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Shareholders can join Virtual AGM using this QR code

Notice of the 10th Annual General Meeting

Notice is hereby given that the 10th Annual General Meeting (AGM) of NRB Commercial Bank Limited will be held on June 19 (Monday), 2023 at 12.00 Noon [BST] by using Digital Platform through the link <https://nrbcbank.bdvirtualagm.com> to transact the following business:

A. Ordinary Agenda

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the year ended December 31, 2022 along with the reports of Directors' and Auditors' thereon.
2. To declare the dividend for the year ended December 31, 2022 as recommended by the Board of Directors.
3. To elect/re-elect Directors.
4. To appoint Statutory Auditors for the term until next AGM & fix their remuneration for the year 2023.
5. To appoint Corporate Governance Compliance Auditors & fix their remuneration for the year 2023.
6. To consider any other relevant business with the permission of the Chair.

B. Special Agenda

1. To change the registered name of the Bank to "NRBC Bank PLC." from existing "NRB Commercial Bank Limited."

The following special resolution is proposed to be passed with or without modification to adopt the change of the registered name of the Bank to "NRBC Bank PLC." from existing "NRB Commercial Bank Ltd." under Clause-I of the Memorandum of Association and other relevant clauses of Memorandum of Association and Articles of Association of the company subject to approval of the regulatory authorities to comply with the Companies Act, 1994 (2nd amendment 2020) and BRPD Circular No. 04 Dt. February 22, 2023.

"Resolved that, the proposal for changing the Registered Name of the Company to "NRBC Bank PLC." from existing "NRB Commercial Bank Limited" subject to obtaining approval through special resolution and approval from the Registrar of Joint Stock Companies & Firms (RJSC) for Name Clearance and accordingly amend the relevant clauses of the Memorandum and Articles of Associations of the Bank in compliance with Companies Act, 1994 (2nd Amendment 2020) and BRPD Circular No. 04 Dt. February 22, 2023 is approved."

By order of the Board of Directors

Dated: May 24, 2023

Mohammad Ahsan Habib
Company Secretary

NOTES.

i) The **Record Date: May 25, 2023 (Thursday).**

The Shareholders whose names appear in the Members Register of the Bank under Central Depository Bangladesh Limited (CDBL) on the Record Date i.e. 25-05-2023 will be eligible to attend the 10th AGM and would be qualified to receive Dividend (if approved) for the year 2022.

ii) The Board of Directors recommended dividend @12% (7.50 % in the form of cash and 4.50 % in the form of stock/bonus shares) for the year ended December 31, 2022. The Bangladesh Securities and Exchange Commission has given their consent to NRB Commercial Bank Ltd.'s proposal to declare a 4.50% Stock Dividend (Bonus Shares) for fiscal year ending 31 December, 2022 vide letter no. BSEC/CI/CPLC(Public)-1069/2023/1276, dated May 22, 2023.

iii) A Member eligible to attend the Annual General Meeting (AGM) may appoint a proxy to attend and vote on his/her behalf. The Proxy Form, duly filled, signed and stamped at BDT. 20 must be sent through email to the Share Department of the Company at share@nrbccommercialbank.com at least 72 hours before commencement of the AGM.

iv) Members are requested to update their 12-digit Taxpayer's Identification Number (e-TIN) before Record Date i.e. 25-05-2023 through their respective Depository Participants (DPs). In default, the tax from cash dividend of individual taxpayer will be deducted @ 15% instead of @10%.

v) The soft copy of the Annual Report 2022 of NRB Commercial Bank Limited will be sent to the email addresses of the Members available in their Beneficiary Owner (BO) accounts maintained with the Depository as per BSEC Notification No. BSEC/CMRRC/2006-158/208/Admin/81 dated 20 June 2018. The Annual Report 2022 will also be available on the website of the Bank www.nrbccommercialbank.com within the stipulated time.

vi) The detailed procedures to participate in the virtual meeting and Frequently Asked Questions (FAQs) are/shall be published on the Investor Relations' segment of the Company's website at www.nrbccommercialbank.com

vii) Concerned Depository Participants (DP)/ Stock Brokers are requested to provide us with a list of their margin loan holders who hold NRB Commercial Bank shares, as on record date with the details of the shareholders' name, BO ID, shareholding position, cash dividend receivable, tax rate etc., within 31/05/2023 along with the name of the contact person to the Share Department of the Company and also soft copy of the same at share@nrbccommercialbank.com otherwise dividends shall be paid to bank accounts of the members whose name would appear on the 'Record Date'. The DP/Stock Brokers are requested to provide us with their Bank Account name & number, routing number etc. to mentioned email address for receiving the dividends of their margin loan holders.

viii) The members will be able to submit questions/ comments and vote electronically 48 hours before commencement of the AGM and during the AGM.

ix) The online (real time) or e-voting option shall be opened 48 hours prior to start of general meeting and shall remain open upto closure of general meeting.