একযুগের ভালোবাসায়
কোটি মানুষের ভরসায়

১২ বছর

NRBC BANK

DIRECTORS' REPORT
SUSTAINABILITY REPORT
PRODUCTS & SERVICES

Directors' Report

Bismillahir Rahmanir Rahim.

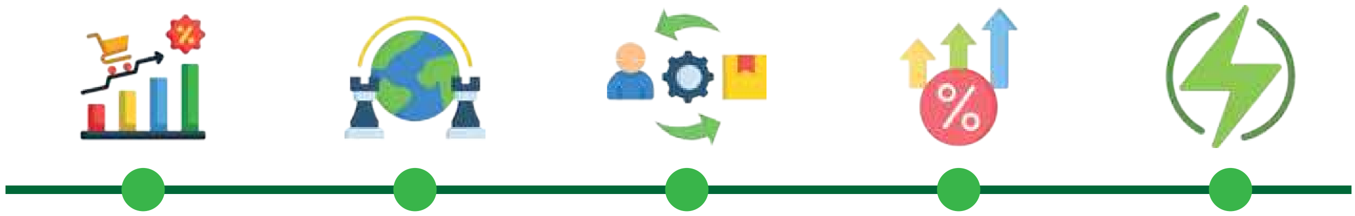
TO, THE MEMBERS,

Your Directors are pleased to present the 12th Annual Report on the business and operations of the Bank together with the audited financial statements (standalone as well as consolidated) for the financial year ended December 31, 2024. In the Directors' Report 2024, we've included a summary of the bank's performance and financial position for the same year in changing scenario, as well as information on key elements of the global and Bangladesh economies. The Directors believe the Report will give real insights of the bank's performance during the year under review.

Global Economic Review and Outlook

Navigating a complex terrain, 2024 stands out as a year of economic transition—defined by a slowdown in global growth alongside a steady easing of inflationary pressures. The global economy in 2024 presented a complex and evolving landscape, characterized by persistent challenges and nascent opportunities. While the acute phase of the post-pandemic economic disruption and initial inflationary spikes subsided, several significant headwinds continued to shape the outlook.

The 3.2% growth projection, mirroring 2023's figures, masks a divergence between advanced economies, showing slight acceleration, and emerging markets experiencing a modest slowdown. This nuanced picture underscores the complexities inherent in the current global economic order. While advanced economies anticipate a quicker return to their inflation targets, emerging markets grapple with more persistent price pressures. The overall growth rate, however, remains below the pre-pandemic average of 3.6%, highlighting the lingering impact of the pandemic and other macro-economic factors. The projected 3.1% growth in 2024, a marginal dip from the previous year, reflects a cautious optimism tempered by significant geopolitical uncertainties. The looming US elections cast a long shadow, with anticipated post-election policies potentially dampening global growth to 3.0% in 2026, despite a projected uptick to 3.2% in 2025. This uncertainty is further compounded by the possibility of escalating trade wars, triggered by shifts in US tariffs and potential retaliatory measures from other nations. The cooling inflation trajectory, forecast to continue until mid-2025, is intricately linked to these geopolitical factors, with a potential surge dependent on the severity of trade friction. The landscape is further complicated by monetary policy responses. Most major central banks, with the exception of the Bank of Japan, have initiated rate-cutting cycles. This has created a complex interplay of currency movements, with the US dollar initially weakening after the Federal Reserve's rate cuts, only to regain strength later due to expectations of higher post-election inflation. Emerging economies, particularly in Eastern Europe, Russia, and Turkey, face a prolonged struggle with inflation, demanding continued vigilance and strategic policy adjustments. While the moderation of inflation is a welcome development, driven by higher interest rates, slower growth, excess supply, and reduced energy prices, lingering concerns remain. Significant wage gains in Europe, outpacing productivity growth, pose a risk of sustained inflationary pressures. Furthermore, the backlash against foreign tourism, a factor that has been propping up service sector inflation, adds another layer of complexity. The lagged effects of monetary policy will likely delay the benefits of rate cuts, pushing their impact into the latter half of 2025 and 2026. This potentially positive development—a tailwind for consumer spending and business investment—is heavily contingent on mitigating the headwinds caused by retaliatory tariffs and escalating trade tensions. The outlook for mergers and acquisitions (M&A) activity is similarly contingent. Lower interest rates and substantial private equity capital could fuel increased activity. However, policy uncertainty, anti-corporate sentiment, and protectionist policies may curb large-scale and cross-border deals. Fiscal policy, while potentially stimulative through increased spending in key areas like healthcare, pensions, and defense, and tax cuts, also harbors uncertainties regarding its global impact, especially concerning the treatment of multinational corporations outside the US. In conclusion, the global economic outlook remains a tapestry woven with both positive and negative threads. While the cooling inflation is encouraging, geopolitical uncertainties, particularly trade tensions and their impact on monetary policy, and the diverse responses of various economies, present considerable challenges. The path to sustained growth requires navigating these complexities carefully, emphasizing strategic policy-making, fostering international cooperation, and adapting to the evolving global economic landscape.



Inflationary Pressures

Although inflation eased from its peak in many economies, it remained stubbornly above central bank targets in numerous regions. This necessitated continued monetary tightening policies from major central banks, posing a risk of slowing economic growth

Geopolitical Uncertainty

The ongoing war in Ukraine & middleast significantly impacted global energy markets, supply chains, and food security. Geopolitical tensions in other regions also added to overall uncertainty

Supply Chain Disruptions

While supply chain issues improved from the worst of the pandemic period, disruptions persisted, particularly in specific sectors, leading to production bottlenecks and price volatility

Interest Rate Hikes

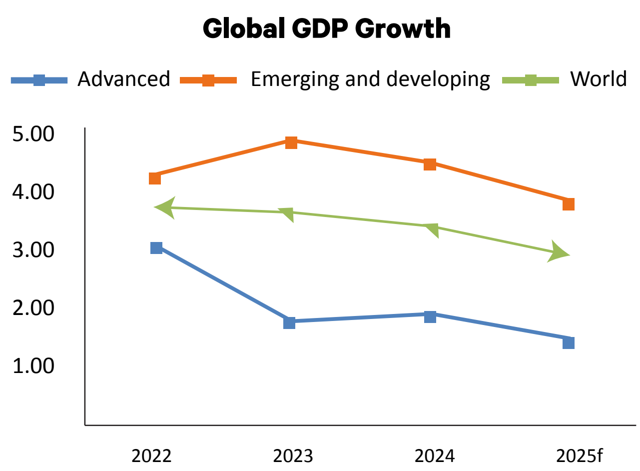
Central banks globally responded to inflation with aggressive interest rate hikes. While this curbed inflation in some cases, higher borrowing costs dampened investment and economic activity, potentially increasing the risk of recession in some countries

Energy Transition

The global transition to cleaner energy sources continued to gain momentum, driving investment in renewable energy technologies and influencing energy markets. However, the uneven pace of this transition presented challenges for some economies heavily reliant on fossil fuels.

Global GDP growth:

Global GDP growth in 2024 was subdued, significantly lower than the preceding years due to persistent inflationary pressures, elevated interest rates, and lingering geopolitical uncertainties. While initial forecasts predicted a modest recovery, the actual growth rate fell short of expectations, hovering around 3.2% according to IMF. The forecast for 2025 presents a mixed outlook, with projections of 3.3%, depending on the resolution of ongoing geopolitical conflicts, the effectiveness of monetary policy in curbing inflation, and the resilience of consumer demand. A more optimistic outlook hinges on a successful "soft landing" scenario where inflation decreases without triggering a widespread recession. Conversely, a more pessimistic scenario anticipates a prolonged period of slow growth or even a global recession, particularly if major economies experience significant economic contractions. Recent US Trade war among the major economies countries may accelerate which will induce slowdown the growth effect on global GDP.



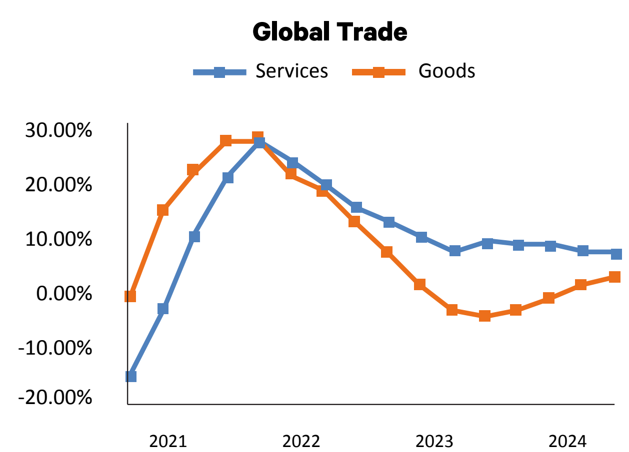
Global Trade:

Global trade is poised to hit an all-time high of nearly $33 trillion in 2024, up $1 trillion from the previous year.

This 3.3% annual growth has been driven largely by a 7% rise in trade in services, contributing $500 billion to the overall expansion. Trade in goods has grown at a slower 2% this year, remaining below its 2022 peak.

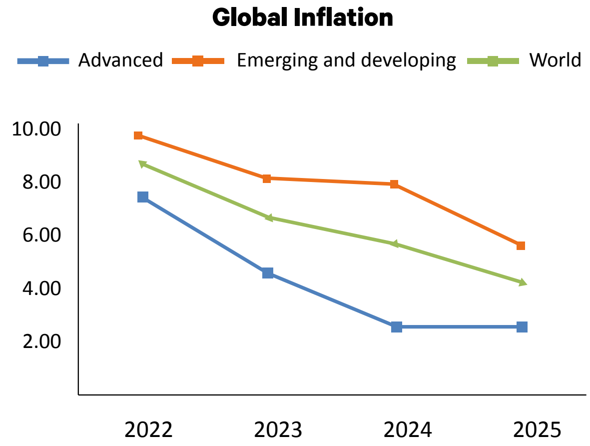
The 2025 trade outlook is clouded by potential US policy shifts, including broader tariffs that could disrupt global value chains and impact key trading partners.

Such measures risk triggering retaliation and ripple effects, affecting industries and economies along entire supply chains. Even the mere threat of tariffs creates unpredictability, weakening trade, investment and economic growth.



Global Inflation

Global inflation peaked in 2022 following pandemic-era supply shocks and the energy price spike from Russia's invasion of Ukraine. Since then, disinflation has been significant: by late 2024 most countries saw inflation near central-bank targets. IMF projects headline inflation averaging ~5.9% in 2024 and ~4.5% in 2025. Other sources are slightly more optimistic – UN data suggest global inflation declined from roughly 4.0% in 2024 to ~3.4% in 2025. The decline in inflation reflects fading of temporary shocks. Despite of broad progress, inflation is not uniform. Services inflation remains relatively elevated – in 2024 many economies saw service prices ~double pre-pandemic trends. Moreover, some EMDEs face persistent pressures. According to IMF, advanced economies may return to target by 2025, but emerging markets (especially those hit by local shocks) could see inflation remain higher for longer.



Most forecasts see inflation continuing to fall in 2025. Central banks have signaled rate cuts as inflation moderates. IMF data imply "the battle against inflation is almost won". However, upside risks remain: new commodity price spikes (e.g. due to conflicts or poor harvests) or unwinding of supply gains (such as reduced migration) could rekindle inflationary pressures. Overall, consensus is that global inflation will ease toward ~3–4% by 2025, though with significant regional divergence.

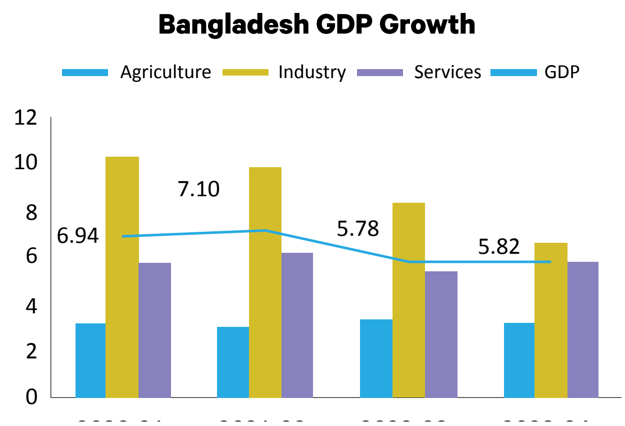
Bangladesh Economic Overview

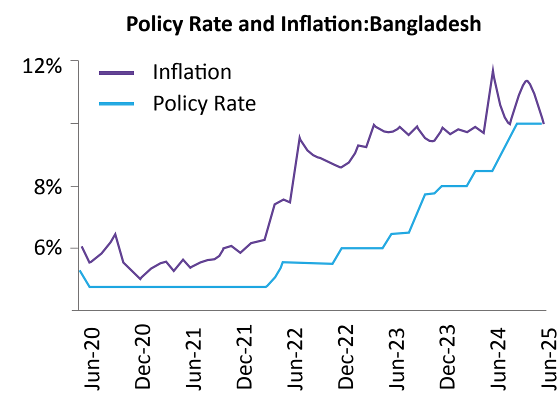
Despite facing significant global and domestic challenges, Bangladesh's economy demonstrated notable resilience in 2024, underpinned by strong remittance inflows, steady domestic demand, and prudent policy responses. While the economy navigated elevated inflation, currency depreciation, and tighter global financing conditions, it managed to maintain a stable growth trajectory, reflecting its underlying economic strength.

According to final estimates by the Bangladesh Bureau of Statistics (BBS), GDP growth for FY2023–24 stood at 4.22%, the lowest in four years and below the provisional estimate of 5.82%. This slowdown was largely driven by weaker export demand and a contractionary monetary stance aimed at curbing persistent inflation.

In USD terms, per capita income declined to $2,738, down from $2,784 the previous year, primarily due to currency depreciation (average exchange rate Tk 111.06 per USD). However, in local currency terms, per capita income rose to Tk 3,04,102 from Tk 2,73,360, highlighting real income growth despite external pressures.

Inflation remained a central concern. The 12-month average inflation rate stood at 10.21% (May 2024–April 2025), with point-to-point inflation easing to 9.17% in April 2025, after peaking at 11.38% in November 2024. A combination of tighter monetary policy, improved domestic supply, and seasonal adjustments helped ease food and non-food inflation in the later part of the fiscal year.





Bangladesh Bank's monetary stance remained tight, with a raised policy rate (repo) of 10% and a shift toward a market-based exchange rate to support foreign reserves and control inflation. Despite these challenges, the country continued to progress on infrastructure development and reforms supported by multilateral institutions like the IMF, World Bank, and ADB.

Relevant factors Influencing Bangladesh Economy- 2024

Import

Import growth remained controlled but showed signs of recovery as restrictions eased. Imports grew by about 5–6%, reaching $49.3 billion during the same July–March period, led by higher demand for food and intermediate goods. The overall trade deficit narrowed to ~$15.4 billion, down from $22.43 billion in FY2023–24.

Export

Exports began recovering in FY2024–25 after two years of decline. During July 2024–March 2025, export earnings rose by approximately 9.5% year-on-year to $33.9 billion, driven primarily by a strong rebound in ready-made garment (RMG) exports, which grew over 10% during July–January.

Remittance

Remittance inflows were a bright spot. Remittances surged by 27.6% year-on-year, totaling $21.78 billion during July 2024–March 2025. This impressive growth was supported by favorable exchange rates, a 2.5% cash incentive on foreign currency repatriation, and increased flows.

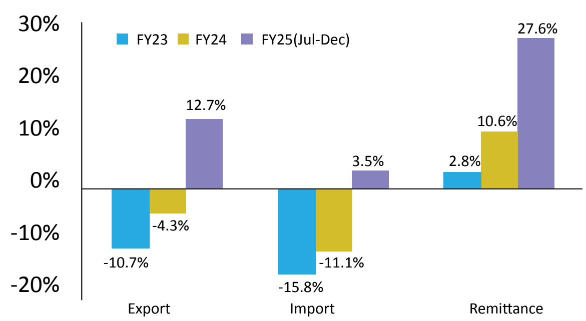
Outlook and Forward Momentum

While FY2023–24 presented numerous challenges, Bangladesh's economy showed remarkable endurance. The government has revised the GDP growth forecast for FY2024–25 to 5.25%, with expectations of recovery supported by stable remittances, an improved trade balance, and structural reforms.

Importantly, the rise in per capita income in local currency, continued infrastructure progress, and the narrowing current account deficit reflect solid economic fundamentals. Going forward, macroeconomic stability will depend on the successful containment of inflation, enhanced foreign exchange management, and continued policy discipline.

If global conditions remain supportive and reforms are sustained, Bangladesh is well-positioned for a modest economic rebound—with growth projected to accelerate to 6.2% in FY2025–26 and beyond, supported by a more dynamic external sector, resilient domestic consumption, and targeted policy actions.

Growth of Export, Import and Remittance Inflows in FY 25

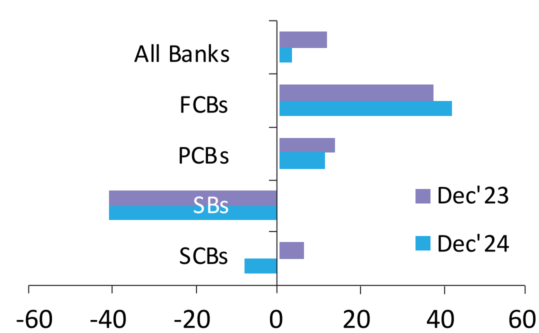


Review of the Banking Sector in Bangladesh

The year 2024 was marked by transformation and resilience for the banking sector of Bangladesh. Despite of facing macroeconomic headwinds and sectoral challenges, the industry demonstrated its continued importance as the backbone of financial intermediation and economic stability. The sector took significant steps towards reforms, modernization, and digitalization, setting the foundation for long-term sustainability and inclusive growth.

One of the key challenges during the year was the notable rise in non-performing loans (NPLs), which reached 20.2% by December 2024, up from 9.0% a year earlier. This increase, though concerning, has prompted a much-needed sector-wide re-evaluation of credit risk management and provisioning practices. Importantly, this development also catalyzed regulatory and institutional reform initiatives that aim to improve asset quality transparency and strengthen internal control mechanisms. Banks, under guidance from the Bangladesh Bank, have begun tightening their credit risk governance frameworks, implementing early warning systems, and streamlining recovery efforts.

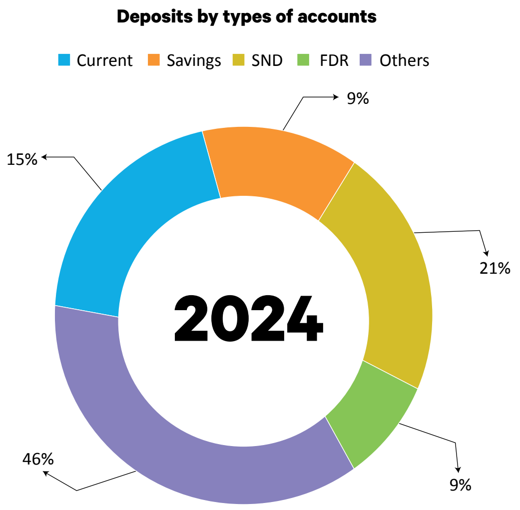
Capital to Risk Weighted Assets Ratio (CRAR) (In percent)

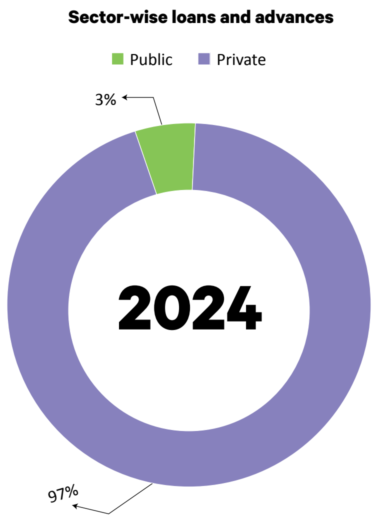


Another sector-wide issue has been the capital adequacy shortfall. The aggregate capital-to-risk-weighted-assets ratio (CRAR) for several institutions fell below the regulatory minimum, due in part to rising provisioning requirements. While this posed temporary pressure on financial performance, it also paved the way for meaningful changes, including recapitalization strategies, operational restructuring, and stricter regulatory compliance.

Credit growth moderated in 2024, primarily due to cautious lending approaches and liquidity constraints. However, this was counterbalanced by the banking sector's increasing focus on quality over quantity—prioritizing responsible lending, SME financing, and green banking initiatives. Aided by prudent monetary policy tightening and macro prudential controls, this shift helped to preserve sectoral stability during a period of global and domestic uncertainties.

On a positive note, the sector witnessed significant strides in digital transformation. Internet and mobile banking services continued to expand rapidly, with record growth in transaction volumes. Banks embraced automation, AI-based credit scoring, and mobile-enabled platforms to reach underbanked populations, thereby promoting financial inclusion. Bangladesh now ranks among the leading South Asian countries in terms of Mobile Financial Service (MFS) adoption. The enactment of the Offshore Banking Act 2024 also opened up opportunities for foreign currency operations and trade finance growth, positioning the country as an emerging financial hub in the region.





Furthermore, the Bangladesh Bank has undertaken commendable structural reforms. Key initiatives include the Bank Resolution i.e. The Bank Resolution Ordinance 2025 Framework, plans for a comprehensive deposit insurance scheme, and implementation of the Expected Credit Loss (ECL) model. These reforms, though phased, aim to modernize the financial ecosystem and align it with international best practices.Combined with enhanced regulatory transparency and supervisory rigor, these steps reflect the banking sector's transition from a reactive to a proactive regulatory culture.

Despite global inflationary pressures, taka depreciation, and supply chain disruptions, the banking industry remained a stronghold for economic resilience. Deposit growth remained steady, public trust in the banking system endured, and operational efficiency improved through process automation and cost optimization. Private commercial banks, in particular, continued to outperform through innovation, customer-centric strategies, and robust governance.

Deposit and Advance Position of Scheduled Banks (in percent)-December'24

Bank groups	Year-on- year growth of deposit, % (excluding interbank)	Year-on- year growth of advances, % (excluding interbank)	Advance Deposit Ratio (ADR)
SCBs	3.69	6.56	74.62
PCBs	9.44	8.01	85.35
FCBs	-2.37	9.75	61.41
SBs	8.99	17.82	68.72
All	7.47	8.02	81.32

In summary, while 2024 posed undeniable challenges, it was also a pivotal year for reform, realignment, and renewed purpose. The sector has emerged more self-aware, increasingly transparent, and technologically empowered. With continued regulatory support, investment in digital infrastructure, and commitment to sound banking practices, the banking sector of Bangladesh is poised for

sustainable growth and greater contribution to national development in the years ahead.

Strategic Initiatives and Key Takeaways of NRBC Bank PLC in 2024

Advancing Financial Inclusion in Remote Areas

As part of our continued commitment to financial inclusion, NRBC Bank has expanded banking access to the underserved populations in the remote Haor and Char regions. Through our low-cost banking initiative, individuals can now open accounts for just Tk. 10, with access to savings and loan facilities at no additional cost. This initiative has already empowered 3,502 small entrepreneurs, enabling disbursement of loans totaling Tk. 110 crore, significantly contributing to local economic upliftment.

Empowering Small Entrepreneurs through Collateral-Free Loans

In alignment with national socio-economic development goals, NRBC Bank has extended collateral-free loans to over 138,000 small entrepreneurs across the country. This strategic support to grassroots-level enterprises reflects our focus on inclusive banking, helping marginalized individuals become self-reliant and productive members of the economy.

Exploring New Opportunities and Engaging the Next Generation

In alignment with its vision to foster financial inclusion and future-readiness, NRBC Bank continues to actively explore new business opportunities while expanding access to modern banking services—particularly among the youth. Recognizing the importance of engaging the next generation early, the Bank has prioritized youth-centric initiatives to build lasting financial relationships and promote financial literacy.

As part of this commitment, NRBC Bank has successfully opened over 27,000 school banking accounts, maintaining an impressive outstanding balance of BDT 28 crore. These accounts not only encourage savings habits among students from an early age but also help to instill financial discipline and awareness of responsible money management.

To further connect with the youth segment, the Bank launched a dedicated product—'NRBC NewGen', designed specifically for students and young professionals. This offering was introduced alongside a vibrant promotional campaign titled 'Think Big – Explore Career Options', through which the Bank organized interactive seminars across leading universities in Bangladesh. These sessions served as platforms to engage, educate, and empower young individuals with insights into banking careers and financial planning.

The initiative has received an enthusiastic response, resulting in the opening of over 3,500 NRBC NewGen accounts, with a cumulative balance of BDT 3.35 crore. The product continues to gain traction among the youth, reflecting growing trust in NRBC Bank as a forward-thinking, youth-friendly financial institution.

Looking ahead, the Bank remains committed to expanding its youth outreach and developing innovative, tech-enabled solutions that cater to the evolving expectations of the next generation. These efforts are not only aligned with NRBC Bank's strategic growth ambitions but also contribute meaningfully to building a more financially inclusive and empowered society.

Financial Insight of NRBC Bank in 2024

BUSINESS OVERVIEW:

NRBC Bank PLC continued its steady journey of growth and resilience, building strong momentum across both asset and liability portfolios. The Bank remained committed to maintaining granularity in its business, supported by a prudent, risk-calibrated approach across all verticals. FY 2024 has been a defining period, marked by proactive transformation initiatives, sustained customer-centric strategies, and a renewed focus on operational excellence.

The Bank is undergoing a holistic transformation journey, aspiring to emerge as a re-energized, recapitalized, and recalibrated financial institution. This strategic transformation is designed not only to enhance internal efficiency and capital resilience but also to future-proof the Bank against evolving macroeconomic and regulatory dynamics. By leveraging insights from past challenges, the Bank is determined to build a stronger and more agile organization that stands tall on its founding values of trust, transparency, and innovation.

Our asset growth was underpinned by a disciplined credit strategy focused on diversified exposure, inclusive banking, and quality portfolio expansion. The Bank prioritized the SME, agriculture, and retail financing, supporting grassroots-level economic activities and contributing to financial inclusion across both urban and rural areas. On the liability side, deposit mobilization remained strong, supported by an expanding customer base, digitization initiatives, and enhanced branch network efficiency.

NRBC Bank has consistently delivered value to its stakeholders through a well-rounded approach to sustainable growth. As part of our commitment to responsible banking, we are strengthening our risk management framework, improving asset quality parameters, and reinforcing capital adequacy to align with regulatory requirements and market best practices.

The Bank continues to invest in digital transformation, embracing modern banking technologies to enhance customer experience, operational agility, and product innovation. Our efforts in digital onboarding, mobile banking, and automation are paving the way toward a more efficient and customer-responsive institution.

Our human capital remains our most valuable asset. The Bank has undertaken structured initiatives for staff training, leadership development, and capacity building to ensure alignment with the evolving banking landscape and regulatory expectations. These

initiatives are contributing towards building a high-performing, future-ready team.

NRBC Bank PLC has remained steadfast in fulfilling its commitment towards its stakeholders — customers, employees, regulators, and shareholders. As we look ahead, the Bank is poised to accelerate its transformation, improve its capital base, and enhance governance standards, thereby laying a strong foundation for long-term sustainable growth.

Through continued innovation, sound governance, inclusive banking practices, and strong execution of its transformation roadmap, NRBC Bank is well-positioned to achieve its strategic goals and contribute meaningfully to the financial development of Bangladesh.

To maintain the increasing demand of customers for innovative services, with state-of-the-art modern banking facilities NRBC Bank has maintained a balanced distribution of network, the whole network of NRBC Bank now consists of 109 branches, 436 sub- branches, 631 Agent outlets, 83 own ATMs with more than 12,000+ shared ATMs to reach its services to the door steps of the people. The Directors are pleased to inform the shareholders that the Bank's Total Assets in FY 2024 crossed 23 thousand crore Taka, with deposits crossed 18.32 thousand crore taka and CASA ratio at 45.11%. The Bank is on track to achieve its longer-term Strategic Objectives and none of this would have been possible without the confidence reposed of the Bank's customers, depositors and investors. The Bank undertook multiple initiatives to grow the Bank's business and launched innovative and tailored propositions for its customers.

The Bank was a preferred partner of choice for the Government in multiple new breakthrough initiatives such as e-GP payment services, Government fees collection, Safety net programs, A-challan etc. The Bank is now becoming employee's choice, which is a reflection of Bank's high-trust and high performance culture. The Bank continued its efforts towards building a stronger retail franchise. Digitization remains the Bank's key pillar to grow the Retail, SME and the Transaction Banking businesses.

STATE OF THE AFFAIRS OF THE BANK:

The Bank's fundamentals have strengthened and it has shifted its focus to become a financially sound, well capitalised, well governed institution by creating compliance culture, with customer centricity and digital at the heart of its strategy. The Bank remains focused on its priorities and looks to continue this momentum onwards and upwards so that it can deliver on its strategic objectives while creating superior value for all its stakeholders.

Financial Performance:

Despite navigating a year marked by regulatory shifts and broader macro-political uncertainties, NRBC Bank PLC remained resilient, demonstrating stability and adaptability in a dynamic environment. While external factors moderated short-term outcomes, the Bank continued to build a strong foundation for future growth — driven by unwavering customer trust, prudent governance, and a commitment to value-based banking. With renewed strategic focus, strengthened internal controls, and a customer-first philosophy, NRBC Bank is well-positioned to deliver sustained performance in the upcoming period, reaffirming its role as a responsible and forward-looking financial institution.

In 2024, NRBC Bank PLC reported an operating profit of Tk. 2,195 million compared to Tk. 3,565 million in 2023. The moderated operating profit reflects the Bank's strategic decision to strengthen its balance sheet by proactively writing off a portion of long-standing non-performing loans (NPLs) where recoveries were deemed highly unlikely. This prudent step, taken by debiting the income account, is a deliberate part of the Bank's commitment to financial transparency, balance sheet hygiene, and long-term sustainability. Rather than allowing legacy stress assets to weigh down future performance, the Bank has chosen to take timely, forward-looking action to ensure its portfolio remains clean and credible. Importantly, these write-offs do not mark the end of recovery efforts. NRBC Bank continues to pursue all viable legal avenues and negotiated settlements to maximize recoveries from written-off accounts. Alongside this, the Bank has intensified its focus on identifying and managing NPLs within the portfolio through early warning systems, improved credit monitoring, and robust risk governance frameworks. These measures are a testament to the Bank's disciplined asset quality management and demonstrate a clear commitment to delivering long-term value to shareholders and stakeholders alike, while positioning the institution for stronger, more sustainable growth in the years ahead.

In 2024, the Bank demonstrated steady growth across key financial indicators, reflecting its resilience and sound operational strategy amidst a challenging economic landscape. The total assets of the Bank reached Tk. 230,593 million, registering a year-on-year growth of 5.78% from Tk. 217,992 million in 2023, supported by a focused expansion of the Bank's asset base and prudent financial management. Deposits also showed a healthy upward trend, increasing by 4.33% to Tk. 183,282 million, indicating growing customer confidence and the Bank's strong franchise in the market. Loans and advances witnessed a modest growth of 1.72%, standing at Tk. 147,576 million, which reflects a cautious and quality-centric

Performance Summary

Total Asset
BDT **230,593** Mn

Total Loans & Advance
BDT **147,576** Mn

Total Deposit
BDT **183,282** Mn

Total Investment
BDT **53,782** Mn

Shareholder's Equity
BDT **13,297**Mn

Operating Profit
BDT **2,195** Mn

CRAR
12.00

EPS
0.054

NAVPS
16.05

NOCFPS
12.07

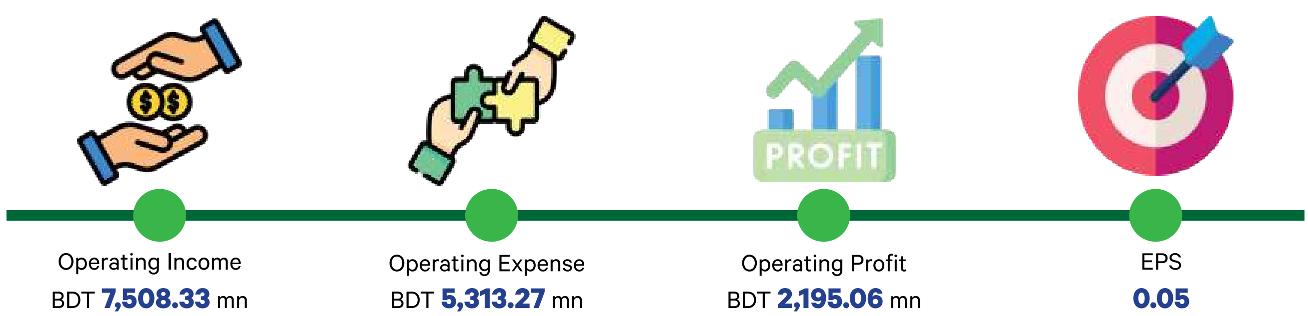
lending approach to ensure asset quality amidst market volatility.

On the foreign trade front, the Bank posted impressive performance in its import business, achieving a significant growth of 20.96% to Tk. 48,639 million in 2024 from Tk. 40,211 million in the previous year—demonstrating increased client activity and effective facilitation of cross-border trade. Export volumes also rose to Tk. 34,104 million, up by 3.61% from Tk. 32,916 million, underscoring the Bank's continued support to the country's export-oriented sectors. Notably, inward remittance surged by a robust 40.05%, amounting to Tk. 8,925 million, driven by the Bank's expanded remittance network and customer-centric services catering to Bangladeshi expatriates. These indicators collectively reflect the Bank's focused strategy to strengthen its core banking operations while fostering inclusive economic growth.

FINANCIAL PERFORMANCE (STANDALONE)

Particulars	2024	2023	Change Amount	Change (%)
Deposits and Others Accounts	169,737.39	162,989.29	6,748.10	4.14%
Borrowings	13,657.43	12,715.47	941.96	7.41%
Loans and Advances/Investments	147,576.45	145,086.65	2,489.80	1.72%
Investments in Govt. securities & Others	53,782.00	46,020.10	7,761.89	16.87%
Total Assets	230,593.06	217,992.82	12,600.25	5.78%
Total shareholders' equity	13,297.47	14,180.44	(882.97)	-6.23%
Total revenue	7,508.33	8,670.91	(1,162.58)	-13.41%
Total operating expenses	5,313.27	5,105.44	207.83	4.07%
Operating profit	2,195.06	3,565.47	(1,370.41)	-38.44%
Net profit	44.77	1,846.33	(1,801.57)	-97.58%
Earnings per share (EPS)	0.05	2.23	(2.17)	-97.58%
Net Asset Value (NAV) per Share	16.05	17.11	(1.07)	-6.23%
Net Operating Cash Flow Per Share (NOCFPS)	12.07	13.13	(1.06)	-8.10%

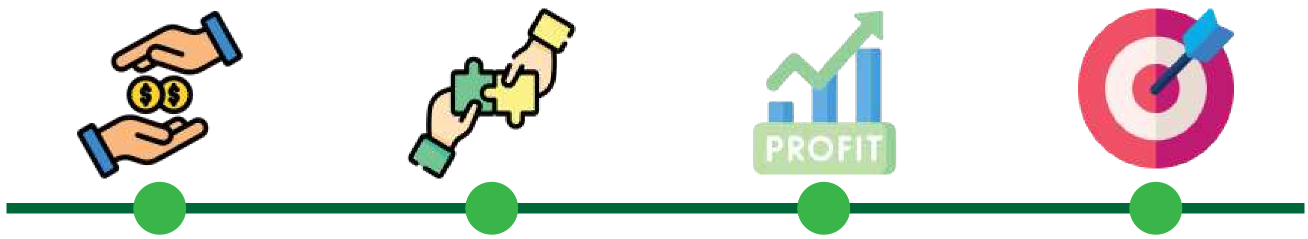
Standalone Financial Performance



FINANCIAL PERFORMANCE (CONSOLIDATED)

Particulars	2024	2023	Change Amount	Change (%)
Deposits and Others Accounts	169,726.59	162,822.65	6,903.94	4.24%
Borrowings	14,940.36	13,997.29	943.07	6.74%
Loans and Advances/Investments	149,036.43	146,520.32	2,516.11	1.72%
Investments in Govt. securities & Others	54,344.41	46,667.03	7,677.38	16.45%
Total Assets	232,663.84	219,793.89	12,869.96	5.86%
Total shareholders' equity	13,710.40	14,566.79	(856.39)	-5.88%
Total revenue	7,724.99	8,918.79	(1,193.80)	-13.39%
Total operating expenses	5,404.53	5,176.55	227.97	4.40%
Operating profit	2,320.47	3,742.24	(1,421.77)	-37.99%
Net profit	71.35	1,989.80	(1,918.44)	-96.41%
Earnings per share (EPS)	0.09	2.40	(2.32)	-96.41%
Net Asset Value (NAV) per Share	16.55	17.58	(1.03)	-5.88%
Net Operating Cash Flow Per Share (NOCFPS)	12.10	13.13	(1.03)	-7.85%

Consolidated Financial Performance



Operating Income	Operating Expense	Operating Profit	EPS
BDT **7,724.99** mn	BDT **5,404.53** mn	BDT **2,320.47** mn	**0.09**

Subsidiaries of NRBC Bank PLC

NRBC Bank PLC has two fully owned subsidiaries—NRBC Bank Securities Limited and NRBC Bank Asset Management Limited, with the Bank holding 99.99% ownership in both entities.

NRBC Bank Securities Limited has consistently demonstrated resilience and steady performance over the years. Despite a challenging capital market environment in 2024, marked by prolonged bearish trends and reduced investor participation, the company remained a reliable and trusted name in the brokerage industry. While profitability declined in line with overall market conditions, NRBC Bank Securities Ltd. continued to uphold its reputation as a dependable intermediary, offering quality services. Its strong compliance culture, customer-centric approach, and experienced team have helped solidify its position as one of the respected brokerage houses in the country.

On the other hand, NRBC Bank Asset Management Limited, although duly incorporated, has not yet commenced commercial operations. Strategic planning for the business model is currently under review, considering prevailing market dynamics and regulatory frameworks for its continuity.

These subsidiaries reflect NRBC Bank's broader commitment to diversifying its financial services portfolio and creating long-term value for its stakeholders.

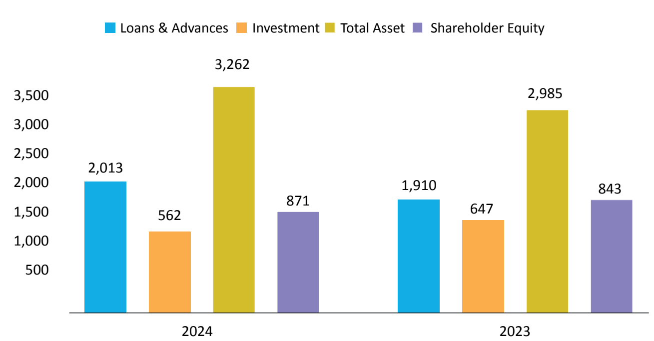
Snapshot of subsidiaries

Name of Subsidiaries	Business Location	Nature of business	Total assets
NRBC Bank Securities Limited	Bangladesh	Securities Management	2,985 Million
NRBC Bank Asset Management Limited	Bangladesh	Asset Manager	102 Million

NRBC Bank Securities Ltd. Financial Performance

Operating Income	Operating Expense	Operating Profit	EPS
BDT **219.00** mn	BDT **92.71** mn	BDT **126.28** mn	**0.60**

NRBC Bank Securities Ltd. Financial Position



Quarterly Financial Performance, 2024

At NRBC Bank, strong corporate governance is at the heart of our operations. The Board of Directors and the Board's Audit Committee (BAC) play a vital role in overseeing both the financial and non-financial performance of the Bank, as well as its subsidiaries within the Group. Their active involvement ensures transparency, accountability, and integrity across all levels of the organization.

Throughout 2024, the BAC diligently reviewed the Bank's quarterly financial statements. These reports were subsequently approved by the Board of Directors prior to being shared with shareholders and other stakeholders. Notably, there were no significant discrepancies between the quarterly results and the annual financial statements—demonstrating the Bank's consistency, reliability, and sound financial management.

Each quarter, the Bank's management prepares the financial reports and presents them to the Board for review and approval. The Board then examines these reports with careful scrutiny to ensure that the financial statements fairly represent the Bank's actual performance. Beyond approval, the Board also provides strategic guidance on key areas such as enhancing profitability, reducing non-performing loans (NPLs), and improving overall financial health.

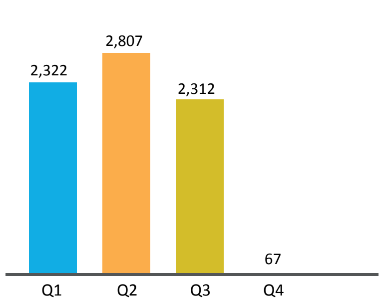
5th August is the historic day in our country for change of regime that also change in Banking Business. Drainage of Bank strength due to outcome of non-performing loans (NPLs). Few loan portfolios convert to NPL due to political regime change, But NRBC did not extended any credit facility by violation of Credit norm. 4th quarter result was the worst situation due to manage of write loan as well as for protection of provision effect by non-performing loans (NPLs). NRBC belief that such prudent actions shall ensure sustainability of financial health of the Bank.

This rigorous review process reflects our commitment to financial transparency and continuous improvement. With active Board oversight and a strong internal control framework, NRBC Bank remains focused on sustainable growth and long-term value creation for its stakeholders.

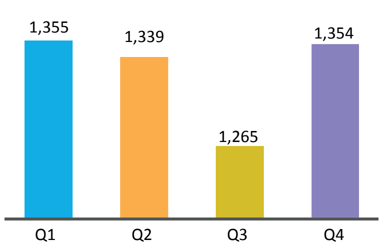
Key metrics under quarterly financial performance for 2024 are presented below.

QUARTERLY FINANCIAL PERFORMANCE (STANDALONE)

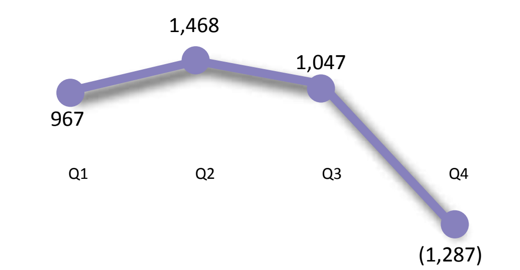
OPERATING INCOME



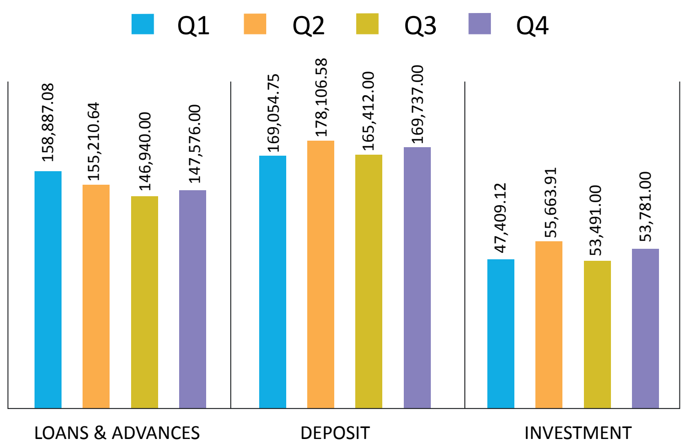
OPERATING EXPENSE



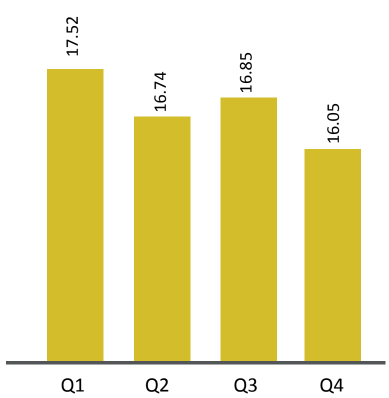
OPERATING PORFIT



QUARTERLY FINANCIAL POSITION (STANDALONE)

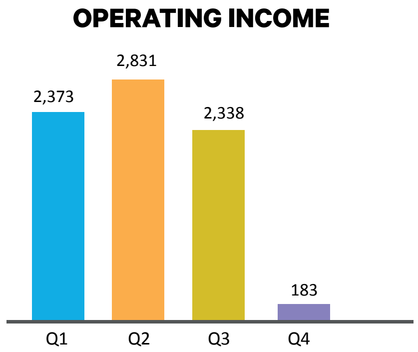


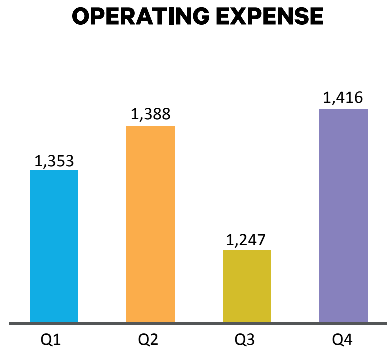
NAV PER SHARE

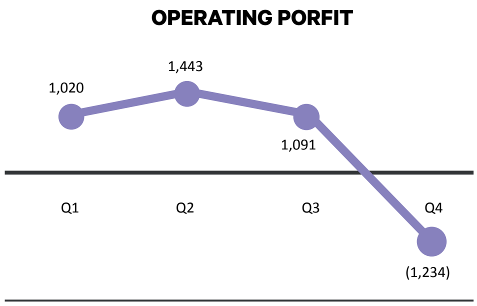


Particulars	Q1, 2024	Q2, 2024	Q3, 2024	Q4, 2024	*QA, 2024	Annual, 2024
Net Interest Income	825.85	1,046.21	580.60	(2,265.65)	46.75	187.01
Non-Interest Income	1,496.41	1,760.99	1,731.40	2,332.51	1,830.33	7,321.31
Operating Income	2,322.26	2,807.20	2,312.00	66.86	1,877.08	7,508.32
Operating Expenses	1,355.03	1,338.81	1,265.41	1,354.01	1,328.32	5,313.26
Operating Profit	967.23	1,468.39	1,046.59	(1,287.15)	548.77	2,195.06
Provisions	401.43	821.83	1,113.90	(186.53)	537.66	2,150.63
Tax Effect	230.35	376.78	(161.00)	(446.47)	(0.08)	(0.34)
Net profit	335.45	269.78	93.69	(654.15)	11.19	44.77

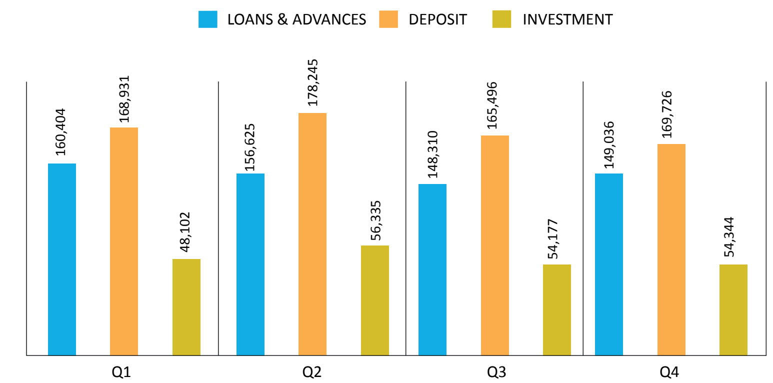
QUARTERLY FINANCIAL PERFORMANCE (STANDALONE)

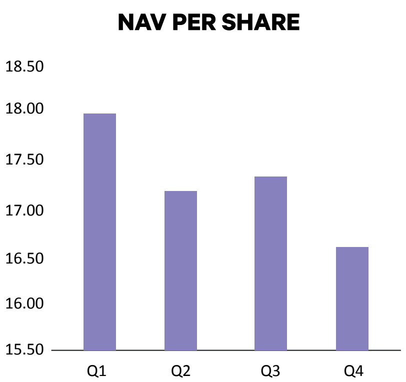






QUARTERLY FINANCIAL POSITION (STANDALONE)

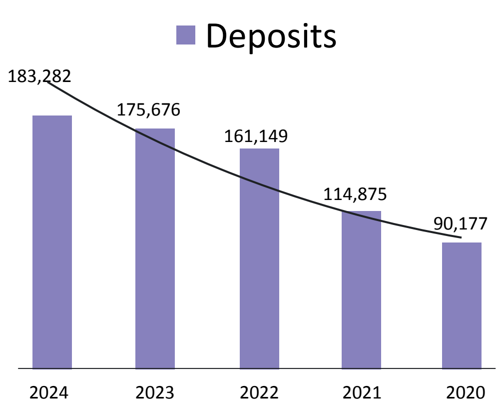




Particulars	Q1, 2023	Q2, 2023	Q3, 2023	Q4, 2023	*QA, 2023	Annual, 2023
Net Interest Income	851.38	1,094.42	559.72	(2,211.13)	942.23	294.39
Non-Interest Income	1,522.01	1,736.77	1,777.84	2,393.98	1,225.50	7,430.60
Operating Income	2,373.39	2,831.19	2,337.56	182.85	2,167.73	7,724.99
Operating Expenses	1,352.94	1,388.47	1,246.66	1,416.45	1,276.36	5,404.52
Operating Profit	1,020.45	1,442.72	1,090.90	(1,233.60)	891.37	2,320.47
Provisions	410.80	813.61	1,141.97	(150.48)	259.28	2,215.90
Tax Effect	243.56	387.81	(163.47)	(434.69)	170.50	33.21
Net profit	366.09	241.30	112.40	(648.43)	461.59	71.36

Deposit Growth

NRBC Bank continues to strengthen its deposit base by focusing on superior customer service, trust, and the safety of deposits—particularly emphasizing low-cost CASA (Current and Savings Accounts). In 2024, CASA deposits made up 30.53% of the total deposit portfolio, reflecting our ongoing efforts to maintain a cost-efficient funding base (2023: 37.77%).

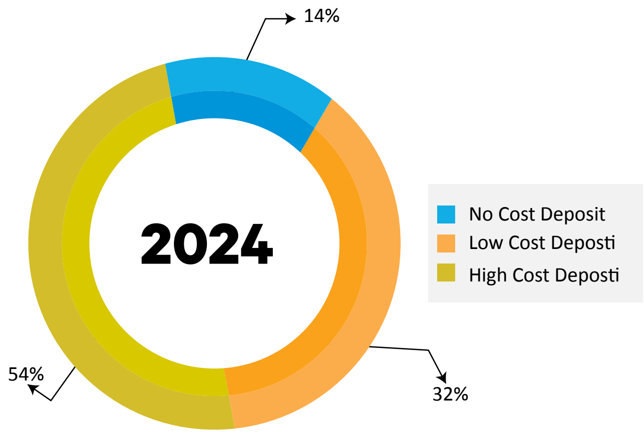


Our deposit portfolio remains well-diversified and resilient, backed by the continued confidence of our valued customers. Over the past five years, deposits at NRBC Bank have more than doubled, a clear sign of growing trust and satisfaction across our customer base. As of 2024, total deposits reached BDT 183,282 million, marking a 4.33% year-on-year growth despite of post 5th August effect wherein depositor confidence deterioated to some extend.

This steady momentum highlights our commitment to sustainable growth while maintaining financial stability—even during uncertain economic times. As we move forward, the Bank remains focused on expanding its reach and deepening relationships to further enhance its deposit franchise.

Figure in million (BDT) unless otherwise specified

Year	2024	2023	2022	2021	2020
Deposits	183,282.13	175,669.92	147,262.42	114,874.87	90,177.26
Cost of Deposit	5.63%	4.63%	4.25%	4.25%	5.53%
Number of Deposit A/c	1,553,642	1,415,735	1,162,792	789,099	526,943
% of low-cost deposit mixing (CASA)	30.53%	37.77%	34.12%	48.61%	41.64%



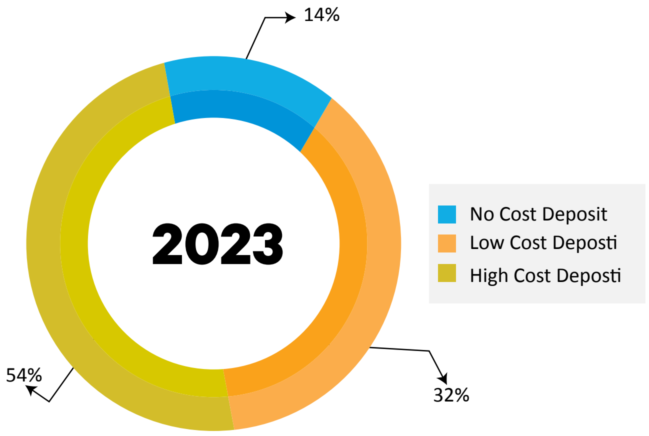
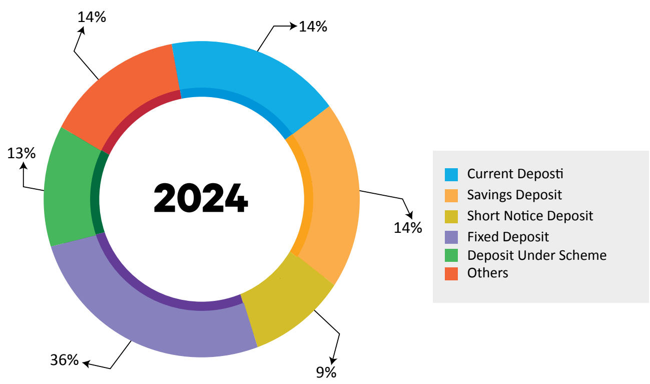


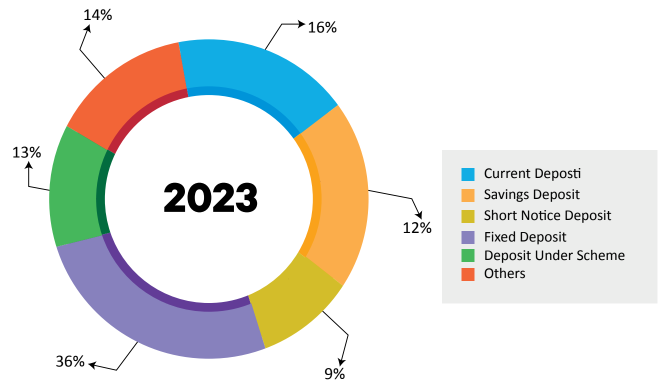
Figure in million (BDT) unless otherwise specified

Particular	2024	2023	2022	2021
No Cost Deposit	26,814.80	24,742.50	17,092.48	17,461.00
No Cost as % of Total Deposit	14.63%	14.34%	11.26%	15.20%
Low Cost Deposit	57,440.24	54,957.70	51,779.85	38,379.73
Low Cost as % of Total Deposit	31.34%	31.85%	34.12%	33.41%
Total No Cost & Low-Cost Deposit	84,255.04	79,700.20	68,872.33	55,840.72
No Cost & Low-Cost Deposit as % of Total Deposit	45.97%	47.73%	45.38%	48.61%
High Cost Deposit	99,027.10	92,867.70	78,402.35	59,034.21
High Cost Deposit as % of Total Deposit	54.03%	52.27%	53.24%	51.39%
Total Deposit	183,282.14	172,567.90	147,274.68	114,874.90

Figure in million (BDT) unless otherwise specified

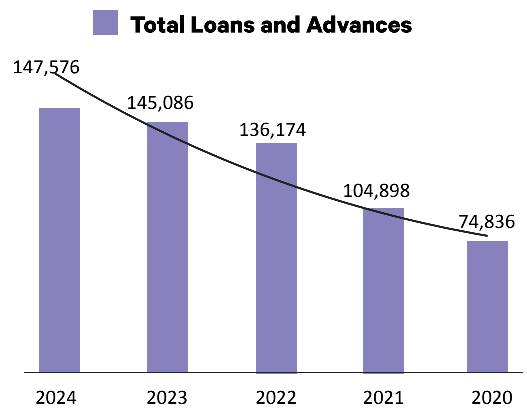
Particular	2024	%	2023	%
Current Deposit	24,986.21	13.63%	27,262.85	15.52%
Savings Deposit	25,951.17	14.16%	21,529.89	12.26%
Short Notice Deposit	16,008.42	8.73%	16,237.64	9.24%
Fixed Deposit	66,341.59	36.20%	62,584.43	35.63%
Deposit Under Scheme	24,114.15	13.16%	22,611.46	12.87%
Others	25,880.59	14.12%	25,443.67	14.48%
Total	183,282.13	100.00%	175,669.92	100.00%





Loans & Advances/Investment Growt

In the face of economic uncertainty, NRBC Bank remained a trusted partner for its clients, especially in the corporate segment, where a steady growth of 6.75% brought the portfolio to BDT 68,178 million in 2024. This was made possible through the Bank's conscious and supportive approach, helping businesses maintain momentum and stability during challenging times.



Meanwhile, Retail Banking experienced remarkable growth, surging by 29.65%, which reflects the Bank's increasing reach among individual customers and growing trust in its personalized services. Together, all segments contributed to a modest 1.71% overall growth in loans and advances, which stood at BDT 147,576 million at year-end. Banking sector experience highest NPL after 5th August 2024 which was hidden in the previous regime as well as result of bad compliance culture. But NRBC was exception of bad culture and a part large corporate loan became NPL due to outperform on account of political turmoil as well as others external factors such as relaxation of lending cap, lack of investment opportunity, etc.

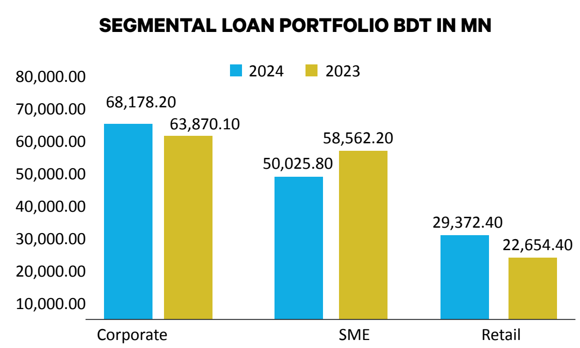
This cautious expansion underscores NRBC Bank's strong commitment to maintaining high asset quality. In a year where many institutions faced rising credit risks and deteriorating loan books, the Bank took a prudent stance—prioritizing healthy lending practices over aggressive portfolio growth. This disciplined approach not only protected the Bank's balance sheet but also reinforced its long-term resilience in a volatile environment.

Figure in million (BDT) unless otherwise specified

Year	2024	2023	2022	2021	2020
Loans & Advance/Investments	147,576	145,086	136,174	104,898	74,836
AD Ratio	80.52%	82.59%	84.49%	84.17%	78.66%
% of Classified Loan	15.47%	5.35%	4.69%	4.56%	2.93%
% of Large loan dependency	17.44%	16.12%	18.58%	30.74%	35.39%
Number of loan Account	86,150	92,670	78,357	25,386	19,452

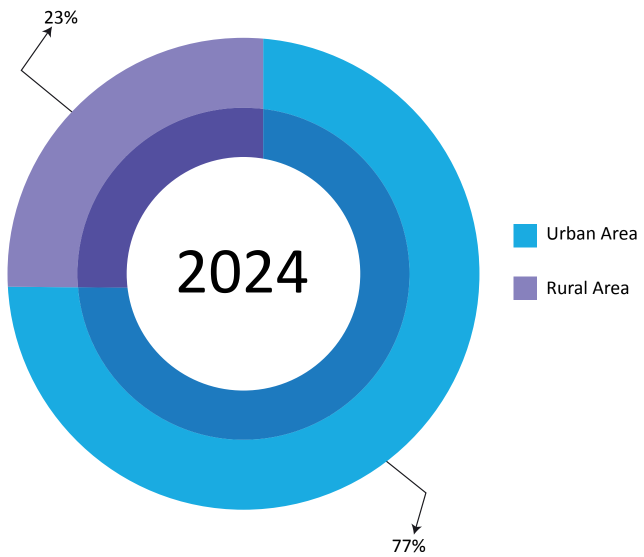
Segment and Product-wise Loan Portfolio

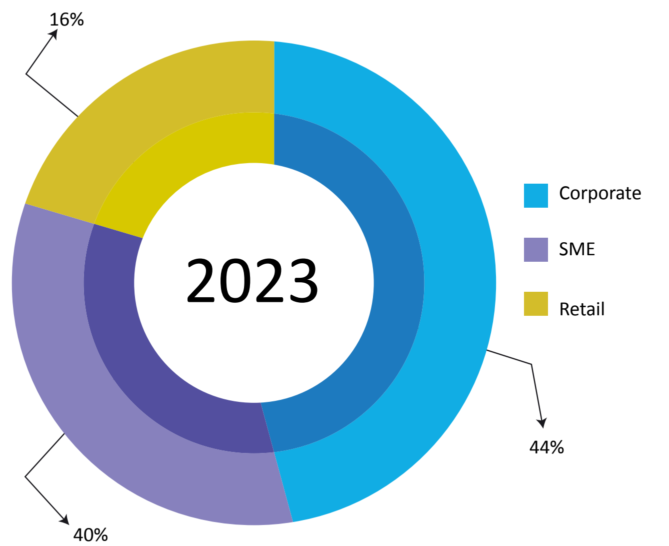
NRBC Bank operates through three core business segments—SME Banking, Retail Banking, and Corporate Banking—each designed to meet the unique needs of its diverse customer base with a range of innovative and tailor-made financial solutions. Complementing these segments is the Bank's Treasury Division, which plays a crucial role in maintaining a healthy balance between assets and liabilities, ensuring sufficient liquidity, and optimizing returns through strategic investment of surplus funds.

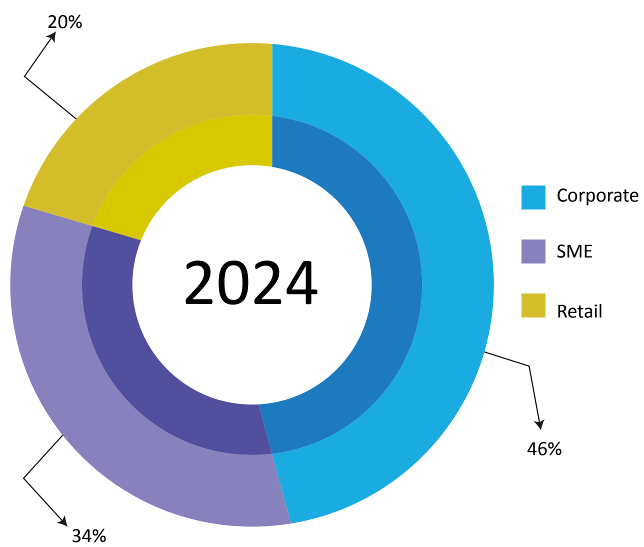


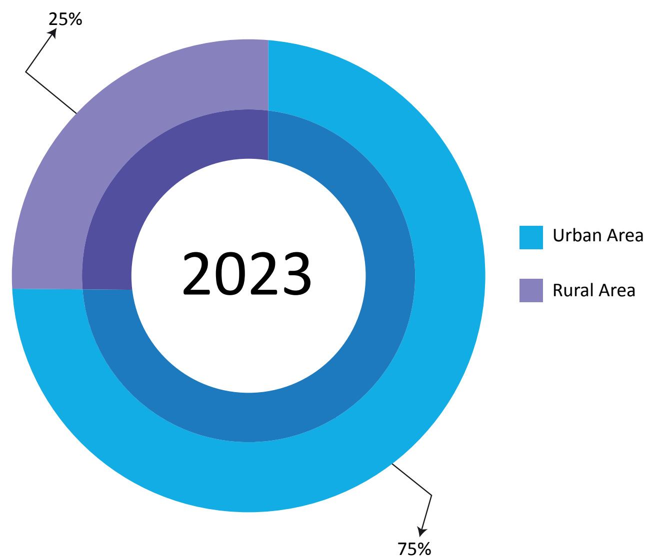
Despite facing economic headwinds, all major business units contributed meaningfully to the Bank's balance sheet growth in 2024—demonstrating resilience, adaptability, and strong customer trust. Among the segments, Corporate Banking led the way with a robust portfolio of BDT 68,178 million, accounting for 46% of the total. Meanwhile, SME and Retail Banking segments showed a well-balanced and healthy distribution, reinforcing the Bank's commitment to inclusive and diversified financial growth across all customer segments.

Segmental composition of Loans portfolio:



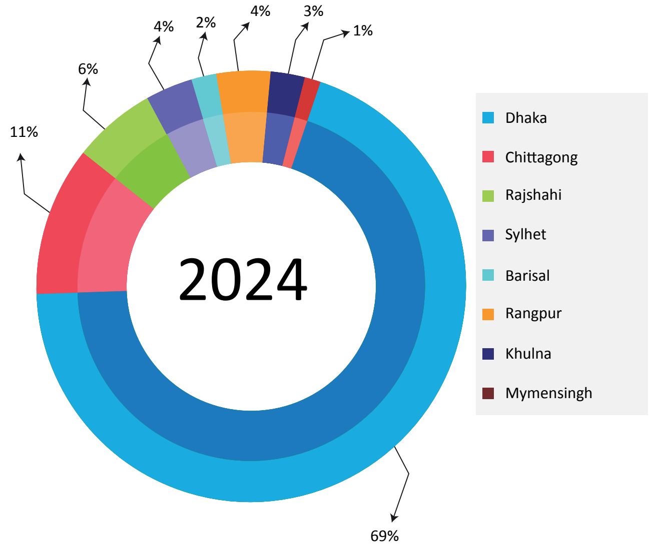


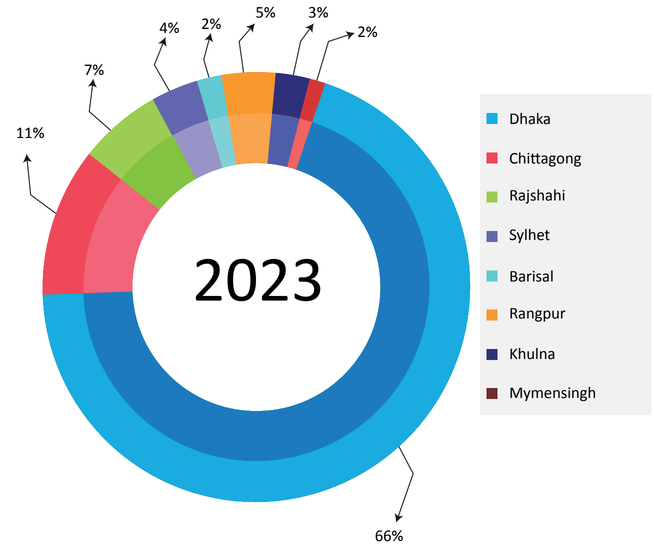




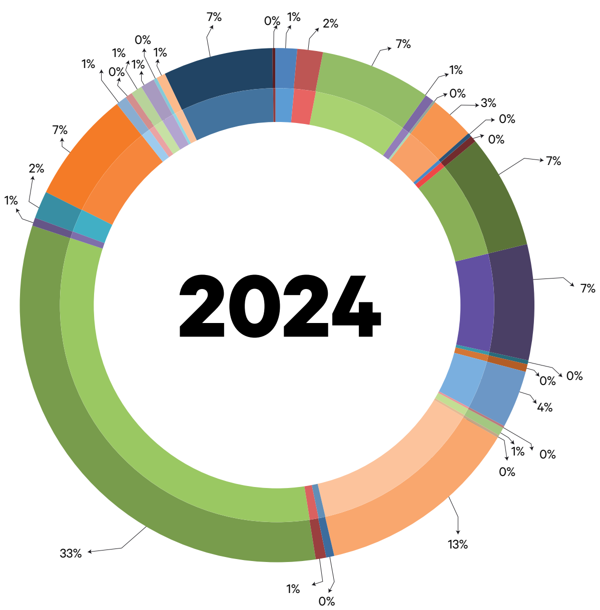
Area-wise Portfolio

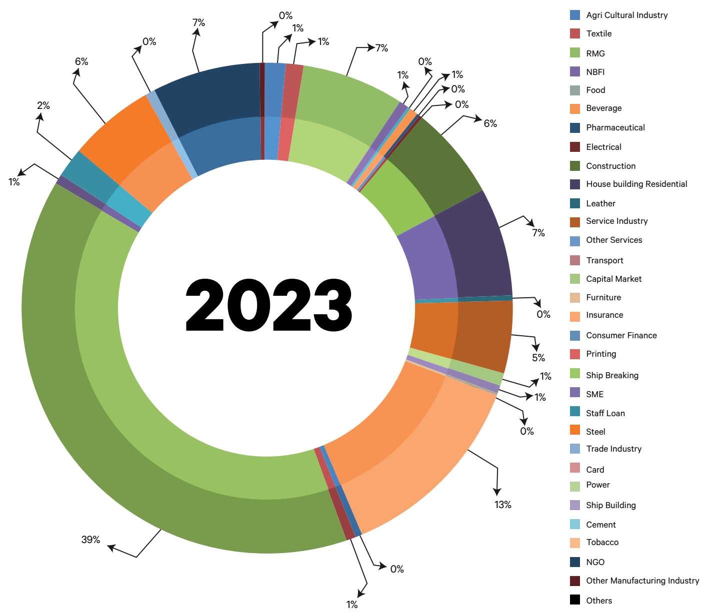
Division	31 December, 2024		31 December, 2023		31 December, 2022		31 December, 2021		31 December, 2020	
Dhaka	102,366.38	69.36%	95,011.90	65.49%	92,778.60	68.13%	76,846.00	73.29%	56,143.90	75.02%
Chittagong	16,613.22	11.26%	16,631.60	11.46%	14,695.40	10.79%	111,629.00	10.64%	9,690.60	12.95%
Rajshahi	9,060.90	6.14%	9,665.30	6.66%	9,082.80	6.67%	4,983.60	4.75%	3,279.70	4.38%
Sylhet	5,386.99	3.65%	6,023.60	4.15%	3,841.20	2.82%	2,110.80	2.01%	1,481.00	1.98%
Barisal	2,851.32	1.93%	3,309.00	2.28%	3,106.60	2.28%	3,118.90	2.97%	2,039.90	2.73%
Rangpur	5,786.52	3.92%	7,827.10	5.39%	8,687.50	6.38%	4,189.00	3.99%	483.80	0.65%
Khulna	3,782.52	2.56%	4,465.70	3.08%	3,345.00	2.46%	1,556.80	1.48%	944.80	1.26%
Mymensingh	1,728.61	1.17%	2,152.50	1.48%	637.20	0.47%	891.70	0.85%	772.00	1.03%





Sectoral Distribution of Credit





Liquidity Management

Liquidity Coverage Ratio Vs Net stable funding ratio (NSFR) result in 2024:

LCR-153.42% which is ≥100%vMeet short term obligationsvNSFR-109.96% which is >100% Over a one year horizon

"Excess or Over Liquidity" was the popular word of Banking Sector for 2nd part of 2024 after debacle of 5th August 2024. At its core, liquidity refers to a bank's ability to meet its financial obligations as they come due—whether funding new assets or covering liabilities—without suffering undue losses. So effective liquidity management is essential to maintain the financial health and stability of any bank. For NRBC Bank, sound liquidity management is a cornerstone of our prudent banking practices.

We continuously monitor and manage our liquidity to ensure that we are prepared for both expected and unexpected demands. As of December 2024, NRBC Bank held BDT 3,117.83 million in liquid assets. This strong liquidity position reflects our solid capability to meet short-term obligations while maintaining operational resilience.

The goal of our liquidity management strategy is to strike the right balance: holding enough liquid assets to safeguard against risk, while ensuring efficient use of funds to maximize returns. Holding significantly more liquid assets than industry benchmarks may indicate under-utilization of resources, while holding too little could expose the bank to elevated risk. At NRBC Bank, we consistently aim for that optimal balance to protect our customers' trust and support sustainable growth.

In line with regulatory requirements, we fully comply with the Cash Reserve Requirement (CRR) set by Bangladesh Bank—maintaining 3.50% on a daily basis and 4.00% on a bi-weekly basis of Average Demand and Time Liabilities, as per MPD Circular No. 01 dated April 3, 2018. Additionally, our Net Stable Funding Ratio (NSFR) remains strong, confirming that we maintain adequate long-term funding relative to the maturity of our assets.

Through disciplined and forward-looking liquidity management, NRBC Bank remains well-positioned to respond to market challenges while supporting our customers, communities, and continued growth.

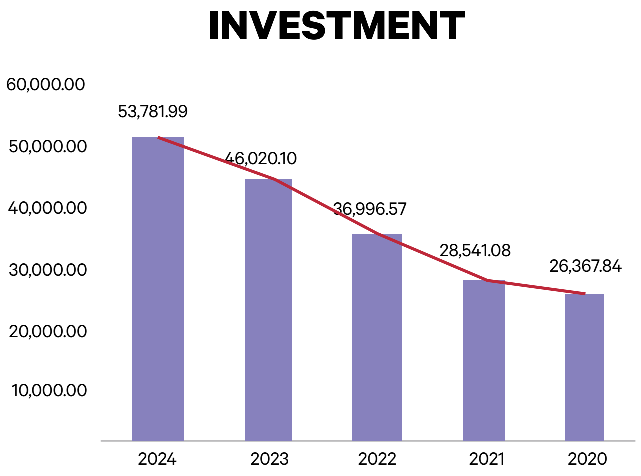
Figure in million (BDT) unless otherwise specified

Year	2024	2023	2022	2021	2020
Liquidity Coverage Ratio(LCR)	153.42%	150.89%	144.47%	132.83%	164.95%
Net Stable Funding Ration (NSFR)	109.96%	101.07%	102.89%	101.59%	101.13%
Cash in Hand & Cash Equivalent	16,532	15,534	18,041	12,693	9,592.95
Cash Reserve Requirement (CRR)	4.00%	4.00%	4.00%	4.00%	4.00%
Cash to Deposit Ratio	9.02%	8.84%	11.19%	10.18%	6.76%
Balance with Other Banks and Financial Institutions	4,503.64	4,917.64	7,049.69	4,547.85	3,501.04

Investments

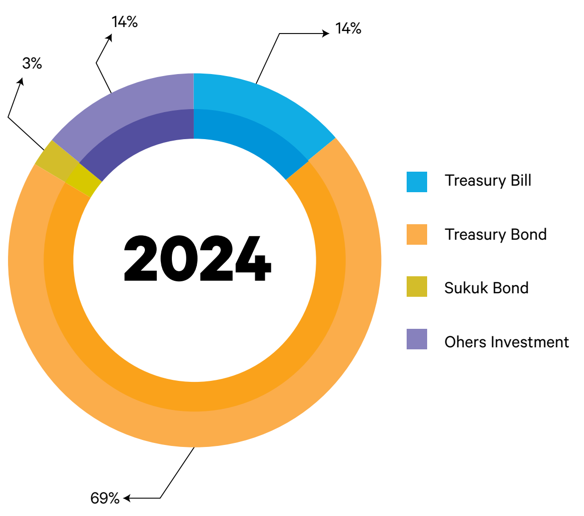
In 2024, NRBC Bank's overall investment portfolio grew steadily to BDT 53,781 million—marking a healthy 16.87% year-on-year increase. A significant portion of this, BDT 46,120 million or 85.75% of total investments, was allocated to government treasury bills and bonds, which continue to form the core of the Bank's investment strategy by keeping AD Ratio below regulatory level.

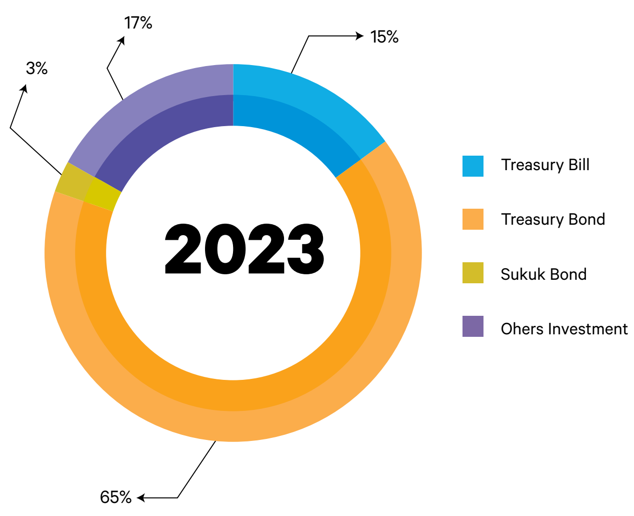
This strategic focus reflects both the Bank's prudent risk management approach and the broader industry trend of favoring secure, low-risk investments amid ongoing economic uncertainties. The steady growth in investment over the years also highlights NRBC Bank's commitment to long-term stability and compliance, with the majority of investments maintained to fulfill the Statutory Liquidity Requirement (SLR) as per Bangladesh Bank guidelines.



With this approach, the Bank not only ensures regulatory compliance but also builds a resilient foundation for sustained growth and investor confidence.

Investment Mix

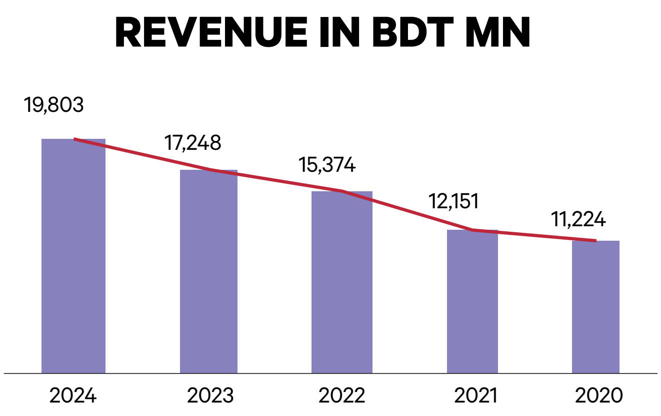


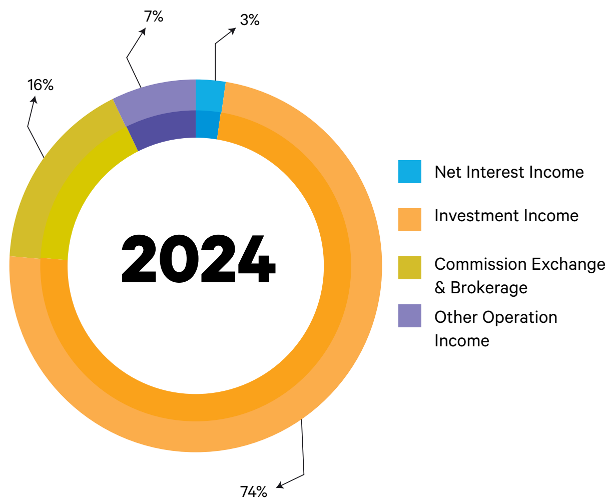


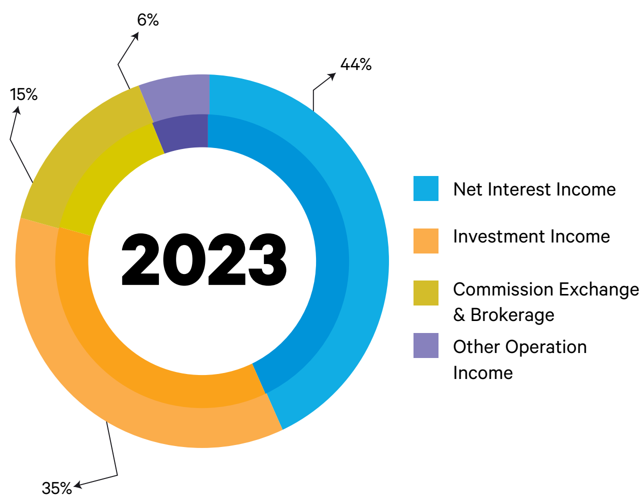
Revenue

Debacle of Banking Sector after 5th August and political turmoil effect revenue of the most the Banks. NRBC was not exception of this. In 2024, NRBC Bank operating income reduce to BDT 7,508 million, compared to BDT 8,670 million in 2023. The slight decline was primarily due to a drop in net interest income, which resulted from a tighter interest margin—caused by rising deposit rates—as well as strategic write-offs of bad loans to strengthen and clean up the balance sheet. These proactive steps have positioned the Bank for healthier future growth by reducing the need for high provisioning.

Despite the challenges brought on by global economic pressures, including war and rising inflation, the Treasury Division played a pivotal role in supporting the Bank's performance. Thanks to their strategic management, investment income saw a remarkable increase of 80.88%—a testament to NRBC Bank's ability to adapt and thrive even in uncertain times.



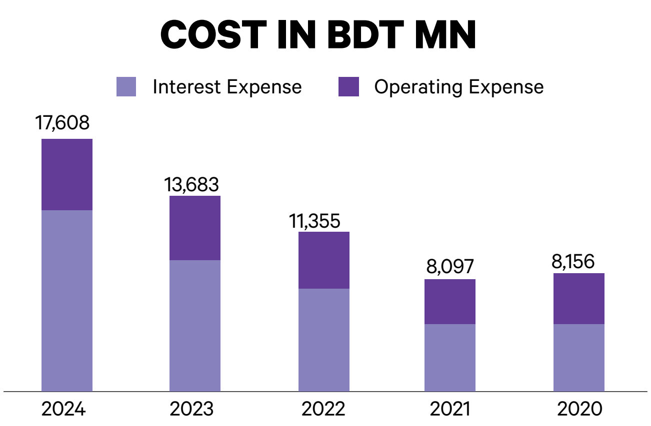




Cost

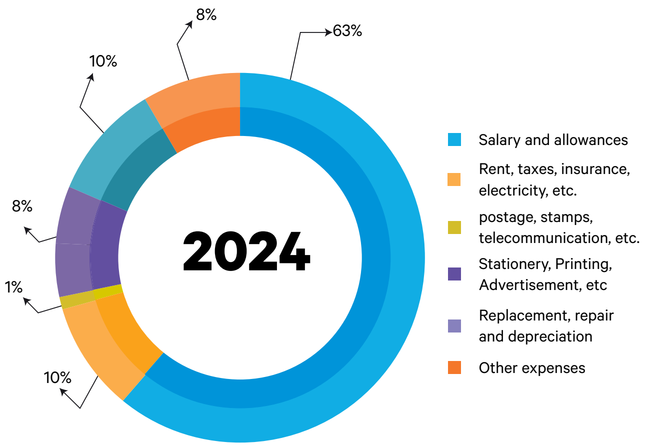
During the year 2024, the Bank faced an upward pressure on interest expenses due to the minimum interest rate floor on customer deposits imposed by the Central Bank had been withdrawn at the mid of the year 2024. While this regulatory measure aimed to safeguard depositor interests, it also led to a notable rise in the Bank's overall interest cost.

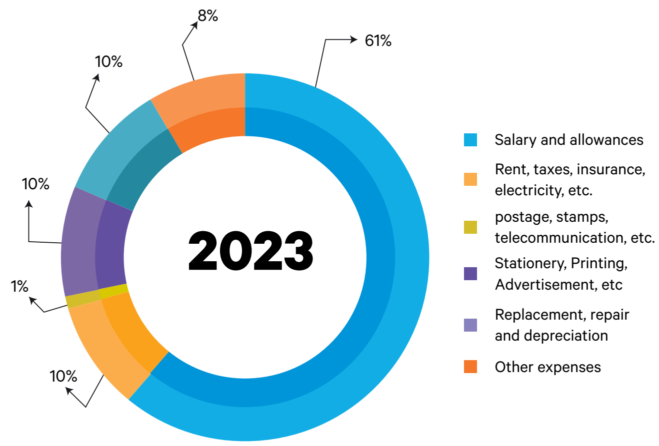
Despite this, total operating expenses were managed prudently, increasing by only BDT 207 million, which represents a moderate 4.07% rise compared to 2023. This increase was primarily driven by a 7.9% rise in salary and allowances, reflecting the Bank's commitment to attracting and retaining skilled professionals in a competitive market. Additionally, rental expenses grew by 6.9%, mainly due to inflationary adjustments and branch expansion initiatives to strengthen service delivery across the country.



Overall, the Bank maintained a disciplined approach to cost management, ensuring that operating efficiency was preserved even in a high-cost environment. Strategic investments in people and infrastructure are expected to yield long-term benefits and support the Bank's continued growth trajectory.

Composition of Operating Expense

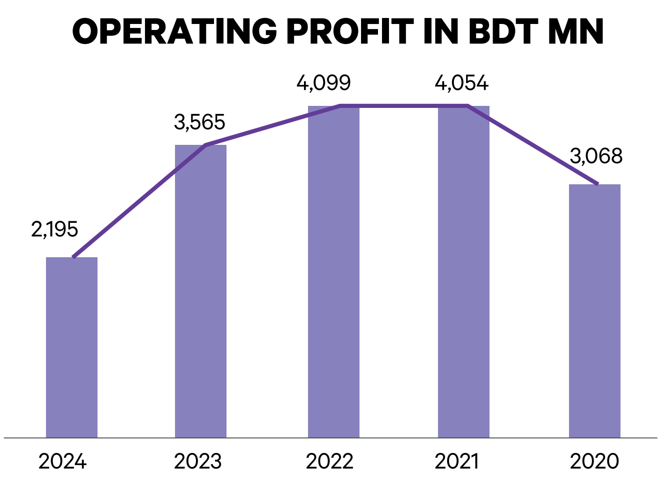




Operating Profit

In 2024, NRBC Bank PLC reported an operating profit of BDT 2,195 million, compared to BDT 3,565 million in 2023, reflecting a decline of 38.44% year-on-year. This reduction, however, was primarily the result of a strategic and prudent decision to write off a portion of long-standing non-performing loans, in line with regulatory guidelines and international best practices to safe-guard of the NRBC for provisioning effect of NPL.

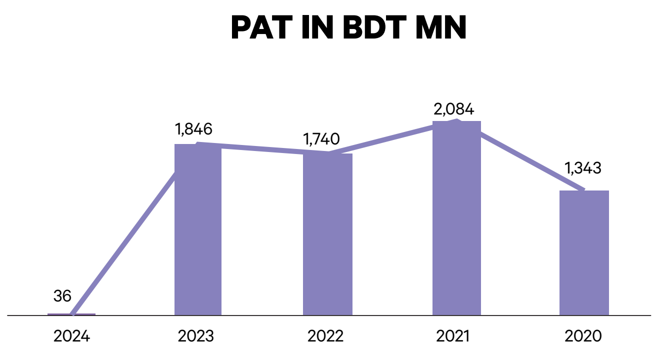
The write-off initiative reflects the Bank's commitment to strengthening asset quality and maintaining a clean and healthy balance sheet, thereby positioning itself for more sustainable growth in the coming years. Importantly, this decision was not indicative of operational weakness but rather a forward-looking strategy to improve financial discipline and align with robust risk management practices.

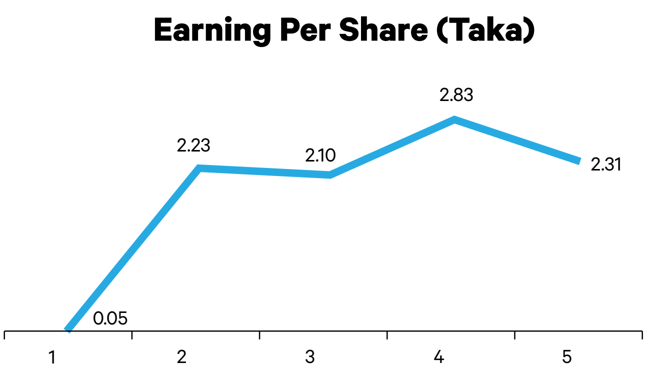


Excluding the impact of this strategic adjustment, the Bank's core operating performance remained resilient, supported by stable revenue streams and cost containment efforts. Looking ahead, NRBC Bank remains confident in its ability to deliver improved profit-ability as the benefits of its strategic actions begin to materialize.

Profit for the year and EPS

In 2024, NRBC Bank PLC reported a profit before tax of BDT 44.42 million. This decline from the previous year was primarily driven by the Bank's prudent approach in strengthening its balance sheet through necessary adjustments in provisions against loans, ad-vances, and investments, as well as provision for diminution in the value of investment in shares. These strategic provisions reflect our commitment to maintaining a sound and resilient financial footing, ensuring long-term sustainability.





Despite the subdued pre-tax performance, a deferred tax income contributed positively, resulting in a provision for taxation of BDT (-0.34) million. Consequently, the Bank recorded a net profit after tax of BDT 44.76 million for the year ended 2024, compared to BDT 1,846 million in 2023.

While the year-on-year profit declined, it is important to view this outcome in the context of the Bank's deliberate and forward-looking measures to strengthen asset quality, improve the provisioning coverage, and align with regulatory standards. These steps were essential in navigating a challenging macroeconomic environment and preparing the Bank for more sustainable and quality-driven growth in the coming years.

The Board remains confident that these initiatives will enhance the Bank's financial resilience and lay the groundwork for stronger profitability in future periods.

Provision against Non-Performing Loan (NPL)

The Board of Directors and Management of NRBC Bank PLC remain committed to maintain a strong and resilient financial foundation, especially amid evolving macroeconomic challenges. In line with our proactive risk management strategy, the Bank has undertaken a comprehensive assessment of its loan portfolio to identify and address non-performing loans and advances.

As part of this effort, the Bank has maintained provisions against classified loans and advances in accordance with the directives of Bangladesh Bank, as outlined in letter no. DBI-3/44(2)/2025-647 dated 24 April 2025 and DOS(CAMS)1157/41(Dividend)/2025-3105 dated 21 May 2025. Based on this regulatory guidance, the total required provisioning stood at BDT 1,561.76 crore, of which BDT 618.82 crore has already been maintained, leaving a shortfall of BDT 942.95 crore.

Recognizing the importance of strengthening our asset quality, the Bank has prepared and submitted a comprehensive, time-bound action plan to Bangladesh Bank to address the provisioning shortfall in a systematic and phased manner. This roadmap outlines concrete steps to enhance recovery efforts, improve credit discipline, and progressively build up provisions over the coming years.

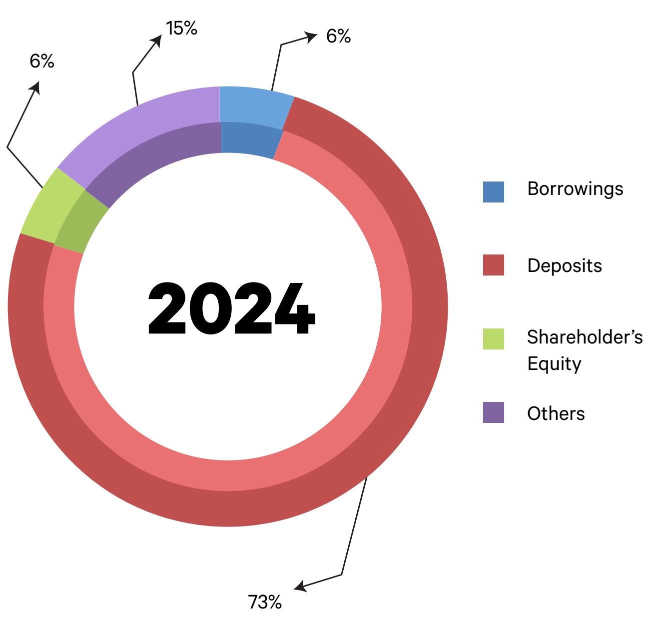
These strategic initiatives reflect our long-term vision to enhance financial stability and ensure compliance with regulatory expectations. The Board is confident that through these proactive measures, NRBC Bank will emerge stronger, with a healthier loan portfolio and a more robust capital base to support future growth.

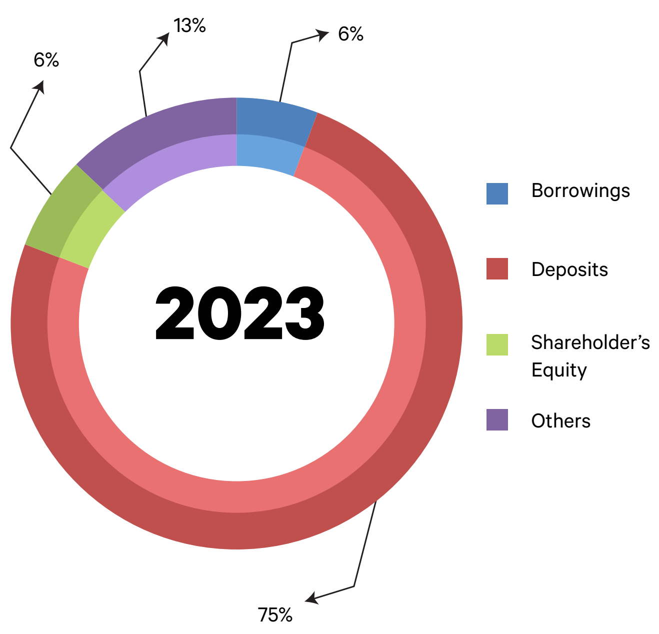
Sources and utilization of funds

As of December 31, 2024, NRBC Bank's total liabilities stood at BDT 217,295 million, marking a year-on-year increase of 6.62%. This growth was primarily driven by a 4.33% rise in customer deposits, which reached BDT 183,282 million by year-end. Additionally, borrowings from other banks, financial institutions, and agents rose by BDT 941 million—a 7.41% increase—largely due to funds received under various stimulus packages from the central bank.

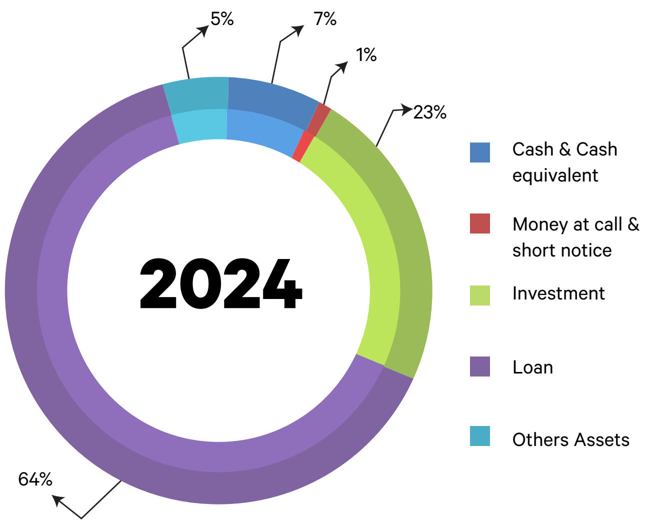
A significant portion of the Bank's funding comes from customer deposits, which are primarily used to fuel growth in loans, advances, and investments. At the same time, a portion is maintained in the form of cash and equivalents to meet the Cash Reserve Ratio (CRR) and Statutory Liquidity Ratio (SLR) requirements, in line with Bangladesh Bank regulations.

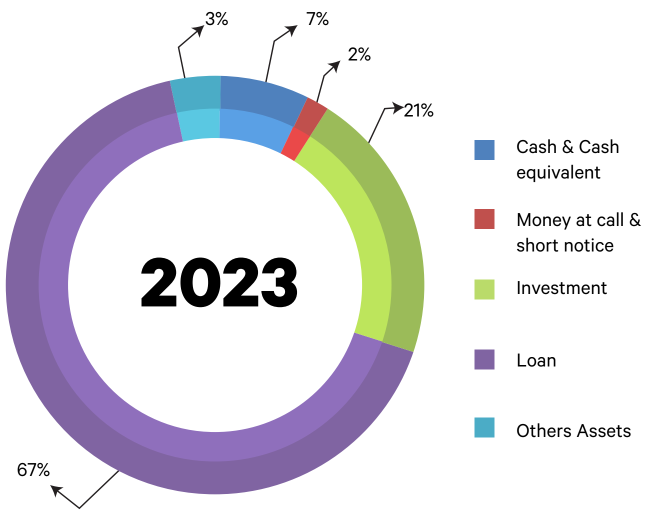
Sources of Fund





Utilization of Fund





Trend Analysis of Financial Performance of five Year (05) years

NRBC Bank has consistently pursued sustainable growth and operational excellence across all key financial indicators. Over the years, the Bank has demonstrated a steady upward trajectory in its core financial metrics, including Loans and Advances, Deposits, Net Asset Value (NAV), and overall Balance Sheet size. This growth reflects the Bank's strong fundamentals, customer-centric approach, and prudent risk management practices.

A key pillar of NRBC Bank's strategy continues to be digital transformation. Through the expansion of digital banking platforms, automation of internal processes, and the introduction of innovative customer services, the Bank has enhanced operational efficiency and significantly improved the customer experience. These efforts are aligned with our vision of becoming a modern, technology-driven financial institution.

The Bank has also sharpened its focus on expanding the Retail and CMSME (Cottage, Micro, Small, and Medium Enterprises) segments. By broadening access to finance for underserved communities and small businesses, NRBC Bank plays an active role in promoting financial inclusion and supporting the real economy. Our specialized financial products, simplified loan processing, and relationship-driven services have helped build strong and lasting customer relationships in these segments.

A detailed trend analysis of the Bank's financial performance over the past five years is presented below, reflecting consistent growth, strategic alignment, and a commitment to long-term value creation for all stakeholders.

Figure in Million (BDT) unless otherwise Specified

key Operating and Financial data	2024	2023	2022	2021	2020
Loans & Advances/investment under Shahriah Banking	147,576.45	145,086.65	136,174.05	104,898.31	74,835.73
Deposits	183,282.14	175,669.92	161,149.65	114,874.87	90,177.26
Shareholder Equity (Net Asset Value)	13,297.47	14,180.44	12,935.32	11,808.62	9,797.54
Balance Sheet Size	230,593.06	217,992.82	200,356.06	153,552.38	116,620.41
Total Contingent Liabilities &Commitments	57,071.81	52,441.01	50,265.90	53,600.42	35,483.89
Import	46,720.44	39,142.80	36,028.30	42,370.77	30,579.76
Export	33,799.83	31,928.70	33,735.60	30,652.26	28,070.50
Remittance	10,322.74	7,327.70	13,329.20	10,820.93	4,089.41
Operating Profit	2,195.06	3,565.47	4,039.13	4,054.46	3,068.00
Profit Before Tax	35.88	2,528.34	2,988.70	3,002.42	2,039.73
Profit After Tax	44.76	1,846.33	1,739.57	2,083.94	1,342.83
Earnings Per Share	0.05	2.23	2.19	2.83	2.31
Earnings Per Share-Restated	-	-	2.099	2.51	1.62
Diluted Earnings Per Share		-	-	1.98	-
Capital - Core (Tier I)	11,461.72	12,844.76	11,993.53	11,080.48	8,594.24
Capital - Supplementary (Tier II)	6,530.68	7,163.25	7,227.74	4,988.85	1,796.99

Total Capital	17,992.40	20,008.01	19,221.27	16,069.33	10,391.24
Capital Surplus/(Deficit)	-754.81	1,753.72	-90.4	1,133.97	16.53
Statutory Reserve	8.88	3,570.68	3,065.01	2,467.27	1,866.79
Retained Earnings	35.88	2,268.04	1,897.40	1,879.43	1,294.95
Capital Adequacy Ratio	12.00%	13.70%	12.44%	12.52%	12.52%
Cost income ratio	70.76%	58.88%	53.77%	46.53%	51.30%
Return on investment/Equity (ROI/ROE)	0.33%	13.62%	14.06%	19.29%	15.28%
Return on assets (ROA)	0.02%	0.88%	0.98%	1.54%	1.34%
Cost of fund	8.39%	7.47%	7.31%	7.56%	9.69%
Loan Deposit Ratio	80.52%	82.59%	84.50%	84.17%	78.66%
% CL to Total Loans & Advances	15.47%	5.35%	4.69%	4.56%	2.93%

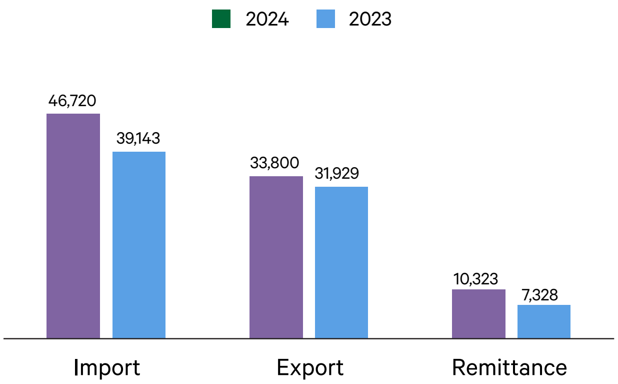
Foreign Exchange Business

NRBC Bank continues to play a vital role in supporting Bangladesh's international trade by providing comprehensive export and import financing solutions. In the face of global economic uncertainties and shifting trade dynamics, the Bank remains committed to facilitating cross-border trade and strengthening the country's external sector.

Export Finance

To support the growth of Bangladesh's export-oriented economy, NRBC Bank offers a range of export financing facilities designed to meet the diverse needs of exporters. These include: Back-to-Back Letter of Credit (LC), Export Time Loan, Export Cash Credit (Hypothecation), Overdraft Facilities, Export Development Fund (EDF) Loan, Foreign Documentary Bills Purchased (FDBP), Loan Against Accepted Bills, Inland Documentary Bills Purchased (IDBP).

FOREIGN EXCHANGE BUSINESS AMNT IN BDT MN



These facilities help exporters access working capital for procuring raw materials, managing production, and settling export bills efficiently. In 2024, the Bank's export finance portfolio reached BDT 33,800 million, marking a 5.86% growth from the previous year — a reflection of Bangladesh's resilience in maintaining export momentum despite global challenges.

Import Finance

NRBC Bank also provides robust import financing solutions that cater to a wide range of sectors, including manufacturing, trading, and services. The Bank finances the import of: Plant and machinery, Raw materials, Consumer and luxury goods, Spare parts, All other permissible items under regulatory guidelines

Additionally, the Bank facilitates the payment of import duties, helping businesses meet regulatory compliance and ensure smooth customs clearance. In 2024, import financing at NRBC Bank surged to BDT 46,720 million, reflecting a 19.36% increase over 2023, driven by the growing demand in local industries and increased private sector participation in trade.

Foreign Remittance Services

As Bangladesh continues to benefit significantly from remittance inflows, NRBC Bank has strengthened its remittance services to ensure speed, reliability, and nationwide accessibility. The Bank partners with leading global money transfer services such as Western Union, Xpress Money, Ria, Placid Express, and MoneyGram.

All NRBC Bank branches, Sub-Branches and Agent Banking outlets are now fully equipped to disburse foreign remittance instantly through an online platform. In 2024, total remittance inflows through the Bank reached BDT 10,323 million, showing a remarkable 40.87% growth compared to the previous year. This significant increase underscores the trust of overseas Bangladeshis and the Bank's efficiency in delivering remittances to recipients across the country.

5 years Snapshot of Foreign Exchange Business:

Figure in Million (BDT) unless otherwise Specified

Particulars	2024	2023	2022	2021	2020
Import	46,720.44	39,142.80	36,028.30	42,370.77	30,579.76
Export	33,799.83	31,928.70	33,735.60	30,652.26	28,070.50
Remittance	10,322.74	7,327.70	13,329.20	10,820.93	4,089.41
RMA	189	182	182	171	175
NOSTRO-Account	25	24	24	21	13
Foreign Remittance Sub-Agencies	9	9	9	9	7

Maintenance of Required Reserve [Section 184 (1b) of the act]

NRBC Bank is consistently transferring 20% of Pretax Profit to Statutory Reserve in pursuant to Section 24 of the Bank Companies Act 1991 (as amended 2023) in view to cumulative balance of statutory reserve reaches at the equal level of Paid up Capital of the Bank. Statutory reserve reached BDT 3,579.56 million in 2024, which is 80.51% of initial sponsored paid up capital of Tk. 4,446.06 million and 43.19% of Paid up Capital in compliance with of the provision of the act.

Following table shows that the last 5-year statutory reserve position which is remarkable for the bank:

Figure in Million (BDT) unless otherwise Specified

Movement of Statutory Reserve	2024	2023	2022	2021	2020
Beginning Balance	3,570.68	3,065.01	2,467.27	1,866.79	1,458.84
Transfer during the period from pre-tax profit	8.88	505.67	597.74	600.48	407.95
Closing Balance of Statutory Reserve	3,579.56	3,570.68	3,065.01	2,467.27	1,866.79

No other reserve was maintained/ proposed by Board of Directors during the year under consideration except Tk. 39.45 million as revaluation reserve which is required to maintained as per DOS Circular letter No 27 dated 04 December 2023, In 2024

Recommendation of dividend [Section 184 (1c) of the act]

The Board of Directors' of its 203rd meeting held on May 28, 2025 reviewed the directives issued by Bangladesh Bank through Letter No. DOS (CAMS)1157/41(Dividend)/2025-3105 dated May 21, 2025 regarding dividend declaration for year ended 2024.

Before that the Audit Committee of its **60th** meeting reviewed the direction # DBI-3/44(2)/2025-647 on April 24, 2025 issued by Bangladesh Bank Inspection Team after Tri-party meeting as well as discussion with Statutory Auditor's to finalize the Audited Financial Statements (AFS) for the year ended 31 December 2024.

The Board of Directors' adopted the direction of Bangladesh Bank as well as recommendation of Board Audit Committee, henceforth, "***No Dividend recommended to the Shareholders for year ended 2024***"

Material changes before issue of Directors' Report [Section 184 (1d) of the act]

No other material change has been occurred between the end of the financial year and the date of the Directors' Report placing before the 12th AGM of the Bank:

a. The Board of Directors of NRBC Bank PLC has been dissolved by Bangladesh Bank vide letter no. BRPD(BMMA)651/9(61) DA/2025-3559 dated March 12, 2025 and, before that, The Board is comprised 10 Members of the Board consisting Non-Executive and Independent Directors. New Board of Directors was formed comprising 07 (seven) Independent Directors of NRBC Bank PLC vide a letter no. BRPD(BMMA) 651/9(61)DA/2025-3560 dated March 12, 2025.

b. No Dividend recommended by the Board of Directors in its 203rd Board Meeting held on May 28, 2025 for the year 2024 by considering directive of Bangladesh Bank vide letter no. DOS (CAMS)1157/41(Dividend)/2025-3105 dated May 21, 2025

Material Change of the state of company's affairs [Section 184 (2) of the act]

a. **Change in Company's Business Nature [Section 184 (2a) of the Act]:**

No Other Change in NRBC Bank Banking Business nature except contraction few geographical as well as relocation of business points with view to diversify the business by exploiting the opportunity.

b. **Change in the company's subsidiaries or in the nature of the business [Section 184 (2b) of the Act]:**

NRBCAML: The Board of Directors halted to start its business as Asset Manager of its 190th meeting held on October 14, 2024 considering prevailing capital market condition and infrastructures facilities.

NRBCBSL: Subsidiary NRBC Bank Securities Ltd did not Changes its nature of Business.

c. **Change in Classes of Bank's Business [Section 184 (2c) of the Act]:**

No material changes in classes of Business and still aligned with Banking License condition. New polarization has been occurred after Historic 5th August 2024, hence, contraction few geographical as well as relocation of business points were outcome which had been done by due approval of the Board of Director during the financial year 2024.

Information and Explanation contained in the Auditor's Report [Section 184 (3) of the Act]

According to convention of finalize of Audited Financial Statement for the year ended December 31, 2024, A tripartite meeting was being held among Auditors Mahamud Sabuj & Co., Chartered Accountants, Inspection team of Bangladesh Bank with the management of the Bank on April 16, 2025, In that meeting, a threadbare discussion was held for assets quality, adequate provision, presentation of audited financial statement and internal Control system.

Outcome of tripartite meeting as well as directive # DBI-3/44(2)/2025-647 on April 24, 2025 of Department of Banking Inspection team-3 of Bangladesh Bank, audited Financial statements has been finalized except difference of opinion issued by Statutory Auditor Mahamud Sabuj & Co., Chartered Accountants for the year ended December 31, 2024.

After that Statutory Auditor Mahamud Sabuj & Co., Chartered Accountants expressed their opinion amongst basic Information and Explanation contained in the **Auditor's Report:**

SL	Point of Auditor's Report	Opinion amongst basic Information and Explanation for key Matter
1	**Opinion**	Modified/Qualified Opinion regarding provision shortfall of BDT 942.95 crore against loans and advances, as required under the relevant BRPD circulars and advised by Bangladesh Bank through letter # DBI-3/44(2)/2025-647 as well as This deferment of provision recognition was permitted by Bangladesh Bank through letter no. DOS (CAMS) 1157/41 (DIVIDEND)/2025-3105 along with matter of emphasis in 3(Three) points. Exception as mentioned above, consolidated and separate financial statements present fairly, in all material respects, the consolidated financial position of the Group and the separate financial position of the Bank as at 31 December 2024. ***[Explanations against adverse comments are given in the Separate Part]***
2	**Key Audit Matters**	1. ***Measurement of provision for loans, advances and leases***: At the year end of 2024 the total gross loans and advances/investments of the Group reported total gross loans and advances of BDT 147,576.45 million (2023: BDT 145,806.65 million) and provision for loans and advances of BDT 6,188.21 million (2023: BDT 4,802.19 million. The Auditor expressed modified opinion by assessing the appropriateness and presentation of disclosures against relevant accounting standards and Bangladesh Bank guidelines 2. ***Recognition of interest income/Profit:*** Auditor tested the operating effectiveness on automated control in place to measure and recognize interest income and the then applied substantive procedure to check whether interest income is recognized completely and accurately. 3. ***Valuation of Treasury Bills and Treasury Bonds:*** **The** Auditor assessed the processes and controls put in place by the Bank to identify and confirm the existence of Treasury Bills and Treasury Bonds. The Auditor also obtained an understanding, evaluated the design and tested the operating effectiveness of the key controls over the Treasury Bills and Treasury Bonds valuation processes, including controls over market data inputs into valuation models, model governance, and valuation adjustments. The Auditor also assessed the appropriateness and presentation of disclosures in accordance with the Bangladesh Bank guidelines. 4. ***Measurement of Deferred Tax Assets:*** The Bank disclosed deferred tax assets amounting to BDT 2,021,019,595, and BDT 1,435,881,772 as of 31 December 2024, and 31 December 2023 respectively and Auditor has given matter of emphasis by considering amendment to IAS 12 *Income Taxes* dated 5 May 2021 and effective from 1 January 2023 in recognizing and measuring Deferred Tax Assets, and Deferred Tax Liabilities. Besides, special consideration was given to provisions against loans and advances, provisions against off-balance sheet exposure, interest receivables and payables against financial instruments. 5. ***Carrying value of investments in subsidiaries:*** The Bank has invested in equity shares of its two subsidiaries, namely NRBC Bank Securities Limited and NRBC Bank Asset Management Limited. As of 31 December 2024, the carrying value of these investments was BDT 539,999,970 and The Auditors reviewed Management's analysis of impairment assessment and recoverable value calculation of the investments in accordance with IAS 36. 6. ***Legal and Regulatory matters:*** The Auditor focus on overall legal provision represents the Group's best estimate for existing legal matters that have a probable and estimable impact on the Group's financial position by evaluating the design and tested the operational effectiveness of the Group's key controls over the legal provision and contingencies process. The Auditors assessed the methodologies on which the provision amounts are based, recalculated the provisions, and tested the completeness and accuracy of the underlying information for getting result of provisions and contingent liabilities disclosure.

		7. ***Impairment assessment of unquoted investments:*** In the absence of a quoted price in an active market, the fair value of unquoted shares and bonds by considering direct or indirect unobservable market data as well as adopting investments valuation model by comparing results to confirm the recorded value.
4	Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements and Internal Controls	Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs) as explained in note # 2 and comply with the Bank Companies Act, 1991 (as amended up to date), the Companies Act, 1994, the Rules and Regulations issued by the Bangladesh Bank, the Rules and Regulations issued by the Bangladesh Securities & Exchange Commission (BSEC) and other applicable Laws and Regulations.
5	Report on other Legal and Regulatory Requirements	Auditor expressed that that obtained all the information and explanations required by them have been received and found satisfactory that supported by Internal control and risk management process of the Group as disclosed in the financial statements appeared to be materially adequate
6	Engagement/Responsible Partner	**Md. Mahamud Hosain FCA** Managing Partner ICAB Enrollment No: 0833
7	Document Verification Certificate (DVC) No	**2505280833AS696894**

The Audit Committee of Board in its 60th Meeting has reviewed the Auditors' Modified Opinion/Adverse comment as well as Key Audit Matters mentioned in the Auditors' report along with audited financial statement and, at the same time, The Audit Committee also assessed the appropriateness of explanation of the Management against Auditors' Modified Opinion/Adverse comment.

The Board in its 203rd Board Meeting held on May 28, 2025 also assessed the appropriateness of explanation of the Management against Auditors' Modified Opinion/Adverse comment as well as directive of Bangladesh Bank vide letter no. DOS (CAMS)1157/41(Dividend)/2025-3105 dated May 21, 2025 regarding dividend declaration.

Explanation against Auditor's Modified Opinion/Adverse comment contained in the Auditor's Report [Section 184 (3) of the Act]

The Management has prepared explanations against auditor Mahamud Sabuj & Co., Chartered Accountants modified opinion along with emphasis of matters that placed before 59th Audit Committee Meeting and 203rd Board Meeting. In purview of the Act, Bank explained its position against Auditor's Modified Opinion/adverse comment contained in the Auditor's Report:

Qualified Opinion (i.e. Auditor's adverse comment)	**Bank Explanation**
The Bank has reported a Net Profit After Tax of BDT 4.48 crore, Net Worth of BDT 1,329.75 crore, Earnings Per Share (EPS) of BDT 0.05, and Net Asset Value (NAV) per share of BDT 16.05. However, the Bank has not recognized provisions amounting to BDT 942.95 crore against loans and advances, as required under the relevant BRPD circulars and advised by Bangladesh Bank through letter # DBI-3/44(2)/2025-647. This deferment of provision recognition was permitted by Bangladesh Bank through letter no. DOS (CAMS) 1157/41 (DIVIDEND)/2025-3105. Further details are disclosed in Note 13.3 to the financial statements. Had the Bank recognized the full required provision of BDT 942.95 crore without deferment, the financial results would have reflected a Net Loss After Tax of BDT 938.47 crore, Net Worth of BDT 396.23 crore, an EPS of BDT (11.33), and NAV per share of BDT 4.78.	Provision shortfall of Tk. 1,096.68 Crore was agreed upon in the Tri-party meeting (Bangladesh Bank, Auditor and Bank) and, subsequently, Department of Banking Inspection Team -3 vide their letter no. DBI-3/44(2)/2025-647 confirmed the same. Thereafter, Bangladesh Bank issued a No Objection Certificate (NOC) vide their letter no. DOS/(CAMS)/1157/41/dividend/2025-3105 on May 21, 2025, with Provision deferral of Tk. 942.95 Crore by transferring additional Tk.5.00 Crore from Retained Earning to specific provision. There is no disagreement/difference between the Auditor and the Auditee, i.e. NRBC Bank. Bank is bound to follow the directions or instructions of Prime Regulator i.e. Bangladesh Bank for any financial matter. Since the deferral is authorized by Bangladesh Bank and fully disclosed, the auditor has not issued a qualified opinion. This is consistent with the provision of ISA 705(Modifications to the Opinion in the Independent Auditor's Report), which allows for unmodified opinions when departures from accounting standards are permitted by law or regulation and are adequately disclosed. Bank has given adequate disclosure regarding provision shortfall in note # 13.3 and also disclosed going concern basis for the preparation of Financial Statements in note # 2.6. If adequate disclosures and assessment of going concern (no material uncertainty) do exit along with due permission from regulator regarding provision deferral, the Auditor should not express a modified opinion.

Qualified Opinion (i.e. Auditor's adverse comment)	Bank Explanation
Emphasis of Matters	
In Note #2.25 to the financial statements, the Bank disclosed its Lease Accounting Policy, which deviates from the requirements of paragraph B4 of IFRS 16 – Leases. Based on this policy, the Bank applied lease accounting to 26 branches. However, in measuring the Right-of-Use (RoU) Assets and Lease Liabilities, the Bank did not adhere to the requirements of paragraphs 24 and 26 of IFRS 16. As a result, for the 26 branches where the Bank implemented its Lease Accounting Policy, the RoU Assets were overstated by BDT 0.92 crore, and the Lease Liabilities were overstated by BDT 0.74 crore. In addition, our audit procedures identified further departure. Beyond the impact noted above, RoU Assets were additionally understated by BDT 19.19 crore, and Lease Liabilities were additionally understated by BDT 17.85 crore for the year ended 31 December 2024;	Bank did not consider the lease premises under IFRS 16 for lease contract (a) short-term leases and (b) leases for which the underlying asset is of low value (as described in paragraphs B3–B8) that duly disclosed in the Note #2.25. As per paragraphs 24 and 26 of IFRS 16, Bank consider remaining balance advance rent as Initial cost and discounting rate on market rate (Borrowing Rate of the Bank) at the time application of IFRS 16 for the time being. But Auditor did not inform to the Bank for reason of overstated RoU Assets of Tk.0.92 crore and Lease liability of 0.74 crore which are immaterial considering balance sheet size 23,060 Crore. As per IFRS Practice statement 2 (Materiality Judgments) of IFRS Foundation: if application of IFRS 16 (lease) differences arise that won't influence economic decision of the Financial Statement users considering materiality which raise the question of Emphasis of Matter.
In Note # 13.8 to the financial statements, the Bank disclosed Current Income Tax Payable amounting to BDT 337.58 crore as of 31 December 2024. However, it would have been BDT 327.18 crore in line with the measurement warranted under paragraph 46 of IAS 12 Income Taxes. The Bank should have recognized BDT 1.49 crore as adjustments recognized in the period for current tax of prior periods for AY 2017-18, AY 2018-19, AY 2019-20, AY 2020-21, AY 2021-22, AY 2022-23, AY 2023-24 and AY 2024-25;	Tax payment on the basis of return to the Tax Authority as per Income Tax Act 2023 which would not be equal to Current Income Tax Payable calculated by Bank i.e. Tax Payment to the Tax Authority as per Tax Law = Current Tax + Deferred Tax as per IAS 12. As per paragraph 46 & 47 of IAS 12 "Deferred tax assets and liabilities shall be measured using the tax rates (and tax laws) change, if any, that have been enacted or substantively enacted by the end of the reporting period. No Tax law or Rate changes occurred during the reporting period or by the end of the reporting period that would reduce the tax provision. This difference arises due to the application of depreciation, capital Loss on share & Security, etc,. Which are equalized over the period of tax assessment. Herewith, Excess Tax Provision of Tk. 10.40 Crore is a safeguard of the Bank for future tax liability. Bank has adjusted all payment with current tax liability and advance tax up to Tax assessment FY 2021 (AY 2022-23). So Emphasis of Matter is based on contradict application of Tax payment to the Tax Authority as per Income Tax Act 2023 versus Current Tax liability.
In Note # 10.4 to the financial statements, the Bank disclosed Deferred Tax Assets amounting to BDT 143.59 crore, and BDT 202.10 crore as of 31 December 2023, and 31 December 2024 respectively. However, it would have been BDT 458.63 crore, and BDT 531.51 crore as of 31 December 2023, and 31 December 2024 respectively in line with measurement warranted under paragraphs 15, 24, 46, 47, and 51 of IAS 12 Income Taxes. In addition, in Note # 39, the Bank disclosed the Deferred Tax Income for the year ended 31 December 2024 amounting to BDT 58.51 crore whereas it would have been Deferred Tax Income amounting to BDT 72.88 for the year ended 31 December 2024	The Auditor has provided a basis for deferred tax calculation that may be wrong according to basis submitted to the Bank: a. RoU and Lease Liability as per IFRS 16: Auditor mentioned that the Bank will get deferred Tax income/expense benefit from Right of Use (RoU) Assets of Tk. 30.39 Crore and Lease Liability Tk. 30.17 Crore as per IFRS 16, But the Auditor did not explain "How to get such deferred Tax benefit/payment" would arise against creation of fictitious assets as per IAS 12. According to Section 55(Dha) of ITA 2023, Company could not claim any depreciation or interest expense on warrant of such application IFRS 16 (i.e. Fictitious Expenses) and, as such Bank has added the fictitious depreciation and interest expense with operating profit for determine tax liability of the Bank. b. Deferred Tax Income (Assets) on Provision for Loans & Advances of Tk.618.82 Crore: No provisions are allowed for claim as valid expense for tax purpose i.e. no actual expense is incurred as per ITA 2023 for such claim. Bank calculated Current Tax on the basis of Operating Profit i.e. Pay Tax against all provisions maintained by Bank. But BRPD Circular No 11/2011 mentioned that Bank shall consider only those items for which it will get Tax Benefits in the Future. As such Bank is considered only the provision on Classified Loans of Tk. 402.22 Crore for Deferred Tax Assets as deductible tax benefit in the future in line with Para 24, 27 & 51 of IAS 12. c. Deferred Tax Income (Assets) on Provision on off Balance Sheet (OBS) items Tk. 46.47 Crore: This is violation of Para 24, 27, 28 and 51 of IAS 12 by the Auditor "The reversal of deductible temporary differences results in deductions in determining taxable profits of future periods" i.e. Bank must be determined that a loss will be incurred in the future against Provision on off Balance Sheet (OBS) for which actual loss claimed against revenue, since Bank do not considered as deferred Tax Benefit on Provision on off Balance Sheet (OBS) items of Tk. 46.47 Crore.

Qualified Opinion (i.e. Auditor's adverse comment)	**Bank Explanation**
	d. 17(a) of IAS 12 without considering current tax calculation by Bank Wherein Carrying Value is equal to Tax Base. Bank will not pay any Tax on Interest Receivable or no tax benefit on Accrued Interest Expense in the future. Auditor mentioned that Deferred Tax arise from Para 15 & 24(Goodwill & Business combination) and 46, 47 & 51(Change in Tax law and Rate during reporting period), but facts are not correct and no matter happened during the period. e. Deferred Tax Income (Assets) on Provision for Share and Securities of Tk. 108.80 Crore: Like as previous point c. If there is any remote or no Possibility to get Tax Benefit in the Future as Para 27 & 28 of IAS 12 "economic benefits in the form of reductions in tax payments will flow to the entity only if it earns sufficient taxable profits against which the deductions can be offset" Therefore, an entity recognized only deferred tax assets only when it is probable that taxable profits will be available against which the deductible temporary differences can be utilized. As per Section 70 of ITA 2023 "Capital Loss on shall be adjust only against capital gain and shall be Carried forward 6 Six Years" So there is uncertainty to settle unrealized of loss on investment share & Securities and Bank will not get any deferred tax income (Assets). f. Deferred Tax Income/Expense(Assets/Liability) on Accrued Interest/Profit Payable of Tk.793.07 crore and Interest Receivable of Tk. 118.70 Crore : Bank calculated tax by considering all Interest Income and Interest Expense as per Section 53 of ITA 2023 and Para 17(a) of IAS 12. Bank tax assessment already been completed up to FY 2021 (AY 2022-23) and Tax Authority allowed all Accrued Interest expense and Accrued Interest Income. Auditor is wrongly defining the Carrying value and tax base of interest (Income or expense) as Para According to reported by auditor, Deferred Tax Assets would have been BDT 458.63 crore, and BDT 531.51 crore as of 31 December 2023, and 31 December 2024 respectively in line with measurement warranted under paragraphs 15, 24, 46, 47, and 51 of IAS 12 Income Taxes. It should be qualified opinion considering non-compliance IAS 12 and addition deferred tax income of Tk. 329.41 Crore for 2024 rather than Emphasis of Matter. So opinion may not be formed in line with ISA 705 and 706. Furthermore, if Bank adopted deferred tax income of Tk. 329.41, Bank EPS increased by Tk. 3.98 shall reflected martial misstatement of the Financial Statement to the stakeholder, specially shareholders.
In Note # 2.12 (D) (ix) (b) to the financial statements, the Bank disclosed that it operates a Defined Benefit Gratuity Scheme but has not conducted the required actuarial valuation as per paragraph 67 of IAS 19 Employee Benefits. Instead, the provision is calculated on a lump-sum basis, which does not comply with the recognition and measurement requirements of IAS 19. As a result, the Employee Benefit Obligation may be misstated, potentially affecting the reported profit and equity. Besides, disclosures made in this regard in Note # 13.5 to the financial statements do not comply with paragraph 135 of IAS 19	Auditor's claims that the provision is calculated on a lump-sum basis for Employees Gratuity Scheme and did not conducted actuarial valuation as per paragraph 67 of IAS 19 Employee Benefits. NRBC Bank contributed Tk. 12.19 Crore to Employees Gratuity Fund during the year on the basis of length of service and Audited Financial Statement of the Fund instead of provision as claimed by Auditor. Bank Employees' Gratuity determine with the provision of the Fund rule: "All confirmed employees shall be eligible 01(one) or 02(Two) month basic salary for each complete year of service for availing Staff Gratuity after 05(Five) or 10(Ten) years of service in the bank" Hence, absence of benefit to the employees i.e. no obligation to any salary or medical cost after separation from the entity in line requirement of recognition and measurement: Define Benefit Plan i.e. defer from Paragraph 66 of IAS 19. Employees Gratuity Fund stood Tk. 39.81 Crore on reporting period. However, Actuarial valuation is required only when the determination of bank liability is so remote and impossible or any post service benefit to the retired employee i.e. absent of Actuarial assumptions of Paragraph 75 to 98 of IAS 19 which raise the question of Emphasis of Matters regarding actuarial valuation. If so, Actuarial valuation, Bank obligation may not differ from reporting period fund position.

Related party transactions and its disclosure

The parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or significant influence.

Related party transaction is a transfer of resources, services, or obligations between related parties, regardless of whether a price is charged as per IAS 24 Related Party Disclosures. The Bank in normal course of business had transactions with other entities that fall within the definition of 'Related Party' as contained in International Accounting Standards (IAS)-24 (Related party disclosures) and as defined in the BRPD circular no 12/2022 and 03/2025.

The basis for related party transactions has been stated in the Corporate Governance Report and a statement of related party transactions also presented in the "Annexure-J" of Audited Financial Statements.

Utilization of proceeds raised through public issues

Bank received the proceeds of Initial Public Offering (IPO) amounting to Tk. 1,200 Million on **April 29, 2021** followed on subscription from February 03, 2021 to February 09, 2021 and utilized the proceed by Bank within 3 (three) month as mentioned in the prospectus which duly report in the **9th and 10th Annual Report.**

Financial Condition of the Bank after Initial Public Offering (IPO)

Bank utilized the Initial Public Offering (IPO) proceed amounting to Tk. 1,200 Million from April 29, 2021 to July 31, 2021 mainly for enhancing the Tier 1 Capital Base of the Company inter alia proceeds from IPO through issuance of 120,000,000 nos. of ordinary shares at an issue price of Tk. 10.00 each.

In 2024, Banking Sector in Bangladesh faced tremendous difficulties with the Management of NPL as well as customer confidence after regime change and political instability. NRBC is not exception of that phenomenon as result mentioned:

Figure in Million otherwise specified

Particulars	2024	2023	2022	2021	Increase/(Decrease) over IPO proceed utilization period of 2021
Investment in T-Bond/Bill, Listed Share, Sukuk & Other Bond	55,975.34	46,020.10	36,996.56	28,541.08	96.12%
Loan and Advances/Investment	147,576.44	145,086.65	136,174.05	104,898.31	40.69%
Deposit Mobilization	183,282.15	175,669.92	161,149.65	124,626.35	47.07%
Stockholder Equity	13,297.58	14,180.44	12,935.32	11,808.62	12.61%
Balance Sheet Size	230,593.11	217,992.81	200,356.06	153,552.38	50.17%
Net Asset Value (NAV) Per Share in BDT*	16.05	17.11	15.61	14.25	12.63%
Net profit after taxation	44.85	1,846.33	1,739.57	2,083.94	-97.85%
Earnings Per Share (EPS) in BDT	0.054	2.23	2.10	2.51	-97.85%

Major financial indicators are showing positive trend over base period of 2021 except bottom-line i.e. year of listing by issuing Tk. 1,200 Million through IPO. In Aspiration of new Board of Directors, Bank will turn to good time by managing the assets portfolio. Bank already submitted Time Bound strategic Plan to Bangladesh Bank in line with Letter No. DOS/CAMS 1157/41(Dividend)/2025-3105 on May 21, 2025.

Remuneration of directors

Independent Director is entitled to get remuneration and Meeting Attendance Fees according to BRPD Circular No 03/2024. But Non-Executive Directors not entitled to any remuneration other than attending 6 meetings of the Board of Directors and the Executive Committee, 1 of the Audit Committee and 1 of the Risk Management Committee in each month.

Therefore, in present scenario, according to BRPD Circular No 02/2024 set meeting fees for Directors at BDT 10,000/- only subject to deduction of applicable tax, authorizing the MD & CEO to manage disbursements in accordance to the circulars and Each month the Directors shall be entitled to receive remuneration for attending Two (2) meetings of the Board of Directors, Four (4) meetings of the Executive Committee, One (1) meeting of the Audit Committee; and One (1) meeting of the Risk Management Committee. The Independent directors of the bank company will be entitled to a fixed remuneration of Tk 50,000 (subject to applicable tax) per month as BRPD Circular 03/2024.

Fair Presentation of the financial statements by the management

The Management of NRBC bank is responsible for the preparation and fair presentation of the consolidated financial statements of the Group and also separate financial statements of the Bank in accordance with IAS/IFRSs. Furthermore, Mahamud Sabuj & Co., Chartered Accountants is the statutory auditor of the Bank also mentioned responsibility of the management under segment **"Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements and Internal Controls"** wherein cited that auditee prepared the consolidated and separate financial statements in accordance with International Financial Reporting Standards (IFRSs) as explained in note # 2 and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error. The Auditee also comply Company Act, 1991 as amended and the Bangladesh Bank Regulations that require to ensure effective internal audit, internal control and risk management functions.

NRBC Bank remains committed to maintain the highest standards of financial reporting, transparency, and regulatory compliance. In line with this commitment, a Tri-party meeting was held on April 16, 2025, involving representatives from Bangladesh Bank, the Statutory Auditors (Mahamud Sabuj & Co., Chartered Accountants), and the Bank's Management. The primary objective of this meeting was to ensure the fair and accurate presentation of both the consolidated financial statements of the Group and the separate financial statements of the Bank for the year ended December 31, 2024.

Following this collaborative engagement, the Department of Banking Inspection-3 (DBI-3) of Bangladesh Bank issued a formal directive Vide letter no. DBI-3/44(2)/2025-647 on April 24, 2025 guiding the finalization of the audited financial statements subject to Bangladesh Bank vide letter no. DOS (CAMS)1157/41(Dividend)/2025-3105 dated May 21, 2025. This initiative was part of a coordinated effort to eliminate any discrepancies so far with Statutory Auditor and to ensure that the financial disclosures reflect a true and fair view of the Bank's financial health and performance.

In summary, NRBC primary focus is to ensure the integrity and quality of the financial statements. Thus, while preparing the Annual Report, a true and fair presentation has been given top priority by embraced of the following principles

True and Fair View | Maintenance of Proper Books of Account | Accounting Policies and Estimates

True and Fair View

- Financial statements have been prepared in accordance with IFRS adopted by FRC
- Financial Statements prepared on a going concern basis

Maintenance of Proper Books of Account

- Bank has maintained proper books of accounts
- The bank also complied with the laws and regulations of the various relevant governing bodies of Bangladesh

Accounting Policies and Estimates

- Appropriate accounting policies have been used and applied consistently
- Ensured compliance with Applicable IASs & IFRSs

Proper books of account maintained by the Bank

NRBC Bank maintains proper books of accounts in line with prevailing law. Bank has a core banking solution "Bank Ultimus" and different application software for proper recording of all transactions in compliance with the Companies Act, 1994 and Bank Companies Act, 1991(As amendment 2023). The external auditors Mahamud Sabuj & Co., Chartered Accountants has provided their remarks in the SL No. (iv) Auditor's Report Segment "Report on other Legal and Regulatory Requirements"

Consistent application of appropriate accounting policies as well as accounting estimates

NRBC Bank consistently apply accounting policies i.e., specific principles, basis, conventions, rules and practices in preparing and presenting financial statements in order to comparability between financial statements of different accounting periods.

The significant accounting policies applied and accounting estimates used for preparing the financial statements of the Bank have been stated in detail in the notes # 2 In the Audited Financial Statement.

Follow up of IAS & IFRS in preparation of financial statements

The financial statements of the Bank as at and for the year ended 31 December 2024 have been prepared in accordance with applicable Bangladesh Financial Reporting Standards (BFRSs), the "First Schedule" (section 38) of the Bank Companies Act 1991, as amended (up to 2023), BRPD Circular No. 14 dated 25th June 2003, other Bangladesh Bank Circulars, the Companies Act 1994, the Securities and Exchange Commission Rules 1987, and other laws and rules applicable in Bangladesh.

However, if the requirement of provisions and circulars issued by Bangladesh Bank differ from those of other regulatory authorities and accounting standards, the provisions and circulars issued by Bangladesh Bank shall prevail.

As such the Bank has departed from certain specific requirements of BAS/BFRSs which contradict with those of Bangladesh Bank, being the prime regulator, which are adequately disclosed in Note 2.2 (i) to (xviii) in the financial statements.

The Internal Control System

In today's dynamic and highly regulated financial environment, a robust internal control system is essential to ensure sustainable performance, long-term stability, and effective risk mitigation. As a modern commercial bank involved in diverse and complex financial activities, NRBC Bank places strong emphasis on maintaining a sound internal control culture, ethical governance practices, and transparency in all operations.

At NRBC Bank, our Internal Control and Compliance Division (ICCD) plays a central role in safeguarding the integrity of our banking operations. The Bank recognizes that internal control is not a standalone activity but an ongoing, integrated process—embedded into every level of our organizational structure. It encompasses internal audit, compliance, and risk monitoring, and ensures that our activities are aligned with regulatory standards, internal policies, and international best practices.

In line with the "Guidelines on Internal Control & Compliance in Banks" issued by Bangladesh Bank (BRPD Circular No. 03/2016 and 06/2016), NRBC Bank has developed a comprehensive internal control system overseen by an experienced ICCD team. The Head of ICCD reports to the Senior Management and maintains a dotted reporting line to the Audit Committee of the Board, ensuring transparency and independence. Additionally, the Head of Internal Audit, while part of ICC administratively, reports directly and exclusively to the Audit Committee of the Board (ACB), reinforcing the Bank's commitment to unbiased oversight.

The Bank's Board of Directors has constituted an Independent Audit Committee to monitor and evaluate the effectiveness of the internal control mechanisms. This Committee meets periodically to review internal audit findings, assess the adequacy and transparency of financial disclosures, and evaluate compliance with regulatory requirements. It provides constructive guidance to management and ensures timely implementation of recommendations from both internal and external auditors, as well as those from regulatory bodies such as Bangladesh Bank.

Throughout 2024, NRBC Bank's ICCD conducted regular and surprise audits and inspections across all operational units of the Bank. These audits were carried out in accordance with the Internal Audit Manual and in compliance with the rules and instructions issued by regulatory authorities. Identified control weaknesses, if any, were promptly addressed through corrective measures to ensure operational resilience.

In addition to regulatory compliance, the Bank fosters a culture of ethical behavior, accountability, and good governance at every level. Internal control is viewed as a shared responsibility, continuously monitored and enhanced by the Board, senior management, and all operational staff. The ultimate goal is to ensure that all financial transactions are conducted in a secure, transparent, and compliant manner—preserving stakeholder trust and supporting long-term institutional growth.

NRBC Bank remains steadfast in its commitment to strengthening internal control frameworks, minimizing operational risk, and aligning with the evolving regulatory landscape. Through continuous improvement, we aim to uphold our promise of safe and sound banking practices in the service of our customers, shareholders, and the broader economy.

Risk Management

In an increasingly complex and evolving financial landscape, effective risk management is fundamental to ensure the long-term sustainability, stability, and strategic success of NRBC Bank. The Bank has established a comprehensive and forward-looking risk management framework designed to align business operations with its defined risk appetite, assess potential impacts on capital, and maintain an optimal balance between risk and return.

NRBC Bank adopts a structured approach for identifying, assessing, and mitigating all categories of risk—be it credit, operational, market, liquidity, or emerging strategic risks. The framework is underpinned by a robust three-lines-of-defense model, ensuring clear accountability and strong internal controls across the institution.

Throughout 2024, the Board of Directors and its delegated committees conducted regular reviews of the Bank's risk profile to ensure it remains aligned with regulatory expectations and the Bank's strategic objectives. These evaluations were complemented by regular stress testing exercises across a range of economic and operational scenarios. Such stress testing enables the Bank to assess its resilience and readiness to respond effectively to adverse market conditions or unforeseen disruptions.

To enhance oversight, the Risk Management Division (RMD) was further strengthened during the year. The Division expanded its operational scope; formalized new risk management policies approved by the board, and adopted updated procedures aligned with Bangladesh Bank guidelines and international best practices. The Bank also placed significant emphasis on risk awareness and culture at all organizational levels, ensuring that risk considerations are embedded into decision-making processes.

Special attention has been given to managing growing cybersecurity and information security risks—a byproduct of the Bank's ongoing digital transformation. As financial services become increasingly technology-driven, NRBC Bank remains vigilant in enhancing its defenses against cyber threats through the implementation of cutting-edge digital security protocols and continuous monitoring mechanisms.

The Bank has institutionalized key governance forums to manage risk effectively. These include the Enterprise Risk Associates Forum (ERAF) and the Executive Risk Management Committee (ERMC), which continuously assess and resolve emerging risk issues. For matters requiring strategic oversight, the Board Risk Management Committee (BRMC) provides high-level direction and ensures alignment with the Bank's long-term goals.

In addition, NRBC Bank continues to enhance the use of data analytics and risk modeling tools to anticipate trends and identify early warning signals. These tools aid in making informed, risk-aware decisions that support sustainable business growth and capital protection.

As the financial ecosystem becomes more dynamic and competitive, NRBC Bank remains committed to strengthening its risk governance framework and reinforcing its resilience. By embedding a proactive risk culture, leveraging innovation, and aligning risk strategies with business priorities, the Bank ensures it remains well-positioned to protect stakeholder interests and deliver value in a rapidly changing world.

Protection of Minority Shareholders' Interest

Before the 12th AGM, Present Board of Directors was formed comprising 07 (seven) Independent Directors of NRBC Bank PLC vide a letter no. BRPD(BMMA) 651/9(61)DA/2025-3560 dated March 12, 2025 acts as stewardship of the shareholder. Being as a Listed Company, it is required to disclose Minority Interest in the ownership structure, Hence, such minority shareholdings not exist. NRBC Bank has two subsidiary M/s. NRBC Bank Securities Limited (NRBCSL) and NRBC Bank Management Limited (NRBCAML). Bank hold 99.99% shareholding of the both subsidiary and minority shareholding's interest duly protected in line with statutory remedy in section 233 of the Companies Act, 1994 of Bangladesh.

Going Concern of NRBC's Business Ability

Going concern is one of the fundamental assumptions in accounting on the basis of which financial statements are prepared.

NRBC Bank is assessed its going concern ability wherein no significant doubt upon Banks ability to continue its business in the foreseeable future. The consolidated financial statements of the Bank have also been prepared on the assumption that the entity is a going concern and will continue in operation for the foreseeable future. In assessing the going concern status, the Board has also considered the current statement of financial position, the profit & loss statement, business portfolio, operational strengths, long-term strategy of the business and regulatory capital and liquidity plans and plans for future capital mobilization. Hence, it is assumed that NRBC has neither any intention nor in need of liquidate or curtail materially the scale of its operations in near future.

The issue of going concern is also reported in the audited financial statement in the Note # 2.6 and also auditor Mahamud Sabuj & Co., Chartered Accountants assessed the going concern ability mentioned in their auditor's responsibility of the Auditor's Report issued by them.

Furthermore, NRBC share valued posted below its per value as December 31, 2024 which is continuing depreciated due to Bangladesh's stock market faces significant challenges. Market Capitalization is far below than the net assets value of the entity which is beyond control of the Bank, but continuity the business with no intension to curtail its operation that may cast significant doubt upon the bank's ability to continue as a going concern.

Board of Directors Affairs and History Annual General Meeting (AGM)

During the Year 2024, the Board comprises Thirteen (13) Directors. But it had been reconstituted vide Bangladesh Bank letter no. BRPD(BMMA)651/9(61)DA/2025-3560 dated March 12, 2025 comprising 07 (seven) Independent Directors. All Board members are eminent personalities from diverse fields and experience, with the necessary qualification, skill sets, track record, integrity, and expertise as required under the applicable statutory provisions. The Board's composition is given in the Corporate governance report, Page no:

Board meetings and Members' attendance thereof

The number of Board meetings held during the year and attendance by each director is presented below:

SL	Name of the Members	Status in the Board	Number of Meetings Attended / Total Numbers of Meeting
01	Mr. S M Parvez Tamal	Chairman	13/17
02	Mr. Rafikul Islam Mia Arzoo	Vice Chairman	14/17
03	Mr. Mohammed Adnan Imam, FCCA	Director	12/13
04	Mr. A M Saidur Rahman	Director	8/8
05	Mr. Mohammed Oliur Rahman	Director	15/17
06	Mr. Abu Bakr Chowdhury	Director	0/17
07	Mr. Loquit Ullah	Director	14/17
08	Mr. Mohammed Nazim	Director	10/17
09	Mr. AKM Mostafizur Rahman	Director	17/17
10	Dr. Shahanara Begum Ali	Director	2/9
11	Air Chief Marshal Abu Esrar (Retd.)	Independent Director	16/17
12	Dr. Khan Mohammad Abdul Mannan	Independent Director	15/17
13	Mr. Raad Mozib Lalon, PhD	Independent Director	17/17

1. Mr. Mohammed Adnan Imam, FCCA Resigned from the post of Director at 190th Board of Directors meeting held on 14.10.2024
2. Mr. A M Saidur Rahman Retired and Re-Appointed as 11th AGM on 13/06/2024 and didn't approve by Bangladesh Bank.
3. Dr. Shahanara Begum Ali Newly Appointed as 186th Board of Directors on 13/06/2024 and approved by Bangladesh Bank.

The Pattern of shareholding and disclosure thereof

a) **Parent/Subsidiary/Associated Companies and other related parties:**

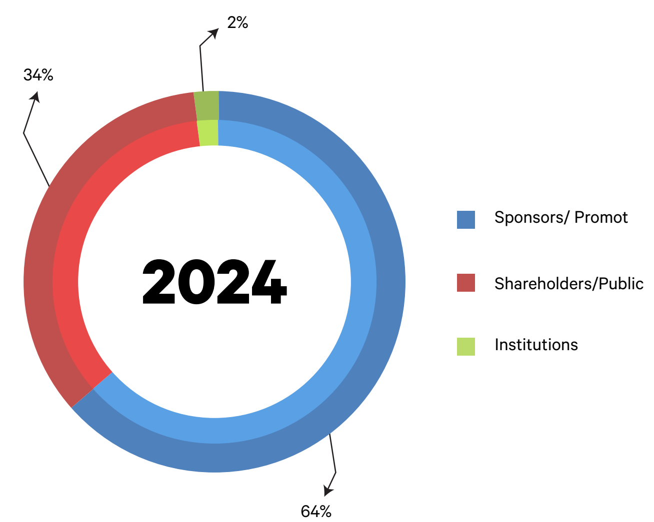
Bank has neither any parent/Associated yet to exist, nor its Subsidiary companies NRBC Bank Securities limited and NRBC Bank Asset Management limited hold any share of the Bank i.e., all shares hold by Sponsors/Promoters and Shareholders.

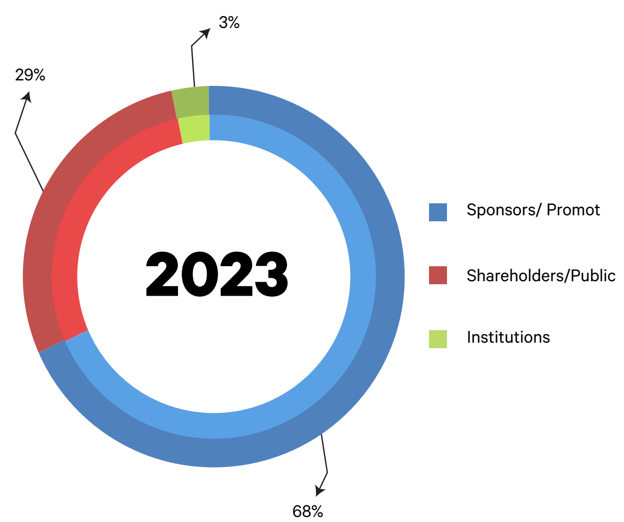
b) **The Shareholding Pattern:**

Shareholding Pattern of the Sponsors/ Shareholders for the year ended December 31, 2024:

Share Holding Range	Number of Shareholders	No. of Shares	Ownership (%)
0000000001-0000010000	13,462	20,693,196	2.497%
0000010001-0000020000	798	11,107,872	1.341%
0000020001-0000030000	318	7,822,570	0.944%
0000030001-0000040000	170	5,963,442	0.720%
0000040001-0000050000	133	6,085,528	0.734%
0000050001-0000060000	74	4,069,520	0.491%
0000060001-0000070000	50	3,258,247	0.393%
0000070001-0000080000	34	2,558,311	0.309%
0000080001-0000090000	29	2,480,826	0.299%
0000090001-1000000000	257	764,610,020	92.272%
Total :	15,325	828,649,532	100.00%

Ownership Composition for the year ended December 31, 2024:





Particulars	Shareholding as of 31.12.2024		Shareholding as of 31.12.2023	
	In Number	In Percentage	In Number	In Percentage
Sponsors/Promoters	526,555,739	63.54%	563,982,688	68.06%
Shareholders/Public	285,414,573	34.45%	240,265,203	28.99%
Institutions	16,679,220	2.01%	24,401,641	2.94%
Total	828,649,532	100.00%	828,649,532	100.00%

Shareholding structure of directors as of December 31, 2024

SL	Name of the Directors	Status	Shareholding	Holding %
1	Mr. S M Tamal Parvez	Chairman	38,998,739	4.71%
2	Mr. Rafikul Islam Mia Arzoo	Vice Chairman	25,500,000	3.08%
3	Mr. AKM Mostafizur Rahman	Director	23,351,773	2.82%
4	Mr. Abu Bakr Chowdhury	Director	31,734,149	3.83%
5	Mr. Mohammed Oliur Rahman	Director	29,064,191	3.51%
6	Mr. Loquit Ullah	Director	18,125,057	2.19%
7	Mr. Mohammed Nazim	Director	31,524,405	3.80%
8	Air Chief Marshal Abu Esrar, BBP, ndc (Retd.)	Independent Director	-	-
9	Dr. Khan Mohammad Abdul Man-nan	Independent Director	-	-
10	Dr. Raad Mozib Lalon	Independent Director	-	-

The Board of directors represent/hold 25.93% and Sponsors/Promoters/Directors jointly hold 63.54% share of the company, which is above of BSEC Directive No. SEC/CMRRCD/2009-193/119/Admin/112 dated November 22, 2011:

Aforesaid directors except independent directors hold above of 2% and below 5% of the paid-up capital as per directive of BSEC.

c) **Shareholding position of Managing Directors & CEO, CFO, CS and Ho-ICC along with their spouse and minor child:**

NRBC Bank completed its 4th year Audited Financial Statements after Trading Share inaugurated on March 22, 2021 followed on IPO BSEC's consent letter ref: BSEC/CI/IPO-307/2020/304 dated January 04, 2021. Aforesaid official affirm that including Managing Director & CEO did not hold any Share of NRBC Bank as of December 31, 2024 and on record date June 26, 2025.

General Body Meetings (AGM)

Scenario of the General Body Meetings was held in the last three years are given below:

General Body Meeting	Day, Date	Time	Venue
Ninth Annual General Meeting	June 02, 2022	11:00 p.m.	Digital Platform : Meeting held through Video Conferencing/ Other Audio Visual Means
Tenth Annual General Meeting	June 19, 2023	12:00 p.m.	Digital Platform : Meeting held through Video Conferencing/ Other Audio Visual Means
Eleventh Annual General Meeting	June 13, 2024	12:00 p.m.	Hybrid System : Digital Platform and Physical Presence of Sharehold-ers

Share price and market capitalization

The year 2024 posed considerable challenges for the capital markets in Bangladesh. Both the Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) experienced notable fluctuations in trading volumes and market capitalization. These movements were primarily triggered by a combination of domestic uncertainties and global headwinds. A significant regime change, preceded by widespread political protests/unrest, introduced a period of heightened uncertainty in the local market. Concurrently, external factors—such as tightening global financial conditions, inflationary pressures, and geopolitical conflicts—contributed to cautious investor sentiment.

As a result, the benchmark indices saw downward trends, and average daily turnover across the exchanges remained subdued throughout the year. Investor participation declined as many adopted a wait-and-see approach in light of the evolving macro-political landscape.

In response, the Bangladesh Securities and Exchange Commission (BSEC) took a proactive stance to restore market confidence. Regulatory measures introduced by BSEC included stricter oversight of trading practices, enhanced corporate disclosure require-ments, and initiatives aimed at improving governance and transparency among listed companies. These actions were designed to create a more stable and investor-friendly capital market environment—capable of attracting both domestic and foreign investment in the long run.

Amid this challenging backdrop, NRBC Bank's stock performance mirrored the broader market sentiment. As of 31 December 2024, the Bank's market capitalization stood at BDT 6,877.71 million, with a closing share price of BDT 8.30. This compares to a market cap-italization of BDT 13,921.15 million and a closing price of BDT 16.80 as on 31 December 2023. The decline reflects the overall bearish market trend rather than any specific weakening of the Bank's fundamentals.

Despite short-term market volatility, NRBC Bank remains focused on delivering long-term value to its shareholders through prudent financial management, consistent operational performance, and enhanced corporate governance. The Bank is confident that as macroeconomic and political stability returns, and with continued regulatory support, the capital market will recover—and so will investor confidence in fundamentally strong institutions like NRBC Bank

Rotation of Director

Exiting Board of Directors' was formed in persuasion of section 45 of Banking Company Act 1991 vide Bangladesh Bank letter no. BRPD(BMMA) 651/9(61)DA/2025-3560 dated March 12, 2025 those will conduct the 12th AGM of the Bank on August 21, 2025.

According to Section 15 and 15AA of Banking Act, 1991 (amended 2023) define election process along with tenure for being hold office as Director of Bank. Furthermore, BRPD Circular # 02 dated February 11, 2024 clarify the formation of Board of Directors.

However, clause 106, 107 and 108 of Article of Association (AOA) of the NRBC Bank, one third (1/3) of the directors who are serving the longest in office since last election will retire in every year in Annual General Meeting and Retired Director(s) will eligible for re-appointment.

In present scenario, process of retirement or re-appointment of Director's will be guided by Bangladesh Bank Direction from time to time before 12th AGM of the Bank.

Appointment of Independent Directors and Their Qualification

Appointment of Independent Director guided by BRPD Circular No. 02 dated 11 February 2024 and BRPD Circular No.03 dated 14 February 2024 in compliance with the Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC) and Bank Companies Act, 1991 (Amendment up to 2023).

Presently, Board of Directors are comprising 07 (seven) Independent Directors appointed by Bangladesh Bank letter no. BRPD (BMMA) 651/9(61)DA/2025-3560 dated March 12, 2025 and, as such, reappointment of previous 03 (Three) Independent Directors named Bir Muktijoddha Dr. Khan Mohammad Abdul Mannan, Dr. Raad Mozib Lalon and Air Chief Marshal Abu Esrar (Retd.) in the 11th Annual General Meeting for 03 (three) had been ceased after reconstitution of the Board.

Brief Biography and Qualification of Newly Appointed Indipendent Director are given below.

Independent Director	Qualification/Profile
Md. Ali Hossain Prodhania	Mr. Md. Ali Hossain Prodhania completed his intermediate studies at Dhaka College and earned both his Bachelor's and Master's degrees in Finance from the University of Dhaka. He is currently pursuing a Doctorate in Business Administration (DBA), focusing on restructuring specialized banks. He served as the Managing Director of Bangladesh Krishi Bank from 2018 to 2021. He serves as a Supernumerary Professor at the Bangladesh Institute of Bank Management (BIBM).
Md. Abul Bashar	Mr. Md. Abul Bashar holds a Bachelor's and a Master's degree in English Literature from the University of Chittagong, an MSS in Economics from National University, and an MBA from Bangladesh Open University. In addition, he obtained a Bachelor of Laws (LLB) from National University in 2005. He is also a Diplomaed Associate of the Institute of Bankers, Bangladesh (DAIBB), reflecting his strong foundation in banking and finance. Prior to appointed as an Independent Director of NRBC Bank, he served as an Executive Director (Grade 1) at Bangladesh Bank.
Md. Anwar Hossain	Mr. Md. Anwar Hossain holds both a Bachelor's and a Master's degree in Public Administration from the University of Dhaka, reflecting a strong academic foundation in governance and administrative studies. Prior to appointed as an Independent Director of NRBC Bank, he served as an Executive Director at Bangladesh Bank.
Md. Nurul Haque	Mr. Md. Nurul Haque holds an MBA from the Institute of Business Administration (IBA), University of Dhaka, and earned both his BSc (Honours) and MSc degrees in Soil Science from the same university. He completed a Post Graduate Diploma in Personnel Management (PGDPM) from the Bangladesh Institute of Bank Management. He undertook specialized training in System Design and Database Management at the Asian Institute of Technology (AIT), Bangkok, under a World Bank project, and has participated in various IT-focused training programs both at home and abroad.
Barrister Md. Shafiqur Rahman	Md. Shafiqur Rahman is a Barrister-at-Law, called to the Bar from the Honourable Society of Lincoln's Inn, United Kingdom. He holds an LL.B. (Hons) from the University of Wolverhampton and completed the Bar Vocational Course at Northumbria University, UK. His strong academic and professional legal background is further complemented by his early education at Notre Dame College, Bangladesh. He is an Advocate of the Supreme Court of Bangladesh.

Prof. Dr. Syed Abul Kalam Azad	Dr. Syed Abul Kalam Azad holds a Bachelor of Commerce and a Master's of Commerce in Marketing from the University of Dhaka. He later earned a second Master's degree in Business Administration from Western Illinois University, USA, and completed his Ph.D. from the University of Dhaka. His academic background reflects a strong foundation in business and marketing, supported by both local and international education. Dr. Azad was a veteran professor at Dhaka University and began his career as a lecturer at the University of Dhaka in 1975. Prior to the joining as an Independent Director at NRBC Bank PLC., he worked as a professor in the Department of Marketing at the AIUB from 2017 to 2025.
Muhammad Emdad Ullah	Mr. Muhammad Emdad Ullah holds a Bachelor (Honours) and a Master's degree in Accounting from the University of Dhaka. He is a qualified Cost and Management Accountant (1993), a Chartered Accountant (1995), and a Certified Public Accountant (USA, 2012). He has served as Chief Financial Officer (CFO)/Finance Director and Chief Internal Auditor in several renowned group of companies in Bangladesh and Saudi Arabia. He is currently in the process of becoming a Senior Partner at J.U. Ahmed & Company, Chartered Accountants, an external audit firm.

Ratification of appointment of the 07 (seven) Independent Directors in the 12th AGM guided by Bangladesh Bank from time to time before 12th AGM of the Bank.

Appointment of Statutory Auditors of the Bank [Section 210 of the act]

Appointment of Statutory Auditor is the 3rd Agenda of the motion of 12th Annual General Meeting and appointment of auditor's is disseminated for consideration by Hon'ble shareholders:

In pursuant of the section 210 (2) of the companies Act, 1994 seconded by Article 149 of the Articles of Association of the Company (NRBC Bank PLC), Auditor(s) will be appointed in the annual General Meeting (AGM) along with their remuneration and hold office till to next AGM.

Furthermore, according to Clause 2 (2 & 3) of Gazette notification of BSEC/CMRRCD/2006-158/208/ Admin/81 dated June 20, 2018 "The company shall not appoint any firm of chartered accountants (Panel of Auditor means any partnership firm of Chartered Accountants selected by BSEC) or the auditor or audit firm shall not also be eligible as its statutory auditors for a consecutive period exceeding three years." as well as Bangladesh Bank no. BRPD/Taskforce /748/3/2024-5984 dated July 09, 2024 (BRPD Circular No 31/2024) "An auditor firm shall be appointed as auditor in any Bank for not more than successive three years"

Scope of work under new Bank Companies External Auditor's Rule 2024 is much wider than International Standards on Auditing (ISA) as well as Audit fees will be determined on basis of Asset size of the Bank as per ICAB Circular # 1/2/ICAB(FRM&PR)778th Council on April 29/04/2025 which is much higher than year 2024. New promulgation already been noted by NRBC Board Audit Committee of its 60th meeting.

Mahamud Sabuj & Co., Chartered Accountants was the statutory auditor for the year 2024 of the Bank who completed first year tenor out three years on the basis of BRPD Circular No 31/2024, as such; aforesaid Auditor is eligible for reappointment for the Financial Year 2025. In view to better understanding as well as transparency of auditing process, another One Auditor recommended by Audit Committee and Board of Directors among professional audit firm submitted their expression of interest (EOI) whose are BSEC panel Auditors' of (Updated as on July 24, 2025) for listed company and Bangladesh Bank published eligible list vide DBI Circular No-3 Dated February 05, 2024 for Auditing of Banks and Financial Institutions

The Audit Committee of Board of its 63rd meeting held on July 28, 2025 reviewed the eligibility of the proposed auditors whose submitted expression of interest as mentioned previous para placed before them by Management. The Committee recommended Mahamud Sabuj & Co., Chartered Accountants and M/s. Syful Shamsul Alam & Co.(SSAC), Chartered Accountants appointment as joint Auditors for the year 2025.

By considering the recommendation of the Audit Committee of Board, The Board of Directors of its 207th meeting held on July 28, 2025 also review eligibility whose submitted EOI, finally the Board accord the appointment of Mahamud Sabuj & Co., Chartered Accountants and and M/s. Syful Shamsul Alam & Co.(SSAC), Chartered Accountants as Joint statutory auditors of the Bank with remuneration of TK. 600,000.00 each (excluding VAT) for the next term until 13th AGM of the Bank.

However, final approval for appointment of auditors will be confirmed by Bangladesh Bank after 12th AGM confirmation that will hold on August 21, 2025 subject to compliance of terms and condition of the BRPD/Taskforce /748/3/2024-5984 dated July 09, 2024 (BRPD Circular No 31/2024).

Appointment of Corporate Governance Compliance Auditor/Professional and fix their remuneration [BSEC/CMRRCD/2006-158/207/Admin/80 dated June 18, 2018]

Appointment of Corporate Governance Compliance Auditor is the 4th Agenda of the motion of 12th Annual General Meeting and appointment is disseminating for consideration by Hon'ble shareholders:

As per clause 9 (Reporting and Compliance of Corporate Governance) of BSEC/CMRRCD/2006-158/207/Admin/80 dated June 18, 2018:

"The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report."

Rejaul Karim & Co, Chartered Accountants was appointment as Corporate Governance Compliance Auditor in the 11th AGM for the year 2024 and already submitted their Compliance Corporate Governance with opinion of "Compliance is highly satisfactory in all respect after conducting due audit process"

Rejaul Karim & Co, Chartered Accountants submitted Expression of Interest (EOI) for being appointment as Corporate Governance Compliance Auditor vide # their letter no. RKC/Con/12/25 on July 19, 2025 for Financial Year of 2025 with remuneration that is negotiable by both parties.

The Board of Directors in its 207th meeting held on July 28, 2025 appointed M/S Rejaul Karim & Co, Chartered Accountants as Corporate Governance Compliance Auditor of the Bank for the year 2025 at a remuneration of Tk. Tk.60,000.00 excluding VAT and such appointment will be confirmed in the 12th AGM.

Regulatory capital

As of the end of 2024, NRBC Bank reported a Total Capital to Risk-Weighted Asset Ratio (CRAR) of 12.00% and a Common Equity Tier 1 (CET1) ratio of 7.64%, which were slightly below the regulatory thresholds. This temporary shortfall reflects broader challenges faced across the banking sector, including a tight liquidity environment, rising default pressures, and economic uncertainties influenced by global inflation and domestic market conditions.

Recognizing the importance of a strong capital base, the Bank has already implemented a detailed and proactive plan to restore capital levels in full alignment with regulatory standards. With prudent financial management and a forward-looking strategy, NRBC Bank is well-positioned to reinforce its capital adequacy and continue delivering secure and sustainable growth in the coming years. Please refer to page 496 (note: 18.8) for details on disclosure on financials and page 383 for Basel-III reporting.

Contribution to the nation

NRBC Bank remains firmly committed to being a responsible financial institution that not only creates value for its stakeholders but also actively contributes to the broader economic development of Bangladesh. Guided by its core values and national priorities, the Bank has positioned itself as a partner in progress—supporting the government's long-term vision of achieving middle-income country status within this decade and becoming a developed nation by 2041.

As a values-based bank, NRBC Bank contributes to the socio-economic fabric of the country in multiple ways, both directly and indirectly. Through its wide range of banking services, the Bank facilitates entrepreneurship, trade, and financial inclusion—ensuring access to finance for individuals, SMEs, and communities across both urban and rural areas.

Over the years, the Bank has made a meaningful impact on national revenue mobilization. It diligently collects and deposits government revenue, including VAT, excise duties, and withholding tax, in full compliance with applicable laws and regulations. Taxes are deducted at the source during payment for goods and services, ensuring transparency and accountability in financial operations. Additionally, NRBC Bank fulfills its own corporate tax obligations by paying income tax on time, thus contributing directly to the national exchequer.

Beyond compliance, the Bank actively supports socio-economic initiatives, including participation in government bond programs, financing of priority sectors, and implementation of stimulus packages designed to revitalize the economy. Through these multifaceted contributions, NRBC Bank continues to play an integral role in shaping a stronger, more inclusive, and prosperous Bangladesh.

Contribution to the national exchequer over 5 years:

Khat of Govt. Revenue	2024	2023	2022	2021	2020
Corporate Tax paid by bank & Tax deduction at Source	3,028.99	3,317.3	2,396.37	1,624.36	1,219.15
VAT	321.14	316.85	311.63	289.30	170.90
Excise Duty	444.73	423.75	325.81	239.18	158.34
Total	**3,794.86**	**4,057.9**	**3,033.81**	**2,152.84**	**1,548.40**

12th Annual General Meeting

12th (Twelve) Annual General Meeting (AGM) of the Bank will be held on August 21 (Thursday), 2025 at 12.00 Noon BST through Hybrid System: Digital Platform and Physical Presence of Shareholders at venue **"Banquet Hall, Kurmitola Golf Club"** and part of digital platform i.e. online system by using the link ***https://nrbcbank.bdvirtualagm.com*** as per Directive of BSEC [Ref. SEC/SRMIC/04-231/932 dated 24 March 2020]. The Directors' Report and Financial Statements for the year ended December 31, 2024 were adopted by Board of Directors in its 207th and 203rd held on July 28, 2025 and May 28, 2025 respectively for approval of the Shareholders in the 12th AGM.

Directors' Responsibility Statement

The Directors confirm:

1. that in the preparation of the annual accounts, the applicable accounting standards had been followed, along with proper explanation relating to material departures;
2. that they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Bank at the end of the financial year and of the profit of the Bank for that period;
3. that they have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Banking Regulation Act, 1991 and the Companies Act, 1994 for safeguarding the assets of the Bank and for preventing and detecting fraud and other irregularities;
4. that they have prepared the annual accounts on a going concern basis;
5. that they have laid down internal financial controls to be followed by the Bank and that such internal financial controls are adequate and were operating effectively; and
6. that they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgements and Gratitude

NRBC Bank is grateful to the Government of the Peoples Republic of Bangladesh, Bangladesh Bank, Bangladesh Securities and Exchange Commission and other Regulatory and Development Authority of Bangladesh for their continued co-operation, support guidance and wise counsel. NRBC Bank wishes to thank its investors, the domestic and international banking community, rating agencies, depositories and other stakeholders for their support. NRBC Bank would like to take this opportunity to express sincere thanks to its valued Shareholders and customers for their continued patronage, thank you for placing the highest trust and confidence in us. They are truly at the heart of the organisation, having built it to its current strength. The Directors express their deep sense of appreciation to all the employees whose outstanding professionalism, commitment and initiative have made the organisation's growth and success possible and continue to drive its progress. Together, our success has been defined by touching the lives of millions around the country. Finally, the Directors wish to express their gratitude to the Members for their trust and support.

For and on behalf of the Board

Md. Ali Hossain Prodhania
Chairman