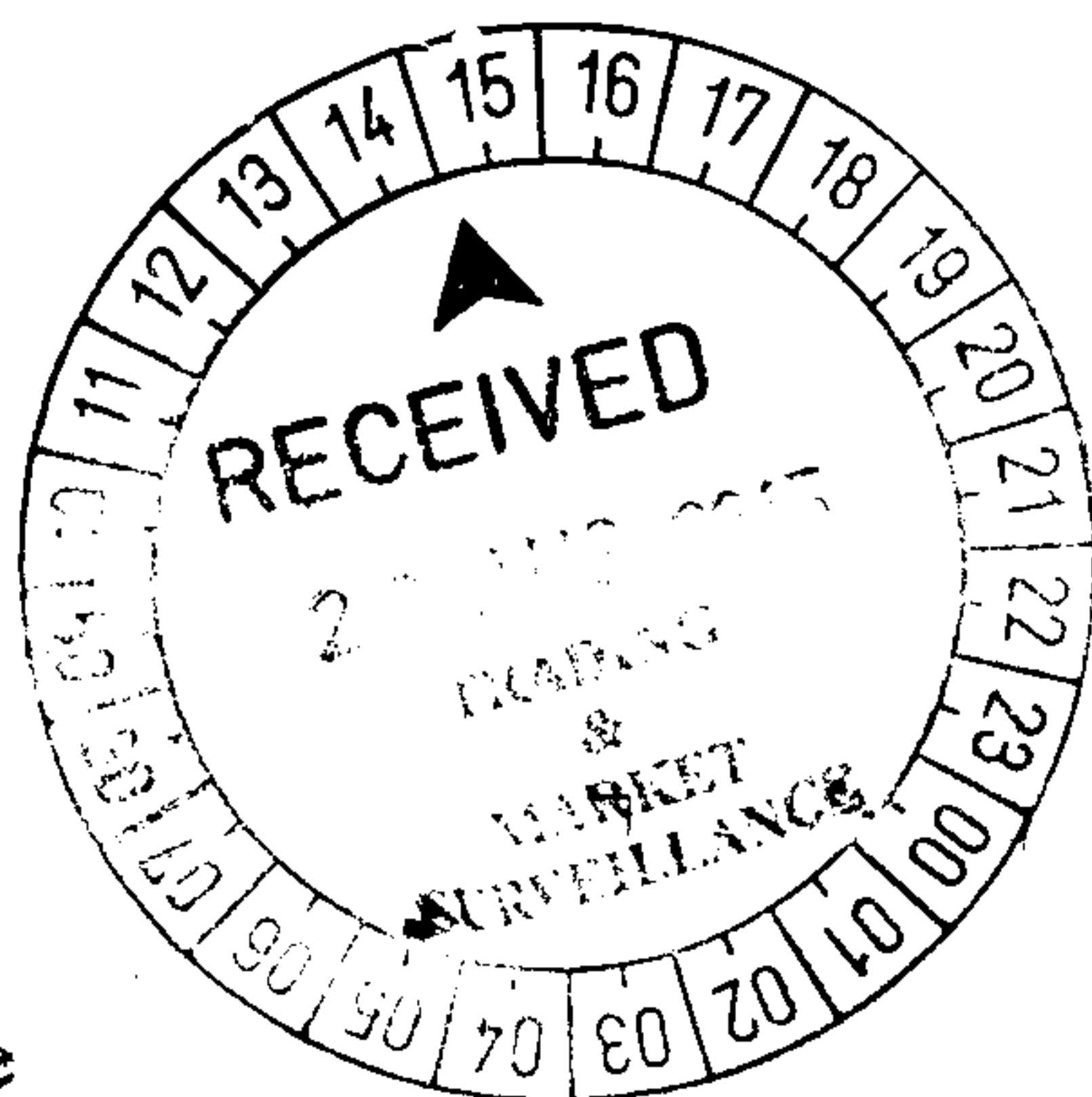


28 August 2015



DFCC BANK PLC
P.O. Box 1397
73/5, Galle Road
Colombo 03, Sri Lanka
Tel +94-11-2442442
Fax +94-11-2440376
E-mail info@dfccbank.com
Web www.dfcc.lk
(Company Reg No. PQ 233)



Mr. Renuke Wijayawardhane
Chief Operating Officer
Colombo Stock Exchange
Level 04-01 West Block
World Trade Centre, Echelon Square,
Colombo 1.

Dear Sir

Disclosure under Section 8 of the CSE Listing Rules

Proposed Amalgamation of DFCC Bank PLC ("DFCC") and DFCC Vardhana Bank PLC ("DVB")

Further to the disclosure made on 24 July 2015 on the above subject, we wish to inform you that at the Extraordinary General Meeting (EGM) held on 28 August 2015 the shareholders of DFCC Bank PLC have approved the resolutions set out in Annex as Special Resolutions.

We also wish to inform you that the shareholders of DFCC Vardhana Bank PLC have also approved the proposed Amalgamation of DFCC Bank PLC and DFCC Vardhana Bank PLC by a Special Resolution passed at the Extraordinary General Meeting held on 28 August 2015.

Yours faithfully,


Anomie Withana
Company Secretary

ye/TK
Pls Circulate
28/8

Post-It® Fax Note	7671	Date	28/8/15	# of pages	2
To	Mr. R. Wijayawardhane	From	A. Withana		
Co./Dept.	COO	Co.	DFCC Bank PLC		
Phone #	2356540	Phone #	2442219		
Fax #	2448925	Fax #	2440376		

DFCC BANK PLC

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**Annex**

**AN EXTRACT OF THE SPECIAL RESOLUTIONS PASSED BY THE SHAREHOLDERS
OF DFCC BANK PLC AT THE EXTRAORDINARY GENERAL MEETING
OF THE COMPANY HELD ON 28 AUGUST 2015
AT 10 AM AT THE CINAMMON LAKESIDE HOTEL, COLOMBO 2**

1. Special Resolution No: 1 - Approval of the Amalgamation Proposal

"that DFCC Vardhana Bank PLC (DVB) be amalgamated with DFCC Bank PLC (DFCC) in terms of Section 239 of the Companies Act, No. 7 of 2007 whereby the surviving amalgamated entity shall be DFCC Bank PLC subject to the approval of the Central Bank of Sri Lanka and that the said amalgamation be effective on 1 October 2015 or such other date as may be specified in the certificate issued by the Registrar General of Companies in that regard and that the Amalgamation Proposal dated 9 July 2015 which has been duly circulated to the shareholders be and are hereby approved and that in terms thereof a payment LKR52/- for every one ordinary voting share held in DVB to the shareholders of DVB (other than DFCC) be made in lieu of their shareholding in DVB as at the date of the amalgamation."

2. Special Resolution No: 2 - Adoption of new Articles of Association

"that the proposed new Articles of Association of DFCC Bank PLC ('the Company') which has been duly circulated to the shareholders and attached to the Amalgamation Proposal dated 9 July 2015 together with any amendments thereto required by the Central Bank of Sri Lanka be and are hereby approved and adopted as the Articles of Association of the Company in replacement of the existing Articles of Association of the Company, and the Articles of Association hereby approved shall come into force and effect on 1 October 2015 or such other date as may be specified in the certificate issued by the Registrar General of Companies in regard to the amalgamation of DFCC Vardhana Bank PLC with DFCC Bank PLC."

CERTIFIED TRUE COPY

A handwritten signature in black ink, appearing to read 'Arjun Fernando'.
Arjun Fernando
CEO/Director

A handwritten signature in black ink, appearing to read 'Anomie Withana'.
Anomie Withana
Company Secretary