



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
E-mail: info@mutualtrustbank.com, Web: www.mutualtrustbank.com

NOTICE OF THE 20TH ANNUAL GENERAL MEETING (AGM)

Notice is hereby given to all the Honorable Shareholders of Mutual Trust Bank Ltd. (MTB) that, the 20th (Twentieth) Annual General Meeting (AGM) of the bank will be held on **Sunday, June 30, 2019 at 10:00 a.m., at Golf Garden, Army Golf Club, Airport Road, Dhaka Cantonment, Dhaka-1206** to transact the following business, and to adopt necessary resolutions:

AGENDA

1. Special Business:

1. To amend, include the following clauses of the Articles of Association of the bank:

Sl.	Article	Existing Provision of the Articles of Association	Proposed Changes/Addition in the Articles of Association
1	95	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 Director(s), Director(s) from the Strategic Investor(s)/Institution(s)/ Representative 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:	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 Director(s), Director(s) from the Strategic Investor(s) /Institution(s)/ Representative 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, provided however that notwithstanding anything contained in the Article, any international institutional investor which subscribed to at least five percent (5%) shares of the Company, and for so long as it continues to hold such minimum percentage of shareholding as is required for appointment of nominee director under the laws of Bangladesh, shall have the right to nominate one (1) Director (the "International Investor Nominee Director"), where such appointment is a condition of subscription by such international institutional investor:
2	97	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/ number of 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 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.	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/ number of 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), International Investor Nominee Director, director(s) representing specific shareholder(s) or group of shareholders and directors 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.
3	120	PERIOD OF NOTICE	
		The quorum for a meeting of the Board of Directors may be decided by the Board but not less than one third number of directors (rounded off as one in case of fraction).	<i>"The quorum for a meeting of the Board, duly convened and held, shall be:</i> <i>(i) a majority (more than fifty percent (50%)) of the Directors then in office till such time the International Investor Nominee Director has not been appointed on the Board; and</i> <i>(ii) upon appointment of the International Investor Nominee Director, a majority (more than fifty percent (50%)) of the Directors (excluding the International Investor Nominee Director and the Independent Director) then in office and either an Independent Director or the International Investor Nominee Director.";</i>
4	(inserting new Article 120A		Notwithstanding anything contained in these Articles, the Company shall not take the following decisions or actions without the approval of at least sixty-six per cent (66%) of the Directors of the Company (excluding the Directors who are restricted to vote on such decisions or actions pursuant to conflict of interest policy or applicable law): (a) remove or replace the Auditors or change the Financial Year of the Company; (b) approve or amend the Business Plan or budget of the Company; (c) other than in connection with the normal banking operations consisting of lending and treasury operations including stock market equity investments, authorize or undertake any arrangement for the disposal (including but not limited to any sale, exchange or lease) of: (A) (i) more than two per cent (2%) of the fair market value of the assets of the Company; or (ii) more than twenty five per cent (25%) of the fair market value of the assets of any Subsidiary whether in one or a series of transactions; or (B) any shares of any Subsidiary; (d) enter into any obligation outside of the normal course of business in excess of One Million Dollars (\$ 1,000,000) (or the equivalent in any other currency) in the aggregate in any Financial Year; (e) enter into any commitments for acquisitions of other entities (whether by the acquisition of shares, assets, or otherwise) for a consideration in excess of One Million Dollars (\$ 1,000,000) (or the equivalent in any other currency) in the aggregate in any Financial Year; (f) enter into any commitments for capital investments in excess of Fifteen Million Dollars (\$ 15,000,000) (or the equivalent in any other currency) in the aggregate in any Financial Year; (g) incur Financial Debt which involves the payment by it, in cash or otherwise, of amounts in excess of One Million Dollars (\$ 1,000,000) (or the equivalent in any other currency) in the aggregate in any Financial Year other than the Financial Debt incurred in the normal course of its banking business; (h) directly or indirectly declare, authorize or make any Distribution in relation to any Equity Securities of the Company (or Equity Securities of any Subsidiary) that is not out of the profits for the then current Financial Year; (i) create any subsidiary or enter into any joint venture or partnership; (j) grant or enter into any material license, agreement or arrangement concerning any intellectual property rights; (k) enter into any amalgamation, merger, consolidation, reconstitution, restructuring or similar transaction of the Company or any Subsidiary; (l) authorize or undertake any Listing, any Offering of any Equity Securities of the Company and or any Subsidiary, and the delisting of the Equity Securities of any Subsidiary; (m) enter into any agreement, arrangement or transaction with any Related Party, other than non-material agreements having a term of less than one (1) year that are negotiated on an arm's-length basis in the ordinary course of business and contemplated by the Business Plan; (n) adopt, amend or revise the Dividend Policy to permit dividends to be paid on any basis other than out of the most recent completed Financial Year's profits; (o) adopt, amend or revise any employee stock plan; and (p) determine timeline for implementation of the recommendations of the Corporate Governance Consultant.

"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/way/s, 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".

Ordinary Business

1. To receive, consider and adopt the audited Annual Financial Statements (Consolidated and Separate), for the year ended on December 31, 2018, together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend for the year ended on December 31, 2018.
3. To elect/re-elect Director(s) in accordance with the provisions of law and as per the Articles of Association of the Company.
4. To appoint/reappoint Statutory Auditors for the term until completion of the next Annual General Meeting, and fix their remuneration.
5. To appoint/reappoint Compliance Auditor as per the Corporate Governance Code and fix their remuneration.

June 03, 2019

Dhaka

Notes:

By order of the MTB Board of Directors

Sd/-

Malik Muntasir Reza

Group Company Secretary

- a) The 'Record Date', in lieu of Book Closure will be on **Sunday, June 09, 2019 (Record Date: June 3, 2019, which has changed as per the Listing Regulations, 2015, due to declaration of holiday on that date by the stock exchanges)**. The shareholder(s) whose names will appear in the Register of MTB, under the Central Depository System (CDS) on the **Record Date**, are eligible to attend the 20th AGM and qualify to receive the dividend.
- b) The Board of Directors recommended for payment of **Stock Dividend (Bonus Share) @ 11% (Eleven percent) on the profit of MTB** for the year ended on December 31, 2018.
- c) **A. Qasem & Co.**, Chartered Accountants, the existing Auditor will retire from the office at the end of the 20th AGM. Since they have audited the accounts of the bank for 2nd year, they are eligible for re-appointment, as per prevailing laws/regulations.
- d) A shareholder, who is entitled to attend and vote at the AGM, may appoint a proxy to attend the meeting and take part in the proceedings thereof, on his/her/their behalf.
- e) The instrument appointing a proxy, or the Power of Attorney, duly signed by a shareholder and stamped with requisite amount, must be submitted at the MTB Share Department, MTB Tower (3rd Floor), 111 Kazi Nazrul Islam Avenue, Bangla Motor, Dhaka 1000 **at least 48 hours before the meeting**.
- f) Attendance of the shareholder(s)/attorney (ies)/proxy (ies) shall be recorded at the entrance of the venue. Attendance slip has to be signed and submitted at the Registration Counter.
- g) Annual Report 2018, together with the Notice of the 20th AGM, Proxy Form and Attendance Slip will be sent to all the hon'ble shareholders by emails. The hon'ble shareholders may also collect the Annual Report from the MTB Share Department. The hon'ble shareholders may also visit the MTB's website @ <https://www.mutualtrustbank.com>, where the report, form and slip are also displayed.
- h) In compliance with the Bangladesh Securities and Exchange Commission (BSEC) Notification No. SEC/CMRRC/2009-193/154 dated October 24, 2013 **"No benefit in cash or kind, other than in the form of cash dividend or stock dividend, shall be paid to the Shareholders, i.e., no gift/gift coupon/food box etc. will be distributed at the 20th AGM"**.

