

Strictly Private & Confidential

# INFORMATION MEMORANDUM

5<sup>th</sup> Non-convertible Subordinated Floating Rate Bond of  
BDT 12,000 Million for Dutch-Bangla Bank PLC.



**Dutch-Bangla Bank**

YOUR TRUSTED PARTNER

**Issuer:** Dutch-Bangla Bank PLC.

**Head Office:** 47, Motijheel C/A, Dhaka 1000, Bangladesh

**Trustee:** DBH Finance PLC.

**Type of Security:** Unsecured Subordinated Floating Rate Bond

**Total Face Value:** Up to BDT 12,000 Million

**Face Value of Each Bond is:** BDT 10,000,000

**Issue Price of Each Bond is:** BDT 10,000,000

**Number of Securities:** 1200

**Total Issue Amount:** BDT 12,000,000,000

**Coupon Rate/discount rate and YTM:** Floating

**Issue Date of IM:** \_\_\_\_\_

**Credit Rating status of the Issue:**

**Long Term Rating:** AA+

Conducted by Credit Rating Information & Services Limited (CRISL)

**Credit Rating of the Bank/Issuer:**

(i) Conducted by Credit Rating Agency of Bangladesh Limited (CRAB):

Long Term Rating: AAA, Short-Term Rating: ST1;

(ii) Conducted by Moody's Investors Service: B2;

"If you have any query about this document, you may consult the issuer, arranger and the trustee."

**Arranger:**

Joint Arranger of i) IDLC Finance PLC. ii) UCB Investment Limited and  
iii) ICB Capital Management Limited

  
Mohammed Mesbahul Alam  
Company Secretary  
Dutch-Bangla Bank PLC.

  
Mohammed Shahid Ullah FCA  
Deputy Managing Director & CFO  
Dutch-Bangla Bank PLC.  
Head Office, Dhaka.

  
Abul Kashem Md. Shirin  
Managing Director & CEO  
Dutch-Bangla Bank PLC.

  
Nasimul Baten  
Managing Director & CEO  
DBH Finance PLC.

## ARRANGER'S DISCLAIMER

Dutch-Bangla Bank PLC. (the "Issuer") has authorized jointly to i) IDLC Finance PLC. ii) UCB Investment Limited and iii) ICB Capital Management Limited (or the "Arranger") to distribute this Information Memorandum in connection with the proposed transaction outlined in it (the "Transaction") and the bond proposed to be issued in the Transaction (the "Bond").

"The IDLC Finance PLC., UCB Investment Limited and ICB Capital Management Limited" means the Arranger/Fund raisers and its directors, representatives or employees and/or any persons connected with them.

Nothing in this Information Memorandum constitutes an offer of the bond for sale in any other jurisdiction where such offer or placement would be in violation of any law, rule or regulation.

The Issuer has prepared this Information Memorandum and the Issuer is solely responsible for its contents. The Issuer will comply with all laws, rules and regulations and has obtained all regulatory, governmental and corporate approvals for the issuance of the Bond. All the information contained in this Information Memorandum has been provided by the Issuer or is from publicly available information, and such information has not been independently verified by the Arranger. No representation or warranty, expressed or implied, is or will be made, and no responsibility or liability is or will be accepted, by the Arranger or its affiliates for the accuracy, completeness, reliability, correctness or fairness of this Information Memorandum or any of the information or opinions contained therein, and the Arranger hereby expressly disclaim, to the fullest extent permitted by law, any responsibility for the contents of this Information memorandum and any liability, whether arising in tort or contract or otherwise, relating to or resulting from this Information Memorandum or any information or errors contained therein or any omissions there from. By accepting this Information Memorandum, you agree that the Arranger will not have any such liability.

You should carefully read and retain this Information Memorandum. However, you are not to construe the contents of this Information Memorandum as investment, legal, accounting, regulatory or tax advice, and you should consult with your own advisors as to all legal, accounting, regulatory, tax, financial and related matters concerning an investment in the Bond.



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Managing Director & CEO  
DBH Finance PLC.



## ISSUER'S DISCLAIMER

This Information Memorandum is neither a prospectus nor a statement in lieu of prospectus. The issue of non-convertible floating rate bonds are being made strictly on a private placement basis. Multiple copies hereof given to the same entity shall be deemed to be given to the same person and shall be treated as such. It does not constitute and shall not be deemed to constitute an offer or an invitation to subscribe to the bond issue to the public in general. Apart from this Information Memorandum, no information memorandum or prospectus has been prepared in connection with the offering of this issue.

This Information Memorandum has been prepared to provide general information about the issuer to potential investors to whom it is addressed and who are willing and eligible to subscribe to the bond issue. This Information Memorandum does not purport to contain all the information that any potential investor may require. Neither does this Information Memorandum nor any other information supplied in connection with the bond issue is intended to provide the basis of any credit or other evaluation and any recipient of this Information Memorandum should not consider such receipt a recommendation to purchase any bonds. Each potential investor contemplating the purchase of any bonds should make his/her own independent investigation of the financial condition and affairs of the issuer and his/her own appraisal of the creditworthiness of the issuer.

Potential investors should consult their own financial, legal, tax, and other professional advisors as to the risks and investment considerations arising from an investment in the bonds and should possess the appropriate resources to analyse such investment and the suitability of such investment to such investor's particular circumstances.

The information relating to the company contained in this Information Memorandum is believed by the issuing company to be accurate in all respects as to the date hereof.

It is the responsibility of potential investors to also ensure that they will sell/transfer these Bonds in strict accordance with this Information Memorandum and other applicable laws. None of the intermediaries or their agents or advisors associated with this issue undertake to review the financial condition or affairs of the issuer during the life of the arrangements contemplated by this Information Memorandum or have any responsibility to advise any investor or potential investor in the bonds of any information available with or subsequently coming to the attention of the intermediaries, agents or advisors.

No person has been authorized to give any information or to make any representation not contained or incorporated by reference in this Information Memorandum or in any material made available by the issuer to any potential investor pursuant here to and, if given or made, such information or representation must not be relied upon as having been authorized by the issuer.

The contents of this Information Memorandum are intended to be used only by those potential investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient.



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The person who is in receipt of this Information Memorandum shall maintain utmost confidentiality regarding the contents of this Information Memorandum and shall not reproduce or distribute in whole or part or make any announcement in public or to a third party regarding its contents, without the prior written consent of the issuer till the time the Information Memorandum comes within public domain. Notwithstanding the foregoing, a bondholder may provide this Information Memorandum to a potential investor for the sole purpose of transferring the bonds.

Each person receiving this Information Memorandum acknowledges that:

- Such person has been afforded an opportunity to request and to review and has reviewed and received this Information Memorandum and all additional information considered by an individual to be necessary to verify the accuracy or to supplement the information herein; and
- Such person has not relied on any intermediary that may be associated with the issuance of the bonds in connection with his/her investigation of the accuracy of such information or his/her investment decision.

The issuer does not undertake to update the Information Memorandum to reflect subsequent events after the date of the Information Memorandum and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the issuer. Neither the delivery of this Information Memorandum nor any sale of bonds made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the issuer since the date hereof.

This Information Memorandum does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the bonds or the distribution of this Information Memorandum in any jurisdiction where such action is required. The distribution of this Information Memorandum and the offering and sale of the bonds may be restricted by law in certain jurisdiction. Persons into whose possession this Information Memorandum comes are required to inform themselves about and to observe any such restrictions.



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6 May 2024

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**Chief Executive Officer**  
ICB Capital Management Limited  
Green City Edge (5<sup>th</sup> & 6<sup>th</sup> Floor)  
89, Kakrail, Dhaka-1000

### LETTER OF AUTHORITY

Dear Sir,

We refer to the Subordinated Floating Rate Bond Issue of BDT 12,000 million (the "Bonds") which, you (the Arrangers) are arranging at our request, the principal terms and conditions of which are set forth in the attached Information Memorandum (the "Information Memorandum"): Dutch-Bangla Bank PLC. (the Issuer), the undersigned, confirms that:

- Except as otherwise provided in the Information Memorandum, all the information contained therein relating to the company and its business has been provided to you by us;
- We confirm that we are fully responsible for all material statements, facts and opinions in the Information Memorandum.
- To the best of our knowledge the Information Memorandum does not omit any fact in the context of the proposed facility although the Information Memorandum does not purport to be all the information which investors may require in order to evaluate the issuer's business.
- The forecasts contained in the Information Memorandum were made after due and careful consideration on our part based on the best information available to us and we consider them fair and reasonable on the circumstances now prevailing; and
- The information (including forecast) in the Information Memorandum fairly represents the basis on which the Issuer and its shareholders are proceeding with the business.

The Issuer does not however make any express of implied representation of warranty as to the fairness, accuracy; or completeness of the information (including statements of opinion) or forecasts. Appropriate warranties or other undertakings in relation to the information and forecasts will be given on the bond documents and no representations or warranties other than those specially set forth on the bond documents shall be deemed to be given to any party.

We hereby request and authorize you to distribute this Information Memorandum to prospective investors who may subscribe the Bonds. We understand that as per local practice, no confidentiality agreement will be signed between the Arranger and the prospective participants (including their relevant staff members and board of directors) to whom the Information Memorandum shall be placed and we confirm our consent to the distribution of "Information Memorandum" and other relevant documents to prospective investors distributed in this manner.

Sincerely,

Sd/-

**Abul Kashem Md. Shirin**  
Managing Director & CEO  
Dutch-Bangla Bank PLC.

  
**Mohammed Mesbahul Alam**  
Company Secretary  
Dutch-Bangla Bank PLC.

  
**Mohammed Shahid Ullah FCA**  
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### 3. REPORT TO THE ELIGIBLE INVESTORS

Issuer has obtained information regarding Bangladesh and its economics from various publications made by the government of Bangladesh and other sources. Although, the Issuer believes that its sources are reliable, but there is no scope for the Issuer to make verification of information independently by any independent sources. Issuer has obtained information about the Trustee i.e. DBH Finance PLC from the Trustee and Issuer does not accept any responsibility for the information contained in the section entitled "The Trustee." Issuer also does not accept any responsibility for the information contained in the section entitled "Credit Rating." We are not making any representation to you concerning the accuracy or completeness of the information contained in the section "The Trustee" or in the section "Credit Rating."

The distribution of this Information Memorandum and the offering is restricted only in Bangladesh. It is not intended or made to offer or sale of the Bonds in any other jurisdiction. The offerings will not be offered to the public at large in Bangladesh, or outside Bangladesh.

We may withdraw this offering at any time, and we reserve the right to reject any offer to purchase the Bonds in whole or in part and to sell to any prospective investor less than the full amount of the Bonds sought by such investor.

We have obtained approval of the Bangladesh Securities and Exchange Commission for issue of Bonds and the distribution of this Information Memorandum through letter No. [ ] dated [ ] and the Bangladesh Bank has given its approval through letter No. BRPD(BS)/661/14B(P)/2024/1495 dated 14 February 2024.



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## 4. RISK FACTORS AND MANAGEMENT'S PERCEPTION ABOUT THE RISKS

### Risk management

Risk is defined by Issuer as risk of potential losses or foregone profits that can be triggered by internal and external factors. Therefore, the objectives of risk management are identification of potential risks in our operations and transactions, in our assets, liabilities, income, cost and off-balance sheet exposures and independent measurement and assessment of such risks and taking timely and adequate measures to manage and mitigate such risks within a risk-return framework. A summarized position of various inherent and potential risks, The Issuer is facing, while conducting its business and operations and steps taken by the Bank to effectively manage and mitigate such risks by management of Issuer.

#### a. Interest rate risk

Interest rate risk is the potential impact on the Bank's earnings (Net Interest Income- NII) and net asset values due to changes in market interest rates. Interest rate risk arises when the Bank's principal and interest cash flows (including final maturities), for both On and Off-balance sheet exposures, have mismatched re-pricing dates. The portfolio of assets and liabilities in the banking book sensitive to interest rate changes is the element of interest rate risk. The immediate impact of changes in interest rates is on the Bank's net interest income (difference between interest income accrued on rate sensitive asset portfolio and interest expenses accrued on rate sensitive liability portfolio) for particular period of time, while the long term impact is on the Bank's net worth since the economic value of the Bank's assets, liabilities and off-balance sheet exposures are affected.

An effective risk management process that maintains interest rate risk within prudent levels is essential to the safety and soundness of Bank. Interest Rate Risk primarily has been managing and monitoring by the Bank's Asset Liability Committee (ALCO). ALCO comprises of the senior management of the Bank. Asset Liability Management (ALM) Desk is on the Treasury Division Front Office (TDFO) of the Bank which acts as secretariat of ALCO. ALCO is chaired by the Managing Director & CEO. The Committee meets at least once in a month. The Board approves all risk management policies, sets limits and reviews compliance on a regular basis. Interest rate risk managed/ oversight by the ALCO through ALM policy guidelines. The Bank adjusts/ revises Interest rate on lending and deposits/borrowing regularly in compliance with the guiding regulatory stances as and when required as well as based on the current competitive market scenario and future outlook.

#### b. Foreign Exchange Risks with risk mitigation policy

Foreign exchange risk is the potential loss arising from changes in foreign currency exchange rate in either direction. Assets and liabilities denominated in foreign currencies generally entail foreign exchange risks.

  
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The Bank operates its foreign exchange and money market activities under a centralized and single functional area. DBBL's dealing room is equipped with advanced technology and experienced personnel. Bank's Exchange Rate Committee meets on a daily basis to review the prevailing market condition, exchange rate, exposure and transactions to mitigate foreign exchange risk.

Bank's ALCO has been in close vigilance for managing the foreign exchange risk throughout the year. An ALCO Sub-committee Chaired by the Deputy Managing Director & COO meets daily to fix the Bank's foreign exchange rates against the respective currencies upon reviewing the foreign exchange movement, DBBL portfolio position, overall demand-supply position of the market and takes measures for optimizing the exchange position. The Risk Management Division also reviews the market risk parameters on monthly basis and recommends on portfolio concentration.

#### **c. Non-Repayment Risks**

Non-repayment risk arises when an executed transaction is not settled as the standard settlement system. Non-repayment risk addresses to the risk when it is not fulfilled its contractual obligations (payment or received), but the counterparty fails or defaults to do the same. Although Bank gets high credit rating standards among local private commercial banks in Bangladesh for the last 3 (Three) consecutive years which denotes very strong capacity to meet their financial commitments i.e. DBBL always maintained strong capacity in repaying all its obligations to the depositors and lenders. In rare case, being a financial intermediary which is generally subject to absorb any untoward systemic risks & adversities, the Bank may fail to repay its obligations arising from the bonds to be issued in extreme unusual cases. In the event of default the investors might suffer from financial loss.

However, since its inception, DBBL have not any instance of default in repaying its obligations to depositors and lenders. DBBL's furthermore, in case of any event of default or non-repayment, the Trustee would give notice period to the Issuer in protecting the Event of Default and take further steps to ensure the interest of the investors.

#### **d. Prepayment, Call or Refunding Risks**

The risk associated with the early unscheduled return of principal on a fixed-income security. This risk may exist in a bond that has prepayment, call or refunding option.

Early unscheduled return of principal of the Bond is not allowed, so the bondholders will not be exposed to prepayment or call or refunding risks associated with investing in the Bonds.

#### **e. Security Risks**

Collateral Security Risk pertains from the adverse changes in the value of collaterals securing the credit exposure of the Bank and it takes the worst turn in case of default situation, In banking arena, components of security risk are more related with the operational part i.e. failure of system, process, procedure or occurrence of any other incident due to supervisory lapses on the part of management. Since this bond is fully unsecured, non-convertible Tier 2 subordinated bond, specific assets are not being pledged against this bond. In the event of any insolvency proceedings (whether voluntary or involuntary) occurring in relation to the Issuer, the payment obligations under this Bond in relation to the principal and any accrued interest in relation to the Bond shall be subordinated to the payment obligations of all Senior Indebtedness, and no amount shall be payable to the Bondholders in respect of the principal or any accrued interest in relation to the Bond until all claims in respect of Senior Indebtedness admitted in such insolvency proceedings have been satisfied.



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#### f. Liquidity Risks

Liquidity risk is the risk that we may not meet our financial obligation as they become due. Liquidity risks also include our inability to liquidate any asset at reasonable price in a timely manner. It is the policy of the Bank to maintain adequate liquidity at all times in both local and foreign currencies. Liquidity risks are managed on a short, medium and long term basis. There are approved limits for credit/ deposit ratio, liquid assets to total assets ratio, maturity mismatch, commitments for both on-balance sheet and off-balance sheet items and borrowing from money market to ensure that loans and investments are funded by stable sources, maturity mismatches are within limits and that cash inflow from maturities of assets, customer deposits in a given period exceeds cash outflow by a comfortable margin even under a stressed liquidity scenario.

In DBBL, at the management level, the liquidity risk is primarily managed by the Treasury Division (Front Office) under oversight of ALCO which is headed by the Managing Director & CEO along with other senior management team. Treasury Division (Front Office) upon reviewing the overall funding requirements on daily basis sets their strategy to maintain a comfortable/adequate liquidity position taking into consideration of Bank's approved credit deposit ratio, liquid assets to total assets ratio, asset-liability maturity profile, Bank's earning/profitability as well as overall market behavior and sentiment etc. Apart from the above, Risk Management Division (RMD) also monitors & measures the liquidity risk in line with the Basel III liquidity measurement tools, namely, LCR, NSFR, Leverage Ratio. RMD addresses the key issues and strategies to maintain the Basel III liquidity ratios to the respective division (s) on regular interval.

#### g. Management risks

Management risk refers to the chance of descending performance by existing management team or departure of any key person as well as absence of the appropriate successors to take over the responsibility and manage the overall affairs of the Bank in an efficient manner which will finally affect the shareholders.

The existing management of Dutch-Bangla Bank PLC. Comprises a group of highly experience professionals and reputed in the banking industry of the country. The management of the Bank is headed by the Managing Director & CEO.

The Managing Director & CEO is supported by a group of experienced professionals comprising of the Deputy Managing Director (DMDs)/CXOs and functional divisional heads. Being the banking institutions are highly regulated industry throughout world, DBBL as a participant of this industry is able to mitigate this risk as Bangladesh Bank monitors the management to ensure best practices in the service industry.

#### h. Operational Risks

Operational risk is the risk of loss resulting from inadequacy or failure of internal processes, systems and people or from external events. Operational risk also includes internal control and compliance risk. DBBL operates its business with few external risk factors relating to the socio-economic condition, political atmosphere, regulatory policy changes, natural disaster etc. based on the overall perspective of the country. Potential external events and related downside risk.



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As a part of continued surveillance, the management committee (MANCOM), Executive Risk Management Committee (ERMC), independent Risk Management Division regularly reviews different aspects of operational risk. The analytical assessment was reported to the Board/ Risk Management Committee/Audit Committee of the Bank for reviewing and formulating appropriate policies, tools & techniques for mitigation of operational risk. Policy for Operational risks including internal control and compliance risk is approved by the Board taking into account relevant guidelines of Bangladesh Bank. A policy guideline on Risk Based Internal Audit (RBIA) System is in operation. As per RBIA, branches with high risk status and subjected to more frequent audit by Internal Control and Compliance Division (IC&CD). IC&CD directly reports to Audit Committee of the Board. Currently, DBBL is using some models or tools for mitigating operational risk such as Self-Assessment of Anti-fraud Internal Control; Quarterly Operational Report (QOR) and Departmental Control Function Check List (DCFCL) in line with the Bangladesh Bank's relevant Instructions and recommendations. It is required to submit the statement on Self-Assessment of Antifraud Internal Control to Bangladesh Bank on quarterly rest. In addition, there is a Vigilance Cell established in 2009 to reinforce the operational risk management of the Bank. Bank's Money Laundering and Terrorist financing prevention activities are headed by CAMLCO and their activities are devoted to protect against all money laundering and terrorist finance related activities. The newly established Central Customer Service & Complaint Management Cell was also engaged in mitigating the operation risks of the Bank. Apart from that, there is adequate check and balance at every stage of operation, authorities are properly segregated and there is at least dual control on every transaction to protect against operational risk.

#### i. Business Risks

Business risk covers the risk of losses arising from lower non-interest income and higher expenses from the budgeted amount. The business risk is resulted from the market condition, customers' behavior or technological development that may change compared to the assumptions made at the time of planning.

Business risk in DBBL is managed by setting clear targets for specific business units, in terms of business volume, income, expenditures, cost/income ratio, quality of assets etc. with an ongoing process of continuous improvement.

#### j. Industry Risks

Industry risk is the possibility that a specific industry will not perform to the level or at par. When problems plague one industry, they affect the individual organization of that particular industry. They may also cross over into other industries. Industry risk also refers to the risk of the increased competition from foreign and domestic sources leading to lower revenues, profit margins, market share etc. which could have an adverse impact on the business, financial condition and result of operation.

Throughout its operation for last 28 years, DBBL has established itself as a unique bank from others. It has differentiated itself as a leader in technology and financial inclusion by reaching the latest banking services to its customers through largest ATM network in the country at free or affordable cost. DBBL has also established itself as a Bank that cares for the society. All the business activities of DBBL conducting in full conformity with social, ethical and environmental standards. DBBL is the pioneer in Social Cause programs in the country. It has been intensifying its resources and efforts on a continuous basis to reach the distressed & needy people of the society to bring smile on their faces and to improve their health and educational standards and overall quality of life which in turn minimizes its industry risk.



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Dutch-Bangla Bank PLC



Abui Kashem Md. Shi'in  
Managing Director & CEO  
Dutch-Bangla Bank PLC.



Nasimul Baten  
Managing Director & CEO  
DBH Finance PLC.



## k. Market Risks

Market risk is the risk of losses in On and Off-balance sheet positions arising from movements in market price such as changes in interest rate and price of equity, foreign exchange and commodity.

As such, market risk consists of the followings basic risk parameters as under:

- i. Interest rate risk;
- ii. Foreign exchange risk;
- iii. Equity price risk; and
- iv. Commodity risk.

The Treasury Division manages the Market risk including the liquidity, interest rate and foreign exchange risks with oversight from Asset-Liability Management Committee (ALCO) comprising senior executives of the Bank. The Board approves all risk management policies, sets limits and reviews compliance on a regular basis. The overall objective is to provide cost effective funding to finance the asset growth and trade related transactions, optimize the funding cost, increase spread with the lowest possible liquidity, maturity, foreign exchange and interest rate risks.

## l. Technology-related risk

DBBL as a pioneer of state-of-the-art technology driven banking industry in the country is becoming more technology dependent the risks deriving from technological uses in its day by day operation. The bank may be exposed to risks such as virus attack, system collapse, system hacking, unauthorized electronic fund transfer, etc.

DBBL has been continuously striving towards bringing world class technology driven banking services, conveniences and satisfaction to its customers setting a milestone in the banking sector of the country. DBBL has also launched the first ever e-payment gateway of the country which has started bringing a change in the online purchase and other services gradually. All these have been possible with the help of a well-trained, highly professional work force and a strong IT infrastructure. DBBL has introduced multifactor authentication for some of such transactions like Third Party Funds Transfer using Internet. This is commonly termed as 2 factor authentication or 2FA. Recently, the Bank has taken steps to allow interbank Funds Transfers using Internet Banking. This will allow the customers to initiate Interbank BEFTN or RTGS transactions without going even to a branch. Dutch-Bangla Bank PLC. achieved prestigious PCI DSS Certification in 2023 from a leading Qualified Security Assessor, NCC Group, UK by complying all the requirements of PCI DSS. and BSI Certificate 2023 from BSI Assurance UK Limited member of BSI group.

DBBL has started issuing of EMV Chip-based Cards for the first time in Bangladesh in 2008. With this security feature (EMV), all the DBBL cardholders are protected from any kind of frauds at home and abroad. While an EMV card may look similar to a normal card, the technology on it and supporting it is revolutionary. It uses an onboard computer chip instead of a magnetic strip and relies on DBBL's data center for on the spot verification. It features built-in encryption algorithms mandated by Visa and MasterCard which are impossible to duplicate or modify. It was designed and researched by Visa and MasterCard to be the most advanced card and eliminates the security problems of normal cards.



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The DBBL ATMs are attached with anti-skimming device. As such it is very difficult for the fraudsters to attach an anti-skimming device over the card slot of the ATM. Keeping the security and reliability in mind, DBBL identified hardware components for running different applications of the Bank. The hardware installations comprised of multi-processor clustered servers, Automated Teller Machine, POS terminal, card personalization system, high capacity UPS, Host Security Module, networking equipment, high power Generator and Precision Air Conditioning system.

Besides this, the bank has setup the largest and modern Data Center and on-line synchronized DRS (Disaster Recovery Site) to safe-guard the customer's interest. A set of servers, networking equipment, Precision Air Conditioners, Generators and UPS identical to the Data Center is installed at DRS. In case the Data Center is inoperative for any reason, the DRS will take over the control of branches, ATMs, POS terminal, internet banking, SMS & alert banking, Credit Card System, Nexus Payment Gateway, Mobile Banking and Agent Banking systems. DRS is a crucial system for any bank and is standard for all leading worldwide banks, as the success of a bank after any disaster depends highly on its DRS. Connectivity to and from DBBL networks and external networks are carefully planned and controlled. Our IT staffs are strictly following security policies when designing new or upgrading existing networks. Our consideration is for managing users, dividing networks into segments and restricting access to information based on business and security requirements.

Dutch-Bangla Bank established some important projects i.e. (i) Near Live Data Center, (ii) Document Management System and (iii) Queue Management System. Besides, another important project i.e. Expansion of existing Data Center and DRS is going on under IT Development Division.

This in turn minimizes its technology-related risk of Dutch-Bangla Bank.

**m. Risks related to potential or existing Government Regulations**

The terms and condition of the Bonds are based on current Bangladeshi rules and regulations. There can be no assurance as to impact of any possible judicial decisions or change to Bangladeshi law and administrative practice after the date of this Information Memorandum.

Unless any policy change that may negatively and significantly affect the industry as a whole, the business of the bank is expected not to be affected materially. Like all scheduled banks in Bangladesh, DBBL has been funding their assets from their deposits after maintaining required SLR including CRR has the bank has been consistently compliant to any such changes. The Bank attained contentedly adequate capital of 14.92% (as of 30 September 2024) compared to the regulatory requirement of 12.50%. DBBL is capable of dealing with consequences of unfavorable policy or regulatory changes made by the government. Shareholders provide the vital equity capital, depositors & lenders put their money in the Bank, borrowers take the credits for production, trading or consumptions, employees put their services to serve the customers, and government, Bangladesh Bank and Bangladesh Securities and Exchange Commission provide legal & regulatory framework, infrastructure, economic & business environment etc. to ensure smooth operations of banking activities with transparency and accountability.



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**n. Risk related to potential changes in global or national policies**

Banks are exposed to financial institutions at home and abroad since they often negotiate, discount export bills and extend credit facilities against commitment of other banks. Changes in existing global or national policies can have either positive or negative impacts for the Bank. The performance of the Bank will be hindered to unavoidable circumstance both in Bangladesh and worldwide like financial crisis, Russia Ukraine war, natural calamities as well as other systemic risks & vulnerabilities.

Every company operates under the economic policies formulated and imposed by the political government. The government tends to reshape these policies time to time for the sake of greater interest of the country's economy. Sometimes those changes in existing policy or any future policy framework adversely affect smooth operation of such companies.

The management of the Bank is always concerned about the prevailing and upcoming future changes in the global or national policies and response appropriately and timely to safeguard its interest.



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## 5. DETAILED DESCRIPTION AND INFORMATION OF ISSUER'S APPLICATION

Dutch-Bangla Bank PLC., the issuer, has applied to the Bangladesh Securities and Exchange Commission for approval for issuance of BDT 12,000 Million Floating Rate, Non-Convertible, Unsecured Subordinated Bond. The detailed description and information of i) issuer, ii) Arrangers iii) particular of issue iv) Trustee, and v) Credit rating company as per Schedule "A" Part- I of the Bangladesh Securities and Exchange Commission (Debt Securities) Rules, 2021 are providing below:

### 1. Particulars of the Issuer, Dutch-Bangla Bank PLC.

(a)	<b>Name of the Issuer</b>	:	Dutch-Bangla Bank PLC.
(b)	<b>Legal status of the issuer</b>	:	Public Limited Company
(c)	<b>Details of Contact Information</b>	:	<b>Md. Mosharraf Hossain</b> Head of Risk Management Division Address: Head Office, 47 Motijee C/A, Dhaka 1000, Bangladesh Tel: +88-02-9574196-8, Ext-160 Mobile no: 01810-177393 Fax: +88-02-9561889
(d)	<b>Date of incorporation (in case of company &amp; Reg. No</b>	:	4 July 1995 & C- 28754(35)/95
(e)	<b>Date of commencement of business</b>	:	4 July 1995
(f)	<b>Authorized capital</b>	:	BDT 15,000,000,000 as at 30 September 2024
(g)	<b>Paid-up capital</b>	:	BDT 8,788,192,180 as at 30 September 2024
(h)	<b>Total equity</b>	:	BDT 49,165,374,944 as at 30 September 2024
(i)	<b>Total liabilities</b>	:	BDT 598,094,111,890 as at 30 September 2024
(j)	<b>Total financial obligations</b>	:	BDT 598,094,111,890 as at 30 September 2024
(k)	<b>Total assets</b>	:	BDT 647,259,486,834 as at 30 September 2024
(l)	<b>Total tangible assets</b>	:	BDT 12,699,666,659 as at 30 September 2024
(m)	<b>Net worth</b>	:	BDT 49,165,374,944 as at 30 September 2024
(n)	<b>Others</b>	:	Not Applicable

### 2. Particulars of Arranger:

(a)	<b>Name of the Arranger (Joint Arranger)</b>	:	Joint Arranger: i) IDLC Finance PLC. ii) UCB Investment Limited and iii) ICB Capital Management Limited
(b)	<b>Legal status of the Arranger</b>	:	Public Limited Company
(c)	<b>Details of contact information of the Arranger</b>	:	<b>Mr. Isa Mahmud</b> Head of Structured Finance and Green Products IDLC Finance PLC. 57, Gulshan Avenue, Dhaka-1212 Mobile : +88 01755658978 E-mail : shovo@IDLC.com  <b>Mr. Tanzim Alamgir</b> Managing Director and CEO UCB Investment Limited Phone : + 88 02 55668070 Ext.800060 e-mail : tanzim.alamgir@ucbil.com.bd



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Nasimul Baten  
Managing Director & CEO  
DBH Finance PLC.



		<b>Ms. Mazeda Khatun</b> <b>Chief Executive Officer</b> ICB Capital Management Ltd. 89, Kakrail, Dhaka-1000 Phone: +88 02 8300424 e-mail: ceo@icml.com.bd
(d)	<b>Name of the issue managed by the Arranger</b>	: List attached in annexure "A"
(e)	<b>Others</b>	: Not Applicable

### 3. Particulars of the Issue:

(a)	<b>Name of the issue</b>	: Dutch-Bangla Bank 5 <sup>th</sup> Non-convertible, Unsecured Floating Rate Subordinated Bond
(b)	<b>Type of instruments to be issued</b>	: Fully Redeemable, Non-convertible, Unsecured, Floating rate Subordinated Bond
(c)	<b>Purpose of the issue</b>	: To consider the proceeds as Tier 2 Capital of the Bank
(d)	<b>Number of securities and total size of the issue to be offered</b>	: 1200 bonds @ Taka 10 million each for total issue amount of BDT 12,000,000,000
(e)	<b>Face value and issue price of securities mentioning discount or premium thereof</b>	: Face value and issue price of each Bond is BDT 10,000,000
(f)	<b>Coupon rate/rate of profit/discount rate and yield to maturity (YTM)</b>	: To be determined as a sum of Benchmark Rate & Margin; However, during the tenor the yield will be [benchmark + margin].
(g)	<b>Tenor or maturity</b>	: 7 years
(h)	<b>Details of conversion/exchange option features</b>	: Not applicable as the bond is non-convertible
(i)	<b>Mode of redemption or conversion/exchange</b>	: 20% of the total bond face value to be redeemed at the end of each year starting from 3 <sup>rd</sup> year
(j)	<b>Mode of option (call or put), if any, in case of redemption or conversion/exchange and discount or premium thereof</b>	: Not applicable as the bond is non-convertible and fully redeemable
(k)	<b>Rate of return</b>	: To be determined as a sum of Benchmark Rate & Margin; However, during the tenor the yield will be [benchmark + margin].
(l)	<b>Applicable tax rate</b>	: As per applicable Tax Laws of Bangladesh
(m)	<b>Default protection mechanism (details of credit enhancement arrangement/agreement, redemption reserve, sinking fund etc.), if any</b>	: Not applicable
(n)	<b>Type of collateral securities being offered, if any</b>	: Unsecured
(o)	<b>Status of securities holders in case of priority of payment</b>	: First priority
(p)	<b>Nature of tradability or listing in the stock exchange(s) (Main Board/ ATB/any other platform, mentioning the name of the stock exchange)</b>	: As per regulatory approval
(q)	<b>Others</b>	: Not Applicable



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**4. Particulars of the Trustee:**

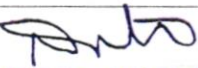
(a)	<b>Name of the trustee</b>	:	DBH Finance PLC
(b)	<b>Paid-up capital of the trustee</b>	:	BDT 1,989 million (as of 31 December 2023)
(c)	<b>Net worth of the trustee</b>	:	BDT 8,678 million (as of 31 December 2023)
(d)	<b>Name of the issue(s) where performing as trustee</b>	:	<ol style="list-style-type: none"> <li>1. UCBL 5th Subordinated Bond</li> <li>2. 5th Premier Bank Ltd Subordinated Bond</li> <li>3. IBBL 4th Mudaraba Subordinated Bond</li> <li>4. SIBL 4<sup>th</sup> Mudaraba Subordinated Bond</li> <li>5. PBL 3<sup>rd</sup> Non-Convertible Subordinated Bond</li> <li>6. Trust Bank Ltd VI Non-Convertible Subordinated Bond</li> <li>7. SJIBL 3rd Mudaraba Subordinated Bond</li> <li>8. Dhaka Bank 4<sup>th</sup> Subordinated Bond</li> <li>9. Jamuna Bank Subordinated Bond</li> <li>10. Runner Auto Sustainability Bond</li> <li>11. Sajida 2<sup>nd</sup> Zero Coupon Bond</li> <li>12. CDIP 1<sup>st</sup> Zero Coupon Bond</li> <li>13. PBL 4<sup>th</sup> Non-Convertible Sub Bond</li> </ol>
(e)	<b>Others</b>	:	

**5. Particulars of the Credit Rating Company:**

(a)	<b>Name of credit rating company</b>	:	<ol style="list-style-type: none"> <li>1. Credit Rating Information &amp; Services Limited (CRISL)</li> <li>2. Credit Rating Agency of Bangladesh Limited (CRAB)</li> </ol>										
(b)	<b>Credit rating status of the issuer or originator</b>	:	<b>Long Term Rating:</b> AAA, <b>Short-Term Rating:</b> ST1; <b>Outlook:</b> Stable Conducted by Credit Rating Agency of Bangladesh Limited (CRAB)										
(c)	<b>Credit rating status of the issue</b>	:	AA+										
(d)	<b>Date and validity of rating along with surveillance rating for the issuer or originator and for the issue</b>	:	<b>Issuer:</b> Date of rating 28 May 2024 and validity 30 June 2025; <b>Issue:</b> Date of rating 9 December 2024 and validity 8 December 2025;										
(e)	<b>Latest default rate of the credit rating company</b>	:	0.00%										
(f)	<b>Average time to default of the rated category</b>	:	Not applicable as default rate is zero percent.										
(g)	<b>Rating trigger, if any</b>	:	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Issue Rating</th> <th style="width: 50%;">Risk Premium to be Added</th> </tr> </thead> <tbody> <tr> <td>BB</td> <td>0.5%</td> </tr> <tr> <td>B</td> <td>1.0%</td> </tr> <tr> <td>C</td> <td>1.50%</td> </tr> <tr> <td>D</td> <td>2.0%</td> </tr> </tbody> </table>	Issue Rating	Risk Premium to be Added	BB	0.5%	B	1.0%	C	1.50%	D	2.0%
Issue Rating	Risk Premium to be Added												
BB	0.5%												
B	1.0%												
C	1.50%												
D	2.0%												
(h)	<b>Others</b>	:	Not Applicable										

  
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## 6. DETAIL PLAN OF THE UTILIZATION OF PROCEEDS

Dutch-Bangla Bank PLC. has decided to increase the Tier 2 capital to meet capital requirement under Basel III and to strengthen the regulatory capital base of the Bank.

The primary objective of issuing the securities is to consider the proceeds as Tier 2 Capital of the Bank taking into consideration of regulatory stipulation. This proceed would therefore increase the Bank's capital and thus to enhance the lending scope to its borrowers and ultimately facilitates the Bank to increase its revenues/profitability on a sustained manner.

### Capital plan and management

The Bank is committed to maintaining a strong capital base to support business growth, ensuring compliance with all regulatory requirements, obtaining good credit rating, risk management rating and CAMELS rating and having a cushion to absorb any unforeseen shocks arising from credit, operational, market risks and other residual risks.

The capital maintenance and dividend policies of Dutch-Bangla Bank are pursued taking into consideration of the following factors:

- a) Keeping sufficient cushion to absorb unforeseen shock or stress;
- b) Increased capital requirement for sustainable business growth;
- c) Cost effective options for raising Tier 1 and Tier 2 capital;
- d) Improving credit rating, risk management rating and CAMELS rating of the Bank;
- e) Meeting regulatory requirements; and
- f) Meeting covenants of lenders.

The Board is responsible for ensuring capital management within a broad framework of risk management.

The Bank has been pursuing a dividend policy that must ensure satisfactory return for shareholders as well as sustainable growth of the Bank with adequate capital in terms of regulatory requirement to protect long term interest of depositors and shareholders.

As of 30 September 2024, the aggregate amount of Paid up share capital and the Statutory Reserve stood at BDT 17,981.24 million consisting of Paid up share capital of BDT 8,788.19 million and Statutory Reserve of Taka 9,193.0 million.

Besides, as per Section 13 of the Bank Company (Amended) Act, 2018 and instructions contained in BRPD Circular No. 18 dated 21 December 2014, [Guidelines on Risk Based Capital Adequacy-Revised Regulatory Capital Framework for banks in line with Basel III], the eligible regulatory capital of the Bank as of 30 September 2024 stood at Taka 58,521,425,549 against the risk based capital requirement of Taka 49,024,290,085. As a result, there was a capital surplus of Taka 9,497,135,464 in risk based capital adequacy ratio as on 30 September 2024.



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## 7. FEATURES OF THE DEBT SECURITY TO BE ISSUED

### a. Basic Features of the Instrument

<b>Issuer:</b>	Dutch-Bangla Bank PLC.
<b>The Issue:</b>	Floating Rate Non-Convertible 5 <sup>th</sup> Subordinated Bond
<b>Arranger:</b>	Joint Arranger of i) IDLC Finance PLC. ii) UCB Investment Limited and iii) ICB Capital Management Limited.
<b>Arrangement Basis:</b>	Best Efforts/ Strictly Non Underwritten
<b>Purpose:</b>	To strengthen Tier 2 Capital Base
<b>Investors:</b>	Local Financial Institutions, Insurance Companies, Offshore Development Financial Institutions or other Offshore Institutions, Corporates, High Net Worth Individuals etc. and any other eligible investors.
<b>Currency:</b>	Bangladeshi Taka (BDT)
<b>Face Value:</b>	BDT 12,000 Million
<b>Denomination:</b>	Denomination of each lot of Bond is indicated at BDT 10,000,000 Face Value
<b>Mode of Placement:</b>	Private Placement 100%
<b>Issue Price:</b>	100% at Par
<b>Tenor:</b>	7 years from the Issue Date including 2 years grace period
<b>Status of Debt:</b>	Subordinated Non Convertible
<b>Security:</b>	Unsecured
<b>Form:</b>	Registered
<b>Listing:</b>	As per regulatory approval
<b>Credit Rating of the Issue:</b>	AA+ by Credit Rating Information & Services Limited (CRISL)
<b>Repayment Schedule:</b>	20% of the total bond value to be redeemed at the end of each year starting from 3 <sup>rd</sup> year and the repayment schedule is depicted below:

Issue Size (BDT)		12,000,000,000
Years	Repayment (BDT)	Balance
End of 1 <sup>st</sup> year	-	12,000,000,000
End of 2 <sup>nd</sup> year	-	12,000,000,000
End of 3 <sup>rd</sup> year	2,400,000,000	9,600,000,000
End of 4 <sup>th</sup> year	2,400,000,000	7,200,000,000
End of 5 <sup>th</sup> year	2,400,000,000	4,800,000,000
End of 6 <sup>th</sup> year	2,400,000,000	2,400,000,000
End of 7 <sup>th</sup> year	2,400,000,000	0



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<b>Issuer:</b>	Dutch-Bangla Bank PLC.
<b>Trustee:</b>	DBH Finance PLC.
<b>Transfer Agent:</b>	DBH Finance PLC.
<b>Paying Agent:</b>	DBH Finance PLC.
<b>Registrar:</b>	DBH Finance PLC.
<b>Coupon Rate:</b>	To be determined as a sum of Benchmark Rate & Margin; However, during the tenor the yield will be [benchmark + margin].
<b>Benchmark Rate:</b>	<p><b>Benchmark rate:</b> The Benchmark rate shall be determined by following method:</p> <p>Average of most recent month's published 6 months tenor fixed deposit rates (highest rate of each bank) of all Private Commercial Banks (excluding Shariah-based Islamic banks, Foreign banks, 4<sup>th</sup> and 5<sup>th</sup> generation bank). The issuer's 6 months tenor deposit rate to be considered at the time of calculating the average. The published deposit rate to be taken from Bangladesh Bank sources. This will be fixed semi-annually.</p> <p>The Benchmark rate will be fixed by the Trustee semi-annually on ("Interest Reset Date") the immediately preceding business day of the issuance and afterwards semi-annually throughout the tenor of the bond. For avoidance of doubt, the Benchmark Rate shall be calculated by the Trustee and notified to the Issuer and all Investors on every Interest Reset Date.</p>
<b>Margin:</b>	3.00%.
<b>Transferability/Liquidity</b>	Freely transferable subject to the terms and conditions of the Bond documents.
<b>Prepayment, Call, Refunding, Conversion Features:</b>	Not applicable
<b>Late Redemption:</b>	Incremental charge at the rate of 2.00% per annum payable by the Issuer to the Bondholders above the amount to be paid by the Issuer to the Bondholders on the Redemption Date for failure of the Issuer to make payment to the Bondholders on the Redemption Date.
<b>Cost Related to the Issue:</b>	<p><b>Arrangement Fee:</b> 0.40% of the Face Value Amount of the Bonds.</p> <p><b>Trustee Fee:</b> Taka 400,000 (Four hundred Thousand) per year up to the full and final redemption of the Bonds with Regulatory expenses Taka 150,000 (One hundred fifty Thousand) only.</p> <p><b>Annual trustee registration fee:</b> Taka 50,000 per Financial year.</p> <p><b>Credit Rating Fee:</b> Taka 100,000 per year up to the full and final redemption of the Bonds.</p> <p><b>Application Fee to BSEC:</b> Taka 10,000.</p> <p><b>Consent Fee to BSEC:</b> 0.10% on the Face Value.</p>



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<b>Issuer:</b>	<b>Dutch-Bangla Bank PLC.</b>
<b>Tax Features:</b>	All payments made by the Issuer or under or in respect of the Trust Deed or the Bonds will be subject to any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of Bangladesh or any political subdivision thereof or any authority thereof or therein having power to tax. The Issuer will not be Obligated pay any additional amounts in respect of such taxes, duties, assessments or governmental charges that may from time to time be deducted or withheld from such payments, but will provide or procure the provision of original or authenticated tax receipts relating to any such deductions or withholdings to Bondholders.
<b>Documentation:</b>	Customary Capital Market documentation including force majeure, negative pledge, cross default and indemnity provisions.
<b>Conditions Precedent:</b>	In form and substance satisfactory to the Arranger including without limitation: (i) due diligence having been conducted and completed, (ii) documentation for Financing and appropriate business description disclosure in the offering circular, (iii) receipt by the Arranger of appropriate legal opinions from external counsel, (iv) the Issuer having obtained all relevant approvals for Financing.
<b>Governing Law:</b>	The laws of The People's Republic of Bangladesh
<b>Enforcement of Charges over securities:</b>	At any time after the Bonds have become due and repayable, the Trustee may, at its sole discretion and without further notice in writing, take such proceedings against the Issuer as it may think fit to enforce repayment of the Bonds and to enforce the provisions of the Trust Deed, no Bondholder will be entitled to proceed directly against the Issuer unless the Trustee, having become bound to do so, fails to do so within a reasonable period and such failure shall be continuing.



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## **8. DESCRIPTION OF COLLATERAL SECURITY AND TYPE OF CHARGES TO BE CREATED AGAINST ISSUE**

The issue is unsecured Tier 2 Subordinated Bond hence no charge on assets is to be created. The issuer only owes the Bondholders an indebtedness which is secured by claims over all present and future assets of the issuer subsequent to all secured lenders/investors.

  
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## 9. RIGHTS & OBLIGATIONS OF THE ISSUER

- (i) **Issue of the Bonds:** Upon receipt of amount in accordance with the Subscription Agreement to be entered with each investor the Issue shall issue Bonds subject to and in accordance with the provisions of the Trust Deed, the Subscription Agreement. The allotted units of bond will be credited to the respective investor's Beneficiary Accounts (BO Accounts) to be fixed by the Issuer and the Trustee.
- (ii) **Covenant to Repay:** The Issuer has obligation 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 unconditionally pay or procure to be paid to or to the order of the Trustee in Bangladesh Taka in Dhaka in accordance with the terms and conditions of the Bond 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 terms and conditions of the Bond) 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 on the relevant dates provided for in the terms and conditions interest on the principal amount of the Bonds or any of them outstanding from time to time as set out in the Conditions provided that:
- a) if any payment of principal or interest 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 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 Paying Agent or the Trustee except, in the case of payment to the Paying Agent, to the extent that there is failure in the subsequent payment to the Bondholders under the Conditions; and
  - b) 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 upon due presentation of a Bond Certificate, interest shall accrue at applicable interest rate for the Bond on the whole or such part of such principal amount from the date of such withholding or refusal 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 terms and conditions that the full amount payable in respect of the said principal amount is available for collection by the Bondholders provided that on further due presentation thereof such payment is in fact made.
- (iii) **Observe instruction of the Trustee:** At any time after any Event of Default shall have occurred, the Issuer shall comply with the instruction of the Trustee subject to provision of the terms and conditions of the Bond.
- (iv) **Observe Bond Documents:** The Issuer shall have obligation to comply with, perform and observe all those provisions of this Trust Deed, the terms and conditions of the Bond 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.



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Dutch-Bangla Bank PLC.



Nasimul Baten  
Managing Director & CEO  
DBH Finance PLC.



- (v) **Observe Applicable Law:** The Issuer shall have obligation to comply with, perform and observe all those provisions of the applicable law including but is not limited to The Bangladesh Securities and Exchange Commission (Debt Securities) Rules 2021. The Issuer agrees that 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.
- (vi) **Books of Account:** The Issuer shall 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;
- (vii) **Notice of Event of Default:** The Issuer shall 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;
- (viii) **Corporate Governance:** The Issuer shall ensure that it and each member of its Group comply in all material respects with the corporate governance guidelines set out by the Bangladesh Bank and the Bangladesh Securities and Exchange Commission.
- (ix) **Information:** So far as permitted by applicable law, the Issuer shall 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 Issuer for the performance of its obligations under the Bond Documents;
- (x) **Execution of further Documents:** So far as permitted by applicable law, the Issuer shall 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;
- (xi) **Notices to Bondholders:** The Issuer shall 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;
- (xii) **Notification of non-payment:** The Issuer shall 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;
- (xiii) **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;

  
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- (xiv) **Notification of redemption or repayment:** The Issuer shall within 14 (Fourteen) 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;
- (xv) **Authorized Signatories:** The Issuer shall 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; and
- (xvi) **Payments:** The Issuer shall 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 will 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.
- (xvii) **Audited Financials and Annual General Meeting:** The Issuer shall complete audit of its financial statements and hold its annual general meeting within such period as may be specific by the BSEC. If no such period is prescribed, Issuer shall complete audit of its financial statements and hold its general meeting in accordance with law of its jurisdiction of incorporation. The Issuer shall submit copy of its audited financial statements along with its annual report and the minutes of its annual general meeting with the BSEC with a copy to the Bondholders within 14 days (or such other period agreed by BSEC) of the completion of audit or, as the case may be, holding of the annual general meeting.

  
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## 10. RIGHTS & OBLIGATIONS OF THE TRUSTEE

Rights of the Trustee of Non-Convertible Floating Rate Subordinated Bond are, inter alia:

- (i) **Trustee's determination:** The Trustee may determine whether or not a default in the performance or observance by the Issuer of any Obligation under the provisions of the Trust Deed or contained in the Bonds is capable of remedy and if the Trustee shall certify that any such default is, in its opinion, not capable of remedy, such certificate shall be conclusive and binding upon the Issuer and the Bondholders.
- (ii) **Determination of questions:** The Trustee as between itself and the Bondholders shall have full power to determine all questions and doubts arising in relation to any of the provisions of the Trust Deed and every such determination, whether made upon a question actually raised or implied in the acts or proceedings of the Trustee, shall be conclusive and shall bind the Trustee and the Bondholders.
- (iii) **Trustee's discretion:** The Trustee shall (save as expressly otherwise provided herein) as regards all the trusts, powers, authorities and discretions vested in it by the Trust Deed or by operation of law, have absolute and uncontrolled discretion as to the exercise or non-exercise thereof and the Trustee shall not be responsible for any Liability that may result from the exercise or no exercise thereof (save as otherwise provided by applicable law) but whenever the Trustee is under the provisions of the Trust Deed bound to act at the request or direction of the Bondholders, the Trustee shall nevertheless not be so bound unless first indemnified and/or provided with security to its satisfaction against all actions, proceedings, claims and demands to which it may render itself liable and all costs, charges, damages, expenses and liabilities which it may incur by so doing.
- (iv) **Trustee's consent:** Any consent given by the Trustee for the purposes of the Trust Deed may be given on such terms and subject to such conditions (if any) as the Trustee may require.
- (v) **Conversion of currency:** Where it is necessary or desirable for any purpose in connection with the Trust Deed to convert any sum from one currency to another it shall (unless otherwise provided by the Trust Deed or required by law) be converted at such rate or rates available to the Trustee on the relevant date, in accordance with such method and as at such date for the determination of such rate of exchange, as may be specified by the Trustee in its absolute discretion as relevant and any rate, method and date so specified shall be binding on the Issuer and the Bondholders.
- (vi) **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 Bonds or the delivery of any Bond Certificate to the persons entitled to it.
- (vii) **Error of judgment:** The Trustee shall not be liable for any error of judgment made in good faith by any officer or employee of the Trustee assigned by the Trustee to administer its corporate trust matters.



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- (viii) **Agents:** The Trustee may, in the conduct of the trusts of the Trust Deed instead of acting personally, employ and pay an agent on any terms, whether or not a lawyer or other professional person, to transact or conduct, or concur in transacting or conducting, any business and to do or concur in doing all acts required to be done by the Trustee (including the receipt and payment of money) and the Trustee shall not be responsible for any loss, liability, expense, demand, cost, claim or proceedings incurred by reason of the misconduct, omission or default on the part of any person appointed by it hereunder or be bound to supervise the proceedings or acts of any such person provided that the Trustee had exercised reasonable care in the appointment of such person.
- (ix) **Delegation:** The Trustee may, in the execution and exercise of all or any of the trusts, powers, authorities and discretions vested in it by the Trust Deed and having exercised reasonable care in so doing, act by responsible officers or a responsible officer for the time being of the Trustee and the Trustee may also whenever it thinks fit, whether by power of attorney or otherwise, delegate to any person or persons or fluctuating body of persons (whether being a joint trustee of the Trust Deed or not) all or any of the trusts, powers, authorities and discretions vested in it by the Trust Deed and any such delegation may be made upon such terms and conditions and subject to such regulations (including power to sub-delegate with the consent of the Trustee) as the Trustee may think fit in the interests of the Bondholders and the Trustee shall not be bound to supervise the proceedings or acts of and shall not in any way or to any extent be responsible for any loss, liability, expense, demand, cost, claim or proceedings incurred by reason of the misconduct, omission or default on the part of such delegate or sub-delegate provided that the Trustee had exercised reasonable care in the appointment of such delegate.
- (x) **Custodians and nominees:** The Trustee may appoint and pay any person to act as a custodian or nominee on any terms in relation to such assets of the trust as the Trustee may determine, including for the purpose of depositing with a custodian the Trust Deed or any document relating to the trust created hereunder and the Trustee shall not be responsible for any loss, liability, expense, demand, cost, claim or proceedings incurred by reason of the misconduct, omission or default on the part of any person appointed by it hereunder or be bound to supervise the proceedings or acts of any such person provided that the Trustee had exercised reasonable care in the appointment of such person; the Trustee is not Obligated to appoint a custodian if the Trustee invests in securities payable to bearer.
- (xi) **Confidential information:** The Trustee shall not (unless required by law or ordered so to do by a court of competent jurisdiction) be required to disclose to any Bondholder confidential information or other information made available to the Trustee by the Issuer in connection with the Trust Deed and no Bondholder shall be entitled to take any action to obtain from the Trustee any such information.



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Obligations of the Trustee of Non-Convertible Floating Rate Subordinated Bond are, inter alia:

- to hold the benefit of the covenants made by the Issuer in the Trust Deed and the Conditions on trust for the Bondholders;
- to open such accounts as the Trustee deems necessary for discharging the functions of Trustee;
- to keep the money and assets representing the Trust Assets (including enforcement proceeds) and to deposit and withdraw such moneys and assets as may be required from time to time and in accordance with the terms of the Trust Deed;
- to undertake all such actions for the recoveries of any outstanding payments in accordance with the provisions of the Trust Deed and to execute all such documents, deeds and papers and to do all acts in relation thereto;
- to manage and administer the Bonds in accordance with the terms of the Trust Deed and to execute, acknowledge, confirm or endorse any agreements, documents, deeds, instruments and papers in connection therewith;
- to convene any meeting of the Bondholders in accordance with the provisions of the Trust Deed and the Conditions, and to facilitate the proceedings of such meeting as it deems appropriate in accordance with the terms of the Trust Deed;
- to implement, give effect to and facilitate the Conditions and such other documents, deeds and agreements in contemplation thereof or in connection therewith;
- upon receipt of the instructions of such requisite majority of the Bondholders in accordance with the terms of the Trust Deed, to sell or otherwise dispose of the Trust Assets and close any bank accounts that may have been opened in pursuance of the Trust Deed after the distribution of amounts standing to their credit; and
- to do all such other acts, deeds and things as may be necessary and incidental to the above provisions unless such acts require the prior consent of the Bondholders in accordance with the terms of the Trust Deed.



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## **11. RIGHTS & OBLIGATIONS OF THE ARRANGER**

The Issuer has appointed i) IDLC Finance PLC. ii) UCB Investment Limited and iii) ICB Capital Management Limited to act as the joint Arranger of the proposed Subordinated Bonds.

Rights and Obligations of the Arrangers of the Non-Convertible, Floating Rate Subordinated Bond include:

- a. Due diligence of the issue prior to submission of the proposed bonds to external parties;
- b. Coordinate and provide integral support for preparation of Information Memorandum and appointment of relevant parties;
- c. Ensure proper documentation completion and compliance with regulatory requirements, prior to submission to regulators;
- d. Engage with regulators and Issuer for approval of the bonds;
- e. Support due diligence of prospective investors for investing in the bonds;
- f. Complete documentation of the bonds prior to subscription of the bonds; and
- g. Monitor compliance with conditions precedent prior to issuance of the bonds.



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## 12. RIGHTS & OBLIGATIONS OF THE ELIGIBLE INVESTORS

Rights and Obligations of the eligible Investors of Non-Convertible Floating Rate Subordinated Bond are, inter alia:

- (i) **Ownership of the Bond:** Each of the Issuer and the Trustee may deem and treat the registered holder of a Bond as the absolute owner of such Bond, free of any equity, set-off or counterclaim on the part of the Issuer against the original or any intermediate Holder of such Bond (whether or not the Bond shall be overdue and notwithstanding any notation of ownership or other writing thereon or any notice of previous loss) for all purposes and, except as ordered by a court of competent jurisdiction or as required by applicable law, the Issuer and the Trustee shall not be affected by any notice to the contrary.
- (ii) **Right to receive payment:** Subject to terms and conditions of the Bond, each Bondholder shall have a right to receive payment of principal amount of the Bond on the redemption date and interest amount of the Bond on each Interest Payment Date.
- (iii) **Basic Rights:** Basic rights of the Bondholders/Investors include but are not limited to: (i) secure methods of ownership registration; (ii) obtain relevant information on the company on a timely and regular basis; (iii) participate and vote in bondholders meetings.
- (iv) **Rights Subordinated:** The rights of the holders of Bonds against the Issuer (including for principal and interest) are subordinated and junior in right of payment to its Obligations (a) to its depositors, (b) under bankers' acceptances and letters of credit issued by the Issuer, (c) to Senior Creditors (including the Bangladesh Bank and the Deposit Insurance Trust Fund). In the event of any insolvency, receivership, conservatorship, reorganization, readjustment of debt or similar proceedings or any liquidation or winding up of or relating to the Issuer, whether voluntary or involuntary, all such Obligations of the Issuer shall be entitled to be paid in full before any payment shall be made to the Bondholders in respect of the Bonds. In the event of any such proceedings, after payment in full of all sums owing on such prior Obligations, the Bondholders and any other payment required to be made to a creditor in respect of indebtedness which ranks or is expressed to rank paripassu with the Bonds, shall be entitled to be paid from the remaining assets of the Issuer, the unpaid principal thereof and any unpaid premium, if any, and interest before any payment or other distribution, whether in cash, property or otherwise, shall be made on account of any capital stock or any Obligations of the Issuer ranking junior to the Bonds.



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### **13. DESCRIPTION OF THE ISSUER: DUTCH-BANGLA BANK PLC.**

Dutch-Bangla Bank PLC., (hereinafter named as DBBL or The Bank) a fast-growing second generation scheduled commercial bank, was incorporated on July 23, 1995 as a public limited company under the Companies Act 1994 with the vision of better Bangladesh, where arts and letters, sports and athletics, music and entertainment, science and education, health and hygiene, clean and pollution free environment and above all a society based on morality and ethics make all our lives worth living. The DBBL is a scheduled commercial bank set up as a joint venture between Bangladesh and The Netherlands. The Bank went for public issues of its shares in 2001 and its shares are listed with Dhaka Stock Exchange and Chittagong Stock Exchange as a publicly quoted company. The bank obtained the permission for conducting the Mobile Financial Services (MFS) from Bangladesh Bank on 28 April 2010. The Bank started the operation of Mobile Financial Services (MFS) on 31 March 2011. The Bank obtained the permission for conducting the Agent Banking services from Bangladesh Bank on 27 July 2014. The Bank started operation of Agent Banking Services on 19 January 2015. The Off-shore Banking Unit (OBU) of the bank is the separate business entity governed by the applicable rules & regulations and guidelines of Bangladesh Bank. The Bank obtained permission for conducting the operations of OBU from Bangladesh Bank on 23 February 2010 and runs its business through 2 OBUs at Centralized Processing Centre (CPC), Head Office, Dhaka and Dhaka EPZ Branch, Dhaka. The online core banking software, Flexcube has been running since 2004. DBBL was the first bank in the country to introduce online Banking services with all delivery channels.

The Bank provides all kinds of commercial banking products and services to the customers through its wide network of branches, ATMs, POS, Fast Tracks, internet banking, Mobile Financial Services (MFS), agent banking and delivery channels backed by a robust and sound IT infrastructure. DBBL's supremacy in the market is manifested in its strongest retail deposit network powered by state-of-the-art IT platform having the largest ATM network of the country. With the opening of 4 branches DBBL's total branches stood at 241 in September 2024 and 289 sub-branches compared to 209 of the previous year.

Dutch-Bangla Bank installed 1,600 ATMs & CRMs were installed in 2024 to reach 8,151 ATMs at the end of September 2024 and 4 new Fast Tracks inaugurated in 2024 to reach 1,434 Fast Tracks at the end of September 2024. On the other hand, the bank now has almost 5,631 Agent Banking outlets, to support the growing customer base with ease of banking services. Dutch-Bangla Bank proved to be a strong and reliable partner under the 'Trade Finance Program' (TFP) sponsored by the Asian Development Bank and was awarded the prestigious recognition as the leading partner bank in Bangladesh on 3 September 2019. It may be mentioned that Dutch-Bangla Bank has received this recognition from ADB for five consecutive years. Dutch-Bangla Bank was also awarded "Excellence in MasterCard Online Acquiring Business 2020-21" and "Excellence in MasterCard POS Acquiring Business 2020-21" by Mastercard. As on 30 September 2024 the bank's authorized and paid up capital at BDT 15,000.00 million and BDT 8,788.19 million respectively. However, Dutch-Bangla Bank views Corporate Social Responsibilities (CSR) as an integral part of its effort in conducting business in a socially responsible manner. Ms. Sadia Rayen Ahmed is the Chairman of the Board while Mr. Abul Kashem Md. Shirin is leading the management team as Managing Director & CEO. The Head Office of the Bank is located at 47, Motijheel Commercial Area, Dhaka-1000, Bangladesh.



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Nasimul Baten  
Managing Director & CEO  
DBH Finance PLC.



## A. CAPITAL STRUCTURE

- **Authorized Capital:** BDT 15,000,000,000 (as at 30 September 2024)
- **Paid-up Capital:** BDT 8,788,192,180 (as at 30 September 2024)

### Shareholding Structure

Sl.	Categories	30 Sep 2024		31 Dec 2023		31 Dec 2022	
		Number of Shares	Shareholding (%)	Number of Shares	Shareholding (%)	Number of Shares	Shareholding (%)
1.	Sponsors & Directors (Local and Foreign)	764,498,616	86.99%	650,637,124	86.99%	605,243,841	86.99%
2.	General Public	114,320,602	13.01%	97,294,126	13.01%	90,506,159	13.01%
	<b>Total</b>	<b>878,819,218</b>	<b>100.00%</b>	<b>747,931,250</b>	<b>100.00%</b>	<b>695,750,000</b>	<b>100.00%</b>

Particulars	As at 30 September 2024	
	Amount in BDT	% of Total Assets
<b>Liabilities</b>		
Borrowings from other banks, financial institutions and agents	8,558,888,000	1.32%
Deposits and other Accounts	519,255,717,253	80.22%
Other Liabilities	46,583,297,093	7.20%
Subordinated Bond	11,000,000,000	1.70%
<b>Total Liabilities</b>	<b>585,397,902,346</b>	<b>90.44%</b>
<b>Capital/Shareholders' Equity</b>		
Paid up capital	8,788,192,180	1.36%
Share premium	11,067,500	0.00%
Statutory reserve	9,193,048,174	1.42%
Other reserve	0	0.00%
Dividend equalization account	1,766,827,195	0.27%
Asset revaluation reserve	850,413,777	0.13%
Revaluation reserve of HTM securities	83,636,613	0.01%
Retained earnings	28,472,189,505	4.40%
<b>Total Shareholders' Equity</b>	<b>49,165,374,944</b>	<b>7.60%</b>
<b>Total Liabilities &amp; Shareholders' Equity</b>	<b>647,259,486,834</b>	<b>100.00%</b>

### Total Regulatory Capital of DBBL as at 30 September 2024

Particulars	Amount in BDT
Total Assets (excluding off-balance sheet assets)	647,259,486,834
<b>Total Risk weighted assets (RWA)</b>	<b>392,194,320,682</b>
Total Common Equity Tier 1 (CET1) capital	48,231,324,554
Total Additional Tier-I Capital	-
<i>Total Admissible Tier 1 Capital</i>	<i>48,231,324,554</i>
Total Admissible Tier 2 Capital	15,457,378,645
<b>Total Eligible Regulatory Capital (Tier 1 and 2)</b>	<b>58,521,425,549</b>
<b>Capital to Risk Weighted Assets Ratio (CRAR)</b>	<b>14.92%</b>



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 DBH Finance PLC.  
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## **B. BUSINESS OF DUTCH-BANGLA BANK PLC.**

Dutch-Bangla Bank PLC. is a Banking Company registered under the Companies Act, 1994 of Bangladesh with its Head Office at 47, Motijheel C/A, Dhaka 1000, Bangladesh.

The principal business/ activities of Dutch-Bangla Bank are to provide all kinds of commercial banking products and services to the customers including project finance, working capital finance and trade finance for corporate customers, SME loans to small traders & businesses; and house building loan, car loan and wide range of life style and need based loans for retail customers. There are various deposit products particularly suitable for retail and institutional customers. Dutch-Bangla Bank's state-of-the-art IT platform and online banking system provide the largest ATM network, Fast Track and POS services of the country through which customers are getting any-branch and anytime banking for 24 hours a day and 365 days a year. IT network also provides SMS banking, alert banking and internet banking services. Debit cards of MasterCard International and Dutch-Bangla Bank's propriety cards are in operation. International cards (VISA & MasterCard) of different local & international banks are accepted at Dutch-Bangla Bank's ATMs for withdrawal of money and at POS terminals for payments of shopping, hotel and dining bills etc. Dutch-Bangla Bank earlier introduced EMV supported chip based MasterCard and VISA Credit Cards for the first time in Bangladesh. Thereafter, EMV Nexus Debit Cards were introduced in 2015. The EMV feature shields Dutch-Bangla Bank customers from any kind of frauds as per the guidelines provided by MasterCard, VISA and Bangladesh Bank. Bank has taken an initiative to bring all internet banking facilities in one apps/card namely "NEXUS PAY". NEXUS PAY will be a unique services & milestone in the country providing internet banking service to the customers.

In addition, mobile banking services were introduced in 2011, was further strengthened in 2017 by Dutch-Bangla Bank which was first of its kind in the country to provide banking services to mainly those people who are living in rural areas of the country and mostly deprived of conventional banking services. The mobile banking services were rebranded in 2016 with 'Rocket' logo for more visibility and customer-centric. The mobile banking services are now spread all over Bangladesh. Dutch-Bangla Bank also introduced Biometric Agent Banking services in 2015. This is deposit based service and extended hands of Dutch-Bangla Bank branches. The objective is to bring rural small banking customers under the banking umbrella.

As part of its strategic plan, Dutch-Bangla Bank continued to invest heavily to improve and expand IT network, ATM services, and Fast Track and card services, mobile banking and agent banking services along with branch network, business promotion and activities related to Social Cause. Dutch-Bangla Bank's strategic objective is to have a clear competitive advantage over its competitors to provide the full range of banking services via multiple delivery channels through state-of-the-art-technology at the lowest cost.

Dutch-Bangla Bank's networks have expanded through different and innovative mode of delivery channels that includes 8,151 ATMs & CRMs units through 1,434 Fast Track and 7 Electronic Student Booths (ESB), a new idea of extended services for the convenience of the clients and 241 full-fledged branches & 289 Sub-branches all over the country.



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Managing Director & CEO  
DBH Finance PLC.



## I. Corporate Banking

Dutch-Bangla Bank offers a wide range of corporate banking services. It includes:

- a. **Project Finance:** The Bank encourages accepting purpose/project specific development funds on competitive terms towards economic upliftment and well being of the people/country by way of setting up a new stand alone, capital intensive project or for BMRE of an existing project.
- b. **Working Capital Finance:** The bank considers lending short –term working capital finance to entities engaged in manufacturing, assembling, processing, re-packaging of goods and commodities for domestic consumption or export market. However, unsecured loans (not collateralized) for working capital without justification or purpose is not considered.
- c. **Syndications & Structured finance:** The Bank, on case to case basis, arranges loan syndications or approves disclosed participations in syndications provided such transactions meet the parameters separately established. The bank will at all times maintain at the minimum a pari-passu status to other banks in all lending relationships. Second mortgages or lower are not be accepted as primary collateral.
- d. **Trade Finance:** Dutch-Bangla Bank prefers Trade Financing in the form of short-term (up to 12 months), self-liquidating or cash flow supported well collateralized trade transactions Work Order finance The Bank will consider financing construction contractors (work order finance). However, all such transactions must meet the guidelines. Bank asks for assignment of bills receivables with concurrent authority to collect bills issued favoring Dutch-Bangla Bank.
- e. **Equity finance:** Dutch-Bangla Bank joins in hands in building partnership with entrepreneurs of high credit standing and excellent track record within the purview of regulatory restrictions. However, lending for the purpose of supplying equity in a business is not allowed nor venture capital financing.
- f. **Social and Environmental Infrastructure finance:** The Bank receives credit lines, from time to time, from home & abroad, to finance eco-efficient and sustainable projects aimed at improving environment and generating social benefits.
- g. **Custom electronic-banking projects:** If the client realizes that they need a specific banking solution and/or services to meet their needs, Dutch-Bangla Bank will create it and provide it. Projects are done on a per client basis designed specifically to meet the needs of clients. Currently large companies and Multi-nationals use these services extensively but it is not limited to them only.



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## II. Retail Banking, School Banking, VIP Banking & SME Finance

### ➤ Retail Banking

Dutch-Bangla Bank offers a variety of Retail Lending products to meet the demands of its targeted customers. This wide range of products includes Personal Loan, Car loan, Home Loan, Secured Loan & Secured Overdraft etc. These products are designed to offer maximum flexibility & convenience for the customers keeping the pricing very competitive.

Retail Business Division was restructured and new business channels were introduced to reach larger number of retail customers & increase the business growth gradually in addition to existing Branches and other outlets.

Dutch-Bangla Bank introduced Retail Lending Products in September 2007. The product features were revised simultaneously over the years to make it more attractive to the customers.

The features & purpose of the Retail Lending products can be defined as under:

#### i. **DBBL Home Loan:**

- To buy new or old house/apartment
- To construct/ extent house/apartment
- To renovate/alter existing house/apartment
- Taking over of the existing housing loan from other bank/ Financial Institution
- Refinance of an own availed house/apartment (date of purpose/ handover/ completion of construction will be no later than 1 year)

#### ii. **DBBL Personal Loan:**

- Medical
- Education
- Marriage
- Travel
- Festival
- Purpose of tools for professionals and setting up office premise
- Purchase of Consumer Durable & Lifestyle products
- Any other valid purpose

#### iii. **DBBL Car Loan:**

- Purchase of new and reconditioned vehicles for personal use only
- Refinance of an own availed car (Date of purchase no later than 1 year)

### ➤ DBBL School Banking

Dutch-Bangla Bank launched the "DBBL School Savers Account" in 2011 with the objective to implant the habit of contemporary banking practice from an early age into the students and to popularize the usage of ATM and technology.



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“DBBL School Savers Account”, a program designed to balance convenience for parents and their children with financial responsibility. This account enables students to manage their online account on their own schedule with convenient 24/7 access to their funds through ATM and internet. “DBBL School Savers Account” may be one of the best ways to encourage the savings aptitude of the school going students and to help a student learn how to budget, account for and manage their own fund for higher education.

### Key Features & Benefits of Account

Bangladeshi student aged below 18 (eighteen) years can open the account

- i. Interest bearing savings account
- ii. Opening deposit as minimum as BDT 100/- only
- iii. Free DBBL Nexus Debit/ATM Card
- iv. No renewal fee for DBBL Nexus Debit/ATM Card
- v. No yearly account maintenance/service fee
- vi. Free SMS alert service
- vii. 24 hour cash withdrawal facility by using the largest ATM network
- viii. e-Commerce facility for payment of tuition fees, purchasing of books, stationeries etc.
- ix. Cash-free purchase/shopping through large POS network
- x. In addition to wide range of branch network, convenient deposit facility through Cash Deposit Machine at Fast Tracks across the country
- xi. This account will be jointly operated by the student with parents or guardian

### ➤ DBBL VIP Banking

Dutch-Bangla Bank believes in its uncompromising commitment to fulfill its customer needs and satisfaction and to become their first choice in banking. In order to serve better and to ensure segment wise customer services, the bank has taken initiatives to introduce “VIP Banking” for the existing and new high net worth customers, recognizing their contribution to the bank.

The bank commenced VIP banking operation in 2017 and VIP banking department experienced a significant business growth. At the ended of 30 September 2024, deposit portfolio of BDT 56,525.0 million and 17,382 VIP customers. Year to year performance of the VIP banking as under:

Year	Sep'24	2023	2022	2021	2020	2019
No. of Customers	17,382	15,935	12,844	9,650	7,112	4,742
VIP Banking Deposit (in Million BDT)	56,525	52,808	45,055	37,957	28,942	21,608

The bank witnessed a growth of the VIP banking deposit grew by 7.04% from December 2023 to September 2024. This is a reflection of customer satisfaction with VIP banking service of Dutch-Bangla Bank.



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At present, the bank serves its VIP banking customers through 11 exclusive VIP Lounges located in some of the prime locations of the country. Apart from the VIP Lounges, VIP customers are also served from the Branch Managers chambers in locations without lounges.

Dutch-Bangla Bank VIP Banking offers a thoughtful bouquet of exclusive services, benefits and banking solutions to the bank's prime customers. VIP customers are entitled to special facilities and privileged services through dedicated Relationship Managers and Branch Managers. Among the mentionable facilities VIP customers can enjoy 'Airport Meet & Greet' services along with access to VIP lounge at Hazrat Shahjalal International Airport at Dhaka.

➤ **Small and Medium Enterprises (SME) Financing**

Small and Medium Enterprises (SME) is one of the most promising segment of the business arena of this country. Consisting Cottage, Micro, Small and Medium Enterprises (CMSMEs), it is considered to be one of the most pivotal instrument to generate new employment, eliminate poverty and ensure positive impact on growth of the economy.

Keeping that in mind, to cater the financial needs of this sector, Dutch-Bangla Bank is offering several products focused on CMSME Sector. Key Features of Dutch-Bangla Bank SME Products:

- Simplified application process;
- Attractive rate of interest;
- Faster approval and disbursement;
- Flexible repayment terms;
- Financing up to Tk.750.00 million;
- Partial and full prepayment options;
- Easy and flexible collateral arrangement;
- No processing fee; and
- Simple Documentation and faster processing.

**SME products which are currently offered by Dutch-Bangla Bank**

- DBBL SME TERM LOAN- "Somridhi"**
  - For Expansion of existing business, procurement of machinery, other fixed assets, seasonal requirement etc.
  - A Term Loan Financing available up to Tk.750.00 Million; and
  - Easy documentation and faster processing.
- CMSME Pre-Finance Scheme Term Loan "Uddog"**
  - For Expansion of existing business, procurement of machinery, other fixed assets, seasonal requirement etc.;
  - A Term Loan Financing available up to Tk.750.00 Million; and
  - Easy documentation and faster processing.



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- iii. **DBBL SME PROPERTY LOAN- “Janala”**
- Term Loan for property development;
  - Financing Up to Tk.500.00 Million;
  - Fulfilling the requirement of the landlord segment;
  - Maximum tenor up to 10 years;
  - Lowest rate offering in the market; and
  - No hidden charges.
- iv. **DBBL CASH CREDIT- “Len-Den”**
- A Cash Credit facility to complete the requirement of Working Capital;
  - Financing available up to Tk.750.00 Million;
  - Offered to various business entities under CMSME; and
  - Easy documentation and faster processing.
- v. **CMSME Pre-Finance Scheme Cash Credit “Uddog”**
- A Cash Credit facility to complete the requirement of Working Capital;
  - Financing available up to Tk.750.00 Million;
  - Offered to various business entities under CMSME; and
  - Easy documentation and faster processing.
- vi. **DBBL FESTIVAL LOAN- “Utshab”**
- To meet up seasonal working capital requirement;
  - Financing up to Tk.20.00 Million;
  - Bullet payment facility;
  - Easy documentation & faster processing; and
  - No hidden charges.
- vii. **DBBL WOMEN ENTREPRENEURS TERM LOAN- “Uthsaho”**
- One of the exclusive packages that fulfills the need of Women Entrepreneurs;
  - Term Loan Financing up to Tk.5.00 Million;
  - Easy documentation & faster processing; and
  - Lucrative interest rate with no hidden charges.
- viii. **DBBL DISTRIBUTOR FINANCING- “Proshar”**
- Exclusively designed for Distributor Financing;
  - Working Capital Financing;
  - Financing up to Tk.20.00 Million;
  - Interest rate quarterly rest; and
  - No Processing fees or hidden charges.
- ix. **DBBL WOMEN ENTREPRENEURS CASH CREDIT- “Shofolota”**
- One of the exclusive packages that fulfills the need of Women Entrepreneurs;
  - A Cash Credit Financing up to Tk.5.00 Million;
  - Easy documentation & faster processing; and
  - Lucrative interest rate with no hidden charges.

  
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- x. **DBBL PRANTIK**
- A specialized lending facility for marginal landless people;
  - Simple processing with minimum requirements;
  - Minimum documentation; and
  - Maximum facility up to Tk.5,00,000
- xi. **DBBL START-UP FUND- “Anqur”**
- A specialized lending facility for new and innovative project;
  - Age of the customer within 21 to 45 years.
  - Financing up to Tk.10.00 Million;
  - Repayment through equated quarterly/ half yearly installment;
  - Repayment tenor maximum 60 months.
- xii. **Term Loan-Cluster Financing**
- Financing in any business concern (individually or group) within a cluster will be treated as cluster financing.
  - For Expansion of existing business, procurement of machinery, other fixed assets, seasonal requirement etc.
  - A Term Loan Financing available up to Tk.750.00 Million
- xiii. **Cash Credit-Cluster Financing**
- Financing in any business concern (individually or group) within a cluster will be treated as cluster financing.
  - For Expansion of existing business, procurement of machinery, other fixed assets, seasonal requirement etc.
  - A Cash Credit Financing available up to Tk.750.00 Million
- xiv. **RSTL-Cluster Financing**
- Financing in any business concern (individually or group) within a cluster will be treated as cluster financing.
  - To procure dealing items from local sources on regular basis; To meet the expenses for import related government duties and others; and To meet the working capital requirement.
  - A RSTL Financing available up to Tk.750.00 Million.


### **Banking Automation**

Dutch-Bangla Bank has become the gold standard of automation in the Banking industry of the country. If anyone is told to name a highly technological bank, almost 9 out of 10 persons will name Dutch-Bangla Bank. With innovative and customer centric product & services in its 28 years of operation, Dutch-Bangla Bank has successfully marked its place in the heart of the teeming millions. Starting from the largest ATM network in the country to the latest revolutionary mobile app NexusPay, each & every step of the Bank contributes towards convenience of Banking to the honorable and valued customers. It may be recalled that Dutch-Bangla Bank has been the pioneer & trendsetter in many services in the country. To



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name a few of the services which have been introduced for the first time in the country, are, Truly online any branch banking with all delivery channels, Internet Banking, Debit Card, SMS & Alert Banking, e-Commerce gateway, EMV chip card, Fast Track, Mobile Financial Services (MFS)- Rocket, 2 Factor Authentication (2FA), Tier-4 data center etc.

In the past year, in addition to new product, services & apps, one of the main focuses was IT security. The Bank has taken some short term & long terms initiatives to protect the interest of the honorable customers of the Bank. With the increase in electronic frauds alarmingly, it has become Bank's prime responsibility to protect its customers from any such fraudulent activities. The Bank has been very conscious about Anti-money laundering activities too. This is only because of the visionary measures supported by the Board of Directors of the Bank which has not only protected the honorable customers from such illegal activities but also made the Bank very compliant. Since its inception in 1996, the Bank has always strived towards making safe transactions. However, initially the threats were limited; the Bank's exposure to the outside world was also limited. With the expansion of the Bank's support & services, the Bank's IT devices have been more exposed to the outside world. The Bank has to keep eye not only on its own IT setup but also look after the way others communicate to the Bank. Considering these, the Bank management has formed a separate dedicated division named "IT Security Division" to look after the overall IT security of the Bank. The division has already started its operation.

Dutch-Bangla Bank PLC. achieved prestigious PCI DSS Certification in 2023, from a leading Qualified Security Assessor, NCC Group, UK by complying all the requirements of PCI DSS and BSI Certificate 2023 from BSI Assurance UK Limited member of BSI group. This achievement of the bank will ensure more secure and reliable services for its valued customers.

The Bank has continued to provide new, trail-blazing services to its customers. As a continuation to this, the Bank has launched a magnificent mobile app namely "NexusPay". It is a remarkable mobile app, first of its kind in Bangladesh, has not only eased the card transactions but also made it safest than ever. With this application, the honorable customers are able to attach all his cards and accounts whether it be a debit or credit card or an agent banking card or a rocket account. For each of the added cards, NexusPay assigns a virtual card number which is used while doing transaction. So, the actual card number is never exposed and the card is fool-proof. While performing any transactions, such as, mobile top-up, e-commerce transactions, POS transactions and funds transfer any of the cards or account can be selected as a source of fund. Now, customers are not required to carry his/her card physically.

### Recent Initiatives

#### ❖ **Up gradation of Online Sanction Screening Application to combat Anti-Money Laundering (AML) & Combating Terrorist Financing (CTF)**

The Bank has introduced the online sanction screening application "Acuity Compliance Link" few years back. With this, the new customers & existing customers of the Bank are screened against the sanction lists time to time updated by various national & international organizations such as UN (United Nations), UN SC (United Nations Security Council), OFAC (Organization of Foreign Assets Control, USA), Bank of England and Her Majesty's list etc. The application also screens against PEPs (Politically Exposed Persons) data. Last year the application has been upgraded to its latest version thereby accessing to the latest features & data of the application. Thus the Bank has become more compliant and transactions are safer with this Bank.



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#### ❖ Core Banking Software

Like many other banking services, Dutch-Bangla Bank is the first Bank in the country to introduce truly online Banking services with all delivery channels. The truly online core banking software, Flexcube has been running since 2004. Meantime, the number of customers, accounts, ATMs, Point of Sales (POS) terminals, cards etc. has increased exponentially. To ensure better customer service, the Bank has upgraded its core banking software from its earlier version to Flexcube Universal Banking Solution (UBS) in 2012. Dutch-Bangla Bank has taken initiative for upgrading its Core Banking Software, FC UBS to version 14.x. After that the Bank has gone through some major customization too based on business needs. With these up gradations, it has been possible to provide round the clock customer service.

#### ❖ Switching Software

A significant percentage of transactions of Dutch-Bangla Bank are performed using the most popular delivery channel ATM. As such, it is equally important to have strong switching software to handle different types of transactions as well as high volume of transactions. Considering this, the bank has upgraded its switching software too. The upgraded software has ensured better and quick response to the requested transactions; also it is capable of handling EMV transactions. All the ATMs and POS terminals are EMV-compliant. The EMV security policy has been introduced by Europay, MasterCard and VISA jointly to protect capturing card data and duplication of a card. We are again the first Bank in Bangladesh to ensure such security for our valued customers. Dutch-Bangla Bank has also introduced EMV compliant chip based MasterCard cards and VISA Cards for the first time in Bangladesh which is the most secure card in the world. The ATM/POS network of the Dutch-Bangla Bank accepts the following cards:

- EMV compliant chip cards of all the banks in the world;
- Non-EMV Visa & MasterCard cards of all the banks in the world;
- Unionpay, Diners club & Discover;
- DBBL's proprietary cards (Nexus); and
- All Cards received from NPSB.

#### ❖ Technology Refresh (Data Center and DR Site expansion)

With the introduction of Mobile Financial Services (MFS)- Rocket and Agent Banking System along with our Core Banking System, Dutch-Bangla Bank has a customer base of more than 53.7 million. Customers and transactions are also increasing rapidly in all the 3 major systems. So to keep these huge customers and transactions smooth, Bank has already upgraded its existing Data Center and Disaster Recovery (DR) Site with new Enterprise level Server, Storage and network equipment as a part of the Technology refresh project.

#### ❖ IT infrastructure and services enhancements

Being a technologically advanced bank, Dutch-Bangla Bank is always committed to bring modern technology based features in traditional banking service. Bank is continuously investing in IT sector more than any other banks in Bangladesh. To run & manage its huge IT service, the Bank has 4 divisions namely IT Operation Division-1, IT Operation Division-2, IT Development Division & IT Security Division.



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❖ **Agent Banking System**

Dutch-Bangla Bank introduced Agent Banking System (ABS) using third party solution on 19<sup>th</sup> January, 2015 for the rural customers who are deprived from the access to the formal banking system. The specialty of the service is that all the customers of agent banking will be authenticated through finger prints named as "Biometric Authentication".

Different initiatives were taken to increase inward foreign remittance through agent banking channel. For this reason, inward foreign remittance disbursement is also increasing. Agent banking is now issuing cheques to its valued customer. Various activities like Campaign, Uthan Boithak, and Customer awareness program are taken to increase deposit. Agent banking is emphasizing to open account for customer acquisition and also introducing different types of accounts like School banking account and Joint Account to facilitate more customer.

❖ **NexusPay**

Host Card Emulation (HCE) technology is the latest introduction in the payment industry. The solution is getting popularity in the developed countries due to its advanced security and fast transaction features. Using the technology we have already soft launched the mobile application "NexusPay" for this service which can be found in Google play store and apple app store. Customers can download their debit & credit card, Agent banking Card and Rocket account information to their Smartphone and using token, they can do transactions in-store, in-app and online within a single application without exposing actual card information. The customer will be able to shop by using latest technology QR code & NFC from any merchant.

❖ **Video Conferencing Solution**

Cisco video conferencing communication technology solutions launched at Head Office and major branches across the country, allowing users in different locations to hold face-to-face meetings without having to move to a single location.

❖ **Centralized Queue Management System**

IT Development Division has implemented Queue Management System (QMS) at bank's branches and Head Office Divisions for better management of the customers as well as to improve the customer service. At present, QMS has been successfully implemented at all 241 branches, which can be viewed centrally. It also helps to set KPI and measures achievement of staff against these KPI.

❖ **Remittance Management System**


IT Development Division developed the remittance management system for the Banking. For better customer service, Bank has been integrating different exchange houses with the remittance system. In the year 2023, we have integrated Muthoot Finserve USA Inc., Shaka Express Corporation, Lotus Group Malasia, Zarqa Express House with our system.

As the emigrant workers from Bangladesh gradually increased over the years, Dutch-Bangla Bank is keen to enrich our Remittance Management System by continuously integrating new exchange houses. At present, Dutch-Bangla Bank has remittance drawing arrangement with 89 Exchange houses/companies across the world. Dutch-Bangla Bank is very skilled in timely transferring the remittance received from Exchange Companies to the local beneficiaries.



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### ❖ Automated Teller Machine (ATM)

With the help of ATMs, Dutch-Bangla Bank has been able to connect the people across the country in a digital bond. With the number of setup that has been established, modern banking service is at the tip of Dutch-Bangla Bank customers. With increasing number of ATMs, along with consistent uptime, Dutch-Bangla Bank ATMs are providing the best possible service to the people of Bangladesh and helping the government in achieving its goal to habituate the customers with the best technology based banking.

As of 30 September 2024, Bank has installed 4,151 ATMs, 4,003 CRMs with 1,434 Fast Tracks and 7 electronic student booths. With inclusion of regular value proposition Dutch-Bangla Bank ATM presently offers the following outstanding services:

- Accept Nexus, VISA, MasterCard, Diners Club, Discover and Union Pay cards;
- Accept other bank local cards through National Payment Switch (NPS);
- Cash withdrawal by EMV and Magnetic stripe debit, credit or pre-paid cards;
- Cash withdrawal by mobile phone- Rocket DBBL Mobile Banking (Cardless Transactions);
- Cash withdrawal by Agent Banking Card;
- Balance Inquiry;
- PIN change;
- Fund transfer (within own account and third party account within DBBL);
- Mini statement;
- Western Union Remittance pull;
- Utility Bill Payment; and
- And more to come in near future.

Dutch-Bangla Bank sets up ATMs in such a way, which is convenient for the customers and increases business demand rapidly. As per demand of the specific location, ADC Division sets up ATM Booth, and Electronic Student Booth (ESB) having facility to collect the tuition/ admission fees, or Fast Track with 2 or more ATMs.

### ❖ Fast Track

Dutch-Bangla Bank has taken digital banking facilities at the doorstep of the people all around the country including the remote locations and the Fast Tracks have played the leading role in this regard. Now, customers don't need to go far to avail modern banking service. Bank is now privileged to serve the people of almost all the upazillas. By the end of September 2024, in total 1,434 Fast Tracks are live incorporating 443 upazillas and 64 districts of the country.

Two/three trained officers are posted at each FT who works from 8:00 am to 9:00 pm every day on roster basis, including Fridays and Saturdays, to serve the customers. However, automated activities like cash withdrawal, balance inquiry, fund transfer and utility payment facility through ATMs are available at FTs from 6:00 am to 12:30 am daily. Glimpse of the provided banking facilities at FT are stated as under:

- Cash withdrawal through ATM;
- Cash or Cheque Deposit at Deposit Machine;
- Provide all types of banking information to the customers;
- Assist customer regarding opening of:
  - Core Banking A/C;
  - Rocket DBBL mobile Banking A/C and
  - DBBL Agent Banking A/C.



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- Assist customer regarding SME/ Retail loan from DBBL;
- Assist customer regarding Credit Cards;
- Provide Debit Cards, PIN to the customers;
- Assist customer regarding Internet Banking, SMS or Alert Banking;
- Provide Account Statement to the customers;
- KYC input of Rocket Customers in Rocket System;
- Rocket account activation/ deactivation, temporary hold/debit & credit restriction;
- Other Rocket services, i.e., close rocket accounts, account information, like address, change, support for transaction problem etc.;
- Customer awareness on DBBL Products; and
- All other task as and when required relevant to banking operation.

**Officer Service at Fast Track:** Recently, Fast Track office time has been extended and adequate number of manpower has been deployed to provide full-fledged customer service for longer period of time. Customers of different professions are facilitated significantly by this service. The popularity of Fast Track service is increasing day by day, because customers are getting banking facility at their suitable time. Also, it plays a significant role in the security aspect, considering the ever increasing digital security alert around the globe.

❖ **Crediting of money from Western Union to Bank account through ATM**

This is a unique service of Dutch-Bangla Bank. PIN based foreign remittance beneficiary of Western Union can get his/her remittance through all ATM of Dutch-Bangla Bank. Customer has to give some information of WU remittance including PIN or MTCN at specific menu of ATM. After verification of the given remittance information by both Dutch-Bangla Bank and WU system, the amount is credited to the beneficiary's account. Thereafter he can use this amount as per his requirement. This is an easy process of transactions.

❖ **Cardless ATM transaction for Rocket customers**

The introduction of cardless ATM transaction has further popularized mobile banking venture in the country. Customer can withdraw cash visiting any of the Dutch-Bangla Bank ATMs without using any Card through menu driven systems of an ATM. The service is very popular and convenient as customer does not need to carry any plastic or any other device, only mobile phone having the Rocket account is the requirement for the service.

❖ **Call Center (16216)**

Dutch-Bangla Bank has the setup of the largest call centers among the banks of the country. Call Center has been providing quality services to our valuable customers since 2011. Our Call Center short code '16216' has been a well acquainted number for Bank's customers. It has become a popular service among our valuable customers to meet their day to day banking needs. A bunch of new features is going to be offered to our customers such as, easy access, customized services, flexible service options, rich service portfolio through latest cutting-edge Multimedia Contact Center of Dutch-Bangla Bank.

**Debit Card**

Dutch-Bangla Bank is the first bank to achieve card portfolio with all EMV compliant products in this region. The Bank issues debit cards from VISA and Mastercard which are accepted globally for ATM withdrawal or POS/ Ecommerce transactions. These cards consist of Dual Interface, EMV chip and Magnetic Stripe for wider acceptance and can be issued for both local and international use.



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Managing Director & CEO  
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The Bank has also introduced chip based Proprietary Nexus Debit card first time in Bangladesh. This popular card brand of Bangladesh comes with great payment facilities to cater the day to day need of our customers. The proprietary NEXUS debit card consists of Dynamic Data Authentication (DDA) chip application under Multos/Java operating system which ensures additional layer of security for chips.

### **Special Debit Variants**

#### **❖ VIP Cards**

Aristocracy in all aspects – the most desired premium brand proprietary card especially meant for the VIP customers is the VIP Banking Cards. This fascinating card will drive the high net-worth customers to feel distinguished. The customers can avail DBBL VIP Banking Lounge at branches and Balaka VIP Lounge at Hazrat Shahjalal International Airport, Dhaka. He/she will also have enhanced ATM withdrawal limit, dedicated VIP customer services, dedicated relationship manager, reward & discount facilities and many more.

#### **❖ Agent Banking Card**

Dutch-Bangla Bank focuses on banking for all at an affordable cost. Even for the rural customer who does not have access to formal banking system Dutch-Bangla Bank offers Agent Banking service. A wide range of customers throughout the country is served by providing Agent Banking services with the help of mobile telecommunication devices/ computer system/ using biometric technology.

#### **❖ DBBL - Bangladesh Bank Co-Branded EMV Card**

The widely accepted proprietary brand NEXUS card has been migrated to most secured form of its kind i.e. EMV chip. Along with this enhanced feature Dutch-Bangla Bank also introduced a co-branded EMV card with Bangladesh Bank for its staff. Now employees of Bangladesh Bank can use their card with more comfort and security since skimming or copying chip card is not possible. The advanced security features tied up in the card to protect the interest of our valued customer.

#### **❖ International Debit Cards**

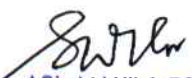
Dutch-Bangla Bank issues international debit cards against Resident Foreign Currency Deposit (RFCD) account, Foreign Currency (FC) account or Exporter Retention Quota (ERQ) account under Visa and Mastercard Brand. Recently, the same International Debit card has been introduced against local currency CASA account under Customer's personal Travel Quota (TQ).

### **Credit Card**

In November 2008, Dutch-Bangla Bank launched its EMV card and became the first bank to introduce EMV enabled credit cards in Bangladesh. Although DBBL's entrance in credit card services was delayed but it made a difference in the market by issuing the most secure EMV credit cards from the first day. All cards of DBBL have DDA chip with Multos/Java operating system which protects them from any alteration of card data and ensures secure transaction worldwide on any Visa or Mastercard accepted POS terminals and ATMs. These Cards featured with both chip and magnetic stripes, allowing acceptance on various types of Terminals.



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## Credit Variants

### ❖ Gold/Platinum/Titanium

DBBL has different range of products for different category of customers based on their needs and demands. The Bank issues VISA Gold and Platinum Credit card and Mastercard Gold and Titanium Credit card with attractive benefits to its customers.

### ❖ VISA Signature and Mastercard World Credit Card (the Premium brand)

Dutch-Bangla Bank introduced VISA Signature and Mastercard World credit card for its privileged customer with a higher Credit Limits. By availing of these products, customers may enjoy exclusive benefits, experiences and lifestyle privileges; including access to entertainment, sport, electronics and more. These products offer convenience; safety and simplicity, targeting high net worth individuals with an international outlook and substantial disposable income. The card holders of this category enjoy airport lounge facilities and priority pass in 1300+ airports, discount in hotel, health benefit, dining, restaurants in almost all the tourist cities worldwide as well.

#### Special Feature: Credit Card - Loyalty Program

A point-based loyalty program has been introduced for Dutch-Bangla Bank Credit cardholders. Customers will gain loyalty points against their card spending which can be redeemed later on upon reaching to a certain threshold point or completion of a certain period. Customers may prefer to redeem these loyalty points for their annual fee waiver, cash back to their account. For Visa Signature and Mastercard World Credit Card, in addition to waiving the Annual Fee, Cardholder can redeem his points to avail Gift voucher of Complimentary Buffet Dinner, One Night Stay at selected Luxurious Hotel/Resorts or Economy Class Air Ticket of Dhaka-Bangkok-Dhaka.

#### Card Acceptance/Acquiring

### ❖ Global Networks

Dutch-Bangla Bank is the Acquirer of all 4 major Global Networks Visa, Mastercard, UnionPay and Diners Club International. Every year, travelers and workers from different region visit Bangladesh for different purposes and cardholder of these 4 networks enjoy the convenience of withdrawing cash from DBBL ATM or use DBBL POS for shopping. In future Dutch-Bangla Bank has plan to issue Diners Club and UnionPay Cards to prospective clients.

### ❖ Chip & PIN @ Dual Interface POS

Chip & PIN at Dual Interface POS means for each and every transaction a customer tries at POS terminal with his/her Chip Card, requires PIN. This security feature facilitates customer the comfort of using card without any worries of misuse incase of lost or stolen. The POS terminal should also have the PIN reading capability, so that it can prompt customer for PIN. Fraudsters and thieves always try to keep them ahead of technology. Similarly, payment schemes like Nexus, VISA, and Mastercard etc. are also keen to protect customers' interest. With this motive Dutch-Bangla Bank adopted the newer technology for absolute convenience of the customers.



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### ❖ Two-Factor Authentication for all E-Com Transactions

To secure e-commerce and electronic transaction, Dutch-Bangla Bank has introduced two factor authentication (2FA) facilities for the first time in Bangladesh. An additional authentication of the cardholder named 'two factor authentication' is performed for each e-com transaction. In this process, customer is required to enter a unique code (which is different for each transaction) in internet at the time of making e-com or electronic transaction that ensures genuine cardholder's participation and protects fraud.

Now, Dutch-Bangla Bank cardholders perform 2FA authentication for all e-com transaction in Dutch-Bangla Bank Payment Gateway and ACS based 3D secure authentication for all e-com sites. Dutch-Bangla Bank offers their Cardholders 3 options to generate this one time password (OTP); using hardware token, software token and Mobile based SMS. At the time of registration process a cardholder chooses the option which is suitable to him/her.

### NexusPay- Digital Banking Application

A consolidated cardless solution of payment. It gives the flexibility of choosing any payment mode that a customer has with Dutch-Bangla Bank i.e. Nexus, Rocket, Agent Banking, VISA and MasterCard. Some Major features of this app are as below:

- NexusPay account opening with e-KYC
- Virtual card download against customer's any credit/ debit card and Rocket account;
- Cardless merchant payment by using QR code and NFC;
- Send Money from downloaded card to any card or account;
- Top up;
- Bill Payment;
- Other Bank Transfer
- Balance Inquiry; and
- Mini Statement.

### **NexusPay account opening with e-KYC**

e-KYC provides an ample scope of quick on boarding customer by verifying customer identity through digital means which can leverage saving of time and provide ease both for client and the bank. As per Bangladesh bank guideline, DBBL has already successfully implemented e-KYC process and on boarding customer using either finger print or face matching based on the requirement of account opening. DBBL already developed e-KYC in NexusPay.

### III. Financial Inclusion

#### **Mobile Financial Services (MFS) – ROCKET**

Dutch Bangla Bank has launched their mobile banking operation on 31<sup>st</sup> March 2011 with a motto to give financial services to the unbanked. Till today, DBBL Mobile Financial Services-ROCKET has reached in a new height with a remarkable growth in Agent expansion, Customer acquisition and transaction. The most exciting & memorable event for DBBL Mobile Banking was to re-branding their Brand Logo from 'DBBL Mobile Banking' to "ROCKET".



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Through re-branding, re-structuring the distribution channel & re-designing our marketing strategy we have been able to reach our service at the door of the customers. "ROCKET" is the symbol of Faster & Flexible banking solution with advanced technology in a fool-proof transaction that gives a comfort to a Customer. Number of Rocket customer as on 30 September, 2024 more than 36.96 million.

#### **Acceptability of "ROCKET" as Brand Logo of Mobile Banking**

Brand Forum of Bangladesh always conducted survey among the people of Bangladesh in different categories. This survey was done in 2017 also and "ROCKET" has been selected as Most Loved Brand among the people of Bangladesh. This indicates that our competent management was selected the right Brand as well as Logo that is also acknowledged by the people. However, it is observed that our customers' as well as Agents' also shown their positive opinion in support of a short but suitable name for Dutch Bangla Bank Mobile Banking Services which creates a tremendous hype.

It is expected that this will boost up the customer acquisition across the country day by day which will increase the popularity of 'ROCKET' in coming days.

#### **Rocket Infrastructure**

##### **Regional Operation**

- Zones;
- Regions;
- Mobile Banking Offices;
- Compliance Team;
- AM/ SSM/ SM;
- Trade Marketing Officers;
- Merchant Officers;
- Super Agents;
- DSRs; and
- Active Agents.

##### **Sales Operation**

- Partner Life cycle management;
- Distribution Development;
- Campaign management;
- Reporting and Commission;
- Management; and
- Agent Life cycle management.

##### **Mobile Banking Offices**

- Mobile Banking Offices;
- Compliance officers; and
- Corporate officers.

#### **Mobile Banking Offices**

While mobile banking activities will be carried out by the agents, the presence of Dutch Bangla Bank Mobile Banking offices and officers will give more concentrate to the customers. The setup of those offices creates jobs for the local people as well as support to infrastructure development. Presently, we have 77 nos. of Mobile Banking Offices under which 300+ nos. of employees are working at 64 districts of the country to cater to different services to the customers.



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### Product & Services offering through Rocket

Rocket is successfully established as a lifestyle product for the customers for its versatile product features & variations. Dutch Bangla Bank has launched different types of products keeping in the mind of customers demand. Among these, Salary & stipend product customer can enjoy free cash-out from Dutch Bangla Bank ATM, & they can cash-out from agent at 0.9% only; Frees, utility bill pay facility; Rocket MBS-ABS Fund transfer and Tuition fee collection system. This initiative encourages the Customer for depositing money, top up, bill pay and purchase products or sends money etc. through Rocket.

"Pre-registration" facility is very much helpful for registering the customer to Rocket Account specially for urgent requirements or bulk account opening like Garments Salary, Government Stipend projects accounts by simply dialing \*322#.

Viewing the requirement of the general people Dutch Bangla Bank is giving the fund transfer (P2P) between two Rocket accounts completely free among the same product (ATM free/ Cash in free) and Mobile Financial Services - Rocket to Agent Banking Services Fund transfer.

Being the only MFS in the Industry, we have got the access for the NID verification provided by the Election Commission from 14 Nov 2015. By this we are one step forward than anyone regarding the compliance issue. Moreover Dutch Bangla Bank opens its Rocket Account through online screening of different sanctioned lists which leads to be the AML compliant too.

### Service Network set ups of Rocket

To address the untapped market, a total number of 661 employees, 77 MB & AB Offices and 408,866 agent points are continuously working together to meet all part of customer requirements. Moreover, 241 Branches, 289 Sub-branches, 1,434 Fast Tracks, 5,631 Agent Banking Outlet, 5 Electronic Student Booth, 158,825 Merchants, Call Center (16216) and 4,151 ATMs & 4,003 CRMs and partner banks' branches are also working as mobile financial services (MFS)-Rocket access channel for the customers.

### Some exclusive Rocket products

#### Process of Pre-Registration

"Pre-registration" facility enables the Customer to register Rocket account just by dialing \*322# avoiding the dependency to open the account from the Agent points. When a new customer dial \*322#, system will ask him whether he is interested to register Rocket or not. If yes, press "1" or "2" to cancel.

To get the full benefit of Rocket, Pre-Registered customer needs to fill up KYC form and submit it to any Agent or Dutch Bangla Bank First Track or any Mobile Banking office with required documents. After authorization by the bank Official pre-registered customer will be allowed to do all types of transaction.

#### ATM Free product & Cash-in Free Product

Considering the customers' convenience Dutch Bangla Bank has introduced two new products such as Cash-in Free and ATM Free Product. By the name we can guess that "Cash-in free" Product means cash-in charge is free and "ATM Free" Product means cash-out is Free from ATM. All existing account holders are under ATM free product but he/ she can migrate to cash-in free product after a certain period of time by himself/ herself by dialing \*322#. New customer can choose any of the option while opening the account.



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### Receive money through BEFTN

Any Rocket account holder can receive money through using BEFTN facility from any local bank of Bangladesh. It enables the account holder to receive foreign remittance that received by other bank and can withdraw it from ATM or agent point. Moreover, by receiving money through BEFTN, one can use this money for giving utility bills, Admission fee/ Tuition fees etc.

### Unique Cheque digit

Rocket account has robust security. The account consist of 12 digits number i.e. 11 digit mobile number and additional 1 digit cheque number. As a result, if anybody gives any wrong number while transferring money to other Rocket Account, the transaction will not be successful because of having cheque digit at the end of each Rocket Account. It prevents from fraudulent activities also. If forgotten, one can retrieve his/her cheque digit and product type from the Rocket Menu.

### Linkage Facility

Rocket is having a unique facility through which a DBBL Core banking account holder can establish linkage between his/her Core banking account with his/her Rocket account that enables him to transfer money from Core banking account to Rocket account with daily limited amount completely 'Free'. Beside this, one can send money to any DBBL Core banking account instantly with applicable charge. These facilities separate Rocket from other MFS in the market. With this facility, a Rocket account holder can easily do Top-up, Bills Payment, P2P, Merchant Payment and ATM Cash withdrawal without having any ATM Card.

### Balance recharge (Air time purchase)/ Data purchase

A Rocket account holder can purchase airtime or data of any mobile operator i.e. GP, ROBI, Bangla Link, Tele Talk at any point of time having available fund in the Rocket A/c. It's a very popular product and increasing day by day to our customers.

### Rocket Mobile APPS

Smart phone penetration is very high in Bangladesh. Considering the comfort of the young generation and smooth service, ROCKET has introduced transaction facility through Apps. This service is **both android and i-phone compatible**. Customer can easily download this from "Google Play store" and "Apple Store". Besides, Customer can choice the language from both Bangla and English.

### Compliance & Legal Issues of Rocket

During the Customer acquisition ROCKET maintains the Central Bank guideline precisely. All the mobile Banking officials, Sales people, Super Agents, Direct Sales Representatives (DSRs) are well trained about the Central Bank guideline and Anti Money Laundering issues. Besides, Agents who give Cash-in, cash-out and Customer acquisition support to the Customers, are also communicated about the compliance issues time to time by the ROCKET representatives.

We don't allow duplicate ROCKET account for the same Customers. In this regard, Mobile Banking System doesn't allow account with the same NID. Besides, ROCKET officials maintain the options to check each NID from the election commission portal. During the KYC information input, system automatically checks the information from the UN sanction list. Every account is approved in the system by the Bank Officials after necessary checking. If required, Bank Officials call or physical visit the Customer for further checking.



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### **Engagement of Trade Marketing Representative (TMR) in field**

**Brand visibility** is the single, most powerful message that a consumer can receive. And the message says that, this product is good and you can trust this product. This brand visibility encourages and motivates the customer to look at the product along with the brand attributes.

One of the shortest ways to increase brand visibility, is to advertise. Advertisements can be in the form of TVC's or in the form of radio ads. They can be in print, in magazines, online or anywhere where the target audience can be found. But in Bangladesh, there are many rural or semi-urban areas which are traditionally media poor and have little access to print. Viewing the nature of MFS Product and the service provider, Dutch Bangla Bank has engaged around **500 nos.** of Trade Marketing Representatives to delivery "Rocket" POS Materials to the retail point. Their duty don't limited only delivering this but to also ensuring the visibility by strong monitoring from their end.

### **Engagement of Support Direct Sales Representative (SDSR) to Super Agents**

Presently, we are having around 408,866 nos. of Agents against 2,315 nos. of Direct Sales Representatives (DSR) who are working across the country within our Distribution line. Each DSR has to visit approx. 90 agents per day which is not possible. As such, we have engaged support DSR in aid to facilitate to standardize/ rationalize the geometric distribution service approach and strengthen present channel which has added value in our regular distribution service in particular as well as business as a whole. Now, DSRs visit frequency are daily 60 Nos. of agents/ day in Metro areas, 40 nos. of agent/ day in urban areas and 35 nos. of agent/ day in rural areas. We have observed a positive growth in overall transactions, activation of New Agents, Activation of New Customers and the business growth as well as to motivate the agents for support DSR project.

### **Super-Agent Meet in Different Regions**

Dutch-Bangla Bank successfully arranged 300 Super-Agent Meet in at the end of March 2024 across the country. The ROCKET team demonstrated the Business portfolio, targets & success story and way forward of ROCKET in different Super-Agent Meet. That was a tremendous response from the field and ROCKET has got a great mileage from that for sure. Viewing this response, management of Dutch Bangla Bank planned to arrange such Super-Agent as well as Agent Meet after justified interval.

### **Positive impact on the socio-economy by ROCKET**

ROCKET brought a phenomenal change in the rural economy and social life-style by creating full range of financial services including savings, fund transfer, money withdraw, pay bills and others.

ROCKET inclusive banking program has increased access to financial facilitation for the people, entrepreneurship among the unemployed people. Over 408,866 Agents are now involved to give banking facilities as a new business or expansion of their previous business. Besides, it has brought dynamic solution in transferring money in the value chain of the rural marketing system. People from distinct places can do marketing of their seasonal crops, homemade products directly with the urban areas by the help of ROCKET Cash-in/out, Merchant payment services. It increases the habit of force saving among the poor person which helps the formation of domestic capital, spurring entrepreneurship. Besides, ROCKET increases women empowerment at the rural areas by introducing financial inclusion to them which significantly reduces early marriage and child mortality.



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Dutch Bangla Bank Mobile Financial Services (MFS) - ROCKET introduces technology adaption for the development of e-government services in Bangladesh. It has reduced the scope of corruption in the Government and private organizations related to salary/ fund disbursement or payment collection.

These financial developments reduce the overall income inequality, increase income growth and accelerate poverty alleviation.

#### **Development program for the Field Staffs**

Dutch Bangla Bank Mobile Financial Services (MFS) - ROCKET has arranged regular training and development program for the Field Staffs in order to create a professional and skilled workforce. Besides, as a part of maintaining compliance issues, we have run audit and survey throughout the year at the all concerned part of the mobile Banking operation. Moreover, to create strong understanding about compliance and to be aligned to the Bangladesh Bank guidelines we have conducted several workshops for our field staffs especially on Business trend & Anti Money Laundering issue.

#### **Garments Salary Disbursement**

A major shift to digital payments from Business to individuals is not a dream now a day in Bangladesh. The continued transition to company salary payment is an important step for a successful shift towards economy dominated by reduced amount of cash. ROCKET is the pioneer and popular payment disbursement solution for the corporate bodies and different government and private houses. Digitization of payment system is one of the priorities of the government. ROCKET is holding major portion market share of disbursement among all the MFS operating in Bangladesh. Apart from this, we are disbursing salaries/ allowances to the employees/ beneficiaries of different government organization, grants to the natural calamity affected people, insurance claims/ payments, staffs of AC Land office, UP Chairman, Member, Secretary and Village Police of different districts.

#### **Bill Payment/ Tuition Fees/ Admission Fee**

ROCKET is a lifestyle product. Nowadays, "Bills Pay" is becoming a very popular service among the Governmental/ Non-Governmental organizations and people. Presently, majority market share of Bills pay transaction has been taking place through ROCKET. ROCKET Customers can pay their different monthly or onetime payment like Educational institutions admission/ monthly fees, utility bills through this facility. To avail the service, Customer gives the Biller ID (Institution code), bill number, own ID and the amount in the respective field for making payment. Recently, Dutch Bangla Bank has signed an agreement through which an Indian visa applicant will be able to make payment of their visa fee through ROCKET. Almost all the renowned universities are collecting their admission fee through ROCKET.

#### **Payment Collection Business to Business (B2B) solution**

There are hundreds of companies who collect their sale proceeds from their Distributors/ Depot/ Branch Office/ Sales Centers all over the country within a few moments in a hassle-free way by using the ROCKET Business to Business (B2B) payment collection solutions. Dutch Bangla Bank's Super agents are engaged all over the country including rural area to collect money from the target sub-base such as Distributors/ Depot/ Branch Office/ Sales Centers. Corporate Head Office comes forward to know the deposit details on real time basis.



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### **Disbursement to NGO beneficiaries**

Dutch Bangla Bank Mobile Banking is also working with most renowned International/ Local NGO's, UN bodies like WFP (World Food Program), UNDP, Islamic Relief, Muslim Aid, Caritas, Shakti Foundation, Grameen Shakti, Concern World Wide etc.

### **Insurance Payment collection and Disbursement**

Collection of Insurance Premium through mobile banking is an innovative method that Dutch Bangla Bank has delivered to the insurance Industry. Self-Payment by own through a mobile is always convenient to the policy holders which saves their time and reduces the cost and tension.

### **Agent Banking**

Agent Banking is a system of providing limited scale banking services to the underserved population through engaged agents under a valid agency agreement. The owner of an outlet conducts banking transactions on behalf of a bank. Globally these retailers are being increasingly utilized as important distribution channels for financial inclusion. Bangladesh Bank has decided to promote this complimentary channel to reach out to the unbanked and underserved segments of the society as well as existing bank customers with a range of banking services especially to geographically dispersed locations.

### **Agent Banking Model**

- All Transactions are Real-Time.
- All Transactions are authenticated by Bio-authentication (fingerprint) of Customers.
- Customers get SMS Notifications if mobile number included at the time of Registration.
- Agent outlets are equipped with Bio-Metric devices; by which customer registration & other banking services can be done.

### **Products and Services of DBBL Agent Banking**

#### **Account Opening or Registration**

Customer can register Biometric Account from any Agent Banking Outlet authorized by Dutch-Bangla Bank. After that, the customer's information is inputted into the system at the agent outlet and send the account opening form to the respective Agent Banking Office. The Bank Official verifies the information on the KYC form and authorize the account. Normally, it takes 1-3 working days for full approval.

#### **Opening of a DPS account**

Biometric Deposit Plus Scheme (DPS) is a special type of savings product designed for the small savers who can save money on monthly basis. The amount to be deposited every month is Tk.100/- per month or it's multiple and the tenure is 3, 5, 8 or 10 years. An attractive interest rate is offered for this product. The monthly installment is realized automatically from the Biometric Savings Account of the customer.



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### Opening a FDR

Biometric Fixed Deposit (FDR) is a special type of Term Deposit product designed for the savers who are willing to deposit money for specific time period. The customer can open Biometric FDR for TK.10,000/- and above amount for 3, 6 & 12 months tenure. An attractive interest rate is offered for this product. Cash transaction for opening the FDR will not be allowed. FDR will be opened by debiting one's Biometric Account and will be credited to that Account at the time of encashment.

### Cash Deposit and withdraw from Agent Outlet

Customer can deposit money immediately after registration but withdrawal is allowed only after the approval of the Account.

### Fund Transfer

Customer can transfer fund from his account through Agent outlet or using NexusPay App.

### Linkage between Core Banking & Agent Banking

The beauty of our Agent Banking system is that our Core Banking Customers' can establish linkage by registering their Finger Print in any of Dutch-Bangla Bank Branches with his own Core Account and can enjoy cash withdrawal facilities from any Agent outlet. But deposit facility is available for all Core Banking Account holders without doing any finger print registration.

### Other Services

In addition to the above services, Agent Banking provides the following services-

- ✓ Remittance disbursement (Cash & Account Based)
- ✓ Merchant Payment
- ✓ E-com transaction
- ✓ Cheque book
- ✓ Clearing
- ✓ BEFTN & RTGS (inward)
- ✓ ATM card
- ✓ Account statement & Bank certificate etc.

### Services at Different Channels of Dutch-Bangla Bank PLC.

- All Agent Outlets
- All DBBL Branches
- ALL DBBL ATMs, CRMs and Fast Tracks
- Internet Payment Gateway
- Nexus Pay

### Agent Outlet inauguration/ Launching Program

All the Agent Outlets are selected considering the needs & demographic condition of that area. Dutch-Bangla Bank has covered 489 Upazilla and successfully ensured footprint in those areas. Local people & other renowned citizens are invited to attend in inaugural program of Agent Outlet and a large number of people are seen to be present in each program.



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### **Sales and Marketing Activities**

To promote the Dutch-Bangla Bank Agent Banking massive marketing activity is going on across the country through Uthan Boithak, KYC Mela, Rally, Gomvira, Jatra etc. to attract people to open biometric accounts. Presently, we are having 6,873,143 Number of Accounts as on 30 September 2024, in Agent Banking. We have emphasized on opening female account in our channel and several programs have been kicked off in this regard.

### **Customer Awareness Program**

There is no denying of the fact that to make Agent Banking popular among mass people massive awareness is needed among people who are the potential customers of this service. Keeping that in mind, we have been taking various steps to make people more aware and financially educated. In order to run Agent Banking business smoothly, we have conducted following awareness communication:

- Create awareness among local people, customer and socially important person during outlet inauguration.
- Awareness builds up through uthan boithak for general customers.
- Regional team conduct at least one monthly Agent meet with all agent outlets of that region through online/offline.
- All Agent outlets organize grahok somabesh in its locality on regular interval to create awareness and can distribute leaflet also in this regard.
- Display awareness festoon in both inside and outside of the Agent Outlet.
- Distribute awareness leaflet to customer in different social gatherings.
- To create mass-awareness, a detail TV Commercial (TVC) is telecasted every day in number of channels.

### **Training & Development Program**

In the endeavor towards achieving excellence training and development is a must. It is a continuing process and Dutch-Bangla Bank always run training & development programs as and when required for both partners and employees. Dutch-Bangla Bank ensures three types of Training who are engaged with this Agent Banking:

- a. Class Room Training
- b. Training on digital platform
- c. On the Job Training

### **Bills Pay**

A Spread of 5,631 Outlets are continuously working hard to improve and develop people's life style, Socio-economic condition along with doing their money Management efficiently & smartly. Besides traditional banking solution (Product and Services) Agent Banking department has always put effort to remain innovative & Up-to-date. Now, we are working for being ground-breaking as to be their "Life Style" product. A Customer is now being able to pay his utility & Service Bills of a good number of organizations (like DNCC, DSCC, REB, DESCO, DPDC, DCC, WASA, along with Different Schools & major Universities etc). This is how we are ensuring financial inclusiveness at one's door step and simplifying customer's life.



Mohammed Mesbahul Alam  
Company Secretary  
Dutch-Bangla Bank PLC.



Mohammed Shahid Ullah FCA  
Deputy Managing Director & CFO  
Dutch-Bangla Bank PLC  
Head Office, Dhaka



Abul Kashem Md. Shirin  
Managing Director & CEO  
Dutch-Bangla Bank PLC.



Nasimul Baten  
Managing Director & CEO  
DBH Finance PLC.



## Salary Disbursements

We are extending our hands together to cover remote but salaried people for being digitalized for getting their wages or salary through Agent Banking Salary Disbursement facilities. Right at the moment we are serving many organizations (including RMG Factories, Government organizations, educational institutes & others) to pay employee salary through us.

## Loans

Initially agent banking activities was limited with focusing deposit collection and mobilizing but now Agent banking is playing a vital role to strengthen rural economy and facilitating digital Bangladesh through providing lending among the underserved prospective individuals. Rural people of the country are getting cash inflow and outflow facilities around the country within shortest possible time, people have engaged with the bank, transaction has increased, huge low cost deposit has been collected, rural people are getting loan facilities and living standard of the people has developed.

## VI. Green Banking

Green Banking enables banks to contribute to the economy by environmentally and socially responsive finance, process and capacity building projects to promote pollution free environment and living standards. Green banking considers social factors with environmental aspects. It has already started working well in Bangladesh. Fundamentally, green banking keeps away from as much paper work as possible and promotes electronic transactions for processing. Green banks adopt and implement environmental standards for lending. Dutch Bangla Bank has been upholding green banking activities covering multidimensional areas which include both in-house environment management and green financing to support green economy. Bangladesh Bank has taken extensive measures to implement green practices in banking sector of Bangladesh. Banks have increased dependence on sustainable energy sources and reduced the use of paper for various banking activities by making the services available through online platform. Over the years, financing for green projects and environmental risk management projects have also experienced increase.

Through continuous monitoring and taking appropriate actions, Bangladesh Bank (BB) is trying to expand green finance in the country. Bangladesh Bank (BB) has been integrating 'sustainability' into core banking practices through green banking, corporate social responsibility, financial inclusion and financial education. The society and environment oriented banking practices gradually created the concept of sustainable banking. Thus Bangladesh Bank has been pursuing policy and instructions in all possible areas of sustainable banking for banks and non-banking financial institutions (NBFIs). Sustainable banking mainly focuses on three broad categories - green banking, corporate social responsibility and financial inclusion.

Bangladesh Bank has pioneered green banking initiatives while they have been proactively guiding the banks and NBFIs for diverse sustainable banking initiatives since 2011. In such aspect, green banking initiatives of BB broadly categorized into the following aspects: policy initiatives, monitoring the green banking activities of banks and NBFIs, refinancing facilities from BB in diverse green products/sectors and BB's own initiatives for environmental management. Dutch-Bangla Bank, since its inception, has been maintaining leading position in Bangladesh to provide IT based banking services to its valued customers. Dutch-Bangla Bank provides online banking through its 241 Branches, 289 Sub-branches and a number of Agents, ATM/Fast Track, Mobile Banking viz. 'Rocket', Internet Banking, SMS Banking, App based Banking, i.e., Nexus Pay, Debit Card, Credit



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Card, Virtual card, E-payment and so on. Besides, Dutch-Bangla Bank has completed its process of full Centralization as per CRM Guidelines of Bangladesh Bank. Out of its 241 branches, 32 branches are powered by Solar Energy. Dutch-Bangla Bank's in-house Management are well aware regarding the Dutch-Bangla Bank Green Office Guidelines which includes among others, economic use of office equipment (Computer, Laptop, Photocopier, AC, Light etc.) and efficient use of papers and inks by encouraging paperless electronic Banking.

### **Sustainable Finance Unit**

Banking Regulation & Policy Department, Bangladesh Bank vide their Circular no. dated February 27, 2011 outlined a detailed policy guidelines for implementing Green Banking through all scheduled banks. The Board of Directors of Dutch-Bangla Bank on 7 February 2012 approved Green Banking Policy and Strategy of Dutch-Bangla Bank Subsequently, the EC of the Board in its 751<sup>st</sup> meeting held on 25 September 2014 approved "Revision of Green Banking Policy & Strategy of DBBL". In terms of Policy Guidelines of Sustainable Finance Department of Bangladesh Bank vide circular No. 2 dated 1<sup>st</sup> December 2016, the Board of Directors of Dutch-Bangla Bank in a meeting held on 27 December 2016 has approved formation of "Sustainable Finance Unit" under supervision of Head of Credit Risk Management Division and "Sustainable Finance Committee" with the membership of different divisional Heads of the Bank. The Board has also abolished Green Banking Cell of the Bank. Sustainable Finance Unit and Sustainable Finance Committee of Dutch-Bangla Bank are working under the guidelines of Bangladesh Bank. Mentionable that before "Sustainable Finance Unit", DBBL's green banking activities were running under "Green Banking Cell", formed under the guidelines of Bangladesh Bank. Later on, at the time of formation of Sustainable Finance Unit, the cell was abolished. Sustainable Finance Unit of Dutch-Bangla Bank ensures conducting Environmental and Social Risk Rating of the projects, it finances in order to ensure quality finance. The bank rated 193 clients in 2022 and 414 clients in 2023.

### **In-house Green Management**

Dutch-Bangla Bank, since its inception, has been maintaining a balanced initiative and supporting activities to contain things that may adversely affect environment and contribute to pollution. The 3R thumb rule drives us towards Reuse, Reduce and Recycle in our daily activities in order to arrest emissions from carbon footprint, a few of which are mentioned below:

- a) Soft archival of customer documents for electronic access and retrieval is under process which will enable us to reduce consumption of paper.
- b) Some of internal memos, process notes and records are in electronic form.
- c) Communication with the customers are being done through e-mails, SMS or ATM display, instead of letter of communication (except for regulatory requirements).
- d) IP phone and video conferencing system have been introduced for telecommunication among the Officials, Managers, Heads and Senior Management of the Bank.
- e) Solar energy has been used 32 Branches in the country.
- f) Meeting and Training Programs through digital platform.

### **VII. Social Cause**

Dutch-Bangla Bank since its inception has been a pioneer in establishing and providing different banking services to society. The bank distinguishes itself not only by its achievement but also by its performance and innovations including its commitment to the society through CSR activities. Dutch-Bangla Bank Foundation was established in 2001 to perform CSR related activities in areas of broad society concerns.



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The Bank contributed Taka 221.40 million to the purpose of social cause during January to September, 2024 compared to Taka 937.42 million of previous year. Of the total contribution, 49.88% was expended in disaster management followed by health sector (25.05%), educational sector (22.91%) and social development, awareness & others (2.16%). Bank's major CSR contributions are as follows:

**Disaster Management:** Dutch-Bangla Bank has been supporting the people who are affected by natural as well as man-made disasters. The Bank donated Taka 100.00 million to 'Chief Adviser's Relief & Welfare Fund' for helping flood affected people, Taka 10.00 for helping the war devastated Palestinians and Taka 0.43 million to the different institutions for distributing blankets among the flood affected people of the country up to September of 2024.

**Health Sector:** Dutch-Bangla Bank also contributes towards health sector by various means. The Bank has spent about Taka 55.47 million to provide different health care services to the poor people and towards infrastructure development of health sector during January to September, 2024. Of which Taka 40.67 million went for Smile Brighter & Cataract operation program, Taka 13.75 million for implementing special CSR, Taka 0.75 million for treatment to the helpless persons and rest of Taka 0.30 million for Development of health infrastructure.

**Education Sector:** Dutch-Bangla Bank has been giving priority to the educational sector by various means like awarding scholarships to meritorious students who need financial aid. In continuation of this initiative, Dutch-Bangla Bank has taken the largest scholarship program of the country. Around 64,871 students of HSC and graduation level were awarded scholarships under this program in 40 different phases up to September of 2024. In this connection, Dutch-Bangla Bank has spent about Taka 50.72 million towards education sector up to September 2024. Of which Taka 19.72 million to Prime Minister's Education Trust, Taka 13.27 million was expended for awarding scholarship to the students, Taka 10.48 million for organizing Mathematical & Informatics Olympiads, Taka 5.00 million for development of educational infrastructure and Taka 2.25 million for donation of 20 Laptops for distributing to the poor and meritorious students & updating books in the library for providing better education to the future graduates.

**Social Development, Environmental Beautification and others:** Dutch-Bangla Bank contributes to social development of the country through construction of houses, bridges, roads, mosques, donations to charitable organizations and others. The Bank contributed Taka 2.80 million for procurement of 01 unit Microbus to Industrial Police-02, Gazipur, Taka 0.50 million to a helpless person, Taka 0.40 million as yearly maintenance cost (food & administrative) for the Child Daycare Centre of Privates Banks and Taka 0.10 million to Bangladesh Disabled Development Trust for publication of advertisement in the 'Drishti Bijoyee', a monthly Braille Newspaper for visually impaired persons. Besides, the Bank has been engaged in beautification of the road islands and footpaths from Kakrail Crossing to Hotel Intercontinental of Dhaka metro as a part of environmental beautification. In its continuation, the Bank contributed Taka 0.99 million for beautification and maintenance of project during the period of 2024.



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## C. BOARD OF DIRECTORS AND MANAGEMENT

Strategic oversight and management of the bank is engulfed within the board and its committees, set-up to provide guidance and director of overall activities of the bank.

### Board of Directors

The Bank's Board comprises of 6 members including the Managing Director & CEO. Ms. Sadia Rayen Ahmed is the present Chairman of the Bank. Mr. Abedur Rashid Khan is a nominated director of Horizon Associates Limited and Ms. Tang Yuen Ha, Ada is a nominated director of Ecotrim Hong Kong Limited. The Board is involved in policy formulations, strategic direction setting, business plan approval, approval of financial position and results and review of various activities and also providing necessary directions to the management for conducting businesses in a competitive and profitable manner by managing risks and complying with the regulatory requirements. The Board has three sub committees, Executive Committee, Audit Committee and Risk Management Committee.

### Executive Committee (EC)

The Executive Committee of the Board has 2 members and is headed by Mr. Abedur Rashid Khan as Chairman. The Executive Committee reviews all the credit proposals beyond the delegation of management and approve loans, other than large loans (10% or above of regularly capital). Large loans are recommended by the EC for approval by the Board. It is also responsible for administration, investment aspect, expansion of business etc. The Board ratifies the decision of all Executive Committee meetings and assesses the operational results.

### Audit Committee

The Audit Committee of the Board was duly constituted by the Bank comprising of 3 members of the Board of Directors. The Committee is headed by Mr. Ekramul Haq, FCA, independent director as Chairman as per the revised corporate governance guidelines issued by the Bangladesh Securities and Exchange Commission (BSEC). The Committee meets to review and monitor regulatory compliance, financial reporting, internal control & internal audit functions, and other operational activities.

### Risk Management Committee

In compliance with the regulatory norms, a Committee named as "Risk Management Committee of the Board" has been formed. The 2-member committee is chaired by Mr. Abedur Rashid Khan. The Terms of Reference (ToR) of the Committee is determined as per the guidelines/ circulars of Bangladesh Bank issued and in-force from time to time.

The Committee mainly reviews and discusses the observations and findings on Monthly Risk Management Report (MRMR) along with other relevant risk parameters related with credit portfolio, liquidity, market and operational risk management submitted through the Risk Management Division of the Bank on quarterly rest. The Committee also reviews the risk appetite capacity of the Bank commensurate with its capital base, stress test results and implementation of Bank's ICAAP etc. The decisions/resolutions of the Committee were submitted to Bangladesh Bank for regulatory compliance. The resolutions were also disseminated to all concerned of the Bank for ensuring compliance and implementation.



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Dutch-Bangla Bank PLC  
Head Office, Dhaka



Abul Kashem Md. Shirin  
Managing Director & CEO  
Dutch-Bangla Bank PLC.



**Board of Directors**

Sl.	Name of Directors	Status with the Bank
1.	Ms. Sadia Rayen Ahmed	Chairman
2.	Mr. Abedur Rashid Khan	Nominee Director
3.	Ms. Tang Yuen Ha, Ada	Nominee Director
4.	Mr. Ekramul Haq, FCA	Independent Director
5.	Mr. Mohammed Salim, FCMA, CPFA	Independent Director
6.	Mr. Abul Kashem Md. Shirin	Managing Director & CEO Director (Ex-officio)

**Executive Committee**

Sl.	Name	Status with the Committee
1	Mr. Abedur Rashid Khan	Chairman
2	Mr. Abul Kashem Md. Shirin	Member

**Audit Committee**

Sl.	Name	Status with the Committee
1	Mr. Ekramul Haq, FCA	Chairman
2	Mr. Mohammed Salim, FCMA, CPFA	Member
3	Ms. Tang Yuen Ha, Ada	Member

**Risk Management Committee**

Sl.	Name	Status with the Committee
1	Mr. Abedur Rashid Khan	Chairman
2	Mr. Ekramul Haq, FCA	Member

**Senior Management:**

The management of the Bank is headed by the Managing Director & CEO, Mr. Abul Kashem Md. Shirin. Mr. Shirin is leading the management as Managing Director & CEO since 1 November 2016. Before joining as the Managing Director & CEO, Mr. Shirin was the Deputy Managing Director of the same Bank for around 8 years. The Managing Director & CEO is supported by a group of experienced professionals comprising of the Deputy Managing Directors (DMDs)/ CXOs and functional divisional heads.



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Dutch-Bangla Bank PLC  
Head Office, Dhaka



Abul Kashem Md. Shirin  
Managing Director & CEO  
Dutch-Bangla Bank PLC



The top management team of the bank comprises the following members:

Sl.	Name	Designation
1.	Mr. Abul Kashem Md. Shirin	Managing Director & CEO
2.	Mr. Shahidur Rahman Khan	Deputy Managing Director & Chief Risk Officer
3.	Mr. Md. Abedur Rahman Sikder	Deputy Managing Director & Chief Operating Officer
4.	Mr. Md. Ahteshamul Haque Khan	Deputy Managing Director & Chief Corporate Business Officer
5.	Mr. Md. Shahadat Hossain	Deputy Managing Director
6.	Mr. Md. Shah Alam Patwary	Deputy Managing Director
7.	Mr. Mohammed Shahid Ullah	Deputy Managing Director & Chief Financial Officer
8.	Mr. Md. Abdullah Al Mamun	Deputy Managing Director & CAMLCO
9.	Mr. Uttam Kumar Saha	Deputy Managing Director & CFTO

### Management Committees

For smooth functioning of the Bank, management has formed several Committees. These include the following, among others:

- i. **Management Executive Committee (MEC)**  
 The Board of Directors of the Bank in 2015 approved a Committee named as "Management Executive Committee (MEC)" comprising of top management of the Bank under some specific Terms of Reference (ToR). The Managing Director & CEO is the Chairman and all DMDs are the members of the Committee. The committee discusses and reviews operational issues including HR related issues, budget achievement and expenditure control measure, and development of business of the bank.
- ii. **Management Committee (MANCOM)** comprises of nine (9) senior members of the management and is headed by the Managing Director & CEO. The committee meets to oversee the business strategy and performance of the Bank.
- iii. **Credit Committee:** The Board of Directors of the Bank in its 231<sup>st</sup> held on 26 January 2021 reconstructed Credit Committee headed by Managing Director & CEO. Bank's Credit Committee review the credit proposals in compliance with the regulatory stipulations and Compliance was made with the BB observations on credit risk management including yearly review of Bank's Credit Policy highlighting the succession plan, business delegation power, maximum industry cap, key responsibilities etc.
- iv. **Executive Risk Management Committee (ERMC)** in compliance with the Bangladesh Bank's instruction DBBL established a separate Risk Management Division (RMD) for strengthening the overall risk management system of the Bank. ERMC among others actively managed the credit risk, liquidity risk, operational risk, capital management functions, and made evaluation of stress test results. The activities, observations and recommendations of ERMC were regularly reported to the Board RMC of the Bank for review and to Bangladesh Bank for regulatory compliance.



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- v. **Asset Liability Committee (ALCO)** comprising of 16 members is headed by the Managing Director & CEO. The committee meets to monitor market risk, interest rate risk and liquidity risks of the Bank. It discusses latest position of deposits, cost of deposits, L/D ratio, interbank dependency, mobilization of wholesale funds, interest rate of peer banks etc.

The Bank has some other committees for smooth functioning of its business and affairs, such as: Credit Committee, Purchase Committee and ALCO Sub-committee. Besides, in compliance with Bangladesh Bank instruction, the Bank has also formed Basel Committee, Supervisory Review Process (SRP) Team and Sustainable Finance Unit etc. under separate terms of reference.

#### D. DESCRIPTION OF ENCUMBERED AND UNENCUMBERED ASSETS WITH VALUE THEREOF

Dutch-Bangla Bank PLC. did not hold any encumbered assets/ securities as on 30 September 2024.

The value of the assets of Dutch-Bangla Bank PLC. (including Off-Shore Banking Operations) comprises of Cash, Loans and Advances/Investments, Fixed Assets including premises, furniture and fixtures, etc. and as of 30 September 2024 was **BDT 647,259,486,834** and the total value of these assets is unencumbered.

Particulars in BDT	30-Sep-24
<b>Cash</b>	<b>53,817,251,042</b>
In hand (including foreign currencies)	24,054,650,574
Balance with Bangladesh Bank and its agent bank (s) (including foreign currencies)	29,762,600,468
<b>Balance with other banks and financial institutions</b>	<b>10,758,911,880</b>
In Bangladesh	8,192,810,597
Outside Bangladesh	2,566,101,283
<b>Money at call and short notice</b>	<b>-</b>
<b>Investments</b>	<b>129,529,355,939</b>
Government	112,153,072,505
Others	17,376,283,434
<b>Loans and advances</b>	<b>413,725,422,398</b>
Loans, cash credits, overdrafts, etc.	387,191,759,360
Bills purchased and discounted	26,533,663,038
<b>Fixed assets including land, building, furniture and fixtures</b>	<b>12,699,666,659</b>
<b>Other assets</b>	<b>26,728,878,916</b>
<b>Non-banking assets</b>	<b>-</b>
<b>TOTAL ASSETS</b>	<b>647,259,486,834</b>



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## E. PROFILE OF BOARD OF DIRECTORS/ OWNERS OF THE ISSUER

### i) Ms. Sadia Rayen Ahmed, Director & Chairman

Ms. Sadia Rayen Ahmed is a Director to the Board of Dutch-Bangla Bank PLC. She completed her Honors Double – Major in Political Science & English from University of Toronto, St. George Canada. She is a businesswoman and currently holding the positions of Director of Kader Compact Spinning Limited. She is also holding the position of Deputy Managing Director of (i) MSA Spinning Ltd.; (ii) MSA Textiles Ltd.; (iii) Kader Synthetic Fibres Ltd.; (iv) AA Synthetic Fibres Ltd.; (v) AA Power Generation Co. Ltd.; (vi) AA Yarn Mills Ltd.; (vii) AA Coarse spun Ltd.; (viii) AA Knitspin Ltd.; (ix) AA Ringspin Ltd.; and (x) AA Rotor Spinning Mills Ltd.

### (ii) Mr. Abedur Rashid Khan, Nominated Director of Horizon Associates Limited

Mr. Abedur Rashid Khan is a respected businessman in Bangladesh. He is a nominated director of Horizon Associates Limited. Experience: He is a businessman having 33 years of experience specially in Export - Import trading. He is Proprietor of Avanti International and Chairman of Nextgen Trading Ltd.

### (iii) Ms. Tang Yuen Ha, Ada, Nominated Director of Ecotrim Hong Kong Limited

Ms. Tang Yuen Ha, Ada, is a nominee Director to the Board of Dutch-Bangla Bank PLC. of Ecotrim Hong Kong Limited. She is a University Graduate. She has 28 years of business experience. Currently she is the Managing Director of Etasia (BD) Limited.

### (iv) Mr. Ekramul Haq, FCA, Independent Director

Mr. Ekramul Haq is an Independent Director to the Board of Dutch-Bangla Bank PLC. He is Fellow Member of the Institute of Chartered Accountants of Bangladesh. He is a Chartered Accountant and currently, he is a Senior Partner at Rahman Mustafiz Haq & Co., Chartered Accountants since 2003 - till to date. Altogether, 50 years experience of Audit and Accountancy profession in different capacities of various organizations.

### (v) Mr. Mohammed Salim, FCMA, CPFA, Independent Director

Mr. Mohammed Salim is a Qualified Cost and Management Accountant having long 35 (thirty five) years professional experiences in different organizations. He did his i) Master of Commerce (M.Com), University of Dhaka, ii) Master of Business Administration (MBA), University of HULL, UK, and iii) Diploma in Management Studies (DMS), University of HULL, UK.


Presently he is working as a Senior Financial Management Consultant, Digitizing Implementation Monitoring and Public Procurement Project (DIMAPPP), IDA financed, Central Procurement Technical Unit (CPTU), IMED, Ministry of Planning, Government of Bangladesh. He is a fellow member of the Institute of Cost and Management Accountants of Bangladesh (FCMA), member of Institute of Public Accountant (MIPA), Australia, Member of Certified Management Accountant (CMA), USA and Certified Public Finance Accountant (CPFA) from the Chartered Institute of Public Finance Accountants, UK.



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Managing Director & CEO  
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**(vii) Mr. Abul Kashem Md. Shirin, Ex-officio Director (Managing Director & CEO)**

A visionary banker and a dynamic leader who has successfully introduced IT based banking in Bangladesh. He did his Master of Engineering from BUET, Dhaka and Master of Engineering from Asian Institute of Technology, Bangkok, Thailand. He has 37 years of banking experience.

**F. BRIEF DESCRIPTION OF ASSETS AND LIABILITIES**

**Assets (as of 30 September 2024)**

**Cash, Bank Balances, Money at Call on Short Notice and Investments**

Items	Total Asset	% of Total Asset
Cash	53,817,251,042	8.31%
Balance with other banks and financial institutions	10,758,911,880	1.66%
Money at call on short notice	-	0.00%
Investments	129,529,355,939	20.01%
Loans and advances	413,725,422,398	63.92%
Fixed assets including land, building, furniture and fixtures	12,699,666,659	1.96%
Other assets	26,728,878,916	4.13%
Non-banking Assets	-	0.00%
<b>Total Assets</b>	<b>647,259,486,834</b>	<b>100.00%</b>

**Loans and Advances**

Item	Amount in BDT
<b>Loans and advances</b>	<b>387,191,759,360</b>
In Bangladesh	
Loans	311,181,715,086
Cash credit	42,549,764,977
Overdraft	32,745,698,499
Outside Bangladesh	-
<b>Bills purchased and discounted</b>	<b>26,533,663,038</b>
Payable in Bangladesh	6,070,235,696
Payable outside Bangladesh	21,178,008,140
<b>Total Loans and Advances</b>	<b>413,725,422,398</b>



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**Fixed Assets**

Item	Amount in BDT
Land	748,360,000
Building	422,393,227
Interior decoration	2,575,008,337
Furniture and fixtures	632,514,947
Other machinery and equipment	3,279,288,404
Computer equipment	7,452,724,949
Computer software	984,470,758
Motor vehicles	62,861,981
ATM Booth	1,546,724,767
ATM and Fast Track (ATM & Deposit Machine)	7,443,655,255
Right of use of asset- IFRS 16: lease	5,327,854,977
Books	194,591
<b>Total Cost</b>	<b>30,476,052,193</b>
Less: Accumulated depreciation	17,776,385,653
<b>Fixed Assets under Main Operation</b>	<b>12,699,666,540</b>
OBU Fixed Assets at Cost	148,419
Less: Accumulated depreciation	148,300
<b>Fixed Assets under OBU</b>	<b>119</b>
<b>Total Fixed Assets</b>	<b>12,699,666,659</b>

**Other Assets**

Items	Amount in BDT
<b>Income generating other assets</b>	-
<b>Non-income generating other assets</b>	<b>26,868,613,675</b>
Stationery, stamps, printing materials in stock	515,175,374
Advance rent and advertisement	532,529,310
Interest accrued on investment but not collected, commission and brokerage receivable on shares and debentures and other income receivable	2,329,457,415
Security deposits	28,023,100
Preliminary, formation and organization expenses, renovation/development expenses and prepaid expenses	1,095,878,172
Branch adjustment (net)	-
Suspense account	(324,396)
Silver	-
Others	22,367,874,700
<b>Off-shore Banking Unit</b>	<b>321,081</b>
<b>Less: Inter Bank transactions</b>	<b>(140,055,840)</b>
<b>Total Other Assets</b>	<b>26,728,878,916</b>



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## Liabilities (as of 30 September 2024)

### Borrowings from other banks, financial institutions and agents

Items	Amount in BDT
<b>Borrowings from other banks, financial institutions and agents</b>	
<b>(a) In Bangladesh</b>	<b>8,558,888,000</b>
<b>Secured</b>	<b>8,558,888,000</b>
<b>Refinance from Bangladesh Bank</b>	<b>8,558,888,000</b>
Housing	-
Financial Stimulus Fund	-
Low Income Group	12,168,750
Export Development Fund (EDF)	5,137,760,841
Small and Medium Enterprise (SME)	2,814,178,333
Financial Sector Support Project (FSSP)	594,780,076
<b>Unsecured</b>	<b>-</b>
From Other Bank	-
From Off-shore Banking Unit, Dutch-Bangla Bank PLC.	-
<b>(b) Outside Bangladesh</b>	<b>-</b>
<b>(c) Off-shore Banking Unit</b>	<b>18,473,138,580</b>
<b>(d) Less: Inter Bank transactions</b>	<b>(6,513,248,762)</b>
<b>Total (a+b+c+d)</b>	<b>20,518,777,818</b>

### Deposits and Other Accounts

Items	Amount in BDT
Current deposits and other accounts	195,053,127,844
Bills payable	5,298,607,778
Savings bank deposits	236,495,556,125
Term deposits	82,711,396,015
<b>Total</b>	<b>519,558,687,762</b>

### Subordinated Debt

Items	Amount in BDT
DBBL 1 <sup>st</sup> Subordinated Debt	-
DBBL 2 <sup>nd</sup> Subordinated Debt	2,000,000,000
DBBL 3 <sup>rd</sup> Subordinated Debt	4,000,000,000
DBBL 4 <sup>th</sup> Subordinated Debt	5,000,000,000
<b>Total</b>	<b>11,000,000,000</b>



Mohammed Mesbahul Alam  
 Company Secretary  
 Dutch-Bangla Bank PLC.



Mohammed Shahid Ullah FCA  
 Deputy Managing Director & CFO  
 Dutch-Bangla Bank PLC  
 Head Office, Dhaka.



Abui Kashem Md. Shi'in  
 Managing Director & CEO  
 Dutch-Bangla Bank PLC.



Nasimul Baten  
 Managing Director & CEO  
 DBH Finance PLC.

**Other Liabilities**

Items	Amount in BDT
Unclaimed dividend	36,021,177
Provision for expenses	1,775,120,722
Contribution to Dutch-Bangla Bank PLC. Employees' Superannuation Fund	110,000,000
Contribution to Dutch-Bangla Bank PLC. Employees' Gratuity Fund	210,000,000
Net defined Benefit obligation- Employee's gratuity Fund	-
Provision for interest on credit lines, refinance scheme and subordinated debt	410,752,698
Branch adjustment (net)	1,253,097,349
Provision for classified assets	1,361,141,430
Provision for taxation	9,220,499,484
Accumulated provision for loans and advances including off-balance sheet exposures	19,919,531,688
Cumulative balance of interest suspense account	7,951,348,883
Start-up Fund	247,389,113
Risk Fund for fixed assets	73,903,297
Lease liability- IFRS-16	3,533,274,234
CSR Fund	10,880,114
Others	470,336,903
Off-shore Banking Unit	<b>573,405,057</b>
Less: Inter Bank transactions	(140,055,840)
<b>Total</b>	<b>47,016,646,310</b>

**G. DESCRIPTION OF PREVIOUSLY ISSUED DEBT OR SECURITIES**
**I) Previously Issued Debt Instruments**

Dutch-Bangla Bank PLC. has made four issuances of unsecured non-convertible subordinated bonds to the local market under Private Placement to enhance the Bank's capital base (Tier 2 Capital) in line with the Basel III framework. The bonds were issued in compliance with the applicable Bangladesh Securities and Exchange Commission issuance rules and other applicable rules & regulations issued by Bangladesh Bank for issuance of Subordinated Bonds. Detail of the issuance is provided below:

Issue Date	Amount Issued in BDT	Amount Repaid in BDT as on 30 Sep 2024	Outstanding in BDT as on 30 Sep 2024
13 Jun 2017	5,000,000,000	5,000,000,000	-
27 Dec 2018	5,000,000,000	3,000,000,000	2,000,000,000
10 Dec 2020	5,000,000,000	1,000,000,000	4,000,000,000
28 Dec 2023	5,000,000,000	Not Applicable	5,000,000,000
<b>Total</b>	<b>20,000,000,000</b>	<b>9,000,000,000</b>	<b>11,000,000,000</b>



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Abul Kashem Md. Shirin  
 Managing Director & CEO  
 Dutch-Bangla Bank PLC.



Nasimul Baten  
 Managing Director & CEO  
 DBH Page 68 of 92



**II) Previously Issued Equity Securities**

Year	Particulars	BDT
Before IPO Upto 2000	Sponsors' Ordinary Capital @ BDT 100/share	180,000,000
2001	Initial Public Offering @ BDT 150/share (including Taka 50 premium per share)	22,135,000
2007	Bonus Shares @ 3.94719/share for each share of BDT 100	797,865,000
2008	Bonus Shares @ 0.50/share for each share of BDT 100	500,000,000
2009	Bonus Shares @ 0.333/share for each share of BDT 100	500,000,000
2018	Bonus Shares @ 1.50/share for each share of BDT 10	3,000,000,000
2019	Bonus Shares @ 0.1/share for each share of BDT 10	500,000,000
2020	Bonus Shares @ 0.15/share for each share of BDT 10	825,000,00
2021	Bonus Shares @ 0.1/share for each share of BDT 10	632,500,000
2022	Bonus Shares @ 0.075/share for each share of BDT 10	521,812,500
2023	Bonus Shares @ 0.175/share for each share of BDT 10	1,308,879,680
<b>Total</b>		<b>878,819,218</b>



Mohammed Mesbahul Alam  
 Company Secretary  
 Dutch-Bangla Bank PLC



Mohammed Shahid Ullah FCA  
 Deputy Managing Director & CFO  
 Dutch-Bangla Bank PLC  
 Head Office, Dhaka.



Abul Kashem Md. Shihin  
 Managing Director & CEO  
 Dutch-Bangla Bank PLC.



Nasimul Baten  
 Managing Director & CEO  
 DBH Finance PLC.

# 14. AUDITED FINANCIAL STATEMENTS AS OF 30 SEPTEMBER 2024 OF THE ISSUER, DUTCH-BANGLA BANK PLC.

## a. Balance Sheet (as of 30 September 2024)

**Dutch-Bangla Bank PLC**  
**Balance Sheet**  
 As at 30 September 2024

PROPERTY AND ASSETS	Notes	30-Sep-24 Taka	31-Dec-23 Taka	30-Sep-23 Taka
<b>Cash</b>				
In hand (including foreign currencies)	4	24,054,650,574	23,338,037,183	21,702,746,813
Balance with Bangladesh Bank and its agent bank (s) (including foreign currencies)	5	29,762,600,468	25,296,736,845	32,128,674,322
		53,817,251,042	48,634,774,028	53,831,421,135
<b>Balance with other banks and financial institutions</b>	6			
In Bangladesh		8,192,810,596	8,733,999,533	5,927,810,520
Outside Bangladesh		2,566,101,282	1,954,334,237	921,760,196
		10,758,911,878	10,708,333,770	6,849,570,716
<b>Money at call on short notice</b>	7	-	-	-
<b>Investments</b>	8			
Government		112,153,072,506	75,503,736,598	75,296,557,729
Others		17,376,283,434	13,701,283,434	12,181,283,434
		129,529,355,940	89,205,020,032	87,477,841,163
<b>Loans and advances</b>	9			
Loans, cash credits, overdrafts, etc.		387,191,759,361	387,232,701,604	370,285,751,639
Bills purchased and discounted		26,533,663,037	24,840,272,278	23,026,332,005
		413,725,422,398	412,072,973,882	393,312,083,644
<b>Fixed assets including land, building, furniture and fixtures</b>	10	12,699,666,659	10,803,033,345	10,280,671,341
<b>Other assets</b>	11	26,728,878,917	22,458,988,043	30,768,637,480
<b>Non-banking assets</b>		-	-	-
<b>TOTAL ASSETS</b>		<b>647,259,486,834</b>	<b>593,883,123,100</b>	<b>582,520,225,479</b>
<b>LIABILITIES AND CAPITAL</b>				
<b>Liabilities</b>				
Borrowings from other banks, financial institutions and agents	12	20,518,777,819	23,233,692,948	20,946,965,087
<b>Deposits and other accounts</b>	13			
Current deposits and other accounts		195,053,127,844	135,326,748,597	135,890,795,299
Bills payable		5,298,607,778	4,603,004,138	5,505,766,957
Savings bank deposits		216,495,556,124	222,693,834,395	220,045,328,721
Term deposits		82,711,396,015	109,966,480,475	103,864,866,463
		519,558,687,762	472,590,067,605	465,306,757,440
<b>Other liabilities</b>	14	47,016,646,310	37,886,597,996	42,851,571,244
Subordinated debt	15	11,000,000,000	12,000,000,000	9,000,000,000
<b>TOTAL LIABILITIES</b>		<b>598,094,111,890</b>	<b>545,710,358,549</b>	<b>538,105,293,771</b>
<b>Shareholders' equity</b>				
Paid up share capital	16.2	8,788,192,180	7,479,312,500	7,479,312,500
Share premium	17	11,067,500	11,067,500	11,067,500
Statutory reserve	18	9,193,048,174	9,193,048,174	9,193,048,174
Other reserve	19	-	-	-
Dividend equalization account	20	1,766,827,195	1,766,827,195	1,766,827,195
Assets revaluation reserve	21	850,413,777	850,413,777	850,413,777
Revaluation reserve of HTM securities	22	83,636,613	155,020,556	211,747,997
Proposed dividend		-	-	-
Retained earnings	24	28,472,189,505	28,717,074,849	24,992,514,565
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>49,165,374,944</b>	<b>48,172,764,551</b>	<b>44,414,931,708</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>647,259,486,834</b>	<b>593,883,123,100</b>	<b>582,520,225,479</b>



*Nasimul Baten*  
**Nasimul Baten**  
 Managing Director & CEO  
 DBH Finance PLC.

*Mohammed Mesbahul Alam*  
**Mohammed Mesbahul Alam**  
 Company Secretary  
 Dutch-Bangla Bank PLC.

*Mohammed Shahid Ullah*  
**Mohammed Shahid Ullah FCA**  
 Deputy Managing Director & CFO  
 Dutch-Bangla Bank PLC.  
 Head Office, Dhaka.

*Abul Kashem Md. Shirin*  
**Abul Kashem Md. Shirin**  
 Managing Director & CEO  
 Dutch-Bangla Bank PLC.



Notes	30-Sep-24 Taka	31-Dec-23 Taka	30-Sep-23 Taka
<b>OFF-BALANCE SHEET ITEMS</b>			
<b>Contingent liabilities</b>	23		
Acceptances and endorsements	35,495,012,873	41,710,200,564	49,290,211,637
Letters of guarantee	5,743,641,948	6,402,525,024	6,263,825,831
Irrevocable letters of credit	44,110,956,149	29,491,514,347	39,023,396,380
Bills for collection	-	-	-
Forward contract & others contingent liabilities	31,785,025,776	17,591,625,187	31,756,389,310
<b>Total contingent liabilities</b>	<b>117,134,636,746</b>	<b>95,195,865,122</b>	<b>126,333,823,158</b>
<b>Other commitments</b>			
Documentary credits and short term trade-related transactions	-	-	-
Forward assets purchased and forward deposits placed	-	-	-
Undrawn note issuance and revolving underwriting facilities	-	-	-
Undrawn formal standby facilities, credit lines and other commitments	-	-	-
<b>Total other commitments</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total off-balance sheet items including contingent liabilities</b>	<b>117,134,636,746</b>	<b>95,195,865,122</b>	<b>126,333,823,158</b>
<b>Net Asset Value (NAV) Per Share</b>	<b>55.94</b>	<b>54.82</b>	<b>50.54</b>

The annexed notes 1 to 49 form an integral part of these financial statements.  
Signed as per annexed report on even date

  
Managing Director & CEO

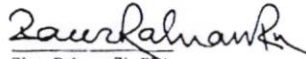
  
Chief Financial Officer

  
Company Secretary

  
Director

  
Director

  
Director

  
Ziaur Rahman Zia FCA  
Partner  
A. Qasem & Co., Chartered Accountants  
Enrolment No.: 1259  
FRC Enlistment No: CAF-001-129  
DVC  
Dhaka, 09 December 2024

5



  
Nasimul Baten  
Managing Director & CEO  
DBH Finance PLC.

  
Mohammed Shahid Ullah FCA  
Deputy Managing Director & CFO  
Dutch-Bangla Bank PLC.  
Head Office, Dhaka.

  
Abul Kashem Md. Shirin  
Managing Director & CEO  
Dutch-Bangla Bank PLC

  
Mohammed Mesbahul Alam  
Company Secretary  
Dutch-Bangla Bank PLC

**b. Profit & Loss Account (for the year ended as on 30 September 2024)**

**Dutch-Bangla Bank PLC**  
**Profit and Loss Account**  
For the period from 01 January 2024 to 30 September 2024

Notes	For the period ended 30 September (from January to September)		For the 3rd quarter ended 30 September (from July to September)		
	2024	2023	2024	2023	
	Taka	Taka	Taka	Taka	
Interest income	29,573,221,542	21,227,315,280	11,065,267,916	7,825,589,594	
Interest paid on deposits and borrowings etc	8,844,101,061	6,145,107,321	3,187,643,238	2,218,665,316	
<b>Net interest income</b>	<b>20,729,120,481</b>	<b>15,082,207,959</b>	<b>7,877,624,678</b>	<b>5,606,924,278</b>	
Investment income	6,622,798,265	5,378,914,051	2,497,286,005	1,642,649,345	
Commission, exchange and brokerage	738,899,824	1,520,201,641	464,076,091	423,540,045	
Other operating income	4,100,706,413	2,994,528,306	1,251,026,012	928,545,578	
<b>Total operating income</b>	<b>32,191,524,982</b>	<b>24,975,851,957</b>	<b>12,090,912,785</b>	<b>8,601,659,246</b>	
Salary and allowances	6,389,041,273	5,174,356,817	2,411,755,704	1,738,039,095	
Rent, taxes, insurance, electricity, etc	1,815,676,005	1,790,342,428	603,230,977	601,078,875	
Legal expenses	1,800,048	2,416,188	499,994	806,719	
Postage, stamp, telecommunications, etc	307,660,527	307,265,224	99,787,194	103,294,838	
Stationery, printings, advertisements, etc	1,097,815,155	119,856,238	354,786,513	98,635,091	
Managing Director & CEO's salary and allowances	18,095,000	17,400,000	5,005,000	4,800,000	
Directors' fees	1,229,675	233,414	663,595	90,559	
Auditors' fees	415,000	315,000	157,500	57,500	
Charges on loan losses	-	-	-	-	
Depreciation and repair of bank's assets	2,684,231,014	2,457,583,735	913,459,159	865,575,337	
Other expenses	6,690,781,457	5,985,458,862	2,283,968,741	1,990,489,082	
<b>Total operating expenses</b>	<b>19,008,595,153</b>	<b>16,055,223,905</b>	<b>6,870,314,377</b>	<b>5,411,867,996</b>	
<b>Profit before provision</b>	<b>13,182,929,829</b>	<b>8,920,628,052</b>	<b>5,420,598,408</b>	<b>3,189,791,250</b>	
Provision for loans and off-balance sheet exposures					
Specific provision for loans	14.1.4.1 A	9,323,152,862	3,652,947,666	4,932,204,999	1,745,387,222
General provision for loans	14.1.4.1 B iv	(188,894,040)	114,551,210	(38,968,632)	(155,363,637)
Special general provision-Covid 19 for loans	14.1.3 B	(427,353,338)	(539,092,899)	(270,265,549)	(249,750,000)
General provision for off-balance sheet exposures	14.1.4.1 B iii	269,506,252	(95,482,187)	104,818,834	(47,795,098)
		8,976,411,736	3,132,923,790	4,727,789,652	1,292,478,487
Other provision	14.1.2.1	415,000,000	(100,000,000)	(355,000,000)	-
<b>Total provision</b>		<b>9,391,411,736</b>	<b>3,032,923,790</b>	<b>4,372,789,652</b>	<b>1,292,478,487</b>
<b>Profit before taxes</b>		<b>3,791,518,093</b>	<b>5,887,704,262</b>	<b>1,047,808,756</b>	<b>1,897,312,763</b>
Provision for taxation					
Current tax	14.1.3	2,760,767,349	2,949,832,399	1,707,180,444	1,190,158,522
Deferred tax	11.2.2	(1,348,123,279)	(1,199,450,041)	(995,038,133)	(1,026,690,879)
		1,412,644,070	1,750,382,358	712,142,311	163,467,643
<b>Net profit after taxation</b>		<b>2,378,874,023</b>	<b>4,137,321,904</b>	<b>335,666,445</b>	<b>1,733,845,120</b>
Appropriations					
Statutory reserve	18	-	-	-	-
<b>Retained surplus to retained earnings</b>		<b>2,378,874,023</b>	<b>4,137,321,904</b>	<b>335,666,445</b>	<b>1,733,845,120</b>
<b>Earnings per share (EPS)</b>	24.2	<b>2.70</b>	<b>4.71</b>	<b>0.38</b>	<b>1.97</b>

The annexed notes 1 to 49 form an integral part of these financial statements.  
Signed as per annexed report on even date

  
Managing Director & CEO

  
Chief Financial Officer

  
Company Secretary

  
Director

  
Director

  
Director

  
Ziaur Rahman Zia FCA

Partner  
A. Qasem & Co., Chartered Accountants  
Enrolment No. 1259  
FRC Enlistment No. CAF-001-129  
DVC:  
Dhaka, 09 December 2024

  
Nasimul Baten  
Managing Director & CEO  
DBH Finance PLC.

  
Mohammed Mesbahul Alam  
Company Secretary  
Dutch-Bangla Bank PLC.

  
Mohammed Shahid Ullah FCA  
Deputy Managing Director & CFO  
Dutch-Bangla Bank PLC  
Head Office, Dhaka.

  
Abul Kashem Md. Shirin  
Managing Director & CEO  
Dutch-Bangla Bank PLC.



**C. Cash Flow Statement (for the year ended as on 30 September 2024)**

**Dutch-Bangla Bank PLC**  
**Cash Flow Statement**  
For the period from 01 January 2024 to 30 September 2024

	Notes	30-Sep-24 Taka	30-Sep-23 Taka
<b>A) Cash flows from operating activities</b>			
Interest receipts in cash		34,393,256,531	24,166,930,404
Interest payments		(7,470,943,958)	(5,229,162,457)
Dividend receipts in cash		282,027,706	5,711,803
Gain on sale of shares		-	-
Gain on sale of securities		172,670,916	579,451,298
Recoveries of loan previously written-off		1,119,378	846,412
Fee and commission receipts in cash		630,936,301	694,979,624
Cash payments to employees		(6,564,744,738)	(5,280,789,557)
Cash payments to suppliers		(5,180,976,450)	(3,370,809,262)
Income taxes paid		(3,975,605,717)	(3,916,379,624)
Receipts from other operating activities	43	4,195,730,872	3,819,230,354
Payments for other operating activities	44	(4,612,843,921)	(5,408,789,232)
<i>Operating profit before changes in operating assets and liabilities</i>		<u>11,870,626,920</u>	<u>6,061,219,763</u>
<b>Increase/(decrease) in operating assets and liabilities</b>			
Statutory deposits		-	-
Purchase /sale of trading securities		(31,265,400,005)	10,088,208,182
Loans and advances to other banks		-	-
Loans and advances to customers		(4,487,311,667)	(27,844,732,043)
Other assets	45	1,596,402,738	(4,051,167,359)
Deposits from other banks		48,462,380	(3,895,873)
Deposits from customers		45,781,365,769	26,478,240,880
Other liabilities account of customers		(4,666,347,234)	(8,387,395,478)
Other liabilities	47.1	1,302,875,141	536,788,710
<i>Net cash from operating activities</i>		<u>20,180,674,041</u>	<u>2,877,266,782</u>
<b>B) Cash flows from investing activities</b>			
Payments for purchase of securities		(148,420,487,128)	(306,881,447,966)
Proceeds from sale of securities		139,362,879,837	310,989,251,322
Purchase of property, plant and equipment		(3,626,007,198)	(2,458,080,511)
Sale proceeds of property, plant and equipment		12,978,850	1,285,281
<i>Net cash used in investing activities</i>		<u>(12,670,635,640)</u>	<u>1,651,008,126</u>
<b>C) Cash flows from financing activities</b>			
Receipts from issue of loan capital and debt securities		-	-
Payment for redemption of loan capital and debt securities		(1,000,000,000)	(1,000,000,000)
Dividends paid		(1,275,654,678)	(1,216,249,325)
<i>Net cash from financing activities</i>		<u>(2,275,654,678)</u>	<u>(2,216,249,325)</u>
<b>D) Net increase / (decrease) in cash (A+B+C)</b>			
		5,234,383,723	2,312,025,583
<b>E) Cash and cash-equivalents at beginning of the period</b>			
		59,349,863,798	58,376,325,968
<b>F) Cash and cash-equivalents at end of the period (D+E)</b>			
	48	<u>64,584,247,522</u>	<u>60,688,351,551</u>
<b>Net Operating Cash Flow Per Share (NOCFPS)</b>			
	24.4	<u>22.96</u>	<u>3.27</u>

  
Managing Director & CEO

  
Chief Financial Officer

  
Company Secretary

  
Director

  
Director

  
Director

  
Ziaur Rahman Zia FCA

Partner  
A. Qasem & Co., Chartered Accountants  
Enrolment No. 1259  
FRC Enlistment No. CAF-001-129  
DVC  
Dhaka, 09 December 2024



  
Nasimul Baten  
Managing Director & CEO  
DBH Finance PLC.

07

For the detailed Audited Financials as of 30 September 2024, please see Annexure 1.

  
Mohammed Mesbahul Alam  
Company Secretary  
Dutch-Bangla Bank PLC.

  
Mohammed Shahid Ullah FCA  
Deputy Managing Director & CFO  
Dutch-Bangla Bank PLC  
Head Office, Dhaka.

  
Abul Kashem Md. Shirin  
Managing Director & CEO  
Dutch-Bangla Bank PLC.

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## **15. COMPARATIVE FINANCIAL STATEMENTS FOR LAST THREE YEARS**

### **STATUS OF THE BANK**

Dutch-Bangla Bank PLC. (the "Bank") is a scheduled commercial bank set up as a joint venture between Bangladesh and The Netherlands. Incorporated as a public limited company under the Companies Act 1994, the Bank obtained license from Bangladesh Bank on 23 July 1995 and started its banking business with one branch on 3 June 1996. The number of branches were 241 and sub-branches were 289 as at 30 September 2024 all over Bangladesh. The Bank is listed with Dhaka Stock Exchange and Chittagong Stock Exchange as a publicly quoted company.

### **NATURE OF BUSINESS**

#### **Main operation**

The principal activities of the Bank are to carry on all kinds of commercial banking business in Bangladesh.

#### **Mobile Banking Services**

The Bank obtained the permission for conducting the Mobile Banking Services from Bangladesh Bank on 28 April 2010 and started operation of Mobile Banking Services on 31 March 2011.

The principal activities of the Mobile Banking Services are to provide banking services to Mobile Banking customers through Mobile Phone and multiple delivery channels within the applicable rules & regulations and guidelines of Bangladesh Bank.

Mobile Banking Services are part of Main Operation of the Bank.

#### **Agent Banking Services**

The Bank obtained the permission for conducting the Agent Banking services from Bangladesh Bank on 27 July 2014 and started operation of Agent Banking Services on 19 January 2015.

The principal activities of the Agent Banking Services are to provide banking services to the Bank customers through engagement of agents who conducts Banking Transaction on behalf of the Bank under a valid agency agreements rather than Bank's own Tellers/Cashiers to deliver the services within the applicable rules & regulations and guidelines of Bangladesh Bank.

Agent Banking Services are part of Main Operation of the Bank.

#### **Off-shore Banking Unit (OBU)**

The Off-shore Banking Unit (OBU) of the Bank is the separate business entity governed by the applicable rules & regulations and guidelines of Bangladesh Bank. The Bank obtained the permission for conducting the operations of OBU from Bangladesh Bank on 23 February 2010. The Bank started the operation of OBU on 12 July 2010. The number of OBUs were two as at 30 September 2024 located at Centralized Processing Centre (CPC), Head Office, Dhaka and Dhaka EPZ Branch, Dhaka.

The principal activities of the OBUs are to provide commercial banking services through its Units within the rules & regulations and guidelines of Bangladesh Bank applicable for the Off-shore Banking Units.



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**Abul Kashem Md. Shirin**  
Managing Director & CEO  
Dutch-Bangla Bank PLC.



**Nasimul Baten**  
Managing Director & CEO  
DBH Finance PLC.

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Comparative financials of Dutch-Bangla Bank PLC. is provided in the following pages.

**Balance Sheet: Dutch-Bangla Bank PLC.**

Particulars in BDT	30-Sep-24	31-Dec-23	31-Dec-22	31-Dec-21
<b>PROPERTY AND ASSETS</b>				
<b>Cash</b>	<b>53,817,251,042</b>	<b>48,634,774,028</b>	<b>48,180,791,953</b>	<b>35,716,753,858</b>
In hand (including foreign currencies)	24,054,650,574	23,338,037,183	26,488,896,328	17,853,114,090
Balance with Bangladesh Bank and its agent bank (s) (including foreign currencies)	29,762,600,468	25,296,736,845	21,691,895,625	17,863,639,768
<b>Balance with other banks and financial institutions</b>	<b>10,758,911,880</b>	<b>10,708,333,770</b>	<b>10,188,566,415</b>	<b>13,360,447,935</b>
In Bangladesh	8,192,810,597	8,753,999,533	6,823,427,791	12,404,257,887
Outside Bangladesh	2,566,101,283	1,954,334,237	3,365,138,624	956,190,048
<b>Money at call and short notice</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Investments</b>	<b>129,529,355,939</b>	<b>89,205,020,032</b>	<b>101,673,460,593</b>	<b>116,681,313,211</b>
Government	112,153,072,505	75,503,736,598	92,427,177,159	107,955,029,777
Others	17,376,283,434	13,701,283,434	9,246,283,434	8,726,283,434
<b>Loans and advances</b>	<b>413,725,422,398</b>	<b>412,072,973,882</b>	<b>364,000,842,669</b>	<b>319,448,071,754</b>
Loans, cash credits, overdrafts, etc.	387,191,759,360	387,232,701,604	344,867,385,158	299,879,503,769
Bills purchased and discounted	26,533,663,038	24,840,272,278	19,133,457,511	19,568,567,985
<b>Fixed assets including land, building, furniture and fixtures</b>	<b>12,699,666,659</b>	<b>10,803,033,345</b>	<b>9,413,196,077</b>	<b>7,806,988,757</b>
<b>Other assets</b>	<b>26,728,878,916</b>	<b>22,458,988,043</b>	<b>22,016,776,739</b>	<b>21,386,202,543</b>
<b>Non-banking assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL ASSETS</b>	<b>647,259,486,834</b>	<b>593,883,123,100</b>	<b>555,473,634,446</b>	<b>514,399,778,058</b>
<b>LIABILITIES AND CAPITAL</b>				
<b>Liabilities</b>				
<b>Borrowings from other banks, financial institutions and agents</b>	<b>20,518,777,818</b>	<b>23,233,692,948</b>	<b>28,283,480,657</b>	<b>28,974,520,236</b>
<b>Deposits and other accounts</b>	<b>519,558,687,762</b>	<b>472,590,067,605</b>	<b>438,131,315,688</b>	<b>401,500,345,420</b>
Current deposits and other accounts	195,053,127,844	135,326,748,597	124,906,569,030	104,093,219,774
Bills payable	5,298,607,778	4,603,004,138	5,995,156,148	4,219,947,608
Savings bank deposits	236,495,556,125	222,693,834,395	205,224,044,867	191,210,176,186
Term deposits	82,711,396,015	109,966,480,475	102,005,545,643	101,977,001,852
<b>Other liabilities</b>	<b>47,016,646,310</b>	<b>37,886,597,996</b>	<b>37,420,082,873</b>	<b>34,958,550,601</b>
<b>Subordinated debt</b>	<b>11,000,000,000</b>	<b>12,000,000,000</b>	<b>10,000,000,000</b>	<b>12,000,000,000</b>
<b>TOTAL LIABILITIES</b>	<b>598,094,111,890</b>	<b>545,710,358,549</b>	<b>513,834,879,218</b>	<b>477,433,416,257</b>
<b>Shareholders' equity</b>				
Paid up share capital	8,788,192,180	7,479,312,500	6,957,500,000	6,325,000,000
Share premium	11,067,500	11,067,500	11,067,500	11,067,500
Statutory reserve	9,193,048,174	9,193,048,174	9,193,048,174	9,193,048,174
Other reserve	-	-	-	-
Dividend equalization account	1,766,827,195	1,766,827,195	1,766,827,195	1,766,827,195
Assets revaluation reserve	850,413,777	850,413,777	850,413,777	850,413,777
Revaluation reserve of HTM securities	83,636,613	155,020,556	355,330,921	181,135,270
Retained earnings	28,472,189,505	28,717,074,849	22,504,567,661	18,638,869,885
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>49,165,374,944</b>	<b>48,172,764,551</b>	<b>41,638,755,228</b>	<b>36,966,361,801</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>647,259,486,834</b>	<b>593,883,123,100</b>	<b>555,473,634,446</b>	<b>514,399,778,058</b>



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 Managing Director & CEO  
 DBH Finance PLC.  
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**Profit and Loss Account: Dutch-Bangla Bank PLC.**

Particulars in BDT	30-Sep-24	31-Dec-23	31-Dec-22	31-Dec-21
Interest income	29,573,221,543	30,955,636,303	24,640,667,324	22,219,818,602
Interest paid on deposits and borrowings etc.	8,844,101,061	8,693,419,304	7,743,357,385	6,695,649,883
<b>Net interest income</b>	<b>20,729,120,482</b>	<b>22,262,216,999</b>	<b>16,897,309,939</b>	<b>15,524,168,719</b>
Investment income	6,622,798,265	7,425,178,037	7,329,985,743	7,351,325,461
Commission, exchange and brokerage	738,899,824	1,342,678,947	3,772,788,865	1,922,359,013
Other operating income	4,100,706,412	4,851,567,063	3,947,729,900	3,405,310,516
<b>Total operating income</b>	<b>32,191,524,983</b>	<b>35,881,641,046</b>	<b>31,947,814,447</b>	<b>28,203,163,709</b>
Salary and allowances	6,389,041,272	7,130,705,629	6,605,727,874	5,671,768,812
Rent, taxes, insurance, electricity, etc.	1,815,676,005	2,357,209,496	2,316,270,778	2,202,286,031
Legal expenses	3,800,048	3,326,724	3,248,845	3,172,955
Postage, stamp, telecommunications, etc.	307,600,527	409,210,953	371,786,198	416,664,564
Stationery, printings, advertisements, etc.	1,097,815,154	519,123,744	335,261,524	333,382,392
Managing Director & CEO's salary and allowances	18,005,000	22,200,000	17,900,000	16,430,000
Directors' fees	1,229,675	324,500	362,995	359,340
Auditors' fees	415,000	1,035,000	2,026,500	576,278
Depreciation and repair of bank's assets	2,684,231,015	3,252,184,804	3,144,845,533	2,845,560,122
Other expenses	6,690,781,457	7,650,278,369	6,787,581,785	5,105,713,295
<b>Total operating expenses</b>	<b>19,008,595,153</b>	<b>21,345,599,219</b>	<b>19,585,012,032</b>	<b>16,695,913,789</b>
<b>Profit before provision</b>	<b>13,182,929,830</b>	<b>14,536,041,827</b>	<b>12,362,802,415</b>	<b>11,607,249,920</b>
Specific provision for loans	9,323,152,862	3,415,954,952	2,446,048,573	1,456,840,074
General provision for loans	(188,894,040)	536,512,444	312,829,349	428,471,239
Special general provision- Covid 19 for loans	(427,353,338)	(433,918,617)	236,658,789	1,324,014,886
General provision for off-balance sheet exposures	269,506,252	(259,860,902)	(7,230,464)	265,208,844
<b>Provision for loans and off-balance sheet exposures</b>	<b>8,976,411,736</b>	<b>3,258,687,877</b>	<b>2,988,306,247</b>	<b>3,474,535,043</b>
Other provision	415,000,000	(172,700,000)	507,892,430	-
<b>Total provision</b>	<b>9,391,411,736</b>	<b>3,085,987,877</b>	<b>3,496,198,677</b>	<b>3,474,535,043</b>
<b>Profit before taxes</b>	<b>3,791,518,094</b>	<b>11,450,053,950</b>	<b>8,866,603,738</b>	<b>8,132,714,877</b>
Current tax	2,766,767,350	5,024,977,474	4,428,800,730	3,216,094,480
Deferred tax	(1,348,123,279)	(1,592,322,672)	(1,223,886,665)	(644,457,516)
<b>Provision for taxation</b>	<b>1,418,644,071</b>	<b>3,432,654,802</b>	<b>3,204,914,065</b>	<b>2,571,636,964</b>
<b>Net profit after taxation</b>	<b>2,372,874,023</b>	<b>8,017,399,148</b>	<b>5,661,689,673</b>	<b>5,561,077,913</b>
<b>Appropriations</b>				
Statutory reserve	-	-	-	-
<b>Retained surplus to retained earnings</b>	<b>2,372,874,023</b>	<b>8,017,399,148</b>	<b>5,661,689,673</b>	<b>5,561,077,913</b>
<b>Earnings per share (EPS) (Annualized)</b>	<b>3.60</b>	<b>10.72</b>	<b>8.14</b>	<b>8.79</b>

  
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**Cash Flow Statement: Dutch-Bangla Bank PLC.**

Particulars in BDT	30-Sep-24	31-Dec-23	31-Dec-22	31-Dec-21
<b>A) Cash flows from operating activities</b>				
Interest receipts in cash	34,393,256,531	35,554,701,738	31,786,597,017	34,589,536,019
Interest payments	(7,470,943,958)	(8,432,401,312)	(7,505,451,082)	(6,810,028,487)
Dividend receipts in cash	282,027,706	10,952,368	5,712,284	6,117,132
Gain on sale of shares	-	-	-	-
Gain on sale of securities	172,670,916	598,517,095	846,476,984	2,191,832,137
Recoveries of loan previously written-off	1,119,378	2,989,129	44,190,683	133,926,562
Fee and commission receipts in cash	630,936,301	913,648,830	915,095,196	982,634,950
Cash payments to employees	(6,564,744,738)	(7,153,977,718)	(6,590,634,982)	(5,688,625,918)
Cash payments to suppliers	(5,180,976,450)	(5,121,029,838)	(3,596,554,570)	(2,768,434,267)
Income taxes paid	(3,975,605,717)	(4,944,381,837)	(3,993,029,871)	(3,835,411,133)
Receipts from other operating activities	4,195,730,872	5,277,963,686	6,804,250,879	4,306,205,143
Payments for other operating activities	(4,612,843,921)	(7,300,013,138)	(7,315,552,710)	(6,859,952,364)
<b>Operating profit before changes in operating assets and liabilities</b>	<b>11,870,626,920</b>	<b>9,406,969,003</b>	<b>11,401,099,828</b>	<b>16,247,799,774</b>
<b>Increase/ (decrease) in operating assets and liabilities</b>				
Statutory deposits	-	-	-	-
Purchase /sale of trading securities	(31,265,400,005)	18,419,182,117	20,170,958,444	10,155,785,850
Loans and advances to other banks	-	-	-	-
Loans and advances to customers	(4,487,311,667)	(46,446,163,654)	(41,169,565,424)	(53,570,528,809)
Other assets	1,596,402,738	(293,731,900)	(4,506,616,610)	(1,179,674,905)
Deposits from other banks	48,462,380	1,191,569	(8,903,093)	22,676,943
Deposits from customers	45,781,365,769	34,338,079,076	36,547,536,677	38,951,713,334
Other liabilities account of customers	(4,666,347,234)	(6,129,161,887)	(4,436,230,259)	1,554,188,564
Other liabilities	1,302,875,141	440,205,424	3,218,780,762	(127,136,222)
<b>Net cash from operating activities</b>	<b>20,180,674,041</b>	<b>9,736,569,748</b>	<b>21,217,060,325</b>	<b>12,054,824,529</b>
<b>B) Cash flows from investing activities</b>				
Payments for purchase of securities	(148,420,487,128)	(333,324,084,876)	(152,117,656,268)	(153,457,656,290)
Proceeds from sale of securities	139,362,879,837	327,373,131,727	146,953,626,564	139,209,612,608
Purchase of property, plant and equipment	(3,626,007,198)	(3,598,279,124)	(3,892,295,502)	(1,720,213,227)
Sale proceeds of property, plant and equipment	12,978,850	3,542,645	236,486,852	56,059,955
<b>Net cash used in investing activities</b>	<b>(12,670,635,640)</b>	<b>(9,545,689,628)</b>	<b>(8,819,838,354)</b>	<b>(15,912,196,954)</b>
<b>C) Cash flows from financing activities</b>				
Receipts from issue of loan capital and debt securities	-	5,000,000,000	-	-
Payment for redemption of loan capital and debt securities	(1,000,000,000)	(3,000,000,000)	(2,000,000,000)	(2,000,000,000)
Dividends paid	(1,275,654,678)	(1,217,342,290)	(1,105,989,296)	(835,890,676)
<b>Net cash from financing activities</b>	<b>(2,275,654,678)</b>	<b>782,657,710</b>	<b>(3,105,989,296)</b>	<b>(2,835,890,676)</b>
<b>D) Net increase/ (decrease) in cash (A+B+C)</b>	<b>5,234,383,723</b>	<b>973,537,830</b>	<b>9,291,232,675</b>	<b>(6,693,263,101)</b>
<b>E) Cash and cash-equivalents at beginning of the year</b>	<b>59,349,863,798</b>	<b>58,376,325,968</b>	<b>49,085,093,293</b>	<b>61,314,398,944</b>
<b>F) Cash and cash-equivalents at end of the year (D+E)</b>	<b>64,584,247,522</b>	<b>59,349,863,798</b>	<b>58,376,325,968</b>	<b>54,621,135,843</b>
<b>Net Operating Cash Flow per share</b>	<b>22.96</b>	<b>13.02</b>	<b>30.50</b>	<b>19.06</b>

  
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## 16. RATIOS FOR THE LAST THREE ACCOUNTING YEARS AND 3<sup>RD</sup> QUARTER OF 2024

Key Ratios of Dutch-Bangla Bank PLC. for last Three year and 3<sup>rd</sup> Quarter of 2024 is provided follows.

Ratios	30-Sep-24	31-Dec-23	31-Dec-22	31-Dec-21
Non-Performing Loan (NPL) to Total Loan (%)	6.92%	4.14%	4.29%	3.75%
Common Equity Tier 1 (CET1)	10.98%	11.84%	11.33%	11.05%
Tier 1 Capital to Risk-weighted Asset Ratio	10.98%	11.84%	11.33%	11.05%
Tier 2 Capital to Risk-weighted Asset Ratio	3.94%	4.32%	4.23%	5.36%
Capital to Risk-weighted Asset Ratio (CRAR)	14.92%	16.16%	15.55%	16.41%
Current Ratio (Times)	1.24	1.02	1.12	1.06
Quick Ratio (Times)	1.24	1.02	1.12	1.06
Cost-Income Ratio	59.05%	59.49%	61.30%	58.84%
Credit-Deposit Ratio (as per BB methodology)	74.88%	81.59%	76.50%	71.80%
Debt to Equity Ratio (Before Issue)	22.37%	24.91%	24.02%	32.46%
Debt to Equity Ratio (After Issue)	46.78%	49.82%	36.02%	45.99%
Debt/Liability to Total Assets Ratio <sup>1</sup>	92.40%	91.89%	92.50%	92.81%
Debt Service Coverage Ratio (Times)*	4.49	4.11	4.52	4.02
Earning base in Assets (%)	87.56%	88.03%	87.36%	88.90%
Gross Profit Ratio*	32.13%	32.61%	31.15%	33.26%
Net Interest Margin on average total interest earning assets*	3.81%	4.42%	3.59%	3.59%
Gross Profit Margin (%)*	32.13%	32.61%	31.15%	33.26%
Operating Profit Margin (%)*	40.95%	40.51%	38.70%	41.16%
Net Income (Net Profit after Tax) Ratio (%)*	9.83%	22.34%	17.72%	19.72%
NPAT Margin (%)*	7.71%	17.99%	14.26%	15.93%
Return on (average) Investment - ROI (%)*	6.06%	7.78%	6.71%	6.41%
Return on (average) Assets - ROA (%)*	0.51%	1.40%	1.06%	1.13%
Return on (average) Equity - ROE (%)*	6.50%	17.85%	14.41%	16.07%
Asset Turnover Ratio (%)*	6.61%	7.76%	7.42%	7.07%
Net Operating Cash Flow to Net Income (Times)	8.50	1.21	3.75	2.46
Yield on loans and advances (%)	9.09%	7.79%	7.20%	7.70%
Earnings Per Share – EPS in BDT*	2.70	10.72	8.14	8.79
Net Asset Value Per Share – NAVPS in BDT	55.94	64.41	59.85	58.44
Closing Market price per share	53.40	59.10	62.60	78.10
Price earning (P/E) ratio (Times)	19.78	5.51	7.69	8.88
Market Capitalization (In Millions BDT)	46,928.95	44,202.74	43,553.95	49,398.25

\*ANNUALIZED.

<sup>1</sup> considering total liabilities as Debts. However, except this ratio, while calculating other ratios relative to debt, namely, Debt to Equity Ratio (before and after the proposed issue), Debt service coverage ratio etc. considering 'Debt' only as the outstanding amount of 'Subordinated Debts' & its pertinent amounts (such as accrued interests, principal repayment during the year under report, where applicable) as of the respective dates.



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Managing Director & CEO  
DBH Finance PLC



## 17. CREDIT RATING SUMMARY OF THE ISSUE AND ISSUER

**Credit Rating of Issuer:** Dutch-Bangla Bank PLC.

**Credit Rating Agency:** Credit Rating Agency of Bangladesh Limited (CRAB)

Date of Rating	Validity	Long Term	Short Term	Rated By	Outlook
28 May 2024	30 June 2025	AAA	ST-1	CRAB	Stable

**Credit Rating of the Issue:** 5<sup>th</sup> Non-Convertible, Floating Rate Subordinated Bond

**Credit Rating Agency:** Credit Rating Information and Services Limited (CRISL)

Date of Rating	Validity	Long Term Rating	Rated By
9 December 2024	8 December 2025	AA+	CRISL

Credit Rating Report of the Dutch-Bangla Bank PLC. 5<sup>th</sup> Non-convertible, Floating Rate Subordinated Bond has been conducted by Credit Rating Information and Services Limited (CRISL) based on Audited Financial Statements up to 31 December 2023 and other relevant quantitative as well as qualitative information up to the date of rating declaration.

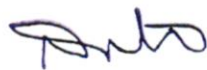
For detailed Credit Rating Report of the Issue, please see Annexure 2.

### Rating Trigger:

If 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, then the issuer shall pay an additional risk premium on the outstanding issue price as mentioned below:

Issue Rating	Risk Premium to be Added
BB	0.5%
B	1.0%
C	1.50%
D	2.0%

The rating trigger incorporated in the revised information Memorandum under "CREDIT RATING SUMMARY OF THE ISSUE AND ISSUER."



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## 18. LATEST DEFAULT MATRIX AND TRANSITION STATISTICS OF CRC

Default Matrix of Credit Rating Information and Services Limited (CRISL), the rating agency of the 5<sup>th</sup> Subordinated Bond:

### Credit Rating Information and Services Limited (CRISL)

#### 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

Regulator evaluates the consistency of an ECAI's rating category (Notch/Notation) through analysis of Cumulative Default Rate (CDR).

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

CRISL three years CDR for corporate under investment grade (AAA to BBB) stood at 1.44% with no default at AAA and AA rating notch.

#### Calculation of 3-years Cumulative Default Rate (CDR3) for 2014, 2015, 2016

CDR3	%
AAA	0.00%
AA	0.00%
A	0.69%
BBB	2.23%
<b>Investment Grade (AAA-BBB)</b>	<b>1.444%</b>
BB	9.01%
B	0.00%
CCC	0.00%
CC	0.00%
C	100.00%

Transition statistics of Credit Rating Information and Services Limited (CRISL) for the year 2023 the rating agency of the 5<sup>th</sup> Subordinated Bond:



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Abul Kashem Md. Shirin  
Managing Director & CEO  
Dutch-Bangla Bank PLC



Nasimul Baten  
Managing Director & CEO  
DBH Finance PLC.

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## Credit Rating Information and Services Limited (CRISL)

### Transition Matrix- Corporate

Transition Matrix shows the percentage of rating changes to total rated entities for a particular time period. The transition of ratings may be upwards or downwards in the scale. For example an A rated Bond, over a period of time, might be downgraded to next lower scale BBB or upgraded to AA in view of change in forecasted fundamentals and other prevailing market factors. Transition Metrics are helpful for managing credit risks, structuring and pricing of debt. These rates also indicate the accuracy (or inaccuracy) of rating agencies in forecasting the probability of default.

**CRISL Corporate Rating Transition Matrix (2016-2022)**

	AAA	AA	A	BBB	BB	B	CCC	CC	C	D
AAA	100%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AA	2.33%	91.86%	4.65%	1.16%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
A	0.00%	14.07%	79.94%	4.49%	1.50%	0.00%	0.00%	0.00%	0.00%	0.00%
BBB	0.00%	0.00%	17.49%	79.85%	2.28%	0.38%	0.00%	0.00%	0.00%	0.00%
BB	0.00%	0.00%	0.00%	19.05%	76.19%	0.00%	4.76%	0.00%	0.00%	0.00%
B	0.00%	0.00%	0.00%	0.00%	0.00%	80%	20.00%	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%	100.00%



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Nasimul Baten  
 Managing Director & CEO  
 DBH Finance PLC.

## 19. DESCRIPTION OF THE TRUSTEE: DBH FINANCE PLC.

### Overview of the Trustee:

DBH Finance PLC. formerly known as Delta Brac Housing Finance Corporation Ltd. is the pioneer, largest, and specialist Housing Finance Institution in the private sector of the country. After commencing operation in 1996 the company has registered commendable growth in creating home ownership in Dhaka and other major cities of the country. At the same time, the company has been playing an active role in promoting the real estate sector to the large cross-sections of prospective clients who had but yet unfulfilled dream of owning a home

Among all Banks and Financial Institutions of Bangladesh, only DBH has been rated the highest 'AAA' credit rating for 18th consecutive years. The level of credit rating provides a very important indication of the financial safety, security and strength of the concerned Bank or Financial Institution and is particularly relevant to its depositors and other investors such as shareholders and lenders.

- Authorized Capital: BDT 4,000 million (as of 31 December 2023)
- Paid up Capital: BDT 1,989 million (as of 31 December 2023)
- Net Worth: BDT 8,678 million (as of 31 December 2023)

### Vision:

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 wellbeing of the society.

### Mission:

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

### Strategic Objective:

- Focus on building deep and long-standing relationships with our clients, customers as real-estate developers, and constantly look to improve the quality of our products services.
- Focus on developing our human resource talents.
- Ensure balanced growth with a disciplined approach to the management of risks and costs
- Ensure adequate capital and liquidity to sustain our business over the long term

### Board of Directors of Trustee

SL.	Name	Designation
1	Dr. A M R Chowdhury	Chairman
2	Syed Moinuddin Ahmed	Vice Chairman
3	Major General Syeed Ahmed, BP, awc, pse (Retd.)	Independent Director
4	Nazir Rahim Chowdhury	Director
5	Khandkar Manwarul Islam	Director
6	Imran Rahman	Independent Director
7	Nasimul Baten	Managing Director & CEO



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## Financial Highlights of Trustee

# Financial Performance Highlight

### Business Performance

Amount in Million Taka except %

Financial Position	2019	2020	2021	2022	2023	Growth of 2023 over 2022	5 Year CAGR (%) / Average*
Loan Approvals	8,934	7,527	10,896	10,493	9,412	-10.30%	1.31%
Loan Disbursement	10,112	7,028	10,803	11,029	9,653	-12.48%	-1.15%
Cumulative Disbursement	113,386	120,414	131,217	142,246	151,899	6.79%	7.58%
Cumulative Sanction	114,714	122,241	133,137	143,630	153,042	6.55%	7.47%

### Operational Performance

Financial Position	2019	2020	2021	2022	2023	Growth of 2023 over 2022	5 Year CAGR (%) / Average*
Operating Revenue	6,586	6,108	5,373	5,180	6,299	21.60%	-1.11%
Operating Expenses	524	523	565	610	638	4.56%	5.07%
Financial Expenses	4,645	3,960	2,890	3,045	4,130	35.63%	-2.89%
Net Profit Before Tax	1,555	1,498	1,721	1,580	1,561	-1.21%	0.10%
Net Profit After Tax	1,073	891	1,044	1,017	984	-3.17%	-2.14%
EBITDA	6,125	5,646	4,874	4,640	5,735	23.59%	-1.63%

### Financial Position

Financial Position	2019	2020	2021	2022	2023	Growth of 2023 over 2022	5 Year CAGR (%) / Average*
Gross Profit Ratio	70.52%	64.83%	53.79%	58.79%	65.57%	11.54%	62.18%
Operating Profit Ratio	21.52%	26.60%	35.69%	29.42%	24.29%	-17.44%	26.86%
Return on Capital Employed	24.41%	26.55%	28.04%	20.01%	18.36%	-8.25%	19.19%
Cost to Income Ratio	26.97%	24.36%	22.76%	28.60%	29.44%	2.93%	26.43%
Current Ratio	1.64	1.79	1.96	1.48	1.84	24.24%	1.74
Debt Equity Ratio	9.21	8.11	7.32	6.73	6.78	0.77%	7.63
Financial Expense Coverage Ratio	1.31	1.41	1.66	1.50	1.37	-8.66%	1.45
Return on Equity (%)	19.79%	14.56%	15.27%	13.35%	11.81%	-11.51%	14.96%
Return on Assets (%)	1.81%	1.51%	1.76%	1.67%	1.52%	-8.61%	1.65%



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 Managing Director & CEO  
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Nasimul Baten  
 Managing Director & CEO  
 DBH Finance PLC.

## Shareholding Structure of Trustee

The table below illustrates the shareholders structure of the trustee:

Group Name	No. of Share holders	No. of Shares	Percent (%)
Sponsors/ Directors	5	102,072,758	51.32
General Public	9,253	22,488,255	11.31
Financial Institutions & Other Companies	205	40,484,897	20.35
Foreign Investors	14	33,844,261	17.02
<b>Total:</b>	<b>9,477</b>	<b>198,890,171</b>	<b>100.00</b>

## Track Record of Trustee Services:

SL	Name of the issue	Tenure	Value of debt	Repayment amount/ Principal Redemption	Latest outstanding amount	Default
1	UCB 5th Subordinated Bond of United Commercial Bank PLC	7 Years	1000 Crore	N/A	N/A	No
2	5th PBL Subordinated Bond of The Premier Bank Limited	7 Years	600 Crore	N/A	N/A	No
3	IBBL 4th Mudaraba Redeemable, Non-convertible, Unsecured, Subordinated Bond	7 Years	800 Crore	N/A	N/A	No
4	SIBL 4th Mudaraba Floating rate Non-Convertible Unsecured Subordinated Bond	7 Years	600 Crore	N/A	N/A	No
5	PBL 3 <sup>rd</sup> Redeemable Non-Convertible Unsecured Subordinated Bond of Pubali Bank Ltd.	7 Years	700 Crore	N/A	N/A	No
6	Trust Bank Ltd VI Floating Rate Redeemable Non-Convertible Unsecured Subordinated Bond	7 Years	400 Crore	N/A	N/A	No
7	SJIBL 3rd Mudaraba Sub Bond of Shahjalal Islami Bank Limited	7 Years	500 Crore	N/A	N/A	No
8	Dhaka Bank 4 <sup>th</sup> Sub Bond Dhaka Bank PLC	7 Years	400 Crore	N/A	N/A	No
9	Jamuna Bank Subordinated Bond	7 Years	250 Crore	N/A	N/A	No
10	SAJIDA 2 <sup>nd</sup> Zero Coupon Bond of SAJIDA Foundation	3 Years	198 Crore	N/A	N/A	No
11	Runner Auto Sustainability Bond of Runner Automobiles PLC	3 Years	267.5 Crore	N/A	N/A	No
12	CDIP 1 <sup>st</sup> Zero Coupon Bond of Centre for Development Innovations & Practice	3 Years	171	N/A	N/A	No
13	PBL 4 <sup>th</sup> Non-Convertible Sub Bond of Pubali Bank PLC	7 Years	400	N/A	N/A	No

## Due Diligence Certificate by the Trustee

Due Diligence Certificate of the Trustee is annexed to this Information Memorandum. Please check Annexure – 3



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## 20. MODUS OPERANDI OF THE ISSUE

Any Scheduled bank, Corporate, Financial Institution and/or Insurance Company is subject to duly registered in Bangladesh and operating its business under the license or approval duly issued by the respective competent authority or institution of the Government of Bangladesh.

### a. Application Procedure:

The Bonds shall be distributed through private placement. Each investor (Bondholder) shall enter into a separate Subscription Agreement with the Issuer and shall be bound by the terms and conditions contained in such Subscription Agreement containing in details the rights and obligations of the investors.

#### Undertaking to Issue

The Issuer will, subject to and in accordance with the provisions of the Subscription Agreement, on the Closing Date, duly execute and credited to the respective investor's Beneficiary Accounts (BO Accounts) representing the allocation amount of Bonds subscribed.

#### Undertaking to Subscribe

The investor will, subject to and in accordance with the provisions of the Subscription Agreement, on the Closing Date, subscribe and pay the aggregate purchase price for the allocation, in Bangladesh Taka for same day value to such account as the Issuer designates.

**Subscription and Closing:** Subject to the conditions precedent contained in the Subscription Agreement, the closing of the issue of the Bonds shall take place on the Closing Date.

**Investor Representation Letter:** On the date indicated in the Subscription Agreement, the Bondholders will execute and deliver a letter addressed to the Issuer.

**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.

#### 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) under the Bangladesh Securities and Exchange Commission (Alternative Trading System) Rules, 2019 and respective regulations of the stock exchange(s) in this regard.

If the procedure of dematerialization of the Bonds is not completed with the Central Depository Bangladesh Limited (CDBL) before the Issue Date of the Bonds as per the CDBL Bye Laws and after completion of dematerialization of the Subordinated Bond through CDBL, the allotted units of the bond will be credited to respective investor's Beneficiary Owner Account (BO Accounts).




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**b. Allotment:**

On the closing date, to be determined, the Issuer shall allot and issue the Bonds, in registered form in a minimum denomination of BDT 10,000,000 and integral multiples thereof. The Bonds shall be issued in dematerialised form as per the CDBL Bye Laws on the Alternative Trading Board ("ATB") of the respective stock exchange(s). The Issuer will ensure that the applicable BO accounts, as provided by each Investor, are credited with the subscribed amount of the bonds.

Each of the Issuer, the Trustee and any Agent may deem and treat the registered holder of a Bond as the absolute owner of such Bond, free of any equity, set-off or counterclaim on the part of the Issuer against the original or any intermediate Holder of such Bond (whether or not the Bond shall be overdue and notwithstanding any notation of ownership or other writing thereon or any notice of previous loss or theft of the Bond Certificate issued in respect of that Bond) for all purposes and, except as ordered by a court of competent jurisdiction or as required by applicable law, the Issuer, the Trustee and the Agents shall not be affected by any notice to the contrary.

**c. Refund:**

There is no option to exercise prepayment of the Bonds either by the Issuer or the Investor. In case of any necessary refunds due to error in system or calculation, such transfers will be made via cheque or CDBL transfer, as per available system and agreed upon by the relevant parties.

**d. Transfer:**

The Bonds are transferable subject to the terms and conditions set out in the Bond Documents. Each Bond shall be transferred in accordance with the conditions detailed out in Trust Deed.

**i. Transfer of Bonds in dematerialized form as per CDBL Bye Laws**

Subject to the relevant Bond conditions, a Bond may be transferred to another Person in Bangladesh (a "Transferee") in the CDBL System upon initiation and upon issuance of a duly completed Transfer Request Form 14 to CDBL as referred to under Bye Law 11.5 under the CDBL Bye Laws. On receipt of a valid Transfer Request Form 14, the Participant or CDBL, in the case of Direct Accounts, shall enter a Transaction into the CDBL System in accordance with the User Manual. On the Settlement Date specified in the Transaction, the Bonds will be debited from the balance in the delivering Account and credited to the receiving Account. For the purpose of this paragraph, the following definitions shall mean:

- i. "CDBL System" means all systems and application programs relevant to the operations of CDBL including all of the computer hardware and software maintained and used by CDBL and the software used by a Participant, or an Issuer or his agent to communicate with the CDBL System;
- ii. "CDBL Participant" means any Person entitled to participate in CDBL under the CDBL Bye Laws;
- iii. "Settlement" means the completion of a Transaction by delivery of Bonds from one Account to another;



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- iv. **"Settlement Date"** means a Business Day when the Settlement of a Transaction is due to take place;
- v. **"Transaction"** means any transaction in the CDBL System which causes a debit or credit to be made to an Account which may be effected by:
  - (a) an electronic message, or
  - (b) a set of electronic messages of a kind specified by CDBL for use in the CDBL System;
- vi. **"User Manual"** means the CDBL User Manual issued by CDBL for the Issuer as amended from time to time;

**e. Trading or Listing with the Stock Exchange:**

The Bonds will be issued on private placement basis among the Eligible Investors. It will not be issued publicly and hence will not be listed on the Stock Exchange. Subject to regulatory approval for trading on the Alternative Trading Board, the Bonds may be traded after issuance as per trading guidelines of the relevant exchange.

**f. Repayment and Coupon Payment:**

Unless previously redeemed or purchased and cancelled, the principal on the Bonds will be amortized and paid annually on a pro rata basis to the Bondholder in instalments of 20% per year commencing at the third anniversary of the Bonds from the issue Date. The final maturity of the Bonds will be at the end of seventh year of the Bonds from the issue Date. Payments on the Bonds shall be made without deduction for or on account of taxes in Bangladesh.

The bond is to be repaid/ redeemed in 5 equal annual Instalments starting from end of 3<sup>rd</sup> year and each 12 months from there after as per following table for the Bond:

**Repayment/ Redemption Schedule**

No of Installment	Installment due (In Months)	Total Repayment
1	36	2,400,000,000
2	48	2,400,000,000
3	60	2,400,000,000
4	72	2,400,000,000
5	84	2,400,000,000
<b>Total</b>		<b>12,000,000,000</b>

Incremental charge at the rate of 2% per annum payable by the Issuer to the Bondholders above the amount to be paid by the Issuer to the Bondholders on the Redemption Date for failure of the Issuer to make payment to the Bondholders on the Redemption Date.



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Coupon payment on the "Bond" is to be paid semi-annual basis on the interest payment dates. The interest payment dates shall be determined depending upon bond issue date. Interest payment will be payable semi-annually calculated on the actual number of days over a 365-day basis in the relevant period.

**g. Redemption or Conversion or Exchange**

The bond will be fully redeemed. There is no option of convertibility or exchange of the bond. The bond is to be redeemed in 5 equal annual Instalments starting from end of 3<sup>rd</sup> year and each 12 months from there after as per the table given above.

**h. Details of Conversion or Exchange Option Exercise Procedures, if applicable**

The bond is non-convertible and fully redeemable; hence conversion or exchange options are not applicable for this issue.

**i. Termination and Final Settlement of the Proposed Bond**

**Date of Commencement of the Trust:** The Trust hereby created shall be established from the date of this Trust Deed.

**Date of Termination and final settlement of the Trust (Bond):** The Trust shall continue to exist until all liabilities including the principal, premium (if any) and interest are repaid in full in accordance with the terms and conditions of the Bonds and Trust Deed.

Any Scheduled bank, Corporate, Financial Institution and/or Insurance Company is subject to duly registered in Bangladesh and operating its business under the license or approval duly issued by the respective competent authority or institution of the Government of Bangladesh.

  
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Managing Director & CEO  
DBH Finance PLC.



## 21. DETAILS OF FEES STRUCTURE AND EXPENSES

The issuance of this bond will incur following fees and expenses:

Fee Type	Party to be Paid	Fee Structure/Amount
<b>Regulatory Fees</b>	Bangladesh Securities and Exchange Commission	<ul style="list-style-type: none"> <li>• Application Fee: BDT 10,000</li> <li>• Application Fee of the trustee: BDT 50,000</li> <li>• Trustee Registration Fee: BDT 1,00,000</li> <li>• Annual Trustee Registration fee: BDT 50,000</li> <li>• Consent Fees: 0.10% on the Face Value</li> </ul>
<b>Arrangement Fee</b>	Joint Arranger: i) IDLC Finance PLC. ii) UCB Investment Limited and iii) ICB Capital Management Limited	0.40% of the Face Value Amount of the Bond.
<b>Trustee Fee</b>	DBH Finance PLC	BDT 400,000 per year up to the full and final redemption of the Bonds
<b>Credit Rating Fee</b>	Credit Rating Agency of Bangladesh Limited	BDT 100,000 per annum till final redemption of bond
<b>Legal Expenses</b>	Lex Juris	BDT 150,000

All fees are quoted net of applicable tax and VAT.



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**ANNEXURE-1: AUDITED FINANCIAL STATEMENTS OF DUTCH-BANGLA  
BANK PLC. AS OF 30 SEPTEMBER 2024**

  
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**ANNEXURE-2: CREDIT RATING REPORT OF THE ISSUE**

  
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### **ANNEXURE-3: DUE DILIGENCE CERTIFICATE OF THE TRUSTEE**



  
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