

Grameenphone Ltd.

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

Notice of the 27th Annual General Meeting Virtual Shareholder Meeting

Notice is hereby given that the 27th Annual General Meeting (AGM) of Grameenphone Ltd. will be held on **Thursday, 02 May 2024 at 10:30 am (Dhaka Time)**. The AGM will be held virtually by using digital platform through the following link <https://agmbd.live/GP2024> 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 2023 together with the Auditors' Report thereon.
2. Declaration of Dividend for the year ended 31 December 2023 as recommended by the Board of Directors.
3. Election/Re-election of Directors and Extension of tenure of Independent Director.
4. Appointment of Statutory Auditors and fixation of their remuneration.

By order of the Board of Directors

Sd/-

S M Imdadul Haque

Company Secretary

08 April 2024

Notes:

- The Members whose names appeared on the Members/Depository Register as on the "**Record Date**" i.e. **29 February 2024** are eligible to participate in the **27th Annual General Meeting (AGM)** and receive dividend.
- Pursuant to the Bangladesh Securities and Exchange Commission's Directive No. BSEC/ICAD/SRIC/2024/318/87 dated 27 March 2024, the AGM will be a 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/GP2024>
- The detailed procedures to participate in the virtual meeting and Frequently Asked Questions (FAQs) have been published on the Investor Relations section of the Company's website at: www.grameenphone.com
- We encourage the Members to log in to the system before the meeting start time of 10:30 am (Dhaka time) on 02 May 2024. 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 Corporate Member intending to appoint its authorised representative to attend and vote at the AGM is requested to send the Company an authorisation letter along with a duly certified copy of the Board Resolution authorising its representative to attend and vote on its behalf at the Meeting. The said authorisation letter must be received at the Grameenphone Share Office no later than 72 hours prior to the start of the AGM.
- 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 100** must be received at the Grameenphone Share Office 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 2023 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 2023 will also be available on the Investor Relations section of the Company's website at: www.grameenphone.com

EXPLANATORY NOTES:**1. Election/Re-election of Directors and Extension of tenure of Independent Director. [Agenda - 3]**

The following Directors of the Board will retire at the Company's ensuing 27th Annual General Meeting (AGM) However, they are eligible for re-appointment:

1. Mr. Håkon Bruaset Kjøl
2. Mr. M Shahjahan
3. Mr. Md. Ashraful Hassan

As per the Corporate Governance Code 2018, based on the recommendation of the Nomination and Remuneration Committee, the Board approved the extension of tenure of Mr. Abdul-Muyeed Chowdhury as an Independent Director of Grameenphone Ltd. for a second term of three (3) years. Accordingly, Mr. Abdul-Muyeed Chowdhury's extension of tenure is required to be vetted and confirmed at the Company's ensuing 27th AGM.

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 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	Mr. Håkon Bruaset Kjøl	CelcomDigi Berhad, Malaysia Telenor Asia Pte Ltd., Singapore Telenor South Asia Investment Pte. Ltd., Singapore Telenor South East Asia Investment Pte. Ltd., Singapore Telenor Asia (IHQ) Limited, Thailand Snøhetta, Norway	CelcomDigi Berhad, Malaysia Governance and Risk Management	SVP, Head of Investment Management and Deputy Head of Asia, Telenor Asia, Singapore
2	Mr. M Shahjahan	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 Samadhan Service Ltd. Grameen Employment Services Ltd. Grameen Italia Member of Board of Trustee Grameen Telecom Trust Grameen Healthcare Trust Yunus Family Trust Professor Muhammad Yunus Trust	Grameen Shikkha Finance, Audit and Regulatory Affairs Committee	Executive Vice Chairman of Grameen Kalyan

Sl. No	Name of Directors	Directorship	Member of Board Committees	Other Business Occupation
3	Mr. Md. Ashraful Hassan	Grameen Shakti Grameen Kalyan Grameen Telecom Grameen Shamogree Grameen Knitwear Ltd. Grameen Solutions Ltd. Shamadhan Services Ltd. Grameen Distribution Ltd. Grameen Veolia Water Ltd. Grameen Danone Foods Ltd. Grameen Fabrics and Fashions Ltd. Grameen Health Care Services Ltd. Grameen Employment Services Ltd. Grameen Shakti Samajik Byabosa Ltd. Grameen Shangdu Microcredit co., Ltd. Ononyo Construction & Developments Ltd. Samajik Health Science Institute and Research Centre Ltd. Member of Board of Trust Grameen Telecom Trust 3 ZERO Trust Kalyan Trust	None	Executive Vice Chairman of Grameen Telecom
4	Mr. Abdul-Muyeed Chowdhury	Advanced Chemical Industries Limited ACI Formulations Ltd. MJL Bangladesh PLC Omera Fuels Ltd. Omera Petroleum Ltd. Omera Cylinders Ltd. Summit Alliance Port Limited National Housing Finance and Investments Limited Desh Garments Ltd.	ACI Formulations Ltd. Audit Committee and Nomination and Remuneration Committee MJLB PLC Nomination and Remuneration Committee Audit Committee Omera Petroleum Ltd. EC Summit Alliance Port Limited Audit Committee National Housing Finance and Investments Limited Audit Committee & EC	Managing Director & CEO Tiger Tours Limited

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. As per BSEC Order No. SEC/CMRRCD/2009-193/104/Admin dated 27 July 2011, an audit firm cannot be engaged for more than three (3) consecutive years as statutory auditors of the same Company. ACNABIN, Chartered Accountants has been the statutory auditors of the Company since 2021. In compliance with the BSEC order, we are required to appoint new statutory auditors for the Company. A Qasem & Co., Chartered Accountants has offered their willingness to be appointed as statutory auditors of Grameenphone. On the suggestion of the Audit Committee, the Board recommends their appointment for the year 2024 and continuation till the next AGM at a fee of BDT 3.3 million plus VAT as against the existing fee of BDT 3 million plus VAT for onward approval by the Shareholders at the Company's ensuing 27th AGM.