



Head Office

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REVISED NOTICE OF THE 40th ANNUAL GENERAL MEETING

Notice is hereby given to all honorable shareholders of National Bank Limited that the **40th Annual General Meeting** of the Company will be held on **Wednesday, the 12th February 2025 at 11.00 a.m. at Samarai Convention Center, 23/G/7, Panthapath, Dhaka-1205** to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Accounts of the Bank for the year ended 31st December, 2022 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To declare Dividend for the year ended 31st December, 2022 as recommended by the Board of Directors.
3. To approve the appointment of Statutory Auditors for the year 2023 and their remuneration.
4. To approve the appointment of Compliance Auditors for the year 2023 and their remuneration.

SPECIAL BUSINESS:

To adopt the change of registered name of the Bank to ‘National Bank PLC’ from ‘National Bank Limited’ in accordance with the Companies Act 1994 (amendment upto 2020) and to amend in the relevant clauses of the Memorandum and Articles of Associations of the Bank by adopting the following special resolution:

“Resolved that the proposal of changing of registered name of the Bank to ‘National Bank PLC’ from ‘National Bank Limited’ in accordance with the Companies Act 1994 (amendment upto 2020) and amendment in the relevant clauses of the Memorandum and Articles of Associations of the Bank be and is hereby approved subject to approval of regulatory authorities.”

By order of the Board of Directors

Dated: Dhaka
20th January 2025

Sd/-
Md. Kaiser Rashid
Company Secretary

Notes:

- i) The Board of Directors has recommended **No dividend** for the year ended 31st December, 2022.
- ii) Agenda items related to appointments/reappointments of Directors are not included in this notice as the Board has recently been reconstituted by Bangladesh Bank vide letter no. বিআরপিডি(বিএমএমএ)৬৫১/৯(২)ডিএ/২০২৪-৭২৬৬ dated 20.08.2024.
- iii) The 40th AGM of the Bank, earlier scheduled for 21.12.2023, could not be held within the stipulated time due to a stay order from the Honorable High Court Division, which was subsequently dismissed. Now, the Honorable High Court has granted condonation of delay with the permission to hold the AGM. The Record Date was 12th June 2023. Members whose names appeared in the Register of Members of the Bank or in the Central Depository Bangladesh Limited (CDBL) on the Record Date will be eligible to attend and vote at the AGM.
- iv) M/s. Khan Wahab Shafique Rahman & Co., Chartered Accountants, was not eligible for re-appointment, having completed their third term as auditors. Consequently, the Board has appointed Aziz Halim Khair Choudhury, Chartered Accountants, as Financial Auditors for 2023 which subsequently approved by Bangladesh Bank subject to approval at the AGM.
- v) Any eligible member attending the AGM may appoint a proxy to attend and vote on their behalf. The proxy instrument, duly signed and affixed with requisite revenue stamp, must be submitted to the Bank’s Head Office at least 48 hours before the AGM.
- vi) In Compliance with BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018, Annual Report, Attendance Slip and Proxy Form along with the Notice sent in soft Form to the Members’ registered e-mail address linked with their respective BO ID as on record date. The Annual Report is also available in the Bank’s website at www.nblbd.com
- vii) Valued Members are requested to update their information through their respective Depository Participants (DP).
- viii) In compliance with the restriction imposed by Bangladesh Securities and Exchange Commission vide their Circular No. SEC/CMRRCD/2009-193/154 dated 24 October 2013 “no benefit in cash or kind, other than in the form of cash dividend or stock dividend, shall be paid to the holders of equity securities” for attending the ensuing AGM of the Bank.