

NOTICE OF THE 41ST ANNUAL GENERAL MEETING

Notice is hereby given to the Members of the Bank that the 41st Annual General Meeting (AGM) of United Commercial Bank PLC will be held on Sunday, June 30, 2024, at 3.00 PM virtually by using Digital Platform through the link <https://ucbplc41.agm.watch/> in accordance with the BSEC's Order no. BSEC/ICAD/SRIC/2024/318/87 dated March 27, 2024 to transact the following businesses:

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, Auditor's Report along with the Audited Financial Statements of the Bank for the year ended December 31, 2023.
2. To declare Dividend for the year ended December 31, 2023 as recommended by the Board of Directors.
3. To elect/re-elect Directors of the Bank.
4. To approve the appointment of the Independent Directors of the Bank.
5. To appoint Statutory Auditors of the Bank for the term until the conclusion of the next AGM and fix up the remuneration for the year 2024.
6. To appoint a Corporate Governance Compliance Auditor for the year 2024 and fix their remuneration.

SPECIAL BUSINESS

1. To increase the Authorized Capital of United Commercial Bank PLC. from Tk.1500,00,00,000 (Fifteen Hundred Crore) divided into 150,00,00,000 (One Hundred Fifty Crore) ordinary shares of Taka 10.00 (Taka Ten) each to BDT 2500,00,00,000 (Twenty-Five Hundred Crore) divided into 250,00,00,000 (Two Hundred Fifty Crore) ordinary shares of Taka 10.00 (Taka Ten) each and accordingly the amendments in the Memorandum and Articles of Association of the Bank subject to the approval of the shareholders and the regulatory bodies.

Proposed Special Resolution:

Resolved that the Authorized Capital of United Commercial Bank PLC be increased from Tk.1500,00,00,000 (Fifteen Hundred Crore) divided into 150,00,00,000 (One Hundred Fifty Crore) ordinary shares of Taka 10.00 (Taka Ten) each to BDT 2500,00,00,000 (Twenty-Five Hundred Crore) divided into 250,00,00,000 (Two Hundred Fifty Crore) ordinary shares of Taka 10.00 (Taka Ten) each and accordingly the following amendments in the relevant clauses be made in the Memorandum and Articles of Association of the Bank.

(i) Amendment of Clause 'VI' of the Memorandum of Association:

Existing Clause

VI. The authorized capital of the Company is Tk.1500,00,00,000/- (Taka Fifteen Hundred Crore) divided into 150,00,00,000/- (One Hundred Fifty Crore) ordinary shares of Tk.10/- (Taka Ten) each with the rights and privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, with power to increase and reduce the capital of the Company in accordance with the Articles of Association of the Company and the law for the time being in force

Proposed Clause

VI. The authorized capital of the Company is BDT 2500,00,00,000 (Twenty-Five Hundred Crore) divided into 250,00,00,000 (Two Hundred Fifty Crore) ordinary shares of Taka 10.00 (Taka Ten) each with the rights and privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, with power to increase and reduce the capital of the Company in accordance with the Articles of Association of the Company and the law for the time being in force.

(ii) Amendment of Article '4' under the head of CAPITAL of the Articles of Association

4. (i) The Authorized Share Capital of the Company shall comprise Ordinary Shares of Tk. 1500,00,00,000/- (Taka Fifteen Hundred Crore) divided into 150,00,00,000/- (One Hundred Fifty crore) Ordinary Shares of Tk.10/- (Taka Ten) each. The shares in the Company shall be held by the following groups of shareholders:

- (a) GROUP 'A' SPONSOR/DIRECTOR 50%
- (b) GROUP 'B' Government of Bangladesh and Public Sector Financial Institutions 5%
- (c) GROUP 'C' General Public 45%

(ii) Any issue of further or new shares at any time shall be made in such manner so as to preserve and maintain the respective percentage shareholdings set out in Sub-Article (i) above.

(iii) The unsubscribed portion of the public issue from Group 'C' shall be subscribed by the Sponsor/Directors (i.e. Group 'A' shareholders) in proportion to his/her present shareholding.

4. The Authorized Share Capital of the Company shall comprise Ordinary Shares of Tk. 2500,00,00,000/- (Taka Twenty-Five Hundred Crore) divided into 250,00,00,000/- (Two Hundred Fifty crore) Ordinary Shares of Tk.10/- (Taka Ten) each with the rights and privileges and conditions thereto as are provided by the Articles of Association of the Bank for the time being with the power to increase or reduce the capital of the Bank. The shares of the Bank may be subscribed by Bangladeshi or foreign nationals or institutions or foreign institutions or by the Government of Bangladesh.

By order of the Board of Directors,



ATM Tahmiduzzaman, FCS
Company Secretary

Dated: Dhaka
June 06, 2024

Notes:

- a) The 'Record Date' in lieu of Book Closure was fixed on Thursday, May 23, 2024, for the entitlement of 5% Cash Dividend.
- b) The 'Record Date' in lieu of Book Closure was fixed on Monday, June 03, 2024, for the entitlement of 5% Stock Dividend in accordance with the direction of BSEC/CI/ CPLC(Public)-1108/2024/147 dated May 23, 2024 issued under Section-2CC of the Securities and Exchange Ordinance, 1969.
- c) Members, whose names appeared in the Member Register of the Bank or in the Central Depository Bangladesh Limited (CDBL) on the Record Date i.e. 23.05.2024 (Thursday) which was declared by the Board of Directors of the Bank, will be eligible to attend the Annual General Meeting.
- d) A member, eligible to attend the AGM, may appoint a proxy to attend and vote on his/her behalf. The instrument appointing Proxy to be duly signed and affixed by the members with a revenue stamp of Tk.100 must be submitted to the registered office of the Bank at least 72 hours before AGM. Members may download Proxy Form from the Bank's website (i.e. www.ucb.com.bd).
- e) The link for joining AGM through the Digital Platform is <https://ucbplc41.agm.watch> Members can join the AGM using their electronic gadgets and will be able to vote/comment/submit questions 48 (forty-eight) hours before the commencement of the AGM providing their respective Name, 16-Digit BO ID, and number of Shares. The online (real-time) or e-voting option shall be opened 48 hours prior to the start of the AGM and shall remain open up to the closure of the General Meeting. The full login/participation process of the AGM will be available on the Bank's website i.e. www.ucb.com.bd.
- f) Members can download the Annual Report and join in AGM by scanning the QR Codes given herein.
- g) In Compliance with BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018 (amended up to 2023):

- I. Annual Report, Attendance Slip, and Proxy Form along with the Notice are being sent in Digital Form to the Members' registered e-mail address linked with their respective BO ID as on record date.
- II. The members, who don't have an e-mail address linked with their BO ID, are requested to send their respective e-mail address to bsd@ucb.com.bd to enable us to send the e-Annual Report 2023 or can download the same by scanning the QR Code given.
- III. Members, who want to collect the printed copy of the Annual Report-2023 from the Company Secretariat of the Bank, are requested to inform us in writing.
- iv. The Annual Report is also available on the Bank's website which is linked with the websites of both Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC.

h) The concerned Brokerage Houses were requested to provide us with a statement with the details (Shareholders' name, BO ID number client-wise shareholding position) of their margin account holders (if any) who hold UCB shares, as on the 'Record Date' along with the name of the contact person in this connection, to the Company Secretariat of the Bank on or before May 30, 2024.



To Join in AGM



To Download Annual Report