

Form of Proxy (Non-Voting Shareholders) – Extraordinary General Meeting (EGM)

I/We of

..... being a shareholder/s of Commercial Bank of Ceylon PLC (the 'Bank') hereby appoint

..... (NIC No.) of whom failing:

Prof Ananda Kithsiri Wijenayaka Jayawardane	whom failing
Mr Sharhan Muhseen	whom failing
Mr Sanath Chandima Udayakumara Manatunge	whom failing
Mr Lakshman Dushyantha Niyangoda	whom failing
Ms Nawalage Therese Manouri Shiromal Cooray	whom failing
Ms Judy Lee	whom failing
Mr Raja Senanayake	whom failing
Ms Dehiwala Liyanage Thushara Samanthi Wijewardena	whom failing
Dr Sivakumar Selliah	whom failing
Mr Sellathurai Prabagar	whom failing
Mr Diyalanthonige Nimal Lucias Fernando	whom failing
Mr Palitha Mendis Kumarasinghe	

as my/our Proxyholder to represent me/us and to speak at the Meeting and to vote on a show of hands or on a poll on my/our behalf as indicated below (and strictly in relation to the matter set out hereunder) at the Extraordinary General Meeting (EGM) of Commercial Bank of Ceylon PLC, which will be held immediately after the conclusion of the Annual General Meeting (AGM) convened for Thursday, March 28, 2024 at 2.30 p.m. and at any adjournment thereof and at every poll which may be taken in consequence thereof. I/We the undersigned hereby authorize my/our Proxy to vote on my/our behalf in accordance with the preference as indicated below. (Please indicate your preference with a '✓' in the relevant box.)

Item in the Notice of Meeting

For Against

To consider and if thought fit to pass the following resolution set out in the attached Notice of Meeting:

3. Resolution No. 3 – Approval of an issue of Ordinary Voting Shares to the holders of Debentures to the extent of the amounts due and payable on such Debentures in the event the Central Bank of Sri Lanka determines that a Trigger Event as defined in the Circular to Shareholders pertaining to the proposed issue of Debentures has occurred

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Signed on this day of Two Thousand and Twenty Four.

.....
Folio Number

.....
Signature/s of shareholder/s

.....
NIC/PP/Co. Reg. No. of shareholder/s

Note that instructions as to completion of this Form of Proxy are given overleaf.

Notes:

- (i). *Shareholders of non-voting shares are entitled only to attend and speak at the meeting and to vote only in respect of the Resolution set out in item 3 of the Notice of Meeting.*
- (ii). *As regards voting on the Resolution indicated in the Form of Proxy, if no words are struck out or there is, in the view of the Proxyholder doubt (by reason of the way in which the instructions in the Form of Proxy have been stated by the Shareholder) as to the way in which the Proxyholder should vote, the Proxyholder will vote as he/she thinks fit.*
- (iii). *If the Form of Proxy is signed by an attorney, the relative Power of Attorney (POA) should accompany the completed Form of Proxy for registration in the event such POA has not already been registered with the Bank.*
- (iv). *If the Shareholder is a company or a corporate body, the Form of Proxy should be executed under its common seal or in such other manner as provided for in its Constitutional Documents, if any, or be signed by its attorney or by an officer on behalf of the company/corporate body, in accordance with its Articles of Association/Statute.*
- (v). *Every alteration or addition to the Form of Proxy must be duly authenticated by the full signature of the Shareholder signing the Form of Proxy. Such signature should as far as possible be placed in proximity to the alteration or addition intended to be authenticated.*
- (vi). *The use of the word 'Member/s' herein is a reference to 'Shareholder/s'.*

Instructions as to completion of Form of Proxy

- (a) Article 68 of the Articles of Association of the Bank provides that: 'An instrument appointing a proxy shall be in writing, and
 - (i) In the case of an individual shall be signed by the appointor or by his attorney; or in the case of a corporation shall be either under the common seal or signed by its attorney or by an officer authorised to do so on behalf of the corporation. The Bank may, but shall not be bound to require evidence of the authority of any such attorney or officer.
 - (ii) A proxy need not be a member of the Bank.'
- (b) In terms of Article 63 of the Articles of Association of the Bank:

'In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the name stands in the Register of members in respect of the joint holding.'
- (c) The full name and address of the proxyholder and of the shareholder appointing the proxyholder should be entered legibly in the Form of Proxy.
- (d) The completed Form of Proxy should be deposited at the Registered Office of Commercial Bank of Ceylon PLC, 'Commercial House', No. 21, Sir Razik Fareed Mawatha, Colombo 01, Sri Lanka or by facsimile on 011 233 2317 or email to companysecretary@combank.net, not later than forty-eight (48) hours before the time appointed for the holding of the meeting.
- (e) Articles 57 to 60 of the Articles of Association of the Bank, dealing with voting are quoted below, for information of Shareholders:
 - '57. **Method of voting**

At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

 - (i) The Chairman of the meeting; or
 - (ii) Not less than five persons present in person or by attorney or representative or by proxy and entitled to vote; or
 - (iii) A member or members present in person or by attorney or representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

A demand for a poll may be withdrawn. Unless a poll be demanded (and the demand be not withdrawn), a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.
 - 58. **How a poll is to be taken**

If a poll is duly demanded (and the demand be not withdrawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may (and if so requested shall), appoint scrutineers and may adjourn the Meeting to some place and time fixed by him for the purpose of taking and declaring the result of the poll.
 - 59. **Chairman's casting vote**

In the case of an equality of votes, whether on a show of hands or poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
 - 60. **Time for taking a poll**

A poll demanded on the election of a Chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.'

REQUEST TO SHAREHOLDERS

SHAREHOLDERS ARE KINDLY REQUESTED TO INDICATE THE 'FOLIO NUMBER' APPEARING IN THE ADDRESS LABEL (PASTED ON THE ENVELOPE) IN THE SPACE PROVIDED FOR 'FOLIO NUMBER' IN THE FORM OF PROXY. THIS IS FOR THE CONVENIENCE OF THE REGISTRARS. PLEASE NOTE THAT NON-INDICATION OF THE 'FOLIO NUMBER' WILL NOT INVALIDATE THE FORM OF PROXY, UNDER ANY CIRCUMSTANCES.