

Form of Proxy

I/We.....
 (holder/s of NIC/s) of
 being a Shareholder / Shareholders of National
 Development Bank PLC ('the Bank') hereby appoint;

1.
 (holder of NIC No.) of

 or failing him/her

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

as my/our Proxy to represent me/us and to vote for me/us and on my/our behalf at the Twenty First (21) Annual General Meeting of the Bank to be held on Friday, the Twenty Seventh (27) day of March, 2026 and at any adjournment thereof and at every poll which may be taken in consequence thereof. I/We the undersigned hereby authorise my/our Proxy to vote on my/our behalf in accordance with the preferences indicated below:

	For	Against	Abstained
1. To re-appoint Mr. Sanjaya Mohottala, in terms of Article 44 (2) of the Articles of Association of the Bank.			
2. To re-appoint Mr. Shanil Fernando, in terms of Article 44 (2) of the Articles of Association of the Bank.			
3. To re-elect Ms. Kasturi Chellaraja as a Director, in terms of Article 42 of the Articles of Association of the Bank.			
4. To re-elect Mr. Sujeewa Mudalige as a Director, in terms of Article 42 of the Articles of Association of the Bank.			
5. To appoint Messrs. KPMG, Chartered Accountants, as Auditors of the Bank as set out in Section 154 of the Companies Act No. 7 of 2007 (as amended) and Section 39 of the Banking Act No. 30 of 1988 (as amended) and to authorise the Directors to fix the fees and expenses of such Auditors.			
6. To determine the aggregate remuneration payable to Non-Executive Directors including the Chair, Board of Directors in terms of Article 58 of the Articles of Association of the Bank and to authorise the Board of Directors to approve other remuneration and benefits to the Directors (including the remuneration of the Executive Director/s) in terms of Section 216 of the Companies Act No. 7 of 2007(as amended).			
7. To authorise the Board of Directors to determine donations for the financial year 2026 (in accordance with the provisions of the Companies Donations Act No. 26 of 1951) through which the corporate social activities of the Bank in 2026 will be carried out (similar to the activities carried out in 2025 as detailed in the Annual Report).			

As witness I/We have set my/our hand/s hereunto this day of
 Two Thousand and Twenty Six (2026).

.....
 Signature of the Shareholder/Shareholders

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 via email to the Company Secretary (companysecretary@ndbbank.com) not less than twenty four (24) hours before the time appointed for the meeting.

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 each resolution. If no indication is given, or if there is, in the view of the Proxy holder, any doubt (by reason of the manner in which the instructions contained in the Proxy have been completed) as to the way in which the Proxy holder should vote, the Proxy holder in his/her discretion may vote as he/she thinks fit.

2. If the Form of Proxy is signed by an Attorney, the relevant Power of Attorney, if executed before 25 October 2022 should be registered at the Registrar General's Office (RGO) in terms of the Power of Attorney (Amendment) Act No. 3 of 2024 and if executed after 25 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 an Attorney-At-Law, should also accompany the completed Form of Proxy.

3. 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.

4. The Proxy holder appointed need not be a Shareholder of the Bank.

5. In case of a corporate member, the Proxy must be executed under its Common Seal (if applicable) or in such other manner prescribed by its Articles of Association or other constitutional documents.

6. The first joint holder shall have the power to sign the Form of Proxy without the concurrence of the other joint holder/s.