

# **SUPPLEMENTARY TRUST DEED**

**DATED 21ST SEPTEMBER 2017**

**BETWEEN**

**SIYAPATHA FINANCE PLC**

**AND**

**DEUTSCHE BANK AG COLOMBO BRANCH**

**AS TRUSTEE**

**(RELATING TO A TRUST DEED DATED 18<sup>TH</sup> SEPTEMBER 2017 BY AND BETWEEN THE ABOVE PARTIES FOR A PUBLIC ISSUE OF TEN MILLION (10,000,000) LISTED, RATED, UNSECURED, SUBORDINATED, REDEEMABLE FIVE (05) YEAR DEBENTURES OF A PAR VALUE OF RUPEES ONE HUNDRED (LKR. 100/-) EACH BY SIYAPATHA FINANCE PLC)**

CONTENTS

Clause	Page
1. Interpretation.....	2
2. Survival of the Original Trust Deed.....	3

17

**THIS SUPPLEMENTARY TRUST DEED** is dated 21st September 2017.

- (1) **SIYAPATHA FINANCE PLC** a Limited Liability Company duly established in the Democratic Socialist Republic of Sri Lanka and registered under the Companies Act No. 17 of 1982, re-registered under the Companies Act No. 7 of 2007 and a finance company licensed under the Finance Business Act, No. 42 of 2011 bearing registration No. PB 917 PQ and having its Registered Office at No. 110, Sir James Peiris Mawatha, Colombo 02 (hereinafter referred to as "**the Company**") which term or expression as herein used shall where the context so requires or admits mean and include the said **SIYAPATHA FINANCE PLC** and its successors) of the **ONE PART**
- (2) **DEUTSCHE BANK AG COLOMBO BRANCH** a Banking Corporation duly incorporated in the Federal Republic of Germany and having its registered office at 12, Taunusanlage, Frankfurt am Main and having a Branch Office at No. 86, Galle Road, Colombo 3, in the Democratic Socialist Republic of Sri Lanka (hereinafter referred to as the "**Trustee**") and which term or expression hereinafter used shall where the context so requires or admits mean and include the said **DEUTSCHE BANK AG COLOMBO BRANCH** its successors and assigns) of the **OTHER PART**;

## **BACKGROUND**

- (A) This Supplementary Trust Deed amends a Trust Deed dated 18th September 2017 between the Company and the Trustee for a public issue of ten million (10,000,000) Listed, Rated, Unsecured, Subordinated, Redeemable five (05) year debentures of a par value of rupees one hundred (LKR. 100/-) (the "Original Trust Deed").
- (B) In accordance with clause 22 of the Original Trust Deed the Company and the Trustee have consented to the amendments to the Original Trust Deed contemplated by this Supplementary Trust Deed.

**IT IS HEREBY AGREED** as follows:

### **1. INTERPRETATION**

#### **1.1 Definitions**

The definition in Clause 1(a) 17 of the Original Trust Deed shall be substituted and replaced in its entirety with the following definition as follows:

**"RATE OF INTEREST"** means the rate of twelve decimal five zero per centum (12.50%) per annum, provided however that in the event of any income tax being payable by way of withholding on the interest on the Debentures and an Interest Rate Gross up Event is applicable, the Company shall gross up the Rate of Interest such that a Debenture Holder receives an interest of twelve decimal five zero per centum (12.50%) per annum after the deduction of such withholding tax provided however that the interest so grossed up shall not exceed thirteen decimal one six per centum (13.16%) per annum. If the interest is grossed up, the grossed up rate shall apply to all the Debenture Holders.

In case of such grossed up interest rate exceeds thirteen decimal one six per centum (13.16%) p.a. due to the imposition of WHT, such difference will be borne by the investor.

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- 1.2 Capitalised terms defined in the original Trust Deed have, unless expressly defined in this Supplementary Trust Deed, the same meaning in this Supplementary Trust Deed.

## 2. SURVIVAL OF THE ORIGINAL TRUST DEED

The parties hereto agree that other than as amended by the terms of this Supplementary Trust Deed the Original Trust Deed shall remain in full force and effect, and the terms and provisions of the same are hereby ratified and affirmed by each party hereto.

IN WITNESS WHEREOF the said SIYAPATHA FINANCE PLC has placed its Common Seal and the Authorized Signatories of DEUTSCHE BANK AG COLOMBO BRANCH have placed their respective hands hereunto and to one other of the same tenor and date as These Presents at Colombo on the day herein before mentioned.

The Common Seal of SIYAPATHA FINANCE PLC is hereto affixed in the presence of K. M. S. P. HERATH (Director) and S. SUDARSHAN (Director/Company Secretary) who do hereby attest the sealing thereof



Witnesses:

1. S. Y. PEIRIS  
NO 2 CHARLES PLACE  
DEHIWELA, NIC-646101379V

**SIYAPATHA FINANCE PLC**  
Company Number - PB 917 PQ

[Signature] Director  
[Signature] Secretary

2. P. M. Munasinghe  
2/1, Bandarawatte, Gampaha

Signed for and on behalf of the DEUTSCHE BANK AG  
COLOMBO BRANCH by its duly authorized signatories

.....and..... DILAN JESUDASON

For and on behalf of  
**DEUTSCHE BANK AG**  
COLOMBO BRANCH

[Signature] Attorney  
[Signature] Attorney

Witnesses:

1. [Signature] Y. S. De Silva  
500/66, Ruwanpura place,  
Agoda Angoda  
922241309V

[Signature]

T. Z. Chondan  
23/94 Anjanika Dharmapala Pl  
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