

সাউথ বাংলা এগ্রিকালচার এ্যান্ড কমার্স ব্যাংক লিঃ



South Bangla Agriculture and Commerce Bank Limited

Head Office : BSC Tower, 2-3 Rajuk Avenue, Motijheel C/A, Dhaka-1000

2nd Extra-ordinary General Meeting (EGM)

: Mode & Venue :

Online/Virtual EGM using Digital Platform through the Link:

<https://sbacbank-egm.bdvirtual.com>

: Date, Day & Time :

June 18, 2023, Sunday, at 11:00 AM

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NOTICE OF THE 2ND EXTRAORDINARY GENERAL MEETING

Notice is hereby given to all Members of South Bangla Agriculture and Commerce Bank Limited (“the Company”) that, the 2nd Extra-ordinary General Meeting (EGM) of the Company will be held Online/virtually using Digital Platform through the Link: <https://sbacbank-egm.bdvirtual.com> on Sunday, June 18, 2023 at 11:00 AM, to transact the following business:

Agenda:

1. To consider change of Name of the Company and, if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT

The Name of the Company shall be **“SBAC Bank PLC”** changed from “South Bangla Agriculture and Commerce Bank Limited”.

Accordingly, necessary changes shall be incorporated in the Memorandum of Association and also in the Articles of Association of the Company, specifically-

(i) the existing Name Clause (i.e. Clause No. I) of the Memorandum of Association of the Company shall be replaced with the following Name Clause :

I. The name of the Company is **SBAC Bank PLC**.

(ii) The Definition of or the Interpretation for the Term “Company” under Article 2(7) of the Articles of Association of the Company shall be replaced with the following description :

‘Company’ means **SBAC Bank PLC**. ”

(iii) The name of the Company on the Cover Page of the existing Memorandum & Articles of Association of the Company shall be replaced with **“SBAC Bank PLC”**.

(iv) The name of the Company on the Heading of the existing Memorandum of Association of the Company shall be inserted and the existing Heading shall be replaced with the following:

THE COMPANIES ACT, 1994
(Act XVIII of 1994)

A PUBLIC LIMITED COMPANY BY SHARES

MEMORANDUM OF ASSOCIATION
OF
SBAC BANK PLC

(v) The name of the Company on the Heading of the existing Articles of Association of the Company shall be replaced with **“SBAC Bank PLC”** and the existing Heading shall be replaced with the following:

THE COMPANIES ACT, 1994
(Act XVIII of 1994)

A PUBLIC LIMITED COMPANY BY SHARES

ARTICLES OF ASSOCIATION
OF
SBAC BANK PLC

(vi) The existing Heading of the Proxy Form under Article 86 [titled as “Form of proxy”] of the Articles of Association of the Company shall be replaced with **“SBAC Bank PLC”**. ”

2. **To consider increasing the Authorized Capital of the Company from Tk. 1,000,00,00,000.00 (Taka One Thousand Crore) to Tk. 2,000,00,00,000.00 (Taka Two Thousand Crore) in order to enhance the Capital Base of the Company and, if thought fit, to pass the following Resolution as Special Resolution:**

“RESOLVED THAT

The Authorized Capital shall be increased from “Tk. 1,000,00,00,000 (Taka One Thousand Crore) only divided into 100,00,00,000 (One Hundred Crore) ordinary shares of Tk. 10.00 (Taka Ten) each” to “Tk. 2,000,00,00,000 (Taka Two Thousand Crore) only divided into 200,00,00,000 (Two Hundred Crore) Ordinary Shares of Tk. 10 (Taka Ten) each”.

Accordingly, necessary changes shall be incorporated in the Memorandum of Association and also in the Articles of Association of the Company, specifically-

- (i) The words, numbers and brackets “Tk. 1,000,00,00,000 (one thousand crore) divided into 100,00,00,000 (one hundred crore) ordinary shares” in the existing Capital Clause (i.e. Clause No. VII) of the Memorandum of Association of the Company shall be replaced with the words, numbers and brackets “Tk. 2,000,00,00,000 (Taka Two Thousand Crore) divided into 200,00,00,000 (Two Hundred Crore) Ordinary Shares”,

and

- (ii) The description “The authorized share capital of the Company shall comprise ordinary shares of Tk. 1,000,00,00,000 (One thousand crore) divided into 1,00,00,00,000 (one hundred crore) ordinary shares of Tk. 10/= (Taka Ten) each.” in the existing Article 5(1) of Association of the Company shall be replaced with the description “The Authorized Share Capital of the Company is Tk. 2,000,00,00,000 (Taka Two Thousand Crore) only divided into 200,00,00,000 (Two Hundred Crore) Ordinary Shares of Tk. 10 (Taka Ten) each.”.

”

3. **To consider making amendment in the Articles of Association of the Company for incorporating recent amendment in the Companies Act 1994 with respect to Notice Period for Annual General Meetings and, if thought fit, to pass the following Resolution as Special Resolution:**

“RESOLVED THAT

In order to incorporate the recent amendment in the Companies Act 1994 with respect to Notice Period for General Meetings,

The words, numbers, commas and brackets “14 (Fourteen) days’ notice at least of every Annual General Meeting and 21 (Twenty-One) days’ notice for Extra Ordinary General Meeting,” in the existing Article 59 of the Articles of Association of the Company shall be replaced with the words, number and brackets “For every General Meeting, a notice of at least 21 (Twenty-One) days”.

”

4. **To consider deleting existing provisions that are inconsistent upon abolishing the provisions for Shareholders of Different Classes and, if thought fit, to pass the following Resolution as Special Resolution:**

“RESOLVED THAT

Since the provisions for Shareholders of Different Classes have already been abolished at the time of earlier amendment to the Articles of Association of the Company, further necessary amendments shall be made in order to maintain consistency of such changes, specifically-

- (i) The Sentence “2 (two) Directors shall be nominated by Group ‘B’ shareholders” in the existing Article 90(2) of the Articles of Association of the Company shall be deleted in its entirety.
 - (ii) The 2nd Sentence “A Director in the place of such vacancy shall be elected by a Group “A” shareholders only.” in the existing Article 93 of the Articles of Association of the Company shall be deleted.
 - (iii) The words “by the respective group of shareholders that the ratio mentioned in Article-91 shall all times be maintained” in the existing Article 103 of the Articles of Association of the Company shall be deleted.
- ”

5. To consider adoption of an Amended Version of the Memorandum and Articles of Association of the Company incorporating all the amendments approved in this meeting and, if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT

An Amended Version of the Memorandum and Articles of Association of the Company annexed as Annexure-A be and is hereby adopted for onward submission to the regulatory authorities for obtaining necessary permission, approval and record.”

All the Members of the Company are requested to attend the EGM.

Dhaka
Date: 25.05.2023

By order of the Board



Md. Mokaddess Ali FCS
EVP & Company Secretary

NOTES:

- The ‘**Record Date**’ in lieu of Book Closure was **May 21, 2023**. The Shareholders whose names appear in the Members Register of the Company under Central Depository System (CDS) on Record Date will be eligible to participate at the EGM and vote thereat.
- A Shareholder/Member entitled to participate and vote at the AGM may appoint a proxy to participate at the meeting and take part in the proceedings thereof on his/her/its behalf. Scanned Copy of "Proxy Form" duly signed and affixed with Stamp(s) of BDT 100 must be sent through email to Bank's Board Division at cs@sbacbank.com or Hard Copy thereof must be deposited at the Registered Office of the Bank not less than 72 hours before commencement of the EGM.
- For joining through digital platform, and/or for voting on the proposed resolutions, a Shareholder/Member entitled to participate and vote at the EGM shall have to login into the system by putting 16-digit Beneficial Owner (BO) Number and other credentials as a proof of identity. The Process/Procedure for logging into and Participation/Voting through the Digital Platform will be notified by email and SMS will also be made available at the Bank's Website: <http://www.sbacbank.com>. Members whose contact details have been updated/changed in the meantime are requested to email us at cs@sbacbank.com mentioning their full name, BO ID, email address and mobile number.
- The Virtual/Digital Platform [Link: <https://sbacbank-egm.bdvirtual.com>] shall be opened 25 hours before commencement of the EGM and shall remain open until the closing of the meeting. Through the link questions/comments may be submitted electronically during this period and voting may be done until closing of voting facility for counting and declaration of the voting result.
- Link for downloading the Booklet containing Notice of the EGM and Proxy Form shall be sent in soft form to the email addresses of the Members available in their BO Accounts maintained with the Depository and also be made available at the Bank's Website: <http://www.sbacbank.com>. Any Member may collect printed copy of the Notice of the EGM and Proxy Form from the registered office of the Bank.

Objective of the EGM:

The Objective of the EGM is

“To update/amend the Memorandum of Association (MOA) and Articles of Association (AOA) of the Bank/Company subject to comply with the relevant laws of the land and approval of regulatory authorities”

Detailed Purpose of the EGM:

The Detailed Purpose of the EGM is

“To pass Special Resolutions with respect to making amendment in the Memorandum and Articles of Association of the Company for -

- (i) Changing the Name of the Company from “South Bangla Agriculture and Commerce Bank Limited” to “**SBAC Bank PLC**”.
- (ii) Increasing the Authorized Capital of the Company from Tk. 1,000,00,00,000.00 (Taka One Thousand Crore) to Tk. 2,000,00,00,000.00 (Taka Two Thousand Crore) in order to enhance the Capital Base of the Company .
- (iii) Incorporating the recent amendment in the Companies Act 1994 with respect to Notice Period for General Meetings.
- (iv) Deleting existing provisions that are inconsistent upon abolishing the provisions for Shareholders of Different Classes.
- (v) Adoption of an Amended Version of the Memorandum and Articles of Association of the Company.”

Agenda-wise Details

Agenda-1:

(a) Purpose:

Changing the Name of the Company from “South Bangla Agriculture and Commerce Bank Limited” to “**SBAC Bank PLC**”

(b) Proposals for Making amendments in MOA and AOA:

(i) Amendment on the Cover page of MOA and AOA:

The name of the Company on the Cover Page of the existing Memorandum & Articles of Association of the Company shall be replaced with “**SBAC Bank PLC**”.

(ii) Amendment in MOA:

Subject	Existing	Proposed
Heading of MOA	THE COMPANIES ACT, 1994 (Act XVIII of 1994) A PUBLIC LIMITED COMPANY BY SHARES MEMORANDUM OF ASSOCIATION	THE COMPANIES ACT, 1994 (Act XVIII of 1994) A PUBLIC LIMITED COMPANY BY SHARES MEMORANDUM OF ASSOCIATION OF SBAC BANK PLC
Clause No. I (Name Clause)	The name of the Company is South Bangla Agriculture & Commerce Bank Limited (hereinafter called as the “Company”).	The name of the Company is SBAC Bank PLC .

(iii) Amendment in AOA:

Subject	Existing	Proposed
Heading of AOA	THE COMPANIES ACT, 1994 (Act XVIII of 1994) A PUBLIC LIMITED COMPANY BY SHARES ARTICLES OF ASSOCIATION OF "SOUTH BANGLA AGRICULTURE & COMMERCE BANK LIMITED"	THE COMPANIES ACT, 1994 (Act XVIII of 1994) A PUBLIC LIMITED COMPANY BY SHARES ARTICLES OF ASSOCIATION OF SBAC BANK PLC
Article No. 2(7) (Definition or Interpretation)	'Company' means, a public limited company incorporated under the Act and having its registered office in Bangladesh;	'Company' means SBAC Bank PLC;
Heading of the "Proxy Form" under Article 86	SOUTH BANGLA AGRICULTURE & COMMERCE BANK LIMITED	SBAC BANK PLC

Agenda-2:

(a) Purpose:

Increasing the Authorized Capital of the Company from Tk. 1,000,00,00,000.00 (Taka One Thousand Crore) to Tk. 2,000,00,00,000.00 (Taka Two Thousand Crore) in order to enhance the Capital Base of the Company

(b) Proposals for Making amendments in MOA and AOA:

(i) Amendment in MOA:

Subject	Existing	Proposed
Clause No. VII (Capital Clause)	The authorized capital of the Company is Tk. 1,000,00,00,000 (one thousand crore) divided into 100,00,00,000 (one hundred crore) ordinary shares of Tk. 10 (Taka Ten) each with the rights and privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the capital of the Company in accordance with the Articles of Association of the Company and the law for the time being in force.	The authorized capital of the Company is Tk. 2,000,00,00,000 (Taka Two Thousand Crore) divided into 200,00,00,000 (Two Hundred Crore) Ordinary Shares of Tk. 10 (Taka Ten) each with the rights and privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the capital of the Company in accordance with the Articles of Association of the Company and the law for the time being in force.

(ii) Amendment in AOA :

Subject	Existing	Proposed
Article No. 5(1) (Definition or Interpretation)	The authorized share capital of the Company shall comprise ordinary shares of Tk. 1,000,00,00,000 (One thousand crore) divided into 1,00,00,00,000 (one hundred crore) ordinary shares of Tk. 10/= (Taka Ten) each. The share in the Company shall be held by the shareholders	The Authorized Share Capital of the Company is Tk. 2,000,00.00,000 (Taka Two Thousand Crore) only divided into 200,00,00,000 (Two Hundred Crore) Ordinary Shares of Tk. 10 (Taka Ten) each. The share in the Company shall be held by the shareholders

Agenda-3:

(a) Purpose:

Incorporating the recent amendment in the Companies Act 1994 with respect to Notice Period for General Meetings

(b) Proposal for Making amendment in AOA:

Since the Companies Act 1994 provides for Notice Period of at least 21 (Twenty-One) Days for Annual General Meetings instead of 14 (Fourteen) Days, necessary amendments shall be made in order to incorporate this provision:

Subject	Existing	Proposed
Article No. 59 (Notices of meetings)	14 (Fourteen) days' notice at least of every Annual General Meeting and 21 (Twenty-One) days' notice for Extra Ordinary General Meeting, specifying the date, hour and place of the meeting, together with a statement of the business to be transacted at the meeting and, in case it is proposed to pass an Extra-ordinary Resolution, the intention to propose such resolution as an extra ordinary resolution, the resolution to propose such resolution as extra ordinary resolution shall be given to the persons entitled under and in the manner provided by these presents.	For every General Meeting, a notice of at least 21 (Twenty-One) days specifying the date, hour and place of the meeting, together with a statement of the business to be transacted at the meeting and, in case it is proposed to pass an Extra-ordinary Resolution, the intention to propose such resolution as an extra ordinary resolution, the resolution to propose such resolution as extra ordinary resolution shall be given to the persons entitled under and in the manner provided by these presents.

Agenda-4:

(a) Purpose:

Deleting existing provisions that are inconsistent upon abolishing the provisions for Shareholders of Different Classes

(b) Proposal for Making amendment in AOA:

Since the provisions for Shareholders of Different Classes have already been abolished at the time of earlier amendment to the Articles of Association of the Company, further necessary amendments shall be made in order to maintain consistency of such changes:

Subject	Existing	Proposed
Article No. 90 (Number of Directors)	(1) Until otherwise determined by the Company in the general meeting, the number of Directors ex-officio Director shall be not more than 20 (Twenty) and not less than eleven. (2) 2 (two) Directors shall be nominated by Group 'B' shareholders.	<i>The Sentence "2 (two) Directors shall be nominated by Group 'B' shareholders." shall be deleted in its entirety.</i>
Article No. 93 (Directors of the First Board)	Only a Director of the First Board of the Company shall be eligible for re-election to be a Director of the Board. A Director of the first Board of the Company may, however, nominate anyone of his heirs or close relation to be eligible for election as a Director in his place if and when falls vacant. A Director in the place of such vacancy shall be elected by a Group "A" shareholders only.	<i>The Sentence "A Director in the place of such vacancy shall be elected by a Group "A" shareholders only." shall be deleted.</i>

[continued]

[continued]

<p>Article No. 103 (Retiring Directors eligible for re-election, etc)</p>	<p>A Director retiring by rotation shall be eligible for re-nomination/re-election by the respective group of shareholders that the ratio mentioned in Article-91 shall all times be maintained.</p>	<p><i>The words “by the respective group of shareholders that the ratio mentioned in Article-91 shall all times be maintained” shall be deleted.</i></p>
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Agenda-5:

(a) Purpose:

Adoption of an Amended Version of the Memorandum and Articles of Association of the Company

(b) Proposed Resolution :

Following resolution is proposed to be adopted :

“RESOLVED THAT An Amended Version of the Memorandum and Articles of Association of the Company annexed as Annexure-A be and is hereby adopted for onward submission to the regulatory authorities for obtaining necessary permission, approval and record.”

The Companies Act, 1994
(Act XVIII of 1994)
(A PUBLIC COMPANY LIMITED BY SHARES)

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

¹[SBAC Bank PLC]

¹ The Name of the Company “South Bangla Agriculture & Commerce Bank Limited” as had been on the Cover Page was changed by a Special Resolution passed in an EGM on 18.06.2023.

¹[THE COMPANIES ACT, 1994
(Act XVIII of 1994)]

A PUBLIC LIMITED COMPANY BY SHARES

**MEMORANDUM OF ASSOCIATION
OF
SBAC BANK PLC]**

- I. ²[The name of the Company is **SBAC Bank PLC.**]
- II. The registered office of the Company shall be situated in Bangladesh.
- III. The objectives for which the Company is established are all or any of the following provided that permission/approval/license from the Government or its appropriate agency and the concerned local government authority shall be obtained wherever it is so required by law, rules or regulations:
 01. To receive, borrow or raise money on deposit, loan or otherwise upon such terms as the Company may approve and to give guarantees and indemnities in respect of all debts and contracts following conventional or shariah-based banking. Also to promote the development of small and medium enterprises and to provide finance and all kinds of banking facilities and technical services to small and medium enterprises in Bangladesh and in general to carry on, transact, undertake and conduct the business of banking in all its branches and to transact and do all matters and things incidental thereto;
 02. To foster rural economy and undertake necessary investment and financial support for agro-based food & agricultural venture in a participatory management system under co-operative frame work
 03. To establish, maintain, carry on transaction and undertake all kinds of investment and financial business, including underwriting, managing, distributing the issue of stocks, shares, bonds, debentures, import and other securities directly or through or jointly with one or more banks or financial institutions;
 04. To make advance, take deposit and lend money on real, personal and mixed securities, on cash credit, overdraft or other accounts based on bank's policies, bills of exchange, promissory notes, letters of credit, or other wares and merchandise, tangible or intangible assets, bills of sale and lading, delivery orders, other mercantile indicia or tokens, bullion, stocks and shares;
 05. To make advance, take deposit or lend money to or with such persons, firms or bodies corporate or unincorporated, and on such terms as may seem expedient and to carry on the business of discounting, dealing in, exchange in specie and securities and all kinds of mercantile banking and to invest money in such manner as may from time to time be through proper;
 06. To carry on the business as dealers in foreign exchange including buying and selling of foreign exchange whether for ready or forward delivery, dealing in foreign currencies, and notes, granting and issuing of letter of credit, travelers' cheques, circular notes and negotiating and discounting of export and import documents and all other matter related to foreign exchange business and transactions of any kind or nature whatsoever;

1 This Heading replaced the Original Heading by a Special Resolution passed in an EGM on 18.06.2023.

2 This Name Clause replaced the Original Name Clause "The name of the Company is South Bangla Agriculture & Commerce Bank Limited (hereinafter called as the "Company")." by a Special Resolution passed in an EGM on 18.06.2023.

07. To act as agents for the sale and purchase of any stocks, share or securities or for any other monetary or mercantile transaction and to provide for safe-deposit vaults and the safe custody of valuables of all kinds and to guarantee or become liable for the payment of money or for the performance of any obligation and generally to transact all kinds of guarantee business and also to transact all kinds of agency business;
08. To promote, effect, insure, guarantee, underwrite, participate in management and carry out any issue, public or private or state, municipal or other loans, or of shares, stock, debentures or debenture stock of any company, corporation or association, and to lend money for the purpose of any such issue;
09. To acquire, underwrite and dispose of share and interest in companies or associations or in the undertakings thereof;
10. To form, manage, join or subscribe to any syndicate, consortium or any holding company or trust and carry on business of an investment trust company and to act as executors and trustees of wills, settlements and trust deeds of any kind made by customers and others and any other matters related thereto;
11. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments, including notes, warrants and coupons;
12. To borrow or raise money or secure the payments of money by issue or sale of shares stocks, bonds, other securities and obligations, whether perpetual or terminable and/or redeemable or otherwise, and to change or secure the same by trust deed or otherwise, on the undertaking of the Company or upon any specific property and rights, present or future, of the Company;
13. To carry on any other business, which, in the opinion of the Company is incidental or conducive to the promotion or advancement of the business of the Company;
14. To amalgamate with or reconstruct or reorganize any company, bank which may general or according Islamic Sharia as recognized by of Bangladesh Bank or body corporate or association in co-operation with any other person, company, bank or association; and to enter into any contract or agreement with any other bank for the management and technical guidance of the Company, subject to the provision of Banking Companies Ordinance 1994;
- IV. It is declared that fifty percent of the loanable funds shall be invested in small and medium industry sector as defined by Bangladesh Bank from time to time.
- V. This Memorandum shall not be changed without prior permission of Bangladesh Bank.
- VI. The liability of the members is limited by their shares.
- VII. The authorized capital of the Company is ¹[Tk. 2,000,00,00,000 (Taka Two Thousand Crore) divided into 200,00,00,000 (Two Hundred Crore) Ordinary Shares] of Tk. 10 (Taka Ten) each with the rights and privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the capital of the Company in accordance with the Articles of Association of the Company and the law for the time being in force.

¹ These words, numbers and brackets replaced the words, numbers and brackets “Tk. 1,000,00,00,000 (one thousand crore) divided into 100,00,00,000 (one hundred crore), ordinary shares” by a Special Resolution passed in an EGM on 18.06.2023.

We, the undersigned persons whose names and addresses are subscribed below are desirous of being formed into a Public Limited Company in pursuance of the MEMORANDUM OF ASSOCIATION and we respectively agree to take up the number of shares in the capital of the Company set opposite to our respective names:

S.L	Name & Address	Number of shares of Tk. 10 each	Amount	Signature
1.	<p>Name: S. M. Amzad Hossain Address: 51, Khan-A-Sabur Road, Khulna-9100 Father's Name: Late Ishaque Ali Mother's Name: Late Ambia Ishaque D.O.B: 17-11-1957 National ID No.: 0113442186912 Passport No.: F 0457091 TIN No.: 410-101-3458, Circle-1, Khulna Nationality: Bangladeshi Profession: Business</p>	20,000,000	200,000,000.00	
2.	<p>Name: Begum Sufia Amjad Address: 51, Khan A Sabur Road, Khulna Husband Name: S.M.Amzad Hossain Mother's Name: Late Anowara Begum D.O.B: 03-01-1966 National ID No. : 0113442186913 Passport No.:C 0128161 TIN No.: 410-101-4063, Circle-1, Khulna Nationality: Bangladeshi Profession: Business</p>	19,000,000	190,000,000.00	
3.	<p>Name: Miss Tajori Address: 51, Khan A Sabur Road, Khulna Father's Name: S. M. Amjad Hossain Mother's Name: Begum Sufia Amzad D.O.B: 21-08-1993 Birth Certificate No. : 19930113442100754 Passport No.: C 0128162 TIN No.: 617-100-0205/Circle-140, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
4.	<p>Name: Abu Zafar Mohammad Shofiuddin Address: Bashati Horizon, Flat# 13B, House# 21, Road# 17, Block# C, Banani, Dhaka-1213 Father's Name: Late M A Kader Mother's Name: Shirin Akter D.O.B: 10-01-1969 National ID No. : 1910911265743 Passport No.: AB 7119324 TIN No.: 180-102-2132, Circle-6, Dhaka Nationality: Bangladeshi Profession: Business</p>	20,000,000	200,000,000.00	
5.	<p>Name: Abdul Kadir Molla Address: Thermax Group, 30/A VIP Road (14th Floor), Naya Paltan, Dhaka-1000 Father's Name: Late Abdul Mazid Molla Mother's Name: Mrs. Nurjahan Begum D.O.B: 08-08-1961 National ID No. : 6815261366641 Passport No.: AA 3885488 TIN No.: 149-100-9214, Circle-243, Dhaka Nationality: Bangladeshi Profession: Business</p>	40,000,000	400,000,000.00	

6.	<p>Name: Md. Moklesur Rahman Address: House# 78, Road# 2, Banani, Dhaka-1213 Father's Name: Late Suja-ud-dowala Tarafder Mother's Name: Begum Lutfun Nessa D.O.B: 11-01-1960 National ID No. : 2692619475945 Passport No.: X 0931204 TIN No.: 215-101-9904, Circle-10, Dhaka Nationality: Bangladeshi Profession: Business</p>	20,000,000	200,000,000.00	
7.	<p>Name: Md. Amzad Hossain Address: #1 Hazi Tomizuddin Road, P.S. Sonadanga, Khulna-9100 Father's Name: Late Momin Uddin Gazi Mother's Name: Mrs. Noorjahan Begum D.O.B: 03-03-1955 National ID No. : 4798518264512 Passport No.: B 1109805 TIN No.: 416-106-8979, Circle-5, Khulna Nationality: Bangladeshi Profession: Business</p>	6,500,000	65,000,000.00	
8.	<p>Name: Al-Haj Mizanur Rahman Address: Flat # 2/B, House # 1, Road # 34, Gulshan-1, Dhaka-1212 Father's Name: Al-Haj Sekender Mollik Mother's Name: Hamida Begum D.O.B: 01-01-1957 National ID No. : 2692619561652 Passport No.: AA-4749185 TIN No.: 087-105-3470/Circle-15, Borguna, Barishal Nationality: Bangladeshi Profession: Business</p>	20,000,000	200,000,000.00	
9.	<p>Name: Captain M. Moazzam Hossain Address: House# 271, Eastern Road, DOHS Baridhara, Dhaka-1206 Father's Name: Late M Sekander Ali Mother's Name: Most. Momena Khatun D.O.B: 01-06-1961 National ID No. : 2650898499558 Passport No.: V 0113344 TIN No.: 313-101-9661, Circle-LTU, Dhaka Nationality: Bangladeshi Profession: Business</p>	27,000,000	270,000,000.00	
10.	<p>Name: Motiur Rahman Address: House# 125, Road# Deshbondhu Citto Ronjon, TB Clinic, P.S:Kotwali, P.O+District: Jessore-7400 Father's Name: Late Khabir-ur Rahman Mother's Name: Late Monera Khatun D.O.B 03-08-1957 National ID No. : 4124707093089 Passport No.: AC 0465573 TIN No.: 006-100-1711, Circle-4, Dhaka Nationality: Bangladeshi Profession: Business</p>	4,000,000	40,000,000.00	

11.	<p>Name: Kamrun Nahar Address: House# 125, Road# Deshbondhu Citoronjon, TB Clinic, P.S:Kotwali, P.O+District: Jessore-7400 Husband Name: Motiur Rahman Mother's Name: Ayesha Zaman D.O.B: 30-10-1964 National ID No. : 4124707093091 Passport No.: AC 3435308 TIN No.: 081-101-4633, Circle-6, Dhaka Nationality: Bangladeshi Profession: Business</p>	5,000,000	50,000,000.00	
12.	<p>Name: Mysha Khabir Address: House# 125, Road# Deshbondhu Citoronjon, TB Clinic, P.S:Kotwali, P.O+District: Jessore-7400 Father's Name: Motiur Rahman Mother's Name: Kamrun Nahar D.O.B: 05-11-1993 Birth Certificate : 4121607171102 Passport No.: AC 9435322 TIN No.: 797-100-1323, Circle-320, Dhaka Nationality: Bangladeshi Profession: Business</p>	4,000,000	40,000,000.00	
13.	<p>Name: Mrs. Sanawar Bano Address: 38 Mitford Road, Dhaka Husband Name: Mohammad Farooq Mother's Name: Late Ansari Bano D.O.B: 02-05-1948 National ID No. : 19502698877383009 Passport No.: F-0594881 TIN No.: 228-100-4073/Circle-309, Dhaka Nationality: Bangladeshi Profession: Business</p>	20,000,000	200,000,000.00	
14.	<p>Name: Iqbal Haider Chowdhury Address: Flat # 604, Eastern Heaven, 9 Segun Bagicha, Shahbag, Dhaka-1000 Father's Name: Late Azizul Haque Chowdhury Mother's Name: Peara Begum D.O.B: 15-08-1963 National ID No. : 19632697556376623 Passport No. : AC 2232032 TIN No.: 117-100-4801,Circle-70, Dhaka Nationality: Bangladeshi Profession: Business</p>	5,010,000	50,100,000.00	
15.	<p>Name: Mohammed Nazrul Islam Address: Holding # 354/9/X-4, Cordial Homes, Road # Dilu Road, Dhaka-1000 Father's Name: Md. Sirajul Islam Mother's Name: Joygun Banu D.O.B: 01-01-1963 National ID No. : 2696654350104 Passport No.: AA-1453528 TIN No.: 012-101-7327/Circle-5, Zone-1, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	

16.	<p>Name: A. K. Mizanur Rahman, FCA Address: House # 55, Road # 28, Gulshan-1, Dhaka-1212 Father's Name: Late Al-Haj Habibur Rahman Mother's Name: Rahima Khondoker D.O.B: 12-11-1956 National ID No.: 19562692619486471 Passport No.: AA-1186367 TIN No.: 252-100-2422/HQ Zone-8, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
17.	<p>Name: Padma Lamitube Ltd. Address: 32/1 Dilu Road, New Eskaton, Dhaka-1000 TIN No.: 140-201-2623/Co-13 Representative: Mainul Huq Khan, Managing Director</p>	2,000,000	20,000,000.00	
18.	<p>Name: Mozaharul Haque Shahid Address: Village: Benapole Bazar, P.O: Benapole, Police Station: Benapole Port, District: Jessore Father's Name: Al-haj Md. Abdul Haque Mother's Name: Late Mahbuba Haque D.O.B: 07-01-1964 National ID No. : 4129003693293 Passport No.: AC 5249060 TIN No.: 219-101-7444, Circle-162, Zone-8, Dhaka Nationality: Bangladeshi Profession: Business</p>	3,000,000	30,000,000.00	
19.	<p>Name: Md. Emdadul Haque Address: Village: Benapole Bazar, P.O: Benapole, Police Station: Benapole Port, District: Jessore Father's Name: Al-haj Md. Abdul Haque Mother's Name: Late Mahbuba Haque D.O.B: 14-08-1969 National ID No. : 4129003693294 Passport No.: AB-3238148 TIN No.: 083-100-0853/Circle-162, Zone-8, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
20.	<p>Name: Md. Eathashamul Haque Address: Village: Benapole Bazar, P.O: Benapole, Police Station: Benapole Port, District: Jessore Father's Name: Al-haj Md. Abdul Haque Mother's Name: Late Mahbuba Haque D.O.B: 13-12-1968 National ID No. : 2697556393213 Passport No.: B-0768414 TIN No.: 083-100-0871/Circle 162, Zone-8, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	

21.	<p>Name: Kafil Uddin Bhuiyan Address: Village: Fatehpur, P.O: Fatehpur, P.S.: Feni, District: Feni Father's Name: Late A. K. M. Main Uddin Bhuiyan Mother's Name: Jahanara Begum D.O.B: 16-12-1967 National ID No. : 2692619464286 Passport No.: AA-7927861 TIN No.: 158-101-8392/Circle 58, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,250,000	12,500,000.00	
22.	<p>Name: Hafizur Rahman Babu Address: Flat# B1, House# 07 (CENG), Road# 104, Gulshan-2, Dhaka-1212 Father's Name: Late Haji Sheikh Hatem Ali Mother's Name: Late Joytun Nesa D.O.B: 18-05-1962 National ID No. : 4716938768557 Passport No.: AA 5183106 TIN No.: 415-105-5437, Circle-2, Khulna Nationality: Bangladeshi Profession: Business</p>	15,000,000	150,000,000.00	
23.	<p>Name: Shahab Uddin Khan Address: House # 17, Flat # 301/A, Road # 55, Gulshan-2, Dhaka-1212 Father's Name: Mohmadulla Khan Mother's Name: Rahatunnessa D.O.B: 27-07-1956 National ID No. : 2692619465280 Passport No.: AA-1053216 TIN No.: 219-101-8033/Circle-140, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
24.	<p>Name: Abdul Gaffar & Co. (Pvt.) Ltd. Address: 69 Begum Bazar, Dhaka-1100 TIN No.: 010-200-0052/Circle-3, Dhaka Representative: Anwar Hussain, Director</p>	15,500,000	155,000,000.00	
25.	<p>Name: Anwar Hussain Address: 8 SCC Road, Babu Bazar, Kotowali, Dhaka Father's Name: Haji Abdul Gaffar Mother's Name: Hajera Begum D.O.B: 08-03-1982 National ID No. : 2694267823935 Passport No.: AB-8217636 TIN No.: 111-100-3276/Circle-40, Dhaka Nationality: Bangladeshi Profession: Business</p>	2,500,000	25,000,000.00	
26.	<p>Name: Mohammad Imran Address: 8 SCC Road, Babu Bazar, Kotowali, Dhaka Father's Name: Haji Abdul Gaffar Mother's Name: Hajera Begum D.O.B.: 17-04-1979 National ID No.: 2694267823867 Passport No.: B 0447947 TIN No.: 113-100-7653/Circle-38, Dhaka Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	

27.	<p>Name: Mrs. Tahmina Afroz Address: House# 17, Road# 8, Dhanmandi, Dhaka-1205 Husband Name: Anwer Hossain Khan Mother's Name: Rahima Begum D.O.B: 01-01-1975 National ID No. : 2691649642704 Passport No.: R 0182721 TIN No.: 051-101-6821, Circle-205, Dhaka Nationality: Bangladeshi Profession: Business</p>	20,000,000	200,000,000.00	
28.	<p>Name: Mrs. Shamima Hossain Address: House # 145. Road # 10, Sonadanga R/A, Khulna Husband Name: Md. Liakat Hossain Mother's Name: Mrs. Nazmun Nahar D.O.B: 02-01-1967 National ID No. : 2697557402981 Passport No.: V 0801940 TIN No.: 418-102-0112/Circle-5, Khulna Nationality: Bangladeshi Profession: Business</p>	3,000,000	30,000,000.00	
29.	<p>Name: Haji Shakhawat Anwara Eye Hospital Ltd. Address: 73 Kakrail, Eastern Commercial Complex, Dhaka TIN No.: 245-200-7001/Circle-83, Dhaka Represented by Mr. Shakhawat Hossain</p>	20,000,000	200,000,000.00	
30.	<p>Name: Sk. Shyedujjaman Address: Village: Khajura, P.O: Lockpur, P.S: Fakirhat, District: Bagerhat Father's Name: Late Sk. Abu Bakkar Siddique Mother's Name: Mrs. Morzina Begum D.O.B: 11-07-1974 National ID No. : 0113442168894 Passport No.: W-0606149 TIN No.:411-107-3761/Circle-2, Companies, Khulna Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	
31.	<p>Name: Farjana Farhad Address: 51 Khan-A-Sabur Road, Khulna Father's Name: Late Amzad Hossain Mother's Name: Rashida Begum D.O.B: 07-05-1992 Birth Certificate No. : 19924795123014213 Passport No.: C 1487967 TIN No.: 617-100-0192/Circle-140, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
32.	<p>Name: Talukder Abdul Khaleque Address: 33, Munsii Para, 3rd Lane, Khulna Father's Name: Late Ayub Ali Talukder Mother's Name: Late Kulsum Bibi D.O.B: 01-06-1952 National ID No. : 4795122404447 Passport No.: D 0010484 TIN No.: 411-102-6033, Circle-1, Khulna Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	

33.	<p>Name: Mrinal Kanti Debnath Address: Village: Jaria Baroy Danga, P.S: Lockpur-9241, Fakirhat, Bagerhat Father's Name: Late Amullya Kumar Debnath Mother's Name: Anupama Debnath D.O.B: 02-06-1957 National ID No. : 0113442170275 Passport No.: W 0478569 TIN No.: 415-111-3940/Circle-5, Khulna Nationality: Bangladeshi Profession: Business</p>	6,000,000	60,000,000.00	
34.	<p>Name: Sujit Kumar Saha Address: 21, KD Ghos Road Khulna-9100 Father's Name: Late Kalipada Saha Mother's Name: Saruja Bala Saha D.O.B: 01-01-1959 National ID No. : 4795121380736 Passport No.: B 1334526 TIN No.: 415-111-3916/Circle-5,Khulna Nationality: Bangladeshi Profession: Business</p>	3,000,000	30,000,000.00	
35.	<p>Name: Khan Habibur Rahman Address: House # 48/2, Plot # 11, Rupsha Stand Road, Road # Ispahani 1st Lane, P.O: Khulna-9100 Father's Name: Late Aynal Khan Mother's Name: Late Ful Banu D.O.B: 31-12-54 National ID No. : 4795129505901 Passport No.: E 0243024 TIN No.: 415-108-7623/Circle-5,Khulna Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	
36.	<p>Name: Sadnam Sadiana Address: Village: Khajura, P.O: Lockpur-9241, P.S: Fakirhat, District: Bagerhat Husband Name: Sk. Shyed-uj-jaman Mother's Name: Late Samsun Nahar D.O.B: 05-01-1980 National ID No. : 0113442168895 Passport No.: X 0731236 TIN No.: 414-104-5931/Circle-2,Khulna Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
37.	<p>Name: S. M. Alamgir Address: House # 129, Mazid Sharini, P.O.: KDA New Market, Khulna Father's Name: Late S. M. Syed Ali Mother's Name: Anowara Begum D.O.B: 27-01-1953 National ID No. : 4798517242758 Passport No.: AA-0140188 TIN No.: 411-102-8688/Circle-1, Khulna Nationality: Bangladeshi Profession: Business</p>	4,000,000	40,000,000.00	

38.	<p>Name: S. M. Jahangir Address: House # 129, Mazid Sharini, P.O.: KDA New Market, Khulna Father's Name: Late S. M. Syed Ali Mother's Name: Anowara Begum D.O.B: 07-07-1958 National ID No. : 4798517242762 Passport No.: AA-3194607 TIN No.: 416-100-3528/Circle-5, Khulna Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	
39.	<p>Name: Halima Khatun Address: Flat # 1/B, House # 35/A, Road # 4, Dhanmandi R/A, Dhaka Husband Name: Md. Yunus Ali Sheikh Mother's Name: Late Anowara Begum D.O.B: 15-03-1971 Birth Registration No.: 19710113442100757 TIN No.: 122-104-0473/Circle-140 (Companies) Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
40.	<p>Name: Amit Ganguly Pallab Address: Village: Ramnathpur, P.O: Shimulia, Debhata, Satkhira-9430 Father's Name: Late Tapan Ganguly Mother's Name: Mollika Ganguly D.O.B: 09-11-1980 National ID No. : 8712547538961 Passport No.: B-0976959 TIN No.: 039-119-8131/Circle-140 (Companies) Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	
41.	<p>Name: Goutam Kumar Kundu Address: Village: Jaria Mite Komra, P.O: Lockpur-9241, Fakirhat, District-Bagerhat Father's Name: Late Profullo Kumar Kundu Mother's Name: Shova Kundu D.O.B: 23-07-1973 National ID No. : 0113442170830 Passport No.: B 1861448 TIN No.: 418-107-2887/Circle-14, Bagerhat Nationality: Bangladeshi Profession: Business</p>	5,000,000	50,000,000.00	
42.	<p>Name: Md. Rezaul Haque Address: 4.T.B. Boundary Road, Khulna. Father's Name: Late Md. Bahar Ali Mother's Name: Late Nesarun Khatun D.O.B: 01-03-1957 National ID No. : 4795127464379 Passport No.: AB-9180195 TIN No.:413-101-4806/Circle-1, Khulna Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	

43.	Name: Imtiaz Ahmed Address: Manik tala, Daulat pur, Khulna Father's Name: Abdur Razzak Akand Mother's Name: Begum Rokeya Sultana D.O.B: 27-12-1971 National ID No. : 4617776721914 Passport No.: AA 2070023 TIN No.: 360-111-9190/ Circle-289, Dhaka Nationality: Bangladeshi Profession: Business	1,000,000	10,000,000.00	
44.	Name: Maksudur Rahman Address: 108, Panchlaish R/A, PO: Chowkbazar, Panchlaish, Chittagong -4203 Father's Name: Late Alhaj Sayedur Rahman Mother's Name: Late Hurmutun Nesa D.O.B: 07-01-1950 National ID No. : 1594116384026 Passport No.:E 1180224 TIN No.: 378-100-1498, Circle-12, Chittagong Nationality: Bangladeshi Profession: Business	17,100,000	171,000,000.00	
45.	Name: Md. Mizanur Rahman Address: 108, Panchlaish R/A, PO: Chowkbazar, Panchlaish, Chittagong -4203 Father's Name: Maksudur Rahman Mother's Name: Shamsun Nahar Rahman D.O.B: 22-11-1982 National ID No. : 1594116384027 Passport No.: AA 9439021 TIN No.: 344-107-2994, Circle-8, Chittagong Nationality: Bangladeshi Profession: Business	2,100,000	21,000,000.00	
46.	Name: Shamsun Nahar Rahman Address: 108, Panchlaish R/A, PO: Chowkbazar, Panchlaish, Chittagong -4203 Husband Name: Maksudur Rahman Mother's Name: Late Jaynob Bibi D.O.B: 08-10-1963 National ID No. : 1594116384016 Passport No.: F 0761317 TIN No.: 378-100-2888/Circle-12, Chittagong Nationality: Bangladeshi Profession: Business	2,000,000	20,000,000.00	
47.	Name: Mohammed Ilias Address: 183, Anderkillah, Sadar, Kotowali, Chittagong, Bangladesh Father's Name: Late Al-haji Md. Ismail Mother's Name: Nur Nahar Begum D.O.B: 05-07-1965 National ID No. : 1513717778165 Passport No.: C 0715873 TIN No.: 384-101-0659, Circle-13, Chittagong Nationality: Bangladeshi Profession: Business	15,000,000	150,000,000.00	

48.	Name: Mohammad Ayub Address: House # 34/A, Darus-salam, Panchlaish R/A, PO: Chowkbazar, Panchlaish, Chittagong -4203 Father's Name: Late Al-haji Md. Ismail Mother's Name: Nur Nahar Begum D.O.B: 30-06-1962 National ID No.: 1594116383446 Passport No.: E 0651548 TIN No.: 348-100-0178/ Circle-1, Chittagong Nationality: Bangladeshi Profession: Business	5,000,000	50,000,000.00	
49.	Name: Muhammad Mohsin Address: Abdul Bari Mukter Bari, Broom Chora, P.O: Broom Chora, 4378 Anwara, Chittagong Father's Name: Late Abu Saad Mother's Name: Al-haj Mosammat Rokeya Begum D.O.B: 01-01-1960 National ID No. : 1510447823275 Passport No.: W 0621889 TIN No.: 378-100-2060/Circle-68 (Comp.), Chittagong Nationality: Bangladeshi Profession: Business	12,000,000	120,000,000.00	
50.	Name: M/S. Contech Construction Ltd. Address: House # 78, Road # 2, Banani, Dhaka- 1213, Bangladesh TIN No.: 105-201-2964/Circle-10 (Comp), Dhaka Represented by: Mushfiqur Rahman	20,000,000	200,000,000.00	
51.	Name: Ayaz Waris Khan Warisi Address: Nayabazar, P.O: Saidpur, P.S: Saidpur, District: Nilphamari Father's Name: Shafique Ahmed Khan Mother's Name: Razia Sultana D.O.B: 07-07-1959 National ID No. : 7328511184935 Passport No.: AB 5083076 TIN No.: 147-101-3590/C-70, Dhaka Nationality: Bangladeshi Profession: Business	1,000,000	10,000,000.00	
52.	Name: Mohammad Abdul Hye Address: House # 7, Diamond-1, Platinum Apartment, Road # 72, Gulshan-2, Dhaka Father's Name: Late Al-Haj Abdul Malek Mother's Name: Halima Khatun D.O.B: 30-04-1954 National ID No. : 2696654367086 Passport No.: AA 6101325 TIN No.: 117-100-1336/Circle-7, Dhaka Nationality: Bangladeshi Profession: Business	1,000,000	10,000,000.00	
Total		40,89,60,000	408,96,00,000.00	

Dated10..... day of ...February, 2013

Witnesses:

1. Signature : Sd/-
 : 10.02.2013
Name : Md. Golam Nabi
Address : House-105, Apt.B2,
 Road -2, Block-A, Niketon,
 Gulshan-1, Dhaka

2. Signature : Sd/-
 : 10.02.2013
Name : Maruf Shahra
Address : 15/5, Syed Nazrul Islam
 Shoroni, Bijoy Nagar
 Dhaka

¹[THE COMPANIES ACT, 1994
(Act XVIII of 1994)]

A PUBLIC LIMITED COMPANY BY SHARES
ARTICLES OF ASSOCIATION
OF
SBAC BANK PLC]

PRELIMINARY

1. The regulations contained in Schedule-I of the Companies Act, 1994 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the Act.

INTERPRETATION

2. In these articles, unless there be something repugnant in the subjects or context inconsistent therewith :

<u>Act.</u>	(1)	“Act” means the Companies Act, 1994 as amended from time to time
<u>Alternate Director</u>	(2)	“Alternate Director” means director for the time being of the Company appointed under Article-91 of the Association
<u>Article</u>	(3)	“Articles” means the Articles of Association of the Company as hereby framed or as altered from time to time by special resolution with prior permission of Bangladesh Bank.
<u>Auditor</u>	(4)	“Auditor” means the person for the time being performing the duties of the auditor of the Company.
<u>Board of Directors/Board</u>	(5)	“Board of Directors” or “The Board” means the Board of Directors for the time being of the Company.
<u>Chairman/ Vice Chairman</u>	(6)	“Chairman” and “Vice-Chairman” means the Chairman and Vice-Chairman of the Board of Directors of the Company for the time being elected under Article-107
<u>Company</u>	(7)	² “Company” means SBAC Bank PLC.]
<u>Director</u>	(8)	“Directors” means the Directors for the time being of the Company of the Directors assembled at a meeting of the Board of Directors of the company;
<u>Directors of the First Board of the Company</u>	(9)	“Directors” of the First Board of the Company” means a director of the First Board of Company mentioned in the schedule hereto;
<u>Dividend</u>	(10)	“Dividend” means distributable profit which includes bonus;
<u>Government</u>	(11)	“Government” means the Government of the People’s Republic of Bangladesh;
<u>Managing Director</u>	(12)	“Managing Director” means the Managing Director of the Company appointed under Article-123 of the association and as per rules of Bangladesh Bank;

1 Thing Heading replaced the Original Heading by a Special Resolution passed in an EGM on 18.06.2023.

2 This Definition of “Company” replaced the Original Definition “ “Company” means South Bangla Agriculture & Commerce Bank Limited, a public limited company incorporated under the Act and having its registered office in Bangladesh;” by a Special Resolution passed in an EGM on 18.06.2023.

<u>Member</u>	(13)	“Member” means a Shareholder of the Company;
<u>Month</u>	(14)	“Month” means English Calendar Month;
<u>Office</u>	(15)	“Office” means the registered office for the time being of the Company;
<u>Presents</u>	(16)	“These Presents” means these Articles of Association as hereby framed or as altered from time to time by special resolution as per rules of the Bangladesh Bank;
<u>Proxy</u>	(17)	“Proxy” includes an attorney duly constituted or appointed under an instrument of proxy, power of attorney or other authority in writing;
Seal	(18)	“Seal” means the common seal of the Company or any facsimile or the common seal used by the Company outside Bangladesh;
<u>In Writing/ Written</u>	(19)	“in Writing” or “Written” means and includes printing, type-writing, lithography and any other mode of representing or reproducing words in visible form;
<u>Marginal Notes</u>	(20)	The “Marginal Notes” are the notes mentioned in the margin of Articles. They shall not affect the meaning or construction hereof;
<u>Persons</u>	(21)	Word imparting “Persons” shall include firms, bodies, corporate and unincorporated and the Government;
<u>Singular</u>	(22)	Word impacting “Singular” shall include the plural and vice versa;
<u>Meaning of Words or Expressions</u>	(23)	“Words or Expressions” shall except where repugnant of the subject or context, bear the meaning in these Articles as in a Standard Dictionary.
<u>Nominated</u>	(24)	“Nominated” means the person who as Director of the Company by Board of Directors;
<u>Independent</u>	(25)	“Independent Director” means the person who as Director of the Company appointed by Board of Directors as per rules of Bangladesh Bank and Security Commission;
<u>The Chief executive</u>	(26)	“The Chief executive” means the chief executive of the Company as is designated by Board of Directors;
<u>Certify</u>	(27)	“Certify” means in relation to any copy or translation of any documents the meaning assign to these expressions by the Company Act.;
<u>Capital</u>	(28)	“Capital” means the authorized capital for the time being of the Company;
<u>Paid-up Capital</u>	(29)	“Paid up Capital” means the issued Share for the time being of the Company;
<u>Sponsor</u>	(30)	“Sponsors” means the subscribers who has subscribed in initial paid up capital of the Company and also includes any subsequent subscribers who has been inducted by the sponsors as “sponsor”;
<u>Financial Institution</u>	(31)	“Financial Institution” as defined in Financial Institution Act. 1993(As amended up to date).;
<u>Banking Company</u>		“Banking Company” means as defined in the Banking Company Act. 1991 (As amended up to date);

Other terms used in the Articles have the meaning as per definition of the relevant Act. & Rules;

REGISTERED OFFICE

3. (a) The registered Office of the company shall be in Dhaka which shall also be designated at the head office of the Company. The business of the shall be carried on there and at such other places either within Bangladesh or in any other country out side Bangladesh as the directors may decide.
- (b) Any branch or kind of business which the company is either expressly or by implication authorize to undertaken by the directors as such time or at such place or places as they may think fit, and further may be desired by the Directors to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

COMMENCEMENT OF BUSINESS

- Commencement of Business** 4. Subject of section 150 of the Act, the Company shall commence business from the date of issue of banking license by the Bangladesh Bank or from any subsequent date as may be decided by the Board of Directors.

CAPITAL

- Authorized Capital** 5. (1) ¹ [² [The Authorized Share Capital of the Company is Tk. 2,000,00,00,000 (Taka Two Thousand Crore) only divided into 200,00,00,000 (Two Hundred Crore) Ordinary Shares of Tk. 10 (Taka Ten) each.]
The share in the Company shall be held by [³ the shareholders [⁴]
- (2) ⁵ [Deleted in its entirety]
- (3) ⁶ [Deleted in its entirety]

1 This Description replaced the Description “The authorized share capital of the Company shall comprise ordinary shares of Tk. 1,000,00,00,000 (One thousand crore) divided into 1,00,00,00,000 (one hundred crore) ordinary shares of Tk. 10/= (Taka Ten) each.” by a Special Resolution passed in an EGM on 18.06.2023.

2 This Description replaced the Original Description by a Special Resolution passed in an EGM on 23.12.2020.

3 By the amendment made in the EGM on 23.12.2020, the words “the following groups of” were deleted.

4 By the amendment made in the EGM on 23.12.2020, the Semi-colon “;” after the word “shareholders” and the words, punctuation marks, numbers and symbols as stated below were deleted :

“I. GROUP-A : Bangladeshi Sponsors/Directors 50%

II. GROUP-B : General public subscription 50%”

5 By the amendment made in the EGM on 23.12.2020, the entire description as stated below was deleted:

“Any issue of further or new shares at any time shall be made in such manner so as to preserve and maintain the respective percentage of shareholding set out in sub-Article (1) above unless otherwise agreed to in writing by the Group-A shareholders save and except that the Group-A shareholders shall be able freely to acquire Group-B shares with prior approval of Bangladesh Bank.”

6 By the amendment made in the EGM on 23.12.2020, the entire description as stated below was deleted:

“The un-subscribed portion of the public issue from Group-B shall be subscribed by the Bangladeshi Sponsors i.e. Group-A shareholders.”

- | | | |
|---|-----|---|
| <u>Register of members</u> | 6. | The Company shall keep a Register of Members and an Index of Members in accordance with Section 34 and 35 of the Act. |
| <u>Inspection of Register of Members</u> | 7. | The Register of Members and the Index of Members shall be kept open to inspect by any member of the Company without charge and by any other person on payment of such charge as may be fixed by the Board and any member or other person aforesaid may take extracts therefrom. |
| <u>Extract of Register</u> | 8. | The Company shall send to any member on request extracts of the Register of Members or of the list a summary required under the Act on payment of such charge as may be fixed by the Board and extracts shall be sent within the period prescribed by the Act. |
| <u>Minimum Subscription</u> | 9. | The Directors may proceed with the allotment of the shares upon a minimum subscription of Tk. 10,000,000 /= (Taka One crore) only. |
| <u>Shares at the disposal of Directors</u> | 10. | Subject to these presents and any directions imposed by the Government or the Bangladesh Bank, the share in the capital of the Company for the time being, including any share forming part of any increased capital of the Company, shall be under the control of the Directors who allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms, conditions and at such times as they may think fit from time to time on compliance of the SEC Rules and Bangladesh Bank Circular published time to time. |
| <u>Directors may allot shares</u> | 11. | Subject to these presents, the Directors may allot and issue shares in the capital of the Company as payment or part payment for any property sold or goods purposed or machinery supplied or for services rendered to the Company and any shares so allotted shall be issued as fully paid-up shares. |
| <u>Issue of shares by General Meeting</u> | 12. | In addition to and without derogating from the powers for this purpose conferred upon the Directors under Article-9, the Company in General Meeting may (subject to maintaining the percentages set forth in Article-4) determine that any shares, whether forming part of the original capital or of any increased capital of the Company, shall be offered to such persons, whether members or holders of debentures of the Company or not, in such proportions and on such terms and conditions as the General Meeting may determine. |
| <u>Acceptance of shares</u> | 13. | Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of such shares within the meaning of these presents and every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purpose of these presents be a member. |
| <u>Deposit and call etc. To be a debt.</u> | 14. | The money, if any, which the Directors shall, on the allotment of any shares being made by them, required or directed to be paid by way of deposit, call or otherwise in respect of any such shares allotted by them shall, immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt to and recoverable by the Company from the allottee thereof and shall be paid accordingly. |

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| Company not bound to recognize <u>interest</u> | 15. | Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not except when ordered by a court of competent jurisdiction or as by law required, be bound to recognize any trust or equity or equitable contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof. |
| Restrictions on utilization of Company's <u>fund</u> | 16. | No part of the funds of the Company shall be utilized in the purchase of or be lent on of the security of the shares of the Company. |
| Allotment of share after full <u>payment</u> | 17. | No share of the Company shall be allotted unless fully paid before allotment. |

COMMISSION

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| Commission for placing shares. <u>etc.</u> | 18. | The Company may at any time pay commission to any person for procuring or agreeing to procure subscription, whether absolute or conditional, for any shares, debentures or debenture stocks of the Company but the amount or rates of such commission shall not exceed two percent of the price of the shares, debentures or debenture stocks actually sold through brokers. |
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ISSUE OF SHARE CERTIFICATE

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| Members' right to <u>certificates</u> | 19. (1) | Every Member shall be entitled, without payment, to a certificate for the shares registered in his name or, if the Directors so approve and upon paying such fee or fees as the Directors may from time to time determine or at the discretion of the Directors without payment of fees, to several certificates each for one or more shares. |
| | (2) | Every certificate or share shall specify the number and denote the number of the shares in respect of which it is issued and the amount paid thereon and shall be in such form as the Directors shall prescribe or approve. |
| | (3) | Where a Member has transferred a part of the shares comprised in his holding, he shall be entitled to a certificate for the balance without charge. |
| | (4) | Shares of the Company may be issued under dematerialized form as per CDBL regulations. |
| Issue of new certificate in lieu of useless or <u>lost one</u> | 20. (1) | If any certificate becomes worn out, defaced or rendered useless for any cause whatsoever, then upon production thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof and if any certificate is lost or destroyed, then upon proof thereof to the satisfaction of the Directors and upon such indemnity as the Directors may deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. |

- (2) A sum not exceeding Tk. 100/= (Taka One Hundred) shall be paid to the Company for every certificate issued under this Article but the Directors may, in their discretion, waive payment of such fee in the case of any certificate or certificates.

FORFEITURE OF SHARES

- Notice of forfeiture** 21. (1) If a Members fails to pay any call or installment of a call on the day fixed for payment thereof, the Directors may, at anytime thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him demanding payment of so much of the call or installment as is unpaid together with interest and all expenses that may have been incurred by the Company by reason of such nonpayment.
- Second notice** (2) A second notice stating a further date [not earlier than the expiration of 14 (fourteen) days from the date of first notice under Sub-Article (1)] shall, in the event of non payment at or before the time fixed for the purpose be issued intimating that the shares in respect of which the call was made will be liable to be forfeited.
- Forfeiture of shares** (3) If the requisitions of the notice referred to above are not complied with, any share in respect of which such notice has been given may at any time, after the expiration of the time specified in the notice and before payment of all calls, interest and expenses due thereof be forfeited by a resolution of Directors to that effect.
- Liability for the shares forfeited shares** (4) A person whose share has been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture were payable by him to the Company.
- Disposal of forfeited share** (5) The forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors think fit.
- Cancellation of forfeiture** (6) At any time before a sale or otherwise disposal of forfeited shares under sub-Article (5) above, the forfeiture may be cancelled on such terms as the Directors think fit.
- Evidence of forfeiture** (7) Notice of such forfeiture must be given to the Member concerned and his name shall be removed from the Register as such holder, and entry of the forfeiture, with the date thereof shall forthwith be made in the Register and such entry shall be conclusive evidence of such forfeiture.

TRANSFER AND TRANSMISSION OF SHARES

- Register of Transfer** 22. The Company shall keep a book to be called the “Register of Transfers’ and therein shall fairly and distinctly enter the particulars of every transfer or transmission of any share.
- Instrument of transfer** 23. The instrument of transfer of any share shall be in writing in the usual common form or in the following form or as near thereto as circumstances will admit.

- Restriction on transfer** 24. ¹ [Notwithstanding anything contained in these Articles, the [Sponsor]² Shareholders shall not transfer the shares held by them for a period of three years from the date of commencement of the business of the Company to any persons without first offering to the existing members of the Company, provided that the restrictions shall not be applicable to the transfer to father, mother, wife, husband, sister, son, daughter, grandson and granddaughter of the transferor.]
- Instrument of transfer to be deposited in Registered Office** 25. (1) Every instrument of transfer shall be left at the office of the Company for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Directors may require to prove the title of the transferor or his right to transfer the shares and upon payment of the proper fee, the transferee shall be registered as a member in respect of such shares.
(2) The Director, may waive the production of any certificate under sub-Article (1) upon evidence satisfactory to them of its loss or destruction or otherwise.
- Transferor to be deemed as holder** 26. Every instrument of transfer shall be signed by the transferor and transferee and the transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the Register of Members in respect thereof.
- Director may refuse to register transfer** 27. (1) The Directors may at their sole and absolute discretion decline to register or acknowledgement any transfer of shares without requiring to give any reason therefore and shall so decline in respect of any shares upon which the Company has a lien or whilst any Member executing the transfer is (either individually or jointly with any other person or persons) indebted to the Company on any account whatsoever or whilst any money in respect of the shares intended to be transferred or any of them remain unpaid.
(2) The refusal under Sub-Article (1) shall not be affected by the fact that the proposed transferee is already a member.
(3) The registration of a transfer shall be conclusive evidence of the approval by the Directors of the transfer.
- Restriction on transfer to infants, etc. Transfers of shares** 28. No transfer shall be made to an infant or a person of unsound mind, but transfers may be made to any body corporate including a trust.
29. (1) An application for the registration of the transfer of shares may be made either by the transferor or the transferee.
(2) For the purpose of Sub-Articles (1), notice to the transferee shall be deemed to have been duly given if sent to him by prepaid post at the address given in the instrument of transfer and shall be deemed to have been delivered in the ordinary course of post.

¹ This Description replaced the Original Description by a Special Resolution passed in an EGM on 23.12.2020.

² By the amendment made in the EGM on 23.12.2020, the Term “Sponsor” replaced the Term “Group-A”.

- (3) If the Company refuses to register the transfer of any share, the company shall within two months from the date on which the instrument of transfer is lodged with the Company, send to the transferee and the transferor notice of the refusal.
- (4) Nothing in Sub-Article (3) of this Article shall prejudice any power of the Company to register as a shareholder any person to whom the right to any shares has been transmitted by operation of law.
- Custody of instrument, etc.** 30. (1) The instrument of transfer shall after registration be retained by the Company and shall remain in its custody.
- (2) All the instruments of transfer which the Directors may decline to register shall be returned to the persons depositing the same.
- (3) The transfer of dematerialized shares shall be carried out in accordance with the provisions of the Depository Act, 1999 and the regulations made there under.
- Title of shares of deceased share holder** 31. The executors or administrators of deceased Member or a holder of a succession certificate or other legal representative in respect of shares of a deceased Member, where he was a sole or only surviving holder, shall be the only person whom the Company will be bound to recognize as having any title to the shares registered in the name of such Member and the Company shall not be bound to recognize such executors, or administrators or holders unless such executors or administrators shall have first obtained probate or letters of the administration or other legal representation, as the case may be, from a duly constituted Court.
- Registration of those entitled to shares to otherwise than by the transfer** 32. Any person becoming entitled to any share in consequences of death, lunacy, bankruptcy or insolvency of any Member or by any lawful means, other than by a transfer in accordance with these presents, may with the consent of the Directors, which they shall be under no obligation to give, upon producing such evidence that he sustains the character in respect of which he reposes to act under this Article or of this title as the Directors shall require, either be registered as a Member in respect of such shares or may, subject to the regulations and restrictions as to transfer in these presents hereinbefore contained, transfer such shares to some other person.
- Refusal to register** 33. The Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if they were the transferee named in an ordinary transfer presented for registration.
- Director's may require evidence of transmission** 34. Every transmission of share shall be verified in such manner as the Directors may require and the Company may refuse to register any transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion may consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.
- No fee for transfer** 35. On transfer or transmission of any share no fee shall be charged by the Company.

- Closure of Transfer Book** 36. The Directors shall have power on giving seven (7) days notice by advertisement or display in the Notice Board in the Office to close the transfer books of the Company for such period or periods of time not exceeding in the whole forty-five (45) days in each year, but not exceeding thirty (30) days at a time as they deem fit.

INCREASE, REDUCTION & ALTERATION OF CAPITAL

- Increase of capital** 37. The Company may from time to time subject to the provision of its Memorandum of Association and to the permission of Bangladesh Bank increase by resolution in the General Meeting, its share capital by the creation of new shares of such amount as it think expedient subject to approval of Securities and Exchange Commission.

- Condition for issue of new shares** 38. New shares created under Article-37 shall be issued upon such terms and condition and with such rights and privileges as may be directed by the General Meeting and if no direction be given, as the Directors shall determine.

- Offer of new shares, etc.** 39. (1) Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital and any directive by the Government or the Bangladesh Bank all new shares shall before issue be offered to Members in proportion, as nearly as circumstances admit, to the amount of the existing shares then held by them.
- (2) The offer under Sub-Article (1) shall be made by notice specifying the number of shares offered, and specifying the time within which the offer will be deemed to be declined if not accepted and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the Company.
- (3) The Directors may likewise so dispose off any new shares which by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares cannot, in the opinion of the Directors, be conveniently offered under this Article.

- Increased capital to be considered part of original capital** 40. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original ordinary capital and shall be subject to the provision herein contained with reference to the subscription, transfer and transmission, voting and otherwise.

- Reduction of share capital** 41. Subject to Section-59 of the Companies Act, the Company may by special resolution and with the prior permission of Bangladesh Bank reduce its share capital.

- Alternation of Memorandum to divide and subdivide share capital** 42. Subject to Section-53 of the Act, the Company may in General meeting by ordinary resolution and with the prior permission of the Bangladesh Bank alter the conditions of its Memorandum for the following purposes :
- (1) to consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- (2) to sub-divide its shares or any of them into shares of smaller amounts than originally fixed by the Memorandum;
- (3) to cancel any shares which at the date of such General Meeting has not been taken or agreed to be taken by any person and diminish the amount of the shares so cancelled.

JOINT HOLDERS

Joint Holders

43. Where two or more persons are registered as the holders of any shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these presents :
- (1) the Company shall be entitled to decline to register more than 3 (three) persons as the joint holders of any share ;
 - (2) the joint holders of any share shall be liable individually as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such shares ;
 - (3) on the death of any such joint holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share, but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person ;
 - (4) Any one of such joint holders may give effectual receipt for any dividend or other money payable in respect of any such share;
 - (5) only the person whose name stands first in the Register of Members as one of the joint holders of any shares shall be entitled to take delivery of the certificate relating to such shares or to receive notice from the Company and any notice given to such person shall be deemed effective notice to all the joint holders ;
 - (6) any one of two or more joint holders may vote at any meeting either personally or by the attorney or by proxy in respect of such share as if he were solely entitled thereto and if more than one such joint holders be present at any meeting personally or by proxy or by attorney, then that one of such persons so present whose name stands first or higher, as the case may be, on the Register in respect of such share shall alone be entitled to vote in respect thereof, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose (deceased Member's) sole name a share stands shall for the purpose of this clause be deemed joint holders.

BORROWING POWERS

Power to borrow

44. Subject to the provisions of these presents and any terms and conditions at any time imposed by the Bangladesh Bank, the Directors may at their discretion borrow any sum or sums of money for the purpose of the Company

<u>Conditions of Borrowing</u>	45.	The Directors may raise and secure the payments of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds (perpetual or redeemable), debenture or debenture stocks or any mortgage or charge or other security on the undertaking of the whole or any part of the property of the Company.
<u>Bond, debenture, other security, etc. to be under Directors control</u>	46.	Any bond, debenture, debenture stock or other security issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such considerations as they shall consider to be for the benefit of the Company.
<u>Assignable securities free from equities</u>	47.	Debenture, debenture stock, bond or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
<u>Issue of securities at discount, etc</u>	48.	Any bond, debenture, debenture stock or other securities may be issued at a discount, premium or otherwise and with any special privilege as to redemption, surrender, drawing, allotment of shares, attending and voting at General Meeting of the Company or otherwise, howsoever.
<u>Register of Mortgage, etc. to be kept</u>	49.	The Directors shall cause a proper register to be kept in accordance with Section-174 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company, and shall cause the requirement of any laws in that behalf to be duly complied with.

LOANS AND ADVANCES TO DIRECTORS

<u>Loans & advances to Directors</u>	50. (1)	The Company shall not make any loan or advances on the security of its own share or grant unsecured loan or advance to any of its Directors or to firms or private companies in which it or any of its Directors is interested as partner or managing agents, or to any individual firm or companies in cases where any of the Directors is a guarantor.
	(2)	The Company shall not allow loans or advances to any of its Directors or their members of the family or they have interest in the borrowing company or business, to their proprietary or partnership firms or to private limited companies in which they have any interest, except as under; <ul style="list-style-type: none"> (a) They may be allowed to take loans and advances from the Company up to Tk. 1,00,00,000 each under normal banking practice. (b) Loans and advances beyond Tk. 1,00,00,000 will require the approval of the majority vote of the Board of Directors excluding the Directors concerned. In this regard all other related regulations (if any) are to be complied with accordingly.

- (c) The Directors collectively will not be allowed loans and advances more (10%) percent of the total loanable fund of the Company.

Provided, however, that in all such cases the approval of the majority of the Directors, excluding the Director concerned, shall be required.

CREDIT RESTRICTIONS

Credit restrictions, etc.

51. (1) All credit restrictions imposed by the Bangladesh Bank (including targets in the priority sector) from time to time shall be followed by the Company
- (2) The capital and reserves of the Company shall at no time be less than such percentage of the deposit liability and required capital of the regulatory authority as well as Basel guidelines as applicable in Bangladesh from time to time and as may be determined by the Bangladesh Bank or the Government.

GENERAL MEETING

Statutory Meeting

52. (1) The Company shall within a period of not less than one (1) month and more than six (6) months from the date of commencement of its business hold a General Meeting of the Members of the Company, which shall be called the Statutory Meeting.

- (2) The Directors shall at least twenty-one (21) days before the day on which the Statutory Meeting is held forward a statutory report certified by not less than two (2) Directors of the Company or by the Chairman/Vice Chairman of the Board of Directors if so authorized in this behalf by the Directors, to every member of the Bank as required by the Act.

Statutory report to be certified by Auditors

53. The statutory report shall, so far as it relates to the shares allotted by the Company, cash received in respect of such shares and receipts and payments of the Company, be certified as correct by the auditors of the Company.

List of Members to be produced at Statutory Meeting

54. The Directors shall cause a list showing the name, address and descriptions of the Members of the Company and the number of shares held by them to be produced at the commencement of the Statutory Meeting which shall remain open and accessible to Members of the Company during the continuance of that meeting.

Liberty of members to discuss any matter

55. The members of the Company present at the Statutory Meeting shall be at liberty to discuss any matter relating to the formation of the Company or arising out of the statutory report, whether previous notice has been given or not but no resolution to which notice has not been given in accordance with these Articles, may be passed.

Adjournment of Statutory Meeting

56. The meeting may adjourn from time to time and at any adjourned meeting any resolution, of which notice has been given in accordance with this Article, either before or subsequent to the former meeting, may be passed and the adjourned meeting shall have the same status as the original meeting.

- Annual General Meeting** 57. Annual General Meeting of the Company shall be held within eighteen (18) months from the date of incorporation of the Company and thereafter once at least in every calendar year at such time and place as may be determined by the Director, provided that no longer interval than fifteen (15) months shall be allowed to elapse between Ordinary General Meeting, which shall be called Ordinary General Meeting.
- Extra Ordinary General Meeting** 58. (1) All Meetings of the Company other than the Statutory Meeting and Ordinary General Meeting shall be called the Extra Ordinary General Meeting.
- (2) The Directors may call an Extra Ordinary General Meeting whenever they think fit.
- (3) The Directors shall, on the requisition of the holder of not less than one-tenth ($\frac{1}{10}$ th) of the issued capital of the Company, call an Extra-Ordinary General Meeting of the Company.
- (4) The requisition under sub-Article (3) must be signed by the requisitionists and be deposited at the office of the Company and in the case of joint holder of shares, all such holders shall sign the requisition.
- (5) If the Directors do not proceed within twenty-one (21) days from the date of the requisition being deposited to cause a meeting to be called, the requisitionists or majority of them in value may themselves call the meeting but in either case, any meeting so called shall be held within three (3) months from the date of the deposit of the requisition.
- (6) Any Meeting called under this Article by the requisitionists shall be called in the same manner as nearly as possible as that in which meetings are to be called by the Directors.
- (7) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors by reason of the failure of the Directors to convene a meeting shall be reimbursed to the requisitionists by the Company and any sum so reimbursed shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.
- Notice of meetings** 59. ¹[For every General Meeting, a notice of at least 21 (Twenty-One) days] specifying the date, hour and place of the meeting, together with a statement of the business to be transacted at the meeting and, in case it is proposed to pass an extra ordinary resolution, the intension to propose such resolution as an extra ordinary resolution shall be given to the persons entitled under and in the manner provided by these presents.

¹ These words, numbers, commas and brackets replaced the words, numbers, commas and brackets “14 (Fourteen) days’ notice at least of every Annual General Meeting and 21 (Twenty-One) days’ notice for Extra Ordinary General Meeting,” by a Special Resolution passed in an EGM on 18.06.2023.

<u>Notice of meeting for passing special resolution</u>	60.	Where it is proposed to pass a special resolution, 21 (twenty one) days' notice specifying the intention to propose the resolution as a special resolution and specifying the date, hour and place of the meeting and nature of business to be transacted thereat shall be given to persons entitled under and in the manner provided by these presents.
<u>Shorter notice by consent</u>	61.	With the consent of all members entitled to receive notice of meeting or to attend and vote at any such meeting, a meeting may be convened by such shorter notice as the Members may approve.
<u>Accidental omission not to invalidate</u>	62.	Any accidental omission to give notice to or non receipt thereof by any member shall not invalidate proceedings or any resolution passed at any such meeting.
<u>Notice to a Director absent from country</u>	63.	A Director or Member for the time being absent from his country or residence shall be deemed to have been properly notified if the notice is sent to his address registered with the Company.

PROCEEDINGS AT GENERAL MEETING

<u>Quorum at General Meeting</u>	64.	Five members out of the total number of members of the Company entitled to vote and present in person shall form the quorum for a General Meeting and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.
<u>No business without Chairman</u>	65.	No business shall be discussed at any General Meeting except the election of a Chairman whilst the chair is vacant.
<u>Chairman of the meeting</u>	66.	The Chairman of the Board of Directors of the Company shall be entitled to take the chair at every General Meeting and in his absence, the Vice-Chairman, or if at any meeting the Vice Chairman shall also not be present within half an hour after the time appointed for holding such meeting or is unable to be present due to illness or any other cause or is unwilling so to act, the Directors representing the Company shareholders shall elect one of their members to act as Chairman of the meeting and in default of their doing so, the Members present shall choose one of the Directors to take the chair and if no Director is present or those are not willing to take the chair of the Members present shall choose one of them to be the Chairman of the meeting.
<u>Proceedings when quorum not present</u>	67.	¹ [If within half an hour after the time appointed for the holding of a General Meeting a quorum be not present, the meeting, if convened on the requisition of shareholders, shall be dissolved, and in every other case shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Directors may notify to the share holders appoint and if at such adjourned meeting a quorum be not present, those members present shall form the quorum and may transact the business for which the meeting was called, provided at least one member from [Sponsor] ² shareholders is present.]

1 This Description replaced the Original Description by a Special Resolution passed in an EGM on 23.12.2020.

2 By the amendment made in the EGM on 23.12.2020, the Term "Sponsor" replaced the Term "Group-A".

Chairman may adjourn meetings	68.	The Chairman of the meeting may, with the consent of the Directors adjourns any meeting from time to time and from place to place.
Power of Directors to postpone General Meeting	69.	The Directors shall have power to postpone any General Meeting, except any General Meeting called pursuant to the provision of Article-57 of the association.
Business at adjourned meeting	70.	Except as provided by these presents, in the case of the Statutory Meeting, no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
Evidence of passing	71.	At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by any 5 (five) Members present in person or by proxy or by the Chairman of the meeting or by any other Member or Members holding not less than one tenth ($\frac{1}{10th}$) of the issued capital carrying voting rights and unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect recorded in the Book of the Proceedings of the Company shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favor of or against that resolution.
Results of poll to be deemed as resolution	72.	If a poll is demanded as aforesaid, it shall be taken in such manner and as such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded; Provided that the demand for a poll may be withdrawn before the poll is held.
Motion how decided in case of equality of vote	73.	In the case of an equality of votes, whether on a show of hands or at a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote or votes (if any) to which he may be entitled as a member.
Poll to be taken without adjournment	74.	Any poll duly demanded on the election of Chairman of meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
Demand for poll not to prevent other business	75.	The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question for which the poll has been demanded.
Minutes of General Meeting	76.	Minutes shall be recorded in books provided for the purpose of all resolutions and proceedings at General Meeting and any such minutes, if signed by the Chairman of the meeting to which it relates or by the person who shall preside as Chairman at the next succeeding meeting shall be receivable as evidence of the facts therein stated without further proof.

<u>Inspection of minute book</u>	77.	The books containing the minutes of proceedings of General Meetings of the Company shall be kept at the office of the Company and shall during business hours, subject to such reasonable restrictions as the Company may from time to time impose so that no more than two (2) hours in each day be allowed for inspection, be opened to the inspection of any member without charge.
<u>Copies of Minutes</u>	78.	Any member shall at any time after 7 (seven) days from the meeting be entitled to be furnished within 7 (seven) days after he has made a request in that behalf to the Company with a copy of any minutes referred to above at a charge not exceeding Tk. 5/= (Taka five) for every 100 (one hundred) words.
<u>Votes</u>	79.	Subject to Article 81 hereinafter- (1) Upon a show of hands every member entitled to vote and be present in person or by attorney or proxy shall have 1 (one) vote. (2) Upon a poll, every member entitled to vote and be present in person or by attorney or proxy shall have 1 (one) vote for every share held by him.
<u>Voting right</u>	80. (1)	The voting right of the share holders shall be strictly proportionate to the number of shares held by them respectively.
	(2)	Unless and until exemption is given from the provisions of Section 14 (1) & (VI) of the Bank Companies Act 1991 as amended up to date irrespective of the number of shares held by any member, the voting rights of any one share holder shall in no case exceed ten (10%) percent of the aggregate voting rights of the all shareholders.
<u>Vote by corporation</u>	81.	A representative of a corporation which is a member of the Company duly authorized by the resolution of the directors of such corporation may vote on a show of hands and on a polls as if he were an individual member of the Company and the production at the meeting of a copy of such resolution duly signed by directors of such corporation and certified by him as being a true copy of the resolutions shall be accepted by the Company as sufficient evidence of the validity of his appointment.
<u>Votes may be given by proxy or attorney</u>	82.	Votes may be given either personally or by attorney or by proxy through any person or persons or in the case of corporation by a representative duly authorized as aforesaid.
<u>Appointment of proxy</u>	83.	The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney or, if such appointer is a company or corporation under its common seal or under the hand of a person duly authorized by such company or corporation in that behalf, or under the hand of its attorney who may be the appointer.

Deposit of instrument of appointment

84. (1) No person shall act as a proxy unless the instrument of his appointment and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of authority shall be deposited at the office at least 72 (seventy two) hours before the time for holding the meeting at which the person named in the instrument of proxy proposes to vote, and in default, the instrument appointing the proxy shall not be treated as valid.
- (2) No attorney shall be entitled to vote unless the power of attorney or other instrument appointing him as attorney or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than 72 (seventy two) hours before the time of the meeting at which the attorney proposes to vote or is deposited at the office of the Company not less than 72 (seventy two) hours before the time of such meeting as aforesaid.
- (3) Notwithstanding that the power of attorney or any other authority has been registered in the records of the Company, the Company may by notice in writing addressed to the member or the attorney at least 48 (forty eight) hours before the meeting require him to produce the original power of attorney or authority and unless the same is there upon deposited with the Company the attorney shall not be entitled to vote at such meeting unless the Directors in their absolute discretion excuse such non-production and deposit.

Custody of the instruments

85. If any instrument of appointment be confirmed to the object of appointment proxy or substitute for voting at the meeting of the Company, it shall remain, permanently or for such time as the Directors may determine, in the custody of the Company and if embracing other objects, a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.

Form of proxy

86. Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form or to the effect following.

¹[SBAC Bank PLC]

I of being a Member of “..... Limited” do hereby appoint of (or failing of) as my proxy to attend and vote for me and on my behalf at the (ordinary, as the case may be) General Meeting of the Company to be held on the day 201 and at any adjournment there of.

AS WITNESS MY HAND THIS DAY OF 201

Signed by the said

¹ The Heading replaced the Original Heading “South Bangla Agriculture & Commerce Bank Limited” by a Special Resolution passed in an EGM on 18.06.2023.

<u>Time for objection of vote</u>	87.	No objection shall be made to the validity of any vote except at the meeting or poll, at which such vote shall be tendered and every vote whether given personally or by proxy not disallowed at such meeting or poll shall be deemed valid for all purpose whatsoever of such meeting or poll.
<u>Chairman sole judge</u>	88.	The Chairman of the meeting shall be the sole judge of the validity of every vote tendered at such meeting and the Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
<u>Equal rights of Members</u>	89.	Any Member whose name is entered in the Register of Members of the Company shall, subject to these presents at all General meetings of the Company enjoy the same rights and be subject to the same liabilities as all other members of the same class.
BOARD OF DIRECTORS		
<u>Number of Directors</u>	90. (1)	¹ [Until otherwise determined by the Company in general meeting, the number of Directors [] ² excluding ex-officio Director shall be not more than 20 (Twenty) and less than eleven.]
	(2)	³ [Deleted in its entirety]
<u>Alternate Director</u>	91.	A Director during his/her absence of not less than 3 (three) months may nominate another person subject to approval of the Board of Directors to act as an Alternate Director.
<u>First Board</u>	92.	The Schedule of the First Board of Directors of the Company shall be as under: <ol style="list-style-type: none"> 1. S. M. Amzad Hossain 2. Begum Sufia Amjad 3. Talukder Abdul Khaleque 4. Abu Zafar Mohammod Shofiuddin 5. Abdul Kadir Molla 6. Md. Moklesur Rahman 7. Md. Amzad Hossain 8. Al-Haj Mizanur Rahman 9. Mrs. Tahmina Afroz 10. Captain M. Moazzam Hossain 11. Motiur Rahman 12. Maksudur Rahman 13. Haji Shakhawat Anwara Eye Hospital Ltd. 14. Mohammed Ilias 15. Muhammad Mohsin 16. Mrs. Sanawar Bano 17. Md. Anwar Hussain 18. Hafizur Rahman Babu 19. Mrinal Kanti Debnath 20. M/S. Contech Construction Ltd.

1 This Description replaced the Original Description by a Special Resolution passed in an EGM on 23.12.2020.

2 By the amendment made in the EGM on 23.12.2020, the words “From Group-A share holders” were deleted.

3 The entire Sentence “2 (two) Directors shall be nominated by Group “B” shareholders.” was deleted by a Special Resolution passed in an EGM on 18.06.2023.

- Director of the First Board** 93. Only a Director of the First Board of the Company shall be eligible for-re-election to be a Director of the Board. A Director of the first Board of the Company may, however, nominate anyone of his heirs or close family relation to be eligible for election as a Director in his place if and when falls vacant. ¹ []
- Qualification of Directors** 94. (1) The qualification of a Director of the Company (other than Directors representing particular shareholders holding shares of the requisite value) shall be the holding in his own name unencumbered shares in the Company of the nominal value of not less than Tk 10,000,000 (Taka One crore) only and a Director may, however, act before acquiring the qualification shares within two (2) months from the date of his election.
- (2) A Chairman and Vice-Chairman elected from among the persons nominated by the Group-“A” shareholders shall not ordinarily be required to hold any share in the Company.
- Directors Fee of Directors** 95. The Directors shall be entitled to a fee of Tk. 5,000/= (Taka five thousand) only each for each meeting of the Board attended by them and as and when revised by the Board.
- Director from outside may get compensation** 96. The Directors may allow and pay to any Director who is not ordinarily a resident of the place where a meeting is held and who shall come to such place for the purpose of attending the meeting such sum as the Directors may consider fair compensation for traveling and living expenses in addition to his remuneration as above specified and the Directors may from time to time fix the remuneration to be paid to any member or Members of their body constituting a committee appointed by the Directors in terms of these presents and may pay the same.
- Special remuneration to Directors for extra services** 97. If any Director being willing is called upon to perform extra services or to make any special exertion in going out or residing at a particular place or otherwise for any of the purpose of the Company, the Company may remunerate such Director either by a fixed sum or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration provided above.
- Casual vacancy Of Directors, etc** 98. (1) Subject to these presents, the Directors shall have power at any time and from time to time to appoint any as a Director to fill a causal vacancy or as an addition to the Board, but the total number of Director shall not at any time exceed time maximum number fixed under Article-90 above and any Director so appointed shall hold office only until the next following Ordinary General meeting of the Company but shall be eligible for re-election.
- (2) While making such appointment, the proportion of Directors appointed or nominated by the Company and categories of shareholders shall be maintained.

¹ The entire Sentence “A Director in the place of such vacancy shall be elected by a Group “A” shareholders only.” was deleted by a Special Resolution passed in an EGM on 18.06.2023.

- Directors may act not withstanding vacancy** 99. Subject to provisions of the Act, the continuing Directors may act not withstanding any vacancy in their body, but so that, if the number falls below the minimum fixed, the Directors shall not except in emergencies for the purpose of filling up vacancies or for summoning a General Meeting of the Company, act so long as their number is below the minimum aforesaid, but may so act in the above mentioned circumstances notwithstanding the absence of a necessary quorum.
- Directors vacating office** 100. The office of the Director shall be vacated if :
- (1) he fails to attend within the time specified in Article 94 (1) of the Act. or any time thereafter ceases to hold the share qualification, if any, necessary for his appointment; or
 - (2) he is found to be unsound mind by a court of competent jurisdiction; or.
 - (3) he is adjudged an insolvent; or
 - (4) he or any firm of which he is a partner or any private company of which he is a director, without the sanction of the Company in General Meeting accepts or holds any office of profit under the Company other than that of legal or technical adviser or banker; or
 - (5) he absents himself from 3 (three) consecutive meetings of the Directors or from all meetings of the months, whichever is the longer without leave of absence from the Board of Directors; or
 - (6) he acts in contravention of Section 105 of the Act; or
 - (7) he suspends payment to or compounds with his Creditors; or
 - (8) he resigns office by notice in writing addressed to the Company or the Directors; or
 - (9) in the case of nominated or appointed Directors, removed for any reason by the Company shareholders by whom he was nominated or appointed; or
 - (10) he is a director in any other banking company in Bangladesh without permission of the Bangladesh Bank.

ROTATION OF DIRECTORS

- Rotation of Directors** 101. (1) At the first Ordinary General Meeting of the Company, all the Directors except the Managing Director shall retire from office.
- (2) At the Ordinary General Meeting in every subsequent year $\frac{1}{3rd}$ (one third) of the Directors for the time being (other than the Managing Director) or if their number is not 3 (three) or multiples of 3 (three) than the number nearest to $\frac{1}{3rd}$ (one third) shall retire from office.
- Which Directors to retire** 102. Of those subject to retire by rotation, the Directors to retire by rotation every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those who are to retire shall, unless they otherwise agree among themselves, be determined by lot.

<u>Retiring Directors eligible for re-election, etc</u>	103.	A Director retiring by rotation shall be eligible for re-nomination/re-election ¹ [].
<u>Retiring Directors to remain in office till successors appointed</u>	104.	If at any meeting at which an election of Directors retiring by rotation ought to take place of the vacating Directors are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place and, if at the adjourned meeting the posts of the vacating Directors are still not filled up, the vacating Directors or such of them as have not had their posts filled shall be deemed to have been re-nominated/re-elected at the adjourned meeting.
<u>Removal of Director</u>	105.	Subject to these presents and the Act the Company may by Extra Ordinary resolution remove any Director before the expiration of his period of office and may by Ordinary resolution appoint another person in his stead subject to the ratio stated in Article-90 of times being maintained and the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected/nominated Director, but a Director so removed shall not be eligible to become a Director.
<u>Notice of candidature for office of Director except in certain cases</u>	106.	No person, not being a Director, retiring by rotation shall, unless recommended by the Director for election be eligible for election to the office of Director at any general meeting unless he or his authorized agent has at least 7 (seven) clear days before the meeting left at the office a notice in writing under his hand or under the hand of such agent signifying his assent to his candidature for the office of Director.

CHAIRMAN AND VICE-CHAIRMAN

<u>Chairman & Vice-Chairman</u>	107. (1)	² [The Directors shall elect a Chairman and 1 (One) Vice-Chairman [from amongst the Board of Directors] ³ for a period as determined from time to time by the Directors and eligible for re-election.
	(2)	The Chairman and the Vice-Chairman must be Bangladeshi Nationals.
	(3)	Mr. SM Amzad Hossain shall be the First Chairman of the Company for 3 (three) years and will be eligible for re-election.
	(4)	All meetings of the Directors shall be presided over by the Chairman and in his absence by the Vice-Chairman, but if at any meeting of the Directors, the Chairman or the Vice-Chairman be not present at the time appointed for holding the same, then and in that case, the Directors, shall choose another Director to preside over the meeting.

¹ The words “by the respective group of shareholders that the ratio mentioned in Article-91 shall all times be maintained” were deleted by a Special Resolution passed in an EGM on 18.06.2023.

² This Description replaced the Original Description by a Special Resolution passed in an EGM on 23.12.2020.

³ By the amendment made in the EGM on 23.12.2020, the words “from amongst the Board of Directors” replaced the words “either from amongst Sponsors or from persons nominated from time to time by the Directors representing Group-A shareholders”.

- (5) Subject to this presents, all questions arising at any meeting of the Board of Directors shall be decided by the majority of votes cast and in case of an equality of votes, the chairman of the meeting shall have a second or casting vote

PROCEEDINGS OF DIRECTORS

<u>Meetings of Directors</u>	108.	The Directors may meet together for the transaction of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.
<u>When meeting to be convened</u>	109.	The Chairman or the Vice Chairman may convene a meeting of the Directors. The Chairman or the Vice-Chairman or the Managing Director or such officer of the Company as may be authorized by the Directors shall upon the request of a Director convene a meeting of the Directors.
<u>Notice of meeting</u>	110.	Notice of the meeting given to a Director to the address registered with the Company shall be deemed to be a valid notice.
<u>Period of notice</u>	111.	Generally, 7 (seven) days notice shall be given for meetings of the Directors and in case of emergency, any Director may call a meeting at shorter notice at his discretion, provided that consent is given to such shorter notice at the meeting held pursuant thereto.
<u>Omission to give notice</u>	112.	Any accidental omission to give notice of the meeting of the Directors shall not invalidate any resolution passed at an any such meeting.
<u>Quorum</u>	113.	The quorum for the meeting of the Board of Directors shall be 50% of the total members of the Board.
<u>Division by majority votes cast</u>	114.	All questions arising at any meeting of the Board of Directors shall be decided by a majority of votes cast and in case of equality of votes, the person presiding shall have a second or casting vote.
<u>Committee</u>	115.	The Directors may appoint and or constitute any Committee or Committees (standing or otherwise) to assist them in discharge of their functions as per guidelines given by the Bangladesh Bank, if any, from time to time.
<u>Resolution by circular</u>	116.	A resolution passed without any meeting of the Directors of which notice has been given to all the Directors for the time being entitled to receive such notice and evidenced by writing under the hand of at least that number of Directors whose votes cast are required to pass a resolution at a meeting of the Board in pursuant to Articles 114 and 115 above shall subject to the provision of the Act and these presents be as valid and effectual as a resolution duly passed at a meeting of the Directors called and held in accordance with the provisions of these presents.
<u>Acts of Board or Committees valid notwithstanding defects</u>	117.	All acts done in any meeting of the Directors or by a Committee of Directors or by any persons acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such Director or person had been duly appointed and was properly qualified.

Minutes of proceedings to be kept	118.	The Directors shall cause minutes to duly entered in a book provided for the purpose;
	(1)	Of the names of the Directors present at each meeting of the Directors, and of any Committee of Directors;
	(2)	Of all orders made by the Directors and Committee of Directors; and
	(3)	Of all resolutions and proceedings of meeting of the Directors and Committees.

By whom minutes to be signed, etc	119.	All such minutes shall be signed by the Chairman of the meeting as recorded or by the persons who shall preside as Chairman at the next succeeding meeting and all minutes purporting to be so signed shall for all purpose be prima facie evidence of actual passing of the resolutions recorded and the actual regular transaction or occurrence of the proceedings so recorded and of the regularity of the meeting at which the same shall appear to have taken place.
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POWER OF DIRECTORS

General power of Directors	120.	The business of the Company shall be managed by the Directors who may pay all expenses of getting the Company registered and may exercise all such powers and do all such acts and things as the Company by its Memorandum of Association or otherwise, authorized to exercise and do, and are not by these presents or by the Act directed or required to be exercised or done by the Company in general meeting subject nevertheless to the provisions of the Act and of the Memorandum of Association and of these presents and to any regulations not being inconsistent with the Act, Memorandum of Association or these presents from time to time made by the Company in General Meeting, provided that no such regulations shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.
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Specific Powers of the Directors	121.	Without prejudice, the general powers conferred by the last preceding Article and the other powers conformed by these presents and so as not in any way to limit or restrict any or all of these powers, it is hereby expressly declared that the Directors shall have the following powers:
	(1)	to pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
	(2)	to purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorized to acquire at such price and generally on such conditions as they think fit;
	(3)	at their discretion to pay for any property or rights acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stocks or other securities of the Company and any such shares shall be issued as fully paid up, and any such bonds, debentures, debenture stocks or other securities may be specifically charged upon all or any part of the property of the Company and its uncalled capital not so charged;

- (4) to insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machineries, goods, stores, produce and other real and movable property of the Company either separately or conjointly; also to insure and keep insured any portion of the goods, produce, machinery and other articles imported or exported by the Company and sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;
- (5) to open accounts with any bank or banks or with any company, firm or individual and to pay money into and draw money from any such account from time to time as the Directors may think fit;
- (6) to secure the fulfillment of any contract or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being of in such other manner as they think fit ;
- (7) to attach to any share to be issued as the consideration or part of the consideration for any contract with or properly acquired by the Company or in payment for services rendered to the Company such conditions to the transfer thereof as they think fit.
- (8) to accept from any member on such terms and conditions as shall be agreed a surrender of his shares or stock or any part thereof;
- (9) to appoint any person or persons, officer or officers, executive or executives in the befitting rank prior to commencement of Business of the Company, whether incorporated or not, to accept and hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purpose and to execute and do all such acts and things as may be requisite in relation to any such trust and to provide for remuneration of such trustee or trustees;
- (10) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company, its officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debt due or of any claims or demands;
- (11) to refer any claim or demand by or against the Company to arbitration and observe and perform the awards;
- (12) to act on behalf of the Company in all matters relating to bankrupts and insolvents;
- (13) to make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company;
- (14) to determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents;
- (15) to invest and deal with any of the money of the Company not immediately required for the purpose there of upon such securities and in such manner as they may think fit and from time to time to vary or realize such investments;

- (16) to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property, present and future, as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions shall be agreed on;
- (17) to provide for the welfare of employees or ex-employees of the Company and the wives and families of the dependents or connections of such person by building or contribution to the building of houses or dwellings or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts and by providing or subscribing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit ;
- (18) to subscribe or grant money for any national,, charitable,, benevolent, public, general or useful object or for any exhibition or to any institution, club, society or funds;
- (19) subject to any regulations from time to time imposed by the Government or Bangladesh Bank, the Directors may before recommending any dividend, set-aside out of the profits of the Company such sums as they may think proper for depreciation or to a depreciation fund or as reservoir to reserve fund or sinking fund or any special fund to meet contingencies or to repay debentures or for payment of dividends or for equalizing dividends or for repairing, improving, extending and maintaining any part of the property of the Company or for such other purpose as the Directors may in their absolute discretion think conducive to the interest of the Company and the Directors may invest the several sums so set-aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by the Act) as the Directors may think fit;
- (20) to appoint and at their discretion remove or suspend such Manager or Managers, Secretary or Secretaries, Officers, Clerks, Employees, Agents, Advisors and consultants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries, emoluments and remuneration and to require security in such instances and to such amount as they may think fit, and also without prejudice as aforesaid, from time to time to provide for the management and transaction of the affairs of the Company in such manner as they think fit and the provisions constituted in sub-clauses 24 and 25 following shall be without prejudice to the general power conferred by this sub-clause;
- (21) to comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with ;

- (22) from time to time and at any time to establish any local board and committees such as Audit Committee, Executive Committee, Policy & regulation committee etc. as per rules circular and regulations time to time imposed by the government or Bangladesh Bank for managing any of the affairs of the Company and to appoint any persons to be members of any local board and to fix their remuneration. And from time to time and at any time delegate to any person so appointed any of the powers, authorities and discretions for the time being vested, in the Directors, other than their power to make calls, and to authorize the members for the time being of any such local board, or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and Directors may at any time remove any person so appointed and may annual, vary any such delegation. Any such delegation may be authorized by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them ;
- (23) At any time and from time to time by power of attorney to appoint any person or persons to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such appointment if the Directors think fit may be made in favor of the members or any of the member of any local board established as aforesaid, or in favor of any company or firm or the members, directors, nominees or managers of any company or firm otherwise in favor of any fluctuating body or persons whether nominated directly or indirectly by the Directors and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Directors may think fit;
- (24) Generally subject to the provisions of the Act and these presents to delegate the powers, authorities and discretion vested in the Directors to any person, firm, company or fluctuating body of persons as aforesaid;
- (25) Any such delegate or attorney as aforesaid may be authorized by the Directors to sub-delegate all or any the powers, authorities and discretions for the time being vested in him;
- (26) To enter into all such negotiations and contracts and to rescind and vary all such contracts and execute and do all such acts, deeds and thinks in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company; and
- (27) To make rules consistent with the Act and these presents to provide for all or any matters for which provision may be necessary or convenient for the purpose of giving effect to the provisions of these presents and the business function, management and the affairs of the Company.

Delegation of power of Directors

122. The Directors from time to time may delegate any of their powers and authorities as aforesaid to the Chairman, Vice-Chairman, Managing Director and Officers of the Company as they may decide.

MANAGING DIRECTOR

Managing Director

123. (1) The Managing Director of the Company shall be its Chief Executive, who shall be appointed by the Board of Directors as per rules of the Bangladesh Bank.
- (2) The post of the Chief Executive of the Company may suitably be redesigned by the Board of Directors as and when it is felt necessary.
- (3) The Managing Director shall be selected from amongst suitable persons having at least fifteen years experience as a banker in a responsible position.
- (4) The Managing Director shall be ex-officio Director of the Company.
- (5) The Managing Director shall not be required to hold any qualifying share nor shall be subject to retirement by rotation or taken into account for determining the rotation for retirement of Directors.
- (6) The appointment of Managing Director shall be subject to approval of the Bangladesh Bank
- (7) The Managing Director shall exercise such power as may be given to him by the Board of Directors. He will be liable to run and carry out the business of the Company in accordance with the provision of Act, Rules and any other provision mentioned in the Article-2.
- (8) The remuneration of the Managing Director shall from time to time be decided by the Board of Directors.

Power and function of the Managing Director

124. The Managing Director shall be the chief executive of the Company and subject to the direction, supervision and control of the Board of Directors he shall have the following powers subject to Article 119 & 120 of the hereinafter provided:
- (a) To manage, control, transact, and carry on the business of the Company anywhere within Bangladesh or outside Bangladesh. He will be supervising, monitoring and controlling as well as maintaining the businesses as per rules and regulation of the Government.
- (b) To appoint officers, executive and other staff up to the rank of senior Vice President and the above ranks of executives shall be appointed by the Board of Directors as per rules, circulars and regulations of the Government or Bangladesh Bank and to remove or dismiss them and appoint others in their places and to apply to the person to be employed as aforesaid such salary or other remuneration as may be deemed proper.

- (c) To state, adjust and settle all accounts, reckonings, claim and demands whatsoever depending and which may thereafter depend between the Company and any other person whomsoever and to pay or receive (as the Case may be the balance which shall be due on settlement of such account.
- (d) Upon receipt any money which shall be paid to the Managing Director by virtue of of the promise, to pay or deposit the same in the name of the Company subject to the approval of the of Directors, with any banks, broker or other agent, to draw out such moneys from time to time and to vary the banking arrangements of the Company in and elsewhere the Bangladesh Company has the banking accounts and to open fresh one in the interest of the Company as to the manner in which cheques and other negotiable instruments are to be singe and also nominate and to vary from tome to time the names of those officials of the company authorized to sign and countersign such documents and to apply the said moneys for the use and benefits of the Company to invest the same or any part thereof upon such securities expressly including stock, funds, or securities of the Government of The People's Republic of Bangladesh and elsewhere at such interest in such and manner and upon such terms and conditions as may be most beneficial for the Company and from time to time very such securities of and investment for like purpose.
- (e) To draw, make, accept, issue, sing, endorse or otherwise realize or negotiate payment and discharge any Bill of Exchange, Bill of Lending, Letter of Credit, Circular Note, Policy of insurance, Cheque, Draft or Order for payment of any money and to execute, singe, enter in to, acknowledge, protect and do all such contracts, agreements, discharges, receipts, endorsements, transfers, negotiations nor other dealings.
- (f) To demand, sue for, enforce payment of, receive and to give effectual receipt and discharge securities moneys interest and bounces either in the name of the Company or in the name of the Managing Directors subject to approval of the Board of Directors which receipt and discharge shall exonerate the person or persons paying such moneys from seeing to the applicant thereof or being responsible for the loss or misapplication thereof and to take possession of goods, chattel and property or estate moveable or immovable of every kind and description whatsoever of or to which the Company is now or may hereafter become possessed or entitled or which are or may whomsoever and on any account whatsoever.
- (g) To adjust, compromise or submit to arbitration any accounts, debts, claims, demands, disputes and matters touching any matters which are now subsisting or may hereafter arise between the Company and any other person or persons or between the said attorney or any other persons.

- (h) To commence, prosecute or enforce and to defend, answer or oppose any suits or other legal proceedings whether Civil or Criminal in any court or tribunal whomsoever or before any Government touching matters in which the Company is now or may hereafter be interested or concerned and also if the said attorney shall so think fit to Compromise, refer to arbitration, abandon, submit to Judgment or become non-suit in any such action or in proceeding aforesaid.
- (i) To appoint and retain Solicitors Advocates, Vakils, Pleaders, and to revoke such appointments and retainers from time to time as occasion shall require.
- (j) To make, sing, execute, present and file all application, petitions, plaints, written statements, powers, powers of attorneys, Vokatnama, Muktinamas or any other documents expedient and necessary to be made, signed, executed, presented, or filed in relation to any of the purposes aforesaid.
- (k) To pay and allow all fees cost and expenses necessary to be paid allowed.
- (l) To receive out of Court or from any person or persons whomsoever liable to pay the same all cost fees or other moneys whatsoever realize by or payable to the Company in connection with the such accounts reckonings and demands and all suits or other proceedings adopted taken in connection therewith and receipts and discharges to grant in respect of the same.
- (m) To give donation and subscription to or for any religious, charitable, benevolent, social Institution or cultural Institution or organization or object.

RESERVE AND DIVIDEND

Reserve

125. The Directors shall in every year calculate the net profit of the Company for the year remaining after deduction of all general expenses including provisions for payment of taxes and allocations to any appropriate reserve as may be decided or required by Government or Bangladesh Bank or any other regulations and dividend may be paid from the balance of net profit available.

Division of profit

126. The profit of the Company shall be divisible among the members in proportion to the shares held by them respectively.

Declaration of dividends

127. The Company in General Meeting may declare a dividend to be paid to the members according to their respective rights and interest in the profit and fix the time for payment.
128. (1) No larger dividend shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.
- (2) No dividends shall be payable except out of the profit of the year or any other undistributed profits and no dividend shall carry interest as against the Company.
- (3) The declaration of the Directors as to the amount of the net profit of the Company shall (subject to the certificate of the auditors) be conclusive.

<u>Interim dividend</u>	129.	The Directors may from time to time pay to the members such interim dividends as in their judgment the position of the Company justifies.
<u>Dividend in foreign exchange</u>	130.	The Directors shall (subject to permission from relevant authorities) remit any dividend in foreign exchange after payment of local taxes, if any, against shares subscribed in foreign currencies.
<u>Dividend on transferred share</u>	131.	A transfer of share shall not pass the right to any dividend declared thereon before the registration of the transfer.
<u>Remittance dividend</u>	132. (1)	Unless otherwise directed, any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders to that one of them first named in the register of members in respect of the joint holding.
	(2)	Every such cheque shall be made payable to the order of the person to whom it is sent.
	(3)	The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the members or persons entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any other means.
<u>Unclaimed dividend</u>	133.	Dividends unclaimed for one (1) year after having been declared may be invested or otherwise used by the Directors for the benefit of the Company until claimed and all dividend unclaimed for six (6) year after having been declared may be forfeited by the Directors for the benefit of the Company, provided that the Directors may at any time annual such forfeiture and pay such dividend.

CAPITALIZATION

<u>Capitalization</u>	134.	Subject to the approval of the Bangladesh Bank, if necessary, the Company in General Meeting may resolve that any money, investments or other assets forming part of the undistributed profits (including profits or surplus money arising from the appreciation in value of any capital asset of the Company) standing to the credit of the Reserve or Reserve Fund or any other fund of the Company or in the hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized by issue and distribution as fully paid up shares, debenture stocks, bond or other obligations of the Company. Such issue and distribution shall be made to, among and in favor of Members entitled thereto and in accordance with their respective rights and interests in the share capital.
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THE COMMON SEAL

Common Seal, its custody and use

135. The Directors shall provide for the safe custody of the common seal and subject to the provisions hereinafter contained, of the signature of certificates of title to shares to the Company, the seal shall never be used except by the authority previously given by the Directors or Committee of the Directors and shall at least 1 (one) Director sign every instrument to which the seal is affixed and every such instrument shall be countersigned by the Managing Director or other person (if any) appointed by the Board, provided, nevertheless, Company instrument bearing the seal of the Company and sold for the valuable consideration shall be binding on the Company notwithstanding any irregularity of the Directors issuing the same.

Seal Abroad

136. The Company may, for its use outside Bangladesh, have an official Seal which shall be a facsimile of the common seal of the name of the territory or place where it is to be used. The Directors shall ensure proper safety and use of such seal.

ACCOUNTS

Accounts

137. The Directors shall cause true accounts to be kept of :

- (a) all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place;
- (b) all banking business carried on by the Company; and
- (c) the asset and liabilities of the Company and generally of all its commercial, financial and other affairs, transactions and engagements and of all other matters necessary for showing the true financial state and condition of the Company and the accounts shall be kept in English in such manner as the Directors may deem fit and the book of accounts shall be kept at the office or such other place or places as the Directors think fit and shall be open to inspection by the Directors during normal business hours.

Inspection by members of accounts, etc

138. The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member, not being Director, shall have any right of inspecting any accounts of books or documents of the Company except as conferred by law or authorized by the Directors or by the Company in General Meeting.

Statement of accounts to be laid before General Meeting etc

139. Once at least in every calendar year the Directors shall lay before the Company in general meeting a profit and loss account for the period since the preceding account, or in the case of a first account the incorporation of the Company and Balance Sheet containing a summary of the property and liabilities of the company made up to a date not more than six (6) months before

the meeting and every such Balance Sheet be accompanied by a report to be attached thereto of the Directors as to the state and condition of the Company and as to the amount, if any, which they recommended to be paid out of the profits by way of dividend and the amount if any, set aside by them for the reserve fund, General Reserve or Reserve Account shown specifically in the Balance Sheet or to be shown specifically in a subsequent Balance sheet.

Particulars of profit and loss statement

140. The profit and Loss Account shall include particulars showing the total of the amounts paid, whether as fees, percentage of profit or otherwise, to the Directors as remuneration for their services and the total of the amounts written off for depreciation. If any Directors of the Company is by virtue of the nomination (whether direct or indirect) of the Company a director of any other company, any remuneration or the emoluments received by him for his own use whether as director or otherwise in connection with the management of that other company shall be shown in a note at the foot of the account or in a statement attached thereto.

Balance Sheet, etc, to be sent to members

141. (1) The Balance Sheet and the Profit Loss Account shall be signed by 2 (two) Directors and by the Managing Director or other person appointed by the Board and the Auditor's Report shall be attached to the Balance Sheet and Profit and Loss Account or there shall be inserted at the foot of the Balance Sheet and the Profit and Loss Account a reference to such Report.

(2) A copy of such Balance Sheet and the Profit and Loss Account so audited together with a copy of the Auditor's Report shall at least 14 (fourteen) days before the meeting at which the same are to be laid before the members of the Company, be sent to every member to the Company and every debenture holder of whose address the Company is aware of and a copy of same shall be deposited at the office for inspection by the members of the Company during a period of at least 14 (fourteen) days before that meeting.

Copies of Balance Sheet and Profit and Loss Statement to be filed with the Register

142. After the Balance Sheet and the Profit and Loss Account have been laid before the Company in General Meeting 3 (three) copies thereof signed by the Managing Director or other person appointed by the Board shall be filed with the Registrar of Joint Stock Companies together with the annual list of members and summery prepared in accordance with the requirements of Section-36 of the Act.

AUDIT

Audit

143. Once at least in every year, the accounts of the Company shall be examined and audited and the correctness of the Profit and Loss account, and Balance Sheet ascertained by one or more auditor or auditors.

Appointment of Auditor

144. (1) The Company at each Ordinary General Meeting shall appoint an Auditor or Auditors with the approval of Bangladesh Bank being a chartered Accountant to hold office until the next Ordinary General Meeting and the following provisions shall have effect, that is to say :

- (2) the Directors may fill up any casual vacancy that may occur in the office of auditor by the appointment of person being a chartered accountant who shall hold such office until the next Ordinary General Meeting, but while any such vacancy continues, the surviving or continuing Auditors, if any, may act ;
- (3) a Director or Officer of the Company, or a partner of or person in the employment of such Director or Officer or any person indebted to the Company shall not be appointed Auditor of the Company;
- (4) if any person after being appointed becomes indebted to the Company, his appointment shall thereupon be terminated.
- (5) The first Auditor of the Company may be appointed by the Directors before the Statuary Meeting and, if so appointed, shall hold office until the first Ordinary General Meeting unless previously removed by a resolution of the shareholders in General Meeting in which case shareholder of such Meeting may appoint Auditors;
- (6) a Retiring Auditor shall be eligible for re-appointment;
- (7) No person other than Retiring Auditor shall be capable of being appointed in the office of auditor at an Ordinary General Meeting unless notice of an intention to nominate him be given to the Company not less than 14 (fourteen) days before the day appointed for the holding of such Ordinary General Meeting and upon the receipt of such notice the provisions of section of Section -210 of the Act shall be complied with.

<u>Remuneration of Auditors</u>	145.	The remuneration of the Auditors of the Company shall be fixed by the Company in General Meeting except that the remuneration of any auditors appointed before the Statutory Meeting or to fill any casual vacancy may be fixed by the Directors.
<u>Auditor entitled to notice of meeting</u>	146.	The Auditors of the Company shall be entitled to receive notice of and to attend any General Meeting of the Company at which any account that has been examined or reported by them is to be laid before the Company and may make any statement or explanation they desire with respect to the accounts.
<u>Audited account to be conclusive</u>	147.	Every account when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within 3 (three) months after the approval thereof and whenever any error is discovered within that period the account shall forthwith be corrected and henceforth shall be conclusive.
<u>Management Committee</u>	148.	The Board of Directors time to time form sub-committee for smooth functioning the business of the Company namely- Finance committee, Credit committee, Internal control & risk management committee, Asset & Liability Committee, Administrative Committee, Purchase Committee etc. as and when necessary as per rules, circular and regulations time to time imposed by the Government or Bangladesh Bank.

NOTICE

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| <u>Notice</u> | 149. (1) A notice (which expression shall be deemed to include and shall include any summon, 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 to him at his last address registered with the Company.

(2) Where notice is sent by post, the service of such notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, have been effected at the time at which the letter would have been delivered in the ordinary course of post. |
| <u>Notice on members having no registered address</u> | 150. If a member has to registered address and has not supplied to the Company an address for the giving of notice to him, a notice addressed to him and advertise in a news paper circulating in the neighborhood of the office shall be deemed to the given to him on the day on which the advertisement appears. |
| <u>Notice to joint holder</u> | 151. A notice maybe given by the Company to the joint holders of a share by giving the same to the joint holder named first in The Register of Member in respect of the share. |
| <u>Persons entitled to notice of General Meeting</u> | 152. Notice of every General Meeting shall be given in such manner herein before authorized to:

(1) Every member of the Company, including bearers of share warrants except those members who have not supplied to the Company an address for the giving of notice to them;

(2) Every person entitled to a share in consequence of the death or insolvency of a member who, but for his death or insolvency would be entitled to received notice of the meeting. |
| <u>Notice of the Company to be signed, etc.</u> | 153. Any notice to be given by the Company shall be signed by the Secretary or such officer as the Directors may appoint and such signature may be written, printed or lithographed. |
| <u>Transferee etc. bound by prior notice</u> | 154. Every person who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which previous to his name and address and title to the share being notified to the Company, shall have been duly given to the person from whom he derives his title to such share. |

WINDING UP

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| <u>Distribution of assets</u> | 155. (1) Subject to the provisions of these presents, if the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the loss shall be borne by the members in proportion to the shares held by them respectively. |
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- (2) If in winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the shares held by them respectively;

Provided that this Article is to be without prejudice to the rights of the holders of shares upon special terms and conditions.

156. If the company shall be wound up (whether voluntarily or otherwise), the liquidators may, with the sanction of an Extra-Ordinary Resolution, divide amongst the contributors in specie or kind any part of the assets of the Company and may, with the like sanction, vest any part of the benefit of the contributors or any of them as the liquidators with the like sanction shall think fit.

SECURITY CLAUSE

157. (1) No Members shall be entitled to require disclosure of any information respecting any detail of the Company's trading or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it would be inexpedient in the interest of the members of the Company to communicate to the public.
- (2) The Company shall keep secret and confidential all transactions with its clients.

INDEMNITY AND RESPONSIBILITY

Directors and their right to indemnity

158. (1) Subject to the provisions of Section-102 of the Act, every Director of the Company, including the Chairman, Vice-Chairman, Managing Director or Officer (whether Manager, Secretary or other Officer) or employee of the Company shall be indemnified by the Company and it shall be the duty of the Directors out of the funds of the Company to pay all cost, losses and expenses, including traveling and living expenses, which the Chairman, Vice-Chairman, Managing Director, Managing Director, Officer or employee aforesaid may incur or become liable for by reason of any contract entered into or act or deed done by him in such capacity or in any way in the proper discharge of duties.
- (2) Subject as aforesaid every Director, including the Chairman, Vice-Chairman, Managing Director or Officer of the Company shall be indemnified against any liability incurred by him in defending any proceeding (whether civil or criminal) in which judgment is given in his favor or in which he is acquitted or in connection with any application under Section-396 of the Act in which relief is given to him by the court.

AMENDMENT OF ARTICLES

Amendment of Articles

159. The Articles of Association of the Company cannot be changed without the prior permission of the Bangladesh Bank.

Adopted Amended Version of Memorandum of Association and Articles of Association with Amendments vide Special Resolution dated 18 June 2023

We, the undersigned person whose name and addresses are subscribed below are desirous of being formed into a Public Limited Company in pursuance of these Articles of Association and we respectively agree to take up the number of shares in the capital of the Company set against to our respective names;

S.L	Name & Address	Number of shares of Tk. 10 each	Amount	Signature
1.	<p>Name: S. M. Amzad Hossain Address: 51, Khan-A-Sabur Road, Khulna-9100 Father's Name: Late Ishaque Ali Mother's Name: Late Ambia Ishaque D.O.B: 17-11-1957 National ID No.: 0113442186912 Passport No.: F 0457091 TIN No.: 410-101-3458, Circle-1, Khulna Nationality: Bangladeshi Profession: Business</p>	20,000,000	200,000,000.00	
2.	<p>Name: Begum Sufia Amjad Address: 51, Khan A Sabur Road, Khulna Husband Name: S.M.Amzad Hossain Mother's Name: Late Anowara Begum D.O.B: 03-01-1966 National ID No. : 0113442186913 Passport No.:C 0128161 TIN No.: 410-101-4063, Circle-1, Khulna Nationality: Bangladeshi Profession: Business</p>	19,000,000	190,000,000.00	
3.	<p>Name: Miss Tajori Address: 51, Khan A Sabur Road, Khulna Father's Name: S. M. Amjad Hossain Mother's Name: Begum Sufia Amzad D.O.B: 21-08-1993 Birth Certificate No. : 19930113442100754 Passport No.: C 0128162 TIN No.: 617-100-0205/Circle-140, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
4.	<p>Name: Abu Zafar Mohammad Shofiuddin Address: Bashati Horizon, Flat# 13B, House# 21, Road# 17, Block# C, Banani, Dhaka-1213 Father's Name: Late M A Kader Mother's Name: Shirin Akter D.O.B: 10-01-1969 National ID No. : 1910911265743 Passport No.: AB 7119324 TIN No.: 180-102-2132, Circle-6, Dhaka Nationality: Bangladeshi Profession: Business</p>	20,000,000	200,000,000.00	
5.	<p>Name: Abdul Kadir Molla Address: Thermax Group, 30/A VIP Road (14th Floor), Naya Paltan, Dhaka-1000 Father's Name: Late Abdul Mazid Molla Mother's Name: Mrs. Nurjahan Begum D.O.B: 08-08-1961 National ID No. : 6815261366641 Passport No.: AA 3885488 TIN No.: 149-100-9214, Circle-243, Dhaka Nationality: Bangladeshi Profession: Business</p>	40,000,000	400,000,000.00	

6.	<p>Name: Md. Moklesur Rahman Address: House# 78, Road# 2, Banani, Dhaka-1213 Father's Name: Late Suja-ud-dowala Tarafder Mother's Name: Begum Lutfun Nessa D.O.B: 11-01-1960 National ID No. : 2692619475945 Passport No.: X 0931204 TIN No.: 215-101-9904, Circle-10, Dhaka Nationality: Bangladeshi Profession: Business</p>	20,000,000	200,000,000.00	
7.	<p>Name: Md. Amzad Hossain Address: #1 Hazi Tomizuddin Road, P.S. Sonadanga, Khulna-9100 Father's Name: Late Momin Uddin Gazi Mother's Name: Mrs. Noorjahan Begum D.O.B: 03-03-1955 National ID No. : 4798518264512 Passport No.: B 1109805 TIN No.: 416-106-8979, Circle-5, Khulna Nationality: Bangladeshi Profession: Business</p>	6,500,000	65,000,000.00	
8.	<p>Name: Al-Haj Mizanur Rahman Address: Flat # 2/B, House # 1, Road # 34, Gulshan-1, Dhaka-1212 Father's Name: Al-Haj Sekender Mollik Mother's Name: Hamida Begum D.O.B: 01-01-1957 National ID No. : 2692619561652 Passport No.: AA-4749185 TIN No.: 087-105-3470/Circle-15, Borguna, Barishal Nationality: Bangladeshi Profession: Business</p>	20,000,000	200,000,000.00	
9.	<p>Name: Captain M. Moazzam Hossain Address: House# 271, Eastern Road, DOHS Baridhara, Dhaka-1206 Father's Name: Late M Sekander Ali Mother's Name: Most. Momena Khatun D.O.B: 01-06-1961 National ID No. : 2650898499558 Passport No.: V 0113344 TIN No.: 313-101-9661, Circle-LTU, Dhaka Nationality: Bangladeshi Profession: Business</p>	27,000,000	270,000,000.00	
10.	<p>Name: Motiur Rahman Address: House# 125, Road# Deshbondhu Citto Ronjon, TB Clinic, P.S:Kotwali, P.O+District: Jessore-7400 Father's Name: Late Khabir-ur Rahman Mother's Name: Late Monera Khatun D.O.B 03-08-1957 National ID No. : 4124707093089 Passport No.: AC 0465573 TIN No.: 006-100-1711, Circle-4, Dhaka Nationality: Bangladeshi Profession: Business</p>	4,000,000	40,000,000.00	

11.	<p>Name: Kamrun Nahar Address: House# 125, Road# Deshbondhu Citoronjon, TB Clinic, P.S:Kotwali, P.O+District: Jessore-7400 Husband Name: Motiur Rahman Mother's Name: Ayesha Zaman D.O.B: 30-10-1964 National ID No. : 4124707093091 Passport No.: AC 3435308 TIN No.: 081-101-4633, Circle-6, Dhaka Nationality: Bangladeshi Profession: Business</p>	5,000,000	50,000,000.00	
12.	<p>Name: Mysha Khabir Address: House# 125, Road# Deshbondhu Citto Ronjon, TB Clinic, P.S:Kotwali, P.O+District: Jessore-7400 Father's Name: Motiur Rahman Mother's Name: Kamrun Nahar D.O.B: 05-11-1993 Birth Certificate : 4121607171102 Passport No.: AC 9435322 TIN No.: 797-100-1323, Circle-320, Dhaka Nationality: Bangladeshi Profession: Business</p>	4,000,000	40,000,000.00	
13.	<p>Name: Mrs. Sanawar Bano Address: 38 Mitford Road, Dhaka Husband Name: Mohammad Farooq Mother's Name: Late Ansari Bano D.O.B: 02-05-1948 National ID No. : 19502698877383009 Passport No.: F-0594881 TIN No.: 228-100-4073/Circle-309, Dhaka Nationality: Bangladeshi Profession: Business</p>	20,000,000	200,000,000.00	
14.	<p>Name: Iqbal Haider Chowdhury Address: Flat # 604, Eastern Heaven, 9 Segun Bagicha, Shahbag, Dhaka-1000 Father's Name: Late Azizul Haque Chowdhury Mother's Name: Peara Begum D.O.B: 15-08-1963 National ID No. : 19632697556376623 Passport No. : AC 2232032 TIN No.: 117-100-4801,Circle-70, Dhaka Nationality: Bangladeshi Profession: Business</p>	5,010,000	50,100,000.00	
15.	<p>Name: Mohammed Nazrul Islam Address: Holding # 354/9/X-4, Cordial Homes, Road # Dilu Road, Dhaka-1000 Father's Name: Md. Sirajul Islam Mother's Name: Joygun Banu D.O.B: 01-01-1963 National ID No. : 2696654350104 Passport No.: AA-1453528 TIN No.: 012-101-7327/Circle-5, Zone-1, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	

16.	<p>Name: A. K. Mizanur Rahman, FCA Address: House # 55, Road # 28, Gulshan-1, Dhaka-1212 Father's Name: Late Al-Haj Habibur Rahman Mother's Name: Rahima Khondoker D.O.B: 12-11-1956 National ID No.: 19562692619486471 Passport No.: AA-1186367 TIN No.: 252-100-2422/HQ Zone-8, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
17.	<p>Name: Padma Lamitube Ltd. Address: 32/1 Dilu Road, New Eskaton, Dhaka-1000 TIN No.: 140-201-2623/Co-13 Representative: Mainul Huq Khan, Managing Director</p>	2,000,000	20,000,000.00	
18.	<p>Name: Mozaharul Haque Shahid Address: Village: Benapole Bazar, P.O: Benapole, Police Station: Benapole Port, District: Jessore Father's Name: Al-haj Md. Abdul Haque Mother's Name: Late Mahbuba Haque D.O.B: 07-01-1964 National ID No. : 4129003693293 Passport No.: AC 5249060 TIN No.: 219-101-7444, Circle-162, Zone-8, Dhaka Nationality: Bangladeshi Profession: Business</p>	3,000,000	30,000,000.00	
19.	<p>Name: Md. Emdadul Haque Address: Village: Benapole Bazar, P.O: Benapole, Police Station: Benapole Port, District: Jessore Father's Name: Al-haj Md. Abdul Haque Mother's Name: Late Mahbuba Haque D.O.B: 14-08-1969 National ID No. : 4129003693294 Passport No.: AB-3238148 TIN No.: 083-100-0853/Circle-162, Zone-8, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
20.	<p>Name: Md. Eathashamul Haque Address: Village: Benapole Bazar, P.O: Benapole, Police Station: Benapole Port, District: Jessore Father's Name: Al-haj Md. Abdul Haque Mother's Name: Late Mahbuba Haque D.O.B: 13-12-1968 National ID No. : 2697556393213 Passport No.: B-0768414 TIN No.: 083-100-0871/Circle 162, Zone-8, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	

21.	<p>Name: Kafil Uddin Bhuiyan Address: Village: Fatehpur, P.O: Fatehpur, P.S.: Feni, District: Feni Father's Name: Late A. K. M. Main Uddin Bhuiyan Mother's Name: Jahanara Begum D.O.B: 16-12-1967 National ID No. : 2692619464286 Passport No.: AA-7927861 TIN No.: 158-101-8392/Circle 58, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,250,000	12,500,000.00	
22.	<p>Name: Hafizur Rahman Babu Address: Flat# B1, House# 07 (CENG), Road# 104, Gulshan-2, Dhaka-1212 Father's Name: Late Haji Sheikh Hatem Ali Mother's Name: Late Joytun Nesa D.O.B: 18-05-1962 National ID No. : 4716938768557 Passport No.: AA 5183106 TIN No.: 415-105-5437, Circle-2, Khulna Nationality: Bangladeshi Profession: Business</p>	15,000,000	150,000,000.00	
23.	<p>Name: Shahab Uddin Khan Address: House # 17, Flat # 301/A, Road # 55, Gulshan-2, Dhaka-1212 Father's Name: Mohmadulla Khan Mother's Name: Rahatunnessa D.O.B: 27-07-1956 National ID No. : 2692619465280 Passport No.: AA-1053216 TIN No.: 219-101-8033/Circle-140, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
24.	<p>Name: Abdul Gaffar & Co. (Pvt.) Ltd. Address: 69 Begum Bazar, Dhaka-1100 TIN No.: 010-200-0052/Circle-3, Dhaka Representative: Anwar Hussain, Director</p>	15,500,000	155,000,000.00	
25.	<p>Name: Anwar Hussain Address: 8 SCC Road, Babu Bazar, Kotowali, Dhaka Father's Name: Haji Abdul Gaffar Mother's Name: Hajera Begum D.O.B: 08-03-1982 National ID No. : 2694267823935 Passport No.: AB-8217636 TIN No.: 111-100-3276/Circle-40, Dhaka Nationality: Bangladeshi Profession: Business</p>	2,500,000	25,000,000.00	
26.	<p>Name: Mohammad Imran Address: 8 SCC Road, Babu Bazar, Kotowali, Dhaka Father's Name: Haji Abdul Gaffar Mother's Name: Hajera Begum D.O.B.: 17-04-1979 National ID No.: 2694267823867 Passport No.: B 0447947 TIN No.: 113-100-7653/Circle-38, Dhaka Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	

27.	<p>Name: Mrs. Tahmina Afroz Address: House# 17, Road# 8, Dhanmandi, Dhaka-1205 Husband Name: Anwer Hossain Khan Mother's Name: Rahima Begum D.O.B: 01-01-1975 National ID No. : 2691649642704 Passport No.: R 0182721 TIN No.: 051-101-6821, Circle-205, Dhaka Nationality: Bangladeshi Profession: Business</p>	20,000,000	200,000,000.00	
28.	<p>Name: Mrs. Shamima Hossain Address: House # 145. Road # 10, Sonadanga R/A, Khulna Husband Name: Md. Liakat Hossain Mother's Name: Mrs. Nazmun Nahar D.O.B: 02-01-1967 National ID No. : 2697557402981 Passport No.: V 0801940 TIN No.: 418-102-0112/Circle-5, Khulna Nationality: Bangladeshi Profession: Business</p>	3,000,000	30,000,000.00	
29.	<p>Name: Haji Shakhawat Anwara Eye Hospital Ltd. Address: 73 Kakrail, Eastern Commercial Complex, Dhaka TIN No.: 245-200-7001/Circle-83, Dhaka Represented by Mr. Shakhawat Hossain</p>	20,000,000	200,000,000.00	
30.	<p>Name: Sk. Shyedujjaman Address: Village: Khajura, P.O: Lockpur, P.S: Fakirhat, District: Bagerhat Father's Name: Late Sk. Abu Bakkar Siddique Mother's Name: Mrs. Morzina Begum D.O.B: 11-07-1974 National ID No. : 0113442168894 Passport No.: W-0606149 TIN No.:411-107-3761/Circle-2, Companies, Khulna Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	
31.	<p>Name: Farjana Farhad Address: 51 Khan-A-Sabur Road, Khulna Father's Name: Late Amzad Hossain Mother's Name: Rashida Begum D.O.B: 07-05-1992 Birth Certificate No. : 19924795123014213 Passport No.: C 1487967 TIN No.: 617-100-0192/Circle-140, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
32.	<p>Name: Talukder Abdul Khaleque Address: 33, Munsii Para, 3rd Lane, Khulna Father's Name: Late Ayub Ali Talukder Mother's Name: Late Kulsum Bibi D.O.B: 01-06-1952 National ID No. : 4795122404447 Passport No.: D 0010484 TIN No.: 411-102-6033, Circle-1, Khulna Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	

33.	<p>Name: Mrinal Kanti Debnath Address: Village: Jaria Baroy Danga, P.S: Lockpur-9241, Fakirhat, Bagerhat Father's Name: Late Amullya Kumar Debnath Mother's Name: Anupama Debnath D.O.B: 02-06-1957 National ID No. : 0113442170275 Passport No.: W 0478569 TIN No.: 415-111-3940/Circle-5, Khulna Nationality: Bangladeshi Profession: Business</p>	6,000,000	60,000,000.00	
34.	<p>Name: Sujit Kumar Saha Address: 21, KD Ghos Road Khulna-9100 Father's Name: Late Kalipada Saha Mother's Name: Saruja Bala Saha D.O.B: 01-01-1959 National ID No. : 4795121380736 Passport No.: B 1334526 TIN No.: 415-111-3916/Circle-5,Khulna Nationality: Bangladeshi Profession: Business</p>	3,000,000	30,000,000.00	
35.	<p>Name: Khan Habibur Rahman Address: House # 48/2, Plot # 11, Rupsha Stand Road, Road # Ispahani 1st Lane, P.O: Khulna-9100 Father's Name: Late Aynal Khan Mother's Name: Late Ful Banu D.O.B: 31-12-54 National ID No. : 4795129505901 Passport No.: E 0243024 TIN No.: 415-108-7623/Circle-5,Khulna Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	
36.	<p>Name: Sadnam Sadiana Address: Village: Khajura, P.O: Lockpur-9241, P.S: Fakirhat, District: Bagerhat Husband Name: Sk. Shyed-uj-jaman Mother's Name: Late Samsun Nahar D.O.B: 05-01-1980 National ID No. : 0113442168895 Passport No.: X 0731236 TIN No.: 414-104-5931/Circle-2,Khulna Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
37.	<p>Name: S. M. Alamgir Address: House # 129, Mazid Sharini, P.O.: KDA New Market, Khulna Father's Name: Late S. M. Syed Ali Mother's Name: Anowara Begum D.O.B: 27-01-1953 National ID No. : 4798517242758 Passport No.: AA-0140188 TIN No.: 411-102-8688/Circle-1, Khulna Nationality: Bangladeshi Profession: Business</p>	4,000,000	40,000,000.00	

38.	<p>Name: S. M. Jahangir Address: House # 129, Mazid Sharini, P.O.: KDA New Market, Khulna Father's Name: Late S. M. Syed Ali Mother's Name: Anowara Begum D.O.B: 07-07-1958 National ID No. : 4798517242762 Passport No.: AA-3194607 TIN No.: 416-100-3528/Circle-5, Khulna Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	
39.	<p>Name: Halima Khatun Address: Flat # 1/B, House # 35/A, Road # 4, Dhanmandi R/A, Dhaka Husband Name: Md. Yunus Ali Sheikh Mother's Name: Late Anowara Begum D.O.B: 15-03-1971 Birth Registration No.: 19710113442100757 TIN No.: 122-104-0473/Circle-140 (Companies) Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
40.	<p>Name: Amit Ganguly Pallab Address: Village: Ramnathpur, P.O: Shimulia, Debhata, Satkhira-9430 Father's Name: Late Tapan Ganguly Mother's Name: Mollika Ganguly D.O.B: 09-11-1980 National ID No. : 8712547538961 Passport No.: B-0976959 TIN No.: 039-119-8131/Circle-140 (Companies) Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	
41.	<p>Name: Goutam Kumar Kundu Address: Village: Jaria Mite Komra, P.O: Lockpur-9241, Fakirhat, District-Bagerhat Father's Name: Late Profullo Kumar Kundu Mother's Name: Shova Kundu D.O.B: 23-07-1973 National ID No. : 0113442170830 Passport No.: B 1861448 TIN No.: 418-107-2887/Circle-14, Bagerhat Nationality: Bangladeshi Profession: Business</p>	5,000,000	50,000,000.00	
42.	<p>Name: Md. Rezaul Haque Address: 4.T.B. Boundary Road, Khulna. Father's Name: Late Md. Bahar Ali Mother's Name: Late Nesarun Khatun D.O.B: 01-03-1957 National ID No. : 4795127464379 Passport No.: AB-9180195 TIN No.:413-101-4806/Circle-1, Khulna Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	

43.	<p>Name: Imtiaz Ahmed Address: Manik tala, Daulat pur, Khulna Father's Name: Abdur Razzak Akand Mother's Name: Begum Rokeya Sultana D.O.B: 27-12-1971 National ID No. : 4617776721914 Passport No.: AA 2070023 TIN No.: 360-111-9190/ Circle-289, Dhaka Nationality: Bangladeshi Profession: Business</p>	1,000,000	10,000,000.00	
44.	<p>Name: Maksudur Rahman Address: 108, Panchlaish R/A, PO: Chowkbazar, Panchlaish, Chittagong -4203 Father's Name: Late Alhaj Sayedur Rahman Mother's Name: Late Hurmutun Nesa D.O.B: 07-01-1950 National ID No. : 1594116384026 Passport No.:E 1180224 TIN No.: 378-100-1498, Circle-12, Chittagong Nationality: Bangladeshi Profession: Business</p>	17,100,000	171,000,000.00	
45.	<p>Name: Md. Mizanur Rahman Address: 108, Panchlaish R/A, PO: Chowkbazar, Panchlaish, Chittagong -4203 Father's Name: Maksudur Rahman Mother's Name: Shamsun Nahar Rahman D.O.B: 22-11-1982 National ID No. : 1594116384027 Passport No.: AA 9439021 TIN No.: 344-107-2994, Circle-8, Chittagong Nationality: Bangladeshi Profession: Business</p>	2,100,000	21,000,000.00	
46.	<p>Name: Shamsun Nahar Rahman Address: 108, Panchlaish R/A, PO: Chowkbazar, Panchlaish, Chittagong -4203 Husband Name: Maksudur Rahman Mother's Name: Late Jaynob Bibi D.O.B: 08-10-1963 National ID No. : 1594116384016 Passport No.: F 0761317 TIN No.: 378-100-2888/Circle-12, Chittagong Nationality: Bangladeshi Profession: Business</p>	2,000,000	20,000,000.00	
47.	<p>Name: Mohammed Ilias Address: 183, Anderkillah, Sadar, Kotowali, Chittagong, Bangladesh Father's Name: Late Al-haji Md. Ismail Mother's Name: Nur Nahar Begum D.O.B: 05-07-1965 National ID No. : 1513717778165 Passport No.: C 0715873 TIN No.: 384-101-0659, Circle-13, Chittagong Nationality: Bangladeshi Profession: Business</p>	15,000,000	150,000,000.00	

48.	Name: Mohammad Ayub Address: House # 34/A, Darus-salam, Panchlaish R/A, PO: Chowkbazar, Panchlaish, Chittagong -4203 Father's Name: Late Al-haji Md. Ismail Mother's Name: Nur Nahar Begum D.O.B: 30-06-1962 National ID No.: 1594116383446 Passport No.: E 0651548 TIN No.: 348-100-0178/ Circle-1, Chittagong Nationality: Bangladeshi Profession: Business	5,000,000	50,000,000.00	
49.	Name: Muhammad Mohsin Address: Abdul Bari Mukter Bari, Broom Chora, P.O: Broom Chora, 4378 Anwara, Chittagong Father's Name: Late Abu Saad Mother's Name: Al-haj Mosammat Rokeya Begum D.O.B: 01-01-1960 National ID No. : 1510447823275 Passport No.: W 0621889 TIN No.: 378-100-2060/Circle-68 (Comp.), Chittagong Nationality: Bangladeshi Profession: Business	12,000,000	120,000,000.00	
50.	Name: M/S. Contech Construction Ltd. Address: House # 78, Road # 2, Banani, Dhaka- 1213, Bangladesh TIN No.: 105-201-2964/Circle-10 (Comp), Dhaka Represented by: Mushfiqur Rahman	20,000,000	200,000,000.00	
51.	Name: Ayaz Waris Khan Warisi Address: Nayabazar, P.O: Saidpur, P.S: Saidpur, District: Nilphamari Father's Name: Shafique Ahmed Khan Mother's Name: Razia Sultana D.O.B: 07-07-1959 National ID No. : 7328511184935 Passport No.: AB 5083076 TIN No.: 147-101-3590/C-70, Dhaka Nationality: Bangladeshi Profession: Business	1,000,000	10,000,000.00	
52.	Name: Mohammad Abdul Hye Address: House # 7, Diamond-1, Platinum Apartment, Road # 72, Gulshan-2, Dhaka Father's Name: Late Al-Haj Abdul Malek Mother's Name: Halima Khatun D.O.B: 30-04-1954 National ID No. : 2696654367086 Passport No.: AA 6101325 TIN No.: 117-100-1336/Circle-7, Dhaka Nationality: Bangladeshi Profession: Business	1,000,000	10,000,000.00	
Total		40,89,60,000	408,96,00,000.00	

Dated10..... day of ...February, 2013

Witnesses:

1. Signature : Sd/-
Name : 10.02.2013
Md. Golam Nabi
Address : House-105, Apt.B2,
Road -2, Block-A, Niketon,
Gulshan-1, Dhaka

2. Signature : Sd/-
Name : 10.02.2013
Maruf Shahra
Address : 15/5, Syed Nazrul Islam
Shoroni, Bijoy Nagar
Dhaka



সাউথ বাংলা এগ্রিকালচার এ্যান্ড কমার্স ব্যাংক লিঃ

Head Office, BSC Tower, 2-3 Rajuk Avenue, Motijheel C/A, Dhaka-1000

PROXY FORM

I/We of (Address)

being Member(s) of South Bangla Agricultural and Commerce Bank Limited and entitled to participate and vote at the 2nd Extra-ordinary General Meeting (EGM), hereby appoint Mr./Mrs./Ms/Miss of (Address)

as my/our Proxy to participate and vote on my/our behalf at the 2nd EGM of the Company to be held Online/Virtually using Digital Platform through the Link: <https://sbacbank-egm.bdvirtual.com> at 11:00 AM on Sunday, June 18, 2023 or at any adjournment thereof.

Signed this day of, 2023.

Signature of Proxy

Signature of Member

Folio No./ BO ID No.

No. of Shares held

Stamp(s) of
Tk. 100/-

N.B: This Proxy Form, duly completed (as recorded with the Bank) and signed (in accordance with the specimen signature recorded with Bank), must be sent through email at cs@sbacbank.com / deposited at the Registered Office of the Company no later than 72 (seventy two) hours before commencement of the EGM. Proxy is invalid if not signed and stamped as explained above.

ATTENDANCE SLIP

I hereby record my participation at the 2nd EGM of the Company being held online/virtually using digital platform on Sunday, June 18, 2023, at 11:00 AM.

Name of Member/Proxy (In Block Letters)

Folio No./ BO ID No.

No. of Shares held

Signature of the Member/Proxy

Date