



মিউচুয়াল ট্রাস্ট ব্যাংক লিমিটেড Mutual Trust Bank Ltd.

you can bank on us

Corporate Head Office, MTB Centre, 26 Gulshan Avenue, Plot 5, Block SE (D), Gulshan 1, Dhaka 1212
MTB Share Department, MTB Tower (3rd Floor), 111 Kazi Nazrul Islam Avenue, Bangla Motor, Dhaka 1000.

NOTICE OF THE 17TH (SEVENTEENTH) EXTRAORDINARY GENERAL MEETING (EGM)

Notice is hereby given to all the Hon'ble Shareholders of Mutual Trust Bank Ltd. (MTB) that, the **17th (Seventeenth) Extraordinary General Meeting (EGM)** of the bank will be held on **Thursday, December 10, 2020, at 3.00 PM (BST), virtually (using digital platform)** to transact the following business, and to adopt necessary resolution:

AGENDA

1. Special Resolution:

The proposal for issuance of unsecured, contingent-convertible, BASEL III compliant, perpetual bond (PB) of BDT 4,000 million as part of Additional Tier I regulatory Capital with having following **conversion feature(s)**:

- Any losses will be absorbed in pre-specified Trigger point:** Conversion to common shares at pre-specified trigger point as needed to reach the minimum consolidated CET-1 ratio as per Bangladesh Bank requirement (Currently of 4.50%);
- Loss Absorption Methodology:** CET-1 on Trigger date would be considered to identify the shortfall percentage and it will be converted into common shares. If a fractional share issuance arises upon conversion, the bank will round the number of shares issuable, up to the next whole number;
- Trigger Point for Loss Absorption:** If the bank's consolidated CET-1 falls below Bangladesh Bank requirement (Currently of 4.50%) and stays below for 03 (Three) successive quarters; then, the 3rd quarter-end date of consecutive below-minimum CET-1 Ratio would be the Trigger-Point (date). Once the trigger point has been reached and exercised, the cycle will start again;
- Conversion Strike Price:** Average of 180 business days market price prior to the third (3rd) quarter end date on which issuer's consolidated CET-1 falls below Bangladesh Bank requirement (currently of 4.5%) or par value/face value (currently BDT 10.00) whichever is higher.

To adopt the following resolution as "**Special Resolution**":

"Resolved that the proposal for issuance of unsecured, contingent-convertible, BASEL III compliant, perpetual bond (PB) of BDT 4,000 million as part of Additional Tier I regulatory Capital with having following conversion feature(s): (a) Any losses will be absorbed in pre-specified Trigger point: Conversion to common shares at pre-specified trigger point as needed to reach the minimum consolidated CET-1 ratio as per Bangladesh Bank requirement (Currently of 4.50%); (b) Loss Absorption Methodology: CET-1 on Trigger date would be considered to identify the shortfall percentage and it will be converted into common shares. If a fractional share issuance arises upon conversion, the bank will round the number of shares issuable, up to the next whole number; (c) Trigger Point for Loss Absorption: If the bank's consolidated CET-1 falls below Bangladesh Bank requirement (Currently of 4.50%) and stays below for 03 (Three) successive quarters; then, the 3rd quarter-end date of consecutive below-minimum CET-1 Ratio would be the Trigger-Point (date). Once the trigger point has been reached and exercised, the cycle will start again; (d) Conversion Strike Price: Average of 180 business days market price prior to the third (3rd) quarter end date on which issuer's consolidated CET-1 falls below Bangladesh Bank requirement (currently of 4.5%) or par value/face value (currently BDT 10.00) whichever is higher, be and are hereby considered and approved subject to approval by the regulatory body (ies)".

November 18, 2020
Dhaka



By order of the MTB Board of Directors
Sd/-
Malik Muntasir Reza
Group Company Secretary

Notes:

- The '**Record Date**', was on **Tuesday, November 17, 2020**. The shareholder(s) whose names were appeared in the Members' Register of the bank, maintained under the Central Depository System (CDS) on the **Record Date**, are eligible to attend and vote at the 17th EGM.
- A shareholder is entitled to attend and vote at the EGM may appoint a Proxy to attend and vote in his/her stead. A copy of "Proxy Form", duly signed and affixed with requisite revenue stamp must be sent to the **MTB Share Department** or may send scanned copies (**considering Covid-19 pandemic**) of the proxies with requisite stamps, as per Stamp Act, to **mm.reza@mutualtrustbank.com** or **islam.rafique@mutualtrustbank.com** or **ismail.hossain@mutualtrustbank.com**, no later than 48 hours before commencement of the EGM.
- Pursuant to the BSEC's Order, the EGM will be held virtually (using digital platform), which will be conducted via live webcast. You will be able to participate by clicking **<https://mutualtrustbankegm.bdvirtual.com>**
- To login into the system, the shareholders need to put their 16-digit Beneficial Owner (BO) Number / Folio number, name and number of shares held on the Record Date. Full login/participation process for the Digital Platform meeting will also be available at the bank's website: **www.mutualtrustbank.com**.
- The shareholders who have yet to update their details (i.e., email ID and contact number), before Record Date, may contact with **MTB Share Department** to get the Virtual EGM's invitation.