

ARTICLES OF ASSOCIATION

OF

DIALOG AXIATA PLC

(Company No : PQ 38)

(Including all amendments as at 10 June 2010)

ARTICLES OF ASSOCIATION

OF

DIALOG AXIATA PLC *

(Adopted pursuant to a Special Resolution passed on 8 May 2008)

PRELIMINARY

1. The model articles contained in the First Schedule to the Companies Act No. 7 of 2007 shall not apply to the Company. The Company shall be governed by the Companies Act No. 7 of 2007 and the regulations contained in these Articles but subject to repeal, alternations or addition by Special Resolution **Regulations in model articles not to apply**
2. In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the table next herein-after contained shall bear the meaning set opposite to them respectively in the second column thereof:- **Interpretation**

WORDS

MEANING

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| “Board/Board of Directors” | : means the Directors of the Company for the time being acting in conformity with these presents and shall include (where the context so admits or requires) Alternate Directors; |
| “Chairman” | : means the Chairman of the Board of Directors; |
| “CDS” | : means the Central Depository System of the Colombo Stock Exchange (CSE); |
| “Company” | : means Dialog Axiata PLC;* |
| “Act” | : means the Companies Act No. 7 of 2007 as amended from time to time, and terms which are defined in the Act, shall have the same meaning in these Articles and any other act or ordinance for the time being in force concerning and affecting the Company; |

* The name of the Company was changed from Dialog Telekom PLC to Dialog Axiata PLC by Special Resolution adopted on 10/06/2010.

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| “Government” | : means the Government of the Democratic Socialist Republic of Sri Lanka; |
| “Month” | : means calendar month; |
| “Office” | : means the registered office of the Company for the time being; |
| “Rules” | : means the Listing Rules of the Colombo Stock Exchange for the time being in force; |
| “Seal” | : means the Common Seal of the Company; |
| “Secretary” | : means any person/ firm or company appointed to perform the duties of the Secretary of the Company; |
| “Special Resolution” and “Ordinary Resolution” | : shall have the meanings assigned thereto respectively by the Act; |
| “Special Shareholder” | : means any shareholder holding not less than 51% of the issued shares of the Company for the time being; |
| “Stock Exchange” | : means a market, exchange or other place at which securities are regularly offered for sale, purchase or exchange, including any services connected with such business and includes the Colombo Stock Exchange and any other licensed stock exchanges on which the Company's Shares may for the time being be listed; |
| “Articles” | : means the Articles of Association of the Company as originally framed or as from time to time altered by Special Resolution; |
| “Working day” | : means a day other than Saturday, Sunday or a public holiday; |
| “Year” | : means a calendar year. |

The expressions referring to writing shall unless the contrary intention appears, be construed as including references to anything written or produced by any substitute for writing, or partly one and partly another.

The words importing the singular number only shall include the plural and vice versa, and words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations and companies.

Save as aforesaid any words or expression defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

The marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

OBJECTS OF THE COMPANY

3. The Objects of the Company are;

**Objects of the
Company**

- a) To carry on the business of establishing, maintaining and operating a Cellular Mobile Telecommunications Network and any other related communication services with the approval of the relevant authorities.
- b) To carry on the business of establishing, implementing, operating and maintaining an Islandwide Internet Service and providing, distributing and reselling internet related products/services with the approval of the relevant authorities.
- c) To carry on the business of providing electronic commerce and mobile-commerce services and such other services for facilitation of business transactions via Internet and/or mobile communications infrastructure and services and any other related services.
- d) To carry on the business, with the approval of relevant authorities, of establishing, maintaining and operating an International Telecommunication Service and any related services such as the provisioning of international voice services, external gateway operator services, international bandwidth services and international managed services.
- e) To carry on the business of Business Process Outsourcing, Customer Support and distribution, Digital Broadcasting, mobile entertainment and information services, Telecommunication Infrastructure Rental Services, telecommunication support services and any other related activity with the prior written approval of the Board of Investment of Sri Lanka, the Telecommunications Regulatory Commission of Sri Lanka and any other applicable line Ministries or authorities; and ISP Services and any other service authorised by the Telecommunications Regulatory Commission of Sri Lanka or any other applicable line Ministries or authorities.
- f) To carry on the business of importers, dealers, sellers, agents, distributors, commission agents, hirers of instruments, equipment, apparatus, implements, accessories, tools, components, fittings, spare parts and all other requirements and things necessary whatsoever for providing means of communication and transmission of messages including providing Internet or Internet based services, International telecommunication services, mobile telecommunication services, electronic commerce services and mobile commerce services and mobile advertising services.

- g) To carry on any other business or businesses which may in the opinion of the Board be conveniently carried on with the approval of the relevant authorities as applicable.

SHARES

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| 4. | The shares of the Company shall be at the disposal of the Board. The Board may (subject to the provisions of these Articles, the Rules and the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit. | Shares at the disposal of the Board |
| 5. | Prior to the issue of shares, the Board shall decide the consideration for which the shares will be issued. The consideration shall, in the opinion of the Directors, be fair and reasonable to the Company and to all existing shareholders. | Consideration |
| 6. | Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, including any ordinary shares or preference shares already issued, the Board may issue, any shares of the Company with any preferred, deferred or other special rights or such restrictions with respect to distributions, voting or return of capital or subject to any special terms or conditions with respect to distributions, voting or return of capital with or without any special designation and from time to time to modify, commute, abrogate or deal with any rights, privileges, terms conditions or designation for the time being attached to any class of shares in accordance with the provisions herewith. | Issue of Preference Shares |
| 7. | Subject to the provisions of the Act, the Company may, with the approval of the Board, issue shares which are redeemable at the option of the Company or at the option of the holders of such shares or on a date specified by the Board on such consideration, terms and in such manner as the Board may determine. | Redeemable Shares |
| 8. | Terms of issue approved by the Board in terms of Section 51 (2) of the Act shall form part of these Articles. | |
| 9. | Where the Company issues shares which rank equally with or above existing shares in relation to voting or distribution rights, those shares must unless the Company determines otherwise by a Special Resolution be offered to the holders of the existing shares in a manner which would, if accepted, maintain the relative voting and distribution rights of those shareholders. The offer must remain open for acceptance for a reasonable time. The Company may at a time of making said offer request the holders of existing shares who desire an allotment of shares in excess of their respective proportions to state how many of the excess shares he or she desires should any of the existing holders of shares expressly decline to accept the whole of their respective proportions. The shares so declined may be allotted in such numbers as the Board decide or may be allotted and issued to such other persons as the Board consider appropriate. Provided however that an issue of Redeemable Preference Shares carrying a fixed or variable coupon shall not require an offer to be made to the holders of existing shares. | Pre-emptive rights to new issues |

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| 10. | Nothing in these Articles contained shall preclude the Board from recognising and acting on a renunciation of the allotment of any Share by the allottee thereof in favour of any other person. | Renunciation of Allotment |
| 11. | The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith. | Issue of Shares ranking <i>pari passu</i> |
| 12. | All new Shares shall be subject to the provisions of these Articles with reference to payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise. | Rights and liabilities attached to new Shares |
| 13. | The Company may, with the approval of the Board and subject to the provisions of the Act and the Rules, purchase or otherwise acquire its own shares, from one or more of the shareholders or from the shareholders. | Purchase of own shares |
| 14. | <p>The Board may subject to the provisions of the Act, the Rules and these Articles ;</p> <p>a) consolidate or split (i.e. subdivide) all or any of its shares in issue in such proportions as it may seem fit, in a manner which would leave the relative voting and distribution rights of all shareholders substantially unaffected;</p> <p>b) capitalise any part of the amounts for the time being standing to the credit of any of the Company's reserve accounts in a manner which would leave the relative voting and distribution rights of all shareholders substantially unaffected.</p> | Power to increase number of shares |
| 15. | The consolidation, sub-division or capitalisation shall take effect on such day as may be determined in the said resolution or by the Board. | |
| 16. | In the event of a shareholder becoming entitled to a fraction of a share, consequent to the consolidation, sub-division or capitalisation, the Board shall have the power to sell such fractional entitlements and donate the proceeds therefrom to a charity of their choice. | |
| 17. | The Company may by Special Resolution reduce its stated capital to such amount as it thinks appropriate, in accordance with the provisions of the Act. A share certificate shall be issued for the number of shares consequent to such reduction in lieu of the share certificate held by the shareholder. | Reduction of Stated Capital |
| 18. | Except as required by law, no person shall be recognized by the Company as holding any shares upon any trust, and the Company shall not be bound by or compelled in any way to recognize any equitable, contingent, future or partial interest in any shares, or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder. | Exclusion of equities |

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| 19. | The Company is empowered to require any shareholder or transferee prior to registration of transfer, to furnish such particulars to enable the Company to comply with statutory requirements. | Power to ask for particulars |
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SHARE REGISTER AND CERTIFICATES

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| 20. | The Company shall maintain a share register in accordance with the Act. The share register shall be kept at the Office of the Company or any other place in Sri Lanka, notice of which has been given in accordance with the provisions of the Act. | Share Register |
| 21. | The share register may be divided into two or more registers kept at different places, as maybe decided by the Board. | |
| 22. | The certificates for all shares shall be issued under Seal and signed by one Director and countersigned by the Secretary or a second Director or some other person appointed by the Board or with the authority of a resolution of the Board, and such certificate may be issued under the Seal with such signatures affixed by means of some method or system of mechanical signature stamped or printed or impressed by manual or mechanical means thereon. | Issue of certificates |
| 23. | The Company, shall, following any allotment of shares or the entry of a transfer of any shares in the share register, complete and have ready for delivery a share certificate in accordance with the provisions of the Act and Rules. Provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders and delivery of such certificate to any one of them shall be sufficient delivery to all such holders. | Shareholders entitled to share certificates |
| 24. | The Company shall not be bound to register more than three persons as the joint-holders of any shares, (except in the case of executors administrators or trustees of a deceased shareholder). | Joint-holders |
| 25. | In the event any such shareholder requires more than one certificate in respect of the share registered in his name, he shall pay such fee as the Board may from time to time determine and which the Company may be permitted to charge by law and by the Rules plus any taxes levied by the Government from time to time. | Additional share certificates |
| 26. | If a share certificate be defaced lost or destroyed it may be re-issued on payment of such fee (if any) not exceeding a sum as determined by the Directors from time to time and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company in investigating evidence as the Board thinks fit. | Re-issue of certificates |

CALLS ON SHARES

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| 27. | Where a share imposes any obligation of the holder to pay any amount of money – | Calls |
| | a) on a fixed date, the holder shall pay that amount on that date; or | |
| | b) when called on to do so by the Board, the Board may at any time give written notice to the holder requiring the payment to be made within a specified period of not less than twenty (20) working days, and the payment shall be made in accordance with that notice. | |

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| 28. | A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privileges a shareholder, until he shall have paid up all calls for the time being due and payable on every Share held by him, together with interest and expenses (if any). | Time when made |
| 29. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. | Liability of joint-Holders |
| 30. | Where a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten percent (10%) per annum accruing daily or such other rate as the Board may determine, but the Board shall be at liberty to waive payment of such interest wholly or in part. | Interest on Calls |
| 31. | Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, shall for the purposes of these Articles be deemed to have been called for and shall be payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. | Sums due on Allotment to be treated as calls |
| 32. | The Board may, on any issue of Shares, differentiate between the holders as to the amount of calls to be paid and the times of payment of such calls. | Power to differentiate |
| 33. | The Board may, if it thinks fit, receive from any shareholder willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) ten percent (10%) per annum as may be agreed upon between the Board and the shareholder paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, amounts paid in advance of calls shall not, until the same would but for such advance have become payable be treated as paid up on the shares in respect of which they have been paid. | Payments in advance of Calls |
| 34. | Subject to the provisions of the Act and Rules, the Company shall have the first charge or a paramount lien on every share, and on every distribution payable in respect of those shares, for all amounts presently due and payable to the Company in respect of those shares. | Company's lien of shares and distributions |

35. For the purposes of enforcing such lien, the Company may sell in such manner as the Board thinks fit, any shares on which the Company has a lien, if –
- Lien may be enforced by sale of shares**
- a) the Company has given written notice of its intention to do so to the shareholder; and
 - b) the shareholder has failed to make the payment in respect of which the lien has arisen, within ten (10) working days of the giving of such notice.
36. Upon any sale for enforcing a lien, the Board may appoint any person to execute an instrument of transfer of shares sold, whereupon the purchaser shall be registered as the holder of the shares transferred and his title shall not be affected by any irregularity or invalidity in the sale.
- Board may effect any transfer**
37. The proceeds of the sale under Article 35 hereof shall be received by the Company and applied first in payment of the costs of sale, and then in payment of the costs of sale, and then in payment of the amount in respect of which the lien arose. The remainder, if any, shall be paid to the person entitled to the shares, at the time of the sale.
- Proceeds of the sale**

TRANSFER OF SHARES

38. Subject to the restrictions in these Articles, the Act and the Rules a shareholder may, (unless his shares are deposited with the CDS) transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Board may approve from time to time.
- Form of transfer**
39. The common instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferee or by their legal representatives, and must be delivered to the Company. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the share register.
- Execution**
40. a) The Board may resolve to refuse to register a transfer of a share within six (06) weeks of receipt of the transfer, if any amount payable to the Company in respect of the share is due but unpaid. If the Board resolves to refuse to register a transfer for this reason, it must give notice of the refusal to the shareholder within one (01) week of the date of the resolution.
- Board's power to decline to register transfer**
- b) The Board may also decline to register a transfer of a share on which the Company has a lien.
41. The Board may decline to register more than three (03) persons as joint holders except the registration of executors or trustees of a deceased shareholder.

42. If the Board refuse to register a transfer they shall within two (02) Months after the date on which the transfer was lodged with the Company send to the transferee notice of refusal but without adducing any reasons therefore. These provisions shall not applicable to the shares listed on the Colombo Stock Exchange.
43. a) For the purpose of registration every instrument of transfer of shares not deposited in the CDS, shall be left at the Office together with the share certificate to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares. **Transfer to be left at the Office and evidence of title given**
- b) All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Board may decline to register shall be returned to the person depositing same.
44. Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally in-operative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee of the particulars of the shares transferred, or otherwise in defective manner. **Non-liability of Company, Directors and Officers in respect of transfer**
- And every such case, the person registered as transferee shall be entitled to be recognized as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
45. An instrument of transfer must be in respect of only one class of shares. **Transfer restricted to one class of Shares**
46. Any fee charged on the transfer of a share (excluding stamp duty if any) shall be a sum of money paid in advance as the Board may from time to time determine and which the Company may be permitted to charge by law and by the Rules. **Fee on transfer**
47. Notwithstanding anything to the contrary in these Articles, as long as the shares of the Company are quoted in a Stock Exchange such shares shall be freely transferable and shall not be subject to any restriction, save and except to the extent required for compliance with any statutory requirements.
48. Notwithstanding anything to the contrary in these Articles, as long as the shares of the Company are quoted in a Stock Exchange the Board may register without assuming any liability thereof any transfer of shares which is in accordance with the rules and regulations in force for the time being and from time to time as laid down by such Stock Exchange and any agency whose primary object is to act as a Central Depository for such Exchange.

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| 49. | The Board may by such means as they shall deem expedient authorise the registration of transfers or transmissions of shares without the necessity of any meeting of the Board for that purpose. | Registration without meeting |
| 50. | There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney, or other document relating to or affecting the title to any shares or for making any entry in the share register affecting the title to any share, such fee, not exceeding a sum as the Board may from time to time require or prescribe. | Fee for registration of probate |

TRANSMISSION OF SHARES

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| 51. | Where a joint holder of a share dies, the remaining holder/s shall be treated by the Company as the holder/s of that share. Where the sole holder of a share dies, that shareholder's legal representative or a person nominated under Section 544 of the Civil Procedure Code shall be the only person recognised by the Company as having any title to or interest in the share, but nothing herein contained shall release the estate of a deceased holder (whether joint or sole) from any liability in respect of any share solely or jointly held by him. | Transmission on death |
| 52. | There shall be no restriction by way of limitation of number in regard to the persons to be registered as joint-holders of a share where such persons are executors or administrators of a deceased holder. | Limitation of Executors etc |
| 53. | Any person who becomes entitled to a share as a consequence of the death, bankruptcy or insolvency or incapacity of a shareholder may be registered as the holder of that shareholder's shares upon making a request in writing to the Company to be so registered, accompanied by proof satisfactory to the Board of that entitlement. The Board may refuse to register a transfer under this Article in the circumstances set out in Articles 40 and 41. Provided always that where the share is deposited in the CDS, subject to the Rules, a transfer or withdrawal of the shares may be carried out by the person becoming so entitled. | Registration of executors etc. |

MEETINGS OF SHAREHOLDERS

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| 54. | Written notice of the time and place of a meeting of shareholders must be given to every shareholder entitled to receive notice of the meeting and to every Director and the auditor of the Company – a) not less than fifteen (15) working days in the case of an Annual General Meeting; b) not less than fifteen (15) working days before the meeting, if it is intended to propose a resolution as a Special Resolution at the meeting; c) not less than ten (10) working days before the meeting, in any other case. | Notice of Meetings |
| 55. | Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these Articles, be deemed to have been duly called if it is so agreed; | Shorter notice |

- a) in the case of a meeting called as the Annual General Meeting, by all the shareholders entitled to attend and vote at such meeting; and
 - b) in the case of any other meeting, by the shareholders having a right to attend and vote at the meeting, being shareholders together holding shares which carry not less than ninety five percent (95%) of the voting rights, on each issue to be considered and voted on at that meeting.
56. The notice must set out - **Contents of Notice**
- a) the nature of the business to be transacted at the meeting in sufficient detail to enable a shareholder to form a reasoned judgment in relation to it; and
 - b) the intention, if any, to propose a resolution at such meeting and the text of any resolution to be submitted to the meeting; and
 - c) Every notice calling a general meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a shareholder entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a shareholder of the Company.
57. Notwithstanding the provisions of Article 56 above, the following business transacted at an Annual General Meeting of the Company shall constitute routine business and shall not require notice thereof: **Routine business not requiring notice**
- a) declaring dividends;
 - b) considering the annual report and the financial statements;
 - c) appointing auditors and fixing the remuneration of the auditors or determining the manner in which such remuneration is to be fixed;
 - d) electing Directors in the place of those retiring by rotation or otherwise.
58. An irregularity in a notice of a meeting is waived if all the shareholders entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such shareholders agree to the waiver in writing. **Irregularity in a Notice**
59. The accidental omission to give notice to or failure to send an annual report, notice or other document to any person entitled thereto, or the non-receipt of notice, annual report or other document by any person entitled thereto shall not invalidate the proceedings at any general meeting or any resolution passed at such meeting. **Accidental omission or non-receipt of notice**
60. The Board may, whenever they think fit, and they shall, on requisition of the shareholders holding at the date of the deposit of the requisition, shares which carry not less than ten percent (10%) of the voting shares of the Company upon which all calls or other sums then due have been paid, proceed to convene an Extraordinary General Meeting of the Company, and in the case of such requisition **Convening an Extraordinary General Meeting on requisition**

the following provisions shall have effect: —

- a) The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the Office and may consist of several documents in like form each signed by one or more requisitionists.
 - b) In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Board shall be deemed not to have duly convened the meeting if they do not give such notice as is required by relevant provisions of the Act.
 - c) Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.
 - d) A requisition by joint-holders of the shares must be signed by all such holders.
61. A resolution in writing signed by not less than eighty-five per centum (85%) of the shareholders entitled to vote on the resolution at a meeting of shareholders, who together hold not less than eighty-five per centum (85%) of the votes entitled to be cast on that resolution, is as valid as if it had been passed at meeting of those shareholders. Any such resolution may consist of more than one document in like form; each signed or assented to by one or more Shareholders and may be transmitted to the Company, by facsimile, electronic mail or other similar means of communication. A copy of any such resolution shall be entered in the Minute Book kept for the purpose of entering the minutes of general meetings of the Company.
- Resolutions in lieu of meetings**

PROCEEDINGS AT GENERAL MEETINGS

62. A meeting of the shareholders may be held either—
- Method of holding meetings**
- a) by a number of shareholders who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - b) by means of audio, or audio and visual communication by which all shareholders participating and constituting a quorum, can simultaneously hear each other throughout the meeting.
63. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Three (03) shareholders present in person or by proxy or attorney or in the case of a corporation by a representative duly authorised as provided by Article 88 shall be a quorum for all purposes.
- Quorum**
64. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of shareholders, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the chairman of the meeting may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the shareholders present (if more than one) shall be a quorum.
- Adjournment if quorum not present**

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| 65. | The Chairman of the Board of Directors or in his absence the deputy Chairman (if any) shall preside as chairman at every general meeting. If neither the Chairman nor deputy Chairman is present within thirty (30) minutes after the time appointed for holding the meeting or if neither of them is willing to act as chairman, the Directors present, shall choose one of their number, to act as chairman or if only one (01) Director is present, he shall preside as chairman if he is willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the shareholders present and entitled to vote shall elect one of their number to be chairman. The election of the chairman of the meeting shall be by a show of hands. | Chairman of the meeting |
| 66. | The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. | Adjournment Notice of adjournments |
| 67. | At any general meeting, unless a poll is demanded, voting at the meeting shall as determined by the chairman of the meeting be on a show of hands. | Method of Voting |
| 68. | At a meeting of shareholders, a poll may be (before or on the declaration of the result of vote on a resolution) demanded by – a) the chairman of the meeting; or b) not less than five (05) persons present in person or by proxy or attorney or representative and entitled to vote; or c) a shareholder or shareholders present in person or by proxy or attorney or representative and representing not less than ten percent (10%) of the total voting rights of all the shareholders having the right to vote at the meeting. | Right to demand a poll |
| 69. | Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has been carried unanimously or by a particular majority or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour for or against such resolution. The demand for a poll may be withdrawn. | When a resolution is be considered as carried |
| 70. | A poll may be demanded either before or immediately after the vote is taken on a resolution. | Time of taking a poll |
| 71. | If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the chairman of the meeting may direct and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman of the meeting may | How a poll is taken |

(and if so requested shall) appoint scrutinisers and may adjourn the meeting to some place and time fixed by him for the purpose of taking and declaring the result of the poll.

72. If a poll is taken, votes must be counted according to the votes attached to the shares of each shareholder present and voting.
73. In case of any dispute as to the admission or rejection of a vote the chairman of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.
74. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is taken shall be entitled to a second or casting vote in addition to the votes to which he may be entitled as a shareholder.
75. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
76. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote to which no objection shall be made at such meeting or poll shall be deemed valid for all purposes of such meetings or poll whatsoever.

**Chairman's casting
vote**

VOTE OF SHAREHOLDERS

77. Subject to the provisions of these Articles and any rights or restrictions for the time being attached to any class or classes of Shares:
- a) at meetings of shareholders or classes of shareholders each shareholder shall be entitled to be present and to vote at any general meeting in respect of any share(s) upon which all calls due to the Company has been paid and may vote in person, or by proxy or by Attorney or by a duly authorised representative;
- b) on a show of hands every shareholder who being an individual is present in person or by proxy or attorney who is not a shareholder or being a corporation is present by a representative or proxy or attorney who is not a shareholder shall have one vote. Subject as aforesaid, upon a poll every shareholder who is present in person or by proxy or by attorney or by representative shall be entitled to one vote for each share held by him.
78. In the case of joint-holders of a share the senior who tenders a vote, whether in person or by proxy or by attorney or by representative, 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 shareholders in respect of the joint holding.
79. Where the Company proposes to take action which affects the rights attached to shares by alteration of shareholder rights, the action may not be taken unless it is approved by a Special Resolution of each interest group, as defined in the Act.

**Votes of
Shareholders**

**Voting rights of
Joint-holders**

**Voting in interest
Groups**

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| 80. | No person shall be entitled to be present or to vote on any resolution either as a shareholder or otherwise as a proxy or attorney or representative at any general meeting or demand a poll or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid. | No right to vote where a call is unpaid |
| 81. | No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objections made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive. | Qualification of voter |
| 82. | On a poll, votes may be given either personally or by proxy or by attorney or by representative and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. | Votes on a poll |
| 83. | The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under the corporation common seal or under the hand of an authorised officer or attorney duly authorised. The Board may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy need not be a Shareholder of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. | Execution of proxies |
| 84. | The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within Sri Lanka as is specified for that purpose in the notice convening the meeting not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote and in the case of a poll not less than forty eight (48) hours before the time appointed for the taking of the poll, and in default the instrument of the proxy shall not be treated as valid. | Deposit of proxies |
| 85. | The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the Act permit or in such other form as the Board may approve or in any particular case may accept:- | Form of proxy |

DIALOG AXIATA PLC

I/We of being a shareholder/shareholders of the abovenamed Company, hereby appoint of failing him of or failing him, the Chairman of the Meeting, as my/our proxy to represent me/us and to vote for me/us on my/our behalf at the annual/extraordinary (as the case may be) general meeting of the Company to be held on the day of 20..... and at any adjournment thereof.

Signed this day of 20.....

Shareholding represented by Proxy

| No. of shares held | CDS Account No. | NIC/Passport/Company Registration No. |
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| | | |

Note –

* Strike out which is not desired (Unless otherwise instructed the proxy may vote as he thinks fit)

* To be valid, this form, duly completed must be deposited at the Office of the Company not less than 48 hours before the time for holding the meeting. Provided that in the event the shareholder(s) duly executes the form of proxy but does not name any proxy such shareholder(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have, been duly completed by the shareholder(s).

86. a) Any form of proxy issued by the Company may in the case of a meeting at which special business is to be transacted be so worded that a shareholder may direct his proxy to vote either for or against any of the resolutions to be proposed. **Proxies general Provisions**
- b) The proxy shall be deemed to include the right to demand or join in demanding a poll.
- c) An instrument appointing a proxy, whether in the usual common form or not, shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.
87. a) Shareholders entitled to do so may give notice of the resolution to the Company in accordance with Section 142 of the Act and it shall be the duty of the Company to give notice of the resolution or circulate any statements, or both, as the case may be, in accordance with such section. The Company is not required to give notice of a resolution or circulate a statement in the circumstances set out in subsections (4) or (5) of Section 142 of the Act. **Shareholders' Resolutions**
- b) The Company shall give shareholders notice of any resolution and circulate to shareholders any statement with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting upon receiving a requisition in writing of such number of shareholders as referred to in Section 142 (2) of the Act.

CORPORATIONS ACTING BY REPRESENTATIVES

88. Any corporation which is a shareholder of the Company may by resolution of its Board 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 shareholders 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 shareholder of the Company.
- Representatives**

DIRECTORS

89. All the Directors of the Company shall be natural persons of full age and the Directors shall not be less than five (05) nor more than eleven (11) in number including the Executive Director(s).
- Number of Directors**
- a) So long and as often as the aggregate shares held by the Special Shareholder is not less than 51% of the issued shares of the Company the Special Shareholder shall be entitled from time to time by writing under the hand of such Special Shareholder and delivered at the Office of the Company to nominate and appoint a majority of the Directors.
- b) The Chairman and the deputy Chairman of the Board shall be from and out of the Directors appointed under Article 89(a) hereof.
- c) The right under the preceding paragraphs to nominate and appoint shall be deemed to include the right to remove a director so appointed and to appoint another in place of a director so removed or in place of any director previously appointed who for any reason ceases to be a Director. The notice of removal of the Directors shall be in writing under the hand of such Special Shareholder and delivered at the Office of the Company.
90. The shareholding qualification for Directors may be fixed by the Company at a general meeting and unless and until so fixed, no shareholding qualification for Directors shall be required.
- Qualification of Directors**
91. The Board may approve;
- Remuneration of Directors**
- a) the payment of any remuneration and/or the provision of other benefits by the Company to a Director for services as Director or for services rendered to the Company in any other capacity.
- b) the payment by the Company to a Director or a former Director of compensation for loss of office,
- c) the entering into of a contract to do any of the above,
- if the Board is satisfied that to do so is fair to the Company.
92. The Company may by ordinary resolution also vote extra remuneration and/or other benefits to the Directors or to any Director

as may be recommended by the Board for the performance of extra services to the Company.

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| 93. | The Directors shall be paid all their travelling, hotel and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of the Directors or any committee of the Directors of the Company. | Expenses |
| 94. | Nothing in these Articles shall prevent the payment to a Director of any further remuneration for services performed by him by virtue of any other office or position held by him in conjunction with his directorship. | Extra remuneration |
| 95. | Subject always to the provisions of the Act, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contracts or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship there by established. | Power of Directors to hold offices of profit and to contract with Company |
| 96. | Unless prohibited by the Act and the Rules any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director, or his firm to act as auditor of the Company and provided further that it shall be subject to normal commercial terms. | Directors may act in his professional capacity and be remunerated |

EXECUTIVE DIRECTORS

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| 97. | The Board may from time to time appoint any Directors as Executive Directors for such period and on such terms as it thinks fit. The Board may however cancel an appointment of a Director as Executive Director subject to the terms of his appointment. | Executive Director |
| 98. | An Executive Director(s) shall not while he continues to hold that office be subject to retirement by rotation and shall not be taken into account in determining the rotation or retirement of Directors but shall (subject to the provisions of the contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors and executives of the Company. | Executive Director not subject to retirement by rotation |
| 99. | The Board may entrust to and confer upon an Executive Director(s) any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such | Powers of Executive Director(s) |

powers, such Director shall have the powers to delegate to any officer or officers such of the powers within such Directors.

100. The Executive Director(s) shall be paid such remuneration as may be agreed between him and the Board. His remuneration may be by way of salary, commission, participation in profits or any combination of these methods or any other method of fixing remuneration.
- Remuneration of Executive Director**

DISQUALIFICATION, APPOINTMENT AND RETIREMENT OF DIRECTORS

101. Subject as otherwise provided for in these Articles and to the terms of any subsisting agreement, the office of a Director shall be vacated if he :-
- Vacation of office of Director**
- a) ceases to be a Director by virtue of the Act;
 - b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - c) becomes prohibited from being a director by reason of any order made under the Act
 - d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to the mental disorder;
 - e) is removed from office by a resolution of the Company under the provisions of the Act or these Articles;
 - f) resigns his office by notice in writing to the Company;
 - g) not being a Director appointed under Article 89 (a) hereof is absent without leave from the Board from more than fifty percent (50%) of the total meetings of the Directors held during a financial year;
 - h) not being a Director appointed under Article 89 (a) hereof, is requested in writing by majority of his co-Directors to resign.
102. At each annual general meeting one-third of the Directors, excluding Executive Director(s), for the time being or, if their number is not a multiple of three, the number nearest to (but not greater than) one-third shall retire from office. A Director retiring at a meeting shall retain office until the close of the meeting including any adjournment thereof.
- Selection of Directors to Retire**
103. The Directors to retire at each annual general meeting shall be those who, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day the Directors to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.
- Retirement of Directors by Rotation**
104. The Company at the meeting at which a Director retires in the manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have
- Filling vacated Office**

been re-elected unless -

- a) at such meeting it is expressly resolved not to fill such vacated office; or
- b) a resolution for the re-election of such Director is put to the meeting and lost; or
- c) such Director has given notice in writing to the Company that he is unwilling to be re-elected.

105. At any general meeting at which more than one (01) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (02) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. **Appointment of Directors to be voted on individually**
106. No person other than a retiring Director shall be eligible for election to the office of Director at any general meeting unless a shareholder intending to propose him for election has, at least fifteen (15) working days before the meeting left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office or the Intention of such shareholder to propose him for election. **Notice of Intention to appoint Director**
107. A Director may resign by delivering a signed written notice of resignation to the registered office of the Company. Subject to the provisions of the Act, the notice is effective when it is received at the registered office or at any later time specified in the notice. **Resignation of Directors**
108. The remaining Directors may continue to act notwithstanding any vacancy in their body but if and so long as their number is reduced below, the minimum number fixed by or pursuant to these Articles as the necessary quorum of Directors the remaining Director or Directors may act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company. **Directors may act notwithstanding vacancy**
109. The Board shall, subject to the provisions of these Articles, have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. Any Director so appointed shall hold office until the next annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting. **Board's power to fill casual vacancies or appoint additional Directors**
Article inserted by Special Resolution adopted on 24/06/2009

PROCEEDINGS OF DIRECTORS

110. The Board may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. The Chairman or the Secretary shall on the requisition of any Director at any time summon a meeting of the Board. **Meetings of the Board**
111. Unless otherwise determined by the Board from time to time notice of all meetings of the Board shall be given to all Directors or their **Notice of meetings of the Board**

alternates in writing by way of facsimile transmission or electronic mail or by post in a prepaid letter or by delivery or courier or any other communication method to his address registered with the Company or such address given by the Director. Such notice shall be sent to each Director at least seven (07) clear working days in advance, provided, however that with the consent of all Directors a meeting of the Board could be convened by a shorter notice in case of an emergency or if special circumstances so warrant.

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| 112. | An irregularity in the notice of a meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Directors entitled to receive notice of the meeting agree to the waiver. | Irregularity in the notice |
| 113. | <p>A meeting of the Board may be held either;</p> <p>a) by a number of the Directors who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or</p> <p>b) by means of audio or audio and visual communication by which all Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.</p> | Method of holding meeting |
| 114. | <p>The quorum necessary for the transaction of the business of the Board may from time to time be determined by the Board and, unless so determined shall be four (04), of which two (02) shall be Directors appointed under Article 89(a) hereof and one (01) Executive Director or his alternate.</p> <p>A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.</p> | Quorum |
| 115. | <p>For the purpose of determining whether the quorum for the transaction of the business of the Board exists:-</p> <p>a) in the case of a resolution agreed by the Board in audio or audio and visual communications all such Directors shall be counted in the quorum; and</p> <p>b) in the case of a meeting of the Board, in addition to the Directors present at the meeting, any Director in audio or audio and visual communication with such meeting shall be counted in the quorum.</p> | |
| 116. | <p>The Board may elect one of their number the Chairman and deputy Chairman, if any, of the Board and may determine the period for which the Chairman is to hold office.</p> <p>a) The Chairman or in his absence the deputy Chairman, if any, so appointed shall preside as Chairman at meetings of the Board. If no Chairman or deputy Chairman has been appointed, or if at any meeting the Chairman or deputy Chairman be not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present may choose one of their number who is a Director appointed under Article 89 (a) hereof to be chairman of the meeting.</p> | Chairman and deputy Chairman |

- b) The appointment of any Director(s) to the office of Chairman and/or deputy Chairman, if any, shall be subject to termination (unless the Board shall otherwise decide) if he ceases from any cause to be a Director(s).
117. Subject to these Articles, any question arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote. The chairman of the meeting shall however not have a second or casting vote where at the meeting only two (02) Directors are competent to vote on the question at issue. **Votes by majority and chairman to have casting vote**
118. A Director interested in a transaction of the Company as defined in the Act shall disclose that interest in accordance with the provisions of the Act. **Declaration of Interest**
119. A Director may contract with and be interested in any contract or proposed contract with the Company and shall not be liable to account for any profit made by him by reason of any such contract PROVIDED ALWAYS THAT the nature of the interest of the Director in any such contract be declared at a meeting of the Board as required by the provisions of the Act. **Directors may contract with the Company**
120. A Director of the Company may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation which is directly and indirectly interested in the Company, as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a director or officer of or from his interest in such corporation unless the company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation), and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or is about to be appointed a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid **Directors may become Directors of other corporations**
121. A resolution in writing, of which notice has been given to all the Directors, signed or approved to by a minimum of four (04) Directors or their Alternates which includes two (02) Directors appointed under Article 89(a) hereof and one (01) Executive Director, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. **Directors' circular resolutions**
- a) Any such resolution may consist of several documents in like form each signed or approved to by one or more Directors or their Alternates.

- b) Any such resolution may be circulated by courier, post, facsimile, electronic mail or any other communication mode/equipment.
- c) Approval by letter or other written means (including electronic digital means) shall be deemed to be a document signed by him for the purposes of the foregoing.
- d) A copy of any such resolution must be entered in the minute book of board proceedings.

GENERAL POWERS OF DIRECTORS

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| 122. | Subject to the provisions of the Act which relates to major transactions and the provisions contained therein, the business of the Company shall be managed by or under the supervision and direction of the Board. The Board shall have all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company. | Board to manage Company's business |
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COMMITTEES OF DIRECTORS

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| 123. | The Directors may establish any committees (including, without limitation, a management committee) comprising not less than one (01) Director for managing any affairs of the Company either in Sri Lanka or elsewhere, and may lay down, vary or revoke or annul such terms of reference as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee and may fix their remuneration and may delegate to any such committee any of the powers, authorities and discretion vested in the Directors, with power to sub delegate, and may authorise the member or members of any such committee to fill any vacancies therein, and to act notwithstanding vacancies and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit and the Directors may remove any person so appointed, and may vary or revoke or annul any such delegation, but no persons in dealing in good faith and without notice of any such variation or revocation or annulment shall be affected thereby. The regulations herein contained for the proceedings of Directors shall so far as not altered by any regulations made by the Directors apply also to the meetings and proceedings of any committee. | Power of Directors to appoint Committees |
| 124. | Subject to the terms of reference of such committee, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present. Where at the meeting only two (02) Directors form the quorum or are competent to vote on the question at issue the chairman shall not have a second or casting vote. | Meetings of Committees |
| 125. | A Committee may elect a chairman of its meetings; if no such chairman is elected or if at any meeting the chairman is not present after the time appointed for holding the meeting, the members present may choose one (01) of their number to be chairman of the meeting. | Chairman of the Committees |

ALTERNATE DIRECTORS

126. a) Each Director shall be entitled from time to time to nominate any person (not being a Director) to act as his alternate Director and at his discretion remove such alternate Director, but the appointment of such alternate Director shall not take effect until approved by a majority of the other Directors PROVIDED ALWAYS that any fee paid to an alternate Director shall be such as agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
- b) An alternate Director shall (except as regards the power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote at any such meeting at which his appointor is not present.
- c) Any appointment or revocation of the appointment of an alternate Director may be made and communicated to the office in writing under his hand in any other manner approved by the Directors. Any cable, telegram or facsimile or electronic mail shall be confirmed as soon as possible by letter, but may be acted upon by the Company in the meanwhile.
- d) A Director shall not be liable for the acts and defaults of any alternate Director appointed by him.
- e) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.
- f) An alternate director shall (on his giving an address for such notice to be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor.
- g) An Alternate Director may be appointed for a specified period or until the happening of a specified event but he shall ipso facto cease to be an alternate Director in any of the following events that is to say :-
- i) Upon the resumption of his duties as a Director by his appointer; or the return of his appointor if the appointment was for the purpose of acting as a Director during the appointor's absence aboard ;
- ii) If his appointer ceases for any reason to be a Director;

**Provisions for
appointing and
removing Alternate
Directors**

**Removal of
Alternate Directors**

Provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which

was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired;

- iii) If the alternate Director shall have a receiving order made against him or compound with his creditors or is adjudicated an insolvent;
- iv) If the alternate Director be lunatic or becomes of unsound mind;
- v) If the appointment of the alternate Director is revoked by his Appointor by a notice in writing left at the Office;
- vi) If the Board resolves that the appointment of the Alternate Director be terminated; provided that such termination shall not take effect until the expiration of thirty (30) days after the date of the resolution of the Board;
- vii) Is disqualified in accordance with the provisions of Act;

127. A Director shall not vote on the question of the approval of an alternate director to act for him or on the question of the termination of the appointment of such an alternate director under sub-paragraph (vii) of the Article 126 (g) hereof and if he does so his vote shall not be counted.

MINUTES

128. The Board shall ensure that minutes are kept of all proceedings at meetings of the Board. **Minutes to be kept**
129. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and shall be accepted as prima facie evidence without further proof of the facts stated therein.

SECRETARY

130. Subject to the provisions of the Act, the Board may from time to time appoint an individual, firm or company (qualified in terms of the Act or the regulations thereunder to hold office as Secretary) as the Secretary of the Company, for such term, at such remuneration, and upon such conditions as they think fit; and any Secretary so appointed may be removed by them. **Secretary**

SEAL AND EXECUTION OF NOTATIAL DOCUMENTS

131. a) The Board may decide to maintain a Company Seal in a form determined by them from time to time. **Seal**
- b) In the event the Board decides to maintain a Company Seal it shall not be affixed to any instrument except in the presence of any two Directors, or any Director and the Company Secretary or any Director and some other person appointed by the Directors or any two other persons authorised by the Directors for the purpose who shall attest the sealing thereof.

- c) Any document sealed in accordance with the foregoing provisions of this Article shall be presumed to have been duly executed by the Company.

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| 132. | The Board may delegate the authority to enter into notarial agreements to any employee(s) of the Company or to any other person(s) authorised by the Board. | Execution of notarial documents |
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AUTHENTICATION OF DOCUMENTS

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| 133. | Any Director or the Secretary shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts there from as true copies or extracts. A document purporting to be a copy of a resolution of the Board or any extract from the minutes of a meeting of the Board which is certified as aforesaid, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be that such extract is a true and accurate record of a duly constituted meeting of the Board. | Power to authenticate Documents |
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DISTRIBUTIONS

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| 134. | The Company may with the prior approval of the Board, make distributions (including by way of dividends), to Shareholders in accordance with the provisions of the Act. The Board shall be satisfied that the Company shall immediately after the distribution satisfy the solvency test. The Directors who vote in favour of the distribution shall sign a certificate of their opinion to that effect. | Distributions |
| 135. | The Board may from time to time approve the payment of an interim dividend to shareholders, where it appears to be justified by the Company's profits, without the need for approval by an ordinary resolution of the shareholders. The Board must be satisfied that the Company will immediately after the interim dividend is paid, satisfy the solvency test. The Directors who vote in favour of the interim dividend shall sign a certificate of their opinion to that effect. | Interim Dividends |
| 136. | The Board must prior to authorising a distribution obtain a certificate of solvency from the auditors. | Obtaining the Certificate of solvency |
| 137. | Except in the case where a distribution is a final dividend, the approval of the shareholders by an ordinary resolution or otherwise shall not be required before a distribution. | Approval of Shareholders |
| 138. | If and so far as in the opinion of the Board the profits of the Company justify such payments, the Board may pay the fixed cumulative preferential dividends on any class of shares carrying a fixed cumulative preferential dividend expressed to be payable on fixed dates or other dates (if any) prescribed for the payment thereof by these presents or by the terms of issue of the shares, and subject there to may also from time to time pay to the holder of any other class of shares interim dividends thereon of such amounts and on such dates as they think fit. | Payment of interim dividend on preference shares |

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| 139. | Unless otherwise determined by the Board, interest shall not be payable by the Company in respect of any dividend. | Dividends not to bear interest |
| 140. | A shareholder shall not be entitled to receive payment of any dividend or any allotment and issue of shares credited as fully paid up in respect of the share or shares whilst any moneys may be due or owing from him (whether alone or jointly with any person) to the Company in respect of such share or shares or otherwise howsoever. | No entitlement to distributions while moneys are due |
| 141. | The Board may deduct from any dividend payable to any shareholder, all sums of money, if any, presently payable by him (whether jointly or with any other person) to the Company on account of calls or otherwise in relation the shares of the Company held by him. | Deduction of Debts due to Company |
| 142. | The Board may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. | Retention of Dividends where liens etc. exist |
| 143. | All dividend unclaimed for one (01) Year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not constitute a trustee nor be liable to pay interest in respect thereof. Any dividend unclaimed after a period of six (06) Years from the date of declaration of such dividend may be forfeited and if so forfeited shall then revert to the Company. | Unclaimed Dividends |
| 144. | Any distribution or interim dividend which may be authorised by the Directors, may be paid by means of cash (wholly or partly) or by the distribution of specific assets, and in particular, of paid-up shares, debentures or debenture stock of any other company or in specie or in any one or more of such ways, the Board shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any shareholders upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board. | Payment of Dividends in Specie |
| 145. | Unless otherwise determined by the Board, any dividend or other money payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the shareholder or person entitled thereto, or as otherwise directed in writing by such shareholder or person, or, if several persons are registered as joint-holders of the shares or are entitled thereto in consequence of the death or bankruptcy of the holder, to any of such persons or to such person at such address as such person may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or the person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct, and payment of the cheque or warrant if purporting to be endorsed shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of | Dividends payable by Cheque |

the person entitled to the money represented thereby and Company shall not be liable or responsible for the loss of any such cheque or dividend warrant sent through the post.

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| 146. | Every dividend payable in respect of any share held by several persons jointly may be paid to and an effectual receipt given by, any one of such persons. | Dividends due to joint holders |
| 147. | The Board may, before making any distributions, set aside out of the profits of the Company such sums as they think proper as a reserve fund or funds. | Directors may form Reserve fund and invest |
| 148. | The Board may divide the reserve fund or funds into special funds as they think fit, with full power to employ the assets constituting the reserve fund in the business of the Company for any purpose which the Board may from time to time deem expedient or to invest in such investments as the Board may from time to time think fit without being bound to keep such assets separate from the other assets of the Company. The Directors may also without placing the same to reserve carry forward any profits, which they may think prudent not to divide. | Directors may employ or invest the assets |

DOCUMENTS TO BE KEPT BY THE COMPANY

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| 149. | In accordance with the provisions of the Act, the Company shall keep the registers and documents at the Office or at some other place of which notice has been given to the Registrar General of Companies. | Keeping of Registers etc. |
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ACCOUNTS

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| 150. | The Board shall ensure that the Company keeps such books of accounts and records as are necessary to comply with the provisions of the Act. | Board to keep proper accounts |
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AUDIT

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| 151. | At every Annual General Meeting the Company shall appoint an Auditor for the following year. The retiring Auditor shall be deemed reappointed until the conclusion of the following Annual General Meeting, without any resolution being passed to that effect at the Annual General Meeting, unless : a) he is not qualified for re-appointment; b) the Company resolves at that meeting to appoint another person in his place; or c) the Auditor has given notice to the Company that he does not wish to be re-appointed. | Appointment of Auditors |
| 152. | The duties of the Auditor shall be regulated in accordance with the provisions of the Act. | Duties of the Auditors |

NOTICES

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| 153. | Where the Company is required to send any document (including a share certificate) to a shareholder or to give notice of any matter to a Shareholder, it shall be sufficient for the Company to send the notice or document to any shareholder either personally or by sending it through ordinary post and/or courier to such shareholder at his registered address. Any notice or other document so sent by post, shall be deemed to be received by the shareholder on the day following the dispatch of a properly addressed and prepaid letter containing the document or notice. | Service of Notices |
| 154. | In respect of joint-holdings all notices shall be given or documents sent to the holder whose name stands first in the share register in respect of the share and notice so given shall be sufficient notice to all the joint holders. | Service of notice in respect of joint-holding |
| 155. | Where a shareholder has died or has become bankrupt or insolvent, the Company may continue to send all notices and documents in respect of his shares addressed to him at his registered address, notwithstanding that some other person has by reason of the death, bankruptcy or insolvency, become entitled to those shares, or may send any notice or document to an address to which that other person requests the Company to send such notices. | Service of notice after death or bankruptcy of Shareholder |
| 156. | A copy of every notice or document sent to all shareholders must be sent to the auditor of the Company. | Documents to be sent to the Auditor |
| 157. | Any shareholder whose registered address is not within Sri Lanka may if he so desires give notice to the Company of an address in Sri Lanka to which all documents and notices are to be sent and the Company shall consider that address as the registered address of the Shareholders for all purposes. | Shareholders resident abroad may notify an address within Sri Lanka |
| 158. | Any notice required to be given by the Company to the shareholders or any of them and not expressly provided for by these Articles shall be sufficiently given if given by advertisement, or electronic or facsimile transmission. Where notice is given by an advertisement, such advertisement shall be published in Sinhala, Tamil and English national daily newspapers. | Notice by Advertisement or facsimile transmission <i>Amended by Special Resolution adopted on 24/06/2009</i> |

WINDING UP

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| 159. | The shareholders may resolve to wind up the Company voluntarily by Special Resolution. | Resolution to wind up |
| 160. | The surplus assets of the Company available for distribution to shareholders after all creditors of the Company have been paid, shall be distributed in proportion to the number of shares held by each shareholder, subject to the terms of issue of any shares. | Distribution of surplus assets |
| 161. | The liquidator may with the approval of a Special Resolution, divide the surplus assets of the Company among the shareholders in kind. For this purpose he may set such value as he considers fair on any property to be divided, and may determine how the division will be carried out as between the shareholders or different classes of shareholders. | |

INDEMNITY, INSURANCE AND SECRECY

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| <p>162.</p> | <p>Subject to the provisions of the Act, the Company may, indemnify any Director (including a former director), whether holding an executive office pursuant to the Articles or not, managing director, agent, auditor, Secretary and other employee (including a former employee) for the time being of the Company or related company out of the assets of the Company against any costs incurred by him in defending any proceedings, whether civil or criminal, that relates to any act or omission in the executive or discharge of his duties, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the provisions of the Act in which release is granted to him by the court.</p> | <p>Indemnity of Directors and officers</p> |
| <p>163.</p> | <p>The Company may, in accordance with the provisions of the Act and with the prior approval of the Board, effect and maintain insurance for any Director or employee of the Company or related company out of the assets of the Company.</p> | <p>Insurance for Directors and employees</p> |
| <p>164.</p> | <p>Every Director, manager, auditor, trustee, Member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except when required so to do by the Directors or by any meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these Articles mentioned.</p> | <p>Declaration of Secrecy</p> |
| <p>165.</p> | <p>Save as may be expressly provided by the Act, no shareholder shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any trading, customer, business or technical detail of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, would be inexpedient in the interest of the shareholders of the Company to communicate to the public.</p> | <p>Secrecy of particular information</p> |

COMPLIANCE WITH RULES

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| <p>166.</p> | <p>Notwithstanding anything to the contrary contained herein, so long as the Company is listed on the Colombo Stock Exchange, the Company shall comply with and abide by the Rules, all the listing requirements and policies of the Colombo Stock Exchange and the CDS, which shall be in force from time to time.</p> | <p>Compliance with the Rules</p> |
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