

## Grameenphone Ltd.

Registered Office and Share Office: GPHouse, Bashundhara, Baridhara, Dhaka-1229

### Notice of the 26<sup>th</sup> Annual General Meeting Virtual Shareholder Meeting

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting (AGM) of Grameenphone Ltd. will be held on **Tuesday, 02 May 2023 at 10:30 am (Dhaka Time)**. The AGM will be held virtually by using digital platform through the following link <https://agmbd.live/gp2023> to transact the following businesses:

### AGENDA

1. Consideration and adoption of the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 December 2022 together with the Auditors' Report thereon.
2. Declaration of Dividend for the year ended 31 December 2022 as recommended by the Board of Directors.
3. Election/Re-election of Directors.
4. Appointment of Statutory Auditors and fixation of their remuneration.

By order of the Board of Directors

Sd/-

**S M Imdadul Haque**  
Company Secretary

10 April 2023

#### Notes:

- The Members whose names appeared on the Members/Depository Register as on the "**Record Date**" i.e. **26 February 2023** are eligible to participate in the **26<sup>th</sup> Annual General Meeting (AGM)** and receive dividend.
- Pursuant to the Bangladesh Securities and Exchange Commission's Notification No. SEC/SRMIC/94-231/91 dated 31 March 2021, the AGM will be virtual meeting of the Members, which will be conducted via live webcast by through the use of a digital platform.
- The Members will be able to submit their questions/comments and vote electronically 24 hours before commencement of the AGM and during the AGM. For logging in to the system, the Members need to put their **16-digit Beneficial Owner (BO) ID** number and other credential as proof of their identity by visiting the link <https://agmbd.live/gp2023>
- The detailed procedures to participate in the virtual meeting and Frequently Asked Questions (FAQs) have been provided in the Annual Report and published on the Investor Relations section of the Company's website at: [www.grameenphone.com](http://www.grameenphone.com)
- We encourage the Members to log in to the system prior to the meeting start time of 10:30 am (Dhaka time) on 02 May 2023. Please allow ample time to login and establish your connectivity. The webcast will start at 10:30 am (Dhaka Time). Please contact +8801711555888 for any technical difficulties in accessing the virtual meeting.
- A Member who is entitled to attend and vote at the AGM may appoint a Proxy to attend and vote on his/her behalf. The "**Proxy Form**", duly completed, signed and stamped at **BDT 20** must be emailed to Grameenphone Share Office at [shareoffice@grameenphone.com](mailto:shareoffice@grameenphone.com) no later than 72 hours prior to the start of the AGM.
- Pursuant to the Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158 /208/ Admin/81 dated 20 June 2018, the soft copy of the Annual Report 2022 is being sent to Members at the email addresses of the Members available in their Beneficial Owner (BO) accounts maintained with the Depository. The Members are requested to update their email addresses through their respective Depository Participant (DP). The digital version and soft copy of the Annual Report 2022 will also be available on the Investor Relations section of the Company's website at: [www.grameenphone.com](http://www.grameenphone.com)

**EXPLANATORY NOTES:****1. Election/Re-election of Directors. [Agenda - 3]**

The following Directors of the Board will retire at Company's ensuing 26<sup>th</sup> Annual General Meeting (AGM). However, they are eligible for re-appointment:

1. Ms. Nurjahan Begum
2. Mr. Øivind Burdal
3. Mr. Ole Bjørn Sjulstad

As per the conditions 1(5)(xxiv) of the Corporate Governance Code of Bangladesh Securities and Exchange Commission, brief profiles of the proposed Directors are given on page 30 and 31 of the Annual Report. The companies (other than Grameenphone Ltd.) in which the above Directors hold directorship and committee membership are given below.

Sl. No	Name of Directors	Directorship	Member of Board committees	Other Business Occupation
1	Ms. Nurjahan Begum	Grameen Group Grameen Distribution Ltd. Grameen Shikkha Grameen Shakti Grameen Kalyan Grameen Telecom Grameen Healthcare Services Ltd. Grameen Krishi Foundation Grameen Fisheries & Livestock Foundation Grameen Shakti Samajik Byabosha Ltd. Grameen Fabrics & Fashions Ltd. Grameen Capital Management Ltd. Yunus Centre Grameen Samogree Ananyo Construction Samadhan Service Ltd. Grameen Employment Services Ltd. CMES (Centre for Mass Education in Sciences) Grameen Italia Japan Automecjanic Ltd. Grameen Australia  <b>Member of Board of Trustee</b> Grameen Telecom Trust Grameen Healthcare Trust Yunus Family Trust Professor Muhammad Yunus Trust	<b>Grameen Kalyan</b> Finance, Audit and Regulatory Affairs Committee,  <b>Grameen Telecom</b> Finance, Audit and Regulatory Affairs Committee  <b>Grameen Telecom Trust</b> Finance, Audit and Regulatory Affairs Committee  <b>Grameen Fabrics &amp; Fashions Ltd</b> Finance Audit and Regulatory Affairs Committee  <b>Grameen Samogree</b> Finance Audit and Regulatory Affairs Committee  <b>Ananyo Construction</b> Finance Audit and Regulatory Affairs Committee	Advisor to Professor Muhammad Yunus, Yunus Centre, Bangladesh
2	Mr. Øivind Burdal	Telenor Pakistan Ltd., Pakistan	None	Vice President, Head of Group Legal Asia, Telenor ASA
3	Mr. Ole Bjørn Sjulstad	None	None	SVP, Head of Investment Management Bangladesh, Telenor Asia, Singapore

**2. Appointment of Statutory Auditors and fixation of their remuneration. [Agenda - 4]**

As per the Companies Act 1994 and the Articles of Association of Grameenphone, the statutory auditors of the Company, ACNABIN, Chartered Accountants, shall retire at this AGM. The Firm, being eligible, has offered their willingness to be re-appointed. The Board recommended statutory auditors' re-appointment for the year 2023 and to continue till the AGM in 2024 at the existing fee of BDT 3 million plus VAT for onward approval by the Shareholders at the Company's ensuing 26<sup>th</sup> AGM.