

NOTICE OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING (VIRTUAL MEETING THROUGH DIGITAL PLATFORM)

Notice is hereby given to all members of Bank Asia PLC. ("the Company") that the Twenty Seventh Annual General Meeting (27th AGM) of the members of the Company will be held on **11 June 2026 at 11:00 a.m.** virtually by using digital platform through the following web-link : <https://agmbd.live/Bankasia2026>, to transact the following business and to adopt necessary resolutions:

AGENDA

A. ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended on 31 December 2025, and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To declare dividend out of the profits for the year ended on December 31, 2025.
3. To elect/reelect Directors in accordance with the provisions of law and the Articles of Association of the Company.
4. To confirm the appointment of independent director.
5. To appoint Statutory Auditor of the Company for the term until the conclusion of the next Annual General Meeting and to fix their remuneration.
6. To appoint Compliance Auditor as per Corporate Governance Code for the year 2026 and to fix their remuneration.
7. To transact any other business with the permission of the Chair.

B. SPECIAL BUSINESS:

To transact the following business and if deemed fit, to adopt the following resolution as **Special Resolution**:

1. To Increase the Authorized Share Capital of the Company.

"RESOLVED that the proposal for enhancement of the Authorized Share Capital of the Company from TK.1500,00,00,000.00 (Taka one thousand five hundred crore) only divided into 150,00,00,000 (one hundred fifty crore) ordinary shares of TK.10.00 each to TK.3000,00,00,000.00 (taka three thousand crore) only divided into 300,00,00,000 (three hundred crore) ordinary shares of TK.10.00 each as well as the amendment of Clause-V of the Memorandum of Association and Article No-6 of the Articles of Association of Bank Asia PLC. as proposed below be and is hereby approved as Special Resolution subject to approval from the regulatory authorities ;

FURTHER RESOLVED that a new printed Memorandum and Articles of Association of the Company with all amendments made up to the date of 27th AGM in exclusion and in substitutions of the existing Memorandum and Articles of Association of the Company be and is hereby adopted as the Memorandum and Articles of Association of the Company and to file the amended Memorandum and Articles of Association with the Registrar of Joint Stock Companies and Firms (RJSC) Dhaka for record."

i) AMENDMENT OF CLAUSE "V" OF THE MEMORANDUM OF ASSOCIATION:

Existing Clause "V"	Proposed Clause "V"
The Authorized Share Capital of the Company is Tk. 1500,00,00,000.00 (Taka one thousand five hundred crore) only divided into 150,00,00,000 (one hundred fifty crore) ordinary shares of Tk. 10.00 (Taka ten) only each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares of the Company from time to time into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.	The Authorized Share Capital of the Company is Tk. 3000,00,00,000.00 (Taka three thousand crore) only divided into 300,00,00,000 (three hundred crore) ordinary shares of Tk.10.00 (Taka ten) only each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares of the Company from time to time into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

ii) AMENDMENT OF ARTICLE "6" OF THE ARTICLES OF ASSOCIATION:

Existing Article "6"	Proposed Article "6"
The Authorized Share Capital of the Company is Tk. 1500,00,00,000.00 (Taka one thousand five hundred crore) only divided into 150,00,00,000 (one hundred fifty crore) ordinary shares of Tk. 10.00 (Taka ten) only each.	The Authorized Share Capital of the Company is Tk. 3000,00,00,000.00 (Taka three thousand crore) only divided into 300,00,00,000 (three hundred crore) ordinary shares of Tk. 10.00 (Taka ten) only each.

Dated: 17 May 2026

Dhaka

By order of the Board,



Zahid Hasan
Company Secretary (Acting)

Notes:

- a) The Record Date of the Company will be on **20 May 2026**. Trading of the Company's shares in the Stock Exchanges will be suspended on the Record Date.
- b) The Board of Directors has recommended 17% Dividend in combination of 8.5% Cash and 8.5% Stock.
- c) The shareholders whose names will appear in the Register of Members of the Company as at the close of business on the Record Date, i.e., 20 May 2026, will be entitled to attend and vote at the AGM and to the dividend declared in the AGM.
- d) Pursuant to the Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2009-193/08 dated March 10, 2021 and Directive No. BSEC/ICAD/SRIC/2024/318/87 dated 27 March 2024, the ensuing 27th AGM of the Company would be conducted virtually through digital platform or online platform. Therefore, the shareholders are requested to attend the 27th AGM through online live portal. The detailed procedures to attend the meeting will be communicated to the shareholders' email ID in due course and it will also be available on Bank's website at 'www.bankasia-bd.com'.
- e) Shareholders may login to the system 48 (forty-eight) hours before and during the meeting. For any guidance and help during the meeting, the members may contact the cell no. +8801711198680.
- f) Any member of the Company entitled to attend and vote at the AGM may appoint a proxy to attend and vote on his /her behalf. The proxy must be a member of the Company.
- g) The instrument appointing a proxy duly stamped and signed by the member must be submitted at the Registered Office of the Company or through email to 'ba.share@bankasia-bd.com' at least 48 (forty eight) hours before the AGM. Proxy Form is enclosed.
- h) Election/Re-election of Directors will be held in the vacant offices of Directors. Election schedule will be displayed in the notice board at the Registered Office in due course. Election rules will be available at the Registered Office of the Company and also on the Bank's website at 'www.bankasia-bd.com'.
- i) Members are requested to update their 12 digit Taxpayer's Identification Number (e-TIN) through their respective Depository Participant (DP)/Brokerage House before the Record Date. Without having e-TIN, Income Tax will be deducted @15% instead of @10% from payable Cash Dividend.
- j) Members are requested to update their respective Bank Account Information (Bank Name, Branch Name, 13-Digit A/C No., 9 Digit Routing No.) Address, Mobile Number, Email Number etc. through their respective Depository Participant (DP)/Brokerage House before the Record Date.
- k) The concerned Brokerage Houses are requested to provide us with a statement having details of margin loan holders (i.e., Shareholders' name, BOID numbers, client-wise shareholding position, gross dividend receivable, applicable tax rate and net dividend receivable) as on the Record Date along with the name of the contact person of Brokerage House to the Company's Share Department or through email to 'ba.share@bankasia-bd.com' at Registered Office on or before 4 June 2026. The Brokerage Houses are also requested to provide us with their bank name, account number and routing number etc.
- l) As per BSEC Notification dated June 20, 2018, Annual Report 2025 will be duly sent in soft form to the members' email addresses available in their Beneficial Owner (BO) accounts maintained with the Depository. The soft copy of the Annual Report 2025 will also be available on the Bank's website at 'www.bankasia-bd.com'. The members may also collect the Annual Report 2025 from the Company's Share Department at Registered Office in person.



Bank Asia PLC.
 Corporate Office (Registered Office)
 Bank Asia Tower, 32 & 34 Kazi Nazrul Islam Avenue
 Karwan Bazar, Dhaka-1215

PROXY FORM

I/we,.....of
of
 a Member of BANK ASIA PLC. do hereby appoint Mr./Ms.....of
or failing him/her Mr./Ms.of
 as my/our proxy to vote for me/us and on my/our proxy to vote for me and on my behalf at the
 Twenty-seventh Annual General Meeting of the Members of the Company to be held on the 11 June 2026, at 11:00 a.m. and at any
 adjournment thereof.
 In witness my hand this day of 2026.

Witnesses:		Revenue Stamp	Signature of the Member :
1.	Name :		
2.	Folio No.		
	BOID : <input type="text"/>		
			Signature of the Proxy :
			Name :
			Folio No :
			BOID : <input type="text"/>

Shareholder's Attendance Slip



Bank Asia PLC.
 Corporate Office (Registered Office)
 Bank Asia Tower, 32 & 34 Kazi Nazrul Islam Avenue
 Karwan Bazar, Dhaka-1215

I hereby record my presence at the Twenty-seventh Annual General Meeting of Bank Asia PLC. held today the 11 June 2026, at 11:00 a.m. virtually by using digital platform through the following web-link:

<https://agmbd.live/Bankasia2026>

I give my particulars and put my signature below.

Name : _____

Folio No. _____

BO ID :

Signature _____



(Please complete this slip and deposit at the registration counter on the day of the meeting)