

Grameenphone Ltd.

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

Notice of the 25th Annual General Meeting Virtual Shareholder Meeting

Notice is hereby given that the 25th Annual General Meeting (AGM) of Grameenphone Ltd. will be held on **Tuesday, 26 April 2022 at 10:30 am (Dhaka Time)**. The AGM will be held virtually by using digital platform through the following link <https://agmbd.live/gpagm2022> to transact the following businesses:

AGENDA

Ordinary Businesses:

1. Consideration and adoption of the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 December 2021 together with the Auditors' Report thereon.
2. Declaration of Dividend for the year ended 31 December 2021 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 Corporate Governance Compliance Auditor and fixation of their remuneration.

31 March 2022

By order of the Board of Directors
Sd/-
S M Imdadul Haque
Company Secretary

Notes:

- The Members whose names appeared on the Members/Depository Register as on the "**Record Date**" i.e. **23 February 2022** are eligible to participate in the 25th 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/gpagm2022>
- 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
- We encourage the Members to log in to the system prior to the meeting start time of 10:30 am (Dhaka time) on 26 April 2022. 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 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 2021 is being sent to the Members to their 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 2021 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 Company's ensuing 25th Annual General Meeting (AGM). However, they are eligible for re-appointment:

1. Mr. Jørgen C. Arentz Rostrup
2. Mr. M Shahjahan
3. Ms. Tone Ripel

As per the Corporate Governance Code 2018, the Board approved the extension of tenure of Dr. Salehuddin Ahmed as an Independent Director of Grameenphone Ltd. for a second term of three (3) years. Accordingly, Dr. Salehuddin Ahmed's extension of tenure is required to be vetted and confirmed at the Company's ensuing 25th 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 24 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. Jørgen C. Arentz Rostrup	Total Access Communication PCL (dtac), Thailand	None	EVP & Head of Telenor Asia Singapore
2	Mr. M Shahjahan	Grameen Distribution Samajik Health Science Institute and Research Center Limited Grameen Krishi Foundation Member of Board of Trustees Grameen Trust Nobel Laureate Trust Grameen Telecom Trust Grameen Healthcare Trust	None	Managing Director Grameen Telecom Trust
3	Ms. Tone Ripel	Total Access Communications PCL (dtac), Thailand	dtac, Thailand Corporate Governance Committee	Attorney at Law in the Group Legal of Telenor ASA, Norway
4	Dr. Salehuddin Ahmed	ASA International Group plc	None	Professor, BRAC Business School, BARC University

2. Appointment of Statutory Auditors and Corporate Governance Compliance Auditor 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 2022 and to continue till the AGM in 2023 at the existing fee of BDT 3 million plus VAT for onward approval by the Shareholders at the Company's ensuing 25th AGM.

In compliance with the BSEC Corporate Governance Code, the Board recommended the appointment of Suraiya Parveen & Associates, Chartered Secretaries as Corporate Governance Compliance Auditor of the Company for the years from 2022 to 2024 at a fee BDT 139,782 (inclusive of VAT and Tax) per year for onward approval by the Shareholders at the Company's ensuing 25th AGM.