

SUPPLEMENTARY NOTICE

HATTON NATIONAL BANK PLC (PQ 82) - 51ST ANNUAL GENERAL MEETING

We refer to our Annual Report – 2019, Notice of the 51st Annual General Meeting (the “AGM”) dated 20th February 2020, the Circular to shareholders dated 5th March 2020 setting forth the details of the final dividend proposed by Hatton National Bank PLC (the “Bank”) amounting to Rs 7/- per share consisting of a cash dividend of Rs. 3/50 per share and a scrip dividend of Rs. 3/50 per share and the announcement made to the Colombo Stock Exchange on 20th March 2020 postponing the said AGM due to the health and safety guidelines issued by the authorities taking in to account the prevalent situation in the country.

The above said documents are available on Bank’s website <https://www.hnb.net> and Colombo Stock Exchange Website <https://www.cse.lk/home/market>

The Board of Directors at its meeting held on 23rd April 2020 decided that the 51st Annual General Meeting will be held on 29th May 2020 in the following manner:

A. DATE OF THE RESCHEDULED 51ST ANNUAL GENERAL MEETING

- (1) Notice is hereby given that the Fifty First (51st) Annual General Meeting of the Bank is convened on Friday, Twenty Ninth (29th) day of May 2020 at the Auditorium on Level 22 of “HNB Towers” at No. 479, T.B. Jayah Mawatha, Colombo 10, at 10.00 in the forenoon in order to transact the business envisaged in the Notice of Meeting dated 20th February 2020.
- (2) The meeting is to be held in line with the guidelines given by the Colombo Stock Exchange and as per the applicable laws. The AGM is scheduled for 29th May 2020, on the assumption that no curfew will be in force by such date and that there would be no restrictions imposed by the authorities on the conduct of meetings.
- (3) In the interest of protecting public health and facilitating compliance with the Health and Safety guidelines issued by the authorities, the 51st Annual General Meeting of the Bank will be held by participants assembling physically and through audio or audio and visual means in the manner set forth below:
 - (i) The Chairman, certain members of the Board of Directors, the MD/CEO, the Company Secretary, the Bank’s Auditor and the Legal Counsel will be assembled at the place specified in Paragraph (1) above;
 - (ii) A maximum of 50 shareholders or such number of shareholders together holding twenty percent (20%) of the issued shares of the Bank, whichever is higher (who registers with the Bank for participation in the Annual General Meeting on a first come first serve basis) will also be allowed to assemble physically and participate in the meeting at the place set out in Paragraph (1) above either in person or by proxy;
 - (iii) All shareholders who, on registration as referred to in (ii) above, do not get the opportunity to participate in the meeting by assembling physically at the place referred to in Paragraph (1) above and shareholders who wish to participate at the meeting remotely through audio or audio and visual means, may participate in the Annual General Meeting via Microsoft Teams meeting platform. The shareholders referred to herein who wish to participate at the meeting through audio or audio and visual means should forward their e-mail address to info@hnb.lk not less than 24 hours prior to the time fixed for the meeting to enable the Bank to share the meeting login information.
- (4) All individuals participating at the meeting remotely through audio or audio and visual means are required to identify themselves at the time of voting. Further, Individuals must also identify themselves when speaking at the Annual General Meeting during the time allotted for comments by shareholders as directed by the Chairman. At that point, the individual will be required to give his/her name and address for purposes of identification as a shareholder or proxy.
- (5) It is likely that the Bank will be unable to post this Supplementary Notice due to the prevailing situation in the Country. If so, this Supplementary Notice will be published in one issue of a daily newspaper in the Sinhala, Tamil and English languages and if the circumstances permit, in one issue of the Gazette. This Supplementary Notice will also be published in the Website of the Colombo Stock Exchange (<https://www.cse.lk/home/market>) and the Website (<https://www.hnb.net>) and the Facebook page of the Bank along with the separate proxy formats for voting and non-voting shareholders.
- (6) For the shareholders who wish to resubmit their proxies, the format of the proxies uploaded to the Bank’s Website (<https://www.hnb.net>) can be duly completed as per the instructions given therein and sent to the following email address : info@hnb.lk to enable the Bank to receive same not less than 24 hours prior to the time fixed for meeting. The duly completed proxies already submitted by shareholders prior to 30th March 2020 will be taken as valid, unless a shareholder revokes the same with a notice sent to info@hnb.lk at least 24 hours prior to the time fixed for the meeting or resubmits a further proxy as set out in this paragraph.
- (7) The Board of Directors encourages that the shareholders appoints an independent director in the Board as their proxy, having marked their preferences in respect of the agenda items. This is to avoid potential health issues which could arise in light of the prevailing situation in the Country if the shareholders are to participate at the meeting physically.
- (8) The shareholders who are unable to participate at the Meeting physically or via audio or audio and visual means could send their queries, if any, to email address info@hnb.lk any time before the meeting time and the responses to same will be included in the minutes of the meeting whilst publishing same in the Report that will be uploaded immediately after the Annual General Meeting in the Bank’s Website (<https://www.hnb.net>) as well as at the Colombo Stock Exchange Website <https://www.cse.lk/home/market>.

B. RELEVANT PROVISIONS IN THE COMPANIES ACT NO 7 OF 2007 AND ARTICLES OF ASSOCIATION OF THE BANK

- (1) In terms of the Companies Act No. 7 of 2007 (the “Companies Act”), an annual general meeting of a company should be held within six months from the balance sheet date. The Companies Act further states that the annual general meeting for a particular year should be held not later than 15 months from the previous annual general meeting. The balance sheet date of the Bank is 31st December. The last annual general meeting of the Bank was held on 29th March 2019.
- (2) Accordingly, in terms of the Companies Act, the Annual General Meeting of the Bank for year 2020 should be held on or before 29th June 2020 and therefore from a legal point of view, the Bank has time till 29th June 2020 to hold its 51st Annual General Meeting.
- (3) In terms of Article 20 (ii) of the Articles of Association of the Bank, the quorum for a meeting of shareholders is the presence in person or by proxy or otherwise, at such meeting any ten (10) shareholders together holding not less than twenty per centum (20%) of the issued shares in the Bank.

C. PAYMENT OF DIVIDEND

- (1) For the purpose of payment of the proposed final dividend the “Dividend Entitlement Date” shall be 29th May 2020 and the “Ex-dividend Date” shall be 01st June 2020. Any changes to these dates will be announced in due course.
- (2) All provisions in the Circular to Shareholders dated 5th March 2020 shall apply for proposed cash and the scrip dividend, if approved by the shareholders.
- (3) In the event the dividend cheques cannot be posted due to any disruption of the postal services, the shareholders who have not given their account numbers/dividend instructions, could visit any of the nearest HNB Branch to obtain the cash dividend payment by cheque. Such shareholders should produce the identification and address verification details enabling the Bank officers to issue the cheques to them. However, if the postal services resume its normal services, then all such dividend cheques will be posted.

D. NOTICE OF THE ANNUAL GENERAL MEETING SCHEDULED FOR 30TH MARCH 2020

Please read the Notice of Annual General Meeting dated 20th February 2020, which is already with you, together with this Supplementary Notice.

The Notice of Annual General Meeting dated 20th February 2020 is amended by this Supplementary Notice only with regard to the date, time and modalities relating to attendance and conduct of business as contained therein.

By Order of the Board of Hatton National Bank PLC,

KAL THUSHARI RANAWEERA (MRS.)
DEPUTY GENERAL MANAGER (LEGAL)/BOARD SECRETARY

23rd April 2020

Note: For any queries regarding this Supplementary Notice, please contact (Miss) Shiromi Halloluwa (Head of Legal) on 0094 11 2661856 (Mrs) Chintha Fernando on 0094 11 2661938 or (Mrs) Swarni Liyanapathirana on 0094 11 2661941, during normal office hours (8.30 a.m. to 5.00 p.m)