

Grameenphone Ltd.

Registered Office: GPHouse, Bashundhara, Baridhara, Dhaka-1229

Share Office: Ardent Tower, Plot#9, Road#113/A, Gulshan-2, Dhaka-1212

Notice of the 15th Annual General Meeting

Notice is hereby given that the 15th Annual General Meeting of Grameenphone Ltd. will be held on Tuesday, April 10, 2012 at 10:00 am at Bangabandhu International Conference Centre (BICC), Agargaon, Sher-E-Bangla Nagar, Dhaka-1207 to transact the following businesses:

AGENDA

1. Consideration and adoption of the Directors' Report and the Audited Financial Statements of the Company for the year ended December 31, 2011 together with the Auditors' Report thereon.
2. Declaration of Dividend for the year ended December 31, 2011 as recommended by the Board of Directors.
3. Election/Re-election of Directors.
4. Appointment of Auditors and fixation of their remuneration.

By order of the Board of Directors

Sd/-

Hossain Sadat

Company Secretary

March 13, 2012

Notes:

- Members whose names appeared on the Members/Depository Register as on "**Record Date**" i.e. **February 19, 2012** are eligible to attend the Annual General Meeting (AGM) and receive dividend.
- A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote in his/her stead.
- The "Proxy Form", duly filled and stamped at Tk. 8 must be deposited at the Company's Share Office located at **Ardent Tower, Plot #9, Road #113/A, Gulshan-2, Dhaka-1212** not later than 72 hours before commencement of the AGM.
- Members/Proxies are requested to record their entry in the AGM well in time on **April 10, 2012**. The registration counter will open at 8:00 am on the AGM date.
- In case of non-receiving of Annual Report 2011 of the Company sent through courier, Members may collect the same from the Company's Share Office within **April 09, 2012**. No additional Annual Report will be distributed at AGM venue. Annual Report will also be posted on the Investor Relations section of the Company's website: www.grameenphone.com.
- Members are requested to submit to the Company's Share Office on or before **April 01, 2012**, their written option to receive dividend. In case of non-submission of such option within the stipulated time, the dividend will be paid off as deemed appropriate by the Company.
- Grameenphone is concerned about the environment and utilizes natural resources in a sustainable way. We request the members to update their email address and contact number (mobile/fixed phone) with their respective Depository Participant (DP) for quicker and easier communication. Such cooperation will help conserve paper and minimize the impact on the environment.

সম্মানিত শেয়ারহোল্ডারবৃন্দের সদয় অবগতির জন্য জানানো যাচ্ছে যে, আসন্ন বার্ষিক সাধারণ সভায় কোন প্রকার উপহার/খাবার/কোন ধরনের কুপন প্রদানের ব্যবস্থা থাকবে না।