



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 (3<sup>rd</sup> Floor), 111 Kazi Nazrul Islam Avenue, Bangla Motor, Dhaka 1000.

## NOTICE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given to all the shareholders of Mutual Trust Bank Limited (MTB) that the 24th (Twenty-Fourth) Annual General Meeting (AGM) of the shareholders of the company will be held on Wednesday, June 21, 2023, at 11.30 a.m., virtually through the link <https://mutualtrustbank.bdvirtualagm.com> to transact the following business:

### AGENDA

#### ORDINARY BUSINESS

1. To receive, consider and adopt Directors' Report, Auditors' Report and the audited Annual Financial Statements (Consolidated and Separate), for the year ended on December 31, 2022.
2. To declare Dividend for the year ended on December 31, 2022, as recommended by the MTB Board of Directors.
3. To elect/re-elect MTB Directors.
4. To reappoint Managing Director and CEO.
5. To appoint/reappoint Statutory Auditors and fix their remuneration.
7. To appoint/reappoint Corporate Governance Compliance Auditors and fix their remuneration.

#### SPECIAL BUSINESS

##### 1. To change the Registered Name of the Company:

Adopt the change of registered name of the bank as “**Mutual Trust Bank PLC**” in place of its existing name “**Mutual Trust Bank Limited**” in accordance with the Companies Act, 1994 (Section 11 (a) of the amended company Act of 2020) and to amend the relevant clauses of the Memorandum of the Association and Articles of Association of the company by adopting the following special resolution:

“Resolved that the proposal for changing the registered name of the bank as “**Mutual Trust Bank PLC**” in place of its existing name “**Mutual Trust Bank Limited**” and amendment of the relevant clauses of the Memorandum of Association and Articles of Association of the company be and are hereby considered and approved”.

##### 2. To Increase the Authorized Capital of the Company:

To consider and, if deem fit, to pass with or without modification, the following Resolution as a special Resolution:

“Resolved that the proposal to increase the **Authorized Capital of the Company to BDT. 20, 000, 000, 000.00** (Bangladeshi Taka Twenty Billion) **divided into 2,000,000,000 (Two Billion)** ordinary shares of BDT. 10.00 (Bangladesh Taka Ten) each, from **BDT. 10,000,000,000.00 (Ten Billion)** with the rights, privileges and conditions, as provided by the **Articles of Association of the Company**, for the time being, with power to increase and reduce the capital of the Company and the law for the time being in force and amendment of the relevant clauses of the **Memorandum of Association and Articles of Association** of the company be and is hereby considered and approved subject to approval of the regulatory authority (ies)”.

May 25, 2023  
Dhaka.



To join  
24<sup>th</sup> AGM 2023



Virtual AGM  
System Manual

By Order of the  
MTB Board of Directors  
Sd/-  
**Malik Muntasir Reza**  
Group Company Secretary  
Mutual Trust Bank Ltd.

#### NOTES:

- i. The shareholders whose names appeared in the Members/Depository Register under the Central Depository System (CDS) on the Record Date, i.e., Tuesday May 23, 2023, are eligible to participate and vote in the Annual General Meeting (AGM) and receive dividend.
- ii. The Board of Directors have recommended **10.00% (Ten percent)** Dividend in the form of **Stock / Bonus Shares**
- iii. Pursuant to the Bangladesh Securities and Exchange Commission's (BSEC) Directives, the AGM will be held virtually, which will be conducted via live webcast.
- iv. The shareholders may cast their vote (e-vote) using online platform, which will be opened 48 hours prior to start of AGM as per the Bangladesh Securities and Exchange Commission's (BSEC) Directives.
- v. The shareholders will be able to post/submit their questions/comments electronically to <https://mutualtrustbank.bdvirtualagm> and may also email or [share@mutualtrustbank.com](mailto:share@mutualtrustbank.com) or [faisal.masum@mutualtrustbank.com](mailto:faisal.masum@mutualtrustbank.com) or [ismail.hossain@mutualtrustbank.com](mailto:ismail.hossain@mutualtrustbank.com) 48 hours before the AGM.
- vi. To login into the system, the shareholders need to put their 16-digit Beneficial Owner (BO) s' Number / Folio number(s) and other credentials (such as, nos. of shares held, mobile number, etc.) as a proof of their identity. Link of the meeting is <https://mutualtrustbank.bdvirtualagm.com>, which will also be notified to the respective shareholders' email addresses. Full login/participation process for the Digital Platform meeting will be sent through email, which will also be available at the bank's website: <https://www.mutualtrustbank.com>
- vii. The shareholders were requested to update their details (i.e., email ID, contact number, present address, e-TIN number, etc. through their Depository Participants (DPs), before Record Date (May 23, 2023), which was mentioned in the Price Sensitive Information dated April 30, 2023, published on May 01, 2023, to get the Virtual AGM invitation. However, the shareholders who are yet to update their details in the BO ID information through their respective DPs, and shareholders having paper shares are yet to submit details to get the invitation, are requested to submit their details to the MTB Share Department or aforementioned email addresses, before June 10, 2023.
- viii. The Merchant Banks, and Stock Brokers, who have yet to submit hard and soft copies of lists of their margin loan clients, are once again requested to send hard copies and email the soft copies of the lists of their margin clients (in MS Excel format) with all required information before/or June 10, 2023, for facilitating to credit Stock Dividend, as per lists.
- ix. Pursuant to the Bangladesh Securities and Exchange Commission's (BSEC) Notification, the soft copies of the Annual Report 2022, will be sent to the email addresses of the shareholders available in the respective Beneficial Owner (BO) Accounts maintained with the Depository Participants (DPs) on the Record Date. The Annual Report 2022, will also be available at the bank's website: <https://www.mutualtrustbank.com>
- x. A shareholder is entitled to attend and vote at the AGM (virtually) may appoint a Proxy to attend and take part in electronic voting (e-voting) 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 with requisite stamps, as per Stamp Act, no later than 48 hours before commencement of the AGM.
- xi. In compliance with the Bangladesh Securities & Exchange Commission (BSEC) Notification No. SEC/CMRRCD/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 at the 24th AGM”.