

Head Office

Bahela Tower, 72, Gulshan Avenue
Gulshan-1, Dhaka-1212, Bangladesh
E-mail : info@unionbank.com.bd
web : www.unionbank.com.bd
Telephone : +88-02-222297310

NOTICE OF THE 10TH ANNUAL GENERAL MEETING

Notice is hereby given that the **10th Annual General Meeting** of the Members of Union Bank Limited will be held on **Thursday, the 15th June 2023 at 11:00 AM** by using **Digital Platform** through the link <https://unionbank.digitalagmbd.net> to transact the following business:

ORDINARY BUSINESS:

01. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st December 2022 along with the Auditors' Report and the Directors' Report thereon.
02. To approve Dividend for the year ended 31st December 2022 as recommended by the Board of Directors.
03. To re-elect Directors in place of the Directors' retirement and/or elect new Director.
04. To appoint External Auditor of the Company for the period until the next Annual General Meeting and to fix their remuneration.
05. To appoint Compliance Auditor as per Corporate Governance Code by BSEC for the year 2023 and to fix their remuneration.
06. Any other agenda (if any) with the permission of the Chair.

SPECIAL BUSINESS:

1. To approve change of name in accordance with the Companies Act, 1994 (Amendment 2020).

"RESOLVED THAT pursuant to the provision of section 11a of the Companies Act, 1994 (Amendment 2020) read with all the applicable rules as amended till date and approval of the Board of Directors of the company in its 98th meeting held on 29 March 2023, the shareholders of the company be and is hereby accorded to change the registered name of the Bank as 'Union Bank PLC' instead of 'Union Bank Limited',

FURTHER RESOLVED THAT the name 'Union Bank Limited' wherever appears in Bank's Memorandum of Association and Articles of Association and any other documents of the Bank be substituted by the name 'Union Bank PLC'.

FURTHER RESOLVED THAT the Managing Director or Company Secretary of the Bank is hereby authorized to file necessary application to RJSC along with other regulatory body, if needed, sign necessary documents, and submit such papers as may be required to give effect to the said resolution."

2. To approve the modification of the use of proceeds of IPO fund.

"RESOLVED THAT as per Prospectus approved by Bangladesh Securities and Exchange Commission (BSEC), time limit for utilizing IPO fund in Investment in Capital Market has been expired and consequently recommended by the Board of Directors of the Bank, the shareholders of the company be and is hereby accorded to extend the time for utilizing the IPO fund till June 30, 2024.

FURTHER RESOLVED THAT if there is any un-utilized fund allocated in IPO Expense, the remaining fund can be transferred to Investment in SME with time extension till June 30, 2024.

FURTHER RESOLVED THAT the Management of the Company is hereby authorized to take necessary initiative for submitting application to Bangladesh Securities and Exchange Commission, sign necessary documents, and submit such papers as may be required to give effect to the said resolution."

All members are requested to attend the AGM on the date, time and place as mentioned above.

Date: May 24, 2023
Dhaka, Bangladesh



By order of the Board
Sd-
Ali Hossain Bhuiyan ACS
Company Secretary

NOTES:

- a. The “**Record Date**” was on Wednesday the 24th May 2023. The Shareholders whose names appeared in the Members Register of the Company under Central Depository Bangladesh Limited (CDBL) on Record Date will be eligible to attend the 10th AGM and would be qualified to receive Cash Dividend for the year 2022.
- b. The Board of Directors recommended 05% Cash dividend for the year ended 31st December 2022.
- c. Any Member of the Company entitled to attend and vote at the AGM may appoint a Proxy to attend and vote on his/her behalf. The Proxy Form duly filled in and signed by the Member and stamped, must be submitted at the Registered Office of the Company/sent through e-mail to **share@unionbank.com.bd** at least 48 (Forty-Eight) hours before the meeting.
- d. The members may join the AGM through the link **https://unionbank.digitalagmbd.net** as it will be conducted using digital platform. In order to login into the system, the shareholders need to put their 16-digit Beneficial Owner (BO) Number and other credentials as a proof of their identity. The shareholders will be able to submit their questions/comments electronically before 24 (twenty-four) hours of commencement of the AGM through above link and also during the Annual General Meeting. Link of the meeting and login details will be notified to the respective Member’s email address and by SMS. Full login/participation process for the Digital Platform meeting will also be available in the Bank’s website: www.unionbank.com.bd.
- e. The Online (real time) or e-voting option will be opened before 24 hours prior to start of Annual General Meeting and shall remain open up to the closure of General Meeting.
- f. The members are requested to update their respective BO accounts along with bank account details, mailing address, email address, contact number and 12 digits TIN through Depository Participant.
- g. As per Bangladesh Securities & Exchange Commission Notification No. BSEC/CMRRCD/2006-158/ 208/Admin/81 dated 20 June 2018, soft copy of the Annual Report-2022 of the Bank, Proxy Form and Notice of the 10th AGM will be forwarded to all the members at their respective e-mail available in their Beneficial Owners (BO) accounts maintained with the Depository. Shareholders may also collect the printed copy of the Annual Report-2022 from the registered address of the Company. Soft copy of the Annual Report-2022, Notice of 10th AGM, Proxy Form and Attendance Slip will also be available at the website of the Bank.
- h. Election of Directors shall be dealt in accordance with the provisions of the Articles of Association of the Company and the relevant rules/circulars of the regulatory authorities.
- i. Appointment of External Auditor as per provision of the Act.
- j. Compliance Auditor will be appointed for the year 2023.
- k. Concerned Depository participants (DP)/Merchant Banks are requested to provide us with a list of their margin loan holders who hold shares of the Bank, as on record date with the details of Shareholders’ name, BO ID, shareholding position, cash dividend receivable, tax rate etc. (in MS Excel format), within 14th June, 2023, along with the name of the contact person to the Share Department of the company and also soft copy of the same **share@unionbank.com.bd** for facilitating payment of Cash Dividend. The DP/ Stock Brokers are requested to provide us duly signed forwarding with their Bank Account name & number, routing number etc. for receiving the dividends of their margin loan holders.
- l. As per Bangladesh Securities & Exchange Commission’s Circular No. SEC/CMRRCD/2009-193/154 dated October 24, 2013 “**No benefit in cash or kind, other than in the form of Dividend (i.e. No Food/Box/Gift Coupon etc.)” to be distributed at the AGM.**