

## Notice of Meeting

Notice is hereby given that the Twenty First (21) Annual General Meeting (AGM) of National Development Bank PLC (Bank) will be held at the DHPL Auditorium, 3rd Floor, NDB – EDB Tower, No. 42, Nawam Mawatha, Colombo 2 at 02.30 p.m. on Friday, the Twenty Seventh (27) day of March, Two Thousand and Twenty Six (2026) and the business to be brought before the meeting will be:

1. To lay before the Shareholders for consideration, the Annual Report for the year ended 31 December 2025.
2. To re-appoint Mr. Sanjaya Mohottala, in terms of Article 44 (2) of the Articles of Association of the Bank.
3. To re-appoint Mr. Shanil Fernando, in terms of Article 44 (2) of the Articles of Association of the Bank.
4. To re-elect Ms. Kasturi Chellaraja, as a Director in terms of Article 42 of the Articles of Association of the Bank.
5. To re-elect Mr. Sujeewa Mudalige, as a Director in terms of Article 42 of the Articles of Association of the Bank.
6. 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.
7. 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).
8. 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).

By Order of the Board,



**Ms. Shehani Ranasinghe**

Company Secretary

25 February 2026

Colombo

**Notes:**

1. A Shareholder entitled to attend and vote at the meeting is entitled to appoint a Proxy holder to attend and vote in his/her stead. Please read the reverse of the Form of Proxy for further details.
2. Shareholders/Proxy holders attending the meeting are requested to bring their National Identity Cards.
3. Voting shall be by any one of the following methods as determined by the Chair, Board of Directors unless a poll is demanded;
  - a) voting by voice
  - b) voting by show of hands (every member who is present in person or is represented by a proxy or attorney or an authorised representative shall have one (01) vote).
4. A declaration by the Chair, Board of Directors that a resolution is carried by the requisite majority or lost is conclusive evidence of that fact.
5. At a meeting of Shareholders, a poll may be demanded on a particular question as provided for in the Companies Act No. 7 of 2007. If a poll is taken, votes must be counted according to the votes attached to the Shares of each Shareholder present and voting. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair, Board of Directors shall be entitled to a second or casting vote.