility for the information contained in this Prospectus. While the Bank has taken reasonable care to ensure full and fair disclosure of pertinent information, it does not assume any responsibility for any investment decisions made by Qualified Investors based on information contained herein. In making an investment decision, prospective Qualified Investors are advised to read the Prospectus and rely on their own examination and assessments of the Bank and the terms of the Debentures issued including the risks involved.

IF YOU ARE IN ANY DOUBT REGARDING THE CONTENTS OF THIS DOCUMENT OR IF YOU REQUIRE ANY ADVICE IN THIS REGARD, YOU SHOULD CONSULT YOUR BANK MANAGER, STOCK BROKER, LAWYER OR ANY OTHER PROFESSIONAL ADVISOR.

THE DELIVERY OF THIS PROSPECTUS SHALL NOT UNDER ANY CIRCUMSTANCES CONSTITUTE A REPRESENTATION OR CREATE ANY IMPLICATION OR SUGGESTION THAT THERE HAS BEEN NO MATERIAL CHANGE IN THE AFFAIRS OF THE BANK SINCE THE DATE OF THIS PROSPECTUS. PLEASE REFER TO THE DISCLOSURES MADE BY THE BANK ON THE CSE WEBSITE IN RESPECT OF ANY MATERIAL CHANGE (IF ANY) IN THE AFFAIRS OF THE BANK SINCE THE DATE OF THIS PROSPECTUS.

THE COLOMBO STOCK EXCHANGE (THE "CSE") HAS TAKEN REASONABLE CARE TO ENSURE FULL AND FAIR DISCLOSURE OF INFORMATION IN THIS PROSPECTUS. HOWEVER, THE CSE ASSUMES NO RESPONSIBILITY FOR ACCURACY OF THE STATEMENTS MADE, OPINIONS EXPRESSED OR REPORTS INCLUDED IN THIS PROSPECTUS. MOREOVER, THE CSE DOES NOT REGULATE THE PRICING OF THE DEBENTURES WHICH IS DECIDED SOLELY BY THE ISSUER.

The delivery of this Prospectus shall not under any circumstance constitute a representation or create any implication or suggestion that there has been no material change in the affairs of the Bank since the date of this Prospectus. If any material change in the affairs of the Bank occurs subsequent to the Prospectus date and before the Issue opening, this will be disclosed by way of a market announcement.

The Bank is bound by the enforcement rules set out in the CSE Listing Rules (inter-alia).

## **IMPORTANT NOTICE**

By acquiring any Debenture, each Debentureholder irrevocably consents to the principal amount of the Debenture and any accrued and unpaid interest thereon being deemed to be paid in full by the issuance of ordinary voting shares upon occurrence of a Trigger Event and the resulting Non-Viability Conversion which is required to be effected by the Bank.

Upon a Non-Viability Conversion;

- (i) The Trustees shall not be required to take any further directions from holders/beneficial owners of the Debentures under the Trust Deed
- (ii) The Trust Deed shall impose no duties upon the Trustees whatsoever with respect to conversion of the Debentures into ordinary voting shares upon a Trigger Event
- (iii) Upon the occurrence of a Trigger Event, each outstanding Debenture of this Issue will be converted as set out in this Prospectus, on a full and permanent basis

We advise you to read the content of the Prospectus carefully prior to investment.

This investment instrument is riskier than a bank deposit.

These Debentures are complex products and have provision for loss absorption in the form of a Non-Viability Conversion as set out in this Prospectus. This means that following the occurrence of a Trigger Event as may be determined by the Central Bank of Sri Lanka, the Bank will convert the Debentures into ordinary voting shares. An investor will be deemed paid in full the principal plus accrued and unpaid interest due on the Debentures, upon such a conversion. The number and value of ordinary voting shares to be received on a Non-Viability Conversion may be worth significantly less than the par value of the Debentures and can be variable.

Please refer to the Risk Factors section of the Prospectus for further details.

Each potential Qualified Investor in these Debentures must determine the suitability of an investment in these Debentures in light of the investors' circumstances. In particular, each potential Qualified Investor may wish to consider, either through an analysis conducted by the Qualified Investor or conducted with the assistance of any relevant financial and/or other professional advisors, whether the Qualified Investor:

- (i) Has sufficient knowledge and experience to make a meaningful evaluation of these Debentures, the merits and the risks of investing in these Debentures and the information contained or incorporated by reference in this Prospectus;
- (ii) Has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of the particular financial situation of the investor, an investment in these Debentures and the impact that these Debentures will have on the overall investment portfolio of the investor;
- (iii) Has sufficient financial resources and liquidity to bear all risks of an investment in these Debentures;
- (iv) Understands thoroughly the terms of these Debentures, including the provisions relating to the Non-Viability Conversion of these Debentures, and is familiar with the behaviour of financial markets; and
- (v) Is able to evaluate possible scenarios for economic, interest rate and other factors that may affect the investment and the investor's ability to bear the applicable risks.

A potential Qualified Investor should not invest in these Debentures unless the Qualified Investor has the expertise (either through an analysis conducted by the potential Qualified Investor or conducted with its financial and/or other professional advisors) to evaluate how these Debentures will perform under changing conditions, the resulting effects on the value of these Debentures and the impact this investment will have on the potential Qualified Investor's overall investment portfolio.

## REGISTRATION OF THE PROSPECTUS

This Prospectus is dated September 7, 2021

A copy of this Prospectus has been delivered for registration with the Department of the Registrar General of Companies in Sri Lanka in accordance with the Companies Act No. 07 of 2007 (as amended) (the “Companies Act”). The following documents were attached to the copy of the Prospectus delivered to the Department of the Registrar General of Companies in Sri Lanka:

1. The written consent by the Managers, Auditors and Reporting Accountants, Lawyers, Bankers, Trustee, Rating Agency and Registrars to the Issue and the Company Secretary for the inclusion of their respective names in the Prospectus;
2. A declaration to the effect that the Managers, Auditors and Reporting Accountants, Lawyers, Bankers, Trustee, Rating Agency and Registrars to the Issue and the Company Secretary have not withdrawn their consent referred to above, prior to the delivery of the Prospectus to the Department of the Registrar General of Companies in Sri Lanka;
3. A statutory declaration in terms of the Companies Act, to the effect that each Director has read the provisions of the Companies Act and the Listing Rules of the Colombo Stock Exchange relating to the issue of a Prospectus and that those provisions have been complied with, is endorsed on this Prospectus.

## REPRESENTATION

The Debentures are issued solely on the basis of the information and representations contained in this Prospectus. No person is authorised to give any information or make any representation not contained in this Prospectus in connection with the Issue and if given or made, any such information or representation must not be relied upon as having been authorised by the Bank.

This Prospectus has not been registered with any authority outside Sri Lanka. Non-resident Qualified Investors may be affected by the laws of the jurisdiction of their residence. Such Qualified Investors are responsible for compliance with the laws relevant to the country of residence and the laws of Sri Lanka, when making an investment.

For further inquiries please contact the Managers to the Issue:

Managers to the Issue:

Commercial Bank of Ceylon PLC  
Investment Banking Unit  
“Commercial House”  
No. 21, Sir Razik Fareed Mawatha,  
P.O. Box 856,  
Colombo 1,  
Sri Lanka.

Tel : +94 11 248 6491-4  
+94 11 248 6489/99

Fax : +94 11 233 5385

Email : [Investment\\_Banking@combank.net](mailto:Investment_Banking@combank.net)

## **FORWARD LOOKING STATEMENTS**

Any statements included in this Prospectus that are not statements of historical facts constitute “Forward Looking Statements”. These can be identified by the use of forward looking terms such as “expect”, “anticipate”, “intend”, “may”, “plan to”, “believe”, “could” and similar terms or variations of such terms. However, these words are not the exclusive means of identifying Forward Looking Statements. As such, all or any statements pertaining to expected financial position, business strategy, plans and prospects of the Bank are classified as Forward Looking Statements. Such Forward Looking Statements involve known and unknown risks, uncertainties and other factors including but not limited to regulatory changes in the sectors in which the Bank operates and its ability to respond to them, the Bank’s ability to successfully adapt to technological changes, exposure to market risks, general economic and fiscal policies of Sri Lanka, inflationary pressures, interest rate volatilities, the performance of financial markets both globally and locally, changes in domestic and foreign laws, regulation of taxes and changes in competition in the industry and further uncertainties that may or may not be in the control of the Bank. Such factors may cause actual results, performance and achievements to materially differ from any future results, performance or achievements expressed or implied by Forward Looking Statements herein. Forward Looking Statements are also based on numerous assumptions regarding the Bank’s present and future business strategies and the environment in which the Bank will operate in the future.

Given the risk and uncertainties that may cause the Bank’s actual future results, performance or achievements to materially differ from that expected, expressed or implied by Forward Looking Statements in this Prospectus, Qualified Investors are advised not to place sole reliance on such statements.

## **PRESENTATION OF CURRENCY INFORMATION AND OTHER NUMERICAL DATA**

The financial statements of the Bank and currency values of economic data or industry data in a local context will be expressed in Sri Lankan Rupees. References in the Prospectus to “LKR”, “Rupees” or “Rs.” is to the lawful currency of Sri Lanka.

Certain numerical figures in the Prospectus have been subject to rounding adjustments, accordingly numerical figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

## **IMPORTANT**

All Qualified Investors should indicate in the Application for Debentures, their Central Depository Systems (Private) Ltd. (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 differs from the name, address or NIC number/passport number/company registration number as per the CDS records, the name, address or NIC number/passport number/company registration number as per the 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 tallies with the name, address or NIC number/passport number/company registration number given in the CDS account as mentioned in the Application Form.

As per the directive of the Securities and Exchange Commission of Sri Lanka made under Circular No. 08/2010 dated November 22, 2010 and Circular No. 13/2010 issued by the CDS dated November 30, 2010, all Debentures are required to be directly deposited into the CDS. To facilitate compliance with this directive, all Applicants are required to indicate their CDS account number in the Application Form.

In line with this directive, THE DEBENTURES ALLOTTED TO A QUALIFIED INVESTOR WILL BE DIRECTLY DEPOSITED IN THE CDS ACCOUNT OF SUCH QUALIFIED INVESTOR, the details of which is indicated in his/her Application Form. If the CDS account number indicated in the Application Form is found to be inaccurate/incorrect or there is no CDS number indicated, the Application will be rejected and no allotments will be made.

The Bank/ CDS/ Members and Trading Members of the CSE may require a Qualified Investor to provide such documentation as is reasonably necessary to satisfy itself that the investor is a Qualified Investor.

### **PLEASE NOTE THAT DEBENTURE CERTIFICATES WILL NOT BE ISSUED**

Qualified Investors who wish to open a CDS account, may do so through a Member/Trading Member of the CSE as set out in Annexure B or through any Custodian Bank as set out in Annexure C of this Prospectus.

## SALIENT FEATURES OF THE ISSUE

Issuer	: Commercial Bank of Ceylon PLC
Instrument	: Basel III compliant – Tier 2, Listed, Rated, Unsecured, Subordinated, Redeemable Debentures with a Non-viability Conversion
Number of Debentures to be Issued	: An initial issue of FIFTY MILLION (50,000,000) Basel III compliant – Tier 2, Listed, Rated, Unsecured, Subordinated, Redeemable Debentures with a Non-Viability Conversion, with an option to issue up to a further FIFTY MILLION (50,000,000) of the said Debentures (at the discretion of the Bank), in the event of an oversubscription of the initial issue of 50,000,000 Debentures issued
Total Value of the Issue	: Sri Lankan Rupees FIVE BILLION (Rs. 5,000,000,000/-) with an option to issue up to a further Sri Lankan Rupees FIVE BILLION (Rs. 5,000,000,000/-) at the discretion of the Bank in the event of an oversubscription of the initial issue
Issue Rating	: A (Ika) by Fitch Ratings Lanka Limited
Issuer Rating	: AA- (Ika)/Stable by Fitch Ratings Lanka Limited
Par/Issue Value of a Debenture	: Rs. 100/- (Sri Lankan Rupees One Hundred)
Tenure	: Type A – 5 years Type B – 7 years
Interest Rate	: Type A Fixed interest rate of Nine per centum (9.00%) p.a. (AER 9.20%) payable semi annually Type B Fixed interest rate of Nine point Five per centum (9.50%) p.a. (AER 9.73%) payable semi annually
Issue Opening Date	: September 13, 2021 (However, Applications may be submitted forthwith)
Issue Closing Date	: October 1, 2021  Subject to the provisions contained below, the subscription list for the Debentures pursuant to this Prospectus will open at 9.30am on September 13, 2021 and shall remain open for 14 Market Days until closure at 4.30pm on October 1, 2021.  However, the subscription list will be closed on an earlier date with notification to the CSE on the occurrence of any of the following events: <ul style="list-style-type: none"><li>– The maximum of 100,000,000 Debentures being fully subscribed; or</li><li>– The Board of Directors of the Bank deciding to close the Issue upon the initial issue of 50,000,000 Debentures becoming fully subscribed.</li></ul> In the event the Board of Directors of the Bank decides to exercise the option to further issue up to 50,000,000 Debentures (on the initial issue of 50,000,000 Debentures being fully subscribed) but subsequently decides to close the subscription list upon part of the further issue of 50,000,000 Debentures becoming subscribed, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed at 4.30pm on the following Market Day.

## SALIENT FEATURES OF THE ISSUE

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Minimum Subscription	<p>: The minimum subscription for Qualified Investors per Application is Rupees Ten Thousand (Rs. 10,000/-) or One Hundred (100) Debentures, other than in the case of individual Qualified Investors.</p> <p>The minimum subscription requirement applicable for an individual Qualified Investor applying for Basel III Compliant Debt Securities shall be Rupees Five Million (Rs. 5,000,000/-). Please refer the definition of individual Qualified Investors in subsection (k) under the Qualified Investors definition in section 2.0: Definitions Related to the Issue.</p> <p>Applications in excess of the minimum subscription shall be in multiples of Rupees Ten Thousand (Rs. 10,000/-) or One Hundred (100) Debentures.</p>
Interest Payment Dates	<p>: <b>Type A and B Debentures</b></p> <p>At the expiry of Six (6) months from the Date of Allotment and every Six (6) months thereafter in each year from the Date of Allotment up to the Date of Redemption and includes the Date of Redemption. First interest payment date will be Six (6) months from the Date of Allotment.</p> <p>Interest would be paid not later than Three (3) Market Days of the date on which interest becomes due.</p> <p>The final interest payment will be paid together with the Principal Sum within Three (3) Market Days from the Date of Redemption.</p>
Method of Payment of Principal Sum and Interest	<p>: By cheque marked "Account Payee Only" or through an electronic fund transfer mechanism recognised by the banking system of Sri Lanka such as SLIPS and RTGS. Payments will be made via electronic fund transfer mechanisms in the event accurate bank account details are provided to the CDS by the Qualified Investor. RTGS transfers however could be effected only for amounts over and above the maximum value that can be accommodated via SLIPS transfers (i.e. Rs. 5,000,000/- as of the date of this Prospectus).</p>
Basis of Allotment	<p>: In the event of oversubscription, the basis of allotment will be decided by the Board of Directors of the Bank in a fair manner and will be announced to the CSE.</p> <p>The Board however reserves the right to allocate up to 75% of the Issue value on a preferential basis, to identified institutional Qualified Investors of strategic importance to the Bank.</p> <p>Number of Debentures to be allotted to identified institutional investor/s of strategic importance, on a preferential basis will not exceed 75% of the total number of Debentures to be issued under this Prospectus under any circumstances, unless there is an under subscription from other investors (investors that do not fall under preferential category). In the event of such under subscription, the other investor category to be allotted in full and any remaining Debentures to be allotted to identified institutional investor/s.</p> <p>Further, the Bank will allot the remaining number of Debentures (excluding the preferential allotment of 75%), in a fair manner among other investors.</p>

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## SALIENT FEATURES OF THE ISSUE

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Listing	: The Debentures will be listed on the Colombo Stock Exchange.
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Non-Viability Conversion	<p>: In the event of an occurrence of a Trigger Event as determined at the sole discretion of the Monetary Board of the Central Bank of Sri Lanka, there would be a conversion of Debentures to ordinary voting shares by the Bank without any requirement of approval by the Debentureholders, in compliance with Basel III requirements.</p> <p>Upon the occurrence of a Trigger Event, the outstanding balance of the Debentures including the total par value of the Debentures and Debenture Interest accrued and unpaid as at that date will be permanently converted to ordinary voting shares at the Conversion Price. In the event of any Debentureholder being entitled to a fractional allotment of an ordinary voting share on such issuance and allotment, the Company shall settle such sums in cash, based on the Conversion Price of such share.</p>
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Conversion Price	: The price based on the simple average of the daily Volume Weighted Average Price (VWAP) of an ordinary voting share of the Bank during the three (03) months period, immediately preceding the date of the Trigger Event.
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Volume Weighted Average Price (VWAP)	: The daily Volume Weighted Average Price (VWAP) of an ordinary voting share as published by the Colombo Stock Exchange.
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Trigger Event	<p>: A “Trigger Event” is determined by and at the sole discretion of the Monetary Board of the Central Bank of Sri Lanka (i.e. conversion of the said Debentures upon occurrence of the Trigger Event will be effected by the Bank solely upon being instructed by the Monetary Board of the Central Bank of Sri Lanka), and is defined in the Banking Act Directions No. 1 of 2016 of Web Based Return Code 20.2.3.1.1.1.(10) (iii) ( a&amp;b ) as a point/event being the earlier of:</p> <p>(a) “A decision that a write-down, without which the Bank would become non-viable, is necessary, as determined by the Monetary Board.</p> <p>(b) The decision to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable, as determined by the Monetary Board”</p>
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# TABLE OF CONTENTS

<b>1.0 GLOSSARY OF ABBREVIATIONS</b> .....	1
<b>2.0 DEFINITIONS RELATED TO THE ISSUE</b> .....	2
<b>3.0 CORPORATE INFORMATION</b> .....	6
<b>4.0 RELEVANT PARTIES TO THE ISSUE</b> .....	7
<b>5.0 PRINCIPAL FEATURES OF THE ISSUE</b> .....	8
5.1 Invitation to Subscribe .....	8
5.2 Subscription List .....	8
5.3 Objectives of the Issue .....	9
5.4 Debenture Types .....	11
5.5 Interest .....	11
5.6 Payment of Principal Sum and Interest .....	12
5.7 Taxes with regard to Interest Payment on Listed Debentures.....	13
5.8 Redemption .....	13
5.9 Rating of the Debentures .....	16
5.10 Benefits of Investing in Debentures to an Investor .....	16
5.11 Rights of Debentureholders .....	16
5.12 Obligations of Debentureholders .....	17
5.13 Risks Involved in Investing in the Debentures.....	17
5.14 Transfer of the Debentures .....	21
5.15 Listing .....	22
5.16 Brokerage .....	22
5.17 Cost of the Issue .....	22
5.18 Underwriting Arrangements .....	22
5.19 Prospectus and Application Forms .....	22
5.20 Trustee to Debentureholders .....	23
<b>6.0 PROCEDURE FOR APPLICATION</b> .....	24
6.1 Who Can Apply.....	24
6.2 How to Apply.....	24
6.3 Minimum Application.....	28
6.4 Mode of Payment.....	29
6.5 Rejection of Applications .....	30
6.6 Banking of Payments.....	31
6.7 Basis of Allotment.....	31
6.8 Refund of Payments and Deposits to the CDS.....	32
6.9 Direct Lodgment with the CDS and Secondary Market Trading.....	32

## TABLE OF CONTENTS

<b>7.0 THE BANK</b> .....	33
7.1 Overview of the Bank .....	33
7.2 Nature of Operations .....	34
7.3 Board of Directors .....	34
7.4 Profiles of Directors .....	35
7.5 Major Shareholdings as at June 30, 2021 .....	44
7.6 Particulars of Loan Capital .....	46
7.7 Contingent Liabilities, Details of Penalties Imposed by Regulatory and State Authorities and Litigation Against the Bank .....	47
7.8 Management Agreements .....	48
7.9 Details of Benefits Paid to Promoters .....	48
7.10 Subsidiary/Associate Companies .....	49
7.11 Stated Capital .....	49
7.12 Details of Commission Paid .....	49
7.13 Details of Material Contracts to the Bank .....	49
7.14 Impact of COVID-19 on the Bank .....	49
<b>8.0 RELATED PARTY TRANSACTIONS REVIEW COMMITTEE</b> .....	50
<b>9.0 FINANCIAL INFORMATION</b> .....	51
9.1 Financial Statements and Financial Summary .....	51
9.2 Financial Ratios of the Bank .....	51
9.3 Dividend Policy .....	51
9.4 Debt Servicing Details of the Bank .....	52
<b>10.0 STATUTORY AND OTHER GENERAL INFORMATION</b> .....	52
10.1 Inspection of Documents .....	52
10.2 Statutory Declarations .....	53
<b>ANNEXURE A – COPY OF THE RATING CERTIFICATE</b> .....	55
<b>ANNEXURE B – COLLECTION POINTS</b> .....	58
<b>ANNEXURE C – CUSTODIAN BANKS</b> .....	62
<b>ANNEXURE D – DECLARATION TO BE GIVEN BY FATCA COMPLIANT INVESTORS</b> .....	63



## 1.0 GLOSSARY OF ABBREVIATIONS

AER	: Annual Effective Rate
ATS	: Automated Trading System of the Colombo Stock Exchange
AWPLR	: Average Weighted Prime Lending Rate
Bn.	: Billions
CAR	: Capital Adequacy Ratio
CBSL	: Central Bank of Sri Lanka
CBC/the Bank/the Company/the Issuer	: Commercial Bank of Ceylon PLC
CDS	: Central Depository Systems (Private) Limited
CSE	: Colombo Stock Exchange
IIA	: Inward Investment Account
Mn.	: Millions
NIC	: National Identity Card
POA	: Power of Attorney
Rs./LKR	: Sri Lankan Rupees
RTGS	: Real Time Gross Settlement
CEFTS	: Common Electronic Fund Transfer Switch
SEC	: Securities and Exchange Commission of Sri Lanka
D-SIB	: Domestic Systemically Important Bank
SLIPS	: Sri Lanka Interbank Payment System

## 2.0 DEFINITIONS RELATED TO THE ISSUE

Applicant/s	: Any person who submits an Application Form under this Prospectus.
Application Form/ Application	: The Application Form that constitutes part of this Prospectus through which an Applicant may apply for Debentures.
Date of Allotment	: The date on which the Debentures will be allotted by the Bank to the Applicants subscribing thereto.
Date of Maturity	: On completion of Five (5) years for Type A Debentures and on completion of Seven (7) years for Type B Debentures from the Date of Allotment.
Date of Redemption	: The date on which redemption of Debentures will take place as referred to in Section 5.8 of this Prospectus.
Debentureholder	: Any Qualified Investor who is for the time being the holder of the Debentures and includes his/her respective successors in title, executors, administrators or successors in title, as the case may be.
Debentures	: Basel III compliant – Tier 2 Listed Rated Unsecured Subordinated Redeemable Debentures with a Non-Viability Conversion, to be issued pursuant to this Prospectus.
Tier 2	: Tier 2 Capital includes qualifying Tier 2 capital instruments, revaluation gains approved by CBSL and general loan loss provision of the Bank.
Basel III	: A Global Regulatory Framework for More Resilient Banks and Banking System, issued by the Basel Committee on Banking Supervision of the Bank for International Settlements in December 2010 (Revised in June 2011).
Due Date of Interest	: The dates on which the interest payments shall fall due in respect of the Debentures.
Entitlement Date	: The Market Day immediately preceding the Interest Payment Date or Date of Redemption, in the event a Trigger Event does not occur.
Final Interest Period	: The period commencing from the date immediately succeeding the last Interest Payment Date before the Date of Redemption and ending on the date immediately preceding the Date of Redemption (Inclusive of the aforementioned commencement date and end date).  Final interest payment date will be Five (5) years for Type A Debentures and Seven (7) years for Type B Debentures from the Date of Allotment.
Interest Payment Date/s	: <b>Type A and B Debentures</b>  At the expiry of Six (6) months from the Date of Allotment and every Six (6) months thereafter in each year from the Date of Allotment up to the Date of Redemption and includes the Date of Redemption. First interest payment date will be Six (6) months from the Date of Allotment.  Interest would be paid not later than Three (3) Market Days of the date on which interest becomes due.

## 2.0 DEFINITIONS RELATED TO THE ISSUE

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Qualified Investors	: (a) A commercial bank licensed by the Central Bank of Sri Lanka in terms of the Banking Act No. 30 of 1988 (as amended).  (b) A specialised bank licensed by the Central Bank of Sri Lanka in terms of the Banking Act No. 30 of 1988 (as amended).  (c) A mutual fund, pension fund, Employee Provident Fund or any other similar pooled fund.  (d) A venture capital fund/company and private equity company.  (e) A finance company licensed by the Central Bank of Sri Lanka in terms of the Finance Business Act No. 42 of 2011 (as amended).  (f) A company licensed by the Central Bank of Sri Lanka to carry on finance leasing business under the Finance Leasing Act No. 56 of 2000 (as amended).  (g) A company licensed by the Insurance Board of Sri Lanka to carry on insurance business in terms of the Regulation of the Insurance Industry Act No. 43 of 2000 (as amended).  (h) A corporate (listed or unlisted) which does not fall under the above categories and is incorporated under the Companies Act No. 07 of 2007 (as amended).  (i) An investment trust or investment company.  (j) A non-resident institutional investor.  (k) An individual with a minimum initial investment amount of Rs. 5,000,000.
First Interest Period	: The period commencing from the Date of Allotment and ending on the First Interest Payment Date (inclusive of the aforementioned commencement date and the end date).  First Interest Payment date will be at the expiry of Six (6) months from the Date of Allotment.
Interest Period	: The Six (6) month period commencing from the date immediately succeeding a particular Interest Payment Date and ending on the next Interest Payment Date (inclusive of the aforementioned commencement date and end date).
Market Day	: Any day on which the CSE is open for trading.
Issue	: The offer of Debentures pursuant to this Prospectus.
Issue Opening Date	: September 13, 2021 (However, Applications may be submitted forthwith)

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## 2.0 DEFINITIONS RELATED TO THE ISSUE

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Issue Closing Date	: Subject to the provisions contained below, the subscription list for the Debentures pursuant to this Prospectus will open at 9.30am on September 13, 2021 and shall remain open for 14 Market Days until closure at 4.30pm on October 1, 2021.  The subscription list will be closed on an earlier date with notification to the CSE on the occurrence of any of the following events: <ul style="list-style-type: none"><li>– The maximum of 100,000,000 Debentures being fully subscribed; or</li><li>– The Board of Directors of the Bank deciding to close the Issue upon the initial issue of 50,000,000 Debentures becoming fully subscribed.</li></ul> In the event the Board of Directors of the Bank decides to exercise the option to issue further up to 50,000,000 Debentures (upon the initial issue of 50,000,000 Debentures being fully subscribed) but subsequently decides to close the subscription list upon part of the further issue of 50,000,000 Debentures becoming subscribed, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed at 4.30pm on the following Market Day.
Issue Price/Par Value	: Rs. 100/- per Debenture.
Non-Resident/s	: Foreign institutional Qualified Investors, corporate bodies incorporated outside Sri Lanka, individuals residing outside Sri Lanka and Sri Lankans residing outside Sri Lanka.
Trigger Event	: A “Trigger Event” is determined by and at the sole discretion of the Monetary Board of the Central Bank of Sri Lanka (i.e. conversion of the said Debentures upon occurrence of the Trigger Event will be effected by the Bank solely upon being instructed by the Monetary Board of the Central Bank of Sri Lanka), and is defined in the Banking Act Directions No. 1 of 2016 of Web Based Return Code 20.2.3.1.1.1.(10) (iii) (a&b) as a point/event being the earlier of:  (a) “A decision that a write-down, without which the Bank would become non-viable, is necessary, as determined by the Monetary Board.  (b) The decision to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable, as determined by the Monetary Board”
Prospectus	: This Prospectus dated September 7, 2021 issued by Commercial Bank of Ceylon PLC.
Non-Viability Conversion	: In the event of an occurrence of a Trigger Event as determined at the sole discretion of the Monetary Board of the Central Bank of Sri Lanka, there would be a conversion of Debentures to ordinary voting shares by the Bank without any requirement of approval by the Debentureholders, in compliance with Basel III requirements.  Upon the occurrence of a Trigger Event, the outstanding balance of the Debentures including the total par value of the Debentures and Debenture Interest accrued and unpaid as at that date will be permanently converted to ordinary voting shares at the Conversion Price. In the event of any Debentureholder being entitled to a fractional allotment of an ordinary voting share on such issuance and allotment, the Bank shall settle such sums in cash, based on the Conversion Price of such share.

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## 2.0 DEFINITIONS RELATED TO THE ISSUE

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Conversion Price	: The price based on the simple average of the daily Volume Weighted Average Price (VWAP) of an ordinary voting share during the Three (03) months period, immediately preceding the date of the Trigger Event.
Volume Weighted Average Price (VWAP)	: The daily Volume Weighted Average Price (VWAP) of an ordinary voting share as published by the Colombo Stock Exchange.
Redemption	: Repayment of the principal amount due on these Debentures (Refer Section 5.8).
Subordinated	: The claims of the Debentureholders shall, in the event of the winding up of the Bank, rank after all the claims of holders of senior debt and claims of secured and other unsecured creditors of the Bank and any preferential claims under any Statutes governing the Bank but shall rank in priority to and over the claims and rights of the ordinary and preference Shareholder/s of the Bank unless there has been an issuance of ordinary voting shares to the Debentureholders upon the occurrence of a Trigger Event in which case a Debentureholder would cease to be a Debentureholder and become an ordinary voting shareholder of the Bank to the extent of such issuance.
Trust Deed	: Trust Deed executed between the Bank and Bank of Ceylon on September 1, 2021.
Trustee	: Bank of Ceylon
Unsecured	: Repayment of the principal sum and payment of interest on the Debentures are not secured by a charge on any assets of the Bank.
Working Day	: Any day (other than a Saturday or a Sunday or any statutory holiday) on which the banks are open for business in Sri Lanka.

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### 3.0 CORPORATE INFORMATION

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Issuer	: Commercial Bank of Ceylon PLC
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Legal Status	: A public limited liability company incorporated in Sri Lanka on June 25, 1969 under the Companies Ordinance No. 51 of 1938 and quoted on the Colombo Stock Exchange in March 1970. The Company was re-registered on January 23, 2008 under the Companies Act No. 07 of 2007. A Licensed Commercial Bank under the Banking Act No. 30 of 1988.
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Company Registration No.	: PQ 116
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Place of Incorporation	: Colombo, Sri Lanka
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Registered Office	: “Commercial House” No. 21, Sir Razik Fareed Mawatha, P.O. Box 856, Colombo 1, Sri Lanka Tel : +94 11 248 6000 +94 11 448 6000 +94 11 748 6000 +94 11 548 6000 Fax : +94 11 244 9889
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Company Secretary	: Mr R A P Rajapaksha Commercial Bank of Ceylon PLC “Commercial House” No. 21, Sir Razik Fareed Mawatha, Colombo 1, Sri Lanka Tel: +94 11 233 9838
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Board of Directors	: Justice K Sripavan (Chairman) Independent/Non-Executive Director  Prof A K W Jayawardane (Deputy Chairman) Independent/Non-Executive Director  Mr S Renganathan (Managing Director/Chief Executive Officer) Non-Independent/Executive Director  Mr K Dharmasiri – Independent/Non-Executive Director  Mr L D Niyangoda – Independent/Non-Executive Director  Ms N T M S Cooray – Independent/Non-Executive Director  Mr T L B Hurulle – Independent/Non-Executive Director  Mr S C U Manatunge (Chief Operating Officer) Non-Independent/Executive Director  Ms J Lee – Independent/Non-Executive Director  Mr R Senanayake – Independent/Non-Executive Director  Mr S Muhseen – Independent/Non-Executive Director  Mrs D L T S Wijewardena – Independent/Non-Executive Director
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## 4.0 RELEVANT PARTIES TO THE ISSUE

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Managers to the Issue	: Commercial Bank of Ceylon PLC Investment Banking Unit “Commercial House” No. 21, Sir Razik Fareed Mawatha, P.O. Box 856, Colombo 1, Sri Lanka. Tel : +94 11 248 6491-4, +94 11 248 6489/99 Fax : +94 11 233 5385
Registrars to the Issue	: M/s SSP Corporate Services (Private) Limited No. 101, Inner Flower Road, Colombo 3, Sri Lanka Tel : +94 11 257 3894 Fax : +94 11 257 3609
Lawyers to the Issue	: M/s Julius & Creasy Julius & Creasy Building No. 371, R A de Mel Mawatha, Colombo 3, Sri Lanka Tel : +94 11 433 5159 +94 11 433 5162 (4 lines) Fax : +94 11 269 2677
Bankers to the Issue	: Commercial Bank of Ceylon PLC “Commercial House” No. 21, Sir Razik Fareed Mawatha, P.O. Box 856, Colombo 1, Sri Lanka. Tel : +94 11 248 6491-4 +94 11 248 6489/99 Fax : +94 11 233 5385
Rating Agency to the Issue	: Fitch Ratings Lanka Limited No. 15-4, East Tower, World Trade Centre Colombo 1, Sri Lanka. Tel : +94 11 254 1900 Fax : +94 11 250 1903
Trustees to the Issue	: Bank of Ceylon 11th Floor, Head Office, BOC Square, No. 1, Bank of Ceylon Mawatha, Colombo 1 Tel : +94 11 244 8348 +94 11 220 4065 Fax : +94 11 234 6842 Fax : +94 11 234 3336
Auditors and Reporting Accountants	: Ernst & Young Chartered Accountants, No. 201, De Saram Place, P.O. Box 101, Colombo 10, Sri Lanka Tel : +94 11 246 3500 Fax : +94 11 269 7369

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## 5.0 PRINCIPAL FEATURES OF THE ISSUE

### 5.1 INVITATION TO SUBSCRIBE

The Board of Directors of Commercial Bank of Ceylon PLC (“the Board”) by the resolutions dated May 24, 2021 resolved to raise a sum of Rupees Five Billion (Rs. 5,000,000,000/-) from Qualified Investors by an initial issue of up to Fifty Million (50,000,000) Debentures, each with a par value of Rupees One Hundred (Rs. 100/-) with the option to raise a further sum of Rupees Five Billion (Rs. 5,000,000,000/-) by issuing a further Fifty Million (50,000,000) Debentures, in the event of an oversubscription of the initial issue.

As such, a maximum amount of Rupees Ten Billion (Rs. 10,000,000,000/-) will be raised by issuing a maximum of One Hundred Million (100,000,000) Debentures each with the Par Value of Rupees One Hundred (Rs. 100/-).

The Bank hereby invites Qualified Investors to make Applications for the Debentures (Types A and B) which shall rank equal and *pari passu* with each other, apart from interest rate and tenure without any preference or priority of any one over the others. (Please refer Sections 5.4 and 5.5 for further details regarding the Debentures)

The rights of the Debentureholders with respect to payment of the principal sum and accrued interest due thereon shall, in the event of the winding up of the Bank rank after all the claims of depositors and holders of senior debt and claims of secured and other unsecured creditors of the Bank and any preferential claims under any statutes governing the Bank but shall rank in priority to and over the claims and rights of the ordinary and preference Shareholder/s of the Bank. However, in the event of an issuance of ordinary voting shares of the Bank to the Debentureholders upon the occurrence of a Trigger Event, a Debentureholder would cease to be a Debentureholder and would become an ordinary voting shareholder of the Bank, to the extent of such issuance, and will rank equal and *pari passu* with existing ordinary voting shareholders of the Bank.

It is the intention of the Bank to list the Debentures on the CSE. The CSE has given its “in principle” approval for the listing of the Debentures and any ordinary voting shares which would be issued upon the occurrence of a Trigger Event on the CSE. However, the CSE reserves the right to withdraw such approval, in the circumstances set out in Rule 2.3 of the Listing Rules of the CSE.

As per CSE Listing Rules Section 2.2.1 (m), only Qualified Investors would be eligible to invest in these Debentures. Further, as per CSE Listing Rules Section 3.3.5 (ii) (a) (ii), the secondary trading in these Debentures shall also be limited to Qualified Investors. Accordingly, the primary and secondary market investments of these Debentures are limited to the Qualified Investors.

### 5.2 SUBSCRIPTION LIST

Subject to the provisions contained below, the subscription list for the Debentures pursuant to this Prospectus will open at 9.30am on September 13, 2021 and shall remain open for 14 Market Days (including the Issue Opening Date) until closure at 4.30pm on October 1, 2021.

The subscription list will be closed prior to October 1, 2021 at 4.30pm with notification to the CSE on the occurrence of the following:

- (a) The maximum of 100,000,000 Debentures being fully subscribed; or
- (b) The Board of Directors of the Bank deciding to close the Issue upon the initial issue of 50,000,000 Debentures becoming fully subscribed.

In the event the Board of Directors of the Bank decides to exercise the option to issue further up to 50,000,000 Debentures (having fully subscribed the initial issue of 50,000,000 Debentures) but subsequently decides to close the subscription list upon part of the further issue of 50,000,000 Debentures becoming subscribed, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed at 4.30pm on the following Market Day.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

### 5.3 OBJECTIVES OF THE ISSUE

(a) The entire quantum of funds raised through the Debenture Issue will be utilised to finance expansion by increasing the lending portfolio of the Bank within 6 months from the Date of Allotment. The Bank will obtain Board Investment Committee approval to invest the Debenture Issue funds in Treasury Bills and/or Treasury Bonds until utilised for the above stated objective. Such investments in Government Securities are expected to generate a return of approximately 5% p.a. at current rates.

Subordinated funds raised through the Debenture Issue in compliance with requirements under Basel III, are expected to further improve the Capital Adequacy Ratio of the Bank by increasing its Tier 2 Capital base.

### CAPITAL ADEQUACY RATIO (CAR) OF THE BANK AND EFFECT OF THE PROPOSED DEBENTURE ISSUE ON THE CAR

The Bank is in compliance with the Basel III requirements as at June 30, 2021.

Current CAR position of the Bank as at June 30, 2021		16.880%
*Minimum CAR requirement to be maintained as per Banking Act Direction No. 01 of 2016 – Basel III		14.000%
Minimum amount of funds the Bank is required to raise from the Debenture Issue which will have a convertible option in compliance with Basel III CAR requirements		Nil
Expected CAR position, subsequent to the Basel III compliant Debenture Issue	As at June 30, 2021 with Rs. 5 Bn.	17.273%
	As at June 30, 2021 with Rs. 10 Bn.	17.663%

The minimum Capital Adequacy requirements under Basel III are as follows:

#### Components of Capital

Common Equity Tier I Capital Ratio with Buffers (CCB and Surcharge on D-SIB)	8.500%
Total Tier I Capital Ratio with Buffers (CCB and Surcharge on D-SIB)	10.000%
Total Capital Ratio (Tier I + Tier II) with Buffers (CCB and Surcharge on D-SIB)	14.000%

\*CBSL allowed D-SIBs to draw down capital conservation buffer by 100 bps during the pandemic. Since this temporary relief could be reversed at any time, the Bank considers 14% minimum total capital adequacy ratio for capital planning purposes.

(b) The Debenture Issue will reduce maturity gaps in the Bank's Balance Sheet by matching medium to long-term liabilities with medium to long-term assets as and when the proceeds from the Debentures are utilised as depicted under Objective (a).

The Bank will disclose the progress of the utilisation of funds raised through this Debenture Issue in future interim and annual Financial Statements, in the format presented below, until these funds are fully utilised for the objectives stated in the Prospectus. If due to some unforeseen reason these funds are not utilised as proposed, the Bank will seek relevant approvals (as applicable) regarding the course of action to be taken. In such an instance the Bank will make a prior market announcement through the CSE in this regard.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

Objective number	Objective as per Prospectus	Amount allocated as per Prospectus in Rs.	Proposed date of utilisation as per Prospectus	Amount allocated from proceeds in Rs. (A)	Percentage of total proceeds	Amounts utilised in Rs. (B)	Percentage of utilisation against allocation (B/A)	Clarification if not fully utilised including where the funds are invested (e.g. whether lent to related party/s etc.)
1.	Expansion of the lending portfolio	10.0 Bn.	Within 6 months from date of receipt of cash flows	10.0 Bn.	100%			To be disclosed in the Annual Report and the Interim Financial Statements
2.	Improve the Tier II capital base thus, increasing the Capital Adequacy Ratio (CAR)		Subsequent to the allotment of Debentures	10.0 Bn.	100%			
3.	Reduce Maturity gaps in the Assets and Liabilities of the Bank		Within 6 months from date of receipt of cash flows as and when funds are disbursed for lending.	10.0 Bn.	100%			

In the event the proceeds raised are fully utilised in terms of the objectives disclosed in the Prospectus prior to submission of the Bank's next immediate Financial Statements (i.e. either Interim Financial Statements or Annual Report), the Bank is required to disclose the fact that proceeds have been utilised in its entirety as per the above template in the immediate succeeding Annual Report or the Interim Financial Statement, whichever is published first.

If amounts differ due to under subscription, the Bank may reflect changes as warranted.

Bank has utilised the proceeds of all previous Debenture Issues towards achieving the objectives of the respective Issues.

No shareholder approval will be required for financing the expansion of the lending portfolio and/or the investment in Treasury Bills or Treasury Bonds as described below in "Risks related to achieving the objectives of the Issue". The funds will not be used for Related Party Transactions. However, in the event the Bank lends funds raised through the Debenture Issue to related parties, such disbursement will be done in accordance with Section 9 of the CSE Listing Rules.

As per the CSE Listing Rules Section 2.2.1 (I), the Bank has obtained shareholder approval on August 09, 2021 by way of a special resolution, for the issuance of the Debentures.

Further, the Bank has obtained shareholder approval, by way of a special resolution, for the issuance of any ordinary voting shares resulting from a conversion of these Debentures following occurrence of a "Trigger Event".

CBSL approval is required to include the value of Debentures under Tier 2 Capital. The Bank has obtained approval from the Central Bank of Sri Lanka (CBSL) to include the value of the Debentures under Tier 2 Capital.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

### RISKS RELATED TO ACHIEVING THE OBJECTIVES OF THE ISSUE

The funds raised through the Debenture Issue will be utilised to finance expansion by increasing the lending book of the Bank. In case the funds raised through the Debenture Issue are not utilised to meet the above stated objective, due to any unforeseen change in the business environment, the Bank will continue to hold the funds in Treasury Bills and/or Treasury Bonds as the case may be.

The Bank utilises a pool of funds, mainly raised through deposits, to finance loan disbursements. The Bank has achieved a deposit growth of Rs. 212.6 Bn. in 2020 (with an average deposit mobilisation of Rs. 17.7 Bn. per month) and of Rs. 112.20 Bn. for the 6 months ended on June 30, 2021 (with an average deposit mobilisation of Rs. 18.7 Bn. per month). Therefore, dependency on Debenture proceeds to enhance the lending portfolio of the Bank is relatively small.

As in the normal course of business, the Bank intends to utilise the proceeds raised from the Debenture Issue as part of its funding sources to disburse advances to increase its diversified lending portfolio which is focused on market segments such as exports, manufacturing and trading as well as retail, consumption and housing, amongst other market segments.

Despite the unfavourable market conditions, the Bank has recorded Gross loans and advances growth of Rs. 27.4 Bn. in 2020 (with an average monthly disbursement of Rs. 2.3 Bn.) and a growth of Rs. 70.4 Bn. for the 6 months ended on June 30, 2021 (with an average monthly disbursement of Rs. 11.7 Bn.). In spite of a subdued credit demand expected in 2021 it is unlikely that a situation will arise of the Bank being unable to lend the Debenture proceeds within a period of six (6) months.

## 5.4 DEBENTURE TYPES

### TYPE A

Fixed interest rate of Nine per centum (9.00%) p.a. (AER 9.20%) payable semi annually from the Date of Allotment until the expiry of Five (5) years from the Date of Allotment on the principal sum of Debentures.

The tenure of the Debentures will be Five (5) years.

### TYPE B

Fixed interest rate of Nine point Five per centum (9.50%) p.a. (AER 9.73%) payable semi annually from the Date of Allotment until the expiry of Seven (7) years from the Date of Allotment on the principal sum of Debentures.

The tenure of the Debentures will be Seven (7) years.

## 5.5 INTEREST

Debentures specified in Section 5.4 above of this Prospectus are entitled to receive interest in the following manner;

Type "A"	Interest on Debentures will be paid at a fixed rate of <b>9.00%</b> per annum (AER <b>9.20%</b> ) on the principal sum semi annually from the Date of Allotment until the redemption/maturity of the principal sum. The final interest payment will be made together with the principal sum within Three (03) Market Days from the Date of Redemption/Maturity.
Type "B"	Interest on Debentures will be paid at a fixed rate of <b>9.50%</b> per annum (AER <b>9.73%</b> ) on the principal sum semi annually from the Date of Allotment until the redemption/maturity of the principal sum. The final interest payment will be made together with the principal sum within Three (03) Market Days from the Date of Redemption/Maturity.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

Interest calculation on the Debentures for a particular Interest Period shall be based upon the actual number of days in such Interest Period (actual/actual). Interest payment will be paid not later than Three (03) Working Days from the date on which interest becomes due.

Qualified Investors who wish to receive their interest payments using an Electronic Fund Transfer mechanism should disclose their bank account details in the Application Form while ensuring that identical bank account details are provided to the CDS, since the relevant payments will be made based on the Bank Account details provided to the CDS.

Non-resident Applicants should ensure that their IIA accounts through which they make payment to purchase the Debentures is recorded in the CDS as the relevant IIA account to which interest payments and redemption proceeds are to be sent, in order for the interest payments and redemption proceeds to be sent to the aforementioned IIA accounts.

In order to accommodate the Debenture interest cycles in the CDS, the payment of interest for a particular Interest Payment Date will include the Debentureholders holding Debentures in the CDS as at the Entitlement Date. However, the interest for a particular Interest Payment Date will be calculated including the due date of the interest payment. If the Entitlement Date is a holiday, interest shall be calculated including the Entitlement Date.

In the event of an occurrence of a Trigger Event, as determined by the Monetary Board of the Central Bank of Sri Lanka, the Bank shall be required and entitled to issue and allot within twenty (20) days, ordinary voting shares of the Bank ranking equal and *pari passu* with the existing ordinary voting shares, to the Debentureholders up to the outstanding balance of such Debentures, including the total par value of the Debentures and the Debenture interest. As such, upon the issuance of ordinary voting shares to the Debentureholders, as stated above, no interest will be accrued on Debentures thereafter, as the Debentures will cease to exist.

## 5.6 PAYMENT OF PRINCIPAL SUM AND INTEREST

The Bank will redeem the Debentures on the respective Date of Redemption/Maturity as specified in Section 5.8 and the interest payments will be made as specified in Section 5.5.

Payment of the principal sum and interest will be made after deducting taxes at source (if applicable) in Sri Lankan Rupees to the registered Debentureholders only as of the Entitlement Date.

The interest as at the Interest Payment Dates and the principal as at respective Maturity dates will be sent by post to the registered address of the Debentureholders (and in the case of joint Debentureholders to the one whose name stands first in the respective CDS account on the date of payment) not later than Three (03) Market Days thereon. Payments of the principal sum and interest will be made through an electronic fund transfer mechanism recognised by the banking system of Sri Lanka to a bank account details of which have been provided to the CDS by the Applicants, such as SLIPS & RTGS if accurate bank details have been provided to the CDS, or in the event accurate bank details have not been provided by crossed cheque marked "Account Payee Only" posted under registered cover to the addresses provided by the Debentureholders to the CDS at the risk of the Debentureholders.

However, in the event such payment is over the maximum amount that can be accommodated through an electronic fund transfer mechanism such as SLIPS recognised by the banking system of Sri Lanka such payments will be made via RTGS mechanism or if the Debentureholder has not provided to the CDS accurate and correct details of his/her bank account for the payment of principal sum and interest, such payment to the Debentureholder will be made by way of a crossed cheque marked "Account Payee Only" posted under registered cover to the addresses provided by the Debentureholders to the CDS at the risk of the Debentureholders.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

The payment of interest will be made in Sri Lankan Rupees in favour of the Debentureholders as of the Entitlement Date (in the case of joint Debentureholders to the one whose name stands first in the respective CDS account). The payments of principal sum and accrued interest payable on the redemption of Debentures will be made in Sri Lankan Rupees in favour of the Debentureholders as at end of trading on the day immediately preceding the Date of Redemption/Maturity (in the case of joint Debentureholders to the one whose name stands first in the respective CDS account).

It is the responsibility of a Non-Resident and foreign investor to ensure that their IIA details through which they invest for Debentures is recorded correctly against the records in CDS to dispatch their Debenture interest payments.

## 5.7 TAXES WITH REGARD TO INTEREST PAYMENT ON LISTED DEBENTURES

Interest on the Debentures will be paid after deducting any taxes and charges thereon (if any) as per the applicable law prevalent at the time of the interest payment to the Debentureholders.

Qualified Investors are advised to obtain clarifications in this regard from their tax advisors.

## 5.8 REDEMPTION

The Bank shall redeem the Debentures on the expiry of its tenure from the Date of Allotment. On the respective dates of maturity the Bank shall in accordance with the provisions contained in the Trust Deed pay to the Debentureholders the principal amount (redeemed at par) of the Debentures which are to be redeemed (if any) and accrued interest (if any) payable on the redemption of Debentures remaining unpaid through an electronic fund transfer mechanism recognised by the banking system of Sri Lanka to a bank account provided to the CDS by the Applicants, such as SLIPS and RTGS if accurate bank details have been provided or in the event accurate bank details have not been provided, such payment shall be made by crossed cheque marked "Account Payee Only" posted in a registered cover to the addresses provided by the Debentureholders to the CDS at the risk of the Debentureholders.

The Debentureholders shall not have any right or option to call for redemption of the Debentures before the Date of Redemption of such Debentures, except in the circumstances specified in the Trust Deed.

These Debentures will not be redeemed by the Bank prior to maturity for any reason whatsoever except due to unforeseen circumstances beyond the control of the Bank. Repayment before maturity of the principal sum on a Debenture in any circumstance shall be subject to the prior written approval of the Director, Bank Supervision of the CBSL and the approval of 3/4th of the Debentureholders of each Type in nominal value of the Debentures outstanding when the principal sum is repaid before maturity.

If the Date of Redemption falls on a day which is not a Market Day then the Date of Redemption shall be the immediately succeeding Market Day and Interest shall be paid for each calendar day up to the date immediately preceding such Market Day.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

### TRIGGER EVENT

A “Trigger Event” is determined by and at the sole discretion of the Monetary Board of the Central Bank of Sri Lanka (i.e. conversion of the said Debentures upon occurrence of the Trigger Event will be effected by the Bank solely upon being instructed by the Monetary Board of the Central Bank of Sri Lanka), and is defined in the Banking Act Direction No. 1 of 2016 of Web Based Return Code 20.2.3.1.1.1.(10) (iii) ( a&b ) as a point/event being the earlier of:

- (a) “A decision that a write-down, without which the Bank would become non-viable, is necessary, as determined by the Monetary Board.
- (b) The decision to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable, as determined by the Monetary Board”.

### CONVERSION RATIO

Upon the occurrence of the Trigger Event, the Bank shall be required and entitled to issue and allot within twenty (20) days, Ordinary Voting Shares of the Bank ranking equal and *pari passu* with the existing Ordinary Voting Shares, to the Debentureholders up to the outstanding balance of such Debentures, including the total par value of the Debentures and the accrued and unpaid interest due on the Debentures. This will be at a conversion price which will be based on the simple average of Volume Weighted Average Price of ordinary voting shares of the Bank as published by the Colombo Stock Exchange, during the three (3) month period, immediately preceding the date of the Trigger Event. In the event of any Debentureholder being entitled to a fractional allotment of an ordinary voting share on such issuance and allotment, the Bank shall settle the resulting sums in cash, based on the Conversion Price within fourteen (14) Market Days from the date of allotment of the said ordinary voting shares.

### CONVERSION AND TRIGGER

The Bank has decided to use the simple average of the Volume Weighted Average Price (VWAP) as indicated above due to its practicality and equitability as a pricing formula for conversion. This formula takes into account the market price over a three (3) month period immediately preceding the date of the Trigger Event thereby lessening the impact of short term price volatility and the volume impact in pricing. Due to the formula being applied using publicly available data published by the Colombo Stock Exchange, there is a high degree of transparency that results from the adoption of this method.

Shares arising from a conversion to ordinary voting shares will rank *pari passu* with existing ordinary voting shareholder rights and will be superior to the non-voting ordinary shareholders in respect of the voting rights attaching to the shares issued upon conversion.

If there is an issuance of ordinary voting shares to the Debentureholders upon the occurrence of the Trigger Event, a Debentureholder would cease to be a Debentureholder and would become an ordinary voting shareholder of the Bank to the extent of such issuance and will rank equal and *pari passu* with existing ordinary voting shareholders with voting rights after the allotment of new shares to such shareholders (being the previous Debentureholders) and will rank superior to the non-voting ordinary shareholders in respect of the voting rights attaching to the shares issued upon conversion.

Subsequent to the Debentureholders becoming ordinary voting shareholders of the Bank, due to the occurrence of the Trigger Event and the resultant conversion, they would be entitled to exercise such rights as are exercisable by the other shareholders of the Bank holding ordinary voting shares. Once the conversion of Debentures is concluded, the convertible Debentures will cease to exist.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

### DILUTION OF SHAREHOLDING UPON A CONVERSION OF DEBENTURES

In the event of conversion of Debentures to ordinary voting shares, there would be a dilution of the existing shareholding percentage held by the existing shareholders. However, the extent of the dilution will be dependent on several factors that cannot be determined at this point, due to the following:

- The number of shares to be issued resulting from such a conversion will be determined by the “Conversion Price” at the “Trigger Point” as detailed below.

There will be a dilution impact on the shareholding percentages of the existing voting shareholders.

If the simple average of the Volume Weighted Average Price (VWAP) at the point of conversion is low compared to the prevailing share price, it would result in the allocation of a comparatively higher number of ordinary voting shares by the Bank to the Debentureholders, which will dilute the shareholding percentages of existing voting shareholders.

If the simple average of the Volume Weighted Average Price (VWAP) at the point of conversion is high compared to the prevailing share price, it would result in the allocation of a comparatively lower number of ordinary voting shares by the Bank, which will dilute the shareholding percentages of existing voting shareholders to a lesser extent than in the former instance described above.

- The extent of dilution of existing voting shareholders will have to be determined by reference to the number of shares that are in issue at the time of such a conversion. The number of shares that are in issue at the time of a conversion can vary during the tenure of the Debentures due to the issuance of new shares by way of scrip dividends, rights issues, capitalisation of reserves, and/or any other relevant corporate action.

In order to avoid dilution of the shareholding percentages of the existing voting shareholders due to a conversion, in the event of there being a likelihood of the occurrence of the Trigger Event, prior to conversion of the said Debentures into ordinary voting shares, the then existing shareholders will be first called upon to infuse additional share capital and if such infusion is not forthcoming the proposed Debenture (i.e. Tier 2 Capital) will get converted in to Ordinary Voting Shares of the Company upon the determination of the “Non-Viability” point by the Monetary Board of the Central Bank of Sri Lanka and upon instructions being issued to the Bank in this regard.

However, it is unlikely that the trigger point would occur given the high credit rating of the Bank and the strong performance of the Bank.

### MARKET ANNOUNCEMENT

The Bank, upon receiving a Trigger Event notification from the Monetary Board of the Central Bank of Sri Lanka, will immediately make a market announcement of the same and further announce the “price” and “dates” (i.e. Trigger Event date, date of allotment and CDS upload date) pertaining to such conversion of Debentures to ordinary voting shares. Further, the Bank shall disclose any other information as required by the CSE at such point of time regarding the conversion of Debentures to ordinary voting shares.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

### 5.9 RATING OF THE DEBENTURES

Fitch Ratings Lanka Limited has assigned a Rating of A (lka) to the Debentures.

The Bank's rating was downgraded in January 2021 to AA- (lka)/Stable by Fitch Ratings Lanka Limited.

As per the press release issued by Fitch Ratings, dated January 25, 2021, this downgrade was driven by the recalibration of the national rating scale by Fitch Ratings. The recalibration also reflects the differing levels of constraint placed on Sri Lankan issuers due to the Sri Lankan sovereign's credit profile.

Source: <https://www.fitchratings.com/research/non-bank-financial-institutions/fitch-revises-9-sri-lankan-financial-institutions-ratings-on-recalibration-2-downgrades-25-01-2021>

A copy of the rating certificate is given in "Annexure A" of this Prospectus.

The Board of Directors of the Bank undertakes to inform the CSE and the Trustees to the Issue in the event there is a revision to the credit rating of the Debentures.

### 5.10 BENEFITS OF INVESTING IN DEBENTURES TO AN INVESTOR

- Provides an opportunity to receive interest income while diversifying the existing investment portfolio.
- Provides an opportunity to earn a regular cash flow of interest payments on a semi annual basis up to a fixed period of Five (05) years in the case of Type A or Seven (7) years in the case of Type B.
- Provides an opportunity to earn a fixed rate of interest in the case of Types A and B.
- Provides an opportunity to invest in Debentures issued by a leading bank in Sri Lanka.
- Opportunity to realise capital gains according to interest rate fluctuations in the financial market. Further if the investment is held to maturity, there will be no capital loss incurred.
- Listed Debentures have a secondary market, limited to "Qualified Investors" as defined in the Prospectus, thus provide the investor with an exit option through the CSE thereby bringing liquidity to these Debentures.

### 5.11 RIGHTS OF DEBENTUREHOLDERS

(a) Debentureholders are entitled to the following rights:

- Receiving principal at maturity and semi-annual interest at rates set out in Section 5.5 of this Prospectus, subject to the provisions contained in this Prospectus regarding the occurrence of a Trigger Event.
- Ranking above the ordinary voting and non-voting shareholders and preference shareholders in the event of liquidation, unless a Trigger Event as described in this Prospectus had occurred prior to this event.
- Calling and attending meetings of Debentureholders as set out in the Trust Deed.
- Receiving a copy of the Annual Report within 5 months from the financial year end.

In the event of the winding up of the Bank, the claims of the Debentureholders will rank after all the claims of the secured and unsecured creditors of the Bank and the preferential claims under the statutes governing the Bank but in priority and over the claims and rights of ordinary and preference shareholders of the Bank, unless there has been an issuance of Ordinary Voting Shares to the Debentureholders upon the occurrence of a Trigger Event in which case a Debentureholder would cease to be a Debentureholder and would become an Ordinary Voting Shareholder of the Bank to the extent of such issuance and will rank equal and *pari passu* with existing Ordinary Voting Shareholders.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

(b) Debentureholders are not entitled to the following rights:

- Attending and voting at meetings of holders of Shares and other Debentures.
- Sharing in the profits of the Bank;
- Participating in any surplus in the event of liquidation;
- Calling for redemption of Debenture before maturity, subject to provisions stated in the Trust Deed.
- Converting the Debentures into ordinary voting shares at their option.

However, in the event the Debentureholders become ordinary voting shareholders of the Bank, due to the occurrence of Trigger Event there would be an entitlement to exercise such rights as are exercisable by the shareholders of the Bank.

### 5.12 OBLIGATIONS OF DEBENTUREHOLDERS

Each Debentureholder must ensure that the information in respect of the securities account maintained with the CDS is up-to-date and accurate. Each Debentureholder shall absolve the Bank from any responsibility or liability in respect of any error or inaccuracy or absence of necessary changes in the information recorded with the CDS. Provided further that the Debentureholder(s) shall absolve the CSE and the CDS from any responsibility or liability in respect of any error or inaccuracy or absence of necessary changes in the information recorded with the CDS where such errors or inaccuracies or absence of changes are attributable to any act or omission of the Debentureholder(s).

### 5.13 RISKS INVOLVED IN INVESTING IN THE DEBENTURES

Unsecured, Subordinated, Redeemable Debentures do not carry a charge on a specific asset of the Bank and are redeemable only at the expiry of the maturity period.

#### **SUBSCRIBERS TO THE DEBENTURES COULD BE EXPOSED TO THE FOLLOWING RISKS:**

##### **Interest Rate Risk**

Provided all other factors are equal the market price of fixed rate Debentures will generally fluctuate if there is a change in “market interest rates”. Thus as “market interest rates” rise, the market price of Debentures may drop; and as “market interest rates” drop, the price of Debentures may rise. “Market interest rate” means the interest rates, which prevail at a given time for similar investments with a similar maturity and risk profile.

##### **Price Risk**

Price Risk is the risk arising from a change in the price/value of a Debenture from a movement in the interest rate environment. Price Risk could result in capital gains or losses to Debentureholders depending on the direction of interest rate movement. In general, Price Risk will be more pronounced in fixed rate Debentures than in their floating rate counterparts.

##### **Re-investment Risk**

The Commercial Bank Debentures will pay interest on a semi annual basis. The investor may decide to re-invest this interest payment and earn interest thereon. Depending on the prevailing interest rates in the market, the interest rates at which Debentureholders could reinvest such interest may be higher or lower than the return Bank offers on the Debentures. This uncertainty is known as re-investment risk.

##### **Default Risk**

Default risk, also referred to as credit risk, means the risk that the Issuer of Debentures may default, i.e., the Issuer will not be able to pay interest and principal payments on a timely basis. Default risk is evaluated by Rating Agencies. Commercial Bank has been assigned a Rating of AA-(Ika)/Stable (Issuer Rating) by Fitch Ratings Lanka Limited.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

The proposed Debenture Issue has been rated by Fitch Ratings Lanka Limited. (the Rating Company to the Issue) which has assigned a Rating of A (lka) rating to the proposed Debenture Issue. The Rating Certificate is given in Annexure A in this prospectus.

### Liquidity Risk

Liquidity risk depends on the ease with which the Debentures can be sold after the initial placement. In order to reduce the liquidity risk the Company has applied and obtained in principle approval by the CSE for a listing of these Debentures on the CSE.

### Duration Risk

The term duration has a special meaning in the context of Debentures. It is a measurement of how long, in years, it takes for the price of a Debenture to be repaid by its internal cash flows. It is an important measure for investors to consider, as Debentures with higher durations carry more risk and have higher price volatility than Debentures with lower durations.

### Winding Up

The claims of the Debentureholders shall, in the event of the winding up of the Bank, rank after all the claims of holders of senior debt and claims of secured and other unsecured creditors of the Bank and any preferential claims under any statutes governing the Bank but shall rank in priority to and over the claims and rights of the ordinary and preference Shareholder/s of the Bank.

### ADDITIONAL RISKS OF DEBENTURES DUE TO NON VIABILITY CONVERSION FEATURE

These Debentures are complex financial instruments and may not be suitable or an appropriate investment for all Qualified Investors. Potential Qualified Investors in Basel III compliant Tier 2 Debentures should determine the suitability or appropriateness of such investments, given their investment objectives and experience and other relevant factors with the help of legal, tax or financial advisors.

Potential Qualified Investors in these Debentures should have:

- (i) sufficient knowledge and experience to understand the risks and benefits associated with these Debentures.
- (ii) necessary skills and tools to evaluate the impact on the investor's portfolio through investment in these Debentures given various economic and company specific scenarios.
- (iii) sufficient financial resources and liquidity to bear the risks involved in these Debentures.
- (iv) thorough understanding of the terms and conditions associated with these Debentures and the behaviour of financial markets and variables that could have an impact on the return on these Debentures.
- (v) evaluation of the possible scenarios of variables that could have an impact on these Debentures.

#### 1. Subordination Risk

The Debentures will be the Bank's direct unsecured obligations which, if the Bank becomes insolvent or is wound-up (prior to the occurrence of a Trigger Event), will rank equally with the Bank's other subordinated indebtedness and will be subordinate in right of payment to the claims of the Bank's depositors and other unsubordinated creditors. Therefore, if, prior to the occurrence of a Trigger Event, the Bank becomes insolvent or is wound-up, the assets of the Bank would first be applied to satisfy all rights and claims of holders of senior indebtedness. If the Bank does not have sufficient assets to settle claims of such senior indebtedness holders in full, the claims of the holders of the Debentures will not be settled and, as a result, the holders will lose the entire amount of their investment in the Debentures. The Debentures will share equally in payment with claims under other subordinated indebtedness if the Bank does not have sufficient funds to make full payments on all of them, as applicable. In such a situation, holders could lose all or part of their investment.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

In addition, holders should be aware that, upon the occurrence of a Trigger Event, all of the Bank's obligations under the Debentures shall be deemed paid in full by the issuance of Ordinary Shares upon a Non-Viability Conversion, and each holder will be effectively further subordinated due to the change in their status following such a conversion from being the holder of a debt instrument ranking ahead of holders of Ordinary Shares to being the holder of Ordinary Shares. As a result, upon Non-Viability Conversion, the holders could lose all or part of their investment in the Debentures irrespective of whether the Bank has sufficient assets available to settle what would have been the claims of the holders of the Debentures or other securities subordinated to the same extent as the Debentures, in proceedings relating to an insolvency or winding-up.

### 2. Loss-absorption Related Risks-for Non-Viability Conversion

#### (a) Conversion risk

Upon the occurrence of a Trigger Event the Bank shall convert the Debentures into Ordinary Shares and any accrued but unpaid interest will be added to the par value of the Debentures and such accrued but unpaid interest, together with the principal amount of the Debentures will be deemed paid in full by the issuance of Ordinary Shares. Upon conversion the Debentureholders shall have no further rights and the Bank shall have no further obligations to holders of the Debentures under the Trust Deed. Moreover, a Non-Viability Conversion upon the occurrence of a Trigger Event is not an event of default under the terms of the Debenture or the Trust Deed.

Potential investors in Debentures should understand that, if a Trigger Event occurs and Debentures are converted into Ordinary Shares, investors are obliged to accept the Ordinary Shares even if they do not at the time consider such Ordinary Shares to be an appropriate investment for them and despite any change in the financial position of the Bank since the issue of the Debentures or any disruption to the market for those Ordinary Shares or to capital markets generally.

#### (b) The number and value of Ordinary Shares to be received on a Non-Viability Conversion may be worth significantly less than the par value of the Debentures and can be variable

Upon the occurrence of a Non-Viability Conversion, there is no certainty of the value of the Ordinary Shares to be received by the holders of the Debentures and the value of such Ordinary Shares could be significantly less than the par value of the Debentures.

Moreover, there may be an illiquid market, or no market at all, in Ordinary Shares received upon the occurrence of a Non-Viability Trigger Event, and investors may not be able to sell the Ordinary Shares at a price equal to the value of their investment and as a result may suffer significant loss.

#### (c) The Debentures are loss-absorption instruments that involve risk and may not be a suitable investment for all investors

The Debentures are loss-absorption financial instruments designed to comply with applicable banking regulations and involve certain risks. Each potential investor of the Debentures must determine the suitability (either alone or with the help of a financial advisor) of that investment in light of its own circumstances. In particular, each potential investor should understand thoroughly the terms of the Debentures, such as the provisions governing the Non-Viability Conversion, including under what circumstances a Trigger Event could occur.

A potential investor should not invest in the Debentures unless he/she has the knowledge and expertise (either alone or with a financial advisor) to evaluate how the Debentures will perform under changing conditions, the resulting effects on the likelihood of the Non-Viability Conversion into Ordinary Shares and the value of the Debentures, and the impact this investment will have on the potential investor's overall investment portfolio. Prior to making an investment decision, potential investors should consider carefully, in light of their own financial circumstances and investment objectives, all the information contained in this prospectus.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

### **(d) Uncertainty regarding the Trigger Event**

Because of the inherent uncertainty regarding the determination of when a Trigger Event may occur, it will be difficult to predict when, if at all, the Debentures will be converted into Ordinary Shares. In addition, investors in the Debentures are likely not to receive any advance notice of the occurrence of a Non-Viability Trigger Event. As a result of this uncertainty, trading behaviour in respect of the Debentures is not necessarily expected to follow trading behaviour associated with other types of convertible or exchangeable securities. Any indication, whether real or perceived, that the Bank is trending towards a Trigger Event can be expected to have an adverse effect on the market price of the Debentures and the Ordinary Shares, whether or not such Trigger Event actually occurs. Therefore, in such circumstances, investors may not be able to sell their Debentures easily or at prices that will provide them with a yield comparable to other types of subordinated Debentures, including the Bank's other subordinated debt securities. In addition, the risk of Non-Viability Conversion could drive down the price of Ordinary Shares and have a material adverse effect on the market value of Ordinary Shares received upon Non-Viability Conversion.

### **(e) Following a Non-Viability Conversion, investor will no longer have rights as a creditor and will only have rights as a holder of Ordinary Shares**

Upon a Non-Viability Conversion, the rights, terms and conditions of the Debentures, including with respect to priority and rights on liquidation, will no longer be relevant as all such Debentures will have been converted on a full and permanent basis into Ordinary Shares ranking *pari passu* with all other outstanding Ordinary Shares. If a Non-Viability Conversion occurs, then the interest of depositors, other creditors of the Bank, and holders of Bank securities which are not contingent instruments will all rank in priority to the holders of contingent instruments, including the Debentures.

Given the nature of the Non-Viability Trigger Event, a holder of Debentures will become a holder of Ordinary Shares at a time when the Bank's financial condition has deteriorated. If the Bank were to become insolvent or wound-up after the occurrence of a Non-Viability Trigger Event, as holders of Ordinary Shares investors may receive substantially less than they might have received had the Debentures not been converted into Ordinary Shares.

### **(f) An investor's remedies for the Bank's breach of its obligations under the Debenture are limited**

Absent an Event of Default (which shall occur if the Bank becomes insolvent or bankrupt, the Bank goes into liquidation either voluntarily or under an order of a court of competent jurisdiction, or the Bank otherwise acknowledges its insolvency), the trustees and holders of the Debentures shall not be entitled to declare the principal amount of the Debentures due and payable under any circumstance. As a result, the investor will have no right of acceleration in the event of a non-payment of interest or a failure or breach in the performance of any other covenant of the Bank, although legal action could be brought to enforce any covenant of the Bank.

## **3. Acknowledgement of the CBSL Resolution Powers**

The CBSL retains full discretion regarding the determination that a Trigger Event has occurred; As the resolution authority of banks in Sri Lanka, the CBSL has resolution powers through statute.

The Monetary Board determines the Trigger Event and effects a conversion after considering the other bail-in alternatives available to the Bank. Further, Section 30 and 30 (9) of the Monetary Law Act No. 58 of 1949 (as amended) and Part VII (A) and Part VIII of the Banking Act No. 30 of 1988 (as amended) specify certain events upon which Monetary Board can exercise its resolution mechanism. In view of the above, based on the statutory authority of the Monetary Board, CBSL retains full discretion to choose or not to choose to trigger for Non-Viability as has been provided for in the Banking Act. Direction No. 1 of 2016 on Capital Requirements under Basel III for Licensed Commercial Banks and Licensed Specialised Banks.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

As the CBSL retains full discretion to choose not to trigger Non-Viability Conversion/ Write-Off notwithstanding a determination that the Bank has ceased, or is about to cease to be viable, under such circumstances, the holders of the Debentures may be exposed to losses through the use of other resolution tools under applicable statutes.

### 4. Generic Risks

#### **(a) The ability to transfer the Debentures may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the Debentures**

In Sri Lanka the secondary trading activity in the corporate debt market is limited. The Debentures are a new issue of securities and have no established secondary trading market. There can be no assurance that an active secondary trading market will develop. If the Debentures are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Bank.

Even if an active secondary trading market does develop; it may not be liquid and may not continue. Therefore, investors may not be able to sell their Debentures easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. If the secondary market for the Debentures is limited, there may be few buyers for the Debentures and this may significantly reduce the relevant market price of the Debentures.

#### **(b) Credit ratings may not reflect all risks associated with an investment in the Debentures**

A credit rating reflects a relative ranking of credit risk and does not reflect the potential impact of all risks related to the structure, market, additional factors discussed herein, and other factors that may affect the value of the Debentures.

#### **(c) A downgrade, suspension or withdrawal of the rating assigned by any rating agency to the Debentures could cause the liquidity or market value of the Debentures to decline**

Rating initially assigned to the Debentures may be lowered or withdrawn entirely by the rating agency if, in the rating agency's judgment, circumstances relating to the basis of the rating, such as adverse changes to the Bank's business, so warrant. If the rating agency lowers or withdraws its rating, such event could reduce the liquidity or market value of the Debentures. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

#### **(d) Changes in law, or changes in regulatory classification may affect the rights of holders as well as the market value of the Debentures**

The regulatory regime in connection to these instruments is evolving. Changes in law may include change in statutory, tax and regulatory regimes during the life of the Debentures, which may have an adverse effect on the investment in the Debentures.

## 5.14 TRANSFER OF THE DEBENTURES

- (a) These Debentures shall be freely transferable amongst Qualified Investors and the registration of such transfer shall not be subject to any restriction, save and except to the extent required for compliance with statutory requirements.
- (b) The Debentures shall be transferable and transmittable amongst Qualified Investors through the CDS as long as the Debentures are listed on the CSE. Subject to the provisions contained herein the Issuer may register without assuming any liability any transfer of debentures, which are in accordance with the statutory requirements and rules and regulations in force for the time being as laid down by the CSE, SEC and the CDS.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

- (c) In the case of death of a Debentureholder
- The survivor where the deceased was a joint holder; and
  - The executors or administrators of the deceased or where the administration of the Estate of the deceased is in-law not compulsory the heirs of the deceased where such Debentureholder was the sole or only surviving holder; shall be the only persons recognised by the Issuer as having any title to his/her Debentures.
- (d) Any person becoming entitled to any Debenture in consequence of bankruptcy or winding up of any Debentureholder, upon producing proper evidence that he/she/it sustains the character in respect of which he/she/it proposes to act or his/her title as the Board of Directors of the Issuer thinks sufficient may in the discretion of the Board be substituted and accordingly registered as a Debentureholder in respect of such Debentures subject to the applicable laws rules and regulations of the Issuer, CDS, CSE and SEC.
- (e) No change of ownership in contravention to these conditions will be recognised by the Issuer.
- (f) Neither the Bank nor a banking group over which the Bank exercises control or significant influence can have purchased the Debentures and the Bank cannot directly or indirectly have funded the purchase of the Debentures.

### 5.15 LISTING

An application has been made to the CSE and approved “in principle” by the CSE to deal in and obtain listing for these Debentures and any shares which may be issued upon the occurrence of a Trigger Event set out in this Prospectus. It is the intention of the Bank to list the debentures on the CSE upon the allotment thereof. However the CSE assumes no responsibility for the correctness of the statements made or opinions expressed or reports included in this Prospectus. Admission to the official list is not to be taken as an indication of the merits of the Bank or of the Debentures issued.

### 5.16 BROKERAGE

Brokerage at the rate of zero point one five per centum (0.15%) of the nominal value of the Debentures allotted will be paid to the Member/Trading Member in respect of the number of Debentures allotted on Applications bearing the stamp of such Member/Trading Member.

### 5.17 COST OF THE ISSUE

The Board of Directors estimate that the total Cost of the Issue including brokerage, printing, advertising, and other costs connected with the Issue will be approximately Rs. 60 Mn. Such Issue costs will be funded by the internal funds of the Bank.

### 5.18 UNDERWRITING ARRANGEMENTS

The Bank has decided that the Issue will not be underwritten. In the event of the Issue being under subscribed, the subscribers will be allotted in full and the quantum of the funds generated from the Issue will be utilized for purposes detailed in Section 5.3 of this Prospectus. In the event the Issue is under subscribed, the Bank will use its other sources of funds including the internally generated funds, to achieve the specified objective.

### 5.19 PROSPECTUS AND APPLICATION FORMS

Copies of the Prospectus and the Application Forms may be obtained free of charge from the collection points listed in Annexure B. The Prospectus and the Application Forms may also be downloaded from the websites of the CSE and the Bank, viz. [www.cse.lk](http://www.cse.lk) and [www.combank.lk](http://www.combank.lk) respectively.

## 5.0 PRINCIPAL FEATURES OF THE ISSUE

### 5.20 TRUSTEE TO DEBENTUREHOLDERS

Bank of Ceylon have agreed to act as the Trustee for the Debentureholders and Bank of Ceylon has certified/confirmed its compliance and fulfillment of the requirements specified under Section 2.2.1.(k) "Appointment of Trustee" of the Listing Rules of the CSE. The Bank has entered into an agreement with the Trustee hereinafter called the "Trust Deed". Debentureholders in their Application for subscription will be required to authorise the Trustee to act as their agent in entering into such deeds, writings and instruments with the Bank and to act as the agent and Trustee for the Debentureholders.

The rights and obligations of the Trustee are set out in the Trust Deed. The Debentures shall be subject to the terms and conditions and confer such rights as are incorporated in the said Trust Deed. The Trustee has no conflict of interest with the Bank except that the Trustee is one of the Bank's rendering banking related services to the Bank.

## 6.0 PROCEDURE FOR APPLICATION

### 6.1 WHO CAN APPLY

Applications for the subscription of Debentures are invited from the following categories of Qualified Investors:

- (a) A commercial bank licensed by the Central Bank of Sri Lanka in terms of the Banking Act No. 30 of 1988 (as amended).
- (b) A specialised bank licensed by the Central Bank of Sri Lanka in terms of the Banking Act No. 30 of 1988 (as amended).
- (c) A mutual fund, pension fund, Employee Provident Fund or any other similar pooled fund.
- (d) A Venture Capital fund/Company and private equity company.
- (e) A finance company licensed by the Central Bank of Sri Lanka in terms of the Finance Business Act No. 42 of 2011 (as amended).
- (f) A company licensed by the Central Bank of Sri Lanka to carry on finance leasing business under the Finance Leasing Act No. 56 of 2000 (as amended).
- (g) A company licensed by the Insurance Board of Sri Lanka to carry on Insurance business in terms of the Regulation of the Insurance Industry Act No. 43 of 2000 (as amended).
- (h) A corporate (listed or unlisted) which does not fall under the above categories and is incorporated under the Companies Act No. 07 of 2007 (as amended).
- (i) An investment trust or investment company.
- (j) A non-resident institutional investor.
- (k) An individual with a minimum initial investment amount of Rs. 5,000,000.

The Bank will comply with the Foreign Exchange Act No. 12 of 2017 and all regulations and directions published or issued thereunder when issuing and transferring Debentures to Non-Residents.

The Bank will comply with the Foreign Exchange Act No. 12 of 2017 and all regulations published thereunder including those contained in the Government Gazette (Extraordinary) No. 2213/35 on February 03, 2021, and all other regulations and directions published thereunder when issuing and transferring Debentures to Non-Residents.

Applications will NOT be accepted from individuals under the age of 18 years or if made in the names of Sole Proprietorships, Partnerships, Unincorporated Trusts or Unincorporated bodies of persons.

### 6.2 HOW TO APPLY

The terms and conditions applicable to the Applicants are as follows:

**Given the prevailing COVID-19 pandemic and the travel restrictions in the country, which have resulted in multiple CSE members and trading members conducting their business operations on a work from home basis and considering this Debenture is limited to Qualified Investors only, printing and physical distribution of the Prospectus for the Debenture Issue is not viable. Hence the Bank has obtained a waiver from CSE on Rule 2.4 (f) of the CSE Listing Rules (which requires the Bank to make available copies of the Prospectus and application forms relating to the Offer).**

## 6.0 PROCEDURE FOR APPLICATION

**Accordingly, the Bank is permitted to make available only the soft copies of the Prospectus and the application form, which would be hosted on the websites of the CSE and the Bank.**

- (i) Applications should be made on the Application Forms, issued with the Prospectus. Application Forms could also be downloaded from the Bank's website, [www.combank.lk](http://www.combank.lk) and the CSE website, [www.cse.lk](http://www.cse.lk) (Exact size photocopies of Application Forms too would be accepted). Care must be taken to follow the instructions given herein and in the Application Form.

Applications that do not strictly conform to such instructions and the other conditions set out below or which are illegible or incomplete may be rejected.

- (ii) Applicants who wish to apply for all types of Debentures should apply under separate Application Forms for each type of Debentures they wish to apply for.
- (iii) Applicants should apply only for one Type of 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.

- (iv) Applications should be made for a minimum of one hundred (100) Debentures other than in the case of individual Qualified Investors. The minimum subscription requirement applicable for an individual Qualified Investor applying for Basel III Compliant Debt Securities shall be Rupees Five Million (Rs.5,000,000/-). Applications exceeding the minimum subscription requirement should be in multiples of Rupees Ten Thousand (Rs. 10,000/-) or One Hundred (100) Debentures. Applications for less than 100 Debentures and that are for less than the minimum subscription requirement for individual Qualified Investors will be rejected.
- (v) Multiple Applications for the same type of Debentures will not be entertained. Separate Applications can be made for Debenture Types A and B by the same Applicant. The Issuer reserves the right to reject suspected multiple Applications for any type of Debenture.
- (vi) Joint Applications may be made. An Applicant of a joint Application will not be eligible to send a separate Application individually or jointly applying for the same type of Debentures. Such Applicants are also deemed to have made multiple Applications and will be rejected. Only one (01) Application should be made for the benefit of any person or corporate body. In the case of joint Applications, the refund cheque (if any), interest payment and the redemption cheque will be drawn in favour of the First Applicant 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).

Joint Applicants should note that all parties should either be residents of Sri Lanka or Non-Residents.

- (vii) Corporate Applicants registered/incorporated/established in Sri Lanka should have obtained the requisite internal approvals as provided by their internal approval procedures at the time of applying for the Debentures and should be made under common seal or in any other manner as provided by the Articles of Association or such other constitutional documents of such Applicant or as per the statutes governing them. Applications by approved provident funds, approved contributory pension schemes registered/incorporated/established in Sri Lanka must be in the name of the trustee/board of management.

## 6.0 PROCEDURE FOR APPLICATION

- (viii) In the case of Corporate Applicants, the common seal of the company should be affixed and attested if required by the Articles of Association of such Applicant.
- (ix) Sri Lankan citizens should use their National Identity Card (NIC) Number in the Debenture Application Form. The Passport Number can be stated only when the NIC number is not available. In the case of corporate entities incorporated in Sri Lanka the Company Registration Number must be given. In the case of corporate Applicants the common seal of the company should be affixed and attested as required by the articles of association of such Applicant.
- (x) Application Forms may be signed by a third party on behalf of the Applicant(s) provided that such person holds the Power of Attorney of the Applicant(s). In the case of Applications made under Powers of Attorney, a copy of the said Power of Attorney, certified by a Notary Public as "True Copy" should be attached with the Application Form. The original of the Power of Attorney should not be attached.
- (xi) Remittance of Funds for the investments in Debentures and the payment for Debentures by Non- Residents should be made only out of funds received as inward remittances or available to the credit of IIA [formerly known as Securities Investment Accounts] of the Non-Residents opened and maintained in a Licensed Commercial Bank in Sri Lanka in accordance with directions given by the Director of the 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 Applicant maintains the IIA, should be attached to the Application Form to the effect that such payment through bank draft/Bank Guarantee has been made out of the funds available in the IIA.
- (xii) Non-Residents should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the Debentures and may be affected by the laws of the jurisdiction of their residence. If the Non-Resident Applicants 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.
- (xiii) As per the Foreign Account Tax Compliance Act ("FATCA") "U.S. Persons" must provide the duly completed declaration as per the specimen given in Annexure D together with the Application Form. Under the provisions of FATCA, "U.S. Persons" include:
- U.S. Citizens (including an individual born in U.S. but resident in another country who has not renounced U.S. citizenship)
  - A lawful citizen of the U.S. (including Green Card holders)
  - A person residing in the U.S.
  - A person who spends certain number of days in the U.S. each year
  - U.S. Corporations, estates and trusts
  - Any entity that has a linkage or ownership to U.S. or U.S. territories
  - Non U.S. entities that have at least one U.S. Person as a "substantial beneficial owner"
- (xiv) Applicants who wish to apply through their margin trading accounts should submit the Application in the name of the "Margin Provider/Applicants name" signed by the margin provider. If the Applicant wishes the Debentures to be deposited in the CDS margin trading account the relevant CDS account number relating to the margin trading account should be indicated in the space provided in the Application Form. A copy 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 considered as multiple Applications.

## 6.0 PROCEDURE FOR APPLICATION

### **ALL APPLICANTS SHOULD INDICATE THEIR CDS ACCOUNT NUMBER IN THE SPACE PROVIDED ON THE APPLICATION FORM**

Please note that Applicant information such as full name, address, NIC number/passport number/company registration number and residency will be downloaded from the database of CDS, based on the CDS account number indicated in the Application Form. Such information will take precedence over information provided in the Application Form. Therefore, Applicants are advised to ensure that the full name, address, NIC number/passport number/company registration number and residency status mentioned in the Application Form tallies with the same provided in the CDS account mentioned in the Application Form.

In case of joint Applicants, a joint CDS account in the name of the joint Applicants should be indicated.

Application Forms stating third party CDS accounts, instead of the Applicant's own CDS account number (except in the case of margin trading), will be rejected.

Care must be taken to follow the instructions on the reverse of the Application Form.

Applications that do not strictly conform to such instructions and additional conditions set out hereunder or which are illegible or incomplete may be rejected. The Bank/CDS/Members and Trading Members of the CSE reserve the right to ask for additional information to satisfy itself that the Applicant is a Qualified Investor. Please note that Allotment of Debentures will only be made if the Applicant has a valid CDS account at the time of submission of the Application.

Please note that upon the allotment of Debentures under this Issue, the allotted Debentures would be credited to the Applicant's CDS account so indicated. Please note that DEBENTURE CERTIFICATES SHALL NOT BE ISSUED.

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.

You can open a CDS account through any Member/Trading Member of the CSE as set out in Annexure B or through Custodian Banks set out in Annexure C.

Application Forms duly completed filled in accordance with the instructions thereof, together with the remittance (cheque, bank draft, bank guarantees) for full amount payable on Application (if not submitting through RTGS) should be enclosed in a sealed envelope marked "Commercial Bank of Ceylon PLC – Debenture Issue 2021" on the top left-hand corner and be addressed to the Registrars to the Issue (the address of which is stated below) and dispatched by post or courier or delivered by hand to either the Registrars to the Issue or the collection points set out in Annexure B.

#### **Registrars to the Issue**

SSP Corporate Services (Private) Limited  
No. 101, Inner Flower Road  
Colombo 03, Sri Lanka

Persons who are not certain of the method of remittance should consult Bankers, Brokers, Managers to the Issue and Registrars to the Issue.

## 6.0 PROCEDURE FOR APPLICATION

All Applications dispatched by post or courier or delivered by hand to any collection point set out in Annexure B should reach the office of the Registrars to the Issue at least by 4.30pm on the Issue Closing Date. Applications received after the said period will be rejected even though they have been delivered to any collection point prior to the Issue Closing Date or carry a postmark dated prior to the Issue Closing Date.

If cheques are not realized within two (2) Market Days of the Issue Closing Date, such Applications may be rejected in order to facilitate the completion of the allotment.

Applications delivered by hand after the Issue is closed will be rejected.

**In the event of a lockdown, curfew or travel restriction during the market days that the Subscription List is open, payment shall be only accepted from Qualified Investors via electronic fund transfer. In such an event, cheques, bank drafts and bank guarantees shall not be accepted.**

### **Submission of Applications by Resident Sri Lankan Individual Qualified Investors via Email**

Resident Sri Lankan individual Qualified Investors may submit scanned copies of the duly filled Application Forms together with the scanned copies /soft copies of payment proof (ie: electronic fund transfer Confirmations) to Debenture2021@combank.net.

Submission of applications through email is only permitted for Resident Sri Lankan individual Qualified Investors only. The investors applying through this method must ensure that their contact details (telephone numbers) are clearly stated on their respective application form.

**This option is not permitted for Qualified Investors applying through Margin trading accounts, under Power of Attorney, or making payments through cheques, bank drafts, bank guarantees, Non-Resident Applicants, Foreign Citizens, Corporate Bodies, and Unit Trusts.**

Application Forms and payment proof submitted to Debenture2021@combank.net must be received prior to 4.30pm on the Earliest Issue Closing Date. Applications received through email after the said period shall be rejected.

## 6.3 MINIMUM APPLICATION

The minimum subscription for Qualified Investors per Application is Rupees Ten Thousand (Rs.10,000/-) or One Hundred (100) Debentures, other than in the case of individual Qualified Investors.

The minimum subscription requirement applicable for an individual Qualified Investor applying for Basel III Compliant Debt Securities shall be Rupees Five Million (Rs. 5,000,000/-). Please refer the definition of individual Qualified Investors in subsection (k) under the Qualified Investors definition in Section 2.0: Definitions Related to the Issue.

Applications in excess of the minimum subscription shall be in multiples of Rupees Ten Thousand (Rs. 10,000/-) or One Hundred (100) Debentures.

## 6.0 PROCEDURE FOR APPLICATION

### 6.4 MODE OF PAYMENT

Subject to 6.2 above, payment should be made separately in respect of each Application either by Cheques, Bank Drafts, Bank Guarantees 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 the following:

- (a) Payments for Application values below Sri Lanka Rupees One Hundred Million (Rs.100,000,000/-) should be supported by a bank draft/cheque or RTGS transfer drawn upon any Licensed Commercial Bank operating in Sri Lanka. Cheques or bank drafts should be payable to “Commercial Bank of Ceylon PLC - Debenture Issue 2021” crossed “Account Payee Only” and must be honoured on the first presentation.
- (b) Payments for Application values above and inclusive of Sri Lanka Rupees One Hundred Million (Rs. 100,000,000/-) should be supported by either a;
- Bank guarantee issued by a Licensed Commercial Bank; or
  - Multiple bank drafts/cheques drawn upon any Licensed Commercial Bank operating in Sri Lanka, each of which should be for a value less than Sri Lanka Rupees One Hundred Million (Rs.100,000,000/-).
  - RTGS transfer with value on the date of the Issue Opening Date.

Multiple cheques or RTGS will not be accepted for Application values below Sri Lanka Rupees One Hundred Million (Rs.100,000,000/-).

- (c) Cheques or bank drafts should be payable to “Commercial Bank of Ceylon PLC – Debenture Issue 2021” crossed “Account Payee Only” and must be honoured on the first presentation.

In case of bank guarantees, such bank guarantees should be issued by any Licensed Commercial Bank in Sri Lanka in favour of “Commercial Bank of Ceylon PLC – Debenture Issue 2021” in a manner acceptable to the Bank, and be valid for a minimum of one (01) month from the Issue Opening Date (i.e. September 13, 2021). Applicants are advised to ensure that sufficient funds are available in order to honour the bank guarantees, inclusive of charges when called upon to do so by the Registrars to the Issue. It is advisable that the Applicants discuss with their respective bankers the matters with regard to the issuance of bank guarantees and all charges involved. All expenses with regard to such bank guarantees should be borne by the Applicants.

In case of RTGS transfers, such transfer should be made to the credit of “Commercial Bank of Ceylon PLC – Debenture Issue 2021” bearing account number 1000441022 at Commercial Bank of Ceylon PLC 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 Applicant should obtain a confirmation from the Applicant's bank, to the effect that arrangements have been made to transfer payment in full for the total value of Debentures applied for the credit of ‘Commercial Bank of Ceylon PLC – Debenture Issue 2021’ bearing account number 1000441022 at Commercial Bank of Ceylon PLC with value on the Issue Opening Date (i.e. the funds to be made to the above account on the Issue Opening Date) and should be attached with the Application Form.

For RTGS transfers, an interest rate of 3.00% per annum (on actual/actual basis) will be paid from the date of such transfer up to the Date of Allotment.

However, no interest will be paid for funds prior to the Issue Opening Date, if those fund transfers are effected prior to the Issue Opening Date.

No interest will be paid if the RTGS transfers are not realised before 4.30pm of the Issue Closing Date.

SLIPS and CEFTS transfers will not be accepted as a mode of payment.

- (d) Cash will not be accepted.

## 6.0 PROCEDURE FOR APPLICATION

- (e) Payment for the Debentures by Non-Residents should be made only out of funds received as inward remittances or available to the credit of "Inward Investment Account" (IIA) maintained with any Licensed Commercial Bank in Sri Lanka in accordance with directions given by the Director of the 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 Applicant maintains the IIA, should be attached to the Application Form to the effect that such payment through bank draft/bank guarantee has been made out of the funds available in the IIA.
- (f) The amount payable should be calculated by multiplying the number of Debentures applied for by the Par Value (Rs. 100/-). If there is a discrepancy in the amount payable and the amount specified in the cheque/bank draft or bank guarantee, the Application will be rejected.
- (g) In the event that cheques are not realized within 2 Market Days from Issue Closing Date, the monies will be refunded and no allotment of Debentures will be made. Cheques must be honoured on first presentation for the Application to be valid.
- (h) All cheques/bank drafts received in respect of the Applications for Debentures will be banked commencing from the Market Day immediately following the Issue Closing Date. Payments in any form other than as mentioned above will not be accepted.
- (i) Applications should not be posted, couriered or hand delivered to any other address.
- (j) **In the event of a lockdown, curfew or travel restriction during the market days that the Subscription List is open, payment shall be only accepted from Qualified Investors via electronic fund transfer. In such an event, cheques, bank drafts and bank guarantees shall not be accepted.**

## 6.5 REJECTION OF APPLICATIONS

Application Forms and the accompanying cheques/bank drafts/bank guarantees, RTGS transfers which are illegible or incomplete in any way and/or not in accordance with the terms, conditions and instructions, set out in this Prospectus and in the Application Form will be rejected at the sole discretion of the Bank.

Applications received from Applicants who are under the age of 18 years or in the names of sole proprietorships, partnerships and unincorporated trusts will also be rejected.

Any Application Form, which does not state a valid CDS account number will be rejected.

Any Application Form from a non-Qualified Investor will also be rejected.

Any Applicant who has applied for Debentures of Type A and B, in a single Application Form will be rejected.

Any Application Form with more than three (03) natural persons as joint Applicants for Debentures will be rejected.

All Applications delivered by hand should reach the office of the Registrars to the Issue at least by 4.30pm on the closing day of the Issue. If cheques are not realised within two (02) Market Days of the Issue Closing Date, such Applications may be rejected in order to facilitate the completion of the allotment.

Cheques must be honoured on first presentation for the Application to be valid. In the event cheques are dishonoured/ returned on first presentation, such Applications will be rejected.

Applications delivered by hand to the Registrar of the Issue after 4.30pm on the Issue Closing Date will be rejected.

## 6.0 PROCEDURE FOR APPLICATION

Applications received at the Registrar's office by post or courier after 4.30pm on the succeeding working day immediately following the Issue Closing Date, will also be rejected even if they carry a post mark dated prior to the Issue Closing Date.

Applications delivered to any collection point set out in Annexure B should reach the office of the Registrars to the Issue by at least 4.30pm on the Issue Closing Date. Applications received after the said period will be rejected even though they have been delivered to any collection point prior to the Issue Closing Date or carry a postmark dated prior to the Issue Closing Date.

## 6.6 BANKING OF PAYMENTS

All cheques or bank drafts or bank guarantees received in respect of Applications will not be banked or called on until the Market Day immediately after the Issue Closing Date, in terms of the CSE Listing Rules.

## 6.7 BASIS OF ALLOTMENT

- (i) The Bank reserves the right to refuse/reject any Application or to accept any Application in part only, without assigning any reason thereto.
- (ii) In the event of an oversubscription, the basis of allotment will be decided by the Board of Directors of the Bank in a fair manner and notified to CSE. The successful Applicants will be notified about their allotment within ten (10) Market Days from the Issue Closing Date. The Board reserves the right to allocate upto 75% of the Issue value on a preferential basis, to identified large-scale investors of strategic importance to the Bank.
- (iii) Cheques received by post with Applications up to the day succeeding the Issue Closing Date will be banked, provided that such cheques and Applications are received prior to 4.30pm on the day succeeding the Issue Closing Date.
- (iv) The Bank reserves the right to reject all cheques, which are not realised on first presentation.
- (v) Cheques received with the Applications on the day the Issue is fully subscribed and/or the day the Issue is closed also shall be banked and upon realisation the Applicants may be allotted with Debentures in the same manner along with the Applicants whose Applications were received prior to such date. However, if cheques are not realised on first presentation after the closing of the Issue, such Applications may be rejected in order to facilitate the completion of the allotments.
- (vi) Unsuccessful Applicants

In the event an Application is accepted only in part, the balance of the monies received on Application will be refunded. Refunds on Debentures that have not been allotted will be made on or before the expiry of eight (08) Market Days from the Issue Closing Date (excluding the Issue Closing Date) as required by the CSE Listing Rules. Applicants would be entitled to receive interest at the last quoted AWPLR published by the CBSL plus 5%, on any refunds not made by the expiry of the above mentioned period.

- (vii) Number of Debentures to be allotted to identified institutional investor/s of strategic importance, on a preferential basis will not exceed 75% of the total number of Debentures to be issued under this Prospectus under any circumstances, unless there is an under subscription from other Qualified Investors (investors that do not fall under preferential category). In the event of such under subscription, the other investor category to be allotted in full and any remaining Debentures to be allotted to identified institutional investor/s.

Further, the Bank will allot the remaining number of Debentures (excluding the preferential allotment of 75%), in a fair manner among other Qualified Investors.

## **6.0 PROCEDURE FOR APPLICATION**

### **6.8 REFUND OF PAYMENTS AND DEPOSITS TO THE CDS**

In the event an Application is accepted only in part, the balance of the monies received on Application will be refunded. Refunds on rejected Applications or partly allotted Debentures will be made on or before the expiry of eight (08) Market Days from the Issue Closing Date (excluding the Issue Closing Date) as required by the CSE Listing Rules. Applicants would be entitled to receive interest at the last quoted AWPLR published by the CBSL in the immediately preceding week plus 5%, on any refunds not made by the expiry of the above mentioned period.

If the Applicant has provided accurate and complete details of his bank account in the Application, the Bankers to the Issue will make refund payments up to and inclusive of Sri Lanka Rupees Five Million (Rs. 5,000,000/-) to the bank account specified by the Applicant, through SLIPS and a payment advice will be sent.

In the event of refunds over Rupees Five Million (Rs. 5,000,000/-), if the Applicant has provided accurate and complete details of his bank account in the Application, refunds will be made via RTGS.

In the event the Applicant has not provided accurate and correct details of his bank account in the Application or if the Applicant has not provided details of the bank account in the Application Form, the bank will make such refund payment to the Applicant by way of a cheque crossed "Account Payee only" and sent by post under registered cover at the risk of the Applicant.

Funds received from Non-Residents via IIA accounts will be refunded to their respective IIA accounts in the event there are refunds to be made, subject to the requirement that it is the responsibility of the Non-resident Applicants to ensure that the details of the IIA account through which the funds are received for subscription to the Debentures, are identical to the IIA account details disclosed in the Application form as well as provided to the CDS.

Direct deposits to the CDS accounts will be made before the expiry of twelve (12) Market Days from the Issue Closing Date. A written confirmation in this regard will be sent to the Qualified Investors within two (02) Market Days of crediting the CDS Accounts.

### **6.9 DIRECT LODGMENT WITH THE CDS AND SECONDARY MARKET TRADING**

The Bank shall credit the CDS Account with the Debentures securities allotted within a period of twelve (12) Market Days from the Issue Closing Date.

A written confirmation of the credit will be dispatched to the Applicant within two (2) Market Days of crediting the CDS account, by ordinary post to the address provided by each Applicant.

In terms of CSE Listing Rules, the Bank shall submit to the CSE a "Declaration" as set out in the Listing Rules on the Market Day immediately following the day on which the Applicants' CDS Accounts are credited with the Debentures.

The Debentures shall be listed on or before the third (03) Market Day from the receipt of the "Declaration" by the CSE.

## **7.0 THE BANK**

### **7.1 OVERVIEW OF THE BANK**

Commercial Bank of Ceylon PLC is a Public Limited Liability Company, which was incorporated under the Companies Ordinance No. 51 of 1938 on June 25, 1969 in Colombo and was issued a certificate to commence business on October 7, 1969. The Company has been licensed to operate as a commercial bank under the Banking Act No. 30 of 1988 from December 21, 1989.

The origins of the Bank can be traced to 1920, when the Eastern Bank, an old established British Bank opened a branch in Colombo. In 1957 the Standard Chartered Bank acquired the entire share capital of the Eastern Bank, thus making it a wholly owned subsidiary. In 1969, Commercial Bank of Ceylon PLC was incorporated as a local Bank to take-over the assets, liabilities and business of the Colombo branch of the Eastern Bank.

The Standard Chartered Bank retained 40 per centum of the shares of the newly incorporated Bank and the Government of Sri Lanka acquired another 30 per centum of the shares. The Standard Chartered Bank held its 40 per centum stake in the Bank until 1997, when the DFCC Bank acquired 29.5 per centum of the shares from the Standard Chartered Bank, with the concurrence of the Monetary Board. Part of the shareholding of the Government of Sri Lanka through the Sri Lanka Insurance Corporation was also divested in March 2003. International Finance Corporation acquired 15 per centum of the shares so divested while a further 5 per centum was offered to the staff of the Bank through an Employee Share Ownership Plan. (For a detailed breakdown of the twenty largest shareholders of the Bank as at June 30, 2021 please refer Section 7.5 of this Prospectus).

The Bank gradually evolved to what it is today, centered around the trade financing market niche, which it inherited from the Eastern Bank. Today, it is known as a strong, financially sound and profitable bank, catering to all sectors of the economy.

As Sri Lanka's first carbon neutral bank, the first Sri Lankan bank to be listed among the Top 1000 Banks of the World and the only Sri Lankan bank to be so listed for 11 years consecutively, Commercial Bank operates a network of 268 branches and 931 automated machines in Sri Lanka. The Bank's overseas operations encompass Bangladesh, where the Bank operates 19 outlets; Myanmar, where it has a Microfinance company in Nay Pyi Taw; and the Maldives, where the Bank has a fully-fledged Tier I Bank with a majority stake.

The Bank has been accredited by various local and international organizations for its superlative performance.

#### **VISION**

To be the most Technologically Advanced, Innovative and Customer Friendly Financial Services Organization in Sri Lanka, poised for further expansion in South Asia.

#### **MISSION**

Providing Reliable, Innovative, Customer Friendly Financial Services, Utilising cutting edge technology and Focusing continuously on productivity improvement whilst developing our staff and Acquiring necessary expertise to Expand locally and regionally.

#### **VALUES**

We value our customers from all walks of life and attach high importance to their success and endeavour to be fair by them in our dealings.

We manage the business to achieve a sustainable growth, promote the Bank's image and position in the industry and optimize return on shareholders' funds.

## 7.0 THE BANK

We consider our staff a valuable asset and attach high importance to their welfare and development.

We conduct ourselves as a responsible corporate citizen, commit ourselves to protect and uphold the accepted norms and ethics of the industry and deal with our competitors in a spirit of friendly rivalry.

We contribute to the Government's efforts to improve the socio-economic life in Sri Lanka.

## 7.2 NATURE OF OPERATIONS

To carry on;

- (a) Domestic banking business including foreign currency banking business in areas specified in Schedule II of the Banking Act No. 30 of 1988 (as amended).
- (b) Off-shore banking business as detailed in part IV of the said Banking Act.

## 7.3 BOARD OF DIRECTORS

The Directors of the Company as at the date of the Prospectus are given below:

Name	Address	Designation
Justice K Sripavan	"Span Tower", No. 11- 4/3, Vivekananda Road, Wellawatte, Colombo 6	Chairman Independent/Non-Executive Director
Prof A K W Jayawardane	No. 14, Wijerama Lane, Sri Devananda Road, Nawinna, Maharagama	Deputy Chairman Independent/Non-Executive Director
Mr S Renganathan	No. 27, Queens Road, Colombo 3	Managing Director/Chief Executive Officer Non-Independent/Executive Director
Mr K Dharmasiri	No. 84/1, Polgahawela Road, Kegalle	Independent/Non-Executive Director
Mr L D Niyangoda	No. 403/10, Samanpura, Kottawa	Independent/Non-Executive Director
Ms N T M S Cooray	No. 57/4, Ward Place, Colombo 7	Independent/Non-Executive Director
Mr T L B Hurulle	No. 29/7, Guildford Crescent, Colombo 7	Independent/Non-Executive Director
Mr S C U Manatunge	No. 424/6, Promised Land, 1st Lane, Samagi Mawatha, Hokandara	Chief Operating Officer Non-Independent/ Executive Director
Ms J Lee	10 West Street, # 29 G, New York, 10004, United States of America	Independent/Non-Executive Director
Mr R Senanayake	No. 297 D, Kothalawala, Kaduwela	Independent/Non-Executive Director
Mr S Muhseen	No. 112/6, Barnes Place, Colombo 7	Independent/Non-Executive Director
Mrs D L T S Wijewardena	No. 22, 1st Cross Road, Maradana Road, Hendala	Independent/Non-Executive Director

## 7.0 THE BANK

### 7.4 PROFILES OF DIRECTORS

#### JUSTICE K SRIPAVAN

*Chairman (Independent/Non-Executive)*

Appointed as the Chairman of the Board of Directors w.e.f. December 21, 2020.

Appointed as an Independent/ Non-Executive Director in April 2017.

Appointed as the Chairman of the Board Related Party Transactions Review Committee (BRPTRC) w.e.f. March 28, 2018. Appointed as the Chairman of Board Nomination Committee (BNC), Board Human Resources & Remuneration Committee (BHRRC), Board Credit Committee (BCC) and Board Strategy Development Committee (BSDC) w.e.f. December 31, 2020.

#### Skills and experience

Appointed as the Chief Justice of the Democratic Socialist Republic of Sri Lanka on January 30, 2015 and held office until March 01, 2017.

Functioned as the Chairman of the Judicial Services Commission of Sri Lanka, Chairman of the Incorporated Council of Legal Education, Chairman of the Sri Lanka Judges' Institute, Chairman of the Superior Court Complex, Board of Management and Chairman of the Mahapola Trust Fund.

Enrolled as an Attorney-at-Law of the Supreme Court of Sri Lanka in 1977. He obtained a Diploma in Industrial Law from the University of Colombo in 1992 and Master of Laws from the University of London in 1994.

Member of Sri Lanka Institute of Directors since August 2017.

#### Previous appointments

Having joined the Attorney General's Department in February 1978, he held the posts of State Counsel, Senior State Counsel and Deputy Solicitor General. While being the Deputy Solicitor General he functioned as the Head of the Court of Appeal Unit in the Attorney General's Department and handled a large volume of work both in the Court of Appeal and in the Supreme Court including Bills and Fundamental Rights Applications. Prior to the elevation to the Court of Appeal Bench he functioned as a Legal Consultant for the National Savings Bank for two years.

Appointed as a Judge of the Court of Appeal in May 2002 and was elevated to the post of President of the Court of Appeal in March 2007 by his Excellency the President. Elevated to the Supreme Court Bench in March 2008.

#### Shareholding of Bank

Holds 14,319 voting shares

## 7.0 THE BANK

### **PROF A K W JAYAWARDANE**

*Deputy Chairman (Independent/Non-Executive)*

Appointed as the Deputy Chairman of the Board of Directors w.e.f. December 29, 2020.

Appointed as an Independent Non-Executive Director in April 2015.

Appointed as the Chairman of the Board Technology Committee (BTC) w.e.f. April 29, 2015. Appointed as the Chairman of the Board Integrated Risk Management Committee (BIRMC) w.e.f. December 31, 2020.

### **Skills and experience**

Vice Chancellor of the University of Moratuwa until November 27, 2017 and a Senior Professor in Civil Engineering. An academic of high repute, he brings considerable knowledge and experience of IT to the Board.

Holds a PhD in Construction Management and a Master of Science Degree in Construction from the Loughborough University of Technology, UK and a BSc. Eng. Degree in Civil Engineering with first class honours from the University of Moratuwa. Also a Corporate Member, a Fellow and an International Professional Engineer of the Institution of Engineers, Sri Lanka (IESL), CEng, FIE(SL), IntPE(SL), Fellow of the National Academy of Sciences of Sri Lanka, FNAS(SL), Founder Member of the Society of Structural Engineers Sri Lanka MSSE(SL), Fellow of the Institute of Project Managers, Sri Lanka, FIPM (SL) and a life member of Sri Lanka Association for Advancement of Science.

Member of Sri Lanka Institute of Directors since December 2015.

Graduate Member of the Sri Lanka Institute of Directors since January 2018, GSLID.

### **Other current appointments**

Director of Sierra Cables PLC, Chairman of CBC Tech Solutions Limited (a subsidiary of the Bank), Director of Mother Lanka Foundation, a Commission Member of the University Grants Commission, Board Member of National Science Foundation, Arthur C Clarke Institute for Modern Technologies and has served as a member of the Board of Management of several other institutions.

### **Previous appointments**

Dean, Faculty of Engineering for six years, First NDB Bank Endowed Professor in Entrepreneurship at the University of Moratuwa, President of the Institution of Engineers, Sri Lanka (IESL) and Director General of National Science Foundation.

### **Shareholding of Bank**

Holds 13,083 voting shares

## 7.0 THE BANK

### **MR S RENGANATHAN**

*Managing Director/Chief Executive Officer  
(Non-Independent/Executive Director)*

Appointed as the Managing Director and Chief Executive Officer in July 2018.

Appointed a Non-Independent/Executive Director in July 2014.

#### **Skills and experience**

A senior banker counting over 40 years, led the Bank's acquisition of the Bangladesh operations of Credit Agricole Indosuez (CAI), Commercial Bank's first ever acquisition of a banking operation, subsequently building up the same as the first Country Manager. He has also held several other key positions at the Bank including Chief Operating Officer, Deputy General Manager – Personal Banking and the first Chief Risk Officer of the Bank.

Fellow of the Chartered Institute of Management Accountants, UK (FCMA), Chartered Global Management Accountant (CGMA), Fellow of the London Institute of Banking & Finance, UK (FLIBF) and a Fellow of the Institute of Bankers Sri Lanka (FIB).

Member of Sri Lanka Institute of Directors.

#### **Other current appointments:**

Managing Director of Commercial Development Company PLC, Deputy Chairman of Commercial Bank of Maldives Private Limited, Director of Lanka Financial Services Bureau Limited, Vice Chairman of International Chamber of Commerce Sri Lanka, Executive Member of The Ceylon Chamber of Commerce, Executive Member of The Council for Business with Britain, Executive Member of Sri Lanka India Society, Council Member of the Employers' Federation of Ceylon and an All-Island Justice of the Peace since 2000.

#### **Previous appointments**

Director of Sri Lanka Banks' Association (Guarantee) Limited, Member of the General Council of the Institute of Bankers of Bangladesh, Founder President of the Sri Lanka Bangladesh Chamber of Commerce and Industry, Executive Member of the Foreign Investors Chamber of Commerce and Industry in Bangladesh.

#### **Shareholding of Bank**

Holds 432,336 voting and 12,781 non-voting shares

## 7.0 THE BANK

### **MR K DHARMASIRI**

*Director (Independent/Non-Executive)*

Appointed as an Independent/Non-Executive Director in July 2015.

#### **Skills and experience**

A senior banker counting over 37 years at Bank of Ceylon and retiring as its General Manager/Chief Executive Officer, he has diversified experience both within and outside Sri Lanka.

Holds a B.Phil. (Econ) and B.Com with first class honours from the University of Colombo. Also an Associate Member of the Institute of Bankers of Sri Lanka.

Member of Sri Lanka Institute of Directors since December 2015.

#### **Other current appointments**

None

#### **Previous appointments**

Non-Executive Nominee Director on the Boards of Janashakthi Insurance Ltd., Sabaragamuwa Development Bank, Merchant Bank of Sri Lanka PLC, BOC Travels (Pvt) Ltd., BOC Property Development & Management (Pvt) Ltd., Ceybank Holiday Homes (Pvt) Ltd., Hotels Colombo (1963) Ltd., Ceybank Asset Management Ltd, Lanka Securities (Pvt) Ltd., Institute of Bankers of Sri Lanka, Lanka Financial Services Bureau Ltd, Lanka Clear (Pvt) Ltd., Bank of Ceylon (UK) Ltd., Credit Information Bureau of Sri Lanka and Managing Director of Nepal Bank of Ceylon Limited in 2002.

#### **Shareholding of Bank**

Nil

### **MR L D NIYANGODA**

*Director (Independent/Non-Executive)*

Appointed as an Independent Non-Executive Director in August 2016.

#### **Skills and experience**

He has a proven track record of over 33 years in the corporate environment and is qualified in various management fields both locally as well as internationally.

Consultant, Business and Administration experience for a period of 38 years.

Holds a Bachelor's Degree in Agricultural Science from the University of Peradeniya.

Former member of numerous professional bodies, including the Council for Agricultural Research Policy of Sri Lanka, Standing Committee of Agriculture and Veterinary Studies, University Grants Commission, Member of Board of Faculty of Agriculture, University of Peradeniya.

Member of Sri Lanka Institute of Directors since March 2000.

## 7.0 THE BANK

### Other current appointments

Chairman of A Baur & Co. (Pvt) Ltd.

### Previous appointments

Managing Director/Chief Executive Officer of A Baur & Co. (Pvt) Ltd, Chief Operating Officer, A Baur & Co. (Pvt) Ltd., Director of Baur Asia (Pte) Ltd, Singapore.

### Shareholding of Bank

Nil

### **MS N T M S COORAY**

*Director (Independent Non-executive)*

Appointed as an Independent/ Non-Executive Director in September 2016.

### Skills and experience

A senior finance professional with wide experience in the private sector.

Holds a Master of Business Administration from the University of Colombo, Fellow Member of the Chartered Institute of Management Accountants UK (FCMA).

Member of Sri Lanka Institute of Directors since July 2006.

### Other current appointments

Chairman and Managing Director of Jetwing Travels (Pvt) Ltd and Chairman of Jetwing Hotels Ltd.

### Previous appointments

Former Chairperson of the Sri Lanka Institute of Directors. Director – Finance and Administration on the Board of J Walter Thompson, Non-Executive Director on the Boards of Capital Alliance Finance PLC, Trade Finance and Investments PLC and served on the Boards of many other private and public companies. A member of the Board of the Management of several other institutions.

### Shareholding of Bank

Holds 350,274 voting and 54,251 non-voting shares.

### **MR T L B HURULLE**

*Director (Independent/Non-executive)*

Appointed as an Independent/Non-Executive Director in April 2017.

### Skills and experience

Holds a Diploma in Refrigeration and Air Conditioning from the Southbank University, London, Engineering Apprentices I & II Programme of the University of Moratuwa, Certificate in Science and Technology of Refrigeration, City & Guilds Institute, London and obtained Membership of the Institute of Refrigeration, U.K. in 1977.

Member of the Sri Lanka Institute of Directors (Since 2017).

## 7.0 THE BANK

### Other current appointments

Independent/Non-Executive Director, Kanrich Finance Limited (Since 2017).

Hony. Secretary of The Anuradhapura Jaya Sri Maha Bodhi Development Fund. (Act No. 41 of 2006).

Appointed as an All-Island Justice of the Peace in 2002.

### Previous appointments

Director-General, Telecommunications Regulatory Commission (TRC), Designs and Applications Engineer, Metropolitan Refrigeration & Air Conditioning, London, Divisional Manager, Walker, Sons & Co. Ltd. and Senior Manager/Engineer at Tudawe Trading Co. (Pvt) Ltd.

Awarded the INFOTEL “92 Pioneers” award at INFOTEL 2017, was a Member of the Public Representations Committee on Constitutional Reform 2016-17 and a Resource Person in the Budget Committee of Parliament (2017).

### Shareholdings of Bank

Nil

### MR S C U MANATUNGE

*Chief Operating Officer/Executive Director  
(Non-Independent/Executive Director)*

Appointed as a Non-Independent/Executive Director and Chief Operating Officer in July 2018.

### Skills and experience

He was the former Deputy General Manager – Corporate Banking. He counts for 31 years of experience at the Bank, having held corporate management/senior positions such as Chief Risk Officer, Head of Credit Risk and Chief Manager – Corporate Banking prior to being appointed as the Deputy General Manager – Corporate Banking.

He is a Fellow of Chartered Institute of Management Accountants – UK (FCMA – UK) and has obtained a Master of Business Administration (MBA) Degree from the University of Sri Jayewardenepura with a Merit Pass. He is also a Fellow Member of the Institute of Bankers – Sri Lanka (FIB) and a Fellow of the Institute of Certified Management Accountants of Sri Lanka (FCMA).

He was instrumental in forming the Association of Banking Sector Risk Professionals, Sri Lanka and was the President in the year 2014. He has also served as a Council Member of the Association of Professional Bankers (APB) and a member of the CIMA – “Thought Leadership Committee”.

He was a visiting lecturer for the MBA Degree programme at the University of Colombo. Also a resource person at the Training Centre of Central Bank of Sri Lanka and Institute of Bankers of Sri Lanka.

He was adjudged the “Chief Information Security Officer of the Year” at the EC – Council Global CISO Forum held in Atlanta – USA in September 2013 in recognition of his outstanding contribution in strengthening and promoting information security practices and IT Risk Management. Member of Sri Lanka Institute of Directors since August 2017.

## 7.0 THE BANK

### Other current appointments

Director of the Bank's Maldivian Subsidiary – Commercial Bank of Maldives Pvt Ltd.

### Previous appointments

Director of Bank's IT subsidiary, CBC Tech Solutions Limited.

### Shareholding of Bank

Holds 73,038 voting shares

### MS J LEE

*Director (Independent/Non-Executive)*

Appointed as an Independent/ Non-Executive Director in August 2020.

Appointed as the Chairman of the Board Investment Committee w.e.f. December 31, 2020.

### Skills and experience

A pioneer and leading expert in quantitative risk management and its applications to strategy, with over 30 years of experience as a banker, capital markets expert and partner in management consulting firms serving CEOs and Boards in the USA and Asia.

Holds an MBA from the Wharton School, a BSc from NYU Stern School of Business and has attended the Advanced Management Program and Women on Boards Program at Harvard Business School.

### Other current appointments

Managing Director of Dragonfly LLC which is a New York based consulting firm providing strategy, risk management and investment advice to Boards, CEOs, and Business heads in the USA, Europe and Asia, covering all sectors, corporates, financial institutions and governments.

CEO of Dragonfly Capital Ventures which develops and invests in renewable energy in South East Asia. Serves on the Board of Directors of Temasek Life Sciences Accelerator and is an Entrepreneur-in-Residence. A member of the Executive Board of NYU Stern School of Business. Non-Executive and Independent Director of DBS Group Holdings (DBSH) and DBS Bank. Director of SMRT Corporation Ltd.

Co-author of the books "What Every CEO Must Know About Risk" and "RAROC and Risk Management".

### Previous appointments

A key member of the pioneering team at Bankers Trust in the late 1980's, that developed the first comprehensive daily risk quantification and risk capital methodology in the banking industry.

Served as Board Director of Solar Frontier, a renewable energy subsidiary of Japan-listed Showa Shell Sekiyu KK.

Adjunct Professor at Singapore Management University, developed and taught Enterprise Risk Management for 10 years and has also taught Risk Management at Columbia University, New York.

### Shareholding of Bank

Nil

## 7.0 THE BANK

### MR R SENANAYAKE

*Director (Independent/Non-Executive)*

Appointed as an Independent/Non-Executive Director in September 2020.

Appointed as the Chairman of the Board Audit Committee w.e.f. September 25, 2020.

#### Skills and experience

A Fellow Member of CA Sri Lanka with 30 years of post-qualifying experience and holds a B.Com (Special) degree from the University of Sri Jayewardenepura and a Postgraduate Diploma in Business Management from the PIM of the University of Sri Jayewardenepura.

Possesses extensive domain knowledge on the financial services industry, financial management and corporate reporting in particular, including such aspects as risk management, capital management, corporate governance, compliance, sustainability and integrated reporting. He has undergone training on banking and finance with Euromoney and on general management with the National University of Singapore, besides many other local and overseas training programmes.

#### Other current appointments

An Independent/Non-Executive Director (from October 2014 to March 2021) and a Non-Independent/ Non-Executive Director (since April 2021) of CBC Finance Ltd (formerly known as Serendib Finance Ltd.), a fully owned subsidiary of Commercial Bank of Ceylon PLC, an Independent/Non-Executive Director of Senkadagala Finance PLC since April 2017 and a Director of Virtual Capital Technologies (Pvt) Ltd., a software development company that specialises in enterprise solutions in the real estate, retail and telecom spaces catering to the New Zealand and the Australian markets since August 2017. Heads the Smart Academy of the Smart Media The Annual Report Company.

#### Previous appointments

Financial Accountant, Singer Industries (Ceylon) PLC, held several positions from Senior Manager Finance up to Assistant General Manager (Finance & Planning) from 1994 to 2007 at Commercial Bank of Ceylon PLC and Chief Financial Officer at Nations Trust Bank PLC.

#### Shareholding of Bank

Nil

### MR S MUHSEEN

*Director (Independent/Non-executive)*

Appointed to the Board as an Independent/ Non-Executive Director in February 2021.

#### Skills and experience

Senior Investment Banker with extensive experience in areas of Mergers and Acquisitions, Corporate Finance and Capital Markets, who has served in a senior capacity working with company boards and senior leadership teams of financial institutions across Asia to help drive their strategic corporate agenda and roadmap.

In his career spanning over 20 years in Investment Banking, he has completed landmark mergers and capital raising transactions in excess of USD 100 billion. The Asia FIG sectors team at Merrill Lynch and Credit Suisse has won the "FIG Asia House of the Year" award from the Asset magazine for several years under his leadership. Multiple transactions he led have been awarded as best country deals and best financial sector capital raise transactions.

## 7.0 THE BANK

Holds a Masters in Economics from the University of Colombo, a Bachelor of Business Administration (Hons) from Western Michigan University and has completed the Corporate Finance training program with JPMorgan in New York.

### Other current appointments

Chairman, Platinum Advisors Pte Ltd., Non-Independent Director H2O One Pte Ltd, Director, Canary Wharf Holdings Pte Ltd., Independent/Non-Executive Director – Amana Takaful Life PLC.

### Previous appointments

Previously worked in best-in-class global investment banks, Credit Suisse, Bank of America Merrill Lynch and JPMorgan in leading regional coverage roles. His most immediate previous role was as Managing Director, Head of South East Asia Financial Institutions Group (FIG) and Head of Asia Insurance at Credit Suisse based in Singapore. He was an Associate Director of Deloitte. He was the Team Leader at the National Council for Economic Development (NCED) under the Ministry of Finance as well as a Director at the TAFREN Presidential Task Force for rebuilding the economy after the 2004 Tsunami.

### Shareholdings of Bank

Holds 2,503 voting shares

### MRS D L T S WIJewardena

*Director (Independent/Non-Executive)*

Appointed to the Board as an Independent/Non-Executive Director in March 2021.

### Skills and experience

Mrs Wijewardena is a corporate executive with a proven track record in the IT industry both locally and internationally. She has been serving in various senior positions in the industry for many years and gaining diverse experience in providing technology solutions for high tech startups to large multinational businesses in the world.

A Graduate Member of British Computer Society, United Kingdom she gained her Board Executive Education at Harvard Business School, and also earned Strategy Certification for Game Changing Organizations and Artificial Intelligence in impact for business strategies from Massachusetts Institute of Technology, Sloan School of Management.

### Other current appointments

Mrs. Wijewardena is currently the Chief Executive Officer of Aventude (Pvt) Ltd (“Aventude”) which she co-founded in 2018. She also serves as the Vice Chairperson of the Cabinet approved national initiative, Women’s Chamber for Digital Sri Lanka (WCDSL), an initiative to uplift women participation in digital economy of Sri Lanka through ICT education, career empowerment and supportive policies.

### Previous appointments

Nil

### Shareholding of Bank

Nil

## 7.0 THE BANK

### 7.5 MAJOR SHAREHOLDINGS AS AT JUNE 30, 2021

20 largest holders of ordinary voting shares of the Bank:

Name of shareholder	Number of shares	Percentage
1. DFCC BANK PLC A/C 1	135,132,609	12.02
2. MR Y S H I SILVA	111,100,779	9.88
3. EMPLOYEES' PROVIDENT FUND	96,883,940	8.62
4. CB NY S/A INTERNATIONAL FINANCE CORPORATION	79,992,025	7.11
5. SRI LANKA INSURANCE CORPORATION LTD. – LIFE FUND	62,446,021	5.55
6. MELSTACORP PLC	46,521,219	4.14
7. CB NY S/A IFC FINANCIAL INSTITUTIONS GROWTH FUND LP	41,238,490	3.67
8. CB NY S/A IFC EMERGING ASIA FUND. LP	41,238,490	3.67
9. CITIBANK NEWYORK S/A NORGES BANK ACCOUNT 2	40,824,369	3.63
10. SRI LANKA INSURANCE CORPORATION LTD. – GENERAL FUND	39,793,725	3.54
11. MR D P PIERIS	26,696,174	2.37
12. EMPLOYEES' TRUST FUND BOARD	19,586,019	1.74
13. MRS L E M YASEEN	17,467,243	1.55
14. MR K D D PERERA	16,293,896	1.45
15. RENUKA HOTELS PLC	11,118,680	0.99
16. MR M J FERNANDO	10,108,137	0.90
17. RENUKA CONSULTANTS & SERVICES LIMITED	8,853,421	0.79
18. HALLSVILLE TRADING GROUP INC.	7,737,219	0.69
19. SSBT-AL MEHWAR COMMERCIAL INVESTMENTS L.L.C.	5,757,138	0.51
20. SEYLAN BANK/ANDARADENIYA ESTATE (PVT) LTD.	5,352,037	0.48

## 7.0 THE BANK

20 largest holders of Ordinary Non-voting Shares of the Bank:

Name of shareholder	Number of shares	Percentage of Non-voting capital
1. EMPLOYEES TRUST FUND BOARD	5,425,375	7.78
2. AKBAR BROTHERS PVT LTD. A/C NO. 1	3,340,196	4.79
3. DEUTSCHE BANK AG AS TRUSTEE TO ASSETLINE INCOME PLUS GROWTH FUND	1,949,842	2.80
4. GF CAPITAL GLOBAL LIMITED	1,803,067	2.59
5. MR A H MUNASINGHE	1,694,141	2.43
6. MR M F HASHIM	1,330,810	1.91
7. M J F EXPORTS (PVT) LTD.	1,193,037	1.71
8. MRS L V C SAMARASINHA	1,052,622	1.51
9. SABOOR CHATOOR (PVT) LTD.	972,277	1.39
10. MR T W A WICKRAMASINGHE	842,578	1.21
11. MR E CHATOOR	825,963	1.18
12. MR J D BANDARANAYAKE JOINT WITH MS N BANDARANAYAKE AND DR V BANDARANAYAKE	742,382	1.06
13. MR R GAUTAM	740,797	1.06
14. MR J D BANDARANAYAKE JOINT WITH DR V BANDARANAYAKE AND MS I BANDARANAYAKE	720,767	1.03
15. MR A L GOONERATNE	718,873	1.03
16. MR J G DE MEL	700,000	1.00
17. MR M J FERNANDO	685,247	0.98
18. MR K S M DE SILVA	680,842	0.98
19. SERENDIP INVESTMENTS LIMITED	656,192	0.94
20. MR G R MALLAWAARATCHY JOINT WITH MRS B G P MALLAWAARATCHY	584,818	0.84

## 7.0 THE BANK

### 7.6 PARTICULARS OF LOAN CAPITAL

Details of other debentures in issue:

Categories	CSE Listing	Interest payable frequency	Allotment date	Maturity date	Balance June 30, 2021 (Rs. '000)
<b>Fixed rate debentures</b>					
2016/2021 – 12.00% p.a.	Listed	Semi Annually	28.10.2016	27.10.2021	5,071,800
2016/2026 – 11.25% p.a.	Listed	Semi Annually	09.03.2016	08.03.2026	1,749,090
2016/2026 – 12.25% p.a.	Listed	Semi Annually	28.10.2016	27.10.2026	1,928,200
2018/2023 – 12.00% p.a.	Listed	Semi Annually	23.07.2018	22.07.2023	8,393,840
2018/2028 – 12.50% p.a.	Listed	Semi Annually	23.07.2018	22.07.2028	1,606,160

The above mentioned holders of Debentures are entitled to receive the Principal sum on the date of Maturity/Redemption and interest on the Debentures as per the provisions set out and stated in the Prospectus issued in relation to the respective Debentures. The holders of the said Debentures are not entitled to any special rights or any privileges or rights of the Shareholders of the Bank, including the right to receive notice, attend and vote at the General Meeting of the Bank, receive any dividend or distributions or share the profits of the Bank or to participate in any surplus assets of the Bank in the event of liquidation.

The Borrowings of the Bank as at June 30, 2021 are as follows:

Category	Rs. Mn.
Due to Banks	102,474
Securities sold under repurchase agreements	114,066
Financial liabilities at amortised cost – other borrowings	50,377
Subordinated liabilities	34,704
<b>Total</b>	<b>301,621</b>

There were no leasing, lease purchase or hire purchase commitments or mortgages or charges on the assets of the Bank as at June 30, 2021.

#### DETAILS OF CONVERTIBLE DEBT SECURITIES

The Bank does not have any outstanding convertible debt securities other than the Rs.10 Bn. Basel III Compliant – Tier 2 Debentures with a Non-Viability conversion issued in 2018.

## 7.0 THE BANK

### 7.7 CONTINGENT LIABILITIES, DETAILS OF PENALTIES IMPOSED BY REGULATORY AND STATE AUTHORITIES AND LITIGATION AGAINST THE BANK

#### CONTINGENT LIABILITIES

In the normal course of business, the Bank makes various irrevocable commitments and incurs certain contingent liabilities with legal recourse to its customers. Even though these obligations may not be recognised on the date of the statement of financial position, they do contain credit risk and are therefore part of the overall risk profile of the Bank.

Contingent liabilities of the Bank as at June 30, 2021:

Category	Rs. '000
Guarantees	81,510,357
Performance bonds	36,957,099
Documentary credits and Acceptance	155,299,956
Forward exchange and Currency Swaps	262,824,324
Other contingencies	204,058,279
Total	740,650,015

#### DETAILS OF PENALTIES IMPOSED BY REGULATORY AND STATE AUTHORITIES

A penalty of Rs. 3.0 Mn. has been imposed by the Financial Intelligence Unit of the Central Bank of Sri Lanka primarily in pursuance of a lapse identified in account opening processes and the maintaining thereof.

- In one account, only one side of the identification document was captured in the system, instead of both sides.
- Another instance where the procedure to be followed in maintaining accounts had not been properly complied with.

#### LITIGATION AGAINST THE BANK

Litigation is a common occurrence in the banking industry due to the nature of the business. The Bank has an established protocol for dealing with such legal claims. In respect of pending legal claims where the Bank had already made provisions for possible losses in its Financial Statements or has a realisable security to cover the damages are not included below as the Bank does not expect cash outflows from such claims. However, further adjustments are made to the Financial Statements if necessary on the adverse effects of legal claims based on the professional advice obtained on the certainty of the outcome and also based on a reasonable estimate.

Set out below are the unresolved legal claims against the Bank as at May 31, 2021 for which, adjustments to the Financial Statements have not been made due to the uncertainty of its outcome. In addition, there are cases filed against the Bank that has not been listed here on the basis of non-materiality to operations.

1. Court action has been initiated in District Court, Colombo under proceedings number DMR/974/2016 to recover a sum of Rs. 26.237 Mn. together with interest as damages incurred by the plaintiff due to the delay by the Bank in refunding the amount with regard to a duplicated telegraphic transfer for USD 0.025 Mn., The judgement was due on August 17, 2021, but postponed due to lockdown and rescheduled dates not given.
2. Court action has been initiated in District Court, Colombo under proceedings number DMR/2274/2015 to recover a sum of Rs. 3.374 Mn. as parking charges and interest thereon due to a dispute over parking facility provided to the Bank. Trial was due on August 27, 2021, but postponed due to lockdown and rescheduled dates not given.

## 7.0 THE BANK

3. Court action has been initiated in District Court, Kaduwela under proceedings number 584/L for Rs. 15.000 Mn. and interest thereon in seeking declaration that the plaintiff is the lawful owner of the property mortgaged by her daughter as security for a loan (currently in the Past-due section) obtained from the Bank. Further trial was fixed for May 19, 2021 but postponed due to lockdown and rescheduled dates not given.
4. An appeal was filed by the Bank under proceedings number HCALT 405/2014 in Provincial High Court of the Eastern Province against the order of the Labour Tribunal for payment of compensation and reinstatement in employment of an outsourced office helper. The office helper too filed a case in Provincial High Court in proceedings number HCALT 404/2014 refusing compensation and asking for reinstatement. Appeal made by the Bank was dismissed and case filed by outsourced office helper was decided in favour of him. Bank has appealed in the Supreme Court against the judgement of both cases under proceedings number SC/SPL/LA/220/15 and SC/SPL/ LA/221/15. The hearing of the cases were fixed for May 20, 2021 but postponed due to lockdown and rescheduled dates not given.
5. Court action has been initiated in Colombo High Court under proceedings number 112/2005 (1) to claim Rs. 5.584 Mn. And Rs. 10.000 Mn. as damages for disposing of shares owned by the plaintiff which were held under lien to the Bank. Plaintiff alleges that the transaction has taken place without obtaining her consent. Judgement was delivered in favour of the plaintiff. Bank has appealed in the Supreme Court (Appeal No. 09/2010) against the Judgement delivered. Appeal was fixed for argument on June 30, 2021 but postponed due to lockdown and rescheduled dates not given.
6. Court action has been initiated by a customer in Colombo High Court under proceedings number 36/96 (1) to claim a sum of Rs. 183.050 Mn. regarding a forward exchange contract. Judgement was delivered in favour of the Bank dismissing the plaintiff's action, but the plaintiff has appealed against the Judgement in the Supreme Court (Appeal No. 38/2006). The case was to be mentioned on July 02, 2021 but postponed due to lockdown and rescheduled dates not given.
7. Court action has been initiated in the Commercial High Court of the Western Province under proceedings number 571/2008/MR to prevent the Bank from exercising the inherent rights of the Bank to set off a deposit of the plaintiff amounting to USD 15.000 Mn. against a sum due from the plaintiff in terms of a hedging agreement. Commercial High Court issued the Judgement in favour of the Bank and dismissed plaintiff's application for an interim injunction. Presently the Plaintiff has filed an appeal.
8. Court action has been initiated by a previous security services provider of the Bank in High Court under proceedings number 591/17/MR to recover a sum of Rs. 14.874 Mn., being the increment in salaries paid to the workers by the Company, under the Budgetary Relief Allowance of Workers Act No. 4 of 2016. Calling was on August 18, 2021, but postponed due to lockdown and rescheduled dates not given.

## 7.8 MANAGEMENT AGREEMENTS

There are no management agreements entered into by the Bank as at the Prospectus date nor being considered.

## 7.9 DETAILS OF BENEFITS PAID TO PROMOTERS

No benefit has been paid or given by the Bank within the two (02) years preceding the date of the Prospectus and there are no benefits intended to be paid or given to any promoter.

## 7.0 THE BANK

### 7.10 SUBSIDIARY/ASSOCIATE COMPANIES

Company	Bank's Interest	Principal Activity
Commercial Development Company PLC	90.0%	Property Development
CBC Tech Solutions Ltd.	100.0%	Providing IT related services
CBC Finance Limited	100.0%	Leasing, Hire Purchase and Loan Financing
Commex Sri Lanka S.R.L. – Italy	100.0%	Money Transfers and Money Exchange
Commercial Bank of Maldives Private Limited	55%	Banking Services
CBC Myanmar Microfinance Company Limited	100.0%	Micro financing
Commercial Insurance Brokers (Pvt) Ltd.	60.0%	Insurance Brokering
Equity Investments Lanka Limited	22.92%	Venture Capital Financing

### 7.11 STATED CAPITAL

The stated capital of the Bank is as below:

Stated Capital	December 31, 2020	June 30, 2021 (Un-audited)
Balance (Rs. '000)	52,187,747	54,565,350
Number of Ordinary Voting Shares	961,252,317	1,124,463,321
Number of Ordinary Non-Voting Shares	66,254,269	69,740,771

### 7.12 DETAILS OF COMMISSION PAID

The Bank has not paid commission in the last 2 years preceding the Debenture Issue for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions, for any shares in or debentures of the Bank.

### 7.13 DETAILS OF MATERIAL CONTRACTS TO THE BANK

The Bank has not entered into any material contracts other than contracts entered into in the ordinary course of business as at the date of this prospectus.

### 7.14 IMPACT OF COVID-19 ON THE BANK

The outbreak of COVID-19 has caused disruption to business and economic activities and uncertainty in the global and local economy. Subsequent to the outbreak of COVID-19 in Sri Lanka, the Bank has strictly adhered to the guidelines and directions issued by both the government and the CBSL when conducting its business operations. Further, the Bank has provided relief for the affected businesses and individuals in line with the directions issued by the CBSL in addition to its own relief schemes. These relief measures include deferment of repayment terms of credit facilities, offering concessionary rates of interest on eligible loan products (debt moratorium) and waiving off certain fees and charges. The Bank continuously monitors the impact of the pandemic and takes necessary action to manage its impact on the operations and performance of the Bank.

## 8.0 RELATED PARTY TRANSACTIONS REVIEW COMMITTEE

This Committee was formed by the Board to assist the Board in reviewing all the related party transactions carried out by the Bank and its listed companies in the Group by early adopting of the Code of Best Practice on Related Party Transactions as issued by the SEC of Sri Lanka and the Section 9 of the CSE Listing Rules.

This Committee currently comprises the following Directors:

Justice K Sripavan (Chairman)	Independent/Non-Executive Director
Mr L D Niyangoda	Independent/Non-Executive Director
Mr T L B Hurulle	Independent/Non-Executive Director
Mr R Senanayake	Independent/Non-Executive Director
Mr S Renganathan (By invitation)	Managing Director/Chief Executive Officer
Mr S C U Manatunge (By invitation)	Chief Operating Officer/Executive Director

## 9.0 FINANCIAL INFORMATION

### 9.1 FINANCIAL STATEMENTS AND FINANCIAL SUMMARY

The following financial information of the Bank (Stock code – COMB) is available on the website of CSE ([www.cse.lk](http://www.cse.lk)) and the website of the Bank ([www.combank.lk](http://www.combank.lk)):

- Audited financial statements of the Bank for the financial year ended December 31, 2020.
- Interim financial statements of the Bank for the six (6) months ended June 30, 2021.
- Summarised financial statements for the five years preceding the date of the application (i.e for the financial years ending December 31, 2020, 2019, 2018, 2017 and 2016) stating the accounting policies adopted by the entity certified by the auditors. Qualifications carried in any of the Auditors reports covering the period in question & any material changes in accounting policies during the relevant period.

### 9.2 FINANCIAL RATIOS OF THE BANK

As at 31 December	2016	2017	2018	2019	2020	June 30, 2021
Debt/Equity Ratio %*	32.89%	38.61%	45.39%	38.97%	35.51%	29.78%
Interest Cover Ratio (Times)**	12.29	11.56	10.00	8.54	10.37	15.60

\*  $\frac{\text{Debentures and other term debt}}{\text{Total Equity}}$

\*\* Profit Before Depreciation, Interest and Tax  
Interest on Debentures and other term borrowings

### 9.3 DIVIDEND POLICY

The Bank's dividend policy is designed to address multiple objectives. The main considerations were to maximize the shareholder wealth, increase market capitalisation, ploughing back of additional profits for business expansion and maintaining consistent stream of dividend to shareholders.

The Board of Directors subject to the provisions of the Banking Act may recommend and declare Dividends to the shareholders from and out of the profits of the Bank. The Dividend rate will be determined based on a number of factors including but not limited to the Bank's earnings, capital requirements and overall financial condition of the economy.

	2016	2017	2018	2019	2020
Dividend per Share (Rs.)*	6.50	6.50	6.50	6.50	6.50

\* Including cash and scrip dividends.

## 10.0 STATUTORY AND OTHER GENERAL INFORMATION

### 9.4 DEBT SERVICING DETAILS OF THE BANK

The details of the Debenture interest payments made during past five years are given below:

As at 31 December	2016	2017	2018	2019	2020	June 30, 2021
Gross interest due on Debentures	693,878,858	1,517,854,675	2,063,377,987	2,725,885,475	2,733,353,654	1,202,990,286
Debenture interest paid on due date	693,878,858	1,517,854,675	2,063,377,987	2,725,885,475	2,733,353,654	1,202,990,286
Debenture interest paid after due date	–	–	–	–	–	–
Debenture interest not paid as of to date	–	–	–	–	–	–

## 10.0 STATUTORY AND OTHER GENERAL INFORMATION

### 10.1 INSPECTION OF DOCUMENTS

The following documents will be made available four (04) Market Days prior to the date of opening of the subscription list, for inspection by the public, during normal working hours at the registered office of the Bank, “Commercial House”, 21, Sir Razik Fareed Mawatha, Colombo 01, Sri Lanka until the date of redemption of the Debentures.

- Articles of Association.
- Trust Deed.
- Auditor’s Report and Audited Financial Statements for the five (05) financial years ended December 31, 2020, 2019, 2018, 2017 and 2016 (i.e the five (05) financial years immediately preceding the date of this Prospectus).
- Issue Rating Report and all other documents referred to in Rule 3.3.13 (a) of the CSE Listing rules, including material contracts and management agreements entered into by the Bank (if any).

The Prospectus, Trust Deed and Articles of Association of the Bank are also hosted in the Bank’s website, [www.combank.lk](http://www.combank.lk) and the Colombo Stock Exchange website, [www.cse.lk](http://www.cse.lk) from four (04) Market Days prior to the date of opening of the subscription list until the date of redemption of the Debentures.

## 10.0 STATUTORY AND OTHER GENERAL INFORMATION

### 10.2 STATUTORY DECLARATIONS

#### Statutory Declaration by the Directors

We, the undersigned who are named herein as Directors of Commercial Bank of Ceylon PLC, hereby declare and confirm that we have read the provisions of CSE Listing Rules and of the Companies Act No. 07 of 2007 and any amendments thereto relating to the Issue of the Prospectus and those provisions have been complied with.

This Prospectus has been seen and approved by the Directors of Commercial Bank of Ceylon PLC and we collectively and individually accept full responsibility for the accuracy of the information given and confirm that provisions of the CSE Listing Rules and of the Companies Act No. 07 of 2007 and any amendments thereto from time to time have been complied with and after making all reasonable enquiries and to the best of our knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or inaccurate. Where representations regarding the future performance of Commercial Bank of Ceylon PLC have been given in the Prospectus, such representations have been made after due and careful enquiry of the information available to Commercial Bank of Ceylon PLC and making assumptions that are considered to be reasonable at the present point in time in the best judgment of the Directors.

An application has been made to the Colombo Stock Exchange for permission to deal in and for a listing of all Securities in a particular class issued by Commercial Bank of Ceylon PLC and those Securities of the same class which are the subject of this Issue. Such permission will be granted when the Securities are listed on the Colombo Stock Exchange. The Colombo Stock Exchange assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports included in this Prospectus. Listing on the Colombo Stock Exchange is not to be taken as an indication of the merits of Commercial Bank of Ceylon PLC or of the Securities issued.

Name of Director	Designation	Signature
Justice K Sripavan	Chairman Independent/Non-Executive Director	Sgd.
Prof A K W Jayawardane	Deputy Chairman Independent/Non-Executive Director	Sgd.
Mr S Renganathan	Managing Director/Chief Executive Officer Non-Independent/Executive Director	Sgd.
Mr K Dharmasiri	Independent/Non-Executive Director	Sgd.
Mr L D Niyangoda	Independent/Non-Executive Director	Sgd.
Ms N T M S Cooray	Independent/Non-Executive Director	Sgd.
Mr T L B Hurulle	Independent/Non-Executive Director	Sgd.
Mr S C U Manatunge	Chief Operating Officer Non-Independent/Executive Director	Sgd.
Ms J Lee	Independent/Non-Executive Director	Sgd.
Mr R Senanayake	Independent/Non-Executive Director	Sgd.
Mr S Muhseen	Independent/Non-Executive Director	Sgd.
Mrs D L T S Wijewardena	Independent/Non-Executive Director	Sgd.

## 10.0 STATUTORY AND OTHER GENERAL INFORMATION

### Statutory Declaration by the Managers to the Issue

We, the Investment Banking Unit of Commercial Bank of Ceylon PLC, being the Managers to the Issue of Commercial Bank of Ceylon PLC Debenture Issue 2021, hereby declare and confirm that to the best of our knowledge and belief the Prospectus constitutes full and true disclosure of all material facts about Commercial Bank of Ceylon PLC and the Issue.

Signed by authorized signatories of Commercial Bank of Ceylon PLC, being duly authorized thereto, at Colombo on this date of September 6, 2021.

*Signed*

Sushara Vidyasagara  
Head of  
Investment Banking

*Signed*

B A H S Preena  
Assistant General Manager  
Corporate Banking I

## ANNEXURE A – COPY OF THE RATING CERTIFICATE



### **Fitch Rates Commercial Bank of Ceylon's Basel III Sub-Debt Final 'A(Ika)'**

Fitch Ratings - Colombo - 02 Sep 2021: Fitch Ratings has assigned Commercial Bank of Ceylon PLC's (CB, AA-(Ika)/Stable) proposed Sri Lankan rupee-denominated Basel III-compliant subordinated debentures of up to LKR10 billion a final National Long-Term Rating of 'A(Ika)'.

The final ratings are the same as the expected ratings assigned on 24 June 2021 (and subsequently affirmed on 3 August 2021) and follow the receipt of documents conforming to information already received.

The proposed debentures, which have maturities of five and seven years and carry fixed coupons, will be listed on the Colombo Stock Exchange. The bank plans to use the proceeds to further strengthen its Tier 2 capital base, raise long-term funding and bridge maturity mismatches.

The bank expects the proposed debentures to qualify as Basel III-compliant regulatory Tier 2 capital. They include a non-viability clause whereby they will convert to ordinary voting shares subject to the occurrence of a trigger event, as determined by the Monetary Board of Sri Lanka.

#### **KEY RATING DRIVERS**

Fitch rates the proposed Basel III Tier 2 notes two notches below the bank's National Long-Term Rating of 'AA-(Ika)'. This reflects Fitch's baseline notching for loss severity for this type of debt, and our expectations of poor recoveries. There is no additional notching for non-performance risks, as the debentures do not incorporate going-concern loss-absorption features.

CB's National Long-Term Rating is used as the anchor rating for this instrument because the rating reflects the bank's standalone financial strength and best indicates the risk of the bank becoming non-viable. CB's National Long-Term Rating was affirmed on 3 August 2021, and is driven by its intrinsic credit profile. For its key rating drivers, please see "Fitch Affirms Commercial Bank of Ceylon at 'AA-(Ika)'; Outlook Stable" on [www.fitchratings.com/site/pr/10171979](http://www.fitchratings.com/site/pr/10171979).

#### **RATING SENSITIVITIES**

Factors that could, individually or collectively, lead to positive rating action/upgrade:

CB's subordinated debt would be upgraded if the bank's National Long-Term Rating is upgraded.

Factors that could, individually or collectively, lead to negative rating action/downgrade:

CB's subordinated debt would be downgraded if the bank's National Long-Term Rating is downgraded.

## ANNEXURE A – COPY OF THE RATING CERTIFICATE

### DATE OF RELEVANT COMMITTEE

02 August 2021

### REFERENCES FOR SUBSTANTIALLY MATERIAL SOURCE CITED AS KEY DRIVER OF RATING

The principal sources of information used in the analysis are described in the Applicable Criteria.

### RATING ACTIONS

ENTITY/DEBT	RATING	PRIOR
Commercial Bank of Ceylon PLC		
● subordinated	Natl LT	A(Ika) New Rating A(EXP) (Ika)

### VIEW ADDITIONAL RATING DETAILS

Additional information is available on [www.fitchratings.com](http://www.fitchratings.com)

### PARTICIPATION STATUS

The rated entity (and/or its agents) or, in the case of structured finance, one or more of the transaction parties participated in the rating process except that the following issuer(s), if any, did not participate in the rating process, or provide additional information, beyond the issuer's available public disclosure.

### APPLICABLE CRITERIA

- [Bank Rating Criteria \(pub. 29 Feb 2020\) \(including rating assumption sensitivity\)](#)
- [National Scale Rating Criteria \(pub. 22 Dec 2020\)](#)

### ADDITIONAL DISCLOSURES

- [Solicitation Status](#)
- [Endorsement Policy](#)

### ENDORSEMENT STATUS

Commercial Bank of Ceylon PLC -

### DISCLAIMER

ALL FITCH CREDIT RATINGS ARE SUBJECT TO CERTAIN LIMITATIONS AND DISCLAIMERS. PLEASE READ THESE LIMITATIONS AND DISCLAIMERS BY FOLLOWING THIS

## **ANNEXURE A – COPY OF THE RATING CERTIFICATE**

LINK: [HTTPS://WWW.FITCHRATINGS.COM/UNDERSTANDINGCREDITRATINGS](https://www.fitchratings.com/understandingcreditratings). IN ADDITION, THE FOLLOWING

**READ MORE**

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**READ MORE**

### **SOLICITATION STATUS**

The ratings above were solicited and assigned or maintained by Fitch at the request of the rated entity/issuer or a related third party. Any exceptions follow below.

### **ENDORSEMENT POLICY**

Fitch's international credit ratings produced outside the EU or the UK, as the case may be, are endorsed for use by regulated entities within the EU or the UK, respectively, for regulatory purposes, pursuant to the terms of the EU CRA Regulation or the UK Credit Rating Agencies (Amendment etc.) (EU Exit) Regulations 2019, as the case may be. Fitch's approach to endorsement in the EU and the UK can be found on Fitch's [Regulatory Affairs](#) page on Fitch's website. The endorsement status of international credit ratings is provided within the entity summary page for each rated entity and in the transaction detail pages for structured finance transactions on the Fitch website. These disclosures are updated on a daily basis.

## **ANNEXURE B – COLLECTION POINTS**

### **MANAGERS TO THE ISSUE**

Commercial Bank of Ceylon PLC  
Investment Banking Unit  
“Commercial House”,  
No. 21, Sir Razik Fareed Mawatha,  
P.O. Box 856,  
Colombo 1,  
Sri Lanka.  
Tel: +94 11 233 4643  
Fax: +94 11 233 5385  
Email: Investment\_Banking@combank.net

### **ISSUING COMPANY**

Commercial Bank of Ceylon PLC  
“Commercial House”  
No. 21, Sir Razik Fareed Mawatha,  
P.O. Box 856, Colombo 1.  
Tel: +94 11 248 6000  
+94 11 448 6000  
+94 11 748 6000  
+94 11 548 6000  
Fax: +94 11 244 9889

### **REGISTRARS TO THE ISSUE**

SSP Corporate Services (Pvt.) Limited  
No. 101, Inner Flower Road,  
Colombo 3.  
Tel: +94 11 257 3894  
Fax: +94 11 257 3609

## ANNEXURE B – COLLECTION POINTS

### MEMBERS

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Bartleet Religare Securities (Pvt) Limited  
Level “G”, “Bartleet House”,  
65, Braybrooke Place, Colombo 2.  
Tel: +94 11 522 0200  
Fax: +94 11 243 4985  
Email: info@bartleetstock.com  
Website: <http://www.bartleetreligare.com>

Acuity Stockbrokers (Pvt) Ltd.  
No. 53, Dharmapala Mawatha, Colombo 3.  
Tel: +94 11 220 6206  
Fax: +94 11 220 6298/9  
Email: sales@acuitystockbrokers.com  
Website: <http://www.acuity.lk>

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John Keells Stock Brokers (Pvt) Ltd.  
186, Vauxhall Street,  
Colombo 2.  
Tel: +94 11 230 6250  
Fax: +94 11 234 2068  
Email: jkstock@keells.com  
Website: <http://www.jksb.com>

Asha Securities Ltd.  
No. 60, 5th Lane, Colombo 3.  
Tele : +94 11 242 9100  
Fax : +94 11 242 9199  
Email: asl@ashasecurities.net  
Website: <http://www.ashasecurities.net>

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Assetline Securities (Pvt) Ltd.  
No.120, 120A, Pannipitiya Road,  
Battaramulla.  
Tel: +94 11 470 0100  
Fax: +94 11 470 0101, +94 11 470 0112  
Email: info@assetline.lk  
Website: <http://assetline.lk/product/stock-broking/>

Somerville Stockbrokers (Pvt) Ltd.  
1A, Park Way, Park Road, Colombo 5.  
Tel: +94 11 250 2852/+94 11 250 2854/+94 11 250 2858/  
+94 11 250 2862  
Fax: +94 11 250 2852  
EMail: contact@somerville.lk

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J B Securities (Pvt) Ltd.  
No. 150, St. Joseph Street,  
Colombo 14.  
Tel: +94 11 249 0900  
Fax: +94 11 243 0070  
Email: jbs@jb.lk  
Website: <http://www.jbs.lk>

Lanka Securities (Pvt) Ltd.  
228/1, Galle Road,  
Colombo 4.  
Tel: +94 11 470 6757, 255 4942  
Fax: +94 11 470 6767  
Email: info@lankasec.com  
Website: <http://www.lankasecurities.com>

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Asia Securities (Pvt) Ltd.  
4th Floor, Lee Hedges Tower  
No. 349, Galle Road,  
Colombo 3.  
Tel: +94 11 772 2000  
Fax : +94 11 258 4864  
Email: inquiries@asiasecurities.lk  
Website: <http://www.asiasecurities.net>

Nation Lanka Equities (Pvt) Ltd.  
No. 44, Guildford Crescent,  
Colombo 7.  
Tel: +94 11 488 9061-3/+94 11 789 8302  
Fax: +94 11 268 8899  
Email: info@nlequities.com  
Website: <http://www.nlequities.com>

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Capital Trust Securities (Pvt) Ltd.  
42, Mohamed Macan Markar Mawatha,  
Colombo 3.  
Tel: +94 11 217 4174, +94 11 217 4175  
Fax: +94 11 217 4173  
Email: inquiries@capitaltrust.lk  
Website: <http://www.capitaltrust.lk>

S C Securities (Pvt) Ltd.  
5th Floor, 26 B, Alwis Place,  
Colombo 3.  
Tel: +94 11 4 711 000/+94 11 471 1001  
Fax: +94 11 239 4405  
Email: itdivision@sampathsecurities.lk  
Website: <http://www.sampathsecurities.lk>

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## ANNEXURE B – COLLECTION POINTS

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CT CLSA Securities (Pvt) Limited  
4-14, Majestic City, 10, Station Road, Colombo 4.  
Tel: +94 11 255 2290-4  
Fax: +94 11 255 2289  
Email: info@ctclsa.lk  
Website: <http://www.ctclsa.lk>

First Capital Equities (Pvt) Limited.  
No. 2, Deal Place, Colombo 3.  
Tel: +94 11 263 9898  
Fax: +94 11 573 6264  
Email: equity@firstcapital.lk  
Website: <http://www.firstcapital.lk>

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NDB Securities (Private) Limited.  
Level 2, NDB Capital Building, No. 135, Bauddhaloka  
Mawatha, Colombo 4.  
Tel: +94 11 213 1000  
Fax: +94 11 231 4181  
Email: mail@ndbs.lk  
Website: <http://www.ndbs.lk>

### TRADING MEMBERS

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Capital Alliance Securities (Pvt) Ltd.  
Level 5, "Millennium House", 46/58 Navam Mawatha,  
Colombo 2.  
Tel: +94 11 231 7777  
Fax: +94 11 231 7788  
Email: info@cal.lk  
Website: <http://www.cal.lk>

SMB Securities (Pvt) Ltd.  
No. 02, Gower Street, Colombo 5.  
Tel: +94 11 538 8138  
Fax: + 94 11 255 0100  
Email: info@smbsecurities.lk  
Website: <http://www.smbsecurities.lk>

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First Guardian Equities (Pvt) Ltd.  
32nd Floor, East Tower, World Trade Centre,  
Colombo 1.  
Tel: +94 11 588 4400 (Hunting)  
Fax: +94 11 588 4401  
Email: info@fge.lk  
Website: <http://www.fge.lk>

Taprobane Securities (Pvt) Ltd.  
2nd Floor,  
No. 10, Gothami Road,  
Colombo 8.  
Tel: +94 11 532 8200, +94 11 532 8100  
Fax: +94 11 532 8177  
Email: info@taprobane.lk  
Website: <http://www.taprobane.lk>

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Candor Equities Ltd.  
46/58 Nawam Mawatha,  
Colombo 2.  
Tel: +94 11 235 9100  
Fax: +94 11 230 5522  
Email: info@candorh.com  
Website: <http://www.candor-holdings.com>

Enterprise Ceylon Capital (Private) Limited.  
No. 3/1B, Liberty Arcade, 282, R A De Mel Mawatha,  
Colombo 3.  
Tel: +94 11 244 5644/+94 11 230 1861/2  
Email: info@ecc.lk  
Website: <http://ecc.lk>

## ANNEXURE B – COLLECTION POINTS

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Softlogic Stockbrokers (Pvt) Ltd.  
Level 16, One Galle Face Tower, Colombo 2.  
Tel: +94 11 7 277 000  
Fax: +94 11 7 277 099  
Email: [ssb.inquiry@softlogic.lk](mailto:ssb.inquiry@softlogic.lk)  
Website: <http://www.softlogicequity.lk>

Richard Pieris Securities (Pvt) Ltd.  
No. 310, High Level Road, Nawinna, Maharagama.  
Tel: +94 11 431 0500  
Fax: +94 11 280 2385  
Email: [communication@rpsecurities.com](mailto:communication@rpsecurities.com)  
Website: <http://www.arpico.com>

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LOLC Securities Limited  
No. 481,  
T.B. Jayah Mawatha,  
Colombo 10.  
Tel: +94 11 588 9889  
Fax: +94 11 266 2883  
Email: [info@lolcsecurities.com](mailto:info@lolcsecurities.com)  
Website: <http://www.lolcsecurities.com>

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## TRADING MEMBERS – DEBT

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NSB Fund Management Company Limited  
No 400, Galle Road, Colombo 3.  
Tel: +94 11 242 5010  
Fax: +94 11 257 4387

Capital Alliance Limited  
Level 5, "Millenium House"  
46/58, Nawam Mawatha, Colombo 2.  
Tel: +94 11 231 7777  
Fax: +94 11 231 7788  
Email :[info@cal.lk](mailto:info@cal.lk)  
Website: <http://www.cal.lk>

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Wealthtrust Securities Limited  
No. 102/1, Dr. N.M. Perera Mawatha, Colombo 8.  
Tel: +94 11 267 5091-4  
Fax: +94 11 268 9605  
Email: [info@wealthtrust.lk](mailto:info@wealthtrust.lk)

Seylan Bank PLC  
Level 3, Seylan Towers, 90, Galle Road, Colombo 3.  
Tel: +94 11 245 6300  
Fax: +94 11 245 2215  
Email: [info@seylan.lk](mailto:info@seylan.lk)  
Website: <http://www.seylan.lk/>

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## ANNEXURE C – CUSTODIAN BANKS

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Bank of Ceylon  
Participant Code: BOC  
11th Floor, No. 4, Bank of Ceylon Mawatha, Colombo 1.  
Tel: +94 11 220 4064, +94 11 244 8348  
+94 11 233 8742/55, +94 11 254 4333

Standard Chartered Bank  
Participant Code: SCB  
37, York Street, Colombo 1.  
Tel: +94 11 248 0450, +94 11 479 4400

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Banque Indosuez  
Participant Code: SUZ  
C/o Hatton National Bank Ltd. Cinnamon Gardens Branch,  
251, Dharmapala Mw., Colombo 7.  
Tel: +94 11 268 1720

Sampath Bank PLC  
Participant Code: SBL  
110, Sir James Peiris Mw., Colombo 2.  
Tel: +94 11 533 1458

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Citibank N.A.  
Participant Code: CTI  
65 C, Dharmapala Mawatha, P O Box 888, Colombo 7.  
Tel: +94 11 479 4711

Union Bank of Colombo Ltd.  
Participant Code: UBC  
64A, Galle Road, Colombo 3.  
Tel: +94 11 237 4100 (Ext. 2150)  
+94 11 223 4110, +94 11 237 0870

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Deutsche Bank  
Participant Code: DBC  
P O Box 314, No. 86, Galle Road, Colombo 3.  
Tel: +94 112 447 062, +94 112 438 057

Nations Trust Bank PLC  
Participant Code: NTB  
256, Sri Ramanathan Mawatha, Colombo 15.  
Tel: +94 114 313131, +94 11 2 307 850

---

Hatton National Bank PLC  
Participant Code: HNB  
Level 17, HNB Towers, 479, T B Jayah Mawatha,  
Colombo 10.  
Tel: +94 11 266 1762, +94 11 266 4664

Seylan Bank PLC  
Participant Code: SBK  
Corporate Banking Division,  
Margin Trading Unit, Level 8,  
Seylan Towers,  
90, Galle Road, Colombo 3.  
Tel: +94 11 470 1812, +94 11 470 1819  
+94 11 470 1829, +94 11 245 6789

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Hongkong & Shanghai Banking Corp. Ltd.  
Participant Code: HSB  
24, Sir Baron Jayathilake Mw., Colombo 1  
Tel: +94 11 232 5435, +94 11 244 6591,  
+94 11 244 6303, +94 11 234 6422

State Bank of India  
Participant Code: SBI  
16, Sir Baron Jayathilake Mw., Colombo 1.  
Tel: +94 11 444 6811

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People's Bank  
Participant Code: PEO  
Head Office – Treasury, 5th Floor,  
75, Sir Chittampalam A Gardiner Mw, Colombo 2.  
Tel: +94 11 220 6782

Commercial Bank of Ceylon PLC  
Participant Code: CMB  
"Commercial House", 21, Bristol Street, Colombo 1.  
Tel: +94 11 2486 000-3, +94 11 243 0420,  
+94 11 233 6700, +94 11 223 8193-5,  
+94 11 244 5010-15

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Pan Asia Bank  
Participant Code: PAB  
450, Galle Road, Colombo 3.  
Tel: +94 11 256 5565, +94 11 466 7809, +94 11 466 7819

Public Bank Berhad  
Participant Code: PBB  
340, R.A. De Mel Mawatha, Colombo 3.  
Tel: +94 11 257 6289/+94 11 729 0200-07/+94 11 257 6289

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# ANNEXURE D – DECLARATION TO BE GIVEN BY FATCA COMPLIANT INVESTORS

## DECLARATION

Manager  
Commercial Bank of Ceylon PLC

.....

I/We.....

.....

and .....

..... of ..... (address) .....

..... holder/s of Passport Number/

NIC Number..... who fall under definition of a U.S. Persons under the provision of the Foreign Account Tax Compliance Act (“FATCA”) which is a U.S. legislation aimed at preventing tax evasion by U.S. Persons through overseas assets. I/We confirm that I/We understand FATCA is extraterritorial by design and requires “U.S. Persons” to report their financial assets held overseas.

I/We hereby request Commercial Bank of Ceylon PLC which is recognised as a Foreign Financial Institution (FFIs) in terms of the FATCA to report all information pertaining to the accounts and investments held by me/us in the Commercial Bank of Ceylon PLC and to remit any tax payable to the Internal Revenue Service (IRS) of the United States of America.

I/We further confirm that this request is made by me/us with full knowledge and understanding of FATCA.

Date: .....

.....

Signature/s of Applicants





