

NOTICE OF THE 38TH (THIRTY-EIGHTH) ANNUAL GENERAL MEETING

Notice is hereby given that the 38th (thirty-eighth) Annual General Meeting (AGM) of AB Bank Limited will be held on **September 02, 2020 (Wednesday) at 04:00 p.m. through Digital Platform** to transact the following business:

AGENDA

Ordinary Business:

- To receive, consider and adopt Financial Statements for the year ended 31st December 2019, and the Reports of the Directors and the Auditors thereon.
- To approve the Dividend for the year ended 31st December 2019.
- To elect / re-elect Directors.
- To appoint Auditor for the year 2020 and to fix their remunerations.
- To appoint auditor for certification on the compliance on conditions of Corporate Governance Code for the year 2020 and to fix their remuneration.

Special Business:

- Amendment of Articles of Association of the Bank-Article no. 121 (Quorum):

Existing Article	Proposed Amendment
<p>121- Quorum:</p> <p>The quorum for the meeting of the Board of Directors shall be five (5) Directors actually present. In case of emergency, the meeting of the Directors may be held with a quorum of three (3) Directors present. Provided, however, there shall be no quorum in any meeting unless at least one Director (other than the Managing Director) from Group-A shareholders representing the interest of the Sponsors shall be present thereat.</p>	<p>121- Quorum:</p> <p>The quorum for the meeting of the Board of Directors shall be four (4) Directors.</p> <p>In case of emergency, the meeting of the Directors may be held with a quorum of three (3) Directors.</p> <p>Provided, however, there shall be no quorum in any meeting unless at least one Director/nominated director (other than the Managing Director) from Group-A shareholders representing the interest of the sponsor-shareholders shall be present thereat. For the purpose of this Article 'sponsors-shareholders' means any person including any company, who subscribed to Memorandum of Association of the Bank or who inherits or acquires shares of original subscribers to the Memorandum of Association or who inherits or acquires shares of direct allotment other than the shares issued by way of Initial Public Offerings.</p>

Proposed Special Resolution:

RESOLVED THAT existing Article no. 121 (Quorum) amended as below:

"The quorum for the meeting of the Board of Directors shall be four (4) Directors. In case of emergency, the meeting of the Directors may be held with a quorum of three (3) Directors.

Provided, however, there shall be no quorum in any meeting unless at least one Director/nominated director (other than the Managing Director) from Group-A shareholders representing the interest of the sponsor-shareholders shall be present thereat. For the purpose of this Article 'sponsors-shareholders' means any person including any company, who subscribed to Memorandum of Association of the Bank or who inherits or acquires shares of original subscribers to the Memorandum of Association or who inherits or acquires shares of direct allotment other than the shares issued by way of Initial Public Offerings."

Dated: August 9, 2020

By order of the Board
Sd/-

Manzurul Ahsan FCS
Company Secretary

NOTES:

- Record Date: August 10, 2020 (Monday).**
Shareholders whose names appeared in the Register of Members the Company or in the Depository Register on the **Record Date** shall be eligible to attend the AGM of the Company and to receive the Dividend.
- The Board recommended 5.00% Stock Dividend to all the shareholders.
- Pursuant to the Bangladesh Securities and Exchange Commission's Order No. SEC/SRMIC/04-231/25 dated 08 July 2020, the AGM will be virtual meeting of the Members, which will be conducted using digital platform.
- Link for joining in AGM through Digital Platform and details login process will be notified to the respective Members.
- Annual Report 2019 soft copy will be sent to the email addresses of the Members. Annual Report 2019 will also be available at Bank's website: <http://abbl.com/investor-relations/>
- A Member entitled to attend and vote at the Annual General Meeting can appoint a proxy to attend and on a poll to vote on his/her behalf. Proxy Form duly stamped must be deposited at the Bank's Registered Office or through email: cs@abbl.com at least 48 (forty eight) hours before the time fixed for the meeting otherwise Proxy Form will not be treated as valid. Signature of the Shareholder(s) should agree with the specimen signature.
- Members are requested to notify change of address, if any, well ahead. For BO Accountholders, the same to be rectified through their respective Depository Participants.