

DIALOG FINANCE PLC – RIGHTS ISSUE 2021

INSTRUCTIONS AND GUIDELINES

Dear Shareholders,

Taking into consideration the continuing health risk of COVID-19 and the well-being of shareholders, Dialog Finance PLC (the Company) has decided to upload templates of the Provisional Letter of Allotment (for both CDS and Ledger shareholders as applicable) to the websites of the Company, www.dialogfinance.lk and the CSE, www.cse.lk for the purpose of facilitating such shareholders to apply for the Rights Issue.

Shareholders (both CDS and Ledger) who wish to subscribe for the Rights Issue or trade their rights are strictly advised to follow the procedure given below.

Please contact the Registrars to the Issue, “S S P Corporate Services (Pvt) Ltd” on Telephone Nos. +94112573894, +94112576871, +94715320459, +94776384677 and +94719656300 during office hours, i.e., Monday to Friday between 8.30 a.m. and 5.00 p.m. for any assistance, including checking on your “Rights Entitlement”.

FOR CDS SHAREHOLDERS

- The shares provisionally allotted to CDS shareholders (Eight (08) new ordinary voting shares for every One Hundred One (101) ordinary voting shares) held as at end of trading on 31 August 2021 (Entitlement) will be directly deposited to the respective CDS account/s of shareholders for which the amount should be paid on acceptance. As such, the LETTER OF ACCEPTANCE AND REGISTRATION (FORM A) and the FORM OF RENUNCIATION TO CDS (FORM B) will not be forwarded to CDS shareholders and will not be required to be completed.
- Shareholders who do not receive the Provisional Letter of Allotment together with FORM C (APPLICATION FOR ADDITIONAL SHARES) via post can download a template of the Provisional Letter of Allotment and the FORM C from the website of the Company www.dialogfinance.lk or the CSE www.cse.lk. Please note that your Rights Entitlement cannot be viewed on this template and as such you are advised to kindly contact your Stockbroker/Custodian Bank or Registrars to the Issue, S S P Corporate Services (Pvt) Ltd on Telephone Nos. +94112573894, +94112576871, +94715320459, +94776384677 and +94719656300 during office hours, i.e. Monday to Friday between 8.30 a.m. and 5.00 p.m. or send an email to dialogfinance@ssp.lk to know your Rights Entitlement prior to applying for the Rights Issue.
- If you wish to subscribe for your Rights entitlement (partly or 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 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 Stockbrokers/Custodian Banks.
- CDS Account Holders who wish to trade on their Rights Entitlement, may do so up to 21 September 2021 (being the Last Date of Renunciation to CDS). Please contact your Stockbroker/Custodian Bank and provide the requisite instructions not later than 4.30 p.m. on 21 September 2021 (being the Last Date of Renunciation to CDS) in the event you are not familiar with the process.
- 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.
- If you wish to subscribe for your rights (partly/fully) thereafter, please submit the required remittance to your Stockbroker/Custodian Bank not later than 4.30 p.m. on 24 September 2021.
- If you are applying for additional shares please follow the instructions provided under FORM C – APPLICATION FOR ADDITIONAL SHARES” section of this document.

FOR LEDGER SHAREHOLDERS

- Provisional Letter of Allotment and other required forms (FORM A, FORM B and FORM C) can be downloaded from the website of the Company www.dialogfinance.lk or the CSE www.cse.lk . Please note that your Rights Entitlement cannot be viewed on this template and as such you are advised to kindly contact your Stockbroker/Custodian Bank or Registrars to the Issue, S S P Corporate Services (Pvt) Ltd on Telephone Nos. +94112573894, +94112576871, +94715320459, +94776384677 and +94719656300 during office hours, i.e. Monday to Friday between 8.30 a.m. and 5.00 p.m. or send an email to dialogfinance@ssp.lk to know your Rights Entitlement prior to applying for the Rights Issue.
- If you wish to apply for your Rights Entitlement (partly or fully) and make payment for your rights entitlement via cheque/bank draft only kindly forward the duly completed physical Application Form (Form A) 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. Each Letter of Acceptance and Registration should be accompanied by a single cheque/bank draft for the exact amount payable for the number of shares accepted.
- The remittance for 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 apply for your Rights Entitlement (partly or fully) and make payment for your rights entitlement via SLIPS/RTGS transfer only, kindly email a scanned copy of your duly completed Form A 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 A 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 to make the requisite payment and duly include ALL payment details in FORM A prior to emailing the Form as applications will not be acceptable in the event the amount deposited and the Form A cannot be reconciled.
- Where an Application is signed under a Power of Attorney (POA), the original must be first registered with the Company Secretary and a copy of the same, certified by Notary Public/ Commissioner of Oaths must be lodged with the Registrars to the Issue (either via post/courier/by hand or via email) along with the application.
- Please note that separate payments need to be made for each individual application for the exact number of shares applied for and in the event you are applying for any additional shares as well.
- Foreign Investors/Non-resident Sri Lankans 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 same.

- 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.

Submission of FORM A (only applicable to Ledger Shareholders)

- In the event you wish to submit your Application in physical form, the duly completed physical Application Form (Form A) together with a cheque/bank draft for the exact amount payable for the number of shares applied should be forwarded to Registrars to the Issue not later than 4.30 p.m. on 27 September 2021 (being the Last Date for Acceptance and Payment) to the following Address.

S S P Corporate Services (Pvt) Ltd
Registrars to the Issue
No.101, Inner Flower Road
Colombo 03

- In the event you wish to email your Application Form, a scanned copy of the duly completed Application Form (Form A) together with a clear scanned copy of your SLIPS/RTGS bank confirmation should be emailed to dialogfinance@ssp.lk not later than 4.30 p.m. on 27 September 2021 (being the Last Date for Acceptance and Payment).
- **Applications will not be accepted in the event the amount deposited and the details in Form A cannot be reconciled.**
- Please note that Application Forms 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 via post or courier will be rejected even though they carry a postmark dated prior to the Closing Date.
- If you have a CDS account, but your existing shareholding is not lodged in the CDS, and you wish to trade on your Rights entitlement either fully or partly, you are advised to complete Form B "Form of Renunciation to CDS", in its entirety and send physically/ e-mail the scanned Form to the Registrars to the Issue via dialogfinance@ssp.lk to facilitate the Registrar to forward same to the CDS, for uploading your Rights Entitlement to your CDS Account (during the Renunciation period).
- Upon lodgement set out above, if you wish to subscribe for your rights entitlement (partly / fully), thereafter, 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.
- If you are applying for additional shares please follow instructions provided under FORM C- "APPLICATION FOR ADDITIONAL SHARES" section of this document.

APPLICATION FOR ADDITIONAL SHARES – FORM C

FOR BOTH CDS AND LEDGER SHAREHOLDERS

- If you wish to apply for additional ordinary voting shares over and above the ordinary voting shares provisionally allotted to you, which may be possible due to some shareholders not taking up their ordinary voting shares under the Rights Issue, please complete FORM C: “APPLICATION FOR ADDITIONAL SHARES” as per the instructions given in the Provisional Letter of Allotment.
- In the event of an over-subscription, the Directors reserve the absolute right of accepting or rejecting any Application in whole or in part.
- Where an Application is signed under a Power of Attorney (POA), the original must be first registered with the Company Secretary and a copy of the same, certified by Notary Public/ Commissioner of Oaths must be lodged with the Registrars to the Issue (either via post/courier/by hand or via email) along with the application.
- If you wish to apply for additional shares and make payment 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 your additional shares via SLIPS/RTGS transfer, 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).

Remittance in respect of shares subscribed under Form C via SLIPS/RTGS should be made to the Rights Issue Account given below:

Account Name –Dialog Finance PLC – Rights Issue Account

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 accepted in the event the amount deposited and the details in the Application Forms cannot be reconciled.

- Foreign Investors/Non-resident Sri Lankans 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 same.

- 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.

GENERAL INSTRUCTIONS

- Please note that the CDS shareholders whose Rights Entitlement were directly deposited in the CDS and Ledger Shareholders who renounce their rights to the CDS via Form B should make their payment for their Rights Entitlement subscription through their respective Stockbroker/Custodian Bank. The payment procedure for Applications for additional shares have been set out above.
- Cheques must be honoured on first presentation for the Application to be valid. Applications supported by cheques which are not honoured on first presentation will be rejected. Each Form A should be accompanied by a single cheque/bank draft/RTGS/SLIP bank confirmation for the exact amount payable for the number of ordinary voting shares accepted (note this is applicable to only Ledger Shareholders). A separate cheque/bank draft/RTGS/SLIP bank confirmation should be forwarded with the Form C - Application for Additional Shares to the Registrars to the issue, S S P Corporate Services (Pvt) Ltd (both CDS or Ledger shareholders).
- The remittance from non-resident shareholders must be made out of an Inward Investment Account ("IIA") maintained with a commercial bank operating in Sri Lanka. Such Applications must be accompanied by a letter from the respective commercial bank confirming the same. If the payment is not made out of IIA, but out of an inward remittance or remittable funds, the approval of the Director, Department of Foreign Exchange to make such payment must accompany Form A and/or Form C (as applicable).
- Please note that it is the Foreign Investor's/Non-resident Sri Lankans responsibility to comply with laws relevant to the jurisdictions of their residency and of Sri Lanka.
- Application Forms accompanying remittances, which are not in accordance with the instructions, will be rejected.
- The Rights Shares allotted on this Issue would be directly uploaded to the CDS on or before 11 October 2021. Share certificates will not be issued.
- Completed applications forms made via RTGS/SLIP transfers may be scanned and e-mailed to the Registrars to the Issue via dialogfinance@ssp.lk together with proof of payment by scanning and e-mailing RTGS/SLIP bank confirmation / POA and IIA confirmations (as applicable). Applications will not be acceptable in the event the amount deposited and the details in the Application Forms cannot be reconciled.
- Completed Applications [originals or scanned copies (via e-mail)] along with the payment or proof of payment [originals or scanned copies (via e-mail)] should reach the Registrars to the Issue during office hours i.e. Monday to Friday between 8.30 a.m. to 4.30 p.m. (either physically or via e-mail) as informed above. Please note that Applications made via cheques/bank drafts forwarded via post and courier too should reach the Registrars to the Issue by the Closing Date 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 in this regard should be addressed to the Registrars to the Issue, S S P Corporate Services (Pvt)Ltd at No. 101, Inner Flower Road, Colombo 03 with the top left-hand corner of the envelope marked "Dialog Finance PLC - Rights Issue" or via e-mail dialogfinance@ssp.lk.