



NOTICE OF THE 9TH (NINTH) EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that 9th (Ninth) Extra-Ordinary General Meeting (EGM) of The Premier Bank Limited will be held on May 05, 2021, Wednesday at 11.00 a.m. by using Digital Platform through the link <https://premierbank.bdvirtualagm.com> to transact the following business and if deemed fit to adopt the following resolutions as special resolution:

Proposed Special Resolution

- A. "Resolved that the Authorized Capital of the Company be increased from Tk.10,00,00,00,000.00 (Taka one thousand crores) only divided into 100,00,00,000 ordinary shares of Tk.10.00 (Taka ten) each to Tk.15,00,00,00,000.00 (Taka one thousand five hundred crores) only divided into 150,00,00,000 ordinary shares of Tk.10.00 (Taka ten) each as well as Clause-V of the Memorandum of Association and Article- 5 of the Articles of Association of the Company shall be amended as follows subject to approval from the Shareholders at EGM and subsequently from the Regulatory Authorities"

Amendment of Clause V of the Memorandum of Association of the company

Existing clause	Proposed clause
V. The authorized capital of the Company is Tk.10,00,00,00,000.00 (Taka one thousand crores) only divided into 100,00,00,000 ordinary shares of Tk.10.00 (Taka ten) each, with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company and to divide the shares in the Company for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified of special right, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.	V. The authorized capital of the Company is Tk.15,00,00,00,000.00 (Taka one thousand five hundred crores) only divided into 150,00,00,000 ordinary shares of Tk.10.00 (Taka ten) each, with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company and to divide the shares in the Company for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified of special right, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

Amendment of Article 5 of the Articles of Association of the company

Existing Article	Proposed Article
5. The Authorized Share Capital of the Company shall comprise ordinary shares of Tk.10,00,00,00,000.00 (Taka one thousand crores) only divided into 100,00,00,000 ordinary shares of Tk.10.00 (Taka ten) each, which shall consist of "A" & "B" class shares in the ratio 50% to each class with power to increase or reduce the share capital of the Company in accordance with the provisions of the Act and shall be offered for subscription in the following manner: (i) Group A – Sponsors 50% (ii) Group B – General Public 50%	5. The Authorized Share Capital of the Company shall comprise ordinary shares of Tk.15,00,00,00,000.00 (Taka one thousand five hundred crores) only divided into 150,00,00,000 ordinary shares of Tk.10.00 (Taka ten) each, which shall consist of "A" & "B" class shares in the ratio 50% to each class with power to increase or reduce the share capital of the Company in accordance with the provisions of the Act and shall be offered for subscription in the following manner: (i) Group A – Sponsors 50% (ii) Group B – General Public 50%

- B. "Resolved that the quorum for the meeting of the Board of Directors shall be 5 (five) instead of 7(seven), unless otherwise decided by the Board of Directors as well as Article- 112 of the Articles of Association of the Company shall be amended as follows subject to approval from the Shareholders at EGM and subsequently from the Regulatory Authorities"

Amendment of Article 112 of the Articles of Association of the company

Existing Article	Proposed Article
112. The quorum for the meeting of the Board of Directors shall be 7(seven), unless otherwise decided by the Board of Directors.	112. The quorum for the meeting of the Board of Directors shall be 5(five), unless otherwise decided by the Board of Directors.

All members of the Company are requested to make it convenient to attend the meeting in time.

Dated: 13th April, 2021

By order of the Board

Mohammad Akram Hossain, FCS
Company Secretary

Notes:

- The 'Record Date' was on Monday, 12th April, 2021. The Shareholders whose names appeared in the Register of members of the Company or in the Depository Register (CDBL) on the record date, they are eligible to attend the 9th EGM.
- A member eligible to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote on his/her behalf. The Proxy Form, duly stamped & signed by the member, must be sent through email to the Share Management Department of the Company at investorsrelation@premierbankltd.com at least 72 hours before the time for holding the meeting.