

Information Memorandum

Bank Asia Sustainable Subordinated Bond of BDT 08 Billion

Coupon Rate:

Average of the Upper limit of most recent 6-month fixed deposit rates for Private Commercial Banks excluding Shariah-based Islamic banks, foreign banks, and 4th & 5th generation banks

+

Coupon Margin: 3.00% p.a.

Issuer: Bank Asia PLC.



Bank Asia Tower, (Level-9) 32 & 34,
Kazi Nazrul Islam Avenue,
Karwan Bazar, Dhaka

Trustee to the Issue:

DBH Finance PLC.

Type of Security: Unsecured, Non-convertible, Fully Redeemable, Coupon Bearing, Floating Rate, Sustainable Subordinated Bond

Face Value: Up to BDT 8,000,000,000

Mode of Placement: Private placement (100%)

Credit Rating of the Issuer:	Long Term: AA+ Short Term: ST-1	Validity Date:	June 29, 2027
Credit Rating of the Bond:	Long Term: AA _B +	Validity Date:	June 17, 2027

Issue Manager:  **Prime Bank Investment PLC.**

Arrangers:



IDLC Investments Limited

Prime Bank Investment PLC

Prime Bank PLC

Date of Issuance of Information Memorandum: To be Decided

If you have any query about this document, you may consult the issuer or originator, arrangers, and the trustee.


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Managing Director & CEO
Prime Bank Investment PLC


Mohammad Farhim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Shahid M K Hossain
Managing Director & CEO
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Notice and Disclaimer

Bank Asia PLC. (hereinafter referred to as the "Bank", "Bank Asia" or the "Issuer") has appointed Prime Bank Investment PLC. as the issue manager (hereinafter referred to as the "Issue Manager") in connection with the proposed issuance of the Bank Asia Sustainable Subordinated Bond. The Issuer has also appointed IDLC Investments Limited, Prime Bank Investment PLC. and Prime Bank PLC. as the arrangers (hereinafter collectively referred to as the "Arrangers") for the proposed transaction. The Issue Manager and the Arrangers have been authorized, to the extent applicable to their respective roles, to facilitate and/or distribute this Information Memorandum ("IM") in connection with the proposed transaction described herein (the "Transaction") and the bonds proposed to be issued pursuant thereto (the "Bonds").

The Issuer has prepared this Information Memorandum and is primarily responsible for the information, statements and representations contained herein. The Issue Manager and the Arrangers have relied upon the information, documents and representations provided by the Issuer in connection with the preparation and processing of the Issue, subject always to the duties and responsibilities imposed upon them under applicable laws, rules and regulations.

Except to the extent required under applicable laws, rules and regulations, neither the Issue Manager nor the Arrangers, nor any of their respective affiliates, directors, officers, employees, advisers or agents, makes any representation or warranty, express or implied, as to the accuracy, completeness, reliability, fairness or adequacy of this Information Memorandum or any information contained herein.

To the fullest extent permitted by applicable law, neither the Issue Manager nor the Arrangers shall incur any liability arising solely from any information, statement, representation, error or omission contained in this Information Memorandum which is based upon information or documents furnished by the Issuer, without prejudice to any responsibility or obligation imposed upon the Issue Manager or the Arrangers under applicable laws, rules and regulations.

Neither this Information Memorandum nor any information provided in connection with the Issue constitutes a recommendation by the Issue Manager or the Arrangers, or is intended to serve as the sole basis for any credit evaluation, investment decision or other assessment regarding the Bonds. Each prospective investor should conduct its own independent investigation and assessment of the financial condition, affairs, business prospects and creditworthiness of the Issuer and independently evaluate the merits and risks associated with an investment in the Bonds.

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Sohail R K Hussain
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Managing Director & CEO
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Issuer's Disclaimer

ALL THE FEATURES OF THE BANK ASIA SUSTAINABLE SUBORDINATED BOND ARE DRAFT ONLY AND FINALIZATION OF THESE FEATURES ARE SUBJECT TO THE APPROVALS OF COMPETENT REGULATORS. THESE FEATURES MAY BE MODIFIED AS PER THE DIRECTIONS OF BANGLADESH BANK AND BANGLADESH SECURITIES AND EXCHANGE COMMISSION OR ANY OTHER COMPETENT REGULATORS.

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Table of Contents

Notice and Disclaimer	2
Issuer's Disclaimer	3
Contacts	4
Abbreviation	11
Section 1: Report to Eligible Investors	12
Section 2: Framework of Bank Asia Sustainable Subordinated Bond	13
2.1 Rationale of the Bank Asia Sustainable Subordinated Bond	14
2.2 Alignment with ICMA Green Bond Principles of 2025	15
2.3 Inclusion Criteria	16
2.4 Exclusion Criteria	17
2.5 Environmental Benefits	17
Section 3: Risk Factors and Management Perception about Risk	19
3.1 Interest Rate Risk	19
3.2 Foreign exchange risk with risk mitigation policy	20
3.3 Non-Repayment Risk	21
3.4 Prepayment, Call or Refunding Risk	21
3.5 Security Risk	21
3.6 Liquidity Risk	22
3.7 Management Risk	22
3.8 Operational Risk	23
3.9 Business Risk	24
3.10 Industry Risk	24
3.11 Market & Technology Related Risk	25
3.12 Risk Related to Potential or Existing Government Regulations	25
3.13 Risk Related to Potential Changes in Global and National Policies	26
Section 4: Detailed Description & Information	28
Section 5: Utilization of Proceeds	33
5.1 Purpose of Issuance	33
5.2 Plan Regarding the Use of Proceeds	33
Section 6: Detailed Features of the Bank Asia Sustainable Subordinated Bond	35
6.1 Basic Features of the Instrument	35
6.2 Repayment Schedule	37
Section 7: Description of Collateral Security and Type of Charges to be Created against the Issue	38
Section 8: Rights and Obligations of the Issuer	38
8.1 Covenant to Repay	38
8.2 Following an Event of Default	38
8.3 Covenant to Comply with Trust Deed, Conditions, Schedules and Applicable Law	38
8.4 Covenants by the Issuer	38
Section 9: Rights and Obligations of the Trustee	41

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9.1 Trustee's Rights.....	41
9.2 Trustee's Powers and Duties	42
9.3 Exercise of Discretion.....	43
Section 10: Rights and Obligations of Other Contractual Parties	44
10.1 Issue Manager.....	44
10.2 Arranger	45
10.3 Legal Counsel	45
10.4 Credit Rating Agency.....	45
10.5 Any Other Contractual Party.....	46
Section 11: Rights and Obligations of the Bondholders/Investors	47
Section 12: Description of Bank Asia PLC.....	49
12.1 Capital Structure	53
12.2 Business	54
12.3 Management	55
12.4 Description of Encumbered and Unencumbered Assets with Value Thereof.....	55
12.5 Brief Profile of Directors of the Issuer	55
12.6 Brief Description of Assets and Liabilities of the Issuer.....	59
12.6.1 Description of Assets.....	59
12.6.2 Description of Liabilities.....	62
12.7 Brief Description of Previously Issued Debt or Equity Securities or Such Other Securities ...	65
12.8 Business Analysis Based on Consolidated Financials.....	66
Section 13: Auditor's Report	71
13.1 Consolidated Balance Sheet	71
13.2 Consolidated Income Statement	73
13.3 Consolidated Cash Flow Statement.....	74
13.4 Consolidated Statement of Changes in Equity	75
13.5 Stand-Alone Balance Sheet.....	76
13.6 Stand-Alone Income Statement.....	78
13.7 Stand-Alone Cash Flow Statement	79
13.8 Stand-Alone Statement of Changes in Equity.....	80
Section 14: Comparative Financial Statements of Bank Asia PLC.....	82
14.1 Consolidated Balance Sheet	82
14.2 Consolidated Income Statement	83
14.3 Consolidated Cash Flow Statement.....	84
14.4 Stand-Alone Balance Sheet.....	85
14.5 Stand-Alone Income Statement.....	86
14.6 Stand-Alone Cash Flow Statement	87
Section 15: Ratio Analysis of Bank Asia PLC (Consolidated)	89
Section 16: Credit Rating Reports	90
16.1 Credit Rating Report of the Issuer	90
16.2 Credit Rating Report of the Issue.....	91

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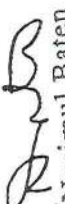
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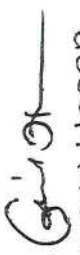
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Section 17: Latest Default Matrix and Transition Statistics of the Issuer's Credit Rating Company.....	92
17.1 Latest Default Matrix.....	92
17.1.1 CRISL Cumulative Default Rate (CDR).....	92
17.1.2 CRISL CDR on Corporate Reporting.....	92
17.2 Transition Statistics.....	93
Section 18: Description of the Trustee & Board of Trustees.....	95
Section 19: Modus Operandi of the Issue.....	102
19.1 Application Procedure.....	102
19.2 The Issuance of Bond.....	102
19.3 Allotment.....	102
19.4 Refund.....	102
19.5 Transfer.....	102
19.6 Repayment and Redemption features of the Bond.....	102
19.7 Trading and Listing with the Stock Exchange.....	103
19.8 Details of conversion or exchange option.....	103
Section 20: Details of Fees Structures and Expenses.....	104
Section 21: Declaration and Due Diligence Certificate.....	106
21.1 Declaration about the Responsibility of the Directors, Including the CEO of the Issuer or Originator in Respect of the Information Memorandum.....	106
21.2 Trustee Declaration and Due Diligence Certificate Form.....	107
21.3 Due Diligence Certificate of the Issue Manager.....	108

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List of Tables

Notice and Disclaimer	2
Issuer's Disclaimer	3
Contacts	4
Abbreviation.....	10
Section 1: Report to Eligible Investors.....	11
Section 2: Framework of Bank Asia Sustainable Subordinated Bond.....	12
2.1 Rationale of the Bank Asia Sustainable Subordinated Bond	13
2.2 Alignment with ICMA Green Bond Principles of 2025	14
2.3 Inclusion Criteria	15
2.4 Exclusion Criteria	16
2.5 Environmental Benefits	16
Section 3: Risk Factors and Management Perception about Risk	18
3.1 Interest Rate Risk.....	18
3.2 Foreign exchange risk with risk mitigation policy	19
3.3 Non-Repayment Risk	20
3.4 Prepayment, Call or Refunding Risk.....	20
3.5 Security Risk	20
3.6 Liquidity Risk.....	21
3.7 Management Risk	21
3.8 Operational Risk.....	22
3.9 Business Risk	23
3.10 Industry Risk	23
3.11 Market & Technology Related Risk	24
3.12 Risk Related to Potential or Existing Government Regulations.....	24
3.13 Risk Related to Potential Changes in Global and National Policies	25
Section 4: Detailed Description & Information	27
Section 5: Utilization of Proceeds	32
5.1 Purpose of Issuance	32
5.2 Plan Regarding the Use of Proceeds	32
Section 6: Detailed Features of the Bank Asia Sustainable Subordinated Bond.....	34
6.1 Basic Features of the Instrument.....	34
6.2 Repayment Schedule	36
Section 7: Description of Collateral Security and Type of Charges to be Created against the Issue.....	37
Section 8: Rights and Obligations of the Issuer.....	37
8.1 Covenant to Repay	37
8.2 Following an Event of Default.....	37
8.3 Covenant to Comply with Trust Deed, Conditions, Schedules and Applicable Law	37
8.4 Covenants by the Issuer.....	38
Section 9: Rights and Obligations of the Trustee.....	40
9.1 Trustee's Rights	40

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9.2 Trustee's Powers and Duties.....	41
9.3 Exercise of Discretion.....	42
Section 10: Rights and Obligations of Other Contractual Parties.....	43
10.1 Issue Manager	43
10.2 Arranger.....	44
10.3 Legal Counsel	44
10.4 Credit Rating Agency	44
10.5 Any Other Contractual Party.....	45
Section 11: Rights and Obligations of the Bondholders/Investors.....	46
Section 12: Description of Bank Asia PLC.....	48
12.1 Capital Structure	52
12.2 Business	53
12.3 Management	54
12.4 Description of Encumbered and Unencumbered Assets with Value Thereof	54
12.5 Brief Profile of Directors of the Issuer	54
12.6 Brief Description of Assets and Liabilities of the Issuer.....	58
12.6.1 Description of Assets.....	58
12.6.2 Description of Liabilities.....	61
12.7 Brief Description of Previously Issued Debt or Equity Securities or Such Other Securities	64
12.8 Business Analysis Based on Consolidated Financials	65
Section 13: Auditor's Report.....	70
13.1 Consolidated Balance Sheet	70
13.2 Consolidated Income Statement	72
13.3 Consolidated Cash Flow Statement	73
13.4 Consolidated Statement of Changes in Equity	74
13.5 Stand-Alone Balance Sheet	75
13.6 Stand-Alone Income Statement.....	77
13.7 Stand-Alone Cash Flow Statement.....	78
13.8 Stand-Alone Statement of Changes in Equity.....	79
Section 14: Comparative Financial Statements of Bank Asia PLC	81
14.1 Consolidated Balance Sheet	81
14.2 Consolidated Income Statement	82
14.3 Consolidated Cash Flow Statement	83
14.4 Stand-Alone Balance Sheet	84
14.5 Stand-Alone Income Statement.....	85
14.6 Stand-Alone Cash Flow Statement.....	86
Section 15: Ratio Analysis of Bank Asia PLC (Consolidated)	88
Section 16: Credit Rating Reports	89
16.1 Credit Rating Report of the Issuer	89
16.2 Credit Rating Report of the Issue	90
Section 17: Latest Default Matrix and Transition Statistics of the Issuer's Credit Rating Company	91

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17.1 Latest Default Matrix	91
17.1.1 CRISL Cumulative Default Rate (CDR)	91
17.1.2 CRISL CDR on Corporate Reporting	91
17.2 Transition Statistics	92
Section 18: Description of the Trustee & Board of Trustees	94
Section 19: Modus Operandi of the Issue	101
19.1 Application Procedure	101
19.2 The Issuance of Bond	101
19.3 Allotment	101
19.4 Refund	101
19.5 Transfer	101
19.6 Repayment and Redemption features of the Bond	101
19.7 Trading and Listing with the Stock Exchange	102
19.8 Details of conversion or exchange option	102
Section 20: Details of Fees Structures and Expenses	103
Section 21: Declaration and Due Diligence Certificate	105
21.1 Declaration about the Responsibility of the Directors, Including the CEO of the Issuer or Originator in Respect of the Information Memorandum	105
21.2 Trustee Declaration and Due Diligence Certificate Form	106
21.3 Due Diligence Certificate of the Issue Manager	107

List of Figures

Notice and Disclaimer	2
Issuer's Disclaimer	3
Contacts	4
Abbreviation	12
Section 1: Report to Eligible Investors	13
Section 2: Framework of Bank Asia Sustainable Subordinated Bond	14
2.1 Rationale of the Bank Asia Sustainable Subordinated Bond	15
2.2 Alignment with ICMA Green Bond Principles of 2025	16
2.3 Inclusion Criteria	17
2.4 Exclusion Criteria	18
2.5 Environmental Benefits	18
Section 3: Risk Factors and Management Perception about Risk	20
3.1 Interest Rate Risk	20
3.2 Foreign exchange risk with risk mitigation policy	21
3.3 Non-Repayment Risk	22
3.4 Prepayment, Call or Refunding Risk	22
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3.7 Management Risk	23
3.8 Operational Risk	24
3.9 Business Risk	25

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3.10 Industry Risk	25
3.11 Market & Technology Related Risk	26
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3.13 Risk Related to Potential Changes in Global and National Policies	27
Section 4: Detailed Description & Information	29
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6.1 Basic Features of the Instrument.....	36
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Section 7: Description of Collateral Security and Type of Charges to be Created against the Issue.....	39
Section 8: Rights and Obligations of the Issuer.....	39
8.1 Covenant to Repay	39
8.2 Following an Event of Default.....	39
8.3 Covenant to Comply with Trust Deed, Conditions, Schedules and Applicable Law	39
8.4 Covenants by the Issuer.....	40
Section 9: Rights and Obligations of the Trustee.....	42
9.1 Trustee's Rights	42
9.2 Trustee's Powers and Duties.....	43
9.3 Exercise of Discretion.....	44
Section 10: Rights and Obligations of Other Contractual Parties.....	45
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Section 11: Rights and Obligations of the Bondholders/Investors.....	48
Section 12: Description of Bank Asia PLC.....	50
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12.6.2 Description of Liabilities.....	63
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Section 13: Auditor's Report.....	72
13.1 Consolidated Balance Sheet	72

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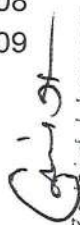
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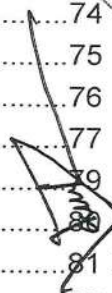
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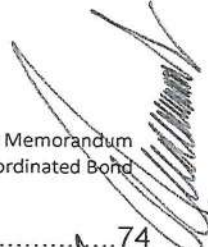
13.2 Consolidated Income Statement	74
13.3 Consolidated Cash Flow Statement	75
13.4 Consolidated Statement of Changes in Equity	76
13.5 Stand-Alone Balance Sheet	77
13.6 Stand-Alone Income Statement.....	79
13.7 Stand-Alone Cash Flow Statement.....	80
13.8 Stand-Alone Statement of Changes in Equity.....	81
Section 14: Comparative Financial Statements of Bank Asia PLC	83
14.1 Consolidated Balance Sheet	83
14.2 Consolidated Income Statement	84
14.3 Consolidated Cash Flow Statement	85
14.4 Stand-Alone Balance Sheet	86
14.5 Stand-Alone Income Statement.....	87
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Section 15: Ratio Analysis of Bank Asia PLC (Consolidated)	90
Section 16: Credit Rating Reports	91
16.1 Credit Rating Report of the Issuer	91
16.2 Credit Rating Report of the Issue	92
Section 17: Latest Default Matrix and Transition Statistics of the Issuer's Credit Rating Company	93
17.1 Latest Default Matrix	93
17.1.1 CRISL Cumulative Default Rate (CDR)	93
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Section 18: Description of the Trustee & Board of Trustees	96
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19.1 Application Procedure	103
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19.3 Allotment	103
19.4 Refund	103
19.5 Transfer	103
19.6 Repayment and Redemption features of the Bond	103
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21.3 Due Diligence Certificate of the Issue Manager.....	109


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Abbreviation

ALCO	Asset Liability Management Committee
ATM	Automated Teller Machine
BDT	Bangladeshi Taka
BRMC	Board Risk Management Committee
BSEC	Bangladesh Securities and Exchange Commission
CAGR	Compound Annual Growth Rate
CASA	Current Account Savings Account
CRISL	Credit Rating Information and Services Limited
CRAR	Capital to Risk-weighted Asset Ratio
CRM	Credit Risk Management
CRR	Cash Reserve Requirement
ECRL	Emerging Credit Ratings Limited
FBP	Foreign Bill Purchase
FDBP	Foreign Documentary Bills for Purchase
FDR	Fixed Deposit Receipts
IBP	Inland Bill Purchase
IC	Investment Committee
LATR	Loan Against Trust Receipt
MAT	Management Action Triggers
MCR	Minimum Capital Requirement
NFCD	Non-Resident Foreign Currency Deposit
NII	Net Interest Income
NIM	Net Interest Margin
NPA	Non-performing Assets
NPL	Non-performing Loan
OBU	Off-shore Banking Unit
OD	Over Draft
PCB	Private Commercial Bank
POS	Point of Sale
RFCD	Resident Foreign Current Deposit
RMU	Risk Management Unit
RWA	Risk Weighted Assets
SLR	Statutory Liquidity Ratio
SME	Small and Medium-sized Enterprises
SOD	Secured Over Draft
VAR	Value at Risk

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Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
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Bank Asia PLC.

Sabbir R K Hussain
Managing Director
Bank Asia PLC,
Corporate Office

Section 1: Report to Eligible Investors

By investing in the Bonds, you shall be deemed to have acknowledged, represented, warranted, and agreed (as applicable), for the benefit of the Arrangers, as follows:

High Risk:

You acknowledge that an investment in the Bonds involves a substantial degree of risk.

Consultation with Advisers:

You confirm that you have:

- consulted your own legal, regulatory, tax, business, investment, financial and accounting advisers to the extent considered necessary in relation to your investment decision;
- obtained and reviewed all information that you or your advisers consider necessary or appropriate for the purpose of purchasing the Bonds; and
- made your own independent investment decision based on your own judgment, due diligence and the advice of such advisers as deemed necessary, and **not in reliance upon any opinion, representation or view expressed by or on behalf of the Issue Manager or the Arrangers**, except as expressly set out in this Information Memorandum.

No Reliance:

You acknowledge and agree that, except for the obligations imposed upon them under applicable laws, rules and regulations, you are not entitled to rely upon any investigation, review or assessment conducted by the Issue Manager, the Arrangers, their respective affiliates or any person acting on their behalf with respect to the Issuer or the Bonds for the purpose of making your investment decision.

Neither the Issue Manager nor the Arrangers, nor any of their respective affiliates, employees, officers, directors, legal advisers or representatives, provides any representation or warranty to you regarding the commercial merits, suitability or expected performance of an investment in the Bonds.

Informed Decision:

You confirm that you possess all information that you consider necessary or appropriate to make an informed decision regarding the purchase of the Bonds, including, without limitation, sufficient information relating to the Issuer's business operations, financial position, operating results, and future prospects.

Knowledge and Experience:

You represent that you possess adequate knowledge and experience in financial, business, and international investment matters to evaluate the merits and risks associated with an investment in the Bonds, and you acknowledge that you may be required to bear, and are capable of bearing, all such risks, including the economic risks arising from an investment in the Bonds.

Information of the Issuer:

You acknowledge that the information relating to the Issuer and the Bonds contained in this Information Memorandum has been supplied primarily by the Issuer and/or obtained from sources identified herein. The Issue Manager and the Arrangers have performed their respective functions in connection with the preparation, processing, arrangement and issuance of the Bonds in accordance with their contractual responsibilities and applicable laws, rules and regulations.

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Corporate Office

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Except to the extent of the responsibilities expressly imposed upon them under applicable laws, rules and regulations, neither the Issue Manager nor the Arrangers, nor any of their respective affiliates, employees, officers, directors, legal advisers or representatives, assumes responsibility for the accuracy or completeness of information supplied by the Issuer.

Review of the Information Memorandum

You confirm that you have reviewed this Information Memorandum in its entirety, including the sections describing the risks associated with an investment in the Bonds, and that you understand and acknowledge such risks. Your decision to invest in the Bonds shall constitute an independent investment decision and shall not be deemed to have been made in reliance upon the Issue Manager or the Arrangers.

Own Account:

You are acquiring the Bonds for your own account and not with the intention of distributing them.

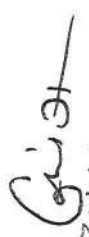
No Representation or Warranty:

Except for such representations, confirmations, duties or responsibilities as may be required under applicable laws, rules and regulations, no representation, warranty or condition, whether express or implied, has been made by the Issue Manager or the Arrangers or relied upon by you in connection with your decision to invest in the Bonds.

Nothing contained in this Information Memorandum shall operate to exclude or limit any duty, obligation or liability of the Issue Manager or any other contractual party which cannot lawfully be excluded or limited under the Bangladesh Securities and Exchange Commission (Debt Securities) Rules, 2021 or any other applicable law.

No Obligation to Purchase:

Neither of the Arrangers shall be under any obligation to purchase or acquire all or any part of the Bonds acquired by you, or to compensate, indemnify, or reimburse you for any direct or indirect loss incurred or sustained by you in connection with the Bonds for any reason whatsoever, including, without limitation, any failure by the Issuer to perform its obligations.


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Sahana K. Hussain
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Section 2: Framework of Bank Asia Sustainable Subordinated Bond

2.1 Rationale of the Bank Asia Sustainable Subordinated Bond

Bangladesh is widely recognized as one of the most vulnerable countries to the impacts of climate change and extreme weather events. In response, the Government of Bangladesh has adopted an ambitious climate and sustainable development agenda, including its Nationally Determined Contributions (NDCs), which target a reduction in greenhouse gas (GHG) emissions by 5% unconditionally and up to 15% conditionally by 2030. In parallel, long-term national development strategies such as the Perspective Plan 2041 and the Bangladesh Delta Plan 2100 envision a climate-resilient, inclusive and sustainable economic future. Achieving these objectives will require substantial and sustained mobilization of green and sustainable capital from both public and private sector participants.

Recognizing the critical role of the financial sector in supporting this transition, Bangladesh Bank issued the Policy on Green Bond Financing for Banks and Financial Institutions (SFD Circular No. 05, September 2022), which establishes a Green Bond Taxonomy, eligibility criteria, governance requirements and a certification framework to facilitate the flow of capital towards climate mitigation, climate adaptation and sustainable development activities through thematic bond issuances.

Bank Asia PLC's decision to issue its inaugural Sustainable Subordinated Bond is driven by the following strategic considerations:

- 1. Strengthening Capital Adequacy and Regulatory Compliance:** The Bond is being structured as a Tier-II capital instrument in accordance with Bangladesh Bank's Risk-Based Capital Adequacy (RBCA) Guidelines. Through the issuance, Bank Asia aims to further strengthen its Capital to Risk-Weighted Asset Ratio (CRAR), enhance its regulatory capital base, and support the continued expansion of its green and sustainable financing activities. The issuance will also assist the Bank in meeting evolving regulatory expectations relating to sustainable finance, prudent capital management and long-term financial resilience. As of the date of this Framework, the Bank maintains an eligible green and sustainable financing portfolio of approximately BDT 45.65 billion across a diversified range of sectors, providing a substantial and well-established asset base for the allocation of bond proceeds.
- 2. Reinforcing the Bank's Leadership in Sustainable Finance:** Sustainability is an integral component of Bank Asia's corporate strategy and business model. Over the years, the Bank has established a strong track record in sustainable finance, financial inclusion, green banking and responsible lending practices. The proposed Bond will further reinforce the Bank's position as a leading sustainable finance institution in Bangladesh by providing domestic and international investors with a transparent, labelled capital market instrument that supports environmentally and socially beneficial activities. The issuance is also expected to strengthen investor confidence, broaden participation in sustainable finance initiatives and contribute to the continued development of Bangladesh's sustainable debt capital market.
- 3. Supporting National Climate and Sustainable Development Priorities:** The proceeds of the Bond will be allocated to eligible green and sustainable projects that contribute directly to Bangladesh's Nationally Determined Contributions (NDCs), the Perspective Plan 2041, the Bangladesh Delta Plan 2100 and the United Nations Sustainable Development Goals (SDGs). Through this issuance, Bank Asia seeks to align its financing activities with the country's broader climate transition and sustainable development agenda while generating measurable environmental and social benefits across communities, businesses and economic sectors.
- 4. Strengthening Sustainability Governance and Accountability:** The issuance of the Sustainable Subordinated Bond forms part of Bank Asia's broader commitment to integrating

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sustainability considerations into its governance, risk management and business operations. The Bank has established dedicated sustainability governance mechanisms, including oversight by the Board of Directors, the Board Risk Management Committee (BRMC), the Sustainable Finance Committee (SFC), and the Sustainable Finance Unit (SFU), to ensure effective evaluation, monitoring and reporting of eligible projects. Through this Framework, Bank Asia further strengthens transparency, accountability and stakeholder confidence in the management and reporting of sustainable finance activities.

This Framework has been developed in alignment with the Bangladesh Bank Policy on Green Bond Financing for Banks and Financial Institutions, the Bangladesh Securities and Exchange Commission (Debt Securities) Rules, 2021 (as amended), and the International Capital Market Association (ICMA) Green Bond Principles 2025. The Framework will be supported by an independent Second Party Opinion (SPO) to provide investors with credible third-party validation of its alignment with recognized market standards and its environmental and sustainability objectives.

2.2 Alignment with ICMA Green Bond Principles of 2025

This Framework has been developed in alignment with the four core components of the International Capital Market Association (ICMA) Green Bond Principles (GBP) 2025, namely: (i) Use of Proceeds, (ii) Process for Project Evaluation and Selection, (iii) Management of Proceeds, and (iv) Reporting. The Framework also incorporates the requirements of the Bangladesh Bank Policy on Green Bond Financing for Banks and Financial Institutions (SFD Circular No. 05, September 2022) and the Bangladesh Securities and Exchange Commission (Debt Securities) Rules, 2021 (as amended).

The table below provides a summary overview of Bank Asia PLC's alignment with the four core components of the ICMA Green Bond Principles (GBP) 2025:

Sl.	GBP Core Component	GBP Requirement	Bank Asia's Approach
1	Use of Proceeds	All proceeds are exclusively allocated to eligible Green Projects that deliver clear environmental benefits.	Net proceeds of the Bond will be allocated exclusively to Eligible Green and Sustainable Projects as defined under this Framework, in alignment with the Bangladesh Bank Green Bond Taxonomy (Annex-1), the Bangladesh Securities and Exchange Commission (Debt Securities) Rules, 2021 (as amended), and the ICMA Green Bond Principles 2025.
2	Process for Project Evaluation and Selection	Clear governance arrangements, defined eligibility and exclusion criteria, and effective management of environmental and social risks.	Eligible projects will be evaluated and approved through a sustainable finance governance framework comprising the Sustainable Finance Committee (SFC), Sustainable Finance Unit (SFU), and the Board of Directors. Project selection incorporates mandatory Environmental and Social Due Diligence (ESDD), alignment with Bangladesh Bank and BSEC taxonomies, application of exclusion criteria, DNSH screening, and the use of internationally recognized standards including IFC Performance Standards, where applicable.

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3	Management of Proceeds	Proceeds are tracked through a dedicated sub-account or internal sub-ledger, with disclosure regarding temporary placement of unallocated proceeds.	A dedicated Sustainable Bond Proceeds Account and/or internal tracking mechanism will be maintained to ensure transparent monitoring of proceeds allocation and utilization. Pending full allocation, any unallocated proceeds will be held in cash, cash equivalents, liquid instruments, or Government securities in accordance with Bangladesh Bank regulations and the Bank's treasury and liquidity management policies.
4	Reporting	Regular allocation reporting and disclosure of qualitative and quantitative impact indicators.	Bank Asia will publish quarterly allocation reports until full allocation of proceeds and annual impact reports throughout the life of the Bond. Reporting will include allocation by project category, utilization status, key performance indicators (KPIs), and environmental and social impact metrics. Allocation and impact reporting will be subject to independent external verification.

Table 1: Alignment with ICMA Green Bond Principles

2.3 Inclusion Criteria

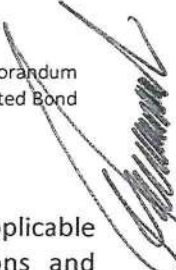
All Eligible Green Projects must satisfy the following baseline eligibility criteria prior to inclusion in the Green Portfolio:

- **Technical Screening:** The project must meet the applicable technical screening thresholds and performance criteria prescribed under Annex-1 of the Bangladesh Bank Policy on Green Bond Financing for Banks and Financial Institutions. These may include, where relevant, minimum GHG emission reduction thresholds, energy efficiency requirements, environmental performance standards, and certification criteria.
- **Do No Significant Harm (DNSH):** The project must comply with the DNSH requirements set out in the Bangladesh Bank Green Bond Taxonomy, ensuring that the activity does not cause significant harm to any of the six environmental objectives, namely climate change mitigation, climate change adaptation, sustainable water and marine resource management, transition to a circular economy, pollution prevention and control, and biodiversity and ecosystem protection.
- **Environmental and Social Due Diligence (ESDD):** Each project must undergo a comprehensive Environmental and Social Due Diligence (ESDD) assessment in accordance with Bank Asia's Environmental and Social Management System (ESMS), Bangladesh Bank-prescribed ESDD guidelines and checklists, BSEC requirements, and, where applicable, the IFC Performance Standards.
- **Regulatory Compliance:** All projects must comply with applicable laws, regulations and regulatory requirements and must possess, or be in the process of obtaining, all necessary environmental clearances, permits, approvals and licenses required under the Bangladesh Environment Conservation Act, 1995 and related regulations.

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Syed M Omar Tayub
Managing Director & CEO

2.4 Exclusion Criteria

Proceeds of the Bond shall not be allocated to any activity that is prohibited under applicable Bangladesh Bank regulations, BSEC requirements, or relevant international conventions and standards. Excluded activities include, but are not limited to, the following:

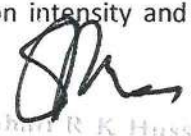
- Fossil fuel exploration, extraction, processing, storage, or transportation activities, including those related to coal, oil and natural gas.
- Coal mining, coal-fired power generation, or any activity primarily supporting the expansion of coal-based energy infrastructure.
- Nuclear power generation and related activities.
- Large-scale hydropower projects with an installed capacity exceeding 25 MW that do not possess recognized sustainability certification or equivalent environmental safeguards.
- Activities that cause significant adverse impacts on High Conservation Value (HCV) areas, protected areas, critical habitats, biodiversity-sensitive ecosystems, or internationally recognized conservation sites.
- Production, distribution, or trade in illegal substances, weapons and ammunition, military equipment, tobacco products, gambling activities, or adult entertainment.
- Any activity that is inconsistent with the exclusion criteria, negative screening requirements, or prohibited activities prescribed by Bangladesh Bank, the Bangladesh Securities and Exchange Commission, or applicable international environmental and social conventions.
- Any activity that fails to comply with applicable environmental, social, health and safety laws, regulations, permits, or regulatory requirements.

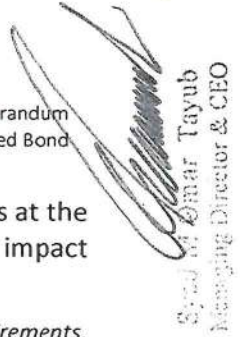

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2.5 Environmental Benefits

All Eligible Green Projects are expected to generate clear, measurable, and attributable environmental benefits. These benefits may include, but are not limited to, the following:

- Reduction in annual greenhouse gas (GHG) emissions, measured in tonnes of carbon dioxide equivalent (tCO₂e) per annum, through renewable energy generation, energy efficiency improvements, and waste-to-energy conversion initiatives.
- Increased clean energy generation capacity, measured in megawatts (MW), contributing to Bangladesh's renewable energy objectives and broader climate transition goals as outlined in the Bangladesh Delta Plan 2100 and other relevant national policy frameworks.
- Reduction of industrial and municipal water pollution through effluent treatment and wastewater management systems, thereby improving water quality for downstream users, communities, and ecosystems.
- Diversion of solid waste from landfill through recycling and circular economy initiatives, contributing to reduced methane emissions and lower levels of soil and water contamination.
- Promotion of sustainable land use, soil conservation, and biodiversity protection through organic farming and climate-smart agriculture financing.
- Improvement in energy efficiency and resource productivity across industrial and commercial sectors, contributing to reduced carbon intensity and more efficient utilization of natural resources.


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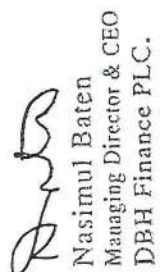
Where feasible and subject to data availability, Bank Asia will quantify environmental benefits at the project level prior to the allocation of proceeds and report against relevant quantitative impact indicators in accordance with the reporting framework.

This Framework may be updated, amended, supplemented, or revised from time to time to reflect regulatory requirements, market developments, recommendations of external reviewers, or decisions of the Bank's competent governance bodies.

The framework can be found on Annexure- I.



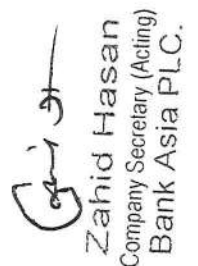
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Section 3: Risk Factors and Management Perception about Risk

Bank Asia PLC ("the Issuer"), operating in the inherently cyclical banking industry, is exposed to a variety of risks arising from external macroeconomic conditions as well as internal operational factors. Although debt securities are generally regarded as less volatile than equity instruments, investment in such securities nevertheless involves different categories of risk, and each investment instrument should be evaluated on its own merits. Accordingly, investment in the Issuer's Sustainable Subordinated Bond is subject to certain specific risks that require independent consideration.

Prospective investors are strongly encouraged to undertake their own comprehensive and independent review of all information contained in this Information Memorandum, with particular emphasis on the risk factors described in this section. The risks associated with this Bond issuance should be assessed independently and should not be compared with, or inferred from, other debt securities, regardless of any apparent similarities. Investors should make their investment decisions based on the Issuer's specific financial condition, operational performance, and overall business environment, rather than on comparisons with other securities.

This section highlights the principal risks that may materially affect the Issuer's financial condition, operating performance, and its capacity to fulfill obligations under the Bonds. Management's perception and response to each identified risk have also been included to provide additional context regarding the Issuer's risk management framework and operating environment. However, the risks described herein are not intended to be exhaustive. Additional risks and uncertainties, whether currently unknown or presently considered immaterial, may arise in the future and could adversely affect the Issuer's financial position and ability to service its obligations under the Bonds. Moreover, the sequence in which the risk factors are presented should not be interpreted as indicating their relative importance, materiality, or probability of occurrence. Investors are advised to consider each risk factor as potentially significant in relation to the Issuer's operations and their investment in the Bonds.

3.1 Interest Rate Risk

Interest rate risk may arise from both the trading portfolio, including government treasury bills and bonds of different maturities, and the non-trading portfolio of the Bank. This risk primarily results from mismatches between the repricing periods and maturity structures of assets and liabilities, which may affect the Bank's net interest income and economic value. Adverse movements in market interest rates, such as rising deposit and borrowing costs during periods of liquidity tightening or declining lending yields due to competitive and regulatory pressures may negatively impact the Bank's net interest margin and overall profitability.

As of May 2026, Bangladesh's banking sector continues to operate in a relatively high interest rate and tight liquidity environment compared to previous years. Persistent inflationary pressures, evolving monetary policy measures by Bangladesh Bank, increased government borrowing from the domestic banking system, and volatility in treasury yields have contributed to fluctuations in market interest rates. The gradual transition toward a more market-oriented interest rate framework has also increased the sensitivity of banks' funding costs and asset pricing to changes in policy rates and liquidity conditions. In such an environment, banks may experience pressure on spreads where funding costs reprice faster than earning assets, particularly for fixed-rate or longer-tenor exposures. Additionally, elevated yields on government securities may affect the valuation of treasury investments and influence the Bank's investment strategy and liquidity management decisions.

Interest rate volatility may further affect customer borrowing behavior, loan demand, and repayment capacity, particularly in sectors sensitive to financing costs. A sustained high interest rate environment could moderate private sector credit growth and increase stress among leveraged borrowers, thereby

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indirectly affecting asset quality and earnings stability. Consequently, fluctuations in interest rates and broader monetary conditions may materially affect the Issuer's profitability, liquidity position, cash flows, and overall financial condition.

Management's Perception

Bank Asia PLC actively monitors and manages interest rate risk from both earnings and economic value perspectives. In compliance with the Asset Liability Management Guidelines issued by Bangladesh Bank, the Bank has established an Asset Liability Management Committee (ALCO) comprising senior management personnel. The ALCO regularly reviews market interest rate trends, liquidity conditions, balance sheet structure, and repricing gaps to ensure prudent management of interest rate exposure.

The Treasury Division continuously monitors the maturity and repricing profile of assets and liabilities and undertakes appropriate balance sheet management initiatives to optimize profitability while maintaining acceptable risk levels. Management believes that the Bank's diversified asset portfolio, disciplined pricing strategy, and ongoing monitoring of market developments enable it to respond effectively to changing interest rate dynamics. The Bank also endeavors to align its lending, investment, and funding strategies with prevailing and anticipated macroeconomic and monetary conditions in order to mitigate the potential adverse effects of interest rate fluctuations.

3.2 Foreign exchange risk with risk mitigation policy

Foreign exchange risk refers to the potential adverse impact on the Bank's earnings, capital, and cash flows arising from fluctuations in foreign currency exchange rates. As Bank Asia PLC primarily undertakes foreign exchange transactions on behalf of its clients against underlying trade transactions, letters of credit (L/Cs), remittances, and other permissible banking activities, the Bank's direct exposure to foreign exchange risk is considered limited and remains within the regulatory limits prescribed by Bangladesh Bank.

Management's Perception

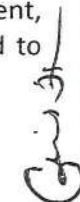
The Treasury Division of Bank Asia PLC is responsible for managing and executing foreign exchange transactions in accordance with approved policies, internal risk limits, and regulatory guidelines. The Treasury Back Office independently performs confirmation, settlement, accounting, reconciliation, and reporting functions to ensure segregation of duties and effective operational control over treasury activities.

Foreign currency exposures are regularly monitored and revalued based on prevailing market exchange rates in line with the guidelines and reporting framework prescribed by Bangladesh Bank. The Bank follows prudent treasury risk management practices to ensure that open foreign exchange positions remain within internally approved thresholds and regulatory limits at all times.

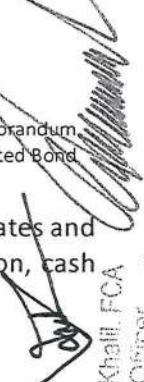
To facilitate foreign trade and remittance operations, the Bank maintains Nostro accounts in multiple foreign currencies with reputed correspondent banks. Appropriate transaction limits and operational controls are established by management for Nostro account operations to mitigate settlement, liquidity, and operational risks. Regular reconciliation of Nostro accounts is carried out, and any outstanding entries are reviewed and resolved on a timely basis under management supervision.

The Bank has also implemented internal control mechanisms, periodic monitoring procedures, and compliance oversight to manage foreign exchange-related risks effectively. Through disciplined treasury management, strong operational controls, and adherence to applicable regulatory requirements, Bank Asia PLC believes that its exposure to foreign exchange risk remains prudent, controlled, and manageable. Moreover, hedging instruments like currency SWAP are also used to mitigate the currency risk.


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Chief Financial Officer
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3.3 Non-Repayment Risk

Non-repayment risk refers to the possibility that the Issuer may fail to meet its financial obligations relating to principal repayment, coupon payments, or other obligations under the Bond in accordance with the agreed terms and conditions. Although Bank Asia PLC maintains a strong financial profile and a consistent track record of honoring its obligations to depositors, lenders, and other stakeholders, there remains a remote possibility that adverse economic conditions, operational disruptions, regulatory constraints, or other unforeseen circumstances could affect the Bank's ability to meet its obligations under the proposed Tier II Subordinated Bond, which may result in financial losses to investors.

Management's Perception

Bank Asia PLC operates under the direct supervision and regulatory framework of Bangladesh Bank and complies with applicable prudential regulations relating to capital adequacy, liquidity management, asset quality, provisioning, corporate governance, and risk management. As a scheduled commercial bank with an established market presence and reputation, the Bank remains committed to maintaining sound financial health and preserving the confidence of its stakeholders.

The proposed Bond is being issued as Tier II subordinated capital in accordance with the applicable guidelines of Bangladesh Bank and is expected to further strengthen the Bank's regulatory capital base and long-term financial resilience. The Bank maintains structured internal risk management systems, diversified business operations, prudent asset-liability management practices, and continuous monitoring of liquidity and capital positions to mitigate the possibility of repayment stress.

In the event of any default or non-payment under the Bond, the Trustee shall act in accordance with the terms of the Trust Deed, applicable laws, and regulatory requirements to protect the interests of the bondholders. The Trustee may issue formal notices, initiate remedial actions during the applicable cure period, and take necessary measures as permitted under the transaction documents and prevailing regulations.

Through prudent financial management, strong governance practices, regulatory compliance, and ongoing oversight by management and the Board, Bank Asia PLC believes that the risk of non-repayment remains low and adequately mitigated.

3.4 Prepayment, Call or Refunding Risk

Prepayment, call, or refunding risk refers to the possibility that an issuer may redeem or repay a bond prior to its scheduled maturity date, typically in response to favorable market conditions or declining interest rates. In such circumstances, investors may face reinvestment risk, whereby the proceeds received from early redemption may need to be reinvested at comparatively lower rates of return. From the issuer's perspective, early redemption or refinancing activities may also create liquidity, operational, or regulatory considerations if not managed prudently.

Management's Perception

The bond does not have voluntary prepayment options. Hence, the risk does not prevail.

3.5 Security Risk

Security refers to specific assets, receivables, cash flows, or other sources of value pledged by the issuer in favor of bondholders to secure the repayment obligations under the bonds. Security risk arises where such pledged assets or charged securities need to be enforced or realized by the investors or trustee in the event that the issuer fails to fulfill its repayment obligations, including repayment of the principal amount and other dues under the bonds.

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Managing Director & CEO
DBH Finance PLC.

Management's Perception

The proposed Bank Asia Sustainable Subordinated Bond is an unsecured instrument and no specific assets, revenues, cash flows, or other securities of the Issuer are being pledged or charged against the issuance of the Bonds. Repayment obligations under the Bonds will be serviced from the general cash flows and financial resources of the Bank. However, as the Bonds are subordinated in nature, the claims of bondholders shall rank junior to depositors, senior creditors, and other unsubordinated obligations of the Bank with respect to claims on assets, earnings, or distributions in the event of liquidation or winding up of the Issuer.

3.6 Liquidity Risk

Liquidity risk refers to the risk that the Bank may be unable to meet its financial obligations as they fall due without incurring unacceptable losses or adversely affecting its normal business operations and financial condition. As a banking institution, Bank Asia PLC is exposed to liquidity risk arising from its funding activities, lending operations, deposit withdrawals, market conditions, and other financial commitments.

The Bank's ability to meet its funding and liquidity requirements depends significantly on maintaining a stable deposit base, continued access to money and capital markets, and confidence in the banking system. Adverse market conditions, unexpected cash outflows, deterioration in market confidence, or disruptions in financial markets may affect the Bank's access to liquidity sources or increase funding costs.

Management's Perception

Bank Asia PLC maintains a comprehensive liquidity risk management framework designed to ensure the availability of adequate liquidity under both normal and stressed market conditions. The Bank's liquidity management strategy focuses on maintaining sufficient high-quality liquid assets, diversified funding sources, and prudent asset-liability maturity profiles to meet its financial obligations on a timely basis.

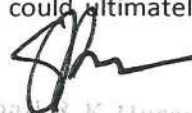
The Bank regularly prepares cash flow projections and monitors expected inflows and outflows to ensure sufficient liquidity is available to meet operational expenses, deposit withdrawals, lending commitments, and other financial obligations. Liquidity and funding positions are continuously monitored through established internal risk limits and regulatory ratios prescribed by Bangladesh Bank.

The Asset Liability Committee (ALCO) of the Bank oversees liquidity management activities on an ongoing basis and evaluates liquidity requirements under various stress scenarios. The Bank also monitors behavioral patterns relating to deposits, advances, and other liabilities to assess potential liquidity pressures and funding requirements.

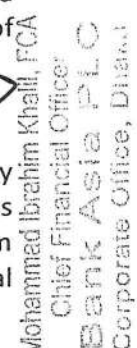
3.7 Management Risk

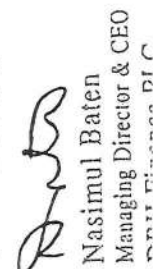
Management risk refers to the possibility that decisions, actions, or failures by the management of the Bank may adversely affect its financial performance, operational stability, strategic objectives, or the interests of shareholders, investors, depositors, and other stakeholders. Such risks may arise from ineffective governance practices, inadequate strategic planning, poor decision-making, lack of oversight, conflicts of interest, or failure to respond appropriately to changing business and regulatory environments.

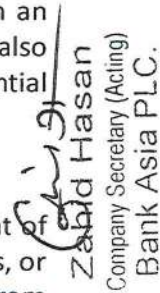
In the event of ineffective management practices or governance failures, the financial condition and reputation of the Bank may be adversely affected, which could ultimately impact the interests of bondholders and other stakeholders.


Sohail K Hussain
Managing Director
Bank Asia PLC
Corporate Office


Syed M Omar Tayub
Managing Director & CEO
Bank Asia PLC
Corporate Office


Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka


Nasimul Baten
Managing Director & CEO
Bank Asia PLC
Corporate Office


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC
Corporate Office

Management's Perception

The management team of Bank Asia PLC comprises experienced banking professionals with extensive expertise in banking operations, risk management, finance, compliance, and corporate governance. The Bank believes that its management structure, governance framework, and internal control environment significantly reduce the likelihood of management-related risks.

The overall activities and strategic decisions of management are subject to oversight by the Board of Directors and its various committees, including the Audit Committee, Risk Management Committee, and Executive Committee. These governance mechanisms help ensure transparency, accountability, prudent decision-making, and alignment with the interests of stakeholders.

As a scheduled commercial bank operating under the supervision of Bangladesh Bank and other regulatory authorities, the Bank is also subject to extensive regulatory oversight, reporting obligations, and governance standards. Regulatory inspections, compliance reviews, and prudential guidelines further strengthen the Bank's governance framework and operational discipline.

Management believes that the Bank's professional leadership, established governance practices, regulatory supervision, and internal oversight mechanisms collectively mitigate management risk to a prudent and manageable level.

3.8 Operational Risk

Operational risk refers to the risk of loss resulting from inadequate or failed internal processes, human error, system failures, fraud, or external events, including legal and compliance risks. Operational risk may arise from deficiencies in internal controls, technology disruptions, cyber incidents, process failures, employee misconduct, documentation errors, or failures involving third-party service providers.

As a financial institution with diversified banking operations, Bank Asia PLC is exposed to operational risks across its business activities, delivery channels, technology platforms, and support functions. Such risks may adversely affect the Bank's financial performance, reputation, customer service, and regulatory compliance obligations.

Management's Perception

Bank Asia PLC maintains a comprehensive framework for managing Compliance and Operational Risk with the objective of ensuring sound governance, regulatory compliance, operational resilience, and protection of the interests of customers and other stakeholders. The Bank has established Compliance and Operational Risk principles that provide the basis for developing and implementing relevant policies, procedures, and control mechanisms to ensure timely identification, assessment, monitoring, and mitigation of risk exposures.

The Bank follows a risk-based approach in managing operational and compliance risks, enabling proactive identification, evaluation, reporting, escalation, and management of operational risk events and regulatory obligations. This framework promotes consistency in risk management practices while ensuring compliance with applicable regulatory requirements and operational standards. The primary responsibility for day-to-day management of operational risk rests with the respective business units and operational functions, while oversight is maintained through the Bank's established risk management and compliance framework.

3.9 Business Risk

Business risk refers to the possibility that the Bank may experience lower-than-expected profitability or incur financial losses due to adverse changes in business conditions, market dynamics, competition,

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Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
Bank Asia PLC

Zaid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sohail R. Khan
Managing Director
Bank Asia PLC
Corporate Office

economic conditions, regulatory requirements, or other external and internal factors. Such risks may arise from fluctuations in interest spreads, changes in non-interest income, increasing operating costs, market volatility, credit conditions, technological disruption, competitive pressures, or macroeconomic developments.

Like all financial institutions, Bank Asia PLC is exposed to business risks inherent in the banking industry and broader economic environment. Changes in customer behavior, industry trends, government policies, monetary conditions, or financial market performance may affect the Bank's operations, earnings, asset quality, and growth prospects.

Management's Perception

Bank Asia PLC continuously monitors and manages business risks through strategic planning, prudent risk management practices, portfolio diversification, and regular assessment of market conditions and industry developments. The Bank maintains established credit evaluation, monitoring, and approval processes to assess client quality and manage associated risks with the objective of preserving asset quality and financial stability.

The Bank also regularly reviews its business strategy, product offerings, funding profile, operational efficiency, and market positioning to respond effectively to changing economic and competitive conditions. Various internal committees and management functions monitor key business indicators, market developments, and emerging risks to support timely decision-making and risk mitigation.

Certain systematic or market-wide risks arising from macroeconomic conditions, interest rate movements, inflationary pressures, regulatory changes, geopolitical developments, or financial market volatility may remain beyond the direct control of the Bank. However, management believes that the Bank's diversified business operations, prudent risk management framework, experienced management team, and strong governance practices help mitigate the impact of such risks to a manageable level.

3.10 Industry Risk

Industry risk refers to the possibility that changes in the banking industry environment, competitive landscape, regulatory framework, customer preferences, or macroeconomic conditions may adversely affect the Bank's business operations, financial performance, growth prospects, or market position. The banking sector in Bangladesh is highly competitive, with banks continuously expanding their products, services, digital capabilities, and customer outreach strategies to capture market share and improve profitability.

Increasing competition from existing banks, newly established financial institutions, non-bank financial institutions, fintech companies, mobile financial service providers, and other alternative financial service platforms may intensify pressure on pricing, margins, customer acquisition, and service innovation. In addition, changes in regulatory policies, market dynamics, technological developments, and customer expectations may further influence the competitive environment within the banking industry.

Management's Perception

Bank Asia PLC has developed a strong presence in the country's banking sector through diversified banking operations, customer-focused services, prudent risk management practices, and continuous technological advancement. The Bank continuously endeavors to strengthen its competitive position by offering innovative financial products and maintaining efficient service delivery standards.

The Bank regularly reviews market developments, customer behavior, industry trends, and regulatory changes to align its business strategies with evolving market conditions. Management remains focused on maintaining asset quality, strengthening customer relationships, expanding digital banking

Syed M Omar Tayub
Managing Director & CEO

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
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Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sabbir R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

capabilities, and improving operational efficiency to enhance competitiveness and sustainable growth.

The Bank also emphasizes prudent credit management, diversified business portfolios, and balanced growth strategies to manage industry-related risks effectively. However, similar to other banking institutions operating in Bangladesh, Bank Asia PLC remains exposed to industry-wide risks arising from competition, economic conditions, regulatory developments, and structural changes in the financial sector.

Management believes that the Bank's established market position, diversified operations, experienced management team, and strategic focus on innovation and customer service help mitigate industry risk to a prudent and manageable level.

3.11 Market & Technology Related Risk

Market risk refers to the possibility of losses arising from adverse movements in market variables such as interest rates, foreign exchange rates, equity prices, credit spreads, or other market-driven factors affecting the Bank's on-balance sheet and off-balance sheet exposures. Such risks may arise from treasury operations, investment activities, foreign exchange transactions, or changes in market conditions that affect the value of the Bank's assets, liabilities, income, or capital position.

The banking and financial services industry in Bangladesh is becoming increasingly competitive and technology-driven. Rapid technological advancements, increasing digitalization of banking services, changing customer expectations, and evolving cyber threats expose financial institutions to various technology-related risks. Such risks may include cyberattacks, data breaches, system failures, unauthorized transactions, service disruptions, technology obsolescence, and operational vulnerabilities arising from dependence on digital platforms and information systems.

3.12 Risk Related to Potential or Existing Government Regulations

Bank Asia PLC operates within a comprehensive regulatory framework governed by Bangladesh Bank, the Bangladesh Securities and Exchange Commission (BSEC), and other applicable regulatory authorities. The Bank is subject to various laws, rules, regulations, circulars, prudential guidelines, and directives issued by regulatory bodies from time to time, including, among others, the Bank Company Act, 1991 (as amended), the Companies Act, 1994, applicable tax laws, VAT regulations, anti-money laundering regulations, and other financial sector regulations.

The banking industry is highly regulated, and changes in laws, regulations, monetary policies, prudential requirements, capital adequacy standards, liquidity requirements, taxation policies, accounting standards, or compliance obligations may affect the Bank's business operations, profitability, liquidity position, capital structure, and overall financial performance. Bangladesh Bank may periodically revise policy rates and regulatory requirements, including Cash Reserve Ratio (CRR), Statutory Liquidity Ratio (SLR), provisioning requirements, capital adequacy ratios, and other prudential measures, which could impact the Bank's operational and financial activities.

Any significant or abrupt changes in government policies, regulatory frameworks, or supervisory practices may adversely affect the Bank's business environment and operating results.

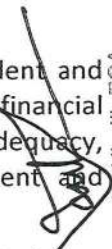
Management's Perception

Bank Asia PLC operates under a strong compliance culture and maintains continuous adherence to the applicable regulatory and prudential requirements prescribed by Bangladesh Bank, BSEC, and other relevant authorities. The Bank regularly monitors regulatory developments and policy changes to assess their potential impact on its operations, liquidity, capital adequacy, profitability, and strategic objectives.

The Bank has established dedicated compliance, legal, and risk management functions responsible for ensuring timely implementation of regulatory requirements and maintaining effective communication with regulatory authorities. The Bank also maintains internal processes and governance mechanisms to adapt its policies, operational procedures, and risk management practices in response to evolving regulatory expectations.

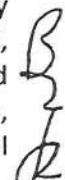
Management believes that the regulatory authorities in Bangladesh generally adopt prudent and balanced policy measures aimed at maintaining the stability, resilience, and integrity of the financial sector. The Bank has consistently maintained compliance with applicable CRR, SLR, capital adequacy, and other regulatory requirements and continues to align its asset-liability management and operational strategies accordingly.

Unless there are significant policy changes that materially and adversely affect the banking industry as a whole, the Bank does not anticipate any material impact on its business operations or financial performance arising from regulatory changes. Similar to other scheduled banks operating in Bangladesh, Bank Asia PLC maintains its asset portfolio through a diversified deposit base while complying with all applicable regulatory liquidity requirements, including maintenance of Statutory Liquidity Ratio (SLR) and Cash Reserve Ratio (CRR) as prescribed by Bangladesh Bank. Furthermore, the Bank believes that the regulatory authorities in Bangladesh generally adopt prudent and balanced policy measures aimed at preserving the stability, resilience, and sustainable growth of the country's banking and financial sector.


Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

3.13 Risk Related to Potential Changes in Global and National Policies

The business operations, profitability, financial performance, and growth prospects of the Bank may be affected by changes in global and domestic economic, fiscal, monetary, trade, financial, political, or regulatory policies. Financial institutions are inherently sensitive to macroeconomic conditions and policy decisions, including changes in interest rates, inflation, exchange rate policies, taxation, government borrowing, trade regulations, international financial conditions, and geopolitical developments.

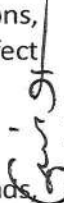

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Changes in domestic monetary and fiscal policies, including tightening or easing measures adopted by the Government of Bangladesh or Bangladesh Bank, may affect liquidity conditions, borrowing costs, credit demand, investment activities, and overall economic growth. Similarly, global economic developments, geopolitical tensions, international market volatility, supply chain disruptions, changes in foreign investment flows, or global financial crises may also influence the banking sector and the broader economy of Bangladesh.

As policy frameworks may evolve over time in response to changing economic and political conditions, any significant or unexpected policy changes at the national or international level may adversely affect the Bank's operations, profitability, asset quality, funding conditions, or business environment.

Management's Perception

Bank Asia PLC continuously monitors global and domestic economic developments, policy trends, regulatory changes, and market conditions to assess potential impacts on its business activities and strategic objectives. The Bank maintains a structured risk management and governance framework that incorporates periodic risk assessments, stress testing, scenario analysis, and strategic planning processes to address emerging macroeconomic and policy-related risks.

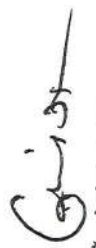

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

The Bank also actively reviews monetary policy developments, fiscal measures, regulatory changes, and industry conditions to support informed decision-making and business continuity planning. Various management committees and risk management functions regularly evaluate the potential implications of changing economic and policy environments on the Bank's liquidity, capital adequacy, profitability, and operational performance.


Sohail K Hussain
Managing Director
Bank Asia PLC
Corporate Office

Management believes that the Bank's diversified business portfolio, prudent risk management practices, strong governance framework, and established market presence support its ability to withstand moderate policy and economic fluctuations. However, the Bank acknowledges that significant and unforeseen changes in global or national policies, macroeconomic conditions, or geopolitical developments may affect future financial performance and operating conditions.

Accordingly, Bank Asia PLC remains committed to maintaining operational flexibility, financial resilience, and strategic adaptability in order to respond effectively to evolving economic and policy environments.


Syed M Omar Tayub
Managing Director & CEO
Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.
Nasimul Baten
Managing Director & CEO
DBH Finance PLC.
Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.
Sahal R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

Section 4: Detailed Description & Information

Particulars	Details
1. Particulars of the Issuer	
Name	Bank Asia PLC
Legal status	Private Commercial Bank (PCB)
Contact Information	Bank Asia PLC Bank Asia Tower 32 & 34, Kazi Nazrul Islam Avenue, Karwan Bazar, Dhaka-1100 Phone: +88-09617-001100 Website: www.bankasia-bd.com Email: contact.center@bankasia-bd.com
Date of incorporation or registration	September 28, 1999
Date of commencement	September 28, 1999
Authorized capital	BDT 30,000,000,000
Paid-up capital	BDT 12,824,975,460 (as of December 31, 2025)
Total equity capital	BDT 35,169,664,311 (as of December 31, 2025)
Total liabilities	BDT 556,763,029,089 (as of December 31, 2025)
Total financial obligations	BDT 492,603,352,422 (as of December 31, 2025)
Total assets	BDT 591,932,693,400 (as of December 31, 2025)
Total tangible assets	BDT 4,994,735,837.00 (as of December 31, 2025)
Net worth	BDT 35,169,664,311 (as of December 31, 2025)
2. Particulars of Issue Manager	
Name of the Issue Manager	Prime Bank Investment PLC
Legal Status of the Issue Manager	Public Limited Company
Details of Contact Information of the Issue Manager	Khandoker Raihan Ali, FCCA SEVP & Chief Operating Officer Tajwar Center (5th Floor), House: 34, Road No: 19/A, Banani, Dhaka- 1213 Cell: +880173 031 810 E-mail: raihan@pbil.com.bd
Name of the Issue Managed by	Bank Asia Sustainable Subordinated Bond
3. Particulars of the Issue	
Name of the issue	Bank Asia Sustainable Subordinated Bond

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baton
Managing Director & CEO

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Type of instruments to be issued	Unsecured, Non-convertible, Fully Redeemable, Floating Rate, and Sustainable Subordinated Bond
Purpose of the issue	To raise Tier-II Regulatory Capital and thereby enhancing its Capital to Risk-Weighted Asset Ratio (CRAR) as per "Guidelines on Risk Based Capital Adequacy" from Bangladesh Bank and support its commitment to sustainable financing
Number of securities	Up to 8,000 bonds of BDT 1,000,000 each
Total issue size of securities	Up to BDT 8,000,000,000 (Eight Billion Taka)
Face value per bond	BDT 1,000,000 each
Coupon rate	Reference Rate + Coupon Margin
Reference Rate	Reference Rate shall be determined according to the BB Approval (as may be revised, amended or modified from time to time) and initially, by the following method: Average of the upper limit of the most recent month's published fixed deposit rates of 6 months' tenor, of all private commercial banks (excluding shariah-based Islamic banks, foreign banks and 4 th and 5 th generation banks). The published deposit rate to be taken from "Announced coupon rate chart of the Scheduled Banks (Deposit Rate)" published by Bangladesh Bank in its website. This shall be subjected to any review by Bangladesh Bank from time to time which shall be applicable on the Bonds upon confirmation of such review by Bangladesh Bank, and shall be applicable for the tenor unless a further revision is in place. The Reference Rate will be notified by the Trustee semi-annually on the Quotation Day.
Coupon Margin	Coupon Margin is 3.00% percent per annum, and shall be subjected to any review by Bangladesh Bank from time to time which shall be applicable on the Bonds upon confirmation of such review by Bangladesh Bank, which shall be applicable for the tenor unless a further revision is in place.
Coupon Rate Determination Date	Five (05) days before the first day of any period for which the coupon is to be paid
Coupon Margin	3.00%
Tenure	7 years, i.e. 84 months from the issue date
Details conversion/ exchange option features	Non-convertible
Mode of Redemption	To be redeemed in 5 equal annual tranches starting from end of the 36th month from Drawdown Date/ Issue Date/ Coupon alignment date and annually thereafter, in accordance with provisions outlined in the relevant legal document
Mode of option (call/ put)	Non-puttable, non-callable in nature
External Review	Second Party Opinion by S&P Global Ratings; post-issuance independent verification annually until full allocation

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer

Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
NRH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sohail R K Hussain
Managing Director for
Bank Asia PLC,
Corporate Office

Rate of return	Reference rate+ coupon margin
Applicable tax rate	According to the laws of Bangladesh
Default protection mechanism	N/A
Type of collateral securities being offered	Unsecured
Status of securities holders in case of priority of payment	The subordinated bond will be referred to the debt instruments which will be subordinated to deposits and other liabilities of the bank. It implies that the claims of the subordinated debt holders will be junior to the claims of the depositors and the creditors.
Period within which securities to be issued	2026-27
Nature of tradability or listing in the stock exchange(s)	The bond will be listed on the Alternative Trading Board (ATB), if required by BSEC through consent letter.

4. Particulars of the Trustee

Name of the trustee	DBH Finance PLC
Paid-up capital of the trustee	BDT 2,028,679,740 (as of December 31, 2025)
Net worth of the trustee	BDT 10,051,656,986 (as of December 31, 2025)
Name of the issues also acting as Trustee	UCBL 5th Subordinated Bond, 5th PBL Subordinated Bond, IBBL 4th Mudaraba Sub Bond, PBL 3rd Non-Convertible Sub Bond, SJIBL 3rd Mudaraba Sub Bond, Trust Bank Ltd VI Sub Bond, SIBL 4th Mudaraba Sub Bond, Runner Auto Sustainability Bond, Dhaka Bank 4th Sub Bond, Sajida 2nd Zero Coupon Bond, CDIP 1st Zero Coupon Bond, Pubali Bank 4th Sub Bond, IBBPLC Fifth Mudaraba Sub Bond, Standard Bank 4th Sub Bond, EXIM 6th Sub Bond, Dutch-Bangla Bank 5th Sub Bond, AIBPLC 5th Sub Bond, Jamuna Bank Subordinated Bond V, UCB 6th Subordinated Bond, Pubali Bank 5th Subordinated Bond, Trust Bank Subordinated Bond VIII, Meghna Bank 2nd Subordinated Bond, Mercantile Bank 3rd Subordinated Bond, Southeast Bank Subordinated Bond (6th Issue), 4th Subordinated Bond of EBL, Sajida Orange Zero-Coupon Bond, IDLC Venture Capital Fund I, UCB Private Equity Fund I, UCB Venture Capital Fund I.

5. Particulars of the Credit Rating Company

Name of the credit rating company (Issuer)	Credit Rating Information & Services Limited (CRISL)
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Mohammed Ibrahim Khalil FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
DBL Finance PLC

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sohail R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

Name of the credit rating company (Issue)	Emerging Credit Rating Ltd (ECRL)																	
Credit rating status of the issuer	<table><tr><td>Long Term</td><td>AA+</td></tr><tr><td>Short Term</td><td>ST- 1</td></tr><tr><td>Outlook</td><td>Stable</td></tr><tr><td>Date of Rating</td><td>30-Jun-26</td></tr><tr><td>Expiry Date</td><td>29-Jun-27</td></tr></table>			Long Term	AA+	Short Term	ST- 1	Outlook	Stable	Date of Rating	30-Jun-26	Expiry Date	29-Jun-27					
Long Term	AA+																	
Short Term	ST- 1																	
Outlook	Stable																	
Date of Rating	30-Jun-26																	
Expiry Date	29-Jun-27																	
Credit rating status of the issue	<table><tr><td>Long Term</td><td>AA_B+</td></tr><tr><td>Outlook</td><td>Stable</td></tr><tr><td>Date of Rating</td><td>18-Jun-26</td></tr><tr><td>Expiry Date</td><td>17-Jun-27</td></tr></table>			Long Term	AA _B +	Outlook	Stable	Date of Rating	18-Jun-26	Expiry Date	17-Jun-27							
Long Term	AA _B +																	
Outlook	Stable																	
Date of Rating	18-Jun-26																	
Expiry Date	17-Jun-27																	
Latest default rate of the credit rating company (Issuer)	CRISL three years CDR (Cumulative Default Rate) for Corporate under investment grade (AAA to BBB) stood at 2.632%																	
Average time to default of the rated category (Issuer)	3 years																	
Rating Trigger, if any	In case where the credit rating of the Issue falls below the minimum investment grade, i.e., "BBB" in the long term or "ST-3" in the short term, the Issuer shall pay an additional interest over and above the stipulated Coupon Rate as Risk Premium in accordance with the table set out below. <table><tr><th>BB Rating Grade</th><th>Equivalent Rating of CRISL</th><th>Risk Premium</th></tr><tr><td>4</td><td>BBB+, BBB, BBB-</td><td>0.25%</td></tr><tr><td>5</td><td>BB+, BB, BB-, B+, B, B-, CCC+, CCC, CCC-, CC+, CC, CC-,</td><td>0.50%</td></tr><tr><td>6</td><td>C+, C, C-</td><td>0.75%</td></tr><tr><td>6</td><td>D</td><td>1.00%</td></tr></table>			BB Rating Grade	Equivalent Rating of CRISL	Risk Premium	4	BBB+, BBB, BBB-	0.25%	5	BB+, BB, BB-, B+, B, B-, CCC+, CCC, CCC-, CC+, CC, CC-,	0.50%	6	C+, C, C-	0.75%	6	D	1.00%
BB Rating Grade	Equivalent Rating of CRISL	Risk Premium																
4	BBB+, BBB, BBB-	0.25%																
5	BB+, BB, BB-, B+, B, B-, CCC+, CCC, CCC-, CC+, CC, CC-,	0.50%																
6	C+, C, C-	0.75%																
6	D	1.00%																
6. Particulars of the Originators, If Any: N/A																		
7. Particulars of Other Contractual Parties																		
Underwriters	N/A																	
Legal Counsel	Farooq & Associates																	

Mohammed Ibrahim Khaliq, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO

Soham R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Arrangers	Prime Bank PLC. Faruque Mahmood SAVP & Senior Manager, Debt Capital Market Prime View, Plot-SE(F)7, Bir Uttam Mir Shawkat Sharak, Gulshan Avenue, Dhaka-1212 Cell: +8801755 645 469 E-mail: fm112805@primebank.com.bd Prime Bank Investment PLC. Khandoker Raihan Ali, FCCA SEVP & Chief Operating Officer Tajwar Center (5th Floor), House: 34, Road No: 19/A, Banani, Dhaka-1213 Cell: +880173 031 810 E-mail: raihan@pbil.com.bd IDLC Investments Limited Isa Mahmud Shovo Head of Structured Finance & Green Products DR Tower (4th Floor) Bir Protik Gazi Golam Dastagir Road, Purana Paltan, Dhaka 1000 Cell: +88 01755 658 978 E-mail: shovo@idlc.com
External Reviewer	S&P Global Ratings Kanchon Arora Senior Director, Head of Business Development- South Asia Email: kanchan.arora@spglobal.com

Table 2: Detailed Description & Information

Cyed M Omar Tayub
Managing Director & CEO
Bank Asia Sustainable Subordinated Bond

Mohammad Ibrahim Khalil, FCCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sohail R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

Section 5: Utilization of Proceeds

5.1 Purpose of Issuance

The purpose of issuing the Bank Asia Sustainable Subordinated Bond is to strengthen Bank Asia PLC's Tier-II regulatory capital base in compliance with Basel III requirements while mobilizing long-term funding for the financing and refinancing of eligible green and sustainable projects in Bangladesh. The net proceeds of the Bond will be allocated to a diversified portfolio of projects aligned with Bangladesh Bank's Green Bond Taxonomy, BSEC Debt Securities Rules, 2021, and the ICMA Green Bond Principles, including renewable energy, energy efficiency, sustainable water and wastewater management, circular economy initiatives, green buildings, climate-smart agriculture, and socially responsible financing. Through these investments, the Bank aims to support sustainable economic development, environmental protection, and the transition to a low-carbon economy while generating measurable environmental and social benefits.

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

5.2 Plan Regarding the Use of Proceeds

The proceeds of this Bond will be allocated across a diversified portfolio of multiple Eligible Green Projects drawn from the categories described above. This portfolio approach is consistent with Bank Asia's existing green lending operations and enables a diversified, risk-managed deployment of proceeds across sectors, geographies and borrower profiles within Bangladesh.

The indicative allocation of the BDT 8,000 million bond proceeds across the Bank's eligible green and sustainable financing portfolio, based on the current portfolio composition and anticipated allocation strategy, is presented in the table below.

Sl.	BB Sector	Green Product	Existing Portfolio (BDT Mn)	Future Allotment from Proceeds* (BDT Mn)	% of Total
1	Renewable Energy	Solar Park	1,821.22	400.00	5.00%
2	Energy & Resource Efficiency	Energy Efficiency	6,688.01	1,000.00	12.50%
		Improved Rice Parboiling System	136	200.00	2.50%
3	Alternative Energy	Pyrolysis Processed Oil/Bio-crude Oil Manufacturing	2393.92	-	-
4	Liquid Waste Management	Combination of Biological and Chemical ETP	510.08	300.00	3.75%
5	Circular Economy & Eco-Projects	Waste Water Treatment Plant	412.81	300.00	3.75%
		PET Bottle Recycling Plant	2.47	-	-
		Plastic Waste Recycling Plant	0.76	-	-
		Paper Recycling Plant	73.07	-	-
		Recycling & Recyclable Goods Manufacturing	2,349.59	300.00	3.75%

Nasimul Baten
Managing Director & CEO

Sohail R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Syed M Omar Tayub
Managing Director & CEO
Prime Bank Investment DC

Sl.	BB Sector	Green Product	Existing Portfolio (BDT Mn)	Future Allotment from Proceeds* (BDT Mn)	% of Total
		Jute Products Manufacturing Plant	2.77	-	-
6	Green/Env. Friendly Establishment	Establishment of Certified Green Industry	928.07	1,500.00	18.75%
		Establishment of Certified Green Building	1,355.35	800.00	10.00%
7	Green Agriculture	Organic Farming	20.82	-	-
8	Green CMSME	Financing in Cottage Industry	159.06	-	-
9	Sustainable Agriculture	Crops/Pisciculture/Lives tock	796.28	-	-
10	Sustainable MSME	Micro, Small & Medium Enterprise	12,967.07	-	-
11	Socially Responsible Financing	NGO/MFI Linkage Mode	6603.9	3,200.00	40.00%
12	Other SLF	Working Capital & Demand Loan of Green Products	8430.45	-	-
		Total	45,651.70	8,000.00	100.00%

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

* Actual allocations may vary from these estimates and will be disclosed in periodic allocation reports.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sohrab K Hussain
Managing Director for
Bank Asia PLC.
Corporate Office

Section 6: Detailed Features of the Bank Asia Sustainable Subordinated Bond

The Bank Asia Sustainable Subordinated Bond is a debt instrument which is coupon-bearing, non-convertible, fully redeemable, and unsecured in nature. The major features of the Bank Asia Sustainable Subordinated Bond are presented below.

6.1 Basic Features of the Instrument

Features- Bank Asia Sustainable Subordinated Bond											
Name of the Instrument	Bank Asia Sustainable Subordinated Bond										
Issue Type	Unsecured, Non-convertible, Fully Redeemable, Floating Rate, and Sustainable Subordinated Bond										
Issuer	Bank Asia PLC										
Purpose & Objectives	To strengthen the Bank's Tier-II regulatory capital in line with Basel III requirements and to finance eligible green and sustainable initiatives										
Issue Manager	Prime Bank Investment PLC										
Trustee	DBH Finance PLC.										
Arranger	Prime Bank PLC, Prime Bank Investment PLC, IDLC Investments Limited										
Legal Counsel	Farooq & Associates										
Credit Rating Agencies	Credit Rating Information & Services Limited (CRISL)										
Issue Size	BDT 8,000,000,000 (Eight Billion Taka)										
Number of Bonds	8,000 bonds of BDT 1,000,000 each										
Face Value per Bond	BDT 1,000,000										
Minimum Subscription	BDT 1,000,000										
Tenure	7 Years										
Investors	Institutional investors, high net-worth individuals, and other eligible investors under regulations										
Mode of Placement	Private placement on a best effort basis/ as per BSEC consent										
Rate of Return	Reference rate + Coupon margin										
Reference Rate	Average of the upper limit of the most recent month's published fixed deposit rates of 6 months' tenor, of all private commercial banks (excluding shariah-based Islamic banks, foreign banks and 4 th & 5 th generation banks).										
Quotation Day	5 business days before the first day of any period for which a coupon rate is to be determined										
Coupon Margin	3%										
Coupon Payment	Semi-annually beginning at the end of 6 months from Drawdown Date/ Issue Date/ Coupon alignment date, as determined by tranches and listing procedures of the bond										
Redemption Schedule	To be redeemed in 5 equal annual instalments starting from end of the 36th month from Drawdown Date/Issue Date/Coupon Alignment Date and annually thereafter as per following table: <table> <tr> <th>Month</th><th>Redemption</th></tr> <tr> <td>12</td><td>-</td></tr> <tr> <td>24</td><td>-</td></tr> <tr> <td>36</td><td>20% of Issue Size</td></tr> <tr> <td>48</td><td>20% of Issue Size</td></tr> </table>	Month	Redemption	12	-	24	-	36	20% of Issue Size	48	20% of Issue Size
Month	Redemption										
12	-										
24	-										
36	20% of Issue Size										
48	20% of Issue Size										

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
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Nasimul Baten
Managing Director & CEO

Zahid Hasan
Company Secretary (Acting)
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	<table><tr><td>60</td><td>20% of Issue Size</td></tr><tr><td>72</td><td>20% of Issue Size</td></tr><tr><td>84</td><td>20% of Issue Size</td></tr></table>	60	20% of Issue Size	72	20% of Issue Size	84	20% of Issue Size																
60	20% of Issue Size																						
72	20% of Issue Size																						
84	20% of Issue Size																						
Prepayment/Call/Put/Conversion Features	The bonds are non-convertible into ordinary shares, non-callable, non-puttable, and has no prepayment option																						
Tax Features	According to the laws of Bangladesh																						
Costs Related to Issue	The total estimated cost of the issue is around BDT 54.85 Lacs excluding VAT. The detailed breakdown of the cost has been shared on section 20.																						
Late Redemption Penalty	The Issuer shall pay a late payment penalty of 2% (two per cent) higher than the Coupon Rate and be payable on the amount not paid on the due date till the date of actual payment.																						
Credit Rating	Issuer Rating (Done by CRISL) <table><tr><th>Credit Rating</th><th>Current</th></tr><tr><td>Long-term</td><td>AA+</td></tr><tr><td>Short-term</td><td>ST-1</td></tr><tr><td>Outlook</td><td>Stable</td></tr><tr><td>Publishing Date</td><td>June 30, 2026</td></tr><tr><td>Validity Date</td><td>June 29, 2027</td></tr></table> Issue Rating (Done by ECRL) <table><tr><th>Credit Rating</th><th>Current</th></tr><tr><td>Long-term</td><td>AA_B+</td></tr><tr><td>Outlook</td><td>Stable</td></tr><tr><td>Publishing Date</td><td>June 18, 2026</td></tr><tr><td>Validity Date</td><td>June 17, 2027</td></tr></table>	Credit Rating	Current	Long-term	AA+	Short-term	ST-1	Outlook	Stable	Publishing Date	June 30, 2026	Validity Date	June 29, 2027	Credit Rating	Current	Long-term	AA _B +	Outlook	Stable	Publishing Date	June 18, 2026	Validity Date	June 17, 2027
Credit Rating	Current																						
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Credit Rating	Current																						
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Outlook	Stable																						
Publishing Date	June 18, 2026																						
Validity Date	June 17, 2027																						
Rating Trigger	In case where the credit rating of the Issue falls below the minimum investment grade, i.e., "BBB" in the long term or "ST-3" in the short term, the Issuer shall pay an additional interest over and above the stipulated Coupon Rate as Risk Premium in accordance with the table set out below. <table><tr><th>BB Rating Grade</th><th>Equivalent Rating of CRISL</th><th>Risk Premium</th></tr><tr><td>4</td><td>BBB+, BBB, BBB-</td><td>0.25%</td></tr><tr><td>5</td><td>BB+, BB, BB-, B+, B, B-, CCC+, CCC, CCC-, CC+, CC, CC-,</td><td>0.50%</td></tr><tr><td>6</td><td>C+, C, C-</td><td>0.75%</td></tr><tr><td>6</td><td>D</td><td>1.00%</td></tr></table>	BB Rating Grade	Equivalent Rating of CRISL	Risk Premium	4	BBB+, BBB, BBB-	0.25%	5	BB+, BB, BB-, B+, B, B-, CCC+, CCC, CCC-, CC+, CC, CC-,	0.50%	6	C+, C, C-	0.75%	6	D	1.00%							
BB Rating Grade	Equivalent Rating of CRISL	Risk Premium																					
4	BBB+, BBB, BBB-	0.25%																					
5	BB+, BB, BB-, B+, B, B-, CCC+, CCC, CCC-, CC+, CC, CC-,	0.50%																					
6	C+, C, C-	0.75%																					
6	D	1.00%																					
Collateral Security	The bond is unsecured in nature. So, there is no underlying collateral as security																						
Credit Enhancement	The bond has no credit enhancement or guarantee features																						
Listing	As per regulatory requirement/ as per BSEC consent																						
Transferability	Freely transferable in accordance with the provisions of the Deed of Trust.																						

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Syed M Omar Tayub
Managing Director & CEO
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Nasimul Baten
Managing Director & CEO
Bank Asia PLC

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sehatul Hussain
Managing Director
Bank Asia PLC.
Corporate Office

Tax Features	According to the laws of Bangladesh
Governing Law	The Bonds are governed by and shall be construed in accordance with the existing laws of Bangladesh. Any dispute arising thereof shall be subject to the arbitration under Arbitration Act 2001.

Table 2: Detailed Features of the Instrument

6.2 Repayment Schedule

Year	Semi-Annual Period No.	Month	Principal Redemption (%)	Principal Redemption Amount	Outstanding Amount
1	1st	6	-	-	8,000,000,000
	2nd	12	-	-	8,000,000,000
2	3rd	18	-	-	8,000,000,000
	4th	24	-	-	8,000,000,000
3	5th	30	-	-	8,000,000,000
	6th	36	20%	1,600,000,000	6,400,000,000
4	7th	42	-	-	6,400,000,000
	8th	48	20%	1,600,000,000	4,800,000,000
5	9th	54	-	-	4,800,000,000
	10th	60	20%	1,600,000,000	3,200,000,000
6	11th	66	-	-	3,200,000,000
	12th	72	20%	1,600,000,000	1,600,000,000
7	13th	78	-	-	1,600,000,000
	14th	84	20%	1,600,000,000	-
				8,000,000,000	

Table 3: Repayment Schedule

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Managing Director & CEO
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Prime Bank Investment PLC.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sohail & K Hussain
Managing Director
Bank Asia PLC.
Corporate Office

Section 7: Description of Collateral Security and Type of Charges to be Created against the Issue

As this is an unsecured instrument, there are no underlying securities related to the issue.

Section 8: Rights and Obligations of the Issuer

8.1 Covenant to Repay

The Issuer covenants with the Trustee that it will, as and when the Bonds or any of them become due to be redeemed or any principal on the Bonds or any of them becomes due to be repaid in accordance with the Conditions, unconditionally pay or procure to be paid to or to the order of the Trustee in Bangladesh Taka in Dhaka in immediately available freely transferable funds the principal amount of the Bonds or any of them becoming due for redemption or repayment on that date and shall (subject to the provisions of the Conditions) until all such payments (both before and after judgment or other order) are duly made unconditionally pay or procure to be paid to or to the order of the Trustee as aforesaid on the dates provided for in the Conditions- Coupon on the principal amount of the Bonds or any of them outstanding from time to time as set out in the Conditions provided that:

- 8.1.1 Every payment of principal or Coupon in respect of the Bonds or any of them made to or to the account of the Bondholders shall satisfy, to the extent of such payment.
If any payment of principal or Coupon in respect of the Bonds or any of them is made after the due date, payment shall be deemed not to have been made until either the full amount is paid to the
- 8.1.2 Bondholders or, if earlier, the [seventh day] after notice has been given to the Bondholders in accordance with the Conditions that the full amount has been received by the Trustee to the extent that there is failure in the subsequent payment to the Bondholders under the Conditions.
In any case where payment of the whole or any part of the principal amount due in respect of any Bond is improperly withheld or refused, penalty shall accrue at the applicable rate of 2% p.a. for the Bond on the whole or such part of such principal amount from the date of such withholding or refusal
- 8.1.3 until the date either on which such principal amount due is paid to the Bondholders or, if earlier, the seventh day after which notice is given to the Bondholders in accordance with the Conditions that the full amount payable in respect of the said principal amount is available for collection by the Bondholders, provided that upon further due presentation thereof such payment is in fact made.

The Trustee will hold the benefit of this covenant and the covenants in Clause 12.3 (Covenant to comply with Trust Deed, Conditions and Schedules and applicable law) and Clause 12.4 (Covenants by the Issuer) on trust for the Bondholders.

8.2 Following an Event of Default

At any time after any Event of Default shall have occurred, the Trustee may:

- 8.2.1 By notice in writing to the Issuer, require it to make all subsequent payments in respect of the Bonds to or to the order of the Trustee and, with effect from the issue of any such notice until such notice is withdrawn, sub-clause 12.1.1 of Clause 12.1 (Covenant to Repay) and, insofar as it concerns payments by the Issuer, Clause 21.2 (Payment to Bondholders) shall cease to have effect.

8.3 Covenant to Comply with Trust Deed, Conditions, Schedules and Applicable Law

- 8.3.1 The Issuer hereby covenants with the Trustee to comply with, perform and observe all those provisions of this Trust Deed, the Conditions (including, without limitation, Condition 5 (Covenants)) and the other Schedules which are expressed to be binding on it and to perform and observe the same. The Bonds are subject to the provisions contained in this Trust Deed, all of which shall be binding upon the Issuer and the Bondholders and all persons claiming through or under them respectively. The Bondholders and all persons claiming under or through them respectively will also be entitled to the benefit of, and will be bound by, this Trust Deed and the other Bond Documents and will be deemed to have notice of all of the provisions of the Bond Documents applicable to them.

- 8.3.2 The Issuer hereby covenants with the Trustee to comply with, perform and observe all those provisions of the applicable law including, but not limited to, the Bangladesh Securities and Exchange Commission (Debt Securities) Rules, 2021. The Issuer agrees that the Bondholders and all persons claiming under or through them respectively will also be entitled to the benefit of, and will be bound by, the applicable law and will be deemed to have notice of all of the provisions of the applicable law applicable to them.
- 8.3.3 The Trustee shall itself be entitled to enforce the obligations of the Issuer under the Bonds, the Conditions and the applicable law as if the same were set out and contained in this Trust Deed which shall be read and construed as one document with the Bonds.

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Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

8.4 Covenants by the Issuer

The Issuer hereby covenants with the Trustee that, so long as any of the Bonds remain outstanding, it will:

- 8.4.1 Books of Account: At all times keep and procure that all its Subsidiaries keep such books of account as may be necessary to comply with all applicable laws and so as to enable the financial statements of the Issuer to be prepared and allow, subject to confidentiality obligations under applicable law, the Trustee and any person appointed by it free access to the same at all reasonable times and to discuss the same with responsible officers of the Issuer.
- 8.4.2 Event of Default: Give notice in writing to the Trustee forthwith upon becoming aware of any Event of Default and without waiting for the Trustee to take any further action.
- 8.4.3 Corporate Governance: Comply (and shall ensure that each member of the Group will) in all material respects with the corporate governance guidelines set out by Bangladesh Bank and the BSEC.
- 8.4.4 Information: So far as permitted by applicable law, at all times give to the Trustee such information, opinions, certificates and other evidence as it shall require and in such form as it shall require in relation to the Issuer for the performance of its obligations under the Bond Documents.
- 8.4.5 Execution of Further Documents: So far as permitted by applicable law, at all times execute all such further documents and do all such further acts and things as may be necessary at any time or times, in the opinion of the Trustee, to give effect to the provisions of this Trust Deed.
- 8.4.6 Notices to Bondholders: Send or procure to be sent to the Trustee not less than 5 (five) Business Days prior to the date of publication, one copy of each notice to be given to the Bondholders in accordance with the Conditions and, upon publication, send to the Trustee two copies of such notice.
- 8.4.7 Notification of Non-payment: Notify the Trustee forthwith in the event that it does not, on or before the due date for payment in respect of the Bonds or any of them, pay unconditionally the full amount in the relevant currency of the moneys payable on such due date on all such Bonds.
- 8.4.8 Notification of Late Payment: In the event of the unconditional payment to the Trustee of any sum due in respect of the Bonds or any of them being made after the due date for payment thereof, forthwith give notice to the Bondholders that such payment has been made.
- 8.4.9 Notification of Redemption or Repayment: Fourteen (14) days prior to the Redemption Dates or purchase in respect of any Bond, give to the Trustee notice in writing of the amount of such redemption or purchase pursuant to the Conditions and duly proceed to redeem or purchase such Bonds accordingly.
- 8.4.10 Authorized Signatories: Upon the execution hereof and thereafter forthwith upon any change of the same, deliver to the Trustee a list of the Authorized Signatories of the Issuer, together with certified specimen signatures of the same.
- 8.4.11 Payments: Pay moneys payable by it to the Trustee hereunder without set-off, counterclaim, deduction or withholding unless otherwise compelled by law and, in the event of any deduction or withholding compelled by law, pay such additional amount as will result in the payment to the Trustee of the amount which would otherwise have been payable by it to the Trustee hereunder.
- 8.4.12 Risk Premium: In case where the credit rating of the Issue falls below the minimum investment grade, i.e., "BBB" in the long term or "ST-3" in the short term, the Issuer shall pay an additional interest over and above the stipulated Coupon Rate as Risk Premium in accordance with the table set out below.

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Managing Director & CEO
Bank Asia PLC

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sobhan K. Hussain
Managing Director
Bank Asia PLC
Corporate Office

BB Rating Grade	Equivalent Rating of CRISL	Risk Premium
4	BBB+, BBB, BBB-	0.25%
5	BB+, BB, BB-, B+, B, B-, CCC+, CCC, CCC-, CC+, CC, CC-,	0.50%
6	C+, C, C-	0.75%
6	D	1.00%

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Chief Financial Officer
Bank Asia Finance PLC
Corporate Office, Dhaka

8.4.13 Proceeds of the Fund (Considering Approval and Issuance as a Sustainable Bond):

At all times, the proceeds or funds raised through the issuance of the Bonds shall be invested in Eligible Investors engaged in activities intended to generate measurable and beneficial environmental and climate impacts for society, in addition to financial returns, as justified by internationally recognized criteria and properly assessed and quantified by an eligible expert.

8.4.13.1 The proceeds or funds raised through the issuance of the Bonds shall be maintained in an escrow account or a specified bank account, and all utilization of such proceeds or funds shall be made through such escrow account or specified bank account.

The report on utilization of proceeds or fund status as well as implementation status of the project will be submitted to BSEC and to the exchange(s) in which its securities shall be listed, on half-yearly basis within 10 (ten) working days of close of the half year, till full utilization of proceeds or completion of the project.

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Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Schahid K. Hossain
Managing Director & CEO
Bank Asia Finance PLC
Corporate Office, Dhaka

Section 9: Rights and Obligations of the Trustee

It is expressly declared as follows:

9.1 Trustee's Rights

- 9.1.1 **Applicable Law:** Notwithstanding anything contained in this Trust Deed, the Trustee shall have all such rights and powers granted to it under applicable law, including but not limited to the Rules.
- 9.1.2 **Advice:** The Trustee may act on any opinion, advice, certificate or information obtained from any lawyer, banker, valuer, surveyor, broker, auctioneer, accountant or other expert (whether obtained by the Trustee, the Issuer or any Subsidiary), and shall not be responsible for any liability occasioned by so acting. Such opinion, advice, certificate or information may be sent or obtained by letter, telegram, telex, cablegram or facsimile transmission.
- 9.1.3 **Resolution or Direction of Bondholders:** The Trustee shall not be responsible for acting upon any resolution purporting to be a Written Resolution or passed at any meeting of Bondholders, or any direction of a specified percentage of Bondholders, notwithstanding any subsequent defect in the constitution of the meeting or validity of such resolution or direction.
- 9.1.4 **Trustee not Responsible for Investigations:** Save as otherwise provided by applicable law, the Trustee shall not be responsible for investigating any recital, statement, representation, warranty or covenant contained in this Trust Deed, the Bonds or any related agreement or document, nor for the execution, legality, effectiveness, adequacy, genuineness, validity, enforceability or admissibility in evidence thereof.
- 9.1.5 **Entry on the Register:** The Trustee shall not be liable by reason of having accepted as valid, or not having rejected, any entry on the Register subsequently found to be forged or not authentic and may assume for all purposes that any entry on the Register is correct.
- 9.1.6 **Events of Default:** Save as otherwise provided by applicable law, until it has actual knowledge or express notice to the contrary, the Trustee shall be entitled to assume that no Event of Default has occurred and that the Issuer is observing and performing all obligations under the Bonds and this Trust Deed. Any directive issued by a regulatory authority that forestalls payment to any subscriber shall not constitute an Event of Default and shall supersede any inconsistent provision of this Trust Deed.
- 9.1.7 **Right to Deduct or Withhold:** To the extent required by applicable law, the Trustee shall be entitled to make any deduction or withholding from payments or distributions made under this Trust Deed, or retain sufficient sums to discharge any tax liabilities arising from the performance of its duties hereunder.
- 9.1.8 **Liability:** The Trustee shall not be liable to any person for any act or omission in connection with this Trust Deed or the Bonds, except in the case of its own gross negligence, wilful default or fraud. This provision shall survive the termination or expiry of this Trust Deed and the removal or termination of the Trustee.
- 9.1.9 **Force Majeure:** The Trustee shall not be liable for any failure or delay in performing its obligations due to circumstances beyond its control, including acts of God, war, terrorism, fire, labor disputes, legal restrictions, or failures of communication or computer systems. The Trustee shall, however, use commercially reasonable efforts to resume performance as soon as practicable.
- 9.1.10 **Immunities:** The Trustee's immunities, protections from liability and rights to indemnification shall extend to its officers, directors and employees and shall survive its resignation or removal, the discharge of this Trust Deed and the final payment of the Bonds. The Issuer irrevocably waives any claim to immunity from suit, execution or attachment in connection with proceedings relating to this Trust Deed.
- 9.1.11 **Professional Charges:** Any Trustee being a banker, lawyer, broker or other professional person shall be entitled to charge and be paid all usual professional fees and charges, together with properly incurred expenses and disbursements, in accordance with the Fee Letter.
- 9.1.12 **Expenditure by the Trustee:** Nothing in this Trust Deed shall require the Trustee to expend or risk its own funds or incur financial liability in performing its duties unless adequate indemnity or security against such risk or liability is reasonably assured.
- 9.1.13 **Trustee may enter into Financial Transactions with the Issuer:** No Trustee nor any director or officer thereof, shall by reason of its fiduciary position be precluded from entering into contracts or

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Chief Financial Officer

Bank Asia PLC

Syed M. Omar Tayub

Managing Director & CEO

Princ Bank Investment PLC

Nasimul Baten
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Company Secretary (Acting)

Bank Asia PLC.

Sohail K Hussain
Managing Director
Bank Asia PLC.
Corporate Office

transactions with the Issuer or its Subsidiaries in the ordinary course of business, or from accepting trusteeships of other securities of the Issuer or its affiliates. Neither the Trustee nor such directors or officers shall be accountable to the Bondholders for any fees, commissions or profits arising therefrom and may retain the same for their own benefit.

- 9.1.14 Trustee Liability: The Trustee shall not be liable to any person for any matter or thing done or omitted in connection with this Trust Deed or the Bonds except in the case of its own gross negligence, wilful default or fraud.
- 9.1.15 Right to Sue: The Trustee may sue and may be sued on behalf of the Bondholders.

Mohammed Ibrahim Kholil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

9.2 Trustee's Powers and Duties

- 9.2.1 Applicable Law: Notwithstanding anything contained in this Trust Deed, the Trustee shall have all such responsibilities as set out under applicable law, including but not limited to the Rules.
- 9.2.2 Act for Bondholders: Subject to applicable law and the terms and conditions of this Trust Deed, the Trustee shall act on behalf of and in the exclusive interest of the Bondholders.
- 9.2.3 Monitoring: The Trustee shall ensure that the Issuer observes the applicable law governing the Bonds and complies with the terms and conditions of the Bond Documents. Upon becoming aware of any breach by the Issuer, the Trustee shall promptly inform the Bondholders and the Issuer of such breach.
- 9.2.4 Report to BSEC: The Trustee shall submit an annual compliance report to the BSEC on the activities of the Issuer, including the status of utilization of proceeds, implementation status, and repayment of dues to the Bondholders. A copy of such report shall be provided to the Issuer and the Bondholders.
- 9.2.5 Grievances of Bondholders: Upon receipt of any complaint from the Bondholders, the Trustee shall take necessary steps to redress such grievances within one month from the date of receipt and shall keep the BSEC and the Issuer informed of the number, nature and particulars of such complaints and the manner in which they have been resolved.
- 9.2.6 Trustee's Determination: The Trustee may determine whether any default in the performance or observance by the Issuer of its obligations under this Trust Deed or the Bonds is capable of remedy and/or materially prejudicial to the interests of the Bondholders. Any certificate issued by the Trustee in this regard shall be conclusive and binding upon the Issuer and the Bondholders.
- 9.2.7 Determination of Questions: As between itself and the Bondholders, the Trustee shall have full power to determine all questions and doubts arising in relation to the provisions of this Trust Deed, and every such determination shall be conclusive and binding upon the Trustee and the Bondholders.
- 9.2.8 Trustee's Discretion: Save as otherwise expressly provided herein, the Trustee shall have absolute discretion in the exercise or non-exercise of all trusts, powers, authorities and discretions vested in it under this Trust Deed or by operation of law and shall not be responsible for any resulting liability. However, where the Trustee is required to act at the request or direction of the Bondholders, it shall not be obliged to do so unless adequately indemnified and/or provided with satisfactory security against any liabilities, costs, charges, damages or expenses that may arise.
- 9.2.9 Trustee's Consent: Any consent given by the Trustee for the purposes of this Trust Deed may be given on such terms and subject to such conditions, if any, as the Trustee may require.
- 9.2.10 Application of Proceeds: The Trustee shall not be responsible for the receipt or application by the Issuer of the proceeds of the issue of the Sustainable Subordinated Bonds.
- 9.2.11 Error of Judgment: The Trustee shall not be liable for any error of judgment made in good faith, applying due diligence and without negligence, by any officer or employee assigned to administer its corporate trust matters, except in the case of its own gross negligence, wilful default or fraud.
- 9.2.12 Agents: Subject to the provisions of the Trust Act, 1882 and the Rules, the Trustee may, with the consent of the Issuer, employ and remunerate any agent, whether or not a lawyer or other professional person, to conduct any business or perform any act required under this Trust Deed. The Trustee shall not be responsible for any loss, liability, expense, claim or proceedings arising from the misconduct, omission or default of such person, provided that reasonable care was exercised in the appointment thereof.
- 9.2.13 Confidential Information: Unless required by law or ordered by a court of competent jurisdiction, the Trustee shall not be required to disclose to any Bondholder any confidential information made

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Prime Finance PLC.

Zaid Hasan
Company Secretary (Acting)
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available to it by the Issuer in connection with this Trust Deed, and no Bondholder shall be entitled to compel disclosure of such information.

- 9.2.14 Determination of Coupon Rate: The Trustee shall determine the Coupon Rate in accordance with the Conditions of the Bonds.

9.3 Exercise of Discretion

- 9.3.1 Exercise of Discretion: Notwithstanding anything to the contrary contained in this Trust Deed, the Trustee shall not be obliged to exercise or consider exercising any discretion, make or consider making any determination (including, without limitation, any determination as to whether any fact, circumstance, activity or matter is material, substantial or complies with any similar quantitative standard), or take or consider taking any action whatsoever in connection with or pursuant to the Bonds unless directed to do so by the Bondholders holding not less than 66⅔% in principal amount of the Bonds then outstanding or pursuant to an Extraordinary Resolution of the Bondholders, provided that the Trustee has been indemnified or provided with security to its satisfaction and is otherwise satisfied that such exercise, determination or action is lawful. Such direction shall specify the manner in which the Trustee shall exercise such discretion, make such determination or take such action.
- 9.3.2 Reliance on Bondholders' Directions: The Trustee shall not be responsible for any loss, expense, damage, claim, cost, charge or liability that may arise from the exercise or non-exercise of any discretion, the making or failure to make any determination, or the taking or failure to take any action by the Trustee pursuant to, or pending, the directions of the Bondholders as referred to above.

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DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sohail K Hussain
Managing Director
Bank Asia PLC
Corporate Office

Section 10: Rights and Obligations of Other Contractual Parties

10.1 Issue Manager

Pursuant to the Issue Management Agreement dated _____, Prime Bank Investment PLC. have been appointed as the Issue Manager for the issuance of Bonds having an aggregated issue price of BDT 8,000,000,000.00 (EIGHT BILLION TAKA) only, setting out the terms and conditions of the appointment as stated therein for the purpose of the private issuance of the Bonds the terms of which is detailed under the Information Memorandum (as defined below) and subjected to the approval of BSEC; The terms of scope the service of the Issue Manager are as follows:

- 10.1.1 The Issue Manager shall examine all documents submitted with the application, visit the premises of the Issuer or originator, and conduct interviews with the chairperson, directors and key management personnel of the Issuer or originator in connection with finalization of the Information Memorandum pertaining to the issue.
- 10.1.2 The Issue Manager's due diligence process shall comprise examination of all relevant documents, materials and papers furnished by the issuer or originator; site visits to the Issuer's or originator's premises; discussions with directors, officers and auditors of the Issuer or originator; consultation with other relevant agencies; and independent verification of statements concerning the objects of the issue and the contents of all furnished documents and materials.
- 10.1.3 The Issue Manager shall ensure that the Information Memorandum filed with BSEC is in full conformity with the documents, materials and papers relevant to the issue as verified and examined during its due diligence process.
- 10.1.4 The Issue Manager shall ensure that all legal requirements relating to the issue, including requirements prescribed in rules, notifications, guidelines and instructions framed or issued by the Bangladesh Securities and Exchange Commission; requirements of other competent authorities having jurisdiction over the issue; and applicable provisions of government regulations and notifications have been duly complied with in all material respects.
- 10.1.5 The Issue Manager shall ensure that all disclosures made in the information memorandum are true, fair and complete; the disclosures are adequate to enable investors to make a well-informed investment decision in the proposed issue; and the disclosures are presented in accordance with the requirements of the Companies Act, 1994, the Trust Act, 1882, the Bangladesh Securities and Exchange Commission (Debt Securities) Rules, 2021 and all other applicable laws and regulations.
- 10.1.6 The Issue Manager shall ensure that the Trustee and the Credit Rating Company are registered with the Commission and that such registrations shall remain valid and in good standing through the date of issuance of the securities.
- 10.1.7 The issue is structured as a private offer; so, underwriting is optional for private offers; the issuer has exercised its discretion not to appoint any underwriters for the proposed issue; and the Issue Manager is therefore absolved from the duty to assess the capability of underwriters to fulfil underwriting commitments.
- 10.1.8 The Issue Manager shall ensure that the proposed activities of the issuer for which funds are being raised fall squarely within the 'main objects' listed in the object clause of the Memorandum of Association or other constituent charter of the issuer or originator; all activities carried out to date by the issuer or originator are valid and consistent with the provisions of its object clause; and the proposed issue does not contemplate any activities outside the scope of the issuer's or originator's stated objects.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sohail R K Hussain
Managing Director for
Bank Asia PLC.
Corporate Office

- 10.1.9 The Issue Manager shall ensure its duty to arrange for proceeds received pursuant to the issue to be kept in a separate and designated bank account; ensure that such moneys are utilized exclusively for the purposes disclosed in the "Use of Proceeds" section of the information memorandum; and maintain oversight of such account and fund utilization throughout the disbursement period.
- 10.1.10 The Issue Manager shall confirm that all applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Debt Securities) Rules, 2021 have been included in the information memorandum, and that additional disclosures have been made which are, in the judgment of the Issue Manager, fair and adequate to enable Investors to make a well-informed decision regarding their proposed investment.
- 10.1.11 The Issue Manager shall preserve all due diligence-related process documents, approval memoranda and supporting records, maintain such records for a minimum period of five (5) years following the date of issue of securities, and make such records available for inspection and review by the Commission at any time during such retention period or thereafter upon request.

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

10.2 Arranger

Pursuant to the Lead Arranger and Placement Agent Agreement dated _____, IDLC Investments Limited, Prime Bank Investment PLC. & Prime Bank PLC. have been appointed as the Arrangers for the issuance of Bonds having an aggregated issue price of BDT 8,000,000,000.00 (EIGHT BILLION TAKA) only, setting out the terms and conditions of the appointment as stated therein for the purpose of the private issuance of the Bonds the terms of which is detailed under the Information Memorandum (as defined below) and subjected to the approval of BSEC.

Nasimul Baten
Managing Director & CEO
IDLC Investments PLC

10.3 Legal Counsel

Pursuant to the Letter issued under Ref. _____ dated _____, the Issuer agrees to appoint Farooq & Associates as the Legal Counsel of the Bonds in order to provide legal advice and legal assistance or any other legal services deliverables to the Issuer in relation to the issuance as per the following scope:

- 10.3.1 Draft, negotiate and finalize Trust Deed, Subscription Agreements and other ancillary documents in relation to the issuance of Bonds.
- 10.3.2 Review of applications to be made by the Issuer to relevant Regulators;
- 10.3.3 Provide necessary legal opinion on various issues as required upon execution of the Bond Documents;
- 10.3.4 Assist with registering the required agreements, documents and related forms with the respective authorities and entities and
- 10.3.5 Attend meetings, telephone calls, discussions, correspondences, perusals and any other services incidental to the completion of the transaction in various stages for the issuance of Bonds.

Zaid Hasan
Company Secretary (Acting)
Bank Asia PLC.

10.4 Credit Rating Agency

For the purpose of conducting the Bond Rating Service for the Bonds having total issue size of BDT 8,000,000,000.00 (EIGHT BILLION TAKA) only (which shall be referred to as "Rated Subject") the Issuer has appointed Emerging Credit Rating Limited (the "Credit Rating Agency" or "ECRL") under the terms and covenants as detailed under Credit Rating Agency Agreement dated _____ executed by and

Sohail K Hussain
Managing Director
Bank Asia PLC
Chief Financial Officer

between the Issuer and the ECRL to be conducted as per the Bangladesh Securities and Exchange Commission (Credit Rating Companies) Rules, 2022 issued by the BSEC and the Standard Methodology and Ethical Code of the ECRL etc.

Moreover, for providing the requested rating services for the Rated Subject, the Issuer agrees to make payment to the ECRL as per the payment schedule mentioned under Credit Rating Agency Agreement dated _____, up to end of bond maturity for any debt instrument as per requirements of the Bangladesh Securities and Exchange Commission (Credit Rating Companies) Rules, 2022.

10.5 Any Other Contractual Party

The rights and obligations of any other contractual party should be governed by the respective contract or agreement entered into by the parties therein.



Mohammed Ibrahim Khaliq, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.



Nasimul Baten
Managing Director & CEO
DBH Finance PLC.



Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.



Sahin R K Hussain
Managing Director
Bank Asia PLC.
Corporate Office, Dhaka.

Section 11: Rights and Obligations of the Bondholders/Investors

- 11.1 Each Bondholder shall enter into a separate Subscription Agreement with the Issuer and shall be bound by the terms and conditions contained in this Trust Deed & such Subscription Agreement containing the details of the rights and obligations of the Investors.
- 11.2 The obligations of the Bondholders under the respective Subscription Agreement, this Trust Deed and other Bond Documents with identical terms are several and the failure by a Bondholder(s) to perform its obligations under the Bond Documents shall not affect the obligations of the Issuer towards any other Bondholder(s) under other identical agreements nor shall any other Bondholder(s) be liable for the failure by such Bondholder(s) to perform its obligations under the Subscription Agreement or any other Bond Document.
- 11.3 The rights of the Bondholder are several and any debt or other obligation arising under the respective Subscription Agreement at any time from the Issuer to any other Bondholder(s) shall be a separate and independent debt. Each Bondholder will be entitled to protect and enforce its individual rights independently of any other Bondholder and it shall not be necessary for any other Bondholder(s) to be joined as an additional party in proceedings for such purpose.
- 11.4 Each Bondholder has the right to demand information from the Issuer as set out in this Trust Deed and the Condition attached in Schedule 1 Part B (Terms and Conditions of the Bonds).
- 11.5 Each Bondholder has the right to receive payment of principal amount of the Bond on the Redemption Date as set out in the Condition attached in Schedule 1 Part B (Terms and Conditions of the Bonds).
- 11.6 Each Bondholder has the right to receive Coupon on the Bond on the Coupon Payment Date as set out in the Condition attached in Schedule 1 Part B (Terms and Conditions of the Bonds).
- 11.7 Each Bondholder has the right to attend meeting of the Bondholders and vote there in accordance with Condition 12 (Meetings of Bondholders, Modification, Waiver and Substitution).
- 11.8 **Investor Representations:** The Bondholder(s) will comply with all applicable laws and regulations of Bangladesh and each other jurisdiction in which it offers, sells or delivers Bonds or has in its possession or distributes any offering material, in all cases at its own expense.
- 11.9 **Indemnity:** The Issuer shall fully indemnify the Bondholder(s) from and against any expense, loss, damage or liability which any of them may incur as per provisions of the Bond Documents, in connection with the enforcement, protection or preservation of any right or claim of the Bondholders under the Bond Documents.
- 11.10 **Closing:**
 - 11.10.1 Subscription and closing
 - 11.10.1.1 Subject to the conditions precedent contained in Clause 8.2 (Conditions precedent) of the Subscription Agreement, the closing of the issue of the Bonds shall take place on the Closing Date.
 - 11.10.1.1.1 On the date indicated in each of the Subscription Agreement, the respective Bondholders will execute and deliver a letter addressed to the

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sohail K Hussain
Managing Director
Bank Asia PLC
Corporate Office, Dhaka

Issuer in the form attached as Schedule _ (Form of Investor Representation Letter) of this Trust Deed.

11.10.1.2 Payment of net issue Proceeds: On each Closing Date, of the Bondholders shall pay the purchase price of Bonds to the Issuer in Bangladesh Taka in the manner provided for in each of the respective Subscription Agreement.

11.10.1.3 Bond certificates:

11.10.1.3.1 Registration: On the Closing Date, the Issuer shall procure that the principal amount of Bonds subscribed for by the Investor for which payment has been received in accordance with Clause 9.1.2 of the Subscription Agreement and are registered in name of the Investor.

11.10.1.3.2 Issue: On the Closing Date, the Issuer shall duly execute and deliver the Letter of Allotment to the Trustee for authentication. Promptly following the Closing Date, the Issuer will deliver to each Investor the Letter of Allotment, duly authenticated by the Trustee and representing such Investor's entire details of holding of Bonds. The Letter of Allotment shall be surrendered by the Investors to the Issuer as soon as the Bonds are registered in dematerialized form.

11.10.1.3.3 Dematerialization: On the Closing Date, the Issuer shall intimate CDBL authorizing a credit in dematerialized form in respect of the concerned Bonds in favour of the designated BO Account. On receipt of such intimation, CDBL shall cause the necessary credit entry to be made in the designated BO Account. No credit of any Bonds to any account shall be made unless CDBL has received intimation from the Issuer as set out hereinabove.

11.10.1.3.4 Listing: The Issuer shall do all necessary arrangements for listing the Bonds with the respective stock exchanges as per rules and regulations by BSEC.

11.11 Termination: The Bondholders may give a termination notice to the Issuer at any time on or prior to the Closing Date if:

11.11.1 Breach of obligation: The Issuer fails to perform any of its obligations under the Subscription Agreement;

11.11.2 Failure of condition precedent: any of the conditions precedent is not satisfied or waived by the Bondholders on the Closing Date; or

11.11.3 Force majeure: since the date of the Subscription Agreement there has been (i) any material outbreak or escalation of hostilities involving Bangladesh or declaration by Bangladesh of a national emergency or war or other calamity or crisis or (ii) a material adverse change in economic, political or financial conditions or currency exchange rates or exchange controls in Bangladesh or international market, of such magnitude and severity in its effect on the financial markets as to make it impracticable or inadvisable to proceed with the offer, sale, distribution or delivery of the Bonds.

11.12 Consequences: Upon the giving of a termination notice under Clause 11.11 (Termination) and subject to the Subscription Agreement:

11.12.1 Discharge of Issuer: The Issuer shall be discharged from performance of its obligations under the Subscription Agreement except for the liability of the Issuer in relation to expenses related to the Bonds and except for any liability arising before or in relation to such termination; and

11.12.2 Discharge of Bondholder: such Bondholder shall be discharged from performance of their respective obligations under the Subscription Agreement.

Mohammad Ibrahim Khellil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
Prime Bank Investment PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sohail R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

Section 12: Description of Bank Asia PLC

Bank Asia PLC began operations in 1999 with the vision of providing innovative, customer-centric, and technology-driven banking services to individuals and businesses across Bangladesh. Established by a group of distinguished entrepreneurs and guided by an experienced management team comprising seasoned bankers and professionals with domestic and international expertise, the Bank has emerged as one of the leading private commercial banks in the country. Bank Asia achieved a landmark in Bangladesh's banking sector by becoming the first local bank to acquire the operations of a foreign bank, namely the Bank of Nova Scotia in Dhaka. Building upon this success, the Bank subsequently acquired the Bangladesh operations of Muslim Commercial Bank Limited (MCB), further strengthening its franchise and market presence.

Since its inception, Bank Asia has demonstrated steady growth in assets, deposits, and profitability while maintaining a prudent risk profile and a diversified business portfolio. The Bank offers a comprehensive range of financial products and services encompassing corporate banking, SME and retail banking, Islamic banking, treasury operations, trade finance, cards, remittance services, agent banking, and digital banking solutions. Through continuous investment in technology and innovation, Bank Asia has enhanced its service delivery capabilities and strengthened its position in an increasingly competitive banking landscape.

Bank Asia has consistently remained at the forefront of financial inclusion and sustainable banking initiatives. In 2014, Bank Asia pioneered Agent Banking services in Bangladesh and has since developed one of the largest agent banking networks in the country, extending formal financial services to underserved and rural communities. The Bank also plays a significant role in facilitating inward remittance flows through its domestic and overseas channels and remains committed to promoting inclusive and sustainable economic growth. Guided by its vision of transforming lives through responsible banking, Bank Asia continues to leverage digital innovation, strong governance, and customer-centric solutions to create long-term value for its stakeholders and contribute to the country's socio-economic development.

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
Bank Asia PLC

VISION

To have a poverty free Bangladesh in course of a generation in the new millennium, reflecting the national dream. Our vision is to build a society where human dignity and human rights receive the highest consideration along with reduction of poverty.

MISSION

- To assist in bringing high quality service to our customers and to participate in the growth and expansion of our national economy
- To set high standards of integrity and bring total satisfaction to our clients, shareholders and employees
- To become the most sought-after bank in the country, rendering technology driven innovative services by our dedicated team of professionals

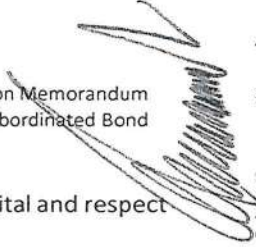
CORE VALUES

- Place customer interest and satisfaction as first priority and provide customized banking products and services
- Value addition to the stakeholders through attaining excellence in banking operations
- Maintain high ethical standard and transparency in dealings
- Be a compliant institution through adhering to all regulatory requirements
- Contribute significantly for the betterment of the society

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Syed M Omar Tavab
Managing Director & CEO
Bank Asia PLC

- Ensure higher degree of motivation and dignified working environment for our human capital and respect optimal work-life balance
- Committed to protect the environment and go green


Syedur Rahman Tayub
Managing Director & CEO


Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Sohail K. Hussain
Managing Director
Bank Asia PLC.
Corporate Office

ETHICAL PRINCIPLES

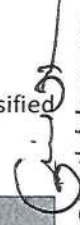
- Business principle
- Human worth
- Human capital
- Health, safety and working environment
- Confidentiality
- Protection of personal data
- Intellectual property
- Nature and the environment
- Information that may affect the share price
- Accounting
- Competition
- Anti-Corruption and bribery
- Anti-Money laundering
- Anti-Political activity


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Mohammed Ibrahim Khail, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

GOALS

- **Sustainable Growth**
Synergies between new knowledge and human capital for sustainable economic growth
- **Capital Stewardship**
Preservation and enlargement of multiple forms of capital; "like intellectual, natural, financial, organizational, social; all of which contribute to long term value creation.
- **Accelerating Financial Inclusion**
Accelerate progress towards financial inclusion with technology like ATM, mobile phone, smart card-based banking services and renewable energy generation projects especially in rural areas.
- **Differentiating Value Added Services**
Strong focus on extremely cost-efficient and green services through internet banking, electronic fund transfer, automated checks clearing, e-bank statement, SMS alert etc.
- **Going Green**
Quantification of in-house facilities and energy consumption to promote paperless office and enhance energy efficiency. Greater emphasis on green banking projects.
- **Leader in Business**
Create new dimension in the syndication and structured financing. Grow with export. Well diversified portfolio.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

SUBSIDIARIES

1. Bank Asia Securities Limited

Bank Asia Securities Limited (BASL) is a leading full-service brokerage house in Bangladesh and a wholly owned subsidiary of Bank Asia PLC. Incorporated in 2009, BASL provides a comprehensive range of capital market services to retail, institutional, non-resident Bangladeshi (NRB), and foreign investors through a team of experienced professionals. As a member of the Dhaka Stock Exchange PLC (DSE),


Sohail K Hussain
Managing Director
Bank Asia Securities Limited
Corporate Office, Dhaka.

the company is committed to delivering efficient, transparent, and client-focused brokerage services while maintaining high standards of professionalism and regulatory compliance.

BASL offers a wide spectrum of services, including equity brokerage, depository participant services, online trading facilities, margin loan facilities, panel brokerage services, and trading through the Non-Resident Investor's Taka Account (NITA) for foreign investors and NRBs. In addition, the company provides a range of value-added services tailored to meet the evolving requirements of its diverse clientele. Leveraging the strong brand reputation and financial strength of Bank Asia PLC, BASL continues to strengthen its position in the country's capital market and remains committed to delivering quality investment solutions and enhancing value for its clients and stakeholders.

Commencement of Business	: August 5, 2009
DSE Dealer + Broker License	: June 7, 2009
Authorized Capital	: BDT 5,000,000,000
Paid-up Capital	: BDT 3,200,000,000
Ownership Interest in Capital	: 100%

Table 3: Details of Bank Asia Securities Limited

Mohammed Ibrahim Khail, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

2. Bank Asia Exchange (UK) Limited

Bank Asia PLC has consistently focused on delivering modern, innovative, and customer-centric financial services to Bangladeshis both at home and abroad. Through continuous investments in technology and service excellence, the Bank has strengthened its capabilities in remittance services and financial accessibility. Extending this commitment beyond Bangladesh, Bank Asia established BA Exchange Company (UK) Limited to cater to the remittance needs of the Bangladeshi diaspora residing in the United Kingdom.

BA Exchange Company (UK) Limited is a wholly owned subsidiary of Bank Asia PLC and has been providing safe, secure, and efficient remittance services in the United Kingdom since 2011. Headquartered in Whitechapel, London, in close proximity to the East London Mosque, the company offers convenient money transfer services through multiple channels, including branch operations, online platforms, and telephone banking facilities. The company primarily serves the Bangladeshi expatriate community by facilitating fast and reliable remittance transfers to Bangladesh.

Leveraging Bank Asia PLC's extensive nationwide network of branches, agent banking outlets, and correspondent relationships with other banks, BA Exchange Company (UK) Limited provides seamless fund transfer services and superior customer support. Through its operations in the United Kingdom, the company reinforces Bank Asia's commitment to connecting Bangladeshis around the world and enhancing financial inclusion by ensuring convenient, secure, and efficient remittance services for customers both overseas and in Bangladesh.

3. Bank Asia Express USA Inc.

Bank Asia (BA) Express USA Inc. is a wholly owned subsidiary of Bank Asia PLC operating in the United States, primarily engaged in facilitating inward remittance flows to Bangladesh. The company prepares its financial statements on a going concern basis under the historical cost convention in accordance with the Financial Reporting Standards applicable to smaller entities. In line with its commitment to serving the Bangladeshi diaspora, BA Express has expanded its physical presence by establishing a branch in Ozone Park, New York, one of the major hubs of the Bangladeshi community—bringing its total number of locations to four. The company is also planning to further expand its operations by opening an additional location in Buffalo, New York. Complementing its branch network, BA Express utilizes an agent-based model that enables it to provide remittance services through a wide network of agents across New York. The company remains committed to offering Non-Resident Bangladeshis (NRBs) secure, cost-effective, and convenient remittance solutions.

Nasimul Baten
Managing Director & CEO

Company Secretary (Acting)
Bank Asia PLC.

Sohail R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

During 2025, BA Express USA Inc. generated total revenue of USD 1.62 million, primarily driven by foreign exchange gains and commission income. Total operating expenses amounted to USD 1.61 million, resulting in a net profit before tax of USD 17,402. In the absence of any tax provision, the company reported a net profit of USD 17,402 for the year. Although profitability remained modest, the subsidiary maintained positive earnings while continuing to invest in expanding its branch footprint and strengthening its remittance delivery channels. The company's stable earnings profile and continued expansion efforts reflect its strategic importance in supporting Bank Asia PLC's remittance business and enhancing services to the Bangladeshi expatriate community in the United States.

12.1 Capital Structure

Bank Asia PLC is a private sector commercial bank and its capital structure comprises shareholders' equity, deposits, and other liabilities.

Item	31-Dec-25	% of Total	31-Dec-24	% of Total
Borrowings from other banks, financial institutions, and agents	27,363,243,478	4.62%	18,114,043,540	3.38%
Perpetual Bond	3,680,250,000	0.62%	3,680,250,000	0.69%
Deposits and Other Accounts	456,559,858,944	77.13%	416,727,954,479	77.85%
Other Liabilities	64,159,676,667	10.84%	60,982,059,182	11.39%
Total Liabilities	556,763,029,089	94.06%	503,504,307,201	94.06%
Paid Up Capital	12,824,975,460	2.17%	11,659,068,600	2.18%
Statutory Reserve	12,771,163,687	2.16%	11,750,000,000	2.19%
General Reserve	11,242,024	0.00%	10,640,687	0.00%
Revaluation Reserve	4,713,948,715	0.80%	4,300,808,341	0.80%
Retained Earnings	4,921,182,277	0.83%	4,150,895,777	0.78%
Foreign Currency Translation Reserve	(72,918,293)	-0.01%	(63,533,766)	-0.01%
Non-controlling Interest	70,441	0.00%	10,330	0.00%
Total Shareholders' Equity	35,169,664,311	5.94%	31,807,889,969	5.94%
Total Liabilities and Equity	591,932,693,400	100.00%	535,312,197,170	100.00%

Table 4: Capital Structure of Bank Asia PLC

As of Dec 31, 2025, Capital to Risk Weighted Asset Ratio (CRAR) of the bank is calculated as follows:

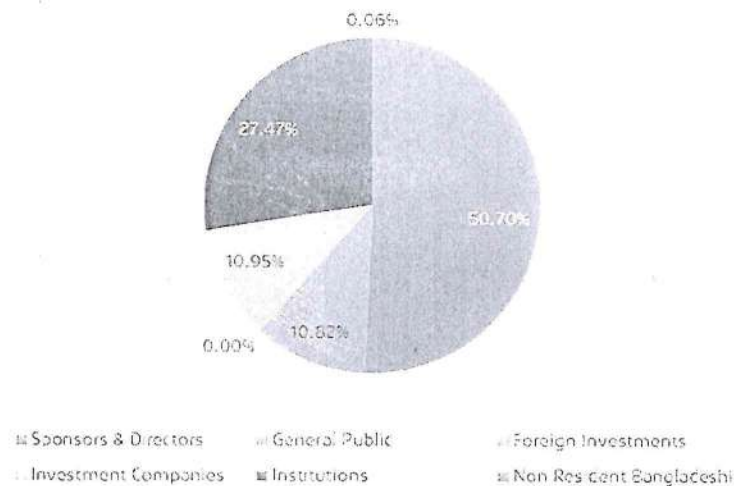
Item	Consolidated (BDT Mn)
Tier 1 (Core Capital)	34,179.04
Tier 2 (Supplementary Capital)	12,225.49
Total Eligible Capital	46,404.53
Total Risk-Weighted Assets (RWA)	302,900.61
Capital to Risk-Weighted Asset Ratio (CRAR)	15.32%
Minimum Capital Requirement (MCR)	30,290.06
Capital Excess (Surplus)	16,114.47

Table 5: CRAR

Bank Asia PLC's total paid-up capital stood at BDT 12,824,975,460 at the end of December 31, 2025. This was divided into 1,282,497,546 shares among 7,794 shareholders. A majority of its shares are held by its 27 Sponsors & Directors (650,180,639 shares), bringing their shareholding to 50.70%. The

rest of its shares are held by the general public, NRBs and other institutions (632,316,907 shares) bringing their shareholding to 49.30%. Bank Asia PLC's shareholding structure is illustrated below:

Bank Asia PLC. Shareholding Structure



[Signature]

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Figure 1: Shareholding Structure of Bank Asia PLC.

12.2 Business

The main business activities of Bank Asia PLC are to provide a value-driven range of financial services including large corporate, commercial and consumer banking, retail, securities services, treasury functions, cash management, trade services etc. to its customers using a multi-stakeholder framework.

The following is their key business lines:

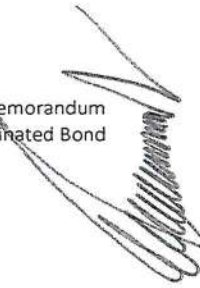
- Corporate & Large Loans
- Export Finance
- Syndicated & Structured Finance
- CMSME
- Agricultural/Rural Credit
- Mid-Segment Enterprise Financing
- Islamic Banking
- Treasury Operations
- Consumer Finance
- Foreign Remittance
- Debit & Credit Card Operations
- Agent Banking
- Securities Services (brokerage)
- International Division:
 - Foreign Trade
 - Guarantees

[Signature]
Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

[Signature]
Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

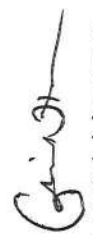
[Signature]
Sohail R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

- Foreign Correspondents
- NOSTRO Accounts
- SWIFT Operations
- Online Payment Gateway Services Provider (OPGSP)
- Offshore Banking Unit (OBU)


Syed M. Omar Tayub
Managing Director & CEO
Bank Asia PLC


Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Sohan K. Hussain
Managing Director
Bank Asia PLC
Corporate Office

12.3 Management

Bank Asia's top management consists of the following officials:

Sl.	Name	Designation
1	Mr. Sohail Reza Khaled Hussain	Managing Director
2	Mr. Abu Nayeem Mohammad Mahfuz	Additional Managing Director
3	Mr. Nurullah Chaudhury	Additional Managing Director
4	Mr. Md. Sabbir Hossain	Additional Managing Director
5	Mr. Mohammad Ziaul Hasan Molla	Additional Managing Director
6	Mr. Arequl Arefeen	Deputy Managing Director
7	Mr. Sheikh Mohammad Anisuzzaman	Deputy Managing Director
8	Mr. Mirza Azhar Ahmad	Deputy Managing Director
9	Mr. Syed Zulkar Nayan	Deputy Managing Director
10	Mr. Akhteruddin Mahmood	Deputy Managing Director
11	Mr. Mahtab Osmani	Deputy Managing Director
12	Mr. Kayesh Chowdhury	Deputy Managing Director
13	Mr. Md. Zia Arfin	Senior Executive Vice President
14	Mr. Tanfiz Hossain Chowdhury	Senior Executive Vice President
15	Mr. Tahmidur Rashid	Senior Executive Vice President
16	Mr. Hossain Ahmad	Senior Executive Vice President
17	Ms. Sufia Akter	Senior Executive Vice President
18	Mr. Md. Raisul Amin	Senior Executive Vice President
19	Mr. Mahbub Jamil	Senior Executive Vice President
20	Mr. Mohammad Saifuddin	Senior Executive Vice President
21	Mr. Sanjoy Kumar Saha	Senior Executive Vice President
22	Mr. Nahid Imani	Senior Executive Vice President
23	Mr. Muntasir Rahman	Senior Executive Vice President

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO

12.4 Description of Encumbered and Unencumbered Assets with Value Thereof

As of 31 December 2025, the assets of Bank Asia PLC and its subsidiaries are substantially unencumbered. On a consolidated basis, the Bank's total assets amounted to BDT 591,932.69 million, while on a standalone basis total assets stood at BDT 589,486.81 million. The asset base comprises cash, balances with other banks and financial institutions, investments, loans and advances, fixed assets including premises, furniture and fixtures, and other assets. The substantial unencumbered asset base provides financial flexibility and reinforces the Bank's ability to meet its obligations in the ordinary course of business.

12.5 Brief Profile of Directors of the Issuer

Bank Asia's board of directors is a group of highly reputable professionals with extensive experience in banking and other related industries. The board of directors consists of the following individuals:

Sl.	Name	Designation
1	Mr. Romo Rouf Chowdhury	Chairman
2	Ms. Zakia Rouf Chowdhury	Vice Chairman
3	Mr. Rume A Hossain	Director & Chairman of the Executive Committee
4	Ms. Romana Rouf Chowdhury	Director
5	Ms. Farhana Haq	Director
6	Mr. Enam Chowdhury	Director
7	Mr. Nafees Khundker	Director

Ganid Hasan
Company Secretary (Ailing)
Bank Asia PLC.

Sohail R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

Sl.	Name	Designation
8	Mr. Sabeth Nayeem Choudhury	Director & Chairman of the Risk Management Committee
9	Ms. Farzana Khan	Independent Director
10	Mr. Md. Ataur Rahman, NDC	Independent Director & Chairman of the Audit Committee
11	Mr. Sohail R K Hussain	Managing Director

Table 6: Board of Directors

Mr. Romo Rouf Chowdhury Chairman

Mr. Romo Rouf Chowdhury is one of the Sponsor Shareholders as well as Sponsor Directors of Bank Asia PLC. Before being elected as the Chairman, he was one of the Vice-Chairmen of the bank. He is a graduate in Engineering from Durham University, United Kingdom. He has more than 30 years of experience as an industrialist. He is one of the successful young entrepreneurs of the country. Currently, Mr. Chowdhury holds the position of Chairman of Rancon Group. Rancon Group has more than 30 subsidiaries, a few of which are Rancon Motorbikes Ltd., Rancon Motors Ltd., Rangs Ltd., Rangs Properties Ltd., Rancon Automobiles Ltd., Rancon Oceana Ltd., Rancon Sea Fishing Ltd. and Rancon Electronics Ltd.

Ms. Zakia Rouf Chowdhury Vice Chairman

Ms. Zakia Rouf Chowdhury is one of the Directors of Bank Asia PLC. She has an illustrative business background of more than 35 years in private sector of Bangladesh. She has been holding the leadership position in a number of affiliates of Rangs Group, one of the largest business conglomerates in Bangladesh.

Currently, she is the Chairman of Rangs Pharmaceuticals Limited, Rangs Agro Biotech Limited, Metro Foils Limited, Sea Resources Limited, Sea Fishers Limited, Sea Resources Agencies Limited, Fishers Shipyard Limited, Sea Resources Cold Storage Limited, Seamans Dockyard and Fish Meal Limited and Rancon Electronics Limited. Ms. Chowdhury is the Executive Vice Chairperson of Rangs ITT Limited, Rangs Properties Limited, Rangs Limited, Rangs Workshop Limited, Rancon Motors Limited, Rangs Industries Limited, Rangs Petroleum Limited, Rangs Motors Limited, Rancon Engineering Limited, Rancon Autos Limited, Rancon Automobiles Limited, Rancon Motor Bikes Limited and Managing Director of Shield Security Services Limited. Besides, she is one of the Directors of Rangs Telecom Limited, Rangs Commercial Vehicles Limited, Rangs Appliance Limited and Rangs Dolonchapa Express Limited. Ms. Chowdhury is the Nominated Director of Amiran Generations Limited in the Board of Bank Asia PLC.

Mr. Rume A Hossain Director & Chairman of the Executive Committee

Mr. Rume A Hossain is one of the Sponsor Directors of Bank Asia PLC. He is a graduate in Mechanical Engineering and an MBA in International Business Management. He has more than 31 years of business experience in several industries such as Electronics, Telecom, Pharmaceuticals, IT, Publishing & construction. He is the Managing Director of Rangs Industries Limited (Distributor of Toshiba and Samsung) and Romask Limited.

Currently, he is the Chairman of Executive Committee of the Board of Bank Asia PLC. Recently, he has also been appointed as the Chairman in the Board of Biman Bangladesh Airlines, the national flag carrier of Bangladesh.

Ms. Romana Rouf Chowdhury Director

Ms. Romana Rouf Chowdhury is one of the Directors of Bank Asia PLC. She has an MBA from Florida Institute of Technology and completed her graduation from BRAC University. She has also received executive education from Harvard Business School and Columbia Business School. She has more

Syed M Omar Tayub
Managing Director & CEO

Mohammad Ibrahim Khan FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka

Nasimul Baten
Managing Director & CEO

Zaid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sohail R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

than 25 years' experience as an industrialist and founded multiple ventures in different fields, such as food, retail, architecture.

Currently, she holds the position of Managing Director in Sea Natural Food Limited, Sea Fishers Limited, Sea Resources Group etc. She is a Director of various sister concerns of Rangs Group as well. She is the Nominated Director of Maya Limited on the Board of Bank Asia PLC.

Ms. Farhana Haq
Director

Ms. Farhana Haq is one of the Sponsor Shareholders of Bank Asia PLC. She obtained her Masters in International Relations from the University of Dhaka. She holds directorship of various renowned business concerns such as DHS Motors Limited, Platform Solutions Limited, Ali Estates Limited and DHS Automobiles Limited.

Mr. Enam Chowdhury
Director

Mr. Enam Chowdhury is a seasoned leader with over 35 years of global experience at the intersection of Information Technology, Finance, and Industrial Management. An Electrical and Electronic Engineering graduate from Ohio, USA, Mr. Enam built a distinguished international career working with premier global firms including Deutsche Bank, PricewaterhouseCoopers, Dell Technologies, EDS Japan and DXC Technology.

After a successful tenure across the USA, Japan, and Australia, he returned to Bangladesh to apply his multifaceted expertise to the nation's core industries. Currently, he serves as the Managing Director of Deep Sea Fishers Limited and Fishers Shipyard Limited, where he plays a pivotal role in the maritime sector. His leadership extends to the Bangladesh Marine Fishers Association, where he serves as the president of the association.

He also contributes his strategic oversight to the financial sector as a Nominated Director of Zest Polymers Limited on the Board of Bank Asia PLC.

Mr. Nafees Khundker
Director

Mr. Nafees Khundker is one of the Sponsor Shareholders of the bank. He worked for Standard Chartered Bank and Deutsche Bank in Bangladesh, UAE and Singapore for more than 20 years. His last assignment was as Managing Director, Head of Transaction Banking, ASEAN, Commercial Banking. His expertise is in Corporate & Financial Institutions client coverage, Transaction Banking and Strategic Partnerships.

Mr. Khundker is currently engaged in setting up a Venture Capital Fund for investments into South and South East Asia. He has investments and board oversight in various businesses in retail, distribution, finance, media, information technology and logistics. He also has a special interest in sustainability initiatives and works with small non-profit organizations.

Mr. Sabeth Nayeem Choudhury
Director & Chairman of the Risk Management Committee

Mr. Sabeth Nayeem Choudhury is one of the Directors of Bank Asia PLC. He obtained his BA (Hons) in Business Administration from University of Kent, Canterbury, Kent, UK. He has more than 10 years of business experience in several industries.

He holds Directorship of various renowned business concerns such as Phulbari Tea Estates Limited, M. Ahmed Tea & Lands Co. Limited, M. Ahmed Cold Storage Limited and M. Ahmed Real Estates Limited. Mr. Choudhury is the nominated Director of Phulbari Tea Estates Limited in the Board of Bank Asia PLC.

Ms. Farzana Khan
Independent Director

Ms. Farzana Khan is one of the Independent Directors of Bank Asia PLC. She is currently a practicing lawyer at Supreme Court of Bangladesh. She has an illustrious career as a lawyer for 17 years with

Syed M. Omar Tayub
Managing Director & CEO

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Soham R K Hussain
Managing Director
Bank Asia PLC
Corporate Office, Dhaka

expertise in company law, corporate and revenue-related cases, commercial law, capital market, securities law, insurance law and constitutional law.

She has vast experience in dealing with domestic & international arbitration and mediation. She has appeared in multiple number of cases having national importance. She completed her post-graduation from the University of Derby, UK.

Mr. Md. Ataur Rahman, NDC
Independent Director & Chairman of the Audit Committee

Mr. Md. Ataur Rahman, NDC, is one of the Independent Directors of Bank Asia PLC. Mr. Rahman brings with him a distinguished legacy of public service, having commenced his career in the Bangladesh Civil Service (Administration Cadre) in 1983 and retiring in 2014 as a Secretary to the Government. Over the course of his accomplished career, he has held several high-ranking positions across pivotal ministries and institutions. Notably, he served as Joint Secretary in the Ministry of Liberation War Affairs, the Economic Relations Division, and the Energy and Mineral Resources Division. He also served as Director General of the Bangladesh Academy for Rural Development (BARD) and as Chairman of the Bangladesh Steel and Engineering Corporation.

In addition, Mr. Rahman chaired several major state-owned enterprises, including three publicly listed entities - Atlas Bangladesh Limited, Eastern Cables Limited, and National Tubes Limited - as well as three fully state-owned companies: Chittagong Dry Dock Limited, Pragati Industries Limited, and Jalalabad Gas Transmission and Distribution System Limited.

Mr. Rahman holds a Master's degree in Economics from the University of Rajshahi and an M.Phil. from the Bangladesh University of Professionals. He has enriched his expertise through participation in numerous training programs, seminars, and advanced courses both in Bangladesh and abroad, reflecting a lifelong commitment to learning and leadership.

Mr. Mr. Sohail R K Hussain
Managing Director

Mr. Sohail R K Hussain is the Managing Director of Bank Asia PLC. Prior to joining Bank Asia, he successfully led two prominent private commercial banks in Bangladesh—Meghna Bank Limited as Managing Director & CEO since 2020, and City Bank Limited as Managing Director & CEO from 2013 to 2019. Under his leadership, these institutions earned numerous national and international accolades, including the DHL–The Daily Star Bangladesh Business Award, CMAB Best Corporate Award, FinanceAsia Best Bank Award, and Global Finance World's Best Digital Bank Awards.

Mr. Hussain began his career at ANZ Grindlays Bank and went on to hold key leadership roles at Standard Chartered and Eastern Bank Limited. Over his distinguished career spanning more than 33 years, he has demonstrated versatility and expertise across diverse areas of banking, including strategic re-engineering, corporate and SME banking, green banking, retail banking, infrastructure financing, digital solutions, centralized operations, Islamic banking, cards business, treasury, agent banking, equity and quasi-equity transactions, mergers and acquisitions, advisory and structured finance, and attracting strategic equity investors. An alumnus of Notre Dame College, Mr. Hussain earned his MBA from the Institute of Business Administration (IBA), University of Dhaka. He has participated in numerous trainings, seminars, and symposiums both at home and abroad. He also served as Vice President of the Association of Bankers, Bangladesh (ABB) and remains actively engaged with various institutional bodies and social initiatives.

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.


Sohail R K Hussain
Managing Director
Bank Asia PLC
Corporate Office


Asimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Syed M Omar Fayub
Managing Director & CEO
Bank Asia PLC

12.6 Brief Description of Assets and Liabilities of the Issuer

12.6.1 Description of Assets

Since Bank Asia PLC is a commercial bank, the majority of its assets comprise financial assets, including loans and advances, investments, balances with banks and financial institutions, and cash and cash equivalents. Loans and advances represent the largest component of the Bank's asset base, reflecting its core lending operations, while investments primarily consist of government securities and other investment instruments. The Bank also maintains fixed assets and other assets necessary to support its operations and business activities.

As of 31 December 2025, Bank Asia PLC's total consolidated assets stood at BDT 591.93 billion, compared to BDT 535.31 billion as of 31 December 2024, registering an increase of approximately 10.6% over the year. Loans and advances remained the largest asset category, accounting for 50.39% of total assets in 2025, followed by investments, which constituted 37.39% of the asset portfolio. Cash and cash equivalents represented 7.07% of total assets, while balances with other banks and financial institutions accounted for 1.01%. Fixed assets and other assets comprised 0.85% and 3.30%, respectively. The Bank had no non-banking assets as of the reporting date.

The composition of Bank Asia's asset portfolio demonstrates a prudent balance between credit exposure, investment holdings, and liquidity management. Overall, the Bank's diversified asset structure reflects sound asset management practices and provides a strong foundation for sustainable growth.

Particulars	31-Dec-25 (BDT)	% of Total	31-Dec-24 (BDT)	% of Total
Cash	41,859,416,647	7.07%	23,988,516,011	4.48%
Balance with other banks and financial institutions	5,964,804,409	1.01%	16,146,171,433	3.02%
Money at call and on short notice	-	0.00%	-	0.00%
Investments	221,317,154,106	37.39%	177,935,396,486	33.24%
Loans and advances/investments	298,255,243,915	50.39%	296,533,717,659	55.39%
Fixed assets including premises, furniture and fixtures	5,018,735,837	0.85%	5,289,381,960	0.99%
Other assets	19,517,338,486	3.30%	15,419,013,621	2.88%
Non-banking assets	-	0.00%	-	0.00%
Total	591,932,693,400	100.00%	535,312,197,170	100.00%

Table 7: Description of Asset

a) Cash & Bank Balance

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Cash in Hand (Including Foreign Currency)		
Local currency	4,618,850,491	4,469,590,485
Foreign currency	97,695,813	65,244,455
Total Cash	4,716,546,304	4,534,834,940
Balance with Bangladesh Bank and Its Agent Banks		
Bangladesh Bank		
Local currency	34,127,407,150	17,087,759,460
Foreign currency	1,873,274,982	1,504,551,700
Total	36,000,682,132	18,592,311,160
Balance with agent bank (Sonali Bank PLC.)		
Local currency	1,078,959,203	824,417,696
Foreign currency	-	-

Sohail R K Hossain
Managing Director
Bank Asia PLC
Chief Financial Officer

Company Secretary (Acting)
Bank Asia PLC.
Nasimul Baten
Managing Director & CEO

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Total	1,078,959,203	824,417,696
Total Balance	37,079,641,335	19,416,728,856

Table 8: Cash and Bank Balance

b) Investments

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Government Securities		
Treasury bills	109,328,104,774	55,683,178,935
Treasury bonds	99,932,629,070	111,455,532,173
Prize bonds	4,591,500	4,297,300
Total	209,265,325,344	167,143,008,408
Other Investments		
Ordinary shares	547,775,558	620,084,704
Mutual funds	618,886,495	618,886,495
Subordinated bonds	2,400,000,000	2,600,000,000
Preference shares	650,000,000	670,000,000
Perpetual bond	5,030,000,000	5,030,000,000
Sukuk	1,307,500,000	200,000,000
Total Investments	219,819,487,397	176,881,979,607

Bank Asia PLC maintains a diversified investment portfolio comprising government securities and other strategic investments. As of 31 December 2025, the Bank's total investments stood at BDT 219.82 billion, compared to BDT 176.88 billion as of 31 December 2024, registering a growth of approximately 24.3%. The investment portfolio primarily consists of government securities, which accounted for BDT 209.27 billion or approximately 95.2% of the total investment portfolio in 2025. Government securities include treasury bills, treasury bonds, and prize bonds, reflecting the Bank's prudent liquidity management and compliance with statutory requirements.

Within the government securities portfolio, treasury bills increased significantly to BDT 109.33 billion in 2025 from BDT 55.68 billion in 2024, while treasury bonds amounted to BDT 99.93 billion compared to BDT 111.46 billion in the previous year. In addition to sovereign investments, the Bank maintains a portfolio of other investments comprising ordinary shares, mutual funds, subordinated bonds, preference shares, perpetual bonds, and Sukuk instruments. These investments amounted to BDT 10.55 billion as of 31 December 2025, compared to BDT 9.74 billion in 2024. The increase was primarily attributable to higher investments in Sukuk instruments, reflecting the Bank's continued emphasis on portfolio diversification and sustainable income generation.

The Bank's investment portfolio demonstrates a conservative risk profile with a strong concentration in government securities, providing stable returns, adequate liquidity, and support for regulatory capital and liquidity requirements. The diversified mix of non-government investments further contributes to income generation while maintaining an appropriate balance between risk and return:

c) Loans and advances

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Agricultural loan	6,297,733,098	4,269,030,623
Cash credit / Bai Murabaha (Muajjal)	3,959,578,552	8,743,852,800
Credit card	4,681,386,586	4,604,800,179
Credit for poverty alleviation scheme – micro credit	1,511,407	7,971,628
Consumer credit scheme	13,589,464,879	15,751,403,899
Demand loan	46,297,620,009	58,320,355,297

Syed R K Hussain
Managing Director
Bank Asia PLC
Corporate Office, Dhaka

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Export Development Fund (EDF)	8,612,250,000	9,996,414,321
House building loans	466,648,425	795,998,959
Musharaka Finance	11,573,979,712	3,145,147,540
Loans (General)	19,678,442,903	18,185,518,486
Loan against trust receipts / Bai Murabaha post import	10,510,641,854	7,400,726,991
Overdrafts / Quard against scheme	27,845,216,633	32,367,946,626
Packing credit	453,904,094	184,426,737
Payment against documents	445,347,600	919,036,015
Staff loan	1,500,095,563	1,683,611,839
Transport loan	59,629,917	1,658,149,517
Term loan – industrial	69,676,044,056	37,733,965,825
Term loan – others	36,877,749,718	70,099,071,125
Loan under Covid-19 stimulus package	63,022,935	915,657,457
Total loans and advances	262,590,267,941	276,783,085,864
Bills purchased and discounts	30,205,747,101	14,566,976,250
Total Loans and advances/investments	292,796,015,042	291,350,062,114

Table 9: Loans and advances

d) Fixed assets

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Land	2,626,833,266	2,626,833,266
Building	3,311,282,371	3,310,020,161
Furniture and fixtures	2,030,239,473	1,966,550,619
Equipment	2,016,615,618	1,940,987,984
Computer and accessories	873,238,712	844,275,067
Motor vehicles	221,866,370	270,405,597
Intangible assets	24,000,000	24,000,000
Construction work in progress	86,878,294	33,478,962
Right-of-use assets	2,813,869,723	2,401,165,039
Total Cost	14,004,823,827	13,417,716,695
Less: Accumulated depreciation	8,972,982,730	8,133,156,876
Less: Adjustment of assets revaluation	51,317,184	53,715,252
Written down value at the end of the year	4,980,523,913	5,230,844,567

Table 10: Fixed assets

e) Other assets

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Income generating other assets		
Investment in Bank Asia Securities Ltd - incorporated in Bangladesh	3,199,930,000	1,999,930,000
Investment in BA Exchange Company (UK) Limited - incorporated in UK	49,545,000	45,285,000
Investment in BA Express USA Inc. - incorporated in USA	117,408,000	115,200,000
Total income generating other assets	3,366,883,000	2,160,415,000
Non-income generating other assets		
Income receivable	2,864,487,966	2,653,267,276

Sohail K Hussain
Managing Director
Bank Asia PLC.
Corporate Office

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC.
Corporate Office

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Asimul Bari
Managing Director & CEO

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Stock of stamps	12,628,796	10,610,206
Stationery, printing materials, etc.	63,583,815	87,272,554
Prepaid expenses	90,412,030	73,880,669
Deposits and advance rent	495,771,060	521,177,158
Advances, prepayments and others	1,987,180,111	777,418,281
Advance income tax	13,195,430,667	10,502,681,407
Receivable against government	36,208,812	39,448,644
Sundry debtors	35,131,101	19,704,368
Branch adjustment account	115,766,009	112,927,321
Protested bills	127,124,671	123,764,671
Receivable from BA Exchange Company (UK) Limited	106,877,222	77,120,426
Receivable from BA Express USA Inc.	419,449,009	346,908,665
Excise duty recoverable	60,863,130	55,474,380
Profit Receivable from Government Investment Sukuk	17,834,227	2,318,932
Total non-income generating other assets	19,628,748,626	15,403,974,947
Total	22,995,631,626	17,564,389,947

Table 11: Other assets

12.6.2 Description of Liabilities

The liabilities of Bank Asia PLC primarily comprise customer deposits, borrowings from banks and financial institutions, subordinated and perpetual bonds, and other liabilities arising in the normal course of banking operations. As a commercial bank, deposits constitute the principal source of funding and form the largest component of the Bank's liability structure.

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Borrowings from other banks, financial institutions and agents	27,363,243,478	18,114,043,540
Subordinated non-convertible and perpetual bonds	8,680,250,000	7,680,250,000
Deposits and other accounts	456,559,858,944	416,727,954,479
Other liabilities	64,159,676,667	60,982,059,182
Total Liabilities	556,763,029,089	503,504,307,201

Table 12: Description of Liabilities

As of 31 December 2025, Bank Asia PLC's total liabilities stood at BDT 556.76 billion, compared to BDT 503.50 billion as of 31 December 2024, reflecting an increase of approximately 10.6%. Deposits and other accounts remained the dominant liability component, amounting to BDT 456.56 billion and representing approximately 82.0% of total liabilities in 2025, compared to BDT 416.73 billion in the previous year. The Bank's diversified deposit base, comprising current accounts, savings deposits, fixed deposits, and special notice deposits, provides a stable and low-cost source of funding for its operations.

Borrowings from other banks, financial institutions and agents amounted to BDT 27.36 billion as of 31 December 2025, compared to BDT 18.11 billion in 2024, while subordinated non-convertible and perpetual bonds stood at BDT 8.68 billion, up from BDT 7.68 billion in the previous year. Other liabilities, comprising accrued expenses, provisions, and various payables, amounted to BDT 64.16 billion as of 31 December 2025, compared to BDT 60.98 billion in 2024.

Sohail R K Hussain
Managing Director & CEO
Bank Asia PLC.
Corporate Office, Dhaka.

The Bank maintains a well-diversified and stable liability structure supported by a strong deposit franchise and prudent funding management practices. This diversified funding profile enables the Bank to maintain adequate liquidity, support asset growth, and comply with regulatory requirements prescribed by Bangladesh Bank.

a) Borrowing from Other Banks, Financial Institutions, and Agents

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Borrowings		
Bangladesh Bank Refinance	253,036,333	645,724,453
Refinance under Stimulus Package Tk. 5000 Cr – Agri.	3,675,566	115,250,566
Refinance under Stimulus Package Tk. 3000 Cr – Agri.	700,000	1,200,000
Agri. Refinance Under Tk. 5000 Crore	51,570,000	322,355,000
Bangladesh Bank Borrowing under IPPF-II Fund	1,176,728,072	1,261,830,481
Bangladesh Bank Borrowing under LTFF scheme	-	334,042,955
Bangladesh Bank Pre-Finance (SREUP)	226,685,734	343,913,026
Borrowing A/C (AGRI Taka 10)	110,983,113	31,396,539
Export Development Fund	5,205,328,057	5,951,891,516
Bangladesh Bank Refinance Scheme for Pre Shipment Loan	1,700,000	354,950,000
BB Refinance for SPCSECP	254,790,718	988,845,354
Bangladesh Bank Borrowing under CMSME Refinance (TL) SMESPD	609,408,115	877,138,695
Bangladesh Bank Borrowing under Green Transformation Fund (GTF)	292,688,716	324,758,979
Borrowing From SMEF for Stimulus Loan/Revolving Fund (Term Loan)	208,438,000	295,998,000
Unearned Income On Murabaha EPFP	418,621,223	116,246,031
Restricted Mudaraba Bb A/C – TDF	492,899,300	582,153,017
Refinance From BB Export Facilitation Fund	-	69,681,031
SME Agro Based Product Under Refinance Scheme	8,000,000	32,500,000
Total Borrowings	9,315,252,947	12,649,875,643
Un-secured Money at Call and on Short Notice	-	1,500,000,000
Un-secured Borrowing at Off-shore Banking Unit		
Conventional Banking	12,532,121,875	10,985,485,000
International Finance Corporation	4,250,750,000	-
Borrowing- ECA	1,361,363,656	1,557,482,897
Mashreq Bank, UAE	2,429,000,000	-
Asian Development Bank	910,875,000	-
United Bank Limited, UAE	607,250,000	-
Bank Alfalah Limited, UAE	607,250,000	-
Commerzbank, Germany	1,214,500,000	-
Caixa Bank, Barcelona	6,728,330,000	-
Total Un-secured Borrowing at Off-shore Banking Unit	30,641,440,531	2,499,000,000

Table 13: Borrowing from Other Banks, Financial Institutions, and Agents

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sohail R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

b) Deposit and other accounts

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Current/Al-wadeeah current accounts and other accounts		
Deposits from banks	76,811,219,153	73,624,873,691
Deposits from customers	319,539,260	445,513,259
Off-shore banking unit	-	-
Subtotal	77,130,758,413	74,070,386,950
Bills payable		
Deposits from banks	-	-
Deposits from customers	2,969,916,537	3,075,190,059
Subtotal	2,969,916,537	3,075,190,059
Savings bank / Mudaraba savings bank deposits		
Deposits from banks	98,587,427,106	90,300,222,281
Deposits from customers	-	29,911,930
Off-shore banking unit	-	-
Subtotal	98,587,427,106	90,330,134,211
Fixed deposits / Mudaraba fixed deposits		
Deposits from banks	12,578,471	23,327,667
Deposits from customers	249,731,843,132	221,348,415,748
Off-shore banking unit	858,333,626	866,263,938
Subtotal	250,602,755,229	222,238,007,353
Special notice deposit		
Deposits from banks	27,192,049,102	26,845,731,661
Deposits from customers	-	-
Off-shore banking unit	-	-
Subtotal	27,192,049,102	26,845,731,661
Total	456,482,906,387	416,559,450,234

Table 14: Deposit and other accounts

c) Other liabilities

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Provision for loans and advances/investments (Note 13.1.1)	29,032,610,000	28,549,500,000
Special general provision COVID-19 (Note 13.1.2)	-	-
Provision on off-balance sheet exposures (Note 13.1.3)	1,686,070,000	1,495,500,000
Interest suspense account (Note 13.1.4)	10,413,973,228	7,330,491,357
Provision for income tax including deferred tax (Note 13.1.5)	14,985,850,576	15,610,781,623
Provision for performance and festival bonus	546,970,622	600,253,280
Master card and Visa card payables	28,279,388	82,128,983
Expenditures and other payables	779,187,822	799,046,276
Provision for Nostro accounts (Note 13.1.6)	-	-

Mohammed Ibrahim Khaliq, FCA
Chief Financial Officer
Bank Asia PLC.
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
Bank Asia PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Particulars	31-Dec-25 (BDT)	31-Dec-24 (BDT)
Other payable	196,336,619	163,062,149
Provision for profit equalization	51,372,036	51,372,036
Provision for diminution in value of shares (Note 13.1.7)	1,523,483,553	1,033,383,553
Payable to Government	27,237,621	12,257,621
Provision for other assets (Note 13.1.8)	856,247,133	750,223,597
Provision for startup fund (Note 13.1.9)	195,325,557	130,349,093
Rebate payable on good borrowers	67,700,000	67,700,000
Unearned income	710,453,411	1,380,795,499
Interest payable on subordinated non-convertible zero coupon bond	67,355,014	28,519,727
Fraction Bonus Share	1,608,744	1,608,744
Nostro account credit balance	-	107,006,157
Lease liabilities (Note 13.1.10)	561,709,963	511,234,222
Total	61,731,771,287	58,705,213,917

Table 15: Other liabilities

12.7 Brief Description of Previously Issued Debt or Equity Securities or Such Other Securities

a) Debt Securities

Name of the Issuer	Issue Type	Issue Size	Issue Date	Present Balance	Eligible Capital Status	Maturity
Bank Asia PLC	Subordinated Bond	4,000	November, 2025	4,000	4,000	Nov-32
Bank Asia PLC	Perpetual Bond	5,000	December, 2023	3,680.20	3,680.20	NA
Bank Asia PLC	Subordinated Bond	5,000	25-Nov-19	1,000	-	24-Nov-26
Bank Asia PLC	Subordinated Bond	5,000	23-Apr-17	-	-	23-Apr-24
Bank Asia PLC	Subordinated Bond	3,000	19-Feb-15	-	-	18-Feb-22
	Total	22,000		8,680.20	7,680.20	

Table 16: Previously Issued Debt Securities

b) Equity Securities

Name of the Issuer	Name of the Issue	Maturity Period	Offer Document Issue Date	Value of Equity (BDT Mn)	Outstanding	Defaults (if any)
Bank Asia PLC	IPO	N/A	06-Jan-04	300	N/A	N/A
Bank Asia PLC	Right	N/A	-	1,050	N/A	N/A

Table 17: Previously Issued Equity Securities

12.8 Business Analysis Based on Consolidated Financials

a. Asset Size & Growth

Bank Asia PLC has demonstrated strong and consistent asset growth over the last six years, reflecting the Bank's continued business expansion and balance sheet strength. Following a period of relatively moderate growth during and immediately after the COVID-19 pandemic, total consolidated assets increased from BDT 411.1 billion in 2020 to BDT 476.6 billion in 2023. Asset growth accelerated significantly thereafter, rising by 12.31% in 2024 to BDT 535.3 billion and by a further 10.58% in 2025 to approximately BDT 592 billion. As of 31 December 2025, Bank Asia's total consolidated assets stood at nearly BDT 592 billion, highlighting the Bank's resilient growth trajectory, expanding business operations, and strengthened market position.

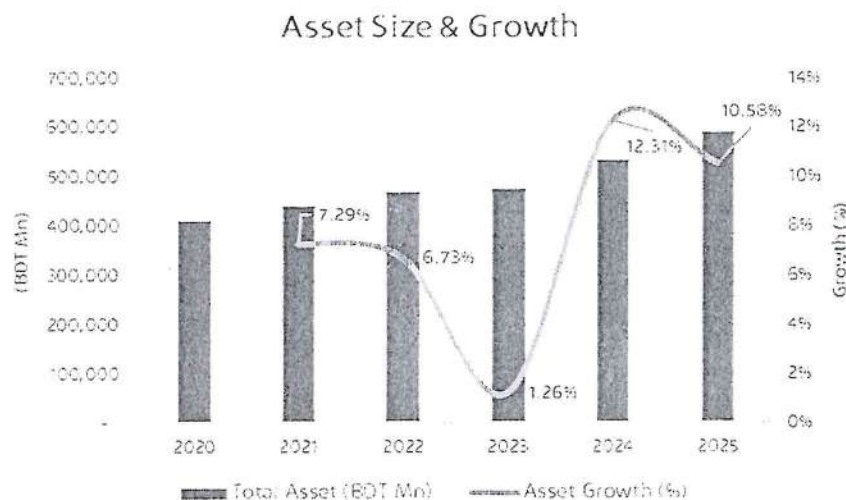


Figure 2: Asset Size & Growth

b. Deposit Trend

Bank Asia PLC has maintained a strong and steadily growing deposit base over the past six years, reflecting the confidence of its customers and the Bank's ability to mobilize funds effectively. Total deposits increased from BDT 303.5 billion in 2020 to BDT 456.6 billion in 2025, representing a cumulative growth of approximately 50% during the period. Deposit growth remained positive throughout the period, rising by 4.92% in 2021, 6.10% in 2022, and 7.09% in 2023. Growth accelerated significantly in 2024, reaching 15.18%, driven by strong deposit mobilization efforts and expansion of the Bank's customer base. Although growth moderated to 9.56% in 2025, it remained robust and above the long-term average. As of 31 December 2025, total deposits stood at approximately BDT 456.6 billion, underscoring Bank Asia's strong franchise, stable funding profile, and continued market confidence.


Senai R K Hussain
Managing Director & CEO
Bank Asia PLC
Corporate Office


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Managing Secretary (Acting)
Bank Asia PLC.

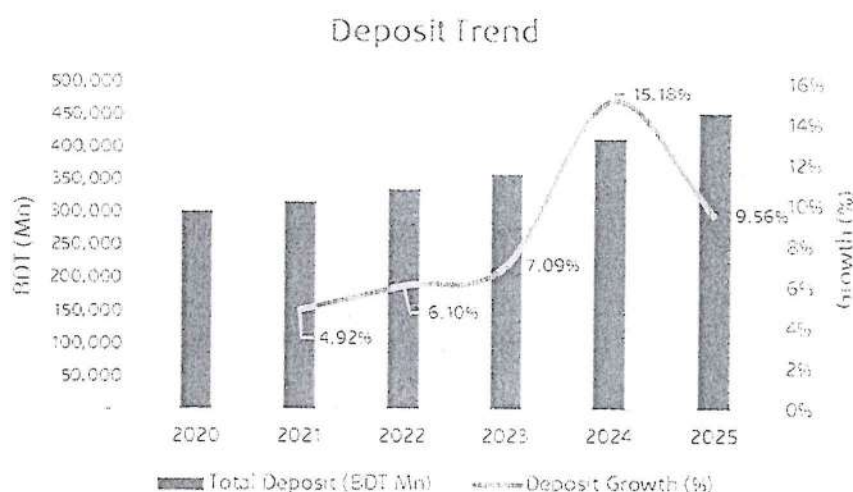


Figure 3: Deposit Trend

c. Loans & Advances

Bank Asia PLC's loan and advances portfolio has exhibited steady growth over the last six years, reflecting the Bank's prudent lending approach and focus on asset quality. Total loans and advances increased from BDT 247.3 billion in 2020 to BDT 298.3 billion in 2025, representing an overall increase of approximately 20.6% during the period. Growth remained healthy between 2021 and 2023, recording 7.14%, 5.88%, and 4.80%, respectively, driven by continued expansion in lending activities across various business segments. However, loan growth moderated significantly in 2024 and 2025, registering 0.84% and 0.58%, respectively. This slower growth trajectory reflects the Bank's cautious credit expansion strategy amid a challenging macroeconomic environment, elevated interest rates, and an increased emphasis on portfolio quality and risk management. As of 31 December 2025, total loans and advances stood at approximately BDT 298.3 billion, highlighting the Bank's stable credit portfolio and disciplined lending practices.

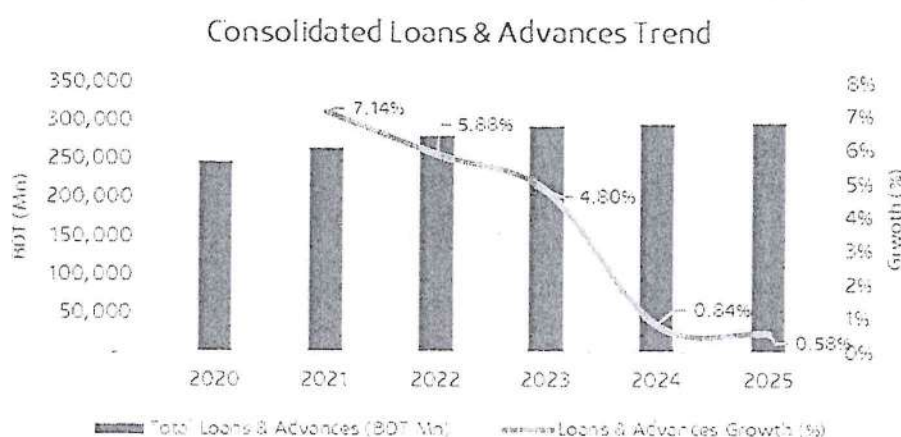


Figure 4: Loans & Advances Trend

d. Liability Mix

As of December 31, 2025, the total liability of Bank Asia PLC stood at BDT 447,231 million. The liability mix of the issuer is as follows.

Syed M Omar Tayub
Managing Director & CEO
Bank Asia PLC

Liability Item	31-Dec-25		31-Dec-24	
	BDT	% of Total	BDT	% of Total
Borrowings from other banks, financial institutions, and agents	27,071.90	6.05%	51,024.08	11.54%
Subordinated non-convertible and perpetual bonds	7,680.25	1.72%	9,340.00	2.11%
Deposits and Other Accounts	361,800.73	80.90%	337,853.12	76.39%
Other Liabilities	50,677.77	11.33%	44,041.09	9.96%
Total Liabilities	447,231	100.00%	442,258.29	100.00%

e. Capital Adequacy

Considering the issuance of the Bank Asia Sustainable Subordinated Bond

Particulars	Actual	Planning				
	2025	2026	2027	2028	2029	2030
Paid-up capital	12,825	14,108	14,108	14,813	15,554	17,109
Statutory Reserve	12,771	14,108	14,108	14,500	15,000	16,000
General Reserve	8	8	8	8	8	8
Retained earnings	4,910	6,433	8,041	9,890	12,066	14,479
Perpetual Bond-1st issue	3,680	3,680	3,680	3,680	3,680	3,680
Less: Regulatory adjustments	-15.89	-15.89	-15.89	-15.89	-15.89	-15.89
Total Tier 1	34,179	38,320	39,929	42,876	46,292	51,261
General Provision including Off Balance Sheet Provision	8,225	9,130	10,226	11,555	13,173	15,149
Subordinated 7 year Floating Rate Second Bond4	4,000	4,000	4,000	3,200	2,400	1,600
Subordinated 7 year Floating Rate Second Bond5	-	10,000	10,000	10,000	8,000	6,000
Subordinated 7 year Floating Rate Second Bond6	-	-	-	-	10,000	10,000
Total Tier 2 Capital Available	12,225	23,130	24,226	24,755	33,573	32,749
Total Capital (Tier 1 + 2)	46,404	61,450	64,155	67,631	79,865	84,010
Risk Weighted Assets (RWA)	302,901	353,743	406,804	463,757	528,682	607,985
Tier 1 Capital to RWA	11.28%	10.83%	9.82%	9.25%	8.76%	8.43%
Tier 2 Capital to RWA	4.04%	6.54%	5.96%	5.34%	6.35%	5.39%

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC

Sohail K Hussain
Managing Director & CEO
DBH Finance PLC

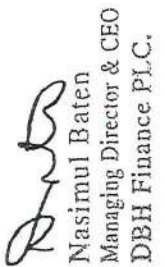
Nasimul Baten
Managing Director & CEO
DBH Finance PLC

Particulars	Actual	Planning				
	2025	2026	2027	2028	2029	2030
Minimum Capital Requirement + Conservation Buffer	12.50%	12.50%	12.50%	12.50%	12.50%	12.50%
Capital to Risk Weighted Assets Ratio (CRAR)	15.32%	17.37%	15.77%	14.58%	15.11%	13.82%

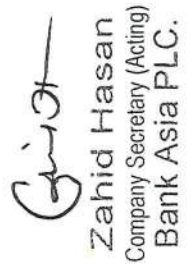
*All figures are in BDT million, unless otherwise mentioned



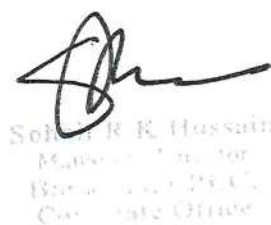
Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC.
Corporate Office, Dhaka.



Nasimul Baten
Managing Director & CEO
DBH Finance PLC.



Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.



Sohail R K Hussain
Managing Director
Bank Asia PLC.
Corporate Office

Section 13: Auditor's Report

13.1 Consolidated Balance Sheet

Bank Asia PLC. and its Subsidiaries
Consolidated Balance Sheet as at 31 December 2025

Particulars		Notes	31 Dec 2025	31 Dec 2024
PROPERTY AND ASSETS				
Cash			41,859,416,647	23,988,516,011
In hand (including foreign currencies)	4.1(a)		4,779,775,312	4,571,782,155
Balance with Bangladesh Bank and its agent bank (including foreign currencies)	4.2(a)		37,079,641,335	19,416,733,856
Balance with other banks and financial institutions	5(a)		5,964,804,409	16,146,171,433
In Bangladesh			3,049,456,025	5,603,874,673
Outside Bangladesh			2,915,348,384	10,542,296,760
Money at call and on short notice	6(a)		-	-
Investments	7(a)		221,317,154,106	177,935,396,486
Government			209,265,375,344	167,143,098,408
Others			12,051,828,762	10,792,388,078
Loans and advances/investments	8(a)		298,255,243,915	296,533,717,659
Loans, cash credits, overdrafts, etc/investments			268,049,496,814	281,966,741,409
Bills purchased and discounted			30,205,747,101	14,566,976,250
Fixed assets including premises, furniture and fixtures	9(a)		5,018,735,837	5,289,381,960
Other assets	10(a)		19,517,338,486	15,419,813,621
Non-banking assets			-	-
Total assets			591,932,693,400	535,312,197,170
LIABILITIES AND CAPITAL				
Liabilities				
Borrowings from other banks, financial institutions and agents	11(a)		27,363,243,478	18,114,843,540
Subordinated non-convertible and perpetual bonds	11(b)		8,680,250,000	7,680,250,000
Deposits and other accounts	12(a)		456,559,858,944	416,727,954,479
Current/Ali-wadiah current accounts and other accounts			77,207,710,870	74,238,891,195
Bills payable			2,669,916,537	3,075,190,659
Savings bank/Mudaraba savings bank deposits			98,587,427,106	90,359,134,211
Fixed deposits/Mudaraba fixed deposits			250,802,755,229	122,238,007,353
Special notice deposits			27,192,049,102	26,845,731,661
Bearer certificates of deposit			-	-
Other deposits			-	-
Other liabilities	13(a)		64,159,676,667	60,982,059,182
Total liabilities			556,763,029,689	503,504,307,201
Capital/shareholders' equity				
Total shareholders' equity			35,169,664,311	31,807,889,969
Paid-up capital	14.2		12,824,975,460	11,659,068,600
Statutory reserve	15		12,771,163,687	11,750,000,000
General and other reserve	15.1(a)		11,242,024	70,640,687
Revaluation reserve	16(a)		4,713,943,715	4,300,808,341
Retained earnings	17(a)		4,921,180,277	4,159,895,777
Foreign currency translation reserve			(77,918,292)	(63,533,766)
Non-controlling interest	17(b)		70,441	10,330
Total liabilities and shareholders' equity			591,932,693,400	535,312,197,170

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC.
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

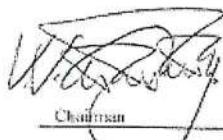


Syed M Omar Tayub
Managing Director & CEO
Prime Bank Investment PLC.

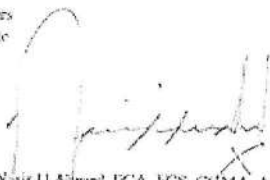
Consolidated Balance Sheet as at 31 December 2025

Particulars	Notes	Amount in Taka	
		31 Dec 2025	31 Dec 2024
OFF-BALANCE SHEET ITEMS			
Contingent liabilities	18	126,121,033,736	130,037,883,477
Acceptances and endorsements		54,522,651,455	44,571,140,940
Letters of guarantee		27,446,062,335	26,869,526,977
Irrevocable letters of credit		27,266,747,347	39,630,946,979
Bills for collection		16,846,069,599	18,716,268,581
Other contingent liabilities		-	-
Other commitments		-	9,916,466,548
Documentary credits and short term trade related transactions		-	-
Forward assets purchased and forward deposits placed		-	9,916,466,548
Undrawn non-issuance and revolving underwriting facilities		-	-
Undrawn formal standby facilities, credit lines and other commitments		-	-
Total off-balance sheet items including contingent liabilities		126,121,033,736	139,954,350,025

These Financial Statements should be read in conjunction with the annexed notes

 Chairman
 Director
 Director
 Managing Director

Auditors' Report to the Shareholders
see our annexed report of even date


 Nasir U Ahmed, FCA, FCS, CIMA, ACMA
 (UK), FCA (England & Wales)
 Additional Managing Partner
 Enrolment no: 535
 MARS & J Partners
 Chartered Accountants
 FRC Enrolment No: CA-001-023

Dhaka, April 29, 2026

DVC: 2604230535AS467308

Mohammed Ibrahim Khalil, FCA
 Chief Financial Officer
 DBH Finance PLC
 Corporate Office, Dhaka.


 Nasimul Baten
 Managing Director & CEO
 DBH Finance PLC.


 Zahid Hasan
 Company Secretary (Acting)
 Bank Asia PLC.

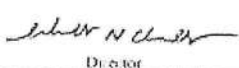

 Sohail R K Hussain
 Managing Director
 Bank Asia PLC.
 Corporate Office

13.2 Consolidated Income Statement

Bank Asia PLC and Its Subsidiaries
Consolidated Profit and Loss Account
for the year ended 31 December 2025

Particulars	Notes	Amount in Taka	
		31 Dec 2025	31 Dec 2024
OPERATING INCOME			
Interest income	20(a)	38,804,634,432	30,651,886,900
Interest paid on deposits and borrowings, etc	21(a)	(50,093,329,414)	(24,509,147,634)
Net interest income		11,276,694,922	6,142,739,357
Investment income	22(a)	76,384,299,657	14,335,176,498
Commission, exchange and brokerage	23(a)	5,464,076,206	5,376,452,602
Other operating income	24(a)	1,732,173,200	1,673,483,706
		31,599,049,129	21,315,517,806
Total operating income (A)		30,322,354,207	27,458,252,163
OPERATING EXPENSES			
Salaries and allowances	25(a)	6,193,319,387	5,858,387,473
Rent, taxes, insurance, electricity, etc	26(a)	721,810,076	677,066,049
Legal expenses	27(a)	69,715,860	26,379,818
Postage, stamp, telecommunications, etc	28(a)	239,575,400	210,629,682
Stationery, printing, advertisements, etc	29(a)	197,257,868	169,989,693
Managing Director's salary and fees	30	24,288,048	19,935,331
Directors' fees	31(a)	6,740,167	5,431,128
Auditors' fees	32(a)	9,923,279	5,113,143
Depreciation and repairs of Bank's assets	33(a)	1,038,211,583	1,009,627,671
Other expenses	34(a)	2,367,521,454	2,201,632,940
Total operating expenses (B)		18,833,456,015	16,160,191,693
Profit before provision (C=A-B)		19,488,898,192	17,298,060,470
Provision for loans and advances/investments			
General provision		(46,743,473)	(681,000,010)
Specific provision		(7,807,669,223)	(10,701,459,553)
Provision for off-balance sheet items	13.1.7(b)	(5,476,612,646)	(10,050,459,333)
Provision for diminution in value of investments		(193,270,000)	(105,300,000)
Other provisions		(501,100,000)	(563,000,000)
Total provision (D)		(13,824,095,342)	(21,099,218,906)
Total profit before tax (C-D)	34(a)	14,344,782,666	10,845,399,333
Provision for taxation		5,144,615,546	6,452,101,137
Current tax	13.1.5(a)	704,042,386	3,584,184,705
Deferred tax			
		704,042,386	3,584,184,705
Net profit after tax		4,440,553,160	2,867,916,233
Appropriations			
Statutory reserve		1,021,163,687	
Dividend on perpetual bond		368,025,000	368,614,309
General and other reserve	15.1.6(i)	601,337	383,604
		1,389,790,074	368,911,783
Retained surplus		3,050,763,136	2,498,918,649
Attributable to:			
Equity holders of Bank Asia PLC		3,050,763,136	2,498,918,649
Non-controlling interest		111	33
		3,050,763,136	2,498,918,649
Earnings Per Share (EPS) (restated 2024)		3.18	1.95

These Financial Statements should be read in conjunction with the annexed notes

Chairman:  Director:  Director:  Director:  Managing Director: 

Auditors' Report to the Shareholders
see our annexed report of even date

Muhammad Ali, FCA, PCS, CGMA,
ACMA (UK), FCA (England & Wales)
Additional Managing Partner
Enrollment no: 535
MAFS & J Partners
Chartered Accountants
RRC Enrollment No: CA-001-025

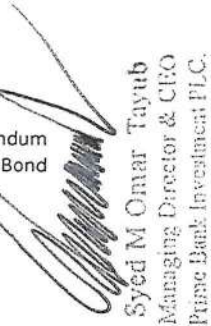
Dhaka, April 29, 2026
DVC: 2604290535AS467308

Sohail R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Muhammad Ibrahim Khail, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

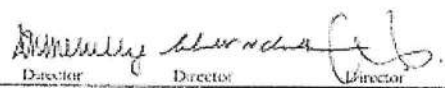


13.3 Consolidated Cash Flow Statement

Bank Asia PLC. and Its Subsidiaries
Consolidated Cash Flow Statement
for the year ended 31 December 2025

Particulars	Notes	Amount in Taka	
		31 Dec 2025	31 Dec 2024
Cash flows from operating activities (A)			
Interest receipts		46,456,447,137	40,641,007,247
Interest payments		(30,183,760,343)	(24,982,317,365)
Dividends receipts		653,959,447	383,975,680
Fees and commission receipts		3,461,726,236	5,376,452,002
Recoveries on loans previously written off		236,027,143	229,415,600
Cash payment to employees		(6,746,002,045)	(5,811,900,719)
Cash payment to suppliers		(290,184,475)	(272,448,779)
Income tax paid		(4,007,829,900)	(2,347,621,824)
Receipts from other operating activities	35 (a)	5,074,313,800	5,105,220,204
Payments for other operating activities	36 (a)	(3,484,638,839)	(3,146,187,101)
Operating profit before changes in operating assets & liabilities		11,693,449,101	15,175,635,565
Increase/(decrease) in operating assets and liabilities			
Loans and advances to customers and banks		(3,872,584,270)	(2,461,291,738)
Other assets		(1,319,950,015)	17,528,459
Deposits from customers and banks		39,831,904,465	55,008,073,607
Trading liabilities		9,249,199,938	(8,957,353,768)
Other liabilities		(2,051,656,558)	48,357,185
Net increase/(decrease) in operating assets and liabilities		41,836,913,560	43,654,808,749
Net cash flows from operating activities		53,530,362,661	58,830,444,314
Cash flows from investing activities (B)			
Investments in treasury bills, bonds and others		(42,122,316,936)	(60,360,245,652)
Sale/(Purchase) of trading securities		(1,259,440,684)	(1,773,746,180)
(Purchase)/disposal of fixed assets		(238,813,299)	(180,768,012)
Net cash flows from/(used in) investing activities		(43,620,570,919)	(62,314,759,844)
Cash flows from financing activities (C)			
Issuance of subordinated non-convertible bond		2,000,000,000	2,000,000,000
Coupons/dividend paid on perpetual bond		(364,025,000)	(368,604,109)
Adjustment of subordinated non-convertible bond		(1,000,000,000)	(2,000,000,000)
Investments in subsidiary		(1,200,000,000)	
Payments for lease liability		(486,032,070)	(470,476,174)
Dividend paid (cash dividend)		(1,165,906,800)	(1,748,800,299)
Net cash flows from/(used in) financing activities		(2,215,963,930)	(2,587,950,573)
Net increase/(decrease) in cash and cash equivalents (A+B+C)		7,693,827,812	(6,072,266,103)
Effects of exchange rate changes on cash and cash equivalents			
Cash and cash equivalents at the beginning of the year		40,138,984,744	46,211,250,847
Cash and cash equivalents at the end of the year		47,832,812,556	40,138,984,744
Cash and cash equivalents:			
Cash		4,779,775,312	4,571,787,155
Balance with Bangladesh Bank and its agent bank(s)		37,079,641,335	39,416,728,856
Balance with other banks and financial institutions		5,964,806,409	16,146,171,433
Money at call and on short notice		4,591,500	4,287,300
Prize bonds			
		47,832,812,556	40,138,984,744
Net Operating Cash Flows per Share (restated 2024)		41.74	45.87

These Financial Statements should be read in conjunction with the annexed notes

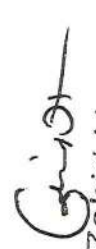
 Chairman
 Director
 Director
 Director
 Managing Director




Sohail R K Hussain
Managing Director
Bank Asia PLC.
Corporate Office, Dhaka.


Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC.
Corporate Office, Dhaka.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

13.4 Consolidated Statement of Changes in Equity

Bank Asia PLC and Its Subsidiaries
Consolidated Statement of Changes in Equity for the year ended 31 December 2025

Amount in Tk.

Particulars	Build-up capital	Statutory reserve	Revaluation reserve	General and other reserve	Foreign currency translation reserve	Retained earnings	Total	Non-controlling interest	Total equity
Balance as at 01 January 2024	11,659,063,600	11,750,000,000	2,685,455,099	40,257,213	(52,606,167)	3,350,452,976	29,422,722,550	10,297	29,422,732,847
Adjusted on revaluation of fixed assets and other investment	-	-	1,668,708,884	-	-	-	1,668,708,884	-	1,668,708,884
Transferred to retained earnings	-	-	(33,715,252)	-	-	33,715,252	-	-	-
Transfer to insured liability account	-	-	-	-	-	(3,330,227)	(3,330,227)	-	(3,330,227)
Foreign currency translation for the year	-	-	-	-	(10,497,555)	-	(10,497,555)	-	(10,497,555)
Transferred to General and other reserve	-	-	-	33,674	-	(33,674)	-	-	-
Cash dividend paid	-	-	-	-	-	(1,748,550,295)	(1,748,550,295)	-	(1,748,550,295)
Comprehensive income for the year	-	-	-	-	-	1,568,614,109	1,568,614,109	-	1,568,614,109
Surplus for the year	-	-	-	-	-	2,807,816,395	2,807,816,395	-	2,807,816,395
Balance as at 31 December 2024	11,659,063,600	11,750,000,000	4,300,378,341	40,290,887	(63,103,723)	4,150,423,778	31,677,876,890	10,100	31,677,886,990
Transferred during the year	-	1,611,163,637	-	-	-	(1,611,163,637)	-	-	-
Adjusted on revaluation of fixed assets and other investment	-	-	464,457,509	-	-	-	464,457,509	-	464,457,509
Foreign currency translation for the year	-	-	-	-	(9,384,527)	-	(9,384,527)	-	(9,384,527)
Transferred to General and other reserve	-	-	-	561,330	-	(561,330)	-	-	-
Head of bonus shares	1,105,006,800	-	-	-	-	-	-	-	-
Cash dividend paid	-	-	-	-	-	(1,165,555,800)	(1,165,555,800)	-	(1,165,555,800)
Comprehensive income for the year	-	-	-	-	-	(1,165,555,800)	(1,165,555,800)	-	(1,165,555,800)
Surplus for the year	-	-	-	-	-	(368,021,027)	(368,021,027)	-	(368,021,027)
Not profit for the year	-	-	-	-	-	4,340,423,013	4,340,423,013	-	4,340,423,013
Balance as at 31 December 2025	12,834,973,400	12,771,163,637	4,765,755,810	11,242,024	(72,918,337)	4,809,665,083	35,167,585,870	70,441	35,167,656,311

Chairman: Director:



Sahad H K Hossain
Managing Director & CEO
Bank Asia PLC

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC

Nasimul Baten
Managing Director & CEO
DBH Finance PLC

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka

Syed M Omar Tayub
Managing Director & CEO
Prime Bank Investment PLC

13.5 Stand-Alone Balance Sheet

Bank Asia PLC.
Balance Sheet as at 31 December 2025

		Amount in Taka	
Particulars	Notes	31 Dec 2025	31 Dec 2024
PROPERTY AND ASSETS			
Cash		41,796,187,639	23,951,563,796
In hand (including foreign currencies)	4.1	4,716,546,304	4,524,834,960
Balance with Bangladesh Bank and its agent bank (including foreign currencies)	4.2	37,079,641,335	19,416,728,836
Balance with other banks and financial institutions		5,237,026,706	15,580,470,190
In Bangladesh	5.1	2,852,194,539	5,383,437,523
Outside Bangladesh	5.2	2,384,832,167	10,197,032,667
Money at call and on short notice	6	-	-
Investments	7	219,819,487,392	176,881,979,607
Government		209,265,325,344	167,143,008,408
Others		10,554,162,053	9,738,971,199
Loans and advances/investments	8	294,632,295,860	293,725,599,998
Loans, cash credits, overdrafts, etc/investments		264,476,548,759	279,158,623,748
Bills purchased and discounted		30,205,747,101	14,566,976,250
Fixed assets including premises, furniture and fixtures	9	4,980,523,913	5,230,844,568
Other assets	10	22,971,285,726	17,531,389,803
Non-banking assets		-	-
Total assets		589,486,807,241	532,901,817,662
LIABILITIES AND CAPITAL			
Liabilities			
Borrowings from other banks, financial institutions and agents	11	27,363,243,478	18,114,043,540
Subordinated non-convertible and perpetual bonds	11 (aa)	8,680,250,000	7,680,250,000
Deposits and other accounts	12	456,482,906,387	416,559,450,234
Current/Ali-wadeeah current accounts and other accounts		71,130,758,413	74,070,386,950
Bills payable		2,969,916,537	3,075,190,059
Savings bank/Mudharaba savings bank deposits		93,587,427,106	90,330,134,211
Fixed deposits/Mudharaba fixed deposits		250,602,755,229	222,538,007,353
Special notice deposits		27,192,049,102	26,845,731,661
Bearer certificates of deposit		-	-
Other deposits		-	-
Other liabilities	13	61,731,771,287	58,705,781,943
Total liabilities		554,258,171,152	501,059,525,717
Capital/shareholders' equity			
Total shareholders' equity		35,228,636,089	31,842,291,945
Paid-up capital	14.2	12,824,975,469	11,699,068,600
Statutory reserve	15	12,771,163,687	11,750,000,000
General and other reserve	15.1	8,166,144	8,166,144
Revaluation reserve	16	4,713,948,715	4,300,808,341
Retained earnings	17	4,910,382,083	4,124,248,960
Total liabilities and shareholders' equity		589,486,807,241	532,901,817,662

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.



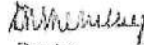
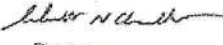
Sohail R K Musawir
Managing Director
Bank Asia PLC
Chief Executive Officer

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

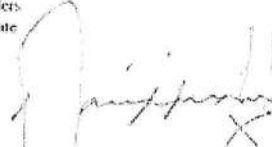
Balance Sheet as at 31 December 2025

Particulars	Notes	Amount in Taka	
		31 Dec 2025	31 Dec 2024
OFF-BALANCE SHEET ITEMS			
Contingent liabilities	18	126,121,033,736	130,037,883,477
Acceptances and endorsements		54,522,651,455	44,821,149,940
Letters of guarantee		27,446,065,335	26,869,526,577
Irrevocable letters of credit		27,306,247,347	39,630,946,579
Bills for collection		16,846,069,593	18,716,268,581
Other contingent liabilities		-	-
Other commitments		-	9,936,465,548
Documentary credits and short term trade-related transactions		-	-
Forward assets purchased and forward deposits placed		-	9,936,465,548
Undrawn note issuance and revolving underwriting facilities		-	-
Undrawn formal standby facilities, credit lines and other commitments		-	-
Total off-balance sheet items including contingent liabilities		126,121,033,736	139,954,350,025

These Financial Statements should be read in conjunction with the annexed notes.

 Chairman
 Director
 Director
 Director
 Managing Director

Auditors' Report to the Shareholders
see our annexed report of even date


Nasir U Ahmed, FCA, FCS, CGMA, ACMA
(UK), FCA (England & Wales)
Additional Managing Partner
Enrolment no: 535
MASS & J Partners
Chartered Accountants
PRC Enrolment No.: CA-031-003

Dhaka, April 29, 2026
DVC: 2604290535AS487308


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

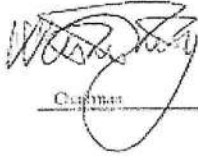
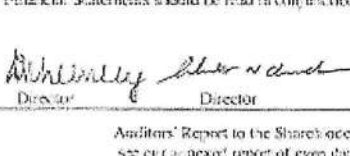

Sahar R K Hussain
Managing Director
Bank Asia PLC.
Corporate Office

13.6 Stand-Alone Income Statement

Bank Asia PLC.
Profit and Loss Account
for the year ended 31 December 2025

Particulars	Notes	Amount in Taka	
		31 Dec 2025	31 Dec 2024
OPERATING INCOME:			
Interest income	20	28,998,954,863	27,514,242,74
Interest paid on deposits and borrowings, etc	21	30,076,043,468	24,484,274,477
Net interest income		(1,377,088,603)	6,029,968,264
Investment income	22	26,134,979,687	14,333,176,493
Commission, exchange and brokerage	23	3,149,582,398	4,935,850,432
Other operating income	24	1,662,521,175	1,552,847,468
		31,397,153,260	20,823,669,599
Total operating income (A)		29,820,072,657	26,853,837,663
OPERATING EXPENSES			
Salaries and allowances	25	5,594,956,776	5,644,358,401
Rent, taxes, insurance, electricity, etc	26	673,886,230	635,846,826
Legal expenses	27	68,632,024	25,351,895
Postage, stamp, telecommunication, etc	28	234,476,520	205,891,107
Stationery, printing, advertisements, etc	29	190,182,413	162,691,301
Managing Director's salary and fees	30	24,288,048	19,935,301
Directors' fees	31	5,621,667	4,847,128
Auditors' fees	32	6,017,736	1,132,000
Depreciation and repairs of Bank's assets	33	935,489,439	983,187,478
Other expenses	34	2,279,564,523	2,116,552,381
		10,458,695,376	9,501,696,816
Total operating expenses (B)		10,458,695,376	9,501,696,816
Profit before provision (C=A-B)		19,361,377,281	17,052,140,847
Provision for loans and advances/investments			
General provision		688,743,423	681,000,000
Specific provision		12,735,745,423	19,613,041,244
	13.1.1 & 2	13,424,488,846	20,294,041,244
Provision for off-balance sheet items	13.1.3	150,590,000	150,590,000
Provision for diminution in value of investments	13.1.7	490,100,000	580,000,000
Other provisions	13.1.8 & 9	171,000,000	140,000,000
Total provision (D)	34(b)	14,236,135,846	10,757,581,244
Total profit before tax (C-D)		5,125,241,435	6,294,559,603
Provision for taxation			
Current tax	13.1.5	650,000,000	3,520,000,000
Deferred tax		-	-
		650,000,000	3,520,000,000
Net profit after tax		4,475,241,435	2,774,559,603
Appropriations			
Statutory reserve	15	1,021,163,687	-
Dividend on perpetual bond		368,625,000	368,614,109
General and other reserve		1,389,188,687	368,614,109
		3,066,629,748	2,405,985,293
Retained surplus		1,408,611,687	368,614,109
Earnings Per Share (EPS) (restated 2024)	37 (b)	3.19	1.88

These Financial Statements should be read in conjunction with the annexed notes

Chairman:  Chairman
Director:  Director
Director:  Director
Managing Director:  Managing Director

Auditors' Report to the Shareholders
see our annexed report of even date

Said U Ahmed, FCA, ICS/CGMA,
ACMA (UK), FCA (England & Wales)
Additional Managing Partner
Enrollment no: 535
MABS & J PwC
Chartered Accountants
FRC Enrollment No: CA-001-023

Dhaka, April 29, 2026
DVC: 2604280535A9467308

Sohail K K Hassan
Managing Director
Bank Asia PLC.
Corporate Office, Dhaka

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

13.7 Stand-Alone Cash Flow Statement

Bank Asia PLC.
Cash Flow Statement
for the year ended 31 December 2025

Particulars	Notes	Amount in Taka	
		31 Dec 2025	31 Dec 2024
Cash flows from operating activities (A)			
Interest receipts		46,210,982,566	41,376,330,799
Interest payments		(30,023,680,453)	(26,831,412,010)
Dividends receipts		653,959,447	383,595,689
Fees and commission receipts		3,149,582,398	4,935,850,432
Recoveries on loans previously written off		236,027,143	229,445,620
Cash payment to employees		(6,039,219,434)	(5,620,881,697)
Cash payment to suppliers		(289,114,020)	(265,150,582)
Income tax paid		(3,967,680,306)	(2,267,555,770)
Receipts from other operating activities	35	4,984,561,769	5,054,178,967
Payments for other operating activities	36	(3,344,453,410)	(3,009,459,636)
Operating profit before changes in operating assets & liabilities		11,586,955,700	14,986,347,893
Increase/(decrease) in operating assets and liabilities			
Loans and advances to customers and banks		(4,161,757,692)	(2,402,556,853)
Other assets		(1,311,756,434)	(79,690,209)
Deposits from customers and banks		39,809,013,150	55,023,150,186
Trading liabilities		9,249,199,938	(8,957,853,765)
Other liabilities		(2,273,895,084)	95,251,357
Net Increase/(decrease) in operating assets and liabilities		41,310,803,878	43,680,330,726
Net cash flows from operating activities		52,897,759,578	58,666,642,529
Cash flows from investing activities (B)			
Investments in treasury bills, bonds and others		(42,122,316,936)	(61,360,245,652)
Sale/(Purchase) of trading securities		(815,190,854)	(1,761,531,583)
(Purchase)/disposal of fixed assets		(238,813,299)	(177,118,518)
Net cash flows from/(used in) investing activities		(43,176,321,089)	(63,298,945,753)
Cash flows from financing activities (C)			
Issuance of subordinated non-convertible bond		2,000,000,000	2,000,000,000
Coupon/dividend paid on perpetual bond		(368,025,000)	(368,614,109)
Adjustment of subordinated non-convertible bond		(1,000,000,000)	(1,000,000,000)
Investments in subsidiary		(1,200,000,000)	
Payments for lease liability		(486,032,070)	(470,476,174)
Dividend paid (cash dividend)		(1,165,906,860)	(1,748,860,292)
Net cash flows from/(used in) financing activities		(2,219,963,930)	(2,587,950,575)
Net increase/(decrease) in cash and cash equivalents (A+B+C)		7,501,474,559	(6,221,253,778)
Effects of exchange rate changes on cash and cash equivalents			
Cash and cash equivalents at the beginning of the year		39,536,131,286	45,756,385,063
Cash and cash equivalents at the end of the year		47,037,605,845	39,536,131,286
Cash and cash equivalents:			
Cash		4,716,546,304	4,536,834,940
Balance with Bangladesh Bank and its agent banks(s)		37,079,641,335	19,416,728,856
Balance with other banks and financial institutions		5,237,026,706	15,580,470,190
Money at call and on short notice			
Prime bonds		4,391,500	4,297,300
		47,037,605,845	39,536,131,286
Net Operating Cash Flows per Share (restated 2024)		41.25	45.74

These Financial Statements should be read in conjunction with the annexed notes


Chairman


Director


Director

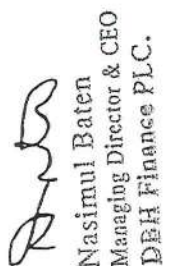

Managing Director




Managing Director

Sohail R K Hussain
Managing Director
Bank Asia PLC.
Corporate Office, Dhaka

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka

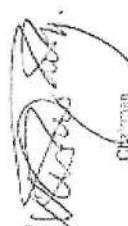

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

13.8 Stand-Alone Statement of Changes in Equity

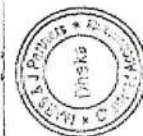
Bank Asia PLC.
Statement of Changes in Equity for the year ended 31 December 2025

Particulars	Paid-up capital	Share reserve	Revaluation reserve	General and other reserve	Retained earnings	Total
Balance as at 01 January 2024	11,629,068,602	11,750,000,000	2,685,555,029	8,166,141	3,474,719,131	35,519,533,834
Adjustment on revaluation of fixed assets and other financial	-	-	1,668,968,584	-	-	1,668,968,584
Transferred to interest suspense	-	-	-	-	(3,330,727)	(3,330,727)
Transferred to retained earnings	-	-	(51,715,252)	-	53,715,252	-
Cash dividend paid	-	-	-	-	(1,748,560,295)	(1,748,560,295)
Corporate dividend on perpetual bond	-	-	-	-	(362,614,102)	(362,614,102)
Net profit for the year	-	-	-	-	2,734,599,601	2,734,599,601
Balance as at 31 December 2024	11,629,068,602	11,750,000,000	4,305,808,241	8,166,144	4,124,748,865	31,822,231,845
Transferred during the year	-	1,021,163,437	-	-	(1,021,163,437)	-
Adjustment on revaluation of fixed assets and other investment	-	-	461,457,569	-	-	461,457,569
Cash dividend paid	-	-	-	-	(1,165,595,869)	(1,165,595,869)
Issue of bonus shares	1,285,958,460	-	-	-	(1,165,595,869)	120,362,591
Corporate dividend on perpetual bond	-	-	-	-	(368,023,000)	(368,023,000)
Net profit for the year	-	-	-	-	4,455,818,435	4,455,818,435
Balance as at 31 December 2025	12,914,975,462	12,771,163,437	4,765,265,910	8,166,144	4,859,661,828	35,228,636,069


Chairman


Director


Managing Director




Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Md. Kamrul Hossain
Chief Financial Officer
Bank Asia PLC.
Corporate Office, Dhaka.

* Please refer to the Annexure-II for the Independent Auditor's Report and Audited Financial Statements of Bank Asia PLC. as at and for the year ended December 31, 2025.

Section 14: Comparative Financial Statements of Bank Asia PLC

14.1 Consolidated Balance Sheet

Particulars	31-Dec-25	31-Dec-24	31-Dec-23
PROPERTY AND ASSETS			
Cash	41,859,416,647	23,988,516,011	21,776,999,205
In hand (including foreign currencies)	4,779,775,312	4,571,787,155	3,768,537,636
Balance with Bangladesh Bank and its agent bank (including foreign currencies)	37,079,641,335	19,416,728,856	18,008,461,559
Balance with other banks and financial institutions	5,964,804,409	16,146,171,433	24,131,298,642
In Bangladesh	3,049,456,025	5,603,874,673	20,332,861,708
Outside Bangladesh	2,915,348,384	10,542,296,760	3,798,436,934
Money at call and on short notice	-	-	300,000,000
Investments	221,317,154,106	177,935,396,486	115,801,404,654
Government	209,265,325,344	167,143,008,408	106,782,762,756
Others	12,051,828,762	10,792,388,078	9,018,641,898
Loans and advances/investments	298,255,243,915	296,533,717,659	294,072,425,920
Loans, cash credits, overdrafts, etc./investments	268,049,496,814	281,966,741,409	278,592,725,335
Bills purchased and discounted	30,205,747,101	14,566,976,250	15,479,700,585
Fixed assets including premises, furniture and fixtures	5,018,735,837	5,289,381,960	5,957,156,399
Other assets	19,517,338,486	15,419,013,621	14,594,095,342
Non-banking assets	-	-	-
Total Assets	591,932,693,400	535,312,197,170	476,633,380,162
LIABILITIES AND SHAREHOLDERS' EQUITY			
Borrowings from other banks, financial institutions and agents	27,363,243,478	18,114,043,540	27,071,897,305
Subordinated non-convertible and perpetual bonds	8,680,250,000	7,680,250,000	7,680,250,000
Deposits and other accounts	456,559,858,944	416,727,954,479	361,800,728,744
Current/Al-wadeeah current accounts and other accounts	77,207,710,970	74,238,891,195	73,657,844,411
Bills payable	2,969,916,537	3,075,190,059	3,958,476,129
Savings bank/Mudaraba savings bank deposits	98,587,427,106	90,330,134,211	83,493,765,110
Fixed deposits/Mudaraba fixed deposits	250,602,755,229	222,238,007,353	200,690,643,094
Special notice deposit	27,192,049,102	26,845,731,661	-
Bearer certificates of deposit	-	-	-
Other deposits	-	-	-
Other liabilities	64,159,676,667	60,982,059,182	50,677,766,435
Total Liabilities	556,763,029,089	503,504,307,201	447,230,642,484
SHAREHOLDERS' EQUITY			
Paid-up capital	12,824,975,460	11,659,068,600	11,659,068,600
Statutory reserve	12,771,163,687	11,750,000,000	11,750,000,000
General and other reserve	11,242,024	10,640,687	10,257,013

Mohammed Ibrahim
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka

Nasimul Baten
Managing Director & CEO

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC

Particulars	31-Dec-25	31-Dec-24	31-Dec-23
Revaluation reserve	4,713,948,715	4,300,808,341	2,685,555,009
Retained earnings	4,921,182,277	4,150,895,777	3,350,452,926
Foreign currency translation reserve	(72,918,293)	(63,533,766)	(52,606,167)
Non-controlling interest	70,441	10,330	10,297
Total Shareholders' Equity	35,169,664,311	31,807,889,969	29,402,737,678
Total Liabilities and Shareholders' Equity	591,932,693,400	535,312,197,170	476,633,380,162

14.2 Consolidated Income Statement

Particulars	31-Dec-25	31-Dec-24	31-Dec-23
OPERATING INCOME			
Interest income	28,804,634,492	30,651,886,991	23,380,598,457
Interest paid on deposits and borrowings, etc.	30,081,329,414	24,509,147,634	17,067,340,832
Net interest income	-1,276,694,922	6,142,739,357	6,313,257,625
Investment income	26,384,999,687	14,335,176,498	8,376,526,748
Commission, exchange and brokerage	3,461,726,236	5,376,452,602	5,343,451,964
Other operating income	1,752,323,206	1,603,883,706	1,434,619,446
Total operating income (A)	30,322,354,207	27,458,252,163	21,467,855,783
OPERATING EXPENSES			
Salaries and allowances	6,193,319,387	5,835,387,423	5,407,923,206
Rent, taxes, insurance, electricity, etc.	721,910,076	677,065,089	660,014,031
Legal expenses	69,715,803	26,379,818	29,102,855
Postage, stamp, telecommunication, etc.	239,575,400	210,629,682	194,332,541
Stationery, printing, advertisements, etc.	197,252,868	169,989,498	174,362,072
Managing Director's salary and fees	24,288,048	19,935,301	13,510,000
Directors' fees	6,740,167	5,431,128	4,320,500
Auditors' fees	9,921,279	5,113,143	4,436,683
Depreciation and repairs of Bank's assets	1,005,211,583	1,008,627,671	1,026,382,290
Other expenses	2,365,521,404	2,201,632,940	2,233,858,750
Total operating expenses (B)	10,833,456,015	10,160,191,693	9,748,242,928
Profit before provision (C=A-B)	19,488,898,192	17,298,060,470	11,719,612,855
PROVISIONS			
General provision	668,743,423	-681,000,000	2,287,961,643
Specific provision	12,807,869,223	10,701,459,333	4,266,690,868
Provision for off-balance sheet items	190,570,000	105,500,000	195,000,000
Provision for diminution in value of investments	506,100,000	580,000,000	90,000,000
Other provisions	171,000,000	140,000,000	50,000,000
Total provision (D)	14,344,282,646	10,845,959,333	6,889,652,511
Total profit before tax (C-D)	5,144,615,546	6,452,101,137	4,829,960,344
PROVISION FOR TAXATION			
Current tax	704,042,386	3,584,184,705	2,351,108,689
Deferred tax	-	-	-
Total tax provision	704,042,386	3,584,184,705	2,351,108,689

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka

Nasimul Baten
Managing Director & CEO

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Solaiman K. Hussain
Managing Director for
Bank Asia PLC
Corporate Office

Net profit after tax	4,440,573,160	2,867,916,432	2,478,851,655
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14.3 Consolidated Cash Flow Statement

Particulars	31-Dec-25	31-Dec-24	31-Dec-23
Cash Flows from Operating Activities (A)			
Interest receipts	46,486,447,137	40,641,007,247	29,935,924,883
Interest payments	(30,183,769,343)	(24,982,317,365)	(17,680,090,550)
Dividends receipts	653,959,447	383,995,680	527,036,928
Fees and commission receipts	3,461,726,236	5,376,452,602	5,343,451,964
Recoveries on loans previously written off	236,027,143	229,445,620	326,055,141
Cash payment to employees	(6,246,602,045)	(5,811,910,719)	(5,307,088,633)
Cash payment to suppliers	(296,184,475)	(272,448,779)	(271,882,653)
Income tax paid	(4,007,829,960)	(2,347,621,824)	(2,860,185,854)
Receipts from other operating activities	5,074,313,800	5,105,220,204	2,076,404,624
Payments for other operating activities	(3,484,638,839)	(3,146,187,101)	(3,139,575,360)
Operating profit before changes in operating assets & liabilities	11,693,449,101	15,175,635,565	8,950,049,960
Loans and advances to customers and banks	(3,872,584,270)	(2,461,291,739)	(13,480,958,476)
Other assets	(1,319,950,015)	17,528,459	(538,335,941)
Deposits from customers and banks	39,831,904,465	55,008,073,609	23,947,603,858
Trading liabilities	9,249,199,938	(8,957,853,765)	(23,952,183,438)
Other liabilities	(2,051,656,558)	48,352,185	(1,563,578,265)
Net increase/(decrease) in operating assets and liabilities	41,836,913,560	43,654,808,749	(15,587,452,262)
Net cash flows from operating activities (A)	53,530,362,661	58,830,444,314	(6,637,402,302)
Cash Flows from Investing Activities (B)			
Investments in treasury bills, bonds and others	(42,122,316,936)	(60,360,245,652)	(12,036,359,037)
Sale/(Purchase) of trading securities	(1,259,440,684)	(1,773,746,180)	73,209,971
(Purchase)/disposal of fixed assets including right-of-use assets	(238,813,299)	(180,768,012)	(435,024,064)
Net cash flows from/(used in) investing activities (B)	(43,620,570,919)	(62,314,759,844)	(12,398,173,130)
Cash Flows from Financing Activities (C)			
Issuance of subordinated non-convertible bond	2,000,000,000	2,000,000,000	-
Issuance of perpetual bond	-	-	340,250,000
Coupon/dividend paid on perpetual bond	(368,025,000)	(368,614,109)	(389,926,028)
Adjustment of subordinated non-convertible bond	(1,000,000,000)	(2,000,000,000)	(2,000,000,000)
Investments in subsidiary	(1,200,000,000)	-	-
Payments for lease liability	(486,032,070)	(470,476,174)	(487,848,255)
Dividend paid (cash dividend)	(1,165,906,860)	(1,748,860,290)	(1,748,860,290)
Net cash flows from/(used in) financing activities (C)	(2,219,963,930)	(2,587,950,573)	(4,286,384,573)

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
Bank Asia PLC

Company Secretary (Acting)
Bank Asia PLC.

Particulars	31-Dec-25	31-Dec-24	31-Dec-23
Net increase/(decrease) in cash and cash equivalents (A+B+C)	7,689,827,812	(6,072,266,103)	(23,321,960,005)
Effects of exchange rate changes on cash and cash equivalents	-	-	-
Cash and cash equivalents at the beginning of the year	40,138,984,744	46,211,250,847	69,533,210,852
Cash and cash equivalents at the end of the year	47,828,812,556	40,138,984,744	46,211,250,847

14.4 Stand-Alone Balance Sheet

Particulars	31-Dec-25	31-Dec-24	31-Dec-23
PROPERTY AND ASSETS			
Cash	41,796,187,639	23,951,563,796	21,776,877,853
In hand (including foreign currencies)	4,716,546,304	4,534,834,940	3,768,416,284
Balance with Bangladesh Bank and its agent bank (including foreign currencies)	37,079,641,335	19,416,728,856	18,008,461,569
Balance with other banks and financial institutions	5,237,026,706	15,580,470,190	23,676,754,230
In Bangladesh	2,852,394,539	5,383,437,523	20,111,916,423
Outside Bangladesh	2,384,632,167	10,197,032,667	3,564,837,807
Money at call and on short notice	-	-	300,000,000
Investments	219,819,487,397	176,881,979,607	114,760,152,372
Government	209,265,325,344	167,143,008,408	106,782,762,756
Others	10,554,162,053	9,738,971,199	7,977,389,616
Loans and advances/investments	294,682,295,860	293,725,599,998	291,325,043,145
Loans, cash credits, overdrafts, etc./investments	264,476,548,759	279,158,623,748	275,845,342,560
Bills purchased and discounted	30,205,747,101	14,566,976,250	15,479,700,585
Fixed assets including premises, furniture and fixtures	4,980,523,913	5,230,844,568	5,878,418,753
Other assets	22,971,285,726	17,531,359,503	16,511,366,071
Non-banking assets	-	-	-
Total Assets	589,486,807,241	532,901,817,662	474,228,612,424
LIABILITIES AND SHAREHOLDERS' EQUITY			
Borrowings from other banks, financial institutions and agents	27,363,243,478	18,114,043,540	27,071,897,305
Subordinated non-convertible and perpetual bonds	8,680,250,000	7,680,250,000	7,680,250,000
Deposits and other accounts	456,482,906,387	416,559,450,234	361,617,147,912
Current/Al-wadeeah current accounts and other accounts	77,130,758,413	74,070,386,950	73,474,263,579
Bills payable	2,969,916,537	3,075,190,059	3,958,476,129
Savings bank/Mudaraba savings bank deposits	98,587,427,106	90,330,134,211	83,493,765,110
Fixed deposits/Mudaraba fixed deposits	250,602,755,229	222,238,007,353	200,690,643,094

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
NRH Finance PLC.

Zaid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Particulars	31-Dec-25	31-Dec-24	31-Dec-23
Special notice deposit	27,192,049,102	26,845,731,661	-
Bearer certificates of deposit	-	-	-
Other deposits	-	-	-
Other liabilities	61,731,771,287	58,705,781,943	48,339,788,323
Total Liabilities	554,258,171,152	501,059,525,717	444,709,083,540
SHAREHOLDERS' EQUITY			
Paid-up capital	12,824,975,460	11,659,068,600	11,659,068,600
Statutory reserve	12,771,163,687	11,750,000,000	11,750,000,000
General and other reserve	8,166,144	8,166,144	8,166,144
Revaluation reserve	4,713,948,715	4,300,808,341	2,685,555,009
Retained earnings	4,910,382,083	4,124,248,860	3,416,739,131
Total Shareholders' Equity	35,228,636,089	31,842,291,945	29,519,528,884
Total Liabilities and Shareholders' Equity	589,486,807,241	532,901,817,662	474,228,612,424

14.5 Stand-Alone Income Statement

Particulars	31-Dec-25	31-Dec-24	31-Dec-23
OPERATING INCOME			
Interest income	28,698,964,865	30,514,242,741	23,287,064,761
Interest paid on deposits and borrowings, etc.	30,076,045,468	24,484,274,477	17,053,991,947
Net interest income	-1,377,080,603	6,029,968,264	6,233,072,814
Investment income	26,384,999,687	14,335,176,498	8,376,526,748
Commission, exchange and brokerage	3,149,582,398	4,935,850,432	4,977,401,004
Other operating income	1,662,571,175	1,552,842,469	1,386,508,710
Total operating income (A)	29,820,072,657	26,853,837,663	20,973,509,276
OPERATING EXPENSES			
Salaries and allowances	5,984,936,776	5,644,358,401	5,243,365,548
Rent, taxes, insurance, electricity, etc.	678,886,230	635,446,824	625,902,063
Legal expenses	68,632,024	25,551,895	28,538,049
Postage, stamp, telecommunication, etc.	234,476,520	205,891,107	190,046,039
Stationery, printing, advertisements, etc.	190,182,413	162,691,301	168,260,355
Managing Director's salary and fees	24,288,048	19,935,301	13,510,000
Directors' fees	5,621,667	4,947,128	3,776,000
Auditors' fees	6,017,736	1,132,000	1,753,000
Depreciation and repairs of Bank's assets	985,489,439	985,187,478	998,916,525
Other expenses	2,279,564,523	2,116,555,381	2,168,700,864
Total operating expenses (B)	10,458,095,376	9,801,696,816	9,442,768,443
Profit before provision (C=A-B)	19,361,977,281	17,052,140,847	11,530,740,833
PROVISIONS			
General provision	668,743,423	-681,000,000	2,287,961,643
Specific provision	12,735,745,423	10,613,041,244	4,211,938,220

Mohammad Ibrahim Khan
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Particulars	31-Dec-25	31-Dec-24	31-Dec-23
Provision for loans and advances/investments	13,404,488,846	9,932,041,244	6,499,899,863
Provision for off-balance sheet items	190,570,000	105,500,000	195,000,000
Provision for diminution in value of investments	490,100,000	580,000,000	90,000,000
Other provisions	171,000,000	140,000,000	50,000,000
Total provision (D)	14,256,158,846	10,757,541,244	6,834,899,863
Total profit before tax (C-D)	5,105,818,435	6,294,599,603	4,695,840,970
PROVISION FOR TAXATION			
Current tax	650,000,000	3,520,000,000	2,300,000,000
Deferred tax	-	-	-
Total tax provision	650,000,000	3,520,000,000	2,300,000,000
Net profit after tax	4,455,818,435	2,774,599,603	2,395,840,970

14.6 Stand-Alone Cash Flow Statement

Particulars	31-Dec-25	31-Dec-24	31-Dec-23
Cash Flows from Operating Activities (A)			
Interest receipts	46,210,982,566	40,376,330,799	29,726,397,678
Interest payments	-30,008,690,453	-24,830,412,010	-17,550,748,656
Dividends receipts	653,959,447	383,995,680	527,036,928
Fees and commission receipts	3,149,582,398	4,935,850,432	4,977,401,004
Recoveries on loans previously written off	236,027,143	229,445,620	326,055,141
Cash payment to employees	-6,038,219,434	-5,620,881,697	-5,142,531,005
Cash payment to suppliers	-289,114,020	-265,150,582	-265,780,936
Income tax paid	-3,967,680,306	-2,267,555,770	-2,809,151,843
Receipts from other operating activities	4,984,561,769	5,054,178,967	2,028,293,888
Payments for other operating activities	-3,344,453,410	-3,009,459,636	-3,032,226,015
Operating profit before changes in operating assets & liabilities	11,586,955,700	14,986,341,803	8,784,746,184
Loans and advances to customers and banks	-4,161,757,692	-2,400,556,853	-13,454,684,742
Other assets	-1,311,756,434	-79,690,209	-400,309,832
Deposits from customers and banks	39,809,013,150	55,023,150,196	23,921,730,475
Trading liabilities	9,249,199,938	-8,957,853,765	-23,952,183,438
Other liabilities	-2,273,895,084	95,251,357	-1,658,375,958
Net increase/(decrease) in operating assets and liabilities	41,310,803,878	43,680,300,726	-15,543,823,495
Net cash flows from operating activities (A)	52,897,759,578	58,666,642,529	-6,759,077,311
Cash Flows from Investing Activities (B)			
Investments in treasury bills, bonds and others	-42,122,316,936	-60,360,245,652	-12,036,359,037

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

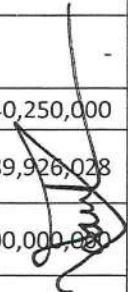
Nasimul Baten
Managing Director & CEO
Bank Asia PLC

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC

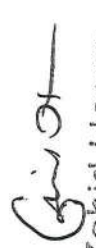
Soumit R K Hussain
Managing Director & CEO
Bank Asia PLC

Particulars	31-Dec-25	31-Dec-24	31-Dec-23
Sale/(Purchase) of trading securities	-815,190,854	-1,761,581,583	125,316,602
(Purchase)/disposal of fixed assets including right-of-use assets	-238,813,299	-177,118,518	-417,476,445
Net cash flows from/(used in) investing activities (B)	-43,176,321,089	-62,298,945,753	-12,328,518,880
Cash Flows from Financing Activities (C)			
Issuance of subordinated non-convertible bond	2,000,000,000	2,000,000,000	-
Issuance of perpetual bond	-	-	340,250,000
Coupon/dividend paid on perpetual bond	-368,025,000	-368,614,109	-389,926,028
Adjustment of subordinated non-convertible bond	-1,000,000,000	-2,000,000,000	-2,000,000,000
Investments in subsidiary	-1,200,000,000	-	-
Payments for lease liability	-486,032,070	-470,476,174	-487,848,255
Dividend paid (cash dividend)	-1,165,906,860	-1,748,860,290	-1,748,860,290
Net cash flows from/(used in) financing activities (C)	-2,219,963,930	-2,587,950,573	-4,286,384,573
Net increase/(decrease) in cash and cash equivalents (A+B+C)	7,501,474,559	-6,220,253,797	-23,373,980,764
Effects of exchange rate changes on cash and cash equivalents	-	-	-
Cash and cash equivalents at the beginning of the year	39,536,331,286	45,756,585,083	69,130,565,847
Cash and cash equivalents at the end of the year	47,037,805,845	39,536,331,286	45,756,585,083


Syed M. Omar Tayub
Managing Director & CEO
Bank Asia Investment Inc.


Md. Momenul Karim, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Sheikh R. K. Hussain
Managing Director
Bank Asia PLC
Corporate Office

Section 15: Ratio Analysis of Bank Asia PLC (Consolidated)

Sl.	Particulars	Unit	2025	2024	2023	2022	2021
1	Current Ratio	Times	1	1.04	1.02	1.07	1.07
2	Debt to Equity Ratio (Prior to issuance of debt security)	Times	15.73	15.74	15.06	15.35	15.02
3	Debt to Asset Ratio	%	94.02%	93.52%	93.52%	93.89%	93.76%
4	Return on Asset	%	0.79%	0.55%	0.51%	0.67%	0.64%
5	Return on Equity	%	13.29%	9.04%	8.24%	10.88%	9.89%
6	Earnings Per Share	BDT	3.19	2.06	1.72	2.61	2.32
7	Net Asset Value Per Share	BDT	27.47	27.31	25.32	24.56	23.46
8	Net Operating Cash Flow to Net Income	Times	11.87	21.14	-2.82	5.44	6.34
10	Operating Income Ratio	%	32.33	33.22	30.32	30.43	31.27
11	Net Income Ratio	%	7.44	5.4	6.3	8.67	9.21

The projected Debt to Equity ratio after the issuance of the debt security is 15.88x.

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
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Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Syed R K Hussain
Managing Director
Bank Asia PLC
Corporate Office, Dhaka.

Section 16: Credit Rating Reports

16.1 Credit Rating Report of the Issuer



Credit Rating Information and Services PLC
(Incorporated in Pakistan)

CREDIT RATING REPORT On BANK ASIA PLC.

REPORT: RR/108664/26

This is a credit rating report as per the provisions of the Credit Rating Companies Rules 2022. CRISL long-term rating is valid for only one year and short-term rating for six months from the date of rating. After the above periods, these ratings will not carry any validity unless the bank goes for rating surveillance.
CRISL followed Bank/FI Rating Methodology published in CRISL website www.crisl.com

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Rating Officer:
Md. Asif Hossain
asif@crisl.com

Rating Officer:
Md. Asif Hossain
asif@crisl.com

Entity Rating
Long Term: AA+
Short Term: ST-1

Outlook: Stable

BANK ASIA PLC.

ACTIVITY
Commercial Banking

COMMENCEMENT OF OPERATION
28th September 1999

MANAGING DIRECTOR AND CEO
Syed M. Omar Tayub

TOTAL ASSETS
Tk. 101,932.69 million

TOTAL EQUITY
Tk. 25,169 million

TOTAL LOANS & ADV
Tk. 294,530.77 million

Page 1 of 23

Date of Rating: June 30, 2026	Valid up to: June 30, 2027
Long Term	Short Term
AA+	ST-1
Outlook	Stable

1.0 RATIONALE

CRISL has assigned the Long Term Rating 'AA+' (pronounced as Double A Plus) and Short Term Rating 'ST-1' of Bank Asia PLC. (BAP). The above has been based on its current fundamentals and also on the basis of its audited financials up to December 31, 2025 and un-audit Accounts of March 31, 2026. While issuing this rating CRISL has duly considered all relevant quantitative and qualitative factors affecting its financial performance, asset quality, capital adequacy, liquidity, risk management practice, portfolio management, compliance issues, governance practice, robustness of IT infrastructure & IT risk management, HR development practice and above all BAP's strategy to address future contingencies. While carrying out the rating CRISL also considered the operational performance of Bank Asia PLC., Islamic Banking Windows, offshore banking unit and subsidiary performance of Bank Asia PLC. The ratings reflect bank's overall strength in various segments & operations to remain at the highest rating of CRISL.

The Bank has been maintaining its profitable financial performance over the years steadily as reflected in its financial results. Total operating profit before provision increased to Tk.19,488.9 million in 2025 from Tk.17,298.05 million in 2024. Total provision charged during the year has been increased to Tk.14,344.28 million from Tk.10,845.96 million due to increase in the provision for classified loan in 2025. The net profit after tax (PAT) of the bank stood at Tk.4,440.57 million in 2025 from Tk.2,867.92 million in 2024 resulting to average Earnings per share (EPS) of Tk.3.18 in 2025 compared to Tk.2.14 in 2024.

The growth of operating expense stood at 6.62% of the bank is lower against the operating income 27.90% during 2024 resulting efficiency ratio of 35.73% in 2025 against 37.00% in 2024. However the yield per Tk.100 staff cost increased to Tk.314.68 in 2025 from Tk.295.42 in 2024. Loan to Deposit Ratio stood at 63.31% in 2025 and 70.51% in 2024.

On a standalone basis, the Capital to Risk-Weighted Assets Ratio (CRAR) stood at 15.32% as on December 31, 2025, remaining above the regulatory minimum requirement under the Basel III risk based capital adequacy framework. The Bank also maintained a capital surplus over the minimum regulatory requirement.

The Bank's asset quality remained under pressure during 2025. Gross non-performing loans (NPLs) improved to Tk.24,705.07 million as of December 31, 2025 from Tk.33,477.95 million in 2024. Consequently, the Gross NPL ratio decreased to 8.38% in 2025 from 11.40% in 2024. The classified loan portfolio comprised 75.21% of Bad & loss, 5.60% of Doubtful and 19.19% of Substandard.

Bank rated in this category is adjudged to be of high quality, offer higher safety and have high credit quality. This level of rating indicates a corporate entity with a sound credit profile and without significant problems. Risks are modest and may vary slightly from time to time because of economic conditions.

Highest certainty of timely payment. Short-term liquidity including internal fund generation is very strong and access to alternative sources of funds is outstanding. Safety is almost like risk free Government short-term obligations.

CRISL also viewed the bank with 'Stable outlook' and does not foresee any major changes in its overall operational performance in near future.

Md. Andazzaman Khan
Chief Executive Officer
Bank Asia PLC.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

* Please refer to the Annexure-III for the full credit rating report of Bank Asia PLC.

16.2 Credit Rating Report of the Issue



September 02, 2026

Mr. Sohail R K Hussain
Managing Director
Bank Asia PLC.
32 & 34, Kazi Nazrul Islam Avenue, Kowloon Bazar, Dhaka-1215, Bangladesh

Subject: Credit Rating of 'Bank Asia Sustainable Subordinated Bond'.

Dear Sir,

We are pleased to inform you that Emerging Credit Rating Limited (ECRL) has affirmed the following rating to Bank Asia Sustainable Subordinated Bond.

Valid From	Valid Till	Rating Action	Long Term Rating	Outlook
June 18, 2026	June 17, 2027	Initial	AA ₊	Stable

* It denotes bond

Bank Asia PLC, through its letter Ref. No. BA/CR/2026/2027/0901 dated August 01, 2026, informed the Bangladesh Bank of its decision to change the name of the proposed subordinated bond from "Green Sustainable Subordinated Bond" to "Sustainable Subordinated Bond." Accordingly, the previously issued credit rating report has been revised solely to incorporate the change in the proposed bond name.

The long-term rating is valid up to **June 17, 2027**. The rating may be changed or revised prior to expiry, if warranted by extraordinary circumstances in the management, operations and/or performance of the entity rated.

We hope the rating will serve the intended purpose of your organization.

Yours Sincerely,


Arifur Rahman, FCCA, FCA, CSAA
Chief Executive Officer

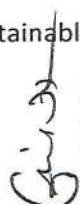
Enclosed:

Three copies of credit rating report of Bank Asia Sustainable Subordinated Bond.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Tropical Molla Tower-10th Floor, 15/1-15/4 Pragati Sarani, Middle Badda, Dhaka-1212, Bangladesh.
Telephone: +880 2 226 602 915, +880 2 226 602 916, e-mail: info@emergingrating.com, website: www.emergingrating.com

* Please refer to the Annexure-IV for the full credit rating report of the Bank Asia Sustainable Subordinated Bond.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Sohail R K Hussain
Managing Director
Bank Asia PLC.
32 & 34, Kazi Nazrul

Section 17: Latest Default Matrix and Transition Statistics of the Issuer's Credit Rating Company

17.1 Latest Default Matrix

The Default Rate measures the proportion of defaults relative to the total number of rated entities within a specific rating scale over a defined time period. It is calculated separately for each rating category across multiple time horizons. In contrast, the Transition Rate reflects the percentage of rating movements compared to the total rated entities during a given period. Such rating transitions may occur upward or downward along the scale. For example, a bond rated A may be downgraded to BBB or upgraded to AA over time, depending on changes in projected fundamentals and prevailing market conditions. Both default and transition rates are essential tools for credit risk management, debt structuring, and pricing. Additionally, they provide insight into the effectiveness of rating agencies in forecasting default probabilities, highlighting both accuracy and potential shortcomings in their assessments.

17.1.1 CRISL Cumulative Default Rate (CDR)

CDR is the measure of movement of a rating category into 'Default Rating Category' in a time horizon. This rating is applicable for those counterparties who are in default. The Default is considered to have occurred with regard to a particular obligor when either or both of the two following events have taken place.

- The bank considers that the obligor is unlikely to pay its credit obligations to the banking company or syndicate banking group, without recourse by the bank to actions such as realizing security (if held)
- The obligor is past due for more than 90 days or more as defined by BB

While recognizing rating agencies as External Credit Assessment Institute (ECAI) the Bangladesh Bank has approved separate rating scales for SMEs side by side with the rating scales for Corporate and other category of ratings. Based on the above CRISL has developed CDR against both Corporate and SME scales. Regulator evaluates the consistency of an ECAI's rating category (Notch/Notation) through analysis of Cumulative Default Rate (CDR).

17.1.2 CRISL CDR on Corporate Reporting

CRISL three years CDR for Corporate under investment grade (AAA to BBB) stood at 2.632%% with no default at AAA rating notch. The CDR at Double A, single A and BBB notch stood at 1.04%, 3.94% and 2.17% respectively which signifies that CRISL investment grade default is quite low against the backdrop of increasing default loan in the industry due to stringent loan classification policy, business closure and financial uncertainty after July 2024 upsurge, political unrest, global economic turmoil and supply chain disruption erupted from Russia-Ukraine and Palestine- Israel war.

Calculation of Weighted Average MDR (wMDR) for 2019, 2020, and 2021			
Rating	wMDR for Year 1	wMDR for Year 2	wMDR for Year 3
AAA	0.00%	0.00%	0.00%
AA	0.00%	0.00%	1.04%
A	0.60%	0.80%	2.58%
BBB	0.83%	0.44%	0.92%
Investment Grade (AAA-BBB)	0.68%	0.52%	1.45%
BB	16.88%	7.78%	3.42%
B	36.36%	27.27%	0.00%

Calculation of Weighted Average MDR (wMDR) for 2019, 2020, and 2021			
Rating	wMDR for Year 1	wMDR for Year 2	wMDR for Year 3
CCC	0.00%	0.00%	0.00%
CC	0.00%	0.00%	0.00%
C	0.00%	0.00%	0.00%

Table 18: Calculation of Weighted Average MDR (wMDR) for 2019, 2020, and 2021

Calculation of 3-years Cumulative Default Rate (CDR3) for 2019, 2020, and 2021	
Rating	CDR3
AAA	0.00%
AA	1.04%
A	3.94%
BBB	2.17%
Investment Grade (AAA-BBB)	2.63%
BB	25.98%
B	53.72%
CCC	0.00%
CC	0.00%
C	0.00%

Table 19: Calculation of 3-years Cumulative Default Rate (CDR3) for 2019, 2020, 2021

17.2 Transition Statistics

The Transition Metric represents the proportion of rating movements relative to the total number of rated entities within a given time frame. These rating transitions can occur either upward or downward along the scale. For instance, a bond rated A may be downgraded to BBB or upgraded to AA over time, depending on changes in projected fundamentals and prevailing market conditions. Transition Metrics serve as valuable tools for credit risk management, debt structuring, and pricing. Moreover, they provide insight into how accurately rating agencies forecast default probabilities, highlighting both strengths and weaknesses in their predictive models.

CRISL Corporate Rating Transition Matrix 2024

Beginning-of-Period Rating	End-of-Period Rating									
	AAA	AA	A	BBB	BB	B	CCC	CC	C	D
AAA	100.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AA	3.31%	94.48%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	2.21%
A	0.00%	1.16%	95.18%	0.33%	0.00%	0.00%	0.00%	0.00%	0.00%	3.33%
BBB	0.00%	0.00%	2.37%	95.93%	0.39%	0.22%	0.00%	0.00%	0.00%	1.31%
BB	0.00%	0.00%	5.88%	5.88%	76.48%	0.00%	0.00%	0.00%	0.00%	11.76%
B	0.00%	0.00%	0.00%	0.00%	0.00%	100%	0.00%	0.00%	0.00%	0.00%
CCC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
CC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	100.00%	0.00%	0.00%
C	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	100.00%	0.00%
D	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

Figure 5: CRISL Corporate Rating Transition Matrix 2024

Muhammad Iqbal Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Batan
Managing Director & CEO
DBH Finance PLC

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Sahar K Hussain
Managing Director
Bank Asia PLC
Corporate Office

CRISL Corporate Rating Transition Matrix 2023

End-of-Period Rating

Beginning-of-Period Rating	AAA	AA	A	BBB	BB	B	CCC	CC	C	D
AAA	100.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AA	0.00%	99.46%	0.54%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
A	0.00%	3.77%	94.52%	1.37%	0.00%	0.00%	0.00%	0.00%	0.00%	0.34%
BBB	0.00%	0.00%	6.20%	93.19%	0.12%	0.00%	0.00%	0.00%	0.00%	0.49%
BB	0.00%	0.00%	0.00%	0.00%	76.47%	0.00%	0.00%	0.00%	0.00%	23.53%
B	0.00%	0.00%	0.00%	0.00%	0.00%	100%	0.00%	0.00%	0.00%	0.00%
CCC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
CC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
C	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
D	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

Figure 6: CRISL Corporate Rating Transition Matrix 2023

Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Nobah R K Hussain
Managing Director
Bank Asia PLC
Corporate Office

Section 18: Description of the Trustee & Board of Trustees

DBH Finance PLC., formerly known as Delta BRAC Housing Finance Corporation Ltd., is the pioneering and largest specialized housing finance institution in Bangladesh's private sector. Since commencing operations in 1996, the company has achieved significant growth by facilitating home ownership in Dhaka and other major cities across the country. In addition to supporting individual homebuyers, DBH has played a pivotal role in the development of the real estate sector by extending housing finance solutions to a broad segment of customers seeking to fulfill their aspirations of owning a home.

DBH has consistently maintained the highest long-term credit rating of 'AAA' for 20 consecutive years, a distinction unmatched by any bank or financial institution in Bangladesh. Credit ratings serve as an important indicator of an institution's financial soundness, stability, and ability to meet its obligations, and are particularly significant for depositors, shareholders, lenders, and other investors in assessing the safety and strength of the institution.

Particulars	Amount (BDT Mn as on 31 Dec 2025)
Authorized Capital	4,000.00
Paid-up Capital	2,028.68
Net Worth	10,051.66

Table 20: Description of Capital of Trustee

Mission of DBH Finance PLC:

To be the leading financial institution in the country with satisfied customers and employees and to generate value for our shareholders while contributing to the well-being of the society.

Vision of DBL Finance PLC:

To strengthen the society of the country by continually expanding home ownership

Core Values of DBH Finance PLC:

1. Honesty, integrity and ethics in all aspects of business.
2. Outstanding service to the customer, above all else.
3. Individual opportunity and reward based on merit.
4. Respect and concern for every employee.
5. Hard work and continuous self-improvement.

Strategic Objectives of DBH Finance PLC:

The strategic objectives of the company in 2025 and beyond are as follows:

1. **Accessible & Affordable Home Ownership:** DBH's foremost strategic objective is to expand access to affordable housing finance, which has been the company's non-negotiable core since inception. In 2025, the institution financed homes for 62,869 families, disbursing BDT 252 crore under its Affordable Housing Loan program. DBH aims to grow this portfolio by 20% in 2026, focusing on underserved segments.
2. **Geographic Expansion:** The company plans to open 25 branches by June 2027, with new locations already established in Mymensingh, Barishal, Cumilla, Khulna, Rajshahi, and Rangpur. Expansion strengthens deposit mobilization and reduces concentration risk. Branch-level performance reporting will begin in 2026 to ensure accountability.
3. **Deposit Mobilization:** DBH's deposit base grew to BDT 4,000 crore in 2025, supported by innovative products and regional outreach. The institution emphasizes stable, low-cost funding to sustain lending growth. Future strategy includes diversifying deposit channels and enhancing customer trust.

Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Solaiman R K Hussain
Managing Director
Corporate Office

4. **Digital Transformation:** DBH invested in end-to-end digital loan processing, mobile apps, and online payment systems. These initiatives improve customer convenience and operational efficiency. The company continues to prioritize automation and cybersecurity for resilience.
5. **ESG & Sustainability:** DBH integrates ESG principles into lending, focusing on affordable housing, green financing, and governance transparency. The IFC partnership highlights alignment with global sustainability standards. Future plans include expanding green loan products and publishing ESG metrics annually.
6. **Capital Discipline & Value Creation:** DBH maintained strong capital adequacy and profitability in 2025, ensuring resilience against market volatility. Governance practices emphasize transparency, compliance, and stakeholder trust. The company remains committed to balancing growth with prudent risk management.

Shareholding Structure:

Table 21: Shareholding Structure of DBH Finance PLC.

Group Name	No. of Shareholders	No. of shares	Percentage %
Sponsors/ Directors	5	104,114,210	51.32%
General Public	8,021	33,115,688	16.32%
Financial Institutions & Other Companies	224	59,069,116	29.12%
Foreign Investors	6	6,568,960	3.24%
Total	8,256	202,867,974	100.00%

Table 22: Shareholding Structure of DBH Finance PLC.

Board of Directors:

Sl.	Name	Designation
1	Mr. Syed Moinuddin Ahmed	Chairman
2	Mr. Imran Rahman	Vice Chairman & Independent Director
3	Mr. Nadir Rahim Chowdhury	Director
4	Mr. Khandkar Manwarul Islam	Director
5	Mr. Mohammad Anisur Rahman	Director
6	Ms. Nausheen Rahman	Independent Director
7	Mr. Nasimul Baten	Managing Director & CEO

Table 23: Board of Directors of DBH Finance PLC.

Business Highlights:

DBH navigated one of the toughest years in Bangladesh's financial sector, delivering a profit after tax of BDT 95.16 crore. Its capital adequacy ratio stood at 30.73%, over three times the regulatory minimum. The NPL ratio improved to 0.84%, far below the ~40% industry average. This performance underscored DBH's conservative model and strong asset quality.

The Affordable Housing Loan program, backed by IFC's USD 30 million bond subscription, disbursed BDT 252 crore in 2025. Over 3,165 families were financed during the year, bringing the cumulative total to 62,869 since inception. Expansion into Tier-2 and Tier-3 cities like Mymensingh, Barishal, Cumilla, Khulna, Rajshahi, and Rangpur deepened DBH's reach.

DBH Islamic Financing Wing, launched in 2023, completed its second year with transformative growth. HPSM investments rose 63% to BDT 436 crore, while Mudaraba deposits surged 84% to BDT 415 crore. Islamic financing now represents about 10% of DBH's total home-loan portfolio.

The Board is committed to opening 25 branches by June 2027, with structured rollout plans already underway. Six Tier-2 and Tier-3 cities were actively served in 2025, addressing housing finance gaps in underserved regions. Branch-level performance reporting will begin in 2026 to ensure accountability.

DBH published its first comprehensive GHG footprint across all three scopes, establishing a baseline for future decarbonization. Scope 3 financed emissions accounted for 97.9% of the total footprint, highlighting the need for portfolio-level interventions. CSR initiatives included solar irrigation for climate-vulnerable families in Satkhira and education support in tea-garden communities.

The company closed 2025 with 431 employees, investing in training, career progression, and well-being. Governance excellence was recognized with the ICSB Award, ICMA Best Corporate Award, and SAFA Best Presented Annual Report Award. A 15% cash dividend was recommended, continuing DBH's near-unbroken tradition of shareholder returns.

DBH recommended a 15% cash dividend for 2025, continuing its tradition of consistent shareholder returns. This reflects both profitability and a commitment to balancing growth with investor confidence.

With over 51% sponsor ownership and strong institutional backing, DBH remains the largest dedicated housing finance institution in Bangladesh. Its conservative model, combined with innovation in Islamic finance and ESG integration, positions it as a resilient leader in the sector.

Financial Highlights

a) Financial Ratios

Financial Ratios	2020	2021	2022	2023	2024	2025
Gross Profit Ratio (%)	33.25%	44.20%	38.80%	32.45%	28.87%	25.93%
Operating Profit Ratio (%)	26.60%	35.69%	29.42%	24.29%	21.89%	19.09%
Net Profit Ratio (%)	15.02%	20.16%	20.43%	16.10%	12.38%	10.65%
Return on Capital Employed (%)	26.55%	28.04%	20.01%	18.36%	18.17%	15.98%
Current & Quick Ratio (Times)	1.79	1.96	1.48	1.84	1.96	1.92
Debt Equity Ratio (Times)	8.11	7.32	6.73	6.78	6.15	5.84
Financial Expense Coverage Ratio (Times)	1.41	1.66	1.5	1.37	1.28	1.24
Return on Shareholders' Equity (%)	14.56%	15.27%	13.35%	11.81%	11.16%	9.78%
Return on Total Assets (%)	1.52%	1.73%	1.65%	1.46%	1.50%	1.38%
Return on Average Asset (%)	0.27%	1.76%	1.67%	1.52%	1.50%	1.40%
Return on Investment (%)	1.56%	1.81%	1.74%	1.55%	1.52%	1.43%
Net interest income as a percentage (%) of working funds	33.84%	37.05%	30.45%	28.85%	23.33%	19.63%
Non-interest income as a (%) of working funds	3.47%	5.39%	6.01%	5.65%	15.07%	17.74%
Operating Profit as percentage (%) of working fund	2.52%	2.91%	2.27%	2.03%	2.49%	2.33%

Table 24: Financial Ratios

b) Operational Ratios:

Operational Ratios	2020	2021	2022	2023	2024	2025
Gross Non-Performing Assets to Gross Advances (%)	0.41%	0.63%	0.86%	0.86%	0.97%	0.84%

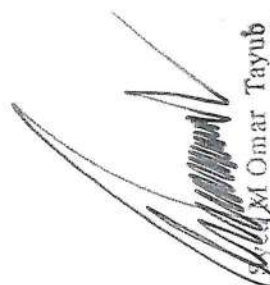
Operational Ratios	2020	2021	2022	2023	2024	2025
Provision Coverage Ratio (Times)	2.6	2.4	1.3	1.2	1.1	1.5
Cost to Income Ratio (%)	24.36%	22.76%	28.60%	29.44%	28.12%	30.53%
Cash Reserve Ratio (CRR) (Requirement: 1.5%)	1.56%	1.55%	1.58%	1.56%	2.00%	1.55%
Statutory Liquidity Ratio (SLR) (Requirement: 5%)	37.63%	36.83%	38.07%	38.07%	35.20%	39.14%
Capital Adequacy Ratio (Requirement: 10%)	24.22%	25.90%	28.34%	28.85%	30.46%	30.73%
Average Effective Tax Rate (%)	40.53%	39.35%	35.66%	36.94%	41.05%	39.89%
Net Profit Per Employee (BDT crore)	0.35	0.37	0.31	0.29	0.28	0.24
Loan Client Retention Rate (%)	85.70%	84.30%	84.20%	83.20%	82.20%	82.40%
Deposit Client Retention Rate (%)	85.10%	81.70%	83.10%	83.40%	85.70%	80.40%

Table 25: Operational Ratios

C) Investors' Ratio

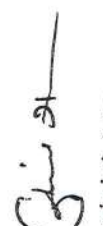
Investors' Ratios	2020	2021	2022	2023	2024	2025
P/E Ratio (Times)	16.02	13.09	11.31	11.46	7.83	7.38
Dividend per Share (BDT)	3	2.5	2.5	1.7	1.5	1.5
Dividend Yield (%)	3.24%	3.24%	4.33%	3.00%	3.86%	4.34%
Dividend Payout Ratio (%)	37%	43%	42%	33%	30%	30%
Dividend Coverage (Times)	1.93	2.36	2.04	2.91	3.31	3.13

Table 26: Investor's Ratios


M. Omar Tayub
Managing Director & CEO
Prime Bank Investment PLC.


Mohammed Ibrahim Khaliq, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


S. R. K. Hussain
Managing Director
Bank Asia PLC
Corporate Office

Current Status of the Issue(s) Where DBH Finance PLC Is Performing as Trustee (Debt Securities):

Sl.	Bond Name	Issuer	Size (Mn)	Tenure (Years)	Principal Redemption/Repayment Amount (BDT Mn)	Outstanding Principal Amount (BDT Mn)*	Date of Trustee Certificate Issuance
1	UCBL 5th Subordinated Bond	United Commercial Bank PLC	10,000	7	300	8,444.50	26-Jul-22
2	5th PBL Subordinated Bond	The Premier Bank PLC	6,000	7	802	4,105.20	22-Sep-22
3	IBBL 4th Mudaraba Sub Bond	Islami Bank Bangladesh PLC	8,000	7	600	7,400.00	28-Dec-22
4	PBL 3rd Non-Convertible Sub Bond	Pubali Bank PLC	7,000	7	720	6,280.00	28-Dec-22
5	SJIBL 3rd Mudaraba Sub Bond	Shahjalal Islami Bank PLC	5,000	7	-	5,000.00	18-Jan-23
6	Trust Bank Ltd VI Sub Bond	Trust Bank PLC	4,000	7	400	3,500.00	28-Dec-22
7	SIBL 4th Mudaraba Sub Bond	Social Islami Bank PLC	6,000	7	-	6,000.00	29-Dec-22
8	Runner Auto Sustainability Bond	Runner Automobiles PLC	2,675	7	268	2,407.50	16-Jul-23
9	Dhaka Bank 4th Sub Bond	Dhaka Bank PLC	4,000	7	-	4,000.00	14-Nov-23
10	Sajida 2nd Zero Coupon Bond	Sajida Foundation	1,980	3	641	1,330.12	26-Dec-23
11	CDIP 1st Zero Coupon Bond	Centre for Development Innovations & Practice	1,710	3	501	1,200.01	10-Mar-24
12	Pubali Bank 4th Sub Bond	Pubali Bank PLC	4,000	7	-	4,000.00	04-Apr-24
13	IBBPLC Fifth Mudaraba Sub Bond	Islami Bank Bangladesh PLC	5,000	7	-	4,400.00	28-Nov-24
14	Standard Bank 4th Sub Bond	Standard Bank PLC	3,500	7	-	3,500.00	28-Nov-24
15	EXIM 6th Sub Bond	EXIM Bank PLC	2,500	7	-	2,500.00	28-Nov-24
16	Dutch-Bangla Bank 5th Sub Bond	Dutch-Bangla Bank PLC	12,000	7	-	12,000.00	02-Dec-24

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

If you have any query about this document, you may consult the issuer or originator, arrangers, and the trustee.

Nasimul Baten
Managing Director & CEO
Bank Asia PLC

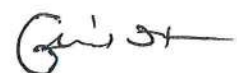
Mohammed Idris Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Syed M Omar Tayub
Managing Director & CEO
Prime Bank Investment PLC.

Sl.	Bond Name	Issuer	Size (Mn)	Tenure (Years)	Principal Redemption/Repayment Amount (BDT Mn)	Outstanding Principal Amount (BDT Mn)*	Date of Trustee Certificate Issuance
17	AIBPLC 5th Sub Bond	Al-Arafah Islami Bank PLC	5,000	7	N/A	N/A	25-Mar-25
18	Jamuna Bank Subordinated Bond V	Jamuna Bank PLC	8,000	7	-	4,811.50	31-Aug-25
19	UCB 6th Subordinated Bond	United Commercial Bank PLC	8,000	7	-	1,000.00	22-Sep-25
20	Pubali Bank 5th Subordinated Bond	Pubali Bank PLC	5,000	7	-	5,000.00	22-Sep-25
21	Trust Bank Subordinated Bond VIII	Trust Bank PLC	5,000	7	-	4,156.00	22-Sep-25
22	Meghna Bank 2nd Subordinated Bond	Meghna Bank PLC	4,000	7	N/A	N/A	28-Sep-25
23	Mercantile Bank 3rd Subordinated Bond	Mercantile Bank PLC	5,000	7	N/A	N/A	28-Sep-25
24	Southeast Bank Subordinated Bond (6th Issue)	Southeast Bank PLC	8,000	7	N/A	N/A	29-Sep-25
25	4th Subordinated Bond of EBL	Eastern Bank PLC	8,000	7	-	8,000.00	22-Dec-25
26	Sajida Orange Zero-Coupon Bond	Sajida Foundation	1,585	3	-	-	31-Mar-26
Total			140,950				

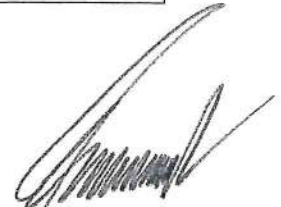
Table 27: Current Status of the Issue(s) Where DBH Finance PLC Is Performing as Trustee (Debt Securities)

Outstanding principal amount is as on May 31, 2026


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Mohammad Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

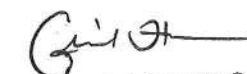

Syed M Omar Tayub
Managing Director & CEO
Prime Bank Investment PLC.

Current Status of the Issue(s) Where DBH Finance PLC Is Performing as Trustee (Alternative Investment Funds):

Sl.	Bond Name	Issuer	Size (BDT Mn)	Tenure (Years)	Capital Fund (BDT Mn)	Date of Trustee Certificate Issuance
1	IDLC Venture Capital Fund I	IDLC Finance PLC	450	7	291.60	01-Aug-22
2	UCB Private Equity Fund I	United Commercial Bank PLC	1,500	7	60.00	16-Jan-23
3	UCB Venture Capital Fund I	United Commercial Bank PLC	1,500	7	135.00	16-Jan-23

Table 28: Current Status of the Issue(s) Where DBH Finance PLC Is Performing as Trustee (Alternative Investment Funds)


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Mohammed Ibrahim Khalil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.


Syed M Omar Tayub
Managing Director & CEO
Prime Bank Investment PLC.

Section 19: Modus Operandi of the Issue

19.1 Application Procedure

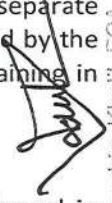
Upon receiving the Consent Letter, the Information Memorandum shall be published by the Issuer on its official website, within the timeframes specified in the Consent Letter; provided further that a notice regarding the publication of Information Memorandum in the website mentioning web-addresses shall be circulated in at least one Bangla and one English language national daily newspaper. The approved Information Memorandum shall be made available in the website of the Issuer until the final date for subscription of the Bonds. The Bonds thereafter shall be distributed 100% through private placement on a best effort basis. Each Investor (Bondholder) shall enter into a separate Subscription Agreement with respect to their investment with the Issuer and shall be bound by the terms and conditions contained in the Subscription Agreement and the Trust Deed containing in details the rights and obligations of the Investor(s).


Syed M Omar Tayub
Managing Director & CEO
Prime Bank Investment PLC.

19.2 The Issuance of Bond

Notwithstanding anything contained anywhere in this Trust Deed, the Bonds shall be issued in dematerialized form as per the CDBL Bye Laws and the Issuer shall apply to the respective stock exchange(s) for listing in the Alternative Trading Board (ATB) immediately from the date of availing ATB facilities under the Bangladesh Securities and Exchange Commission (Alternative Trading System) Rules, 2019 and respective regulations of the stock exchange(s) in this regard.

The Bond shall be rated by the Credit Rating Agency and its periodical surveillance rating shall be done by the Credit Rating Agency in line with the provisions of the Credit Rating Companies (Repeal) Rules, 2022 up to the full and final redemption or conversion of the issued securities.


Md. Faruk Khan
Chief Financial Officer
Bank Asia PLC.
Corporate Office, Dhaka.

19.3 Allotment

Subject to the completion of the Conditions Precedent as detailed in 8.2 (Conditions precedent) of the Subscription Agreement, following the provisions of the Trust Deed, the Bonds would be deemed to be allotted to the Bondholders on the Issue Date and the date on which Closure of Subscription shall happen that day will be considered as the "Deemed Date of Issuance" which shall be duly notified to all the Bondholders by the Trustee within 5 Business Days. On or promptly following the Deemed Date of Issuance, the Issuer shall procure the delivery Bonds in the BO account to the relevant Bondholder. The Issuer shall ensure that the register of the Bondholders in respect of Bonds will be maintained by the Depository in accordance with the provisions of the Depositories Act, 1999 and the regulations made thereunder along with the rules / regulations / circulars / notices issued by BSEC from time to time and it shall be prima facie evidence of any matter in relation to the rights under the Bonds.

19.4 Refund

Not applicable at the time of Issuance. However, subject to receiving proper consent from the regulatory authorities Refund in relation to the subscription may be possible upon mutual agreement between the Issuer and each Bondholder.

19.5 Transfer

Bonds are transferable subject to the Terms and Conditions set out in the Trust Deed

19.6 Repayment and Redemption features of the Bond

The Coupon generated on the Bonds shall be paid semi-annually beginning at the end of 6th months from Drawdown Date(s). The Coupon Payment Dates shall be determined depending upon the Issue Date/Deemed Date of Issuance/Coupon Alignment Date. Unless previously redeemed or purchased or cancelled, the principal of the Bonds will amortize, and paid annually on a pro rata basis to the Bondholders in instalments of 20% per year in 5 annual tranches commencing at the end of 36th, 48th,


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

60th, 72nd and 84th month respectively from the date of drawdown. The final maturity of the Bonds will at the end of seventh year from the Issue Date of the Bonds.

19.7 Trading and Listing with the Stock Exchange

The Issuer shall apply to the respective stock exchange(s) for listing in the Alternative Trading Board (ATB) immediately from the date of availing ATB facilities under the Bangladesh Securities and Exchange Commission (Alternative Trading System) Rules, 2019 and respective regulations of the stock exchange(s) in this regard, and comply with the regulatory requirements and guidelines relating to listing circulated from time to time.

19.8 Details of conversion or exchange option

Not applicable

Mohammad Ibrahim Vakil, FCA
Chief Financial Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

Soham R K Dasgupta
Managing Director
Bank Asia PLC
Corporate Office

Section 20: Details of Fees Structures and Expenses

Particulars	Basis of Fees	Estimated Cost (BDT)
Issue Size		8,000,000,000
Arrangers Related Fees		
Arranger(s) Fee (excluding VAT)	One-Time (0.30% of Raised Capital)	24,000,000
Trustee Fee (excluding VAT)	BDT 500,000 per year	3,500,000
Credit Rating Fee (excluding VAT)	BDT 100,000 per year	700,000
Legal Fee (excluding VAT)	One-Time	400,000
Second Party Opinion/Other Service/ Audit Report from external expert on raising sustainable bond (excluding VAT & Tax)	Estimated (one time)	3,500,000
Closing Ceremony & Event Management (excluding VAT)	One-Time	3,000,000
Sub-Total		35,100,000
BSEC Fees		
Application Fee	One-Time	10,000
Consent Fee (if normal Sub bond)*	One-Time (0.1% of Issue Size)	8,000,000
Consent Fee (if Sustainable Bond)	One-Time (0.03% of Issue Size)	2,400,000
Trustee Application Fee	One-Time	50,000
Trustee Registration Consent Fee	One-Time	100,000
Annual Trustee Registration Fee to BSEC	BDT 50,000 per year	350,000
Sub-Total (if Sustainable Bond)		2,910,000
Sub-Total (if Normal Sub bond)		8,510,000
Listing in ATB (if required by BSEC)		
Initial Listing Fee	One-Time	200,000
Annual Listing Fee	BDT 100000 per Year	600,000
Any Other Fees for Listing Related	One-Time	200,000
Sub-Total		1,000,000
CDBL Fees		
Dematerialization Fee	0.015% on Market Value	1,500,000
Security Fee	Refundable	500,000
Annual CDBL Fee	BDT 100,000 Per Year	700,000
Documentation Fee	One-Time	2,500
CDBL Connection Fee	BDT 500 Per Month	42,000
Sub-Total		2,744,500
Other Costs		
Trust Deed Registration (excluding VAT)	One-Time	1,500,000
Printing & Promotional Expenses (excluding VAT)	One Time	500,000
Training Expenses (excluding VAT)	One Time	500,000
Branding cost (excluding VAT)	One Time	2,000,000

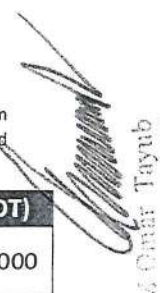
Mohammad Ibrahim Khan, FCA
Chief Financial Officer
Bank Asia PLC.
Corporate Office, Dhaka.

Company Secretary (Legal)
Bank Asia PLC.

Sohail K. Hussain
Managing Director & CEO

Particulars	Basis of Fees	Estimated Cost (BDT)
Any other cost related to bond issue (excluding VAT)	One Time	2,000,000
Sub-Total		6,500,000
Grand Total (if Sustainable Bond)		48,254,500
Grand Total (if normal Sub bond)		53,854,500

Table 29: Details of Fees Structures and Expenses


Syed M Omar Tayub
Managing Director & CEO
Prima Link Investment PLC.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Syed M Omar Tayub
Managing Director & CEO
Prima Link Investment PLC.

Section 21: Declaration and Due Diligence Certificate**21.1 Declaration about the Responsibility of the Directors, Including the CEO of the Issuer or Originator in Respect of the Information Memorandum****TO WHOM IT MAY CONCERN****Declaration about the responsibility of the directors, including the CEO of the issuer or originator in respect of the information memorandum**

This information memorandum has been prepared, seen and approved by us, and we, individually and collectively, accept full responsibility for the authenticity, accuracy and adequacy of the statements made, information given in the prospectus, documents, financial statements, exhibits, annexes, papers submitted to the Commission in support thereof, and confirm, after making all reasonable inquiries that all conditions concerning this public issue and prospectus have been met and that there are no other information or documents, the omission of which make any information or statements therein misleading for which the Commission may take any civil, criminal or administrative actions against any or all of us as it may deem fit.

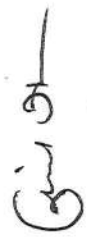
We also confirm that full and fair disclosures have been made in this information memorandum to enable the investors to make a well-informed decision for investment.

Signature

Sohail R K Hussain

Managing Director & CEO

Bank Asia PLC.


Nasimul Baig
Managing Director & CEO
DBH Finance PLC.
Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.
Sohail R K Hussain
Managing Director & CEO
Bank Asia PLC.

21.2 Trustee Declaration and Due Diligence Certificate Form

DBH Finance PLC.



Due Diligence Certificate of the Trustee

DBH Finance PLC.

To

The Bangladesh Securities and Exchange Commission

SUB: BANK ASIA UNSECURED, NON-CONVERTIBLE, FULLY PAID UP, FULLY REDEEMABLE, COUPON-BEARING, FLOATING RATE, SUSTAINABLE SUBORDINATED BOND WITH ISSUE SIZE OF BDT 10,000,000,000 FOR A TERM OF 07 (SEVEN) YEARS

We, the under-noted trustee to the above-mentioned forthcoming issue, state as follows:

1. We, while act as trustee to the above-mentioned issue on behalf of the investors, have examined the draft Information Memorandum, legal and other documents and materials as relevant to our decision; and
2. On the basis of such examination and the discussions with the issuer, its directors and officers, and other agencies; independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer.

WE CONFIRM THAT:

- (a) all information and documents as are relevant to the issue have been received and examined by us and the draft IM, draft deed of trust and draft subscription agreement forwarded to the Commission has been approved by us;
- (b) we have also examined all documents of the assets to be charged with the trust and are satisfied that the assets bear the value, title and charge status as disclosed in the IM;
- (c) while examining the above documents, we find that all the requirements of the Bangladesh Securities and Exchange Commission (Debt Securities) Rules, 2021 have been complied with;
- (d) we shall act as trustee to the issue as mentioned above as per provisions of the deed of trust to be executed with the issuer or the originator, as applicable and shall assume the duties and responsibilities as described in the deed of trust and in the IM;
- (e) we shall also abide by the Bangladesh Securities and Exchange Commission (Debt Securities) Rules, 2021 and conditions imposed by the Commission as regards of the issue; and
- (f) the above declarations are unequivocal and irrevocable.

For Trustee



Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

Mohammad Ibrahim Khalil, FCA
Chief Executive Officer
Bank Asia PLC
Corporate Office, Dhaka.

Nasimul Baten
Managing Director & CEO
DBH Finance PLC.

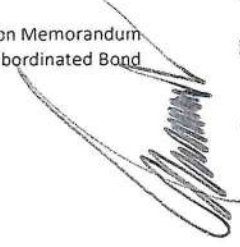
Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.



Soumit R K. Dasgupta
Managing Director & CEO
Bank Asia PLC.

21.3 Due Diligence Certificate of the Issue Manager

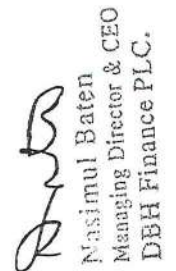
Draft Information Memorandum
Bank Asia Sustainable Subordinated Bond



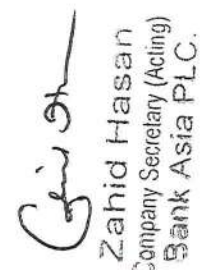
Syed M. Omar Tayub
Managing Director & CEO
Prime Bank Investment PLC.



Md. Kamrul Hossain Khan, FCA
Chief Financial Officer
Corporate Finance, DBH Ltd.
Corporate Office, Dhaka.



Masimul Baten
Managing Director & CEO
DBH Finance PLC.



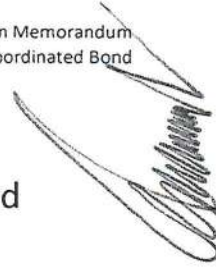
Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.



Sohail R. K. Hussain
Managing Director
Bank Asia PLC.
Corporate Office

Annexure- I

The framework of Bank Asia Sustainable Subordinated Bond


Syed M Omar Tayub
Managing Director & CEO
Prime Bank Investment PLC.


Md. Kamrul Hossain
Chief Financial Officer
Prime Bank Investment PLC.
Corporate Office, Dhaka.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Sohail R R Hossain
Managing Director & CEO
Bank Asia PLC.
Corporate Office, Dhaka.

Annexure- II

Independent auditor's report and the audited financial statements.



Mohamed Ibrahim Khalil, FCA
Chief Financial Officer
Corporate Office, Dhaka.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

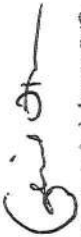
Annexure- III

Credit rating report of Bank Asia PLC.


Syed M. Omar Tayub
Managing Director & CEO
Prime Bank Investment PLC.


Md. Enamul Hossain Kroll, FCA
Chief Executive Officer
Credit Rating Agency
Corporate Office, Dhaka.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.



Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.

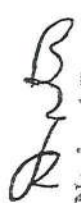
Solaiman R. K. Hossain
Managing Director
Bank Asia PLC.
Credit Rating Office

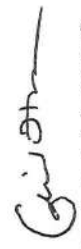
Annexure- IV

Credit rating report of Bank Asia Sustainable Subordinated Bond


Syed M. Omar Tayub
Managing Director & CEO
Prime Bank Investment PLC.


Mohamed Ibrahim Khalil, FCA
Chief Financial Officer
Economic Assets P.L.C.
Corporate Office, Dhaka.


Nasimul Baten
Managing Director & CEO
DBH Finance PLC.


Zahid Hasan
Company Secretary (Acting)
Bank Asia PLC.


Sohaib K. Hussain
Managing Director
Bank Asia PLC.
Corporate Office