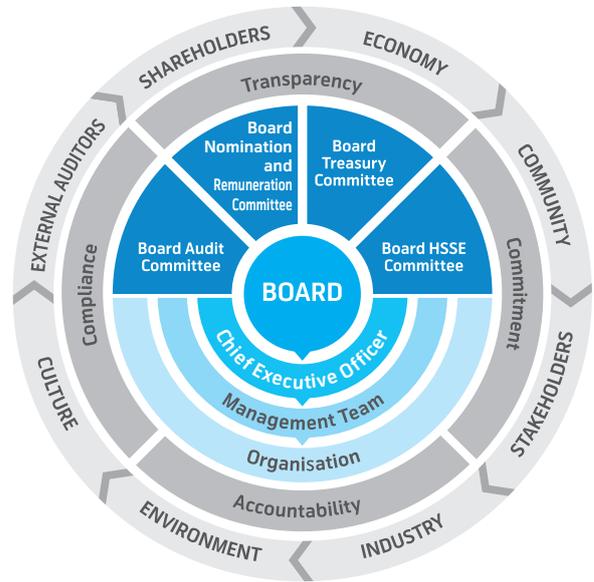


# Corporate Governance in Grameenphone

The Board of Directors (the Board) recognises the importance of good corporate governance. The Board is committed to ensuring the sustainability of the Company’s business and operations by integrating good governance ethics and business integrity into the strategies and operations of the Company. The Board believes these practices are key to continue delivering long-term shareholders’ value, safeguarding stakeholders’ interest and maintaining investors’ trust and confidence.

## Corporate Governance Framework

As a technology-oriented business entity, Grameenphone emphasises transparency, accountability and compliance, which are the essence of corporate governance. Grameenphone’s high standards of corporate governance play an important part towards the Company’s continued growth and success. The Company’s highest standards of corporate governance and business conduct help create and maintain sustainable shareholders’ value, safeguard stakeholders’ interests and maintain investors’ trust and confidence. Ethical business practices go hand-in-hand with strong corporate governance, ethical business practices create trust with the public and ultimately create shareholders’ value for the Company. The Company, at the same time expects acts of honesty and integrity from its Board of Directors, employees and suppliers.



## Corporate Governance Report 2023

Grameenphone is listed on the Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange Ltd. The Board is of the view that throughout the year ending 31 December 2023, the Company has complied with all the applicable conditions set out in the Corporate Governance Code 2018 (“the Code”), issued by the Bangladesh Securities and Exchange Commission (BSEC). The Board continues to monitor and review the Company’s Corporate Governance practices and makes necessary changes at an appropriate time. At Grameenphone, our actions are always governed by our values and principles, which are reinforced at all levels within the Company to ensure sustainable success. The disclosures in this report set out our corporate governance framework, practices and policies for FY2023, with reference to the Code.

## Board Matters

### a) Board Composition

As of the date of this Annual Report, the Grameenphone Board is comprised of ten (10) Directors, with eight (8) Non-Executive Directors and two (2) Independent Directors. The Non-Executive Directors contribute diversified qualifications and experience to the Company by expressing their views in an independent, constructive and informed manner, and actively participating in Board and Committee meetings. The Directors provide independent judgement and advice on issues relating to the Company’s strategies, policies, performance, accountability, resources, key appointments, standards of conduct, conflicts of interests and management processes, with the shareholders’ interests being the utmost important factor. The Company has also received from each Independent Director a confirmation annually of his/her independence taking into account the independence guidelines set out in the BSEC Corporate Governance Code.

Board composition Composition		Board diversity Gender		Tenure of Non-Executive Director	
Non-Executive	80%	Male	80%	Up to 3 years	30%
Independent	20%	Female	20%	3-6 years	30%
				Over 6 years	40%

Our business is led by our Board of Directors. They bring years of experience with them. Their breadth of knowledge guides our decisions and actions. The profiles of the Board members are provided below:



**Håkon Bruaset Kjøl**

Non-Executive Director and Chair

**Age:** 52

**Gender:** Male

**Nationality:** Norwegian

**Appointed:** 14 September 2011

**Re-elected:** 19 April 2021

**Committee Membership:** None

#### Skills and experience

Mr. Håkon Bruaset Kjøl is a senior corporate and public affairs leader and has held global and regional leadership roles in the telecommunications sector across Europe and Asia.

Kjøl is the Chair of the Board of Grameenphone. He is currently the Senior Vice President, Head of Investment Management and Deputy Head of Asia for Telenor in Asia. In this role, he is responsible for Telenor's activities in Malaysia, Thailand, Bangladesh and Pakistan. Kjøl serves on the Board of Directors of several Telenor Group companies in Singapore, and CelcomDigi Berhad in Malaysia. He is also a non-executive Director of the internationally renowned architect and design company Snøhetta AS, headquartered in Oslo.

Kjøl holds a Master of Business Administration degree from BI Norwegian Business School in Oslo, where he also studied public relations. He has completed INSEAD's International Directors Programme (IDP47) and INSEAD's Certificate in Corporate Governance. He is an ordinary member and a Senior Accredited Board Director of the Singapore Institute of Directors.



**M Shahjahan**

Non-Executive Director

**Age:** 68

**Gender:** Male

**Nationality:** Bangladeshi

**Appointed:** 26 June 2006

**Re-elected:** 26 April 2022

**Committee Membership:**

Audit Committee, Treasury

Committee and HSSE Committee

#### Skills and experience

Mr. M Shahjahan brings decades of experience in finance and operations in the development sector.

He serves as the Chair of the Grameenphone's Treasury Committee. Currently, he is performing as Executive Vice Chairman of Grameen Kalyan. Earlier he was the Managing Director of Grameen Telecom Trust. In addition, he was former Managing Director of Grameen Bank. His previous experience includes serving as the Deputy Managing Director, the General Manager and Head of the Accounts, Finance, Planning, Monitoring and Evaluation Division, Chief of the Audit Department, and the Zonal Manager of Grameen Bank. Mr. Shahjahan is a member of the Board of Directors of several Social Business companies that work in the fields of health, education, agriculture, welfare, renewable energy and telecommunications.

Mr. Shahjahan holds a Master's degree in Accounting and a Master's degree in Finance from the University of Dhaka. He was awarded ICAB Medal (Silver) for passing the 'C.A. Intermediate' examination at the earliest eligible chance.

#### Skills and experience

Mr. Md. Ashraf Hassan has extensive and diversified knowledge in various business and industrial sectors. He has profound knowledge in projects and business development, industry setup and management as well as wide exposure in the local and international market. He has extensive knowledge in the field of construction engineering.

Currently he is serving as Executive Vice Chairman of Grameen Telecom and is engaged in promoting and providing easy access to GSM cellular services in rural Bangladesh. Mr. Ashraf also serves as Executive Vice Chairman of Grameen Distribution Ltd., Grameen Shamogree, Grameen Knitwear Ltd., and Grameen Fabrics & Fashions Ltd. and CEO & Managing Director of Grameen Telecom Trust. He serves as a member of the Board of Directors of several enterprises in the fields of renewable energy, technology, education, health care, food & nutrition, construction, employment generation, and information & communication technology etc.

Mr. Ashraf holds a Bachelor of Science degree in Engineering from Khulna University of Engineering and Technology (KUET), Bangladesh.



**Md. Ashraf Hassan**

Non-Executive Director

**Age:** 63

**Gender:** Male

**Nationality:** Bangladeshi

**Appointed:** 20 January 2010

**Re-elected:** 19 April 2021

**Committee Membership:** NRC



**Nurjahan Begum**  
Non-Executive Director

**Age:** 71  
**Gender:** Female  
**Nationality:** Bangladeshi  
**Appointed:** 15 December 2021  
**Re-elected:** 02 May 2023  
**Committee Membership:** None

### Skills and experience

Ms. Nurjahan Begum has extensive experience in SME and microcredit, human development, training and education, both locally and internationally.

She is currently working as Advisor to Professor Yunus. Additionally, she is serving several Grameen organisations as Chairperson, Director or Trustee. Ms. Nurjahan is one of the earliest associates of Nobel Laureate Professor Muhammad Yunus during the establishment of Grameen Bank. She has served as Acting Managing Director and Deputy Managing Director of Grameen Bank; the Principal of Grameen Bank Central Training Institute; Managing Director of Grameen Shakti and Grameen Shiksha; and a Director of Grameen Foundation, USA. Currently, she also serves as Director of Grameen Italia Foundation, Italy, Centre for Mass Education in Science (CMES), Bangladesh, and also on the Council of Advisors of DSK (Dushtha Shasthya Kendra), Bangladesh. She has been presented with many awards, including the Susan M. Davis Lifetime Achievement Award, the World Summit Millennium Development Goals Award, the Outstanding Contribution to Education Award at Ed Leadership 7<sup>th</sup> International Roundtable, and the Yunus Social Business Summit Award.

Ms. Nurjahan holds a Master of Arts degree in Bangla from the University of Chittagong.



**Tone Ripel**  
Non-Executive Director

**Age:** 53  
**Gender:** Female  
**Nationality:** Norwegian  
**Appointed:** 18 October 2020  
**Re-elected:** 26 April 2022  
**Committee Membership:** None

### Skills and experience

Ms. Tone Ripel brings broad legal experience, corporate governance and business ethics, in addition to the Board of Directors experience in the telecom industry.

She currently holds the position of Attorney-at-Law in the Group Legal of Telenor ASA. She has been working in Telenor since 2013. She started her career as Higher Executive Officer, advisor and senior advisor in the Norwegian Competition Authority. In 1999, Tone joined Wiersholm Lawfirm in Norway as an Associated Attorney and Senior Attorney working primarily with corporate issues hereunder competition law, corruption issues and regulated markets, which included project management of high-profile investigations, crises management and contact with relevant authorities. She has served as Director of the Boards in Total Access Communications Public Company Limited (dtac), Thailand (until February 2023), Digi Telecommunications Sdn Bhd, Malaysia and Telenor Norge AS, Norway.

Tone holds a Master's degree in Law from University of Oslo.

### Skills and experience

Mr. Øivind Burdal has deep knowledge of legal affairs with operational and management experience in Europe and Asia.

He joined the Legal Department of Telenor ASA in 2004 where he practiced and held managerial positions in several areas. In August 2017, he was appointed Vice President and Head of Group Legal Asia in Telenor ASA after having served as Senior Vice President and Head of Legal in Telenor Myanmar Limited since July 2015. After obtaining his law degree, he joined Thommessen Krefting Greve Lund, one of the major law firms in Norway, focusing on M&A and TMT.

Burdal obtained his Law degree (Cand. Jur.) from the University of Oslo, Norway, a degree in Business Administration (Bedriftsøkonom BI) from BI Norwegian Business School Oslo, Norway, and a Master's degree (LLM, Master of Corporate and Commercial Law) from London School of Economics and Political Science in London, England.



**Øivind Burdal**  
Non-Executive Director

**Age:** 54  
**Gender:** Male  
**Nationality:** Norwegian  
**Appointed:** 18 May 2016  
**Re-elected:** 02 May 2023  
**Committee Membership:** Audit Committee



**Irfan Wahab Khan**

Non-Executive Director

**Age:** 54

**Gender:** Male

**Nationality:** British

**Appointed:** 15 September 2023

**Committee Membership:**

NRC, Health, Safety, Security and Environment Committee (HSSE)

### Skills and experience

Mr. Irfan Wahab Khan has extensive Executive and Board experience within Telecoms, Technology Consulting and FinTech having served in the UK, USA, Norway, Philippines, Saudi, Pakistan, Thailand and Singapore.

He is Chair of the Grameenphone's HSSE Committee. Mr. Irfan is the SVP, Head of Portfolio Development at Telenor Asia. Prior to that, he served as Head of Emerging Asia cluster Telenor Group, Chair of Telenor Myanmar and CEO of Telenor Pakistan. Since joining Telenor in 2004, he has held a several executive positions across Telenor Group. He is presently Chair of Telenor Bank and Board member IMD Board Governance Community. Prior to Telenor, Mr. Irfan worked at Orange UK, T-Mobile USA, Telcodia Technologies and Ericsson.

Mr. Irfan holds a Master's degree in Mobile and Personal Communications from the University of Westminster, London, UK. He also holds qualifications in Financial Management from Harvard Business School, Executive Diploma in Marketing from London Business School and Advance Management from INSEAD and a Qualified Board Director from IMD. He is also a lifetime Alumni of INSEAD.



**Marius Gigernes**

Non-Executive Director

**Age:** 44

**Gender:** Male

**Nationality:** Norwegian

**Appointed:** 22 February 2024

**Committee Membership:** None

### Skills and experience

Mr. Marius Gigernes is a senior corporate and finance leader and has held leadership roles in the telecommunications sector across Europe and Asia.

He is currently Vice President and Head of Investment Management Team in Bangladesh and Pakistan. In this role, he is responsible for Telenor's activities in Bangladesh and Pakistan. Previously Gigernes served as a member of the Investment Management Malaysia and before that, he had several CFO roles in entities within Telenor Group across Europe and Asia.

Gigernes holds a Master of Business and Economics/Siviløkonom from BI Norwegian Business School. He also has courses from Harvard Business School and INSEAD. He has completed the Mandatory Accreditation Programme by Bursa, Malaysia.



**Dr. Salehuddin Ahmed**

Independent Director

**Age:** 75

**Gender:** Male

**Nationality:** Bangladeshi

**Appointed:** 12 December 2018

**Tenure:** 2<sup>nd</sup> Tenure

**Committee Membership:**

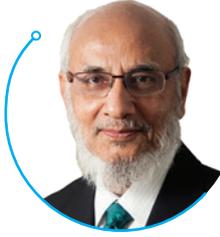
Audit Committee

### Skills and experience

Dr. Salehuddin Ahmed was a civil servant of the erstwhile Civil Service of Pakistan (CSP) with extensive experience in administration working with the Government of Bangladesh.

He is Chair of the Grameenphone's Audit Committee; a Professor at the BRAC Business School, BRAC University, Bangladesh; and a non-executive Independent Director of ASA International Group plc. He started his career as a lecturer in Economics at Dhaka University. Dr. Ahmed was appointed as the Governor of the Bangladesh Bank (Central Bank) in May 2005, for a term of four years up to 30 April 2009. He has also served in leadership roles with intergovernmental and micro-credit organisations in Bangladesh. Dr. Ahmed was awarded the Nawab Sir Salimullah Foundation Gold Medal for contributions in Economics. He also received the Distinguished Alumni Award from McMaster University, Canada.

Dr. Ahmed holds Master's degrees in Economics from Dhaka University and McMaster University and attained his Ph.D. in Economics from McMaster University, Canada in 1978.



**Abdul-Muyeed Chowdhury**  
Independent Director

**Age:** 80

**Gender:** Male

**Nationality:** Bangladeshi

**Appointed:** 14 September 2020

**Tenure:** 2<sup>nd</sup> Tenure

**Committee Membership:** NRC

### Skills and experience

Mr. Abdul-Muyeed Chowdhury was a civil servant belonging to the erstwhile Civil Service of Pakistan (CSP) cadre which he joined in October 1967. He has extensive experience in administration working with the Government of Bangladesh in field level assignments as Deputy Commissioner and Divisional Commissioner as well as at the policy level as Secretary in several ministries.

He served as an Adviser to the non-party Caretaker Government of Bangladesh in 2001 and held charge of five ministries.

He serves as Chair of the Grameenphone's Nomination and Remuneration Committee (NRC) and is currently serving as the Managing Director & CEO of Tiger Tours Limited. He has spent more than three decades in the civil service of Bangladesh, including as Secretary to the Government of Bangladesh in charge of various ministries, including holding leadership roles as Secretary of the Internal Resources Division (IRD) of the Ministry of Finance and ex-officio Chairman of the National Board of Revenue (NBR). Among other roles he headed the Jamuna Multipurpose Bridge Authority and served as ex-officio Secretary of the Jamuna Bridge Division. In this role, he successfully managed and completed the largest-ever development project of the country "The Jamuna Multipurpose Bridge". He was made a Fellow of the Institution of Civil Engineers (FICE), UK, for this accomplishment. He was the founder Chair of the SME Foundation and also Board Member of several other public institutions. Mr. Chowdhury is a nominated member of the Board of Directors of several listed companies, and Independent Director of four listed companies including Grameenphone.

Mr. Chowdhury holds a Bachelor of Arts Degree with honours in General History from Dhaka University and a Master of Arts (1<sup>st</sup> Class) in Modern History from the same University. He also attended a certificate course in Public Administration at the University of Tennessee, Knoxville, USA as a Fulbright Awardee.

#### b) Key Features of our Board

- All Board Members are Non-Executive Directors;
- Chair of the Board is Non-Executive Director;
- Separation of the roles of the Chair of the Board and the CEO;
- No Independent Directors have served more than six (6) years;
- Chair of the Audit Committee and Nomination and Remuneration Committee (NRC) are Independent Directors;

#### c) Role of the Board

The Directors of the Board are appointed by the Shareholders at the Annual General Meeting (AGM) and are accountable to the Shareholders. The Board is responsible for ensuring that the business activities are soundly administered and effectively controlled. The Directors keep themselves informed about the Company's financial position and ensure that its activities, accounts and asset management are subject to adequate monitoring and control. The Board also ensures that Grameenphone Policies & Procedures and Codes of Conduct are understood, implemented and maintained at all levels and that the Company adheres to the generally accepted principles for good governance and effective control of Company activities.

#### d) Rules of Procedure for the Board

In addition to other regulatory guidelines, the Board has also adopted the 'Rules of Procedure for the Board of Directors' to ensure better governance in the work and administration of the Board. The Board is also guided by a Delegation of Authority that spells out the practices and processes for discharging its responsibilities.

#### e) Board Diversity

The Board recognises the importance of diversity in deliberations and decision-making and has established its efforts to establish a diverse Board. We believe that our Board has optimum knowledge, composure and technical understanding of the Company's business, which, combined with its diversity of culture and background, stands as the perfect platform to perform and deliver. Grameenphone Board has approved a policy namely "Local Guidelines Board Diversity" in this aspect.

#### f) Process and Criteria for Appointment of new Directors, Independent Director and Top-Level Executives

The Board is responsible for the appointment of New Directors and top-level executives. The Board delegates the screening and selection process to the Nomination and Remuneration Committee (NRC). Prior to any appointment of an Independent Director, NRC develops suitable selection criteria for potential candidates, screens and interviews them before they are formally appointed. This ensures that the Board composition reflects an appropriate mix having regard to skills, experience, expertise, diversity, and independence. External consultants can be engaged to assist with the selection process of Independent Director, if necessary. The NRC makes its recommendation to the Board for the appointment of new Directors and top-level executives.

#### g) Induction and Training of Board members

All new non-executive directors and independent directors are introduced to our Company culture through orientation sessions. The Management Team and senior management provide an overview of operations and familiarise the new non-executive directors and independent directors on matters related to our values and commitments. They are also introduced to the organisation structure, services, constitution, Board procedures, and matters reserved for the Board etc.

#### h) Board Meetings

The Articles of Association ("AoA") of the Company requires the Board to meet at least four (4) times in a year or when duly called in writing by any Board member. Board meetings for the upcoming financial year are scheduled in advance before the end of the current financial year to enable Directors to plan ahead and attend the meetings according to the respective meeting schedules. The notice of each Board Meeting is served in writing well ahead of the meeting. The notice contains the detailed statement of business to be transacted at each meeting. The Board meets for both scheduled meetings and on other occasions to deal with urgent and important matters that require attention. Grameenphone's AoA allows Board meetings to be held via audio and video conferencing to facilitate the decision-making process. The Board met nine (9) times during the year 2023 and attendance of the Board members in the meetings was as follows.

Board meeting and AGM Attendance of Directors during 2023																
Name of the Director	AGM 02 May 2023	Board meeting number									Held during the tenure	Attended	% of attendance			
		1	2	3	4	5	6	7	8	9						
Mr. M Shahjahan***													9	7		78%
Mr. Md. Ashrafal Hassan													9	9		100%
Mr. Håkon Bruaset Kjøhl***													9	8		89%
Mr. Øivind Burdal													9	9		100%
Dr. Salehuddin Ahmed													9	9		100%
Mr. Jørgen C. Arentz Rostrup*													7	7		100%
Mr. Abdul-Muyeed Chowdhury***													9	8		89%
Ms. Tone Ripel													9	9		100%
Ms. Nurjahan Begum													9	9		100%
Mr. Ole Bjørn Sjulstad**													7	7		100%
Mr. Irfan Wahab Khan	—	—	—	—	—	—	—	—	—				2	2		100%
Mr. Petter-Børre Furberg	—	—	—	—	—	—	—	—	—				2	2		100%

Attended in person Attended through video conference Attended through audio conference Leave of absence — Was not a member

\*Mr. Jørgen C. Arentz Rostrup retired from the Board on 30 September 2023

\*\*Mr. Ole Bjørn Sjulstad retired from the Board on 14 September 2023

\*\*\* In compliance with the law, the Board granted leave of absence to the members who were unable to attend Board meetings

#### i) Board Activities

Among other things, the Board's Activities in 2023	
Strategy	Performance
<ul style="list-style-type: none"> <li>Approved Grameenphone's annual strategy action plan and annual target</li> <li>Approved Grameenphone's capital investment</li> </ul>	<ul style="list-style-type: none"> <li>Grameenphone's Performance - monthly and quarterly</li> <li>Audited Financial Statements for FY 2022 and Final Dividend</li> </ul>

Risk and Internal Controls	Governance
<ul style="list-style-type: none"> <li>Identified principal risks and ensured appropriate internal controls and mitigation measures and their implementation</li> <li>Reviewed the adequacy and integrity of the information provided by the Management and internal control systems</li> <li>Reviewed enterprise risks on quarterly basis</li> <li>Reviewed Business Security risks and mitigation activities</li> </ul>	<ul style="list-style-type: none"> <li>Approved the appointment of Board members</li> <li>Established and identified succession plan for leadership</li> <li>Reviewed yearly report of Supply Chain Sustainability, Competition Compliance Programme, Internal HS&amp;S Management, and Anti-Corruption Programme</li> <li>Approved Internal Audit Plan and Compliance Plan</li> <li>Review Internal Audit Reports</li> <li>Approved related party transactions</li> <li>Approved 2022 Short Term Incentive (STI) Achievement</li> <li>Reviewed the outcome of the BSEC Corporate Governance Code Compliance Audit</li> <li>Reviewed the update from Board Sub-Committees</li> </ul>

**j) The Chair and the Chief Executive Officer (CEO)**

The Chair of the Board is a Non-Executive Director. The Chair and the CEO of Grameenphone are separate persons. The roles of the Chair and Chief Executive Officer are established, set out in writing and agreed upon by the Board to ensure transparency and better governance. To that end, Grameenphone has also adopted 'Rules of Procedure for Chief Executive Officer'. The Chair leads the Board and is responsible for ensuring the effectiveness of the Board and its governance processes, while the CEO is the authoritative head for day-to-day management in the Company. He acts to reasonably ensure that Grameenphone operates its business as per the Articles of Association. Decisions are made by the Board and Shareholders, as well as according to Grameenphone policies and procedures and applicable regulatory laws and legislations.

**k) Delegation of Authority**

Responsibility or authority is assigned through the delegation of authority framework. The Board approves the Company's delegation of authority which ensures that delegated authority levels flow through the proper governance channels. The delegation of authority framework for the Company is continuously reviewed and updated as circumstances change to ensure relevance and applicability. Amendments to these documents are reviewed and approved by the Board.

**l) Code of Conduct for the Board and CEO**

In compliance with the requirement of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission (BSEC), the Company has framed and adopted the Code of Conduct for the Chair of the Board, other Board members and the Chief Executive Officer of Grameenphone to support the Company's objectives, vision and values. The Code is available on the Company's website at [www.grameenphone.com](http://www.grameenphone.com)

**m) Access to Information**

The Board recognises that the decision-making process is highly dependent on the quality of information furnished. In furtherance to this, every Director has access to all information within the Company. Throughout their tenure in office, Directors are continually updated on the business, as well as the regulatory and industry specific environment in which the Company operates. These updates are transmitted to them by way of written briefs and meetings with Senior Executives, and where appropriate, external sources.

**n) Succession planning for Top-Level Executive**

The Nomination and Remuneration Committee works with the Board on the leadership succession plan to ensure orderly succession of appointments of top-level executives. The Company strives to maintain an appropriate balance of skills and experience within the organisation.

**o) Board and Top-Level-Executive Remuneration Policy**

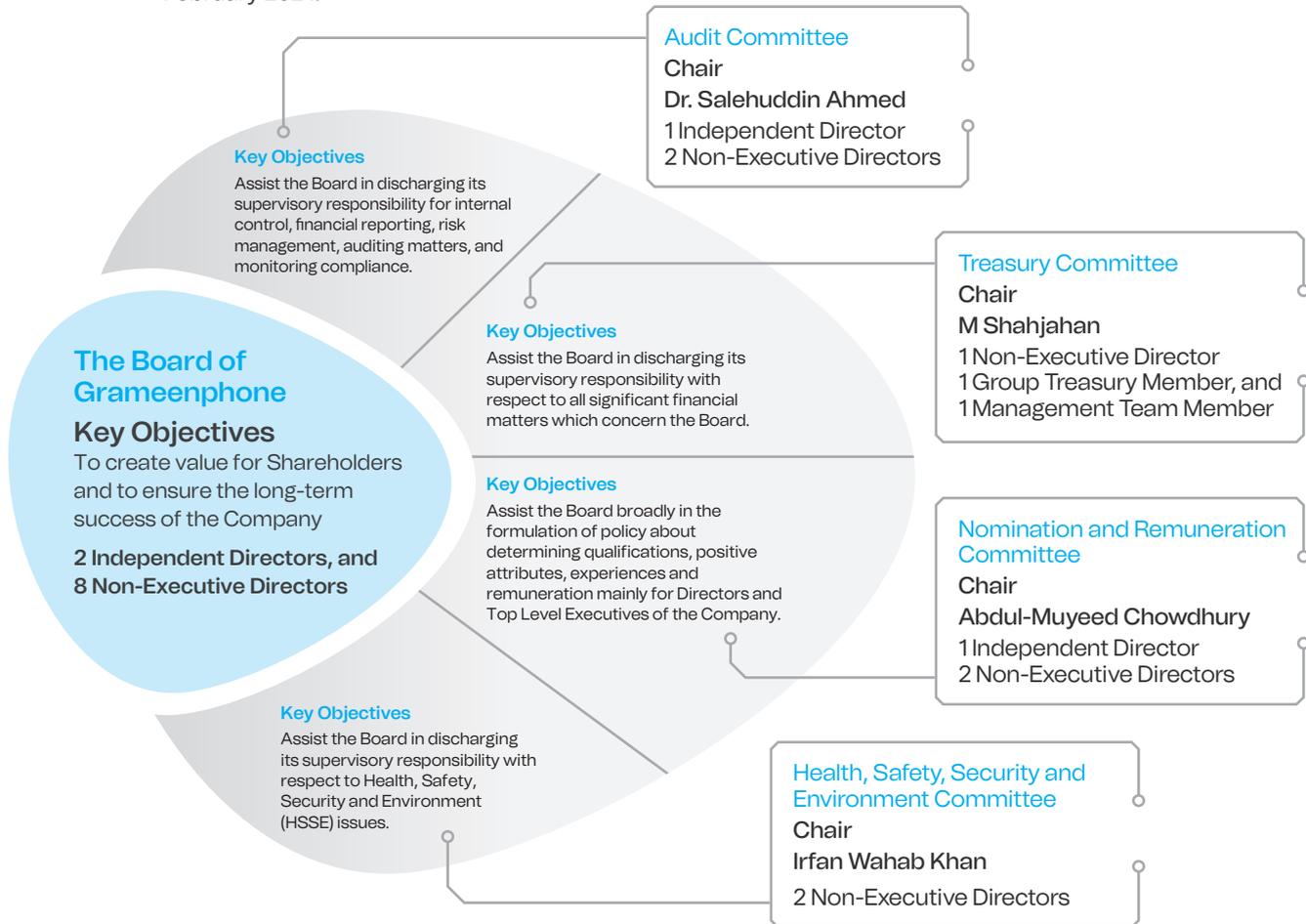
The objective of the Grameenphone's Top-Level Executive remuneration policy is to ensure that reward for Top Level Executive shall contribute to attracting, engaging and retaining the right employees to deliver sustainable value for shareholders in accordance with the Grameenphone behaviour.

No remuneration is given to the Directors of the Board. Directors receive attendance fees from the Company for every meeting attended. Rate of such attendance fees is determined by the Shareholders at the General Meeting.

**p) Evaluation of the Board and the CEO**

To establish and improve the operating effectiveness of the Board, the Board is required to carry out an annual evaluation of its overall performance relating to Board function, effectiveness and governance; Board Committees; conduct of Board meetings; and relationship with Management.

The evaluation process is led by the Chair of the Board and assisted by the Company Secretary. Each Director is required to complete a confidential pre-set questionnaire. The Nomination and Remuneration Committee has approved the criteria for evaluation of performance of the Board and the CEO. The Board evaluation was performed in January 2024 and the result was dealt by the Board at its Board Meeting on 05 February 2024.



## Audit Committee Report 2023

Dear Shareholders,

This report provides an overview of how the Committee operated, an insight into the Committee's activities and an understanding of the Committee's role in assisting the Board objectively in discharging its statutory and other responsibilities relating to the Company's published financial information, as well as ensuring the effectiveness of its enterprise risk management, internal controls (including information technology controls), financial and accounting matters, compliance and related processes.

### Composition and Meetings

The Audit Committee of Grameenphone is comprised of two (2) Non-Executive Directors and one (1) Independent Director. All members of the Audit Committee have relevant accounting or financial management expertise or experience. They also possess adequate qualifications as outlined in the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC). The Committee has direct access to the internal and external auditors. The Committee includes:

1. Dr. Salehuddin Ahmed, Chair
2. Mr. M Shahjahan, Member
3. Mr. Øivind Burdal, Member

The Independent Director, Dr. Salehuddin Ahmed acts as Chair of the Committee. As per the regulatory guidelines, the Company Secretary, Mr. S M Imdadul Haque acts as the Secretary to the Committee. The Audit Committee, accordingly, performs in coherence and ensures compliance with the Corporate Governance Code issued by the BSEC.

A total of six (6) meetings were held during 2023. Mr. Md. Ashraful Hassan (Nominated Director by Grameen Telecom) attended the meetings as a special invitee. A record of the Members' attendance at the Audit Committee meetings during 2023 is given below:

Committee members	Attendance	% (Percentage)	Committee member since
Dr. Salehuddin Ahmed	6/6	100%	12 December 2018
Mr. Shahjahan	5/6	83%	09 December 2009
Mr. Øivind Burdal	6/6	100%	30 January 2018

\* Details of the Committee members' financial, accounting, and other experience and expertise are given in their biographies under 'Directors' Profile' on pages 30 to 32

Permanent invitees to the meetings were the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), the Head of Internal Audit and the Company Secretary. Relevant heads of divisions and other members of the Management and the internal audit team also attended the meetings on occasions, as required.

### Major Responsibilities of the Audit Committee

The purpose, authority, composition, duties, and responsibilities of the Audit Committee are delineated in its Charter. Some of the major responsibilities of the Audit Committee are as follows:

- Review the annual, half-yearly and quarterly Financial Statements and other financial results, and upon its satisfaction of the review, recommend the same to the Board for approval.
- Review the adequacy and effectiveness of the financial reporting process, internal control system, risk management, auditing matters, and the Company's processes for monitoring compliance with laws and regulations and the Code of Conduct.
- Recommend appointment, termination, and determination of audit fees for statutory auditors. Consider the scope of work and oversee and evaluate the works performed by statutory auditors. Review permitted non-audit services performed by statutory auditors.
- Exercise its oversight of the work of Grameenphone Internal Audit. Review the effectiveness of internal audit functions including performance, structure, adequacy of resources, and compliance with professional standards. Examine audit findings and material weaknesses and monitor implementation of audit action plans.
- Exercise its oversight of the work of Grameenphone Ethics & Compliance. Review the Compliance Plan.
- Review related party transactions to ensure compliance with relevant statutory rules and regulations.

### Major Activities of the Audit Committee during the reporting period

- Reviewed and recommended the annual audited Financial Statements for the year ended 31 December 2022.
- Reviewed the Managements' Discussion & Analysis 2022.
- Approved 2022 yearly report to the shareholders from the Audit Committee.
- Reviewed and recommended the quarterly Financial Statements for the year 2023.
- Reviewed and recommended the Compliance Plan 2023.
- Discussed Internal Audit reports and findings and guided on the completion of annual audit plan.
- Reviewed the process of Enterprise Risk Management (ERM) and the top risks of the Company.
- Monitored the implementation status of audit action plans and guided to ensure timely completion of action plans.
- Reviewed and recommended the Internal Audit Plan 2024.
- Reviewed and recommended related party transactions.
- Reviewed Management Letter issued by the External Auditors in their presence.
- Reviewed the performance of the statutory auditors and made recommendation to the Board on the appointment and remuneration of statutory auditors.
- Reviewed and received report on the matters as per the requirement from the Bangladesh Securities and Exchange Commission (BSEC).
- The Chair of the Audit Committee presented in the 26<sup>th</sup> AGM held on 02 May 2023.
- Reviewed other matters and incidents of significance as per the Audit Committee Charter.

For and on behalf of the Board Audit Committee of Grameenphone Ltd.



**Dr. Salehuddin Ahmed**

Chair  
Audit Committee

04 February 2024

Digital Inclusion is

now

Grameenphone's widest network heralds a future where the country's small-scale artisans can now dream of having their own virtual stores. Under the 'Internet er Duniya Shobar' (Digital inclusion for all) project, rural women from 2,000 unions nationwide are being empowered with the immense potentials of the online world.



# Nomination and Remuneration Committee Report 2023

## Dear Shareholders,

This report provides an insight into the Committee's activities during the year 2023 and a description of its roles, responsibilities and functions.

## Composition and Meetings

The NRC of Grameenphone comprises of two (2) Non-Executive Directors and one (1) Independent Director. The Committee consists of:

1. Mr. Abdul-Muyeed Chowdhury, Chair
2. Mr. Irfan Wahab Khan, Member
3. Mr. Md. Ashraful Hassan, Member

The Independent Director, Mr. Abdul-Muyeed Chowdhury acts as Chair of the Committee. As per the regulatory guidelines, the Company Secretary, Mr. S M Imdadul Haque acts as Secretary to the Committee. The NRC ensures compliance with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC).

A total of seven (7) meetings were held in 2023. Mr. M Shahjahan (Director Nominated by Grameen Telecom) attended the meetings by special invitation. A record of the Members' attendance at the NRC meetings during 2023 is given below:

Committee members	Attendance	% (Percentage)	Committee member since
Mr. Abdul-Muyeed Chowdhury	7/7	100%	14 September 2020
Mr. Irfan Wahab Khan	2/2	100%	15 September 2023
Mr. Md. Ashraful Hassan	7/7	100%	11 December 2018

\* Details of the Committee members' experience and expertise are given in their biographies under 'Directors' Profile' on pages 30, 31 & 33

Permanent invitees to the meetings are the Chief Executive Officer (CEO), the Chief Human Resources Officer (CHRO), and the Company Secretary. Relevant Heads of divisions and other members of the Management team also attended the meetings on occasion, as required.

## Major Responsibilities of NRC

The purpose, authority, composition, duties and responsibilities of this Committee are delineated in its Charter. Some of the major responsibilities of the NRC are as follows:

- Recommend on Board's diversity policy, taking into consideration age, gender, experience, education and nationality.
- Formulate the criteria for determining the qualification of Directors.
- Identify persons who are qualified to become Directors and top-level executives and recommend their appointment and/or removal.
- Formulate the criteria for performance evaluation of Independent Directors and the Board Members.
- Recommend policy to the Board relating to the remuneration of the Directors, and top-level executives.
- Assess composition, reasonableness and sufficiency of the remuneration package(s) to attract, retain and motivate suitable Directors to run the Company successfully.
- Evaluate whether remuneration of Directors and top-level executives involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- Identify the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
- Annually review and recommend human resources and training policies of the Company.
- Recommend the remuneration policy of the Company, particularly regarding yearly increments; and
- Recommend the Code of Conduct for the Chair of the Board, other Board Members and the Chief Executive Officer (CEO) of the Company.

## Nomination, Election and Selection of Directors

The NRC is responsible for ensuring that the procedure for appointing new Directors is transparent, unbiased and equitable. The Board places great emphasis on ensuring broader diversity in its membership based on age, gender, experience, ethnicity, educational background and nationality as well as on personal attributes to provide all round perspectives and insights for appropriate decision-making. The recruitment and selection process aims to ensure that candidates with the most suitable skills, knowledge, experiences, and personal values can be selected.

### Evaluation of the Board

The NRC is responsible for ensuring the effectiveness of the Board. The Board is required to carry out an annual evaluation of its overall performance relating to Board function, effectiveness and governance; Board Committees; conduct of Board meetings; and relationship with Management. The evaluation process is led by the Chair of the Board and assisted by the Company Secretary. Each Director is required to complete a confidential pre-set questionnaire.

### Top Level Executive Selection and Remuneration Policy

The performance of the Company depends upon the quality of its Directors and Top-Level Executives. The Company strives to attract, motivate, and retain highly skilled Directors and Executives. Recruitment standards support Grameenphone's reputation as an employer of choice.

Grameenphone's remuneration policy strives to attract highly motivated Top-Level Executives and retain them to add value to the Company's growth and development.

### Remuneration for Board of Directors

No remuneration is given to the Directors of the Board. Directors receive attendance fees from the Company for every meeting attended. Rate of such attendance fees is determined by the Shareholders at the General Meeting.

### Major Activities of the NRC during the reporting period were as follows:

- Reviewed succession planning for Top Management.
- Approved 2022 yearly report to the shareholders from the NRC Committee.
- Reviewed and recommended 2022 Short Term Incentive (STI) achievements for the Chief Executive Officer (CEO).
- Recommended appointment of Chief Information Officer (CIO), Chief Human Resources Officer (CHRO), Chief Risk Officer (CRO), and Head of Internal Audit and Investigation (HIA&I)
- Reviewed and recommended annual salary increment proposal for 2023.
- Reviewed and recommended salary adjustment for the CEO.
- Reviewed and recommended 2023 Long Term Incentive (LTI) allocation for the CEO.
- Recommended the appointment of new Nominated Non-Executive Directors to the Board.
- Recommended extension of tenure of Independent Director.
- Reviewed and recommended amendment of Grameenphone Workers Profit Participation Fund and Welfare Fund Trust Deed and Rules
- Recommended the nomination to Management Member to Grameenphone Workers Profit Participation Fund and Welfare Fund Board of Trustees.
- Recommended the nomination of a Management Member to Grameenphone Employees Gratuity Fund Board of Trustees.
- The Chair of the Committee presented in the 26<sup>th</sup> AGM held on 02 May 2023.

For and on behalf of the Nomination and Remuneration Committee of Grameenphone Ltd.

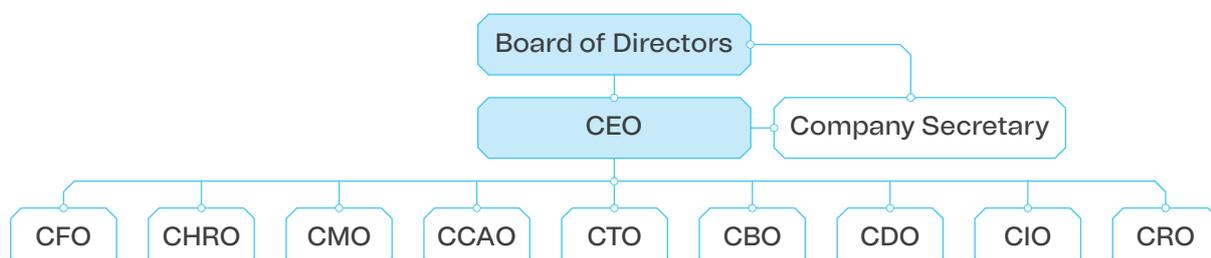


**Abdul-Muyeed Chowdhury**

Chair  
Nomination and Remuneration Committee  
05 February 2024

### Management Team

The Management Team is the Executive Committee of Grameenphone. Headed by the CEO, the Management Team is responsible for managing and running the affairs of the Company. All other key managers across the Company are members of the Management Team. The Management Team works to achieve the strategic goals and mission of the Company set by the Board of Directors. In discharging its assigned responsibilities, the Management Team meets on a weekly basis to monitor the business performance of the Company.



The key roles of the Management Team, headed by the Chief Executive Officer, include running the day-to-day business of the Company. Collectively, they inspire our teams and steer the success of our business. The profiles of the present Management Team members are provided below:



**Yasir Azman**  
Chief Executive Officer

**Age:** 49  
**Gender:** Male  
**Nationality:** Bangladeshi  
**Appointed:** 01 February 2020

**Skills and experience**

Azman has a proven track record as an all-rounded leader for driving organisational transformation, change management and business development.

Prior to his appointment as Chief Executive Officer (CEO) of Grameenphone, he served as Deputy Chief Executive Officer (DCEO) and Chief Marketing Officer (CMO) in the Company. Azman has worked with Telenor Group in India and Norway, serving as the Group Head of Distribution and eBusiness (2013-2015). He also led as EVP & Circle Business Head for Orissa and Karnataka circles (2010-2012). As CMO, Azman has led many transformation journeys in Grameenphone and played the key role in building a digital-centric and high-performance driven organisation. In recent years, as CEO of the Company, Azman has focused to modernise the organisation to become a future fit Telco Tech Company. He has also elevated the drive to a create positive impact in society as a socially responsible corporate citizen.

Azman holds an MBA degree from the Institute of Business Administration, Dhaka University, and also attended several executive educational programmes with the London Business School and INSEAD, France.



**Otto Magne Risbakk**  
Chief Financial Officer

**Age:** 62  
**Gender:** Male  
**Nationality:** Norwegian  
**Appointed:** 15 January 2024

**Skills and experience**

Otto is a seasoned finance leader with more than 35 years of leadership experience, of which the last 16 years were within the Telecommunication industry.

Before joining Grameenphone as Chief Financial Officer (CFO), he held CFO positions in Digi Telecommunications in Malaysia and Telenor Denmark and also served many years as Head of Group M&A at the Telenor Group in Norway. Prior to joining Telenor, Otto held various Finance leadership positions in leading companies such as Norsk Hydro, Rieter Automotive, and Schlumberger Ltd. Otto brings with him vast experience as CFO in advanced industries and listed companies and his experience of working in 10 countries enriched him with an extensive exposure to global markets and strong cultural adaptability. He is also a proven leader known for driving agile teams, developing talents, and practising good governance in fast-paced and demanding environments.

Otto completed his Business Administration and Management from Université de Fribourg, Switzerland.



**Syeda Tahya Hossain**  
Chief Human Resources Officer

**Age:** 50  
**Gender:** Female  
**Nationality:** Bangladeshi  
**Appointed:** 10 September 2023

**Skills and experience**

Syeda Tahya Hossain brings with her 26 years of HR experience across multiple industries and companies, out of which 16 years have been in top management roles.

She possesses a depth of knowledge in transformation, CBA environment, HR operations, and leading diverse teams. She has experience in designing and executing people strategies to drive a high-performance culture and is passionate about big data and predictive analytics, championing data-driven decision-making. Over the span of her career, Tahya has worked in Perfetti Van Melle, BRAC Bangladesh, Citi N.A., Unilever, Nestle and some more reputed companies. She has served as a panelist for Humanitarian HR conferences organised by CHS Alliance and is also an Honorary Member of the General Body and a part of the Anti-Sexual Harassment Committee of the Sajida Foundation.

She holds a Bachelor of Commerce from Bangladesh and a Diploma in Computer Studies from the National Computer Centre in the U.K.



**Sajjad Hasib**  
Chief Marketing Officer

**Age:** 45

**Gender:** Male

**Nationality:** Bangladeshi

**Appointed:** 01 February 2020

### Skills and experience

As Chief Marketing Officer, Sajjad has successfully spearheaded several Digitalisation, AI integration, and Transformation initiatives aimed at modernising the Sales and Distribution, as well as Commercial operations of Grameenphone. As a dedicated commercial leader, Sajjad has a proven track record of driving growth through innovative, data-driven solutions, customer experience transformation, AI integration & incorporation in processes. Sajjad's growth mindset and effective marketing & business strategies have led the commercial division to be more modernised.

Sajjad's extensive experience in the commercial aspects of Grameenphone's business has been gained through his previous roles as head of the operation, sales, distribution, and circle leadership. In addition to this, Sajjad has also held the position of Circle Business Head in both Dhaka and Sylhet.

He started his career as a Distribution Officer at Citycell and has worked in various companies in Bangladesh and abroad before joining Grameenphone as an Area Sales Manager in 2006.

Sajjad has earned an MBA from the University of Bedfordshire in the UK and a bachelor's degree from North South University in Dhaka. Additionally, he has completed executive training programmes at London Business School and INSEAD Business School, further demonstrating his commitment to continuous learning and professional development.



**Hans Martin Henrichsen**  
Chief Corporate Affairs Officer

**Age:** 66

**Gender:** Male

**Nationality:** Norwegian

**Appointed:** 15 May 2022

### Skills and experience

Hans Martin comes with extensive International/Asian experience in building and maintaining Telenor's international business portfolio for more than 20 years.

Before joining Grameenphone, Hans Martin served as CCAO of Telenor Myanmar and played a critical role in running Telenor Myanmar's operation during the most challenging times. Previously he has also held the position as Telenor Group's Chief Country Representative in Bangladesh from 2014 to 2018. He also has work experience from several organisations in Norway, South East Asia and Africa. As the CCAO of Grameenphone, he is currently taking the lead in aligning his deep understanding of the business environment and regulatory dynamics to strategically attain the best results for the customers, shareholders and other stakeholders.

Hans Martin holds a business management degree from the Norwegian School of Economics (NHH) in Finance and International Management.



**Jai Prakash**  
Chief Technology Officer

**Age:** 56

**Gender:** Male

**Nationality:** Indian

**Appointed:** 01 April 2022

### Skills and experience

Jai has 25 years of extensive experience in the telecommunication industry. Prior to his appointment as Chief Technology Officer (CTO) of Grameenphone, Jai served as CTO of Telenor Myanmar from November 2014. Under his tenure, Telenor Myanmar has taken a frontrunner position in touch-free operations and realised the critical qualities of a truly digital telco. In Myanmar, he was responsible for all technology operations, including network and IT. As part of the startup team in Myanmar, Jai was instrumental in setting up and rolling out Telenor Myanmar's highly efficient data network. Before joining Telenor Myanmar, he served as Circle Technical Head for Bihar and Eastern Uttar Pradesh in Telenor India.

Jai holds a B.E. in Electronics and Telecommunication Engineering.



**Dr. Asif Naimur Rashid**  
Chief Business Officer

**Age:** 47

**Gender:** Male

**Nationality:** Bangladeshi

**Appointed:** 16 April 2022

### Skills and experience

Dr. Asif brings forward a dynamic approach to leadership with his adaptive and striving for excellence nature backed by the vast experience of more than two decades.

In his current role as the Chief Business Officer (CBO), Dr. Asif is leading the transformation of the changing business dynamics in the B2B market, strengthening the business context by combining it with strong technocommercial collaboration. Before joining Grameenphone, Dr. Asif served as Chief Information Officer (CIO) at Robi Axiata Ltd. and jointly held the position of the founding Managing Director of Red. Digital Ltd., a fully-owned ICT subsidiary of Robi. He is also known as an ICT, Digital Transformation leader in the Telenor fraternity and industry for his long run with Grameenphone, Telenor Myanmar, Telenor ASA and Siemens in various leadership roles in the past.

He holds a Doctoral degree in Artificial Intelligence from California Southern University, USA with summa cum laude, Master of Business Administration (Executive Management) from Royal Roads University, BC, Canada, Master of Engineering Studies (Telecommunications Engineering) from University of Technology Sydney, Australia, and a Bachelor of Science (Hon's) degree in Applied Physics & Electronics from Dhaka University, Bangladesh. He has attended INSEAD business school, MIT Sloane School of Management, Harvard Executive Education, National University of Singapore on leadership and digital transformation courses on numerous occasions and regularly speaks at national and international tech events on IoT, Cloud, 4IR, Digital Transformation and Disruptive Techs.



**Solaiman Alam**  
Chief Digital Officer

**Age:** 45

**Gender:** Male

**Nationality:** Bangladeshi

**Appointed:** 22 April 2020

### Skills and experience

Solaiman has 23 years of professional experience in the FMCG and telecom industry.

He served Grameenphone as Director Marketing, and later Head of Digital Division before being appointed Chief Digital Officer (CDO). Through his career, Solaiman has held various roles spanning digital channels and digital services, new business, marketing, product management, brand management, trade marketing and sales. He got his start in sales with British American Tobacco Bangladesh (2000-2005) before moving to Orascom Telecom Bangladesh, Banglalink. At Banglalink he played a vital role in establishing that company as one of the most recognised brands in the country and left as its Senior Director, Marketing.

Solaiman is a graduate from IBA, University of Dhaka, and has attended a host of courses and certifications from organisations like London Business School, INSEAD France, HFI, IDEO etc.



**Niranjana Srinivasan**  
Chief Information Officer

**Age:** 42

**Gender:** Male

**Nationality:** Indian

**Appointed:** 01 September 2023

### Skills and experience

Niranjana is an experienced leader with over 20 years of diverse experience in managing projects in the IT field across multiple countries and companies.

He has worked in companies such as Tech Mahindra Malaysia, Ooredoo Myanmar, and Telenor Myanmar. He specialises in MFS (Mobile Financial Services), Digital Apps and Services, and BSS (Business Support Systems), among others. His comprehensive expertise lies in technical solution architecture and conceptualisation for enterprise systems, aligning them with business goals to deliver technology-driven IT solutions. Additionally, he is a reputed leader with proven abilities in recruiting, training, and motivating teams to go above and beyond.

Niranjana has a B.Sc in Computer Technology from Bharathiar University, Coimbatore in Tamil Nadu, India.



**Md. Arif Uddin**  
Chief Risk Officer

**Age:** 50

**Gender:** Male

**Nationality:** Bangladeshi

**Appointed:** 01 October 2023

### Skills and experience

Md. Arif Uddin is a highly experienced leader with over 20 years of extensive leadership experience.

Having joined Grameenphone in 2002, he has held pivotal positions within our Finance division and played integral roles in various local and international projects. His international exposure includes working at Telenor HQs in Oslo, Norway. Throughout his career, Arif has demonstrated significant contributions beyond his functional responsibilities. Noteworthy achievements include establishing a robust Business Performance Management function and Enterprise Risk Management process, grooming emerging leaders in Finance, and modernising the Finance function. Arif's strategic mindset and proactive approach extend to resolving disputes through lawful amicable measures, elevating the risk management strategy to new heights.

Arif is a Certified Professional Accountant and a fellow member of the Institute of Financial Accountants, UK, and the Institute of Public Accountants, Australia.

### Company Secretary

To ensure the effective assimilation and timely flow of information that is required by the Board and to maintain necessary liaison with internal organs as well as external agencies, the Board has appointed a Company Secretary. The Corporate Governance Code, issued by the Bangladesh Securities and Exchange Commission (BSEC), also requires a listed Company to appoint a Company Secretary. In pursuance of the same, the Board of Directors has appointed the Company Secretary and defined his roles & responsibilities. In Grameenphone, among other functions, the Company Secretary:

- Performs as the bridge between the Board, Management and Shareholders on strategic and statutory decisions and directions.
- Acts as a quality assurance agent in all information streams towards the Shareholders and the Board.
- Is responsible for ensuring that appropriate Board procedures are followed and advises the Board on Corporate Governance matters.
- Acts as the Disclosure Officer of the Company and monitors the compliance of the acts, rules, regulations, notifications, guidelines, orders/directives, etc. issued by BSEC or Stock Exchange(s) applicable to the conduct of the business activities of the Company to protect the interests of the investors and other stakeholders.



**S M Imdadul Haque**  
Company Secretary

**Age:** 49

**Gender:** Male

**Nationality:** Bangladeshi

**Appointed:** 21 April 2017

Imdad has vast knowledge and expertise in the Company's Secretarial function, Corporate Governance, Compliance, Stakeholder Management, and Public Communications.

Imdad started his career in the Internal Audit function of Grameenphone in 2004. Then he moved to the Department of Company Secretary two years later. He had more than 17 years of experience in the Company Secretariat Function. Before joining Grameenphone, Imdad worked in KPMG Rahman Huq, Chartered Accountants (2002-2004) where he was also an articled student (November 1998-April 2002).

He holds a Master's degree in Commerce and attended various training programmes at different institutions and educational programme, including INSEAD. He also passed the "C.A. Intermediate" examination.

### The Control Environment in Grameenphone

In implementing and ensuring good governance in Grameenphone, the Board and the Management Team ensure the following:

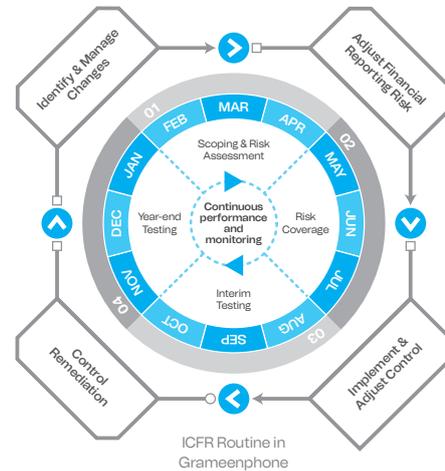
#### a) Financial Reporting

Grameenphone has strong financial reporting procedures. Financial statements are prepared in accordance with International Financial Reporting Standards (IFRS), the Companies Act 1994, the Securities and Exchange Rules 2020, relevant guidelines issued by the Bangladesh Securities and Exchange Commission, Financial Reporting Act, 2015 and other applicable laws in Bangladesh. All the financial

transactions are recorded in the Oracle Enterprise Resource Planning (ERP) systems. Financial reports extracted from the ERP are then used to produce the financial statements. These financial statements, once prepared, are reviewed initially by the Chief Accountant, CFO and CEO respectively and then by the Board Audit Committee quarterly. In each quarter/half-year/year, the external auditors review or audit the financial statements following relevant regulations/requirements. The annual audit is conducted by the external auditors, who are appointed by the Board of Directors followed by the Shareholders' approval in the Annual General Meeting. Details of Internal Control over Financial Reporting are described below.

**b) Internal Control Over Financial Reporting (ICFR)**

Grameenphone Management prioritises the establishment of an effective internal control environment throughout the organisation. Grameenphone has implemented necessary Internal Controls to provide reasonable assurance that Grameenphone's financial statements are free from material mis-statements and give a true and fair view of the transactions and financial position of the Company and that the financial statements are compliant with International Financial Reporting Standards (IFRS), the Companies Act 1994, the Bangladesh Securities and Exchange Rules 2020, as well as relevant guidelines issued by the Bangladesh Securities and Exchange Commission, Financial Reporting Act, 2015 and other applicable laws in Bangladesh.



Grameenphone follows a risk-based approach to designing and implementing effective internal controls.

The management has also established an appropriate accountability structure with defined roles and responsibilities for control performers, control owners and process owners, with overall responsibility lying with the CEO and CFO.

Internal controls at Grameenphone are an essential part of the Company's corporate governance structure and are deeply integrated into the business processes affecting financial reporting. The internal control team periodically undertakes a change management process to review and enhance controls, thereby addressing any potential financial reporting risks. Throughout this process, all process and control owners are aligned to ensure that controls are executed effectively and in accordance with established standards.

Operating effectiveness of controls is monitored throughout the year. Effectiveness of the controls are tested in two different phases, i.e., Interim Testing and Year-end Testing. An independent audit firm is engaged to test the effectiveness and adequacy of established controls. Grameenphone has a dedicated Internal Control Team, accountable for conducting activities related to internal controls over financial reporting. The ICFR team works independently under Chief Risk Officer (CRO), but closely with Internal Audit function, External Auditors, and the Telenor Group ICFR team to ensure risks are identified, reported and mitigated timely.

Inherent limitations exist within any system of internal control over financial reporting, regardless of its design quality, which may result in the inability to fully prevent or detect mis-statements. These limitations derive from the potential for controls to be circumvented or overridden, as well as the possibility of errors or fraudulent activities occurring without detection. Moreover, the effectiveness of internal controls may fluctuate over time due to evolving circumstances.

Management assessed the effectiveness of the Company's internal control over financial reporting engaging an independent audit firm, using the criteria established in the Internal Control - Integrated Framework (2013) issued by the COSO and concluded that the Company maintained effective internal control over financial reporting throughout the year ended 31 December 2023.

**c) Financial Reviews**

The purpose of the financial review is to monitor the financial performance and position of the Company versus its annual financial targets. The CEO and CFO review financial results on a monthly basis to ensure Grameenphone is on track to deliver its annual financial targets or to identify corrective action, if and when required.

**d) Statutory Audit and Certification**

Auditing of the Company is governed by the Companies Act, 1994, and the Bangladesh Securities and Exchange Commission Rules 2020, and conducted in accordance with International Standards on Auditing (ISA). As per these regulations, auditors are eventually appointed by Shareholders at each Annual General Meeting (AGM) and their remuneration is also fixed by the Shareholders at the AGM. The appropriate structure is in place as per Corporate Governance best practices to ensure their independence. Statutory auditors cannot be appointed for a consecutive period exceeding three years in compliance with the order of the Bangladesh Securities and Exchange Commission (BSEC). Statutory auditors are not engaged in non-audit services as this may compromise auditor independence unless otherwise required by the regulators.

**e) Internal Audit and Investigation**

Internal Audit supports the Company in achieving its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of its risk management, control and governance processes. The investigation unit ensures that internal investigations are conducted with predictability, confidentiality, fairness and confidence to clarify the factual circumstances and establish if there is any evidence of personal misconduct or violation of Grameenphone's Governing Documents and/or laws and regulations. To ensure the organisational independence of Internal Audit and Investigation, the Head of the function reports functionally to the Board and its Audit Committee and administratively to the Chief Executive Officer. Internal Audit and Investigation activities are governed by its Charter, which is approved by the Board. Grameenphone Internal Audit and Investigation is empowered to carry out its activities in all aspects of the Company and have unrestricted access to any relevant information. The Grameenphone Internal Audit department discharges its assurance and consulting activities through management of three distinct audit streams: Core Business, Governance and Third Parties, and IT & Cyber Security. A risk-based annual audit planning process is in place, which takes into consideration the strategic imperatives and major business risks surrounding Grameenphone, while considering pervasive audit needs. Grameenphone Internal Audit and Investigation also work closely with Telenor Group Internal Audit and Investigation in sharing knowledge and resources to ensure the achievement of deliverables and objectives.

**f) Related Party Transactions**

The Board Audit Committee reviews all the related party agreements and payments before submission to the Board of Directors for approval. Abiding by the laws, a Board Director, who has an interest in a transaction, discloses his interest in such transaction and abstains from deliberations and voting on the relevant resolution at the Board meetings. Details of significant related party transactions are disclosed in notes of the Financial Statements as per the requirements of IAS 24 Related Party Disclosures.

**g) Dividend Distribution Policy**

The Board of Directors has established a dividend policy, which forms the basis for the proposals on dividend payments that it makes to the Shareholders, taking into consideration the business performance of the Company and its strategic initiatives. The Board believes that it is in the best interest of Grameenphone to draw up a long-term and predictable dividend policy. The objective of the policy is to allow the Shareholders to make informed investment decisions. The Board has approved the following dividend policy:

"The dividend policy is to pay minimum 50% of the net profit after tax depending on the financial health and capital requirement of the Company with an aim to have a consistent growth in dividend pay-out. Grameenphone aims for as frequent dividend distribution as possible. Grameenphone can consider special dividend payments, such as interim dividend, subject to the Company's business performance and cash availability."

**h) Enterprise Risk Management & Risk Mitigation**

Risk Management at Grameenphone is concerned with earning competitive returns from the Company's various business initiatives at an acceptable risk level. It supports the Company's competitiveness by developing a culture, practice and structure that systematically recognises and addresses future opportunities whilst managing adverse effects (i.e., threats) by recognising risks and responding appropriately. The Company follows well defined risk management manuals and processes to mitigate enterprise-level risks. A separate risk function has been established under the Chief Risk Officer (CRO) to effectively capture and address enterprise risks. This aspect is discussed more elaborately in the 'Enterprise Risk Management' section of the Annual Report on page 17.

## i) Compliance with Rules & Regulations of the Country

In Grameenphone, we believe that compliance is key towards a sustainable business. Therefore, being respectful to the laws of the land is a priority for us. Our strategies assure compliance with all legal and regulatory requirements and ensure good governance throughout the Company. Grameenphone is also subject to supervision from regulatory bodies that focus on transparency and require that Grameenphone provides accurate and periodic reporting of issues, events and certifications where necessary. In this context, Grameenphone regularly provides financial statements and required documents to the Bangladesh Securities and Exchange Commission (BSEC), Stock Exchanges, National Board of Revenue (NBR), Registrar of Joint Stock Companies & Firms (RJSC&F), Bangladesh Telecommunication Regulatory Commission (BTRC), the Bangladesh Investment Development Authority (BIDA) and other relevant authorities.

## j) Bangladesh Secretarial Standards (BSS)

Grameenphone conducts its Board meetings, records the minutes of the meetings, as well as maintains the required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB).

## k) Ethics and Behaviour

### i. Ethics and Compliance Function

Maintaining the highest standards of ethical conduct across the Company's operations is the primary responsibility of the Ethics and Compliance Function. This function is responsible for managing and carrying out Grameenphone's Compliance Programme, which aims to prevent unlawful or unethical conduct, encourage ethical behaviour, and ensure an independent whistleblowing channel for employees to speak up. To make sure that internal and external requirements are met, the function manages an annual integrity risk assessment, of the implementation of corporate policies and manuals, including business partner management, the implementation and testing of internal controls, resolution of reported concerns, awareness initiatives, monitoring and functional reporting, and the implementation of improvement measures. The function works closely with every Grameenphone business and corporate function to make sure that every employee understands the value of ethical behaviour and complies with applicable legal and regulatory requirements. The Ethics and Compliance function contributes to the development of a culture that values accountability and integrity through targeted training and outreach initiatives. To maintain the impartiality and independence of the Ethics and Compliance function, the Head of Ethics and Compliance has direct reporting lines to the Board of Directors and the Chief Executive Officer.

### ii. Code of Conduct

Grameenphone's Code of Conduct is the foundation of our business and a declaration of our dedication to integrity, transparency, and accountability. It serves as a guide for our actions and decision making to ensure they are in accordance with the highest ethical standards. In addition to outlining directives on matters like anti-corruption, business partner, competition, financial integrity, conflicts of interest, gift and hospitality, health and safety, human rights, discrimination, harassment, insider trading, confidentiality, privacy, and the environment, it also defines the Company's values and principles. It promotes four guiding principles:

1. We play by the rules.
2. We are accountable for our actions.
3. We are transparent and honest.
4. We speak up.

The four guiding principles aim to provide precise standards for our business conduct. As an important governance tool, the Code of Conduct works to safeguard employees and the Company from risk. Employees at Grameenphone are reminded of the Company's shared commitment to a zero-tolerance policy for corruption and the development of ethical business practices through mandatory annual training and acknowledgement of the Code of Conduct. Any Grameenphone employee can get assistance from the Ethics & Compliance function for navigating and resolving dilemmas or challenges that arise in the course of their daily work. A series of annual web-based "e-Learning" courses, managed by the Ethics and Compliance department, require 100% employee participation. Additionally, the function runs multiple live, dilemma-based awareness and training programmes to improve employees' comprehension of appropriate ethical issues and responses.

### iii. Restrictions on dealings in Grameenphone Shares by Insiders

The Company has established a detailed policy relating to trading in Grameenphone shares by Directors, Employees and other Insiders. The securities laws also impose restrictions on similar transactions. Insiders are prohibited from trading in Grameenphone shares, while in possession of unpublished price sensitive information in relation to the Company during prescribed restricted trading periods.

### iv. Business Partner Management Policy

Grameenphone Business Partners are expected to uphold the Company's standards and principles. The Company takes certain precautions before working with any Business Partner. Our Business Partner Management Policy guarantees that our business partners have the willingness and capacity to meet Grameenphone's requirements for supplier conduct and don't create unmanageable compliance risks. Grameenphone has taken a significant step forward in its commitment to responsible business practices through our Business Partner Management Policy and Manual. These documents reflect the latest regulations and industry standards and provide a comprehensive framework for ensuring that all of our business partners are fully compliant with ethical, legal, and regulatory requirements. The policy provides a framework for Grameenphone to monitor, evaluate and respond as required to ethical business practices by Business Partners. We hope to preserve our reputation and our dedication to ethical business operations by continuously adhering to these standards.

### v. Supplier Conduct Principles

Grameenphone is committed to upholding the highest ethical standards in all of its relationships, including with suppliers. Our Supplier Conduct Principles (SCP), serve as a framework for our expectations and requirements toward our suppliers. Grameenphone's SCP is a set of ethical standards that outlines the expectations and responsibilities of both parties in areas such as human rights, environmental impact, health & safety, labour practices, business integrity, information security, and prohibited business practices. The purpose of the document is to ensure that the suppliers generate goods and services in an equitable, transparent, accountable, and sustainable manner. Additionally, it encourages cooperation, mutual respect, and trust between the Company and its suppliers. The Responsible Business Conduct Agreement, which each Grameenphone supplier signs, commits our suppliers to high standards of business ethics and binds them to the SCP. Respecting the SCP is essential to preserving our standing as a socially responsible Company and establishing enduring partnerships with our suppliers.

### vi. Whistleblowing Policy

A whistleblowing mechanism allows employees to report illegal, unethical, or inappropriate behaviour within the organisation without fear of retaliation. Grameenphone's whistleblowing rights apply to all employees and suppliers, customers, and distributors. We maintain multiple channels through which employees can report their concerns, such as a dedicated hotline and an email address. Grameenphone does not tolerate retaliation of any kind against those who speak up in good faith.

Any employee can report a concern internally to their manager, their manager's manager or directly to the Ethics and Compliance Function. Grameenphone also has a web-based reporting channel, the "Integrity Hotline" which is operated by an international, independent company and designed to protect the privacy of individuals who report a concern, and individuals who are the subject of a reported concern. Where permitted by law, individuals may choose to remain anonymous. All reports are treated confidentially and appropriately investigated and concluded. Any person can report through any channel without fear of retaliation. Grameenphone governing documents also specify the procedures for investigating and addressing the reports, including the protection of the confidentiality of the whistleblower and timely resolution of reported concerns.

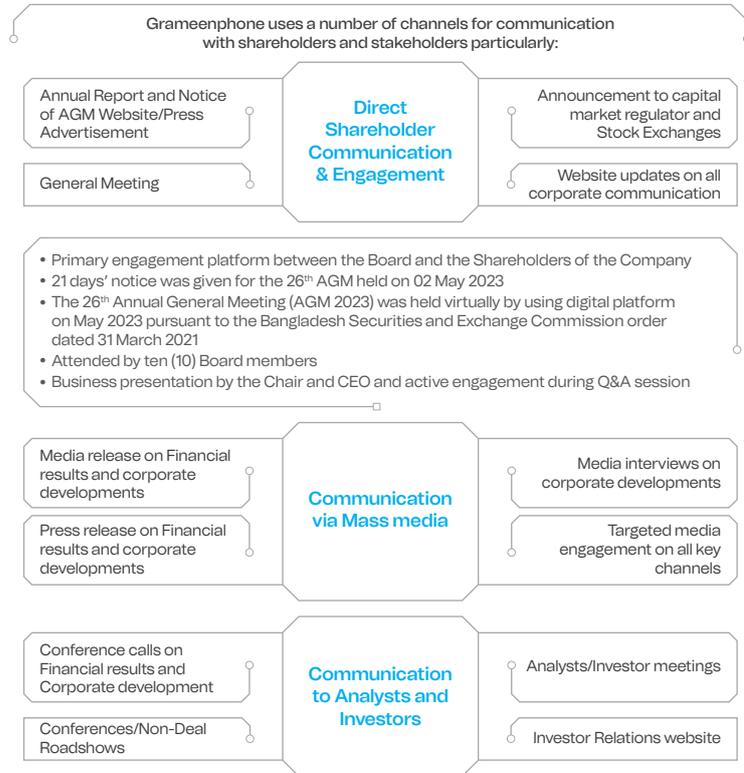
### vii. Anti-Corruption Policy

The object of Grameenphone's Anti-Corruption Policy is to prevent unethical conduct and corruption inside the Company. Grameenphone's Anti-Corruption Policy is based on "zero tolerance" for unethical business practices. The Policy applies to the Board of Directors, management, all employees, and other individuals having the legal right to act on behalf of Grameenphone. The Company takes pride in the fact that it has effectively implemented an anti-corruption programme that reduces the likelihood of corruption and encourages ethical behaviour. An annual corruption risk assessment is carried out to protect Grameenphone from any corruption-related threats or possibilities. This risk assessment covers all the Company's operations, which helps to identify potential corruption risks, create effective mitigation strategies, and support monitoring and reporting. Implementing mitigation strategies is the responsibility of leaders and relevant management who are anchored with ownership and accountability. In addition, we observe International Anti-Corruption Day, prioritise anti-corruption training and awareness, and periodically train our employees in ethical leadership and business practices. By making these efforts, we hope to safeguard the interests of our stakeholders and make

sure that our Company upholds the greatest standards of accountability and honesty. Our dedication to advancing ethical conduct and the rule of law is demonstrated by the successful implementation of this programme, which we monitor and adjust as needed to ensure its continued efficacy.

**l) Investor Relations (IR)**

Grameenphone is one of the largest listed corporate entities in Bangladesh, and therefore places high importance on the investment community both within and outside of the country. To establish effective two-way communication between the financial markets and the Company, there is a dedicated Investor Relations function providing best-in-class practices in Grameenphone. The Investor Relations (IR) function aims to provide relevant and necessary information to the investment community and capital markets in order to enable them to make an informed judgement about the fair value of the Company's shares. IR acts as a bridge between the Management of the Company and its valued investors. As a specialised function, IR maintains close contact with global investors, analysts, market experts, capital markets, financial communities and financial journalists on a proactive basis. Through this, the relevant stakeholders are kept informed about the Company's financial results, regulatory landscape, shareholder returns, growth opportunities and strategic ambitions, while objectively sharing the associated risk and rewards.



This also reflects Grameenphone's commitment towards developing the capital market of the country by introducing global best practices and ensuring transparency, accountability, corporate governance, and compliance. Grameenphone's Investor Relations website is updated with the latest information. An email address and hotline number are listed for direct access to key persons. Notable events that IR conducted during the year 2023 were the release of quarterly earnings and frequent conference calls with the financial and capital markets community.

**m) Shareholders**

**i. Communications with Shareholders**

Grameenphone believes good Corporate Governance involves openness and trustful cooperation between all stakeholders involved in the Company, including the owners of the Company – the Shareholders. The Company values the importance of effective communication with our Shareholders and Investors. Information is communicated to the Shareholders regularly through several forums and publications. The Company has adopted a detailed policy on information disclosure and communication. In compliance with continuous disclosure requirements, the Company's policy is that Shareholders will be informed of all major developments that impact the business of the Company in a routine manner so that they are able to make informed decisions.

**ii. Information Disclosure**

In accordance with the disclosure requirements, the Company follows the following three main forms of information disclosure:

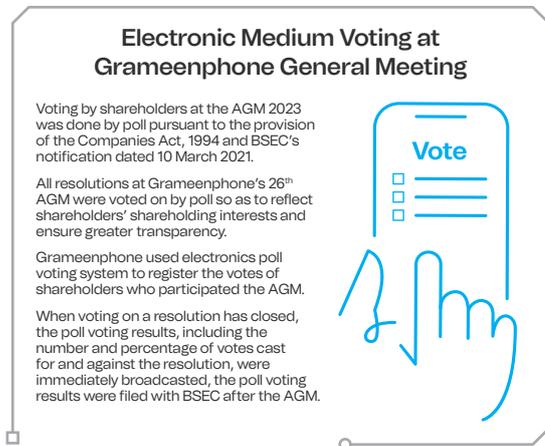
- Continuous disclosure – which is its core disclosure and primary method of informing the market and Shareholders;
- Periodic disclosure – in the form of quarterly and yearly reporting of financial results and other issues; and

- Event-based disclosure – as and when required, of administrative and corporate developments, usually through stock exchanges and press releases.

All information provided to BSEC and Stock Exchanges are immediately made available to the Shareholders and the market on the Company's Investor Relations section of the website: [www.grameenphone.com](http://www.grameenphone.com)

### iii. Annual General Meeting (AGM)

The General Meeting of the Shareholders is the supreme governing forum in Grameenphone. The Company recognises the rights of Shareholders and the Shareholder interests are primarily ensured through Grameenphone's Annual General Meeting (AGM). The Company also encourages Shareholders' active participation in the AGM and other General Meetings. The AGM provides a useful forum for our Shareholders to engage directly with Grameenphone's Board of Directors and Management. The Board Members and Statutory Auditors attend the AGM to respond to Shareholders' queries on the results, or any other aspect of the Company.



Notices of the AGM, together with the annual reports, are generally issued to all Shareholders (including foreign shareholders) at least 21 days prior to the scheduled meeting. This provides ample time for shareholders to review the documents ahead of the meetings and appoint their proxies to attend the meetings if they wish.

According to the Bangladesh Securities and Exchange Commission notification dated 31 March 2021, the 26<sup>th</sup> Annual General Meeting (AGM 2023) was held virtually by using a digital platform on 02 May 2023.

To encourage the participation of Shareholders at its general meeting, The Company designed the virtual format of the 26<sup>th</sup> AGM to enhance, rather than constrain, shareholder access, participation and communication. For example, the online format allowed Shareholders to communicate with the Company in advance of and during the meeting so that they could ask any relevant questions or provide comments on performance or any other aspect of the Company. Shareholders were allowed to cast their votes on the Agenda items through the system. The Company will continue to explore leveraging technology to facilitate Shareholders' participation and enhance proceedings of General Meetings.

As part of Grameenphone's commitment towards more environmentally friendly and sustainable practices, Grameenphone makes its annual reports available online at the Grameenphone website. Printed copies of Grameenphone's annual reports are made available upon request.

### iv. Website

All financial results and key performance indicators as well as other relevant financial and non-financial data are posted on the Investor Relations section of the Company's website: [www.grameenphone.com](http://www.grameenphone.com)

### v. Redressing Investor Complaints/Queries

Whilst the Company aims to provide sufficient information to Shareholders and Investors about the Company and its activities, it also recognises that Shareholders may have specific complaints/queries relating to their shareholding. These queries may be directed at **+88 01711555888** or emailed to Grameenphone Share Office at [shareoffice@grameenphone.com](mailto:shareoffice@grameenphone.com)

Grameenphone believes in transparency and accountability to society as a whole through the establishment of an efficient and effective Corporate Governance regime. The Company also believes that Corporate Governance is a journey and not a destination and that it needs to be continuously developed, nurtured and adapted to meet not only the varying needs of a modern business house but also the aspirations of valued investors, stakeholders and society at large, as well.