

- Reviewed and recommended salary adjustment for the CEO.
- Reviewed and recommended 2024 Long Term Incentive (LTI) allocation for the CEO.
- Recommended the appointment of new Nominated Non-Executive Directors to the Board.
- Recommended appointment of new Independent Director.
- Recommended the nomination of a Management Member to Grameenphone Employees Gratuity Fund Board of Trustees.
- The Chair of the Committee was present at the 27th AGM held on 02 May 2024.

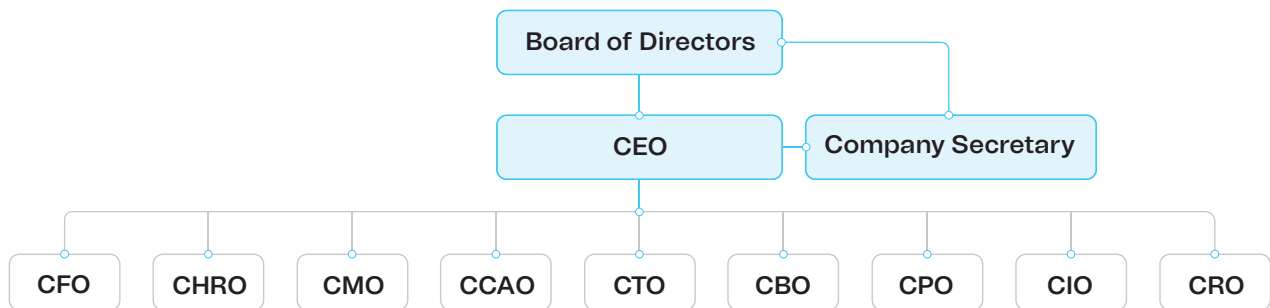
For and on behalf of the Nomination and Remuneration Committee of Grameenphone Ltd.



Abdul-Muyeed Chowdhury
Chair
Nomination and Remuneration Committee
03 February 2025

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: 50
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 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: 63

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 17 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 for 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: 51

Gender: Female

Nationality: Bangladeshi

Appointed: 10 September 2023

Skills and experience

Tahya brings with her 27 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. She is also an Honorary Member of the General Body and a part of the Anti-Sexual Harassment Committee of 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.



Farha Naz Zaman

Chief Marketing Officer

Age: 40

Gender: Female

Nationality: Bangladeshi

Appointed: 01 January 2025

Skills and experience

Farha Naz Zaman is a result-driven Sales and Marketing leader with passion for customer-centricity and transformative execution. With over 18 years of experience in Telecommunications and FMCG, her focus remains steadfast on operational excellence for today, innovative growth for the future and strength-based people development.

Throughout her career at Grameenphone, she has held several critical roles, including Head of Marketing, Head of Premium Segment, Head of Digital Marketing and Head of Trade Marketing, where she championed innovative market strategies and customer-first initiatives. Before joining Grameenphone, Farha worked with Unilever Bangladesh Ltd. as Head of Media & Digital, where she transformed marketing operations and revamped the partner ecosystem for Unilever's diverse brand portfolio.

Farha holds BBA and MBA degrees from the Institute of Business Administration, University of Dhaka, and has completed prestigious programmes like the Telenor Accelerate Leader Programme (London Business School) and the Telenor Strategy Execution Programme (INSEAD). A strong believer in creating value for customers, fostering meaningful collaborations, and driving sustainable growth, Farha's leadership has earned her numerous accolades, including 'Asia's Top Outstanding Woman Marketeer of the Year 2023' and the 'JCI Women of Inspiration Award 2023'.



Tanveer Mohammad

Chief Corporate Affairs Officer

Age: 53**Gender:** Male**Nationality:** Bangladeshi**Appointed:** 01 November 2024

Skills and experience

Tanveer is a seasoned professional with over 25 years of experience in the telecom industry, having held leadership positions across Grameenphone and Telenor Group.

His extensive expertise encompasses multiple domains including dynamics of the business environment, technology integration, regulatory frameworks, climate and sustainability initiatives, mergers and acquisitions, business development and the infrastructure domain.

Throughout his career, Tanveer has demonstrated an exceptional ability to adapt to diverse cultures, successfully navigating challenging business environments spanning across three different countries. Prior to this role, Tanveer served as the Senior Vice President (SVP) and Head of Asia Integration Team at Telenor Group. He also held various senior leadership roles within Telenor's other business units, including Chief Operating Officer (COO) of Telenor India and Chief Technology Officer (CTO) of Grameenphone.

Tanveer holds a Bachelor of Science in Engineering from the Bangladesh University of Engineering and Technology (BUET) and has completed several prestigious leadership, executive management, and business programmes at the National University of Singapore and INSEAD in France and Singapore. His leadership style is characterised by a commitment to nurturing talent and fostering agile teams, while upholding high standards of governance in fast-paced and demanding environments.



Jai Prakash

Chief Technology Officer

Age: 57**Gender:** Male**Nationality:** Indian**Appointed:** 01 April 2022

Skills and experience

Jai has 26 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 front-runner 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: 48**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 techno commercial collaboration. Currently, he is also serving on the Board of Sonali Bank PLC, the largest state-owned bank of Bangladesh as an Independent Director. 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 Product Officer

Age: 46

Gender: Male

Nationality: Bangladeshi

Appointed: 01 January 2025

Skills and experience

With over 25 years of experience in the Telecommunications and FMCG industries, Solaiman Alam is a seasoned leader recognised for his expertise in sales, brands and communications, strategy, pricing, new business, marketing, and the digital arena.

He currently serves as the Chief Product Officer (CPO) at Grameenphone. Prior to that, he served as Chief Digital Officer (CDO) in the Company. He joined the Company's Management Team in 2020 as the Chief Digital and Strategy Officer (CDSO). Prior to this, he led Grameenphone's digital team as Head of Digital since its inception in 2016. Solaiman led Grameenphone's Marketing division as Head of Marketing, playing a pivotal role in strengthening the brand's identity. Prior to joining Grameenphone, he held key positions at Banglalink, including Senior Director Marketing and Head of B2B, Postpaid, International Roaming, Data, VAS, and MFS. He began his professional journey in the sales and distribution function at British American Tobacco Bangladesh (BATB).

Solaiman holds a Bachelor of Business Administration degree from the Institute of Business Administration, University of Dhaka. He has also earned several professional certifications, including Telenor Accelerate Leader Program, Certified Usability Analyst, Management Development Program, and Inspire Leadership Program. His exceptional contributions have been recognised with accolades such as "Chief Digital Officer of the Year 2021-22," awarded by Bangladesh Brand Forum.



Niranjan Srinivasan

Chief Information Officer

Age: 43

Gender: Male

Nationality: Indian

Appointed: 01 September 2023

Skills and experience

Niranjan 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.

Niranjan has a B.Sc in Computer Technology from Bharathiar University, Coimbatore in Tamil Nadu, India.



Md. Arif Uddin

Chief Risk Officer

Age: 51

Gender: Male

Nationality: Bangladeshi

Appointed: 01 October 2023

Skills and experience

Md Arif Uddin is a seasoned leader with over 20 years of extensive leadership experience.

Since joining Grameenphone in 2002, he has held key positions within the Finance division, significantly contributing to the company's growth and transformation. His international experience includes working at Telenor Headquarters in Oslo, Norway. Arif has consistently exceeded his core responsibilities, playing a pivotal role in building a business-centric robust finance team by grooming emerging finance leaders, establishing the Business Performance Management function, and modernizing financial operations to enhance efficiency and effectiveness. He has also developed effective tools, processes, and governance frameworks to ensure proactive risk management practices in Grameenphone, adapting to a dynamic business environment. His strategic mindset and proactive approach extend to resolving disputes through lawful and amicable measures, strengthening risk management strategies 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: 50

Gender: Male

Nationality: Bangladeshi

Appointed: 21 April 2017

Skills and experience

Imdad has extensive expertise in corporate governance, regulatory compliance, company secretarial functions, stakeholder management, and public relations, with over 18 years of experience.

He started his career at Grameenphone in 2004 with the Internal Audit function, but his interests led him to the governance function. With a thorough understanding of statutory, regulatory, and internal governance frameworks, he plays a pivotal role in advising the Board on governance matters, facilitates efficient board operations, ensures compliance with regulatory requirements and implements of corporate best practices. Before joining Grameenphone, he worked at KPMG Rahman Rahman Huq, Chartered Accountants.

Imdad has a Master's degree in commerce and attended various training programmes at different institutions and educational programme, including INSEAD. He also completed the "C.A. Intermediate" level.

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 transactions are recorded in the Oracle Enterprise Resource Planning (ERP) systems. Financial reports extracted from the ERP are then used to produce the financial statements. These financial statements, once prepared, are reviewed initially by the Chief Accountant, CFO and CEO respectively and then by the Board Audit Committee quarterly. In each quarter/half-year/year, the external auditors review or audit the financial statements following relevant regulations/requirements. The annual audit is conducted by the external auditors, who are appointed by the Board of Directors followed by the Shareholders' approval in the Annual General Meeting. Details of Internal Control over Financial Reporting are described below.

b) Financial Reviews

The purpose of the financial review is to monitor the financial performance and position of the Company versus its annual financial targets. The CEO and CFO review financial results on a monthly basis to ensure Grameenphone is on track to deliver its annual financial targets or to identify corrective action, if and when required.