## NOTICE OF THE 16TH (Sixteenth) Extraordinary General Meeting (EGM)



## মিউচুয়াল ট্রাস্ট ব্যাংক লিমিটেড **Mutual Trust Bank Ltd.**

you can bank on us

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, is at a premium of BDT 17,19 per share.

(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

SI.	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 & Chief Executive Officer (CEO)
		"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	Persons
		Words importing persons shall include bodies corporate and unincorporated and the Government.	Words importing persons shall include companies, institutions, organizations, bodies corporate and unincorporated and the Government and its various independent bodies.
3.	3.	COMMENCEMENCE OF BUSINESS	COMMENCEMENT OF BUSINESS
4.	5.	REGISTER OF MEMBERS	REGISTER OF MEMBERS
		The Company shall keep a Register of Members and an Index of Members in accordance with Sections 35 and 36 of the Act.	The Company shall keep a Register of Members and an Index of Members record under the Central Depository System (CDS) or any other system, as required by law.
5.	9.	SHARES AT THE DISPOSAL OF THE DIRECTORS	SHARES AT THE DISPOSAL OF THE DIRECTORS
		Subject to these presents and any directions imposed by the Government or the Bangladesh Bank, the shares in the capital of the Company for the time being, including any share forming part of any increased capital of the Company, shall be under the control of the Directors who may allot or otherwise dispose of the same or any of them to such persons in such proportion and on such that the control of the cont	Subject to these presents and any directions imposed by the Government and/or the Bangladesh Bank and/or the Bangladesh Securities & Exchange Commission (BSEC) the paper shares in the capital of the company, for the time being, including any paper share forming part of any increased capital of the company, shall be under the control of the Directors who may allot or otherwise dispose of the same, or any of them, to such persons in such that the subject of the same, or any of them, to such persons in such time as they may from time to time deem fit. Any time as they may from time to time deem fit. Any transfer/disposal of digital share(s) has/have to be done in accordance with requirements of the relevant provision(s) of the Depository Act 1999.
6.	11.	ISSUE OF SHARES BY GENERAL MEETING	ISSUE OF SHARES BY GENERAL MEETING
		In addition to and without derogating from the powers for that purpose conferred upon the Directors under Article 9, the Company in general meeting may (subject to maintaining the	In addition to and without derogating from the powers for that purpose conferred upon the Directors under Article 9, the company in a general meeting may (subject to melaticing the percentages est forth from time to the

	the Bangladesh Bank.	and the same services of the s
2. 2. XX.	Persons	Persons
	Words importing persons shall include bodies corporate and unincorporated and the Government.	Words importing persons shall include companies, institutions, organizations, bodies corporate and unincorporated and the Government and its various independent bodies.
3. 3.	COMMENCEMENCE OF BUSINESS	COMMENCEMENT OF BUSINESS
4. 5.	REGISTER OF MEMBERS	REGISTER OF MEMBERS
	The Company shall keep a Register of Members and an Index of Members in accordance with Sections 35 and 36 of the Act.	The Company shall keep a Register of Members and an Index of Members record under the Central Depository System (CDS) or any other system, as required by law.
5. 9.	SHARES AT THE DISPOSAL OF THE DIRECTORS	SHARES AT THE DISPOSAL OF THE DIRECTORS
	Subject to these presents and any directions imposed by the Government or the Bangladesh Bank, the shares in the capital of the Company for the time being, including any share forming part of any increased capital of the Company, shall be under the control of the Directors who may allot or otherwise dispose of the same or and on such terms and conditions and at such time as they may from time to time think fit.	Subject to these presents and any directions imposed by the Government and/or the Bangladesh Bank and/or the Bangladesh Securities & Exchange Commission (BSEC) the paper shares in the capital of the company, for the time being, including any paper share forming part of any increased capital of the company, shall be under the control of the Directors who may allot or otherwise dispose proportion, and on such terms and conditions and at such time as they may from time to time deem fit. Any transfer/disposal of digital share(s) has/have to be done in accordance with requirements of the relevant provision(s) of the Depository Act 1999.
6. 11.	ISSUE OF SHARES BY GENERAL MEETING	ISSUE OF SHARES BY GENERAL MEETING
	In addition to and without derogating from the powers for that purpose conferred upon the Directors under Article 9, the Company in general meeting may (subject to maintaining the percentages set forth in Article-4 hereof) determine that any shares, whether forming part of the original capital or of any increased capital of the Company, shall be offered so such persons, whether members or holders of debentures of the Company or not, in such proportions and on such terms and conditions as the general meeting may determine.	In addition to and without derogating from the powers for that purpose conferred upon the Directors under Article 9 the company in a general meeting may (subject to maintaining the percentages set forth, from time to time, as determined by the regulator/s, hereof) decide that any shares, whether forming part of the original capital or of any increased capital of the company, shall be offered to such persons, whether members or holders of debentures of the company or not, in such proportions and on such terms and conditions as the general meeting may determine.
7. 19.	MEMBER'S RIGHT TO CERTIFICATES	MEMBER'S RIGHT TO CERTIFICATES
	Every member shall be entitled without payment to one (1) certificate for the shares registered in his name or, if the Directors so approve and upon paying such fee or fees as one of the shares shall specify the number and denote the numbers of the shares in respect of which it is be in such form as the Director shall prescribe be in such form as the Director shall prescribe or approve. Where a member has transferred a part of the shares comprised in his holding, he shall be entitled to a certificate for the balance without charge.	Every member may request for one (1) certificate (without payment) for the paper shares (which are yet to be dematerialized) registered in his name or, if the Directors on approve and upon paying such fee or fees as the discretion of the Directors, without payment of fees, to discretion of the Directors, without payment of fees, to discretion of the Directors, without payment of fees, to several certificates each for one or more paper shares. Every certificate of paper shares shall specify the number and denote the numbers of the paper shares in respect of which it is issued, and the amount(s) paid thereon, and approve. Where a member has transferred a part of the paper shares comprised in his holding, he may request for a certificate for the balance without charge. Nothing in this Article shall apply to the shares maintained in dematerialized form pursuant to the Depository Act 1999.
8. 21.	REGISTER OF TRANFERS	REGISTER OF TRANSFERS
	The Company shall keep a book to be called the "Register of Transfers" and therein shall faity and distinctly enter the particulars of every transfer or transmission of any share.	The Company shall keep a book to be called "the Register of Transfers", which if needed, shall be stored in the Central Depository System (CDS) as per the provisions of the Depository Act 1999, and therein shall fairly and distinctly enter the particulars of every transfer or transmission of any share.
9. 23.	RESTRICTION ON TRANSFER	RESTRICTION ON TRANSFER
а. b.	The total shares of a person and his family shall not exceed 10% of total number of sponsor's shares in the paid up capital of the company.  Any of the shareholders hereto may transfer enviral the shareholders hereto his wefer on the part of the shareholders hereto his wefer on the part of the shareholders hereto his wefer on the part of the shareholders hereto his wefer on the part of the shareholders hereto his wefer on the part of the shareholders hereto his wefer on the part of the shareholders hereto his wefer on the part of the shareholders hereto his wefer on the part of the shareholders hereto his wefer on the part of the shareholders hereto his wefer on the part of the shareholders hereto his wefer on the part of the pa	There shall be no restriction on transfer of shares save and except as follows:  1) where there is any law for the time being in force that restricts or bars any specific transfer;  2) where there is change in regulatory policy, and, more specifically, where there is a Bangladesh Bank order to that effect;  3) where the transfer of shares would result in any one person or institution or company, acting directly on indirectly, alone or in concert with another person, holding more than the regulatory threshold/ percentage of the equity interest in the company, if the regulatory threshold approval/ consent/ inlimation from or to, the regulatory provided in the provided consent to and intimation of any purchase of more than the regulatory bodies, as the case may be, as per requirement of the laws/acts, i.e., without the approval/ consent to and intimation of any purchases of more than the regulatory offence/infringement subject to fine/confiscation, as per the laws/acts/ rules. However, any such person or institution of company, acting directly or indirectly, alone or in concern with another person, holds more than the shares, as mentioned above, immediately before the confiscation/clauses/ of such law/acts, approval of such bodies/ authorities may not be required, if there is otherwise nothing specifically mentioned in this regard;  (v) Where the purported transfer being effected or is being obtained is the intrine to be wife so no refuserbler whether whether
	any'all the shares held by him to his wife, son or daughter whether or not they are existing shareholders, at such price as may be mutually agreed upon between them or without consideration.	shares held by him to his wife, son or daughter, whether or not they are existing shareholders, at such price as may be mutually agreed upon between them, or without consideration, subject to compliance of the relevant laws of the land and approval of the regulatory bodies, where required by law(s).
10. 25.	INSTRUMENT OF TRANSFER TO BE DEPOSITED IN THE REGISTERED OFFICE	INSTRUMENT OF TRANSFER TO BE DEPOSITED IN THE REGISTERED OFFICE
	Every instrument of transfer shall be left at the office of the Company for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Directors may require to prove the title of the	Every instrument of transfer shall be left at the office of the company for registration accompanied by the certificate of the paper shares to be transferred, and such other evidence as the Directors may require to prove the title of the transferor, or his right to transfer the said paper shares

		notification/clause/s of such law/acts, approval of such bodies/ authorities may not be required, if there is otherwise nothing specifically mentioned in this regard; iv) Where the purported transfer being effected or is being obtained is through illegal means.
ь.	Any of the shareholders hereto may transfer anyfall the shares held by him to his wife, son or daughter whether mot they are existing shareholders, at such price as may be mutually agreed upon between them or without consideration.	Any of the shareholders hereto may transfer any/all the shares held by him to his wife, son or daughter, whether or not they are visiting shareholders, at such may be mutually agreed upon between them, or without consideration, subject to compliance of the relevant laws of the land and approval of the regulatory bodies, where required by law(s).
25.	INSTRUMENT OF TRANSFER TO BE DEPOSITED IN THE REGISTERED OFFICE	INSTRUMENT OF TRANSFER TO BE DEPOSITED IN THE REGISTERED OFFICE
	Every instrument of transfer shall be left at the office of the Company for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Directors may require to prove the tills of the	Every instrument of transfer shall be left at the office of the company for registration accompanied by the certificate of the paper shares to be transferred, and such othe evidence as the Directors may require to prove the title of the transferr, or his right to transfer the said naper shares.

HE REGISTERED OFFICE	THE REGISTERED OFFICE
if transfer shall be left at the Company for registration se certificate of the shares to such other evidence as the lire to prove the title of the tit to transfer the shares and fees, if any the transferee rector's right to decline to nember in respect of such nember in respect of such some may waite the production pon evidence satisfactory to least ruck of least r	Every instrument of transfer shall be left at the office of the company for registration accompanied by the certificate of the paper shares to be transferred, and such other evidence as the Directors may require to prove the title of the transferor, or his right to transfer the said paper shares and upon payment of fees, if any, the transfere (subject to the Director's right to decline to register the same as nember in mentioned) be registered as a member in the production of any certificate upon evidence satisfactory to them of its loss or destruction or otherwise, Provided however that, this requirement would be deemed to be redundant upon conversion of paper shares into digital shares on registration by the Central Depository Bangladesh Limited,
BY TRANSFEROR AND ANSFEREE	EXECUTION BY TRANSFEROR AND TRANSFEREE

s in respect thereof.	1999.
TORS MAY REFUSE TO REGISTER TRANSFER	DIRECTORS MAY REFUSE TO REGISTER TRANSFER
clor may at their sole and absolute in decline to register or acknowledge ifer of shares without requiring to give son therefor and shall so decline in of any shares upon which the company in or whilst any member executing the self-there alone or jointly with any other persons) indebted to the company on unit whatsoever or whilst any monies in if the shares intended to be transferred the shares intended to be transferred.	The Directors may, at their sole and absolute discretion, decline to register or acknowledge any transfer of paper shares without requiring to give any reason, thereof, and shell so decline in respect of any paper shares upon which the company has a lien, or whilst any member executing the transfer is (either alone or jointly with any other person or persons) indebted to the company, on any account, whatsoever, or whilst any monies in respect of the paper shares intended to be transferred or any of them remain unpaid. Such refusal shall not be affected by
of them remain unpaid, Such refusal	the fact that the proposed transferee is already a member.

the paper shares intended to be transferred or any of them remain unpaid. Such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of a transfer shall be conclusive evidence of the approval by the Directors of the transfer.
Provided, however, that the Central Depository Bangladesh Ltd. (CDBL) may decline to register or acknowledge any transfer of shares held under the depository system, upon which the company has a llen, or whilst any member executing the transfer is (either alone or jointly with any other person or persons) indebted to the company on any account, whatsoever, or whilst any monies in respect of the shares intended to be transferred

29.	APPLICATION FOR TRANSFER OF SHARES	APPLICATION FOR TRANSFER OF SHARES
	An application for the registration of the transfer of shares may be made either by the transferor of the transferee.	An application for the registration of the transfer of paper shares may be made either by the transferor of the transferee.
	3. It shall not be lawful for the company to register the transfer day share unless proper instrument of transfer duly stamped, where necessary, and executed by the transferor and the transfere has been delivered of the provided that where it is proved to the satisfaction of the Directors of the Company that an instrument of transfer signed by the transferor and the transferee has been bot, the application in writing made by the transferee and bearing the stamp required by an instrument of transfer, register the transfer or	3. It shall not be lawful for the company to register the transfer of any paper share unless proper instrument of transfer, duly stamped, where necessary, and executed by the transferor and the transferce has been delivered to where the provided of the company that an instrument of transfer signed by the transferor and the transferce has been lost, the company may, if the Directors this, to an application in writing made by the transferoe and bearing the stamp required the provided of t
	such terms as to indemnity as the Directors may think fit.	the date on which the instrument of transfer is lodged with the company, send to the transferee and the transferor

	transferor notice of the refusal.	Depository Daniglacoon Emitton.
30.	CUSTODY OF TRANSFER	CUSTODY OF TRANSFER
	The instrument of transfer shall after registration be retained by the Company and shall enratin its custofty. All the instruments of transfer which the Directors may decline to register shall be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.	The instrument of transfer of paper shares shall after registration be retained by the company and shall remain in its custody. All the instruments of transfer of paper shares, which the Directors may decline to register, shall be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the company after such period as they may determine and upon conversion of paper into digital

14.

15.	34.	BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION	BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION
		Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any transmission until the same be so verified or until or unless and indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Every transmission of a share shall be verified in such manner as the Directors may require, and the Company may refuse to register any transmission, until the same be so verified, or until or unless an indemnity be given to the Company with regard to such registration, which the Directors, at their discretion, shall consider sufficient, provided, nevertheless, that there shall not be any indemnity.
16	35	EEE ON TRANSFER OR TRANSMISSION	EEE ON TRANSEER OR TRANSMISSION

Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Directors, at their discretion, shall consider sufficient provided, nevertheless, that there shall not be any obligation on the Company or the Directors to accept any indemnity.
FEE ON TRANSFER OR TRANSMISSION	FEE ON TRANSFER OR TRANSMISSION
A fee not exceeding Tk. 25/- (Taka twenty five) may be charged for each transfer and shall, if required by the Directors, be paid before the registrating beref	A fee not exceeding BDT 25/- (Bangladesh Taka Twenty Five only) may be charged for each transfer of pape share(s), and, shall, if required by the Directors, be paid

uired by the Directors, be paid before the stration hereof.	share(s), and, shall, if required by the Directors, be paid before the registration hereof.
CLOUSER OF TRANSFER BOOKS	CLOSER OF TRANSFER BOOKS/ RECORD DATE
Directors shall have power on giving seven days notice by advertisement or displayed in notice board in the Office to close the steer books of the Company for such period periods of time not exceeding in the whole y five (45) days in each year, but not eeding thirly (30) days at a time as they may m fit.	The Directors shall have the power on giving notice of the Record Date/"Book Closure". by advertisement of displayed on the notice board in the Office/on the bank's website, to close the transfer books of the Company for such period or period(s) of time, as required by law, in this regard or direction(s) of the regulatory authorities including the Bangladesh Securities and Exchange Commission and Stock Exchanges.

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DISPOSAL OF NEW SHARES	DISPOSAL OF NEW SHARES
set to any direction to the contrary may be by the resolution sanctioning the increase are capital and any directive issued by the rement and/or the Bangladesh Bank, all shares shall before issue be offered to the shares shall before issue be offered to the measurement of the shares that the shares be made by notice specifying the number area offered and limiting a time within which be made by notice specifying the number area offered and limiting a time within which he had and after the expiration of that time or er receipt of an intimation from the person to of the shares offered, the Directors may set of the same in such manner as they tors may likewise so dispose of any new tors may likewise so dispose of any new switch by reason of the ratio which the shares bear to shares held by persons at to an offer or new shares cannot, in the dot an offer of new shares cannot, in the	Subject to any direction that may be given by a resolution sanctioning the increase of share capital and any directive issued by the Government and/or the Bangladesh Bank, all new shares shall be issued upon receiving approval by the Board of the Directors of the bank, offered to the particular of the Directors of the bank, offered to the property of the Board of the Directors of the bank, offered to the laws/regulations and approval by the shareholders at the general meeting, to the amount(s) of the existing shares then held by them in any way. The offer shall be made by the property of the shareholders at the control of the shareholders and the state of the shareholders and the shareholders are the shareholders of the shareholders of the shareholders of the shareholders, the Directors of the yielder to accept the shareholders, the Directors of the shareholders, the Shareholders of the shareholders, the Shareholders of the Shareholders of the Sha

19.	53.	LOANS AND ADVANCES TO DIRECTORS  The Company shall not allow loans or advance to any of its Directors, to their proprietory or partnership firms or to private limited companies	LOANS AND ADVANCES TO DIRECTORS  The Company shall not allow loans or advances to any of its Directors or to their proprietary or partnership firms, or to private/public limited companies in which they have
20.	65.	in which they have any interest, except in the following cases:  NOTICE OF SPECIAL RESOLUTION  Where it is proposed to pass a special resolution, twenty one (21) days notice specifying the intention to proposed the	any interest, save and except as permitted or authorized by the laws and relevant rules and regulations in this respect.  NOTICE OF SPECIAL RESOLUTION  Where it is proposed to pass a special resolution, twenty
		resolution, weight of the control of	one (21) days notice specifying the intention to propose the resolution as a specified resolution and specifying the date, hour and venue of the meeting, and the nature of the business that is to be transacted shall be given to the persons entitled under and in the manner provided by these presents.
21.	68. (i)	NOTICE TO DIRECTOR / MEMBER ABSENT FROM COUNTRY OF RESIDENCE  A Director or member for the time begin absent from his country of residence shall be deemed to have been properly notified if the notice is sent	NOTICE TO DIRECTOR / MEMBER ABSENT FROM COUNTRY OF RESIDENCE  A Director or member, for the time being absent from the country of residence, shall be deemed to have been properly notified if the notice is sent to the address
	(ii)	to his address registered with the Company.	registered with the company, and in absence of any registered address, to any other address provided to the Company for issuing notice(s).  However, if a Director cannot be present at a Board or its Committee meetings, in person, due to unavoidable circumstances, may participate in such meetings of the
22.	69.	QUORUM AT GENERAL MEETING	circumstances, may participate in such meetings of the Board of Directors or its Committees by teleconference or wideo conference and such participation shall be deemed to be presence in the Board or Committee meetings and fulfillment of the requirement of quorum.
	00.	Members representing not less then 50% of the issued share capital subject to a minimum of 12, present in person or by proxy or attorney, shall form a quorum for a general meeting.	Members representing 10% of the issued and paid up share capital of the Company who are entitled to vote and present in person, or by proxy or attorney, shall form the quorum for a general meeting, and no business shall be transacted at any general meeting, unless the requisite quorum is met at the commencement of the business.
23.	70.	BUSINESS AT GENERAL MEETING  The business of an ordinary general meeting shall be to receive and consider the profit and loss account, the Balance Sheet and the reports	BUSINESS AT GENERAL MEETING  The business of the general meeting shall be to transact only such business including such issue's or matter/s that are permitted to be discussed and for taking decision(s).
24.	71.	of the Directors and Auditors, to declare dividends, and to transact any other business, which under these presents ought to be transacted at an ordinary general meeting.  CHAIRMAN AND VICE – CHAIRMAN	under the applicable laws at the general meeting.  CHAIRMAN AND VICE CHAIRMAN
		The Chairman of the Board of Directors of the Company shall be entitled to take the chair at every general meeting. In his absence, the Vice- Chairman or if at any meeting the Vice- Chairman shall also not be present within half an hour after the time appointed for holding suce.	The Chairman of the Board of Directors of the Company shall be entitled to take the chair at every general meeting. In his absence, the Vice Chairman, or if at any meeting the Vice Chairman is also not present, within half an hour of the time appointed for holding such meeting, or is unable to be present due to illness or any other cause or is unwilling to so act, the Directors shall elect one of their members to act as Chairman of the meeting and in default
		meeting or is unable to be present due to illness or any other cause or is unwelling so to act, the Directors shall elect one of their members to act as Chairman of the meeting and in default of their doing so, the members present shall choose one of the Directors to take the chair and if no Director is present or those present are not	members to act as Chairman of the meeting and in default of their doing so, the members present shall choose one of the Directors to take the chair, and, if no Director is present, or those present are not willing to take the chair, and, if the chair, and the chair, and the chair, and the chair willing to the chair, and the chair willing the chair will be considered to the chair of the chair will be chair and place, or to such following week, at the same time and place, or to such other day time and place, as the Directors may by notice to
25.	72.	if no Director is present or those present are not willing to take the chair, the members present shall choose one of them to be the Chairman of the meeting	IF A QUORUM IS NOT MET
		If within half an hour after the time appointed for the holding of a general meeting a quorum be not present, the meeting if convened on the requisition of shareholders shall be dissolved to the same day in the next week at the same time and place or to such other day time and place as	If within half an hour of the time appointed for the holding of a general meeting a quorum is not achieved, the meeting if convened on the requisition of the shareholders, shall be dissolved, and in every other case, shall stand adjourned to the same day in the following week, at the same time and place or to such other day time and place, as the Directors may by notice to the shareholders inform. If, at such an adjourned meeting, a
		the Directors may be notice to the shareholders appoint. If at such adjourned meeting a quorum be not present, those members present shall form the quorum and may transact the business the property of the state of the state of the however, that at least three shareholders holding minimum 30% shareholding must be	shareholders inform. If, at such an adjourned meeting, a quorum is not met, the members present shall form the quorum and may transact the business for which the shareholders, holding minimum 10% shareholding, must be present at that meeting.
26.	77.	Present at that meeting.  RESULT OF POOL SHALL BE DEEMED TO BE THE RESOLUTION  If a poll is demanded as aforesaid, it shall be	RESULT OF POLL SHALL BE DEEMED TO BE THE RESOLUTION  If a poll (which may also include e-voting, after
		taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.	If a poll (which may also include e-voting, after incorporation of such a system by the bank, as per requirement of the law/act/s) is demanded as aforesaid, it shall be taken in such manner and at such time and place, as the Chairman of 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
27. 28.	80.	DEMENDT OF POLL NOT TO PREVENT OTHER BUSINESS INSPECTION OF MINUTE BOOK	be withdrawn as deemed expedient under the laws.  DEMAND OF POLL NOT TO PREVENT OTHER BUSINESS  INSPECTION OF MINUTES BOOK
29.	83.	COPIES OF MINUTES OF THE GENERAL MEETING  Any member shall at any time after seven (7) days from he meeting be entitled to be furnished within seven (7) days after he has made a request on that behalf to the Company with a	COPIES OF MINUTES OF THE GENERAL MEETING  A member, shall at any time after seven (7), days of the meeting be entitled to be turnihed within seven (7) days after making a request, in this regard, to the company with a copy of any minutes referred to above at a charge/fee, as
30.	86.	copy of any minutes referred to above at a charge not exceeding Taka five (Tk 5/-) for everyone hundred (100) words.  VOTING BY CORPORATION	mentioned in the applicable laws.  VOTING BY CORPORATION
		A representative of a corporation which is a member of the Company duly authorized by a resolution of the Directors of such corporation may vote on a show of hands and on a poll as if he were an individual member of the Company. The presolution duly singled by a Director of such resolution duly singled by a Director of such	A representative of a corporation, which is a member of the Company, duly authorized by a resolution of the Directors of such corporation, may vote on a show of hands and on a poll as if s/he was an individual member of the Company. The production at the meeting of a copy of such resolution, duly signed by a Director of such corporation and certified being a true copy of the resolution shall be accepted by the Company as sufficient evidence
31.	89.	The production at the meeting of a copy of such resolution duly singed by a Director of such corporation and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the validity of his appointment.  DEPOSIT OF INSTRUMENT OF APPOINTMENT	shall be accepted by the Company as sufficient evidence of the validity of the appointment.  DEPOSIT OF INSTRUMENT OF APPOINTMENT
	i)	No person shall act as a proxy unless he instrument of his appointment and the power of	No person shall act as a proxy, unless the instrument of his appointment and the power of attorney or other authority, if any, under which it is signed, or a notarized certified copy of that power of attorney shall be deposited at the office at least forty eight (46) hours before the time
	11)	is signed, or a notivially certified copy of that power of authority shall be deposted at the office at least seventy two (72) hours before the time for holding the meeting at which the person named in the instrument of proxy proposes to the proxy shall not be treated as valid.  No attorney shall be entitled, to vote unless the	of holding of the meeting, at which the person named in the instrument of proxy proposes to vote, and in default, the instrument appointing the proxy shall not be treated as valid.  No attorney shall be entitled to vote unless the power of
		power of attorney or other instrument appointing him as attorney or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than seventy two (72) hours before the time of the meeting at which the attorney proposed to vote or is deposited at the office of the Company not less than seventy two (72) hours before the time	attorney or other instrument appointing her/him as attorney or a notarized certified copy, thereof, has either been registered in the records of the Company, at any time, not less than forty eight (48) hours before the time of the meeting, at which the attorney proposed to vote or is deposited at the office of the Company, not less than forty eight (48) hours before the time of such meeting as aforesaid.
32.	91.	less than seventy two (72) hours before the time of such meeting as aforesaid.  FORM OF PROXY  Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as	FORM OF PROXY  Every instrument of proxy, whether for a specified meeting, or otherwise, shall as nearly as circumstances allow, be in
		circumstances will admit be in the form or to the effect following:  MUTUAL TRUST BANK LIMITED  I	the following form: I/We, being the shareholder/member(s) of Mutual Trust Bank Ltd. (MTB) do hereby appoint Mr./Ms. of (address)
		Mutual Trust Bank Limited, do hereby appoint  Of	as my/our proxy to attend and vote on my/our behalf at the (Ordinary or Extraordinary General Meeting) of the bank to be held on
		(Ordinary or Extra Ordinary as the case may be) general meeting of the Company to be held on the	Revenue Stamp  In witness, thereof, and given under my/our hand this
		As Witness my hand this	Signature of the Shareholder/ Member(s)  Folio / BOID No
			Signature Verified (for official use)  Signature of the Proxy/Attorney Folio / BOID No.
33.	95.	BOARD OF DIRECTORS NUMBER OF DIRECTORS  Until otherwise determined by the Company in General Meeting the numbers of Directors shall not be less than 7 (seven) and more than 21	BOARD OF DIRECTORS - NUMBER OF DIRECTORS  Until otherwise determined by the Company in a general meeting, the numbers of Directors shall not be less than 5 (five) and more than 20 (twenty), including the Independent
		(twenty one) as follows:  i. Deleted  ii. Deleted  iii. The Managing Director/Executive President shall be an ex-officio Director appointed in the	Director(s), Director(s) from the Strategic Investor(s)/ Institutions/Nepresentative Directors, excluding the ex- officio Director, i.e., the Managing Director & CEO of the bank, as follows, subject to maintaining such ratios/ proportion, determined from time to time by the regulatory bodies, in this regard:
		manner stated hereinafter.	i. Deleted ii. Deleted iii. The Managing Director & CEO shall be an ex-officio Director appointed in the manner stated hereinafter.
34.	97.	QUALIFICATION OF DIRECTORS  The qualification of a Director of the Company (other than in the case of directors representing particular shareholders or group of shareholders holding shares of the requisite value) shall be	QUALIFICATION OF DIRECTORS  The qualification of a Director of the Company shall be holding of shares in his or her own name, the aggregate nominal value of which shall not be less than the percentage/certain percentage/
		the holding in his own name unencumbered shares in the Company of the aggregate nominal value of not less than Tk, 1,000,000/- (Taka one million). A Director may act before acquiring any qualification shares, which he is required to hold, but shall in any case acquire	percentage/certain percentager number or the shares outstanding of the paid up shares or such number/percentage of the shares, as is determined from time to time by the applicable laws or regulations, notifications, etc. This provision, however, shall not be applicable to the Managing Director & CEO, Independent Director(s), director(s) representing specific shareholder(s) or group of shareholders and directors
35.	101.	the same within two (2) months from the date of this appointment.*  DIRECTORS FROM OUTSIDE MAY GET	representing company/companies/institution(s) or association(s), provided such specific shareholders/group of shareholders or companies or institutions hold such requisite amount of shares as aforesaid.  DIRECTORS FROM OUTSIDE MAY GET
		COMPENSATION  The Directors may allow and pay to any Director who is not ordinarily resident of the place where a meeting is held and who shall come to such place for the purpose of attending the meeting	COMPENSATION  The Directors may allow and pay to any Director who is not ordinarily resident in the place where a meeting is held, and who shall come to such place for the purpose of attending the meeting, such sum(s), as the Directors may
20	400	such sum as the Directors may consider fair compensation for traveling and living expenses in addition to his remuneration as above specified and the Directors may from time to time fix the remuneration to be paid to any committee appointed by the Directors in items of these presents and may pay the same.	consider fair compensation for traveling and living expenses, in addition to paying a remuneration, as specified above, and the Directors may fix the remuneration to be paid to any member or members of their body, constituting a committee appointed by the Directors in terms of these presents, and may pay the same, complying with the regulatory guidelines.
36.	102.	SPECIAL REMUNERATION TO OUT-GOING DIRECTORS  If any Director being willing is called upon to perform extra services or to make any special exertions in going out or residing at a particular place or otherwise for any of the purposes of the	SPECIAL REMUNERATION TO OUTGOING DIRECTORS  If any Director, being willing, is called upon to perform extra services or to make any special exertions in going the purposes of the Company, it may remunerate such
		place or otherwise for any of the purposes of the Company, the Company may remunerate such Director either by a fixed sum or otherwise as remuneration may be either in addition to or in substitution for his remuneration above provided.	the purposes of the Company, it may remunerate such Director with either a fixed sum or otherwise, as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his man and the sum of the sum of the sum of the the regulatory guidelines in this regard.
37.	103.	DIRECTORS MAY FILL IN VACANCY AND DURATION OF SUCH OFFICE  Subject to these presents, the Directors shall have power at any time and from time to time to	DIRECTORS MAY FILL IN VACANCY AND DURATION OF SUCH OFFICE  Subject to these presents, the Directors shall have power at any time, and from time to time, to appoint any person
		nave power at any time and from time to time to appoint any person as Director either to fill a casual vacancy or as an addition to the Board, but the total number of Directors shall not at any time exceed the maximum under Article 95. Any Director so appointed shall hold office only until the next following ordinary general Meeting of	as Director, either to fill a casual vacancy or as an addition to the Board, but the total number of Directors shall not at any time exceed the maximum under Article 95. Any Director, so appointed, shall hold office only until the next following ordinary general Meeting of the Company but shall be elicible for re-election. While making such
		the next following ordinary general Meeting of the Company but shall be eligible for re-election. While making such appointment, the proportions of Directors appointed or nominated by the respective Groups and sub-groups of a Group of shareholders shall be maintained.	shall be eligible for re-election. White making such appointment, the proportions of Directors appointed or nominated by the respective Groups and sub-groups of Group of shareholders shall be maintained and subject to compliance with the regulatory guidelines.
38.	106. (ii)	ELECTION, RETIREMENT AND RE- ELECTION OF DIRECTORS  The reting Directors shall be eligible for re- election. The Directors shall be elected from	ELECTION, RETIREMENT AND RE-ELECTION OF DIRECTORS  The retiring Directors shall be eligible for re-election. The Directors shall be elected from amongst themselves and
	1	among themselves and by the votes of	by the votes of shareholders, provided that the nomination

SI. 39.	Article	Existing Provision of the Articles of Association  NOTICE OF CANDIDATURE FOR OFFICE OF DIRECTORS  EXCEPT IN CERTAIN CASES	Proposed changes/addition in the Articles of Association  NOTICE OF CANDIDATURE FOR OFFICE OF DIRECTORS EXCEPT IN CERTAIN CASES
		No person, not being a Director retiring by rotation shall unless recommended by the process of	No person, not being a Director and retiring by rotation, shall unless recommended by the Directors for election, be eligible for election to the office of director at any general meeting, unless s/he or his authorized agent has served a notice (within such period, as is determined from time to time by the Board), in writing, under his/her hand or under the hand of such agent signifying his/her assent to his candidature for the office of Director.
40.	112.	CHAIRMAN AND VICE—CHAIRMAN  The first Chairman shall be Mr. Syed Manzur Elahi and the first Vice Chairman shall be Mr. Samson Chowdhury. The first Chairman and Vice-Chairman will hold office for a period of three years after which the Chairman and Vice-Chairman will be elected by and from among the Group "A" shareholders after each general Meeting. The Chairman and Vice-Chairman shall hold office until his successor enters upon the office.	CHAIRMAN AND VICE CHAIRMAN  The first Chairman shall be Mr. Syed Manzur Elahi and the first Vice Chairman shall be Mr. Samson H. Chowdhury. The first Chairman and Vice Chairman will hold office for a period of three (3) years, after which the Chairman and Vice Chairman will be elected by and from amongst the Sponsor Directors/Piorectors/ Sponsors. The Chairman and Vice Chairman shall hold office for a period/periods of time, as decided by the Board, and/ or until his/her successor(s) enter the office. They will hand over the charge(s) to the newly elected Chairman and the Vice Chairman of the bank, upon decision of the Board, in this regard.
41.	113.	MEETING TO BE PRESIDED OVER BY CHAIRMAN  All meetings of the Directors shall be presided over by the Chairman and in his absence the Vice-Chairman, but if at any meeting of the Directors, the Chairman or the Vice-Chairman be not present at the time appointed for holding the same, then and in that case the Chairman or the Vice-Chairman, as the case may be, shall nominate another director representing Group 'A' share holder to preside over the meeting.	MEETING TO BE PRESIDED OVER BY CHAIRMAN  All meetings of the Directors shall be presided over by the Chairman and in his/her absence by the Vice Chairman. However, if at any meeting of the Directors, both the Chairman and the Vice Chairman are not present at the time appointed for holding the same, in such an eventuality, the directors present shall nominate/ elect any one of the directors to preside over the meeting.
42.	116.	MEETING OF DIRECTORS  The Chairman, in his absence the Vice-Chairman and the Managing Director shall on request of a Director, convene a meeting of the Directors.	MEETING OF DIRECTORS  The Chairman and in his/her absence, the Vice Chairman, and in absence of the Vice Chairman, the Directors may elect one of their members to act as Chairman to convene a meeting of the Directors.
43.	117.	NOTICE OF MEETING  Notice of the meeting given to a Director at the address registered with the Company shall be deemed to be a valid notice.	Notice of the meeting is to be given to the registered address(es) of the Director(s), as provided by also includes the notification of any change's of the address(es), and or to his/her/ their e-mail address(es) or through other electronic means, shall be deemed to be a valid notice.
44.	118.	PERIOD OF NOTICE  Generally, fifteen (15) days notice shall be given for meetings of the Board of Directors. In case of provided the state of the st	PERIOD OF NOTICE  Generally, seven (7) days' notice shall be given for meetings of the Board of Directors. In case of an arrest of the Board of Director has cell a meeting providing a shorter period of notice subject to the consent of all Directors.
45.	120.	PERIOD OF NOTICE  The quorum for meeting of the Board of Directors shall be at least 3 (three) Directors holding minimum 30% of the issued and paid-up capital.	PERIOD OF NOTICE  The quorum for a meeting of the Board of Directors shall be met in such manner/ways, as may be decided from time to time by the Board.
46.	123. (I)	APPOINTMENT OF COMMITTEE  The Board of Directors may appoint any committee or committees (standing or otherwise) to assist them in discharge of functions.	APPOINTMENT OF COMMITTEES  The Board of Directors may form such committee or committees, to assist them in discharging their functions, comprising of such member(s) of the Board, subject to compliance with the guidelines framed from time to time by the regulatory bodies, in this regard.
	(ii)	The Board shall constitute an Executive committee to aid assist and supervise the day to committee to aid assist and supervise the day to the supervise the supervise that the supervise the supervise that the committee shall not comprise of more than 5 (five) circulors and the supervise that the committee shall not comprise of more than 5 (five) circulors and the supervise that the supervise	The Board shall constitute such committee or committees to aid, assist and supervise the operations and consists and supervise the operations and powers, as it may deem expedient, and necessary, for the efficient conduct of business and professional operation of the Bank, provided that the committee(s) shall be formed with the composition/number of such director(s) and fulfillment of the quorum, as may be decided by the Board, from time to quorum, as may be decided by the Board, from time to the composition of the committee of the special state of t
47.	131.	MANAGING DIRECTOR / EXECUTIVE PRESIDENT  The Managing Director/Executive President of	MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER (CEO) The Managing Director & Chief Executive Officer (CEO) of
48.	139.	the Company shall be the Chief Executive Officer who shall be appointed by the Board of Directors with the prior approval of the Bangladesh Bank.  i. The Managing Director shall be selected from amongst suitable persons having at least eighteen years' experience as a banker in a responsible position and will be ex-officio Director of the Company.  iii. The Managing Director shall hold office for terms of not more than three (3) years, which During this period, he may be removed or replaced by the Board of Directors with the prior approval of the Bangladesh Bank.  v. The Managing Director will be a constituent for forming a quorum in the meeting of the Board of Directors but shall have no voting rights.	the Company shall be the Chief Executive Officer who shall be appointed by the Board of Directors with the prior approval of the Bangladesh Bank.  i. The Managing Director & CEO shall be selected from amongst suitable candidates having at least fifteen (15) years' experience as an active officer, and at least two years in a post immediately below the Chief Executive of a bank, or as per the prevailing regulations, in this regard. She will be an ex-officio Director of the Company.  iii, The Managing Director shall hold office for terms of not more than three (3) years, which may be extended or removed or replaced by the Board of Directors with the prior approval of Bangladesh Bank. However, in case of appointment/reappointment, the Board may consider terms of more than three (3) years, i.e., up to the age limit determined for retirement, as may be fixed, from time to time and subject to the prior approval from Bangladesh Bank.  v. The Independent Director(s) and the Managing Director & CEO will be constituents for forming a quorum in meetings of the Board.
		Unless otherwise directed, any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or consideration of the district of the registered address of the district of the person to whom it is sent. The Company shall not be liable or responsible for any cheque of the person to whom it is sent. The Company shall not be liable or responsible for any cheque of dividend lost to the members or persons entitled thereto by the forged endorsement of any cheque or warrant or the fradulent or improper	Unless otherwise directed, any cash/proceeds of the fractional dividend may be paid by transferring such dividend(s) through the Bangladesh Electronic Funds with the second of the Bangladesh Electronic Funds the respective bank accounts of the shoreholders, or by issuing cheque(s) or warrant(s), sent through the post to the registered address/addresses of the member(s) or person(s) entitled, or in case of joint holders to the one first named in the Register of Members maintained under the processing of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost
49.	148.	BALANCE SHEET AND OTHER DOCUMENTS TO BE SENT TO EVERY MEMBER  The balance sheet and profit and loss account shall be signed by two (2) Directors and by the Managing Director/Executive President or other person appointed by the Board and the Auditor's Report shall be attached to the balance sheet on the state of the	in transmission or for any dividend lost to the members or persons entitled, thereto, by forged endorsement of any cheque or warrant or fraudulent or improper recovery thereof by any other means.  BALANCE SHEET AND OTHER DOCUMENTS TO BE SENT TO EVERY MEMBER  The balance sheet and profit and loss account shall be eigned by two (c) Directored by the Managing moector & CEO or other person appointed by the Board, and the Auditor's Report shall be attached to the balance sheet and profit and loss account, or there shall be inserted at the foot of the balance sheet and the profit and loss accounts as reference to such Report. A copy of such such as the state of the shall be inserted at the foot of the balance sheet and the profit and loss accounts as reference to such Report. A copy of such such as the su
50.	155.	ACCOUNTS WHEN AUDITED AND APPROVED TO RECONCISS OF STREET AS TO ERRORS DISCOVERED WITHIN THREE MONTHS	ACCOUNTS WHEN AUDITED AND APPROVED TO BE CONCLUSIVE EXCEPT AS TO ERRORS DISCOVERED WITHIN THREE MONTHS
	(i)	A notice (which expression shall be deemed to include and shall include any summons, notice, process, judgment or any other document in relation to or in the winding up of the Company or by sending it by post (airmall where appropriate) to him at his last address registered with the Company.	A notice, which expression shall be deemed to include and shall include any summons, notice, process, judgment or any other document in relation to or in the winding up of the Company, may be given to any member, either or by other electronic means to hin/her at the last address including email address registered with the company.
	(ii)	Where a notice is sent by post, the service of such notice shall be deemed to be effected by letter containing the notice and, unless the contrary is proved to have been effected at the time at which the letter would have been delivered in the ordinary course of post.	Where a notice is sent by post/email or other electronic means, the service of such notice shall be deemed to be letter containing the notice or proof of transmission of the email/electronic means, and, unless the contrary is proved to have been effected at the time at which the letter would have been delivered in the ordinary course of post/email or other electronic means.
51.	156.	NOTICE ON MEMBERS HAVING NO REGISTERED ADDRESS  If a member has no registered address and has not supplied to the Company an address for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the company and	NOTICE ON MEMBERS HAVING NO REGISTERED ADDRESS  If a member has no registered address/email address and has not supplied to the company an address/email address for issuing notices to him/her, a notice addressed to him and published in a newspaper/online news portal, or on the bank's website, shall be deemed to be duly given to him/her on the day on which the advertisement appears or is published on the website.
52.	158.	PERSONS ENTITLED TO NOTICE OF GENERAL MEETING  Notice of every general meeting shall be given in such manner herein before authorized to: i, every member of the Company, including bearers of share warrants, except those members who have not supplied to the Company an address for the giving of notices to	PERSONS ENTITLED TO NOTICE OF GENERAL MEETING  Notice of every general meeting shall be given in such manner herein before authorized to: i, every member of the Company, including bearers of share warrants, except those members who have not supplied to the Company an address/email address for issuing notices to them:
53.	159.	NOTICE BY COMPANY AND SIGNATURE THERETO  Any notice to be given by the Company shall be	NOTICE BY COMPANY AND SIGNATURE THERETO  Any notice to be given by the company shall be signed
54.	161.	signed by the Secretary or such other officer as the Directors may appoint. Such signature may be written, printed or lithographed WINDING UP: DISTRIBUTION OF ASSETS	(including scanned signature) by the Company Secretary, or such other officer as the Directors may appoint. Such signature may be written, printed or lithographed or scanned.  WINDING UP: DISTRIBUTION OF ASSETS
		Subject to the provisions of these presents, if the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be the proportion to the shares held by them proportion to the shares held by them	Subject to the provisions of these presents, if the Company shall be wound up and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed according to the relevant provisions of the Bank Companies Act and or any other laws prevailing at that time.
SI.	Article	Existing Provision of the Articles of Association  And if in a winding up, the assets available for distribution among the members shall be more	Proposed changes/addition in the Articles of Association  And if in a winding up, the assets available for distribution among the members shall be more than sufficient to repay
		than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions	the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions
55.			etions in the Memorandum of Association and Articles of

- Notes:

  1. 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.

  2. A shareholder, who is entilled 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/their behalf.

  3. A shareholder, who is entilled 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/their behalf.

  3. A shareholder, who is part of 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.

  4. Attendance of the shareholder(s)/storney/storney/storox/sprox/sprox/ses shall be recorded at the entrance of the venue. Attendance slip has to be signed and submitted at the Registration Counter.

  5. Existing and the proposed changed 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 list the MTB website @ http://www.mutualfrustbank.com where the report, form and slip are also displayed, which may also be downloaded by scanning the following QR Code.

  5. The honorable shareholders are quieted in the mortable shareholders are quieted in the MTB website @ http://www.mutualfrustbank.com where the report, form and slip are also displayed, which may also be downloaded by scanning the following QR Code.

  6. The honorable shareholders are quieted to quieted all the required information with their respective Depository Participants and contact the official/executive(s) of MTB Shar

