



BML/CORP/2021/153

NOTICE OF EXTRAORDINARY GENERAL MEETING OF BANK OF MALDIVES PLC

1. Invitation

Bank of Maldives PLC invites its shareholders to attend the Extraordinary General Meeting of the Company. The Extraordinary General Meeting is scheduled to be held on Sunday, 24th October 2021 at 1000 hours using “Fahivote”, an online general meeting management system developed by Maldives Security Depository Pvt Ltd (MSD).

2. Agenda

- a) Recitation of Holy Quran
- b) Election of Directors
- c) Question and Answer session with shareholders
- d) Conclusion of the EGM

* No agenda items other than those listed above are proposed to be passed at the meeting.

Please email any queries in relation to the above agenda to corporateaffairs@bml.com.mv before 1400 hours of Thursday, 21st October 2021. When sending queries, shareholders are requested to state their full name and National Identity Card (NID) number.

3. (a) Pre-registration

As the meeting is held through an online medium, registration is open from 1000 hours on Sunday, 10th October 2021 till 1000 hours on Friday, 22nd October 2021 for the the shareholders and proxyholders who wish to participate in the Bank’s Extraordinary General Meeting. We would like to inform that only those shareholders and proxyholders who had successfully completed the pre-registration within the given timeline will be eligible to participate in the meeting.

Shareholders can pre-register for the meeting online via Infinity Portal, <https://infinity.mv>, an online system developed by the MSD. or by submitting the “Pre-Registration Form” through email to corporateaffairs@bml.com.mv. All EGM related forms are available to download from the Bank’s website <https://www.bankofmaldives.com.mv/investor-relations>.

Infinity Portal is the web application used by MSD for their online services. Shareholders with an existing MSD account can login or signup to the Infinity Portal. Shareholders who do not have an MSD account are required to open an MSD account to login to Infinity Portal.



To open an MSD account via Infinity Portal:

- 1- Please click on the web link <https://infinity.mv/>
- 2- Select “Create Infinity ID” and write the details of shareholders ID Card Number, phone number and email address
- 3- If the shareholder does not have an existing MSD account under the identification number provided, select “Open an Account”
- 4- Complete all the information required and upload the documents
- 5- Mark the information as true information and press “continue”
- 6- Carefully read the declaration, mark it as read and press “continue”
- 7- Submit the application (further instructions will be provided via email)
- 8- Signup to Infinity Portal to open account
- 9- Enter the “Security Token” received to the mobile or email and submit
- 10- You can login to the Infinity Portal using the username and password

To complete registration via Infinity Portal:

- 1- Please click on the web link <https://infinity.mv/>
- 2- Shareholders with existing Infinity account can login using existing username and password.
- 3- After logging into Infinity account, select the tab “Fahivote” and select the Extraordinary General meeting of the Bank.
- 4- Select the “Pre-Registration / Self-Registration” tab and click the “Register” tab

A demonstration video of how to register via Infinity Portal will be published on the Bank’s website.

For further information and assistance regarding registration via Infinity Portal, contact 3306868 or email support@depository.mv.

b) Shareholders eligible to attend the EGM

All Shareholders who are listed in the Company’s Shareholder’s Register as at 14th October 2021 are eligible to participate and vote at the Extraordinary General Meeting.

c) Proxy Registration

Shareholders who wish to appoint a proxy to attend the EGM on their behalf may do so by submitting the Proxy Form 48 hours prior to the meeting via email to corporateaffairs@bml.com.mv. In case where a shareholder is a legal entity, the person must be authorized by way of a board resolution of such legal entity to represent the entity at the meeting.

The Proxy Form is available on the Bank’s Website www.bankofmaldives.com.mv for shareholders who wish to appoint a proxy by submitting the form. Please email the completed form and required documents to corporateaffairs@bml.com.mv .



Shareholders also have the option to register proxy online via Infinity Portal of MSD. Existing Infinity accountholders can register proxy online via this link <https://infinity.mv/>.

- 1- Login to Infinity Portal
- 2- Select “Fahivote” tab and select the Extraordinary General Meeting of the Bank
- 3- You will see the meeting agenda, meeting registration and proxy registration on the screen
- 4- Select the tab “Proxy Registration / On my Behalf”
- 5- Complete the required information and upload the documents
- 6- Select “Submit Proxy” tab

Once you complete the above process, the shareholder’s proxy will be registered to the meeting. Once the proxy registration is completed, registration to the meeting will be closed. If the shareholder wishes to personally attend the meeting, the shareholder may cancel the proxy registration and re-register to attend the meeting.

For further information and assistance regarding proxy registration via Infinity Portal, contact 3306868 or email support@depository.mv.

d) Revocation of Proxy and Pre-registration

Pre-registered Shareholders and Proxyholders registered via Infinity Portal of MSD or by submitting the “Pre-registration form” can both revoke their registration during the given pre-registration timeframe. Proxy Revocation Form can be emailed to corporateaffairs@bml.com.mv with all required documents.

4. Election of Directors

As per Agenda 2, the details of the persons who had applied for the directorship position of Bank of Maldives PLC are given below.

Director to be appointed by the Government for the year 2021-2022

Article 47 (a) of the Bank’s Articles of Association states that the number of directors on the Board of Directors shall be 11 and from which 8 directors appointed to the Board shall be from persons nominated by the Government. During the Bank’s 38th Annual General Meeting, a total of 7 nominee directors out of the 8 directors were appointed. From the 8 directors to be nominated by the Government to the Board of Directors, the below name has been nominated by the Government to be appointed to the vacant nominee director position:

- a) Ms. Aishath Sajny, Tharividhaage, S. Hithadhoo

Director to be appointed from General Shareholders for the year 2021- 2022

Article 47 (a) of the Bank’s Articles of Association states at least 3 directors appointed to the Board shall be from persons nominated by the General Shareholders. During the Bank’s 38th Annual General Meeting, a total of 2 Elected Directors were appointed from the 3 directors. As such a notice was issued on 1st August 2021 inviting General Shareholders to apply for the 1 vacant directorship position. By the end of deadline on 25th August 2021, 4 candidates applied for this position. From out of 4 candidates who applied



for the vacant directorship position, the Bank's Appointment, Nomination and Remuneration Committee resolved that 3 candidates were eligible for the Elected Director position. From these, 1 candidate withdrew his candidacy. The below two names are eligible for the position of Elected Director:

- a) Mr. Abdulla Naseem, Karankaa Villa, Ha. Filladhoo
- b) Ms. Azleema Ahmed, Dhaftharu no RS 341-94, K. Male'

For shareholders information, the profiles of these individuals had been uploaded to the Bank's website <https://www.bankofmaldives.com.mv/investor-relations>

5. General Information on voting rights

All shareholders and proxyholders who are registered to participate in the Extraordinary General Meeting shall have the right to vote in the meeting. All shareholders and proxyholders can vote via the "Fahivote" system. A video demo on how to vote via "Fahivote" will be published on the Bank's website.

According to Article 38 (a) of the Articles of Association, subject to any rights or restrictions, each shareholder or proxyholder shall be entitled to one vote. However, Nominee Directors proposed by the Government will be appointed by way of a poll (based on the number of shares they hold). General Public Shareholders are entitled to vote for appointment of Nominee Directors nominated by the Government. However, the Government is not entitled to vote for election of Elected Directors from the General Public Shareholders.

Pursuant to Article 43 (a) of the Articles of Association, a poll may be demanded by a shareholder or shareholders representing not less than 10 percent of total voting rights. Where voting is taken by way of a poll, each shareholder or proxyholder shall be entitled to one vote for each share held the shareholder.

Pursuant to Article 42 of the Articles of Association, an ordinary resolution of shareholders put to vote of a meeting shall be decided on a simple majority (i.e. at least 51%) show of hands, unless before or on the declaration of the result of the show of hands a poll is duly demanded. As per Article 44 of the Articles of Association, only the Chairperson of any meeting shall be the sole judge as to the validity of every vote tendered at such meeting. A shareholder will not be denied of his/her right to cast a vote in a matter to which he or she has a direct interest in. The above is conveyed for the information of all shareholders.

For further information and assistance regarding voting via "Fahivote" contact 3306868 or email support@depository.mv.

03 October 2021