

FOR THE USE OF CDS ACCOUNT HOLDERS

IMPORTANT: THIS DOCUMENT IS OF VALUE

Dialog Finance PLC

(Incorporated in Sri Lanka under the Companies Act No 17 of 1982 and re-registered under the Companies Act No. 7 of 2007)
Company Registration No. PB 765 PQ

PROVISIONAL LETTER OF ALLOTMENT

Issue of up to 8,616, 504 new ordinary voting shares at Rs 65.00 per share payable on or before 27 September 2021

IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER PROFESSIONAL ADVISOR

PROVISIONAL ALLOTMENT LETTER NO.	NAME AND ADDRESS OF PRINCIPAL SHAREHOLDER	ORDINARY VOTING SHARES HELD AS AT END OF TRADING ON 31 AUGUST 2021	NUMBER OF ORDINARY VOTING SHARES PROVISIONALLY ALLOTTED (08 FOR 101)	TOTAL AMOUNT PAYABLE ON PROVISIONAL ALLOTMENT AT RS. 65.00 PER SHARE

Name(s) of Joint Shareholder(s) (if any)

(1)	(2)
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Shareholders who have difficulty in receiving the documents or although received have difficulty in the physical transmission of the documents to the Registrar or wish to submit documents via email, are advised to follow the procedure given in www.dialogfinance.lk or www.cse.lk to apply for their respective Right Entitlement and for additional shares under the Rights Issue.

07 September 2021

Dear Shareholder(s)

- (i) As a registered shareholder of our Company (Dialog Finance PLC), you have been provisionally allotted your due entitlement of Eight (08) new ordinary voting shares for every One Hundred One (101) ordinary voting shares held by you as at end of trading 31 August 2021 (Entitlement) and the said Entitlement has been deposited to your CDS account through which your shares are held and for which the amount specified above is payable on acceptance through your Stockbroker/Custodian Bank. Therefore, Form of Acceptance (Form A) and the Form of Renunciation to CDS (Form B) will not be forwarded to you and will not be required to be completed. Fractions will be ignored for this purpose.
- (ii) If you wish to subscribe for the shares provisionally allotted to you or trade on your Entitlement (fully/partially), you may do so up to the Last Date of Renunciation to CDS (i.e.21 September 2021). Trading of the "Rights" shall commence on the fourth (4th) market day from and excluding the date of dispatch of Provisional Letter of Allotment (i.e.13 September 2021) and such trading shall continue throughout the period of renunciation to the CDS. Please contact your Stockbroker/Custodian Bank and provide the requisite instructions in this regard. If

you wish to accept and subscribe for your rights (partly/fully) thereafter, please submit the required remittance to your Stockbroker/Custodian Company not later than 4.30 p.m. on 24 September 2021 for onward transmission to the Registrars to the Issue, SSP Corporate Services (Pvt) Ltd.

- (iii) **ADDITIONALORDINARY VOTING SHARES** - If you wish to apply for additional ordinary voting shares over and above the shares provisionally allotted to you, which may be possible due to some shareholders not taking up their Entitlement under the Rights Issue, please refer the Notes and Instructions given in **FORM C - "APPLICATION FOR ADDITIONAL SHARES"**. **Please note that your payment for additional shares along with Form C must be sent to the Registrars to the issue, S S P Corporate Services (Pvt) Ltd.**
- (iv) **REMITTANCE** - If you wish to subscribe for your Entitlement (partly/fully), please submit the required remittance to your Stockbroker/Custodian Bank not later than 4.30 p.m. on 24 September 2021 for onward transmission to the Registrars to the Issue, S S P Corporate Services (Pvt) Ltd (please note, your subscription for your Rights Entitlement can **ONLY** be made through your Stockbroker/Custodian Bank). Please note that if you hold shares through multiple Stockbrokers / Custodian Banks the remittance for the shares fully/partially accepted will have to be made separately through the respective Stockbroker / Custodian Bank.

Foreign Investors/Non-resident shareholders may only invest through an Inward Investment Account (IIA) formerly known as Securities Investment Account (SIA) maintained with any commercial bank operating in Sri Lanka. Kindly ensure this is adhered to when forwarding the payment via your Stockbroker/Custodian Bank.

Non-resident shareholders are requested to enter their IIA number (from which the payment was made for the Rights Issue) in Form C – Application for Additional Shares in the space provided. Therefore, it is preferable that shareholders make the payment via the same IIA through which they remitted funds for their existing holding, for speedy repatriation of proceeds arising from any corporate action.

Please note that it is the responsibility of the Foreign Investors/Non-resident Sri Lankans to comply with laws relevant to the jurisdiction of their residency and of Sri Lanka.

- (v) **GENERAL** - If you wish to subscribe for your Entitlement (partly/fully), and the required remittance is not submitted to your Stockbroker/Custodian Bank by 4.30 p.m. the latest on 24 September 2021, the Rights Shares to which you are entitled to will be deemed to have been declined and you will not be entitled to such shares thereafter.

Please note that Applications for Additional Shares (Form C) forwarded via post and courier should reach the Registrars to the Issue by the Closing Date (i.e. Last Date for Acceptance and Payment) and any Application received after the said date will be rejected even though they carry a postmark dated prior to the Closing Date.

All correspondence sent via post in this regard should be addressed to **S S P Corporate Services (Pvt) Ltd, Registrars to the Issue, No.101, Inner Flower Road, Colombo 03** with the top left-hand corner of the envelope marked "**Dialog Finance PLC – Rights Issue**".

Important Dates

The Record Date and the Date of Provisional Allotment	31 August 2021
Dispatch of Provisional Letters of Allotment	07 September 2021
Date of Commencement of Trading of Rights	13 September 2021
Last Date of Renunciations to CDS / Acceptance via CDS	21 September 2021
Last Date for Acceptance and Payment	27 September 2021

Yours Faithfully,
By Order of the Board of
Dialog Finance PLC
(Sgd.)
S S P Corporate Services (Pvt) Ltd
Registrars to the Issue
No.101, Inner Flower Road,
Colombo 03.

Number of Additional Ordinary Voting Shares Applied For	Amount @ Rs. 65.00 per Share	Name of Bank/Branch	Cheque/Bank Draft No. /Bank Guarantee No. / SLIPS/RTGS Transfer	Date of SLIPS/RTGS Transfer

Any monies returnable to me/us should be made as indicated below: *(Tick as applicable)*

- By a cheque posted at my/our risk to the first address given below
- By a fund transfer through the Sri Lanka Inter Bank Payment System (SLIPS) to my/our Bank account number given below

BANK CODE				BRANCH CODE				ACCOUNT NO.																		

Please note that if the fund transfer through SLIPS is rejected by the Bank for any reason, a cheque will be posted at the risk of the shareholder to the first address given below.

I/We, further confirm as follows:

Full Name(s) of Shareholder(s) - Underline Surname(s)	NIC/Passport/Company Reg. No. (Passport No. is acceptable only if the NIC No. is not available)	Nationality	Occupation
(1) Mr./Mrs./Miss.			
(2) Mr./Mrs./Miss.			
(3) Mr./Mrs./Miss.			
Address:			
Telephone No:			

I/We, hereby declare that I am/we are:

- not resident outside Sri Lanka and not a company or corporation incorporated outside Sri Lanka and I am/we are not acquiring the shares as nominee of a person resident or company/corporation incorporated outside Sri Lanka.
- individual(s) resident outside Sri Lanka or a company/corporation incorporated outside Sri Lanka, and the remittance is made via my/our IIA, confirmation of which is annexed.

To be filled By Non-resident Shareholder Only.

I/We, being a Non-resident Shareholder/s give below my/our IIA No. through which payment/s for the Rights Shares is made.

IIA No.	Name of Bank/Branch	Bank and Branch Code
Signature(s)	(1)	(2)
		(3)

NOTES AND INSTRUCTIONS

- 1 If you wish to request for **additional ordinary voting shares over the ordinary voting shares provisionally allotted to you**, the allocation may be possible due to some shareholders not taking up their shares under the Rights Issue, please complete **FORM C: "APPLICATION FOR ADDITIONAL SHARES"**. You may forward the completed Form C either via email or a physical form along with the applicable remittance/remittance confirmation in the manner given below;

If you wish to make payment for additional shares via cheque/Bank draft;

Kindly forward the duly completed physical Application Form together with a **separate Cheque/Bank Draft for the exact amount payable for the number of shares applied** to reach **S S P Corporate Services (Pvt) Ltd, Registrars to the Issue at No.101, Inner Flower Road, Colombo 03** either via **post, courier or by hand** not later than 4.30 p.m. on 27 September 2021.

The remittance for additional ordinary voting shares to be made by Cheque/Bank Draft should be drawn upon any commercial Bank in Sri Lanka and payable to **"Dialog Finance PLC – Rights Issue"** and crossed **"Account Payee Only"**.

If you wish to make payment for additional shares via SLIPS/RTGS;

Kindly email a scanned copy of your duly completed Form C together with a clear scanned copy of your SLIPS/RTGS Bank confirmation to dialogfinance@ssp.lk not later than 4.30 p.m. on 27 September 2021 (being the Last Date for Acceptance and Payment).

If you wish to make the remittance in respect of shares subscribed under Form C via SLIPS/RTGS please make the payment to the Rights Issue Account given below:

Account Name	-	Dialog Finance PLC – Rights Issue
Account Number	-	001 – 950 – 000 - 291
Name of the Bank	-	Cargills Bank
Bank Code	-	7481
Branch/Code	-	01

Kindly ensure that the payment has been made and payment details have been duly entered on the form prior to emailing the form. Applications will not be acceptable in the event the amount deposited and the details in the Application Forms cannot be reconciled.

2. **Non-resident shareholders** may only invest through an Inward Investment Account (IIA) formerly known as Securities Investment Account (SIA) maintained with any commercial bank operating in Sri Lanka. Such applications must be accompanied by a letter from the respective commercial bank confirming the same.

Non-resident Shareholders are requested to enter their IIA Number in Form 'C' in the spaces provided. It is preferable that shareholders make the payment via the same IIA through which they remitted funds for their existing holding, for speedy repatriation of proceeds arising from any corporate action.

Please note that it is the Foreign Investors/Non-resident Sri Lankan's responsibility to comply with laws relevant to the jurisdiction of their residency and of Sri Lanka. Application Forms accompanying remittances, which are not in accordance with the instructions, will be rejected.

In case of remittance from an IIA for applications for additional ordinary voting shares, it is permissible for a holder of an IIA to send a Bank Guarantee with the **FORM C: "APPLICATION FOR ADDITIONAL SHARES"** instead of the actual payment of the shares. Once the number of shares to be allotted is determined by Dialog Finance PLC, the Registrars to the Issue shall claim the relevant amount/s due on the application from the Bank. This procedure is adopted to avoid foreign exchange losses on conversion.

The Bank Guarantee should be valid upto 10 October 2021.

3. Please ensure that you enter your CDS account number in the space provided in **FORM C: "APPLICATION FOR ADDITIONAL SHARES"**. The shares allotted to you will be directly deposited in your securities account in the CDS within 10 market days from the Last Date for Acceptance and Payment as **SHARE CERTIFICATES WILL NOT BE ISSUED** in line with the Directive issued by the Securities and Exchange Commission of Sri Lanka.

4. Any refunds in respect of rejected/partly rejected applications for ordinary voting shares will be dispatched as expeditiously as possible and in any event within 10 market days from the Last Date of Acceptance and Payment. In the event a refund is not made within this period, the applicant shall be entitled to interest calculated on the last quoted Average Weighted Prime Lending Rate (AWPLR) published by the Central Bank of Sri Lanka + 5%. If the applicant(s) has/have indicated details of his/her/their bank account in the application, the Company will make such refund payments to the bank account specified by the applicant via Sri Lanka Inter Bank Payment System (SLIPS) and payment advice shall be issued accordingly.

Refunds on payment made through IIA would be made to IIA only. Please enter the IIA number accurately in the space provided in Form C.

Please note that, if the fund transfer through SLIPS is rejected by the bank due to any reason, such refund payments would be made via a crossed cheque in favour of the applicant(s) and sent by ordinary post at his/her/their risk to the first address given above.

However, if the applicant(s) has/have not provided details of his/her/their bank account in the application, the refund payment will be made by a crossed cheque in favour of the applicant(s) and sent by ordinary post at his/her/their risk to the first address given above.

5. Where an application is signed under a Power of Attorney (POA), the original must be first registered with the Company Secretary /Registrar and a copy of same certified by Notary Public/ Commissioner of Oaths must be lodged with the Registrar to the Issue (either via post/courier/by hand or via email) along with the application.
6. In the case of Companies/Incorporated Bodies, the common seal (if available) shall be placed and duly attested as per the Articles of Association/Statute or in the absence of a common seal, two directors or a director and the company secretary shall sign this application as provided for in the Articles of Association/Statute.
7. In the event of an over-subscription, the Directors reserve the absolute right of accepting or rejecting any application in whole or in part.
8. **Application Forms accompanying remittances, which are not in accordance with these instructions, will be rejected.**
9. The application for additional shares should be directly made to the Company through the Registrars to the Issue **S S P Corporate Services (Pvt) Ltd, Registrars to the Issue at No.101, Inner Flower Road, Colombo 03**. The CDS will not accept/handle any applications for additional rights shares.
10. Cheques in respect of applications for additional ordinary voting shares received by the Registrar to the Issue physically will be banked only after the Last Date of Acceptance and Payment.