

FOR OFFICE USE ONLY	
Banker's/Stockbroker's Seal	Master Serial No.

Issue Opening Date	17	09	2020
Issue Closing Date	07	10	2020
Earliest Closing date	17	09	2020
Date	DD	MM	2020

**COMMERCIAL LEASING & FINANCE PLC (PQ 131/PB/PQ) DEBENTURE ISSUE - 2020 APPLICATION FORM**

AN ISSUE OF FIFTY MILLION (50,000,000) LISTED, RATED, SENIOR, UNSECURED, REDEEMABLE DEBENTURES AT A PAR VALUE OF LKR 100/- EACH

TO: THE DIRECTORS – COMMERCIAL LEASING & FINANCE PLC, C/O SSP CORPORATE SERVICES (PVT) LIMITED, REGISTRARS TO THE ISSUE, NO. 101, INNER FLOWER ROAD, COLOMBO 03

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 08 September 2020. I/We irrevocably give my/ our authority and consent to the Hatton National Bank PLC to act as my/our Trustee subject to the terms and conditions stipulated in the Trust Deed dated 10 September 2020 entered into between Commercial Leasing & Finance PLC (CLC) 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 above mentioned Debenture of CLC for such number of Debentures that may be allotted on the basis of acceptance by CLC.

PLEASE USE BLOCK CAPITALS AND READ INSTRUCTIONS ON THE REVERSE CAREFULLY

	PLEASE TICK (✓) One Type Only
Type A - 5 years, Fixed Interest Rate of 10.50% Payable Semi-Annually (AER 10.78%)	
Type B - 5 years, Floating Interest Rate of 6-month T-Bill rate + 4.25% p.a. Payable Semi-annually	

NUMBER OF DEBENTURES	PRICE PER DEBENTURE (LKR)	AMOUNT TO BE PAID AT LKR 100 PER DEBENTURE
	100/-	

MODE OF PAYMENT (PLEASE TICK (✓) AS APPROPRIATE).			
	NAME OF BANK	NAME OF BRANCH	CHEQUE/BANK DRAFT/BANK GUARANTEE NO.
<input type="checkbox"/> Cheque			
<input type="checkbox"/> Bank Draft			
<input type="checkbox"/> Bank Guarantee			
<input type="checkbox"/> RTGS			

All Resident Applicants should indicate in the Application for Debenture, their National Identity Card Number (NIC) or Company Registration Number. The Passport Number may be indicated only if the Applicant/s do not have a NIC Number. Applications which do not carry a valid CDS account number, or which indicate an incorrect/inaccurate CDS account number shall be rejected and no allotments will be made. Please note that Debenture Certificate shall not be issued.

Applications which do not carry a CDS account number (i.e. CDS Account), which is not opened at the time of the closure of the subscription list, will be rejected. Therefore, you may open a CDS Account through any one of the Members and Trading Members of the CSE and any Custodian Banks as set out in Annexure III and IV of the Prospectus.

The allotted debentures would only be credited to the CDS account specified below (Please refer instructions on reverse).

CDS ACCOUNT NO.																			
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	SOLE/FIRST APPLICANT			JOINT APPLICANTS		
TITLE (MR/MRS/MS/OTHER)				1.		2.
FULL NAME (UNDERLINE SURNAME) NAME OF COMPANY/CORPORATE BODY				1.		
ADDRESS				1.		
				2.		
CONTACT TELEPHONE NUMBER				1.		2.
NIC/PASSPORT/COMPANY REGISTRATION NO.				1.		2.
NATIONALITY (Tick (✓) as appropriate.)	SRI LANKAN		OTHER	1. SRI LANKAN		1. OTHER
RESIDENCY IN SRI LANKA (Tick (✓) as appropriate.)	RESIDENT		OTHER	2. SRI LANKAN		2. OTHER
				1. RESIDENT		1. OTHER
				2. RESIDENT		2. OTHER

NAME AND ADDRESS OF THE FINANCIER (MARGIN TRADING ONLY)

REFUND PAYMENT INSTRUCTIONS (IN CASE OF REFUND) Tick (✓) as appropriate.

Refund is to be made by SLIPS/RTGS *		Refund by cheque posted to first/primary Applicant	
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\*Please provide accurate information below to avoid delay in respect of refund by SLIPS/RTGS. In the event refunds are not to be made via SLIPS/RTGS – please indicate "N/A"

BANK CODE	BRANCH CODE	ACCOUNT NUMBER

DECLARATION IN TERMS OF THE PROVISIONS OF THE FOREIGN EXCHANGE ACT NO.12 OF 2017

TICK (✓) ONE BOX ONLY	For Sri Lankan Citizens resident in Sri Lanka, and Corporate Bodies Incorporated in Sri Lanka in terms of the provisions of the Foreign Exchange Act. I/We the above Applicant(s), of the above-mentioned Debentures hereby declare that I am/we are citizen(s) of and resident in Sri Lanka and I am/we are not acting as nominee(s) of any person(s) resident outside Sri Lanka.
	For Non-Residents and Non-Citizens in terms of the provisions of the Foreign Exchange Act I/We the above Applicant(s), being non-residents and non-citizens of the above-mentioned Debentures hereby declare that I/we have made 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.

SIGNATURES			
SOLE / PRIMARY APPLICANT	FIRST JOINT APPLICANT	SECOND JOINT APPLICANT	

## INSTRUCTIONS

All Applicants should indicate their respective CDS account number in the Application Form

- Any Application which does not carry a valid CDS account number or indicates a number of a CDS account which is not opened at the time of the closure of the subscription list or which indicates an inaccurate/incorrect CDS account number will be rejected and no allotment will be made.
- If you wish to open a CDS account, you may do so prior to making the Application through any Member/Trading Member of the CSE or through any Custodian Bank as set out in Annexure III and IV of the Prospectus.
- **The allotted Debentures would only be credited to the Applicant's CDS account.**
- **NO DEBENTURE CERTIFICATE WILL BE ISSUED.**

### (1) APPLICATION FORM

- The Application form must be completed in **FULL**, in **BLOCK CAPITALS**
- Please tick (✓) in the boxes appropriate to you.
- In the event a particular section in this Application form is not applicable, **please indicate "N/A" in the relevant section.**
- All Applicants should meet the eligibility criteria set out under Section 6.1 in the Prospectus.
- Applications should be made on the Application Form, issued with the Prospectus. Application Forms will be made available from the collection points listed in Annex III of the prospectus and can also be downloaded from [www.cse.lk](http://www.cse.lk) and [www.clc.lk](http://www.clc.lk).  
**Exact sized photocopies of the original Application Form will also be permissible. Care must be taken to follow the instructions given in the Application Form.**
- Applicants should subscribe to a minimum of One Hundred (100) Debentures (LKR10,000/-) and multiples of One Hundred (100) Debentures (LKR10,000/-) thereafter.
- Applicants shall use a separate Application Form for each type of debenture they wish to apply for.
- Applications which do not strictly conform to instructions and the other conditions set out herein or which are incomplete or illegible may be rejected.
- Two or more Applications submitted by an Applicant for same type of debentures will not be accepted. If two or more Application Forms are submitted from a single Applicant, those would be construed as multiple Applications or suspected multiple Applications.
- If the ownership of the Debentures is desired in the name of one Applicant, details should be given only under the heading **SOLE/FIRST APPLICANT** in the Application Form. In the case of joint Applicants, the signatures and particulars in respect of all Applicants must be given under the relevant headings in the Application Form.
- An Applicant of a joint Application will not be eligible to apply through a separate Application Form either individually or jointly. Such Applicants are also deemed to have made multiple Applications and will be rejected.  
In the case of joint Applications, the refunds (if any), interest payments and the Redemption will be remitted in favour of the First Applicant as identified in the Application Form.  
The company shall not be bound to register more than three (03) natural persons as joint holders of any Debentures (except in the case of executors, administrators or heirs of a deceased member).
- Applications by Companies, Corporate bodies, societies, approved provident funds, trust funds and approved contributory pension schemes registered/ incorporated/ established in Sri Lanka should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the Debentures and should be made under their common seal or in any other manner as provided by their article of association or such other constitutional document of such Applicant or as per the statutes governing them. In the case of approved provident funds, trust funds and approved contributory pension schemes, the Applications should be in the name of the trustee/board of management.
- All Applicants should indicate in the Application for Debentures, their CDS account number.
- In the event the name, address or NIC number/passport number/company registration number of the Applicant mentioned in the Application Form differ from the name, address or NIC number/passport number/company registration number as per the CDS records, the name, address or NIC number/company registration number as per CDS records will prevail and be considered as the name, address or NIC number/passport number company registration number of such Applicant. Therefore, Applicants are advised to ensure that the name, address or NIC number/passport number company registration number mentioned in the Application Form tally with the name, address or NIC number/passport number company registration number given in the CDS account as mentioned in the Application Form. Application Forms stating third party CDS accounts, instead of Applicants' own CDS account numbers except in the case of margin trading, will be rejected.
- Applicants who wish to apply through their margin trading accounts should submit the Application Forms in the name of the "Margin provider /Applicants name" signed by the margin provider, requesting direct deposit of the Debentures to the Applicant's margin trading account in CDS. The margin provider should indicate the relevant CDS account number relating to the margin trading account in the Application Form. A photocopy of the margin trading agreement must be submitted along with the Application.
- Margin providers can apply under their own name and such Applications will not be construed as multiple Applications.
- Application Forms may be signed by a third party on behalf of the Applicant(s) provided that such person holds the power of Attorney (POA) of the Applicant(s). A copy of such POA certified by a notary Public as "True Copy" should be attached with the Application Form. Original of the POA should not be attached.
- Funds for the investment in Debentures and the payment for the Debentures by Non-Resident(s): institutional investors, corporate bodies incorporated outside Sri Lanka,

individuals resident outside Sri Lanka and Sri Lankans resident outside Sri Lanka should be made only out of funds received as inward remittances or available to the credit of "Inward Investment Account" (IIA) of the Non-Resident Applicants Opened and maintained in a licensed commercial bank in Sri Lanka in accordance with directions given by the Controller of Exchange in that regard to licensed commercial banks.

- An endorsement by way of a letter by the licensed bank in Sri Lanka in which the Non-Resident Applicant maintains the IIA, should be attached to the Application Form to the effect that such payment through bank draft/bank guarantee has been made out of the funds available in the IIA. **Non Resident Applicants are requested to include their IIA account details in the Application Form for refund payments.**
- Non-Resident(s): institutional investors, corporate bodies incorporated outside Sri Lanka, individual resident outside Sri Lanka and Sri Lankans resident outside Sri Lanka should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for Debentures and may be affected by the laws of the jurisdiction of their residence. If the Non-Resident Applicants wish to apply for the Debentures, it is their responsibility to comply with the laws relevant to the jurisdiction of their residence and of Sri Lanka.

### (2) MODE OF PAYMENT

- Payment in full for the total value of Debentures applied for should be made separately in respect of each Application either by cheque, bank draft, bank guarantee drawn upon any licensed commercial bank operating in Sri Lanka or RTGS/SLIPS transfers directed through any licensed commercial bank operating in Sri Lanka, as the case may be, subject to (ii) below. **RTGS transfers are accepted for payments inclusive and above LKR 100,000,000/-. Cash will not be accepted.**
- Payments for Applications for values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-) should be supported by either a
  - Bank guarantee issued by a licensed commercial bank or
  - Multiple bank drafts/cheques drawn upon any licensed commercial bank, each of which should be for a value less than LKR 100,000,000/- or
  - RTGS transfer with value on the Issue Opening Date
- Cheques or bank drafts should be made payable to "**Commercial Leasing & Finance PLC - Debenture Issue 2020**" and crossed "Account Payee Only", and must be honoured on the first presentation
- In case of bank guarantees, such bank guarantees should be issued by any licensed commercial bank in Sri Lanka in favour of "**Commercial Leasing & Finance PLC - Debenture Issue 2020**" in a manner acceptable to the Company, and be valid for a minimum of one (01) month from the issue Opening Date (17 September 2020).
- In case of RTGS transfers (only for Application values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR100,000,000/-) such transfers should be made to the credit of "**Commercial Leasing & Finance PLC - Debenture Issue 2020**" bearing the account number '997-01-01-0000379-6' at Union Bank PLC – Head Office with value on the Issue Opening Date (i.e. the funds to be made available to the above account on the Issue Opening Date).  
The applicant should obtain a confirmation from the Applicant's bank, to the effect that arrangement have been made to transfer payment in full and should be attached to the Application Form.  
For RTGS transfers above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), the Applicants are entitled to an interest at the rate of Three decimal Zero per centum (3.00%) per annum from the date of such transfers up to the date of allotment. However, no interest will be paid if the RTGS transfers are not realised before the end of the Closing Date. Furthermore, even if such RTGS transfers are effected prior to the Issue opening date, no interest will be paid for the period prior to the Issue Opening Date.
- All cheques/bank drafts received in respect of the Applications for Debenture will be banked commencing from the Business Day immediately following the Closing Date. Cheques must be honoured on first presentation for the Application to be valid.
- Please refer Section 6.4 of the prospectus for further details.

### (3) FORWARDING COMPLETED APPLICATION

- Application Forms properly filled in accordance with the instructions thereof together with the remittance for the full amount payable on Application should be enclosed in an envelope marked "**COMMERCIAL LEASING & FINANCE PLC – DEBENTURE ISSUE 2020**" on the top left had corner in capital letters and dispatched by post or courier or delivered by hand to the Registrars to the Issue or any collection points mentioned in Annex III of the Prospectus.
- Applications sent by post or courier or delivered to any collection points in Annex III of the Prospectus should reach the office of the Registrars to the Issue; **SSP Corporate Services (Private) Limited, No.101, Inner Flower Road, Colombo 03 (Tel:- +94 11 2 573 894 at least by 4.30 p.m. on the following market date immediately upon the Closing Date.** Applications received after the said period will be rejected even though they have been delivered to any of the said collection points prior to the Closing Date or carry a postmark dated prior to the Closing Date.

Applications delivered by hand to the Registrars to the Issue after the Closing Date of the Issue will also be rejected.

#### ii. REFUNDS ON APPLICATIONS

Refunds on Applications rejected or partly allotted Debentures would be made within eight (08) Market Days (excluding the Closing Date). Please refer Section 6.7 of the Prospectus for further details.

**PLEASE REFER PROSPECTUS FOR FURTHER DETAILS.  
APPLICATIONS NOT MADE IN LINE WITH INSTRUCTIONS WILL BE REJECTED**