

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (EGM) of AB Bank Limited will be held on **Tuesday, July 12, 2016 at 9:00 a.m.** at the Senamalancha, Dhaka Cantonment, Dhaka-1206, Bangladesh (Western side of Naval Headquarters on airport road), to transact the following business:

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| 1. | Increase of Bank's authorized capital from Tk.600,00,00,000.00 (Taka six hundred crore) to Tk.1500,00,00,000.00 (Taka fifteen hundred crore) and necessary amendments in the Memorandum and Articles of Association of the Bank. |
| | The draft of the Special Resolutions proposed to be considered and passed for amendment of the Memorandum and Articles of Association of the Bank as follows: |
| a) | Resolved that Clause VI of the Memorandum of Association of the Company be and is hereby amended by substitution of the words Tk.1500,00,00,000.00 (Taka Fifteen hundred crore) divided into 150,00,00,000 (one hundred fifty crore) ordinary shares of Tk.10.00 each , for the words Tk.600,00,00,000.00 (Taka Six hundred crore) divided into 60,00,00,000 (Sixty crore) ordinary shares of Tk.10.00 each , after the words "Company is" appearing in the 1st line of Clause-VI of the Memorandum of Association. |
| b) | Resolved that Article 4 (a) of the Articles of Association of the Company be and is hereby amended by substitution of the words Tk.1500,00,00,000.00 (Taka Fifteen hundred crore) divided into 150,00,00,000 (one hundred fifty crore) ordinary shares of Tk.10.00 each , for the words Tk.600,00,00,000.00 (Taka Six hundred crore) divided into 60,00,00,000 (sixty crore) ordinary shares of Tk.10.00 each , after the words "Company shall be" appearing in the 1st line of Article 4(a) of the Articles of Association. |
| 2. | Increase of paid-up capital of the Bank by issuing Rights Share @ 5:4R i.e., 4 rights share against existing each 5 shares to the shareholders at a price of Tk.12.50 per share (including a premium of Tk.2.50), after effecting stock dividend for the year ended 2015 and subject to approval from shareholders at the EGM and Regulatory Authorities. |

By order of the Board
Sd/-

Mahadev Sarker Sumon FCA
Company Secretary

Dated: April 26, 2016.

NOTES:

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| 1. | Record date: Tuesday, May 31, 2016.
Shareholders' names appearing in the Share Register of the Company or in the Depository Register on the 'Record Date' will be eligible to attend the meeting. |
| 2. | A Member entitled to attend and vote at the above EGM can appoint a proxy to attend and on a poll to vote on his/her behalf. Form of Proxy duly stamped must be deposited at the Company's Registered Office at least forty-eight hours before the time fixed for the meeting and in case of default Form of Proxy will not be treated as valid. |