

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 26th AGM held on 02 May 2023.

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

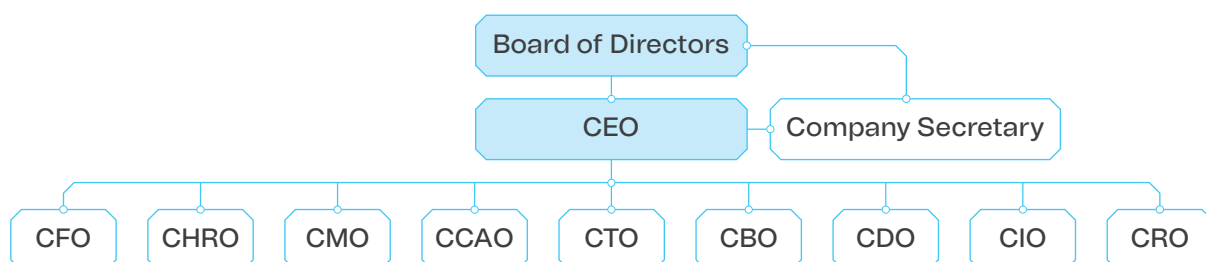


Abdul-Muyeed Chowdhury

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