

## United Commercial Bank PLC

Corporate Head Office, Plot # CWS(A)-1 Road # 34,  
Gulshan Avenue, Dhaka-1212

### NOTICE OF THE 42<sup>nd</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 42<sup>nd</sup> Annual General Meeting (AGM) of United Commercial Bank PLC will be held on Thursday, July 31, 2025, at 9.00 A.M. physically at Kurmitola Golf Club, Dhaka Cantonment, Dhaka-1206 to transact the following Agenda:

### AGENDA

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements along with the Auditor's Report and the Directors' Report of the Bank for the year ended December 31, 2024 .
2. To declare Dividend for the year ended December 31, 2024 as recommended by the Board of Directors.
3. To appoint the Statutory Auditor of the bank for the year 2025 and to fix their remuneration.
4. To appoint the Corporate Governance Compliance Auditor for the year 2025 and to fix their remuneration.

#### SPECIAL BUSINESS

1. To increase the Authorized Capital of United Commercial Bank PLC from Tk.2500,00,00,000 (Taka Twenty- Five Hundred Crore) divided into 250,00,00,000 (Two Hundred Fifty Crore) ordinary shares of Tk.10.00 (Taka Ten) each to Tk. 5000,00,00,000 (Five Thousand Crore) divided into 500,00,00,000 (Five Hundred Crore) ordinary shares of Tk.10.00 (Taka Ten) each and to make necessary 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.2500,00,00,000 (Tk. Twenty Five Hundred Crore) divided into 250,00,00,000 (Two Hundred Fifty Crore) ordinary shares of Tk. 10.00 (Taka Ten) each to Tk. 5000,00,00,000 (Five Thousand Crore) divided into 500,00,00,000 (Five Hundred Crore) ordinary shares of Tk.10.00 (Taka Ten) each and accordingly the following amendments be made in the Memorandum and Articles of Association of the Bank subject to the approval of the shareholders and regulatory bodies."

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

Existing Clause	Proposed Clause
VI. The authorized capital of the Company is Tk. 2500,00,00,000 (Taka 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.	VI. The authorized capital of the Company is Tk. 5000,00,00,000 (Taka Five Thousand Crore) divided into 500,00,00,000 (Five Hundred 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

Existing Clause	Proposed Clause
4. The Authorized Share Capital of the Company shall comprise Ordinary Shares of Tk. 2500,00,00,000/-	4. The Authorized Share Capital of the Company shall comprise Ordinary Shares of Tk. 5000,00,00,000/-

(Taka Twenty-Five Hundred Crore) divided into 250,00,00,00 (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 for by Bangladeshi or foreign nationals or institutions or foreign institutions or by the Government of Bangladesh.

(Taka Five Thousand Crore) divided into 500,00,00,000 (Five Hundred 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 for by Bangladeshi or foreign nationals or institutions or foreign institutions or by the Government of Bangladesh.

## 2. To Issue Right Shares:

### Proposed Resolution:

"Resolved that raising of capital of the bank by issuing right shares @ 2:1 i.e. one right share for every two existing shares held at Tk. 10/- each share on paid up capital subject to approval by the shareholders and regulatory authorities be approved."

## 3. To issue Fresh Shares to Strategic Investors:

### Proposed Resolution:

"Resolved that the issuance of fresh shares to strategic investor(s) to further strengthen Bank's core capital be approved subject to approval by the shareholders and regulatory authorities under the following terms:

Particulars	Details
Proposed Capital to be Raised.	Equivalent to 50% of the Bank's audited paid-up capital as of December 31, 2024.
Offer Price.	To be determined through negotiation and disclosed in due course."

Dated: Dhaka  
July 10, 2025

By order of the Board of Directors,



**Pulak Chaudhuri**

Company Secretary (Acting)

### Notes:

- The 'Record Date' in lieu of Book Closure was fixed on Sunday, June 29, 2025 to attend the AGM.
- Members, whose names appeared in the Member Register of the Bank or in the Central Depository Bangladesh Limited (CDBL) on the Record Date which was declared by the Board of Directors of the Bank, will be eligible to attend the AGM.
- A member, eligible to attend the AGM, may appoint a proxy to attend and vote on his/her behalf. The Proxy Form shall 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](http://www.ucb.com.bd)).

- d) Members can download the Annual Report by scanning the QR Code given herein.
- e) 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 to the Members' registered e-mail address linked with their respective BO ID on the Central Depository Bangladesh Limited (CDBL) 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 2024 or can download the same by scanning the QR Code given.
  - III. Members, who want to collect the printed copy of the Annual Report-2024 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.
- f) 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 July 15, 2025.



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