

DIRECTORS' REPORT

On behalf of the Board of Directors and Management, it is indeed a great privilege for me to welcome you to the 24th Annual General Meeting of the Company. We are pleased to place herewith the Directors' Report and the Auditors' Report together with the Audited Financial Statements of the Company for the year ended June 30, 2025 for your valued consideration, adoption and approval. These were approved by the Board of Directors on September 03, 2026.

The Directors' Report has been prepared in compliance with the Section 184 of the Companies Act 1994, BSEC's Notification of 2018, the Listing Regulations of Dhaka and Chittagong Stock Exchanges, and other applicable rules and regulations. Relevant disclosures and explanations relating to certain issues have been given by the Directors, which they consider important to ensure transparency and good governance practices.

Bangladesh Economy

Bangladesh's economy showed signs of recovery in the latter part of FY25, with real GDP growth declining only slightly to 4.0 percent in FY25 from 4.2 percent in FY24, despite a FY25 first-quarter slump due to the student-led mass uprising. This was driven by subdued investment, high interest rates, and elevated input costs. Real GDP growth picked up in the second half of FY25, following a deceleration in the first half. Pressures in the external sector have eased, with the current account balance returning to a surplus for the first time in eight years. This improvement in external balance has been underpinned by a substantial increase in remittance inflows, resilient export performance, and budgetary support from development partners. Consequently, foreign exchange reserves—which have been on a declining trajectory in recent years have now stabilized. The exchange rate has also remained steady, notwithstanding the adoption of a more flexible exchange rate regime in May 2025. Furthermore, inflationary pressures have moderated in recent months.

Private sector credit growth fell to a 22-year low, and capital goods imports dropped significantly. Inflation, although recently showing signs of easing, stayed elevated throughout FY25. However, exports especially ready-made garments (RMGs) provided a notable boost to GDP growth. Exports benefited from favorable base effects following a sharp contraction in the previous year, a depreciation of the taka that improved price competitiveness, and resilient external demand despite episodes of domestic political unrest. RMG exports increased by 8.9 percent, while non-RMG exports also strengthened, led by leather and leather products (10.3 percent), plastic products (15.9 percent), agricultural products (2.6 percent), and footwear (25.2 percent). Despite these gains, the share of non-RMG exports in total exports remained relatively unchanged, underscoring the limited progress in export diversification. On the supply side, industrial growth improved slightly but remained below historical averages, while construction activity declined sharply. Agriculture began to recover in later quarters following early setbacks caused by flooding, and services growth was limited by slowdowns in trade, transport, and real estate.

Substantial remittance inflows and sustained export growth resulted in a current account surplus of US$149 million in FY25—the first such surplus in eight years—contrasting sharply with the US$6.6 billion deficit in FY24. Remittances increased significantly by 26.8 percent year-on year (y-o-y), and export earnings grew by 8.8 percent, driven by robust performances in RMG, leather, plastics, agriculture, and footwear. Import activity rebounded by 4.3 percent, primarily due to a pronounced rise in rice and intermediate goods imports, while imports of capital goods and machinery contracted indicating subdued private and public investment. Significant budgetary support from development partners also supported the financial account. Net Foreign Direct Investment (FDI) grew 20.1 percent to US$1.7 billion,

though this remained just 0.4 percent of GDP. As a result, the overall balance of payments improved significantly, shifting from a US$4.3 billion deficit in the previous year to a US$3.4 billion surplus in FY25. This positive shift contributed to the stabilization of foreign exchange (FX) reserves. The exchange rate has remained broadly stable following the adoption of a more flexible, market-based regime in May 2025.

The investment climate has shown limited signs of improvement, as both private and public sector activities have remained subdued. Political uncertainty continues, and the law-and-order situation remains a concern, despite some progress since the first quarter of FY25. As a result, new job creation has stalled, leading to a rise in the unemployment rate. The financial sector remains vulnerable, characterized by elevated levels of NPLs and several banks requiring substantial liquidity support from the BB to sustain operations. Revenue collection has also remained weak. After the regime change in summer 2024, BB and scheduled banks started disclosing past mismanagement. To improve banks' balance sheet transparency, BB started aligning regulatory policies on NPLs, loan loss provisions, and governance with international standards, revealing previously underreported NPLs and significant undercapitalization across the banking sector. Banking sector-wide NPLs reached 24.1 percent by March 2025, far above the average for South Asian banks (excluding Bangladesh's) of 7.9 percent.

Private consumption growth remained robust, despite elevated inflation, buoyed by record remittance inflows. This resilience was reflected in the 15.3 percent increase in imports of consumer goods in FY25, which turned positive after two consecutive years contractions. Despite disruptions in industrial areas during the first half of FY25 and prevailing domestic and global uncertainties, export growth remained strong. The depreciation of the taka, sustained demand from major export markets, and a shift in garment orders to Bangladesh from some of its competitors contributed to strong exports growth. Though imports growth turned positive, the trade deficit narrowed as the exports growth outpaced the imports growth.

Real GDP growth is projected to rise to 4.8 percent in FY26, supported by moderating inflation that bolsters private consumption. Investment is expected to improve relative to FY25 but remain subdued, reflecting election-related political uncertainty and ongoing vulnerabilities in the banking sector. Export growth should stay robust despite global tariff uncertainty. From FY27, growth is expected to accelerate with investment rebounds. The current account balance is likely to revert to a deficit as imports normalize; nevertheless, the external balance should remain supportive of a gradual buildup of foreign exchange reserves. The fiscal deficit is anticipated to remain below 5 percent of GDP, underpinned by revenue gains from reform initiatives. However, downside risks have increased materially: further banking sector weakness, heightened political instability around the election, shortfalls in reform implementation, international trade disruptions from policy uncertainty, persistent inflation, and energy supply constraints could all weigh on the economic outlook.

Capital Market Scenario

Bangladesh's stock market was the second-worst performer among Asian frontier markets in the first half of 2025, with the benchmark index sliding and no new listings. Sri Lanka showed the best performance as its equity index had a 13.9 percent return, while Thailand is at the bottom of the ranking with its index losing more than 22 percent.

Factors such as high interest rates, declining corporate profitability, ongoing economic and political uncertainties, and the legacy of negative equity have diminished investor confidence in Bangladesh. Global aspects, notably US tariff imposition and India-Pakistan and Iran-Israel conflicts, also impacted Bangladesh's market sentiment. A glimmer of hope ensued soon after the political changeover in August last year, only to be doused as political uncertainties have loomed, centering on the next national elections.

The DSEX, the benchmark free-float weighted market index, lost 378 points or 7.25 per cent to 4,838 by June 30, while the market cap shed 8.1 per cent during the time under review. The blue-chip DS30 index, a group of 30 prominent companies, also plunged by 124 points to 1,816 while the DSES Index, which represents Shariah-based companies, fell 108 points to 1,061. Average daily turnover of the prime bourse, which means the value of shares transacted in a day, tumbled to Tk 3.84 billion, a whopping 39 per cent decline year-on-year.

Following the implementation of the market-driven system, the currency market has shown stability and inflation is steadily declining, but interest rates are still high and the number of non-performing loans has skyrocketed. There hasn't been an IPO in the main market or SME market in the past year, which hasn't happened in decades, so stock investors in the down market haven't even had the opportunity to profit from IPOs.

The new commission is focused on bringing stability and discipline to the capital market; hence, priority on bringing IPOs to the market has taken a back seat. The main problem of the stock market is that the market does not have enough investable equity.

Along with ensuring transparency and accountability, companies with a good track record should be listed to restore investor confidence. Making the secondary market vibrant is one of the key tasks to create scope for new companies to raise funds through IPOs.

To address the issue of listing, the new commission has, nevertheless, established a committee and met with significant domestic and international business entities. The stocks of both local and international companies that performed well were also affected by the general negative sentiment. In the six months leading up to June, the stock values of every multinational company declined, with the exception of Heidelberg Materials and Marico. Reckitt Benckiser is the biggest loser, with a 24% loss in market value.

Atleastteninstitutions'financialscarswerediscovered, causing the major banking industry to lose 8.4% throughout that period. Following the political shift last year, the interim government compelled banks to demonstrate their actual financial condition, which caused non-performing loans in the banking industry to rise dramatically to a record Tk 4.20 trillion at the end of March this year, a 130 percent year-over-year increase. The Bangladesh Bank's control overtroubled non-bank financial institutions has also been strengthened. A BB plan proposes the merger or liquidation of 20 non-bank financial firms.

In its May 2025 review, the international investment research firm Morgan Stanley Capital International (MSCI) did not make any recommendations for the Bangladeshi market. The market continues to receive "special treatment". As of May of this year, the FTSE Frontier Index included just 24 DSE companies.

Deterioration of nearly all shares with the main and SME boards of the exchanges during the fiscal year under consideration. The aggressive price dilution of most scripts throughout the year was not unique to aamranet. By the end of June 30, 2025, the company's price had fallen 50.87% from Tk. 34.40 at the beginning of the year to its second-lowest point ever at Tk. 16.90. By the end of the year, aamranet market capitalization had similarly dropped from Tk. 3,105.53 mn to Tk. 1,599.29 mn.

ICT Sector

Bangladesh's ICT sector experienced several significant events in late 2024. From nationwide internet shutdowns to thwart the July Revolution to cyberattacks, data theft, and irregularities in high-tech parks, the ICT sector faced numerous challenges. The disruption of internet connectivity for nearly two weeks caused an estimated loss of Tk17.5 billion in the e-commerce sector, including small and medium enterprises. By the end of the shutdown, the total estimated loss to the e-commerce industry reached Tk 20 billion. The impact extended beyond e-commerce, crippling banks, insurance companies, offices, and airports reliant on internet-based operations. Businesses dependent on digital marketing, content creation, and online transactions faced severe disruptions. Startups and small-scale digital entrepreneurs were particularly affected, many reporting setbacks from which recovery may take years. While the internet has long been heralded as a pillar of modern connectivity and economic growth, the 2024 shutdown highlights the fragility of Bangladesh's digital infrastructure in the face of political crises.

Cybersecurity emerged as a major crisis this year. Important institutions and banks, including Prothom Alo, have been victims of cyber-attacks, exposing the vulnerability of the country's ICT infrastructure. According to the Threat Intelligence Platform report, the number of cyber-attacks increased by 105%. Additionally, the increasing cyber-attacks in the banking sector are challenging the security and confidence of ordinary people.

Despite an allocation of approximately BDT 290 billion to the ICT sector over the past 15 years, a significant portion of this amount has been wasted due to corruption. Some of this was intentional, while some resulted from unplanned projects. Despite the absence of any proper ecosystem, the hi-tech park projects were undertaken upon lobbying by local MPs or ministers without consulting the industry. As a result, most IT companies were not interested in investing and setting up shops in these parks. For the ICT sector, rebuilding trust and ensuring uninterrupted services remain paramount to achieving long-term stability.

Around 87% of Bangladesh's total ICT exports in FY25 came from computer services – including software development, outsourcing, and IT-enabled services – while 13% came from telecommunication services, and less than 1% from information services. Exports from computer services have grown steadily, from $239.9 million in FY19 to $629.5 million in FY25, driven by global demand for digital solutions, remote work, and automation. The segment now dominates Bangladesh's ICT export basket. Currently, Bangladesh hosts more than 4,500 software and IT-enabled service companies, employing over 3,00,000 professionals. About half of these firms are members of the Bangladesh Association of Software and Information Services (BASIS).

Bangladesh currently has around 2,500 ISP licenses. Just before the fall of the Awami League in August 2024, the total had nearly reached 3,000, contributing to market disorder, fragmented infrastructure and inconsistent service quality. Industry stakeholders estimate Bangladesh has nearly 90 lakh broadband

connections serving more than 3 crore users, consuming around 60 percent of the country's nearly 10 Tbps international internet bandwidth and generating annual revenues of Tk 7,000 crore-Tk 8,000 crore. A new report from the Bangladesh Bureau of Statistics (BBS) shows that the number of households with internet connections reached 54.8% in the April–June period of 2025, compared to 43.6% in 2023. According to market intelligence firm Mordor Intelligence, Bangladesh's ICT market reached $8.88 billion in 2025 and is projected to grow to $12.07 billion by 2030. The ICT Division had set targets of $5 billion in exports by 2025 and $20 billion by 2031.

Outlook

Bangladesh is preparing a massive overhaul of the broadband internet sector in decades, as the government moves to dismantle a complex licensing regime, introduce a reseller model and attract foreign investment. Officials said the planned broadband overhaul is a part of that broader push to raise service standards and modernize the country's digital infrastructure. One of the major changes under consideration is halving the number of ISP licensing categories. Bangladesh currently has four tiers of ISP licenses. Those are national, divisional, district, and upazila-level licenses. Under the proposed framework, the government plans to consolidate these into just two: national and district-level. Existing divisional and upazila operators would be allowed to migrate into the new structure.

Bangladesh ranks near the bottom globally in terms of broadband service quality. Rehan Asad, the prime minister's adviser on telecom and ICT, said the government aims to ensure broadband connectivity with speeds of up to 1 Gbps. Such speeds are usually available in countries, including Singapore, the United Arab Emirates, Hong Kong and France.

The State of Broadband: Advocacy Targets 2025, published by the ITU-UNESCO Broadband Commission for Sustainable Development, established seven targets for 2025: making broadband policy universal, making services affordable, getting everyone online, developing digital skills, expanding the use of digital financial services, connecting micro, small and medium-sized enterprises, and closing the gender digital divide. Bangladesh's digital policies still tend to emphasize infrastructure, subscriber numbers, and bandwidth capacity. The Broadband Commission's framework points to a more demanding standard: the real measure is not how many connections exist, but what people can accomplish with them. Bangladesh has produced several digital and broadband policies. A draft National Broadband Policy has also proposed connecting every village and household to broadband by 2031. But a policy cannot create meaningful change unless its goals, budget, implementing institutions, and public accountability mechanisms are linked.

Principal Business

Aamra Networks Limited (ANL) is a pioneering private-sector licensed Internet Service Provider (ISP) in Bangladesh that has consistently delivered state-of-the-art IT and communication solutions for over a decade. The company specializes in core connectivity and data services, which include high-speed internet access, leased bandwidth distribution, leased port internet access, and a robust international portfolio featuring MPLS, PLC, and advanced peer-to-peer connectivity. Beyond traditional internet services, ANL has successfully expanded into infrastructure and cloud solutions by providing IaaS (Infrastructure as a Service), SaaS (Software as a Service), and reliable web hosting. Their extensive service lineup also covers comprehensive network and software solutions, ranging from web page development to custom software creation and system maintenance. Driven by innovation, the company continues to integrate next-generation technologies into its offerings, providing IP-enabled value-added services, video conferencing, advanced video surveillance, IoT (Internet of Things) solutions, robotics, and automation.

Business Strategy

Our strategic objective is to build a resilient, sustainable organization that delivers long-term value to our clients, exceptional career growth for our employees, and profitable returns for our shareholders, while positively impacting the communities we serve. As rapid technological advancements reshape global industries, enterprises are adopting digital-era models to maximize existing investments and future-proof their operations. This shift requires deep expertise in both traditional and legacy IT infrastructures, driving corporations to seek comprehensive, strategic technology partners.

The company differentiates itself through robust end-to-end service capabilities, scalable digital platforms, rigid operational execution, and a proven leadership team. In response to shifting economic conditions, we have aligned our resources to assist clients in accelerating digital transformation, optimizing cost structures, and deploying automation.

Our overarching strategy is to guide clients as they navigate the complexities of process digitization, cloud migration, workplace transformation, and enhanced cybersecurity controls. Throughout fiscal 2024-2025, these strategic investments successfully enhanced our relevance to clients and drove accelerated value creation. Furthermore, our secure remote-work protocols have ensured operational stability, seamless client delivery, and unbroken business continuity, reinforcing the organization's long-term resilience.

Product Categories & Services

aamra networks limited maintains a wide range of product and service portfolio. Our products and service portfolio can be summarized in two broad categories – i) Internet and Infrastructure Solutions, ii) IoT Solutions. Solutions.

Internet & Infrastructure



Internet of Things (IoT) Solutions



Nationwide Presence

Aamra Networks Limited (ANL) is pleased to announce the successful nationwide expansion of its service footprint alongside the strategic launch of our new retail services this year. By extending our last-mile coverage across nearly all national divisions, we have significantly strengthened our infrastructure and market reach. This expanded network presence provides the company with a distinct competitive advantage and establishes a robust foundation to accelerate growth, maximize operational efficiency, and deliver sustainable value to our consumers and shareholders alike.

Distributor of Global Brands

aamra networks limited is the authorized distributor of the world-renowned brands that cater to the Government Organizations, Multinational Companies, International Organizations, Manufacturing Industries, Financial Institutions and Small & Medium Businesses in Bangladesh. We make every effort to offer quality products and outstanding services that ensure utmost client satisfaction.

Some of the reputed brands we represent are Cisco, Fortinet, Sophos, Huawei, Juniper, Dell, HikVision, Samsung, Matrix, Poly, VMWare, Schneider, NBS etc.

Shaping the Digital Future: aamra's Role in Bangladesh's IT Growth

Aamra Networks Limited (ANL) has paved a trail of innovation and success in the field of information technology and telecommunications within Bangladesh's dynamic landscape. This pioneering company has not only excelled but has also revolutionized various facets of the IT industry, creating a ripple effect of transformation across the nation.

ANL has long been established as the most reputable B2B ISP in Bangladesh. Leveraging our superior service, innovation, and quality, we connect the top public and private organizations throughout the country. Building upon this robust enterprise foundation, we have strategically launched our B2C retail connectivity services this year. This expansion brings our enterprise-grade reliability, high-speed performance, and customer-centric care directly to individual homes and retail consumers, ensuring every subscriber experiences world-class internet connectivity.

Our commitment to expanding nationwide networks has been exceptional. Through relentless efforts, we have built a robust and extensive telecommunications infrastructure, extending our last-mile coverage across almost all divisions of the country. This widespread network footprint bridges the digital divide and fuels economic growth, while giving our new retail services a powerful competitive edge to seamlessly reach consumers in every corner of Bangladesh. In addition to regular internet solutions, aamra has made significant innovations in the IoT space for both corporate and home environments.

ANL's dedication to technological advancement shines through our ongoing efforts to upgrade network cabling and equipment. Integrating state-of-the-art hardware and software, we have optimized network performance while ensuring the highest levels of reliability and security. These efforts have contributed to a more robust, secure, and resilient IT ecosystem across Bangladesh, capable of handling the heavy data demands of both our enterprise clients and rapidly growing retail user base.

ANL has emerged as a leader in the field of Value-Added Services (VAS), with a steadfast focus on customer-centric solutions. By consistently delivering innovative services, we have catered to the diverse needs and preferences of the Bangladeshi population, ranging from entertainment and education to healthcare and finance. Our VAS offerings have enriched lives, expanding the horizons of digital possibilities for countless businesses and individual users alike.

Our venture into cloud computing has reshaped the IT

landscape. By offering cloud services tailored to the specific needs of businesses and individuals, we have unlocked new levels of efficiency, scalability, and accessibility. This has empowered organizations to harness the benefits of cloud technology, driving innovation and growth throughout the sector.

In an era where cybersecurity is paramount, ANL has taken a proactive stance as a defender of digital assets. Our commitment encompasses cutting-edge security measures and best practices that safeguard data integrity and confidentiality. This vigilance protects businesses, safeguards individual retail privacy, and strengthens confidence in Bangladesh's digital ecosystem.

ANL's diverse achievements have had a profound impact on the country's IT industry. We have been a catalyst for growth, a driver of innovation, and a vital player in positioning Bangladesh as a rising star on the global technology stage. By fostering a conducive environment for digital transformation, ANL is paving the way for a brighter and more prosperous future for Bangladesh's IT sector.

In conclusion, aamra networks limited's journey of success, marked by excellence in VAS, strategic B2C retail expansion, network coverage, infrastructure upgrades, cloud computing, and cybersecurity, has elevated the company to a leadership position. More than that, it has played a pivotal role in shaping the future of Bangladesh's IT industry. Our unwavering commitment to innovation and excellence will continue to lead us toward a digitally empowered Bangladesh.

Operating and Financial Performance of the Company

The financial results of the Company for the year 2025 with a comparison of 2024 are summarized below:

(BDT in million except per share data)	2025	2024
Revenue	921.47	1,214.11
Gross profit	227.63	484.27
Operating profit	79.93	330.43
Profit before tax	16.17	247.53
Profit after tax	12.07	228.75
Earnings per Share (EPS)	0.13	02.46

aamra networks limited navigated severe macroeconomic challenges throughout the fiscal year 2024–2025. Rather than adopting a purely defensive posture, the company concentrated its efforts and investments on achieving the best possible results by diving deeper into operational areas of clear competitive advantage, while systematically defocusing on others.

Despite these unprecedented challenges, the operational adjustments could not entirely offset broader economic headwinds. The company incurred a 24.10% decrease in top-line revenue for the fiscal year. This revenue drop, paired with broader cost realities, resulted in a 53% compression in gross profit, which fell to BDT 227.63 million from BDT 484.27 million in FY24.

Further down the income statement, the financial impact became more pronounced. The company reported a profit before tax from ongoing operations of BDT 16.17 million, reflecting a 93.43% decrease from the BDT 247.53 million recorded the previous year. Ultimately, profit after tax from continuing operations contracted by 94.72%, closing at BDT 12.07 million compared to BDT 228.75 million in the prior fiscal year.

Product or segment-wise performance

The company's fiscal-year performance reveals deep vulnerabilities across its core commercial operations, which are divided into two primary sales segments. Revenue from Internet, Wi-Fi bandwidth, and equipment sales contracted 17.42%, while the IT support and software division plummeted 44.02% year over year. This sharp decline across both major product streams directly crippled the company's top-line performance, exposing structural revenue weaknesses and forcing the business to end the fiscal year with critically compressed profitability.

Significant deviation in operating results & significant variance between quarterly and annual results

The operational challenges intensified as the company's sales consistently declined throughout the year under review, with revenue dropping sequentially from the first quarter through to the final quarter. This top-line contraction was compounded by an inflexible cost structure, as operating expenses remained essentially unchanged or even escalated compared to the previous year. Additionally, the bottom-line pressure was further exacerbated by the expiration of tax-exempt status for certain sales units, which removed a critical fiscal cushion and severely constrained both net profitability and earnings per share (EPS).

Five years data

Key operating and financial data of preceding 5 (five) years of the Company has been summarized on 07 page of this Annual Report.

Capital Expenditure

The Total Capital Expenditure on acquisition of Property, Plant & Equipment of the Company amounted to BDT 40.80 million. The detailed note on acquisition of Property, Plant and Equipment is given under Note No. 6 of the Financial statements.

Related party transaction

To ensure robust governance, compliant steps have been actively taken by the Board to mitigate and avoid any conflicts of interest that may arise during transactions with related parties, strictly adhering to the definitions and guidelines set forth by IAS (International Accounting

Standards). Accordingly, a comprehensive disclosure statement of all related party transactions has been duly presented in Note No. 34 on page 96 of this Annual Report.

Events occurring after the reporting date

As at the date of this report, the directors are not aware of any matter or circumstance that has arisen since the end of the year 2025 that has significantly affected or may significantly affect the operations of the Company, the results of its operations or its state of affairs, which is not already reflected in this report other than the following:

On September 03, 2026, the Board of Directors of aamra networks recommended a 0.10 percent cash dividend for the General Shareholders except Sponsors & Directors. Details of the recommended dividend for the financial year are disclosed in Note 36 of the Financial Report.

Material changes after Balance Sheet date (June 30, 2025)

Following shareholder approval at the 23rd Annual General Meeting, the company is currently in the process of completing the sale of its land situated at Nasirabad, Chittagong. The legal transfer of the property and relevant registration procedures remain pending.

Appropriations of profit

After accounting for the profit available for distribution and complying with regulatory requirements, the Board recommended a 0.10 percent cash dividend only for the general shareholders other than sponsors and directors for the year ended June 30, 2025, for approval by Shareholders at the twenty-fourth Annual General Meeting. The Board proposed the following appropriations:

Financial Item / Appropriation	Amount (in million BDT)
Retained Earnings at the Beginning of 2025	1,360.77
Less: Dividend Paid for the Year 2024	(92.98)
Add: Net Profit for the Year 2025	12.07
Total Retained Earnings Available for Appropriation	1,279.24
Less: Proposed Cash Dividend (0.10% for General Shareholders)	(0.62)
Retained Earnings Carried Forward	1,279.24

Dividend

The Company will be paying a 0.10% cash dividend to the General Shareholders, except Sponsors and Directors, for the year ended 2025. The Board of Directors, in its meeting held on 03 September 2026, recommended a “0.10% cash” dividend for the year 2025. As per Article 89, Schedule-1 of the Companies Act 1994, dividends shall be declared out of profit, i.e., from the current year’s profit and from previous years’ retained profit. During the year ended, the company has registered profit of BDT 12.07 mn.

The Board of Directors affirms that no bonus share or stock dividend has been or shall be declared as an interim dividend.

Dividend Distribution Policy

The Board, in complying with the requirements of BSEC’s notification, approved the dividend distribution policy in its 127th meeting held on October 28, 2021. According to the said notification, the detailed policy has been disclosed on page no. 66 of this annual report and is also available at www.aamranetworks.com.

Contribution to the National exchequer and the economy

aamra networks limited consistently upholds its fiscal and civic responsibilities toward the economic development of society and the nation as a whole. Reflecting this core commitment, the company contributed a combined total of BDT 110.77 million to the national exchequer during the year 2025. This comprehensive economic contribution comprised BDT 18.83 million in Corporate Tax, BDT 33.96 million in Tax Deducted at Source (TDS), and BDT 57.98 million in Value Added Tax (VAT). Parallel to its direct financial contributions, the company continues to foster a culture of social responsibility by actively encouraging its employees to participate in impactful social and charitable initiatives.

Annual General Meeting

attend and/or participate in the AGM to give their opinion regarding any matters of the company. Shareholders can attend in person or send a proxy as their representative. The notice of the AGM and proxy form are also available for all shareholders on the official website.

The notice of the twenty-fourth Annual General Meeting is given on page no. 06 of this Annual Report. A summary of the agenda is given below:

Ordinary Business :

- Adoption of Directors' Report, Auditors Report and Audited Financial Statements;
- Declaration of dividend;
- Re-appointment of retiring Directors;
- Re-appointment of Statutory Auditors and compliance auditors.

Notice of the Annual General Meeting

Notice of the Twenty-fourth Annual General Meeting of the Company is given on page no.06 of the Annual Report.

Management Discussion and Analysis

A management discussion and analysis signed by the Managing Director regarding the Company's operations and position, along with a brief discussion of changes in the financial statements, has been given on page no. 20

Status of utilization of Right Shares Issuance proceeds

In compliance with the Bangladesh Securities and Exchange Commission's consent letter (No. BSEC/CI/RI-131/2023/47) and the Right Issue Rules, aamra networks limited successfully raised Tk. 929,799,120 by issuing 30,993,304 shares at Tk. 30 each. The primary objectives of this capital raise were to fund network system upgradation, expand network coverage, repay loans, and cover right issue expenses. Although the Right Offer Document specified a maximum utilization period of 12 months from fund reception, the company deployed the capital ahead of schedule. Following the closure of the subscription on April 18, 2024, the funds were received for utilization on May 21, 2024, and were fully utilized by the end of the first quarter on September 30, 2024. The official statements regarding this fund utilization are accessible at aamranetworks.com.

Directors' statement pursuant to the disclosure and transparency

The Directors confirm that to the best of each director's knowledge and belief:

- the financial statements, prepared in accordance with IAS/IFRS, give a true and fair view of the assets, liabilities, financial position and results of the Company, and
- the management report contained in the operational and financial review includes a fair review of the development and performance of the business and the position of the company, together with a description of principal risks and uncertainties that may face.
- the internal control system is properly designed, implemented and effectively monitored.

Accounting policies and maintenance of books of accounts

The Directors consider that in preparing the Financial Statements, the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgments and estimates and that the International Accounting Standards have been followed. In preparing financial statements, information has been obtained from the books of account, which have been maintained properly as required by the applicable rules and regulations.

Directors' responsibilities for the preparation of Financial Statements

The Directors are of the view that the Annual Report and the Company's financial statements have been prepared in accordance with applicable laws and regulations and as per the requirements of regulatory authorities. The Board confirms that a true and fair view of the state of the affairs of the Company has been ensured while preparing the Financial Statements of the Company. A statement of the Directors' responsibility in relation to financial statements has been given on page no. 39 of this Annual Report.

Observance of IAS, IFRS & applicable laws

The Directors have the responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable the Directors to ensure that the financial statements comply with the Companies Act, 1994, the Securities and Exchange Rules, 1987 and other applicable laws. The Directors also confirm that the financial statements have been prepared in accordance with the International Accounting Standards and other applicable rules and regulations. A separate report on Directors' Responsibilities as to the preparation of the financial statement is set out on page no. 38 in this Annual Report.

Fairness of the accounts

The Directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates, in conformity with International Financial Reporting Standards (IFRS) and the requirements of the Companies Act, 1994. The Directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of their profits for the year ended June 30, 2025.

Internal control

Internal control including financial, operational and compliance controls and risk management systems, maintained by Management and that was in place throughout the financial year and up to and as of the date of this report, is adequate to meet the needs of the company in its current business environment. The Internal Audit regularly reviews the aamra networks operations, examines the business processes, and evaluate the adequacy and efficiency of financial and operating controls and highlights significant risks. Management follows up and reviews the status of actions on recommendations made by internal control. The Board reviews regular reports from the management on the key operating statistics, as well as legal and regulatory matters. The Board also approves any changes or amendments to the company's policies.

There are policies and procedures in place to ensure compliance with internal control and the prescribed laws and regulations. These policies and procedures are set out in the company's Standard Practice Instruction and are updated from time to time in tandem with changes to the business environment or regulatory guidelines.

Risk and concerns

The Board of Directors is in charge of determining the Company's fundamental attitude toward risk while

setting out the risk principles as well as the level of risk exposure. The Board of Directors is responsible for formulating risk policies, determining methods to measure and manage risk, setting commensurate risk limits and monitoring their performance.

Fundamental principles of aamra networks risk management philosophy are:

- Effectively managing and monitoring credit, interest rate, liquidity, market and operational risk and providing for appropriate allocation of capital among the types of risk.
- Managing risk in a forward-looking manner and identifying and analyzing risks from the beginning with the help of steering risk strategies, models and parameters.
- Creating maximum value for the shareholders, depositors and employees in the long term
- Being financially reliable and strong and establishing business relations with the stakeholders that will last for many years by creating the image of a profound institution that will stay in business permanently
- Complying with the Companies Act, Rules and Regulations of BSEC, Listing Regulations of Stock Exchanges and other guiding principles of BSEC.

Going concern

The Board of Directors has reviewed the Company's overall business plans and strategies and is satisfied that the Company has adequate resources to continue its operations in the foreseeable future. Accordingly, the financial statements of the Company are prepared based on the going concern concept.

Directors' Responsibilities for Financial Statements

The Board is responsible for presenting a fair, balanced and understandable assessment of the Company's position and prospects as part of good corporate governance and to that end the directors confirm to the best of their knowledge that-

- the Financial Statements, prepared by the Management of the Company, present its state of affairs, the result of its operations, cash flows and changes in equity;
- proper books of account as required by the law have been maintained;
- appropriate accounting policies have been consistently applied in preparation of the Financial Statements and that the accounting estimates are based on reasonable and prudent judgements;
- the Financial Statements prepared in accordance with IAS//IFRS;
- the Financial Statements prepared on going concern basis;
- the minority shareholders have been protected from abusive action by or in the interest of controlling shareholders acting either directly or indirectly and have effective means of redress;

Directors' Responsibility to Internal Control System

The Board of Directors is responsible to ensure that the system of internal control is sound in design and has been effectively implemented and monitored. In this regard, the Board has taken proper steps and sufficient care in building a system of internal control, which is reviewed, evaluated and updated regularly. The internal audit department of the Company conducts periodic audit to provide reasonable assurance that the established policies and procedures of the Company are consistently followed. The Audit Committee consists of three members from the Board of Directors. The Chairman of the Audit Committee is an Independent Director.

Corporate governance

Fundamentally, the conduct of the Company is guided by our core values, our code of ethics and a commitment to openness and transparency. Our corporate governance practices reflect our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times.

Corporate governance is about maximizing shareholder value legally, ethically and sustainably. At ANL, the Board exercises its fiduciary responsibilities in the widest sense of the term. ANL's Board of Directors endeavors always to provide learned and strategic direction for the Company through applying the highest standards of corporate governance practice. To this end, we comply with all reporting regulations and requirements as defined in the Code of Corporate Governance issued by the Bangladesh Securities and Exchange Commission. Strengthening the policies and procedures by accommodating the changes in legislation and perspectives is our routine application to protect the Company from risk and introduce new policies necessary to steer the company on right and clear strategic direction. We work to ensure all governance matters are transparent to stakeholders as well as shareholders through channels such as the Annual General Meeting (AGM), quarterly financial statements and this annual report. The Board of Directors of the Company has always committed to maintaining and practicing an effective corporate governance structure.

Board diversity

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical backgrounds, age, ethnicity, race and gender that will help us retain our

competitive advantage.

The Board Diversity Policy adopted by the Board sets out its approach to diversity. The policy is available on our website, at https://www.aamranetworks.com/policies/. Additional details on Board diversity are available in the corporate governance report that forms part of this Annual Report.

Policy on directors' appointment and remuneration

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As of June 30, 2025, the Board had five members, one of whom are executive director, one non-executive chairman, one independent director and two non-executive directors. Two of the non-executive directors of the Board are women. The details of Board and committee composition, tenure of directors, areas of expertise and other details are available in the corporate governance report that forms part of this Annual Report.

The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under Bangladesh Securities and Exchange Commission Corporate Governance Code is available on our website, at www.aamranetworks.com

Board evaluation

The evaluation of all the directors, committees, Chairman of the Board, and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board evaluation process was completed for fiscal 2024-2025. The evaluation parameters and the process have been explained in the Board Evaluation policy.

Directors' meeting, attendance & remuneration -

During the year ended June 30, 2025 total five meetings were held. During this year, all of the Directors serving on the Board attended were more than 95% percent of the aggregate of the total number of meetings of the Board of Directors. The attendance in the Board and Committee meetings by each Director is given in Annexure-I on page 43 of this Annual Report. The amount of total remuneration which has been paid to the Directors including Independent Directors is given in Notes- on the financial statements.

Directors to retire, re-appointment and biographies of the Directors-

As per Article 91 of the Articles of Association of the Company, one-third of the Directors of the Company are required to retire by rotation at each Annual General Meeting (AGM). The retiring Directors are eligible to stand for re-election. In this connection the following Directors will retire in the 24th Annual General Meeting and being eligible offered themselves for re-election as per Article 93 of the Articles of Association of the Company:

i) Syed Faruque Ahmed
ii) Syeda Munia Ahmed

The Nomination and Remuneration Committee reviewed the nomination of the above retiring directors and recommended the board for re-appointment. Accordingly, the board recommended the re-appointment of retiring directors for re-election.

Biographies of the Directors (including retiring Directors) and the names of the Company where they have an interest are mentioned in this annual report on 18 page.

Report on the compliance of the conditions of BSEC's notification

In accordance with the BSEC's Notification dated June 3, 2018, the Board of Directors is required to report on the compliance of certain conditions. The notification was issued for the purpose of establishing a framework for ensuring good governance practices in the listed companies in the interest of the investors and the capital market. The overall shareholding pattern and a statement on the compliance with the BSEC's conditions are given in Annexure-II and Annexure-III on page no. 43 and 45 respectively of this annual report.

Pattern and distribution of shareholding-

As on June 30, 2025, the paid-up capital of the Company is Tk. 929,799,120 divided by 9,29,79,912 shares of Tk. 10 each, where the Sponsor Shareholders' holding is 33.03%. The overall shareholding patterns of the Company as at the end of the year 2025 are shown in Annexure-II, page 43 of this Annual Report. The distribution of shareholdings as required by the regulatory authorities is also given in Annexure-II, on page 43 of this Annual Report.

Substantial shareholdings

BSEC's Corporate Governance Notification dated June 3, 2018 requires a listed company to disclose in the Directors' Report the list of shareholders holding ten percent or more voting interest in the Company. Shareholders who hold ten percent or more shares in aamra networks, including the shareholding status of all sponsor shareholders as on June 30, 2025, are given in Annexure-II, page 43 of this Annual Report.

Corporate responsibility

aamra networks defines Corporate Responsibility as operating with integrity at all times, sustaining the Company's long-term viability while contributing to the present and future well-being of all stakeholders.

At aamra networks, we recognize that we have certain responsibilities to our clients, shareholders, employees, and the communities in general. But the biggest contribution of the Company is to ensure the long-term sustainability of its business.

We value our shareholders and their rights. We are always committed to our shareholders to preserve their rights and to enhance their return as much as possible. Considering this fact, the management of aamra networks gives its best effort to:

- Keep standard operating performance that ranks among the best in the industry;
- Ensure Effective corporate governance;
- Provide Complete financial information;
- Give dividend.

aamra networks is committed to being an equal opportunity employer, adhering to the highest social standards; the company seeks to provide a superior working environment for its employees based on diversity and respect for the importance of the individual. Based on these aamra networks is committed to:

- Provide a workplace in which employees are respected;
- Encourage a management style that empowers and develops employees;
- Ensure proficient training and development program that emphasizes the employees to adding value;
- Measure progress in employment practices and employee morale.

Business ethics

Our customer welfare comes first. We ensure understanding our clients' needs, extending facilities to the right clients at just terms. We care for our clients to enjoy consistent, continuous service wherever we operate. We have 24/7 dedicated customer care and also have a complaint box for taking care of customer complaints with the highest priority. All our Board, Management and employees strictly follow regulatory guidelines, instructions, and all applicable laws, rules, and regulations of the country..

Audit information

The Directors who held office at the date of this Directors' Report confirm that:

- So far as the Directors are aware, there is no relevant audit information of which the company's auditors are unaware; and
- The Directors have taken all the steps that they ought to have taken as Directors to make themselves aware of any relevant information and to establish that the company's auditors are aware of that information.

Auditors

According to the BSEC's order dated 27 July, 2011, an Auditor cannot be appointed for more than three consecutive years. Besides, section 210(10) of the Companies Act, 1994 also gives authority to shareholders of the company to fix the Auditor's remuneration.

K M Hasan & Co., Chartered Accountants have completed their second year of audit and expressed willingness to be reappointed as the statutory auditor of the company for the FY-2025-2026. In this regard, the Audit Committee scrutinized and reviewed their proposals and recommended to the Board to re-appoint K M Hasan & Co., Chartered Accountants as the external auditor of the Company for the FY-2025-2026.

The Board, in its meeting held on September 03, 2026, recommended to the shareholders to reappoint K M Hasan & Co., Chartered Accountants at a remuneration of Tk. 4,00,000 plus VAT.

The Audit Committee scrutinized and reviewed the proposals of MS Khan & Co., Chartered Secretaries, to be the compliance auditor of the company and recommended to the Board for appointment.

The Board, in its meeting held on September 03, 2026, also recommended that the shareholders appoint MS Khan & Co., Chartered Secretaries, at a remuneration of Tk. 35,000 plus VAT as the compliance auditor for the year 2025-2026.

Credit Rating

National Credit Ratings Limited, a newly appointed credit rating firm of the company, will conduct a rating on the latest financial statements ended June 30, 2025. According to regulatory guidelines, the rating will be communicated/published to investors.

Our employees and environment

The Management of aamra networks believes that the Human Resources of any organization can make a difference in the Industry. Considering this thought, aamra networks recruits competent people, develops them as per the demand of the time and situation, and retains them with competitive and standard motivation, award, and retention policies and practices.

The Company is committed to creating a working environment based on the values of equal opportunity, diversity and meritocracy. All the Company's activities are reinforced by its governance structure, which complies with the leading codes of best practices.

With respect to issues that are relevant to its operating environment, aamra networks promises to:

- Avoid and discourage discrimination and provide equal opportunity and respect diversity;
- Ensure frequent interaction between employees and senior Management for constructive development in systems & procedure;
- Support employee efforts to achieve a healthy work-life balance;

- Organizing Training & Seminar for employee development
- Ensuring best HR practices
- An empowering Management style that develops employees and encourages performance;
- Aamra networks seeks to enhance employee motivation and performance in line with Company's strategic objectives and in accordance with "aamra" brand promises: ethics, professionalism, innovation, pragmatism, team spirit and integrity.

Signing of Report

The Board in its 153rd meeting held on September 03, 2026 authorized the Chairman, Mr. Syed Faruque Ahmed to sign the Directors report and any addendum thereto.

Acknowledgment

Ahmed, to sign the Directors' Report and any addendum thereto.

We would like to acknowledge and place on record our gratitude to our valued clients, depositors and shareholders for their confidence in aamra networks. Our sincere appreciation goes to the Bangladesh Telecommunication Regulatory Commission, Bangladesh Securities and Exchange Commission, Dhaka and Chittagong Stock Exchanges, NBR, Banks and Financial Institutions, other government bodies and statutory auditors, and compliance auditors for their constructive suggestions and cooperation. We also express our appreciation for the dedication and efforts put in by the employees at all levels of the Company.

For and on behalf of the Board,



Syed Faruque Ahmed
Chairman
Dhaka, September 03, 2026