

PLEASE STAPLE THE CHEQUE/BANK DRAFT HERE

**BROWN & COMPANY PLC – DEBENTURE ISSUE 2022**

A Public Limited Liability Company incorporated in Sri Lanka on 17<sup>th</sup> August 1892 under the Joint Stock Companies Ordinance 1861 and re-registered under the Companies Act No. 07 of 2007. The Company was listed on the Colombo Stock Exchange on 25<sup>th</sup> April 1991.

Issue Opens	20	03	2022
Issue Closes	31	03	2022
Earliest Closing	30	03	2022
Date	13	04	2022



**APPLICATION FORM**

AN INITIAL ISSUE OF 20,000,000 (TWENTY MILLION) LISTED RATED GUARANTEED SENIOR REDEEMABLE FIVE YEAR (2022/2027) DEBENTURES OF LKR 100/- EACH, TO RAISE SRI LANKAN RUPEES TWO BILLION (LKR 2,000,000,000/-) WITH AN OPTION TO ISSUE UPTO A FURTHER THIRTY MILLION (30,000,000) OF SAID DEBENTURES TO RAISE UP TO SRI LANKAN RUPEES THREE BILLION (LKR 3,000,000,000/-), AT THE DISCRETION OF THE BOARD OF DIRECTORS OF THE COMPANY IN THE EVENT OF AN OVERSUBSCRIPTION OF THE INITIAL ISSUE. DEBENTURES TO BE LISTED ON THE COLOMBO STOCK EXCHANGE PAYABLE IN FULL ON APPLICATION.

To: Board of Directors – Brown & Company PLC, C/o SSP Corporate Services (Private) Limited, Registrar to the Issue, No. 101, Inner Flower Road, Colombo 03.

I/We, the undersigned hereby apply for and request you to allot me/us the number of Debentures stated below as per the Prospectus dated 25<sup>th</sup> March 2022. The amount payable on application is attached 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. I/We irrevocably give my/our authority and consent to Hatton National Bank PLC to act as my/our Trustee subject to the terms and conditions stipulated in the Trust Deed dated 15<sup>th</sup> March 2022 and Supplementary Trust Deed dated 24<sup>th</sup> March 2022 entered into between Brown & Company PLC and the said Trustee. I/We authorise you to procure my/our name(s) to be placed in the register of the holders of the above-mentioned Debentures for such number of Debentures that may be allotted on the basis of acceptance by Brown & Company PLC.

Please use block capitals and read Instructions on the reverse carefully.

**TYPES OF DEBENTURE(S) Please Tick (✓) one Type only**

05 Year - Fixed interest rate of 15.50% p.a. payable annually	
05 Year - Fixed interest rate of 15.42% p.a. payable quarterly	

NUMBER OF DEBENTURES Please Refer 1 (vi) on the reverse of the application for minimum number of Debentures and multiples of Debentures	PRICE (LKR)	TOTAL AMOUNT TO BE PAID (LKR) Please Refer 1 (vi) on the reverse of the application for minimum Investment Amount
	100/-	

**MODE OF PAYMENT DETAILS – CHEQUE/BANK DRAFT/ BANK GUARANTEE/RTGS/SLIPS/CEFTS DETAILS**

PLEASE SELECT APPROPRIATELY	NAME OF BANK	NAME OF BRANCH	CHEQUE/BANK DRAFT/BANK GUARANTEE NUMBER
Cheque <input type="checkbox"/> Bank Draft <input type="checkbox"/> Bank Guarantee <input type="checkbox"/> RTGS <input type="checkbox"/> SLIPS <input type="checkbox"/> CEFTS <input type="checkbox"/>			

The allotted Debentures would be credited to the CDS account specified below. (Please refer instructions overleaf)

CDS ACCOUNT NO.	-	-	-
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Please refer Section 6.2 "How to Apply", in the Prospectus for more details

	SOLE/FIRST APPLICANT			JOINT APPLICANTS		
STATUS (MR./ MRS./ MS./ OTHER)				1		2
SURNAME WITH INITIALS/ NAME OF CORPORATE BODY				1		
NAMES DENOTED BY INITIALS				2		
ADDRESS				1		
CONTACT TELEPHONE NO.				2		
NATIONAL IDENTITY CARD NO. /COMPANY NO. / PASSPORT NO.				1		2
NATIONALITY (Please tick (✓) as appropriate)	SRI LANKAN	OTHER		1	SRI LANKAN	OTHER
RESIDENCY IN SRI LANKA (Please tick (✓) as appropriate)	RESIDENT	OTHER		2	SRI LANKAN	OTHER
NAME, ADDRESS AND SIGNATURE OF FINANCIER (MARGIN TRADING ONLY)				1	RESIDENT	NON-RESIDENT
				2	RESIDENT	NON-RESIDENT

REFUND PAYMENT INSTRUCTIONS (In case of refund-Please tick (✓) as appropriate)	DIRECT TRANSFER VIA SLIPS/RTGS	CHEQUE SENT BY ORDINARY MAIL TO THE ADDRESS INDICATED ABOVE
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BANK CODE	BRANCH CODE	ACCOUNT NUMBER
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**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 applicant(s) of the above-mentioned Debentures hereby declare that I am/we are a 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 applicant(s) of the above-mentioned Debentures hereby declare that, I am/we are resident outside of Sri Lanka and that, I/we have made the remittance as stipulated by the Controller of Exchange. A confirmation/endorsement from my/our bank to such effect is attached to this Application.

SIGNATURE(S) OF APPLICANT(S)	SOLE/FIRST APPLICANT	JOINT APPLICANT (1)	JOINT APPLICANT (2)

- All Applicants should indicate their 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 Annex II & Annex III 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**

- (i) The Application Form must be completed in FULL, in BLOCK CAPITALS.
- (ii) Please tick (✓) in the boxes appropriate to you.
- (iii) In the event a particular section in this Application Form is not applicable, please indicate "N/A" in the relevant section.
- (iv) All Applicants should meet the eligibility criteria set out under Section 6.1 of the Prospectus.
- (v) Applications should be made on the Application Forms, issued with the Prospectus. Application Forms will be made available from the collection points listed in Annexure III of the Prospectus and can also be downloaded from www.cse.lk, www.brownsgroup.com and www.ndbib.com. **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.**
- (vi) Applications for Debentures should apply for a minimum of One Hundred (100) Debentures (LKR 10,000/-) and in multiples of One Hundred (100) Debentures (LKR 10,000/-) thereafter.
- (vii) Applications which do not strictly conform to instructions and the other conditions set out herein or which are incomplete or illegible may be rejected.
- (viii) Applicants should apply only for one Type of Debentures (i.e. either Type A or Type B Debentures) under one Application Form.
- (ix) In the event an Investor wishes to apply for more than one Type of Debentures, separate Application Forms should be used. Once an Application Form has been submitted for a particular Type of Debentures, it will not be possible for investors to switch between the Types of Debentures.
- (x) More than one Application submitted by an Applicant under the same type of Debentures will not be accepted. If more than one Application Forms are submitted for one type of Debentures from a single Applicant, those would be construed as multiple Applications and the Company reserves the right to reject such multiple Applications or suspected multiple Applications.
- (xi) If the ownership of the Debentures is desired in the name of one Applicant, full 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.
- (xii) In the case of joint Applicants, a joint CDS account in the name of the joint Applicants should be indicated.
- (xiii) An Applicant of a joint Application will not be eligible to apply for the Debentures 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).
- Joint Applicants should note that all parties should either be residents of Sri Lanka or Non-Residents.
- (xiv) 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 articles of association or such other constitutional documents 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.
- (xv) All Applicants should indicate in the Application for Debentures, their CDS account number.
- (xvi) In the event the name, address or NIC number/passport number/company number of the Applicant mentioned in the Application Form differ from the name, address or NIC number/passport number/company number as per the CDS records, the name, address or NIC number/passport number/company number as per the CDS records will prevail and be considered as the name, address or NIC number/passport number/company number of such Applicant. Therefore, Applicants are advised to ensure that the name, address or NIC number/passport number/company number mentioned in the Application Form tally with the name, address or NIC number/passport number/company 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.
- (xvii) Applicants who wish to apply through their margin trading accounts should submit the Application Forms in the name of the "Margin Provider/Applicant's name" signed by the margin provider, requesting a 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.
- (xviii) 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.**
- (xix) Funds for the investment in Debentures and the payment for the Debentures by foreign 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 foreign Investor 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 commercial bank in Sri Lanka in which the Applicant maintains the IIA, should be attached to the Application Form to the effect that such payment has been made out of the funds available in the IIA.

- (xx) Non-Residents should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the 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**

- (i) Payment in full for the total value of Debentures applied for should be made separately in respect of each Application either by cheque/s, bank draft/s, bank guarantee drawn upon any licensed commercial bank operating in Sri Lanka or electronic fund transfer mechanism recognized by the banking system of Sri Lanka such as CEFTS/SLIPS/RTGS directed through any licensed commercial bank operating in Sri Lanka, as the case may be, subject to (ii) below. **Cash will not be accepted.**
- (ii) 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 operating in Sri Lanka, each of which should be for a value less than LKR 100,000,000/-; or
  - RTGS transfer with value on the Issue opening date.
- Multiple cheques will not be accepted for Application values below Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-). In the case of Application values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), multiple bank drafts/cheques drawn upon any licensed commercial bank operating in Sri Lanka each of which should be for a value less than LKR 100,000,000/- will be accepted.**
- (iii) **Multiple electronic fund transfers will not be accepted for Applications with any value. As such, in case an Applicant wishes to use electronic fund transfer mechanism recognised by the banking system of Sri Lanka for the payment for the value of Debentures applied;**
- payments for Applications for up to and inclusive of Sri Lanka Rupees Five Million (LKR 5,000,000) should be supported by either a CEFTS/SLIPS/RTGS transfer; and
  - payments for Applications for values above Sri Lanka Rupees (LKR 5,000,000) should be supported by a RTGS transfer.
- (iv) Cheques or bank drafts should be made payable to "BROWN & COMPANY PLC – DEBENTURE ISSUE" and crossed "Account Payee Only" and must be honoured on the first presentation.
- (v) In case of bank guarantees, such bank guarantees should be issued by any licensed commercial bank in Sri Lanka in favour of "BROWN & COMPANY PLC – DEBENTURE ISSUE" in a manner acceptable to the Company, and be valid for a minimum of one (01) month from the Issue opening date (i.e. 30<sup>th</sup> March 2022).
- (vi) In case of electronic fund transfer mechanism recognised by the banking system of Sri Lanka such as CEFTS/SLIPS/RTGS, such transfers should be made to the credit of "BROWN & COMPANY PLC – DEBENTURE ISSUE" bearing the account number 101001055241 at National Development Bank PLC, Head Office Branch (Bank Code 7214, Branch Code 900) 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 arrangements have been made to transfer payment in full and should be attached to the Application Form.
- In case payment for the Application is made via a CEFTS or a SLIPS transfer, the "CDS account number of the Applicant" should be mentioned as the narration of such fund transfers.**
- For RTGS transfers above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), an interest at the rate of three decimal zero per centum (3.00 p.a. %) per annum will be paid from the date of such transfer up to the date of allotment. If any transfers are effected prior to the Issue opening date, no interest will be paid for the period prior to the Issue opening date. No interest will be paid if the RTGS transfers are not realised before the end of the Closure Date.
- (vii) All cheques/bank drafts received in respect of the Applications for Debentures will be banked commencing from the Business Day immediately following the Closure 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 APPLICATIONS**

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 "BROWN & COMPANY PLC – DEBENTURE ISSUE 2022" on the top left-hand corner in capital letters and dispatched by post or courier or delivered by hand to the Registrars to the Issue or collection points mentioned in Annexure III of the Prospectus.

Applications sent by post or courier or delivered to any collection point in Annexure III should reach the office of the Registrars to the Issue; **SSP Corporate Services (Private) Limited No. 101, Inner Flower Road, Colombo 03** (Tel: +94 112 573 894) at least by 4.30 p.m. on the following Market Day immediately upon the Closure 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 Closure Date or carry a postmark dated prior to the Closure Date.

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

**(4) REFUNDS ON APPLICATIONS**

Refunds on Applications rejected or partly allotted Debentures would be made within ten (10) Market Days excluding the Closure Date. In the event refunds are made to Non-Resident applicants, the funds will be refunded through their IIA accounts.

Please refer Section 6.8 of the Prospectus for further details.