

LafargeHolcim Bangladesh Limited

A company of  LafargeHolcim and  HOLCIM

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Notice of the 26th Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting of the Shareholders of LafargeHolcim Bangladesh Limited (the "Company") will be held on Tuesday, May 14, 2024, at 03:00 P.M. (the "AGM"). The AGM will be held virtually by using digital platform through the following registration link <https://agmbd.live/lhb126thagm> to transact the following businesses:

Agenda

Ordinary Business:

1. To receive, consider and adopt the Directors' and Auditors' Reports together with the Audited Financial Statements of the Company for the year ended on December 31, 2023.
2. To declare dividend for the year ended on December 31, 2023.
3. To elect/re-elect Directors.
4. To appoint Statutory Auditors for the year 2024 and fix their remuneration.
5. To appoint Corporate Governance Compliance Auditors for the year 2024 and fix their remuneration.

Special Business:

6 (a) To consider and if thought fit, to pass, with or without modification(s), following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to amendment section 11(KA) (2nd amendment 2020) of the Companies Act, 1994 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 1994, subject to approval of the Registrar of Joint Stock Companies and Firms and any other regulatory authorities as may be necessary, consent of the members, be and is hereby, accorded to **change the name of the Company from "LafargeHolcim Bangladesh Limited" to "LafargeHolcim Bangladesh PLC"** or any other name as may be approved by the Registrar of Joint Stock Companies and Firms, Dhaka and other regulatory authorities, if applicable, whether under the Companies Act, 1994 (2nd amendment 2020) or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

"I. The name of the Company is **LafargeHolcim Bangladesh PLC.**"

FURTHER RESOLVED THAT in terms of Section 20 of the Companies Act, 1994 the Articles of Association of the Company be altered by deleting the existing name of the Company, LafargeHolcim Bangladesh Limited, wherever appearing, and substituting it with the new name of the Company, "LafargeHolcim Bangladesh PLC".

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof, be and is hereby, authorized to accept any other name approved by the relevant regulatory authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval."

6 (b) To consider and if thought fit, to pass, with or without modification(s), following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of the Section 12 of the Companies Act, 1994 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 1994, subject to approval of the Shareholders of the Company, sanction of the Hon'ble High Court Division of the Supreme Court of Bangladesh, and the Registrar of Joint Stock Companies

and Firms and any other regulatory authorities, as may be required, the Memorandum of the Memorandum of Association of the Company (the "Memorandum"), be and are hereby, altered as follows:

1. Sub Clause 1 of Clause III of the Memorandum shall be replaced with the following Sub Clauses:

- "1A. To establish, acquire, run, operate, manage any factory, facility, establishment etc. for manufacturing of clinker, cement of all kinds and varieties, aggregates, crushed limestone, concrete, pre mixed concrete, ready-mix concrete, recycled concrete, concrete blocks, road pavers, Aerated Autoclaved Concrete Bricks (AAC), asphalt, mortars, dry mortars, wall putty, adhesives, construction chemicals and any and all other building materials and allied products.
 - 1B. To establish, acquire, run, operate, manage any factory, facility, establishment etc. for manufacturing of lime, quick lime, soda ash, carbon capturing, purified carbon dioxide (Co₂), Precipitated Calcium Carbonate (PCC) for use as building materials and for use in the manufacturing process of other industries and for any other purposes.
 - 1C. To carry on the business as manufacturers, traders and dealers of clinker, cement of all kinds and varieties, aggregates, crushed limestone for using in concrete or cement, concrete, pre mixed concrete, ready-mix concrete, recycled concrete, concrete blocks, road pavers, Aerated Autoclaved Concrete Bricks (AAC), asphalt, mortars, dry mortars, wall putty, adhesives, construction chemicals, lime, quick lime, soda ash, carbon capturing, purified carbon dioxide (Co₂), Precipitated Calcium Carbonate (PCC) and any and all other building materials and allied products and by-products.
 - 1D. To carry on the business of providing services for waste management and/or undertake such waste treatment activities or operating pre-treatment system, through co-processing, incineration, thermal, chemical or biological or through any other process of liquid/ solid/ gaseous, hazardous/ non-hazardous, municipal, agricultural, medical/clinic waste etc. from industrial/ non-industrial sources, body corporate, agencies of the government or from any other sources and includes generation, collection, transportation and storage of wastes and disposal of the same, conducting trial runs, emission monitoring and entering in to agreements for this purpose, receive tipping fees / or pay charges for the material.
 - 1E. To carry on the business as manufacturers, traders and dealers in brick, refractories, sand or other earthy materials, mosaic tiles, roofing materials, fabricated materials for house and other buildings, coal, petroleum coke (petcoke), fuel, timber, builder's requisites and appliances.
 - 1F. To carry on business as traders and dealers of building materials of all kinds, and as builders and contractors for the execution of works and building of all kinds in the constructions.
 - 1G. To purchase, take on lease or otherwise acquire, any mines, mining rights, and metalliferous land, clay land in Bangladesh or elsewhere and any interest therein, and to explore, work, exercise, develop, and turn to account the same.
 - 1H. To own, establish, acquire and operate power plant, captive or otherwise, using fuel such as gas, coal, or Alternative Fuel Resources such as waste co-processing, solar, wind, water etc. to generate electricity and use such electricity to run the factories and other establishments of the Company or to use the electricity for any other purpose."
2. In Sub Clause 5 of Clause III of the Memorandum, the following alterations shall be made:
"To procure, by way of import or locally purchase, raw materials including clay and machines for producing or manufacturing the products produced or to be produced by the Company from time to time."
 3. In Sub Clause 7 of Clause III of the Memorandum, the following alterations shall be made:
"To act as agents, contractors, builders, traders, suppliers, distributors, importers and exporters of building materials and other allied products and by-products."
 4. In Sub Clause 12 of Clause III of the Memorandum, the following alterations shall be made:
"To act as a holding company, to take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company."
 5. In Sub Clause 15 of Clause III of the Memorandum, the following alterations shall be made:
"To do all things as are incidental or conducive to the attainment of the objects as set out herein."
 6. In Sub Clause 16 of Clause III of the Memorandum, the following alterations shall be made:
"To impart professional training, technical training, business support and problem solving solution and/ or other support services and to provide material library, reference portal, professional support, hands on experience and/or function as a excellence centre that promotes and offer solution for application of cement, concrete and other construction materials etc. to engineers, masons, architects, consultants, dealers, wholesalers, retailers, channel partners, and other construction industry etc. and for this purpose, to convene, hold or conduct seminars, conferences, workshops, technical lectures and manuals, video screenings, panel discussions and to promote, establish knowledge centres for skill advancement and competency development."

7. Sub Clause 17 to 25 of Clause III shall be added under the following words:
 17. To carry on business as quarry masters and stone merchants and to buy, sell, get, work, shape, hew, carve, polish, crush and prepare for market or use stone of all kinds.
 18. To carry on investigation and exploration, to discover places where cement or other building materials or other allied products can be profitably made, or where materials for any manufacturing work, the Company is entitled to carry on can be obtained and to obtain prospecting licenses and mining lease and do prospecting or research work in that behalf.
 19. To carry on the business of miners, metallurgists, builders, contractors, engineers, merchants, importers and exporters, and to buy, sell and deal in property of all kinds.
 20. To work mines or quarries and to prospect for search for find, win, get, work, crush, smelt, manufacture or otherwise deal in limestone, clay, chalk, ores, metal, materials, oils, precious and other stones or deposits or products and generally to carry on the business of mining in all branches.
 21. To carry on all or any general carriers, railway and forwarding agents, ware-housemen, which can conveniently be carried on in connection with the above.
 22. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and either to retain any property so acquired for purposes of the Company's business or turn the same to account as may seem expedient.
 23. To apply for purchase, or otherwise acquire any patents, brevets invention, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights, or information so acquired.
 24. To undertake and execute any trusts the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
 25. To carry on any other activity and do anything of any nature which may seem to the directors capable of being conveniently carried on or done by the Company in connection with the above or otherwise, or may seem to the directors calculated directly or indirectly to benefit the Company.

It is hereby declared that each of the above specified objects should be treated as independent and in no way ancillary or subordinate to another."

6 (c) To consider and if thought fit, to pass, with or without modification(s), following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of the Section 20 of the Companies Act, 1994 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 1994, subject to approval of the Shareholders of the Company and the Registrar of Joint Stock Companies and Firms and any other regulatory authorities, as may be required, the Articles of the Articles of Association of the Company (the "Articles"), be and are hereby, altered as follows:

1. In Article 2 the following amendments shall be made:

- "Board of Directors' or the 'Board' means the Board of Directors of the Company for the time being;"
- "Chief Executive Officer' means the Chief Executive Officer appointed under Article 15.2;"
- "Chairman' means the Chairman of the Board for the time being;"
- "Company' means LafargeHolcim Bangladesh PLC;"
- "Dematerialized Share' means non paper electronic Share of the Company recorded and maintained as per Rules and Regulation under Depository Act, 1999;"
- "Director' includes any person occupying the position of director by whatever name called;"
- "Dividend' means payments to owners of Shares of the Company from the after-tax profits of the Company;"
- "General Meeting' of the Company means a meeting of the Shareholders and includes the Annual General Meeting;"
- "Lafarge' means Financiere Lafarge S.A.S., a company incorporated and existing under the laws of the France;"
- The words "Member' means a Shareholder whose name has been registered in the books of the Company;" shall be deleted.
- "Molins' means Cemolins Internacional, S.L.U.Cementos Molins, S.A., a company incorporated under the laws of Spain with registered office at Sant Vicenç dels Horts, Barcelona, Spain"
- "Proxy' includes attorney duly constituted/appointed under an instrument of proxy, power of attorney or other authority in writing;"
- "Register' means the register of Shareholders to be kept pursuant to Section 34 of the Act;"
- "Secretary' means Secretary of the Board;"

“Shareholder’ means a person whose name is entered in and is on the Register;”

“Special Resolution’ means a resolution passed by a majority of not less than three-fourths of such Shareholders entitled to vote as are present in person or by Proxy, where proxies are allowed, at a General Meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given;”

“Sponsor’ means Surma Holding BV, a company incorporated under the laws of the Netherlands as joint venture company of Lafarge and Molins;”

The words “Surma BV’ means Surma Holding BV, a company incorporated under the laws of the Netherlands as 50:50 joint venture company of Lafarge and Molins;” shall be deleted.

2. In Article 3 the following amendments shall be made:

“The authorized share capital of the Company is Tk. 14,000,000,000/- (Taka Fourteen Billion) divided into 1,400,000,000 Shares of Tk. 10/- (Taka Ten) each with power to increase and reduce it or any portion thereof and to divide from time to time into several classes and to attach thereto respectively any preferential, deferred, qualified or other special rights, privileges or condition and upon the sub-division or consolidation of any Share or Shares to apportion the rights to participate in profits in any manner as between the holders of Shares resulting from such sub-division.”

3. In Article 4 the following amendments shall be made:

(a) The existing sub-article 4.1 shall be replaced by the following words:

“Further increase of the authorised share capital of the Company, whenever required shall be decided in a General Meeting.”

(b) The existing sub-article 4.2 shall be replaced by the following words:

“Increase of the paid-up share capital, whenever required by further issue of Shares within the limit of authorised share capital, shall be decided by the Board. In such event, Shareholders will have the right to subscribe the additional Shares in proportion to their respective shareholdings in the Company at the relevant time.”

4. In Article 5 the following amendments shall be made:

“The Company may, by special resolution at a General Meeting, reduce its share capital in any manner subject to fulfilling the requirements of law.”

5. In Article 6 the following amendments shall be made:

“Every Shareholder shall name to the Company a place in Bangladesh or elsewhere to be registered as his address and such address shall for all purposes be deemed as the notified address to which notice shall be sent.”

6. In Article 7 the following amendments shall be made:

(a) The existing sub-article 7.1 shall be replaced by the following words:

“If any Share certificate shall be defaced, worn out, destroyed or lost it may be re-issued on such evidence being produced and such indemnity (if any) on delivering of the old certificate and payment of such amount not exceeding Taka twenty as the Board may from time to time deem fit”

(b) The existing sub-article 7.2 shall be replaced by the following words:

“Ownership of Shares can also be recorded and maintained in electronic form in accordance with the Depository Act, 1999.”

7. In Article 8 the following amendments shall be made:

“The Company shall have the first and paramount lien upon all the Shares registered in the name of each Shareholder (whether solely or jointly) for any debt or obligation to or with the Company, whether the period for payment, fulfilment, discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such Share.”

8. In Article 9 the following amendments shall be made:

(a) The existing sub-article 9.1 shall be replaced by the following words:

“The Company may sell, in such manner as the Board think fit, any Shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share.”

(b) The existing sub-article 9.2 shall be replaced by the following words:

“The sale proceeds shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall subject to a like lien for sums not presently payable as existed upon the Shares prior to the sale be paid to the person entitled to the Shares at the date of the sale. The purchaser shall be registered as the holder of the Shares and he shall not be entitled to see to the application

of the purchase money, nor shall any irregularity or invalidity in the proceedings in reference to the sale affect his title to the Share."

9. In Article 10 the following amendments shall be made:

- (a) The existing sub-article 10.1 shall be replaced by the following words:
"The Board may from time to time make calls upon the Shareholder in respect of any moneys unpaid on their Shares and each Shareholder shall, subject to receiving at least fourteen working days' notice specifying the time or times of payment, pay to the Company at the time or times so specified the amount called on his Shares."
- (b) The existing sub-article 10.2 shall be replaced by the following words:
"The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof."
- (c) The existing sub-article 10.3 shall be replaced by the following words:
"If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of twenty (20) percent per annum from the day appointed for the payment thereof to the time of actual payment, but the Board shall be at liberty to waive payment of that interest wholly or in part."
- (d) The existing sub-article 10.4 shall be replaced by the following words:
"The provisions of these regulations as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of Share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified."
- (e) The existing sub-article 10.5 shall be replaced by the following words:
"The Board may, if they think fit, receive from any Shareholder willing to advance the same all or any part of the moneys uncalled and unpaid upon any Shares held by him."

10. In Article 11 the following amendments shall be made:

- (a) The existing sub-article 11.1 shall be replaced by the following words:
"The instrument of transfer of any Shares shall be executed both by the transferor and transferee and the transferor shall be deemed to remain holder of the Shares until the name of the transferee is entered in the Register in respect thereof."
- (b) The existing sub-article 11.2 shall be replaced by the following words:
"Execution of Dematerialized Share transfer shall be made in accordance with the Depository Act, 1999 and bylaws made thereunder."
- (c) The existing sub-article 11.3 shall be replaced by the following words:
"Shares shall be transferred in a form approved by the Board."

11. In Article 12 the following amendments shall be made:

- (a) The existing sub-article 12.1 shall be replaced by the following words:
"Subject to any other provision affecting the substantive rights of a Shareholder, if a Shareholder fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued."
- (b) The existing sub-article 12.2 shall be replaced by the following words:
"The notice shall name a further day not earlier than the expiration of fourteen days from the date of the notice, on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time appointed, the Shares in respect of which the call was made will be liable to be forfeited."
- (c) The existing sub-article 12.3 shall be replaced by the following words:
"If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect."
- (d) The existing sub-article 12.4 shall be replaced by the following words:
"A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board think fit, and at any time before a sale or disposition of the forfeiture may be cancelled on such terms as the Board think fit"

- (e) The existing sub-article 12.5 shall be replaced by the following words:
 "A person whose Shares have been forfeited shall cease to be a member in respect of the forfeited Shares, but shall notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the Shares, but this liability shall cease if and when the Company receives payment in full of the nominal amount of the Share."
- (f) The existing sub-article 12.6 shall be replaced by the following words:
 "A duly verified declaration in writing that the declaration is by a Director of the Company and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share and that declaration and the receipt of the Company for the consideration, if any, given for the Share on the sale or disposition thereof, shall constitute a good title to the Share and the person to whom the Share is sold or disposed of shall be registered as the holder of the Share and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by an irregularity or invalidity in the proceeding in reference to the forfeiture, sale or disposal of the Share."
- (g) The existing sub-article 12.7 shall be replaced by the following words:
 "The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of the amount of the Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified."

12. In Article 13 the following amendments shall be made:

"The Company may from time to time with the approval of the Board borrow or raise any sum of money for the purpose of the Company from any person, bank, non-banking financial institutions, loan giving institutions, company and secure the payment of such money in such manner and upon such terms and conditions including creating all sorts of charge, mortgage, lien on the property of the Company as the Board may deem fit"

13. In Article 14 the following amendments shall be made:

- (a) The existing sub-article 14.1 shall be replaced by the following words:
 "There shall be held a general meeting of the Company within eighteen months of its incorporation and at least one General Meeting every calendar year but so that these are held within fifteen Months of the last preceding General Meeting. Such General Meetings shall be called Annual General Meetings; all other General Meetings shall be called Extraordinary General Meetings."
- (b) The existing sub-article 14.2 shall be replaced by the following words:
 "An Annual General Meeting may be called by twenty-one (21) days' notice in writing in the manner provided by the Act and the Articles, and a General Meeting other than an Annual General Meeting or a General Meeting for passing a Special Resolution may be called by twenty-one (21) days' notice, unless a shorter notice period is agreed to by all Shareholders entitled to attend the meeting. Notice of the General Meetings shall be given specifying the date, place, time and agenda of the meeting."
- (c) The existing sub-article 14.4 shall be replaced by the following words:
 "Annual General Meetings shall ordinarily transact the business of sanctioning a dividend, the consideration of the accounts, Statements of Financial Position and the ordinary report of the Board of Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, appointment of Auditors and the fixing of the remuneration of the Auditors. All other business transacted at an ordinary or an extraordinary general meeting shall be deemed special."
- (d) The existing sub-article 14.5 shall be replaced by the following words:
 "Shareholders owning fifty one percent (51%) or more of paid up Shares present in person or by Proxy shall form a quorum of a General Meeting; if any quorum be not present within half an hour, the meeting shall be adjourned for one week to be held in the same place, same time, same day of the next week, when the Shareholders owning more than fifty percent (50%) of paid up Shares present shall form a quorum."
- (e) The existing sub-article 14.6.1 shall be replaced by the following words:
 "The Chairman shall preside as Chairman at every General Meeting of the Company."
- (f) The existing sub-article 14.6.2 shall be replaced by the following words:
 "If there is no Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman of the General Meeting, the Shareholders present shall choose someone representing the Sponsor to be the chairman of the General Meeting."
- (g) The existing sub-article 14.7.1 shall be replaced by the following words:
 "On a show of hands every Shareholder present in person or by proxy shall have one vote. On a poll, every Shareholder shall have one vote in respect of each share. The Chairman of the General Meeting or Shareholders representing ten percent (10%) paid up Shares may demand a poll. If a poll is duly demanded, it shall be taken in such manner as the Chairman of the General Meeting directs and the result to the poll shall

be deemed to be the resolution of the General Meeting at which poll was demanded. In the event a poll is conducted, an Ordinary Resolution shall be passed if fifty one percent (51%) of the Shareholders present, in person or by Proxy, vote in favour of the resolution and a Special Resolution shall be passed if seventy-five percent (75%) of the Shareholders present, in person or by Proxy, vote in favour of the resolution."

- (h) The existing sub-article 14.7.2 shall be replaced by the following words:

"The issue put to vote shall be deemed to have been decided on the basis of the votes of the Shareholders representing the majority of Shares subject to Article 14.9. In the case of any equality of votes, whether on a show of hands or on a poll, the Chairman shall have a casting vote."
 - (i) The existing sub-article 14.7.3 shall be replaced by the following words:

"A poll demanded on the election of a chairman of the General Meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the General Meeting directs."
 - (j) The existing sub-article 14.8.1 shall be replaced by the following words:

"The instrument appointing a Proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under the common seal or under the hand of an officer or attorney so authorised."
 - (k) The existing sub-article 14.8.2 shall be replaced by the following words:

"The instrument appointing a Proxy and the power of attorney or other authority (if any), under which it is signed or a notarial certified copy of the power or authority, shall be deposited at the Office not less than seventy two hours before the time for holding meeting at which the person named in the instrument proposes to vote, and in default the instrument of Proxy shall not be treated as valid."
 - (l) The existing sub-article 14.8.3 shall be replaced by the following words:

"An instrument appointing a Proxy may be in a form which the Board shall approve."
 - (m) The existing sub-article 14.9 shall be replaced by the following words:

"Notwithstanding anything contained in any other provision herein, the following matters shall require the affirmative vote representing at least fifty one percent (51%) of the total Shares of the Company held by the Shareholders:

 - (a) Amendment of Articles of Association and of Memorandum of Association;
 - (b) Sale, lease, mortgage, pledge or other disposition of all or substantially all of the Company's assets;
 - (c) Merger or consolidation of the Company with another corporation;
 - (d) Increase of the Company's authorised share capital or decrease of the Company's capital;
 - (e) Dissolution of the Company.
- 14. In Article 15 the following amendments shall be made:**
- (a) The existing sub-article 15.1.1 shall be replaced by the following words:

"Until otherwise determined by the Company in General Meeting or unless otherwise required as a result of any regulatory condition, the Board of Directors shall consist of at least five (5) and not exceeding twenty (20) Directors. A Director may be a nominee of a corporate Shareholder."
 - (b) The existing sub-article 15.1.3 shall be replaced by the following words:

"The Share qualification for becoming a Director shall, subject to any regulatory requirement, be the holding of at least one Share for each Director or by the corporate body whose nominee a Director may be; a Director should otherwise acquire his Share qualification within two Months of his appointment."
 - (c) The existing sub-article 15.1.4 shall be replaced by the following words:

"The business of the Company shall be managed by the Board of Directors who may perform all acts of the Company except those required to be done in General Meeting. Any Shareholders Agreement will be relevant in this regard."
 - (d) The existing sub-article 15.1.6 shall be replaced by the following words:

"At the first annual general meeting of the Company, the whole of the Directors shall retire from the office and at every Annual General Meetings in every subsequent year, one third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to one third shall retire from office."
 - (e) The existing sub-article 15.1.9 shall be replaced by the following words:

"The Company at the General Meeting at which a Director retires in manner aforesaid may fill in the vacated office by electing a person thereto."

- (f) The existing sub-article 15.2.1 shall be replaced by the following words:
 "The Directors may appoint one of their members to act as the Chief Executive Officer who may exercise such powers as delegated by the Board. The Company in General Meeting shall ratify such appointment. The Chairman of the Board, appointed under Article 15.3, shall not be appointed or act as the Chief Executive Officer."
- (g) The existing sub- article 15.4 shall be replaced by the following words:
 "Any casual vacancy occurring on the Board of Directors may be filled up by the Directors; a Director remaining absent from Bangladesh for more than three Months may, with the consent of the Board, nominate another person to act for him as Alternate Director; the person so acting shall vacate his position as soon as the Director in whose place he is so acting comes to Bangladesh.
 A Director or Directors may also by a power of attorney authorise another Director to act for him in the Board during his absence from Bangladesh and in that case the Attorney will represent that Director or Directors and if necessary vote for his principal or principals along with his own vote if he is already a Director or Alternate Director. Provided that where an Alternate Director has been appointed to represent one or more Directors in the Board, it will be so deemed that the Alternate Director will exercise the power of the principal or principals as if he is their attorney. No director can appoint different persons at the same time as his attorney and his Alternate Director."
- 15. In Article 16 the following amendments shall be made:**
- (a) The existing sub-article 16.1 shall be replaced by the following words:
 "The Secretary on instructions of the Chairman or the Chief Executive Officer may call a meeting of the Board. At least fourteen (14) days prior written notice including the agenda to be approved by either the Chairman or the Chief Executive Officer shall be given to each Director, who are residents here in Bangladesh and to each Director who are residents abroad, by letter or email as appropriate. The period of notice of a Board of Directors meeting to any Director may be waived by such Director in writing or shall be deemed waived by his presence at the meeting. Board meetings may be held anywhere in Bangladesh or abroad."
- (b) The existing sub-article 16.3 shall be replaced by the following words:
 "The quorum for a meeting of the Board of Directors shall be the presence of seven Directors or the majority of the Directors, whichever is lower provided that there are at least four (4) Directors nominated by the Sponsor present.
 For the purpose of this Article 16.3, the expression 'presence' shall mean presence either personally or through an Alternate Director in a meeting, including meeting by teleconference or other method as provided for in Article 16.2."
- (c) The existing sub-article 16.5 shall be replaced by the following words:
 "A resolution in writing signed or approved by letter or email by a majority of the Directors shall be as effective as a resolution passed at a meeting of the Board of Directors duly convened and held, and any such resolution may consist of several documents in like form, signed by the Directors."
- 16. In Article 17 the following amendments shall be made:**
 "The Directors shall not be entitled to any remuneration, except for the extra services rendered to the Company in excess of the normal duties as Director and subject to a separate service agreement between such Director and the Company, and sitting fee for attending meetings of the Board of Directors and its sub committees, as may be decided by the Board. The Company may bear all such reasonable expenses as the Director may incur for the purpose of attending meetings of the Board of Directors, its sub committees or General Meetings."
- 17. In Article 18 the following amendments shall be made:**
- (a) The existing sub-article 18.1 shall be replaced by the following words:
 "The Board may delegate any of their powers to committees consisting of such Director or Directors as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Board."
- (b) The existing sub-article 18.2 shall be replaced by the following words:
 "All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director."
- 18. In Article 19 the following amendments shall be made:**
- (a) The existing sub-article 19.1 shall be replaced by the following words:
 "The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board."

- (b) The existing sub-article 19.2 shall be replaced by the following words:

"The Board may from time to time pay to the Shareholders such interim dividends as appear to the Board to be justified by the profits of the Company."

19. In Article 20 the following amendments shall be made:

"The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting contingencies, or for equalizing dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Board may from time to time think fit."

20. In Article 21 the following amendments shall be made:

- (a) The existing sub-article 21.1 shall be replaced by the following words:

"The Board shall cause to be kept in English proper books of accounts with respect to-

- a. All sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place;
- b. All sales and purchase of goods by the Company;
- c. The assets and liabilities of the Company;
- d. An account of the raw materials, labour and overhead expenses, if any."

- (b) The existing sub-article 21.2 shall be replaced by the following words:

"The books of accounts shall be kept at the Office or at such place as the Board shall think fit and be open to inspection by the Board during business hours."

- (c) The existing sub-article 21.3 shall be replaced by the following words:

"The Company shall prepare and distribute to each Director regular financial and operating reports in English every six (6) Months."

- (d) The existing sub-article 21.4 shall be replaced by the following words:

"The Board shall, as required by the Companies Act, 1994, cause to be prepared and to be laid before the Company in General Meeting, Income Statement, Statements of Cash Flow and Financial Position (together termed as Annual Financial Statements) and reports of Board of Directors."

- (e) The existing sub-article 21.6 shall be replaced by the following words:

"A Statement of Financial Position shall be made out in every year and laid before the Company in General Meeting made up to a date not more than nine Months before such meeting. The Statement of Financial Position shall be accompanied by a report of the Board of Directors as to the state of the Company's affairs, and the amount (if any) which they propose to carry to a reserve fund."

- (f) The existing sub-article 21.7 shall be replaced by the following words:

"A copy of the Annual Financial Statements and Board of Directors Report shall, at least fourteen days previous to the meeting, be sent to the persons entitled to receive notice of General Meetings in the manner in which notices are to given hereunder."

21. In Article 24 the following amendments shall be made:

- (a) The existing sub-article 24.1 shall be replaced by the following words:

"A notice may be given by the Company to any Shareholder either personally or by sending it by post or email to him at his registered address supplied by him to the Company."

- (b) The existing sub-article 24.3 shall be replaced by the following words:

"A notice may be given by the Company to the joint-holders of a Share by giving the notice to the joint-holders named first in the register in respect of the Share."

- (c) The existing sub-article 24.4 shall be replaced by the following words:

"A notice may be given by the Company to the persons entitled to a Share in consequence of the death or insolvency of a member by sending it through the post in prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the insolvent or by any like description, at the address supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred."

22. In Article 25 the following amendments shall be made:

"On winding up, the net assets of the Company, if any, shall be appropriated among Shareholders in proportion to their shareholdings."

- 6 (d) "RESOLVED FURTHER THAT** any of the Board of Director of the Company and /or the Company Secretary, be and are hereby, authorized severally to take all such steps and actions for the purposes of making all such fillings and registrations as may be required in relation to the aforesaid amendments to the Memorandum and the Articles and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By order of the Board



Kazi Mizanur Rahman
Company Secretary

Dated: April 21, 2024

Notes

- Pursuant to the Bangladesh Securities and Exchange Commission's (BSEC) letter No. BSEC/ICAD/SRIC/2024/318/87 dated March 27, 2024, the AGM will be held through digital platform.
- Detailed procedures for joining and participation will be communicated to the Shareholder's email ID in due course and it would also be available at the Company's website: www.lafargeholcim.com.bd
- Member's name appearing in the Member/Depository Register on the Record Date i.e. March 24, 2024 will be eligible to attend the AGM and receive dividend.
- Pursuant to BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June 20, 2018, soft copy of the Annual Report 2023 will be sent to Members respective email addresses as available with the Company. The Annual Report 2023 shall also be available at the Company website: www.lafargeholcim.com.bd
- A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote instead. Duly filled Proxy Form must be sent through email to the Company's Share Office at least 72 hours before commencement of the AGM at info.cs@lafargeholcim.com
- Members may submit their questions in advance to info.cs@lafargeholcim.com or to the Company Secretary at mizanur.rahman@lafargeholcim.com
- We encourage Members to log in to the system fifteen (15) minutes before the meeting.
- Please contact +88 01708139426 for any technical difficulties in accessing the virtual AGM.



Please scan QR code
for registration