

NOTICE OF MEETING

Notice is hereby given that the Eleventh (11th) Annual General Meeting of National Development Bank PLC (the Bank) will be held at the Auditorium of Development Holdings (Pvt) Ltd., 3rd Floor, NDB EDB Tower, No. 42, Navam Mawatha, Colombo 2 at 10.00 a.m. on Wednesday the Thirtieth (30) day of March, Two Thousand and Sixteen (2016) 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 2015.
2. To re-elect D S P Wikramanayake, as a Director in terms of Article 42 of the Articles of Association of the Bank.
3. To reappoint N G Wickremeratne in terms of Article 44 (2) of the Articles of Association of the Bank.
4. To reappoint D M R Phillips in terms of Article 44 (2) of the Articles of Association of the Bank.
5. To reappoint K D W Ratnayaka in terms of Article 44 (2) of the Articles of Association of the Bank.
6. To reappoint Messrs Ernst & Young, Chartered Accountants, as Auditors of the Bank as set out in Section 154 of the Companies Act No. 07 of 2007 and Section 39 of the Banking Act No. 30 of 1988 (as amended) and to fix the fees and expenses of such Auditors.
7. To determine the aggregate remuneration payable to Non-Executive Directors including the Chairman in terms of Article 58 of the Articles of Association of the Bank and to authorize 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. 07 of 2007.
8. To authorize the Board of Directors to determine donations for the financial year 2016 under the Companies Donations Act No. 26 of 1951.

By Order of the Board,



Shehani Ranasinghe
Company Secretary

12 February 2016
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.
2. A proxy holder need not be a shareholder of the Bank.
3. The Form of Proxy is sent herewith. The completed Form of Proxy must be deposited at the Head Office of the Bank, at No. 40, Navam Mawatha, Colombo 2 not later than 24 hours prior to the time appointed for the holding of the meeting in accordance with Article 29 of the Articles of Association of the Bank.
4. Shareholders/Proxy holders attending the meeting are requested to bring their National Identity Cards.