

EXPLANATORY NOTES:**1. Election/Re-election of Directors. [Agenda - 3]**

The following Directors of the Board will retire at Company's ensuing 26th Annual General Meeting (AGM). However, they are eligible for re-appointment:

1. Ms. Nurjahan Begum
2. Mr. Øivind Burdal
3. Mr. Ole Bjørn Sjulstad

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 and 31 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	Ms. Nurjahan Begum	Grameen Group 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 Ananyo Construction Samadhan Service Ltd. Grameen Employment Services Ltd. CMES (Centre for Mass Education in Sciences) Grameen Italia Japan Automecjanic Ltd. Grameen Australia Member of Board of Trustee Grameen Telecom Trust Grameen Healthcare Trust Yunus Family Trust Professor Muhammad Yunus Trust	Grameen Kalyan Finance, Audit and Regulatory Affairs Committee, Grameen Telecom Finance, Audit and Regulatory Affairs Committee Grameen Telecom Trust Finance, Audit and Regulatory Affairs Committee Grameen Fabrics & Fashions Ltd Finance Audit and Regulatory Affairs Committee Grameen Samogree Finance Audit and Regulatory Affairs Committee Ananyo Construction Finance Audit and Regulatory Affairs Committee	Advisor to Professor Muhammad Yunus, Yunus Centre, Bangladesh
2	Mr. Øivind Burdal	Telenor Pakistan Ltd., Pakistan	None	Vice President, Head of Group Legal Asia, Telenor ASA
3	Mr. Ole Bjørn Sjulstad	None	None	SVP, Head of Investment Management Bangladesh, Telenor Asia, Singapore

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. The Firm, being eligible, has offered their willingness to be re-appointed. The Board recommended statutory auditors' re-appointment for the year 2023 and to continue till the AGM in 2024 at the existing fee of BDT 3 million plus VAT for onward approval by the Shareholders at the Company's ensuing 26th AGM.