

Subordinated 25% Convertible Bonds of BRAC Bank Limited

Registered Office

Anik Tower, 220/B, Tejgaon Gulshan Link Road, Tejgaon, Dhaka-1208

Conversion Right	Opens on: ____ November, 2016
	Closes on: ____ December, 2016
Within Banking Hours, Both Days Inclusive	

The Investors reserve the right and option to convert 25% of the face value of the Bonds at a predetermined Conversion Strike Price into the common shares of BRAC Bank Ltd. However, conversion is not mandatory.

CONVERSION ACCEPTANCE FORM**The Managing Director & CEO**

BRAC BANK LIMITED

Anik Tower, 220/B, Tejgaon Gulshan Link Road, Tejgaon
Dhaka-1208

Dated:/...../2016

Dear Sir,

I/We apply for allotment of ordinary shares of BRAC Bank indicated below in response to the notice of BRAC Bank Limited Subordinated 25% Convertible Bonds conversion. I/We hereby agree to accept the conversion option to allot ordinary shares of BRAC Bank Limited as per Terms and Conditions laid in the prospectus.

Folio/BO Account No.	No. of Bonds (Below mentioned bonds must be available on Record Date in CDBL register)	Total Face value of Bonds (BDT)	10% of total face value	No. of Bonds for conversion	Bank Use Only	
					No. of Shares offer	Fraction of Shares

Yours faithfully,

Name : _____

Address: _____

Cell no.: _____

Signature
(As per CDBL Register)

Note: The Bondholders, whose names will appear in the CDBL register on Record/Conversion date, will be entitled for conversion of Bond into shares in the above mentioned Beneficiary Owner Account (BO).

Acknowledgement

Received of no. of Bonds for conversion into shares as applied and available in the CDBL register on Record/Conversion date.

Application Sl. No.

(Bank's Seal)

Signature of Receiving Officer
Date

BRAC Bank Subordinated 25% Convertible Bond shall conduct the business as follows:

- This is the Second conversion of Subordinated 25% Convertible Bonds of BRAC Bank Limited. In this phase, 10% bonds will be converted into shares.
 - In Second Conversion, 10% of total holding held by bondholders on the Conversion Date/Record Date, will commence from 19 November 2016 and will be valid until 5 pm, 15 December 2016.
 - The Conversion Strike Price will be based on information available on the audited financial statement of BRAC Bank as on 31 December 2015 and stated in Bond Prospectus.
 - The form of conversion notice will be available at Share Department of BANK. Non-response by bondholders within the stipulated date, will be treated as decline for interest in the conversion option and the conversion right will be exhausted accordingly.
 - The Investors reserve the right and option to convert the Bond at a pre-determined Conversion Strike Price into the common shares of BRAC Bank Ltd. However, conversion is not mandatory.
 - The Conversion Date/ Record date will be notified in due course.
 - The Conversion Strike Price is the predetermined conversion price of the available convertible portion of the bond. Conversion Strike Price = Conversion Multiple × NAV per share as per last audited financial statements of the Bank. Conversion Multiple = (Daily average market price of the immediate previous 6 months' average market price of BRAC Bank shares in Dhaka Stock Exchange, prior to signing date of the transaction)/ (NAV per share as per last audited financial statements of the Bank prior to signing date of the transaction) = 1.70
 - 10% of issue size at the 6th Year at the above mentioned predetermined multiple of book value of the immediately available last audited book value of BRAC Bank Limited. Converted Face Value = 10% of the Face Value of the bonds held by the bondholders on conversion date/Record Date.
 - In the event of Conversion, the Investors will receive exactly the amount of shares as determined by dividing Face Value by Conversion Strike Price for determining the number of shares to be received by each Investor, fractional amount of shares will be paid in cash. Converted No. of Shares = (Converted Face Value)/ (Conversion Strike Price)
 - The right of a bondholder to convert 25% of the principal amount of any bond held by himself/ herself into shares is called Conversion Right.
 - A Conversion Right may only be exercised in respect of one or more Bonds. If more than one Bond held by the same holder is converted at any one time by the same holder, the number of Shares to be issued upon such conversion will be calculated on the basis of the relevant percentage of the aggregate principal amount of the Bonds to be converted.
 - **The number of Bonds which will be mention in the application form, must be available in the CDBL register on Record/Conversion date.**
 - If the mentioned number of Bonds in the application form is found less on Record/Conversion date, the bond holder will lose his/her eligibility to convert for the respective bonds.
 - If any Bondholder holds more shares on Record Date, from the bonds mentioned in the application form, will not be considered to convert the excess bonds.
 - The Bondholders must submit the Form A & B duly filled and signed. Any inappropriate submission of Form A & B shall disqualify the eligibility for the conversion.
-



Declaration of Bonds Transfer

Name of the Depository Participant: _____

BO number of the Bondholder:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Brokerage/DP ID: No. of Bonds to be transferred:

Suspense BO of BRAC Bank Ltd.: **1604620042075194** Date of transmission:

1	7	0	1	2	0	1	7
---	---	---	---	---	---	---	---

(The above Bonds will be transferred to the Suspense Account of BRAC Bank Limited)

We, the depository participant hereby affirm that the above mentioned transmission shall be held on the said date within business hour. The transaction is also solicited by the beneficiary owner of the bonds. Failure of the transmission of the bonds to BRAC Bank’s suspense BO A/C on the aforesaid date, shall disqualify the eligibility of Bond conversion.

Authorized signature
Depository Participant

signature of the Bondholder

Seal: