

NATIONAL DEVELOPMENT BANK PLC
PQ 27

FORM OF PROXY

I/We..... (holder/s of
 NIC/s OR bearing company registration No)
 of
 being a Shareholder/Shareholders of the above-named Bank, hereby
 appoint
 (holder of NIC No.)
 of
 or failing him/her

Sriyan Cooray (Chair, Board of Directors) or failing him,
 Bernard Sinniah or failing him,
 Sujeewa Mudalige or failing him,
 Kushan D'Alwis P.C or failing him,
 Kasturi Chellaraja or failing her,
 Shweta Pandey or failing her,
 Hasitha Premaratne or failing him,
 Sanjaya Mohottala or failing him,
 Kelum Edirisinghe (CEO/Director of the Bank)

as my/our Proxy to represent me/us and to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Bank to be held on 5th January 2026 at 3.00 p.m. and at any adjournment thereof and at every poll which may be taken in consequence thereof. I/We the undersigned hereby authorise my/our Proxy to vote on my/our behalf in accordance with the preference indicated below:

To pass the **Special Resolution** set out in the notice convening the meeting

FOR	AGAINST	ABSTAINED
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this day of20....

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

Instructions for Completion of Form of Proxy

1. In order to appoint a Proxy holder, kindly complete the Form of Proxy. The full name and the registered address of the shareholder appointing the Proxy should be legibly entered in the Form of Proxy and should be signed and dated by the shareholder. The duly completed Form of Proxy must be deposited at the Registered Office of the Bank, at No. 40, Nawam Mawatha, Colombo 2 or preferably forwarded via email to the Company Secretary (**companysecretary@ndbbank.com**) not less than twenty four (24) hours before the time appointed for the meeting.

For the Bank's administrative convenience, the Bank would very much appreciate and request all shareholders to send in their Proxy Forms along with their Registration Form (Form 1) to reach the Bank not less than twenty four (24) hours before the time appointed for the meeting as this would enable the Bank to efficiently make all arrangements for the virtual EGM.

2. Shareholders/ proxy holders who are unable to connect to the virtual EGM are strongly encouraged to appoint one of the Directors of the Bank to act on their behalf in order that each shareholder's vote may be identified and recorded as if such shareholder were participating at the meeting. FOR FURTHER DETAILS PLEASE CAREFULLY READ THE CIRCULAR TO SHAREHOLDERS.

Shareholders should duly complete the Form of Proxy clearly setting out their preference of vote in the Form of Proxy.

Please indicate an "X" in the cage provided on how your proxy should vote for the resolution. If no indication is given, or if there is, in the view of the proxy holder, any doubt (by reason of the manner in which the instructions contained in the proxy have been completed) as to the way in which the proxy holder should vote, the proxy holder in his/her discretion may vote as he/she thinks fit.

3. If the Form of Proxy is signed by an Attorney, the relevant Power of Attorney, if executed before 25th October 2022 should be registered at the Registrar General's Office (RGO) in terms of the Power of Attorney (Amendment) Act No. 03 of 2024 and if executed after 25th October 2022, should be duly executed and attested as per the Power of Attorney (Amendment) Act No 28 of 2022 and registered at the RGO. A certified copy thereof duly certified by the Registrar General, should also accompany the completed Form of Proxy
4. If you wish to appoint a person other than the Chair, Board of Directors or a Director of the Bank as your Proxy, please insert the relevant information in the Form of Proxy and forward same to the Company Secretary together with Form 1 as detailed above so that the Login information can be shared with your proxy holder to connect to the virtual EGM.
5. The Proxy holder appointed need not be a shareholder of the Bank.
6. In case of a corporate member, the Proxy must be executed under its Common Seal (if applicable) or in such other manner prescribed by the Articles of Association or other constitutional documents.
7. The first joint holder shall have the power to sign the Form of Proxy without the concurrence of the other joint holder/s.