

NOTICE OF THE 11TH ANNUAL GENERAL MEETING (AGM)

Notice is hereby given to the members of Global Islami Bank PLC that as per the Order of the Honorable High Court Division of the Supreme Court of Bangladesh, Company Matter No. 362 of 2025; the 11th Annual General Meeting (AGM) of the Bank will be held through Hybrid System in combination of Digital Presence through the link <https://globalislamibank.bdvirtualagm.com> and Physical Presence at Banquet Hall, Kurmitola Golf Club, Dhaka Cantonment, Dhaka (the Venue) on Tuesday, August 19, 2025 at 11.00 a.m. (Bangladesh Standard Time) to transact the following agenda:

ORDINARY BUSINESS

1. To receive, consider and adopt the Rectified Audited Financial Statements of the Bank for the year ended December 31, 2023 together with the Auditors' Report and the Directors' Report thereon;
2. To declare dividend for the year ended December 31, 2023 as recommended by the Board of Directors of the Bank;
3. To retire/elect/re-elect Directors and also to confirm the appointment/re-appointment of new Directors including Independent Directors;
4. To appoint/re-appoint Statutory Auditors of the Bank for the term until the next Annual General Meeting and to fix their remuneration;
5. To appoint Corporate Governance Compliance Auditors of the Bank for the year 2024 and to fix their remuneration;

SPECIAL BUSINESS

1. To consider and approve the transfer of the remaining amount of BDT 31,98,032.00 under the head of Estimated IPO Expenses to the Investment in SME head subject to approval of the regulatory authorities (if any);

The following proposed resolution is to be considered with or without modification:

"RESOLVED THAT transfer of the remaining amount of BDT 31,98,032.00 under the head of Estimated IPO Expenses to the Investment in SME head subject to approval of the Bangladesh Securities and Exchange Commission and other regulatory authorities (if any) be and is hereby considered and approved by the Shareholders of the Bank."

2. To consider and approve 24 (Twenty-Four) months time extension for full utilization of the remaining amount of IPO proceeds as on date till November 09, 2026 subject to approval of the regulatory authorities (if any);

The following proposed resolution is to be considered with or without modification:

"RESOLVED THAT 24 (Twenty Four) months time extension for utilization of the remaining amount of IPO proceeds as on date till November 09, 2026 subject to approval of the Bangladesh Securities and Exchange Commission and other regulatory authorities (if any) be and is hereby considered and approved by the Shareholders of the Bank;"

3. To consider and approve the investment (Loan/Credit/Credit Card) proposals of the Directors as recommended/approved by the Board of Directors, (if any);

The following proposed resolution is to be considered with or without modification:

"RESOLVED THAT the investment (Loan/Credit/Credit Card) proposals of the Directors as recommended/approved by the Board of Directors be and is hereby approved by the members/shareholders of the Bank"

All distinguished members are requested to attend the meeting on date, time and place as mentioned above.

By order of the Board of Directors

Date: July 28, 2025
Dhaka.



Md. Manjur Hossain
Company Secretary



Notes:

- a) The "Record Date" in lieu of Book Closure for the 11th Annual General Meeting (AGM) was on Thursday, June 06, 2024. The members, whose names appeared in the Register of Members of the Bank and/or in the Depository (CDBL) Register at the close of business on the Record Date will be eligible to attend and vote at the AGM and entitled to the dividend (if any), if approved by the members of the Bank in the 11th Annual General Meeting (AGM).
- b) Pursuant to Bangladesh Securities & Exchange Commission (BSEC) Directive No. BSEC/CMRRCD/2009-193/08 dated: March 10, 2021 and subsequent Letter No. BSEC/ICAD/SRIC/2024/318/09 dated January 16, 2024, the 11thAGM of the Bank will be conducted through Hybrid System in combination with physical presence by using Digital/Online platform with live streaming through the link: <https://globalislamibank.bdvirtualagm.com> and Physical Presence at Banquet Hall, Kurmitola Golf Club, Dhaka Cantonment, Dhaka (the Venue).
- c) The Web Link for joining the Hybrid AGM will also be communicated to the valued members through their respective email addresses and contact numbers in due course. The members may submit their e-vote/questions/comments electronically before 24 (Twenty Four) hours of the commencement of the meeting through the web link and also during the Annual General Meeting. In order to log in to the Hybrid AGM, the members need to have their credentials available.
- d) A member eligible to attend and vote at the AGM may appoint a proxy to attend and vote on his/her behalf. The "Proxy Form" duly filled in, signed and stamped for BDT 100.00 by the member and Power of Attorney/Letter of Authorization from a Company/Corporation must be submitted to the Registered Office of the Bank or to the email address: secretariat@globalislamibankbd.com not later than 48 (Forty Eight) hours before the time fixed for holding the Annual General Meeting.
- e) The Board of Directors adopted the Rectified Audited Financial Statements for the year ended December 31, 2023 and resolved that after received due consent from Bangladesh Bank, engaged the Statutory Auditors of the Company to rectify material errors with the previously adopted audited financials and based on the rectified financial statements, it was found that there was net loss for the year ending 2023 and resultant accumulated loss and considering the legal embargo from distributing dividends other than out of profits of the year or any other undistributed profits, the Board has resolved to place before the shareholders a recommendation of "No Dividend" for the year 2023, in substitution of the 5% Stock Dividend and 5% Cash Dividend previously recommended (PSI dated 28 April 2024). This revised recommendation is subject to approval of the shareholders at the 11th AGM.

Bangladesh Bank dissolved the earlier Board and reconstituted a new Board of Directors of Global Islami Bank PLC on 27 August 2024. The reconstituted Board, with Bangladesh Bank consent, rectified the audited financial statements due to identification of material errors as at 31 December 2023. Pursuant to the Companies Act 1994, the Bank-Companies Act 1991, and Regulation 19(2) (third proviso) of the DSE & CSE (Listing) Regulations 2015, a company may not declare a dividend out of a loss. Accordingly, the Board proposes "No Dividend" for FY 2023, subject to the shareholder approval.
- f) Pursuant to Clause No. 22(1) of the Listing Regulations, 2015 of Dhaka Stock Exchange and Chittagong Stock Exchange and also Condition No. 9(2) of the Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June 20, 2018 on Financial Reporting & Disclosure; link of the downloadable PDF copy of the "Revised Annual Report 2023" along with Attendance Slip, Proxy Form and the Notice will be forwarded to all the Members at their respective email address available in their Beneficiary Owners (BO) Accounts maintained with the Depository Participants. Members may also collect printed copy of "Revised Annual Report 2023" and Proxy Form from the registered office of the bank or Soft Copy from the Bank's web link www.globalislamibankbd.com/annual-reports/
- g) Existing External Auditor, Shafiq Basak & Co., Chartered Accountants will retire in this Annual General Meeting for the 2nd term and eligible for re-appointment. As such the Board of Directors of Global Islami Bank PLC in its 80th meeting held on April 28, 2024 recommended Shafiq Basak & Co., Chartered Accountants (i.e. enlisted with Bangladesh Bank, Bangladesh Securities and Exchange Commission and Financial Reporting Council) for shareholders' consideration to appoint as External Auditors for the 3rd term until conclusion of 12th Annual General Meeting as per applicable laws. Bangladesh Bank vide its Letter Ref. No. BRPD (taskforce) 748/3/2025-138 dated January 02, 2025; issued "No Objection" subject to Post-facto Approval of the Shareholders in the AGM;
- h) The Notice has been served for holding the 11th Annual General Meeting (AGM), in accordance with the Companies Act, 1994 (amended up to 2020) related to the notice period.
- i) The Members/Proxies are requested to register their names by 11.00 a.m. the latest at the counter of the entrance of the AGM Hall. The company/ Institutional shareholders need to send an authorization letter to the company secretary to join the AGM of the company at least 48 hours before the commencement of the AGM.
- j) In compliance with the Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009 193/154 dated: October 24, 2013 and regulation 24 (2) of the Listing Regulations, 2015 of Dhaka Stock Exchange and Chittagong Stock Exchange; No benefit in cash or kind, other than in the form of cash dividend or stock dividend will be paid to the holders of the equity securities at the 11th Annual General Meeting (AGM) of the Bank.

