ANNUAL REPORT
2025 – 2026

BDCOM®
Connecting Progress

Pioneering
Total ICT Solution
since 1997...

www.bdcom.com

STRATEGIC OVERVIEW

DRIVING NEXT GENERATION ICT LEADERSHIP

Pioneering Bangladesh's Digital Landscape:

Rooted in our guiding principle ***"Connecting Progress"*** BDCOM Online Ltd. has cemented its position as Bangladesh's premier Total ICT Solutions provider. Since our inception in 1997 during the foundational stages of the national technology sector we have advanced beyond conventional internet service provision to shape, expand and define the boundaries of the ICT ecosystem.

A Legacy Grounded in Excellence and Innovation:

Our dedication to ICT excellence serves as the bedrock of our operational ethos. Guided by integrity, strategic collaboration and continuous innovation, BDCOM remains at the forefront of a rapidly evolving global tech landscape. As digital transformation accelerates worldwide, we proactively adapt our capabilities to address the shifting requirements of our clients and key stakeholders.

Strategic Partnerships Built on Trust:

BDCOM's growth is anchored in the sustained trust of our clients and partners. By aligning our capabilities with their strategic visions, we continuously redefine industry standards, deploy advanced technological architecture and enable enterprise partners to thrive in an interconnected global market.

Comprehensive End to End ICT Architecture:

We deliver an integrated suite of Total ICT Solutions engineered for scale and resilience, encompassing:

Connectivity & Telephony: High availability Internet Services and IPTSP (Internet Protocol Telephony Service Provider).

Enterprise Operations: Vehicle Tracking Systems (VTS) and custom Software Development.

Infrastructure Management: System Integration and fully Managed Services.

By taking a consultative, client-centric approach, we tailor our solution architecture to optimize digital strategy execution and deliver measurable performance outcomes.

Empowering Strategic Success in Bangladesh's Digital Era:

Looking forward, BDCOM remains committed to operational excellence and sustainable growth. Meeting the demands of the modern digital economy requires more than technical capability it demands precise alignment with our clients' broader strategic objectives. By continuing to deliver resilient technology, actionable insight and steady innovation, BDCOM is uniquely positioned to generate long term, sustainable value for our shareholders and drive the future of digital transformation in Bangladesh.

SUBMISSION LETTER

To
Respected Shareholders
Registrar of Joint Stock Companies and Firms (RJSC)
Bangladesh Telecommunication Regulatory Commission (BTRC)
Bangladesh Securities and Exchange Commission (BSEC)
Dhaka Stock Exchange PLC (DSE)
Chittagong Stock Exchange PLC (CSE)

Subject: Annual Report of BDCOM Online Ltd. for the Year Ended 30 June 2026.

Dear Sir/Madam,

We are glad to present the Annual Report 2025-2026 for your kind review. This report demonstrates our continued dedication to furthering our mission, maintaining our core values and delivering meaningful outcomes for everyone we serve.

Over the past year, we have faced both opportunities and challenges and we take great pride in sharing the considerable progress we have achieved in key areas. The report offers in-depth details on our financial performance, strategic initiatives and operational achievements all of which equipping us and we believe for sustained future success.

Our main goal has been to make sure this document delivers a complete and transparent picture of our activities and results in line with the highest standards of accountability. We believe the information presented here will give you a clear and comprehensive understanding of the progress we have achieved the measures we have taken to strengthen our business and the vision that keeps guiding us forward.

If you have any questions or need further information or clarification, please do not hesitate to contact us directly. We sincerely value the trust you have placed in us and we remain wholly committed to fulfilling our promises. Your insights and feedback are always appreciated as we work to refine and improve our operational excellence.

Thank you once again for your continued support. We look forward to the ongoing chance to serve you and to contribute meaningfully to the communities and industries of which we are a part.

Your sincerely,



Md. Jamilur Rahman FCS, LL.B
Company Secretary
BDCOM Online Ltd.

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The document provided you with detailed and comprehensive information about the overall performance of BDCOM Online Ltd. as on 30th June 2026

A printable version is also available at the BDCOM website: www.bdcom.com

Link for the **Annual Report 2025-2026**

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NOTICE OF THE
30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of BDCOM Online Ltd. will be held on Thursday 17 December 2026 at 10:30 am (Dhaka time) by using Digital Platform https://bdcom.virtualagmbd.com (in accordance with the Bangladesh Securities and Exchange Commission (BSEC) directive No. BSEC/ICAD/SRIC/2024/318/87 dated on 27 March 2024) to transact the following business:

ORDINERY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June 2026, together with the Directors' Report and Auditor's Report thereon.
2. To declare 10% Cash Dividend for the year ended 30 June 2026.
3. To Elect/Re-elect Directors by rotation.
4. To approve the appointment of Statutory Auditors and fix their fees for the financial year 2026-2027.
5. To approve the appointment of Corporate Governance Compliance Auditors and fix their fees for the financial year 2026-2027.

By order of the Board



(Md. Jamilur Rahman FCS, LL.B)
Company Secretary
25 November 2026

Notes:

19 November 2026 was the Record Date for the 30th Annual General Meeting. The Members whose names appeared in the Central Depository System (CDBL) /Members Register on Record date would be eligible to participate and vote in the Annual General Meeting through Digital Platform and be entitled to the Dividend.

Member entitled to participate and vote in the Annual General Meeting, may appoint a proxy in his/her stead. The proxy form, duly stamped, must be mailed to the email at bdcomshare@bdcom.com not later than 48 hours before the time fixed for the meeting.

Pursuant to the BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018, soft copy of the Annual Report 2025-2026 will be sent to the Members respective email addresses as available in their Beneficiary Owner (BO) account on the record date. This Notice and the soft copy of the Annual Report 2025-2026 is available in the Company's website at www.bdcom.com.

AGM joining procedure will be notified in timely manner through email/SMS/Company website.

Members are requested to update their BO ID information (If any) i.e. address, mobile number, email address, bank account information through their concerned Depository Participant (DP).

No benefit in cash or kind other than in the form of cash/stock dividend shall be paid to the holders of equity securities in terms of clause(c) of the BSEC Notification No. SEC/SRMI/2000-953/1950 dated 24th October 2000 for joining / attending the Annual General Meeting of the Company.

The concerned Merchant Banks and all Depository Participants (DPs) are requested to provide margin clients along with the bank details for entitlement of cash dividends, on or before 10 December 2026 as per following:

a) Hard copy to; Investors Relations Department, BDCOM Online Ltd. JL Bhaban (5th Floor), House # 01, Road # 01, Gulshan Avenue, Gulshan-1, Dhaka-1212, Bangladesh.

b) E-mail: bdcomshare@bdcom.com

To Join the 30th AGM

BDCOM Online Ltd. is a prominent Public Limited Company with over 29 years of industry experience, specializing in providing Internet Services and ICT Solutions. Founded on 12 February 1997, BDCOM was initially incorporated as a Private Limited Company under the Companies Act, 1994. In 2001, the company transitioned to a Public Limited Company and in February 2002, it became listed on the Dhaka Stock Exchange PLC (DSE) and the Chittagong Stock Exchange PLC (CSE) through an Initial Public Offering (IPO).

Over the years, BDCOM has built a reputation for delivering innovative, reliable and scalable ICT solutions, becoming a leader in areas such as Internet Services, IP Telephony, Telematics (VTS), Custom Software Development and IT Infrastructure Solutions. Operating under the regulatory framework of the Bangladesh Telecommunication Regulatory Commission (BTRC), BDCOM has expanded its reach with an MPLS network that spans 495 Upazilas in the country, providing connectivity and world class services to both individuals and businesses.

Registered Office:

RANGS Nilu Square (5th Floor)
Satmosjid Road, House # 75, Road # 5/A
Dhanmondi R/A, Dhaka-1209, Bangladesh

Corporate Office:

JL Bhaban (5th Floor)
House # 01, Road # 01, Gulshan Avenue
Gulshan-1, Dhaka-1212, Bangladesh

Incorporation

Certificate of Incorporation

No. C-32328(1449)/97

Date of Incorporation

February 12, 1997

Date of Commercial Operation

February 12, 1997

Legal Status

- Publicly Listed Company
- Registered with the Joint Stock Companies & Firms, Bangladesh

Stock Market Listing

- **Dhaka Stock Exchange PLC (DSE)**
- **Chittagong Stock Exchange PLC (CSE)**

Authorized Capital

BDT 1 Billion

Paid-Up Capital

BDT 629.38 Million

Number of Shareholders

8,983 as on 30 June 2026

Number of Employees

653 as on 30 June 2026

Years in Operation

29+ Years

Regulatory Authorities:

- Registrar of Joint Stock Companies & Firms (RJSC)
- Bangladesh Telecommunication Regulatory Commission (BTRC)
- National Board of Revenue (NBR)
- Bangladesh Securities and Exchange Commission (BSEC)

ISO 9001:2015 Certification

Certificate No.: BQSR25338
Registration Date: 01/06/2024
Issue Date: 01/06/2024
Expiry Date: 31/05/2027
Issued By: BQSR Systems Registech Private Limited, USA

ISO/IEC 27001: 2022 Certification

Certificate No.: AMER801299
Original Issue Date: 25/08/2026
Issue Date: 25/08/2026
Expiry Date: 24/08/2029
Issued By: AMERICO Quality Standards Registech Pvt. Ltd., USA

Core Business Areas & Services

Key Business Domains & Offerings BDCOM Online Ltd. delivers a wide array of advanced ICT services and solutions, which comprise:

Data Connectivity

This service assists businesses that require secure and dependable data connectivity, utilizing a broad fiber optic network to guarantee coverage and uptime throughout Bangladesh. BDCOM's network reaches all 64 districts, incorporating MPLS and Gigabit-level technologies.

Corporate Internet

BDCOM provides dedicated, high-capacity internet designed for corporate clients, guaranteeing strong connectivity and reliability that are vital for business operations. This service offers choices for stable connections, tailored bandwidth and dedicated assistance for continuous business communication.

Broadband Internet Services

BDCOM delivers dependable high-speed broadband solutions for both residential and business customers, offered under the BDCOM brand, including "Smile Broadband" for home users and "Broadband360°" for premium home and SME users.

Internet Telephony

BDCOM provides the "Kotha" IP Telephony platform, which delivers scalable telephony services appropriate for a range of business requirements, such as IP PBX systems along with management of high call volumes.

Vehicle Tracking Services (VTS)

Via its "Smart Tracker" brand, BDCOM delivers fleet management and vehicle tracking solutions, with a focus on safety and real time tracking.

Software Development

BDCOM provides custom software development and digital solutions designed to streamline enterprise operations, covering HR management systems and much more.

Hosting & Colocation

The "Prohost" service provides professional-grade hosting and data center solutions, guaranteeing dependable online infrastructure for businesses.

Environment Monitoring System (EMS)

BDCOM EMS is an IoT based Environment Monitoring System for industrial facilities, commercial buildings and data centers. Using intelligent sensors and cloud connectivity, it monitors fire, smoke, temperature, humidity, water leakage and power parameters, providing real time insights and instant alerts through web, mobile and multiple notification channels.

Brand & Digital Marketing

The Brand & Digital Communication division provides branding services, digital advertising, media buying and marketing automation to assist clients in enhancing their online presence.

Licensing & Certifications

BDCOM holds several licenses and certifications, ensuring compliance with regulatory requirements and international standards:

Nationwide ISP License:

License No.: 14.32.0000.702.45.134.21.034

Date of Issue: 26 October 2022

IP Telephony (IPTSP) License:

License No.:
BTRC/LL/IPTSP-Nationwide(12)BDCOM/2009-14

Date of Issue: 03 September 2009

Vehicle Tracking System (VTS) License:

License No.:

BTRC/LL/VehicleTracking(15)BDCOM/2010-11
Date of Issue: 25 January 2011

BDCOM Industry Affiliations

- ISPAB
- BASIS
- E-CAB
- VTSPAB
- Bangladesh Computer Samity

Credit Rating

BDCOM's strong financial health and consistent market performance are reflected in its credit rating, which underscores its ability to manage financial obligations and provide value to its stakeholders:

- Credit Rating Agency: EMERGING Credit Rating Ltd. Bangladesh
- Rating Date: 30 December 2025
- Rating Action: Surveillance-3
- Long-Term Rating: AA
- Short-Term Rating: ST-2
- Outlook: Stable
- Rating Validity: Up to 29 December 2026

  This AA rating highlights BDCOM's stable financial outlook, solid performance and ability to generate positive cash flows, positioning it as a reliable entity for investors.

Auditors

Statutory Auditor: Ashraf Uddin & Co., Chartered Accountants.

Compliance Auditor: Atik Khaled Chowdhury, Chartered Accountants.

Banking Relationships

BDCOM maintains a strong network of banking relationships with several renowned financial institutions, ensuring liquidity and financial support for ongoing growth and expansion:

- Dutch Bangla Bank PLC
- Islami Bank Bangladesh PLC
- Pubali Bank PLC
- Rupali Bank PLC
- IFIC Bank PLC
- Sonali Bank PLC
- Prime Bank PLC
- Bank Asia PLC
- Jamuna Bank PLC
- Eastern Bank PLC
- BRAC Bank PLC
- City Bank PLC
- Al-Arafah Islami Bank PLC
- Midland Bank PLC
- First Security Islami Bank PLC
- United Commercial Bank PLC
- Shahjalal Islami Bank PLC
- South Bangla Agriculture & Commerce Bank PLC
- National Bank PLC
- One Bank PLC
- Trust Bank PLC
- Union Bank PLC
- NRBC Bank PLC
- NRB Bank PLC
- IDLC Finance PLC
- IPDC Finance PLC
- IIDFC PLC

Insurers

BDCOM's operational risks are mitigated with insurance coverage from the following leading providers:

- **Asia Pacific General Insurance PLC**
- **Pragati Life Insurance PLC**
- **Guardian Life Insurance Ltd.**

Investor's Relation Desk

Address:

JL Bhaban (5th Floor)
House # 01, Road # 01, Gulshan Avenue
Gulshan-1, Dhaka-1212, Bangladesh.

Investor's Relation Contacts:

Email: bdcomshare@bdcom.com
shoeb.ahmed@bdcom.com
jamilfcs@bdcom.com

Phone: +8809666 333 699, 09666 333 697
+880171 333 1412, 0171 333 9850

Contact Information

General Contact:

Phone: +8809666 333 666
Email: office@bdcom.com
Website: www.bdcom.com

VISION

VISION

To be a trailblazer in the digital landscape providing quality services with trust and reliability.

MISSION

MISSION

To empower individuals and organizations to limitless opportunities offering Total ICT Solutions.



CORE VALUES

BDCOM Online Ltd., a business house with a framework of ethics, focus on customer insights and priorities, compliant with rules, transparent on policies and with a target on achieving the highest standard and quality of services that we provide with the underpinning values.

MORALS

At BDCOM, we are dedicated to delivering unparalleled value to our stakeholders, placing our customers at the forefront of our operations, empowering employees to reach their full potential, harnessing the power of technology to drive excellence, and fostering a culture of relentless innovation to stay ahead in a dynamic market landscape.

STRATEGIC OBJECTIVES & APPROACH

Our Commitment - deliver our services in a secure and sustainable way ensuring commitments and compliance with ethical business practices and social responsibilities.

BUSINESS PRACTICES

BDCOM Online Ltd. focuses to provide highly integrated solutions, inherit and follow best business practices, on-time delivery of products & services, complete linkage between up, mid and downstream sectors through establishment of effective communication infrastructure, optimal utilization of resource capacity, achievement of high productivity, capacity scheduling, follow up activities, quicker response, greater accuracy and rational decision making.

KEYS TO SUCCESS

- Comprehensive **Skill Matrix**
- Effective **Communication**
- Domain **Expertise**
- High-Value **Customer Profiling**
- Service **Innovation**
- Skilled and **Efficient Workforce**
- Financial **Stability**
- Extensive Service **Experience Portfolio**
- Adherence to International **Quality Standards**
- Committed to Quality Service, Customer **Satisfaction,** and **Retention**

CODE OF CONDUCT

At BDCOM Online Ltd., our Code of Conduct is rooted in our core values, guiding all employees, managers, and executives in their actions and decisions. These principles are designed to provide clarity on the expectations we hold for our team members, ensuring alignment with the company's foundational values. We are steadfast in our commitment to conducting business ethically, legally and responsibly.

The Codes:

Legal Compliance

BDCOM is dedicated to ensuring that all business activities comply with applicable national legal requirements and adhere to government set policies. We rigorously follow anti bribery, anti corruption and anti money laundering regulations in all our operations, reinforcing our commitment to ethical conduct.

Confidentiality in Work

Operating across multiple industries, BDCOM understands the paramount importance of confidentiality. We prioritize the protection of our clients' sensitive data and information, ensuring it is never disclosed to third parties. Our stringent confidentiality measures have earned us the trust of hundreds of clients, solidifying our reputation for integrity in every transaction.

Employee Participation

At BDCOM, we recognize that our progress hinges on the contributions of our employees. We actively encourage them to share their ideas and knowledge with both management and one another. This culture of collaboration fosters innovation, leading to the development of new business initiatives that propel us forward.

Health & Safety at Work

We are committed to maintaining a safe and healthy work environment. BDCOM continually implements training programs to reduce accidents and enhance working conditions, providing necessary safety gear. Our facilities are equipped with drinking water, sanitary equipment and social areas, all in compliance with relevant legal requirements.

Work Environment

BDCOM strives to cultivate an exciting and progressive workplace that is free from discrimination and harassment. We uphold professional conduct among our employees, promoting honesty and integrity while prohibiting any actions that violate our core values.

Independence

We encourage an independent mindset among our employees, allowing them to make decisions that align with our values and goals. Independence fosters innovation and accountability, empowering our team members to take ownership of their work and contribute to the company's success.

Diversity

BDCOM values diversity as a vital component of our workplace culture. We believe that a diverse workforce enriches our organization and enhances our ability to serve our clients. We are committed to promoting equality and inclusivity, ensuring that every employee is respected and valued for their unique perspectives and backgrounds.

Employee Grievance

We believe that a healthy workplace culture encourages open communication. BDCOM provides a clear and accessible process for employees to voice their grievances or concerns. We encourage employees to raise any issues they may encounter, whether related to workplace conditions, interpersonal conflicts, or violations of company policy. All grievances will be treated with confidentiality and respect and we commit to addressing them promptly and fairly, ensuring a constructive resolution that aligns with our values.

Disciplinary Procedures and Actions

To maintain a professional and respectful work environment, BDCOM has established disciplinary procedures that apply to all employees. Violations of the Code of Conduct may result in disciplinary action, which can range from verbal warnings to termination, depending on the severity of the infraction. Employees have the right to be informed of any allegations against them and will be given the opportunity to respond before any disciplinary action is taken. We strive to ensure that all procedures are conducted fairly and impartially.

Restrictions on Dealings in BDCOM Shares by Insiders

BDCOM imposes restrictions on the trading of its shares by sponsors, directors, employees and other insiders. In compliance with securities laws, all insiders are prohibited from trading the Company's shares while in possession of unpublished price-sensitive information during designated restricted trading periods. Additionally, sponsors and directors are required to notify their intention to trade in BDCOM shares prior to initiating any transactions.

ZONAL OFFICES AND MAJOR POP (POINT OF PRESENCE)

Zonal Office: Inside Dhaka

Gulshan, Dhaka Head Office
JL Bhaban (5th Floor)
House # 1, Road # 1
Gulshan Avenue, Gulshan-1
Dhaka-1212

Mirpur Zone Office
House # 03 (Ground Floor)
Road # 2, Block # D
Section # 2, Mirpur # 2
Dhaka-1216

Mirpur DOHS Zone Office
House # 1252 (First Floor)
Road # 9, Avenue # 2
Mirpur DOHS
Dhaka-1216

Uttara Zone Office
House # 4 (3rd Floor), Road # 19 Sector # 11, Uttara
Dhaka-1230

Bashabo Zone Office
House # 94/3/1, Wasa Road
East Bashaboo
Dhaka-1219

Dhanmondi Zone Office
Rangs Nilu Square (Level-5)
House # 75, Road # 5/A
Satmasjid Road, Dhanmondi
Dhaka-1209

Paltan Zone Office
Al Sultan Ahmed Plaza (5th Floor)
Suite # 605, 32 Purana Paltan
Dhaka-1000

Banasree Zone Office
House # 30 (Ground Floor)
Road # 4, Block # A, Banasree
Rampura, Dhaka-1219

Panthapath Zone Office
Firoz Tower (15th Floor), 152/3B
Bir Uttam Nuruzzaman Sarak
Panthapath, Dhaka-1215

Lalmatia Zone Office
House # I/A/9 (Ground Floor)
Kazi Nazrul Islam Road
Mohammadpur
Dhaka-1205

Zonal Office: Outside Dhaka

Rajshahi Zone Office
Jed's Plate (4th Floor)
133/1, Rampur, Kumarpara
Rajshahi

Chattogram Zone Office
Joy Bangla Tower (6th Floor)
36 Agrabad Commercial Area
Chattogram

Bogura Zone Office
Sharifa Monjil (4th Floor)
House # 1640, Cornation
School Road, Katner Para
Bogura

Sylhet Zone Office
Anando Tower (6th Floor)
Flat # 7/A, Jail Road
Dopa Dighir Uttor Par
Sylhet

Tangail Zone Office
House # 386 (Ground Floor)
Choy Ani Pukur Par
Tangail Sadar
Tangail

Khulna Zone Office
Mollick Shopping Complex
(5th Floor), House # 99
Khan A Sabur Road
Dak Bangla, Khulna

Mymensingh Zone Office

House # 96/A (4th Floor)
Brammopolly, Charpara
Mymensingh

Cumilla Zone Office

Artisan Nasir Center
8th Floor, Holding No # 491
Nazrul Avenue, Kandirpar
Cumilla

Barisal Zone Office

House # 440, Ward No: 9
5 No Parara Road
Girjamoholla, Barisal

Bhairab Zone Office

House # 0882-02
Sarah Tower (Ground Floor)
Bhairobpur Moddho Para
Natalermoor, Bhairab

Rangpur Zone Office

Ahmad City Tower (6th Floor)
House # 32/1, Central Road
Rangpur

Jamalpur Zone Office

Firoza Villa
House # 735, Kachari Para
Jamalpur

Kushtia Zone Office

House: # 43/1 (2nd Floor)
Khodadad Khan Road
Thanapara
Kushtia

Coxs Bazar Zone Office

Green Valley Business Center
(4th Floor), Airport Road
Jhautala, Cox's Bazar Sadar
Cox's Bazar

Jessore Zone Office

House # 23 (Ground Floor)
Munshi Minhazuddin Road
Post Office Para
Jessore

Faridpur Zone Office

57/1E (Mollar Bari), House # 32
Old Passport Office Mor
Jhiltuli, Faridpur Sadar
Faridpur

Narayanganj Zone Office

Fatema Tower (4th Floor)
51 AC Dhar Road
Narayanganj

Dinajpur Zone Office

Anwar Motors Building
(2nd Floor), F/H Kalitola
Dinajpur

Gazipur Zone Office

ATM tower (4th Floor)
House # J92/2, West Joydepur
Word No # 26, Gazipur

Feni Zone Office

VIP Tower (10th Floor)
Flat # 11 C, House # 47/1
SSK Road, Feni

Moulovibazar Zone Office

Holding # 1034 (2nd floor)
Moulovi Syed Kudrat Ullah Road
Moulovibazar Sadar-3200

Savar Zone Office

Mofiz Plaza (4th floor)
B-118, Sobhanbagh
Savar, Dhaka-1340

Pabna Zone Office

3rd Floor, Radha Nagar,
Wajed Ali Road, Jugipara,
Pabna Sadar, Pabna

BDCOM 29 YEARS OF
TRANSFORMING CONNECTIVITY AND SERVICES

Twenty nine years ago, in 1997, BDCOM was founded on a simple, resolute conviction: that Bangladesh deserved fast, dependable internet and technology capable of keeping pace with a rapidly evolving global standard. Today, as we formally complete our 29 years of operation that foundational belief has scaled into an enterprise that seamlessly connects homes, businesses and institutions across every corner of the country.

Strategic Evolution & Our Journey

Our growth over nearly three decades mirrors Bangladesh's own remarkable digital transformation. We began our journey with basic internet connectivity, progressively expanding our portfolio into data services, telecommunications, cloud hosting, software development, system integration, vehicle tracking and comprehensive managed IT services etc.

In recent years, we have pushed the frontier further incorporating IoT, artificial intelligence, cybersecurity and IT consultancy into our offerings. Crucially, every step of this evolution has been driven by a singular discipline: listening closely to what our customers and the market require next.

Financial Year Highlights & Operational Excellence

The past year has been another defining period of infrastructure enhancement and strategic investment:

Backbone Infrastructure: We continued the systematic upgrading of our national MPLS backbone to a robust 100G capacity, delivering faster and significantly more dependable connections for our enterprise and retail customers.

Customer Centric Innovation: We launched the BDCOM Care App, placing greater network visibility and control directly into our customers' hands.

Indigenous Engineering: We deployed our proprietary Environment Monitoring System (EMS) across major infrastructure sites. Developed locally and rigorously tested and certified by BUET, this system is a profound source of pride for our IoT engineering team.

Enterprise Security: Alongside our core technology deployments, we enhanced customer safeguards by investing heavily in the human capital and systems required to protect our stakeholders in an increasingly complex digital landscape.

Our Core Values and Human Capital

None of these milestones would have been attainable without the unwavering values that define BDCOM: integrity, transparency, an uncompromising focus on the customer and a commitment to excellence.

Our clients trust us as a long term strategic partner and our people are the reason that trust has endured for nearly three decades. Their technical skill, dedication and deep sense of ownership form the bedrock of everything BDCOM achieves.

Looking Ahead: The Smart Bangladesh

As Bangladesh accelerates toward its national **Smart Bangladesh** vision, BDCOM stands fully prepared to deliver greater impact.

Our strategic focus moving forward is anchored in four pillars: stronger networks, smarter automation, safer systems and services designed to make everyday life easier.

After 29 years, our core purpose remains identical to what it was in 1997: to connect people, support national progress and help build a digitally confident Bangladesh.

OUR SERVICE BRANDS

BDCOM Connecting Progress

BDCOM EMS

Smile BRAND BY BDCOM ONLINE LTD.

broadband360 BRAND BY BDCOM ONLINE LTD.

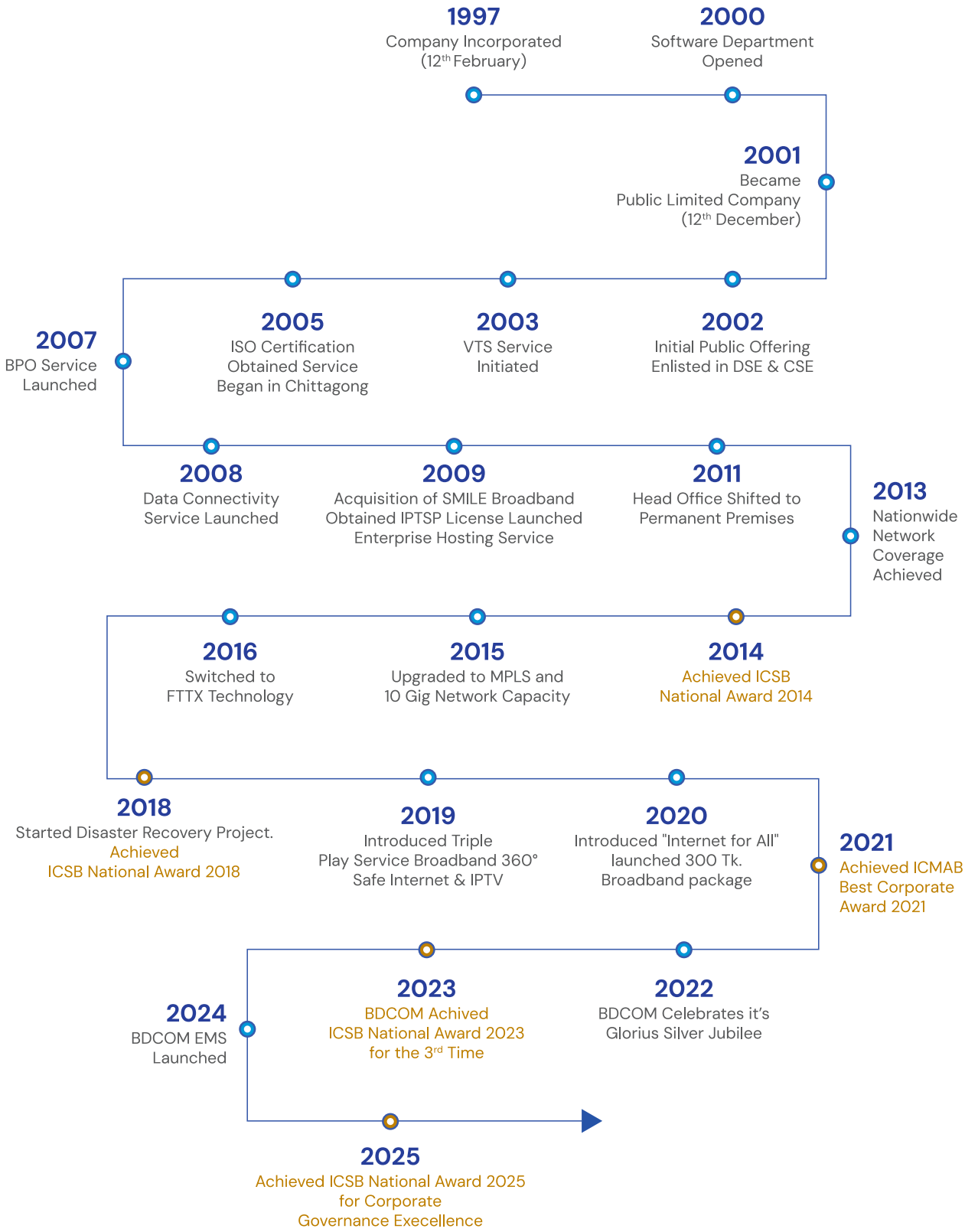
কথা

SMARTTRACKER Keep Your Vehicle Safe & Secure

PROHOST

simplified hrm

OUR JOURNEY WITH
NOTABLE ACHIEVEMENTS



MANAGEMENT DISCUSSION & ANALYSIS

BDCOM Online Ltd. occupies a strategic and vital position within Bangladesh's dynamic and rapidly evolving ICT and telecommunications sectors. Over the past two decades, this industry has undergone significant transformation, driven by advances in digital infrastructure, the continuous evolution of market dynamics and the increasing reliance on technology across businesses and consumers alike. As BDCOM continues to innovate and expand its service offerings, understanding the key industry trends and emerging opportunities is crucial for maintaining a competitive edge. The following sections outline the critical factors shaping the future of the ICT and telecommunications industry, with a particular focus on the opportunities for BDCOM.

Digital Transformation and Growing Demand for ICT Services

Over the past two decades, Bangladesh has undergone a significant digital transformation, with internet connectivity becoming an increasingly integral part of economic and social development. As of June 2026, the country had approximately 135.94 million internet subscribers, according to the Bangladesh Telecommunication Regulatory Commission (BTRC), including 120.84 million mobile internet subscribers and 15.10 million ISP and PSTN broadband subscribers. This expansion reflects growing digital adoption, supported by technological advancement, government initiatives and rising demand for online services. As Bangladesh's digital economy continues to evolve, the need for reliable, high-quality, scalable and secure ICT solutions is becoming increasingly important across businesses, industries and public services.

Key drivers of this transformation include:

- **Expansion of Broadband Connectivity:** The growth of broadband services in Bangladesh has been impressive, with ISP and PSTN broadband subscribers increasing from 14.32 million in June 2025 to 15.10 million in June 2026, a growth of approximately 5.4%. Government emphasis on expanding broadband access and fiber optic networks continues to support demand for high speed internet. As 4G services remain widely used and limited scale 5G services have reached more than 440 locations nationwide by June 2026, demand for reliable and fast connectivity is expected to continue growing in urban and rural areas.
- **Cloud Computing, Data Hosting and Colocation Services:** The demand for cloud based solutions, including data hosting and colocation services, has surged as businesses migrate their operations to the cloud for flexibility, scalability and cost effectiveness. The cloud services market in Bangladesh has grown at a Compound Annual Growth of 15-20% over the past decade. BDCOM's investment in robust cloud infrastructure and secure data hosting services, such as colocation services, positions the company to benefit from this trend, particularly among SMEs and large enterprises that are embracing digital transformation.
- **IP Telephony and System Integration:** With the growing demand for seamless communication, IP telephony services have become critical for businesses looking to enhance their communication systems. BDCOM's offering of integrated telecommunication solutions, including IP telephony, combined with system integration services, supports businesses in creating scalable, cost effective and efficient communication networks.
- **Cybersecurity Demand:** As digitalization accelerates, cybersecurity concerns have risen in parallel. Global cybersecurity investments have grown at an annual rate of 10-15% and Bangladesh is experiencing a similar upward trajectory. The rise in cyberattacks has created an urgent need for advanced cybersecurity solutions. BDCOM's ability to offer comprehensive security services, such as secure connectivity, encryption, threat monitoring and managed security services, positions it to meet the growing market demand for robust cyber defense solutions.
- **Internet of Things (IoT):** With the increasing adoption of IoT devices, particularly in sectors like healthcare, agriculture and manufacturing, there is growing demand for reliable and scalable connectivity solutions. BDCOM's focus on investing in IoT infrastructure and providing tailored connectivity solutions will enable it to meet the needs of these fast developing sectors.
- **AI and Machine Learning:** The emergence of Artificial Intelligence (AI) and Machine Learning (ML) technologies offers significant potential for businesses to enhance automation, improve decision making and personalize customer experiences. BDCOM's focus on AI driven solutions, such as AI enabled network management, predictive analytics and intelligent automation, positions the company to stay ahead of technological trends.
- **Software Solutions:** With the increasing digitization of business processes, demand for enterprise Software Solutions Ranging from Customer Relationship Management (CRM) systems to Enterprise Resource Planning (ERP) has risen. BDCOM's ability to offer bespoke software development services, along with pre configured software solutions, will enable businesses to enhance operational efficiency and customer engagement.

- **Environment Monitoring System (EMS):** Environment Monitoring System (EMS) technology is gaining importance in Bangladesh amid growing concerns over pollution, industrial safety and sustainability. The adoption of IoT, sensors and real time data analytics is creating opportunities for efficient environment management, regulatory compliance and improved operational safety across industries.

BDCOM Online Ltd. has developed its own EMS under its IoT and Robotics division, tested and certified by BUET. The system monitors key parameters, including temperature, humidity, smoke, voltage, current, frequency and liquid leakage, providing real time dashboards, historical reports and instant alerts. With applications in data centers, telecommunications facilities, factories, banks and commercial buildings, BDCOM EMS strengthens the company's innovative ICT portfolio while supporting safer, more efficient and sustainable operations.

Telecommunications and Broadband Market Trends

The telecommunications and broadband markets in Bangladesh have seen considerable change in the last two decades. Key trends driving the future of these markets include:

- **5G Technology:** By June 2026, limited-scale 5G services had been introduced at more than 440 locationsnationwide, while wider commercial deployment remained dependent on infrastructure development and industry readiness. The expansion of 5G-ready infrastructure may create opportunities in Bangladesh. Companies that invest in 5G-ready infrastructure will be well-positioned to capture in sectors such as smart cities, connected healthcare, digital agriculture and e-commerce. BDCOM's focus on next-generation network infrastructure can help the company respond to these emerging developments.
- **Telecommunications Convergence:** The convergence of voice, data, and video services is driving demand for integrated and bundled service offerings. BDCOM is poised to take advantage of this trend by offering value-added service packages that combine broadband connectivity, IP telephony, cloud services, and digital security solutions, creating seamless and cost-effective solutions for both business and individual customers.

Competitive Landscape

The ICT and telecommunications markets in Bangladesh are highly competitive, with both local and international players vying for market share. To maintain its leadership position, BDCOM must continue to differentiate itself through innovation, service quality and a relentless focus on customer satisfaction.

- **Service Quality:** High-speed, uninterrupted broadband and communication services will remain a key differentiator. BDCOM's established reputation for reliability and its ability to deliver low-latency, high-quality services, supported by world-class customer support, strengthen its competitive position.
- **Pricing Strategies:** Bangladesh's price-sensitive market demands affordable yet high-quality services. BDCOM's strategy of offering competitive pricing through bundled services and managed IT solutions, while also leveraging economies of scale, ensures that the company can effectively meet the diverse needs of its customers.
- **Differentiation through Innovation:** In an increasingly crowded market, BDCOM's focus on innovation, especially in AI-driven solutions, next-generation cybersecurity and next-gen cloud services, enables it to stay ahead of emerging market demands.

Future Opportunities and Market Expansion

BDCOM is strategically positioned to seize several key growth opportunities in the rapidly expanding ICT sector in Bangladesh:

- **Geographic Expansion:** With 135.94 million internet subscriptions recorded in June 2026 and government initiatives focusing on broadband expansion in rural regions, BDCOM has a significant opportunity to extend its reach into semi-urban and rural areas. By offering affordable broadband solutions, BDCOM can play a key role in bridging the digital divide and driving inclusive growth.
- **Cloud and Managed Services:** The growing demand for flexible, secure, and scalable cloud solutions presents a significant opportunity. BDCOM's portfolio of cloud-based services, including managed services and hosting solutions, is poised to attract businesses of all sizes-particularly those seeking to modernize their IT infrastructure. modernize their IT infrastructure.
- **Strategic Partnerships:** Collaborations with global technology firms, telecom operators, and startups will further enhance BDCOM's service offerings and expand its market reach. Partnerships in emerging technologies such as edge computing, AI, and next-gen network management will enable BDCOM to deliver more efficient and innovative solutions.

In Summary

Our outlook is exceptionally promising, driven by a rapidly growing ICT sector in Bangladesh. With advancements in broadband connectivity, cloud computing, 5G technology, IoT, cybersecurity, AI, EMS and other digital products. BDCOM is uniquely positioned to capture emerging opportunities and reinforce its market leadership. By maintaining a strong focus on innovation, service excellence and market expansion. BDCOM is poised to play a pivotal role in shaping the future of Bangladesh's digital landscape.

BDCOM'S VALUE CREATION PROCESS

BDCOM Online Ltd. is committed to creating sustainable value for its stakeholders, including customers, employees, shareholders, business partners, and the wider community. Through technological innovation, reliable infrastructure, customer-focused services and responsible business practices, BDCOM continues to contribute to the development of Bangladesh's ICT sector. The value creation process integrates market understanding, innovative solutions, efficient service delivery, strong stakeholder relationships and sustainable financial performance to support long-term growth.

Understanding Customer Needs and Market Demands

Customer Centric Approach: BDCOM prioritizes understanding the changing requirements of corporate organizations, government institutions, small and medium sized enterprises (SMEs) and individual customers. This approach supports the delivery of reliable Internet connectivity, data communication, cloud services and integrated ICT solutions tailored to customer needs.

Market Research and Analysis: Continuous monitoring of industry trends, customer expectations and technological developments enables BDCOM to identify business opportunities, respond to market changes and maintain alignment with the evolving requirements of Bangladesh's digital economy.

Innovation and ICT Solution Development

Diversified Service Portfolio: BDCOM continues to develop and improve its services across Internet, Data, Telecommunication, Cloud, Software Development, System Integration and Managed Solutions. This diversified portfolio supports business communication, operational efficiency and digital transformation across different industries.

Technological Advancement: BDCOM explores emerging technologies, including Artificial Intelligence (AI), the Internet of Things (IoT), cybersecurity, automation and cloud computing, to enhance service capabilities and respond to future market requirements.

Indigenous Technology Development: The introduction of BDCOM's in-house-developed Environment Monitoring System (EMS) in 2025 under the IoT and Robotics division represents an important milestone in local technology development. Tested and certified by the Bangladesh University of Engineering and Technology (BUET), the EMS supports real-time environmental monitoring and improved operational control in network facilities and data centers.

Infrastructure Development and Service Delivery

Network Reliability and Expansion: BDCOM continues to strengthen its network infrastructure to support reliable, scalable and high-capacity connectivity. The national Multi-Protocol Label Switching (MPLS) backbone expansion strategy, with a roadmap to connect ten major zones through 100G links, reflects BDCOM's commitment to improving network capacity, resilience and nationwide data transmission.

Efficient and Customized Solutions: BDCOM focuses on providing ICT services that address the specific operational requirements of different customer segments. Effective infrastructure management, technical expertise and service customization support dependable delivery and help customers achieve their business objectives.

Customer Experience and Service Excellence

Technical Support and Customer Satisfaction: BDCOM emphasizes timely technical assistance, effective troubleshooting and reliable service delivery to maintain customer satisfaction and minimize service disruptions.

Continuous Service Improvement: Customer feedback, service performance and operational experience provide valuable insights for identifying service gaps, improving response times and enhancing the overall customer experience. These efforts support customer confidence and long-term business relationships.

Sustainability and Responsible Business Practices

Operational Efficiency: BDCOM emphasizes effective resource utilization, cost-conscious operations and the appropriate application of technology to improve efficiency. Energy efficiency and responsible management of ICT infrastructure remain important considerations in operational development.

Digital Inclusion and Social Contribution: BDCOM contributes to Bangladesh's digital development by supporting connectivity and technology-enabled services for businesses, institutions and communities. Wider access to reliable digital services can help improve communication, productivity and participation in the digital economy.

Stakeholder Engagement and Strategic Partnerships

Strategic Collaboration: BDCOM maintains business relationships with Nationwide Telecommunication Transmission Network (NTTN) operators, telecommunications operators, government agencies, technology providers and other industry stakeholders. Such collaboration supports infrastructure development, service availability and the expansion of ICT capabilities.

Long-Term Relationships: Transparency, professional conduct, service reliability and consistent customer engagement help BDCOM strengthen relationships with customers, suppliers, business partners and other stakeholders while supporting its reputation in the ICT industry.

Financial Performance and Operational Efficiency

Revenue Diversification: BDCOM's diversified service portfolio creates opportunities to generate revenue from connectivity, telecommunications, software, cloud and managed services. Business development and service expansion support revenue growth and contribute to long-term financial sustainability.

Cost Management and Scalability: Efficient resource allocation, operational improvements and appropriate technology adoption help BDCOM manage costs while maintaining service quality. A scalable operating model supports changing customer demands and helps strengthen business competitiveness.

Continuous Improvement and Technological Advancement

Feedback-Driven Development: Feedback from customers, employees and business partners supports the evaluation of existing services, improvement of operational processes and identification of new business opportunities.

Adaptation to Emerging Technologies: BDCOM continues to assess developments in AI, Machine Learning (ML), IoT, cloud computing, and automation to identify opportunities for service enhancement, improved efficiency and future growth. Continuous technological development helps BDCOM respond to changes in customer expectations and the competitive ICT environment.

Sustainable Value for Stakeholders

Shareholder Value: BDCOM seeks to strengthen long-term shareholder value through responsible management, strategic investment, efficient operations and sustainable financial performance.

Employee Development: Employee knowledge, technical expertise and professional commitment remain important contributors to organizational success. Training, knowledge sharing, teamwork and professional development support a capable and motivated workforce.

Customer and Community Benefits: Reliable ICT services, improved connectivity and technology-driven solutions enable customers to enhance operational efficiency and support broader digital participation. These contributions help create value for business partners, communities and the national economy.

Conclusion

BDCOM's value creation process combines customer understanding, technological innovation, infrastructure development, service excellence, stakeholder engagement and financial discipline. Through continuous improvement, responsible business practices and investment in ICT capabilities, BDCOM Online Ltd. aims to strengthen its competitive position and create sustainable value for shareholders, employees, customers, business partners and the wider community. Guided by integrity, transparency, customer focus and a commitment to quality, BDCOM remains dedicated to supporting Bangladesh's digital advancement and building long-term stakeholder confidence.

BDCOM'S

APPROACHES TO SUSTAINABILITY

Executive Summary

As a leading provider in the Telecommunications and ICT services industry, BDCOM Online Ltd. is dedicated to minimizing environmental impact and contributing positively to society. Our sustainability strategy emphasizes reducing our ecological footprint, supporting local communities and ensuring our operations align with global standards of corporate responsibility. Our commitment to sustainability is integral to our business strategy, reflecting our dedication to environmental stewardship, social responsibility and economic viability. This document highlights our initiatives across various domains, including energy, waste, water, carbon footprint and corporate social responsibility (CSR) for the year.

Company Overview

BDCOM is a leading provider of information and communication technology solutions in Bangladesh. Established in 1997, we focus on delivering innovative services while ensuring our operations align with sustainable practices.

Sustainability Vision and Strategy

Our sustainability vision is to integrate eco-friendly practices into our core operations, aiming to minimize our environmental footprint while maximizing social impact. Our strategy includes:

- Reducing energy consumption.
- Implementing a zero waste policy.
- Enhancing community engagement through educational and skilled training programs.

Environmental Impact

Energy Consumption

During the year we consumed a total of 2650 MWh of energy. We have initiated the following measures to reduce energy consumption:

- We are replacing high electricity consuming desktop computers with energy efficient laptops. This transition will significantly reduce power usage across our offices, aligning with our goal of minimizing energy consumption.
- An awareness program has been implemented to encourage employees to turn off electrical appliances before leaving the office. Additionally, employees are encouraged to use natural daylight over office lighting whenever feasible, optimizing our energy efficiency.
- We have installed energy efficient lighting systems throughout our offices, contributing to reduced electricity consumption while ensuring adequate lighting.
- To maintain energy efficiency in cooling, we have standardized air conditioning temperatures to 26°C. This measure balances employee comfort with responsible energy usage.
- As part of our commitment to renewable energy, we are in the planning phase for installing solar panels at our Data Centers (DC) and Disaster Recovery (DR) sites. This transition will allow us to utilize renewable energy sources and further reduce our carbon footprint.

Waste Management

We generated huge numbers of electronic waste every year. Our waste management strategy includes:

- We handle electronic waste according to certified protocols, with every retired piece of hardware going through a secure data wipe process before being responsibly recycled through renowned e-waste recyclers.
- Recognizing the importance of reducing single use items, we've implemented digital solutions to replace paper documents and have achieved a 40% reduction in office paper usage. Additionally, all single use plastic items have been replaced with biodegradable alternatives or removed entirely from our facilities.
- Regular training sessions educate employees on responsible waste disposal, including correct segregation of recyclables and minimizing waste at workstations.
- We are working towards a zero waste to landfill goal by 2040, aiming to recycle or repurpose 100% of our waste through our "Closed Loop Recycling" program.

Water Usage

Althogh water consumption in our ICT operationis very limited, wee have implemented water-saving measures, including:

- Across office facilities, we have installed low flow fixtures and automated taps, reducing daily water usage.
- Our goal is to reduce water consumption by 20% by 2030, with plans to expand rainwater harvesting and explore water reclamation technologies in our countrywide offices.

Carbon Footprint

During the period our carbon footprint was not calculated systematically. So, there is still impact due to this issue and we have taken the following actions to mitigate the impact:

- An office order has been implemented mandating the minimal use of paper, with a focus on leveraging online mediums for documentation and management. This initiative reduces paper waste and aligns with our commitment to sustainable practices.
- To reduce dependency on non renewable energy sources, we have transitioned to long life Lithium Ion batteries for backup power at our Data Centers (DC at Gulshan), Disaster Recovery (DR at Dhanmondi) centers and Points of Presence (PoPs). This approach minimizes the need for generators during power outages, thus lowering our carbon footprint.
- For local transportation and customer support services, we have incorporated electric three wheelers. This initiative supports our objective to reduce emissions and contribute to cleaner air quality in urban areas.
- We conducted an extensive carbon audit to identify areas where emissions can be effectively reduced. This audit will serve as a roadmap for our future sustainability initiatives and carbon reduction targets.
- A tree planting initiative has been launched across all zonal offices countrywide. This program aims to contribute to reforestation efforts and mitigate carbon emissions through increased greenery.
- Recognizing the environmental impact of commuting, we have encouraged remote work policies. This reduces emissions associated with daily commuting and fosters a flexible work environment for our employees.
- BDCOM is committed to achieving net zero emissions by 2040, with interim targets to halve emissions every three years.

Social Responsibility

Community Engagement

BDCOM believes in giving back to the community. During the period we engaged in several initiatives:

- We have established a mandatory program to recruit and train fresh graduates. Through structured training and mentorship, we aim to equip them with the skills needed for career success and, upon eligibility, we directly onboard them into fulltime roles.
- BDCOM provided direct financial assistance to Mrs. Runa,wife of the late Md. Faruk a driver from Bhola District who tragically passed away following a brain stroke. This support reflects our deep commitment to compassionate care and helping bereaved families navigate unexpected hardships.
- Reaffirming our dedication to community welfare, BDCOM provided financial support to an accident victim who suffered partial disability, assisting with medical recovery and immediate living needs.
- To bridge the digital divide, we conducted free digital literacy workshops targeting underprivileged youth. These sessions aim to empower participants with essential digital skills, enhancing their opportunities in an increasingly digital world.

Employee Welfare

We prioritize the well being of our employees through various programs:

- We introduced a robust health and wellness program designed to support both the physical and mental well being of our employees. This program includes mental health support resources, access to counseling and wellness activities, ensuring a holistic approach to employee health.
- Our commitment to continuous learning is demonstrated through regular training and development sessions. With an 80% employee participation rate, these skill enhancement programs empower our team members to grow professionally, stay updated with industry advancements and contribute more effectively to organizational goals.

Diversity and Inclusion

Our commitment to diversity is reflected in our hiring practices and workplace culture:

- Women currently represent 5% of our workforce and we are actively working towards surpassing the industry average by 2030. Through targeted recruitment efforts and support initiatives, we aim to create an inclusive environment that fosters gender diversity and equal opportunities.
- To promote a fair and inclusive workplace, we established an Inclusion Committee. This committee focuses on enhancing workplace diversity, addressing issues related to discrimination and ensuring all employees feel valued and respected. It plays a critical role in supporting our commitment to an equitable work environment.

Economic Performance

Financial Overview

During this period, BDCOM recorded a revenue of BDT 823.19 million, reflecting a commendable 0.95% increase compared to the previous year. This growth is a testament to our unwavering commitment to sustainable practices, which have not only bolstered our brand reputation but have also drawn in new clients who prioritize corporate responsibility. By aligning our business strategies with sustainability goals, we have positioned ourselves as a leader in responsible business practices, appealing to a growing market of socially conscious consumers and partners. This approach not only fosters customer loyalty but also enhances our competitive edge in the telecommunications and ICT services industry.

Sustainable Procurement

We have adopted sustainable procurement practices by:

- We prioritize sourcing materials from suppliers who comply with established environmental standards. This commitment ensures that our supply chain aligns with our sustainability goals, reducing environmental impact through responsible procurement practices.
- To minimize transportation emissions and support the local economy, we prioritize local suppliers wherever possible. This approach not only strengthens community partnerships but also contributes to a reduction in our overall carbon footprint.

Governance and Compliance

BDCOM adheres to all local and international regulations regarding environmental and social governance. We have established a sustainability committee responsible for overseeing compliance and reporting on our sustainability performance.

Future Goals and Initiatives

Looking ahead, our organization is committed to advancing sustainability, community engagement and employee development through the following goals:

- To aim to achieve a 10% reduction in energy consumption by 2030. This goal will be pursued through ongoing optimization of our energy use, investment in energy efficient technologies and continued efforts to reduce reliance on non renewable energy sources.
- By 2030, we plan to broaden the scope of our community engagement initiatives to support underserved communities and students. These programs will focus on educational support, skill building and accessibility to essential resources, allowing us to make a positive impact on a larger scale.
- We are developing a comprehensive sustainability training program for all employees. This program will equip our team with the knowledge and skills to incorporate sustainable practices into daily operations, fostering a culture of environmental responsibility across all levels of our organization.

In Summary

BDCOM's committed to creating lasting positive impacts through responsible business practices and proactive environmental management. Our continued efforts to reduce environmental impact and enhance community wellbeing reflect our dedication to a sustainable future.Thus, we are committed to sustainability as a core aspect of our business strategy. Through our initiatives in environmental stewardship, social responsibility and economic performance, we strive to create a positive impact on our community and the planet.

Acknowledgments

We would like to thank our employees, partners and community members for their continued support and commitment to sustainability. Together, we can make a significant impact on our environment and society. We look forward to sharing our progress and achievements in the coming years as we continue to strive for a more sustainable future.

AWARDS, RECOGNITION & MEMBERSHIP

AWARD ACHIEVED

ICSB NATIONAL AWARDS 2025

FOR CORPORATE GOVERNANCE EXCELLENCE



BDCOM Online Ltd. won the prestigious **13th ICSB National Award 2025**. This award strengthen the position of BDCOM in the ICT industry in Bangladesh as a high performing and strong value adding company.

Legacy
OF PRIDE & EXCELLENCE

Distinguished record of recognitions, shaped by our commitment to strong corporate governance and success.



2023



2018



2014







BDCOM previously received recognition at the ICSB National Awards in 2014, 2018, and 2023. We remain committed to setting higher standards and creating sustainable value for our stakeholders.

AWARD ACHIEVED

ICMAB BEST CORPORATE AWARD

2021



BDCOM Online Ltd. won the prestigious Institute of Cost and Management Accountants of Bangladesh (ICMAB)- **"Best Corporate Award-2021"**
This award strengthen the position of BDCOM in the ICT industry in Bangladesh as a high performing and strong value adding company.

RECOGNITION

CREDIT RATING CERTIFICATE

EMERGING
Credit Rating Ltd

BDCOM Online Ltd.

Credit Rating Report (Agreement No-2022-12-08-67587)

Valid From	Valid Till	Rating Action	Long Term Rating	Short Term Rating	Outlook
December 30, 2025	December 29, 2026	Surveillance-3	AA	ST-2	Stable
December 30, 2024	December 29, 2025	Surveillance-2	AA	ST-2	Stable
December 30, 2023	December 29, 2024	Surveillance-1	AA	ST-2	Stable

Date of Incorporation : February 12, 1997

Managing Director : Air Vice Marshal Muhammad Nazrul Islam, BSP, nswc, afwc, psc, GD(P), (Retd.)

Authorized Capital : BDT 1,000.00 Million

Paid-up Capital : BDT 599.41 Million (As on June 30, 2025)

Total Assets : BDT 1,405.38 Million (As on June 30, 2025)

Bank Loan Limit : Composite Facilities **BDT 206.70 Million**

Contact Analysts : S. M. Faizul Haque faizul@emergingrating.com
Md. Sihab Hossain sihab@emergingrating.com

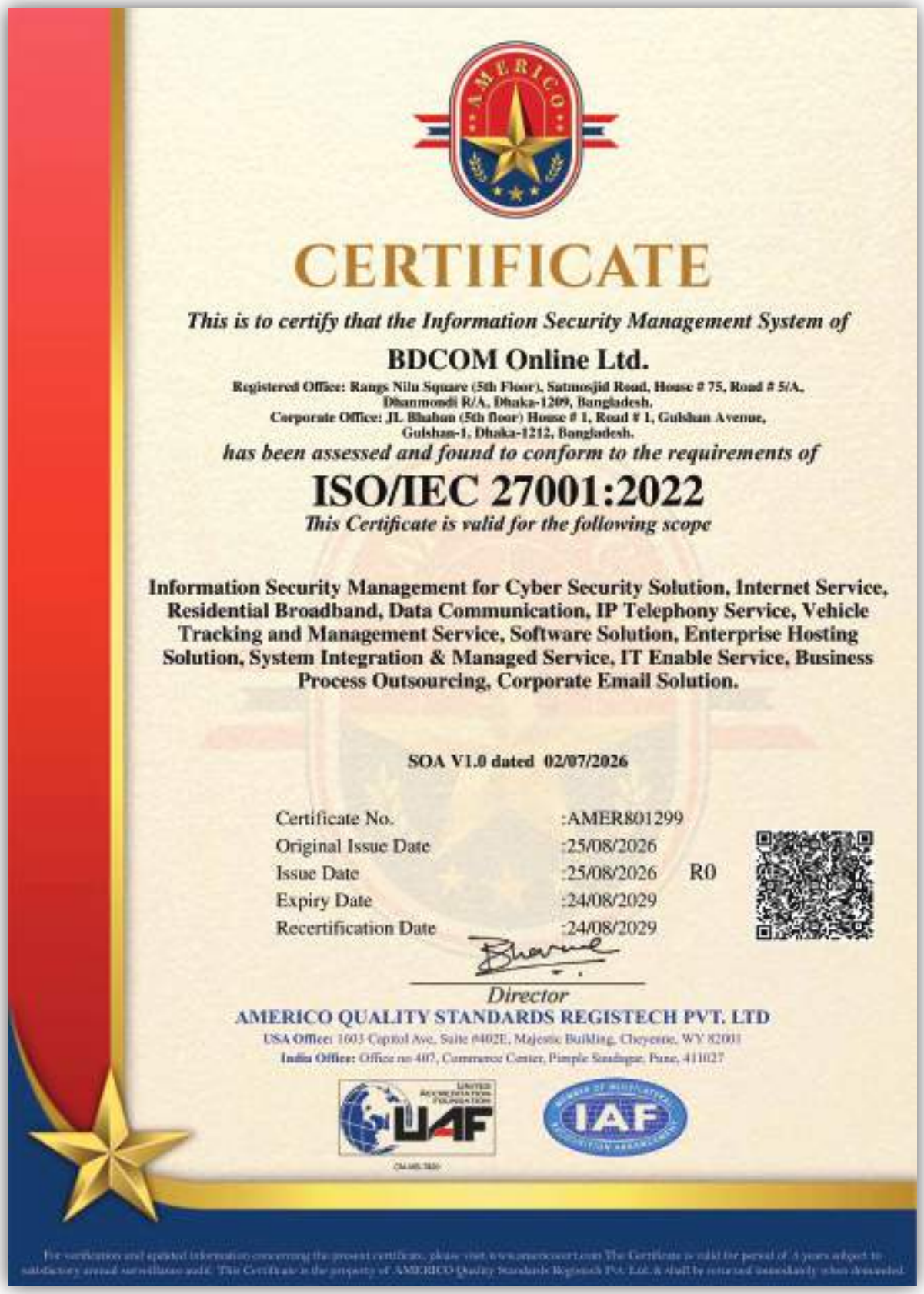
Chief Executive Officer
Emerging Credit Rating Limited

Credit Analysis

Corporate Debt Rating

RECOGNITION

ISO CERTIFICATE



AMERICO

CERTIFICATE

This is to certify that the Information Security Management System of

BDCOM Online Ltd.

Registered Office: Rangs Nilu Square (5th Floor), Satmosjid Road, House # 75, Road # 5/A, Dhanmondi R/A, Dhaka-1209, Bangladesh.
Corporate Office: JL Bhaban (5th floor) House # 1, Road # 1, Gulshan Avenue, Gulshan-1, Dhaka-1212, Bangladesh.

has been assessed and found to conform to the requirements of

ISO/IEC 27001:2022

This Certificate is valid for the following scope

Information Security Management for Cyber Security Solution, Internet Service, Residential Broadband, Data Communication, IP Telephony Service, Vehicle Tracking and Management Service, Software Solution, Enterprise Hosting Solution, System Integration & Managed Service, IT Enable Service, Business Process Outsourcing, Corporate Email Solution.

SOA V1.0 dated 02/07/2026

Certificate No.	:AMER801299	
Original Issue Date	:25/08/2026	
Issue Date	:25/08/2026	R0
Expiry Date	:24/08/2029	
Recertification Date	:24/08/2029	

Director

AMERICO QUALITY STANDARDS REGISTECH PVT. LTD

USA Office: 1603 Capitol Ave, Suite 0402E, Majestic Building, Cheyenne, WY 82001

India Office: Office no 407, Commerce Center, Pimple Saudagar, Pune, 411027

UAF

IAF

For verification and updated information concerning the present certificate, please visit www.americocert.com The Certificate is valid for period of 3 years subject to satisfactory annual surveillance audit. This Certificate is the property of AMERICO Quality Standards Registech Pvt. Ltd. & shall be returned immediately when demanded.

RECOGNITION

ISO CERTIFICATE

BQSR

CERTIFICATE

This is to certify that the
Quality Management System of

BDCOM Online Ltd.

Registered Office: Rangs Nilu Square (5th Floor), Satmosjid Road, House # 75, Road # 5/A, Dhanmondi R/A,Dhaka-1209. Bangladesh.

Corporate Office: JL Bhaban (5thfloor) House # 1, Road # 1, Gulshan Avenue, Gulshan-1, Dhaka-1212, Bangladesh.

has been assessed and found to conform to the requirements of

ISO 9001:2015

This Certificate is valid for the following scope:

Provision of Nationwide Internet Services, Vehicle Tracking Service, Software Development, Business Process Outsourcing, IT Enable Service, Web Design & Hosting, Managed Services, IP Telephony Services, IPPBX Solutions, Hosted Conference Bridge, Short Code Parking, Accessories Import& Export.

Certificate No.	**:BQSR25338**
Registration Date	**:01/06/2024**
Issue Date	**:01/06/2024**
Expiry Date	**:31/05/2027**
Recertification Date	**:31/05/2027**

Director

BQSR SYSTEMS REGISTECH PRIVATE LIMITED

USA Address: 1910 Thomes Ave, Cheyenne Wyoming WY 82001, USA

India Address: B 1001 Western Avenue, Wakad, Pune 411057, India | Web: www.bqsrcert.com

BQSR

UAF

IAF

MEMBERSHIP

PUBLICLY LISTED COMPANIES ASSOCIATION



FIVE YEARS' FINANCIAL HIGHLIGHTS

Particulars	Figures in Thousand BDT				
	2025-2026	2024-2025	2023-2024	2022-2023	2021-2022
Authorized Capital	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000
Paid-up Capital	629,379	599,408	570,865	570,865	570,865
Tax holiday reserve	21,556	21,556	21,556	21,556	21,556
Retained Earnings	183,619	249,114	225,925	232,112	214,653
Shareholders' equity	954,058	933,855	910,666	916,853	899,394
Current Liabilities	404,029	406,508	360,600	261,377	250,253
Deferred Tax Liabilities	2,425	1,729	3,180	3,952	15,426
Cash Dividend	62,938*	29,970	28,543	57,086	57,086
Stock Dividend	-	29,970	28,543	-	-
Provision for Income Tax	42,186	59,269	76,645	23,594	22,297
Property Plant & Equipment	404,513	384,323	360,081	334,000	337,111
Long Term Deposit & Prepayment	110,846	110,193	109,157	108,293	108,009
Inventories	12,831	15,532	13,344	17,413	15,257
Advance, Deposits & Prepayment	18,575	16,922	15,866	26,598	37,055
Trade & Others Receivable	204,985	227,040	189,672	155,174	144,316
Cash & Cash Equivalent	25,999	39,940	35,435	41,950	69,438
Revenue	823,196	815,453	778,859	713,424	727,377
Non-Operating Income	49,129	46,490	32,785	26,307	26,925
Cost of Sales & Service	363,563	367,299	361,723	319,842	334,108
Administrative & Marketing Expenses	342,784	307,471	279,567	256,499	253,166
Depreciation on Fixed Assets	56,996	58,888	55,929	51,230	51,882
Gross Profit	459,634	448,154	417,136	393,581	393,269
Net Profit after Tax	50,173	51,733	50,899	74,546	80,179

Particulars	Figures in BDT (Per Share)				
	2025-2026	2024-2025	2023-2024	2022-2023	2021-2022
Earnings Per Share (EPS)	0.80	0.82	0.85	1.31	1.40
Net Assets Values (NAV)	15.16	14.84	15.19	16.06	15.75

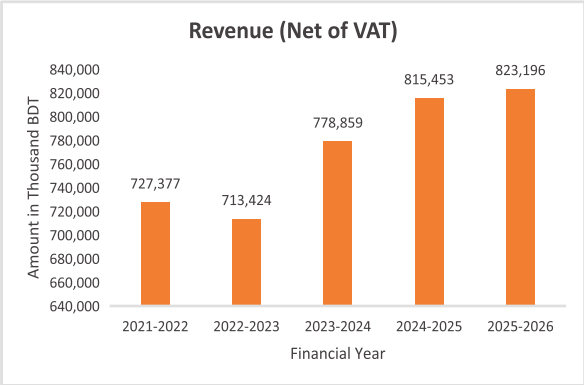
Restated wherever required

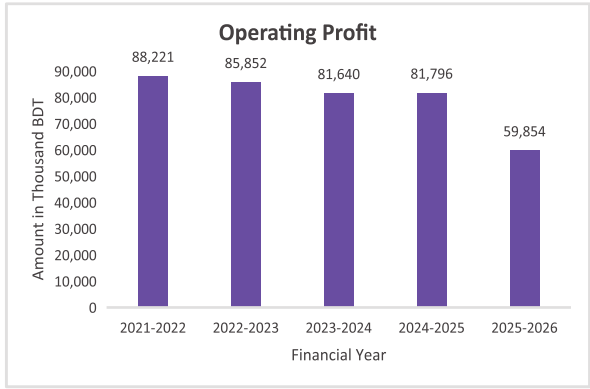
DIVIDEND (%) FOR ALL SHAREHOLDERS

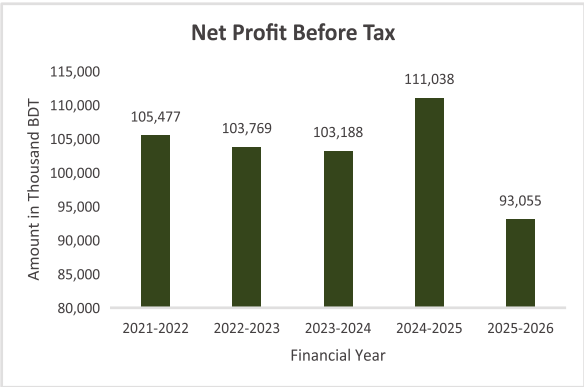
Particulars	2025-2026	2024-2025	2023-2024	2022-2023	2021-2022
		%	%	%	%
Cash	10*	5	5	10	10
Stock	-	5	5	-	-

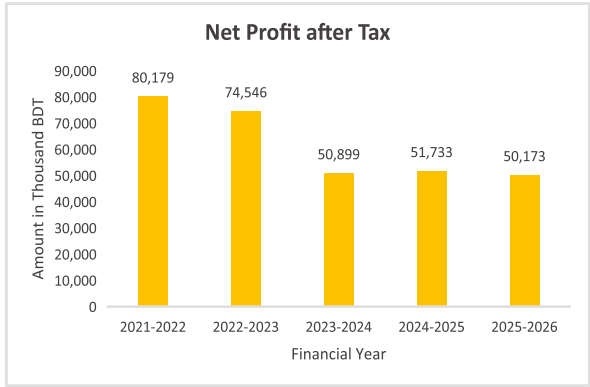
**Subject to the approval of the shareholders at the 30th Annual General Meeting (AGM) scheduled for 17 December 2026 at 10:30 am (Dhaka time) by using Digital Platform https://bdcom.virtualagmbd.com, the Board of Directors of BDCOM Online Ltd. has recommended total 10% Cash Dividend for the Financial Year 2025 - 2026.

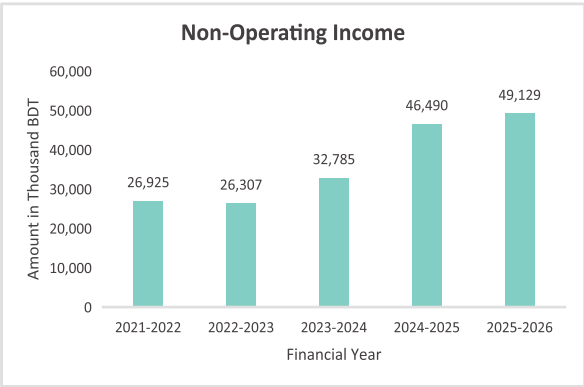
GRAPHICAL VIEW OF SELECTED GROWTH INDICATORS FOR THE LAST 5 YEARS

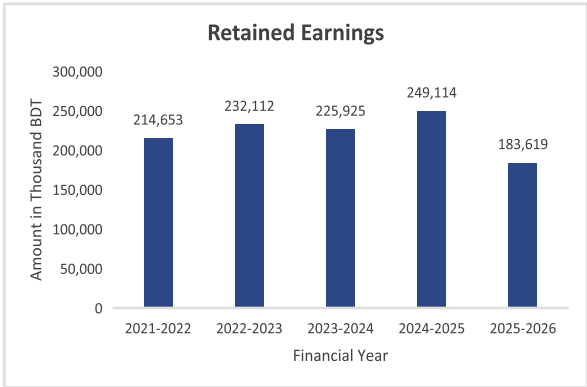


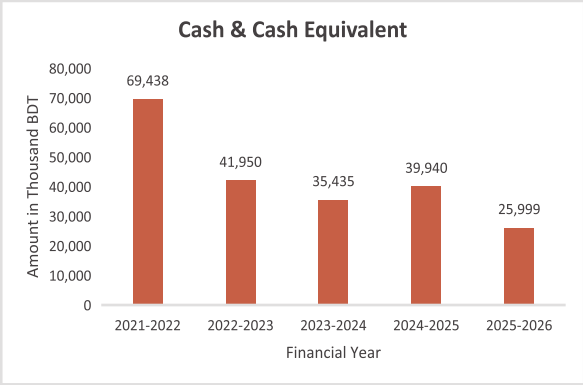


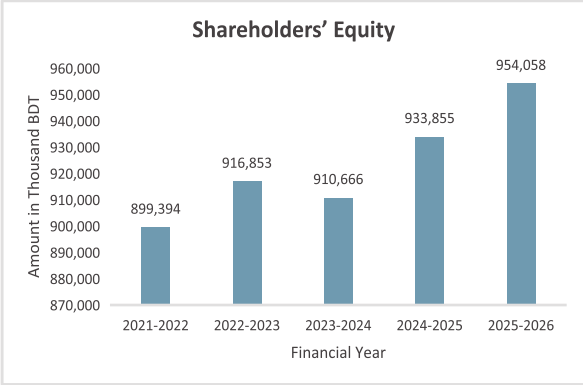


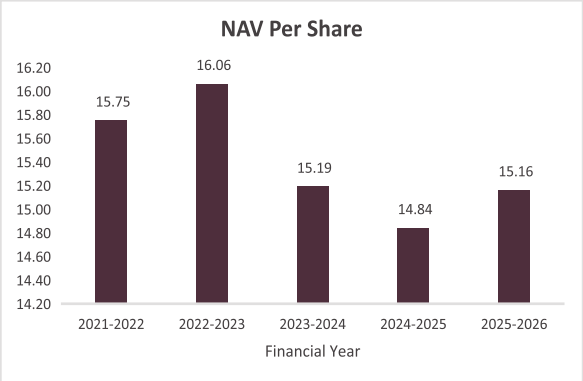


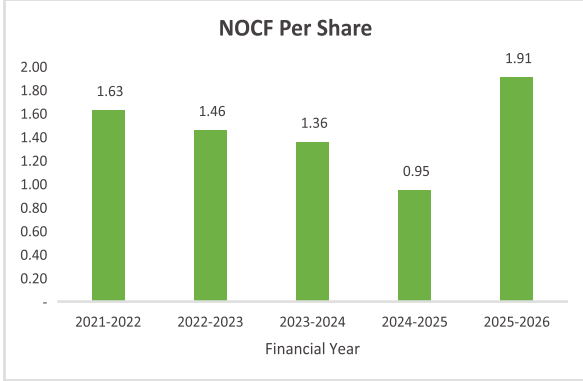


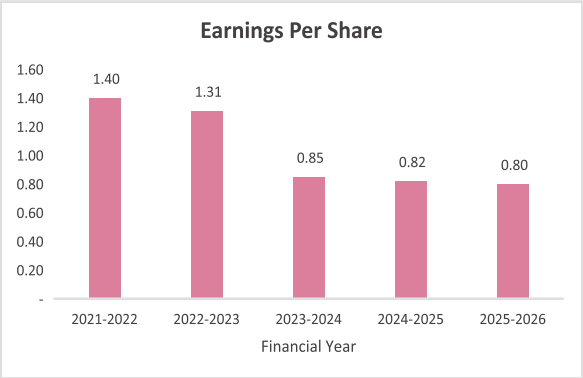


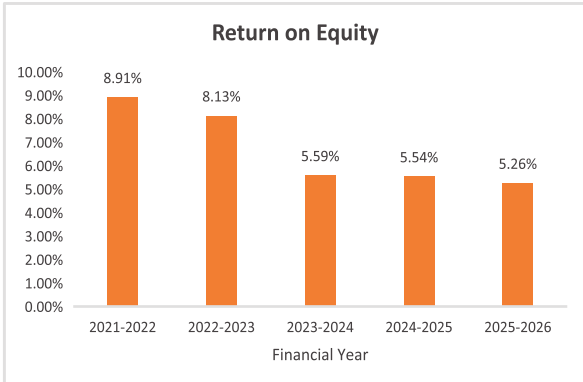

Cash & Cash Equivalent
Amount in Thousand BDT
80,000
70,000
60,000
50,000
40,000
30,000
20,000
10,000
0
69,438
41,950
35,435
39,940
25,999
2021-2022
2022-2023
2023-2024
2024-2025
2025-2026
Financial Year


Shareholders' Equity
Amount in Thousand BDT
960,000
950,000
940,000
930,000
920,000
910,000
900,000
890,000
880,000
870,000
899,394
916,853
910,666
933,855
954,058
2021-2022
2022-2023
2023-2024
2024-2025
2025-2026
Financial Year


NAV Per Share
16.20
16.00
15.80
15.60
15.40
15.20
15.00
14.80
14.60
14.40
14.20
15.75
16.06
15.19
14.84
15.16
2021-2022
2022-2023
2023-2024
2024-2025
2025-2026
Financial Year


NOCF Per Share
2.00
1.80
1.60
1.40
1.20
1.00
0.80
0.60
0.40
0.20
-
1.63
1.46
1.36
0.95
1.91
2021-2022
2022-2023
2023-2024
2024-2025
2025-2026
Financial Year


Earnings Per Share
1.60
1.40
1.20
1.00
0.80
0.60
0.40
0.20
-
1.40
1.31
0.85
0.82
0.80
2021-2022
2022-2023
2023-2024
2024-2025
2025-2026
Financial Year


Return on Equity
10.00%
9.00%
8.00%
7.00%
6.00%
5.00%
4.00%
3.00%
2.00%
1.00%
0.00%
8.91%
8.13%
5.59%
5.54%
5.26%
2021-2022
2022-2023
2023-2024
2024-2025
2025-2026
Financial Year

BDCOM CSR

CORPORATE SOCIAL RESPONSIBILITY

Empowering Society, Enabling Progress: BDCOM CSR 2025 - 2026

Theme: Empowering Society, Enabling Progress: Guided by our core principles of remaining Connected to Freedom and Committed to Progress, BDCOM Online Ltd. presents its Corporate Social Responsibility (CSR) report for the 2025–2026 financial year.

At BDCOM, Corporate Social Responsibility is not merely an auxiliary initiative - it is a fundamental expression of our values and a lasting pledge to the people of Bangladesh. For over 29 years have worked tirelessly to advance societal development, ensuring that the fruits of our growth directly benefit the communities we serve.

Our CSR strategy focuses on high impact initiatives designed to improve living conditions, foster long term human capital and build a more secure future for vulnerable populations.

Key CSR Focus Areas & Initiatives

Youth Development & Talent Empowerment : To foster the next generation of industry leaders, BDCOM continues to expand its structured Internship Program. Designed to empower the youth of Bangladesh, this program offers students hands-on technical experience and professional grooming across:

- Technology & Innovation
- Engineering Operations
- Business Strategy & Management

Through practical mentorship and exposure to real world corporate operations, we bridge the gap between academic learning and industry readiness, paving the way for sustainable economic empowerment.

Community Support & Compassionate Care

Driven by empathy and a commitment to social welfare, BDCOM extends direct financial assistance and welfare support to individuals and families facing severe distress:

Family Support & Rehabilitation: BDCOM provided direct financial assistance to Mrs. Runa, wife of the late Md. Faruk a driver from Bhola District who tragically passed away following a brain stroke. This support reflects our deep commitment to compassionate care and helping bereaved families navigate unexpected hardships.





Accident & Disability Assistance: Reaffirming our dedication to community welfare, BDCOM provided financial support to an accident victim who suffered partial disability, assisting with medical recovery and immediate living needs.

Our Continuing Commitment

BDCOM Online Ltd. remains steadfast in its obligation to uplift society. By harmonizing technological advancement with compassionate community outreach, we continue to create meaningful, enduring impact across Bangladesh.

BDCOM

ENTERS THE CYBERSECURITY BUSINESS

As Bangladesh advances toward a fully digital economy, the IT sector has become the backbone of critical infrastructure including government services, banking, e-commerce, telecommunications and daily communication. However, this rapid expansion has also heightened the nation's vulnerability to cyber threats such as data breaches, ransomware, phishing and service disruptions. Left unmitigated, these risks can lead to severe financial losses, erode public trust and compromise national digital progress.

To address these emerging challenges, **BDCOM Online Ltd.** is formally expanding into the cybersecurity market. Operating alongside global OEM partners and certified security engineers, BDCOM is equipped to deliver enterprise grade security solutions tailored for banking, financial institutions and corporate clients.

Key Initiatives & Strategic Readiness

ISO/IEC 27001:2022 Certification: BDCOM has achieved the prestigious ISO/IEC 27001:2022 certification for Information Security Management Systems (ISMS), aligning its defense frameworks with the highest international standards.

Workforce Upskilling & Talent Development: The company recently completed an intensive, three month cybersecurity training program, upskilling 20 senior level technical and marketing professionals. This ensures that both the teams managing network infrastructure and those advising clients possess the expertise to identify, prevent and respond to cyber threats effectively.

Strategic Vision & Commitment

Through these foundational steps, BDCOM aims to play a pivotal role in strengthening Bangladesh's IT ecosystem by:

- Safeguarding client data and ensuring reliable, secure connectivity.
- Cultivating a proactive culture of security awareness across industries.
- Establishing industry benchmarks for responsible cyber hygiene and governance.

Looking ahead, BDCOM Online Ltd. remains dedicated to continuously refining its security posture, adapting to evolving risk landscapes and fostering a safer, more resilient digital Bangladesh while upholding the trust of its customers, investors and regulatory bodies.





Professional Cyber Security Trainning

BDCOM'S
HUMAN CAPITAL

At BDCOM, we strongly believe that our human resources are our most valued asset, serving as the very cornerstone of our company's growth and lasting success. The energy and vitality of our organization are closely tied to the growth and empowerment of our workforce. Recognizing this vital connection, we are committed to strengthening our recruitment, training and development efforts through a broad array of programs designed to uplift and empower our employees throughout the year.

We actively cultivate a sense of community among our employees, fostering an environment that encourages collaboration and open dialogue. This commitment is clearly demonstrated through our regular Management Committee meetings, which act as an essential forum for interaction across all departments. These gatherings go beyond mere procedural formalities; they offer valuable opportunities for employees to share insights, discuss challenges and celebrate successes. Through these interactions, employees develop a deeper understanding of each other's roles and responsibilities, which nurtures a culture of teamwork and collaboration. This rich exchange of ideas not only sharpens individual skill sets but also strengthens interpersonal relationships, resulting in a workplace environment marked by mutual respect and support. As a result, we have built a positive and inclusive atmosphere that encourages engagement, well-being and a sense of belonging among all staff members.

Our organizational structure is both diverse and dynamic, consisting of nine major departments staffed by a dedicated team of 285 highly qualified professionals (including 21 Female). Among them are skilled IT engineers who stand at the forefront of our technological progress, fueling innovation and excellence throughout our services. We take immense pride in our leadership team, which features a notable Chartered Accountant (FCA) acting as our Chief Financial Officer, a FCCA-certified professional managing our Internal Audit and Compliance functions and a qualified- Chartered Secretary (FCS) serving as Company Secretary. In addition, our workforce comprises 368 committed non-officer staff members, whose efforts are essential to the smooth operation of our company. Recognizing how vital it is to develop the next generation of leaders, we have created specialized internship programs intended to nurture young talent. These programs give participants invaluable exposure to the corporate world, enabling them to gain practical skills and knowledge that will serve them well in their future pursuits. Our interns are not simply observers; they take an active part in meaningful projects that push them to think critically and innovate. Many of our interns have shown exceptional potential and have been offered roles within the company, where they continue to gain from ongoing mentorship and training. This investment in their growth prepares them to meet real-world challenges with both confidence and competence.

At BDCOM, we fully acknowledge the importance of our human resources, appreciating their deep an impact not just on our organization but also on individual development and the wider economy. We recognize that a workforce that is well-trained and motivated is vital for meeting our strategic goals and promoting sustainable growth. Through investing in our people, we are doing more than building a workforce; we are cultivating a dynamic community of professionals who are dedicated to excellence and ongoing improvement. This investment establishes the foundation for a resilient and adaptable organization, fully prepared to handle the complexities of the future while capturing new opportunities for innovation and growth.

To conclude, our dedication to human resources goes far beyond standard practices; it is a core element of our corporate philosophy. We strongly believe that by supporting our employees, we generate a positive ripple effect that benefits the whole organization and the communities where we operate. Together, we are building a brighter future for BDCOM, our employees and the economy as a whole.

Employee Summary Table:

SL	Particulars	30 June 2026	30 June 2025
1.	Manager & Officers	285	266
2.	Office Assistant, Technician & Others	368	366
	Total	**653**	**632**

EMPLOYEE BENEFITS AND RESOURCE DEVELOPMENT

At BDCOM, our workforce is recognized as our most vital asset and the cornerstone of our sustained success. We remain deeply committed to fostering an engaging, secure, and progressive work environment that champions professional excellence, comprehensive well-being, and mutual growth.

Employee Provident Fund (EPF)

Contributory Framework: We maintain a robust contributory provident fund scheme specifically structured for permanent employees, supported by matching contributions from both staff and the company at predetermined rates.

Independent Governance: The fund is administered prudently by a dedicated Board of trustees, with all assets securely segregated into dedicated bank accounts and invested strictly in accordance with the guidelines set forth by the Bangladesh Labor Law.

Long-Term Financial Security: This initiative actively promotes a disciplined culture of savings while establishing a dependable financial safety net for employees as they plan for their future.

Comprehensive Health and Insurance Coverage

Holistic Protection: To safeguard the health and security of our personnel all employees are enrolled in extensive **Group Term Life Insurance** and **Hospitalization Insurance** schemes.

Peace of Mind: These comprehensive medical and life covers protect employees and their families against unforeseen contingencies, enabling them to execute their professional responsibilities with absolute confidence and peace of mind.

Workers' Profit Participation and Welfare Fund (WPP & WF)

Statutory Compliance & Profit Sharing: In strict compliance with the Bangladesh Labor Law-2006, BDCOM allocates 5% of its net profit annually to the Workers' Profit Participation and Welfare Fund.

Aligned Interests: This fund directly links employee welfare with organizational prosperity, ensuring that all distributions are executed transparently per legal mandates so our team meaningfully shares in the financial milestones of the company.

Continuous Learning, Training and Skill Development

Company-Funded Upskilling: Believing strongly in lifelong learning, BDCOM sponsors a diverse portfolio of professional training and certification programs designed to sharpen technical expertise and elevate individual competencies.

National & Global Exposure: We actively encourage participation in high-value, government-sponsored programs, broadening horizons for skill acquisition. Our team members have frequently earned prestigious national and international accolades, reflecting a shared pursuit of excellence.

Targeted Technical Leadership: For technical personnel and field staff, a dedicated manager oversees focused skill-enhancement initiatives, ensuring every employee possesses the resources required to adapt to rapidly evolving industry standards.



Employees Professional Development Trainning

Cultivating a Culture of Inclusion and Growth

BDCOM continually strives to build an empowering corporate ecosystem where professional ambition meets personal well-being. By investing strategically in our human capital, we cultivate a vibrant community where every individual feel valued, motivated and inspired to scale new heights together.

ENTERPRISE RISK MANAGEMENT

In today's dynamic business environment, organizations face a wide range of risks arising from both internal operations and external factors. These challenges are particularly significant in developing economies such as Bangladesh, where intense competition and changing market conditions create additional uncertainties. BDCOM Online Ltd. faces various risks due to the nature of its business operations and the evolving ICT and telecommunications industry. Identifying, assessing and managing these risks is essential to achieving business, financial, customer service and social objectives while maintaining compliance with applicable laws and regulations.

Operational Risk

Risk Management Team holds overall responsibility for establishing, implementing and supervising the company's risk management framework. The relevant policies, procedures and systems are reviewed periodically and updated in response to changes in business operations and market conditions. To strengthen operational efficiency, capitalize on opportunities and minimize potential losses. BDCOM's senior management has established a dedicated team of experienced professionals. The team independently identifies potential risks and opportunities affecting corporate objectives, evaluates their likelihood and possible consequences, develops appropriate response strategies and monitors implementation. Risk Management team report to the Audit Committee as well as the Board on the deliberations of its team works. The Head of Departments who are responsible for the day to day Risk Management attends all the meetings of the Risk Management Team to provide relevant inputs and reports.

Credit Risk

Credit risk represents the possibility of financial loss resulting from a customer or financial instrument counterparty failing to fulfill its contractual obligations. For BDCOM, this risk primarily relates to outstanding customer receivables. To control credit exposure, management maintains an appropriate credit policy and regularly monitors outstanding balances and associated risks. Exposure arising from other financial assets, including bank balances and external receivables, is considered relatively low.

Liquidity Risk

Liquidity risk arises when the company may be unable to settle its financial obligations when they become due. BDCOM Online Ltd. manages its liquidity position by maintaining adequate cash and cash equivalents to meet liabilities under both normal operating conditions and potential financial stress, without incurring unacceptable losses or damaging its reputation. Cash flow forecasting is an integral part of this process, enabling management to estimate operating expenses, anticipate financial commitments and ensure sufficient funds are available to meet payment obligations on time.

Market Risk

Market risk refers to the possibility of financial losses resulting from changes in market variables, including foreign exchange rates and interest rates, that may affect the company's income or the value of its financial instruments. BDCOM seeks to identify, evaluate and control market exposures within acceptable limits to minimize their potential impact on financial performance.

a) **Currency Risk:** As of 30 June 2026, BDCOM Online Ltd.'s exposure to foreign currency risk is expected to remain dependent on the volume and nature of its foreign currency transactions. The company monitors such transactions to assess potential exchange rate fluctuations and their possible effects on financial performance.

b) **Interest Rate Risk:** Interest rate risk arises from changes in prevailing interest rates that may affect the cost of borrowings and related financial obligations. BDCOM monitors its exposure to interest rate movements and assesses their potential financial implications. The extent of this risk depends on the company's borrowing arrangements and prevailing market conditions. The use of derivative instruments for hedging interest rate exposure should be disclosed where applicable.

Other Risks

Beyond operational and financial risks, BDCOM Online Ltd. remains exposed to competitive and strategic risks. Bangladesh's ICT and telecommunications industry is highly competitive, with existing operators expanding their services and new market participants creating additional competitive pressure. Maintaining service quality, technological capability, customer satisfaction and market awareness is therefore essential to sustaining the company's competitive position.

Strategic risk arises from uncertainties associated with current business strategies, future development plans and investment decisions. These may include introducing new services, expanding existing operations, entering new business segments, pursuing mergers and acquisitions or experiencing losses due to inappropriate strategic decisions. BDCOM addresses these challenges through ongoing business assessment, market monitoring and strategic planning to support informed decision making and sustainable growth.

In conclusion, BDCOM Online Ltd. recognizes that effective enterprise risk management is fundamental to its long term stability and business performance. Through continuous risk identification, assessment, monitoring and mitigation, the company seeks to strengthen operational resilience, protect financial resources, maintain regulatory compliance and support sustainable organizational growth.

BOARD OF DIRECTORS AND OTHER COMMITTEES

Board of Directors

Name	Position
Mr. Wahidul Haque Siddiqui	Chairman
Mrs. Qurrattul Ann Siddiqui	Director
Hornbill Apparel Ltd. -Represented by Mrs. Kamrunnahar	Director
Norban Fashion Ltd. -Represented by Mr. Md. Shafiqul Alom (Sumon)	Director
Mr. Das Deba Prashad	Independent Director
Air Vice Marshal Mr. Md. Zahidur Rahman (Retd)	Independent Director
Air Vice Marshal Muhammad Nazrul Islam BSP, nswc, afwc, psc, GD(P), (Retd)	Managing Director (Ex-Officio)

Executive Committee

Name and Designation	Committee Position
Mr. Wahidul Haque Siddiqui Chairman	Chairman
Mrs. Qurrattul Ann Siddiqui Director	Member
Air Vice Marshal Muhammad Nazrul Islam BSP, nswc, afwc, psc, GD(P), (Retd) Managing Director	Member

Audit Committee

Name and Designation	Committee Position
Mr. Das Deba Prashad Independent Director	Chairman
Mrs. Qurrattul Ann Siddiqui Director	Member
Mrs. Kamrunnahar Director (Representative of Hornbill Apparel Ltd.)	Member
Air Vice Marshal Mr. Md. Zahidur Rahman (Retd) Independent Director	Member

Nomination and Remuneration Committee (NRC)

Name and Designation	Committee Position
Mr. Das Deba Prashad Independent Director	Chairman
Mrs. Qurrattul Ann Siddiqui Director	Member
Mrs. Kamrunnahar Director (Representative of Hornbill Apparel Ltd.)	Member
Air Vice Marshal Mr. Md. Zahidur Rahman (Retd) Independent Director	Member

Management Committee

Name and Designation	Committee Position
Air Vice Marshal Mr. Muhammad Nazrul Islam BSP, nswc, afwc, psc, GD(P), (Retd) Managing Director	Chairman
Mr. Faker Ahmed FCA Chief Financial Officer	Member Secretary
Mr. S M Kamruzzaman Deputy Managing Director & CTO	Member
Mr. Anowar Hasan Sabir Chief Information Officer	Member
Mr. Bipul Ranjan Saha Chief Marketing Officer	Member
Mr. Sharif Sabbirul Alam Senior General Manager	Member
Mr. Md. Abul Bashar General Manager	Member
Mr. Md. Jamilur Rahman FCS Company Secretary	Member

Purchase Committee

Name and Designation	Committee Position
Mr. Faker Ahmed FCA Chief Financial Officer	Chairman
Mr. S M Kamruzzaman Deputy Managing Director & CTO	Member Secretary
Mr. Anowar Hasan Sabir Chief Information Officer	Member

PROFILE OF THE
BOARD OF DIRECTORS

MR. WAHIDUL HAQUE SIDDIQUI
CHAIRMAN

Mr. Wahidul Haque Siddiqui is a distinguished and visionary entrepreneur with a significant impact on multiple industries in Bangladesh. A native of Chittagong and raised in Dhaka, he completed his early education at Adamjee Cantonment College before earning his Bachelor's degree in Commerce from the University of Dhaka.

Mr. Siddiqui embarked on his entrepreneurial journey in 1990 by founding Norban Fashion Ltd., a buying house. Within a few years, he developed a deep expertise and thorough understanding of the Ready-Made Garments (RMG) sector. His entrepreneurial acumen led to the establishment of two successful RMG factories, Hornbill Apparels Ltd. and Norban Comtex Ltd. Under his bold and strategic leadership, Norban quickly became one of the leading RMG manufacturers in Bangladesh. His comprehensive knowledge of the RMG industry remains unparalleled.

As a visionary, Mr. Siddiqui foresaw the global rise of the Information and Communication Technology (ICT) sector in the late 1990s. Recognizing the potential of ICT in Bangladesh, he took the pioneering step of founding one of the country's first Internet Service Providers (ISPs), BDCOM Online Ltd., in 1998. Under his astute leadership, BDCOM has earned numerous accolades, including the prestigious National Award. Mr. Siddiqui currently serves as the Chairman of the Board at BDCOM Online Ltd.

In addition to his work in the ICT sector, Mr. Siddiqui is a serial entrepreneur with a diverse portfolio. He holds prominent positions on the boards of Norban Group, Daulatunnessa Equities Ltd., Asia Pacific General Insurance Company Ltd. (a listed company) and several other organizations. Known for his resourceful mindset and esteemed reputation, he is highly regarded both locally and internationally. Mr. Siddiqui is also deeply involved in philanthropy, actively supporting various charitable causes.

MRS. QURRATTUL ANN SIDDIQUI
DIRECTOR

Mrs. Qurrattul Ann Siddiqui is one of the founding directors of BDCOM Online Ltd. and has played a pivotal role in the company's growth and success. Born and raised in Dhaka, she completed her undergraduate education at the University of Dhaka.

In addition to her role at BDCOM, Mrs. Siddiqui holds a key management position at Norban Group, one of the leading conglomerates in the Ready-Made Garments (RMG) sector in Bangladesh. She has been instrumental in shaping the group's strategies and developing innovative business ideas. Her extensive knowledge and strategic insights have greatly contributed to BDCOM's success in the IT sector. As a dedicated and forward-thinking director, Mrs. Siddiqui has consistently prioritized the company's sustained growth and prosperity.

Mrs. Siddiqui is also deeply committed to social causes and is actively involved in several charitable organizations across the country. She runs a charitable school for underprivileged children in Dhaka, demonstrating her dedication to giving back to society. Her philanthropic efforts are just one example of her broader vision for positive change, and she continues to be an influential figure in both the business and social sectors.

MRS. KAMRUNNAHAR
DIRECTOR
(REPRESENTATIVE OF HORNBILL APPAREL LTD.)

Hornbill Apparel Ltd., the corporate sponsor and director of the company, has been a prominent player in the apparel industry in Bangladesh for many years. Mrs. Quamrun Nahar Begum serves as the representative of Hornbill Apparel Ltd. on the Board. She is an accomplished businesswoman with a proven track record of success in her field.

MD. SHAFIQUL ALOM (SUMON)
DIRECTOR
(REPRESENTING NORBAN FASHION LTD.)

Md. Shafiqul Alom (Sumon) represents Norban Fashion Ltd. on the Board of Directors of BDCOM Online Ltd. He brings 23 years of experience in the ready-made garment (RMG) sector, working with buyers and partners both in Bangladesh and internationally. He currently serves as Director of Marketing at Norban Group.

Mr. Alom holds a degree in Apparel Manufacturing & Technology from BGMEA University of Fashion & Technology (BUFT), where he was a member of the university's second graduating batch. His career combines this technical foundation with extensive hands-on experience across the global apparel supply chain, from sourcing and merchandising to production and buyer relations. He leads Norban Group's marketing and merchandising team, overseeing buyer communication and order execution from development through shipment.

He regularly leads international business development across key markets, including the wider European region, the UK, Australia, Argentina, Japan and South Korea, to strengthen buyer partnerships, improve sourcing efficiency and promote sustainable, environmentally responsible manufacturing. Known for his integrity, his commitment to compliance and his forward-looking leadership, he remains actively engaged in strengthening the global competitiveness of Bangladesh's RMG industry.

MR. DAS DEBA PRASHAD
INDEPENDENT DIRECTOR

Mr. Das DebaPrashad has been re-appointed as an Independent Director of BDCOM Online Ltd. on December 17, 2024 and is also the Chairman of the Nomination and Remuneration Committee (NRC) and the Audit Committee. It is noteworthy that Mr. Prashad served as an Independent Director for the Fiscal Years 2013-14 to 2015-16 (First Tenure) and again for the Fiscal Years 2016-17 to 2018-19 (Second Tenure). Mr. Prashad offers over 45 years of extensive experience and expertise in leadership, strategic management, administration and information technology. His background, both during his tenure and post-retirement, equips him to contribute significantly to the Board of Directors of BDCOM Online Ltd. His re-appointment is a bolstering of corporate governance and will assist in navigating the phase of growth for BDCOM. Mr. Prashad is the former Managing Director of Delta Life Insurance Company Limited from 2000 to 2012. He has obtained his Master's degree in Accounting from the University of Dhaka in 1968 and was placed in the first class. He is well-known and experienced in the insurance sector. He has vast knowledge in banking and the capital market. He has participated in many local and international industrial events, training sessions, seminars and workshops. Currently, Mr. Das Deba Prashad is acting as an Independent Director at BDCOM Online Ltd. and is also the Chairman of the Audit Committee and the Chairman of the Nomination and Remuneration Committee (NRC).

AIR VICE MARSHAL

MD. ZAHIDUR RAHMAN (Retd)

INDEPENDENT DIRECTOR

Air Vice Marshal Md. Zahidur Rahman, BBP, BSP, GUP, nswc, psc (Retd), has been appointed as an Independent Director of BDCOM Online Ltd. Mr. Zahidur Rahman offers over 36 years of extensive experience and expertise in leadership, strategic management, administration and information technology. His extensive background, both during his tenure with the Bangladesh Air Force (BAF) and in post-retirement ventures, uniquely positions him to contribute significantly to the Board of Directors of BDCOM Online Ltd. and will further strengthen the company's business and corporate governance and prepare it for the next growth stage. Air Vice Marshal Md. Zahidur Rahman (Retd) is a member of the Nomination and Remuneration Committee (NRC) and the Audit Committee of BDCOM Online Ltd.

AIR VICE MARSHAL

MUHAMMAD NAZRUL ISLAM

BSP, nswc, AFWC, psc, GD(P), (Retd)

MANAGING DIRECTOR

Air Vice Marshal Muhammad Nazrul Islam is a distinguished Fighter Pilot and former Vice Chancellor of Aviation and Aerospace University, Bangladesh (AAUB). He also served as the Commander of two operational Air Force bases. With a unique blend of professional, administrative and academic credentials, he is well-suited for highly demanding leadership roles.

His expertise spans a wide range of fields, including human resource management, organizational leadership, project development, regulatory frameworks for higher education institutes, aviation and aerospace operations and management, national security, military strategy and United Nations peacekeeping operations.

In addition to his military service, which spans nearly four decades, Air Vice Marshal Nazrul has held significant academic roles. He served as a faculty member at the National Defence College (NDC) and the Defence Services Command and Staff College (DSCSC)—the two premier institutions for higher military education in Bangladesh. His leadership experience is further demonstrated by his tenure as the Vice Chancellor of AAUB, Air Officer Commanding of two operational Air Force bases, and Commander of the Bangladesh Air Force Peacekeeping Contingent in the Democratic Republic of the Congo (DRC). These positions highlight his exceptional ability to lead diverse teams, managing individuals from a wide range of professional and cultural backgrounds.

Additionally, Air Vice Marshal Nazrul's staff assignments at the Prime Minister's Office (Armed Forces Division), Air Headquarters, and in various United Nations peacekeeping missions have provided him with in-depth knowledge of complex systems and procedures. This experience is invaluable and highly applicable to any organizational setting.

A graduate of the Pilot Instructor's School of the United States Air Force, Air Vice Marshal Nazrul holds four master's degrees with first-class honors, earned from esteemed institutions in Bangladesh, China, Pakistan and India.

Message From
The Chairman



Dear Shareholders,

Assalamu Alaikum wa Rahmatullahi wa Barakatuh.

It is my great pleasure to welcome you to the landmark **30th Annual General Meeting of BDCOM Online Ltd.** On behalf of the Board of Directors, I extend my sincere gratitude to our valued shareholders for their continued trust, confidence and support.

Despite the challenges arising from the global and domestic macroeconomic environment, BDCOM Online Ltd. remained committed to operational excellence, service reliability, technological innovation and sustainable growth. Through strategic planning, prudent management and sound corporate governance, we continued to strengthen our business foundation and enhance our readiness for future opportunities.

During the year, we strengthened our core network infrastructure through backbone upgrades, intelligent network management, nationwide expansion and the initiation of next-generation IPv6 deployment to enhance network scalability, reliability and service continuity.

In line with our commitment to customer-centric innovation, we successfully launched the **BDCOM Care App**, offering seamless self-service facilities, real-time connectivity insights and faster customer support. The app also integrates emergency **telehealth** services and complimentary **health insurance** for broadband subscribers, extending our commitment beyond connectivity. We also proudly developed our proprietary **Environment Monitoring System (EMS)** in-house, certified by **BUET**, reflecting our commitment to indigenous innovation.

Recognizing the growing importance of cybersecurity in an increasingly digital world, we have initiated the establishment of a specialized **cybersecurity division**, with plans to develop 20 skilled cybersecurity professionals and a state-of-the-art **Security Operations Center (SOC)** to ensure round-the-clock threat monitoring and digital protection. We are honored to receive the **13th ICSB National Award- 2025**, recognizing our commitment to excellence in corporate governance, transparency and accountability.

I sincerely appreciate the continued support of our shareholders, customers, regulatory authorities, business partners and all stakeholders. I also extend my heartfelt thanks to our management team and employees for their dedication and valuable contributions to the company's progress.

Looking ahead, we remain focused on technological advancement, service excellence, business expansion and sustainable value creation for our shareholders. With the collective commitment of our stakeholders, we look forward to contributing to a smarter, safer and digitally empowered Bangladesh.

Thank You.



Wahidul Haque Siddiqui
Chairman
BDCOM Online Ltd.

Review From
The Managing Director



Distinguished Shareholders,

Assalamualikum Wa Rahmatullahi Wa Barakatuhu,

It is my pleasure to welcome you all to the 30th Annual General Meeting of BDCOM Online Ltd.

Over the past years, BDCOM has continued to advance its strategic priorities with a clear focus on business growth, service development and strengthening its position in the evolving ICT sector. The complex business environment, shaped by global economic uncertainty, inflationary pressures and evolving geopolitical dynamics, has further reinforced the importance of operational efficiency, innovation and the ability to respond to emerging market needs. Amid these evolving circumstances, BDCOM has remained committed to its long-term vision and strategic priorities. We have continued to focus on strengthening our core businesses, expanding our service portfolio and identifying new avenues for sustainable growth.

As BDCOM approaches its glorious 30th Anniversary, we have set more ambitious growth targets across our business operations and have already initiated the necessary steps toward their implementation. We remain focused on building upon the experience, expertise and capabilities developed over nearly three decades. Our approach continues to be grounded in strategic planning, disciplined execution and the development of capabilities that support sustainable growth. We remain confident in our strategic direction and our ability to pursue emerging opportunities while creating long-term value for our stakeholders.

A significant development during the year has been the commercial launch of our Cybersecurity services, marking an important step in the continued expansion of our service portfolio. Recognizing the growing importance of digital security in an increasingly connected business environment, we have established business agreements with several leading international cybersecurity providers. Building on these partnerships, we are preparing to expand our market presence and strengthen our ability to deliver security solutions aligned with the evolving requirements of corporate clients. We believe this initiative will create new business opportunities while further enhancing BDCOM's position as a comprehensive ICT solutions provider.

I would like to express my sincere appreciation to our valued customers, business partners, shareholders and dedicated employees for their continued trust, support and commitment. Their contributions remain fundamental to our progress and encourage us to move forward with confidence and determination.

As we mark this important milestone in BDCOM's journey, we remain committed to building on our achievements, pursuing new opportunities and contributing to the development of a digitally empowered Bangladesh.

May Allah SWT bless us all.

Thanking you once again.

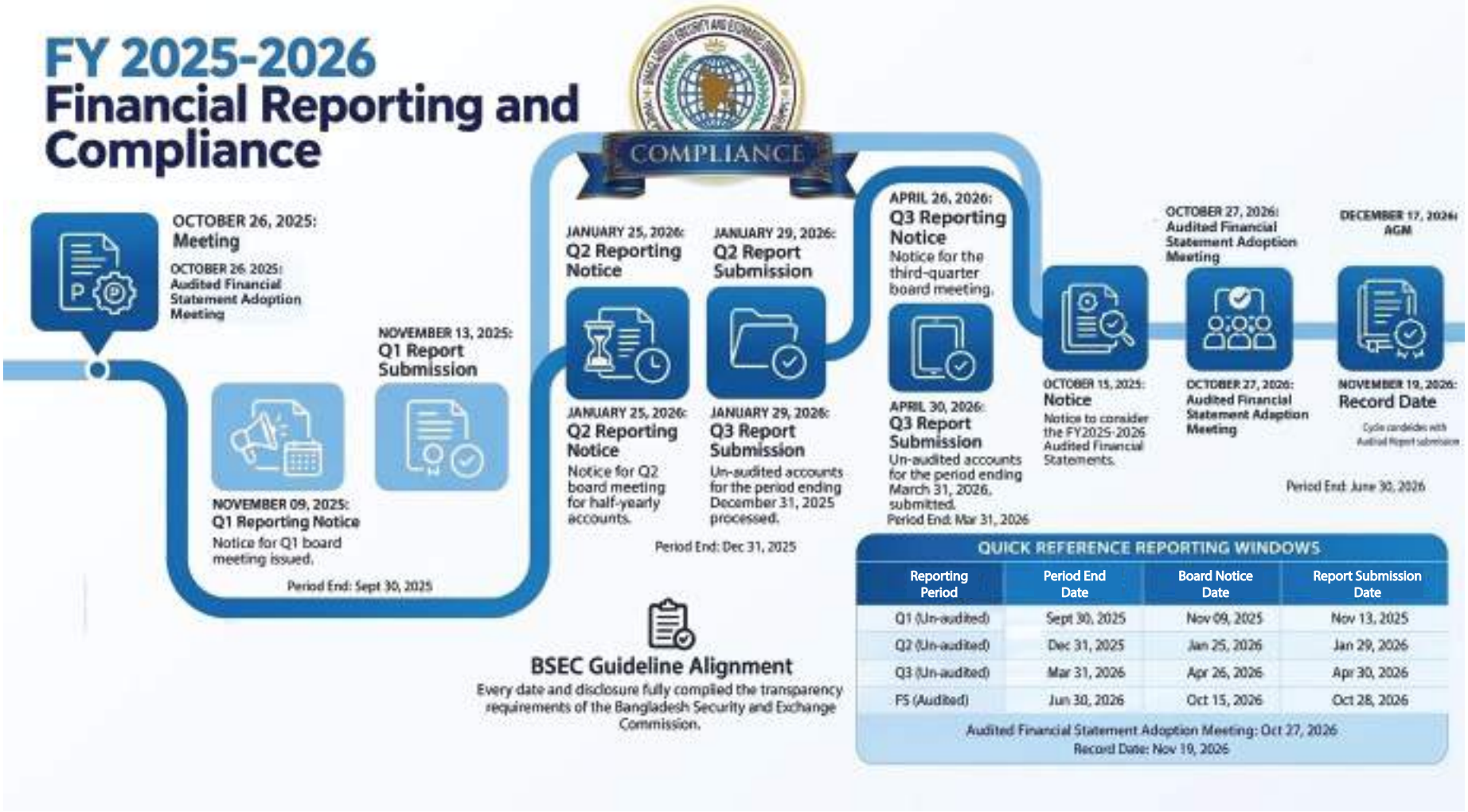
Air Vice Marshal
Muhammad Nazrul Islam
BSP, nswc, afwc, psc, GD(P), (Retd)
Managing Director
BDCOM Online Ltd.

PHOTOS OF
29TH ANNUAL GENERAL MEETING





FY 2025-2026 Financial Reporting and Compliance



BSEC Guideline Alignment

Every date and disclosure fully compiled the transparency requirements of the Bangladesh Security and Exchange Commission.

QUICK REFERENCE REPORTING WINDOWS

Reporting Period	Period End Date	Board Notice Date	Report Submission Date
Q1 (Un-audited)	Sept 30, 2025	Nov 09, 2025	Nov 13, 2025
Q2 (Un-audited)	Dec 31, 2025	Jan 25, 2026	Jan 29, 2026
Q3 (Un-audited)	Mar 31, 2026	Apr 26, 2026	Apr 30, 2026
FS (Audited)	Jun 30, 2026	Oct 15, 2026	Oct 28, 2026

Audited Financial Statement Adoption Meeting: Oct 27, 2026
Record Date: Nov 19, 2026

PROFILE OF
BDCOM CHIEF EXPERIENCE OFFICERS'

MR. S M KAMRUZZAMAN
DEPUTY MANAGING DIRECTOR & CTO

Mr. S M Kamruzzaman joined BDCOM Online Ltd. in 2001 and has since been instrumental in driving the company's technological expansion and enterprise success. Today, as Deputy Managing Director (DMD) and Chief Technology Officer (CTO), he leads BDCOM's end-to-end technology organization, overseeing more than 200 engineers. His responsibilities encompass network performance optimization, infrastructure planning, technical governance, enterprise customer satisfaction and executive business operations. He also designed and currently manages BDCOM's dual-facility infrastructure comprising the primary Data Center (DC) in Gulshan and the Disaster Recovery (DR) Center in Dhanmondi. He pioneered the use of custom-made lithium-ion battery solutions across BDCOM's Data Centers and network Points of Presence (POPs), setting new benchmarks for energy efficiency, uptime and infrastructure sustainability.

Before joining BDCOM, Mr. Kamruzzaman served as an Assistant Rural Development Officer (ARDO) at the Bangladesh Rural Development Board (BRDB), managing upazila-level development programs. Beyond corporate leadership, he has made significant contributions to the broader ICT ecosystem as an instructor in Linux System Administration and Networking, as well as a Guest Faculty member at United International University (UIU).

Mr. Kamruzzaman holds a Bachelor of Science (B.Sc.) and a Master of Science (M.Sc.) in Physics from the University of Dhaka, alongside a Master of Business Administration (M.B.A.) with a concentration in Management Information Systems (MIS) from Stamford University, Dhaka.

MR. FAKER AHMED FCA
CHIEF FINANCIAL OFFICER

Mr. Faker Ahmed FCA currently working as the Chief Financial Officer (CFO) of BDCOM Online Ltd., a leading listed ISP company in Bangladesh, since 2020. He is a Fellow member of The Institute of Chartered Accountants of Bangladesh (ICAB) qualified as Chartered Accountant in 2009.

He is a post graduate in Business Management. He also holds a Master's in Public Administration (Commonwealth Executive Master of Public Administration-CEMPA) under the Commonwealth of Learning (COL) and Bangladesh Open University (BOU).

He has a wide range of around 20 years of experience in several industries including Readymade Garments (RMG), Textiles, Insurance, Power, Transportation and Construction in different capacities. Prior to joining in BDCOM Online Ltd., he was the General Manager- Finance & Accounts in Toma Group (Construction, Power, Transportation), Financial Controller in Urmi Group (RMG, Textile & Fishing), Acting General Manager- Finance & Accounts in Hamim Group (RMG, Media & Transport), Chief Financial Officer (CFO) in Asia Insurance Limited and Deputy Controller of Finance & Accounts in Medler Group (RMG & Power) since October 2006.

Mr. Ahmed served ICAB as faculty member and as member of different Committees and Sub-Committees.

MR. ANOWAR HASAN SABIR
CHIEF INFORMATION OFFICER

Mr. Anowar Hasan Sabir has served as Chief Information Officer (CIO) since 2010, overseeing the IPTSP, Software, IoT and VTS departments. He holds a B.S.S. and M.S.S. in Public Administration, alongside a Postgraduate Diploma in Information Technology (IIT) from the University of Dhaka and a Master's in Information and Communication Technology from Islamic University, Kustia. With over 25 years of experience in the ICT sector, he focuses on assessing organizational needs and guiding technology adoption and replenishment within strategic and policy frameworks. He has also completed numerous professional trainings and workshops.

MR. BIPUL RANJAN SAHA
CHIEF MARKETING OFFICER

Mr. Bipul Ranjan Saha has been promoted to Chief Marketing Officer (CMO) of BDCOM Online Ltd. on July 2024. Before this, he oversaw the company's diversified portfolio as head of Business development. With an impressive career spanning over 24 years, including 17 years of impactful tenure at BDCOM, he has played a contributory role in enriching & diversifying the business portfolio. Mr. Bipul joined the company in 2009, before joining BDCOM, he worked as a senior business management position in many reputed organizations in ICT sector. He completed his BCom (hons) and also achieved Executive MBA, Major in Marketing. His extensive training in Sales skill development, Planning, Market intelligence, Organizational behavior, Team building, brand management and leadership, including programs at instills confidence in his ability to lead and innovate. He understands the value of work is able to contribute to the overall organizational success.

DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Esteemed Shareholders,

On behalf of the Board of Directors of BDCOM Online Ltd., it is my privilege and honour to present the Annual Report and Audited Financial Statements of the Company for the financial year ended 30 June 2026, together with the Independent Auditors' Report for your review, consideration and approval.

These reports are being presented at the Company's 30th Annual General Meeting (AGM) providing an opportunity to review the Company's operational and financial performance during the year, assess the challenges encountered and highlight the initiatives undertaken to address them. This occasion also allows us to reflect on our progress, acknowledge our achievements and share our strategic priorities for sustainable growth and long-term value creation.

We encourage you to go through the materials carefully and to share your valued views. We also seek your approval and adoption of the audited financial results and the other resolutions set out in the meeting agenda.

Financial Performance & Resource Allocation

During the fiscal year under review, the Company achieved a net revenue of Tk. 823.20 million compared with Tk. 815.45 million in the previous year. The Board is pleased to share our comprehensive financial results for the year ended 30 June 2026 as recorded in the Statement of Profit or Loss and Other Comprehensive Income. These figures reflect our operational resilience, market expansion and ongoing commitment to strategic growth.

A detailed breakdown of our revenues, operational expenditures and final allocations is presented below:

Description	30 June 2026	30 June 2025
Gross Profit	459,633,584	448,154,143
Operating Profit	59,853,687	81,795,503
Non-Operating Income	49,129,187	46,490,116
Net Profit before WPPF & WF	97,708,163	116,589,923
Contribution to WPPF & WF	(4,652,770)	(5,551,901)
Income Tax Expense	(42,185,589)	(60,756,526)
Deferred Tax (Expenses)/Income	(696,919)	1,451,420
Net Profit after Tax	50,172,885	51,732,916
Less: Dividend Distribution of Previous Year	(59,940,820)	(28,543,250)
Less: Adjustment of Previous Years	(55,727,290)	---
Add: Profit brought forward	249,114,447	225,924,781
Surplus Available for Appropriation	183,619,222	249,114,447

Dividend Recommendation:

The Board of Directors of BDCOM Online Ltd. is pleased to recommend a total 10% cash dividend for the year ended 30th June 2026 for the consideration and approval of the shareholders. This recommendation will be presented for approval by the shareholders at the 30th Annual General Meeting (AGM), scheduled to be held on 17 December 2026.

Interim Dividend:

The Board has not declared any type of dividends by way of interim dividend. As a result, there has been no effect on the financial position of the Company.

Directors Retiring by Rotation

In accordance with the Schedule-1 (regulations no. 79 and 81) in the Companies Act, 1994 one-third (1/3) of the Directors (other than Independent Directors as per BSEC Corporate Governance Code-2018, condition no. 2) shall retire from office by rotation at Annual General Meeting. Those who are eligible may offer themselves for re-appointment by the shareholders. Pursuant to this provision the following Directors are required to retire at the 30th Annual General Meeting and both Directors are eligible and have offered themselves for re-appointment for the next term.

Mrs. Kamrunnahar, Director (Representative of Hornbill Apparel Ltd.)

Mr. Md. Shafiqul Alom (Sumon), Director (Representative of Norban Fashion Ltd.)

Independent Directors:

In compliance with Condition No. 1(2)(a) of the BSEC Corporate Governance Code, at least one-fifth (1/5) or two (02) of the total number of directors on the company's Board whichever is higher shall be Independent Directors. Any fraction is rounded up to the next integer for calculating the required number of Independent Directors. Furthermore, the Board is required to appoint at least one (01) female Independent Director.

Currently, the Board of Directors consists of six (06) members, including two (02) Independent Directors. The Board presently includes two (02) female directors, namely Mrs. Qurrattul Ann Siddiqui and Mrs. Kamrunnahar (Nominee Director representing Hornbill Apparel Ltd.). The process of appointing a qualified female Independent Director is currently underway.

Appointment of Auditors:

Under Section 210 of the Companies Act, 1994, read with the BSEC Notification No. BSEC/CMRRCD/2006-BSEC/CMRRCD/2006-158/208/Admin/81 (dated June 20, 2018) and the Financial Reporting Act, 2015, a listed company's statutory auditors are subject to a maximum continuous tenure of three (3) consecutive financial years. Upon completing three consecutive years, M/S. Ashraf Uddin & Co., Chartered Accountants, with engagement partner Mr. Mohammad Shibbir Hossain FCA, will retire from their position as External Auditors at the 30th Annual General Meeting of the Company with successfully completed 3 three years tenure. Furthermore, the incoming external auditor Islam Quazi Shafique & Co. Chartered Accountants with engagement partner Abu Nasser FCA is a enlisted BSEC Panel of Audit Firms and registered with the Financial Reporting Council (FRC).

Upon the recommendation of the Audit Committee and subsequent evaluation by the Board of Directors, Islam Quazi Shafique & Co. Chartered Accountants with engagement partner Abu Nasser FCA , have expressed their willingness to be appointed as the Statutory Auditors of the Company for the financial year ending 30 June 2027 and hold the office until conclusion of the 31st Annual General Meeting (AGM).

The Board recommends the appointment of Islam Quazi Shafique & Co. Chartered Accountants with engagement partner Abu Nasser FCA , as the Statutory Auditor of the Company for the financial year 2026-2027 at a remuneration of BDT 2,50,000.00 (Taka Two lac Fifty Thousand) only excluding applicable VAT, subject to approval by the shareholders at the 30th Annual General Meeting. The Board now submits this recommendation to the shareholders for approval.

Appointment of Compliance Professionals for Certification on Compliance with the Corporate Governance Code of BSEC:

Pursuant to Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018, the Board of Directors has recommended the re-appointment of M/S Atik Khaled Chowdhury, Chartered Accountants, as the Corporate Governance Compliance Auditors of the Company for the fiscal year 2026-2027.

The proposed professional fee for this statutory certification is BDT 40,000.00 (excluding applicable VAT). This recommendation is hereby placed before the shareholders for their formal consideration and approval.

Directors' Responsibilities for the Financial Statements

The Directors are responsible for preparing the Annual Report and financial statements in strict compliance with the Companies Act 1994, Bangladesh Securities and Exchange Commission (BSEC) Rules 1987, International Financial Reporting Standards (IFRS) and other applicable legal frameworks.

Under the Companies Act 1994, the Board must ensure that the Company maintains proper books of accounts for all transactions. The Directors are also tasked with preparing financial statements that give a true and fair view of the Company's financial position and operational performance. These statements must satisfy the regulatory and disclosure requirements of the Companies Act 1994, the Securities and Exchange Ordinance 1969, BSEC Rules 1987 and the listing regulations of both the Dhaka and Chittagong Stock Exchanges.

To safeguard the Company's assets, the Directors have established an effective system of internal controls designed to prevent and detect fraud or other irregularities. The Board confirms that the financial statements have been prepared in accordance with generally accepted accounting principles and conform to the International Accounting Standards (IAS) prescribed by the Institute of Chartered Accountants of Bangladesh (ICAB).

After evaluating the Company's operational plans, cash flow forecasts and available credit facilities, the Directors maintain a reasonable expectation that the Company possesses adequate resources to continue its operations for the foreseeable future. Consequently, the financial statements have been prepared on a going-concern basis.

The Company's statutory auditors, M/S. Ashraf Uddin & Co., Chartered Accountants, have reviewed the financial records, data, meeting minutes of the Board and Shareholders and the financial statements prepared by the Directors. Their formal findings and independent assessment are detailed in the accompanying Auditor's Report.

The key operating and financial data for the proceeding five years have been shown in the Financial History of Five years: Annexed herewith (Page No. 33).

Corporate Governance:

BDCOM Online Ltd. is fully committed to uphold the highest standards of corporate governance and to comply with all relevant laws and regulations as well as best practices. The Company remains dedicated to ensuring transparency and accountability along with ethical conduct in all aspects of its operations.

The Board of Directors of BDCOM Online Ltd. is pleased to present the Report on Corporate Governance for the financial year 2025-2026. This report outlines the commitment of the Company to robust corporate governance practices and adherence to regulatory guidelines. It also describes the steps taken to foster a culture of transparency and integrity.

In line with this commitment the Company has complied with the requirements of BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 issued under Section 2CC of the Securities and Exchange Ordinance 1969. The sole exception is a part of Condition 1(2)(a) which requires the appointment of at least one female Independent Director to the Board of Directors. A detailed status of compliance with these conditions is presented on Page 75.

Board of Directors Meetings and Attendance:

The Company conducts its Board meetings in accordance with the relevant provisions of the Bangladesh Secretarial Standards (BSS), as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB). Minutes of all Board meetings are diligently recorded, and required books and records are maintained to ensure compliance with applicable standards.

During the year, a total of fifteen (15) Board meetings were held. The attendance of each Director at these meetings is provided below:

Mr. Wahidul Haque Siddiqui	-	Chairman	-	15
Mrs. Qurrattul Ann Siddiqui	-	Director	-	15
Mrs. Kamrunnahar (Rep: of Hornbill Apparel Ltd.)	-	Director	-	12
Mr. Md. Shafiqul Alom (Sumon) (Rep: of Norban Fashion Ltd.)	-	Director	-	14
Mr. Das Deba Prashad	-	Independent Director	-	7
AVM Md. Zahidur Rahman (Retd)	-	Independent Director	-	8
AVM Muhammad Nazrul Islam (Retd)	-	Managing Director	-	15

Directors Remuneration and Fees: Given Separately Note No 30.1 (Page-128)

The Pattern of Shareholding:

			Shares Qty as At 30 June 26	Shares Qty as At 30 June 25	% 2026	% 2025
a)	**Parent or Subsidiary or Associate Companies or other related parties:**	-	-	-	-	-
b)	**Sponsor, Directors, Managing Director, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children:**					
1.	Mr. Wahidul Haque Siddiqui	Chairman	3,348,979	3,189,504	5.32	5.32
2.	Mrs. Qurrattul Ann Siddiqui	Director	6,049,687	5,761,607	9.61	9.61
3.	Mrs. Kamrunnahar (Representative of Hornbill Apparel Ltd.)	Director	3,004,038	2,860,989	4.77	4.77
4.	Mr. Md. Shafiqul Alom (Sumon) (Representative of Norban Fashion Ltd.)	Director	4,343,318	4,136,494	6.90	6.90
5.	Mr. Das Deba Prashad	Independent Director	-	-	-	-
6.	AVM Md. Zahidur Rahman (Retd)	Independent Director	-	-	-	-
7.	AVM Muhammad Nazrul Islam (Retd)	Managing Director	-	-	-	-
8.	Mr. Sumon Ahmed Sabir	Sponsor	929,741	885,469	1.48	1.48
9.	Mr. Mohd. Zulfiquar Hafiz	Sponsor	690,322	657,451	1.10	1.10
10.	Mr. A.T.M Sayeeduzzaman	Sponsor	517,462	492,821	0.82	0.82
11.	Mr. Faker Ahmed FCA	Chief Financial Officer	-	-	-	-
12.	Mr. Md. Jamilur Rahman FCS	Company Secretary	-	-	-	-
13.	Mr. Mohammad Ali FCCA	Head of Internal Audit & Compliance	-	-	-	-
c)	**Top Level Executives:**					
1.	Mr. S M Kamruzzaman	Deputy Managing Director & CTO	-	-	-	-
2.	Mr. Anowar Hasan Sabir	Chief Information Officer	-	-	-	-
3.	Mr. Bipul Ranjan Saha	Chief Marketing Officer	-	-	-	-
4.	Mr. Sharif Sabbirul Alam	Sr. General Manager	-	-	-	-
5.	Mr. Md. Abul Bashar	General Manager	-	-	-	-
d)	**Shareholders holding 10% or more voting interest in the company**		-	-	-	-

Management Discussion and Analysis:

Management's discussion and analysis has been Given Separately (Page-19)

Duties of the Managing Director and Chief Financial Officer

In line with condition 3(3) of the Corporate Governance Code, the Managing Director and the Chief Financial Officer have given the Board the following certification regarding the financial statements for the year ended 30 June 2026:

a. To the best of their knowledge and belief, they have reviewed the financial statements for the year ended 30 June 2026.

b. In their view, the financial statements contain no materially untrue statement, do not leave out any material fact and include nothing that could mislead readers.

c. In their view, the financial statements, taken together, give a true and fair picture of the Company's affairs and comply with the prevailing accounting standards and applicable laws.

d. To their knowledge, the Company entered into no transactions during the year that were fraudulent or illegal, or that breached the Company's code of conduct.

Related Party Transactions:

BDCOM Online Ltd., as a IT Sector Company, for IT related services and data connectivity, have to purchase Bandwidth and use NTTN (Nationwide Telecommunication Transmission Network) line as rental basis from service provider companies. Regarding Bandwidth and NTTN, only few companies operate in Bangladesh. For Bandwidth,

Fiber @ Home Global Ltd. and for NTTN, Fiber @ Home Ltd. is BDCOM's service provider and also related party. BDCOM have transactions with those companies regarding Bandwidth purchase & NTTN line rent as a part of normal course of regular business operation with arm's length price.

In the 25th AGM held on 17 December 2021 the general body of Company's Shareholder approved the matter for that year and onward for smooth and uninterrupted transaction/ operation of the Company in line with BSEC notification no: BSEC/CMRRCD/2009-193/10 Admin/118 dated 22 March 2021 clause (1) (b). (Note no. 38.01 page no. 131)

Sponsor and Directors' Joint Holding of Minimum 30% of the Paid-Up Capital:

In accordance with Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2009-193/217/Admin/90 dated 21 May 2019, the joint shareholding of the Sponsors and Directors of the Company represents at least 30% of the Company's paid-up capital.

Achievements and Strategic Outlook

The past fiscal years was defined by both unprecedented industry dynamics and operational resilience. Amid global and local economic headwinds, rising operational costs, and shifting local market conditions, BDCOM maintained uninterrupted service reliability while fulfilling every major strategic benchmark established in our previous annual roadmap.

Key Operational Highlights & Achievements

Core Infrastructure & Network Backbone

100G MPLS Backbone Expansion: Our multi-phase MPLS backbone upgrade made significant progress. Four out of ten designated zones have successfully transitioned from 10/40G capacity to high-speed 100G architecture, with active deployment ongoing across the remaining sectors.

Nationwide Footprint & Resilience: Operating across seven primary zones country wide, work is underway to complete a fully interconnected 10-zones 100G network. This infrastructure upgrade dramatically increases network throughput, minimizes latency and enhances fault tolerance for retail and enterprise clients across Bangladesh.

Automated Network Control via SD-WAN: To manage our expanding network footprint and increasing Points of Presence (PoPs), we deployed Software-Defined Wide Area Networking (SD-WAN). This enables automated traffic orchestration, optimized bandwidth utilization and consistent Quality of Service (QoS).

In-House Technology Development and R&D Innovations

BUET-Certified EMS Deployment: Designed and engineered by our IoT & Robotics Division, the Environmental Monitoring System (EMS) officially transitioned from research and development to commercial implementation following formal certification by BUET.

Commercialization & Market Positioning: Deployed across critical infrastructure, EMS is now marketed as a locally engineered, industrial-grade solution. It equips facility operators with real-time environmental telemetry, precision controls and optimized power efficiency.

Service Diversification & Value-Added Services (VAS)

Launched of BDCOM Care App: We successfully launched the BDCOM Care mobile application, providing customers with comprehensive self-care capabilities like payments, connection analytics, issue tracking, trouble ticket creation and instant tele-health consultations through the One Call Doctor feature.

Customer Loyalty & Protection Schemes: Extended subscriber benefits by introducing integrated health insurance coverage for BDCOM clients and launching exclusive loyalty privileges including discounted vehicle maintenance for our Vehicle Tracking System (VTS) subscribers.

Cybersecurity & System Integration Services

Capability Building: To combat an increasingly complex threat landscape, BDCOM expanded its cyber security defense portfolio with multi-layered defense mechanism. BDCOM successfully trained 20 cybersecurity engineers in SOC monitoring and threat response while aligning internal governance with ISO/IEC 27001:2022 standards.

Scaled our System Integration (SI) and Managed Services division, delivering tailored network security, secure IPsec VPNs, firewall management and enterprise hosting solutions to an expanding portfolio of banking and corporate clients nationwide.

Strategic Roadmap & Future Outlook

Our overarching priority for the upcoming year is to reinforce and future proof the core network infrastructure that underpins BDCOM's full suite of digital offerings.

Carrier Grade VXLAN EVPN Deployment: We will roll out VXLAN EVPN technology nationwide, elevating BDCOM's network architecture to true carrier grade standards while natively sustaining reliable 100G throughput.

Strategic Expansion of MPLS Zones: New MPLS zones will be commissioned both within and outside Dhaka to extend 100G capability directly closer to end users, address rapid demand spikes in high growth regions and provide redundant failover routing.

Next Generation Internet Protocol (IPv6): BDCOM already has initiated the nationwide rollout of IPv6 connectivity, ensuring seamless, next generation network compatibility across all client segments. We already deployed IPv6 in our core networks but our plan is to deploy IPv6 for all of our broadband clients through PPPoE by next year.

Acknowledgement

We take responsibility for ensuring that the Company's financial reporting is reliable, that robust internal controls are in place and that good corporate governance is observed. We also value open and accountable dealings with every stakeholder, as their ongoing trust and backing are central to the Company's success.

We would like to express our gratitude to:

Employees: Our committed people are the foundation of our achievements. We appreciate their diligence, creativity and dedication to excellence. Their steady efforts allow the Company to overcome difficulties and pursue new opportunities. We will keep nurturing a welcoming and empowering workplace that supports their growth and development.

Customers: Our customers are the focus of everything we do. Their trust and loyalty toward our products and services motivate us to keep getting better and to respond to their evolving needs. We value the lasting relationships that fuel our growth and innovation.

Shareholders: We are truly thankful for the faith our shareholders have shown in the Company. Their sustained investment and belief in our strategy underpin our long-term progress. We are dedicated to creating enduring value and strengthening shareholder returns through prudent decisions and capable management.

Regulators and Authorities: We are grateful to the regulatory bodies and authorities for their steady support and direction. We stay firmly committed to comply with all legal and regulatory obligations and we will continue to cooperate closely with regulators to maintain transparency, accountability and the finest standards of corporate governance.

To all our stakeholders, we offer our warmest thanks for their unfailing support. We remain focused on our strategic objectives and are confident that, together with their continued partnership, we will reach even greater heights in the coming years.

Thanks & regards

For and on behalf of the Board of Directors



Wahidul Haque Siddiqui
Chairman
BDCOM Online Ltd.

CORPORATE GOVERNANCE IN BDCOM

Corporate governance refers to the framework of relationships among the stakeholders of an organization. It is shaped by laws, rules, regulations, practices and processes that guide and control a company in pursuit of its corporate objectives. BDCOM Online Ltd. is firmly committed to the highest standards of corporate governance and ethical conduct and fosters an environment founded on trust, transparency and accountability. This commitment is vital for attracting long-term investment, preserving financial stability and sustaining business integrity. These principles also underpin steady growth while ensuring compliance with all applicable laws and regulations and safeguarding both shareholders' interests and corporate goals. The Company endeavours to provide reliable, accurate and accessible information to all of its stakeholders.

Consistent with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC), which is mandatory for all companies listed on the stock exchanges of Bangladesh, BDCOM Online Ltd. diligently follows the requirements of the Code as reported in this Annual Report for 2025-2026.

Composition of the Board of Directors

The Board of Directors consists of six members including two independent directors in line with the prescribed board size. Four of the members are non-executive directors. To satisfy the Corporate Governance Code's requirement on the number of independent directors (Condition No. 1(2)(a)) the Company is in the process of appointing at least one female Independent Director to the Board . Presently we have two (02) female directors, namely Mrs. Qurrattul Ann Siddiqui and Mrs. Kamrunnahar (Nominee Director representing Hornbill Apparel Ltd.) in the Board.

Policy on Board Appointments

Under the Companies Act 1994 one-third of the directors (excluding independent directors) retire by rotation at each Annual General Meeting (AGM). Retiring directors who are eligible may offer themselves for re-election by the shareholders at the meeting. Casual vacancies are filled by the Board in accordance with the Companies Act and the Articles of Association of BDCOM. Any change in the composition of the Board is promptly notified to the Registrar of Joint Stock Companies and Firms (RJSC) the BSEC and the relevant stock exchanges in strict compliance with the Companies Act and the Corporate Governance Code. This practice reflects the Company's commitment to a transparent and fair process for nominating and electing directors.

Orientation and Induction of New Directors

Every newly appointed director undergoes a structured induction program that familiarizes them with the workings of the Board and their responsibilities as representatives of the shareholders. The program covers business operations, corporate culture, long-term strategy and the relevant laws and regulations. The Chairperson leads new members through the induction and ensures that they are well versed in the pertinent documents and the organizational culture. The principal aim is to give new directors a thorough understanding of the Company and the vital role they play in its success.

Board Independence and Governance

A board with a majority of independent directors is better placed to protect shareholder interests and support objective decision making while reducing potential conflicts of interest. The Board of BDCOM is a cohesive body that acts in the best interests of the shareholders. The effectiveness of the directors depends on their independence from management which ensures impartial judgment in business matters. In line with the Corporate Governance Code, the independent directors are entrusted by the shareholders to represent their interests.

Training Policy for the Board of Directors

BDCOM recognizes that continuous training strengthens the effectiveness of the Board. Such training equips directors with the skills and knowledge needed to make well informed decisions. As the Board provides strategic leadership to the Company its members must be fully aware of their duties and legal liabilities. The training policy of BDCOM draws on expertise from both local and international sources and promotes knowledge sharing and continuous improvement. The Board upholds the highest standards of compliance with the laws of Bangladesh and with sound corporate governance principles and international best practices.

Diversification of Shareholding Among Board Members

BSEC regulations require the sponsors and directors of a listed company (excluding independent directors) to hold collectively at least 30% of its paid-up capital. In addition each director other than an independent director

must hold a minimum of 2% of the equity shares. BDCOM fulfils both requirements which reflects a diversified shareholding structure among the members of the Board. The Board of BDCOM believes that this diversified shareholding promotes effective and independent decision-making in pursuit of the corporate objectives while safeguarding the interests of the shareholders. The Board brings together a balanced mix of experience, knowledge, skills and professionalism. This diversity supports the efficient management of the Company's affairs and reflects its commitment to excellence in corporate governance.other than an independent director is required to hold at least 2% of the equity shares. BDCOM meets these requirements, reflecting a diversified shareholding structure among Board members.

Non-Executive Directors' Independence

In accordance with the Corporate Governance Code, all members of the Board of Directors of BDCOM Online Ltd. are non executive directors except for the Managing Director who serves in an Ex-officio capacity. None of the directors is involved in the day to day operations of the Company. Their role is limited to attending meetings of the Board and the Executive Committee as well as the Audit Committee and the Nomination & Remuneration Committee where they deliberate on the specific agenda items reserved for these bodies.

Separation of Roles: Chairperson and Managing Director

The offices of the Chairperson of the Board of Directors and the Managing Director (Ex-Officio) are held by different individuals which ensures a clear separation of responsibilities. The Chairperson is a non-executive director whereas the Managing Director is an executive director. This separation strengthens governance and accountability across the organization.

Managing Director's Independence

The Managing Director (Ex-Officio) of the Company Air Vice Marshal Muhammad Nazrul Islam (Retd) does not hold a comparable position in any other listed company. This is in compliance with Condition 1.4 of the Corporate Governance Code 2018 issued by the BSEC. It enables the Managing Director to devote full attention and effort to the continued success of BDCOM.

Role of the Chairman

The Board of Directors and its meetings are led by the Chairman. The Chairman of the Company is elected by the Board of Directors and is regarded by the Board as neutral and independent. The Chairman holds a leading role in the selection of members of the Board and senior management. He convenes Board meetings and works closely with the Managing Director & Chief Financial Officer and the Company Secretary to set the agenda. He provides leadership to the Board and ensures that it functions effectively and discharges its responsibilities efficiently. The principal roles and responsibilities of the Chairman are outlined below:

The responsibilities of the Chairman are defined by the Board in line with the BSEC Corporate Governance Code.

The Chairman ensures that the Board functions in accordance with the Memorandum and Articles of Association of the Company as well as other applicable laws.

The Chairman presides over meetings of the Board and the Annual General Meeting (AGM) and ensures that good governance prevails in the conduct of the Board and the Company.

The Chairman maintains relations with relevant stakeholders in consultation with the Board and the Managing Director and represents the Company as a responsible corporate citizen.

The Chairman may assume any other responsibility assigned by the Board within the purview of the relevant rules, regulations, acts and Articles of Association.

The Chairman oversees the performance evaluation of the Board and its committees and supports the continuing development of Directors.

Election of the Chairperson

The Chairperson of BDCOM Online Ltd. is Mr. Wahidul Haque Siddiqui, elected from among the non-executive directors. In the event of the Chairperson's absence, the remaining non-executive directors may elect one among themselves to preside over that particular Board meeting, with the reason for the regular Chairperson's absence duly recorded in the minutes.

The Management Team

The Management Team works alongside the Board and its Committees as the operational arm of the Company. The Team is responsible for executing and implementing the strategies and decisions of the Board. It supports and assists the Board in carrying out its mandate.

Led by the Managing Director Management Team discharges its responsibilities for running and managing the affairs of the Company and carries out any specific plan or directive of the Board. The day-to-day operations of the Company are managed and controlled by the team. All key Managers across the Company work in close collaboration under the supervision of the Managing Director.

Role of the Managing Director

The Managing Director is the key executive responsible for running the business of the Company. He is also responsible for formulating and implementing the strategy and policy approved by the Board. He establishes and executes the operating plan necessary to achieve the business objectives of the Company. He holds overall control of the day-to-day affairs of the Company and is accountable to the Board for its financial and operational performance. The principal roles and responsibilities of the Managing Director are outlined below:

The Managing Director drives business operations and leads the development and execution of the long-term strategies of the Company with a view to creating shareholder value.

He is responsible for all day-to-day management decisions and for implementing the long-term and short-term plans of the Company.

He acts as the direct liaison between the Board and the Management and communicates with the Board on behalf of the Management.

As the principal spokesperson of the Company he also communicates with shareholders, employees, Government authorities, other stakeholders and the public on its behalf.

Evaluation of Performance of the Managing Director

The Managing Director operates under the direct control and supervision of the Board. As part of its annual evaluation the Board conducts a yearly review through a structured appraisal process. The Board assesses both financial and non-financial achievements mainly against the benchmarks of quarterly performance results. The process is led by the Chairman with the support of the other Directors. The assessment considers the following:

Achievement of business goals and budget.

Improvement in results compared with the previous year.

Implementation of the strategies and policies approved by the Board.

Compliance with applicable laws and regulations and maintenance of effective internal controls.

Leadership of the management team and development of human resources.

Overall conduct and working relationship with the Board.

The evaluation also takes into account the business environment during the year along with any significant challenges encountered and any major policy changes introduced. The confidential report is then thoroughly reviewed and discussed by the Board in a closed session.

Appointment of Independent Directors

In compliance with Condition No. 1(2)(a) of the BSEC Corporate Governance Code, at least one-fifth (1/5) or two (02) of the total number of directors on the company's Board whichever is higher shall be Independent Directors. Any fraction is rounded up to the next integer for calculating the required number of Independent Directors. Furthermore, the Board is required to appoint at least one (01) female Independent Director.

Independent Director

Mr. Das Deba Prashad an Independent Director of BDCOM Online Ltd., he obtained the degree of Master of Commerce in Accounting from Dhaka University in 1968 and was placed in the first class. He started his career in Bangladesh as a Deputy Manager and rose to the position of an Assistant General Manager in the Jibon Bima Corporation. Eventually he became the Managing Director of Delta Life Insurance Company Limited in 2000 and served as such as till his retirement in 2012.

Air Vice Marshal Md. Zahidur Rahman, BBP, BSP, GUP, nswc, psc (Retd) is also an Independent Director of BDCOM Online Ltd., Mr. Rahman offers over 36 years of extensive experience and expertise in leadership, strategic management, administration and information technology. His background, both during his tenure and

post-retirement, equips him to contribute significantly to the Corporate Sector in Bangladesh.

Our independent directors' integrity and expertise in ensuring compliance with financial regulations and corporate laws make him a valuable asset to the Board, aligning with the criteria for Independent Director appointments as specified in condition no. 1.3 of the Corporate Governance Code-2018.

Female Independent Director

The Board of Directors consists of six (06) members, including two (02) Independent Directors. The Board presently includes two (02) female directors, namely Mrs. Qurrattul Ann Siddiqui and Mrs. Kamrunnahar (Nominee Director representing Hornbill Apparel Ltd.). The appointment of at least one (1) female independent director in the Board of Directors of the company is currently underway. Upon the Board of Directors appointing a female independent director, we will apply to the Bangladesh Securities and Exchange Commission for approval of the said appointment.

Qualifications of the Independent Director

Mr. Das Deba Prashad

Mr. Das Deba Prashad serves as an Independent Director of BDCOM Online Ltd. He earned a Master of Commerce in Accounting from Dhaka University in 1968 with first class honors. His career in Bangladesh began as a Deputy Manager at Jibon Bima Corporation where he advanced to Assistant General Manager. He was later appointed Managing Director of Delta Life Insurance Company Limited in 2000 and held that office until his retirement in 2012.

Air Vice Marshal Md. Zahidur Rahman, BBP, BSP, GUP, nswc, psc (Retd)

Air Vice Marshal Md. Zahidur Rahman, BBP, BSP, GUP, nswc, psc (Retd) also serves as an Independent Director of BDCOM Online Ltd. He brings more than 36 years of rich experience in leadership, strategic management, administration and information technology. His professional journey during service and after retirement enables him to make a meaningful contribution to the corporate sector of Bangladesh.

The integrity and expertise of our Independent Directors in financial regulations and corporate laws make them valuable members of the Board. Their appointments are in line with the criteria set out in condition no. 1.3 of the Corporate Governance Code-2018.

Establishment of an Internal Audit Department

The Internal Audit Department at BDCOM holds a central place in sustaining sound corporate governance. Depending on the needs of each department, audits may be carried out on a daily, weekly, monthly and annual basis. They review risk management and measure how well different areas of the company's operations perform. Their scope covers financial, operational, compliance, environmental and IT audits which give management and the Board useful insights. By detecting process weaknesses ahead of external audits, the department helps uphold transparency and strong internal control systems.

Role and Responsibilities of the Head of Internal Audit

Mr. Mohammad Ali FCCA is the Head of Internal Audit and Compliance (HIAC) at BDCOM Online Ltd. He plays a vital part in providing adequate assurance on the organization's internal controls, risk management and governance practices. He leads the internal audit function, upholds applicable ethical standards and safeguards independence and objectivity. He also reports to the Audit Committee of the Board of Directors on any departure from accounting and internal control systems and shapes the internal audit strategy in support of the company's objectives.

Statement of Directors' Responsibility for Internal Controls

BDCOM Online Ltd. regards internal audit as an essential part of its day to day operations. To protect the integrity of the process the company operates an independent internal audit department under the supervision of the Audit Committee of the Board of Directors. The department undergoes regular review, evaluation and updating so that it remains effective in 2025-2026.

The department follows a structured and disciplined approach to assess and strengthen risk management processes and internal controls and to improve governance. Through quarterly and periodic audits, it offers reasonable assurance that the company's established policies and procedures are followed.

Review of Internal Control System Adequacy

I internal audit and control system policies as well as regulatory and legal requirements, the Internal Audit Department reports its findings to the Audit Committee of the Board of Directors on a regular basis. The Audit Committee examines the adequacy and effectiveness of the internal control system and advises on the improvements needed to reinforce it. This forward looking approach includes timely adjustments in response to changing regulations and legal requirements in the business environment.

Internal Audit Reporting to the Audit Committee

As required by the Corporate Governance Code the Audit Committee oversees the internal audit and control processes and confirms that they are adequately resourced. This oversight covers approval of the Internal Audit and Compliance Plan and review of the related reports. Internal audit findings are submitted to the Audit Committee on a systematic basis which reflects our commitment to transparency and accountability.

Establishment of the Audit Committee

BDCOM has set up a capable Audit Committee under the Board of Directors to promote sound governance. Its composition and activities are described in the Annual Report 2025-26. The committee is a core part of our corporate governance framework.

Financial Expertise within the Audit Committee

Mr. Das Deba Prashad is an Independent Director of BDCOM and chairs the Audit Committee. He served as Managing Director of Delta Life Insurance Company Limited from 2000 to 2012. He holds a Master's degree in Accounting from the University of Dhaka (1968) which he completed with first class honors. He has deep knowledge of banking and the capital market and has taken part in numerous local and international industry events, training programs, seminars and workshops. Every member of the Audit Committee brings wide-ranging financial, operational and commercial experience from multinational corporations and reputed local firms. They also have the qualifications and understanding needed in business, accounting, financial management and corporate governance.

Reporting Structure of the Internal Auditor

In line with our internal audit policies the internal auditor reports to the Audit Committee through the Head of Internal Audit and Compliance (HIAC). The HIAC makes sure that organizational policies and procedures are followed which strengthens overall governance.

Composition of the Audit Committee

Consistent with the Bangladesh Securities and Exchange Commission's Corporate Governance Code-2018, BDCOM's Audit Committee comprises a sufficient number of Independent Directors and the Independent Director serving as the Chair. The company secretary acts as the committee's secretary, facilitating smooth operations.

Audit Committee Reporting to the Board

The Audit Committee operates as a sub-committee of the Board and reports its activities directly to it. It deals with significant matters such as conflicts of interest, suspected fraud, irregularities and legal violations. No such matter came up at BDCOM during the year.

Attendance of the Audit Committee Chairman at the AGM

As required by the Corporate Governance Code the Chairman of the Audit Committee Mr. Das Deba Prashad, who is an Independent Director, attended the last 29th Annual General Meeting (AGM) see the page no. 48. He will also attend the 30th Annual General Meeting scheduled to be held on 17 December 2026.

Comprehensive Risk Assessment by the Board

The Board of BDCOM closely oversees the company's risk management and internal control systems and reviews their effectiveness every year. The review covers all material controls (financial, operational and compliance) and guides the Board in resolving any serious weaknesses it finds.

Board Communication of Company Position and Risks

The Board's report gives a brief summary of the Company's present financial position, accomplishments and future plans. It is accompanied by a detailed discussion on enterprise risk management which forms part of this Annual Report.

Directors' Report to Shareholders

The Directors' Report forms part of the compliance report prepared under Section 184 of the Companies Act, 1994 and the Corporate Governance Code-2018. It appears on page no. 52 of this Annual Report 2025-2026.

Attendance at Board and Committee Meetings

During the year, BDCOM held fifteen Board Meetings, four Audit Committee Meetings and one Nomination & Remuneration Committee Meetings. Below are the attendance records:

Name of Director	Board		Audit Committee		Nomination and Remuneration Committee	
	Meeting Held	Meeting Attended	Meeting Held	Meeting Attended	Meeting Held	Meeting Attended
Mr. Wahidul Haque Siddiqui Chairman	15	15	N/A	N/A	N/A	N/A
Mrs. Qurrattul Ann Siddiqui Director	15	15	4	4	1	1
Mrs. Kamrunnahar Director (Rep. of Hornbill Apparel Ltd.)	15	12	4	4	1	1
Mr. Md. Shafiqul Alom (Sumon) Director (Rep. of Norban Fashion Ltd.)	15	14	N/A	N/A	N/A	N/A
Mr. Das Deba Prashad Independent Director	15	7	4	4	1	1
Air Vice Marshal **Mr. Md. Zahidur Rahman** (Retd) Independent Director	15	8	4	4	1	1
Air Vice Marshal **Muhammad Nazrul Islam** BSP, nswc, afwc, psc, GD(P), (Retd) Managing Director	15	15	N/A	N/A	N/A	N/A

The Company Secretary plays a crucial role in ensuring the accurate documentation of minutes, resolutions and proceedings. Actively participating in all Board Meetings, the Company Secretary serves as the eyes and ears of the Board, assisting in policy formulation and the efficient conduct of meetings.

Attendance of Top-level Executives at Board Meetings

The Managing Director (MD), Chief Financial Officer (CFO), Company Secretary (CS) and Head of Internal Audit and Compliance (HIAC) attended the Board Meetings held during the year 2025-2026. They did not take part in any discussion concerning their own personal matters.

Whistleblowing Policy

BDCOM has instituted a robust mechanism for employees to report concerns regarding suspected fraud or violations of legal and regulatory requirements. Our whistleblowing practices ensure that employees can confidentially raise legitimate concerns, enabling early identification of corporate risks or misconduct. All complaints are addressed through a formalized procedure.

Compliance with Bangladesh Secretarial Standards (BSS)

BDCOM conducts its Board meetings, maintains accurate minutes, and keeps required records in accordance with the Bangladesh Secretarial Standards (BSS) adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB), aligning with the Corporate Governance Code-2018.

Company Secretary's Profile with Role

Mr. Md. Jamilur Rahman FCS joined BDCOM Online Ltd. in 2016 as Assistant Company Secretary and has since risen to the position of full time Company Secretary and attends the Board Meeting regularly since 2025. The Board has appointed the Company Secretary in order to maintain the necessary link and liaison in the internal organs as well as the external agencies. With over 21 years of professional experience he possesses deep expertise in regulatory compliance and corporate affairs along with corporate governance and the Companies Act. His expertise also extends to securities laws and share management. Mr. Rahman is a qualified Chartered Secretary and a Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB). He holds an MBA in Marketing from the University of Rajshahi and LL.B from National University.

The Company Secretary oversees all corporate affairs and serves as a vital link between policy and implementation. As a governance official the Company Secretary drives corporate compliance and supports the Chairman and other Directors as well as the Managing Director to ensure the effective functioning of the Board. The principal roles and responsibilities of the Company Secretary are outlined below:

- Maintaining linkage between the Board and Management as well as Shareholders and other stakeholders on matters of corporate interest.
- Performing duties in line with the guidelines applicable to corporate secretarial matters.
- Ensuring compliance with the Acts and rules as well as regulations and notifications issued by BSEC or the Stock Exchanges and applicable to the Company so as to protect the interests of investors and other stakeholders at large.
- Disclosing price sensitive information (PSI) and other capital market related matters.
- Ensuring that appropriate Board procedures are followed in accordance with the Bangladesh Secretarial Standards (BSS) and best practices and advising the Board accordingly.
- Maintaining all statutory registers and other records as required under the laws of the country.
- Acting generally as the Public Relations Officer of the Company.

Head of Internal Audit and Compliance :

Mr. Mohammad Ali is a postgraduate in Accounting and a Fellow Member of the Association of Chartered Certified Accountants (ACCA) who completed his studies in London UK. He currently serves BDCOM Online Ltd. as Deputy General Manager and lead the Internal Audit and Compliance department of the Company. He previously worked as Senior Manager at Pathao Limited and Deputy Manager at DBL Group. He also served as Senior Analyst at Accenture and as Senior Auditor at Hoda Vasi Chowdhury & Company, Chartered Accountants.

The Head of Internal Audit and Compliance is responsible for the internal control system and reports to the Board Audit Committee on any deviations from accounting and internal control requirements. He also leads the internal control team of the Company. BDCOM Online Ltd. has made all relevant mandatory disclosures on its financial statements under the applicable regulatory framework including compliance with International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) as adopted in Bangladesh. The Company also submits regularly all reports and statements required by the regulators and other stakeholders.

The principal responsibilities of the Head of Internal Audit and Compliance are outlined below:

- Overseeing the internal control system of the Company.
- Report to the Board Audit Committee on deviations from accounting and internal control requirements.
- Leading the internal control team of the Company.
- Conducting comprehensive audits of all functional areas and operations and referring findings to the Audit Committee for due appraisal.
- Minimizing operational risks through effective control and systematic review as well as ongoing audit.
- Supporting the institutionalized legal and technical appraisal functions and the multi-level authorization structure of the Company.
- Monitoring compliance with organizational policies by the various departments.
- Supporting compliance with IFRS and IAS as adopted in Bangladesh and the mandatory disclosure requirements in the financial statements.
- Ensuring the regular submission of required reports and statements to the regulators and other stakeholders.
- Supporting compliance with IFRS and IAS as adopted in Bangladesh and the mandatory disclosure requirements in the financial statements.
- Ensuring the regular submission of required reports and statements to the regulators and other stakeholders.

Board Composition and Responsibilities

BDCOM's Board is composed of individuals with diverse expertise, backgrounds, and professional experiences. Each member is dedicated to overseeing the company's governance and strategic direction, ensuring compliance with regulatory requirements while striving to achieve corporate objectives.

Disclosure of Related Party Transactions:

The party is related to the company if any party casts significant influence over the day to day affairs/matters and also holds the controlling power of the management affairs of the company and any transaction made during the year with the party related therewith is termed as related party transaction as per IAS-24 "Related Party Disclosure". Related party are fully disclosed in the Directors' Report, in compliance with IAS 24 "Related Party Disclosure" page no. 131, note-38.01.

Compliance with International Financial Reporting Standards

The Board of BDCOM affirms that the financial statements have been prepared following the International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS). Any departure from these standards is disclosed where necessary.

Auditor's Report Findings

The audit report for the fiscal year ended 30 June 2026 carries the remark "No Adverse Observation." This reflects the integrity of our financial reporting and operational practices.

Certificate of Annual Financial Statements by MD & CFO

Under condition No. 3(3.C) of the BSEC Corporate Governance Code-2018 the Managing Director and the Chief Financial Officer submit an annual certificate to the Board on the company's financial statements.

Disclosure of Financial Statements on Company Website

In line with the Bangladesh Securities and Exchange Commission Notification dated June 20, 2018 BDCOM publishes its detailed financial statements on the company website. This keeps all stakeholders well informed. (URL link : https://www.bdcom.com/i-financial-statements.html).

Compliance with Corporate Governance Code

BDCOM has complied with condition no. 1(5)(XXVII) of the Corporate Governance Code-2018. A practicing Chartered Accountant has certified this which demonstrates our commitment to governance standards.

Disclosures for Prospective Investors

BDCOM remains committed to transparency and compliance. Its financial statements contain all mandatory disclosures including price-sensitive and material information required under the regulatory framework. This covers the Dhaka Stock Exchange and Chittagong Stock Exchange (Listing) Regulations, 2015 and the Bangladesh Securities and Exchange Commission (BSEC) Notification dated June 20, 2018 together with the BSEC (Prohibition of Insider Trading) Rules, 2022. The Chairman, the Managing Director or the Company Secretary signs all reports and statements before they are sent to the Exchanges and the Commission on time. Notices are published without delay in two widely circulated daily newspapers (one Bangla and one English) and on a reputed online news portal and the Company's website so that prospective investors can access them easily.

Disclosure of Directors' Remuneration

In accordance with Para 4 of Schedule-XI Part II of the Companies Act, 1994 the details of Directors' remuneration are presented in this Annual Report under the Notes to the Financial Statements in note no. 30.01 (Page-128). Directors do not receive any fee for attending meetings of the Board or its committees. Non-executive Directors receive no remuneration. The Managing Director serves on the Board ex-officio and is paid for his executive role.

Disclosure of Senior Management Qualifications, Experience and Remuneration

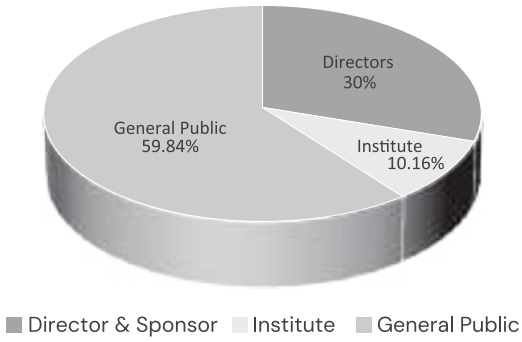
The senior management team of BDCOM consists of well-qualified and experienced professionals with deep expertise in the IT sector. The remuneration and benefits of the five highest paid officers are disclosed as per International Accounting Standards and show the total compensation of key management personnel (see page no. 50 & 131)

Shareholding Pattern

BDCOM has no parent company, subsidiary or associate. As defined in the Corporate Governance Code-2018 the term "Executive" means the five highest salaried employees of the Company. This excludes the Directors, the Chief Executive Officer, the Company Secretary, the Chief Financial Officer and the Head of Internal Audit and Compliance. None of these Executives holds any share in the Company. The Directors' Report presents the detailed shareholding pattern of related parties, Directors, Executives and their relatives.

Composition of Shareholding

No shareholder holds ten percent (10%) or more of the voting interests in BDCOM, as outlined in the Directors' Report of this Annual Report (page no. 55).



Composition of Shareholding (As on 30 June 2026)

Shareholders Type	No.of Shares	Percentage (%)
Directors & Sponsors	18,883,547	30
Government	0	0
Institute	63,95,220	10.16
Foreign	0	0
General Public	37,659,098	59.84
Total	**62,937,865**	**100**

Investor's Relation Desk

BDCOM runs an active Investor Relations Department under the full supervision of the Company Secretary which responds promptly to investor queries. The contact details of the department are given in the Corporate Information section of this Annual Report (page no. 9).

Redress of Investors

We value effective engagement with our stakeholders, particularly our shareholders. BDCOM Online Limited is committed to upholding the highest standards of conduct and professionalism in all dealings with its shareholders. The Investor's Relationship Department maintains systematic records and information relevant to shareholders. Its officials stand ready to assist shareholders with share related services such as share transfer, transmission, dividend warrant issuance, dividend warrant revalidation and address updates.

Shareholders have the opportunity to raise questions on matters concerning the Company's operations at the Annual General Meeting, which is held once a year. The Chairman or the Managing Director, supported by the Chief Financial Officer (CFO) and the Company Secretary, responds promptly to all queries raised by shareholders.

Shareholders generally raise issues relating to the utilization of Company resources, annual, half yearly and quarterly accounts and results, business turnover and profitability, declaration of entitlements, disbursement of benefits, share transfer and transmission, changes of shareholder address, non-receipt of the Annual Report, the date and time of the AGM, minutes of all AGMs and EGMs and the implementation of AGM and EGM decisions.

The Company Secretary is responsible for ensuring that necessary actions are taken expeditiously so that these matters are resolved to the satisfaction of shareholders.

Redress of Clients

As a service-oriented organization BDCOM Online Limited regards client satisfaction as essential to retaining its existing client base and attracting new business. This in turn supports sustainable business growth over the long term. Fully aware of this the Company promptly addresses all client complaints relating to its services.

BDCOM Online Limited encourages clients to raise any concerns they may have and its top management remains readily accessible to them. Complaints may be lodged with the Help Desk by telephone or e-mail. During regular meetings with clients of various categories the management actively seeks their views on the Company's services and any shortcomings as well as their suggestions for improvement.

Investor Complaint Redressal

Any investor may lodge a complaint relating to their investment in the Company by sending a formal letter to the official email address of the Investor's Relations Department or by telephoning to the Company Secretariat or the relevant department. Within the financial year 2025-2026 we have not received any number of major complaints to resolved.

The Company follows these procedures in addressing investor complaints:

- Officials of the Share and Public Relations Department review investor complaints on a weekly basis and take the necessary action accordingly.
- A designated person of the Company addresses investor grievances on a daily basis.
- Requests for updating the e-TIN number in the BO account are processed whenever a cash dividend is declared.
- Requests for updating bank account details in the BO account are handled when dividends are disbursed through the BEFTN system.
- Matters concerning folio holders are attended to in due course to meet their requirements.
- Instances of non-receipt of the Annual Report or the declared dividend are reviewed promptly.
- All matters relating to the shareholders of the Company are considered efficiently and with due importance.

Shareholder engagement refers to the process of communication with shareholders and the manner in which relationships with them are managed. It also covers the frequency of engagements held during the year and the likely effect of these relationships on the performance and values of the Company.

Positive Growth in Net Worth

BDCOM's growth in net worth over the past five years is documented in the "Five Years Financial Highlights" section of this Annual Report (page no. 33).

Timely Holding of AGM and Dividend Disbursement

The following table outlines the holding dates of AGM's and dividend payments over the last five years:

Financial year	AGM with Date	Dividend Declared (%)		Dividend Payment Date	
		Cash	Stock	Cash Pay	Stock Credit
2024-2025	29th AGM, 18 December 2025	5%	5%	Jan 12, 2026	Jan 15, 2026
2023-2024	28th AGM, 17 December 2024	5%	5%	Jan 12, 2025	Dec 26, 2024
2022 - 2023	27th AGM, 21 December 2023	10%	--	Jan 10, 2024	--
2021 - 2022	26th AGM, 14 December 2022	10%	--	Jan 04, 2023	--
2020- 2021	25th AGM, 17 December 2021	5%	5%	Jan 16, 2022	Dec 28, 2021

This demonstrates BDCOM's commitment to timely holding AGMs and dividend payments to the shareholders after approval, ensuring compliance with all applicable laws and regulations and consistent commitment to dividend declarations of 10% or more, affirming its stable position within the "A" category on both the Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC.

Dividend Disbursement

BDCOM Online Ltd. remains committed to ensuring the timely and transparent distribution of cash dividends to its valued shareholders in accordance with applicable regulatory requirements and the decisions of the Board of Directors and shareholders. The Company places significant emphasis on maintaining an efficient dividend payment process, ensuring that eligible shareholders receive their entitled dividends within the prescribed timeframe through their respective bank accounts or other approved payment channels. BDCOM considers timely dividend payment an important aspect of good corporate governance, financial accountability, and maintaining shareholders' trust and confidence.

The Company also took the following steps to make the process smooth and accurate:

- Public notice of the record date and AGM resolutions through the Dhaka Stock Exchange (DSE), Chittagong Stock Exchange (CSE), the Company website and the press.
- Coordination with the Central Depository Bangladesh Limited (CDBL) to verify shareholder and BO account details.
- Reminders to shareholders to keep their BO account, bank account and contact details up to date, so that payments are not delayed or returned.
- Prompt follow-up on any returned or failed payments.

A compliance report on the dividend disbursement has been submitted to the BSEC, DSE and CSE within the required timeline. Dividends that remain unclaimed will be handled according to applicable regulations, including transfer to the Capital Market Stabilization Fund (CMSF) after the prescribed period. The Company will continue to notify shareholders and encourage them to claim any outstanding amounts.

The Company's record of timely dividend payment reflects its financial discipline, regulatory compliance and respect for the shareholders who support its growth.

Statement on Equitable Treatment of All Shareholders, Including Minority Shareholders:

In full compliance with applicable corporate governance regulations, the Company confirms the following arrangements for the upcoming Annual General Meeting (AGM):

- **Timely AGM Notice:** Dispatched to all registered shareholders with full agenda details within the statutory notice period.
- **Digital Participation:** A secure virtual platform is active for live streaming and real-time shareholder Q&A.
- **e-Voting:** A certified, auditable remote e-voting system is available prior to and during the meeting.
- **Equal Access to Information:** All financial reports, resolutions and disclosures have been published simultaneously on our official website and regulatory portals to ensure fair access for all shareholders.

Audit Committee & Nomination and Remuneration Committee (NRC)

In alignment with Conditions 5 and 6 of the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC) vide notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018, both the Audit Committee and the Nomination and Remuneration Committee (NRC) operate actively as dedicated sub-committees of the Board of Directors.

The Audit Committee

The Audit Committee is established to reinforce governance, reporting and transparency across financial operations (page 71). The primary mandate of the committee is to assist the Board in ensuring that the financial statements present a true and fair view of the Company's financial position and state of affairs to achieve this, the scope of the Audit Committee encompasses:

- **Financial Reporting Oversight:** Monitoring the integrity of the financial reporting process and reviewing the annual, half-yearly and quarterly financial statements before submission to the Board.
- **Risk Management & Internal Controls:** Evaluation of the strategic frameworks implemented to mitigate business risks and continuous supervision of the internal control environment to protect operational efficiency.
- **Internal Audit Function:** Reviewing the adequacy, structural independence, and performance of the internal audit team, including the approval of the annual internal audit plan.
- **External Audit & Compliance:** Recommending the appointment, remuneration and terms of engagement of the statutory external auditors, whilst monitoring their independence, objectivity and compliance with prevailing accounting and legal standards.

The Nomination and Remuneration Committee (NRC)

Operating concurrently, the Nomination and Remuneration Committee serves as an expert sub-committee to oversee human governance at the governance tier (page 73). The NRC is responsible for aiding the Board through:

Nomination Criteria: Formulating the formal policy and specific evaluation metrics required to determine the structural qualifications, positive professional attributes, industry experience and strict independence criteria for potential directors.

Executive Remuneration Policy: Designing and maintaining a transparent framework to govern the evaluation, compensation and remuneration structures for directors, top-level executives and senior management personnel.

Earnings Per Share (EPS) Over the Last Five Years

Year	2025-2026	2024-2025	2023-2024	2022-2023	2021-2022
EPS	0.80	0.82	0.85	1.31	1.40

Financial Performance Metrics

The following ratios highlight the company's profitability and liquidity for FY 2025-2026 compared to FY 2024-2025

Particulars	FY 2025-2026	FY 2024-2025
Gross Profit Ratio	55.84%	54.96%
Operating Profit Ratio	7.27%	10.03%
Net Profit Ratio	6.09%	6.34%
Earning Before Interest, Depreciation and Tax	161,624,741	181,158,671
Price Earning Ratio	41.63	28.78
Current Ratio	2.09	2.09
Quick Ratio	2.06	2.05
Return On Capital Employed	16.15%	18.14%
Debt Equity Ratio	0.14	0.18
Return on Assets	3.57%	3.68%
Return on Equity	5.26%	5.54%
Total Libilities to Assets	0.32	0.34

Previous year's figure has been re-arranged whenever considered necessary to ensure comparability with the current year's presentation as per IAS-8 "Accounting Policies, Changes in Accounting Estimates and Errors.

Effective Investor Communication

BDCOM prioritizes effective communication with investors to understand their expectations. All price sensitive and material information is disclosed in accordance with regulations, reflecting our commitment to transparency. This dedication has earned BDCOM recognition for compliance by the Institute of Chartered Secretaries of Bangladesh (ICSB) and the Institute of Cost and Management Accountants of Bangladesh (ICMBA). Our strong financial position, ethical practices and dedicated customer service contribute to the trust placed in us within the IT sector.

Protection against insider trading:

The Company prevents insider trading through a Board-approved policy within its Code of Conduct, strictly enforcing closed-period trading blackouts and timely disclosure of Price Sensitive Information (PSI).

Employee Engagement and Development

At BDCOM we regard our employees as our most valuable asset and as central to the continued success of the Company. We encourage their participation in management decisions and value the insights they bring. Employees are provided with opportunities for personal and professional growth through local and international training programs, seminars and workshops.

To nurture a positive work environment BDCOM organizes gala dinners, picnics and celebrations of national and festive occasions. These events create memorable experiences for our team.

Timely Vendor Payments

BDCOM is committed to making timely payments to its vendors. This commitment is supported by a procurement policy that aims to sustain strong and professional relationships with service providers and suppliers. The process is managed under the oversight of the Chief Financial Officer Mr. Faker Ahmed FCA.

Tax Compliance

BDCOM remains dedicated to full compliance with all regulatory requirements. On taxes, VAT and duties deposit on time regularly and the company has no disputes or defaults in the payment of taxes which reflects its commitment to legal and ethical standards.

Environmental Initiatives

Guided by the slogan ***"Safe Internet, Save Society"*** BDCOM promotes environmental sustainability through tree plantation initiatives. The Company believes that the trees planted today will benefit future generations and encourages all employees to take part in these activities.

Compliance with Labour Law

In accordance with the HR policy of BDCOM the employment of any individual under 18 years of age is strictly prohibited. This policy is in full compliance with the applicable labor laws. Child Labor Prevention, recognized provident fund and Workers' Profit Participation and Welfare Fund (WPP & WF).

Compliance Issues Detailed Disclosures

Detailed disclosures required under the Dhaka Stock Exchange and Chittagong Stock Exchange (Listing) Regulations 2015 as per regulation - 44 and other rules, notifications and orders issued by the BSEC are available on the Company's website at www.bdcom.com.

Principles on Disclosure of Material Information and Price Sensitive Information

The principles of the Company provide a comprehensive governance framework for determining materiality and price sensitive information in accordance with the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules 2022. They also ensure that all investors have equal access to material information that may affect their investment decisions and that such information is disseminated in a fair and timely manner. In addition to these objectives the Company follows the measures outlined below:

- Ensuring that information provided by the Company is accurate and up to date and is delivered within the required time frame.
- Ensuring that the documents and public statements of the Company are accurate and free from any misrepresentation.
- Ensuring that the Company meets its disclosure requirements as a publicly traded company under the Listing Regulations and applicable securities laws as well as any other relevant laws.
- Protecting the confidentiality of material and price sensitive information within the context of the disclosure process of the Company.
- Providing stakeholders with assurance that the information supplied by the Company is true and accurate.

Detailed disclosures, as per the Dhaka Stock Exchange and Chittagong Stock Exchange (Listing) Regulations, 2015 and other rules, notifications, and orders issued by BSEC are available on our Company's website at www.bdcom.com.

AUDIT COMMITTEE REPORT

In accordance with the requirements set out in the notification from the Bangladesh Securities and Exchange Commission (BSEC), the Audit Committee is appointed by the Board of Directors. The Audit Committee is composed of four (04) members. The Company Secretary serves as the Secretary of the Audit Committee.

The Audit Committee of the Company functions as a sub-committee of the Board, assisting the Board in carrying out its oversight duties. The Board of Directors establishes the terms of reference for the Audit Committee in accordance with the Corporate Governance Code of the Bangladesh Securities and Commission.

BDCOM Online Ltd. has a competent Audit Committee, which includes a sufficient number of Independent Directors. The Chairman of the Committee is the Independent Director, while the company secretary serves as the secretary of the Committee.

Composition of Audit Committee of BDCOM is as follows:

Name	Designation	Position in the Committee
Mr. Das Deba Prashad	Independent Director	Chairman
Mrs. Qurrattul Ann Siddiqui	Director	Member
Hornbill Apparel Ltd. (Represented by Mrs. Kamrunnahar)	Director	Member
AVM Md. Zahidur Rahman (Retd)	Independent Director	Member
Mr. Md. Jamilur Rahman FCS	Company Secretary	Secretary

Meeting of the Audit Committee

The Committee had 4 (four) meetings during the year. Attendance of the Members are as follows:

Name of the Committee Members	Position in Committee	Meeting Held	Attendance
Mr. Das Deba Prashad Independent Director	Chairman	4	4
Mrs. Qurrattul Ann Siddiqui Director	Member	4	4
Mrs. Kamrunnahar Director (Rep. of Hornbill Apparel Ltd.)	Member	4	4
Air Vice Marshal Mr. Md. Zahidur Rahman (Retd) Independent Director	Member	4	4

Company Secretary acts as the Member Secretary to the Committee. Minuties of the Committee Meeting are properly recorded.

Key Duties of the Audit Committee:

The Audit Committee's purpose, authority, makeup and responsibilities are set out in its Charter. The following are among the principal duties of the Audit Committee:

- To examine the annual, half yearly and quarterly financial statements along with other financial results and once satisfied, to propose them to the Board of Directors for approval;
- To examine how adequate and effective the financial reporting process, internal control system, risk management, auditing matters and the Company's procedures for monitoring compliance with regulatory requirements and codes of conduct are;
- To propose the appointment and termination of statutory auditors and the setting of audit fees, for Shareholders approval;
- To examine the scope of work and to supervise and assess the work carried out by statutory auditors;
- To examine non-audit services provided by statutory auditors, to the extent allowed by the relevant law, rules and regulations;
- To supervise the functioning of the Internal Audit and Compliance departments;

- To examine how effective the internal audit function is, including performance, structure, adequacy of resources and compliance with professional standards;
- To examine audit findings and material weaknesses and to monitor how audit action plans are implemented.

Principal Activities of the Audit Committee in 2025-2026:

The Committee conducted 4 (Four) meetings during the year. The Managing Director, Chief Financial Officer and Head of Internal Audit and Compliance attended the meeting upon invitation. The principal functions of the Audit Committee are described below-

- Examined the internal control system and the financial statements for the first quarter, half year, third quarter and annual financial statements for the year ended 30 June 2026 and thereafter recommended them to the Board for consideration and approval;
- Examined the integrity of the company's financial statements to confirm that they present a true and fair view of the company's state of affairs for the year ended 30 June 2026;
- During the review of the financial statements, confirmed that the proper disclosures required under International Accounting Standards as adopted in Bangladesh had been made and that the Companies Act and various other rules and regulations applicable to the Company had also been complied with;
- Discussed with the statutory auditors the nature and scope of the audit and held post audit discussions on areas of concern;
- Approved the internal audit plan and directed the Internal Audit and Compliance, where appropriate, to carry out in depth audit to ensure that the Company or its assets are not exposed to un due risk;
- Examined the work of the Internal Audit and Compliance department and made suggestions for improvement;
- Acknowledged the observations of the Internal Audit and Compliance department regarding internal control and the suggestions made to improve operation systems and procedures and their implementation;
- Examined the Internal Auditors' reports and suggested appropriate action where needed. Internal Auditors were also advised to carryout audit of all the branches in each year. Branch audit reports are required to ensure their effectiveness and suggest appropriate information where required;
- Examined the management report provided by the statutory auditors and proposed corrective measures along with a set timeline for their implementation and The above matters are significant for continuous improvement and therefore duly noted and taken care of by the Committee.
- The tenure of the current Auditor M/S. Ashraf Uddin & Co., engagement partner Mr. Mohammad Shibbir Hossain FCA Chartered Accountants will conclude upon the completion of the 30th Annual General Meeting and the Audit Committee reviewed and assessed the proposal of Islam Quazi Shafique & Co., Chartered Accountants (BSEC Penal Auditors - engagement partner Mr. Abu Nasser FCA) and advised the Board to appoint them as the Statutory Auditors of the Company for the Year 2026-2027.

These matters are important for ongoing improvement and have therefore been duly observed and addressed by the Committee.

Reporting

- In accordance with Condition # 5.6(a) of the Corporate Governance Code issued by BSEC, the Committee reports that it found no conflict of interest, fraud, irregularity, or material defect in the Internal Control System. There are also no violations of laws, rules and regulations.
- The Committee holds the view that risk management related to the Company's business is adequately controlled.

On behalf of the Audit Committee



Mr. Das Deba Prashad
Chairman
27 October 2026

NOMINATION AND REMUNERATION COMMITTEE REPORT

In compliance with BSEC Corporate Governance Code requirements, BDCOM Online Ltd.'s Board maintains a Nomination and Remuneration Committee (NRC) to oversee leadership appointments, succession, and remuneration. Guided by the 2018 Code, Although the Committee functions independently, it stays answerable to the Board of Directors and in the final instance, to the shareholders. The NRC Report for the year ended June 30, 2026, details these activities. The Company Secretary serves as Member Secretary of the NRC, which comprises the following members:

The NRC Committee of BDCOM comprises of the following Members:

Name	Designation	Position in the Committee
Mr. Das Deba Prashad	Independent Director	Chairman
Mrs. Qurrattul Ann Siddiqui	Director	Member
Hornbill Apparel Ltd. (Represented by Mrs. Kamrunnahar)	Director	Member
AVM Md. Zahidur Rahman (Retd)	Independent Director	Member
Md. Jamilur Rahman FCS	Company Secretary	Secretary

Meetings and attendance during the year:

In the year 2025-2026, one meeting was held of the Nomination and Remuneration Committee during the year where a detailed discussion was made relating to the nomination and remuneration policy and the evaluation criteria and activities OF NRC.

Name	Position	No. of Meeting Held	No. of Attendance
Mr. Das Deba Prashad Independent Director	Chairman	1	1
Mrs. Qurrattul Ann Siddiqui Director	Member	1	1
Mrs. Kamrunnahar Director (Rep. of Hornbill Apparel Ltd.)	Member	1	1
AVM Md. Zahidur Rahman (Retd) Independent Director	Member	1	1

Terms of References (ToR):

Terms of reference of the Nomination and Remuneration Committee includes:

i. Formulating the criteria for determining qualifications, positive attributes and independence of a director and Recommend a policy to the Board, relating to the remuneration of the directors and top-level executives considering the following:

   (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;

   (b) The relationship of remuneration to performance is clear and meets appropriate benchmarks;

   (c) Remuneration to directors, top level executives involve a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

ii. Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;

iii. Identifying persons who are qualified to become directors and who may be appointed in top level executive Position in accordance with the criteria laid down and recommend their appointment and removal to the Board;

iv. Formulating the criteria for evaluation of performance of independent directors and the Board;

v. Identifying the Company's need for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and

vi. Developing, recommending and reviewing annually the company's human resources and training policies.

Nomination and Remuneration Policy:

The Board, upon the recommendation of the Nomination & Remuneration Committee, has established a comprehensive Policy for the selection, appointment and remuneration of Directors and Key Managerial Personnel, in alignment with the guidelines set forth by the BSEC Corporate Governance Code. This Nomination and Remuneration Policy is designed to attract, motivate and retain top talent, while promoting the long-term sustainability of the Company's executive leadership.

It aims to create a competitive advantage by ensuring the continued growth and success of the organization. Furthermore, the policy reflects the Company's commitment to sound governance practices and the creation of sustained, long-term value for shareholders.

Evaluation Policy:

Pursuant to the Corporate Governance Code, the Nomination and Remuneration Committee has developed a comprehensive set of evaluation criteria to assess the performance of the Board of Directors and Independent Directors, and the Board has formally adopted them. These criteria are set out in a detailed questionnaire that incorporates qualitative parameters and feedback derived from ratings.

The Board evaluation process rests on key factors including, among others, the composition and role of the Board, the quality of Board communications and relationships, the effectiveness of Board Committees, meaningful participation, succession planning and strategic oversight.

Independent Directors are assessed against additional criteria, such as their contributions at Board and Committee meetings, their readiness to devote time and effort to understanding the Company's operations and their capacity to grasp the governance, regulatory, financial, fiduciary and ethical responsibilities of the Board and Committees. Beyond the criteria applied to Non-Executive Directors, the evaluation also examines how Independent Directors bring independent judgment to Board deliberations on strategy, performance, risk management and other key matters.

The main purpose of this evaluation is to encourage continuous and consistent improvement in the Company's governance at the Board level, while ensuring that all stakeholders participate actively in a collaborative and constructive environment. The Board is dedicated to following "best practices" in governance so that it can meet its fiduciary obligations to the Company. It is believed that this evaluation will reinforce the working relationships among Board members, improve how efficiently the Board deliberates and raise the overall effectiveness of the Board as a governing body.

NRC's activities during the Year:

i. Reviewed criteria for selection, transfer or replacement and promotion at different levels.

ii. Reviewed the human resources position and training policies of the company.

iii. Reviewed the remuneration policy of the Board of Directors and top-level executives.

On behalf of the Nomination and Remuneration Committee



Das Deba Prashad
Chairman
Nomination and Remuneration Committee
27 October 2026

[As per condition No. 1(5)(xxvii)]

STATUS OF COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018 issued under section 2CC of the Securities and Exchange Ordinance,1969:

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	**BOARD OF DIRECTORS:**			
1(1)	Board's Size: The number of the board member shall not be less than 5(five) and more than 20 (twenty).	√		
1(2)	**Independent Directors**			
1(2) (a)	At least one-fifth (1/5) or 2 (two), whichever is higher of the total of the directors in the company's Board shall be independent directors; any fractional shall be considered to the next integer or whole number for calculating number of independent director(s), at least 1 (One) female independent director in the Board.	√		The appointment of female independent director is in under process, at present two (2) female directors are in the board.
1(2) (b)	**For the purpose of this clause "Independent Directors" means a director-**			
1(2) (b) (i)	Independent Director does not hold any share in the company Or holds less than 1% shares of the total paid-up capital;	√		
1(2) (b) (ii)	Non-connectivity with the company's any sponsor or director or shareholder who holds 1% shares on the basis of family relationship;	√		
1(2) (b) (iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years;	√		
1(2) (b) (iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies;	√		
1(2) (b) (v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		
1(2) (b) (vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of capital market;	√		
1(2) (b) (vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3(three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this code;	√		

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(2) (b) (viii)	Who is not Independent Director in more than 5 (five) listed companies;	√		
1(2) (b) (ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI); and	√		
1.(2) (b) (x)	Who has not been convicted for a criminal offence involving moral turpitude;	√		
1(2)(c)	The Independent Director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	√		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 days; and	√		
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.	√		
1(3)	**Qualification of Independent Directors:**			
1(3)(a)	Independent director shall be a knowledgeable individual with in tegrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;	√		
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having at least paid-up Tk. 100 million or any listed company's member or a local/international chamber of commerce or business associate;	---	---	N/A
1(3)(b)(ii)	Corporate leader who is or was a top level executive at least CEO/MD/AMD/DMD/CFO/CS/HF/ HFA/HIAC/HAHR or equivalent position of an unlisted Company having minimum Paid-up Tk. 100 million or a listed Company.	√		
1(3)(b)(iii)	Former Official of Government or statutory or autonomous or regulatory body in the position not below 5th grade of the national pay scale, who has at least educational background of bachelor degree in economic /commerce /business or law;	√		
1(3)(b)(iv)	University Teacher who has educational background in Economic or Commerce or Business Studies or law;	---	---	N/A
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a CA/ ICMA/ CFA/ CCA/ CPA/CMA /CS or equivalent qualification;	---	---	N/A

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(3)(c)	The independent director shall have at least 10 (Ten) years' experience in any mention field mentioned in clause (b);	√		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	---	---	N/A
1(4)	**Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.**			
1(4)(a)	The position of the Chairperson of the Board and the Managing Directors (MD) and /or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold same position in another listed company;	√		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	√		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of Chairperson and The Managing Director and/or Chief Executive Officer;	√		
1(4)(e)	In absence of chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as chairperson for that particular Board's; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	---	---	No such case during the year
1(5)	**The Directors' Reports to Shareholders:**			
1(5)(i)	An industry outlook and possible future developments in the industry;	√		
1(5)(ii)	The segment-wise or product-wise performance	√		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any	√		
1(5)(iv)	A Discussion on Cost of Goods Sold, Gross Profit and Net Profit Margins, where applicable;	√		
1(5)(v)	A discussion on continuity of any extra-ordinary activities and their implications (gain or loss);	---	---	N/A
1(5)(vi)	A details discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	√		

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any others instruments;	---	---	N/A
1(5)(viii)	An explanation, if the financial results deteriorate after the company goes for Initial Public Offer (IPO), Repeat Public Offering (RPO), Right Offer, Direct Listing, etc;	---	---	N/A
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performance and Annual Financial Statements;	---	---	N/A
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	√		
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	√		
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of controlling shareholders acting either directly or indirectly and have effective means of redress;	√		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's; ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	√		
1(5)(xviii)	An explanation that significant deviations from last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	√		No such case during the year

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	√		No such case during the year
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	√		No such case during the year
1(5)(xxii)	The total number of Board meeting held during the year and attendance by each director.	√		
1(5)(xxiii)	**A report on the Pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:-**			
1(5)(xxiii)(a)	Parent or Subsidiary or Associate Companies and other related parties (name-wise details);	√		
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	√		
1(5)(xxiii)(c)	Executives (Top 5 salaried employees other than above); and	√		
1(5)(xxiii)(d)	Shareholders holding 10% or more voting interest in the company (name-wise details);	√		No one holding 10% or more
1(5)(xxiv)	**In case of the appointment or reappointment of a directors, a disclosure on the following information to the shareholders: -**			
1(5)(xxiv)(a)	A brief resume of the director;	√		
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas; and	√		
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committee of the Board;	√		
1(5)(xxv)	**A Management's Discussion and Analysis signed by CEO or MD presenting details analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:**			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	√		
1(5)(xxv)(b)	Changes in accountinga policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	---	---	N/A

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediately preceding 5 (five) years explaining reasons thereof;	√		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe;	√		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	√		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		
1(5)(xxvi)	Declaration or certification by the MD or CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and	√		
1(5)(xxvii)	The report as well as certificate regarding compliance of condition of this Code as required under condition No. 9 shall be disclosed as per, **Annexure-B & C.**	√		
1(6)	**Meeting of the Board of Directors:** The company shall conduct its Board meeting and record the minutes of the meeting as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB).	√		
1(7)	**Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:**			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	√		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	√		

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
2	**Governance of Board of Directors of Subsidiary Company:**			
2(a)	Provision relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	N/A	---	No subsidiary Company
2(b)	At least 1 (one) independent director on the board of the holding company shall be a director on the Board of the subsidiary company;	N/A	---	---
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	N/A	---	---
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	N/A	---	---
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particulars the investments made by the subsidiary company.	N/A	---	---
3	**Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit Compliance (HIAC) and Company Secretary: -**			
3(1)	**Appointment**			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC);	√		
3(1)(b)	The position of the Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in other company at the same time;	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of Board as well as immediate disseminated to the Commission and stock exchange(s)	√		No such case during the year
3(2)	**Requirement to attend Board of Director's Meeting:**			
3(2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Boards: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		In Practice

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
3(3)	**Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO):**			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief;	√		
3(3)(a)(i)	These statements do not contain any materiality untrue statement or omit any material fact or contain statements that might be misleading; and	√		
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	√		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4	**Board of Directors' Committee (The Board shall have at least following sub-committees):**			
4(i)	Audit Committee; and	√		
4(ii)	Nomination and Remuneration Committee.	√		
5	**Audit Committee:**			
5(1)	**Responsibilities to the Board of Directors:**			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	√		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	**Constitution of the Audit Committee:**			
5(2)(a)	The Audit Committee shall be composed of at least 3(three) members;	√		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	√		

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(2)(c)	All the members of the Audit Committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	√		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	√		No such case in the FY: 2025-26
5(2)(e)	A Discussion on Cost of Goods Sold, Gross Profit and Net Profit Margins, where applicable;	√		
5(2)(f)	A discussion on continuity of any extra-ordinary activities and their implications (gain or loss);	√		
5(3)	**Chairperson of the Audit Committee**			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	√		
5(3)(b)	In absence of the chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be dully recorded in the minutes.	√		No such case in the FY: 2025-26
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM);	√		In Practice
5(4)	**Meeting of the Audit Committee**			
5(4)(a)	The Audit Committee shall conduct at least its 4 (Four) meetings in a financial year;	√		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two member or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)	**Role of Audit Committee: The Audit Committee shall: -**			
5(5)(a)	Oversee the financial reporting process;	√		
5(5)(b)	Monitor choice of accounting policies and principles;	√		

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		
5(5)(d)	Oversee hiring and performance of external auditors;	√		
5(5)(e)	Hold meeting with external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	√		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		
5(5)(h)	Review the adequacy of internal audit function;	√		
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	Review statement of all related party transactions submitted by the management;	√		
5(5)(k)	Review Management Letter or Letter of Internal Control weakness issued by statutory auditors;	√		No such case in the FY: 2025-26
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	√		
5(5)(m)	Oversee where the proceeds raise through Initial Public Offer (IPO) or Repeat Public Offer (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission.	---	---	N/A
5(6)	**Reporting of the Audit Committee:**			
5(6)(a)	**Reporting to the Board of Directors:**			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)	**The Audit Committee shall immediately report to the Board on the following findings, if any:-**			
5(6)(a)(ii)(a)	Report on conflicts of interests;	---	---	N/A
5(6)(a)(ii)(b)	Reporting on suspected/presumed fraud or irregularity or material defect identified in internal audit and compliance process or in the financial statements;	---	---	N/A
5(6)(a)(ii)(c)	Reporting on suspected infringement of laws;	---	---	N/A
5(6)(a)(ii)(d)	Reporting on any other matter to disclose immediately;	---	---	N/A
5(6)(b)	Reporting to the Authorities.	---	---	N/A
5(7))	Reporting to the Shareholders and General Investors.	---	---	N/A

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
6	**Nomination and Remuneration Committee (NRC):**			
6(1)	**Responsibility to the Board of Directors:**			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	√		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	√		
6(2)	**Constitution of the NRC:**			
6(2)(a)	The Committee shall compose of at least 3 (three) members including an independent director;	√		
6(2)(b)	All members of the committee shall be non-executive director;	√		
6(2)(c)	Members of the committee shall be nominated and appointed by the Board;	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the committee;	√		
6(2)(f)	The chairperson of the committee may appoint or co-opt any external expert to the committee as advisor;	---	---	No such case in the FY: 2025-26
6(2)(g)	The Company Secretary shall act as secretary of the Committee;	√		In practice
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an Independent Director;	√		In practice
6(2)(i)	No member of the NRC shall receive, either directly or indirectly any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	√		In practice
6(3)	**Chairperson of the NRC:**			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(3)(b)	In absence of the chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be dully recorded in the minutes;	N/A	---	No such case in the FY: 2025-26
6(3)(c)	The Chairperson of the NRC shall attend the AGM to answer the queries of the shareholders.	√		In Practice
6(4)	**Meeting of the NRC:**			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	None	---	No such case in the FY: 2025-26
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two member or two third of the members of the committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	√		In practice
6(4)(d)	The proceeding of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be conformed in the next meeting of the NRC.	√		
6(5)	**Role of the NRC:**			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		
6(5)(b)	**NRC shall oversee, among others, the following matters and report with recommendation to the Board:**			
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	√		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	√		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	√		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	√		

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	√		
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	√		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	√		
6(5)(c)	The company shall disclose the nomination and remuneration policy and evaluation criteria and activities of NRC during the year at a glance in its annual report.	√		
7	**External or Statutory Auditors**			
7(1)(i)	Appraisal or valuation services or fairness opinions;	√		
7(1)(ii)	Financial information system design and implementation;	√		
7(1)(iii)	Book-Keeping or other services related to the accounting records or financial statements;	√		
7(1)(iv)	Broker-Dealer services;	√		
7(1)(v)	Actuarial services;	√		
7(1)(vi)	Internal Audit Services or Special Audit Services;	√		
7(1)(vii)	Any services that the Audit Committee determined;	√		
7(1)(viii)	Audit or Certification Services on compliance of Corporate Governance as required under condition No. 9(1); and	√		
7(1)(ix)	Any other service that creates conflict of interest.	√		
7(2)	No partner or employees and his/her family members of the external audit firms shall not hold any shares in the said company during the tenure of assignment.	√		
7(3)	Representative of external auditors or statutory auditors present in the shareholders' meeting (AGM or EGM).	√		
8	**Maintaining a website by the Company:**			
8(1)	The company shall have an official website linked with the website of the stock exchange.	√		
8(2)	The company shall keep the website functional from the data of listing.	√		
8(3)	The company shall make available the details disclosures on its website as per listing regulation of the concerned stock exchange(s).	√		

Condition No.	Title	Compliance Status (Put "√" in appropriate column)		Remarks (if any)
		Complied	Not Complied	
9	**Reporting and Compliance of Corporate Governance:**			
9(1)	The company shall obtain a certificate from a practicing Professional Accountants or secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its salutatory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by shareholders in the Annual General Meeting (AGM)	√		A separate agenda in the 30th AGM to be held on 17 December 2026
9(3)	The directors of the company shall state, in accordance with Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	√		

ATIK KHALED CHOWDHURY
Chartered Accountants

Chartered Accountants Worldwide
Network Member

REPORT TO THE SHAREHOLDERS OF BDCOM ONLINE LTD. ON COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

We have conducted an examination of BDCOM Online Ltd.'s compliance with the Corporate Governance Code for the year ending 30th June 2026. This Code is issued pursuant to Notification No. BSEC/CMR-RCD/2006-158/207/Admin/80 dated 3rd June 2018, Amendment Notification No. BSEC/CMR-RCD/2009-193/66/PRD/148 dated 16th Oct 2023 and Re-amendment Notification No. BSEC/CMR-RCD/2009-193/76/PRD/151 dated 4th April 2024 by the Bangladesh Securities and Exchange Commission (BSEC).

The responsibility for ensuring compliance with the Corporate Governance Code rests with the Company's management. Our review was limited to the procedures and measures implemented by the management to comply with the Code's conditions.

This examination includes a scrutiny and verification of the Company's compliance with both the Corporate Governance Code and the provisions of the relevant Bangladesh Secretarial Standards (BSS), as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB), insofar as those standards are not inconsistent with the Code.

We affirm that we have obtained all the necessary information and explanations required for our review. Based on our examination, we report as follows:

(a) The Company has complied with the conditions of the Corporate Governance Code as stipulated by the BSEC, with the exception a part of the Conditions 1(2)(a). The appointment at least 1 (One) female independent director in the Board of Directors of the company is under process.

(b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS), as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB), as required by the Corporate Governance Code.

(c) The Company has maintained proper books and records as required by the Companies Act, 1994, securities laws, and other relevant regulations.

(d) The governance practices of the Company are generally satisfactory, with the exception noted in (a) above.

Atik Khaled Chowdhury

Dated:
Dhaka, 18 November 2026

Atik Khaled Chowdhury
Chartered Accountants

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ENVIRONMENTAL, SOCIAL AND GOVERNANCE
ESG Report

Management Statement on ESG

At BDCOM Online Ltd., our core philosophy **"Connecting Progress"** drives our commitment to responsible digital transformation. As a leading nationwide ISP, ITSP, and ICT service provider listed on the Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE), we recognize that sustainable long term value creation requires a balanced integration of environmental stewardship, social responsibility and robust corporate governance (ESG). Backed by an AA Long Term and ST-2 Short Term credit rating (Stable Outlook), our operational framework remains strictly aligned with national regulatory standards and global benchmarks. Our management has been taken discussion and decision to adopt the International Sustainability Standards Board (ISSB) standards IFRS S1 and IFRS S2 as the baseline sustainability reporting framework for Bangladesh issued by FRC which is underway as per our following strength. As the regulatory landscape for ESG reporting in Bangladesh has evolved rapidly, driven by central authorities and global financial standards. Under the oversight of the Audit Committee, BDCOM is actively aligning its internal reporting processes to meet these baseline standards in upcoming period. BDCOM believed Building a Sustainable, Responsible and Resilient Digital Future.

Company ESG Snapshot

Corporate Entity: BDCOM Online Ltd. (Incorporated in 1997; Public Limited Company since 2001)

Stock Exchange Listing: "A" Category listed company on DSE and CSE

Core Operations: ISP, IPTSP, VTS and Total ICT Solutions across nationwide upazila networks

Management System Certifications: ISO 9001:2015 (Quality Management) & ISO/IEC 27001:2022 (Information Security Management)

Governance Accolades: Forth times winner of the ICSB National Award for Corporate Governance Excellence (including 2014, 2018, 2023 and 2025) and winner of the ICMAB Best Corporate Award - 2021.

Credit Rating: Long-Term: AA | Short-Term: ST-2 | Outlook: Stable

Environmental (E) Pillar: Green ICT & Resource Stewardship

As an ICT and telecommunications provider, BDCOM's primary environmental footprint stems from network infrastructure, data routing hubs, office facilities and electronic equipment lifecycles. Company focused on embedding resource-conscious practices across daily operations while laying the groundwork for quantifiable environmental tracking:

Energy Efficiency & Infrastructure Optimization: Promoting energy-conscious operations across core routing hubs, server architectures and office facilities to optimize power utilization and minimize grid electricity consumption. This includes transitioning to energy-efficient laptops, standardizing air conditioning temperatures and utilizing long-life Lithium-Ion backup batteries at Data Centers (Gulshan), Disaster Recovery (Dhanmondi) sites and PoPs to reduce generator dependency.

E-Waste & Lifecycle Management: Enforcing structured lifecycle management and responsible disposal protocols for obsolete network hardware, routers, batteries and copper/fiber cables through certified e-waste recycling partners. Retired hardware undergoes secure data wiping prior to recycling.

Digitalization & Paper Reduction: Transitioning internal administrative workflows, billing and corporate communications to paperless digital platforms, successfully achieving a 40% reduction in office paper usage.

Climate Resilient Connectivity: Designing durable underground and aerial fiber optic networks engineered to withstand extreme weather events in Bangladesh, ensuring uninterrupted emergency and business connectivity. Furthermore, countrywide zonal offices have initiated tree planting campaigns to support reforestation.

Social (S) Pillar: Digital Inclusion, Workforce & Community

BDCOM views its employees, customers and the communities it serves as vital partners in sustainable growth.

Workforce Excellence, Welfare & Safety

Employees: BDCOM employs 653 professionals, comprising 285 managers and officers and 368 technicians, office assistants and support personnel. Key human capital and workplace initiatives include:

Fair Employment & Financial Security: Strict compliance with the Bangladesh Labor Act, supported by a contributory Employee Provident Fund (administered by a dedicated Board of Trustees) and a 5% allocation of annual net profit to the Workers' Profit Participation and Welfare Fund (WPP & WF).

Health & Protection Coverage: Comprehensive Group Term Life Insurance and Hospitalization Insurance for employees.

Occupational Health & Safety (OHS): Enforcing rigorous safety protocols and protective standards for field engineers and technicians operating across high rise installations and nationwide fiber networks.

Continuous Capability Building: Investing heavily in professional development, with 80% employee participation in targeted technical, managerial and cybersecurity training programs.

Digital Inclusion & Corporate Social Responsibility (CSR)

Guided by the CSR theme "Empowering Society, Enabling Progress," BDCOM continued to bridge Bangladesh's digital divide and support community welfare ongoing expansion.

Nationwide Connectivity: Expanding high-speed broadband and IP telephony to remote upazilas across all 64 districts, enabling digital education, e-governance and regional economic participation.

Youth Development & Internship Program: Providing students with hands on technical exposure, professional mentoring and practical experience across engineering, technology and business management.

Humanitarian & Family Support: Extending direct financial assistance to the family of a deceased employee and supporting community members affected by accidents resulting in partial disability.

Governance (G) Pillar: Integrity, Security & Compliance

Strong corporate governance underpins BDCOM's market reputation, stakeholder trust and financial resilience.

Board Oversight & Regulatory Compliance: Full adherence to BSEC Corporate Governance requirements, DSE and CSE Listing Regulations and directives issued by the Bangladesh Telecommunication Regulatory Commission (BTRC). Specialized Board committees including the Audit Committee and the Nomination & Remuneration Committee (NRC) provide independent oversight over financial reporting, internal controls and governance standards.

Enterprise Risk Management (ERM): A dedicated Risk Management Team works alongside departmental heads to identify, assess, and mitigate operational, credit, liquidity, market and strategic risks, reporting directly to the Audit Committee and the Board.

Information Security & Data Privacy (ISO/IEC 27001:2022): During the reporting period, BDCOM achieved **ISO/IEC 27001:2022** certification for its Information Security Management System (ISMS), safeguarding enterprise networks, financial transactions and customer data. To reinforce organizational readiness against cyber threats, the Company also conducted a specialized three month cybersecurity training program for 20 cybersecurity professionals.

Financial Discipline & Solvency: Maintaining an AA (Long-Term) and ST-2 (Short-Term) credit rating reflects disciplined cash flow management, strong solvency and enduring investor confidence.

Our underway ESG Strength Matrix

ESG Pillar	Core Focus Area	Key Performance Benchmark	BDCOM Status
Environmental (E)	Quality & Environmental Management	ISO 9001:2015 Certification	Active & Compliant
	E-Waste & Energy Stewardship	Power optimization & E-waste recycling protocols	Implemented across operations
Social (S)	Workforce Strength & Welfare	Employees; Provident Fund, Insurance & 5% WPP & WF	Maintained & Compliant
	Digital Inclusion & CSR	Nationwide upazila broadband; Youth Internships & Aid	Ongoing expansion
Governance (G)	Corporate Governance Excellence	ICSB Award (2014, 2018, 2023, 2025) & ICMAB Award (2021)	Award Winning Standard
	Information Security (ISMS)	ISO/IEC 27001:2022 Certification & Cyber Training	Certified & Audited
	Creditworthiness & Solvency	Credit Rating: AA (Long-Term), ST-2 (Short-Term), Stable	Valid & Verified

On the basis of above the disclosure reporting of ESG is underway on the International Sustainability Standards Board (ISSB) standards IFRS S1 and IFRS S2. Upon the completion fullfil the standard the audit committee will be take initiative for reporting on Environmental, Social and Governance (ESG) matters in accordance with Bangladesh Securities and Exchange Commission guideline.

DIVIDEND DISTRIBUTION POLICY
BDCOM ONLINE LTD.

Introduction

The Dividend Distribution Policy is set to ensure proper dividend payment by the Company to its Shareholders. Bangladesh Securities and Exchange Commission (BSEC) has made mandatory for the listed Company to have a dividend distribution policy and also to disclose it in the Company's website and in the Annual Report.

Objective

The objectives of this Policy is to facilitate the process of dividend recommendation or declaration and its pay-out by the Company which ensure a regular dividend income for the shareholders and long term capital appreciation for all stakeholders of the Company. Dividend is the payment made by the Company to its shareholders, usually in the form of distribution of its profit. The profits earned by the Company can either be retained in business or used for acquisitions, expansion or diversification, or it can be distributed the balance among its shareholders as dividend. The Company would ensure to strike the right balance between the quantum of dividend paid and amount of profit retained in the business. The Board will refer to the Policy while declare g/recommending dividends on behalf of the Company.

The factors to be considered before dividend proposal and recommendation:

Internal factor:

i. Statutory and Regulatory Compliances;
ii. Existing and expected financial performance;
iii. Cash flow and liquidity position;
iv. Capital expenditure and investment plans;
v. Acquisitions and Disposals;
vi. Restructuring activities;
vii. Future requirement of funds;

External factor:

i. Macro-Economic environment in Bangladesh;
ii. Consistency in dividend payment trend;
iii. Shareholder expectation including minority Shareholders;
iv. Changes in regulatory requirements.

Entitlement of Dividend

The Shareholders whose names would appear in the Register of Members of the Company on the Record Date are entitled for dividend.

Per Share Basis

The dividend will be declared on per share basis only.

Payment of Dividend

The Company shall distribute declared and duly approved dividend to shareholders in a timely manner and is in line with Bangladesh Securities and Exchange Commission directions and any other applicable laws, rules and regulations.

The combination of cash and stock dividend will be determined based on the capital retention requirement and tax implication on the combination of dividend.

Income tax on Dividend

The withholding tax applicable at source on dividend will be deducted and deposited to Government Exchequer as per the applicable laws.

Unclaimed dividend

The Company shall follow the Rules and Regulations of the Bangladesh Securities And Exchange Commission to pay the unclaimed dividend.

Provisions in regard to various classes of shares

Currently, the Company does not have different classes of shares and follows the "one share one vote" principal. If the Company has more than one class of shares in future, dividend for each class would be subject to prescribed statutory guidelines as well as terms of offer of each class to the investors of that class of shares.

Review & Amendment

This policy may be reviewed and amended periodically as and when required by the Board to ensure that it meets the objectives of the relevant legislation and needs of the Company and remains effective. The Board has the right to change/amend the policy as may be expedient taking into account the law for time being in force.

In the event of any amendments(s), clarification(s), circular(d), directive(s), notification(s) etc issued by the regulatory authority(s), not being consistent with the provisions laid down under this policy, then the same shall prevail upon the provisions hereunder and this Policy shall amended accordingly.

PRINCIPLES ON DISCLOSURE OF MATERIAL INFORMATION AND PRICE SENSITIVE INFORMATION

Preamble

This Policy is being adopted according to the Prohibition of Insider Trading Rules, 2022 of the Bangladesh Securities and Exchange Commission. All issuers of listed securities are obligated to frame a policy for the determination and disclosure of Material Information and Price Sensitive Information. Additionally, Regulation 33 of the Dhaka Stock Exchange (Listing) Regulation 2015 and the Chittagong Stock Exchange (Listing) Regulation 2015 require the issuer of listed securities to make full disclosures of all decisions, particularly the Price Sensitive Information (PSI) as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 or any other rules and regulations. As such, BDCOM Online Ltd. needs to frame a policy document titled The Principles on Disclosure of Material Information and Price Sensitive Information (PSI) for this purpose.

Objective of the Policy

The main objective of this Policy is to determine Price Sensitive Information (PSI) and material information, based on specified criteria as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, and aims at ensuring that all investors have equal access to important information that may affect their investment decisions. This information should be adequately disseminated in a fair and timely manner, in pursuance of the Listing Regulations, and to provide an overall governance framework for the determination of materiality. In addition, the objectives are also aimed at the following:

i. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly traded company, as laid down by the Listing Regulations, various securities laws, and any other legislations.

ii. To ensure that the information disclosed by the Company is timely and transparent.

iii. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.

iv. To protect the confidentiality of material/price-sensitive information within the context of the Company's disclosure obligations.

v. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.

vi. To ensure uniformity in the Company's approach to disclosures, raise awareness, and reduce the risk of selective disclosures.

Dissemination Modality

a. The Company shall disclose all Price Sensitive Information (PSI) to the BSEC, DSE, and CSE within two (02) hours of the decision taken by the Board or the conclusion of the meeting, or on the day on which the matter came into its cognizance.

b. In case of seeking permission, approval, or consent from any regulator on any issue related to the movement of share price, the Company shall disclose it to the BSEC, DSE, and CSE within two (02) hours of the decision taken by the Board or the conclusion of the meeting, or on the day on which the matter came into its cognizance.

c. The Chairman, Managing Director, or the Company Secretary shall sign the PSI document before sending it to BSEC, DSE, and CSE.

d. The Company shall publish another PSI on the same issue within two (02) hours of receiving the permission/consent/approval from the regulatory authority, mentioning the fact that the issue was sent to the regulatory authority earlier for permission/consent/approval.

e. The Company shall not disclose, publish, or provide any false or untrue PSI, nor provoke anyone to disclose the PSI that may influence the share price of the Company.

f. The Company shall publish the PSI in an online news portal and two (02) daily newspapers (Bangla and English) that are widely circulated across the country. The PSI document can be sent through E-mail, Fax, Digital Submission Platform, through messenger, or by courier services in some cases (if required).

g. All PSI shall carry the date, time, or the date on which the matter came into the cognizance of the Company.

h. The Company shall upload on its website all Material Information and Price Sensitive Information and host the same for a minimum period of three (03) years.

Material Information and Price-Sensitive Information Which the Company Will Disclose

The information, either material or price-sensitive, required to be disclosed is divided into the following two categories as specified in the Regulations:

I. Price Sensitive Information (PSI)

The information referred to under Regulation 3(1) and Schedule Ka of the Regulations and reproduced below in English will be included as Price Sensitive Information:

a. Report in respect of the financial position, financial performance, or any basic information in respect thereof.

b. Information relating to dividend and corporate declarations.

c. Information relating to changes in the corporate structure; namely—Merger, Demerger, acquisition, disposal, conversion, or transfer.

d. Information regarding changes in capital structure.

e. Any other rules or regulations or orders or instructions or circular/notification prescribed as Price Sensitive Information made or approved or issued by the Commission.

f. Any other information determined by the Commission by notification published in the Official Gazette from time to time.

II. Material Information

The information referred to under Schedule Ka of Regulations and reproduced below in English will be included as Material Information:

1. Factors related to changes in financial conditions, such as:

a) Changes in financial statements, such as significant reductions or increases in income, expenses, cash flows, receivables, liabilities or assets, etc., and any information related to significant changes in the value of the assets due to revaluation.

b) The following comparative information in the financial statements:

i. Earnings per share

ii. Net operating cash flow per share

iii. Net asset value per share

c) Material changes in the value or composition of assets of the Company.

d) Any special instructions or any modification of any special instructions previously given by the regulatory authority relating to the maintenance of provisions.

e) Any changes in the accounting policies of the Company, etc.

2. Information relating to corporate announcements, such as:

a) Any decision relating to dividends.

b) Decision for issuance of rights share to security-holders, issuing bonus, or giving similar other privileges.

c) Corporate declaration or other information relating to the receivables of investors.

d) Changes in dividend distribution policy, etc.

3. Information regarding changes in corporate structure, such as:

a) Acquisition or disposal of any assets of 5% or more of the existing assets.

b) Merger with another company or substantial acquisition of any company and acquisition of shares, etc.

c) Demerger of any unit of the Company.

d) Conversion or winding up of any unit of the Company.

e) Changes in corporate activities through capital reorganization or merger or demerger.

f) Proposal to take over the authority of a company or acquisition of internal services.

g) Change of ownership which may affect the control of the Company.

h) Change of name or address, etc.

4. Information regarding changes in capital structure, such as:

a) Any decision relating to private or public or rights offer of securities or changes in its capital structure.

b) Systematic repurchase or redemption of securities or units of the Fund.

c) Any decision relating to consolidation of shares, exchange of shares, conversion of any security into equity security or conversion of debentures into shares.

d) Significant changes relating to the rights of security holders, etc.

5. Information relating to expansion, change, etc. of business activities, such as:

a) Any significant development or change relating to the Company's technology, production, or establishment.

b) Significant capital investment or significant change in the purpose of the Company.

c) Significant new contracts, product, patent, service, or business changes.

d) Significant realization of long-term unpaid funds/receivables.

e) Changes or resignation or demotion in the Board of Directors including Managing Director, CFO, Company Secretary.

f) Changes of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company.

g) Initiation of legal proceedings or development of regulatory matters or any significant judgments or orders.

h) Delisting from the stock exchange or changing from one category to another.

i) Any significant management contract, investor relations agreement, service agreement, or related party transaction that could materially affect the financial statements.

j) Information relating to the decision of purchase and sale of any fixed asset or renovation or development or expansion (BMRE) of plant or machinery or establishment of new units.

k) Significant advances between inter-company or subsidiary or associate entities; or giving or receiving loans or exchanging loans with directors, etc.

6. Information relating to debt/credit management, such as:

a) Borrowing and repayment of 25% or more of paid-up capital or net assets, whichever is higher.

b) Encumbrance or discharge of significant assets.

c) Failure to pay any bank or creditor or debt obligation or debt for a period exceeding six (6) months.

d) Significant new debt/credit agreements.

e) Foreign credit agreement or investment agreement, etc.

7. Information relating to fund management and structure changes, such as:

a) Extension or reduction of the tenure of the Fund.

b) Liquidation of funds.

c) Conversion of funds.

d) Investment of 10% or more of the Fund in any single security.

e) Profit or loss on financing any significant investment.

f) Formation of trustees of the fund, any change in the trust deed, etc.

8. Others, such as:

a) Signing of any material agreement or cancellation or substantial modification of previously announced/signed agreement.

b) Loss of any substantial assets of the Company or any event affecting its reputation.

c) Cancellation or substantial modification of any scheme previously announced.

d) Submission of qualified report by the auditor of the Company, etc.

Dissemination of Principles

The Company shall disclose on its website all such events/information which have been disseminated to the BSEC and Stock Exchange(s) under this Policy. Such disclosures shall be hosted on the website of the Company for a minimum period of three years and thereafter as per the archival policy/process/practice followed by the Company.

Amendment or Review

These Principles shall be reviewed by the Board of Directors as and when required. Any subsequent amendment or modification in the Regulations and/or applicable laws in this regard shall automatically apply to these Principles.

DECLARATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

Date: 27 October 2026

The Board of Directors
BDCOM Online Ltd.

Subject: Declaration on Financial Statements for the Year Ended 30 June 2026.

Dear Sirs,

Pursuant to Condition No. 1(5)(xxvi) as imposed by the Commission's Notification No. BSEC/CMR-RCD/2006-158/207/Admin/80 dated 03 June 2018, under Section 2CC of the Securities and Exchange Ordinance, 1969, we hereby declare that:

(1) The Financial Statements of BDCOM Online Ltd. for the year ended 30 June 2026, have been prepared in compliance with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS), as applicable in Bangladesh and any departures therefrom have been adequately disclosed.

(2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis to ensure that the financial statements present a true and fair view.

(3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements.

(4) To ensure the above, the Company has taken proper and adequate care in establishing a system of internal control and maintaining accounting records.

(5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed.

(6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

(i) We have received the financial statements for the year ended 30 June 2026 and to the best of our knowledge and belief:

a) These statements do not contain any material untrue statements or omit any material facts, norzdo they contain statements that might be misleading.

b) These statements collectively present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.

(ii) To the best of our knowledge and belief, there were no transactions entered into by the Company during he year that were fraudulent, illegal, or in violation of the code of conduct for the Company's Board of Directors or its members.

Sincerely yours,

Air Vice Marshal
Muhammad Nazrul Islam
BSP, nswc, afwc, psc, GD(P), (Retd)
Managing Director
BDCOM Online Ltd.

Faker Ahmed FCA
Chief Financial Officer (CFO)
BDCOM Online Ltd.

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF BDCOM ONLINE LTD.
REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of **BDCOM ONLINE LTD.** (the Company) which comprise the Statement of Financial Position as at 30 June 2026 and Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended 30 June 2026, and notes to the financial statements, including a summary of significant accounting policies and other explanatory notes.

In our opinion, the accompanying financial statements of the Company give a true and fair view of the financial position of the Company as at 30 June 2026, and of its financial performance and its cash flows for the year then ended 30 June 2026 in accordance with International Financial Reporting Standards (IFRSs), Financial Reporting Act 2015, the Companies Act 1994, Securities and Exchange Act 1993 and Securities and Exchange Rules 2020 and other applicable laws and regulations.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), as adopted by the Financial Reporting Council (FRC) as applicable to audits of financial statements of public interest entities, together with the ethical requirements of the Institute of Chartered Accountants of Bangladesh (ICAB) Bye-Laws that are relevant to audits of the financial statements of public interest entities in Bangladesh. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Key Audit Report	How our audit addressed the key audit matter
Revenue (Note- 28)	
Appropriateness of revenue recognition and disclosures on the impact of the initial application of IFRS 15. As described in accounting policy note 2.06 to the financial statements, the Company recognizes revenue upon transfer of control as per the newly adopted IFRS 15: Revenue from Contracts with Customers. **The Company has reported total revenue of TK. 823,196,395/-.** The Company's primary customers are its corporate customers, who are also entitled to get a comparative rate of services invoiced. Given the significance and complexities involved in the accounting of Revenue, appropriate recognition of revenue has been considered as a key audit matter.	We assessed the company's process to identify the impact of the revenue accounting standard. Our audit approach consisted of testing the design and operating effectiveness of the internal controls and substantive testing as follows: • Assessed the environment of the measurement as well as other relevant systems supporting the accounting or revenue. • Assessed manual as well as application controls supporting revenue recognition. • Assessed the invoicing and measurement systems up to entries in the general ledger. • Examined customer invoices and receipts of payment on a test basis. • Assessed the design of the processes set up to account for the transactions in accordance with the new standard. • Assessed whether the sufficiency of disclosures as required by the new standard has been met. • Assessed whether the sufficiency of disclosures as required to be made to opening balances due to the adoption of the new standard.
Valuation of Inventories (Note- 06)	
Inventories represent Tk. 12,830,827/- of the Company; inventories are thus a material item in the financial statements. As described in the accounting policy note 2.07 to the financial statements, inventories are valued at the lower of cost or net realizable value. As such, management is required to make judgments in determining whether	In order to test the Inventories, we performed the following procedures; • Tested the operating effectiveness of key controls over Inventories, including observing the process of management's Year-end inventory count. • Verified a sample based on the net realizable value by comparing costs to recent selling prices and

inventories are being appropriately valued. Volume of inventories being held by the company at the reporting date and the complexities involved in the accounting and presentation thereof, Inventories have been considered as a key audit matter.	assessing the reasonableness of any resulting write-down of inventory items. • Performed cut-off tests to determine that the purchases and sales of the inventories have been captured in the correct accounting period. • Reviewed the historical accuracy of inventory provisions and the level of write-downs.
Recovery of Trade Receivables (Note- 09)	
Trade Receivables represent an amount of TK. 190,552,652/- as at 30 June 2026 of the Company. The recoverability of trade receivables is considered to be a key risk due to the significance of these balances to the financial statements and the judgments required in making appropriate provisions.	To test the recoverability of trade receivables, we performed the following procedures: • We evaluated the company's credit control procedures and assessed and validated the ageing profile of Trade Receivables. • We assessed recoverability on a sample basis by reference to cash received subsequent to year-end, agreement to the terms of the contract in place, and issue of credit notes post year-end, as necessary; We communicate with management as to the recoverability of the older, unprovided amounts, corroborating management's explanations with underlying documentation and correspondence with the customers.
Property, Plant and Equipment (Note- 03)	
Property, Plant and Equipment includes the company's long-term assets, which provide economic benefits to the entity for more than one year. PPE is measured at cost less accumulated depreciation.	We have tested the design and operating effectiveness of key control over PPE. Our audit procedures included, among others, considering the impairment risk of the assets.

The carrying value of PPE represents a significant portion of total assets, which amounts to Tk. 404,512,765/- for the company at the reporting date. The carrying value of PPE includes asset additions during the year is **Tk. 77,404,723/-** is the function of depreciation charges on the cost that involves estimation. Therefore, it has been considered a significant area of an auditor's judgement.	The following are our audit procedures on the carrying value and impairment risk of PPE: • Reviewing the basis of recognition, measurement of assets; • Observing procedures of assets acquisition, depreciation and disposal; • Checking ownership of the asset's addition; • Performing due physical asset verification on sample basis at the year-end; • Checking the estimated rates of depreciation being used and assessing their fairness; • Evaluating the Company's assumption in relation to recoverable amounts of the major PPE to identify if there is any requirement for recognition of impairment; and • Finally, assessing the appropriateness and presentation of disclosures against relevant accounting standards. Our testing did not identify any issues with regard to the Carrying Value of PPE.
Deferred Tax (Note- 20)	
The Company's report Net Deferred Tax Liability (DTL) totaling Tk. 2,425,430/- as at 30 June 2026. Significant judgment is required in relation to deferred tax liabilities as their recoverability is dependent on forecasts of future profitability over a number of years. The disclosures relating to Deferred Tax are included in note 20.00 to the financial statement.	Our audit procedures are as follows: • We obtained an understanding, evaluated the design and tested the operational effectiveness of the Institution's key controls over the recognition and measurement of DTLs and the assumption used in estimating the Company's future taxable income. • We also assessed the completeness and accuracy of the data used for the estimation of future taxable income.

	• We involved tax specialists to assess key assumptions, controls, recognition and measurement of DTLs. • Finally assessed the appropriateness and presentation of disclosures against "IAS-12" Income Tax.

Others Matter

The Audit Report of the previous year expressed an unqualified opinion on those statements.

Independence and Other Ethical Responsibilities

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), the Bangladesh Securities and Exchange Commission (BSEC) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the Financial Reporting Council (FRC) by Laws.

Information Other than the Financial Statement and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises all of the information in the annual report other than the financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements and Internal Controls

Management is responsible for the preparation and fair presentation of the financial statements of the Company in accordance with International Financial Reporting Standards (IFRSs) and the Company Act 1994 and other applicable laws and regulations for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994 & the Securities and Exchange Rules 2020, we also report that:

a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;

c) The statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes dealt with by the report are in agreement with the books of account and returns;

d) The expenditure incurred was for the purpose of the company's business.



Mohammad Shibbir Hossain FCA
Enrollment No: 1048
Partner
Ashraf Uddin & Co.
Chartered Accountants
FRC Enlistment No: CA- 001-249
Firm FRC Enlistment No: CAF- 001-72
DVC: 2610271048AS793606

Place: Dhaka
Date: 27 October 2026



BDCOM ONLINE LTD.
Statement of Financial Position
As at 30 June 2026

Particulars	Notes	Amount in BDT	
		30.06.2026	30.06.2025
ASSETS:			
A. Non-Current Assets		**559,285,227**	**555,877,967**
Property, Plant and Equipment	3	404,512,765	384,323,083
Right-of-Use Assets	4	43,926,415	61,361,487
Long Term Deposit & Prepayment	5	110,846,047	110,193,397
B. Current Assets		**845,675,168**	**849,497,502**
Inventories	6	12,830,827	15,532,430
Advances, Deposits & Prepayments	7	18,574,674	16,922,172
Advance Income Tax	8	105,530,668	122,614,221
Trade Receivables	9	190,552,652	211,918,457
Other Receivables	10	14,431,849	15,121,057
Investment in Shares	11	2,814,845	2,645,209
Investment in FDR and Govt. Bond	12	474,940,237	424,803,831
Cash and Cash Equivalents	13	25,999,396	39,940,125
TOTAL ASSETS (A+B)		**1,404,960,395**	**1,405,375,469**
SHAREHOLDERS' EQUITY AND LIABILITIES:			
C. Shareholders' Equity:		**954,057,750**	**933,855,275**
Share Capital	14	629,378,650	599,408,240
Share Premium	15	119,504,000	63,776,710
Tax Holiday Reserve	16	21,555,878	21,555,878
Retained Earnings	17	183,619,222	249,114,447
D. Non- Current Liabilities:		**46,873,206**	**65,012,300**
Long Term Loan	18	8,800,733	14,046,188
Lease Liabilities	19	35,647,043	49,237,601
Deferred Tax Liabilities	20	2,425,430	1,728,511
E. Current Liabilities:		**404,029,439**	**406,507,894**
Trade Payables	21	161,385,945	132,419,655
Other Payables	22	108,881,232	104,169,380
Unclaimed Dividend	23	4,358,740	3,687,485
Provision for Income Tax	24	42,185,589	59,269,122
Current Portion of Long-Term Loan	25	10,470,578	9,812,385
Current Portion of Lease Liabilities	26	13,590,559	14,487,562
Short Term Loan	27	63,156,796	82,663,305
TOTAL EQUITY & LIABILITIES (C+D+E)		**1,404,960,395**	**1,405,375,469**
Net Assets Value (NAV) Per Share	37	**15.16**	**14.84**

The accompanying policies and explanatory notes 1-38 form an integral part of these Financial Statements.

Company Secretary | Chief Financial Officer | Managing Director

Director | Chairman

Signed in terms of our separate report on same date.

Dhaka
Date: 27 October 2026

DVC-2610271048AS793608

Mohammad Shibbir Hossain FCA
Enrolment No. 1048
Partner
Ashraf Uddin & Co.
Chartered Accountants
FRC Enlistment No: CA- 001-249
Firm FRC Enlistment No: CAF- 001-72

BDCOM ONLINE LTD.
Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30 June 2026

Particulars	Notes	Unit-1	Unit-2	Unit-3	Amount in BDT	
					2025-2026	2024-2025
Revenue	28	754,231,085	24,903,540	44,061,770	823,196,395	815,452,691
Cost of Sales & Services	29	(340,040,350)	(7,204,139)	(16,318,322)	(363,562,811)	(367,298,548)
Gross Profit : A		**414,190,735**	**17,699,401**	**27,743,448**	**459,633,584**	**448,154,143**
Administrative and Marketing Expenses	30	(313,504,120)	(16,603,964)	(13,675,417)	(342,783,501)	(307,471,012)
Depreciation	3	(54,508,416)	(440,163)	(2,047,817)	(56,996,396)	(58,887,628)
Total Expenses : B		**(368,012,636)**	**(16,044,127)**	**(15,723,234)**	**(399,779,897)**	**(366,358,640)**
Operating Profit : A-B		**46,178,199**	**1,655,274**	**12,020,214**	**59,853,687**	**81,795,503**
Non-Operating Income	31	47,753,826	1,374,046	1,315	49,129,187	46,490,116
Net Unrealized Gain/(Loss) on Marketable Securities	32	298,242	-	-	298,242	(462,674)
Financial Charges	33	(11,572,953)	-	-	(11,572,953)	(11,233,022)
Net Profit Before WPPF & WF		**82,657,314**	**3,029,320**	**12,021,529**	**97,708,163**	**116,589,923**
Contribution to WPPF & WF @ 5%		(3,936,063)	(144,253)	(572,454)	(4,652,770)	(5,551,901)
Net Profit Before Tax		**78,721,251**	**2,885,067**	**11,449,075**	**93,055,393**	**111,038,022**
Income Tax Expense	24.01	(37,250,109)	(1,198,996)	(3,736,484)	(42,185,589)	(60,756,526)
Deferred Tax (Expense)/Income	20	(696,919)	-	-	(696,919)	1,451,420
Net Profit After Tax		**40,774,223**	**1,686,071**	**7,712,591**	**50,172,885**	**51,732,916**
Retained Earnings Carried Forward		**40,774,223**	**1,686,071**	**7,712,591**	**50,172,885**	**51,732,916**
Basic Earnings Per Share	34				**0.80**	**0.82**

The accompanying policies and explanatory notes 1-38 form an integral part of these Financial Statements.

Company Secretary | Chief Financial Officer | Managing Director

Director | Chairman

Signed in terms of our separate report on same date.

Dhaka
Date: 27 October 2026

DVC- 2610271048AS793606

Mohammad Shibbir Hossain FCA
Enrolment No. 1048
Partner
Ashraf Uddin & Co.
Chartered Accountants
FRC Enlistment No: CA- 001-249
Firm FRC Enlistment No: CAF- 001-72

BDCOM ONLINE LTD.
Statement of Changes in Equity
For the year ended 30 June 2026

Particulars	Share Capital	Tax Holiday Reserve	Share Premium	Retained Earnings	Amount in BDT
					30.06.2026
Balance as on 01.07.2025	599,408,240	21,555,878	63,776,710	249,114,447	933,855,275
Net Profit after Tax for the period	-	-	-	50,172,885	50,172,885
Cash Dividend (FY 2024-2025) @5%	-	-	-	(29,970,410)	(29,970,410)
Stock Dividend (FY 2024-2025) @5%	29,970,410	-	-	(29,970,410)	-
Adjustemnt of Previous Years	-	-	55,727,290	(55,727,290)	-
Balance as on 30.06.2026	**629,378,650**	**21,555,878**	**119,504,000**	**183,619,222**	**954,057,750**

For the year ended 30 June 2025

Particulars	Share Capital	Tax Holiday Reserve	Share Premium	Retained Earnings	Amount in BDT
					30.06.2025
Balance as on 01.07.2024	570,864,990	21,555,878	92,319,960	225,924,781	910,665,609
Net Profit after Tax for the period	-	-	-	51,732,916	51,732,916
Cash Dividend (FY 2023-2024) @5%	-	-	-	(28,543,250)	(28,543,250)
Stock Dividend (FY 2023-2024) @5%	28,543,250		(28,543,250)	-	-
Balance as on 30.06.2025	**599,408,240**	**21,555,878**	**63,776,710**	**249,114,447**	**933,855,275**

Company Secretary | Chief Financial Officer | Managing Director

Director | Chairman

BDCOM ONLINE LTD.
Statement of Cash Flows
For the year ended 30 June 2026

Particulars	Amount in BDT	
	2025-2026	2024-2025
A. Cash Flows from Operating Activities:		
Receipts from Sales, Services & Others	844,562,200	782,826,641
Bank Interest - STD & Others	510,094	690,702
WPPF & WF Payment	(5,551,901)	(5,159,407)
Payment of Income Tax & VAT	(42,185,589)	(59,269,122)
Payment to Suppliers & Others	(677,197,130)	(659,382,262)
Net Cash Provided by/(used in) Operating Activities	120,137,674	59,706,552
B. Cash Flows from Investing Activities:		
Acquisition of Property, Plant & Equipment	(77,404,723)	(85,359,290)
FDR Interest Received	47,502,247	39,071,295
Dividend on Marketable Securities	-	7,069
Investment in FDR	(50,136,407)	(31,614,632)
Long Term Security Deposit	(652,650)	(1,036,875)
Net Cash Provided by/(used in) Investing Activities	(80,691,533)	(78,932,433)
C. Cash Flows from Financing Activities:		
Cash Dividend	(29,299,154)	(27,808,107)
Long Term Loan	(5,245,455)	8,364,556
Current Portion of Long-Term Loan	658,193	6,277,762
Short Term Loan	(19,506,509)	34,917,217
Net Cash Provided by/(used in) Financing Activities	(53,392,925)	21,751,428
D. Effect of Exchange Rate Changes in Cash and Cash Equivalents	6,054	1,979,926
	6,054	1,979,926
Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C+D)	(13,940,730)	4,505,472
Cash & Cash Equivalents at the Beginning of the Year	39,940,125	35,434,653
Cash & Cash Equivalents at the End of the Year	25,999,396	39,940,125
Net Operating Cash Flows Per Share (NOCFPS) **Note 36**	1.91	0.95

The accompanying policies and explanatory notes 1-38 form an integral part of these Financial Statements.

Company Secretary | Chief Financial Officer | Managing Director

Director | Chairman

ASHRAF UDDIN & CO. CHARTERED ACCOUNTANTS

BDCOM ONLINE LTD.
Notes to the Financial Statements
For the year ended 30 June 2026

1.00 Status and Nature of the company:

1.01 Legal Form:
BDCOM ONLINE LTD. was incorporated in Bangladesh on 12 February 1997 as a Private Limited Company vide certificate of incorporation No:C-32328 (1449/97) dated 12 February 1997 by the Registrar of Joint Stock Companies & Firms and was converted into Public Limited Company on 12 December 2001. The shares of the Company are traded with the Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC.

1.02 Registered office:
Registered office of the company is situated at Rangs Nilu Square (5th Floor), House # 75, Road # 5/A, Satmosjid Road, Dhanmondi R/A, Dhaka-1209.
Corporate Office:
JL Bhaban (5th Floor), House # 01, Road # 01, Gulshan Avenue, Gulshan-1, Dhaka-1212.

1.03 Nature of Business:
The Company is primarily engaged as an Internet Service Provider (ISP) in Bangladesh which includes Leased Port Internet Access, Total Network Solutions and Nationwide Data Services. In addition, the Company is conducting Customized Software Development, Broadband Internet, Vehicle Tracking Services (VTS), Business Process Outsourcing, Web Page Software Design & Hosting, IP Telephony Services (IPTSP), IPPBX Solutions, Hosted Conference Bridge, Short Code Parking, Fiber Optic, Machinery and Hardware Sales.

2.00 Basis of Preparation:

2.01 Statement of Compliance:
These Financial Statements of the Company have been prepared on going concern basis under the historical cost convention and in accordance with the International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Securities and Exchange Rules 2020 and other relevant laws and rules applicable in Bangladesh for this company.

2.02 Going Concern:
These financial statement have been prepared on the assumption that the entity is a going concern and will continue it's business for the foreseeable future. Hence it is assumed that the entity has neither the intention nor the need to liquidate or curtail materially the scale of its operation.

2.03 Cash Flows Statement:
Cash Flows Statement is prepared in accordance with IAS 7 "Cash Flows Statement" and the cash flows from the operating activities has been presented under direct method.

2.04 Reporting period:
These financial statements cover a period of one year from 01 July 2025 to 30 June 2026.

2.05 Functional and presentational currency:
These financial statements are presented in Bangladesh Taka (BDT), which is both functional and presentational currency of the Company.

2.06 Revenue Recognition:

Under IFRS-15, The entity should recognize revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.
IFRS 15 is a 5-steps approach to revenue recognition:
Step 1: Identify the contract(s) with a customer
Step 2: Identify the performance obligations in the contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Revenue is recognized when control over the goods or services is transferred to the customer and the company satisfies a performance obligation by transferring a promised goods or service to a customer over time or a point in time.

2.07 Assets and basis of their valuation:

Cash and cash equivalents
Cash and cash equivalents include notes and coins in hand, unrestricted balances held with various banks and those are used by the company for its short-term commitments.

Property, Plant and Equipment

Recognition and Measurement
Property, Plant and Equipment are capitalized at cost of acquisition and subsequently stated at cost less accumulated depreciation and the capital work in progress (when arises) is stated at cost in compliance with the requirements of IAS 16: Property, Plant and Equipment. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use inclusive of inward freight, duties and non-refundable taxes.

Maintenance activities
The company incurs maintenance cost for all major items of property, plant and equipment. Repair and Maintenance costs are charged as expenses when incurred.

Subsequent Expenditure
Expenditure incurred after putting any asset into operation such as repair and maintenance is normally charged off as revenue expenditure in the period in which it is incurred. In situation where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefit expected to be obtained from the use of the asset such expenditure is capitalized as an additional cost of assets. All up-generation/enhancement are generally charged off as expenditure unless they bring similar significant additional benefits.

Disposal of Property, Plant & Equipment
On disposal of property, plant & equipment, the cost and accumulated depreciation are eliminated and gain or loss on such disposal is reflected in the Statement of Profit or Loss and Other comprehensive income, when it is determined with reference to the net book value of the assets and net sales proceeds.



Depreciation is charged on Property, Plant & Equipment at the following rates on reducing balance method.

Particulars	Rate of Depreciation		
	Unit-1	Unit-2	Unit-3
Land	-	-	-
Building (Floor Space)	2.5%	-	-
Internet & System Hardware	16%	16%	16%
Furniture and Fixture	10%	10%	10%
Office Renovation	18%	18%	-
Sundry Assets	10%	10%	-
Crockeries & Cutleries	10%	-	-
AC Installation	18%	18%	-
PABX Installation	18%	-	-
Office Equipment	15%	-	-
Telephone & Cable Installation	15%	15%	15%
Motor Vehicle	15%	-	15%
Generator/ Online UPS	15%	15%	-
Cable Installation	10%	-	-
Broad Band Equipment	18%	-	-
Radio Equipment	18%	-	-
Electric Installation	15%	18%	15%
Optical Network Development	15%	-	-
Base Tower & Installation	10%	-	-
WIFI Base Station	20%	-	-
Peripheral Equipment	-	15%	-
Software Development	-	15%	15%

In accordance with IAS 16, Management reviewed the useful lives of property, plant and equipment at year-end and reassessed certain assets based on their expected remaining useful lives. Accordingly, the depreciation rates for Internet System Hardware and Cable Installation have been revised from 18% to 16% and 15% to 10% respectively. The revision constitutes a change in accounting estimate under IAS 8 and has been accounted for prospectively over the remaining useful lives of the related assets.

Details of Property, Plant and Equipment are stated in "**Schedule-A**" annexed hereto.

Long Term Security Deposit & Prepayment

These amounts (Note No-05) were deposited with BTCL, BEZA and others in connection with telephone lines, bandwidth, E1, land lease and others.

Valuation of Inventories

Inventories are carried at the lower of cost and net realizable value as prescribed by the IAS - 2 : Inventories. Cost is determined on weighted average cost basis. The cost of Inventories comprises of expenditure incurred in the normal course of business in bringing the inventories to their present location and condition. Net realizable value is based on estimated selling price less any further costs expected to be incurred to make the sale.

Trade Receivable

Trade Receivables are amounts due from customers for services provided in the ordinary course of business. Trade Receivables are recognized initially at fair value and subsequently measured at carrying amount less provision for impairment.

Trade Payable

Trade Payable are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.



2.08 Provision for Current & Deferred Tax :

Provision for current tax has been made in compliance with the IAS-12 "Income Taxes" and as per rates prescribed in the Income Tax Act 2023 on the taxable profit made by the company after considering necessary taxable add or backs of income and disallowances or allowances of expenditure.

The Company has recognized deferred tax using balance sheet method in compliance with the provisions of IAS 12 : Income Taxes. The Company's policy of recognition of deferred tax assets/liabilities is based on temporary differences (Taxable or Deductible) between the carrying amount (Book Value) of assets and liabilities for financial reporting purpose and its tax base, and accordingly, deferred tax income/expenses has been considered to determine net profit after tax and earning per shares (EPS). A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that is no longer probable that the related tax benefit will be realized. The deferred tax liability/asset or deferred tax expense/income does not create a legal liability/recoverability to and from the income tax authority. This is recognized for book purpose as equalization item presented in the financial statements to show the retained earnings as a consistent reflection of the business events.

2.09 Dividend Payments:

Final dividend is recognized after the approval of the shareholders in the Annual General Meeting (AGM) of the company.

2.10 Earnings per share:

Earning per Share (EPS) is calculated in accordance with IAS-33 "Earning Per Share" which has been shown at the bottom of the Statement of Profit or Loss and Other Comprehensive Income.

Basic earnings per share

This represents earnings for the period attributable to ordinary shareholders. As there was no preference dividend, minority interest or extra ordinary items, the net profit after tax for the year has been considered to be fully attributable to the ordinary shareholders.

Sl. No.	Particulars	2025-2026	2024-2025
a)	Earnings attributable to the ordinary shareholders	50,172,885	51,732,916
b)	Number of Ordinary Shares.	62,937,865	59,940,824
c)	Earning Per Share (Reported)	0.80	0.86
d)	Earning Per Share (Re-Stated)	-	0.82

Diluted earnings per share

No diluted earnings per share are required to be calculated for the year as there was no scope for dilution during the year under report.

2.11 Tax Holiday Reserve:

Software Development Project (SDP), Unit-2 of the Company has enjoyed tax holiday for 5 (five) years commencing from 01 January 2002 to 31 December 2006. Tax holiday reserve had been provided @ 40% of net income of the respective years up to 31 December 2006 in line with the approval from the NBR to invest in the same undertaking or in any new industrial or in stocks and shares of listed Companies or in Government bonds or Securities or for other purposes as specified in the Income Tax Ordinance 1984.

2.12 **Foreign Currency Transactions:**

According to IAS 21 "The Effect of Changes in Foreign Exchange Rates" transactions in foreign currencies are recorded in the functional currency at the rate of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange prevailing at the reporting date. Any resulting exchange differences are included in the Statement of Profit or Loss Account.

2.13 **Information about business segments:**

Business segment is a distinguishable component of a company that is engaged in providing an individual product or service or a group of related product or service and that is subject to risk and return that are different from those of other business segment. The company has 3 business segments namely Unit-1 for internet, data connectivity, hardware and other IT enabled services, Unit-2 for software development, graphic design, VTS support and service, web development, domain registration, domain hosting and Unit-3 for IP telephony services and goods.

2.14 **Impairment:**

An impairment loss is the amount by which the carrying amount of an asset or cash-generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset or a CGU is the higher of its fair value less costs to sell and its value in use. Impairment loss of non-financial assets as mentioned in the IAS-36 "Impairment of Assets" is recognized and charged as an expense (unless it relates to a revalued asset where the impairment loss is treated as a revaluation decrease) whenever recoverable amount is below carrying amount.

2.15 **Financial Instruments:**

Non-derivative financial instruments comprise of accounts and other receivables, cash and cash equivalents, borrowings and other payables and are shown at transaction cost.

2.16 **Related Parties Transactions:**

The party is related to the company if any party casts significant influence over the day to day affairs/matters and also holds the controlling power of the management affairs of the company and any transaction made during the year with the party related therewith is termed as related party transaction as per IAS-24 "Related Party Disclosure". Related party are fully disclosed in note-38.

2.17 **Events after the Reporting date:**

IAS 10, Events After the Reporting Period stipulates the accounting and disclosure requirements concerning transactions and events that occur between the reporting date and the date of approval of the financial statements. Among other things, IAS 10 determines when an event that occurs after the reporting date will result in the financial statements being adjusted, or where such events merely require disclosure within the financial statements. Such events are referred to in IAS 10 as 'adjusting' or 'non-adjusting' events.

A) Adjusting Event is an event after the reporting period that provides further evidence of conditions that existed at the end of the reporting period.

B) Non-adjusting events are those which are indicative of conditions that arose after the reporting period.

C) Under IAS 10, events after the reporting period, dividend declared after the Balance Sheet date should not be classified as Liability at the Balance Sheet date as the proposed dividend does not represent a present obligation under IAS 37: Provision, Contingent Liabilities and Contingents Assets.



2.18 Components of the Financial Statements:

a) Statement of Financial Position as at 30 June 2026
b) Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2026
c) Statement of Changes in Equities for the year ended 30 June 2026
d) Statement of Cash Flows for the year ended 30 June 2026
e) Accounting policies and explanatory Notes to the Financial Statements for the year ended 30 June 2026

2.19 Employee Summary:

Sl.	Particulars	30 June 2026	30 June 2025
a)	Managers & Officers	285	266
b)	Office Assistant, Cableman & Others	368	366
	Total	**653**	**632**

2.20 Employee Benefits:

A) Employee's Provident Fund

The Company operates a contributory provident fund scheme for its permanent employees. Provident fund is administered by a board of Trustees and is funded by contributions from both employees and employer. These contributions are duly deposited to separate bank account and invested according to prescribed guide line of Bangladesh Labor Law.

B) Insurance

Employees are covered under the Group Insurance Scheme and Hospitalization Insurance Scheme.

C) Workers' Profit Participation Fund & Welfare Fund (WPPF &WF)

Provision for Workers Profit Participation Fund has been made @ 5% of net profit as per provision of the Bangladesh Labor Act 2006 and Bangladesh Labor Amendment Act 2013 and is payable to workers as defined in these Laws.

2.21 Financial risk management:

The management has overall responsibility for the establishment and oversight of the company's risk management framework. Risk management policies, procedures and systems are reviewed regularly to adjust with the changes in market conditions and the company's Activities. The company has exposure to the following risks with regard to financial instruments.

a) Credit risk
b) Liquidity risk
c) Market risk

Credit risk

Credit risk is the risk of financial loss to the company if a customer or a counterpart to a financial instrument fails to meet its contractual obligations and arises principally from the company's receivables from customers. Management has a credit policy in place and exposure to credit risk is monitored on an ongoing basis. Risk exposures from other financial assets, i.e. Cash at bank and other external receivables are nominal.

Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The company's approach to managing liquidity (cash and cash equivalents) is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both nominal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation. Typically, the company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast based on time line of payment of the financial obligation and accordingly arrange sufficient liquidity/fund to make the expected payment within due date.

Market risk

Market risk is the risk that any change in market prices such as foreign exchange rates and interest that affect the company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

a) Currency risk

As at 30 June 2026 there was little exposure to currency risk as there were very few foreign currency transactions made during the review.

b) Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowing. Interest rate fluctuation probability is very minimal and within tolerable range. The company has been not entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

2.22 Comparative Information:

Comparative data/information have been disclosed in respect of the previous year for all numerical information in the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current year's financial statements.

2.23 General:

i) Previous year's figure has been re-arranged whenever considered necessary to ensure comparability with the current year's presentation as per IAS-8 "Accounting Policies, Changes in Accounting Estimates and Errors".

ii) Figures appearing in the Financial Statements have been rounded off to the nearest Taka.

3.00 Property Plant and Equipment :

The break up of the amount is as follows:

Particulars	Unit-1 Taka	Unit-2 Taka	Unit-3 Taka	Amount in BDT 30.06.2026	Amount in BDT 30.06.2025
A) Cost:					
Opening Balance	1,064,525,181	52,060,880	42,237,973	1,148,824,034	1,081,826,296
Addition during the year	75,867,505	-	1,537,218	77,404,723	85,359,290
Less: Adjustment during the year	(5,568,528)	-	-	(5,568,528)	(18,361,551)
Closing Balance	**1,124,824,158**	**52,060,880**	**43,775,191**	**1,220,660,229**	**1,148,824,034**
B) Accumulated Depreciation:					
Opening Balance	684,626,735	49,199,640	30,674,576	764,500,951	721,745,553
Add: Charged during the year	54,508,416	440,163	2,047,817	56,996,396	58,887,628
Less: Adjustment during the year	(5,349,883)	-	-	(5,349,883)	(16,132,230)
Closing Balance	**733,785,268**	**49,639,803**	**32,722,393**	**816,147,464**	**764,500,951**
WDV 30/06/2026(A-B)	**391,038,890**	**2,421,077**	**11,052,798**	**404,512,765**	-
WDV 30/06/2025(A-B)	**369,898,446**	**2,861,240**	**11,563,397**	-	**384,323,083**

[Details are shown in the Schedule-A/1, A/2 & A/3]

4.00 Right-of-Use Assets :

Right-of-Use Assets	43,926,415	61,361,487
Total Taka	**43,926,415**	**61,361,487**

5.00 Long Term Deposit & Prepayment :

The break up of the amount is as follows:

Particulars		
BTCL for Telephone Line	5,000	5,000
Security Against Bandwidth (BTCL)	109,065	109,065
Security Against EI & Others (BTCL)	382,243	309,023
Prepayment to BEZA	102,770,010	102,770,010
Others Deposit	7,579,729	7,000,299
Total Taka	**110,846,047**	**110,193,397**

An amount of BDT 102,770,010 to the Bangladesh Economic Zones Authority (BEZA) at Mirsarai Economic Zone as advance consideration for obtaining a land lease of 10 Acres. As of the reporting date, the possession of the land has not yet been executed and handed over to the company.

6.00 Inventories :

The break up of the amount is as follows:

Particulars			
Accessories	Note- 6.01	349,468	915,974
GLP & GPRS Modem & Accessories	Note- 6.02	5,025,083	4,088,252
IP Telephony Hardware	Note- 6.03	899,692	1,071,851
Modem, Media Converter & Concentrators		485,671	467,055
Switch, Router, Equipment & Others		4,304,316	5,659,860
Stationery		123,603	173,628
Fiber Optic Cable		272,240	1,529,647
Radio Equipment		1,370,754	1,626,163
Total Taka		**12,830,827**	**15,532,430**

6.01 Accessories :

The break up of the amount is as follows:

Particulars		
Broadband Accessories	301,569	748,499
UTP Cable	47,899	167,475
Total Taka	**349,468**	**915,974**

6.02 GLP, GPRS Modem & Accessories :

The break up of the amount is as follows:

Particulars		
Geographical Location Platform (GLP)	5,025,083	4,088,252
Total Taka	**5,025,083**	**4,088,252**

6.03 IP telephony hardware :

The break up of the amount is as follows:

Particulars		
IP Telephone Set	748,127	740,296
IP Telephony Equipment	151,565	331,555
Total Taka	**899,692**	**1,071,851**

7.00 Advances, Deposits & Pre-payments :

The break up of the amount is as follows:

Particulars		Amount in BDT	
		30.06.2026	30.06.2025
A) Advances :			
Against Salary		27,379	26,379
Advance to Suppliers and Others		8,549,650	7,221,244
Total		8,577,029	7,247,623
B) Deposits :			
Security Deposit / Earnest Money		8,535,645	8,373,955
Total		8,535,645	8,373,955
C) Pre-Payments		1,462,000	1,300,594
Total (A+B+C)		18,574,674	16,922,172

The sum of total advances are unsecured but realizable.

8.00 Advance Income Tax :

The break up of the amount is as follows:

Particulars			
Opening Balance		122,814,221	139,969,963
Add: Addition during the year	Note- 8.01	42,185,589	59,269,122
		164,799,809	199,259,075
Less: Adjustment for previous years		(59,269,122)	(76,644,854)
Total Taka		105,530,688	122,614,221

8.01 Addition during the year :

The break up of the amount is as follows:

Particulars		
Tax Deducted on Interest Income	7,913,751	6,621,783
Tax Deducted on Supply, Sales and Others	34,271,838	52,647,339
Total Taka	42,185,589	59,269,122

Tax Deducted on Supply, Sales and Others includes advance car tax of amounting BDT 455,000 for FY 2025-2026 and BDT 544,500 for FY 2024-2025.

9.00 Trade Receivables :

The break up of the amount is as follows:

Particulars			
Internet & Data Service	Note- 9.01	148,576,064	144,999,293
VTS, Web page & Software	Note- 9.02	22,480,696	23,046,987
IP Telephone Service	Note- 9.03	18,748,018	17,539,021
Hardware, Switch & Others		747,874	26,333,156
Total Taka		190,552,652	211,918,457

The sum of Accounts Receivable are unsecured but realizable. It includes no such amount which are recoverable from Directors of the company.

Ageing details are available in Schedule-B

9.01 Internet & Data Services :

The break up of the amount is as follows:

Particulars		
Corporate Internet	51,565,072	47,956,108
Broadband & Others	1,716,791	2,141,363
Data Connectivity	95,294,201	94,901,822
Total Taka	148,576,064	144,999,293

9.02 VTS, Web page & Software :

The break up of the amount is as follows:

Particulars		
Software Development	254,714	128,714
Domain Hosting & Registration	4,073,354	3,383,569
VTS	18,152,628	19,534,704
Total Taka	22,480,696	23,046,987

9.03 IP Telephone Service :

The break up of the amount is as follows:

Particulars	Amount in BDT	
	30.06.2026	30.06.2025
Monthly Rent & Others	13,701,038	13,976,568
Inter-Connectivity	5,046,980	3,562,453
Total Taka	**18,748,018**	**17,539,021**

10.00 Other Receivables :

The break up of the amount is as follows:

Particulars	UNIT-1	UNIT-2	UNIT-3	Amount in BDT	
				30.06.2026	30.06.2025
Interest Receivables on FDR and Govt. Bond	13,945,428	36,421	-	13,981,849	15,041,912
Other Receivables	450,000			450,000	79,145
Total Taka	**14,395,428**	**36,421**	**-**	**14,431,849**	**15,121,057**

11.00 Investment In Shares:

The break up of the amount is as follows:

Particulars	No. Shares	Cost per Share	Cost Value	Market Value	
				30.06.2026	30.06.2025
AB Bank Limited	170,569	19.01	3,243,274	852,845	1,074,585
IFADAUTOS	-	-	-	-	1,570,624
Uttara Bank PLC	90,000	17.35	1,561,420	1,962,000	-
Total Taka			**4,804,694**	**2,814,845**	**2,645,209**

12.00 Investment in FDR and Govt. Bond:

The break up of the amount is as follows:

Particulars			
Prime Bank PLC	2127418012614	3,729,800	3,412,224
Prime Bank PLC	2127419010187	3,376,900	3,155,961
Prime Bank PLC	2127416004761	14,770,891	13,587,127
Prime Bank PLC	2127413022774	32,810,120	30,180,661
Prime Bank PLC	2127416023712	11,663,840	10,760,000
Prime Bank PLC	2127414026154	3,262,000	3,000,000
Prime Bank PLC	2127411029426	25,000,000	-
Bank Asia PLC	02155006365	21,092,113	19,548,252
Bank Asia PLC	02155013022	5,469,778	5,000,000
Bank Asia PLC	02155013023	5,469,778	5,000,000
Bank Asia PLC	02155013024	5,469,778	5,000,000
Bank Asia PLC	02155013025	5,469,778	5,000,000
IFIC Bank PLC	1025-509038-205	-	20,569,167
BRAC Bank PLC	3053809800001	12,511,738	11,441,592
BRAC Bank PLC	3053809800002	11,987,212	10,939,108
BRAC Bank PLC	3053809800003	11,967,034	10,920,643
IDLC Finance PLC	11252217203702	8,319,046	7,603,258
IDLC Finance PLC	10252217203701	22,137,272	20,238,649
IDLC Finance PLC	10552217203701	25,272,481	23,141,375
IPDC Finance PLC	10012110000011761	47,798,480	43,630,000
IPDC Finance PLC	10012110000011866	23,952,142	21,872,392
IPDC Finance PLC	10012510000029475	15,003,088	13,898,073
IPDC Finance PLC	10012510000049755	25,854,758	23,608,356
IDFC PLC	9499	6,891,758	7,750,000
Jamuna Bank PLC	2301001600484	6,005,678	5,480,628
Jamuna Bank PLC	2301001600495	6,005,678	5,480,628
Jamuna Bank PLC	2301001600508	6,005,678	5,480,628
Jamuna Bank PLC	2301001600519	6,005,678	5,480,628
Jamuna Bank PLC	2301001600520	6,005,678	5,480,628
Jamuna Bank PLC	2301001600531	6,005,678	5,480,628
Jamuna Bank PLC	2301001600687	6,005,678	5,480,628
Jamuna Bank PLC	2301001868067	14,350,706	13,122,578
Eastern Bank PLC	1045550001276	1,080,000	1,000,000
City Bank PLC	4444605170001	4,000,000	-
Pubali Bank PLC	4709104082617	7,500,000	-
Pubali Bank PLC	0565104053960	3,500,000	-
Goverment Treasury Bond	BDCOMJAM (20 M)	20,000,000	20,000,000
Goverment Treasury Bond	BDCOMJAM (34 M)	34,000,000	34,000,000
Total Taka		**474,940,237**	**424,803,831**

13.00 Cash and Cash Equivalent :

The break up of the amount is as follows:

Particulars		Amount in BDT	
		30.06.2026	30.06.2025
Cash in Hand		403,337	1,169,026
Cash at Bank	Note- 13.01	24,581,382	38,019,543
Cash Available in SSL		302,345	183,158
Cash Available in bkash		523,864	486,038
Cash Available in Nagad		4,100	-
Cash Available in Upay		945	-
Cash Available in Rocket		14,952	42,496
Cash Available in Share Trading Account		168,471	39,865
Total Taka		**25,999,396**	**39,940,125**

13.01 Cash at Bank :

The break up of the amount is as follows:

Particulars	Account Numbers		
CD Accounts			
Eastern Bank PLC	1061080000757	92,417	2,095
First Security Islami Bank PLC	0108111000011575	3,966,649	4,211,255
Sonali Bank PLC	001017833	88,894	821,714
Bank Asia PLC	02136000331	4,358,741	3,667,485
Bank Asia PLC	02133001275	191,841	927,034
SND Accounts			
Prime Bank PLC	2127314011828	197,239	426,639
Prime Bank PLC	2127315012783	446,180	659,749
Prime Bank PLC	2127119013716	289,945	1,192,716
Prime Bank PLC (ERQ)	2127501001092	3,507,431	1,930,410
United Commercial Bank PLC	0841301000000255	107,640	462,441
United Commercial Bank PLC	0841301000000266	355,616	471,808
United Commercial Bank PLC	0841301000000277	22,194	294,534
United Commercial Bank PLC	0841301000000244	253,997	813,530
Rupali Bank PLC	0588024000033	343,759	656,715
Pubali Bank PLC	3478102001001	1,694,300	11,528,109
Dutch-Bangla Bank PLC	1711200000344	5,394,576	1,277,446
Dutch-Bangla Bank PLC	1711200002011	564,404	727,765
Islami Bank Bangladesh PLC	20502050900011812	34,365	52,227
IFIC Bank PLC	0000509038041	81,061	92,630
Shahjalal Islami Bank PLC	4001131000002817	-	4,853
Al-Arafah Islami Bank PLC	0311220001107	44,270	20,497
Midland Bank PLC	0081090000068	250,239	287,775
South Bangla Agriculture & Commerce Bank PLC	0010130000638	38,774	2,853
National Bank PLC	1200005442009	617,820	3,443,052
One Bank PLC	0023000002961	215,672	36,884
Jamuna Bank PLC	1201000118601	59,142	3,848,311
Union Bank PLC	0021210000938	897,115	121,699
Trust Bank PLC	0015 0320001521	40,581	17,529
NRBC Bank PLC	01023600000172	250,680	-
NRB Bank PLC	1011090242319	209,029	-
Total Taka		**24,581,382**	**38,019,543**

14.00 Share Capital

Authorized Capital : Taka 1,000,000,000		
100,000,000 Ordinary shares of Taka. 10 each	1,000,000,000	1,000,000,000
Issued, Subscribed and Paid-up Capital :		
62,937,865 Ordinary shares of Taka. 10 each	629,378,650	599,408,240

14.01 Compositions of Shareholdings

The break up of the amount is as follows:

Particulars	As on 30.06.2026		As on 30.06.2025	
	No. of Shares	% of holdings	No. of Shares	% of holdings
Sponsor/Director	18,883,547	30.00	17,984,335	30.00
Institutions	6,395,220	10.16	5,699,689	9.51
General Public	37,659,098	59.84	36,256,800	60.49
Total	62,937,865	100.00	59,940,824	100.00

14.02 Distribution Schedule-Disclosure under the Listing Regulations of Stock Exchange

This distribution schedule showing the number of Shareholders and their Shareholdings in percentage has been disclosed:

Shareholders Range (in number of Shares)	As on 30.06.2026		As on 30.06.2025	
	Shareholders	No. of Shares	Shareholders	No. of Shares
Less than 500 shares	3,605	573,109	3,685	580,410
500 to 5,000 Shares	3,895	8,988,614	4,556	7,628,811
5001 to 10,000 shares	696	5,078,490	729	5,102,343
10,001 to 20,000 shares	376	5,311,161	425	5,724,772
20,001 to 30,000 shares	158	3,938,142	143	3,440,240
30,001 to 40,000 shares	63	2,206,506	55	1,887,142
40,001 to 50,000 shares	41	1,879,618	33	1,487,368
50,001 to 100,000 shares	75	5,259,198	73	4,864,594
100,001 to 1,000,000 shares	70	15,178,012	63	13,481,319
Over 1,000,000 shares	4	16,531,015	4	15,743,825
Total Taka	**8,983**	**62,937,865**	**9,766**	**59,940,824**

14.03 Option on Un-Issued Shares

The existing unissued shares of the company can be issued as subscribed and paid-up capital through the issuance of new shares upon contribution of cash, bonus or right shares.

14.04 Market Price

The shares of the Company are listed in the Dhaka and Chittagong Stock Exchange PLC and quoted at BDT 33.30 (High-BDT 34.20, Low-BDT 32.70) per share and BDT 33.40 (High-BDT 33.60, Low-BDT 31.60) per share in the Dhaka and Chittagong Stock Exchange PLC respectively as of 30 June 2026.

14.05 Voting Rights

The rights and privileges of the shareholders are stated in the Articles of Association of the Company.

15.00 Share Premium :

The break up of the amount is as follows:

Particulars	Amount in BDT	
	30.06.2026	30.06.2025
Opening Balance	63,776,710	92,319,960
Less: Stock dividend (FY: 2023-24) @ 5%	-	(28,543,250)
Add: Adjustment of previous years	55,727,290	-
Total Taka	**119,504,000**	**63,776,710**

Note 1: Adjustment of Stock Dividend distributed on FY 2020-21 amounting BDT 27,184,040 and on FY 2023-24 amounting BDT 28,543,250 Total BDT 55,727,290 from Share Premium to Retained Earnings as per BSEC letter dated 06 January 2026, Ref: BSEC/CFO/CI/CPLC (Public)-1129/2025/Part-1/670.

16.00 Tax Holiday Reserve

Tax Holiday Reserve	21,555,878	21,555,878
Total Taka	**21,555,878**	**21,555,878**

Software Development Project (SDP), Unit-2 of the Company has enjoyed tax holiday for 5 (five) years commencing from 01 January 2002 to 31 December 2006. Tax holiday reserve had been provided @ 40% of net income of the respective years up to 31 December 2006 in line with the approval from the NBR to invest in the same undertaking or in any new industrial or in stocks and shares of listed Companies or in Government bonds or Securities or for other purposes as specified in the Income Tax Ordinance 1984.

17.00 Retained Earnings

The break up of the amount is as follows:

Particulars		
Opening Balance	249,114,447	225,924,781
Add: Net Profit After Tax During the Year	50,172,885	51,732,916
	299,287,332	**277,657,697**
Less: Stock dividend (FY: 2024-2025) @ 5%	(29,970,410)	-
Less: Cash dividend (FY: 2024-2025) @ 5%	(29,970,410)	-
Less: Cash dividend (FY: 2023-2024) @ 5%	-	(28,543,250)
Less: Adjustment of previous years	(55,727,290)	-
	183,619,222	**249,114,447**

Note 1: Adjustment of Stock Dividend distributed on FY 2020-21 amounting BDT 27,184,040 and on FY 2023-24 amounting BDT 28,543,250 Total BDT 55,727,290 from Share Premium to Retained Earnings as per BSEC letter dated 06 January 2026, Ref: BSEC/CFD/CI/CPLC (Public)-1129/2025/Part-1/670.

Note 2: Total calculated stock dividend @5% is equal to 2,997,041.2 for FY 2024-2025. We have rounded this down to 2,997,041 shares for issuance and added to paid-up capital, disregarding the 0.2 fraction. Mentioned here that also a 5% cash dividend were declared equal to 2,997,041 shares @ BDT 10.00 and total BDT 29,970,410 in amount.

18.00 Long Term Loan :

The break up of the amount is as follows:

		Amount in BDT	
		30.06.2026	30.06.2025
Particulars	**Account Numbers**		
A) Bank Asia PLC (Motor Vehicle)	02135001478	-	224,649
Less: Current Portion of Long-Term Loan		-	(224,649)
Total Taka (A)		-	-
B) Bank Asia PLC (Motor Vehicle)	02135001518	3,388,093	4,534,397
Less: Current Portion of Long-Term Loan		(1,572,228)	(1,572,228)
Total Taka (B)		**1,815,865**	**2,962,169**
C) Bank Asia PLC (Motor Vehicle)	02135001519	1,513,922	2,077,341
Less: Current Portion of Long-Term Loan		(698,904)	(698,904)
Total Taka (C)		**815,018**	**1,378,437**
D) Bank Asia PLC (Motor Vehicle)	02135001549	2,254,936	2,884,228
Less: Current Portion of Long-Term Loan		(908,604)	(908,604)
Total Taka (D)		**1,346,332**	**1,975,624**
E) Jamuna Bank PLC (Motor Vehicle)	5204000011640	2,022,435	2,671,688
Less: Current Portion of Long-Term Loan		(1,008,000)	(1,008,000)
Total Taka (E)		**1,014,435**	**1,663,688**
F) Jamuna Bank PLC (Term Loan)	5214000027511	7,472,389	11,466,270
Less: Current Portion of Long-Term Loan		(5,400,000)	(5,400,000)
Total BDT (F)		**2,072,389**	**6,066,270**
G) Prime Bank PLC (Motor Vehicle)	2611128502	2,819,536	-
Less: Current Portion of Long-Term Loan		(882,842)	-
Total BDT (G)		**1,736,694**	**-**
Total Taka (A+B+C+D+E+F+G)		**8,800,733**	**14,046,188**

19.00 Lease Liabilities:

Lease Liabilities	48,237,602	63,726,163
Less: Current Portion of Lease Liabilities	(13,090,559)	(14,487,562)
	35,647,043	**49,237,601**

20.00 **Deferred Tax Liabilities :**

The break up of the amount is as follows:

Particulars	Carrying Amount (Tk.)	Tax Base (Tk.)	Taxable/(Deductible) Temporary Differences
As at 30 June 2026			
Property, Plant & Equipment (Excluding Land)	377,512,765	367,031,320	10,481,445
Temporary Taxable Difference for PPE			10,481,445
Less: Unrealized Loss on Marketable Securities			298,242
Net Temporary Taxable Difference			10,779,687
Applicable Tax Rate			22.50%
Deferred Tax Liability as at 30 June 2026 (A)			2,425,430
As at 30 June 2025			
Property, Plant & Equipment (Excluding Land)	357,323,083	349,178,138	8,144,945
Temporary Taxable Difference for PPE			8,144,945
Less: Unrealized Loss on Marketable Securities			(462,674)
Net Temporary Taxable Difference			7,682,271
Applicable Tax Rate			22.50%
Deferred Tax Liability as at 30 June 2025 (B)			1,728,511
Deferred Tax (Expense)/Income (B-A) as at 30 June 2026			(696,919)

		Amount in BDT	
		30.06.2026	30.06.2025
21.00 **Trade Payable :**			
The break up of the amount is as follows:			
Particulars			
Trade Payables		161,385,945	132,419,666
Total Taka		**161,385,945**	**132,419,666**
22.00 **Other Payables :**			
The break up of the amount is as follows:			
Particulars			
Liability for Expenses	Note- 22.01	20,046,202	19,492,301
Liability for Other Finance	Note- 22.02	88,835,030	84,676,079
Total Taka		**108,881,232**	**104,168,380**
22.01 **Liability for Expenses :**			
The break up of the amount is as follows:			
Particulars			
Salaries & Allowances		19,318,715	18,568,821
Outstanding Expenses		439,987	664,730
Audit Fee Payable		287,500	258,750
Total Taka		**20,046,202**	**19,492,301**
22.02 **Liability for Other Finance :**			
The break up of the amount is as follows:			
Particulars			
Tax Deducted on Employee Salaries		1,073,839	460,783
Employees Provident Fund		58,128,052	54,177,339
Tax Deducted at Source		5,755,033	2,427,894
Security Deposit & Others		2,256,388	521,154
Contribution to WPPWF		4,652,770	5,551,901
VAT Payable		4,425,087	5,577,707
VAT Deducted at Source		2,745,859	2,207,635
Advance Agst. Sales (Broadband & Others)		675,278	807,549
Advance Agst. Sales (Data Connectivity)		224,016	3,251,737
Advance Agst. Sales (Corporate Internet)		1,229,549	1,547,233
Advance Agst. Sales (Software, Domain & Web Hosting)		543,021	373,908
Advance Agst. Sales (VTS)		1,162,056	1,186,047
Advance Agst. Sales (Monthly Rent/ Tel Cal)		5,984,082	6,785,382
Total Taka		**88,835,030**	**84,676,079**

23.00 Unclaimed Dividend:

The summary of unclaimed dividend is as follows:

For the financial year		
2020-2021	614,903	614,903
2021-2022	962,226	962,226
2022-2023	1,059,667	1,059,667
2023-2024	583,370	583,370
2024-2025	569,216	-
Bank Interest Received Net of AIT & Charges	569,358	467,319
Total Taka	**4,358,740**	**3,687,485**

As per BSEC directive no. BSEC/CMRRCD/2021-386/03 dated 14th January 2021 and the Bangladesh Securities and Exchange Commission (Capital Market Stabilization Fund) Rules, 2021 BDCOM has transferred a total BDT 5,877,849.08 to Capital Market Stabilization Fund (CMSF) Account No. SND A/C-0010311521301.

24.00 Provision for Income Tax:

	Amount in BDT	
	30.06.2026	30.06.2025
Current Tax		
Opening Balance	59,269,122	76,644,854
Add : Provision made during the year (Note:24.01)	42,185,589	59,269,122
	101,454,710	135,913,976
Less: Adjustment for Previous Years	(59,269,122)	(76,644,854)
Closing Balance	**42,185,589**	**59,269,122**

24.01 Current Tax:

The break up of the amount is as follows:

Particulars	UNIT-1	UNIT-2	UNIT-3	Amount in BDT	
				2025-2026	2024-2025
Profit Before Tax	78,721,251	2,885,067	11,449,075	93,055,393	111,038,022
Less : Tax Exempted Profit (Note-24.01.01)	(869,214)	(1,835,013)	-	(2,704,227)	(4,416,648)
Net Profit Before Tax	77,852,038	1,050,053	11,449,075	90,351,166	106,621,374
Add: Accounting Depreciation	54,508,416	440,163	2,047,817	56,996,396	58,887,628
Less: Tax Depreciation	(56,869,823)	(439,432)	(2,050,315)	(59,359,570)	(54,073,754)
Add: Net Unrealized (Gain)/Loss on Marketable Securities	(298,242)	-	-	(298,242)	462,674
Taxable Profit	75,192,388	1,050,785	11,446,577	87,689,750	111,897,922
Applicable Tax Rate	22.50%	22.50%	22.50%	22.50%	22.50%
Tax Expense for the Period (A)	16,918,287	236,427	2,575,480	19,730,194	25,177,032
Minimum Tax (B)	37,250,109	1,198,996	3,736,484	42,185,589	59,269,122
Add: Tax Expense for Previous Years (C)		-	-	-	1,487,405
Total Tax Expense for the Period (Higher of A & B Plus C)	37,250,109	1,198,996	3,736,484	42,185,589	60,756,527

24.01.01 Tax Exempted Profit:

The break up of the amount is as follows:

Particulars	UNIT-1	UNIT-2	UNIT-3	Amount in BDT	
				30.06.2026	30.06.2025
Tax exempted revenue during the year	8,327,967	15,839,609	-	24,167,576	24,416,414
Less : Expense of tax exempted profit	(7,458,753)	(14,004,596)	-	(21,463,349)	(19,999,766)
Tax Exempted Profit	**869,214**	**1,835,013**	**-**	**2,704,227**	**4,416,648**

As per Sixth Schedule, Part-A , Para -21 of Income Tax Act 2023 income from software development & ITES are exempted up to 30 June 2027.

25.00 Current Portion of Long-Term Loan :

The break up of the amount is as follows:

Particulars	Account Number		
Bank Asia PLC (Motor Vehicle)	02135001478	-	224,849
Bank Asia PLC (Motor Vehicle)	02135001518	1,572,228	1,572,228
Bank Asia PLC (Motor Vehicle)	02135001519	698,904	698,904
Bank Asia PLC (Motor Vehicle)	02135001549	908,604	908,604
Jamuna Bank PLC (Motor Vehicle)	5204000011640	1,008,000	1,008,000
Jamuna Bank PLC (Term Loan)	5214000027511	5,400,000	5,400,000
Prime Bank PLC (Motor Vehicle)	2611129502	882,842	-
Total Taka		**10,470,578**	**9,812,385**

26.00 Current Portion of Lease Liabilities :

Current Portion of Lease Liabilities	13,590,559	14,487,562
	13,590,559	**14,487,562**

	Amount in BDT	
	30.06.2026	30.06.2025

27.00 Short Term Loan :

The break up of the amount is as follows:

Particulars	Account Number		
Prime Bank PLC-SOD A/C	2127714002810	23,901,253	24,248,598
Prime Bank PLC-SOD A/C	2127725016503	7,732,147	25,956,149
Jamuna Bank PLC-SOD A/C	6002000042720	31,523,396	32,459,558
Total Taka		**63,156,796**	**82,663,305**

28.00 Revenue From Sales, Services & Others :

	Amount in BDT	
	2025-2026	2024-2025

The break up of the amount is as follows:

Particulars			
Revenue from Unit -1	Notes-28.01	754,231,085	754,869,742
Revenue from Unit -2	Notes-28.02	24,903,540	22,885,380
Revenue from Unit -3	Notes-28.03	44,061,770	37,697,570
Total Taka		**823,196,395**	**815,452,691**

28.01 Revenue From Unit -1 :

The break up of the amount is as follows:

Particulars		
Revenue from Internet/Data Connectivity Services	717,352,935	709,244,070
Revenue from Internet (Educational Institutions)	9,348,404	9,231,189
Revenue from IT Enable Services	8,327,967	10,552,284
Revenue from Sale of Hardware	19,301,779	25,842,189
Total Taka	**754,231,085**	**754,869,742**

28.02 Revenue From Unit -2 :

The break up of the amount is as follows:

Particulars		
Revenue from VTS MRC	7,675,040	7,604,802
Revenue from VTS Device	1,293,229	1,345,359
Total	**8,968,269**	**8,950,161**
Revenue from Technical Support	90,662	71,089
Revenue from Software, Graphic Design & Others	4,701,350	4,111,152
Revenue from Domain, Web Development & Web Hosting	11,138,259	9,752,978
Total	**15,935,271**	**13,935,219**
Total BDT	**24,903,540**	**22,885,380**

28.03 **Revenue From Unit -3 :**

The break up of the amount is as follows:

Particulars		
Revenue from IP Telephony Incoming NWD Call	12,690,770	9,883,607
Revenue from IP Telephony Outgoing NWD Call	25,781,165	27,516,892
Revenue from IP Telephony Incoming ISD Call	140,198	93,456
Revenue from IP Telephony Outgoing ISD Call	5,237,201	203,615
Revenue from SMS Service	232,436	-
Total	**44,061,770**	**37,697,570**

29.00 **Cost of Sales & Services :**

The break up of the amount is as follows:

Particulars	UNIT-1	UNIT-2	UNIT-3	For the year ended (in BDT)	
				2025-2026	2024-2025
Services & Others (Notes- 29.01)	329,289,617	5,801,651	16,204,559	351,295,827	343,587,852
Hardware & Others (Notes-29.02)	10,750,733	1,402,488	113,763	12,266,984	23,710,696
Total Taka	**340,040,350**	**7,204,139**	**16,318,322**	**363,562,811**	**367,298,548**

29.01 **Services & Others:**

The break up of the amount is as follows:

Particulars	UNIT-1	UNIT-2	UNIT-3	For the year ended (in BDT)	
				2025-2026	2024-2025
Bandwidth Charges	76,465,168	75,600	-	76,540,768	84,916,791
NTTN Charges	91,707,631	-	-	91,707,631	83,690,143
Data Connectivity (Site Sharing)	43,379,396	-	-	43,379,396	42,716,439
IT Support & Service	24,409,501	1,757,643	1,305,599	27,472,743	24,989,111
Cost of Software & Others	-	1,516,775	-	1,516,775	185,970
Electricity Charges	7,711,534	78,689	78,689	7,868,912	6,532,685
Telephone Charges	1,736,992	665,781	35,449	2,438,222	2,777,268
Domain Registration & Hosting	-	149,869	-	149,869	141,780
EI Inter Connectivity Charge	-	-	14,784,822	14,784,822	10,187,175
Electrical Goods & Installation	1,490,759	-	-	1,490,759	1,128,297
Freight Charge	-	-	-	-	2,280,895
Direct Salary & Allowances	82,388,636	1,557,294	-	83,945,930	84,081,298
Total Taka	**329,289,617**	**5,801,651**	**16,204,559**	**351,295,827**	**343,587,852**

29.02 **Hardware & Others:**

The break up of the amount is as follows:

Particulars	UNIT-1	UNIT-2	UNIT-3	For the year ended (in BDT)	
				2025-2026	2024-2025
Broadband Modem Concentrator & Others	1,702,595	-	-	1,702,595	1,295,130
Cost of Sales of Hardware & Others	9,048,138	1,402,488	113,763	10,564,389	22,415,566
Total Taka	**10,750,733**	**1,402,488**	**113,763**	**12,266,984**	**23,710,696**

30.00 **Administrative and Marketing Expenses :**

The break up of the amount is as follows:

Particulars	UNIT-1	UNIT-2	UNIT-3	For the year ended (in BDT)	
				2025-2026	2024-2025
Directors Remuneration (Note-30.01)	7,024,200	305,400	305,400	7,635,000	5,855,000
Salary and Allowances	169,759,180	11,938,899	8,716,672	190,414,731	165,375,225
Contribution to Employee PF	8,733,636	523,070	393,275	9,649,981	8,691,253
Office Rent	35,727,986	364,571	364,571	36,457,128	30,040,239
Conveyance, Dearness and Food Allowance	23,820,620	387,832	348,192	24,556,644	24,464,983
Electricity Charges	5,141,027	52,460	52,460	5,245,942	6,532,685
Mobile/ Telephone Charges	1,738,992	665,781	35,449	2,438,222	2,777,268
Installation & Maintenance	13,547,345	-	-	13,547,345	14,393,306
Printing and Stationeries	2,342,447	50,777	125,768	2,518,992	3,048,209
Courier & Postage Charges	854,777	51,078	47,488	953,343	989,368
Advertisement Expenses	1,261,338	142,364	70,074	1,473,777	2,564,436
Entertainment	2,839,436	68,054	76,148	2,983,638	1,137,583
Security Charges	383,750	8,722	43,608	436,080	436,080
Repair & Maintenance	1,131,344	24,330	60,825	1,216,499	2,312,184
Product Purchase for Repairing & Others	5,471,953	18,300	72,712	5,562,965	3,791,722
Utility Charges	5,003,940	51,061	51,061	5,106,062	4,294,645
Car Rent & Maintenance	11,862,827	121,049	317,034	12,300,910	11,111,732
Annual Listing Fee (DSE, CSE, CDBL , BAPLC)	2,228,630	71,126	71,126	2,370,882	1,286,405
License Registration & Renewal Fees	3,000,122	242,700	187,500	3,430,322	3,636,553
Municipal Tax	122,789	7,223	14,446	144,458	205,121
Insurance Premium	2,835,656	56,681	141,702	2,834,039	2,785,868
Fees & Professional Charges	429,768	10,356	77,669	517,793	2,277,343
AGM Expenses	107,397	6,318	12,635	126,350	110,182
Promotional Expenses	1,598,344	38,945	85,986	1,724,275	1,160,680
Audit Fee	201,250	28,750	57,500	287,500	258,750
Training Expenses	589,899	-	13,816	603,715	53,500
Tender Participation	659,780	-	-	659,780	325,788
Bank Commission & Charges	3,746,522	131,345	14,624	3,892,491	4,319,722
Revenue Sharing with BTRC	-	103,545	1,298,012	1,401,557	986,741
Revenue Sharing- Social Obligation Fund (SOF)	-	103,545	454,992	558,537	537,344
Corporate Social Responsibilities (CSR)	628,430	14,305	71,526	715,261	404,700
Damaged Assets	87,834	-	-	87,834	150,176
Office Supplies	533,561	12,126	60,632	606,319	480,720
General Expenses	289,364	3,251	32,514	325,129	675,502
Total Taka	**313,504,120**	**15,603,964**	**13,675,417**	**342,783,501**	**307,471,012**

The number of employees (both casual and permanent of the company as at 30 June 2026 was 653 and all of them received salary and allowances above Taka. 120,000 per year.

30.01 **Directors Remuneration - Ex Officio (Under Para 4 of Sch. XI Part II of the Companies Act, 1994).**

The break up of the amount is as follows:

Name	Designation	Yearly Remuneration	Festival Bonus	2025-2026	2024-2025
Muhammad Nazrul Islam	Managing Director	7,035,000	600,000	7,635,000	5,855,000
Total Taka		**7,035,000**	**600,000**	**7,635,000**	**5,855,000**

31.00 **Non Operating Income :**

The break up of the amount is as follows:

Particulars	UNIT-1	UNIT-2	UNIT-3	For the year ended (in BDT)	
				2025-2026	2024-2025
Bank Interest (FDR A/C)	45,453,811	1,359,428	-	46,813,039	43,812,419
Bank Interest (SND A/C)	500,215	8,584	1,315	510,094	690,702
Foreign Currency Gain/(Loss)	-	6,054	-	6,054	1,979,926
Dividend on Marketable Security		-	-	-	7,069
Income From Office Rent	1,800,000	-	-	1,800,000	-
Total Taka	**47,753,826**	**1,374,046**	**1,315**	**49,129,187**	**46,490,116**

32.00 Sustainable Estimated Gain/(Loss) on Marketable Securities :

The break up of the amount is as follows:

Particulars	2025-2026	2024-2025
AB Bank Ltd.	1,074,585	1,142,812
IFADAUTOS	1,570,624	1,985,071
Uttara Bank PLC	-	-
Fair Market Value of Investment in Shares as at 30 June 2025	**2,645,209**	**3,107,883**
Less: Fair Market Value of Investment in Shares as at 30 June 2026 (Note 11)	2,814,845	2,645,209
Total Estimated Profit/(Loss) on Marketable Securities	**169,636**	**(462,674)**
Adjustment up to 30 June 2026	128,606	-
Total Estimated Profit/(Loss) on Marketable Securities	**298,242**	**(462,674)**

33.00 Financial Charges :

The break up of the amount is as follows:

Particulars	UNIT-1	UNIT-2	UNIT-3	For the year ended (in BDT)	
				2025-2026	2024-2025
Bank Interest	11,572,953	-	-	11,572,953	11,233,022
Total Taka	**11,572,953**	**-**	**-**	**11,572,953**	**11,233,022**

34.00 Earning Per Share (EPS) :

The break up of the amount is as follows:

Particulars		
Profit from continuing operation attributable to the ordinary equity holders	50,172,885	51,732,916
Profit attributable to the ordinary equity holders	**50,172,885**	**51,732,916**
Number of Shares	62,937,865	59,940,824
Earning Per Share (Reported)	**0.80**	**0.86**
Earning Per Share (Re-Stated)		**0.82**

Diluted Earning Per Share:

No diluted earning per share is required to be calculated for the year as there has no dilutive potential ordinary shares.

35.00 Cash Flows from Operating Activities :

	Amount in BDT	
	2025-2026	2024-2025
Statement of Cash Flows have been prepared in accordance with IAS 7 "Statement of Cash Flows" and the cash flows from the operating activities are shown under indirect method as activities.		
Reconciliation of Cash Flows from Operating Activities		
Net Profit Before Tax	93,055,393	111,038,022
Add: Unrealized Loss/(Gain) on Marketable Securities	(169,636)	462,674
Less: Non-Operating Income	(46,819,093)	(45,799,414)
Less: Tax Payment	(42,185,589)	(60,756,527)
Add: Non-Cash Expense (Lease Rent)	2,947,511	569,393
Add: Depreciation	57,215,041	61,116,949
Add/(Less) : Changes in working Capital :		
Inventory	2,701,603	(2,388,875)
Trade Receivables	21,365,806	(32,626,060)
Advance Deposit Prepayments	(1,852,503)	(1,056,264)
Liability for Expenses	553,900	1,969,501
Liability for Other Finance	4,158,951	14,773,254
Trade Payable	28,966,290	12,203,885
Net Cash Provided by/(used in) Operating Activities	**120,137,674**	**59,706,552**



36.00 Net Operating Cash Flows Per Share (NOCFPS):

The break up of the amount is as follows:

Particulars		
Net Cash Generated from Operating Activities	120,137,674	59,706,552
	120,137,674	**59,706,552**
Number of Shares	62,937,865	59,940,824
Net Operating Cash Flows Per Share (Reported)	**1.91**	**1.00**
Net Operating Cash Flows Per Share (Re-Stated)		**0.95**

Reason for increased NOCFPS:

Net operating cash flows per share has increased by 0.96 due to increased collection of receivables during this period from July 2025 to June 2026 compared to July 2024 to June 2025 and Tax deducted under Section 90 of Income Tax Act 2023 is reduced over the period as Tax rate on internet services has been reduced to 5% from 10% which was applicable from 01 July 2025 onwards.

37.00 Net Asset Value Per Share (NAVPS):

The break up of the amount is as follows:

Particulars		
Total Assets	1,404,960,395	1,406,375,469
Total Liabilities	(450,902,645)	(471,520,193)
Net Asset Value (NAV)	**954,057,750**	**933,855,275**
Number of Shares	62,937,865	59,940,824
Net Asset Value Per Share (Reported)	**15.16**	**15.58**
Net Asset Value Per Share (Re-Stated)		**14.84**

38.00 Related Party Disclosures :

38.01 The details of Related Party Transaction during the period along with the relationship is illustrated below in accordance with IAS 24 :

Name of the Related Party	Relationship with Company	Nature of Transaction	Total Transaction during the period	Total Paid during the Period	Balance 30.06.2026 (BDT)	Remarks
Fiber @ Home Global Ltd.	Concern Under Common Mgt.	IIG Bandwidth	41,150,743	37,405,776	13,118,832	Trade Creditors
Fiber @ Home Ltd.	Concern Under Common Mgt.	NTTN Service	41,330,005	38,644,844	15,701,341	Trade Creditors

BDCOM Online Ltd., as a IT Sector Company, for IT related services and data connectivity, have to purchase Bandwidth and use NTTN (Nationwide Telecommunication Transmission Network) line as rental basis from service provider companies. Regarding Bandwidth and NTTN, only few companies operate in Bangladesh. For Bandwidth, Fiber @ Home Global Ltd. and for NTTN, Fiber @ Home Ltd. is BDCOM's service provider and also related party. BDCOM have transactions with those companies regarding Bandwidth purchase & NTTN line rent as a part of normal course of regular business operation with arm's length price.
In the 25th AGM held on 17 December 2021 the general body of Company's Shareholder approved the matter for that year and onward for smooth and uninterrupted transaction/ operation of the Company in line with BSEC notification no: BSEC/CMRRCD/2009-193/10 Admin/118 dated 22 March 2021 clause (1) (b).

38.02 Disclosure of Managerial Remuneration:

The total amount of remuneration and benefits paid to the top five (05) salaried officers of the company during the year is as follows:

Name	Designation	FY 2025-2026 BDT
Mr. Muhammad Nazrul Islam	Managing Director	7,635,000
Mr. S.M Kamruzzaman	Deputy Managing Director and Chief Technology Officer	4,670,445
Mr. Faker Ahmed FCA	Chief Financial Officer	3,852,000
Mr. Gazi Zehadul Kabir	Chief Strategy Officer	2,933,600
Mr. Anwar Hasan Sabir	Chief Information Officer	2,933,600

BDCOM ONLINE LTD.
Property, Plant & Equipment
For the year ended 30 June 2026

Schedule-A/1
(Amount in BDT)

Unit-1

Particulars	Cost				Rate of Dep. %	Depreciation				Written Down Value as at 30.06.26
	Opening Balance as at 01.07.25	Additions during the year	Adjustment during the year	Total as at 30.06.26		Opening Balance as at 01.07.25	Charged during the year	Adjustment during the year	Total as at 30.06.26	
Land	27,000,000	-	-	27,000,000	-	-	-	-	-	27,000,000
Building (Floor Space)	67,286,909	-	-	67,286,909	2.5%	20,056,284	1,180,766	-	21,237,050	46,049,859
Internet System Hardware	381,588,079	39,524,816	4,303,400	416,809,495	16%	267,156,671	23,944,452	4,204,254	286,896,869	129,912,626
Optical Network Development	153,101,948	4,679,085	40,728	157,740,305	15%	119,292,640	5,767,150	27,672	125,032,118	32,708,187
Base Tower & Installation	34,611,475	287,100	-	34,898,575	10%	19,913,556	1,498,502	-	21,412,058	13,486,517
Radio Equipment	60,180,131	581,742	-	60,761,872	18%	49,396,499	2,045,767	-	51,442,266	9,319,606
Motor Vehicles	54,045,373	4,632,790		58,678,163	15%	28,765,284	4,486,932		33,252,216	25,425,947
Generator/Online UPS	38,330,830	3,753,935	768,000	41,316,765	15%	22,505,966	2,821,620	726,800	24,600,786	16,715,979
Broad Band Equipment	63,286,919	1,922,929	-	65,209,848	18%	55,621,965	1,725,819	-	57,347,784	7,862,064
Cable Installation	78,256,868	17,157,934	-	95,414,802	10%	31,948,763	6,346,604	-	38,295,367	57,119,435
Furniture & Fixture	6,333,582	398,660	-	6,732,242	10%	3,674,411	305,783	-	3,980,194	2,752,048
Office Equipment	32,264,795	2,045,445	66,400	34,243,840	15%	22,142,012	1,815,274	45,113	23,912,173	10,331,667
Office Renovation	26,056,453	284,515	-	26,340,968	18%	17,333,616	1,621,323	-	18,954,939	7,386,029
A. C. Installation	10,249,285	503,325	390,000	10,362,610	18%	6,472,628	700,197	346,044	6,826,781	3,535,829
WIFI Base Station	7,177,978	-	-	7,177,978	20%	6,791,613	77,273	-	6,868,886	309,092
Telephone & Installation	10,585,914	-	-	10,585,914	15%	10,327,079	38,825	-	10,365,904	220,010
PABX Installation	342,783	-	-	342,783	18%	338,913	697	-	339,610	3,173
Electrical Installation	2,462,371	-	-	2,462,371	15%	1,898,230	84,621	-	1,982,851	479,520
Sundry Assets	845,535	-	-	845,535	10%	741,005	10,453	-	751,458	94,077
Crockeries & Cutleries	517,954	95,229	-	613,183	10%	249,602	36,358	-	285,960	327,223
Sub Total- 30 June 2026	**1,054,525,181**	**75,867,505**	**5,568,528**	**1,124,824,158**		**684,626,735**	**54,508,416**	**5,349,883**	**733,785,268**	**391,038,890**



BDCOM ONLINE LTD.
Property, Plant & Equipment
For the year ended 30 June 2025

Schedule-A/1
(Amount in BDT)

Unit-1

Particulars	Cost				Rate of Dep. %	Depreciation				Written Down Value as at 30.06.25
	Opening Balance as at 01.07.24	Additions during the year	Adjustment during the year	Total as at 30.06.25		Opening Balance as at 01.07.24	Charged during the year	Adjustment during the year	Total as at 30.06.25	
Land	27,000,000	-	-	27,000,000	-	-	-	-	-	27,000,000
Building (Floor Space)	67,286,909	-	-	67,286,909	2.5%	18,845,242	1,211,042	-	20,056,284	47,230,625
Internet System Hardware	358,849,481	37,151,096	14,412,499	381,588,079	18%	256,895,196	22,444,733	12,183,178	267,156,671	114,431,407
Optical Network Development	148,855,025	4,246,923	-	153,101,948	15%	113,326,291	5,966,349	-	119,292,640	33,809,309
Base Tower & Installation	32,818,450	1,793,025	-	34,611,475	10%	18,280,454	1,633,102	-	19,913,556	14,697,919
Radio Equipment	58,403,249	1,776,881	-	60,180,131	18%	47,029,361	2,367,139	-	49,396,499	10,783,631
Motor Vehicles	46,916,760	7,128,613		54,045,373	15%	24,304,092	4,461,192		28,765,284	25,280,089
Generator/Online UPS	35,071,558	3,259,272	-	38,330,830	15%	19,713,342	2,792,623	-	22,505,966	15,824,864
Broad Band Equipment	60,724,448	2,562,471	-	63,286,919	18%	53,939,414	1,682,550	-	55,621,965	7,664,954
Cable Installation	59,129,470	19,127,398	-	78,256,868	15%	23,776,745	8,172,018	-	31,948,763	46,308,104
Furniture & Fixture	5,936,382	397,200	-	6,333,582	10%	3,378,947	295,463	-	3,674,411	2,659,171
Office Equipment	30,042,101	2,222,694	-	32,264,795	15%	20,355,639	1,786,373	-	22,142,012	10,122,783
Office Renovation	22,891,230	3,165,223	-	26,056,453	18%	15,418,846	1,914,769	-	17,333,616	8,722,837
A. C. Installation	9,219,924	1,030,361	-	10,249,285	18%	5,643,605	829,022	-	6,472,628	3,776,657
V-Sat Tower	3,919,414	-	3,919,414	-	15%	3,781,718	137,696	3,919,414	-	-
WIFI Base Station	7,177,978	-	-	7,177,978	20%	6,695,021	96,591	-	6,791,613	386,365
Telephone & Installation	10,585,914	-	-	10,585,914	15%	10,281,402	45,677	-	10,327,079	258,835
PABX Installation	342,783	-	-	342,783	18%	338,063	850	-	338,913	3,870
Electrical Installation	2,420,964	41,387	-	2,462,371	15%	1,798,676	99,554	-	1,898,230	564,141
Sundry Assets	845,535	-	-	845,535	10%	729,390	11,614	-	741,005	104,530
Crockeries & Cutleries	466,954	51,000	-	517,954	10%	219,785	29,817	-	249,602	268,352
Sub Total- 30 June 2025	**988,903,549**	**83,953,545**	**18,331,913**	**1,054,525,181**		**644,751,151**	**55,978,176**	**16,102,592**	**684,626,735**	**369,898,446**



BDCOM ONLINE LTD.
Property, Plant & Equipment
For the year ended 30 June 2026

Schedule-A/2
(Amount in BDT)

Unit-2

Particulars	Cost				Rate of Dep. %	Depreciation				Written Down Value as at 30.06.26
	Opening Balance as at 01.07.25	Additions during the year	Adjustment during the year	Total as at 30.06.26		Opening Balance as at 01.07.25	Charged during the year	Adjustment during the year	Total as at 30.06.26	
System Hardware	13,753,525	-	-	13,753,525	16%	12,453,422	208,016	-	12,661,438	1,092,087
Software Development	28,355,296	-	-	28,355,296	15%	27,195,696	173,940	-	27,369,636	985,660
Peripheral Equipment	4,756,988	-	-	4,756,988	15%	4,547,061	31,489	-	4,578,550	178,438
Furniture & Fixture	637,019	-	-	637,019	10%	577,572	5,945	-	583,517	53,502
Office Renovation	1,656,570	-	-	1,656,570	18%	1,611,232	8,161	-	1,619,393	37,177
Sundry Assets	86,212	-	-	86,212	10%	75,548	1,066	-	76,614	9,598
A. C. Installation	256,790	-	-	256,790	18%	254,151	475	-	254,626	2,164
Electric Installation	150,494	-	-	150,494	18%	149,057	259	-	149,316	1,178
Telephone & Installation	1,800,785	-	-	1,800,785	15%	1,743,676	8,566	-	1,752,242	48,543
Auto Generator	607,201	-	-	607,201	15%	592,224	2,246	-	594,470	12,731
Sub Total- 30 June 2026	**52,060,880**	**-**	**-**	**52,060,880**		**49,199,640**	**440,163**	**-**	**49,639,803**	**2,421,077**

BDCOM ONLINE LTD.
Property, Plant & Equipment
For the year ended 30 June 2025

Schedule-A/2
(Amount in BDT)

Unit-2

Particulars	Cost				Rate of Dep. %	Depreciation				Written Down Value as at 30.06.25
	Opening Balance as at 01.07.24	Additions during the year	Adjustment during the year	Total as at 30.06.25		Opening Balance as at 01.07.24	Charged during the year	Adjustment during the year	Total as at 30.06.25	
System Hardware	13,753,525		-	13,753,525	18%	12,168,034	285,388	-	12,453,422	1,300,103
Software Development	28,355,296	-	-	28,355,296	15%	26,991,061	204,635	-	27,195,696	1,159,600
Peripheral Equipment	4,756,988	-	-	4,756,988	15%	4,510,015	37,046	-	4,547,061	209,927
Furniture & Fixture	637,019	-	-	637,019	10%	570,966	6,605	-	577,572	59,447
Office Renovation	1,656,570	-	-	1,656,570	18%	1,601,279	9,952	-	1,611,232	45,338
Sundry Assets	86,212	-	-	86,212	10%	74,363	1,185	-	75,548	10,664
A. C. Installation	256,790	-	-	256,790	18%	253,571	579	-	254,151	2,639
Electric Installation	150,494	-	-	150,494	18%	148,742	315	-	149,057	1,437
Telephone & Installation	1,800,785	-	-	1,800,785	15%	1,733,598	10,078	-	1,743,676	57,109
Auto Generator	607,201	-	-	607,201	15%	589,581	2,643	-	592,224	14,977
Sub Total- 30 June 2025	**52,060,880**	**-**	**-**	**52,060,880**		**48,641,212**	**558,428**	**-**	**49,199,640**	**2,861,240**

BDCOM ONLINE LTD.
Property, Plant & Equipment
For the year ended 30 June 2026

Unit-3

Schedule-A/3
(Amount in BDT)

Particulars	Cost				Rate of Dep. %	Depreciation				Written Down Value as at 30.06.26
	Opening Balance as at 01.07.25	Additions during the year	Adjustment during the year	Total as at 30.06.26		Opening Balance as at 01.07.25	Charged during the year	Adjustment during the year	Total as at 30.06.26	
System Hardware	28,603,216	1,159,635	-	29,762,851	16%	21,451,787	1,329,770	-	22,781,557	6,981,294
Telephone Installation-IP	5,155,325	377,583	-	5,532,908	15%	2,816,669	407,436	-	3,224,105	2,308,803
Software Development	4,970,102	-	-	4,970,102	15%	4,134,954	125,272	-	4,260,226	709,876
Motor Vehicles	3,376,500	-	-	3,376,500	15%	2,194,478	177,303	-	2,371,781	1,004,719
Furniture & Fixture	22,850	-	-	22,850	10%	15,131	772	-	15,903	6,947
Electric Installation	109,980	-	-	109,980	15%	61,558	7,263	-	68,821	41,159
Sub Total- 30 June 2026	**42,237,973**	**1,537,218**	**-**	**43,775,191**		**30,674,576**	**2,047,817**	**-**	**32,722,393**	**11,052,798**

BDCOM ONLINE LTD.
Property, Plant & Equipment
For the year ended 30 June 2025

Unit-3

Schedule-A/3
(Amount in BDT)

Particulars	Cost				Rate of Dep. %	Depreciation				Written Down Value as at 30.06.25
	Opening Balance as at 01.07.24	Additions during the year	Adjustment during the year	Total as at 30.06.25		Opening Balance as at 01.07.24	Charged during the year	Adjustment during the year	Total as at 30.06.25	
System Hardware	28,040,066	563,150	-	28,603,216	18%	19,881,961	1,569,826	-	21,451,787	7,151,429
Telephone Installation-IP	4,312,730	842,595	-	5,155,325	15%	2,403,965	412,704	-	2,816,669	2,338,656
Software Development	4,970,102	-	-	4,970,102	15%	3,987,575	147,379	-	4,134,954	835,148
Motor Vehicles	3,376,500	-	-	3,376,500	15%	1,985,886	208,592	-	2,194,478	1,182,022
Furniture & Fixture	22,850	-	-	22,850	10%	14,273	858	-	15,131	7,719
Electric Installation	109,980	-	-	109,980	15%	53,013	8,545	-	61,558	48,422
Radio Equipment	29,638	-	29,638	-	18%	26,518	3,120	29,638	(0)	0
Sub Total- 30 June 2025	**40,861,866**	**1,405,745**	**29,638**	**42,237,973**		**28,353,190**	**2,351,024**	**29,638**	**30,674,576**	**11,563,397**
Grand Total as at 30 June 2026	**1,148,824,034**	**77,404,723**	**5,568,528**	**1,220,660,229**		**764,500,951**	**56,996,396**	**5,349,883**	**816,147,464**	**404,512,765**
Grand Total as at 30 June 2025	**1,081,826,295**	**85,359,290**	**18,361,551**	**1,148,824,034**		**721,745,553**	**58,887,628**	**16,132,230**	**764,500,951**	**384,323,083**

BDCOM ONLINE LTD.
Ageing Summary of Trade Receivable
As at 30 June 2026

Ageing Summary of Trade Receivable — Schedule - B

	0-30 Days	31-60 Days	61-90 Days	91-120 Days	121-150 Days	Above 150 Days	Total
Internet & Data Services :							
Broadband, Internet & Others	14,294,947	7,927,487	5,946,932	4,002,196	3,059,265	18,051,038	53,281,865
Data Connectivity	32,927,227	17,043,959	11,752,303	11,657,326	6,313,023	15,600,363	95,294,200
Sub Total-A	**47,222,174**	**24,971,446**	**17,699,235**	**15,659,522**	**9,372,288**	**33,651,400**	**148,576,065**
Hardware/ Switch :							
Switch, Router, Hardware and others						747,874	747,874
Sub Total- B	-	-	-	-	-	**747,874**	**747,874**
IP Telephone Service :							
Monthly Rent	5,805,327	1,759,678	1,337,294	699,627	600,472	3,498,640	13,701,038
Inter Connectivity Charges	1,329,970	1,266,607	1,252,002	138,834	137,427	922,140	5,046,980
Sub Total- C	**7,135,297**	**3,026,284**	**2,589,296**	**838,461**	**737,899**	**4,420,780**	**18,748,018**
Web Page, Software & Data Transmit :							
Software Development	21,000	231,000				2,714	254,714
Domain Hosting & Registration	1,062,525	1,237,818	543,679	124,423	91,965	1,012,946	4,073,354
VTS	426,825	245,953	231,029	167,955	60,561	17,020,303	18,152,627
Sub Total-D	**1,510,350**	**1,714,771**	**774,708**	**292,378**	**152,526**	**18,035,963**	**22,480,695**
Grand Total (A+B+C+D)	**55,867,821**	**29,712,501**	**21,063,239**	**16,790,361**	**10,262,713**	**56,856,017**	**190,552,652**

N.B. : The Above Schedule of Trade Receivable is excluded of Other Receivable (FDR Interest Receivable).



BDCOM ONLINE LTD.

Trade Receivables

As at 30 June 2026

Schedule C

Particulars	30.06.2026	30.06.2025
NBR (National Board of Revenue)	15,372,609	41,829,554
Rupali Bank PLC.	11,666,767	11,187,584
Bangladesh Krishi Bank PLC.	7,698,658	4,851,478
Dutch Bangla Bank PLC.	5,802,054	11,654,667
Agrani Bank PLC.	4,832,148	2,416,074
AL-Arafah Islami Bank PLC.	4,652,164	3,427,403
PRAN RFL Group	4,113,671	1,983,651
Energypac Power Generation LTD	3,083,600	3,631,363
Janata Bank PLC.	2,725,679	1,355,539
Padma Bank PLC. (Farmers)	2,722,598	946,798
Grameenphone Ltd.	2,262,857	1,463,191
AKC (PVT.) LTD.	2,220,297	635,369
Kite Plus Limited (Tencent)	2,203,806	-
Sonali Bank PLC.	2,021,981	11,723,162
ONE Bank PLC.	1,954,635	2,135,935
Ha-Meem Group	1,899,607	944,425
Islami Bank PLC.	1,898,283	5,148,801
Mercantile Bank PLC.	1,821,944	2,084,605
The Hongkong and Shanghai Banking Corporation Limited	1,809,598	1,384,500
Singer Bangladesh Limited	1,686,440	869,264
Eastern Bank PLC.	1,534,459	1,564,160
IFIC Bank PLC.	1,528,469	1,533,344
National Bank PLC.	1,400,545	2,994,210
Pubali Bank PLC.	1,385,800	1,699,137
Southeast Bank PLC.	1,311,956	654,878
Didarul Alam & Brothers	1,301,376	1,301,376
First Security Islami Bank PLC.	1,249,180	525,700
Trust Bank PLC.	1,231,696	929,709
JT International Bangladesh Limited	1,193,667	567,627
Rangs Motors Ltd.	1,180,422	1,180,422
Gazi Communication	1,142,500	1,501,600
Exim Bank PLC.	1,077,236	1,104,136
TELETALK Bangladesh	942,774	384,352
Robi Axiata PLC.	887,366	1,009,454
Sheba XYZ	840,164	644,075
NCC Bank PLC.	818,171	519,335
General Pharmaceuticals Ltd	800,000	82,143
Standard Chartered Bank PLC.	722,026	710,477
SSL Wireless Limited	696,678	55,244
Social Islami Bank PLC.	690,810	1,272,920
NRB Bank PLC.	674,376	1,606,739
Maestro Solutions Ltd.	665,745	207,529
Orascom Telecom Bangladesh Ltd	665,648	432,148
Lantabur Group	646,817	314,075
Shahjalal Islami Bank PLC.	639,405	664,649
ACI Formulation PLC	621,538	-
Felicity IDC Limited	617,949	855,999
Bashundhara Group	604,011	601,907
Unilever Bangladesh	599,120	122,592
Palli Sanchay Bank PLC.	598,500	299,429
Standard Group	589,902	773,511
BRAC Bank PLC.	562,083	2,076,896
Popular Diagnostic Centre Ltd	557,175	239,001
Gas Transmission (Yokogawa)	517,580	583,804
Rangpur Palli Bidyut Samity-1	503,961	-
Karmasangsthan Bank PLC.	483,273	2,510
Sonargaon Steel (Meghna Industrial)	472,500	504,000
Union Bank PLC.	471,275	542,160
AB Bank PLC.	466,770	459,590
International Television (NTV)	441,000	588,000
Others	74,770,433	71,136,256
Total	**190,552,652**	**211,918,457**

As per provision 5(xiv) under the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018 issued by the Bangladesh Securities and Exchange Commission Compliance of International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) in preparation of the financial statement and departure there from thereof

COMPLIANCE OF IAS & IFRS

Name of the IAS	IAS No.	Status
Presentation of Financial Statements	1	Applied
Inventories	2	Applied
Statement of Cash Flows	7	Applied
Accounting Policies, Changes in Accounting Estimates and Errors	8	Applied
Events after the Balance Sheet Date	10	Applied
Income Taxes	12	Applied
Property, Plant and Equipment	16	Applied
Employee Benefits	19	Applied
Accounting for Government Grants and Disclosure of Government Assistance	20	N/A
The Effects of Changes in Foreign Exchange Rate	21	Applied
Borrowing Costs	23	Applied
Related Party Disclosures	24	Applied
Accounting and Reporting by Retirement Benefits Plans	26	Applied
Separate Financial Statements	27	N/A
Investment in Associates and Joint Venture	28	N/A
Financial Instrument s Presentation	32	Applied
Earnings Per Share	33	Applied
Interim Financial Reporting	34	Applied
Impairment of Assets	36	Applied
Provisions, Contingent Liabilities and Contingent Assets	37	Applied
Intangible Assets	38	Applied
Investment Property	40	N/A
Agriculture	41	N/A

Name of the IFRS	IFRS No.	Status
First Time Adaption of International Financial Reporting Standards	1	Applied
Share Based Payment	2	N/A
Business Combinations	3	N/A
Non-current Assets Held for Sale and Discontinued Operations	5	N/A
Exploration for and Evaluation of Mineral Resources	6	N/A
Financial Instruments: Disclosures	7	Applied
Operating Segments	8	Applied
Financial Instruments	9	Applied
Consolidated Financial Statements	10	N/A
Joint Arrangements	11	N/A
Disclosure of Interests in Other Entities	12	N/A
Fair Value Measurement	13	Applied
Regulatory Deferral Accounts	14	N/A
Revenue from Contracts with Customers	15	Applied
Leases	16	Applied
Insurance Contracts	1 7	N/A

PROXY FORM

Register Folio /BO No.																

No. of Shares hold.....

The Managing Director
BDCOM ONLINE LTD.
JL Bhaban (5th floor), House # 01, Road # 01
Gulshan Avenue, Gulshan - 1, Dhaka-1212, Bangladesh
Ph: +8809666 333 666
E-mail: bdcomshare@bdcom.com

I/We

..... being member (s) of BDCOM ONLINE LTD. hereby appoint ..... as my / our Proxy to attend and vote for me/us on my/our behalf at the 30th Annual General Meeting of the Company to be held Virtually by using Digital Platform through the link https://bdcom.virtualagmbd.com on Thursday 17 December 2026 at 10:30 a.m. and or any adjournment therefore.

As witness my/our hands this .....day of 2026

Revenue Stamp Tk. 100.00

Signature of the Proxy

Signature of the Shareholder

R. Folio / BO No																

R. Folio / BO No																

No. of shares held (as on 19 November 2026) .....

BDCOM ONLINE LTD.

JL Bhaban (5th floor), House # 01, Road # 01
Gulshan Avenue, Gulshan - 1, Dhaka-1212, Bangladesh
Ph: +8809666 333 666

SHAREHOLDERS ATTENDANCE SLIP

I do hereby record my attendance at the 30th Annual General Meeting of BDCOM Online Ltd. Being held Virtually by using Digital Platform through the link https://bdcom.virtualagmbd.com on Tuesday 15 December 2026 at 10.30 a.m.

Name of Shareholder .....

Register Folio /BO No.																

Number of Shares held by Shareholder.....

To Join the 30th AGM

SIGNATURE OF SHAREHOLDER /PROXY

THE 30Th ANNUAL GENERAL MEETING
ONLINE NAVIGATION PROCESS

Dear Esteemed Shareholders,

We are delighted to welcome you to the 30th Annual General Meeting (AGM) of the Company. In accordance with the notification issued by the Bangladesh Securities and Exchange Commission (BSEC), this year's AGM will be held via a digital platform. Shareholders whose names appear in the Member/Depository Register as of the Record Date Thursday 19 November 2026 will be eligible to attend the AGM and cast their votes.

To join the AGM, please click the following link:

https://bdcom.virtualagmbd.com

Submitting Questions:

Shareholders are encouraged to submit questions in advance or during the meeting via the digital platform. Questions may be submitted through the following channels:

In advance, by email:

bdcomshare@bdcom.com
jamilfcs@bdcom.com
shoeb.ahmed@bdcom.com

Or on the digital platform, starting from Tuesday 15 December 2026 at 10:30 a.m. up to the conclusion of the question/answer session during the AGM on Thursday 17 December 2026.

Accessing the Virtual AGM:

User ID: Your 16-digit BO ID/Folio number
Password: The number of shares held as of the Record Date 19 November 2026.

E-Voting:

The Company is providing a remote e-voting facility to allow Members to vote on the matters to be discussed at the AGM. The e-voting system will be available both prior to the meeting and on the day of the AGM. To cast your vote, please visit the following link: https://bdcom.virtualagmbd.com. E-voting will begin on Tuesday 15 December 2026 at 10:30 a.m. Members who vote through remote e-voting prior to the AGM will not be allowed to vote again during the AGM. Once your vote on a resolution has been submitted, it cannot be changed or modified.

Voting Scrutinizer:

The Company has appointed an independent scrutinizer to ensure that the voting process, both during the AGM and through remote e-voting, is conducted in a fair and transparent manner.

BDCOM
Connecting Progress



BDCOM Cybersecurity Services

ENTERPRISE-GRADE
CYBER DEFENSE
FOR YOUR DIGITAL ASSETS

End-to-End Vulnerability Assessment & Penetration Testing, Managed SOC, Digital Forensics, GRC Advisory and Hands-on Training.

Our Service Framework

- Managed Security Services
- Technical Security Services
- Consultancy & Advisory Services
- Specialized & Emerging Services

Why BDCOM Cyber Security

- 10+ years of hands-on security experience across the banking and financial sectors.
- Confidential, end-to-end engagement from initial scoping to remediation and final reporting.
- 200+ clients served, 100+ training delivered, and 25+ live security projects completed.
- Local delivery team supported by BDCOM's certified Cybersecurity Specialists and NOC/SOC ready environment.
- Compliance-aligned approach mapped to Bangladesh Bank ICT guidelines, ISO 27001, PCI DSS, and BGD e-GOV CIRT standards.
- Global standards with strong OEM partnerships (iZOOlogic, AuthNull, etc.) and industry-leading security appliances (F5, Fortinet, Palo Alto, etc.) for enterprise-grade protection.

Organizations We Protect

- Government Organizations
- Defence Organizations
- Bank and NBFI
- Insurance and Fintech
- Telecom and ISP
- Healthcare and Pharmaceutical
- Manufacturing and Retail
- Educational Institutions
- Small and Medium Enterprises

Contact: +88 09666 333 666 cysec@bdcom.com www.bdcom.com

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