

**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 Company's ensuing 25th Annual General Meeting (AGM). However, they are eligible for re-appointment:

1. Mr. Jørgen C. Arentz Rostrup
2. Mr. M Shahjahan
3. Ms. Tone Ripel

As per the Corporate Governance Code 2018, the Board approved the extension of tenure of Dr. Salehuddin Ahmed as an Independent Director of Grameenphone Ltd. for a second term of three (3) years. Accordingly, Dr. Salehuddin Ahmed's extension of tenure is required to be vetted and confirmed at the Company's ensuing 25<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 24 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. Jørgen C. Arentz Rostrup	Total Access Communication PCL (dtac), Thailand	None	EVP & Head of Telenor Asia Singapore
2	Mr. M Shahjahan	Grameen Distribution Samajik Health Science Institute and Research Center Limited Grameen Krishi Foundation <b>Member of Board of Trustees</b> Grameen Trust Nobel Laureate Trust Grameen Telecom Trust Grameen Healthcare Trust	None	Managing Director Grameen Telecom Trust
3	Ms. Tone Ripel	Total Access Communications PCL (dtac), Thailand	dtac, Thailand Corporate Governance Committee	Attorney at Law in the Group Legal of Telenor ASA, Norway
4	Dr. Salehuddin Ahmed	ASA International Group plc	None	Professor, BRAC Business School, BARC University

**2. Appointment of Statutory Auditors and Corporate Governance Compliance Auditor 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 2022 and to continue till the AGM in 2023 at the existing fee of BDT 3 million plus VAT for onward approval by the Shareholders at the Company's ensuing 25<sup>th</sup> AGM.

In compliance with the BSEC Corporate Governance Code, the Board recommended the appointment of Suraiya Parveen & Associates, Chartered Secretaries as Corporate Governance Compliance Auditor of the Company for the years from 2022 to 2024 at a fee BDT 139,782 (inclusive of VAT and Tax) per year for onward approval by the Shareholders at the Company's ensuing 25<sup>th</sup> AGM.