

APPLICATION FORM

(Please read carefully the instructions on the reverse and use CAPITAL LETTERS)

Merchant Bank of Sri Lanka & Finance PLC - Debenture Issue 2017

A public limited liability Company incorporated on 4 March 1982 under the Companies Ordinance No. 51 of 1938, listed on the Colombo Stock Exchange and presently registered under the Companies Act No. 07 of 2007.

Banker's / Stockbroker's Seal			
Issue Opening Date	20	April	2017
Issue Closing Date	12	May	2017
Earliest Closing Date	20	April	2017
Date			2017
Master Serial No (for office use only)			

Issue of Ten Million (10,000,000) Unsecured Subordinated Redeemable Debentures of LKR 100/- each with an option to Issue upto a further Ten Million (10,000,000) Debentures in the event of an over subscription of the initial Ten Million (10,000,000) Debentures (To be listed on the Colombo Stock Exchange)

To: The Directors – Merchant Bank of Sri Lanka & Finance PLC, Bank of Ceylon Merchant Tower, No. 28, St. Michael's Road, Colombo 3..

I/We, the undersigned hereby apply for and request you to allot to me/us the number of Debentures stated below on the above offer. The amount payable on application is enclosed 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 dated 06 April 2017. I/We irrevocably give my/our authority and consent to the Deutsche Bank, AG, Colombo Branch to act as my/our Trustee subject to the terms and conditions stipulated in the Trust Deed dated 03 April 2017 entered into between Merchant Bank of Sri Lanka & Finance PLC ("MBSL") 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 abovementioned Debentures of MBSL for such number of Debentures that may be allotted on the basis of acceptance by MBSL.

Number Of Debentures	PRICE (LKR) 100	Amount to be paid @ LKR 100 Per Debenture
0000000000		0000000000

Please select (✓) only one type of Debenture per application form

Type A - 5 Year Debentures carrying Interest @ 15% p.a payable Annually (AER 15%)	
Type B - 5 Year Debentures carrying Interest @ 14.5% p.a payable Bi-Annually (AER 15.03%)	
Type C - 5 Year Debentures carrying Interest at a floating rate payable Bi-Annually	

Mode of Payment (Please ✓ as appropriate)

	Name of Bank	Name of Branch	Cheque/Draft/Guarantee Number
Cheque			
Bank Draft			
Bank Guarantee			
RTGS			

CDS ACCOUNT NO.														

TITLE (Please circle as appropriate) (MR/MRS/MS/OTHER)	Sole/Primary Applicant												
Surname with Initials/ Name of Company/ Corporate Body													
Names Denoted by Initials													
Address													
NIC / Passport /Company reg. No.									Contact No.				
Nationality	Sri Lankan				Other				Residency In Sri Lanka	Resident		Non- resident	
TITLE (Please circle as appropriate) (MR/MRS/MS/OTHER)	First Joint Applicant						Second Joint Applicant						
Surname with Initials/ Name of Company/ Corporate Body													
Names Denoted by Initials													
Address													
NIC / Passport /Company reg. No.													
Contact No													
Nationality	Sri Lankan			Other			Sri Lankan			Other			
Residency in Sri Lanka	Resident			Non- Resident			Resident			Non- Resident			
Name & Address of the Financier (Margin Trading Only)													

Please provide accurate information to avoid delays in receipt of Refund payments

Refund payment instructions – Refer section 2.7 of the prospectus (Please tick (✓) as appropriate)	Direct Transfer Via SLIP		Crossed Cheque Sent Via Registered Post to the Sole/ Primary Applicant	
Details for Transfer Via SLIPS	Bank Name	Branch	Account Type	
In the event refunds are not to be made via SLIP please indicate "N/A" in the relevant section				
Bank Code		Branch Code		Account No

Declaration in terms of the Section 15 of the Exchange Control Act of Sri Lanka

TICK (✓) ONE BOX ONLY	I/We, the above applicant(s) of the above mentioned Debentures hereby declare that I/We are citizens of Sri Lanka and resident in Sri Lanka and I am/we are not acting as nominee(s) of any person (s) resident outside Sri Lanka.
	I/We, the above applicant(s) of the above mentioned Debentures being non-residents and non citizens, hereby declare that I /we have made the remittances enclosed out of funds authorized by the Controller of Exchange of Sri Lanka. Confirmation from the Bank to such effect is attached to this application.

SIGNATURE(S) OF APPLICANT(S)

Sole/Primary Applicant	First Joint Applicant	Second Joint Applicant

INSTRUCTIONS

1. Application must be completed in FULL in CAPITAL LETTERS.

- Please tick (✓) in the boxes appropriate to you.
- Applications must be made for a minimum of 100 Debentures. Applications in excess of the minimum subscription shall be in multiples of 100 Debentures. Only one type of Debentures should be applied per Application form. Investors may apply for Different types of Debentures on separate Application Forms using photocopies. Only one Application should be made by any person or entity in respect of the same type of Debentures. Multiple Applications for the same type of Debentures will be rejected.
- Applications will NOT be accepted from individuals under the age of 18 years, or in the names of sole proprietorships, partnerships or unincorporated trusts or non Corporate Bodies
- If the ownership of Debentures is desired in the name of one individual, full details should be given only under the heading SOLE/PRIMARY APPLICANT. In the case of joint applicants, the signatures and particulars in respect of all applicants must be given under the relevant headings.
- Joint Applicants should note that all parties of the Joint Application should either be residents of Sri Lanka or Non-Residents. An applicant of a Joint Application will not be entitled to send a separate Application either individually or jointly for the same type of Debentures.
- In the case of Applications made under Powers of Attorney a copy of the original Power of Attorney certified as "True Copy" by a Notary Public should be attached with the Application Form. **The original Power of Attorney should not be attached.**
- Applications by companies, corporations and other corporate bodies registered/incorporated/ established in Sri Lanka should be made under their common seal or in any other manner as provided by their Articles of Association or such other constitutional documents of such Applicants or as per the statutes governing them. In the case of approved Provident Funds, Trust Funds and approved Contributory Pension Schemes the Application should be in the name of the Trustees/Board of Management.
- Applicants must state his/her National Identity Card (NIC) Number and in the case of a corporate entity the Company Registration number must be given in the space provided. Passport Number of a Sri Lankan citizen is acceptable only when the NIC number is not available. Application forms which do not state the NIC, Passport or Company Registration No., as the case may be, will be rejected.
- Applicants must state their CDS Account Number correctly in the Application Form. Applicants who do not have a CDS Account are advised to open a CDS account prior to making the Application in order to facilitate the uploading of allotted Debentures to the CDS. Please note that upon the allotment of Debentures under this issue the allotted Debentures would be credited to the applicant's CDS account so indicated. Please note that Debenture certificates shall not be issued. Applications which do not carry the CDS account number, which is not opened at the time of the closure of the subscription list or which indicate an incorrect / inaccurate CDS account number shall be rejected, and no allotment will be made. You can open a CDS account through any Member/Trading Member of the CSE, set out in Annexure I or through any Custodian Bank set out in Annexure II of the Prospectus.
- Applicants, who wish to apply through their Margin Trading Accounts, should submit the Application signed by the Margin Provider, requesting a direct upload of shares to the CDS Margin Trading Account. The Margin Provider should indicate the relevant CDS account number relating to the Margin Trading Account in the space provided in the Application Form. A **True copy** of the Margin Trading Agreement should be **attached** with the Application.
- Margin Providers can apply under their own name and such Applications will not be construed as multiple Applications.
- Foreign Investors and Non-Resident Investors may be affected by the laws of the Jurisdiction of their residence. It is the responsibility of such Investors to comply with the laws relevant to their country of residence and the laws of Sri Lanka, when making an Application for subscription of the Debentures
- Foreign institutional investors including Country Funds, Regional Funds or Mutual Funds, Corporate Bodies incorporated outside Sri Lanka, Foreign citizens whether resident in Sri Lanka or outside Sri Lanka and Sri Lankan citizens resident outside Sri Lanka shall be made only out of the monies available to the credit of a Securities Investment Account (SIA) of such investor opened and maintained in a Licensed Commercial Bank in Sri Lanka in accordance with the directions given by the Controller of Exchange of Sri Lanka in that regard.

A confirmation from such licensed Commercial Bank in Sri Lanka stating that such payment has been made out of the funds available in the SIA of the Applicant maintained with the said bank, should be attached with the Application Form.

MODE OF PAYMENT

- Payment should be made only by way of cheque, bank draft, bank guarantee or RTGS transfers, as the case may be. An Application Form should be accompanied by a cheque, bank draft or bank guarantee, as the case may be, for the aggregate amount payable. Applications with two or more cheques, bank drafts or bank guarantees will be rejected in the event the Value of such Application is below Sri Lankan Rupees One Hundred Million (100,000,000). **Application Forms accompanied by cash will not be accepted.**
- Payments for Applications for values above and inclusive of Sri Lankan Rupees One Hundred Million (LKR 100,000,000/-) should be supported by either a;
 - Bank guarantee issued by a licensed commercial bank in Sri Lanka; or
 - Multiple bank drafts / cheques drawn upon any licensed commercial bank operating in Sri Lanka, each of which should be for values on the date of opening of the Issue, or
 - RTGS transfer with value on the date of opening of the Issue.Multiple cheques / Bank Drafts or RTGS transfers will not be accepted for Applications having a value of less than Sri Lankan Rupees One Hundred Million (LKR 100,000,000/-).
- Cheques and Bank Drafts should be drawn upon any licensed commercial bank in Sri Lanka and crossed "Account Payee Only" and made payable to "**MBSL- DEBENTURE ISSUE ACCOUNT**". The Bank Guarantees should be in a form acceptable to the Company/Managers and Registrars to the Issue and should be issued by a licensed commercial bank in Sri Lanka and payable on demand unconditionally to "**MBSL- DEBENTURE ISSUE ACCOUNT**". The format/s of the Bank Guarantee could be obtained from the office of the Managers & Registrars to the Issue.
- In case of RTGS transfers (only for Applications having values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), such transfers should be made to the credit of "**MBSL – DEBENTURE ISSUE ACCOUNT**" bearing the account number **0075345210 at Bank of Ceylon, Corporate Branch** with value on the date of opening of the issue (i.e. the funds should be made available to the above account on the date of opening of the issue). The Applicant should obtain a confirmation from the Applicant's bank, to the effect that arrangements have been made to transfer payment in full for the total value of Debentures applied for to the credit of "**MBSL – DEBENTURE ISSUE ACCOUNT**" bearing the account number **0075345210 at Bank of Ceylon, Corporate Branch** with value on the date of opening of the issue (i.e. the funds to be made available to the above account on the date of opening of the issue) and such confirmation should be attached with the Application Form
- As per the notice under the Exchange Control Act of Sri Lanka published in the Government Gazette (Extraordinary) No 1681/11 of 22nd November 2010 (as amended by Government Gazette (Extraordinary) No 1733/19 of 22nd November 2011) payment for the subscription of the Debentures by foreign investors and Non-Resident Sri Lankan citizens should be made only out of funds received as inward remittances through a Securities Investment Account (SIA) or funds available to the credit of a SIA of the foreign investor opened and maintained in a Licensed Commercial Bank in Sri Lanka in accordance with the directions given by the Controller of Exchange of Sri Lanka in that regard to licensed Commercial Banks. A confirmation from such licensed Commercial Bank in Sri Lanka to the effect that such payment has been made out of the funds available in the SIA of the Applicant maintained with the said bank should be attached with the Application Form.

Application Forms properly filled in accordance with the instructions thereof, together with the remittance (cheque, bank draft, bank guarantee or RTGS transfer confirmation as the case may be) for the full amount payable on Application should be enclosed in a sealed envelope marked "**MBSL DEBENTURE ISSUE**" and addressed and dispatched by post or courier or delivered by hand to the "Managers and Registrars to the Issue" at the following address:-

**Managers and Registrars to the Issue,
Merchant Bank of Sri Lanka & Finance PLC,
Corporate Advisory and Capital Markets Division,
Level 18, Bank of Ceylon Merchant Tower, 28,
St Michael's Road, Colombo 03.**

Application forms could also be handed over to any of the Collection Points set out in **Annexure I** of the prospectus

Applications sent by post or courier or delivered to any places mentioned in Annexure I (Collection Points) should reach the office of the Managers and Registrars to the Issue at least by 4.30 p.m. on the following working day immediately after the date of the closure of the subscription list. Applications received after the said period will be rejected even though they have been sent by courier or delivered to any of the Collection Points prior to the Closing date or carry a postmark dated prior to the Closing date.

PLEASE REFER PROSPECTUS FOR FURTHER DETAILS

APPLICATION FORMS WHICH ARE ILLEGIBLE OR INCOMPLETE OR NOT IN ACCORDANCE WITH PROVISIONS SET OUT IN THE PROSPECTUS OR THE ABOVE INSTRUCTIONS MAY BE REJECTED