

PLEASE STAPLE THE CHEQUE/BANK DRAFT HERE
HAYLEYS PLC – DEBENTURE ISSUE 2025

The Company was incorporated in Sri Lanka on 31st May 1952 under the provisions of the Companies Ordinance of 1938 and re-registered under the Companies Act No. 07 of 2007. The Company has become a publicly quoted company in 1953, subsequent to its listing of ordinary shares on Colombo Stock Exchange.

Issue Opens	05	05	2025	BANKER'S/ STOCKBROKER'S SEAL
Issue Closes	26	05	2025	
Earliest Closing	05	05	2025	MASTER SERIAL NO. (For office use only)
Date	DD	MM	2025	

APPLICATION FORM

AN INITIAL ISSUE OF 50,000,000 (FIFTY MILLION) LISTED RATED UNSECURED SENIOR REDEEMABLE FIVE YEAR (2025/2030) DEBENTURES OF LKR 100/- EACH, TO RAISE SRI LANKAN RUPEES FIVE BILLION (LKR 5,000,000,000/-) WITH AN OPTION TO ISSUE UPTO A FURTHER TWENTY MILLION (20,000,000) OF SAID DEBENTURES TO RAISE UP TO SRI LANKAN RUPEES TWO BILLION (LKR 2,000,000,000/-), AT THE DISCRETION 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 – Hayleys PLC, S S P Corporate Services (Pvt) Ltd, 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 25th April 2025. 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 People's Bank to act as my/our Trustee subject to the terms and conditions stipulated in the Trust Deed dated 23rd April 2025 entered into between Hayleys 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 Hayleys PLC.

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

TYPES OF DEBENTURE(S) Please Tick (✓) one Type only	
Type A - 03 Year - Fixed interest rate of 10.50% p.a. payable semi-annually (AER – 10.77%)	
Type B - 05 Year - Fixed interest rate of 11.15% p.a. payable semi-annually (AER – 11.46%)	
Type C - 05 Year - Floating interest rate of One year T-bill + 2.00% p.a. [with a floor of 8.50% p.a. and a cap of 12.50% p.a.] payable semi-annually	

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/INTERNAL DIRECT TRANSFER 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"/>			
Internal Direct Transfer <input type="checkbox"/>			

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

CDS ACCOUNT NO.
-

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				2
NAMES DENOTED BY INITIALS					1				2
ADDRESS					1				2
CONTACT TELEPHONE NO.					1				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	
					1	RESIDENT		NON-RESIDENT	
					2	RESIDENT		NON-RESIDENT	
NAME, ADDRESS AND SIGNATURE OF FINANCIER (MARGIN TRADING ONLY)									

REFUND PAYMENT INSTRUCTIONS (In case of refund-Please tick (✓) as appropriate)	DIRECT TRANSFER VIA CEFTS/SLIPS/RTGS/Internal Direct Transfer	CHEQUE SENT BY ORDINARY MAIL TO THE ADDRESS INDICATED ABOVE
---	--	---

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 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)

INSTRUCTIONS

- 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 II of the Prospectus and can also be downloaded from www.cse.lk and www.hayleys.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) Applicants should apply only for one Type of Debentures (i.e. either Type A, Type B or Type C) under one Application Form.
- (viii) 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.
- (ix) Applications which do not strictly conform to instructions and the other conditions set out herein or which are incomplete or illegible may be rejected.
- (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 RTGS directed through any licensed commercial bank operating in Sri Lanka/Internal direct transfer within Commercial Bank of Ceylon PLC, 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/ Internal direct transfer within Commercial Bank of Ceylon PLC 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.**
- (iv) Cheques or bank drafts should be made payable to "HAYLEYS PLC – DEBENTURE ISSUE 2025" 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 "HAYLEYS PLC – DEBENTURE ISSUE 2025" in a manner acceptable to the Company, and be valid for a minimum of one (01) month from the Issue opening date (i.e. May 05 2025).
- (vi) In case of electronic fund transfer mechanism recognised by the banking system of Sri Lanka such as RTGS, Internal direct transfers within Commercial Bank of Ceylon PLC should be made to the credit of "HAYLEYS PLC – DEBENTURE ISSUE 2025" bearing the account number **1000898130** at **Commercial Bank of Ceylon PLC** 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.
- For RTGS transfers/ Internal direct transfers within Commercial Bank of Ceylon PLC above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), an interest at the rate of *Three per centum* (3.00%) per annum will be paid from the date of such transfers 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 said electronic fund transfers are not realised before the end of the Closure Date. Furthermore, even if such electronic fund transfers are effected prior to the Issue opening date, no interest will be paid for the period prior to the Issue opening 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 6.5 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 "HAYLEYS PLC – DEBENTURE ISSUE 2025" 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 II of the Prospectus.

Applications sent by post or courier or delivered to any collection point in Annexure II should reach the office of the Registrars to the Issue; **S S P 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.