

FORM OF PROXY

I/We the undersigned.....NIC No.....
of

being a *member/members of Finlays Colombo Limited hereby appoint.....

(i)NIC No.....
of.....or failing him/her

(ii) Mr. N. H. G. S. Jayasinghe, Chairman & Managing Director of Finlays Colombo Limited, or failing him, any one of the Directors of the Company as *my/our proxy to vote as indicated hereunder for *me/us and on *my/our behalf at the 46th Annual General Meeting of the Company to be held as an Audio or Audio/Visual Meeting at Finlay House, No. 186, Vauxhall Street, Colombo 2 on 30th June 2021, at 9.00 a.m. and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof.

	For	Against
1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and the Statement of Accounts for the year ended 31st December 2020, together with the Report of the Auditors thereon.	<input type="radio"/>	<input type="radio"/>
2. To declare a Final Dividend of LKR 30.00 per share as recommended by the Directors.	<input type="radio"/>	<input type="radio"/>
3. To re-elect Mr. D. J. Ratwatte, who retires by rotation in terms of Articles 145 & 146 of the Articles of Association of the Company, as a Director.	<input type="radio"/>	<input type="radio"/>
4. To re-elect Mr. G. R. Chambers, who retires by rotation in terms of Articles 145 & 146 of the Articles of Association of the Company, as a Director.	<input type="radio"/>	<input type="radio"/>
5. To re-elect Mr. J. M. Rutherford, who retires by rotation in terms of Articles 145 & 146 of the Articles of Association of the Company, as a Director.	<input type="radio"/>	<input type="radio"/>
6. To re-appoint Mr. B. V. S. Ruwan who retires in terms of Article 142 of the Articles of Association of the Company at the Annual General Meeting, as a Director.	<input type="radio"/>	<input type="radio"/>
7. To re-appoint Mr. E. D. P. Soosaipillai who retires in terms of Article 142 of the Articles of Association of the Company at the Annual General Meeting, as a Director.	<input type="radio"/>	<input type="radio"/>
8. To authorise the Directors to determine contributions to charities up to a limit of LKR 2,500,000/- for the financial year ending 31st December 2021.	<input type="radio"/>	<input type="radio"/>
9. To re-appoint Messrs. KPMG, Chartered Accountants, as Auditors and to authorise the Directors to determine their remuneration.	<input type="radio"/>	<input type="radio"/>

Signed this day ofTwo Thousand and Twenty One.

.....
Signature of Shareholder/s

Note

- (a) *Please delete the inappropriate words.
- (b) Instructions are noted on the reverse hereof.

INSTRUCTIONS AS TO COMPLETION

1. In terms of Article 125 of the Articles of Association of the Company:

The instrument appointing a proxy shall be in writing under the hand of the appointer or his Attorney duly authorised in writing, or where the appointer is a Corporation, either under its common seal or signed by its Attorney or by an officer on behalf of the Corporation.

2. A proxy need not be a member of the Company.

In terms of Article 131 of the Articles of Association of the Company:

Any Corporation which is a member of the Company may, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such Corporation as the Corporation could exercise if it were an individual member of the Company.

3. In terms of Article 120 of the Articles of Association of the Company:

In case of joint holders of a share the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

4. Kindly indicate with a X in the space provided how your proxy is to vote on each resolution. If no indication is given, the proxy in his/her discretion will vote as he/she thinks fit. Every alteration or addition to the Form of Proxy must be duly authenticated by the full signature of the shareholder signing the Form of Proxy.

5. To be valid, this Form of Proxy must be deposited at the Registered Office of the Company, Finlay House, 186, Vauxhall Street, Colombo 2, or sent to email address finlays.cmb@finlays.net or by fax to 011 2448216 by 9.00 a.m. on Monday, 28th June 2021, being forty eight (48) hours before the holding of the meeting.

Please provide the following details

Name of the Shareholder :

Email Address of the Shareholder :

NIC No./Company Reg. No. :

Folio No./No. of Shares held :

Name of the Proxy holder :

Email Address of the Proxy holder :

Proxy holder's ID No. (if not a Director) :