

Notice of the 13th Annual General Meeting (Hybrid System)

Notice is hereby given that the **13th Annual General Meeting (AGM)** of **Sena Insurance PLC (SIPLC)** will be held on **Tuesday, 31 March 2026, at 11:30 AM (Dhaka Time)** by using hybrid system: i.e. combination of physical presence (Meeting Venue: Sena Gourab Hall, SKS Tower (9th Floor), 7 VIP Road, Mohakhali, Dhaka-1206) and by using digital platform (through the link <https://siplc.bdvirtualagm.com>) (in compliance with BSEC directive no. BSEC/ CMRRCD/2009-193/08, dated 10 March 2021) to transact the following ordinary businesses:

AGM 2026	13-01	: To receive, consider and adopt the audited financial statements of the Company for the year ended 31 December 2025, together with the Directors' Report and the Auditors' Report thereon.
AGM 2026	13-02	: To declare 15% cash dividend for all the shareholders of the Company for the year ended 31 December 2025 as recommended by the Board.
AGM 2026	13-03	: To elect/re-elect directors under rotation and appointment of independent director.
AGM 2026	13-04	: To approve the appointment of statutory auditors of the Company for the year 2026 and to fix their remuneration.
AGM 2026	13-05	: To appoint two professionals for issuing two certificates for CG Code of BSEC and CG Guidelines of IDRA for the year 2026 of the Company and to fix their remuneration.

By order of the Board



M M Sajedul Islam, FCS
Company Secretary



10 March 2026

Notes:

- The Shareholders, whose names appeared on the Shareholders/Depository Register of the Company as on the "Record Date" i.e. **09 March 2026**, will be entitled to attend/participate and vote in the 13th Annual General Meeting (AGM) and to receive the dividend.
- The members may join the virtual AGM through the link <https://siplc.bdvirtualagm.com>, which will be conducted via live webcast by using digital platform. In order to login into the system, the shareholders need to put their 16-digit Beneficial Owner (BO) Number and other credentials as a proof of their identity. The members will be able to submit their questions/comments electronically before 24 (twenty-four) hours of commencement of the AGM through above link and also during the AGM. Full login/ participation process for the Digital Platform meeting will also be available in the SIPLC's website: www.senainsurance.com.
- In compliance with the Clause No. 22(1) of the Listing Regulations, 2015 of the Stock Exchanges and condition No. 9(2) of gazette notification No. SEC/CMRRCD/2006-158/208/Admin/81, dated 20 June 2018, on Financial Reporting and Disclosures of Bangladesh Securities and Exchange Commission (BSEC), soft copies of the Annual Report along with the Attendance Slip, Proxy Form and the Notice of the AGM have been sent to all the Members at their respective email addresses available with us as per CDBL record.
- A member may appoint a proxy to attend the meeting and take part in the proceedings thereof on his/her behalf. The "Proxy Form" duly signed and affixed with BDT 100 revenue stamp must be sent at least 48 hours before at the Registered Office of the Company before commencement of the AGM.
- The corporate shareholders need to send the authorization letter to join the meeting of the Company at least 48 hours before the commencement of the AGM.
- For physical attendance of the shareholders/Attorney/Proxy shall be recorded at the entrance of the venue. Attendance slip duly signed has to be submitted at the registration counter. The signature must agree with the recorded one. The registration counters shall remain open from **10:30 AM to 11:30 AM**.
- The concerned Merchant Banks and all Depository Participants (DPs) are requested to provide the copies of the list of margin clients along with the bank details for entitlement of dividend on or before **24 March 2026** as per the following:
 - a) Hard copy: Registered mail or courier to Sena Insurance PLC, Secretariat Department, SKS Tower (12th Floor), 7 VIP Road, Mohakhali, Dhaka-1206
 - b) Soft copy: Email to share@senainsurance.com
- As per Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated October 24, 2013, "**no benefit in cash or kind, other than in the form of Dividend (i.e. No Food/Box/Gift Coupon etc.)" to be distributed at the AGM.**

Explanatory Notes to the Agenda for the AGM of Shareholders



Ordinary Business:

Agenda - AGM 2026 13-01

To receive, consider and adopt the audited financial statements of the Company for the year ended 31 December 2025, together with the Directors' Report and the Auditors' Report thereon.

In terms of the Companies Act-1994, the Directors are required to present the audited financial statements of the Company for the year ended 31 December 2025, together with the Directors' Report and the Auditors' Report thereon to the Shareholders at the Annual General Meeting for their approval.

Accordingly, the audited financial statements of the Company for the year ended 31 December 2025, together with the Directors' Report and the Auditors' Report thereon are given in the Annual Report-2025 from page no. 139 to 165 and page no. 384 to 431 respectively.

Agenda - AGM 2026 13-02

To declare 15% cash dividend for all the shareholders of the Company for the year ended 31 December 2025 as recommended by the Board.

The Board of Directors in its meeting-1/2026 held on Monday, 16 February 2026 recommended 15% cash dividend i.e. Tk. 1.50 per share from the distributable profits of the Company, which will be placed before the shareholders in the forthcoming AGM for approval.

The Shareholders, whose names appeared on the Shareholders/Depository Register of the Company as on the "Record Date" i.e. 09 March 2026, will be entitled to receive the dividend.

Agenda - AGM 2026 13-03

To elect/re-elect directors under rotation and appointment of independent director.

As per the Companies Act, any Director appointed by the Board to fill the casual vacancies since last Annual General Meeting shall retire in the next Annual General Meeting. Accordingly, the following Directors shall retire in the forthcoming Annual General Meeting and being eligible, they are seeking re-election to the Board.

(i)	Maj Gen Md Sajjad Hossain, SUP, ndc, afwc, psc
(ii)	Air Cdre Md Abu Rayhan, GUP, BUP, ndc, psc, M Phil
(iii)	Brig Gen Mohammad Khaled Kamal, BSP, ndc, psc
(iv)	Brig Gen Md Zubayer Hasnat, SGP, psc, lsc
(v)	Brig Gen Mohammad Azizur Rouf, BGBM, psc
(vi)	Brig Gen Mohammad Mustafizur Rahman

As per BSEC's Corporate Governance Code-2018 and IDRA's CG Guideline, the following independent director has been appointed by the Board as well as consented by the Commission, which will be confirmed by the shareholders at the 13th AGM of the Company.

(i)	Dr Shakila Yasmin
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Agenda - AGM 2026 13-04

To approve the appointment of statutory auditors of the Company for the year 2026 and fixation of their remuneration.

Mahfel Huq & Co., Chartered Accountants, have been serving the Company as the statutory auditors for the last two years (2024 & 2025). The firm will retire at the conclusion of the 13th AGM and they have expressed their interest to be re-appointed for the next term.

Accordingly, the Board of Directors considered the EOI of Mahfel Huq & Co., Chartered Accountants, an eligible audit firm for auditing the insurance companies as well as listed companies (panel auditors of IDRA, BSEC & enlisted audit firm of BFRC) and recommended for re-appointment of Mahfel Huq & Co., Chartered Accountants, as statutory auditors of the Company for the year 2026 with a remuneration of Tk. 300,000/- excluding VAT & TAX, subject to the approval from the shareholders in the forthcoming AGM.

Pursuant to the Corporate Governance Code- 2018 of Bangladesh Securities and Exchange Commission (BSEC) and Corporate Governance Guidelines of Insurance Development and Regulatory Authority (IDRA), we need to obtain two certificates from the practicing Chartered Accountants or Chartered Secretaries other than its statutory auditors on yearly basis.

Accordingly, the Board of Directors recommended for appointment of MNA Associates, Chartered Secretaries Firm and MS Khan & Co., Chartered Secretaries, CG Compliance Auditors to obtain two certificates for CG Code of BSEC and CG Guidelines of IDRA for the year 2026 with a remuneration of Taka 25,000/- each (excluding VAT & TAX), subject to the approval from the shareholders in the forthcoming AGM.

Agenda - AGM 2026 13-05

To appoint two professionals for issuing two certificates for CG Code of BSEC and CG Guidelines of IDRA for the year 2026 of the Company and to fix their remuneration.

