

**RULES FOR ELECTION OF DIRECTORS IN THE 11TH ANNUAL GENERAL MEETING (AGM) OF
NRB BANK LIMITED SCHEDULED TO BE HELD ON THURSDAY, 27 JUNE 2024**

Introduction:

01. The Board of Directors in its 185th meeting held on 27 May 2024 approved formation of an Election Commission comprising of the Chief Election Commissioner (CEC) and one Election Commissioner (EC) along with a Secretary and issued guidance for formulation of Election Rules. Election Commission may appoint Duty Officers, Scrutiny Officers, Presiding Officers, Polling Officers and utilize the services of any other officers and/or employees of NRBBL or persons who shall in their opinion be necessary to assist them for any other purposes in connection with holding election/reelection of Directors in the 11th AGM.
02. 11th Annual General Meeting (AGM) of NRB Bank Limited (NRBBL) will be held on **Thursday, 27 June 2024 at 11:00 a.m.** (BD Standard Time) with the agenda, among others, election/re-election of Directors of the Bank.
03. As per Article 94 of the Articles of Association of NRBBL, unless otherwise determined by the Company in the General Meeting, the number of Directors of the Board including Independent Directors shall not be less than 7 (Seven) and more than 20 (Twenty).
04. The existing Board of NRBBL consists of 15 Directors [including 03 (three) Independent Directors].
05. As per Article 104 of the Articles of Association of NRBBL, at every Ordinary /Annual General Meetings (AGM), subsequent to 1st AGM, one-third of the Directors for the time being (other than the Managing Director) or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office.
06. As per Article 106, subject to law, a Director retiring by rotation shall be eligible for re-election.
07. As per Article 105, the Directors to retire by rotation every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those who are to retire shall unless they otherwise agree among themselves be determined by lot. A Director retiring at a meeting shall retain office until the end of that meeting.
08. The Board in its 185th meeting held on 27 May 2024 decided that 1/3rd Directors (5 Directors), among the longest serving Directors, will retire themselves in the upcoming 11th Annual General Meeting (AGM).

In case the number of contesting candidate(s) is equal to or less than the actual vacancy (ies) no procedure for voting will be necessary. But if the number of contesting candidate(s) is more than the actual vacancies, then the election will be required.

09. Directors of NRBBL retiring by rotation shall be eligible for re-election.

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10. New candidates are also entitled to contest in the election of Directors of NRBBL provided they are eligible for the same.
11. A candidate shall be eligible for election of Directors if the following is met:
- A. A member/shareholder of NRBBL on the record date (**Sunday, 02 June 2024** for the 11th AGM).
 - B. Holding minimum 2% (two percent) of Shares of the paid – up Capital of the Bank.
 - C. Not a Director of any other banking company, financial institution and insurance company in Bangladesh.
 - D. Passes Fit and Proper Test criteria of Section 15(6) and other provisions of the Bank Companies Act, 1991 (amended up to 2023) as well as BRPD Circular No. 02 dated 11 February 2024.
 - E. Does not suffer from any disqualification under Article 103 of the Articles of Association of NRBBL and under section 23 of the Bank Company Act, 1991 (amended up to 2023) and the subsequent amendments made therein and relevant Bangladesh Bank's Circulars.

Election Commission (EC) shall examine the above information of the nominees and prepare a report.

12. Nomination form in the prescribed format enclosed as **Annexure-I** must be submitted by the candidate by himself/herself, through his own authenticated e-mail or by his/her authorized agent with Authorization Form to the Registered Office. In case of e-mail, original copy to be invariably reached the Registered Office before the AGM. In case of nomination being filed by the candidate's authorized agent, an authorization in the prescribed form enclosed as Annexure-II as regards appointment of agent has to be enclosed with the nomination paper. The candidate will also have to provide all information and signed declaration as per prescribed format of Bangladesh Bank as Annexure-III with nomination paper.
13. Election Rules/Nomination Form / Agent Authorization Form / Proxy Form are available at the website (<https://www.nrbbankbd.com/investors-relation>) and the Corporate Head Office of NRBBL, Uday Sanz (7th Floor), Holding No.- 2/B, Block- SE(A), Road 134, Gulshan South Avenue, Gulshan 1, Dhaka 1212.

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14. The last date for submission of Nomination Form for candidates is **Monday, 10 June 2024 before 5:00 p.m.** (BD standard time).

The last date for withdrawal of Nomination Form for candidates is **Tuesday, 11 June 2024 before 3:00 p.m.** (BD standard time).

New Candidates will submit Nomination Form and shall give a notice to NRBBL of their intention for election as per above time schedule.

The Election Commission shall scrutinize the Nomination Form and shall recommend and authenticate all those nomination papers eligible for election which shall be found valid in all respects as per rules set out above.

15. List of all candidates eligible for election be finalized after scrutiny by the EC and then shall be posted in the Website/Notice Board at the Bank's Registered Office on **Wednesday, 12 June 2024 after 4:00 p.m.** (BD standard time).

16. Election will be held as per following schedule:

Last date for submission of the Nomination Form for candidates	:	Monday, 10 June 2024 before 5:00 p.m. (BD standard time)
Last date for withdrawal of Nomination Form for Candidates	:	Tuesday, 11 June 2024 before 3:00 p.m. (BD standard time)
Finalization of the list of eligible candidates and notification in the website/ Notice Board	:	Wednesday, 12 June 2024 after 4:00 p.m. (BD standard time)
Voting by polls	:	Electronically started 24 (twenty-four) hours before commencement of the AGM and during the AGM on Thursday, 27 June 2024

17. The shareholders whose names appear in the Register of Members on the Record Date, **Sunday, 02 June 2024** for 11th AGM shall be eligible to vote in the election of Directors.

18. According to Article 75 of the Articles of Association of NRBBL, Election of Directors shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by any 05(five) members present in person or by proxy or by the Chairman or the person chairing the meeting or by any other member or members holding not less than 1/10(one/tenth) of the issued capital carrying voting rights; and unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect recorded in the book of the proceedings of the Company, shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favor of or against that resolution.

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19. According to Article 76 of the Articles of Association of NRBBL,

If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman or the person chairing the meeting directs and either at once or after an interval or adjournment and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

20. According to Article 77 of the Articles of Association of NRBBL,

In case of any equality of votes, whether on a show of hands or at a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to his own vote or votes (if any) to which he may be entitled as a member.

21. According to Article 86 of the Articles of Association of NRBBL,

Votes may be given either personally or by attorney or by proxy.

22. According to Article 83 of the Articles of Association of NRBBL,

Subject to Articles 84 upon a show of hands, every member entitled to vote and be present in person or by attorney or by proxy shall have 1 (one) vote. Upon a poll, every member entitled to vote and be present in person or by attorney or by proxy shall have 1 (one) vote for every share held by him/her.

23. According to Article 84 of the Articles of Association of NRBBL,

The voting right of the members shall be strictly proportionate to the number of shares held by them respectively subject to the provision of section 14 of the Bank Companies Act, 1991 or any amendment as may be made from time to time.

24. According to Article 91 of the Articles of Association of NRBBL,

No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy not disallowed at such meeting or poll shall be deemed valid for all purposes whatsoever of such meeting or poll.



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25. According to Article 92 of the Articles of Association of NRBBL,

Chairman of any meeting shall be the sole judge to determine the validity of every vote tendered or of taking of a poll at such meeting.

ATTENDANCE AND VOTING PROCEDURES

26. A shareholder entitled to attend/join and vote shall log into the web link (**see the process flow**) at the time given in the Notice and shall be treated as presence entitling him to cast his/her vote virtually.

27. If voting is not required to be held, when the agenda for election of Directors comes up, the Chairman shall read out the list of valid candidate(s) as endorsed by the Board and declare the same as elected in the 11th Annual General Meeting.

28. After reckoning of the votes, the Independent Scrutinizer putting his signature shall submit the "Result Sheet" to the Chairman of the meeting for the purpose of declaring the result of the election.

29. The Chairman of the meeting shall then kindly put his signature on the Result Sheet as obtained from the Independent Scrutinizer and announce the name(s) of the successful candidate(s) in the meeting.



The image shows a handwritten signature in black ink over a circular blue stamp. The stamp contains the NRB Bank Ltd logo and the text "NRB Bank Ltd Election Commission".