

NOTICE OF THE TWENTY-SECOND

ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-second Annual General Meeting (AGM) of BRAC Bank Limited will be held on May 27, 2021, Thursday at 11:00 a.m. through digital platform to transact the following business:

Ordinary Business

- AGM-22-01-2021: To receive, consider and adopt the audited financial statements for the year ended December 31, 2020 and the Auditors' and Directors' Reports;
- AGM-22-02-2021: To declare dividend for the year ended December 31, 2020;
- AGM-22-03-2021: To elect/re-elect Directors;
- AGM-22-04-2021: To appoint statutory auditors of the Bank for the year 2021 and to fix their remuneration;
- AGM-22-05-2021: To appoint corporate governance compliance auditors for the year 2021 and to fix their remuneration.

Special Business

RESOLVED THAT the Proposal for amendment of clauses 58, 60, 112, 113 and 161 of Articles of Association to hold Virtual Meeting of BRAC Bank Limited be and is hereby approved as Special Resolution and if deemed fit to adopt the following resolution as Special Resolution; subject to the approval of Shareholders and regulatory bodies:

Clause No	Existing Clause	Proposed Clause
58	The Board of Directors whenever they think fit may call a General Meeting whether ordinary or extraordinary at such time and the place as they think fit.	The Board of Directors may convene General Meeting of the Company whether ordinary or extraordinary at such time and place as they think fit. Such General meeting may be held in any manner as described herein below: (i) with the physical presence of Shareholders (ii) using appropriate digital technology for virtual meeting in which all Shareholders wish to join at predetermined designated place; or both (iii) combination of (i) and (ii) above. Furthermore, the Company Secretary will keep all records including of votes or polls as the case may be, and certify presence of the meeting held in a manner (ii) and (iii) as described above.
60	Fourteen days' notice at least of every General Meeting, Ordinary or Extraordinary, other than a meeting for the passing of a special resolution and by whomsoever called specifying the date, hour and place of the meeting and with a statement of business to be transacted at the meeting, and in case it is proposed to pass any Extraordinary Resolution, the intention to propose such resolution as an Extraordinary resolution, shall be given to the persons entitled under and in the manner provided by the Act and these presents.	At least 21(twenty one) days' notice for any Annual General Meeting and Extraordinary General Meeting, for the passing of an ordinary/special resolution and by whomsoever called specifying the date, hour and place of the meeting and with a statement of business to be transacted at the meeting, and in case it is proposed to pass any Extraordinary Resolution, the intention to propose such resolution as an Extraordinary resolution, shall be given to the persons entitled under and in the manner provided by the Act and these presents.

Clause No	Existing Clause	Proposed Clause
112	The Chairman, may at any time and the Managing Director, shall on request of a Director, convene a meeting of the Directors.	The Meeting/s of Board of Directors or its Sub-Committee/ies may be convened at such time and place as they think fit. Such meeting may be held in any manner described herein below (i) with the physical presence of Board Members (ii) meeting using appropriate digital technology for virtual meeting in which all Board Members wishing to join the meeting may join and may be identified at all times while in meeting; or (iii) combination of (i) and (ii) above. Furthermore, the Company Secretary will keep all records including of votes or polls as the case may be, and certify presence of the meeting held in a manner (ii) and (iii) as described above.
113	Notice of the meeting given to a Director in the address registered with the Company shall be deemed to be valid notice.	Notice of the meeting given to a Director by registered post, email /courier / personally in the address registered with the Company shall be deemed to be duly served.
161	A Notice (which expression shall be deemed to include and shall include any summons, notice, process, order, judgment or any other document in relation to or in the winding up of the Company) may be given by the Company to any member either personally or by sending it by post (airmail where appropriate) to him at his last address registered with the Company.	A Notice (which expression shall be deemed to include and shall include any summons, notice, process, order, judgment or any other document in relation to or in the winding up of the Company) may be given by the Company to any member by registered post or email, personally, courier to him at his last address registered with the Company.

All shareholders of the Company are requested to make it convenient to attend the meeting.

By order of the Board,

05 May, 2021



Mohammad Mahbubur Rahman FCS

Acting Company Secretary

NOTES:

- i. The "Record Date" is **04 May, 2021**. Members whose names appeared in the Members'/Depository Register on Record Date will be eligible to attend/participate and vote in the Annual General Meeting.
- ii. The Board of Directors has recommended **15% Dividend** in the form of **10% Cash** and **5% Stock**.
- iii. Pursuant to the Bangladesh Securities and Exchange Commission's Order No. SEC/SRMIC/94-231/91 dated 31 March 2021, the AGM will be held in virtual via live webcast by using digital platform.
- iv. Link for joining in AGM through Digital Platform and details login process will be notified to the respective Member's email address and by SMS.
- v. Members are requested to **update your full name, Folio/BO ID, email address and mobile number** to get the digital platform meeting invitation.
- vi. Full login/participation process for the Digital Platform meeting will also be available in the Company's website: **www.bracbank.com**
- vii. Pursuant to the Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018, the soft copy of the Annual Report 2020 will be sent to the email addresses of the Members available in their Beneficial Owner (BO) accounts maintained with the Depository. The Annual Report 2020 will also be available at Company's website: **www.bracbank.com**
- viii. A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote in his/her stead. The scanned copy of "Proxy Form", duly signed and affixed with BDT 20 revenue stamp must be sent through email to BBL Share Office at **sharedept@bracbank.com** no later than **72 hours** before commencement of the AGM.
- ix. Members are requested to update their 12 digit Taxpayer's Identification Number (e-TIN) through your member house. In default, to update 12 digits e-TIN, the tax from cash dividend will be deducted @ 15% instead of @10%.
- x. Merchant Banks and depository participant (DPs) are requested to email the soft copy of their margin clients list (**in MS Excel format**) as on 'Record Date' at **sharedept@bracbank.com** by **May 16, 2021** for facilitating payment of Cash Dividend.
- xi. Members are requested to update their respective Bank Account info. (**Bank Name , Branch Name, 13 digits A/c no. , 9 digits Routing no.**), Address, Mobile Number etc. through their respective Depository Participant (DP)/member house before the 'Record Date'.