

Corporate Governance Practice in the Bank

Corporate Governance refers to the structure and process for the direction and control of the companies. This is the framework of rules and practices by which a Board of Directors ensures accountability, fairness, and transparency in the Institution's relationship with its all stakeholders (financiers, customers, management, employees, government, and the community). In essence, the exact structure of the corporate governance will determine what rights, responsibilities, and privileges to be extended to each of the corporate participants, and to what extent each participant may enjoy those rights.

The Premier Bank Limited has continued to practice on good corporate governance at all levels since its inception. It enables the Bank to establish professionalism together with trust and confidence among the interested parties, builds capacity to operate business efficiently and creates a congenial working environment inevitable to meet the challenges of the present competitive business arena. Bank has drawn clear border line function for each to ensure corporate governance.

Position of the Shareholders

The right of the shareholders include (i) the ability to transfer shares freely (b) to have access to financial and other relevant information about the organization on regular and timely basis (c) the ability to effectively participate in shareholder meetings (d) appoint the Directors and Auditors (e) equitable treatment relating to the type of shares owned.

The shares of the Bank can be freely traded/transferred through the Dhaka and Chittagong Stock Exchanges subject to compliance of Insider Trading Rules, 1995 of Dhaka Stock Exchange. The Bank 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. All required information is also available in the website of the Bank. All shareholders are treated equally on the basis of one vote per share. The Bank always shares a portion of its profit with shareholder in the form of dividend every year.

The Board of Directors adopts a public disclosure policy to assist the timely and accurate disclosure of material information in accordance with the requirements as set out in legislation and in the rules and regulations of BSEC, DSE, CSE and other applicable laws conducive to efficient capital activities.

Position of the Board

The Board of Directors has the responsibility for overall governance of The Premier Bank Limited. The Board makes it sure that the Bank establishes high ethical standards at all level of operations and regularly reviews the Bank's compliance with regard to corporate governance set by Bangladesh Bank and Bangladesh Securities & Exchange Commission (BSEC). The Board takes cognizance of good corporate governance practice as a core ingredient in the creation of sustainable shareholder value and protecting the interests of all stakeholders.

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. In brief, the overall affairs and performance of the Bank comprise the ultimate accountability of the Board of Directors.

The Board is currently comprised of 12 Non-Executive Directors lead by the Chairman. The Chairman steers the Board to ensure that it operates effectively and fully discharges its legal and regulatory responsibility. There is a specific line of control between the Chairman and the Managing Director exercised by different persons. The members of the Board of Directors are elected in the general (ordinary) meeting of the shareholders by a simple majority of valid votes. The nominees for directorship are to meet certain 'fit and proper' criteria pursuant to rules and regulations of Bangladesh Bank.

The Responsibilities and Authorities of the Board of Directors:

1. Work-planning and strategic management:

- i. The Board determine the objectives and goals and chalk out strategies and work-plans on annual basis. The Board analyze/monitor at quarterly rests the development of implementation of the work-plans.
- ii. The Board have its analytical review incorporated in the Annual Report as regard the success/failure in achieving the business and other targets as set out in its annual work-plan and apprise the shareholders of its opinions/recommendations on future plans and strategies. The Board also set out the Key Performance Indicator(s) for the Managing Director and Other Senior Executives of the Bank and evaluate on regular basis.

2. Lending and risk management:

- i. The policies, strategies, procedures etc. in respect of appraisal of loan/investment proposal, sanction, disbursement, recovery, rescheduling and write-off thereof are made with the board's approval under the purview of the existing laws, rules and regulations. The board distribute the power of sanction of loan/investment and such distributions are made among the CEO and his subordinate executives as much as possible. No directors, however, interfere, directly or indirectly, into the process of loan approval.
- ii. The Board frame policies for risk management and get them complied with and monitor at quarterly rests the compliance thereof.

3. Internal control management:

The Board is vigilant on the internal control system of the bank in order to attain and maintain satisfactory qualitative standard of its loan/investment portfolio. It review at quarterly rests the reports submitted by its audit committee regarding compliance of recommendations made in internal and external audit reports and the Bangladesh Bank inspection reports.

4. Human resources management and development:

- i. Policies relating to recruitment, promotion, transfer, disciplinary and punitive measures, human resources development etc. and service rules shall be framed and approved by the board. Recruitment and promotion to the immediate two tiers below the CEO has been under the discretion of the board and Such recruitment and promotion is carried out complying with the service rules i.e., policies for recruitment and promotion.
- ii. The board shall focus its special attention to the development of skills of bank's staff in different fields of its business activities. The board get these programs incorporated in its annual work plan.

5. Financial management:

- i. The annual budget and the statutory financial statements are prepared with the approval of the board. The Board review/monitor the positions in respect of bank's income, expenditure, liquidity, non-performing asset, capital base and adequacy, maintenance of loan loss provision and steps taken for recovery of defaulted loans including legal measures on quarterly basis.
- ii. The policies and procedures for bank's purchase and procurement activities have been formulated by the Board of Directors and power for making such expenditures has been distributed. The maximum possible delegation of such power has been under delegation of the CEO and his subordinates. The decision on matters relating to infrastructure development and purchase of land, building, vehicles etc. for the purpose of bank's business is adopted with the approval of the board.

6. Formation of supporting committees:

There is no committee or sub-committee of the board other than the Executive Committee, the Audit Committee and Risk Management Committee. No alternate director has been included in these committees. The Board entrusted the Executive Committee (EC) to dispose of important matters on urgent basis with recommendation of the Management and Board Audit Committee (BAC) to oversee internal control and the risk management framework with a view to reinforcing internal and external audit activities.

Responsibilities of the Chairman of the Board of Directors:

- a. The Chairman does not personally possess the jurisdiction to apply policymaking or executive authority and never participate in or interfere into the administrative or operational and routine affairs of the bank.
- b. The Chairman steers the Board to ensure that it operates effectively and fully discharges its legal and regulatory responsibility.

Position of Executive Committee (EC)

An Executive Committee consisting of 6 members of the Board is authorized to approve specific credits, operational issues. The EC also reviews budgets, plans and major organizational changes for final submission to Board for a complete review and approval.

Position of Board Audit Committee (BAC)

A separate Board Audit Committee is in place to oversee internal control and the risk management framework with a view to reinforcing internal and external audit activities. Independent Director had been included in the Audit Committee in compliance with corporate governance rules of BSEC.

The Board Audit Committee is the helping hand of the Board of Directors and Executive Committee to fulfill their responsibilities such as to set objectives, strategies and overall business plans for effective functioning of the Bank. The committee reviews the financial reporting process, the system of internal control, Management Information System, Management of Risks, the Bangladesh Bank and Internal Audit Reports and Audit process and Compliance with laws and regulations and bank's own code of business conduct. The Committee also helps the Management to perform better to achieve the objectives set by the Board. During the year 2015, the Board Audit Committee conducted 25 meetings.

A report by the Board Audit Committee setting out the manner of Corporate Governance Compliance by the Bank during the year 2015 is included in the Annual Report on pages 90-91.

Risk Management Committee

As per stipulation of section 15(kha) of the Banking Companies Act, 1991, bank has constituted a Risk Management Committee comprising of 4 (four) members of the Board of Directors. The committee is headed by Chairman of the Board of Directors. The Committee plays effective role in minimizing probable and emerging risks in implementing the policies and strategies formulated by bank's Board of Directors and perform the responsibility of the Board of Directors in this regard.

Shariah Supervisory Committee

There are 13 members in Shariah Supervisory Committee out of which 8 members are from renowned Islamic Scholars, Ulama, Faqih, Banker, Lawyer, Economist and 5 members are Ex-officio and one Executive of the Bank acts as the Member Secretary as per bye-laws of Shariah Supervisory Committee to look after the activities of Islamic Banking Operation of the Bank and provides proper guidance in various banking issues.

Management Committees

In a bid to ensure smooth operation, risk management and continuous monitoring, there are several committees comprising competent members from the Management of the Bank. The main committees are grouped into MANCOM, ICT Steering Committee, Credit Committee, Asset Liability Management Committee (ALCO) and Integrity Committee etc. In the Management team, the Managing Director is assisted by Additional Managing Director, Deputy Managing Directors, SEVPs, EVPs, SVPs, VPs, FVPs and other executives of different status. The day-to-day banking operations are handled by these top ranking professionals with modern banking expertise and experience in their respective fields. The Head Office Management Committee (MANCOM) scrutinizes all the cases thoroughly before referring to Executive Committee/Board for due approval or decision. Besides, the Premier Bank has introduced "Branch Management Committee" in all Branches with an objective to ensure better control and smooth operation of the Branches. These two measures have brought dynamism, involvement and fast decision making process both at Head Office and at Branches.

Responsibilities and authorities of the Managing Director:

- a. In terms of the financial, business and administrative authorities vested upon him by the board, the Managing Director 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.
- b. The Managing Director ensures compliance of the Bank Companies Act, 1991 and/or other relevant laws and regulations in discharge of routine functions of the bank.
- c. The Managing Director includes information on violation of any law, rules, regulation including Bank Company Act, 1991 while presenting memos before the Board or the committee formed by the board.
- d. The Managing Director provides all sorts of information to Bangladesh Bank about the violation of Banking Companies Act, 1991 and/ or any violation of Laws, rules and regulations.
- e. The recruitment and promotion of all staff of the bank except those in the two tiers below him shall rest on The Managing Director. Under the purview of the human resources policy as approved by the board, The Managing Director nominates officers for training etc.

Bank's Activities towards Corporate Governance

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. As is often known as primary governing body, the Board of Directors always attaches great significance to constant improvement of Bank's strong corporate governance practices.

The business performance of the Bank has been made a practice for regular reporting to the Board of Directors. The Board keeps an eye on performance trends and performance change against budget as closely as possible.

It is the Bank's convincing belief that high standards of corporate governance are an effective contribution to the upgrading shareholders' value over the long-term. A high degree of confidence in our institution is now perceived by our customers, counterparts, shareholders, regulators, employees and rating agencies. More to our credit are appropriate balance between long term growth and short- term objectives, sound portfolio of assets, stable customer base, income diversity and the where-withal to counter economic cycles and uncertainties. In deference 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.

Summary of Bank's adherence with the Instructions and Guidelines issued by the Bangladesh Bank and Bangladesh Securities and Exchange Commission (BSEC) in respect of Corporate Governance Practices:

1. There is specific demarcation of responsibilities & authorities among the board of directors, its chairman and Managing Director in respect of overall financial, operational & administrative policymaking and executive affairs as per guidelines of Bangladesh Bank and other regulatory bodies.
2. The Board delegated financial and business power to the Management as per guidelines of Bangladesh Bank.
3. The position of the Chairman of the Board and the Managing Director of the Company are filled by different individuals.
4. Independent Director has been appointed and his effective representation in the Board of Directors has been ensured. The appointment to be approved by the Shareholders in the AGM. All terms, conditions of appointment and qualifications of Independent Director has been complied meticulously as per guidelines of BSEC.
5. Chief Financial Officer (CFO), Head of internal Audit and Company Secretary has been appointed with clearly defined respective roles, responsibilities and duties as per guidelines of BSEC.
6. A Statement of Directors' Responsibility on page 94 of this Annual Report provided details on compliance measures.

The Bangladesh Securities and Exchange Commission notification No. SEC/CMRRCD /2006-158/134/Admin/44 dated 07.08.2012 has been complied for ensuring corporate governance in the Company. The compliance status of the above notification has been presented in the annexure 01, 02 and 03 of this report for information of all concerned.

Status on Compliance of Corporate Governance Guidelines

Status of Compliance with the conditions imposed by the Securities and Exchange Commission's Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated August 07, 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under condition no. 7 of the above notification)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Explanation for non-compliance with the condition
		Complied	Not Complied	
1.0	Board of Directors			
1.1	Board's Size:			
	Board members should be not less than 5 (five) and more than 20 (twenty)	✓		
1.2	Independent Directors			
	(i) At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors.	✓		
	(ii) a) Independent directors do not hold any share or hold less than one percent (1%) shares.	✓		
	(ii) b) Who is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship.	✓		
	(ii) c) Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies.	✓		
	(ii) d) Who is not a member, director or officer of any stock exchange.	✓		
	(ii) e) Who is not a shareholder, director or officer of any member of stock exchange or an intermediary of the capital market.	✓		
	(ii) f) Who is not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm.	✓		
	(ii) g) Who shall not be an independent director in more than 3 (three) listed companies.	✓		
	(ii) h) Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBFI).	✓		
	(ii) i) Who has not been convicted for a criminal offence involving moral turpitude.	✓		
	(iii) The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	✓		Out of two Independent Directors one is done and one to be done in the 17th AGM

(iv)	The post of independent director(s) can not remain vacant for more than 90 (ninety) days.		√	The post of one independent director was vacant for more than 3 (three) months.
(v)	The Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded.	√		
(vi)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.	√		
1.3	Qualification of Independent Director (ID)			
(i)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	√		
(ii)	The independent director must have at least 12 (twelve) years of corporate management / professional experiences.	√		
(iii)	In special cases the above qualifications may be relaxed subject to prior approval of the Commission.		N/A	
1.4	Chairman of the Board and Chief Executive Officer			
	The positions of the Chairman of the Board and the Chief Executive Officer of the companies shall be filled by different individuals.	√		
1.5	The Directors' Report to Shareholders			
(i)	Industry outlook and possible future developments in the industry.	√		
(ii)	Segment-wise or product-wise performance.	√		
(iii)	Risks and concerns.	√		
(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	√		
(v)	Discussion on continuity of any Extra-Ordinary gain or loss.		N/A	
(vi)	Basis for related party transactions- a statement of all related party transactions should be disclosed in the annual report.	√		
(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.		N/A	
(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing, etc.		N/A	
(ix)	If significant variance occurs between Quarterly Financial performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.		N/A	
(x)	Remuneration to directors including independent directors.	√		
(xi)	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.	√		

(xii)	Proper books of account of the issuer company have been maintained.	√		
(xiii)	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.	√		
(xiv)	International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.	√		
(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	√		
(xvi)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed.	√		
(xvii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	√		
(xviii)	Key operating and financial data of at least preceding 5 (five) years shall be summarized.	√		
(xix)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given.		N/A	
(xx)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	√		
(xxi)	The pattern of shareholding shall be reported to disclose the aggregate number of shares (along with name wise details where stated below) held by:			
(xxi) a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details);	√		
(xxi) b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details).	√		
(xxi) c)	Executives (top five salaried employees of the company, other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit).	√		
(xxi) d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details).	√		
(xxii)	In case of the appointment/re-appointment of a director the company shall disclose the following information to the shareholders:			
(xxii) a)	A brief resume of the director.	√		

	(xxii) b)	Nature of his/her expertise in specific functional areas;	√		
	(xxii) c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	√		
2.0	Chief Financial Officer (CFO), Head of Internal Audit and Company Secretary (CS)				
2.1	Appointment: The company shall appoint a Chief Financial Officer (CFO), a Head of Internal Audit (Internal Control and Compliance) and a Company Secretary (CS). The Board of Directors should clearly define respective roles, responsibilities and duties of the CFO, the Head of Internal Audit and the CS.		√		
2.2	The CFO and the Company Secretary of the companies shall attend the meetings of the Board of Directors.		√		
3.0	Audit Committee				
	(i)	The company shall have an Audit Committee as a sub-committee of the Board of Directors.	√		
	(ii)	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.	√		
	(iii)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing.	√		
3.1	Constitution of the Audit Committee				
	(i)	The Audit Committee shall be composed of at least 3 (three) members.	√		
	(ii)	The Board of Directors shall appoint members of the Audit Committee who shall be directors of the company and shall include at least 1 (one) independent director.	√		
	(iii)	All members of the audit committee should be “financially literate” and at least 1 (one) member shall have accounting or related financial management experience.	√		
	(iv)	No vacancy of the Committee members for more than one month.	√		
	(v)	The company secretary shall act as the secretary of the Committee.	√		
	(vi)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
3.2	Chairman of the Audit Committee				
	(i)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairman of the Audit Committee, who shall be an independent director.	√		
	(ii)	Chairman of the audit committee shall remain present in the Annual General Meeting (AGM).	√		
3.3	Role of Audit Committee				
	(i)	Oversee the financial reporting process.	√		

	(ii)	Monitor choice of accounting policies and principles.	√		
	(iii)	Monitor Internal Control Risk management process.	√		
	(iv)	Oversee hiring and performance of external auditors.	√		
	(v)	Review along with the management, the annual financial statements before submission to the board for approval.	√		
	(vi)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval.	√		
	(vii)	Review the adequacy of internal audit function.	√		
	(viii)	Review statement of significant related party transactions submitted by the management.	√		
	(ix)	Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors.	√		
	(x)	When money is raised through Initial Public Offering (IPO)/Repeat Public Offering (RPO)/Rights Issue the company shall disclose to the Audit Committee.	√		
3.4	Reporting of the Audit Committee				
3.4.1	Reporting to the Board of Directors				
	(i)	The Audit Committee shall report on its activities to the Board of Directors.	√		
	(ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:			
	(ii) a)	Report on conflicts of interests.			No such matter to report
	(ii) b)	Suspected or presumed fraud or irregularity or material defect in the internal control system;	√		
	(ii) c)	Suspected infringement of laws, including securities related laws, rules and regulations;			No such matter to report
	(ii) d)	Any other matter which shall be disclosed to the Board of Directors immediately.	√		
3.4.2	Reporting of anything having material financial impact to the Commission			N/A	
3.5	Reporting to the Shareholders and General Investors		√		
4.00	External/Statutory Auditors				
	(i)	Appraisal or valuation services or fairness opinions.	√		
	(ii)	Financial information systems design and implementation.	√		
	(iii)	Book-keeping or other services related to the accounting records or financial statements.	√		
	(iv)	Broker-dealer services.		N/A	
	(v)	Actuarial services.		N/A	
	(vi)	Internal audit services.	√		
	(vii)	Any other service that the Audit Committee determines.	√		

	(viii)	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.	√		
	(ix)	Audit/Certification services on compliances of corporate governance as required under clause (i) of Condition no. 7	√		
5.0	Subsidiary Company				
	(i)	Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.	√		
	(ii)	At least 1 (one) independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.		√	Inclusion of Independent Director from holding Company in the Board of subsidiary Company is under process.
	(iii)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.	√		
	(iv)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also.	√		
	(v)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	√		
6.0	Duties of Chief Executive Officer (CEO) and Chief Financial Officer (CFO)				
	(i)	They have reviewed financial statements for the year and that to the best of their knowledge and belief:	√		
	(i) a)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	√		
	(i) b)	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.	√		
	(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 violation of the company's code of conduct.	√		
7.0	Reporting and Compliance of Corporate Governance				
	(i)	The company shall obtain a certificate from a practicing Professional Accountant/Secretary (Chartered Accountant/Cost and Management Accountant/Chartered Secretary) regarding compliance of conditions of Corporate Governance Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on a yearly basis.	√		
	(ii)	The directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions.	√		

Meetings of the Board of Directors of The Premier Bank Limited Held During the Year-2015.

Board of Directors:

Name of the Directors	Status	No. of Meeting	No. of Attendance	% of Attendance
Dr. H. B. M. Iqbal	Chairman	21	21	100.00
Mr. Mohammad Imran Iqbal	Vice Chairman		16	76.19
Mr. B. H. Haroon, MP	Director		20	95.24
Mr. Abdus Salam Murshedy	Director		21	100.00
Mr. Shafiqur Rahman	Director		20	95.24
Mr. Shah Md. Nahyan Haroon	Director		12	57.14
Mrs. Shaila Shelly Khan	Director		19	90.48
Mr. Yeh Cheng Min*	Director		5*	23.81
Mrs. Fauzia Rekza Banu	Director		0	0
Mr. Arif Alam	Director		7	33.33
Mrs. Faiza Rahman	Independent Director		20	95.24
Mr. Chowdhury Jafarullah Sharafat (Since 09.12.2015)	Independent Director		0	0
Mr. Khondker Fazle Rashid	Managing Director		17	80.95

*Attended through Alternate Director in Board Meeting.

Pattern of Shareholding

Annexure 02

The Pattern of Shareholding of The Premier Bank Limited as on December 31, 2015 as per SEC's Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012:

- 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 :

Status as of December 31, 2015:

- 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	23,866,174	Dr. Momtaz Begum	-
2.	Mr. Mohammad Imran Iqbal	Vice Chairman	12,402,061	Mrs. Zara Ali-	-
3.	Mr. B. H. Haroon, MP	Director	12,404,917	Mrs. Monira Haroon	-
4.	Mr. Abdus Salam Murshedy	Director	26,111,558	Mrs. Sharmin Salam	2,231,115
5.	Mr. Shafiqur Rahman	Director	12,406,950	Mrs. Amena Rahman	-
6.	Mr. Shah Md. Nahyan Haroon	Director	12,405,072	Mrs. Faiqah Chowdhury	-
7.	Mrs. Shaila Shelly Khan	Director	30,993,340	Mr. H.B.M. Zahidur Rahman	-
8.	Mr. Yeh Cheng Min	Director	18,620,798	Mdm. Chang Ming Wei	-
9.	Mrs. Fauzia Rekza Banu	Director	16,026,047	Late H. B. M. Shah Alam	-
10.	Mr. Arif Alam	Director	14,623,545	Mrs. Alvinaz Alam	-
11.	Mrs. Faiza Rahman	Independent Director	197,167	Mr. H. B. M. Shahin Rahman	-
12.	Mr. Chowdhury Jafarullah Sharafat	Independent Director	Nil	Mrs. Syeda Gulshanara	-
13.	Mr. Khondker Fazle Rashid	Managing Director	Nil	Mrs. Mamnuna	-

- ii. Shares held by

Chief Executive Officer	: Nil
Company Secretary	: Nil
Chief Financial Officer	: Nil
Head of Internal Audit	: Nil
Spouses of above Executives	: Nil

- c) Shareholding by Executives:

Sl.	Name of Executives	Designation	No. of Shares	Name of Spouses	No. of Shares
01	Mr. Abu Haniff Khan	AMD	Nil	Mrs. Nazmun Ara Khan	3,635

- d) Shareholders holding ten percent (10%) or more voting interest in the company: Nil

Certificate of Compliance to the Shareholders of The Premier Bank Limited

We have reviewed the Compliances of conditions of the Corporate Governance Guidelines of the Bangladesh Securities and Exchanges Commission by Premier Bank Limited for the year ended 31 December 2015 as stipulated in clause 7(i) of BSEC Notification No. SEC/CMRRCD/2006-158/134/admin/44 dated 07 August, 2012 and report that:

The Compliance of condition of the Corporate Governance Guidelines as stated in the aforesaid notification and reporting of the status of compliance is the responsibility of the company's management. Our review for the purposes of issuing this certification is limited to the checking of procedures and implementations thereof, adopted by the company for ensuring the compliance of conditions of corporate Governance and correct reporting of compliance status on the attached statement on the basis of evidence gathered and representation received.

In our opinion and to the best of our information and according to the explanations provided to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned guidelines issued by BSEC.

We also state that such compliance is neither an assurance as to the future viability of the Company nor a certification on the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

S. F. Ahmed & Co.

S. F. Ahmed & Co.
Chartered Accountants

Dated, Dhaka;
12 May 2016