

16TH Extraordinary General Meeting

Mutual Trust Bank Ltd.

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Notice is hereby given to all the Honorable Shareholders of Mutual Trust Bank Ltd. (MTB) that, the 16th (Sixteenth) Extraordinary General Meeting (EGM) of the bank will be held on Thursday, November 01, 2018 at 10:00 a.m., at the Samson H. Chowdhury Auditorium (Level 10), MTB Tower, 111 Kazi Nazrul Islam Avenue, Dhaka 1000 to adopt the following special resolution(s):

1. (a) **RESOLVED** that Norfund—The Norwegian Investment Fund for Developing Countries, (organized and existing under the laws of the Kingdom of Norway) be and is hereby allotted more or less 63,707,004 number of ordinary shares, to be adjusted, if necessary, to equal exactly 10% of the total issued shares of the Company.
- FURTHER RESOLVED** that the said shares be issued at a price of BDT 27.19, per share that, at a premium of BDT 17.19 per share.
- (b) **RESOLVED** that Norfund, upon acquisition of the 10 percent equity holding be and is hereby authorized to nominate one person on the Board of Directors of the Company, to represent it in the Company.
- (c) **RESOLVED** that the aforesaid Resolutions as in (a) and (b) are also subject to approval by the relevant regulatory authorities.

2. Resolved that the following changes and amendments to the Articles of Association of the Company be and are hereby approved and adopted as **Special Resolutions** subject to the approval of regulatory authorities:

Sl.	Article	Existing Provision of the Articles of Association	Proposed changes/addition in the Articles of Association
1.	2. XII.	Managing Director/Executive President "Managing Director" / "Executive President" means the Chief Executive of the Company appointed under Article 131 duly approved by the Bangladesh Bank.	Managing Director & Chief Executive Officer (CEO) means the Chief Executive of the company appointed under the Article 131 duly approved by Bangladesh Bank.
2.	2. XX.	Persons Words importing persons shall include bodies corporate and unincorporated and the Government.	Persons Words importing persons shall include companies, institutions, organizations, bodies corporate and unincorporated and the Government and its various independent bodies.
3.	3.	COMMENCEMENT OF BUSINESS	COMMENCEMENT OF BUSINESS
4.	5.	REGISTER OF MEMBERS	REGISTER OF MEMBERS
5.	9.	SHARES AT THE DISPOSAL OF THE DIRECTORS	SHARES AT THE DISPOSAL OF THE DIRECTORS
6.	11.	ISSUE OF SHARES BY GENERAL MEETING	ISSUE OF SHARES BY GENERAL MEETING
7.	19.	MEMBER'S RIGHT TO CERTIFICATES	MEMBER'S RIGHT TO CERTIFICATES
8.	21.	REGISTER OF TRANSFERS	REGISTER OF TRANSFERS
9.	23.	RESTRICTION ON TRANSFER	RESTRICTION ON TRANSFER
10.	25.	INSTRUMENT OF TRANSFER TO BE DEPOSITED IN THE CENTRAL DEPOSITORY	INSTRUMENT OF TRANSFER TO BE DEPOSITED IN THE CENTRAL DEPOSITORY
11.	26.	EXECUTIVE BY TRANSFEROR AND TRANSFEREE	EXECUTION BY TRANSFEROR AND TRANSFEREE
12.	27.	DIRECTORS MAY REFUSE TO REGISTER TRANSFER	DIRECTORS MAY REFUSE TO REGISTER TRANSFER
13.	29.	APPLICATION FOR TRANSFER OF SHARES	APPLICATION FOR TRANSFER OF SHARES
14.	30.	CUSTODY OF TRANSFER	CUSTODY OF TRANSFER
15.	34.	BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION	BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION
16.	35.	FEE ON TRANSFER OR TRANSMISSION	FEE ON TRANSFER OR TRANSMISSION
17.	37.	CLOSURE OF TRANSFER BOOKS	CLOSURE OF TRANSFER BOOKS/RECORD DATE
18.	40.	DISPOSAL OF NEW SHARES	DISPOSAL OF NEW SHARES

Sl.	Article	Existing Provision of the Articles of Association	Proposed changes/addition in the Articles of Association
19.	53.	LOANS AND ADVANCES TO DIRECTORS	LOANS AND ADVANCES TO DIRECTORS
20.	65.	NOTICE OF SPECIAL RESOLUTION	NOTICE OF SPECIAL RESOLUTION
21.	68.	NOTICE TO DIRECTOR / MEMBER ABSENT FROM COUNTRY OF RESIDENCE	NOTICE TO DIRECTOR / MEMBER ABSENT FROM COUNTRY OF RESIDENCE
22.	69.	QUORUM AT GENERAL MEETING	QUORUM AT GENERAL MEETING
23.	70.	BUSINESS AT GENERAL MEETING	BUSINESS AT GENERAL MEETING
24.	71.	CHAIRMAN AND VICE – CHAIRMAN	CHAIRMAN AND VICE CHAIRMAN
25.	72.	IF QUORUM IS NOT PRESENT	IF A QUORUM IS NOT MET
26.	77.	RESULT OF POLL SHALL BE DEEMED TO BE THE RESULT	RESULT OF POLL SHALL BE DEEMED TO BE THE RESULT
27.	80.	DEMAND OF POLL NOT TO PREVENT OTHER BUSINESS	DEMAND OF POLL NOT TO PREVENT OTHER BUSINESS
28.	82.	INSPECTION OF MINUTE BOOK	INSPECTION OF MINUTES BOOK
29.	83.	COPIES OF MINUTES OF THE GENERAL MEETING	COPIES OF MINUTES OF THE GENERAL MEETING
30.	86.	VOTING BY CORPORATION	VOTING BY CORPORATION
31.	89.	DEPOSIT OF INSTRUMENT OF APPOINTMENT	DEPOSIT OF INSTRUMENT OF APPOINTMENT
32.	91.	FORM OF PROXY	FORM OF PROXY
33.	95.	BOARD OF DIRECTORS NUMBER OF DIRECTORS	BOARD OF DIRECTORS - NUMBER OF DIRECTORS
34.	97.	QUALIFICATION OF DIRECTORS	QUALIFICATION OF DIRECTORS
35.	101.	DIRECTORS FROM OUTSIDE MAY GET COMPENSATION	DIRECTORS FROM OUTSIDE MAY GET COMPENSATION
36.	102.	SPECIAL REMUNERATION TO OUT-GOING DIRECTORS	SPECIAL REMUNERATION TO OUTGOING DIRECTORS
37.	103.	DIRECTORS MAY FILL IN VACANCY AND DURATION OF SUCH OFFICE	DIRECTORS MAY FILL IN VACANCY AND DURATION OF SUCH OFFICE
38.	106.	ELECTION, RETIREMENT AND RE-ELECTION OF DIRECTORS	ELECTION, RETIREMENT AND RE-ELECTION OF DIRECTORS

Sl.	Article	Existing Provision of the Articles of Association	Proposed changes/addition in the Articles of Association
39.	111.	NOTICE OF CANDIDATURE FOR OFFICE OF DIRECTORS EXCEPT IN CERTAIN CASES	NOTICE OF CANDIDATURE FOR OFFICE OF DIRECTORS EXCEPT IN CERTAIN CASES
40.	112.	CHAIRMAN AND VICE-CHAIRMAN	CHAIRMAN AND VICE CHAIRMAN
41.	113.	MEETING TO BE PRESIDED OVER BY CHAIRMAN	MEETING TO BE PRESIDED OVER BY CHAIRMAN
42.	116.	MEETING OF DIRECTORS	MEETING OF DIRECTORS
43.	117.	NOTICE OF MEETING	NOTICE OF MEETING
44.	118.	PERIOD OF NOTICE	PERIOD OF NOTICE
45.	120.	PERIOD OF NOTICE	PERIOD OF NOTICE
46.	123.	APPOINTMENT OF COMMITTEE	APPOINTMENT OF COMMITTEES
47.	131.	MANAGING DIRECTOR / EXECUTIVE PRESIDENT	MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER (CEO)
48.	139.	DIVIDENDS HOW REMITTED	DIVIDENDS HOW REMITTED
49.	148.	BALANCE SHEET AND OTHER DOCUMENTS TO BE SENT TO EVERY MEMBER	BALANCE SHEET AND OTHER DOCUMENTS TO BE SENT TO EVERY MEMBER
50.	155.	ACCOUNTS WHEN AUDITED AND APPROVED TO BE CONCLUSIVE AS TO ERRORS DISCOVERED WITHIN THREE MONTHS	ACCOUNTS WHEN AUDITED AND APPROVED TO BE CONCLUSIVE AS TO ERRORS DISCOVERED WITHIN THREE MONTHS
51.	156.	NOTICE ON MEMBERS HAVING NO REGISTERED ADDRESS	NOTICE ON MEMBERS HAVING NO REGISTERED ADDRESS
52.	158.	PERSONS ENTITLED TO NOTICE OF GENERAL MEETING	PERSONS ENTITLED TO NOTICE OF GENERAL MEETING
53.	159.	NOTICE BY COMPANY AND SIGNATURE THERETO	NOTICE BY COMPANY AND SIGNATURE THERETO
54.	161.	WINDING UP: DISTRIBUTION OF ASSETS	WINDING UP: DISTRIBUTION OF ASSETS
55.		"That the adoption of the aforesaid amendments/inclusions/deletions in the Memorandum of Association and Articles of Association of the Bank, and subsequent printing and circulation of the same, be and are hereby approved (in such manner) as, as approved by the shareholders, and upon receiving consent from the regulatory authorities and is advised to file the amended Memorandum of Association and Articles of Association with the Registrar of Joint Stock Companies & Firms of Bangladesh for record and obtaining of certified copies".	

Wednesday, October 11, 2018
Dhaka

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

Notes:

- The "Record Date", in lieu of Book Closure was on Wednesday, October 10, 2018. The shareholders whose names appeared in the Register of Mutual Trust Bank Ltd. (MTB) under the Central Depository System (CDS) on the Record Date, are eligible to attend the 16th EGM.
- A Shareholder, who is entitled to attend and vote at the EGM, may appoint a proxy to attend the meeting and take part in the proceedings thereof, on his/her behalf.
- The instrument appointing a proxy, or the Power of Attorney, duly signed by a shareholder and stamped with the requisite amount, must be submitted to the MTB Share Department, MTB Tower (3rd Floor), 111 Kazi Nazrul Islam Avenue, Bangla Motor, Dhaka 1000, at least 48 hours before the meeting.
- Attendance of the shareholders (attorneys/proxies) shall be recorded at the entrance of the venue. Attendance Slip and Proxy Form has to be signed and submitted at the Registration Counter.
- Existing and the proposed changes in the Articles of Association (AOA), together with the Notice of the 16th EGM, Proxy Form and Attendance Slip are being sent to all the honorable shareholders by post/courier. The honorable shareholders may also collect the Notice from the MTB Share Department. The honorable shareholders may visit the MTB website at www.mutualtrustbank.com where the report, form and slip are also displayed, which may also be downloaded by scanning the following QR Code.
- The honorable shareholders are requested to update all the required information with their respective Depository Participants and contact the official executives of MTB Share Department, in case of non-receipt of the Notice, due to change of address or for any other reason.
- In compliance with the Bangladesh Securities and Exchange Commission (BSEC) Notification No. SEC/MRRC/D-2009/135/154 dated October 24, 2013 "No benefit in cash or kind, shall be paid to the Shareholders, i.e., no gift/coupon/food box, etc. shall be distributed at the 16th EGM."

নিম্ন মেনে পথ চলি, নিষাদি সদক গড়ে তুলি।