



CORPORATE GOVERNANCE

Report of the Audit Committee of the Board

The Audit Committee is formed to assist the Board of Directors of the Bank in fulfilling its oversight responsibilities including implementation of the objectives, strategies and overall business plan set by the Board for effective functioning of the Bank. As an effective forum in assisting the Board of Directors for protecting the interest of stakeholders, the Committee carries out regular oversight functions in a systematic & continuous manner and monitors & assesses the organizational performance against evolving regulatory requirements.

In compliance with the Bangladesh Bank BRPD Circular No. 11 dated 27 October 2013 and BSEC's (Bangladesh Securities and Exchange Commission) Notification regarding Corporate Governance Code dated 3 June 2018, Audit Committee of the Board of The Premier Bank Ltd. has been formed with an aim to assist the Board of Directors of the Bank to discharge its responsibilities by reviewing and/or overseeing the financial reporting, internal control, risk management process, auditing activities and compliances with existing laws and regulations and Code of Business Conduct.

Constitution of the Audit Committee

The Audit Committee comprised of 04 (four) members including 02 (two) Independent Directors. The Committee consists of the following members:

SL. No.	Name	Status with the Committee	Status with the Board	Educational Qualification
1.	Mr. Naba Gopal Banik	Chairman	Independent Director	Masters of Science in Statistics
2.	Mr. Mohammad Imran Iqbal	Member	Director	Bachelor of Science(Hons), Business Management
3.	Mr. Kaiser A. Chowdhury	Member	Independent Director	Master of Arts in Economics
4.	Mr. Nahyan Haroon	Member	Director	LLB (Hon's)

As per regulatory guidelines, the Company Secretary of the Bank acts as the Secretary to the Audit Committee. Senior Officials of the Bank attend the Meetings on invitation.

Functions of the Audit Committee

Main functions of the Audit Committee are to facilitate the Board in its oversight responsibilities. In order to fulfill the responsibilities, among others, main responsibilities of the Audit Committee are as follows:

- Oversee the Financial Reporting Process,
- Review the adequacy of Internal Audit Function,
- Review all quarterly, half yearly and annual financial results of the Bank and its subsidiaries prior to submission to the Board of Directors for approval
- Review Internal Audit Report and External Audit Report,
- Review the system of Internal Control and Management of financial risk,
- Ensure monitoring compliance with existing laws and regulations and its own code of business conduct,
- Recommendation of the Board regarding the appointment or reappointment of the External Auditors.
- Performing other activities as and when requested by the Board of Directors.

Meetings & Major areas focused by the Audit Committee in 2021

The Audit Committee of Board of Directors of the Premier Bank Ltd. conducted 06 (Six) meetings in the year of 2021 and had detailed discussion and review session. During the discussion and review session under the year among other things, the following issues were discussed/evaluated/reviewed:

- Reviewed annual & quarterly audit plans, including audit methodology in assessing & rating risks of auditable areas and internal audit reports encompassing the audit issues, audit recommendations and Management's responses on the findings.

- Reviewed the audit and inspection reports of Bangladesh Bank and advised the Management to implement recommendations of Bangladesh Bank Inspection Team in order to ensure effective control & compliance.
- Reviewed various comprehensive internal audit and inspection reports of the Branches and Divisions of Head Office and advised for corrective measures for effective operational control and compliance.
- Suggested improvement actions in the areas of internal controls, systems & efficiency enhancements in consultation with the Management and subsequent implementation of these recommendations through follow-up audit reports duly reviewed in its later meetings.
- Reviewed management's actions in building computerization of the bank and its applications and bank's Management Information System (MIS).
- Reviewed the corrective measures taken by the Management with regard to the reports submitted by Internal Audit, Bangladesh Bank Inspection Team and External Auditors and subsequently informed the Board of Directors on a regular basis.
- Reviewed Training Policy of the Bank.
- Followed-up Recovery drives of Loans & Advances of the Bank.
- Recommended for appointment of External Auditor(s) - M/s K M Hasan & Co., Chartered Accountants to conduct audit of the financial statements (Accounts) of the Bank for the year of 2021.
- Reviewed quarterly statements of the fraud & forgeries and recommended for corrective measures against fraud-forgeries and deficiencies in the internal control system in the Bank.

Review of Financial Statements

The Audit Committee of the Board reviewed and examined the quarterly, half yearly and annual financial statements and recommended those to the Board of Directors for consideration.

Acknowledgement

The Audit Committee accords its sincere thanks and gratitude to the members of the Board of Directors, Management and the Auditors for their continuous support to the Committee while discharging their duties and responsibilities in terms of the statutory guidelines..

On behalf of the Audit Committee



Naba Gopal Banik
Chairman, Audit Committee

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable laws and regulations. Company law requires the directors to present the report along with the financial statements for each financial year in accordance with IFRSs and IASs as adopted by The Institute of Chartered Accountants of Bangladesh (ICAB) and applicable laws and regulations.

The financial statements are required by law to present fairly the financial position and the performance of the Company and to comply with Bank Companies Act 1991, the rules and regulations issued by the Bangladesh Bank, the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations. This Report has also a separate section named as 'Directors' Report 2021' in compliance with section 184 of Companies Act 1994 that contains among others, a review of the following issues:

- Statement of the Bank's affairs;
- Well-organized internal control systems for establishing sustainability;
- Sound Corporate Governance practice;
- Efficient Risk Management process and polices;

Disclosure of information with reasonable accuracy at any time the financial position of the Company and enables them to ensure that its financial statements comply with the Companies Act 1994 and Bank Companies Act 1991 (amended upto 2018) and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors confirm that the Annual Report together with Directors' Report and the Financial Statements for the year 2021 have been prepared in compliance with the law, rules and regulatory guidelines and compliance of the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June, 2018.

On behalf of the Board of Directors



Chairman
The Premier Bank Limited



بِسْمِ اللّٰهِ الرَّحْمٰنِ الرَّحِیْمِ

Report of the Shari'ah Supervisory Committee For the year ended on 31st December, 2021

الحمد لله رب العالمين الصلاة والسلام على سيدنا محمد و آله و اصحابه اجمعين

All praise is due to Almighty Allah, the Lord of the Universe, The Beneficent, The Merciful and peace and blessing of Allah be upon the Prophet Muhammad (peace be upon him) and upon his all other descendants and companions.

To the Shareholders of the Premier Bank Limited

Assalamu Alaykum Wa Rahmatu Allahi Wa Barakatuhu,

In compliance with the terms of reference of the Bye Laws of the Shari'ah Supervisory Committee, we submit the following Report on the Islamic Banking operations of the Premier Bank Limited for the year ended on 31st December, 2021:

The Shari'ah Supervisory Committee of the Premier Bank Limited consists of Shari'ah Scholars, renowned Islamic Bankers and Professionals. The Shari'ah Supervisory Committee meeting is usually held once in a quarter to provide opinion on various Shari'ah related issues referred to it by the Management of the Bank.

We have reviewed the principles and the contracts relating to the transactions and applications introduced by the Islamic Banking Division during the period from 1st January, 2021 to 31st December, 2021. We have conducted our review on the basis of Shari'ah inspection reports of the Muraqib (Shari'ah Auditor) to form our opinion as to whether the Bank has complied with Shari'ah rules and principles and also with the specific fatwas, rulings and guidelines issued by us. In addition to our fatwas, the Muraqib also followed the Internal Control & Compliance guidelines on Islamic Banking issued by the Bangladesh Bank.

The prime responsibility for ensuring Shari'ah compliance of the Bank's operations lies with the Board of Directors and Executive Management. The Premier Bank Limited Management is responsible for ensuring that they conduct its Islamic Banking business in accordance with the Shari'ah Rules and Principles. It is our responsibility to form an independent opinion, based on our review of the Islamic Banking operations and to report to you.

We conducted our review which included, on a test basis of each type of transaction, the relevant documentation and procedures adopted by the Islamic Banking Division. We planned and performed the review so as to obtain the information and explanation which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that The Premier Bank Limited has not violated Shari'ah rules and principles in its Islamic Banking operations.

In our opinion:

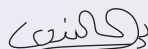
- The contracts, transactions and dealings entered into by The Premier Bank Limited Islamic Banking during the year ended 31st December, 2021 that we have reviewed are in compliance with Shari'ah rules and principles;
- Distribution of profit to the Mudaraba Depositors conforms to the basis that had been approved by us in accordance with Shari'ah rules and principles;
- All earnings that have been realized from sources or by means prohibited by Shari'ah rules and principles have been disposed of to charitable causes; and
- Zakat is not applicable for The Premier Bank Limited branches and windows based on Islamic Banking.

During the year under report, the Shari'ah Supervisory Committee has advised the Bank on the following Issues:

- To take effective steps aiming at gradual development of the employees and customer's awareness about concept and operational methodology of Islamic banking & Shari'ah compliance in Islamic Banking;
- To organize in-depth training courses for employees and orientation programs for the Clients' periodically; and
- To continue close monitoring of non-performing investment for improvement of quality of assets.

May Allah bless us with the best tawfeeq to accomplish His cherished tasks, make us successful in this world and in the life hereafter and forgive our mistakes.

Wassalamu Alaikum Wa Rahmatu Allahi Wa Barakatuhu.



Mufti Hafez Maulana Mohammad Muhibillahil Baqee Nadvi
Chairman, Shari'ah Supervisory Committee

Corporate Governance Practices

Corporate Governance refers to the policies and procedures applied by a company in attaining its set out objectives, its corporate goals, and its mission and vision. Corporate Governance promotes corporate fitness, transparency and accountability.

The ultimate control of Corporate Governance is vested on the Board of Directors. It entails the method applied by the Board to ensure execution of its directives in the desired way. Corporate Governance deals with the composition of the Board, role of Board, the framework of internal controls and the relationship between the Board and Shareholders.

Our Bank is giving utmost importance to the key parameters of corporate governance such as board system and its independence, function of board sub-committees, fair financial reporting, disclosure and compliance, and consistency of shareholders value enhancement. The Board of Directors and Management of our Bank ensures accountability, fairness and transparency in the company's relationship with all its stakeholders. Our Bank is committed to ensure that its policies and practices reflect the highest standards of corporate governance.

Proclamation to the Shareholders

Shareholders have the right to inspect the company's books and records or sue against the company for misdeeds of the directors and officers. Thus, the Bank, to protect shareholders right, holds Shareholders meeting with serving required notice in time as per regulations. Annual Report and other documents/information are sent to all shareholders to ensure their effective participation in the meetings in person or by proxy. The annual report of the Bank covers all the notes for current financial year, business performance, future plan and strategy and other key corporate information and disclosures. The Bank always shares a portion of its profit with shareholder in the form of dividend every year. Each shareholder is treated equally on the basis of one vote per share. The shareholders' role is to appoint the suitable directors and the auditors for the Bank.

Board of Directors

Board of Directors occupies the center stage of overall governance practice of The Premier Bank Limited and is responsible for establishing an appropriate governance structure in the Bank. Board of Directors of The Premier Bank Limited comprises of 12 (twelve) Members including 2 (two) Independent Directors in pursuance with respective regulatory requirements. All the Directors were elected by the shareholders of the company, in conformity with Bangladesh Bank guidelines and also the Articles of

Association of the Bank. Board is the apex body for strategy and policy formulations and for taking decisions on business, operational and financial matters besides ensuring compliance and risk management of the Bank.

The Board of Directors sits regularly throughout the year and exercises control over strategic, financial, operational, internal control and compliance issues. The Board charts the strategic direction of the Bank, takes part in strategy formulation, setting objectives, establishing and communicating corporate values and policy guidelines. The Board also monitors the Management's handling of business affairs within an agreed framework. Management of the Bank operates within the policies, guidance and limits approved by the Board to ensure good governance in the Bank.

Independent Directors

Independent directors are appointed by the Board and subsequently approved by BSEC, Bangladesh Bank and the shareholders in the AGM. It is mentionable that Bank has followed the criteria set in the Corporate Governance Code issued by Bangladesh Securities and Exchange Commission (BSEC) and Bangladesh Bank while appointing Independent Directors. Independent directors being conversant in the field of financial, regulatory and corporate laws enjoy full freedom to carry out their assigned responsibilities.

Ownership Composition

As on December 31st, 2021, the Sponsors & Directors of The Premier Bank Limited held 34.97 percent shares of total shares whereas the financial institutions, foreign and general Share-Holders are holding 17.88 percent, 1.95 percent and 45.20 percent shares respectively.

Composition	As of 31.12.2021		As of 31.12.2020	
	Number of Shares	% of total shares	Number of Shares	% of total shares
Sponsors & Directors	364,774,939	34.97	322,365,976	33.22
Financial Institutions	186,453,906	17.88	156,074,195	16.09
Foreign	20,334,639	1.95	22,194,505	2.29
General Public	471,507,243	45.20	469,663,675	48.40
Total	1,043,070,727	100%	970,298,351	100.00

Responsibilities and Authorities of the Board of Directors

The Board has ultimate responsibility for the bank's business strategy and financial soundness, internal control and governance structure and practices, and risk management and compliance obligations. The Board may delegate some of its functions, though not its responsibilities, to board committees where appropriate.

The Board ensures that the bank's organizational structure enables the Board and senior management to carry out their own responsibilities and facilitates effective decision making and good governance. This includes clearly laying out the key responsibilities and authorities of the Board itself, of the senior management and of those responsible for the control functions. The Board approves the bank's budget and business plan and reviews those on quarterly basis so as to give directions as per changing economic and market environment. The Board reviews the policies and manuals of the various segments of businesses in order to establish effective risk management in credit and other.

The roles and responsibilities of the Board of Directors under broad categories are outlined below (but not limited to) in compliance with Bangladesh Bank BRPD Circular No. 11 dated 27 October 2013:

- a. Work- planning and strategic management
- b. Credit and Risk Management
- c. Internal Control Management
- d. Human Resources Management and Development
- e. Financial Management
- f. Appointment of Managing Director & CEO
- g. Appointment of Independent Directors
- h. Appointment of Alternate Directors

Responsibilities of the Chairman of the Board of Directors

The Chairman of the Board is elected by the Directors. The Chairman's primary responsibility is to lead the Board, to ensure a common purpose and effectiveness as a group to uphold and promote high standards of integrity, probity and corporate governance.

The Chairman of the board of directors or chairman of any committee formed by the board or any director does not personally possess the jurisdiction to apply policy making or executive authority. He does not participate in or interfere into the administrative or operational and routine affairs of the bank. The Chairman steers the Board to ensure that it operates effectively and fully discharges its legal and regulatory responsibility.

The chairman may conduct on-site inspection of any bank-branch or financing activities under the purview of the oversight responsibilities of the board. He may call for any information relating to bank's operation or ask for investigation into any such affairs; he may submit such information or investigation report to the meeting of the board or the executive committee and if deemed necessary, with the approval of the board, he shall effect necessary action thereon in accordance with the set rules through the CEO.

Committees of the Board of Directors

The Board has formed three Committees viz Executive Committee, Audit Committee and Risk Management Committee as per requirement of BRPD Circular No. 11 dated 27.10.2013 in order to increase efficiency and allow deeper focus in specific areas. The Committees are created and mandated by the full Board. Committee has specified roles and responsibilities that set out in line with Bangladesh Bank, Bangladesh Securities Exchange Commission (BSEC) and other regulatory guidelines.

Executive Committee (EC)

The Executive Committee comprises of 7 (seven) members nominated by Board of Directors. All operational matters (Beyond delegation of the Managing Directors and complying with Bangladesh Bank's rules and regulations) including expenses etc., are within the discretion of Executive Committee. The EC is also authorized to sanction all types of credit facilities other than those specifically vested on the Board of Directors (i.e. large loan) through the Bank Companies Act- 1991 and any other rules & regulations. However, minutes of all EC meetings are submitted to the Board for review & ratification.

Audit Committee

Audit Committee consists of 4 (four) members of the Board of Directors in order to fulfilling its oversight responsibilities of the Board. The Committee reviews the financial reporting process, the system of internal control and management of financial risks, the audit process, and the bank's process for monitoring compliance with laws and regulations and its own code of business conduct. The roles and responsibilities of the Audit Committee are governed/guided by Bangladesh Bank's BRPD Circular 11 dated 27.10.2013 and BSEC's Notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03.06.2018.

Risk Management Committee (RMC)

The Risk Management Committee has been formed with 5 (five) members of the Board of Directors in order to mitigate impending risks arising out from strategies and policies formulated by the Board. The Committee also scrutinizes whether appropriate risk management measures are being put in place and applied and whether adequate capital and provision is being maintained against the risks identified.

Disclosure on Governance regarding meetings of the Board of Directors

The company conducts its Board meetings and records the minutes of the meetings as well as keeps required books and records in line with the provisions of the relevant Bangladesh

Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.

[As per condition No. 6]

Standards No.	Title/Issue of BSS	Compliance Status
BSS-1	Meetings of the Board of Directors	Complied
BSS-2	General Meetings	Complied
BSS-3	Minutes	Complied
BSS-4	Dividend	Complied

Management Committees & Delegation of Power

Management team of the Bank is headed by the Managing Director & CEO. There are several committees grouped into Senior Management Team (SMT), MANCOM, Credit Committee, Asset Liability Management Committee (ALCO), ICT Steering Committee, ICT Security Committee Integrity Committee and Purchase Committee etc. The Management Committee (MANCOM) is mainly responsible for recommending strategy and monitoring business performance and internal control of the bank and its subsidiaries. Management of the Bank has been empowered with appropriate finance and business decision making authorities as per the guidelines of Bangladesh Bank.

Responsibilities and Authorities of the Managing Director & CEO

The CEO of the Bank discharges the following roles and responsibilities:

- In terms of the financial, business and administrative authorities vested upon him by the board, the CEO discharges his own responsibilities. He remains accountable for achievement of financial and other business targets by means of business plan, efficient implementation thereof and prudent administrative and financial management.
- The CEO ensures compliance of the Bank Company Act, 1991 and other relevant laws and regulations in discharging routine functions of the bank.
- At the time of presenting any memorandum in the Board Meeting or Board Committee Meeting, the CEO informs, if there is any deviation from the Bank Company Act, 1991 and other relevant laws and regulations.
- The CEO reports to Bangladesh Bank about any violation of the Bank Company Act, 1991 or of other laws/regulations.

- The recruitment and promotion of all staff of the bank except those in the two tiers below him rests on the CEO. He acts in such cases in accordance with the approved service rules on the basis of the human resources policy and sanctioned strength of employees as approved by the board.
- The authority relating to transfer of and disciplinary measures against the staff, except those at two tiers below the CEO, rests on him, which he applies in accordance with the approved service rules. Besides, under the purview of the human resources policy as approved by the board, he nominates officers for training etc.

Performance Evaluation of the Managing Director & CEO of the Bank

Better performance is always expected from the Chief Executive Officer (CEO) of the Bank. Performance of the Managing Director & CEO is assessed based on certain Key Performance Indicators (KPIs). A few mentionable KPIs like meet annual budgetary targets approved by the Board, maximize shareholder's value measured through ROA, ROI, ROE, EPS, sustainable growth in investment and revenue earning, gradual reduction of the NPL ratio and improvement in the scores for CAMELS rating are expected by the Board of Directors from CEO of the Bank.

Distinct Position of Chairman and Managing Director

The functional responsibilities of the Chairman of the Board of Directors and the Managing Director & CEO are kept separate and independent of each other. The Chairman of the Bank is elected by the directors of the Bank and the CEO is being appointed by the Board of Directors subject to permission of Bangladesh Bank. Dr. H. B. M. Iqbal is the current Chairman of the Board of Directors and Mr. M. Reazul Karim, FCMA is the present Managing Director & CEO of the Bank.

Chief Financial Officer (CFO), Head of Internal Control & Compliance (ICC) and Company Secretary (CS)

The Board of Directors of the Bank appoints the Chief Financial Officer (CFO), The Head of Internal Control & Compliance (ICC) and the Company Secretary (CS) as per policy of the Bank and other regulatory laws and regulations. They have enough proficiency of knowledge in the respective field of their assignment.

External Auditor

The external auditors are appointed by the shareholders with the recommendation of the Board of Directors. External auditors cover sufficient number of Branches and Head Office as part of the annual audit program. They have also discussed with the Management and Audit Committee of the Board of Directors on various issues including Internal Control and Compliance issues. Suggestion of the auditors (if any) are given due consideration and are implemented by the Management. Before presenting to the shareholders, the report is reviewed by the Audit Committee and the Board.

Audits and Inspection by Bangladesh Bank

Bangladesh Bank has conducted the comprehensive inspection on Head Office and reports of some selected Branches based on 31 December 2021. Tripartite meeting among Bangladesh Bank, External Auditors and Management of the Bank has conducted for the finalization of the Annual Financial Statements.

Credit Rating Report

To improve the risk management process and corporate governance system of the Bank and to safeguard the interest of investors, depositors, creditors, shareholders & the Bank Management as a whole, Credit Rating of the Bank for the year 2020 was done by ARGUS Credit Rating Services Limited as per requirement of Bangladesh Bank's BRPD Circular No. 06 dated July 05, 2006.

ARGUS Credit Rating Services Limited has assigned 'AA+' (Double A plus) rating in the Long Term and 'ST-1' rating in the Short Term to The Premier Bank Limited in consideration of the financials as on 31st December 2020 and other relevant quantitative as well as qualitative information up to date of rating declaration on 30.06.2021.

Regulatory Compliance/ Disclosure

The Premier Bank Ltd. has been following related guidelines on submission of Quarterly, Half-yearly and Yearly Financial Statements and other statutory reports. Any significant development in the business is instantaneously disclosed through the adherence of proper rules/guidelines/ directive in the form of Price Sensitive Declarations.

The Premier Bank Ltd. publishes annual report, half-yearly report, quarterly financials, price sensitive information (PSI), notice of AGM and credit rating in newspapers and website as applicable for its stakeholders during the year 2021 to comply with Companies & Bank Companies Act, Circulars and instructions issued by Bangladesh Bank and Bangladesh Securities & Exchange Commission.

The Bank also ensures the submission of returns to regulatory bodies in full-compliance of the requirements and appropriate disclosures ensuring transparency and accountability. Board of Directors ensures adequate disclosures for the Shareholders and other stakeholders through the Annual Report or other specific disclosures, if required.

Bank's Accomplishments towards Corporate Governance

The Board of Directors always gives great significance to the constant improvement of Bank's strong corporate governance practices. The Bank conducts its business within a well-framed control supported by a bundle of policy statements, written procedures and control manuals. An all-inclusive code of conduct is adopted by the Board to provide a standard framework for directors and members of the Bank Management on integrated ethical conduct at office.

In regard to the best corporate practices, the Board exercises a high degree of intolerance to any instances of malpractice, misconduct, fraud and unethical behaviour with a clear adherence to laws, rules and regulations. The Board keeps an eye on performance trends and performance change against budget as closely as possible.

Compliance Checklist

Bangladesh Securities and Exchange Commission (BSEC) issued a Corporate Governance Code (Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June, 2018) for the Companies listed with the stock exchanges for ensuring corporate governance. The compliance status of the above notification has been presented in the annexure A, B and C of this report for information of all concerned.

Human Capital for corporate governance

"People are our most important asset". This transforming competitive advantage lay deep inside of our people of our Bank. Our core brand has always been our employees, appreciated for their passion to perform. For us, employees are the best brand. We do not offer our employees a job, we offer them a career.

We strongly believe that employees are required to work in a team to run a system smoothly and efficiently. Our efficient work force acted as the fundamental pillar to elevate the Bank at today's height of success and beyond. We are always concerned with upgrading our entire workforce to the next level of skill and efficiency through proper training and it's a continuous process. In line with its expansion plans, The Premier Bank plans to acquire talents from the market to meet the customers' ever-increasing demand and to support the ever changing business scenario.

HUMAN RESOURCES

Strategies set for the Human Resources Management is one of the key factors of enhancing the Bank's overall performance. The main function of HR is to enhance employee potential and utilize them properly towards achieving organizational goal. The Bank has already established a work environment for the employees where excellence and performance help them to explore their prospect. The Premier Bank has an inspiring culture for employees to perform meticulously and to achieve efficiency. Our policy on Human Resource Management is proactive. Our HR mission is to be the preferred workplace.

The Premier Bank believes that investment in human resource development is the key to continuous growth of the Bank. The Bank recruits people from all sections of the society, as it believes that competent human resources are vital for the growth and success of the Bank. The Bank is offering congenial working environment and a competitive compensation package. The management team of the Bank with their talent & skill has now been working for business excellence of the Bank with new pledge based on professionalism, team work, strong bondage of interpersonal relationship with good governance.

The new economies with increased global, regional and local competition coupled with socio-economic sensitivity have created enormous challenges in business. To cope with this challenges and changes, our strategic objective is to consolidate and strengthen our HR system & process including organizational development. In line with our objective, The Premier Bank organizational focus is to introduce developing the talent pool in leading the competitive business synergy, consolidate Key Performance Indicator (KPI) based performance management, re-design reward and recognition system linked to performance.

The triumph and all round growth of the Bank is an outcome of the synergy of various assets that the Bank possesses. One of the most vital of them being its Human asset – its people, which has enabled the Bank to cross through an all-encompassing growth trajectory. We took some initiatives to get the highest per employee productivity in the banking industry for upcoming years.

The initiatives being taken from HR for year 2021 but not limited to the following:

a) Organization Development & Process Improvement

1. Introducing HR Business Partner (HR BP) in the Bank: Human Resource is the most vital part of any organization. In order to align the goals of banking business with its employees, the methodology of HR as Business Partner is an unparalleled approach. HR

Business Partner is a modern concept where HR professionals serve a crucial role of a bank's business to align its overall agenda with its corporate objective. HR Business Partner (HRBP) model has been successfully implemented in our bank with Management's approval.

2. Introducing a systemic approach of learning for newly joined Trainee Junior Officers (TJO). A 100 working days 'On Job Training' plan is developed for each Trainee Junior Officer (TJO) to follow meticulously by the trainer/mentor/coach and trainee.
3. Employee's health & wellbeing: The Premier Bank Ltd. is always aware of employees' health & safety. Considering the current situation, Bank has appointed an in-house physician to examine employees, counsel them on their health, and prescribe general medicine or referral for hospitalization, where necessary.
4. Job/Task analysis of all Divisions/ Department/Units has been conducted to review employees' engagement as per job complexity, proper job distribution and manpower requirement.

b) Manpower Planning & Deployment

1. Periodic Health Check-up of the Branches (123 Branches) in all parameters to review the growth and contribution of each branch; and branch complexity measures, etc.
2. Manpower rationalization at Divisions/ Departments/ Units and Branches
3. Developed manpower planning for the year 2022
4. Number of employees recruited 455 including MTO/TJO/TJO(cash) & Support Staffs

c) Performance Management and Learning & Development

1. Conduct promotion interviews from SEO & above; and from EO & below are auto promoted subject to the performance.
2. Conduct training/workshop (in-house, external & online) in year 2021 to cover 1435 participation.
3. Developed in-house training plan for year 2022 with emphasis on core & behavioral competency.
4. Spent substantial hours of training for the development of the employees.

d) Human Resources Operation

1. Streamlining HR functional process (on going process)

2. Process mapping of all functions to reduce lead-time (on going process)
3. Transferred 412, including employees in the same work-station more than three years.

e) HRIS (Green HR Management)

1. Transform physical KPI to on-line KPI under green banking strategy.
2. Centralized Payroll system to reduce man-hour at branch level.
3. On-line leave application to reduce lead time.

Human Resource Development

1. Committed to maintain an equitable and consistent reward structure for employees and initiatives were taken to benchmark salaries of the employees in the industry.
2. Provided the Bank's workforce with essential information, training opportunities and resources, helping them to enhance their productivity and achieve new levels of professional success.
3. People engagement in their respective job grade in line with job complexity.
4. Enhance the managerial capacity of the executives based on identified leadership competencies.
5. Establish cross-functional teams as a means of development for high potential employees at all levels.
6. Maintain Effective management of the performance appraisal system and the variable incentive/bonus plan.

Employee Engagement

Various initiatives were formulated to keep employees motivated and engaged. The engagement initiatives were formulated with the objective of creating engagement of employees with the job, with their colleagues and with the organization. Different initiatives were implemented for improving employee – HR connect, focused employee communication and building loyalty, pride and commitment such as introduction of structured system of HR visits to Branches, Exit interviews, counseling etc.

Strategic Workforce Planning & Recruitment Drive

An optimal manpower mix is a prerequisite for the nourishment and growth of the business. Hence a strategic manpower planning model has been placed for estimating manpower needs by level, skills and by Branch/Division/Department/Unit. Initiative has also taken for strategic workforce planning for the next few years to feed into various HR interventions like recruitment planning, career progression, succession planning, vacancies and postings/deployment.

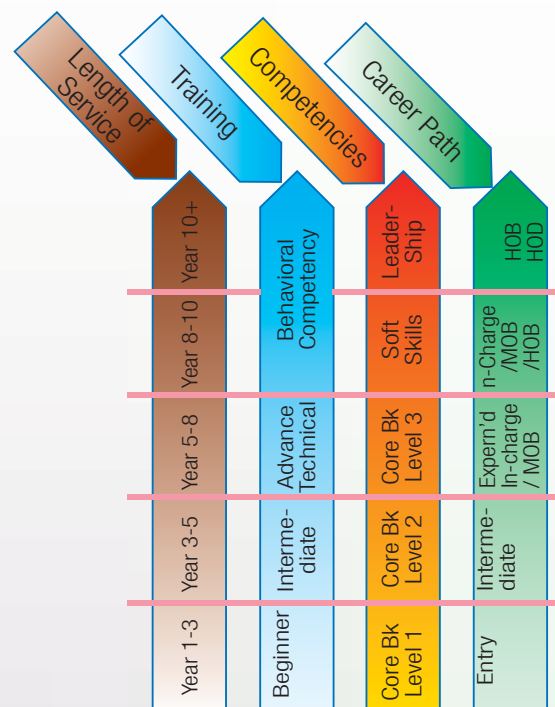
The Bank has a clearly defined Recruitment policy which steers the recruitment from different channels, hiring of larger numbers in view of the emerging requirements as projected by the strategic workforce planning. We always prefer to infuse fresh blood in the main stream of the Bank in the grade of MTO/PO/TJO.

Formulation of Talent Management System

Under the service excellence strategy, we identify the young potential leaders (talent pool) in the Bank to enable them to go to the critical leadership positions by filling up the foreseen leadership gaps in future, the Bank has taken a big stride of designing and implementing a well orchestrated Talent Management System. This system proactively identifies future potential leaders based on various criteria and also grooms them through a systematic developmental plan for each of the identified future leader.

Framework For Career Progression

Concentrated efforts have been taken by the Bank for fostering the career progression of employees primarily to reward them for their efforts and performance and also to motivate them further to climb up the corporate ladder and thereby fulfill both organizational as well as personal aspirations. The Bank not only provides opportunities for upward movement in the hierarchy but also ensures horizontal movement of Officers across different functions to provide them wider exposure and carve out a definite career path for them in the following manner:



Training & Development

The Premier Bank Learning & Talent Development Centre (LTDC) through its continuous training and development program acts as a catalyst in augmenting the competencies of employees and equipping them with right skills and knowledge for meeting ever changing business needs of customers in different segments.

Training has now emerged as a critical function in the organizational endeavor to compete and keep the workforce fit enough to take on the competition. The Premier Bank Learning & Talent Development Centre (LTDC) aligning with Human Resources Division is focusing on comprehensive grooming of employees' in key banking areas like credit, foreign exchange, GB etc. according to the individual competency gap. Apart from these, different soft skills training are being provided to the employees for future betterment of the career. With a view to encourage a culture of innovation across the organization, The Premier Bank, HR has taken the next leap in areas of e-Learning in reaching out to every single employee to develop a culture of learning.

Employee Motivation

The Premier Bank Ltd. believes in equal opportunity and maintains that employees are the driving force behind quality business growth. Main objective of the bank is to bring in competitive advantage through steady adaptation to best HR practices and by constantly mounting newer heights in human excellence and capability to cope up with changes in a work culture based on values and customer satisfaction. Internal communication among the employees is admirable. The Premier Bank endeavors to be honest and encourages fair practice for all employees to establish good corporate environment.

The Premier Bank Ltd. believes in paying competitive compensation package. To this end, The Premier Bank Practices a lucrative employee benefit package that includes provident fund, gratuity fund, incentive bonus, annual increment, special increment, promotion, reward, etc. to the eligible employees which are considered to be contributory for employee satisfaction and career growth. The Bank successfully developed a culture for its' employees a 'preferred work-place', which boost employee retention and reduced employees turnover 4% for consecutive last three (3) years.

Excellent Working Environment

We believe a supportive and diverse work environment is the key to attracting employees who are engaged and dedicated to business. Therefore, we aim to create a workplace which rewards individuals for their efforts, promotes work-life balance, and offers employees the opportunities to grow,

prosper and advance in their careers. That is why The Premier Bank offers competitive, performance-based compensation, a generous benefits program, and numerous employee assistance programs. The Bank has developed an energized work-place for its employees.

Performance Management

The Premier Bank Ltd. is solely depending on the contribution of its existing talents. From the year 2015, it has been using a real-life SMART KPI to evaluate the contribution of all individuals in a transparent manner to assess quantitative and qualitative performance.

An effective KPI should be SMART

- Specific;
- Measureable;
- Achievable;
- Realistic or Job Relevant;
- Containing Time-bound requirement.

The Premier Bank believes in a performance based management culture. We believe that all employees working with us must be evaluated in a fair and transparent manner and the performance management policy of the bank ensures this. KPI based performance management process is a collaborative partnership in which employees and their line managers establish performance goals to support both the company's business objectives and individual development. During 2021, all permanent staff has been assessed through their performance and all rating and records have been updated accordingly in employees' personal file. The performance measurement mechanism is developed to meet the following objectives:

- To reduce the number of decisions that are based solely on instinct and make decisions based on objectivity and facts.
- To quantify the achievement of goals by setting, monitoring and measuring against a standard or target. Focus on facts and see where individual improvement is/are needed.
- As individual initiative grows, it becomes more difficult to remain as close to the operational details as it is, in such case, KPI results can bring back to reality.
- Employees are clear about his/her obligations to deliver during the year and accordingly would be able to plan deliver of expectation
- Unbiased performance evaluation at the end of the year
- Job Knowledge and expertise, measured by both quality and quantity of work
- Identify the individual gap and accordingly arrange the training
- Identify the potential successor

Handling of Grievances

The bank has an open door policy when it comes to address urgent workplace issues or grievance, initiating immediate discussions with the concerned employees. We encourage employees at all levels to bring forward any grievances, so that we together can prevent small problems from becoming big issues or possibly formal disputes.

Promotion/Career Advancement

We are mindful of the need to keep employees at all levels of the organization motivated, providing them with opportunities to progress in their careers and receive promotions. The Potential for career advancement depends on employees' growth in their current roles and demonstrated ability to perform their duties at a level commensurate with the grade they aspire to.

To The Premier Bank, job enrichment (Promotion) of an employee solely depends on KPI result, individual contribution, and skills/competency development vis-à-vis considering the vacancy of the respective grade which collected from the manpower planning.

Transfer

Transfers Provide employees with valuable exposure to the full spectrum of the Bank's operations- and in some cases are used to limit the time spent in difficult postings. We do all that we can to reduce the inconvenience caused when employees must be transferred, because of business imperatives, to locations at a significant distance from their home stations. The following initiatives are taken into the consideration prior to transfer an employee:

1. Job portfolio and/or competency match
2. Job grade match
3. PAR of last two consecutive years review
4. Convenient location match
5. Education background check-up
6. Duration in present place check.

Other than some specialized positions, three years is the maximum length for a posting to a particular location. This helps to keep employees stimulated by new opportunities, free of the potential for complacency that can arise when a job becomes too familiar. As well bank believes that

employees receive horizon broadening exposure to various aspects of banking, enabling them to explore their full potential.

Compensation & Benefits

The Premier Bank is committed to maintaining an equitable and consistent pay structure to the employees'. Bank has its own compensation & benefit policies for its employees and designed the following for the convenience of all employees of the Bank:

- Competitive pay structure
- Employee house building Loan
- Executives' car loan
- Gratuity Scheme
- Employee Provident Fund etc.

Age Distribution

46% of staff members are aged Above 30 years to upto 40 years which signifies that The Premier Bank is in young, dynamic and capable.

Age Group	Male	Female	Total
Up to 30 years	429	91	520
Above 30 years to up to 40 years	840	212	1052
Above 40 years to up to 50 years	482	95	577
Above 50 years to up to 60 years	116	7	123
Above 60 years	14	0	14
Total	1,881	405	2,286
Percentage	82.28%	17.72%	100%

Gender Positioning

17.72% of the employees are female who are now actively working in The Premier Bank Limited. To empower female employees, The Premier Bank Limited took initiatives for recruiting more female employees in near future.

Gender Positioning by Executive and Non-Executive

Position	Male	Female	Total
Executive	225	11	236
Non-Executive	1,656	394	2,050

Male employees are in executive level which is around 96%. Comparatively, female employees holds 4%.

The Premier Bank Limited

Declaration by CEO and CFO

Annexure-A
[As per condition No. 1(5)(xxvi)]

Date: 28.03.2022

The Board of Directors
The Premier Bank Limited
Head office, Banani,
Dhaka-1213

Subject: **Declaration on Financial Statements for the year ended on December 31, 2021.**

Dear Sirs,

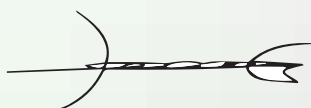
Pursuant to the condition No. 1(5) (xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- 1) The Financial Statements of The Premier Bank Limited for the year ended on December 31, 2021 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- 2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- 3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- 4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- 5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- 6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that: -

- i) We have reviewed the financial statements for the year ended on December 31, 2021 and that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,



Sayed Abul Hashem FCA, FCMA
DMD & Chief Financial Officer



M. Reazul Karim, FCMA
Managing Director & CEO

Annexure-B
[Certificate as per condition No. 1(5)(xxvii)]



Mahfel Huq & Co.

Chartered Accountants

The first registered accounting firm in independent Bangladesh



An independent member firm of AGN International

BGIC Tower (4th Floor)
34, Topkhana Road
Dhaka-1000, Bangladesh
Tel: +88-02-223351948, 223383143
Fax: +88-02-9571005
E-mail : info@mahfelhuq.com
Web: www.mahfelhuq.com

Report to the Shareholders of Premier Bank Limited on compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by Premier Bank Limited for the year ended on 31st December 2021. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018 of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the bank. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any conditions of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

- a) The bank has complied with the conditions of the Corporate Governance Code as stipulated in the above-mentioned Corporate Governance Code issued by the Commission except those mentioned in the statement of compliance status;
- b) The bank has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- c) Proper books and records have been kept by the bank as required under the Companies Act, 1994, the Securities Laws and other relevant laws;
- d) The Governance of the bank is satisfactory.

Dhaka, 11 April, 2022

Howlader Mahfel Huq, FCA
For and on behalf of Mahfel Huq & Co.
Chartered Accountants

Mahfel Huq & Co. is an independent member firm of AGN International, UK. AGN International is a worldwide association of separate and independent accounting and consulting firms. Each member of AGN operates under its own local or national name and remains autonomous.

Status on Compliance of Corporate Governance Code

Status of Compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June, 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put \checkmark in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	Board of Directors			
1(1)	Size of the Board of Directors: The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not to be less than 5 (five) and more than 20 (twenty).	\checkmark		
1(2)	Independent Directors			
1(2)(a)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);		\checkmark	
1(2)(b)(i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	\checkmark		
1(2)(b)(ii)	Who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company;	\checkmark		
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2(two) financial years;	\checkmark		
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	\checkmark		
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director, or officer of any stock exchange;	\checkmark		
1(2)(b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	\checkmark		
1(2)(b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	\checkmark		
1(2)(b)(viii)	Who is not independent director in more than 5 (five) listed Companies;	\checkmark		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(2)(b)(ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBF); and	✓		
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude?	✓		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	✓		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90(ninety) days; and	✓		
1(2)(e)	The tenure of office of an independent director shall be for a period of 3(three) years, which may be extended for 1(one) tenure only.	✓		
1(3)	Qualification of Independent Director:			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirement and corporate laws and can make meaningful contribution to business;	✓		
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or	-		N/A
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk.100.00 million or of a listed company; or	✓		
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law; or	✓		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	-		N/A
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	-		N/A
1(3)(c)	The independent director(s) shall have at least 10(ten) years of experiences in any field mentioned in clause (b);	✓		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(4)	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer:			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	✓		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the nonexecutive directors of the company;	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/ or Chief Executive officer;	✓		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	-		Not required in the year of 2021
1(5)	The Directors' Report to the Shareholders:			
1(5)(i)	An industry outlook and possible future developments in the industry;	✓		
1(5)(ii)	The Segment-wise or product-wise performance;	✓		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		
1(5)(v)	A discussion on continuity of any extraordinary activities and their Implications (gain or loss);	The Bank does not have such gain or loss		
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or through any other instruments;	Not Applicable		
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc;	Not Applicable		
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial Performance and Annual Financial Statements;	Not Applicable		
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	✓		
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		
1(5)(xvii)	A statement that there is no Significant doubt upon the issuer company's ability to continue as going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	✓		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	Not Applicable		
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	Not Applicable		
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	✓		
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name -wise details);	✓		
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance their spouses and minor children (name- wise details);	✓		
1(5)(xxiii)(c)	Executives; and	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more votes interest in the company (name-wise details).	✓		
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:			
1(5)(xxiv)(a)	a brief resume of the director	✓		
1(5)(xxiv)(b)	nature of his/her expertise in specific functional areas;	✓		
1(5)(xxiv)(c)	names of companies in which the person also holds the directorship and the membership of committees of the board.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xxv)	A management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in financial statements, among others, focusing on:			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	✓		
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	✓		
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓		
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	✓		
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and	✓		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C.	✓		
1(6)	Meetings of the Board of Directors: The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC), for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	-		Not Applicable
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company;	-		Not Applicable
2	Governance of Board of Directors of Subsidiary Company:			

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	√		
2(b)	At least 1 (one) independent director of the Board of the holding company shall be a director on the Board of the subsidiary company;	√		
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.	√		
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	√		
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	√		
3.	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary(CS):			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	√		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
3(2)	Requirement to attend Board of Director's Meetings: The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board.	√		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:			
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	√		
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent illegal or violation of the code of conduct for the company's Board or its member;	✓		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		
4.	Board of Director's Committee: For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4(i)	Audit Committee;	✓		
4(ii)	Nomination and Remuneration Committee	-		Not Applicable
5.	Audit Committee: Responsibility to the Board of Directors			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	✓		
5(1)(b)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5(2)	Constitution of the Audit Committee:			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		
5(2)(b)	The Board shall appoint members of the audit committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1(one) independent director;	✓		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10(ten) years of such experience;	✓		
5(2)(d)	When the term of service of any Committee members expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	✓		
5(2)(e)	The company secretary shall act as the secretary of the Committee.	✓		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
5(3)	Chairperson of the Audit Committee			
5(3)(a)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an Independent director;	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(3)(b)	In the absence of the Chairperson of the audit committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No.5(4)(b) and the reason of absence of the regular chairperson shall be duly recorded in the minutes.	✓		Not required in the year 2021
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	✓		
5(4)	Meetings of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year;	✓		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		
5(5)	Role of the Audit Committee: The Audit Committee shall-			
5(5)(a)	Oversee the financial reporting process;	✓		
5(5)(b)	Monitor choice of accounting policies and principles;	✓		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance plan and review of the Internal Audit and Compliance Report;	✓		
5(5)(d)	Oversee hiring and performance of external auditors.	✓		
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		
5(5)(f)	Review along with the management, the annual financial statements before submission to the board for approval;	✓		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval;	✓		
5(5)(h)	Review the adequacy of internal audit function;	✓		
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		
5(5)(j)	Review statement of all related party transactions submitted by the management;	✓		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.	✓		
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	✓		
5(5)(m)	Oversee whether the proceeds raised through Initial public Offering(IPO) or Repeat public Offering(RPO) or Rights Share offer have been utilized as per the purpose stated in relevant offer document or prospectus approved by the Commission:	✓		
5(6)	Reporting of the Audit Committee:			
5(6)(a)(i)	Reporting to the Board of Directors: The Audit Committee shall report on its activities to the Board.	✓		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:			
5(6)(a)(ii)(a)	report on conflicts of interests;	No such variances occurred and accordingly not reported.		
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements; control system;	√		
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	No such variances occurred and accordingly not reported.		
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately	√		
5(6)(b)	Reporting to the Authorities: If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	No such matters to report		
5(7)	Reporting to the Shareholders and General Investors: Report on activities carried out by the Audit Committee, including any report made to the Board under condition 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		
6(1)	Nomination and remuneration Committee (NRC): Responsibility to the Board of Directors	Not applicable (Letter: BRPD (R-1) 717/2021-5064 dated: June 16, 2021)		
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	-		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	-		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	-		
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	-		
6(2)(b)	All member of the Committee shall be non-executive directors;	-		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	-		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	-		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	-		
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;	-		
6(2)(g)	The company secretary shall act as the secretary of the Committee;	-		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	-		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	-		
6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall select 1(one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	-		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	-		
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	-		
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	-		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	-		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	-		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	-		
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	-		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	-		
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	-		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	-		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	-		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	-		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	-		
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	-		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	-		
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	-		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	-		
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	-		
7(1)	External or Statutory Auditors: The issuer shall not engage its external or statutory auditors to perform the following services of the company, namely:			
7(1) (i)	Appraisal or valuation services or fairness opinions;	✓		
7(1) (ii)	Financial information system design and implementation;	✓		
7(1) (iii)	Book-keeping or other services related to the accounting records or financial statement;	✓		
7(1)(iv)	Broker - dealer services;	✓		
7(1)(v)	Actuarial services;	✓		
7(1)(vi)	Internal audit services or special audit services	✓		
7 (1)(vii)	Any services that the Audit Committee determines.	✓		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1);	✓		
7(1)(ix)	Any other service that creates conflict of interest	✓		
7(2)	No Partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company;	✓		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General meeting or Extraordinary General Meeting) to answer the queries of the shareholders	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
8.	Maintaining a website by the Company:			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	✓		
8(2)	The company shall keep the website functional from the date of listing.	✓		
8(3)	The company shall make available the detailed disclosures on its website as required under the regulations of the concerned stock exchange(s)	✓		
9.	Reporting and Compliance of Corporate Governance:			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the Shareholders in the annual general meeting.	✓		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	✓		

Meetings of the Board of Directors held during the Year-2021 and their attendance

Name of the Directors	Status	No. of Meetings held	No. of Attendance	Remarks
Dr. H. B. M. Iqbal	Chairman	17	17	The Board has granted leave of absence against the absentee directors of the meeting.
Mr. Moin Iqbal	Vice Chairman		17	
Mr. B. H. Haroon, MP	Director		14	
Mr. Abdus Salam Murshedy, MP	Director		15	
Mr. Mohammad Imran Iqbal	Director		15	
Mr. Shafiqur Rahman	Director		17	
Mr. Jamal G Ahmed	Director		17	
Mr. Nahyan Haroon	Director		14	
Mrs. Shaila Shelley Khan	Director		14	
Mr. Yeh Cheng Min*	Director		12	
Mr. Chowdhury Jafarullah Sharafat (Till - 08.12.2021)	Independent Director		4	
Mr. Naba Gopal Banik	Independent Director		17	

*Attended through Alternate Director Mr. A. H. M. Ferdous in Board Meeting.

Pattern of Shareholding

The Pattern of Shareholding of The Premier Bank Limited as on December 31, 2021 as per BSEC's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June, 2018:

- a) Shareholding by Parent/Subsidiary/Associated Companies and other related parties : Nil
- b) Shares held by Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their Spouses and Minor Children are as follows :

i. Shares held by Directors and their Spouses

Sl.	Name of Directors	Status	No. of Shares	Name of Spouses	No. of Shares
1.	Dr. H. B. M. Iqbal	Chairman	40,147,009	Dr. Momtaz Begum	22,434,058
2.	Mr. Moin Iqbal	Vice Chairman	20,862,485	Mrs. Yasna Pooja Iqbal	Nil
3.	Mr. B. H. Haroon, MP	Director	20,867,198	Mrs. Monira Haroon	Nil
4.	Mr. Abdus Salam Murshedy, MP	Director	43,924,134	Mrs. Sharmin Salam	1,009,676
5.	Mr. Mohammad Imran Iqbal	Director	20,862,399	Mrs. Zara Ali	Nil
6.	Mr. Shafiqur Rahman	Director	20,870,622	Mrs. Amena Rahman	Nil
7.	Mr. Jamal G Ahmed	Director	52,153,453	Mrs. Nawrin Iqbal	Nil
8.	Mr. Nahyan Haroon	Director	21,434,963	Mrs. Faiqah Chowdhury	
9.	Mrs. Shaila Shelley Khan	Director	52,136,132	Mr. H.B.M. Zahidur Rahman	Nil
10.	Mr. Yeh Cheng Min	Director	28,119,943	Mdm. Chang Ming Wei	Nil
11.	Mr. Chowdhury Jafarullah Sharafat (Till - 08.12.2021)	Independent Director	Nil	Mrs. Syeda Gulshanara	Nil
12.	Mr. Naba Gopal Banik	Independent Director	Nil	Dr. Kanchan Chowdhury	Nil

ii. Shares held by

Sl. No.	Name	Status	Shareholding as of 31.12.2021
1.	Mr. M. Reazul Karim, FCMA	Managing Director & CEO	Nil
2.	Mr. Sayed Abul Hashem FCA, FCMA	Chief Financial Officer	Nil
3.	Mr. Md. Anwar Hossain	Incharge of Internal Control & Compliance	Nil
4.	Mr. Mohammad Akram Hossain, FCS	Company Secretary	Nil
Spouses/minor children of the above Executives			Nil

- c) Shareholding by Executives (Top five salaried employees of the Bank) : Nil
- d) Shareholders holding ten percent (10%) or more voting interest in the company : Nil