

PLEASE STAPLE THE CHEQUE/BANK DRAFT HERE

NATIONS TRUST BANK PLC (PQ 118) – DEBENTURE ISSUE

Nations Trust Bank PLC was incorporated on 21st January 1999 under the provisions of the Companies Act No. 17 of 1982 and was re-registered under the Companies Act No.7 of 2007 on 14th February 2008. Nations Trust Bank commenced its business operation as a licensed commercial bank regulated under the Banking Act No. 30 of 1988 (as amended) on the 18th May 1999. It was listed on the Main Board of the Colombo Stock Exchange in May 1999

Issue Opens	01	11	2016
Issue Closes	21	11	2016
Earliest Closing	01	11	2016
Date	DD	MM	2016

Master serial No (For Official Use only)
Banker's /Stockbroker's (for Official Use Only)

APPLICATION FORM

INITIAL ISSUE OF THIRTY MILLION (30,000,000) LISTED RATED UNSECURED SUBORDINATED REDEEMABLE DEBENTURES OF LKR 100 EACH WITH AN OPTION TO ISSUE UP TO A FURTHER TWENTY MILLION (20,000,000) OF THE SAID DEBENTURES IN THE EVENT OF AN OVERSUBSCRIBING OF THE INITIAL ISSUE UP TO A MAXIMUM OF FIFTY MILLION (50,000,000) DEBENTURES PAYABLE IN FULL ON APPLICATION.

To: Board of Directors – Nations Trust Bank PLC, No. 242, Union Place, Colombo 02

I/We, the undersigned hereby apply for and request you to allot me/us the number of Debentures stated below as per the Prospectus dated 20th October 2016. The amount payable on application is attached herewith. I/We, hereby agree to accept the Debentures applied for or such smaller number as may be allotted to me/us, subject to the terms and conditions contained in the Prospectus. I/We irrevocably give me/our authority and consent to Deutsche Bank AG to act as my/our trustee subject to the terms and conditions stipulated in the Trust Deed 17th October 2016 entered into between Nations Trust Bank PLC and the said Trustee. I/We authorize you to procure my/our name(s) to be placed in the register of the holders of the above mentioned Debentures for such number of Debentures that may be allotted on the basis of acceptance by Nations Trust Bank PLC.

Please use block capitals and read Instructions on the reverse carefully.

DEBENTURES TYPES (PLEASE TICK (✓) ONE TYPE ONLY)			
TYPES OF DEBENTURES	INTEREST RATE	TERM OF DEBENTURES	
Type A	Fixed interest rate of 12.65% payable semi annually (AER 13.05%)	5 Years	
Type B	Fixed interest rate of 12.80% payable annually (AER 12.80%)	5 Years	
Type C	Floating interest rate of six (6) Months gross Treasury Bill Rate + 1.50% payable semi annually	5 Years	

NUMBER OF DEBENTURES Minimum of 100 Debentures and in multiples of 100 Debentures thereof	PRICE (LKR)	TOTAL AMOUNT TO BE PAID (LKR)
00	100/-	0000

MODE OF PAYMENT – CHEQUE/BANK DRAFT/ BANK GUARANTEE /RTGS DETAILS			
(PLEASE TICK (✓) AS APPROPRIATE)		NAME OF BANK	CHEQUE/BANK DRAFT/BANK GUARANTEE DETAILS
CHEQUE <input type="checkbox"/>	BANK DRAFT <input type="checkbox"/>	BANK GUARANTEE <input type="checkbox"/>	RTGS <input type="checkbox"/>

The allotted Debentures would be credited to the CDS account specified below. (Please refer instructions overleaf)

CDS ACCOUNT NO.	-	-	-
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SOLE/FIRST APPLICANT				JOINT APPLICANT			
STATUS (MR./MRS./MS./OTHER)				1		2	
FULL NAME/ NAME OF CORPORATE BODY				1		2	
ADDRESS				1		2	
CONTACT DETAILS				1		2	
NIC NO./ COMPANY REG. NO/ PASSPORT NO				1		2	
NATIONALITY PLEASE TICK (✓) AS APPROPRIATE	SRI LANKAN	OTHER		1	SRI LANKAN	OTHER	
				2	SRI LANKAN	OTHER	
RESIDENCY IN SRI LANKA (PLEASE TICK (✓) APPROPRIATE)	RESIDENT	NON - RESIDENT		1	RESIDENT	OTHER	
				2	RESIDENT	OTHER	
NAME, ADDRESS AND SIGNATURE OF FINANCIER							

REFUND PAYMENT INSTRUCTIONS	DIRECT TRANSFER - SLIPS	DIRECT TRANSFER - SIA	CHEQUES TO BE SENT BY ORDINARY MAIL TO THE ADDRESS INDICATED ABOVE
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BANK CODE	BRANCH CODE	ACCOUNT NUMBER

DECLARATION IN TERMS OF THE PROVISIONS OF THE EXCHANGE CONTROL ACT	
TICK (✓) ONE BOX ONLY	For Sri Lankan Citizens resident in Sri Lanka, and Corporate Bodies Incorporated in Sri Lanka in terms of the provisions of the Exchange Control Act I/We, the Applicant(s) of the above mentioned debentures hereby declare that I am/ we are a citizen(s) of and resident in Sri Lanka and I am/ we are not acting as nominee(s) of any person(s) resident outside Sri Lanka
	For Non-resident and Non citizens in terms of the provisions of the Exchange Control Act I/We, the Applicant(s) of the abovementioned Debenture hereby declare that, I am/we are resident outside Sri Lanka and that, I/We have made the remittance as stipulated by the Controller of Exchange. A confirmation/endorsement from my /our bank to such effect is attached to this Application.

SIGNATURE(S) OF APPLICANT(S)	SOLE/FIRST APPLICANT	JOINT APPLICANT (1)	JOINT APPLICANT (2)

INSTRUCTIONS

- **All Applicants should indicate their respective CDS account number in the Application Form**
- Any Application which does not carry a valid CDS account number or indicates a number of a CDS account which is not opened at the time of the closure of the subscription list or which indicates an inaccurate/incorrect CDS account number will be rejected and no allotment will be made
- If you wish to open a CDS account, you may do so prior to make the Application through any Member/Trading Member of the CSE as set out in Annex B or through any Custodian Bank as set out in Annex B of the prospectus.
- **The allotted Debentures would only be credited to the Applicant's CDS account.**
- **NO DEBENTURE CERTIFICATE WILL BE ISSUED**

(1) HOW TO APPLY

- (i) The Application Form must be completed in **FULL** in **BLOCK CAPITALS**.
- (ii) Please tick (✓) in the boxes appropriate to you.
- (iii) In the event a particular section in this Application Form is not applicable, **please indicate "N/A" in the relevant section.**
- (iv) All Applicants should meet the eligibility criteria set out under section 6.1 in the prospectus
- (v) Applications should be made on the Application Form, issued with the Prospectus. Application Forms will be made available from the collection points listed in Annexure B of the prospectus and can also be downloaded from www.cse.lk and www.nationstrust.com exact sized photocopies of the original Application Form will also be permissible. **Care must be taken to follow the instruction given in the Application Form.**
- (vi) Applicants should subscribe to a minimum of One Hundred (100) Debentures (LKR 10,000/-) and multiples of One Hundred (100) Debentures (LKR 10,000/-) thereafter.
- (vii) Applications which do not strictly conform to instructions and the other conditions set out herein or which are incomplete or illegible may be rejected.
- (viii) Applicants should apply only for one Type of Debentures (i.e. either Type A or Type B or Type C Debentures) under one Application Form. In the event an Applicant wishes to apply for more than one Type of Debentures, separate Application Forms should be used. Once an Application Form has been submitted for a particular Type of Debentures, it will not be possible for an Applicant to switch between the Types of Debentures. More than one Application submitted by an Applicant under the same Type of Debentures will not be accepted. If more than one Application Form is submitted for one Type of Debentures from a single Applicant, those would be construed as multiple Applications and the Bank reserves the right to reject such, multiple Applications or suspected multiple Applications.
- (ix) If the ownership of the Debentures is desired in the name of one Applicant, full details should be given only under the heading **SOLE/FIRST APPLICANT** in the Application Form. In the case of joint Applicants, the signatures and particulars in respect of all Applicants must be given under the relevant headings in the Application Form.
- (x) An Applicant of a joint Application will not be eligible to apply through a separate Application Form either individually or jointly. Such Applicants are also deemed to have made multiple Applications and will be rejected.
In the case of joint Applications, the refunds (if any), interest payments and the Redemption will be remitted in favour of the First Applicant as identified in the Application Form.
- (xi) The Bank shall not be bound to register more than three (03) natural persons as joint holders of any Debentures (except in the case of executors, administrators or heirs of a deceased member).
- (xii) Applications by Companies, Corporate bodies, Societies, approved provident funds, Trust Funds and Approved Contributory Pension Schemes registered/ incorporated/ established in Sri Lanka should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the Debentures and should be made under their common seal or in any other manner as provided by their article of association or such other constitutional document of such Applicant or as per the statutes governing them. In the case of approved Provident Funds, Trust Funds and Approved Contributory Pension Schemes, the Applications should be in the name of the Trustee/Board of Management.
- (xiii) **All Applicants should indicate in the Application for Debentures, their CDS account number.**
- (xiv) In the event the name, address or NIC number/passport number/company registration number of the Applicant mentioned in the Application Form differ from the name, address or NIC number/passport number/company registration number as per the CDS records, the name, address or NIC number/company registration number as per CDS records will prevail and be considered as the name, address or NIC number/passport number company registration number of such Applicant. Therefore Applicants are advised to ensure that the name, address or NIC number/passport number company registration number mentioned in the Application Form tally with the name, address or NIC number/passport number company registration number given in the CDS account as mentioned in the Application Form. Application Forms stating third party CDS accounts, instead of Applicants' own CDS account numbers except in the case of margin trading, will be rejected.
- (xv) Applicants who wish to apply through their margin trading accounts should submit the Application Forms in the name of the "Margin provider /Applicants name" signed by the margin provider, requesting direct deposit of the Debentures to the Applicant's margin trading account in CDS. The margin provider should indicate the relevant CDS account number relating to the margin trading account in the Application Form. A photocopy of the margin trading agreement must be submitted along with the Application.
- (xvi) Margin providers can apply under their own name and such Applications will not be construed as multiple Applications.
- (xvii) Application Forms may be signed by a third party on behalf of the Applicant(s) provided that such person holds the power of Attorney (POA) of the Applicant(s). A copy of such POA certified by a notary Public as "True Copy" should be attached with the Application Form. **Original of the POA should not be attached.**

- (xviii) Funds for the investment in Debentures and the payment for the Debentures by Non-Resident(s): institutional investors, corporate bodies incorporated outside Sri Lanka, individuals resident outside Sri Lanka and Sri Lankans resident outside Sri Lanka should be made only out of funds received as inward remittances or available to the credit of "Securities Investment Account" (SIA) of the Non-Resident Applicants Opened and maintained in a licensed commercial bank in Sri Lanka in accordance with directions given by the Controller of Exchange in that regard to licensed commercial banks.

- (xix) Further All Non Resident Investors should indicate their SIA account no in the Application form. **An endorsement by way of a letter by the licensed bank in Sri Lanka in which the Non-Resident Applicant maintains the SIA, should be attached to the Application Form to the effect that such payment through bank draft/bank guarantee/RTGS has been made out of the funds available in the SIA.**

- (xx) Non-Resident(s): institutional investors, corporate bodies incorporate outside Sri Lanka, individual resident outside Sri Lanka and Sri Lankans resident outside Sri Lanka should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for Debentures and may be affected by the laws of the jurisdiction of their residence. If the Non-Resident Applicants wish to apply for the Debentures, it is their responsibility to comply with the laws relevant to the jurisdiction of their residence and of Sri Lanka.

(2) MODE OF PAYMENT

- (i) Payment in full for the total value of Debentures applied for should be made separately in respect of each Application either by cheque/s, bank draft/s or bank guarantee drawn upon any licensed commercial bank operating in Sri Lanka or RTGS transfer directed through any licensed commercial bank operating in Sri Lanka, as the case may be, subject to (ii) below.
- (ii) Payments for Applications for values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-) should be supported by a
 - Bank guarantee issued by a licensed commercial bank or
 - Multiple Bank drafts drawn upon any commercial bank operating in Sri Lanka or
 - RTGS transfer with value on the issue opening date
- (iii) Cheques or bank drafts should be made payable to **"Nations Trust Bank PLC – Debenture Issue 2016"** and crossed "Account Payee Only", and must be honoured on the first presentation.
- (iv) In case of RTGS transfers, such transfers should be made to the credit of **"Nations Trust Bank PLC – Debenture Issue 2016" bearing the account number 1000 6000 4184 at Nations Trust Bank PLC, Corporate Branch** with value on the issue opening date (i.e the funds to be made available to the above account on the issue opening date)
The applicant should obtain a confirmation from the Applicant's bank, to the effect that arrangement have been made to transfer payment in full and should be attached to the Application Form. For such RTGS transfers, an interest of 4.00% will be paid from the date of such transfers up to the Date of allotment to the respective investors. If any transfers are effected prior to the Issue Opening Date, no interest will be paid for the period prior to the Issue Opening Date. No interest will be paid if the RTGS transfers are not realized before the end of Closure Date.
- (v) In case of bank guarantees, such bank guarantees should be issued by any licensed commercial bank in Sri Lanka in favour of **"NATIONS TRUST BANK PLC – DEBENTURE ISSUE 2016"** in a manner acceptable to the Bank, and be valid for a minimum of One month from the issue Opening Date, and should be paid unconditionally and immediately on being claimed by the registrar.
- (vi) All cheques/bank drafts received in respect of the Applications for Debenture will be banked commencing from the Business Day immediately following the Closing Date. Cheques must be honoured on first presentation for the Application to be valid.
- (vii) Please refer Section 6.4 and 6.5 of the prospectus for further details.

(3) FORWARDING COMPLETED APPLICATIONS

- (i) Application Forms properly filled in accordance with the instructions thereof together with the remittance for the full amount payable on Application should be enclosed in an envelope marked **"NATIONS TRUST BANK PLC – DEBENTURE ISSUE 2016"** on the top left had corner in capital letters and dispatched by post or courier or delivered by hand to the Registrars to the Issue or any collection points mentioned in Annexure B of the Prospectus.
- (ii) Applications sent by post or courier or delivered to any collection points in Annexure B of the Prospectus should reach the office of the registrars to the Issue; **SSP Corporate Services (Pvt) Ltd, No.101, Inner Flower Road, Colombo 03. (Tel +94 11 2 573894,+94 11 2 576871)** at least by 4.30 p.m. on the following Business Day immediately upon the Closure Date. Applications received after the said period will be rejected even though they have been delivered to any of the said collection points prior to the Closure Date or carry a postmark dated prior to the Closure Date.
- (iii) Applications delivered by hand to the Registrars to the Issue after the Closure Date of the Issue will also be rejected.

(4) REFUNDS ON APPLICATIONS

Refunds on Applications rejected or partly allotted Debentures would be made within ten (10) Market Days (from the Closure Date).
In the event accurate details have been provided refunds will be made via electronic funds transfer modes and refunds on payments via SIA accounts will be made only via SIA accounts. Please refer Section 6.7 of the Prospectus for further details.

PLEASE REFER PROSPECTUS FOR FURTHER DETAILS. APPLICATIONS NOT MADE IN LINE WITH INSTRUCTIONS WILL BE REJECTED.