

Grameenphone Ltd.

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

Notice of the 29th Annual General Meeting Virtual Shareholder Meeting

Notice is hereby given that the 29th Annual General Meeting (AGM) of Grameenphone Ltd. will be held on **Monday, 20 April 2026 at 10:30 am (Dhaka Time)**. The AGM will be held virtually by using digital platform through the following link <https://agmbd.live/GP2026> 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 2025 together with the Auditors' Report thereon.
2. Declaration of Dividend for the year ended 31 December 2025 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

29 March 2026

Notes:

- The Members whose names appeared on the Members/Depository Register as on the "**Record Date**" i.e. **03 March 2026** are eligible to participate in the **29th 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 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 credential as proof of their identity by visiting the link <https://agmbd.live/GP2026>
- 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 20 April 2026. 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 its 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 filled, Signed and stamped at **BDT 100**, must be deposited at the Company's **Share Office** located at GPHouse, Bashundhara, Baridhara, Dhaka-1229 no later than 72 hours before commencement 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 2025 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 2025 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. [Agenda - 3]

The following Directors of the Board will retire at the Company's ensuing 29th Annual General Meeting (AGM) However, they are eligible for re-appointment:

1. Mr. Md. Ashraful Hassan
2. Ms. Nazneen Sultana
3. Mr. Irfan Wahab Khan

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 55 of the Annual Report. The companies (other than Grameenphone Ltd.) in which the above Directors hold directorship and committee membership are given below:

SI	Name of Directors	Directorship	Member of Board Committees	Other Business Occupation
01	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 Water Ltd. Grameen Danone Foods Ltd. Grameen Fabrics and Fashions Ltd. Grameen Health Care Services Ltd. Grameen Employment Services Ltd. Grameen Shakti Samajik Byabosha Ltd. Grameen Shangdu Microcredit co., Ltd. Grameen Construction Ltd. Samajik Health Science Institute and Research Centre Ltd. Grameen Health Tech Ltd. Grameen Fund Grameen Krishi Foundation Grameen Motsho O Pashusampad Foundation Grameen Shikkha Grameen Communications Grameen Capital Management Limited G. Japan Sunpower Auto limited Japan Automechanic Ltd. Member of Board of Trust Grameen Telecom Trust 3 ZERO Trust Grameen Healthcare Trust Kalyan Trust Grameen University Trust	None	Chairman, Grameen Group, Bangladesh
02	Ms. Nazneen Sultana	Grameen Distribution Ltd. Grameen Shikkha Grameen Shakti Grameen Telecom Grameen Kalyan Grameen Healthcare Services Ltd. Grameen Krishi Foundation Grameen Fisheries & Livestock Foundation Grameen Shakti Samajik Byabosha Ltd.	Finance Audit and Regulatory Affairs Committee Grameen Shikkha Grameen Employment Services Ltd. Grameen Shakti Grameen Telecom Grameen Health Care Services Ltd. Grameen Kalyan	Executive Vice Chairman, Grameen Communications, Bangladesh

	Name of Directors	Directorship	Member of Board Committees	Other Business Occupation
		Grameen Capital Management Ltd. Grameen Samogree Samadhan Services Ltd. Grameen Employment Services Ltd. Grameen Health Tech Ltd. Grameen Bank Grameen Construction Ltd. Dushtha Shasthya Kendra (DSK) Member of Board of Trust: Grameen Telecom Trust Grameen Trust		
03	Mr. Irfan Wahab Khan	None	None	Head of Portfolio Development Telenor Asia, Singapore

*The above is based on information as of 02 February 2026

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, 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 2026 and continuation till the next AGM at the fee of BDT 3.3 million plus VAT for onward approval by the Shareholders at the Company's ensuing 29th AGM.