

EXPLANATORY NOTES:**1. Election/Re-election of Directors and Extension of tenure of Independent Director. [Agenda - 3]**

The following Directors of the Board will retire at the Company's ensuing 27th Annual General Meeting (AGM) However, they are eligible for re-appointment:

1. Mr. Håkon Bruaset Kjøl
2. Mr. M Shahjahan
3. Mr. Md. Ashraful Hassan

As per the Corporate Governance Code 2018, based on the recommendation of the Nomination and Remuneration Committee, the Board approved the extension of tenure of Mr. Abdul-Muyeed Chowdhury as an Independent Director of Grameenphone Ltd. for a second term of three (3) years. Accordingly, Mr. Abdul-Muyeed Chowdhury's extension of tenure is required to be vetted and confirmed at the Company's ensuing 27th AGM.

As per the conditions 1(5)(xxiv) of the Corporate Governance Code of Bangladesh Securities and Exchange Commission, brief profiles of the proposed Directors are given on page 30 of the Annual Report. The companies (other than Grameenphone Ltd.) in which the above Directors hold directorship and committee membership are given below.

Sl. No	Name of Directors	Directorship	Member of Board Committees	Other Business Occupation
1	Mr. Håkon Bruaset Kjøl	CelcomDigi Berhad, Malaysia Telenor Asia Pte Ltd., Singapore Telenor South Asia Investment Pte. Ltd., Singapore Telenor South East Asia Investment Pte. Ltd., Singapore Telenor Asia (IHQ) Limited, Thailand Snøhetta, Norway	CelcomDigi Berhad, Malaysia Governance and Risk Management	SVP, Head of Investment Management and Deputy Head of Asia, Telenor Asia, Singapore
2	Mr. M Shahjahan	Grameen Distribution Ltd. Grameen Shikkha Grameen Shakti Grameen Kalyan Grameen Telecom Grameen Healthcare Services Ltd. Grameen Krishi Foundation Grameen Fisheries & Livestock Foundation Grameen Shakti Samajik Byabosha Ltd. Grameen Fabrics & Fashions Ltd. Grameen Capital Management Ltd. Yunus Centre Grameen Samogree Samadhan Service Ltd. Grameen Employment Services Ltd. Grameen Italia Member of Board of Trustee Grameen Telecom Trust Grameen Healthcare Trust Yunus Family Trust Professor Muhammad Yunus Trust	Grameen Shikkha Finance, Audit and Regulatory Affairs Committee	Executive Vice Chairman of Grameen Kalyan

Sl. No	Name of Directors	Directorship	Member of Board Committees	Other Business Occupation
3	Mr. Md. Ashraful Hassan	Grameen Shakti Grameen Kalyan Grameen Telecom Grameen Shamogree Grameen Knitwear Ltd. Grameen Solutions Ltd. Shamadhan Services Ltd. Grameen Distribution Ltd. Grameen Veolia Water Ltd. Grameen Danone Foods Ltd. Grameen Fabrics and Fashions Ltd. Grameen Health Care Services Ltd. Grameen Employment Services Ltd. Grameen Shakti Samajik Byabosa Ltd. Grameen Shangdu Microcredit co., Ltd. Ononyo Construction & Developments Ltd. Samajik Health Science Institute and Research Centre Ltd. Member of Board of Trust Grameen Telecom Trust 3 ZERO Trust Kalyan Trust	None	Executive Vice Chairman of Grameen Telecom
4	Mr. Abdul-Muyeed Chowdhury	Advanced Chemical Industries Limited ACI Formulations Ltd. MJL Bangladesh PLC Omera Fuels Ltd. Omera Petroleum Ltd. Omera Cylinders Ltd. Summit Alliance Port Limited National Housing Finance and Investments Limited Desh Garments Ltd.	ACI Formulations Ltd. Audit Committee and Nomination and Remuneration Committee MJLB PLC Nomination and Remuneration Committee Audit Committee Omera Petroleum Ltd. EC Summit Alliance Port Limited Audit Committee National Housing Finance and Investments Limited Audit Committee & EC	Managing Director & CEO Tiger Tours Limited

2. Appointment of Statutory Auditors and fixation of their remuneration. [Agenda - 4]

As per the Companies Act 1994 and the Articles of Association of Grameenphone, the statutory auditors of the Company, ACNABIN, Chartered Accountants, shall retire at this AGM. As per BSEC Order No. SEC/CMRRC/2009-193/104/Admin dated 27 July 2011, an audit firm cannot be engaged for more than three (3) consecutive years as statutory auditors of the same Company. ACNABIN, Chartered Accountants has been the statutory auditors of the Company since 2021. In compliance with the BSEC order, we are required to appoint new statutory auditors for the Company. A Qasem & Co., Chartered Accountants has offered their willingness to be appointed as statutory auditors of Grameenphone. On the suggestion of the Audit Committee, the Board recommends their appointment for the year 2024 and continuation till the next AGM at a fee of BDT 3.3 million plus VAT as against the existing fee of BDT 3 million plus VAT for onward approval by the Shareholders at the Company's ensuing 27th AGM.