

# Notice of Meeting

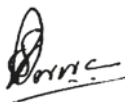
Notice is hereby given that the 12th Annual General Meeting of the shareholders of HNB Finance PLC (the Company) will be held as a Hybrid Meeting at the "Auditorium", Level 06, Head Office of HNB Finance PLC, No. 168, Nawala Road, Nugegoda, on the 26 day of July 2022 at 10.00am to conduct the following business:

## AGENDA

1. Notice of Meeting.
2. To receive and consider the Report of the Board of Directors and the Statements of Accounts for the year ended 31 March 2022 together with the Report of the Auditors thereon.
3. To re-elect as a Director, Mr Anushka Sheran Wijesinha, who will be retiring from the Board by rotation in terms of Article 27 of the Articles of Association of the Company.
4. To re-elect as a Director, Mr Pathirana Arachchige Hasitha Danushka Wijesundara who will be retiring from the Board by rotation in terms of Article 27 of the Articles of Association of the Company.
5. To re-elect as a Director, Mr Dilshan Peter Nirosh Rodrigo who was appointed to the Board with effect from 10 September 2021.
6. To re-elect as a Director, Mr Punsisi Lalith Patuwatha Withana who was appointed to the Board with effect from 10 September 2021.
7. To reappoint Messrs KPMG, Sri Lanka, Chartered Accountants, as the Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration.
8. To authorise the Board of Directors to determine contributions to charities and other donations for the financial year 2022/23.

By Order of the Board of Directors of

**HNB Finance PLC**



**S S P Corporate Services (Private) Limited**

Secretaries

Colombo, Sri Lanka.

29 June 2022

## Notes:

1. A shareholder entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote on his/her behalf.
2. A proxy so appointed need not be a member of the Company.
3. A Form of Proxy accompanies this Notice.



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# Form of Proxy

I/We\* .....  
(please indicate full name) holder of NIC No. .... of .....  
being a member/members\* of HNB Finance PLC hereby appoint: Mr/Ms .....  
..... (please indicate full name) holder of NIC No. .... of .....  
..... or failing him/her

|                        |                           |
|------------------------|---------------------------|
| Mr B M D C Prabhath    | of Colombo or failing him |
| Mr D P N Rodrigo       | of Colombo or failing him |
| Mr A S Wijesinha       | of Colombo or failing him |
| Dr S U H Fernando      | of Colombo or failing him |
| Mr P A H D Wijesundara | of Colombo or failing him |
| Mr A G R Dissanayake   | of Colombo or failing him |
| Mr M Perera            | of Colombo or failing him |
| Mr D K G Perera        | of Colombo or failing him |
| Mr R D Manatunga       | of Colombo or failing him |
| Mr P L P Withana       | of Colombo                |

as my/\*our Proxy to represent me/us\* and to vote as indicated below on my/our\* behalf at the Annual General Meeting of the Company to be held on 26 July 2022 and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid Meeting.

|  | FOR                      | AGAINST                  |
|--|--------------------------|--------------------------|
| (1) To receive and consider the Report of the Directors and the Statements of Accounts for the year ended 31 March 2022 together with the Report of the Auditors thereon.                                  | <input type="checkbox"/> | <input type="checkbox"/> |
| (2) To re-elect as a Director, Mr Anushka Sheran Wijesinha, who will be retiring from the Board by rotation in terms of Article 27 of the Articles of Association of the Company.                          | <input type="checkbox"/> | <input type="checkbox"/> |
| (3) To re-elect as a Director, Mr Pathirana Arachchige Hasitha Danushka Wijesundara, who will be retiring from the Board by rotation in terms of Article 27 of the Articles of Association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |
| (4) To re-elect as a Director, Mr Dilshan Peter Nirosh Rodrigo, who was appointed to the Board with effect from 10 September 2021.   | <input type="checkbox"/> | <input type="checkbox"/> |
| (5) To re-elect as a Director, Mr Punsisi Lalith Patuwatha Withana, who was appointed to the Board with effect from 10 September 2021.   | <input type="checkbox"/> | <input type="checkbox"/> |
| (6) To re appoint Messrs KPMG, Sri Lanka, Chartered Accountants, as the Auditors of the Company for the financial year 2022/23 and to authorise the Directors to determine their remuneration.             | <input type="checkbox"/> | <input type="checkbox"/> |
| (7) To authorise the Board of Directors to determine contributions to charities and other donations for the financial year 2022/23.  | <input type="checkbox"/> | <input type="checkbox"/> |

As witness my/our hand set hereto this ..... day of .....  
Two Thousand and Twenty-two.

.....  
Signature

## Note:

Instructions as to completion are given below. Please delete the words which are not applicable and mark "X" in the appropriate cages to indicate your instructions as to voting.

A proxy need not be a member of the Company.

## **INSTRUCTIONS AS TO COMPLETION OF FORM OF PROXY**

1. Kindly perfect the Form of Proxy by filling in legibly your full name, NIC number, address, instructions as to voting and by signing and filling in the date of signature in the space provided.
2. Please indicate with a "X" in the cages provided, how your proxy is to vote on the Resolutions. If no indication is given, the proxy in his/her discretion may vote as he/she thinks fit.
3. To be valid, the completed Form of Proxy should be deposited at the Registered Office of the Company, No. 168, Nawala Road, Nugegoda, not less than 48 hours before the time appointed for holding the Meeting.
4. If the shareholder is a company or a body corporate, a Form of Corporate Representation executed under the Common Seal in accordance with the Articles of Association or the Constitution should be submitted.
5. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original Power of Attorney (POA) together with a photocopy of same or a copy certified by a Notary Public must be lodged with the Company along with the Form of Proxy or emailed to [arangala@hnbfinance.lk](mailto:arangala@hnbfinance.lk).
6. Any shareholder/Proxy attending the Annual General Meeting is kindly requested to produce the National Identity Card or any other form of valid identification at the time of Registration.