

Grameenphone Ltd.

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

Notice of the 28th Annual General Meeting Virtual Shareholder Meeting

Notice is hereby given that the 28th Annual General Meeting (AGM) of Grameenphone Ltd. will be held on **Wednesday, 23 April 2025 at 10:30 am (Dhaka Time)**. The AGM will be held virtually by using digital platform through the following link <https://agmbd.live/GP2025> 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 2024 together with the Auditors' Report thereon.
2. Declaration of Dividend for the year ended 31 December 2024 as recommended by the Board of Directors.
3. Election/Re-election of Directors and Appointment of Independent Director.
4. Appointment of Statutory Auditors and Corporate Governance Compliance Auditors and fixation of their remuneration.

By order of the Board of Directors
Sd/-

S M Imdadul Haque
Company Secretary

27 March 2025

Notes:

- The Members whose names appeared on the Members/Depository Register as on the **"Record Date"** i.e. **26 February 2025** are eligible to participate in the **28th 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 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 credentials as proof of their identity by visiting the link <https://agmbd.live/GP2025>
- 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 23 April 2025. 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 send its authorised representative to attend the Meeting in person or through digital platform is requested to send the Company an authorisation letter along with a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at the Meeting. The said authorisation letter shall be sent to the Grameenphone Share Office not 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 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/CMRRC/2006-158/208/ Admin/81 dated 20 June 2018, the soft copy of the Annual Report 2024 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 2024 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 Appointment of Independent Director. [Agenda - 3]

The following Directors of the Board will retire at the Company’s ensuing 28th Annual General Meeting (AGM) However, they are eligible for re-appointment:

1. Mr. Øivind Burdal
2. Ms. Tone Ripel
3. Mr. Marius Gigernes

As per the Corporate Governance Code 2018, after the appointment of Independent Director by the Board, the Shareholders will approve the said appointment in the Annual General Meeting. Accordingly, Dr. Melita Mehjabeen’s appointment is to be vetted and confirmed at the Company’s ensuing 28th 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 50 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. Øivind Burdal	Telenor Pakistan Ltd., Pakistan	None	Vice President, Head of Group Legal Asia, Telenor ASA
2	Ms. Tone Ripel	Telenor Pakistan Ltd., Pakistan	None	Senior Vice President, Governance and HSS, Telenor Asia
3	Mr. Marius Gigernes	Telenor Pakistan Ltd., Pakistan	Telenor Pakistan Ltd. Audit and Risk Committee	Vice President and Head of Investment Management Team Bangladesh and Pakistan, Telenor Asia
4	Dr. Melita Mehjabeen	Unilever Consumer Care Limited BAT Bangladesh Company Limited National Bank Limited	Unilever Consumer Care Limited Audit Committee and NRC Committee National Bank Limited Audit Committee and Risk Management Committee	Professor, Institute of Business Administration (IBA), Dhaka University

2. Appointment of Statutory Auditors and Corporate Governance Compliance 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, A Qasem & Co., 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 2025 and continuation till the next AGM at the existing fee of BDT 3.3 million plus VAT for onward approval by the Shareholders at the Company’s ensuing 28th AGM.

In compliance with the BSEC Corporate Governance Code, the Board recommended the appointment of Snehasish Mahmud & Co., Chartered Accountants as Corporate Governance Compliance Auditor of the Company for the years from 2025 to 2027 at a fee of BDT 107,524 (inclusive of VAT and Tax) per year for onward approval by the Shareholders at the Company’s ensuing 28th AGM.