CARGILLS BANK LIMITED

SUPPLEMENTARY NOTICE OF CHANGE OF METHOD OF HOLDING THE ANNUAL GENERAL MEETING ("AGM")

To: The Shareholders of Cargills Bank Limited ("the Bank")

Further to our notice dated 12th May 2021 on the postponement of the 9th Annual General Meeting (AGM) of Cargills Bank Limited, which was re-scheduled for 28th June 2021 at 10 a.m. at the Sri Lanka Foundation Institute No.100 Padanama Mawatha, Independence Square, Colombo 07, due to the developments in the country relating to COVID19.

In view of the strict social distancing guidelines issued by the public health authorities of the Government of Sri Lanka in response to the current COVID-19 outbreak, the Board of Directors of Cargills Bank Limited has decided to host the AGM on 28th June 2021 at 10 a.m., as a virtual (online via the internet) assembly with the quorum necessary to conduct the business of the meeting. Depending on the restrictions in place on the day of the meeting, the Directors (to the extent permissible) and officials required to conduct the meeting, retain the discretion to meet in person at a mutually acceptable venue for purposes of attending the meeting virtually. The business to be transacted at the meeting would be the same as that mentioned in the Notice of Meeting dated 25th March 2021, which has already been sent to you.

Shareholders are hereby requested to participate at the AGM virtually via Zoom App by submitting the registration details as set out in Annexure I not less than 48 hours prior to the commencement of the meeting. Upon receipt of the registration details, the Bank will email/issue virtual attendance log-in/voting link information to the registered shareholders/proxies, to enable them to attend the AGM online via the internet.

The guidelines and registration process for the Annual General Meeting via online meeting platform is set out in Annexure II.

Shareholders are entitled to appoint a proxy holder or a representative (in the case of corporates) to participate (on-line) on his/her/its behalf. A proxy holder need not be a shareholder of the Bank. Form of Proxy should be either addressed to the Company Secretary or posted or hand delivered to the registered office of the Bank at No: 696, Galle Road, Colombo - 03; or scanned and emailed to the email address amendra.d@cargillsbank.net not less than 48 hours prior to the commencement of the meeting. Shareholders can send in their queries, if any, to amendra.d@cargillsbank.net.

By Order of the Board

(Sgd.)
Amendra de Silva
Company Secretary
CARGILLS BANK LIMITED

9th June 2021
Colombo

Notes:

i. Shareholders who wish to participate in the Annual General Meeting through the online platform are kindly requested to complete and forward the "Annexure I – Registration of Shareholder details" attached hereto with scan of the signed document to the email address amendra.d@cargillsbank.net with the email subject title "Annual General Meeting – Cargills Bank Limited" or deliver it to the registered office to be received not less than 48 hours before the commencement of the meeting. Shareholders are requested to provide their email address legibly in the space provided in "Annexure I" in order to forward the web link if they wish to participate at the meeting through the online platform.

ii. Voting on the items listed in the Agenda will be registered by using an online platform and the procedure to be followed when voting will be explained to the shareholders prior to the commencement of the meeting.

iii. Shareholders who wish to appoint a Director as his/her proxy to represent them at the AGM may do so by completing the Form of Proxy. In such event the email address of the proxy holder will not be required.

iv. Shareholders may send their questions/ comments on the items listed in the Agenda of the Notice convening the AGM by email to amendra.d@cargillsbank.net to be received not less than 48 hours before the meeting.

v. The duly completed instrument appointing the proxy should be deposited at the registered office of the Bank or a scanned copy of the same should be emailed to amendra.d@cargillsbank.net to be received not less than 48 hours before the commencement of the meeting.

vi. Only registered shareholders and registered proxy holders will be permitted to log-in and participate in the AGM virtually.

vii. The Bank intends to proceed to hold the AGM as planned on 28th June 2021 irrespective of whether it is declared a public holiday since the aforesaid measures will enable full participation of the shareholders at the meeting.

viii. In the event the Bank is required to take any further action in relation to the Meeting in the best interests of the shareholders in the context of the COVID-19 pandemic, and/ or any communications, guidelines, directives or orders issued by the Government of Sri Lanka, notice of such action shall be given by way of a press notice.

Form of Proxy (Revised)

I/We……..of

…….....…….....

being a Member/ Members of Cargills Bank Limited hereby appoint ….....…….....….....….....…

.....…….....…

(holder of NIC No: …….....) of ..... or failing him/her;

Mr. Ranjit Page (Chairman of the Bank)	or failing him
Mr. Senarath Bandara (MD/CEO of the Bank)	or failing him
Mr. Prabhu Mathavan	or failing him
Mr. Faizal Salieh	or failing him
Mr. Richard Ebell	or failing him
Ms. Ruvini Fernando	or failing her
Ms. Marianne Page	or failing her
Mr. Yudhishtran Kanagasabai	

as my/our Proxy to represent me/us and to vote for on my/our behalf at the Ninth Annual General Meeting of the Bank to be held on 28th June 2021 and at any adjournment thereof and at every poll which may be taken in consequence thereof (Please indicate your preference with "√");

		For	Against
1.	To receive and consider the Annual Report of the Board of Directors and Statement of Audited Accounts for the year ended 31 December 2020 with Report of the Auditors thereon.		
2.	To re-elect as a Director Mr. Richard Ebell who retires by rotation in terms of Article 86 of the Articles of Association of the Bank.		
3.	To re-elect as a Director Ms. Ruvini Fernando who retires by rotation in terms of Article 86 of the Articles of Association of the Bank.		
4.	To re-appoint Messrs. KPMG, Chartered Accountants, as Auditors of the Bank for the ensuing financial year at a remuneration to be determined by the Directors.		

Signed on this …….day of.....2021

…….....
Signature/s of Shareholder/s

…….....……..……..
NIC/PP/ Co. Reg. No of Shareholder/s

NOTE:
1. A Proxy holder need not be a member of the Company.
2. Instructions as to completion of this form are given overleaf.

INSTRUCTIONS AS TO COMPLETION OF THE PROXY FORM

1. Please perfect the Form of Proxy by filling legibly your full name and address, by signing in the space provided and filling in the date of signature.

2. The completed Form of Proxy should be deposited at the registered office of the Bank, No: 696, Galle Road, Colombo - 03 or scan of the signed document emailed to amendra.d@cargillsbank.net with the subject title “Annual General Meeting – Cargills Bank Limited" not less than 48 hours before the time appointed for holding of the meeting.

3. If the Proxy Form is signed by an Attorney, the relevant Power of Attorney or a notarially certified copy thereof, should also accompany the completed Form of Proxy, if it has not already been registered with the Bank.

4. If the appointer is a Company or Corporation, this form must be executed under the Common Seal or in such other manner prescribed by its Articles of Association or other constitutional documents.

5. In the case of joint holders, only one need to sign. The vote of the senior holder who tenders a vote will alone be counted.

Annexure I

CARGILLS BANK LIMITED

9TH ANNUAL GENERAL MEETING 2021
REGISTRATION OF SHAREHOLDER DETAILS - ONLINE PARTICIPATION AT THE AGM 2021

To: Company Secretary
Cargills Bank Limited
696, Galle Road,
Colombo 03

1. Full Name of the Shareholder : ……..……..……..……...

……..…..……..

2. Shareholder's Address : ……..……....

……..…...…….

3. Shareholder's NIC No. / Passport No. / Co. Reg No.: ……..……...……..

4. Shareholder's Contact No. : (Residence) …… (Mobile) ……..……...

5. Shareholder's Email address : ……...……..……..

6. Name of the Proxy Holder : ……..……

6. Proxy holder's NIC No. / Passport No. / Co. Reg. No.: ……..……

7. Proxy holder's Contact No. : (Residence) ……. (Mobile) ……...……..

8. Proxy holder's E-mail address : ……..……

9. Participation at the AGM Via an online platform: YES /NO (strike off irrelevant word)

10. Name of Joint holder/s (If any) : (i) ……

(ii)…….

11. National Identity card number/s of Joint holder/s: (i)……..…. (ii) ..……..……..

……..	……..	……..
Shareholder's signature	1st Joint holder's signature	2nd Joint holder's signature
Date:	Date:	Date:

Note:

1) Shareholders are requested to provide their email address in the space provided in order to forward the Virtual AGM Zoom link and necessary instruction, if they wish to attend the AGM through the online platform.

2) In the case of a Company/Corporation, the Shareholder details form must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.

3) In the case of a Power of Attorney, the Shareholder Details Form signed by the Power of Attorney must be deposited at the Registered Office of the Company for registration.

Annexure II

CARGILLS BANK LIMITED
GUIDELINES AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING (AGM) VIA ONLINE MEETING PLATFORM

Shareholders / Proxy holders who wish to participate in the Annual General Meeting of Cargills Bank Limited to be held via an Online Meeting Platform (Virtual AGM), could do so by using a smart phone or a desktop computer.

If a Shareholder/Proxy holder intends to join the Virtual AGM via a smart phone, it is necessary for him/her to download the **"Zoom Mobile App"** onto his /her smart phone.

Similarly if a Shareholder/Proxy holder wishes to attend the Virtual AGM via a desktop computer, the link can be opened by downloading the **"Zoom Desktop App"** to the respective desktop computer (compatible web browser**: Google Chrome**).

1. Shareholder who wish to participate in the Virtual AGM of Cargills Bank Limited either by themselves or through their Proxies are requested to forward their details to the Company Secretary as per the attached **REGISTRATION FORM.**

2. The duly completed and signed **REGISTRATION FORM** should be delivered to the registered office No: 696 Galle Road, Colombo 03 or scanned copy should be emailed to amendra.d@cargillsbank.net with the email subject title "Annual General Meeting – Cargills Bank Limited" to be received not less than 48 hours before the commencement of the Meeting. If participation in the meeting through a Proxy, the duly completed and signed **FORM OF PROXY** should accompany the **REGISTRATION FORM.**

Note:

If a Proxy is appointed, the information set out in the **REGISTRATION FORM** pertaining to the Proxy holder should tally with the information indicated in the duly completed **FORM OF PROXY** submitted by the Shareholder.

3. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders' Register and accept the registrations for the Virtual AGM if it is satisfied with the request and supporting documents (if any).

Shareholders whose registration requests are accepted will receive an email confirmation from the Company acknowledging the acceptance of their request.

4. The Shareholders whose registration requests have been accepted will receive a further email from the Company 24 hours prior to the commencement of the AGM. This email will provide a web link for online registration referred to as "**Virtual AGM Registration**". If the Shareholder has appointed a valid Proxy this email will be forwarded to the relevant Proxy holder.

5. (i) The Shareholders / Proxy holders are requested to use the web link, which will be forwarded by the Company as referred to in 4 above and click on the "**Virtual AGM Registration**" in order to complete online registration for the Virtual AGM.

(ii) On clicking the link "**Virtual AGM Registration"**, Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their **first name, last name, email address, re- enter email address and NIC No. / Passport No. / Co. Reg. No** (In entering these details the participants are required to ensure that correct details as included in the **REGISTRATION FORM** referred to in 2 above are entered in the said online registration process, since any mismatch will be considered as an unsuccessful log in)

(iii) After successful completion of entering of the details as referred to in 5 (ii) above, the participants are requested to click on **"REGISTER"** which will be prompted on their screens enabling them to receive the meeting link.

6. The Shareholders who successfully complete their online registration as set out in 5 above, will receive the log in link for participation in the meeting referred to as **'Click here to Join the Virtual Meeting'** and credentials.

7. In order to join the Virtual AGM, participants are required to click on **'Click here to Join the Virtual Meeting'.** In some instances the system call for the credentials and if that is required, please enter the credentials to gain access to the Virtual AGM.

8. On completion of this process, you will be directed to the Virtual AGM Zoom Platform, where you can participate in the Virtual AGM.

It is recommended that the Shareholders / Proxy holders complete the process outlined in 5, 6, 7 and 8 above and join the AGM at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active fifteen (15) minutes before the time appointed for the commencement of the meeting.

9. Shareholders/Proxy holders may use the **Q & A** tab or the **Hand Raise (✋)** icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a pop up message to **unmute the microphones and to allow video options**.

10. After completion of the process outlined in 7 above in respect of all eligible Shareholders and Proxy holders, the Company will forward a separate email to the Shareholders / Proxy holders or representatives (as applicable) who are entitled to vote, providing a separate link to vote on all resolutions included in the Notice of Annual General Meeting dated 25th March 2021.

11. Shareholders / Proxy holders who intend participating in the meeting are requested to open the said link and be prepared to cast their vote when each resolution is taken up for voting by the Chairman. Participants are advised to **"refresh"** the voting page and cast the vote as per their discretion in the given space and click **"SUBMIT"** enabling the Company to receive the responses.

12. When declaring the voting on a resolution, Chairman will take in to account the voting of the Shareholders/ Proxy holders participating virtually.

13. **60 seconds** will be allocated for Shareholders/ Proxy holders to cast their vote in respect of each resolution.

14. The results will be processed and announced by the Chairman **30 seconds** after the end of the time slot allocated for voting.

15. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a mechanism similar to that referred to for voting, will be applicable. This will be moderated by the Chairman of the meeting.

It is advised to check the online AGM access at least 3 hours prior and also ensure that your devices have an audible sound system so that you could be participate in the AGM comfortably.