



**BANK ASIA PLC.
ELECTION RULES**

RULES FOR ELECTION OF DIRECTORS IN THE 25th ANNUAL GENERAL MEETING OF THE COMPANY SCHEDULED TO BE HELD ON 23 June 2024.

ELECTION OF DIRECTORS

1. 25th Annual General Meeting (AGM) of Bank Asia PLC. ("the Company") will be held on 23 June 2024 at 11:00 a.m. (Bangladesh Standard Time) using digital or online platform (pursuant to Bangladesh Securities and Exchange Commission Order No. BSEC/ICAD/SRIC/2024/318/87 dated 27 March 2024), with agenda(s), among others, to elect Director(s).

ELECTION COMMITTEE

2. The Election Committee consists of three members. The representative of company's statutory auditors, Board of Directors or the management of the bank if so empowered by the Board of Directors will form the Election Committee. The functions of the Election Committee, amongst others, will be as follows:
 - a. Election schedule will be finalized by the Election Committee.
 - b. Preparing preliminary voter list followed by publication of the final voter list.
 - c. Issuing election notice.
 - d. Fixing the date for submission of nomination papers.
 - e. Scrutinizing nomination papers followed by publication of the preliminary list of eligible candidates.
 - f. Determining the last date for withdrawal of candidature.
 - g. Finalizing the list of eligible candidates and publication of the same on the website.
 - h. Executing other matter(s) incidental to the election of Directors.

All notice(s) and publication(s) required under the election will be displayed on the Notice Board at the Registered Office of the Company and its official website.

In case of any vacancy in the Election Committee, the Board of Directors of the Company shall forthwith fill up that vacancy.

An Election Officer and the Chief Election Officer of the Election Committee will constitute the quorum for convening and holding any meeting in respect of the election of Directors.

The Chairman of the Bank shall perform as an appellate authority whose decision on any matter of dispute in respect of the election of Directors shall be final and binding.

ELIGIBILITY OF APPOINTMENT OF NEW DIRECTORS

3. Candidate who aspires to be elected as Director in the Board may contest in the election if he or she, amongst others, fulfills following requirements:
 - a) Continuously holds minimum 2% (two percent) shares of the paid-up capital of the Company from the date of application till continuing the office of Directorship.
 - b) is not an independent director;
 - c) is not a Director of any other banking company, Insurance Company or financial institution in Bangladesh;
 - d) Does not suffer from any disqualification under section 94 of the Companies Act, 1994, under section 23 of the Banking Companies Act, 1991 and Articles 121, 127 of the Articles of Association of the Company.
 - e) Is not otherwise disqualified under any other law for the time being in force in Bangladesh or any rules, regulations, circulars of Bangladesh Bank, and Bangladesh Securities and Exchange Commission.
 - f) Complies with the requirement as set forth in BRPD Circular No.02 dated 11.02.2024.
 - g) or his authorized agent has submitted at least 7 calendar days before the meeting at which the election of Directors is scheduled, a written notice under his/her hand or under the hand of such agent at the Company's office signifying his/her assent to his/her candidature to the office of Director under Article 132 of the Articles of Association of the Company.

ELECTION SCHEDULE:

4. Having published the final voter list, election will be held as per following schedule:

A	Last date of submission of nomination paper	Seven calendar days before the AGM
B	Scrutiny of nomination paper, preparation of preliminary list of eligible candidates	Within two calendar days after the last date of submission of nomination papers.
C	Last date for withdrawal	Within one days after publication of the preliminary list of eligible candidates
D	Finalization of the list of eligible candidates and notification in the website	Within one days after the last date of withdrawal.
E	Election	Date of AGM

5. Nomination in prescribed form as per specimen enclosed in Annexure-I along with Letter of Declaration and Declaration of Confidentiality as required in BRPD Circular No. 02 dated 02.11.2024 specimen of which enclosed in Annexures-II and III may be submitted by the candidate himself/herself or by his/her authorized agent or through online. In case of nomination being filed by the candidate's authorized agent, an authorization letter has to be enclosed with the nomination paper.
6. Template nomination form for individual and other entities, letter of declaration, declaration of confidentiality are available on the website of the Company.
7. Only those shareholders whose names appear in the Register of Members as on the record date shall be eligible to vote in the election.
8. According to section 85 of Companies Act, 1994 election of Directors shall be decided on a poll. Further, according to Bangladesh Securities and Exchange Commission Order No. BSEC/ICAD/SRIC/2024/318/87 dated 27 March, 2024 election will be held using digital platform/ online platform whereby every member shall be entitled to vote by himself or by attorney or proxy and shall have one (1) vote for every share held by him/her. The proxy must be a member of the Company.
9. Form of proxy/power of attorney duly stamped/signed/executed must be deposited through online basis at the Registered Office of the Company at least 48 (forty-eight) hours before the meeting in light of Article 111 of the Articles of Association of the Company.
10. Vote is to be given through online by the shareholder, or by proxy and the proxy must be a member of the Company or, in any other case by a representative duly authorized and such authorization must be sent to the company before 48 hours of the AGM.

11. Every member is entitled to vote by himself or by proxy or through authorized representative and shall have 1 (one) vote for every share held by him/her.
12. The election committee shall scrutinize all nomination papers and shall recommend eligible candidate(s) for election whose nomination shall be found valid in all respects as per laws, rules and BRPD circulars set out above.
13. An eligible candidate may withdraw his candidacy as per the schedule stated above or the time fixed by the election committee. After the expiry of withdrawal deadline, list of the candidate(s) eligible for election shall be finalized which shall be listed on the website of the Bank (www.bankasia-bd.com)

ATTENDANCE AND VOTING PROCEDURES:

14. Voting shall be conducted through online and digital platform as per Circular No. BSEC/1CAD/SRIC/2024/318/87 dated 27.03.2024 issued by Bangladesh Securities and Exchange Commission. A shareholder entitled to attend and vote shall log into the Bank's provided web-link at the appointed time given in the notice.
15. The logging entry by a shareholder shall be treated as presence and attendance entitling him to cast his vote virtually through digital platform.

PERSONAL INFORMATION

(For Nominated, Elected, Re-Elected Director)

- 1.Name
- 2.Father' s Name
- 3.Mother' s Name
- 4.Nationality
- 5.(a) Date of Birth (b) Date of Place
- 6. Address: Present Address (With Telephone No.):
- 8. Tax Identification No.
- (a) Permanent Address (With Telephone No.): (a) If married, Spouse's Name
- (c) Spouse's Nationality
- 7. National ID No. (d) Spouse's NID:
- 9. Marital Status
- (b) Spouse's Occupation:
- 10. Near Relatives (Father-Mother, Brother-Sister, Children and dependents):

Name	Relation	Date of Birth	Name and Address of Other Banks/Financial Institutions, If hold the office of a Director,

- 11. Educational Qualification: (a) Institutional Education: (b) Professional/Technical
- (c) Training/Seminar:

- 12. Present Occupation:
- (a) Name and Address of Institution: (b) Nature of Business:
- (c) Job title: (d) Telephone No. :

13. Experience (Minimum 10 years) :

Name and Address of Organizations	Date of Engagement	Position Head	Responsibilities

14. Name of institutions where appointed as Director or holds shares 10% or more:

Name and address of institutions	Status (Director/Shareholder)	Nature of Organization (Public/Private)	Nature of Business	Percentages of Shareholding (%)

15. Duration of Appointment of Director: (from the date of first appointment to the date of latest appointment/reappointment)

16. Interval (As per section 15 Ka Ka (2) of the Bank Company Act, 1991):

17. Whether availing any loan from any Bank or Financial Institution or any other sources (Y/N) if yes specify their name and amount of outstanding (interest and principal):

NAME:

SIGNATURE OF CANDIDATE

Date:

Letter of Declaration

- 1) I do hereby declare that I am eligible to become a director of a bank company as per Fit and Proper Test criteria of Section 15(6) and other sections of the Bank Company Act, 1991 (amended upto 2023) as well as BRPD Circular No. 02 dated 11 February 2024. I further declare that-
- (i) I have management or business or professional experience for at least 10 (ten) years;
 - (ii) I have not been and was not convicted by any court in any criminal offence or involved in any fraud/forgery, financial crime or other illegal activities.
 - (iii) There is no adverse observations/comments against me in verdict of the court of any Civil/Criminal case.
 - (iv) I have not been convicted in regard to contravention of rules, regulations or discipline of the regulatory authorities of financial sector.
 - (v) I have not been involved with any Company/firm whose registration/license has been cancelled.
 - (vi) There are no loans taken by me or my allied concern from any bank or financial institution that have become defaulted.
 - (vii) I have not been adjudicated a bankrupt by a court.
 - (viii) I am not a director of any bank company, financial institution, Insurance company, or director, adviser, consultant of any subsidiary company of such companies or engaged in any office of profit otherwise.
 - (ix) I am not auditor, law adviser, adviser, and consultant or otherwise engaged in any office of profit of the Bank Asia PLC.
 - (x) I have never been removed from any company, specially from any bank or financial institution as Chief Executive, Chairman or Director.
 - (xi) I am not a defaulter of tax for myself or for sole proprietorship or partnership.
- 2) I also declare, according to the section 93 of the Companies Act, 1994, that if I am appointed as director of ----- Bank PLC, I agree to discharge my duties.

Signature :
Date :
Name :

Witness:

- 1. Signature :
Date :
Name :

- 2. Signature :
Date :
Name :

Declaration of Confidentiality

I do hereby declare that if I am appointed as director of Bank Asia PLC., I will maintain confidentiality and will not disclose any matter to anyone directly or indirectly which may present for my consideration or which appears to my knowledge as director in discharging my duties- except where disclosure is required in discharging my duty or required under the law or sanctioned by the Board of Directors.

Application Form
Election of Director of Bank Asia PLC.

Dated:.....

Chief Election Officer
Election Committee for Election of Directors
Bank Asia PLC
Corporate Office
32 & 34, Kazi Nazrul Islam Avenue, Dhaka-1215.

Re: Application for Election of a Director of Bank Asia PLC., at It’s 25th Annual General Meeting

Dear Sir,

With reference to your notice datedon the above subject published and displayed on the Notice Board at the Registered Office of the bank/website of the bank for the election of Director(s), I/we,address..... do hereby submit my/our application to seek election as a Director(s) of the bank. The specimen signature is appended below.

I/we undertake that I/we shall abide by the Election of Director Rules of the bank and shall refrain from doing, directly or indirectly, anything which is considered by the Board of Directors of the bank to be undesirable and contrary to the rules and practices of the bank.

I/we enclose herewith, duly signed, Forms (Annexures-I, II and III) as required under Bangladesh Bank BRPD Circular No. 02 dated 11 February, 2024.

Yours truly,

Specimen signature of the applicant

(Signature of the applicant)
Folio / BO No

I/we hereby propose the candidature of the above

(Signature of the Shareholder)
(Folio/BO no

I/we hereby propose the candidature of the above

(Signature of the Shareholder)
(Folio/BO no

Enclosure: Declaration.

LETTER OF WITHDRAWAL

Dated:

Chief Election Officer
Election Committee for Election of Directors
Bank Asia PLC
Corporate Office
32 & 34, Kazi Nazrul Islam Avenue, Dhaka-1215.

Re: Withdrawal of Candidature from the Election of Director of Bank Asia PLC.

Dear Sir,

With reference to my/our application dated for Election of Director of the Company, I/we do hereby withdraw my candidature.

Yours truly,

Specimen signature of the applicant

(Signature of the applicant)

(Folio/BO No .)

