

Notice 10th Extraordinary General Meeting

Notice is hereby given to all Members of Berger Paints Bangladesh Limited that the 10th Extraordinary General Meeting (EGM) of the Members of the Company will be held on Saturday, January 25, 2025, at 10:30 a.m. through the use of hybrid platform to transact the following business, and to consider and if thought fit, to pass, with or without modification, the following resolutions:

Proposed Ordinary Resolution

Agenda 1: Approval of Rights Share offer and Renunciation offer of Rights Shares by J&N Investments (Asia) Limited to other shareholders and employees of the Company

RESOLVED that the Company will issue 1:17 Rights Share (1 Rights Share against 17 existing shares of the Company, or 1/17 right share against each existing share of the Company) to all the shareholders at the price of BDT 1,110 per share including a premium of BDT 1,100 per share subject to the approval of Bangladesh Securities and Exchange Commission (BSEC). In this process, the Company intends to raise approximately BDT 3.03 billion by issuing 2,728,111 ordinary shares (2,591,691 shares to be offered to J&N Investments (Asia) Limited which holds 95% shares of the Company, and 136,420 shares to be offered to General Public shareholders). The proceeds of the Rights Issue will be utilized for financing a portion of the establishment of its third factory at National Special Economic Zone and Rights Issue expenses.

FURTHER RESOLVED that J&N Investments (Asia) Limited, holder of 95% shares, will renounce entire Rights Shares offered/to be offered to them (2,591,691 shares) in favour of the other shareholders (2,182,720 shares) and in favour of the employees of the Company (408,971 shares) subject to BSEC's approval of the rights issuance. Hence, from the renounced shares, the other shareholders will be offered shares in 16:17 ratio (16 shares against 17 existing shares held in the Company, or 16/17 share against each existing share of the Company) held on the Record Date for entitlement of rights share. **Therefore, the total offer to shareholders is 1 share (1/17 from Rights and 16/17 from renounced shares of J&N Investments (Asia) Limited) against 1 existing share of the Company held at the record date for entitlement of rights share at the price of BDT 1,110 per share including a premium of BDT 1,100 per share.**

Link for voting and virtually attending the EGM: <https://berger.bdvirtualagm.com>

Place for physically attending the hybrid EGM:

Grand Summit-2 (Level-6), Dhaka Regency Hotel, Nikunja -2, Dhaka 1229

Sd/-

By order of the Board of Directors
Khandker Abu Jafar Sadique, FCS
Company Secretary

Dhaka, January 3, 2025

NOTES:

- The Record Date was January 2, 2025 (which was intimated earlier). Members whose names appeared in the Company's register (certificated and depository) at the close of business on the Record Date, will be entitled to attend the EGM.
- A member eligible to attend and vote at the EGM may appoint a proxy to attend and vote on his/her behalf. Proxy form must be affixed with the requisite revenue stamp and must be submitted to the Registered Office of the Company not less than 48 hours before the time fixed for the EGM.
- The Notice of the EGM and Proxy Form are available at the Company's website www.bergerbd.com
- The link for joining the Digital Platform (audio-visual meeting) is <https://berger.bdvirtualagm.com> which will be sent to the respective Members' email addresses and SMS to their mobile number as available with us in due course of time. The Members need to put their 16-digit Beneficial Owner (BO) ID number and other credential as proof of their identity for log-in to the system. This link will be opened 48 hours before the commencement of the EGM for questions/comments and vote electronically by the members.
- The Corporate Shareholders are requested to send their authorization letter through email (Scanned Copy) at jafar@bergerbd.com to join the meeting of the Company at least 48 hours before the commencement of the meeting.
- As per the circular of Bangladesh Securities and Exchange Commission, there will be no arrangement for gift or entertainment at the EGM.