



# Standard Bank PLC.

## Shari'ah Based Islami Bank

Metropolitan Chamber Building (3rd Floor)  
122-124 Motijheel C/A, Dhaka-1000, Bangladesh

### NOTICE OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given to all concerned that the 26<sup>th</sup> (Twenty Sixth) Annual General Meeting (AGM) of Standard Bank PLC. will be held on Thursday, 14<sup>th</sup> August, 2025 at 11:00 a.m. through hybrid system in combination of physical presence at Police Convention Hall, 37/3/B, Eskaton Garden Road, Ramna, Dhaka and also virtually by using Digital Platform through the link <https://sbplc.bdvirtualagm.com> to transact the following business and adopt necessary resolutions:

#### Agenda

#### A. ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Bank for the year ended on 31<sup>st</sup> December, 2024 along with the Auditors' Report and the Director's Report thereon.
- To declare "Dividend" for the year ended on 31<sup>st</sup> December, 2024 as recommended by the Board of Directors.
- To retire/elect/re-elect of Directors and to confirm the appointment/re-appointment of the Independent Directors of the Bank.
- To appoint/re-appoint External Auditor of the Bank for the term until conclusion of the next AGM and fix their remuneration.
- To appoint Corporate Governance Compliance Auditor for the year 2025 and to fix up their remuneration.
- To consider and approve the investment proposals of the Directors as recommended by the Board of Directors.

#### B. SPECIAL BUSINESS:

To transact the following business and if deemed fit, to adopt the following resolutions as Special Resolutions:

- To change the name of the Bank as 'Standard Islami Bank PLC.' instead of 'Standard Bank PLC.'

**Resolved that**, "The name of the company to be changed as '**Standard Islami Bank PLC.**' from '**Standard Bank PLC.**' and amendment of the relevant clauses of the Memorandum and Articles of Association of the Company is hereby approved subject to the approval of regulatory authorities."

- To amend the clause 59, 90 and 112 of the Memorandum and Articles of Association of the Bank.

**Resolved That**, "The amendment of the clause 59, 90 and 112 of the Articles of Association of the Bank as 'Proposed' below be and are hereby approved subject to approval from the regulatory authorities."

	Existing Clause	Proposed Clause
i	Amendment of Clause no. 59. of the Articles of Association:	
Notice of the Meeting	14 (fourteen) days' notice at least of every Annual General Meeting and 21 (twenty one) days' notice for Extra Ordinary Meeting, specifying the date, hour and place of the meeting, together with a statement of the business to be transacted at the meeting and, in case it is proposed to pass an extra ordinary resolution, the intention to propose such resolution as an extra ordinary resolution shall be given to the persons entitled under and in the manner provided by these presents.	21 (twenty one) days' notice at least of every Annual General Meeting and Extra Ordinary Meeting, specifying the date, hour and place of the meeting, together with a statement of the business to be transacted at the meeting and, in case it is proposed to pass an extra ordinary resolution, the intention to propose such resolution as an extra ordinary resolution shall be given to the persons entitled under and in the manner provided by these presents.



	Existing Clause	Proposed Clause
ii	<b>Amendment of Clause no. 90 of the Articles of Association:</b>	
<b>Number of Directors</b>	Until otherwise determined by the Company in general meeting, the number of directors shall not more than 20 (twenty) in total including 3 (three) Independent directors and Ex-officio Director.	Unless otherwise determined by the Company in the General Meeting, <b>the number of Directors shall be not less than 5 (five) and not more than 20 (Twenty) excluding the Managing Director;</b> or any number as determined by the regulators from time to time.
	All directors other than independent directors shall be elected by the shareholders from among themselves and the Managing Director shall be Ex-officio Director. Majority of the Directors on the Board shall be from local Bangladeshi participants. Management control would be with local Bangladeshi Directors.	All directors other than independent directors shall be elected by the shareholders from among themselves and the Managing Director shall be Ex-officio Director. Majority of the Directors on the Board shall be from local Bangladeshi participants. Management control would be with local Bangladeshi Directors.
	Provided that if the number of directors of a Banking company is less than 20 (Twenty), the number of independent directors shall be at least two.	Provided that if the number of directors of a Banking company is less than 20 (Twenty), the number of independent directors shall be at least two.
	Provided further that approval of the Bangladesh Securities and Exchange Commission shall be obtained before appointment of the independent directors:	Provided further that approval of the Bangladesh Securities and Exchange Commission shall be obtained before appointment of the independent directors:
	Provided further that the number of Directors shall be amended time to time, if an amendment made the Government or regulators.	Provided further that the number of Directors shall be amended time to time, if an amendment made by the Government or regulators.
iii	<b>Amendment of Clause no. 112 of the Articles of Association:</b>	
<b>Period of Notice</b>	Generally, 15 (fifteen) days notice shall be given for meetings of the Directors and in case of emergency, any Director may call a meeting at shorter notice at his discretion, provided that consent is given to such shorter notice at the meeting held pursuant thereto.	<b>Generally, 7 (Seven) days notice shall be given for meetings of the Directors</b> and in case of emergency, any Director may call a meeting at shorter notice at his discretion, provided that consent is given to such shorter notice at the meeting held pursuant thereto.

All the shareholders of the company are hereby requested to attend/join the meeting on scheduled date & time.

Dated : July 23, 2025  
Dhaka



To join AGM



To download Annual Report

By order of the Board of Directors

Sd/-  
Md. Mizanur Rahman, FCS  
Company Secretary

#### Notes:

- The Record date for the 26<sup>th</sup> AGM was Sunday, June 29, 2025. The shareholders whose name appeared in the Register of members of the Company or in the Depository (CDBL) on record date are eligible to attend/join the 26<sup>th</sup> AGM.
- The Shareholders will join the AGM through the link <https://sbplc.bdvirtualagm.com> and able to submit their questions/comments electronically before 24 (twenty Four) hours of commencement of the AGM through this link and also during the Annual General Meeting. In order to login through online, the shareholders need to click on the link <https://sbplc.bdvirtualagm.com> and provide their 16 digit Beneficiary Owners (BO) account number or 5 digit folio number, name of shareholders and their number of shares. The Shareholders may also attend/join the meeting in person.
- A Member entitled to attend and vote at the AGM may appoint a Proxy to attend in his/her stead. The scanned copy of "Proxy Form" duly filled, signed and affixed with BDT 100 revenue stamp must be sent through email to Standard Bank PLC. Share Division at [share@standardbankbd.com](mailto:share@standardbankbd.com) no later than 72 hours before commencement of AGM.
- Institutional shareholders of the company, by resolution of the Board of Directors or other Governing Body of such corporate body, may authorize such person as it thinks fit, to act as representative.
- As per Bangladesh Securities and Exchange Commission's Notification No: BSEC/CMRRCD/2006-158/208/Admin/81, dated June 20, 2018 soft copies of the Annual Report 2024 along with the Attendance Slip, Proxy Form and the Notice will be forwarded to all the members through their respective email address obtained from their BO Account Number. Members may also collect the Annual Report 2024 & Proxy Form from the share department of the Bank or from the website of the Bank: [www.standardbankbd.com](http://www.standardbankbd.com).
- In compliance with the Bangladesh Securities and Exchange Commission's Circular No: SEC/CMRRCI/2009-193/154 dated October 24, 2013, No benefit in cash or kind shall be paid/offered in the 26<sup>th</sup> AGM of the Bank.
- Members can download the Annual Report and join in AGM by scanning the QR Codes given herein.