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2023 අප්‍රේල් මස 24 දිනදී ය.

"Subject to direction 3(6)(iv) of the Corporate Governance Direction No.12 of 2007 and such other Regulatory requirement that may be imposed on licensed specialized banks from time to time, Articles 6(1)(i) and (ii) of the Articles of Association, and without prejudice to Article 6(9), the composition of the directors shall be as follows.

- (a) Three or one third of the total number of directors (whichever is greater) appointed by the board as Non-Executive Independent Directors in conformity with the Banking Act.
- (b) Investor Director/s appointed in terms of Article 6(1A)
- (c) The remaining directors may be elected by the shareholders"

➤ 2.2 - Article 6(9)(i)

It is hereby resolved that Article 6(9)(i) of the Articles of Association be amended;

- (i) By adding "Subject to direction 3(2)(iii) of the Corporate Governance Direction No.12 of 2007 and such other Regulatory requirement that may be imposed on licensed specialized banks from time to time" (To include in the beginning of the Article)
- (ii) By replacing the word "shall" by "may" between the words the "Board" and "appoint"
- (iii) By replacing the word "its" by "an" between the words "as" and "Executive Director"

Accordingly Proposed Article 6(9)(i) will be read as follows;

"Subject to direction 3(2)(iii) of the Corporate Governance Direction No.12 of 2007 and such other Regulatory requirement that may be imposed on licensed specialized banks from time to time, the board may appoint an employee of the Company who has been recommended by the Nomination Committee as an Executive Director".

➤ 2.3 - Article 6(9)(ii)

It is hereby resolved that Article 6(9)(ii) of the Articles of Association be amended ;

- (i) by adding "One of" (To include in the beginning of the Article)

Accordingly Proposed Article 6(9)(ii) will be read as follows.

"One of the Executive Directors shall be the chief executive officer of the Company and shall function as the apex executive in charge of the day-to-day management of the Company's operations and business".

➤ 2.4 - Article 6(9)(iii)

It is hereby resolved that Article 6(9)(iii) of the Articles of Association be amended;

- (i) By replacing the word "Director" by "Directors"
- (ii) By replacing the words "him" by "them" between the words "between" and "and the Board"
- (iii) By replacing the word "His remuneration" by "Such remunerations".

Accordingly Proposed Article 6(9)(iii) will be read as follows;

"The Executive Directors shall be paid such remuneration as may be agreed between them and the board. Such remunerations may be by way of salary, commission, participation in profits or any combination of these methods or any other method of fixing remuneration."

➤ **2.5 - Article 6(9)(iv)**

It is hereby resolved that Article 6(9)(iv) of the Articles of the Association be amended;

- (i) By replacing the word "Executive Director" by "Executive Directors"
- (ii) By replacing the word "Managing Director" by "Executive Directors"
- (iii) By replacing the word "the" by "such" between words "exercise of" and "power"

Accordingly Proposed Article 6(9)(iv) will be read as follows;

"The board may delegate to the Executive Directors, subject to any conditions or restrictions which they consider appropriate, any of their powers which can be lawfully delegated. Any such delegation may at any time be withdrawn or varied by the board. The delegation of a power of the board to the Executive Directors does not prevent the exercise of such power by the board, unless the terms of the delegation expressly provide otherwise."

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Proposed Amendments Related to the Deputy Chairperson

It is hereby resolved that to introduce Article 6 (7A) subsequent to the Article 6(7) of the Articles of the Association of the Bank.

➤ **Article 6 (7A)**

New Article 6(7A) will be read as follows;

"(i) The Directors shall elect one of their members other than the Executive Directors (if any) as the Deputy Chairperson on such terms as they think fit and determine the period for which such Director is to hold such office. A Director so appointed may be removed from such office at the absolute discretion of the Board and the appointment shall also cease, if he / she ceases for any cause to be a Director.

(ii) The Deputy Chairperson shall,

- (a) in the absence of the Chairperson preside as Chairperson at meetings of the Board.
- (b) assist the Chairperson in the carrying out of his functions specified in Article 6(7) above.
- (c) encourage and facilitate all directors to make active contributions through their participation at Board Committees.
- (d) discharge any other Non-Executive duties assigned and / or documented by the Chairperson or the Board"

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