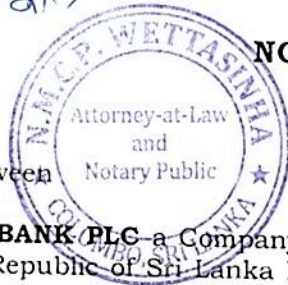


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to, 20, W.A. A.M.



NO 3401

THIS DEED made between

HATTON NATIONAL BANK PLC a Company duly incorporated under the laws of the Democratic Socialist Republic of Sri Lanka having its registered office at No 479, T B Jayah Mawatha, Colombo 10 (hereinafter referred to as the "**Issuer**") of the **ONE PART** and

DEUTSCHE BANK AG., a banking corporation duly incorporated in Germany and acting through its Colombo Branch having a place of business at 86, Galle Road, Colombo 3 (hereinafter referred to as the "**Trustee**") of the **OTHER PART**

WHERE AS :

The **Issuer** and the **Trustee** entered into **Deed of Trust No 3398 dated 11th February 2016 attested by N M C P Wettasinha, Notary Public of Colombo** for the issuance and listing of Forty Million (40,000,000) Subordinate, Unsecured, Redeemable, Rated Debentures each at the Par Value of LKR 100/- with the option of increasing the sum raised up to a further Sri Lanka Rupees Two Billion (LKR 2,000,000,000/-) by an issue of up to a further Twenty Million (20,000,000) of said Debentures in the event of an oversubscription of the initial issue and with a further option of increasing the sum raised up to Sri Lanka Rupees One Billion (LKR 1,000,000,000/-) by an issue of up to a further Ten Million (10,000,000) of said Debentures, in the event of an oversubscription of the second tranche in order to raise up to a maximum of Seventy Million (70,000,000) Debentures 2016-2021 at the discretion of the Bank having a tenure and bearing interest at the rates hereinafter mentioned and to be listed on the Colombo Stock Exchange. (hereinafter referred to as the "**Deed of Trust**").

It has become necessary for the parties to enter into These Presents to modify/amend the **Deed of Trust** in the following manner.

NOW KNOW YE AND THESE PRESENTS WITNESETH AND IT IS HEREBY AGREED AND declared as follows:

- 1 Definition 6 is hereby amended by deleting same and replaced with the following
"DEBENTURES" shall mean Subordinated Unsecured Listed Redeemable Rated Debentures 2016 - 2021 of the par value of Sri Lanka Rupees One Hundred (LKR 100/-) each, bearing interest at a fixed rate of Eleven Decimal Two Five per centum (11.25%) per annum payable annually on each Interest Payment Date from the Date of Allotment of the Debentures until the date immediately preceding the Date of Redemption;
- 2 Definition 11 is hereby amended by deleting same and replaced with the following

3

"INTEREST PAYMENT DATE" means the dates on which payments of interest in respect of the Debentures shall fall due, which shall be the Twelve (12) month period from the Date of Allotment and every Twelve (12) month period thereafter of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption.

3

Definition 12 is hereby amended by deleting same and replaced with the following

"INTEREST PERIOD" means the Twelve (12) month period from the date immediately succeeding a particular Interest Payment Date and ending on the next applicable Interest Payment Date (inclusive of the aforementioned commencement date and end date) and shall include the period commencing from the Date of Allotment and ending on the first Interest Payment Date (inclusive of the aforementioned commencement date and end date) and the period from the date immediately succeeding the last Interest Payment Date before the Date of Redemption and ending on the date immediately preceding the Date of Redemption (inclusive of the aforementioned commencement date and end date).

4

Definition 16 is hereby amended by deleting same and replaced with the following

"RATE OF INTEREST" means a fixed rate of Eleven Decimal Two Five per centum (11.25%) per annum

Subject to the above alteration/amendments the provisions contained in the Deed of Trust shall be deemed to remain in full force operation and effect.

This Deed is supplemental to the Deed of Trust executed between the parties.

IN WITNESS WHEREOF the said **HATTON NATIONAL BANK PLC** has caused its Common Seal to be affixed and the duly appointed Attorneys of the said **DEUTSCHE BANK AG., COLOMBO BRANCH** have set their respective hands hereunto and three others of the same tenor and date as These Presents at Colombo on the day hereafter mentioned.

The Common Seal of the said **HATTON NATIONAL BANK PLC** is hereto affixed in the presence of)
Antonio Jonathan Alles and Kalu Arachchige)
Lupthika Thushari Ranaweera a Director and the)
Board Secretary respectively _____)
of the Company who do hereby attest the sealing)
thereof on this 4th day of **March** Two Thousand)
and Sixteen in the presence of us)

WITNESSES

- 1. *[Signature]*
- 2. *[Signature]*

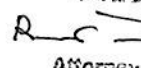

[Signature]
DIRECTOR

[Signature]
BOARD SECRETARY


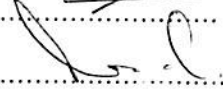
[Handwritten notes]

Signed by Tyrone Hannan and Sellapperumage
Ruwanthi Prisca Shirlene Fernando _____)

duly appointed representatives of **DEUTSCHE
BANK AG., COLOMBO BRANCH** have set their
hands on this 4th day of **March**
Two Thousand and Sixteen)

For and behalf of
DEUTSCHE BANK AG.
COLOMBO BRANCH
 Attorney
 Attorney

WITNESSES

1.  **ANTON PRASSANNA JOSEPH - 842090989V**
2.  **JILANO TERENCE JESUDASON 8435103374**

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— 10 . 10 .

I, NIROSHINI MARIAN CHERIKA PEIRIS WETTASINHA of Colombo in the Republic of Sri Lanka Notary Public do hereby certify and attest that the foregoing instrument was read over by **Antonio Jonathan Alles** who has signed illegibly as Director and **Kalu Arachchige Lupthika Thushari Ranaweera** who has signed illegibly as Secretary both of Hatton National Bank PLC., 479, T B Jayah Mawatha, Colombo 10 respectively as a Director and the Board Secretary of the withinnamed "**HATTON NATIONAL BANK PLC**" the executants withinnamed in the presence of Hewage Shihara Dilani Perera of No 26/11B, Old Kottawa Road, Mirihana, Nugegoda and Chamalika Kavinjali Kumari Illawatura of No:21, Saparamadu Place, Waragoda, Kelaniya who have signed as "S Perera" and as "C K K Illawatura" respectively the subscribing witnesses thereto all of whom are known to me ; the Common Seal of the said "**Hatton National Bank PLC**" was affixed thereto in the presence of and the same was signed by the said Director and the Board Secretary by the said witnesses and by me the said Notary in my presence and in the presence of one another all being present together at the same time at Colombo on this Fourth day of March Two Thousand and Sixteen.

I further certify and attest that no consideration passed before me and that the original of the instrument bears One (01) adhesive stamp to the value of Rupees One (Re 1/-)

Date of Attestation)
March 4th , 2016)



WHICH I ATTEST

W. W. M. A. N.
NOTARY PUBLIC

I, NIROSHINI MARIAN CHERIKA PEIRIS WETTASINHA of Colombo in the Republic of Sri Lanka Notary Public do hereby certify and attest that the foregoing instrument was read over by **Tyrone Hannan** bearer of National Identity Card No 551360636 V and **Sellapperumage Ruwanthi Prisca Shirlene Fernando** bearer of National Identity Card No 615180149 X both of Deutsche Bank AG., of No 86, Galle Road, Colombo 3 the duly authorised Attorneys of **DEUTSCHE BANK AG** duly appointed under Power of Attorney dated 22nd October 2009 attested by Wilson Yip – Notary Public of Singapore (a certified copy of which is annexed to the Duplicate and the protocol of this instrument) acting for and on behalf of the said **Deutsche Bank AG** and subscribed their own signatures illegibly the executants withinnamed in the presence of Anton Prassarina Joseph bearer of National Identity Card No 842090989 V and Dilan Terance Jesudason bearer of National Identity Card No 843510337 V both of whom have signed illegibly the subscribing witnesses thereto all of whom are known to me and the same was signed by the said executants by the said witnesses and by me the said Notary in my presence and in the presence of one another all being present together at the same time at Colombo on this Fourth day of March Two Thousand and Sixteen.

Date of Attestation)
March 4th , 2016)



WHICH I ATTEST

W. W. M. A. N.
NOTARY PUBLIC

