

FORM OF PROXY (VOTING)

I/We of being *a member/members of the Hatton National Bank PLC, hereby appoint of

or failing him/her, Dinesh Stephen Weerakkody or failing him, Antonio Jonathan Alles or failing him, Lokuwithanage Rohan Karunaratne or failing him, Rusi Sohli Captain or failing him, Damian Amal Cabraal or failing him, Eugen Duliksha Pratharp Soosaipillai or failing him, Appu Hennadige Don Anthony Nilanth de Silva or failing him, Lintotage Udaya Damien Fernando or failing him Wanniarachchi Mudiyansele Madura Duminda Ratnayake or failing him, Hiran Asoka Pieris or failing him, Liyanamohottige Joseph Sri Harsha Cabral as *my/our proxy, to attend, vote and speak on *my/our behalf represent *me/us at the Fifty First (51st) Annual General Meeting of the Bank to be held at the Auditorium on Level 22 of "HNB Towers" at No. 479, T B Jayah Mawatha, Colombo 10, on the Thirtieth (30th) day of March, 2020 at 10.00 in the forenoon and at any adjournment thereof.

*I/we the undersigned hereby authorize *my/our proxy to vote on *my/our behalf in accordance with the preference** indicated below:

(i)	To declare the recommended dividend of Rs. 7.00 per share as the final dividend for 2019 and (a) to adopt Ordinary Resolution - Declaration of Dividend and approval of its method of satisfaction (b) to adopt Special Resolution – Approval of the holders of voting shares under section 99 of the Companies Act No. 7 of 2007, for the issue of shares by way of a scrip dividend	In favour	<input type="checkbox"/>
		Against	<input type="checkbox"/>
(ii)	To re-elect Mr Damian Amal Cabraal as a Director of the Bank	In favour	<input type="checkbox"/>
		Against	<input type="checkbox"/>
(iii)	To re-elect Mr. Hiran Asoka Pieris as a Director of the Bank	In favour	<input type="checkbox"/>
		Against	<input type="checkbox"/>
(iv)	To re-elect Dr. Liyanamohottige Joseph Sri Harsha Cabral as a Director of the Bank	In favour	<input type="checkbox"/>
		Against	<input type="checkbox"/>
(v)	To appoint Messrs KPMG - Sri Lanka (Chartered Accountants) as the Bank's Auditors for the ensuing year/authorize the Directors to fix their remuneration	In favour	<input type="checkbox"/>
		Against	<input type="checkbox"/>
(vi)	To authorize the Directors to determine payments for charitable and other purposes	In favour	<input type="checkbox"/>
		Against	<input type="checkbox"/>

* Delete inappropriate words

** Mark your preference with "✓" or "x"

Signed this day 2020.

Signature/s

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FORM OF PROXY [VOTING]

Please provide the following details:

Shareholder's NIC No / Company Registration No. :

Folio No / Number of Shares held :

Proxy holder's NIC No (if not a Director) :

Instructions to complete proxy

1. The full name and the registered address of the shareholder appointing the Proxy should be legibly entered in the Form of Proxy, duly signed and dated.
2. The completed Proxy should be deposited with the Board Secretary, at the Registered Office of the Bank at No. 479, T B Jayah Mawatha, Colombo 10 ("HNB Towers", Level 18), not less than 24 hours before the time appointed for holding the Meeting.
3. The Proxy shall -
 - (a) in the case of an individual, be signed by the shareholder or by his attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Bank.
 - (b) in the case of a company or corporate body, either be under its Common Seal or signed by its attorney or by an officer on behalf of the company or corporate body in accordance with the Articles of Association or the Constitution of that company or corporate body.
The Bank may but shall not be bound to, require evidence of the authority of any such attorney or officer.
 - (c) in the case of joint-holders, the first joint-holder has the power to sign the proxy without the concurrence of the other joint-holder/s.
4. Every alteration or addition to the Proxy must be duly authenticated by the full signature of the shareholder signing the Proxy. Such signature should as far as possible be placed in proximity to the alteration or addition intended to be authenticated.