Corporate Governance

Report of the Audit Committee of the Board

Report of the Audit Committee of the Board

The Audit Committee is formed to assist the Board of Directors of the Bank in fulfilling its oversight responsibilities including implementation of the objectives, strategies and overall business plan set by the Board for effective functioning of the Bank. As an effective forum in assisting the Board of Directors for protecting the interest of stakeholders, the Committee carries out regular oversight functions in a systematic & continuous manner and monitors & assesses the organizational performance against evolving regulatory requirements.

In compliance of the Bangladesh Bank BRPD Circular No. 02 dated 11 February 2024 and BSEC's (Bangladesh Securities and Exchange Commission) Notification regarding Corporate Governance Code dated 3 June 2018, Audit Committee of the Board of The Premier Bank PLC. has been formed with an aim to assist the Board of Directors of the Bank to discharge its responsibilities by reviewing and/or overseeing the financial reporting, internal control, risk management process, auditing activities and compliances with existing laws and regulations and Code of Business Conduct.

Constitution of the Audit Committee

The Audit Committee consists of the following two members:

SL. No.	Name	Status with the Committee	Status with the Board
1	Mr. Md. Forkan Hossain	Chairman	Independent Director
2	Mr. M Nurul Alam FCS, CCEP-I, CGIA	Member	Independent Director

As per regulatory guidelines, the Company Secretary of the Bank acts as the Secretary to the Audit Committee. Senior Officials of the Bank attend the Meetings on invitation.

Functions of the Audit Committee

Main functions of the Audit Committee are to facilitate the Board in its oversight responsibilities. In order to fulfill the responsibilities, among others, main responsibilities of the Audit Committee are as follows:

- Oversee the Financial Reporting Process,
- Review the adequacy of Internal Audit Function,
- Review all quarterly, half yearly and annual financial results of the Bank and its subsidiaries prior to submission to the Board of Directors for approval,
- Review Internal Audit Report and External Audit Report,
- Review the system of Internal Control and Management of financial risk,
- Ensure monitoring compliance of existing laws and regulations and its own code of business conduct,
- Recommend to the Board regarding the appointment or reappointment of the External Auditors.
- Performing other activities as and when requested by the Board of Directors.

Meetings & Major areas focused by the Audit Committee in 2025

The Audit Committee of Board of Directors of the Premier Bank PLC. conducted 11 (eleven) meetings in the year of 2025 and held detailed discussions and review sessions. During the year among other things, the following issues were discussed/evaluated/reviewed:

- Reviewed annual & quarterly audit plans, including audit methodology in assessing & rating risks of auditable areas and internal audit reports encompassing the audit issues, audit recommendations and Management's responses on the findings.
- Reviewed the audit and inspection reports of Bangladesh Bank and advised the Management to implement recommendations of Bangladesh Bank Inspection Team in order to ensure effective control & compliance.
- Reviewed various comprehensive internal audit and inspection reports of the Branches and Divisions of Head Office and advised execution of corrective measures for effective operational control and compliance.
- Suggested improvement actions in the areas of internal controls, systems & efficiency enhancements in consultation with the Management and subsequent implementation of these recommendations through follow-up audit reports which were duly reviewed in its later meetings.
- Reviewed the corrective measures taken by the Management with regard to the reports submitted by Internal Audit, Bangladesh Bank Inspection Team and External Auditors and subsequently informed the Board of Directors on a regular basis.
- Reviewed the Force Loan position of the Bank along with Management initiatives to recovery.
- Recommended for appointment of External Auditors to conduct audit of the financial statements (Accounts) of the Bank for the year 2025.
- Reviewed quarterly statements of the fraud & forgeries and recommended corrective measures against fraud-forgeries and deficiencies in the internal control system of the Bank.
- Discussion with the Management and the External Auditors to exchange the views regarding Financial Statements-2024
- Reviewed the annual financial statements of the bank for the year ended December 31, 2024, as certified by the

external auditors, before submission for consideration to the Board.

- Reviewed the unaudited quarterly/ half yearly (Q1, Q2, and Q3) financial statements of the bank for the year 2025 before submission to the Board for consideration.

Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee (NRC) is established to oversee and ensure effective governance regarding the nomination and remuneration of directors, independent directors and senior management, aligning with the bank's strategic objectives.

The Audit Committee of the Board acts as the Nomination and Remuneration Committee (NRC) in addition to its regular activities as per BRPD Circular Letter No. 21 dated May 12, 2024.

The Nomination and Remuneration Committee (NRC) shall conduct at least one meeting in a year. Minutes of each meeting of NRC shall be ratified in the next meeting of the Board of Directors.

Terms of Reference (ToR) of the Nomination and Remuneration Committee (NRC)

NRC shall be independent and responsible or accountable to the Board and to the shareholders:

- Identifying and recommending candidates for appointment as Independent Directors;
- Note: Bank's Director, Independent Director, Managing Director or Chief Executive Officer and executives/officers (two tire below MD & CEO) appointment/recruitment, responsibilities-duties, honorarium, salary-allowances where applicable, incentive bonus and other benefits related activities will be followed as per Bank Company Act, Bangladesh Bank's Circulars/Circular letter i.e. BRPD Circular No-02 Dated: 11th February 2024, BRPD Circular No- 03 Dated: 14th February 2024, BRPD Circular No-05 Dated: 27th February 2024 and subsequent amendment from time to time.
- Identifying the company's needs for employees at different levels and determining/evaluating their selection, transfer or replacement and promotion criteria are being carried in line with HR policies;
- Developing, recommending and reviewing annually the company's human resources and training policies;

The proceedings of each meeting of the NRC shall be duly recorded in the Minutes & such minutes shall be confirmed in the next meeting of the NRC.

The TOR will be reviewed and updated if required, to reflect changes in regulations and will be followed simultaneously in line with the Bangladesh Bank guidelines/circulars and Corporate Governance Code of Bangladesh Securities & exchange Commission.

Meetings of Nomination and Remuneration Committee (NRC) in 2025

The Audit Committee/NRC of the Board of Directors of The Premier Bank PLC. held 1 (one) meeting during the year 2025. In that meeting, the Committee conducted detailed discussions and reviewed the relevant matters.

Acknowledgement

The Audit Committee accords its sincere thanks and gratitude to the members of the Board of Directors, Management and the Auditors for their continuous support to the Committee while discharging their duties and responsibilities in terms of the statutory guidelines.

On behalf of the Audit Committee,

Md. Forkan Hossain
Chairman, Audit Committee

Statement of Directors' Responsibilities on Financial Reporting

e Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable laws and regulations. Company law requires the directors to present the report along with the financial statements for each financial year in accordance with IFRSs and IASs as adopted by The Institute of Chartered Accountants of Bangladesh (ICAB) and applicable laws and regulations. The financial statements are required by law to present fairly the financial position and the performance of the Company and to comply with Bank Companies Act 1991, the rules and regulations issued by the Bangladesh Bank, the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations. This Report has also a separate section named as 'Directors' Report 2023' in compliance with section 184 of Companies Act 1994 that contains among others, a review of the following issues:

- Statement of the Bank's affairs
- Well-organized internal control systems for establishing sustainability
- Sound Corporate Governance practice
- Efficient Risk Management process and polices

Disclosure of information with reasonable accuracy at any time the financial position of the Company and enables them to ensure that its financial statements comply with the Companies Act 1994 and Bank Companies Act 1991 (amended up to 2024) and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities. The Directors confirm that the Annual Report together with Directors' Report and the Financial Statements for the year 2025 have been prepared in compliance with the law, rules and regulatory guidelines and compliance of the Commission's Notification No. BSEC/CMRRCD/2006-158/207/ Admin/80, dated 3 June, 2018.

On behalf of the Board of Directors

Chairman
The Premier Bank PLC.

Report of the Shari'ah Supervisory Committee

بسم الله الرحمن الرحيم

For the year ended on 31st December, 2025

الحمد لله رب العالمين الصلاة و السلام على سيدنا محمد و اله و اصحابه اجمعين

All praise is due to Almighty Allah, the Lord of the Universe, The Beneficent, The Merciful and peace and blessing of Allah be upon the Prophet Muhammad (peace be upon him) and upon his all other descendants and companions.

To the Shareholders of the Premier Bank PLC.

Assalamu Alaikum Wa Rahmatu Allahi Wa Barakatuhu,

In compliance with the terms of reference of the Bye Laws of the Shari'ah Supervisory Committee, we submit the following Report on the Islamic Banking operations of the Premier Bank PLC. for the year ended on 31st December, 2025:

"The Shari'ah Supervisory Committee of the Premier Bank PLC. consists of Shari'ah Scholars, renowned Islamic Bankers and Professionals. The Shari'ah Supervisory Committee meeting is usually held once in a quarter to provide opinion on various Shari'ah related issues referred to it by the Management of the Bank.

We have reviewed the principles and the contracts relating to the transactions and applications introduced by the Islamic Banking Division during the period from 1st January, 2025 to 31st December, 2025. We have conducted our review on the basis of Shari'ah inspection reports of the Muraquib (Shari'ah Auditor) to form our opinion as to whether the Bank has complied With Shari'ah rules and principles and also with the specific fatwas, rulings and guidelines issued by us. In addition to our fatwas, the Muraquib also followed the Internal Control & Compliance guidelines on Islamic Banking issued by the Bangladesh Bank.

The prime responsibility for ensuring Shari'ah compliance of the Bank's operations lies with the Board of Directors and Executive Management. The Premier Bank PLC. Management is responsible for ensuring that they conduct its Islamic Banking business in accordance with the Shari'ah Rules and Principles. It is our responsibility to form an independent opinion, based on our review of the Islamic Banking Division and to report to you.

We conducted our review which included, on a test basis of each type of transaction, the relevant documentation and procedures adopted by the Islamic Banking Division. We planned and performed the review so as to obtain the information and explanation which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that The Premier Bank PLC. has not violated Shari'ah rules and principles in its Islamic Banking operations.

In our opinion

a. The contracts, transactions and dealings entered into by The Premier Bank PLC. Islamic Banking during the year ended 31st December, 2025 that we have reviewed follow Shari'ah rules and principles;
b. Distribution of profit to the Mudaraba Depositors confirms to the basis that had been approved by us in accordance with Shari'ah rules and principles;
c. All earnings that have been realized from sources or by means prohibited by Shari' ah rules and principles have been disposed of to charitable causes; and
d. Zakat is not applicable for The Premier Bank PLC. branches and windows based on Islamic Banking.

During the year under report, the Shari'ah Supervisory Committee has advised the Bank on the following Issues:

a. To take effective steps aiming at gradual development of the employees and customer's awareness about concept and operational methodology of Islamic banking & Shari'ah compliance in Islamic Banking;
b. To organize in-depth training courses for employees and orientation programs for the Clients' periodically; and
c. To continue close monitoring of non-performing investment for improvement of quality of assets.

May Allah bless us with the best tawfeeq to accomplish His cherished tasks, make us successful in this world and in the life hereafter and forgive our mistakes.

Wassalamu Alaikum Wa Rahmatu Allahi Wa Barakatuhu.

Mufti Hafez Maulana
Mohammad Muhibillahil Baqee Nadvi
Chairman Shari'ah Supervisory Committee

Corporate Governance Practices

Corporate Governance refers to the policies and procedures applied by a company in attaining its set out objectives, its corporate goals, and so also its mission and vision. Corporate Governance promotes corporate fitness, transparency and accountability. The ultimate control of Corporate Governance is vested on the Board of Directors. It entails the method applied by the Board to ensure execution of its directives in the desired way. Corporate Governance deals with the composition of the Board, role of Board, the framework of internal controls and the relationship between the Board and Shareholders.

Our Bank gives utmost importance to key parameters of corporate governance such as board system and its independence, function of board sub-committees, fair financial reporting, disclosure and compliance, and consistency of shareholders value enhancement. The Board of Directors and Management of our Bank ensures accountability, fairness and transparency in the company's relationship with all its stakeholders. Our Bank is committed to ensure that its policies and practices reflect the highest standards of corporate governance.

Proclamation to the Shareholders

Shareholders have the right to inspect the company's books and records or sue against the company for misdeeds of the directors and officers. Thus, the Bank, to protect shareholders right, holds Shareholder's meeting with serving required notice in time as per regulations. Annual Report and other documents/ information are sent to all shareholders to ensure their effective participation in the meetings in person or by proxy. The annual report of the Bank covers all the notes for current financial year, business performance, future plan and strategy and other key corporate information and disclosures. The Bank always shares a portion of its profit with shareholder in the form of dividend every year. All shareholders are treated equally on the basis of one vote per share. The shareholders' role is to appoint the suitable directors and the auditors for the Bank.

Board of Directors occupies the center stage of overall governance practice of The Premier Bank PLC and is responsible for establishing an appropriate governance structure in the Bank. Board of Directors of The Premier Bank PLC. comprises of 06 (six) Members including 05 (five) Independent Directors in pursuance with respective regulatory requirements. All the Directors were elected by the shareholders of the company, in conformity with Bangladesh Bank guidelines and also the Articles of Association of the Bank. Board is the apex body for strategy and policy formulations and for taking decisions on business, operational and financial matters besides ensuring compliance and risk management of the Bank.

The Board of Directors sits regularly throughout the year and exercises control over strategic, financial, operational, internal control and compliance issues. The Board charts the strategic direction of the Bank, takes part in strategy formulation, setting objectives, establishing and communicating corporate values and policy guidelines. The Board also monitors the Management's handling of business affairs within an agreed framework. Management of the Bank operates within the policies, guidance and limits approved by the Board to ensure good governance in the Bank

Independent Directors

Independent directors are appointed by the Board and subsequently approved by BSEC, Bangladesh Bank and the shareholders in the AGM. It is mentionable that Bank has followed the criteria set in the Corporate Governance Code issued by Bangladesh Securities and Exchange Commission (BSEC) and Bangladesh Bank while appointing Independent Directors. Independent directors being conversant in the field of financial, regulatory and corporate laws enjoy full freedom to carry out their assigned responsibilities.
Board of Directors

Shareholding structure

As of December 31st, 2025, the Sponsors & Directors of The Premier Bank PLC. held 23.92 percent shares of total shares whereas the financial institutions, foreign and general public are holding 21.56 percent, 0.20 percent and 54.32 percent shares respectively.

Composition	Number of Shares	% of total shares
Sponsor shareholders & Director	294,988,380	23.92%
Financial Institutions	265,964,639	21.56%
Foreign Corporate Bodies	2,434,336	0.20%
General Public	670,043,778	54.32%
Total	**1,233,431,133**	**100.00%**

Responsibilities and Authorities of the Board of Directors

The Board has ultimate responsibility for the bank's business strategy and financial soundness, internal control and governance structure and practices, and risk management and compliance obligations. The Board may delegate some of its functions, though not its responsibilities, to board committees where appropriate.

The Board ensures that the bank's organizational structure enables the Board and senior management to carry out their own responsibilities and facilitates effective decision making and good governance. This includes clearly laying out the key responsibilities and authorities of the Board itself, of the senior management and of those responsible for the control functions. The Board approves the bank's budget and business plan and reviews them on quarterly basis so as to give directions as per changing economic and market environment. The Board reviews the policies and manuals of the various segments of businesses in order to establish effective risk management in credit and other.

The roles and responsibilities of the Board of Directors under broad categories are outlined below (but not limited to) in compliance with Bangladesh Bank BRPD Circular No. 02 dated February 11, 2024.

Formation of Committees

The Board has formed three Committees viz Executive Committee, Audit Committee and Risk Management Committee as per requirement of BRPD Circular No. 02 dated February 11, 2024 in order to increase efficiency and allow deeper focus in specific areas. The Committees are created and mandated by the full Board. Committee has specified roles and responsibilities that set out in line with Bangladesh Bank, Bangladesh Securities Exchange Commission (BSEC) and other regulatory guidelines.

Executive Committee (EC)

The Executive Committee comprises of 03 (three) members nominated by Board of Directors. All operational matters (Beyond delegation of the Managing Directors and complying with Bangladesh Bank's rules and regulations) including expenses etc., are within the discretion of Executive Committee. The EC is also authorized to sanction all types of credit facilities other than those specifically vested on the Board of Directors (i.e. large loan) through the Bank Companies Act- 1991 and any other rules & regulations. However, minutes of all EC meetings is submitted to the Board for review & ratification.

Audit Committee

Audit Committee consists of 02 (two) members of the Board of Directors in order to fulfilling its oversight responsibilities of the Board. The Committee reviews the financial reporting process, the system of internal control and management of financial risks, the audit process, and the bank's process for monitoring compliance with laws and regulations and its own code of business conduct. The roles and responsibilities of the Audit Committee are governed/guided by Bangladesh Bank's BRPD Circular No. 02 dated February 11, 2024 and BSEC's Notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03.06.2018 and subsequent amendment.

Risk Management Committee (RMC)

The Risk Management Committee has been formed with 5 (five) members of the Board of Directors in order to mitigate impending risks arising out from strategies and policies formulated by the Board. The Committee also scrutinizes whether appropriate risk management measures are being put in place and applied and whether adequate capital and provision is being maintained against the risks identified.

Disclosure on Governance regarding meetings of the Board of Directors

The company conducts its Board meetings and record the minutes of the meetings as well as keeps required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.

Management Committees & Delegation of Power

Management team of the Bank is headed by the Managing Director & CEO. There are several committees grouped into Senior Management Team (SMT), MANCOM, Credit Committee, Asset Liability Management Committee (ALCO), ICT Steering Committee, ICT Security Committee Integrity Committee and Purchase Committee etc. The Management Committee (MANCOM) is mainly responsible for recommending strategy and monitoring business performance and internal control of the bank and its subsidiaries. Management of the Bank has been empowered with appropriate finance and business decision making authorities as per the guidelines of Bangladesh Bank.

Responsibilities and Authorities of the Managing Director & CEO

The CEO of the Bank discharges the following roles and responsibilities:
In terms of the financial, business and administrative authorities vested upon him by the board, the CEO discharges his own responsibilities. He remains accountable for achievement of financial and other business targets by means of business plan, efficient

implementation thereof and prudent administrative and financial management.

The CEO ensures compliance of the Bank Company Act, 1991 and other relevant laws and regulations in discharging routine functions of the bank.

At the time of presenting any memorandum in the Board Meeting or Board Committee Meeting, the CEO informs, if there is any deviation from the Bank Company Act, 1991 and other relevant laws and regulations.

The CEO reports to Bangladesh Bank about any violation of the Bank Company Act, 1991 or of other laws/regulations.

The recruitment and promotion of all staff of the bank except those in the two tiers below him rests on the CEO. He acts in such cases in accordance with the approved service rules on the basis of the human resources policy and sanctioned strength of employees as approved by the board.

The authority relating to transfer of and disciplinary measures against the staff, except those at two tiers below the CEO, rests on him, which he applies in accordance with the approved service rules. Besides, under the purview of the human resources policy as approved by the board, he nominates officers for training etc.

Performance Evaluation of the Managing Director of the Bank Better performance is always expected from the Chief Executive Officer (CEO) of the Bank. Performance of the Managing Director & CEO is assessed based on certain Key Performance Indicators (KPIs). A few mentionable KPIs like meet annual budgetary targets approved by the Board, maximize shareholder value measured through ROA, ROI, ROE, EPS, sustainable growth in investment and revenue earning, gradual reduction of the NPL ratio and improvement in the scores for CAMELS rating are expected by the Board of Directors from CEO of the Bank.

Human Capital

Strategic human resource management is a key driver of The Premier Bank's overall performance. The HR Division's primary role is to maximize employee potential and align it with organizational goals. Our mission is to be the employer of choice, fostering a workplace where talent thrives. We are implementing initiatives centered on Diversity, Equity, and Inclusion (DEI), ensuring every employee contributes meaningfully to the Bank's success.

The Premier Bank HR Division has consistently implemented initiatives designed to achieve the highest levels of employee engagement and service excellence in the banking industry. These initiatives are deeply anchored in the principles of Diversity, Equity, and Inclusion, which remain a cornerstone of our organizational culture and a long-standing practice.

Performance Management, Promotion & Reward

The Premier Bank PLC relies on the strength of its talented workforce and has introduced SMART KPIs to transparently evaluate both quantitative and qualitative contributions. As part of our Performance Management framework, the HR Division has implemented several initiatives:

1. Promotion process: The promotion process evaluates employees based on their individual performance, followed by an interview. This year, a combination of online and in-person interviews was introduced to make the process digitally faster and more cost-effective. Additionally, for the first time, a written examination was conducted for employees seeking promotion from non-executive to executive roles.
2. Promotion exercise 2024: Resulting in 685 employees being promoted across different grades.
3. Performance-based rewards: KPI evaluations determine ratings, with incentives and salary increments awarded to high performers.

Learning & Talent Development Centre (LTDC) – 2025 Highlights

The Premier Bank Learning & Talent Development Centre (LTDC) continues to play a pivotal role in strengthening employee competencies through structured training, development, and career progression initiatives. By equipping staff with the right skills and knowledge, LTDC ensures employees remain agile and responsive to the evolving needs of customers across diverse segments.

Key Achievements in 2025

- Training & Workshops:
- 68 in-house sessions conducted, engaging 1,754 employees (with many attending multiple modules).
- 83 employees participated in online training programs.
- 100 employees attended external training at institutions such as BIBM, BBTA, and BAB, etc.
- Staff were nominated for 69 external workshops during the year.
- In-house Training Plan:
- Designed to strengthen both core and behavioral competencies, ensuring holistic employee development.
- Job Rotation & Transfers:
- 608 employees reassigned based on grade, role, and competency alignment, fostering diverse skill

exposure and career growth.

- Extensive Training Hours:
- Significant investment in structured modules, including the foundation program, to build long-term capability and professional excellence.

Handling of Grievances

The Bank maintains an open-door policy to address urgent workplace concerns and grievances promptly. Employees are encouraged at all levels to raise issues directly, allowing us to resolve matters quickly and collaboratively. This approach helps prevent minor concerns from escalating into major problems or formal disputes, fostering a culture of trust and transparency.

Organization Development & Policy Improvement

In 2025, The Premier Bank PLC. reaffirmed its commitment to building a high-performance culture, prioritizing employee well-being, and driving strategic workforce development. As a cornerstone of the Bank's success, the HR Division focused on talent acquisition, capacity building, policy refinement, and employee engagement to ensure a motivated, future-ready workforce. Key initiatives included:

- Standard Manning allocation: Ensured proper staffing at branches based on branch grading.
- Corporate Organogram revision: Strengthened accountability and streamlined information flow.
- HR Business Partner model: Implemented to provide seamless support across the organization.
- Policy refinement: Updated HR policies to align with industry standards, emphasizing balanced engagement, gender equity, and enhanced employee benefits.
- Employee well-being focus: Introduced initiatives addressing motivation, work-life balance, and financial wellness.

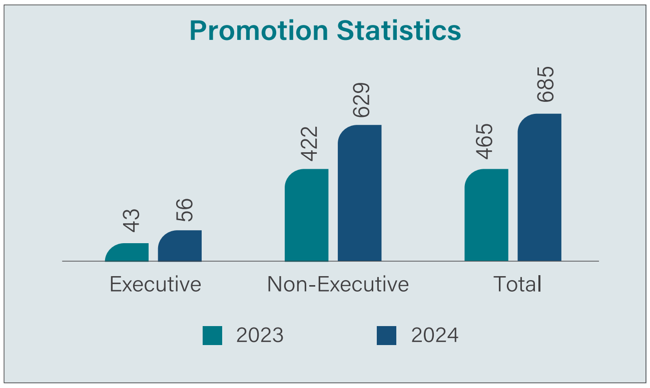
Employee Motivation and engagement

Premier Bank PLC. is committed to equal opportunity and recognizes that employees are the driving force behind sustainable business growth. To support this, the Bank offers a competitive compensation and benefits package, including provident and gratuity funds, concessional passage, group insurance (life, health, maternity), incentive bonuses, annual and special increments, promotions, and rewards. These initiatives contribute to employee satisfaction, balanced career growth, and motivation. Over time, the Bank has successfully cultivated a culture that makes it a 'preferred workplace,' strengthening retention and reducing turnover.

In 2025, HR introduced additional initiatives to enhance employee motivation and engagement, including:

- Career progression: Ensuring smooth and fast-track advancement opportunities, keeping employees motivated, proactive, and engaged at their highest potential.
- Promotion exercise: The 2024 promotion cycle, executed in 2025, resulted in 685 employees being promoted across various grades.

Job Level	No. of Promoted Employees
Executive	56
Non-Executive	629
Total	685



Employee Welbeing

Premier Benefits

Bonus & Recognition
Incentive Bonus, Festival Bonus, Appreciation

Car
Car Loan Scheme for Employee as per entitlement at zero interest rate

House
Employee House Building Loan (EHBL) Facility at attracting interest rate

Health
Life insurance, Health benefit-IPD & OPD, Maternity Benefit

End Service Benefit
Gratuity, Provident Fund, Leave Encashment

Credits
Loan facility against Provident Fund

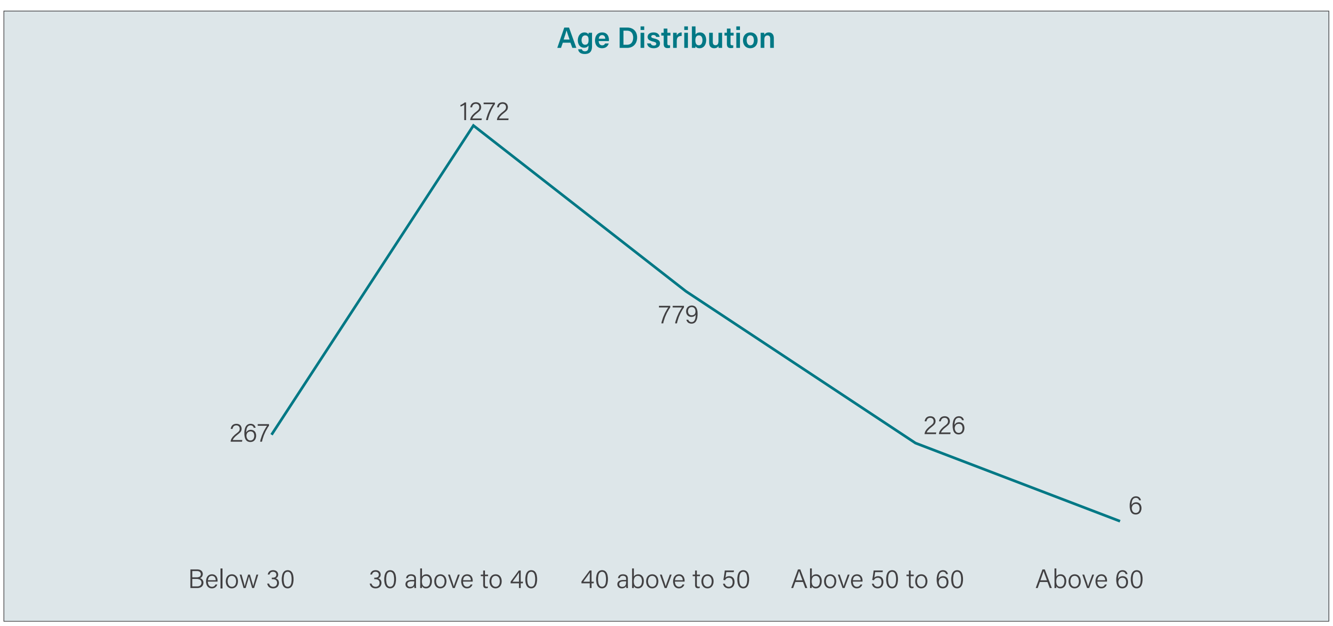
Privilege
No a/c maintenance Charge, Waiver of annual Credit Card fee

2nd Home
A energized, cohesive and diverse work environment. Balanced Work Life

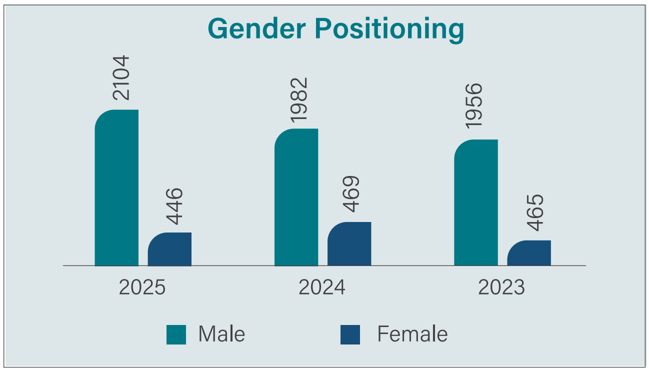
Age Distribution

Core Strength: Around 50% of employees are aged below 40 years which signifies the strength that Premier Bank is having young, dynamic and capable resources.

Age Group	Male	Female	Total	Percentage	Male-Female Ratio
Below 30	229	38	267	10%	86 : 14
30 to 40	1027	245	1272	50%	81 : 19
40 to 50	634	145	779	31%	81 : 19
50 to 60	208	18	226	9%	92 : 8
Above 60	6	-	6	0%	100 : 0
Total	2104	446	2550	100%	83 : 17



Gender Positioning: Currently, women make up around 17% of the workforce at The Premier Bank PLC. The Bank is deeply committed to empowering female employees by creating equal opportunities for career growth and promoting them into leadership roles. Many key positions are already successfully held by women, including Division and Department Heads, Deputy Heads, and Branch Operations Managers. At present, seven of our branches are led by women serving as Operations Managers. This reflects our ongoing dedication to building a diverse and inclusive workplace where talent is valued, recognized, and nurtured.



The Premier Bank PLC ensures smooth operations and quality service delivery with the support of 277 sub-staff members, including attendants and drivers, across its divisions, departments, branches, and sub-branches. Together, they play a vital role in maintaining efficiency and service excellence.

The Premier Bank family now comprises a total of 2,550 employees, guided by a dynamic management team committed to fostering growth, innovation, and employee engagement.

Action Plan for 2026

Premier Bank PLC has introduced several forward-looking HR initiatives to strengthen employee engagement, engagement, performance, and organizational growth:

- Long Service Award: Recognition by the Honorable Chairman of the Board of Directors.
- Best Employee Award: Monthly recognition at Division, Department, and Branch levels.
- 360° Assessment Module: Integrated into HRIS to provide comprehensive performance evaluations.
- AI-Based Recruitment: Leveraging technology to streamline and enhance hiring processes.
- Succession Planning: Ensuring continuity in critical roles as part of talent management.
- Personal Improvement Plan (PIP): Focused on individual growth and performance enhancement.
- Branch Re-grading: Realigning branch structures to optimize efficiency.

Competency Mapping: Identifying and aligning employee skills with organizational needs.

Group Insurance Renewal and Claims Update (2025)
The Bank renewed its Group Insurance coverage (Life, Health, and Maternity) to safeguard the well-being of employees. During 2025, a total of 1,113 hospitalization claims—including OPD and maternity—were successfully settled, amounting to Taka 292.00 lac

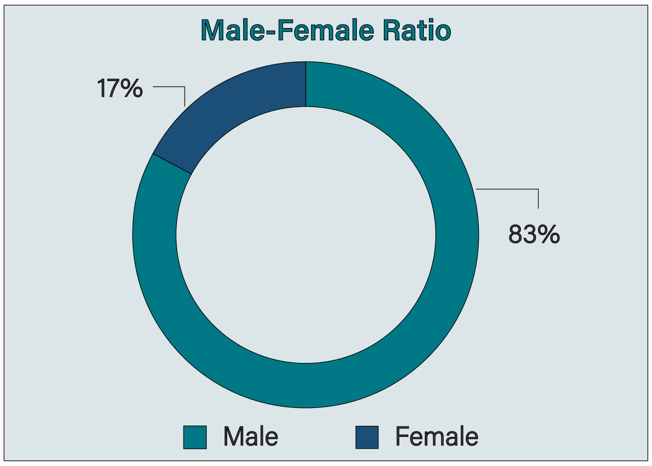
Awarded promotion of deserving 685 employees in different grades for the year 2024;
By introducing a mix of online and in-person interviews, the Bank accelerated the recruitment process while reducing associated costs. For promotions, the first-ever written examination for non-executive employees aspiring to executive roles ensured a more transparent and merit-based selection, strengthening the overall quality of leadership.

On-boarded 6 fresh talents and 18 lateral entrants to ensure a diverse mix of talent;
Developed training calendar for the year 2026 to ensure all employees under extensive training program in line with talent pool and succession plan;
Digitally archived of employee's personal files, policies & documents and installation of mobile file compactor for maintenance of physical files.

Top Achievements- 2025

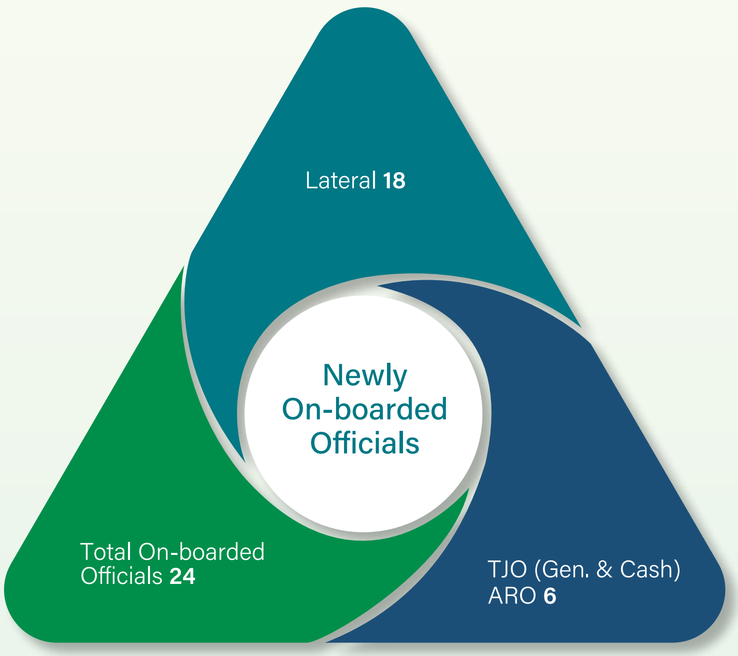
Key Figures -2025

Region wise	Male	Female	Grand Total	Male-Female Ratio
Barishal	25	7	32	78 : 22
Chattogram	210	36	246	85 : 15
Dhaka	1650	374	2024	81 : 19
Khulna	52	12	64	81 : 19
Mymensingh	34	6	40	85 : 15
Rajshahi	73	5	78	93 : 7
Rangpur	32	4	36	88 : 12
Sylhet	28	2	30	93 : 7
Grand Total	2104	446	2550	83 : 17

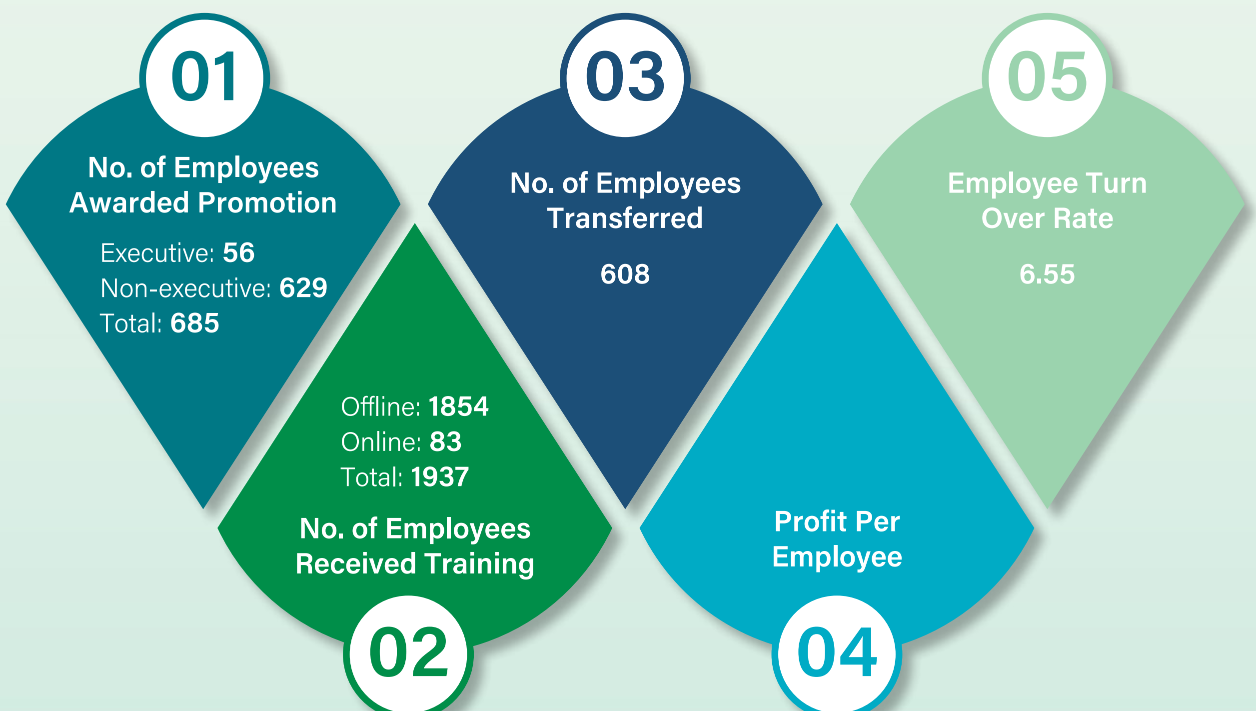


Grade Wise	Male	Female	Grand Total	Male-Female Ratio
SAVP to Above (Executive Level)	268	18	286	96 : 4
EO to AVP (Mid-Level)	639	189	828	79 : 21
JO to SO (Entry Level)	911	237	1148	77 : 23
Probationer (MTO, TJO (G & C), ARO)	10	1	11	87 : 13
Support Staff	276	1	277	99.7 : 0.3
Total	2104	446	2550	83 : 17

Newly On-boarded Officials



Other Figures



The Premier Bank PLC.

Declaration by Managing Director and CFO

Annexure-A
[As Per condition No' 1(5)(xxvi)]

Date: 30.04.2026

The Board of Directors
The Premier Bank PLC.
Head Office, Banani
Dhaka-1213

Subject: Declaration on Financial Statements for the year ended on December 31, 2025.

Dear Sirs,

pursuanttorhecondition No.1(5)(xxvi) imposedvidetheCommission'sNotification No.BSEC/CMRRCD/2006-158/207 l Admin/80, dated 03 June, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

1. The Financial Statements of The premier Bank PLC. for the year ended on December 31, 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
2. The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
3. The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
4. To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
5. Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedure of the Company were consistently followed; and
6. The management's use of the going concern basis of accounting in preparing the financial statements is appropriateand there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that

i. We have reviewed the financial statements for the year ended on December 31, 2025 and that to the best of our knowledge and belief:
   a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   b. these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.

II. There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely your

Mohammed Forhad
FVP & In-Charge
FinancialAdministration Division

Md. Monzur Mofiz
Managing Director

QUAZI SABNAM & ASSOCIATES
Chartered Secretaries & Management Consultants

Report to the Shareholders of The Premier Bank PLC
on
Compliance on the Corporate Governance Code

Certificate as per condition No. 1(5)(xxvii)of the BSEC Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by The Premier Bank PLC for the year ended on December 31, 2025. This Code relates to the Notification No. BSEC/CMRRCD/2005-158/207/Admin/80 dated 3 June 2018 of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

(a) The Bank has complied with the conditions of the Corporate Governance Code as stipulated in the above-mentioned Corporate Governance Code issued by the Commission except those mentioned in the statement of compliance status;

(b) The Bank has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;

(c) Proper books and records have been kept by the Bank as required under the Companies Act, 1994, the securities laws and other relevant laws; and

(d) The Governance of the Bank is satisfactory.

Dhaka, April 30, 2026

For **Quazi Sabnam & Associates**

Quazi Sabnam

Quazi Sabnam, FCS
Chief Executive Officer

Status on Compliance of Corporate Governance Code

Annexure-C
[As per condition No. 1(5)(xxvii)]

Status of Compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June, 2018 along with subsequent amendments issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1	Board of Directors: -			
1(1)	**Size of the Board of Directors**: The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not to be less than 5 (five) and more than 20 (twenty).	√		
1(2)	Independent Directors			
1(2)(a)	At least 2(two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s): Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;	√		Bangladesh Bank, through letter No. BRPD(BMMA)651/9(27)DA/2025-9930 dated August 19, 2025, has formed the Board of Directors of The Premier Bank PLC. comprising 6 (six) Directors including 5(five) Independent Directors.
1(2)(b)(i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		
1(2)(b)(ii)	Who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company;	√		
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2(two) financial years;	√		
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	√		
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director, or officer of any stock exchange;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(2)(b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	√		
1(2)(b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special a udit or professional certifying compliance of this Code;	√		
1(2)(b)(viii)	Who is not independent director in more than 5 (five) listed Companies;	√		
1(2)(b)(ix)	who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for nonpayment of any loan or advance or obligation to a bank or a financial institution; and	√		
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude?	√		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM): Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company;	√		Bangladesh Bank, through letter No. BRPD(BMMA)651/9(27)DA/2025-9930 dated August 19, 2025, has reconstituted the Board of Directors of The Premier Bank PLC.
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90(ninety) days; and	√		
1(2)(e)	The tenure of office of an independent director shall be for a period of 3(three) years, which may be extended for 1(one) tenure only.	√		
1(3)	**Qualification of Independent Director: -**			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirement and corporate laws and can make meaningful contribution to business;	√		
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association; or	-		N/A

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk.100.00 million or of a listed company; or	√		Please see the Directors Profile for details
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or	√		Please see the Directors Profile for details
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	√		Please see the Directors Profile for details
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	√		Please see the Directors Profile for details
1(3)(c)	The independent director(s) shall have at least 10(ten) years of experiences in any field mentioned in clause (b);	√		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	-		N/A
1(4)	**Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer:-**			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	√		
1(4)(c)	The Chairperson of the Board shall be elected from among the nonexecutive directors of the company;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/ or Chief Executive officer;	√		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
1(5)	**The Directors' Report to the Shareholders:-**			
1(5)(i)	An industry outlook and possible future developments in the industry;	√		
1(5)(ii)	The Segment-wise or product-wise performance;	√		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		
1(5)(v)	A discussion on continuity of any extraordinary activities and their Implications (gain or loss);	-		No such events occurred
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	√		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or through any other instruments;	-		Not applicable
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;	-		Not applicable
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial Performance and Annual Financial Statements;	√		
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	√		
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		
1(5)(xvii)	A statement that there is no Significant doubt upon the issuer company's ability to continue as going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	√		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	√		
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	√		
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	√		No interim dividend was declared
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√		
1(5)(xxiii)	**A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:-**			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name -wise details);	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(5)(xxiii) (b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance their spouses and minor children (name- wise details);	√		
1(5)(xxiii) (c)	Executives; and	√		
1(5)(xxiii) (d)	Shareholders holding ten percent (10%) or more votes interest in the company (name-wise details).	√		
1(5)(xxiv)	**In case of the appointment or re-appointment of a director, a disclosure on the following information to the shareholders:-**			
1(5)(xxiv) (a)	a brief resume of the director	√		
1(5)(xxiv) (b)	nature of his/her expertise in specific functional areas;	√		
1(5)(xxiv) (c)	names of companies in which the person also holds the directorship and the membership of committees of the board.	√		
1(5)(xxv)	**A management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in financial statements, among others, focusing on:**			
1(5)(xxv) (a)	Accounting policies and estimation for preparation of financial statements;	√		
1(5)(xxv) (b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	√		
1(5)(xxv) (c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		
1(5)(xxv) (d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		
1(5)(xxv) (e)	briefly explain the financial and economic scenario of the country and the globe;	√		
1(5)(xxv) (f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	√		
1(5)(xxv) (g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A;	√		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C;	√		
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	√		
1(6)	**Meetings of the Board of Directors:** The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1(7)	**Code of Conduct for the Chairperson, other Board members and Chief Executive Officer**			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC), for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	-		Not applicable: The code of conduct of the Board (Chairperson of the Board, other board members and Chief Executive Officer) is guided as per Bangladesh Bank guidelines.
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company;	-		Not applicable
2	**Governance of Board of Directors of Subsidiary Company:-**			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	√		
2(b)	At least 1 (one) independent director of the Board of the holding company shall be a director on the Board of the subsidiary company;	√		
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.	√		
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	√		
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
3.	**Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary(CS):-**			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	√		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time: Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission: Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately;	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
3(2)	**Requirement to attend Board of Director's Meetings:** The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board.	√		Managing Director and Company Secretary joined all of the Board of Directors meetings. CFO and HIAC often joined.
3(3)	**Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)**			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:			
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	√		
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent illegal or violation of the code of conduct for the company's Board or its member;	√		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4.	**Board of Director's Committee.- For ensuring good governance in the company, the Board shall have at least following sub-committees:**			
4(i)	Audit Committee;	√		
4(ii)	Nomination and Remuneration Committee	√		As per BRPD Circular Letter No. 21 dated May 12, 2024 issued by Bangladesh Bank the Audit Committee of the Board performs assume the roles and responsibilities of the Nomination and Remuneration Committee (NRC).
5.	**Audit Committee:- Responsibility to the Board of Directors**			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	√		
5(1)(b)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	**Constitution of the Audit Committee**			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;		√	Audit Committee is formed with 2 (two) Independent Directors.
5(2)(b)	The Board shall appoint members of the audit committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1(one) independent director;	√		
5(2)(c)	All members of the audit committee should be "financially literate" and at least I (one) member shall have accounting or related financial management background and 10(ten) years of such experience;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	-		No such event occurred
5(2)(e)	The company secretary shall act as the secretary of the Committee.	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
5(3)	**Chairperson of the Audit Committee**			
5(3)(a)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an Independent director;	√		
5(3)(b)	In the absence of the Chairperson of the audit committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No.5(4)(b) and the reason of absence of the regular chairperson shall be duly recorded in the minutes.	-		No such event occurred
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	√		
5(4)	**Meetings of the Audit Committee**			
5(4)(a)	The Audit Committee shall conduct at least its 4 (four) meetings in a financial year;	√		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)	**Role of the Audit Committee: The Audit Committee shall-**			
5(5)(a)	Oversee the financial reporting process;	√		
5(5)(b)	Monitor choice of accounting policies and principles;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance plan and review of the Internal Audit and Compliance Report;	√		
5(5)(d)	Oversee hiring and performance of external auditors.	√		
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	Review along with the management, the annual financial statements before submission to the board for approval;	√		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval;	√		
5(5)(h)	Review the adequacy of internal audit function;	√		
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	Review statement of all related party transactions submitted by the management;	√		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.	√		
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	√		
5(5)(m)	Oversee whether the proceeds raised through Initial public Offering (IPO) or Repeat public Offering (RPO) or Rights Share offer have been utilized as per the purpose stated in relevant offer document or prospectus approved by the Commission:	-		Not applicable
5(6)	**Reporting of the Audit Committee:-**			
5(6)(a)(i)	**Reporting to the Board of Directors**: The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)	**The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:-**			
5(6)(a)(ii)(a)	Report on conflicts of interests;	√		
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements; control system;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	√		
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately	√		
5(6)(b)	**Reporting to the Authorities:** If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	-		No such event occurred and accordingly not reported.
5(7)	**Reporting to the Shareholders and General Investors**: Report on activities carried out by the Audit Committee, including any report made to the Board under condition 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		
6(1)	**Nomination and remuneration Committee (NRC):- Responsibility to the Board of Directors**			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	√		The Audit Committee of the Board assumed the roles and responsibilities in relation to the Nomination and Remuneration Committee (NRC) in accordance with BRPD Circular Letter No. 21 dated May 12, 2024 issued by Bangladesh Bank.
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	√		The Terms of Reference (ToR) of the NRC are set in accordance with the guidelines issued by Bangladesh Bank.
6(2)	**Constitution of the NRC**			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors;	√		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	-		Not applicable
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion form such external expert and/or member(s) of staff shall be required or valuable for the Committee;	-		Not applicable
6(2)(g)	The company secretary shall act as the secretary of the Committee;	√		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	√		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	√		
6(3)	**Chairperson of the NRC**			
6(3)(a)	The Board shall select 1(one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	-		No such event occurred
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:	√		
6(4)	**Meeting of the NRC**			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	-		No such event occurred
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	√		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
6(5)	**Role of the NRC**			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		
6(5)(b)	**NRC shall oversee, among others, the following matters and make report with recommendation to the Board:**			
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	-		The Audit Committee performs the roles and responsibilities of NRC in accordance with BRPD Circular Letter No. 21 dated May 12, 2024, issued by Bangladesh Bank, and the Corporate Governance Code 2018.
6(5)(b)(i) (a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	-		
6(5)(b)(i) (b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	-		
6(5)(b)(i) (c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	-		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	-		
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	-		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	-		
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	-		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	-		
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	-		
7(1)	**External or Statutory Auditors: The issuer shall not engage its external or statutory auditors to perform the following services of the company, namely:-**			
7(1) (i)	Appraisal or valuation services or fairness opinions;	√		
7(1) (ii)	Financial information system design and implementation;	√		
7(1) (iii)	Book-keeping or other services related to the accounting records or financial statement;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
7(1)(iv)	Broker - dealer services;	√		
7(1)(v)	Actuarial services;	√		
7(1)(vi)	Internal audit services or special audit services	√		
7 (1)(vii)	Any services that the Audit Committee determines.	√		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1);	√		
7(1)(ix)	Any other service that creates conflict of interest	√		
7(2)	No Partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company;	√		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General meeting or Extraordinary General Meeting) to answer the queries of the shareholders	√		
8.	**Maintaining a website by the Company:-**			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	√		
8(2)	The company shall keep the website functional from the date of listing.	√		
8(3)	The company shall make available the detailed disclosures on its website as required under the regulations of the concerned stock exchange(s)	√		
9.	**Reporting and Compliance of Corporate Governance:-**			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the Shareholders in the annual general meeting.	√		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	√		

Number of Meeting held & Attendance of the Board of Directors

Annexure-01
[As per condition No. 1(5)(xxii)]

(Meetings held from 01.01.2025 to 18.08.2025)

Name of Directors	Status	No. of Meeting held	No. of Attendance	Remarks
Mr. Mohammad Imran Iqbal	Chairman	8	8	The Board has granted leave of absence against the absentee Directors of the meeting.
Mr. Jamal G Ahmed	Vice Chairman		7	
Mr. Abdus Salam Murshedy	Director		0	
Mr. Shafiqur Rahman	Director		6	
Mr. Shah Mohammed Nahyan Haroon	Director		3	
Mrs. Shaila Shelley Khan	Director		8	
Mr. Yeh Cheng Min	Director		6	
Mr. Naba Gopal Banik	Independent Director		4	
Mr. Mohammed Ahmed Ali	Independent Director		5	

(Meetings held from 19.08.2025 to 31.12.2025)

Name of Directors	Status	No. of Meeting held	No. of Attendance	Remarks
Dr. Arifur Rahman	Chairman	22	22	After the reconstitution of the Board by Bangladesh Bank for the period from 19.08.2025 to 31.12.2025, a total of 22 (twenty-two) Board meetings were held.
Mr. Md. Forkan Hossain	Independent Director		20	
Mr. Syed Faridul Islam	Independent Director		18	
Mr. Md. Sazzad Hossain	Independent Director		22	
Prof. Sheikh Morshed Jahan	Independent Director		20	
Mr. M Nurul Alam, FCS	Independent Director		22	

Note: Bangladesh Bank, through letter No. BRPD(BMMA)651/9(27)DA/2025-9930 dated August 19, 2025, has reconstituted the Board of Directors of The Premier Bank PLC.

Pattern of Shareholding

Annexure-02
[As per condition No. 1(5)(xxii)]

The Pattern of Shareholding of The Premier Bank PLC.as on December 31, 2025 as per BSEC's Notification No. BSEC/ CMRRCD/2006-158/207/Admin/80, dated 03 June, 2018:

a) Shareholding by Parent/Subsidiary/Associated Companies and other related parties: **Nil**
b) Shares held by Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their Spouses and Minor Children are as follows:

i. Shares held by Directors and their Spouses

Sl. No.	Name of Directors	Status	No. of Shares	Name of Spouses	No. of Shares
1	Dr. Arifur Rahman	Chairman	42,736,808	Dr. Momtaj Shirin	Nil
2	Mr. Md. Forkan Hossain	Independent Director	Nil	Mrs.Syeda Roushan Jahan	Nil
3	Mr. Syed Faridul Islam	Independent Director	Nil	Mrs. Parveen Sultana	Nil
4	Mr. Md. Sazzad Hossain	Independent Director	Nil	Ms. Shamsun Nahar	Nil
5	Prof. Sheikh Morshed Jahan	Independent Director	Nil	Mrs. Syeda Farzana Morshed	Nil
6	Mr. M Nurul Alam, FCS	Independent Director	Nil	Mrs.Chamon Ara Begum	Nil

ii. Shares held by

Sl. No.	Name	Status	Shareholding as of 31.12.2025
1	Mr. Md. Monzur Mofiz	Managing Director	Nil
2	Mr. Sayed Abul Hashem FCA, FCMA	Chief Financial Officer	Nil
3	Mr. Fahim Ahmad Ashraf	Head of Internal Control & Compliance	Nil
4	Mr. Mohammad Akram Hossain, FCS	Company Secretary	Nil
5	Spouses/minor children of the above Executives		Nil

c) Shareholding by Executives (Top five salaried employees of the Bank): **Nil**
d) Shareholders holding ten percent (10%) or more voting interest in company: **Nil**