NOTICE

OF THE

EXTRAORDINARY GENERAL MEETING

Central Counterparty Bangladesh PLC.

Notice of the Extraordinary General Meeting

This is to inform all shareholders of Central Counterparty Bangladesh PLC. (CCBL) that the Board at its 82nd meeting held on August 16, 2026 decided to convene the 1st (First) Extraordinary General Meeting (EGM) of the Company as per the following schedule:

Date and Time of EGM	Monday, September 14, 2026 at 3.30 pm (BST)
Venue	Registered office at DSE Tower, Level-5, Plot # 46, Road # 21, Nikunja-2, Dhaka-1229

The Extraordinary General Meeting (EGM) will be held pursuant to the Notices of Requisition submitted by Dhaka Stock Exchange PLC. (DSE) and Chittagong Stock Exchange PLC. (CSE), dated August 02, 2026 and August 11, 2026, respectively, for consideration and approval of the proposed amendments to the Articles of Association of CCBL as Special Resolution.

In the requisition letters they mentioned among others the following:

"1. Basis and Object of the Notice

1.1 The Requisitionists hold 65% (DSE 45% and CSE 20%) of the total issued and paid-up share capital of the Company, which satisfies the threshold under Section 84(1) of the Act and the higher threshold under Article 64 of the AOA, and all calls and other sums due on the shares held by the Requisitionist have been duly paid.

1.2. The Requisitionists hereby requisition an Extraordinary General Meeting of the Company to consider, and if thought fit, pass the necessary resolution amending the Articles of Association (AoA) of the Company as listed in the Annexure hereto (the "Annexure"), in order to introduce a transitional governance framework applicable during the period prior to the Company obtaining its Central Counterparty ("CCP") licence and Registration Certificate from the Bangladesh Securities and Exchange Commission ("Commission") pursuant to the Bangladesh Securities and Exchange Commission (Clearing and Settlement) Rules, 2017 ("Rules")."

Agenda and proposed resolution

1. To consider and adopt amendments in the Articles of Association of Central Counterparty Bangladesh PLC. (CCBL).

Proposed Special Resolution:

Resolved that the proposed amendments to the following Articles of the Articles of Association of Central Counterparty Bangladesh PLC. (CCBL) be and are hereby approved with or without modification as a Special Resolution:

Sl. No.	Present Articles	Proposed Articles
	Definitions and Interpretation	
1.	**Article- 2 (xiii)** "Independent Director" means a Director and member of the Board of Directors as defined in the Rules.	**Article- 2 (xiii)** "Independent Director" means such a Director of CCBL who is not associated with business, service and transaction of the Company or associated with any substantial shareholder of the Company.
	The Board of Directors	
2.	**Article 87** (1) Until otherwise determined in the Rules, the number of Directors of the Board of CCBL shall be 14 (fourteen) with the following composition: (i) 7 (seven) Independent Directors. (ii) 3 (three) Directors nominated or elected by respective Board of Directors of the shareholding Exchanges: Provided that at least 1 (one) Director shall represent each Exchange. (iii) 1 (one) Director nominated or elected by the Board of the shareholding Depository. (iv) 1 (one) Director nominated or elected by the shareholding Banks. (v) 1 (one) Director nominated or elected by strategic investor(s) Provided that the office of Director from the Strategic Investor(s) shall remain vacant till inclusion of Strategic Investor(s). (vi) Managing Director or Chief Executive Officer as Ex-Officio director with voting rights.	**Article 87** (1) The Board of Directors of CCBL shall comprise of the following: 2 (two) Independent Directors; 2 (two) Directors nominated by Dhaka Stock Exchange PLC.; 1 (one) Director nominated by Chittagong Stock Exchange PLC.; 1 (one) Director nominated by the CDBL; and Managing Director or Chief Executive Officer of CCBL as an Ex-Officio Director with voting rights.
	(2) The Board shall propose at least 02 (two) names against each post independent director to the Commission, from whom the Commission shall approve the names of independent directors. In case the proposed names are not acceptable to the Commission the Board of Directors shall propose again at least 02 (two) names against each vacant post: Provided that the Commission shall appoint the independent directors of the first Board on its own without any proposal from the Board.	[Article 87(2) be deleted]

Sl. No.	Present Articles	Proposed Articles
	(3) Any participant or its representative shall not be eligible to become a Director of the CCBL. (4) The Board of Directors shall elect the Chairman from Independent Directors in its first meeting.	[Article 87(3) be deleted] (4) The Board of Directors shall elect a Chairman from amongst themselves.
3.	**Article 89** (1) A Shareholder Director shall hold office for not more than 2 (two) consecutive terms of 3 (three) years and shall be eligible to be elected as Director after interval of 1 (one) term. (2) An Independent Director shall be nominated for a term of 3 (three) years and his nomination may be renewed for another term by the Commission on recommendation of the Board: Provided that he/she shall not be eligible to be nominated as an Independent Director without an interval of 1 (one) term. (3) The Managing Director shall be appointed for a term of 4 (Four) years which may be renewed for another term with recommendation of the Board and approval of the Commission.	**Article 89** (1) The term of the Shareholder Director shall be as determined in the Companies Act, 1994. (2) An Independent Director shall be nominated for a term of 3 (three) years and his nomination may be renewed for another term by the Board: Provided that he/she shall not be nominated as an Independent Director without an interval of 1 (one) term. (3) The Term of Managing Director shall be as per his employment contract.
4.	**Article 97** The Independent Directors shall not require to be elected by the shareholders in the AGM. The Independent Directors shall be appointed by the Board of CCBL as per provision of the Rules.	**Article 97** The Independent Directors shall not require to be elected by the shareholders in the AGM. The Independent Directors shall be appointed by the Board of CCBL.
5.	**Article 102** The Company may, by Extraordinary resolution, remove any director except independent director, before the expiration of his period of office and another person appointed in his position shall be subject to retirement at the same time as if he had become director on the day on which the director in whose place he is appointed.	**Article 102** The Company may by extraordinary resolution, remove any director before the expiration of his period of office and another person appointed in his position shall be subject to retirement at the same time as if he had become director on the day on which the director in whose place he is appointed.
6.	**Article 108 (1)** A person shall not be considered as a director if: (iv) he is a Trading participant or its representative; or **Article 108(2)** In addition to the disqualification mentioned in sub clause (a) above, a person shall not be	**Article 108 (1)** A person shall not be considered as a director if: [Article 108 (1) (iv) be deleted] **Article 108(2)** In addition to the disqualifications mentioned in sub-clause (1) above, a person shall not be

Sl. No.	Present Articles	Proposed Articles
	considered as an independent director if: (viii) he is a director of any listed company.	eligible for appointment as an Independent Director if: [Article 108 (2) (viii) be deleted]
	Managing Director	
7.	**Article 132** Subject to the prior approval of the Commission, the Board of CCBL shall appoint a person as a full-time Managing Director of CCBL. The Managing Director shall not be involved in any way with Exchange or, TREC Holders or, Asset Management Company or, issuer company or, direct or indirect involvement with securities business and at the same time, he shall not be a shareholder or a sponsor or a director of any merchant bank.	**Article 132** The Board of Directors of CCBL shall appoint a person as the full-time Managing Director of CCBL on such terms and conditions, and subject to such qualifications, eligibility requirements, and tenure, as the Board may determine from time to time.
8.	**Article 133** Any person who has completed 65 (Sixty-Five) years of age shall not be eligible for recruitment as a Managing Director or shall not continue to act as a Managing Director of CCBL.	**Article 133** [Article 133 be deleted]
9.	**Article 140** The Managing Director shall be the member secretary of all Board committees except the Risk Management Committee: Provided that the Managing Director shall not be member of the Investigation Committee if formed to take disciplinary action against him.	**Article 140** [Article 140 be deleted]
10.	**Article 142** The Managing Director shall submit report to the Commission and Board of CCBL in respect of the activities and functions of the administration and also regarding implementation status of the laws, rules, regulations, bye laws, directive or orders as required by the Commission.	**Article 142** The Managing Director shall submit report to the Board of CCBL in respect of the activities and functions of the administration and also regarding implementation status of the decisions of the Board of CCBL.
11.	**Article 145** The Board of Directors may, subject to the prior approval of the Commission, may remove or dismiss Managing Director (whichever may be applicable) from his office if he fails to discharge	**Article 145** The Board of Directors may, remove or dismiss Managing Director (whichever may be applicable) from his office if he fails to discharge his duties effectively and diligently or is found guilty of misconduct:

Sl. No.	Present Articles	Proposed Articles
	his duties effectively and diligently or is found guilty of misconduct: Provided that such resolution must be passed by the Board in a special meeting convened for this purpose by the votes of at least two-third of its total Directors: Provided further that no such resolution shall be taken except after giving him a reasonable opportunity of being heard and also after taking into consideration his written and verbal submissions and explanations.	Provided that such resolution must be passed by the Board in a special meeting convened for this purpose by the votes of at least two-third of its total Directors: Provided further that no such resolution shall be taken except after giving him a reasonable opportunity of being heard and also after taking into consideration his written and verbal submissions and explanations.
12.	**Article 146** The Managing Director may resign from his office by at least a three months' notice in writing addressed to the Chairman of the Board of CCBL with a copy to the Commission.	**Article 146** The Managing Director may resign from his office by at least a three months' notice in writing addressed to the Chairman of the Board of CCBL.
13.	**Article 148** The Commission may appoint an eligible person as a MD/CEO for the time period it fixes, if the Board of Directors fails to do so within 90 (ninety) days of occurrence of the vacancy in that office.	**Article 148** [Article 148 be deleted]
14.	**Article 149** The Commission may give directives about the qualifications of the Managing Director from time to time, if deems necessary to do so.	**Article 149** [Article 149 be deleted]

By order of the Board

Date: August 19, 2026

Ananta Kumar Sarker, FCS, ACMA
Company Secretary

Note: To attend the EGM:

- A Shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote in his/her stead. The proxy form, a specimen of which is enclosed, must be duly stamped and emailed at info@ccbl.com.bd not later than 48 hours before the day of the Extraordinary General Meeting.
- The Record Date: August 18, 2026

Proxy Form

Central Counterparty Bangladesh PLC.
DSE Tower, Level-5, Plot # 46, Road # 21, Nikunja-2, Dhaka-1229

I/We ____

of ____

being a Member of Central Counterparty Bangladesh PLC. do hereby appoint

Mr./Ms ____

of ____ Or

(failing him/her) Mr./Ms ____

as my / our proxy, to vote for me/us and on my/our behalf at 1st (First) Extraordinary General Meeting (EGM) of the Company to be held on Monday, September 14, 2026 at the registered office at DSE Tower, Level-5, Plot # 46, Road # 21, Nikunja-2, Dhaka-1229 and any adjournment thereof or at any Ballot be taken in consequence thereof.

Signed this ____________ day of ____________, 2026.

Signature	Signature
Name	Name
(Proxy)	(Member)

Note :

- The proxy form, duly completed, must be stamped and emailed at info@ccbl.com.bd not later than 48 hours before the day of the Extraordinary General Meeting.

ATTENDANCE SLIP

I hereby record my attendance at the 1st (First) Extraordinary General Meeting (EGM) of the Central Counterparty Bangladesh PLC. to be held on Monday, September 14, 2026 at the registered office at DSE Tower, Level-5, Plot # 46, Road # 21, Nikunja-2, Dhaka-1229 as a shareholder of the company.

Signature

Date: September 14, 2026

Name:

(Member)

Note:

- Shareholders attending the meeting or by proxy are requested to complete the attendance slip and email at info@ccbl.com.bd.

Central Counterparty Bangladesh PLC.
DSE Tower, Level-5, Plot # 46, Road # 21, Nikunja-2, Dhaka-1229
E-mail: info@ccbl.com.bd, Web: www.ccbl.com.bd