

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

The following Directors of the Board will retire at the Company's ensuing 28<sup>th</sup> Annual General Meeting (AGM). However, they are eligible for re-appointment:

1. Mr. Øivind Burdal
2. Ms. Tone Ripel
3. Mr. Marius Gigernes

As per the Corporate Governance Code 2018, after the appointment of Independent Director by the Board, the Shareholders will approve the said appointment in the Annual General Meeting. Accordingly, Dr. Melita Mehjabeen's appointment is to be vetted and confirmed at the Company's ensuing 28<sup>th</sup> 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 50 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	<b>Mr. Øivind Burdal</b>	Telenor Pakistan Ltd., Pakistan	None	Vice President, Head of Group Legal Asia, Telenor ASA
2	<b>Ms. Tone Ripel</b>	Telenor Pakistan Ltd., Pakistan	None	Senior Vice President, Governance and HSS, Telenor Asia
3	<b>Mr. Marius Gigernes</b>	Telenor Pakistan Ltd., Pakistan	<b>Telenor Pakistan Ltd.</b> Audit and Risk Committee	Vice President and Head of Investment Management Team Bangladesh and Pakistan, Telenor Asia
4	<b>Dr. Melita Mehjabeen</b>	Unilever Consumer Care Limited BAT Bangladesh Company Limited National Bank Limited	<b>Unilever Consumer Care Limited</b> Audit Committee and NRC Committee  <b>National Bank Limited</b> Audit Committee and Risk Management Committee	Professor, Institute of Business Administration (IBA), Dhaka University

**2. Appointment of Statutory Auditors and Corporate Governance Compliance 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, A Qasem & Co., 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 2025 and continuation till the next AGM at the existing fee of BDT 3.3 million plus VAT for onward approval by the Shareholders at the Company's ensuing 28<sup>th</sup> AGM.

In compliance with the BSEC Corporate Governance Code, the Board recommended the appointment of Snehasish Mahmud & Co., Chartered Accountants as Corporate Governance Compliance Auditor of the Company for the years from 2025 to 2027 at a fee BDT 107,524 (inclusive of VAT and Tax) per year for onward approval by the Shareholders at the Company's ensuing 28<sup>th</sup> AGM.