



IFIC BANK LIMITED

ইন্টারন্যাশনাল ফাইন্যান্স ইনভেস্টমেন্ট এন্ড কমার্স ব্যাংক লিঃ

Head Office, BDBL Bhaban (8th-10th, 16th-19th Floors) 8, Rajuk Avenue, Dhaka-1000

NOTICE OF THE 34TH ANNUAL GENERAL MEETING

Notice is hereby given to the Members of International Finance Investment and Commerce Bank Limited (IFIC Bank Limited) that the 34th Annual General Meeting of the Company will be held on Sunday, July 24, 2011 at 11.00 a.m. in Bashundhara Convention Centre, Block-G, Umme Kulsum Road, Bashundhara R.A., Baridhara, Dhaka.

Agenda for the Meeting are as under:

- 01 To receive, consider and adopt the Directors' Report and Audited Financial Statements of the Bank for the year ended 31st December 2010 together with the Auditors' Report thereon.
- 02 To approve dividend for the year ended 31st December 2010 as recommended by the Board of Directors.
- 03 To elect/re-elect Directors.
- 04 To re-appoint Auditors of the Bank and fix their remuneration.
- 05 To adopt '**Special Resolution**': To reduce the 'Period of Notice' for holding meeting of the Board of Directors as mentioned in Article No. 120 of the Articles of Association of the Bank, the following revision in the said Article for which 'NO OBJECTION' from Bangladesh Bank has been obtained shall be placed for consideration and approval.

Existing Clause: Generally fifteen days notice shall be given for meeting of the Directors. In case of emergency, the Managing Director may hold meeting at shorter notice at his discretion.

Proposed Revision: Generally seven days notice shall be given for meeting of the Directors. In case of emergency, the Managing Director may hold meeting at shorter notice at his discretion.

- 05 Any other matter with the permission of the Chair.

By order of the Board of Directors

(A.K.M. Mozharul Hoque)

Senior Executive Vice President & Company Secretary

Date: June 30, 2011.

Notes:

- a) The Record Date: Sunday, May 22, 2011.
- b) The Board of Directors has recommended Stock Dividend @ 27% (i.e. 27 Bonus Shares for every 100 Shares held) for the year ended December 31, 2010 for approval of the Shareholders in the 34th Annual General Meeting of the Bank.
- c) The Shareholders whose names appeared in the Share Register of the Bank and/or Depository (CDBL) Register on May 22, 2011 shall be eligible to attend the AGM and will be entitled to the Dividend.
- d) A Member eligible to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote on his/her behalf.
- e) Proxy Form duly stamped and signed by the member must be submitted to the Registered Office of the Company at least 72 hours before the time of holding of the Meeting for attestation. Upon receipt of attested Proxy Form, the nominated person or attorney or authorized person from a Company/Corporation may attend/vote in the Annual General Meeting.
- f) The retiring Directors shall be eligible for election/re-election as per provision laid down in the Articles of Association of the Bank.
- g) Honourable Shareholders are requested to inform in writing to the Share Department of the Bank regarding change of address, if any.
- h) For convenience of the honourable Shareholders and Proxy-holders, the **Registration Counters** of the Annual General Meeting shall remain open from 9.00 a.m. to 11.30 a.m. on July 24, 2011.