

**PRIME BANK LIMITED**

**As Issuer**

**AND**

**UCB INVESTMENT LIMITED**

**As Trustee**

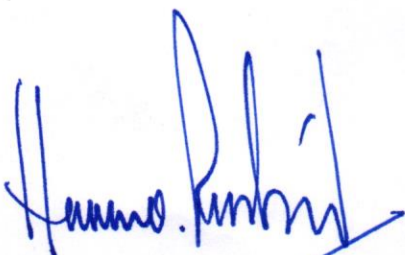
---

**TRUST DEED**

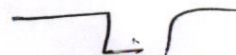
**RELATING TO**

**NON-CONVERTIBLE, UNSECURED,  
FULLY REDEEMABLE, FLOATING RATE  
PRIME BANK SUBORDINATED BOND IV of  
BDT 3,000,000,000**

---



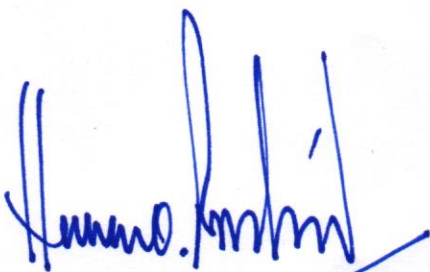
Hassan O. Rashid  
Managing Director & CEO  
Prime Bank Limited

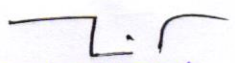


Tanzim Alamgir  
Managing Director & CEO  
UCB Investment Limited

## CONTENTS

CLAUSE	PAGE
1. Definitions And Interpretation.....	2
2. Relation Between The Parties.....	7
3. Governing Law And Arbitration .....	7
4. Description of the Trust.....	8
5. Costs And Expenses .....	10
6. Description Of The Trustee With Rights, Duties And Obligations.....	11
7. Trustee Fee .....	17
8. Modus Operandi Of The Issue.....	18
9. Repayment Or Redemption Features.....	18
10. Mode Of Transfer Or Redemption Or Conversion Or Exchange.....	19
11. Rights, Duties And Obligations Of The Issuer Or Originator .....	19
12. Rights And Obligations Of The Investors (Bondholders) .....	23
13. Rights and Obligation of the Other Contractual Parties .....	23
14. Financial Statements And Audit.....	24
15. Term and Termination Of The Deed Of Trust.....	25
16. Retirement and Substitution Of The Trustee and Appointment of New Trustee.....	25
17. Meeting Of Bondholders .....	26
18. Amendment Provisions Of The Trust Deed .....	26
19. Description Of The Securities To Be Issued .....	27
20. Enforcement Of Charges Over The Collateral Securities, Guarantee Or Credit Enhancement.....	27
21. Payments.....	28
22. Notices.....	29
23. Severability.....	30
24. Counterparts .....	30

  
Hassan O. Rashid  
Managing Director & CEO  
Prime Bank Limited

  
Tanzim Alamgir  
Managing Director & CEO  
UCB Investment Limited

SCHEDULE 1 .....	31
Terms And Conditions Of The Bonds.....	31
1. Certain Definitions.....	31
2. Status.....	37
3. Form, Denomination And Title.....	38
4. Transfers Of Bonds .....	38
5. Covenants.....	40
6. Coupon or Interest.....	42
7. Payments.....	43
8. Redemption, Early Redemption, Late Redemption And Cancellation .....	45
9. Taxation .....	47
10. Events Of Default .....	47
11. Enforcement.....	48
12. Meetings Of Bondholders, Modification, Waiver And Substitution.....	49
13. Audits And Accounts.....	51
14. Notices .....	51
15. Indemnification.....	51
16. Inconsistency.....	51
17. Governing Law .....	51
18. Arbitration.....	52
SCHEDULE 2 PROVISIONS FOR MEETINGS OF BONDHOLDERS .....	53
SCHEDULE 3 FORM OF COMPLIANCE CERTIFICATE .....	60
SCHEDULE 4 FEATURES OF THE BONDS .....	61

Hassan O. Rashid  
Managing Director & CEO  
Prime Bank Limited

Tanzim Alamgir  
Managing Director & CEO  
UCB Investment Limited