MABS & J Partners
Chartered Accountants

Member firm of Nexia International, UK

Auditor's Report on Statement of Utilization of Right Share Issue Proceeds

Of

Berger Paints Bangladesh Limited

House # 8, Road # 2, Sector # 3, Uttara Model Town
Dhaka-1230, Bangladesh.

For the Quarter Ended 30 September 2025

Nexia
in Bangladesh

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Auditor's Report
on
Statement of Utilization of Right Share Issue Proceeds

We have audited the annexed Statement of Utilization of Right Share Issue Proceeds of **Berger Paints Bangladesh Limited** as on September 30, 2025.

Management's Responsibility for the RI proceeds Utilization

Management is responsible for the preparation and fair presentation of the Statement of Utilization of Right Issue (RI) Proceeds in accordance with the Right Issue Guidelines issued by the Bangladesh Securities and Exchange Commission (BSEC).

Auditors' Responsibility

Our responsibility is to express an independent opinion on the Statement of Utilization of Right Issue Proceeds based on our audit. We conducted our audit in accordance with the International Standards on Auditing (ISAs) and the Right Issue Guidelines issued by the Bangladesh Securities and Exchange Commission (BSEC).

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion; the Statement of Utilization of Right Issue (RI) Proceeds, prepared in accordance with the Right Issue Guidelines issued by Bangladesh Securities and Exchange Commission (BSEC), gives a true and fair view of the statement as on September 30, 2025 and complies with the Rights Share Offer Document (ROD).

We draw attention to the following matter:

1. The Company has utilized total amount of BDT 198,786,590 from RI proceeds which is only 6.56% utilized of total specified amount as described in the ROD in the following manner:
   a) In respect of Land and Infrastructure Development, the Company has utilized an amount of BDT 43,875,576 for land development, construction of roads, factory building, water treatment plant (WTP), and warehouses which is only 3.44% utilized of total specified amount. A detailed breakdown is presented in the annexed report.
   b) In respect of Machinery, Equipment and Automation, the Company has utilized an amount of BDT 107,438,898 which is only 7.18% utilized of total specified amount. A detailed breakdown is presented in the annexed report.
   c) In respect of Consultancy and Other Project Costs, the Company has utilized an amount of BDT 6,531,688 which is only 3.15% utilized of total specified amount. A detailed breakdown is presented in the annexed report.

2. The Company has utilized an amount of BDT 40,940,427 against Right Share Issue expenses which is only 81.41% utilized of total specified amount. A detailed breakdown is presented in the annexed report.
3. The Company has been maintaining bank accounts with BRAC Bank PLC (A/C No. 2022968270011 and 2022968270012) and Mutual Trust Bank PLC (A/C No. 1310000119662) for managing the proceeds from the Right Share Issue.

We also state that referred to above:

a) RI proceeds have been utilized for the purposes as specified in the Rights Share Offer Document (ROD)

b) RI proceeds have been utilized in line with the condition of BSEC's approval letter for RI;

c) Utilization of RI proceeds is being under completion within the time schedule as specified in the Rights Share Offer Document;

d) Utilization of RI proceeds is accurate for the purpose of the company as mentioned in the Rights Share Offer Document;

e) (i) Assets are being procured/imported/constructed maintaining proper/required procedures as well at a reasonable price; and
(ii)Audit report has been made on verification of all necessary documents/papers/vouchers in support of utilization of Rights Issue proceeds making reconciliations with Bank Statement.

15 October 2025
Dhaka, Bangladesh

MABS & J Partners
Chartered Accountants

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Statement of Utilization of Right Share Issue Proceeds
For the Quarter Ended on 30 September 2025

Name of the Company	: Berger Paints Bangladesh Limited
Amount (BDT) of Capital Raised through Right Issue	: BDT 3,028,203,210
Date of Closing Subscription	: 03 August 2025
Proceeds Receiving Date	: 20 August 2025
Last Date of Full Utilization of Fund As Per ROD	: 31 March 2026

Right Issue Details		Purpose Mentioned in ROD	Sl No	Estimated Cost of Project (Amount of Rights Issue Proceeds to be used)		Timeline as per ROD	Status of Utilization			Percentage of Utilization up to the Quarter ended 30-Sep-2025	Amounts Yet to be Utilized		Remarks
Number of Ordinary Shares	Amount of Subscriptions Money			Items	Amount in BDT		Amounts spent before receving Right Issue Proceeds	Amounts for the period from proceed receiving date to 30-Sep-2025	Amounts up to the Quarter ended 30-Sep-2025		Amounts	Percentage	
							BDT	BDT	BDT	%	BDT	%	
2,728,111	3,028,203,210	To Establish a new factory (third factory) at plot no. 33-36, Zone no. 6 at National Special Economic Zone (NSEZ) (Mirsarai Economic Zone)	i)	Land and Infrastructure Development	1,274,851,454	31 January 2026	-	43,875,576	43,875,576	3.44%	1,230,975,878	96.56%	
			ii)	Machinery, Equipment and Automation	1,495,536,447	31 March 2026	-	107,438,898	107,438,898	7.18%	1,388,097,549	92.82%	
			iii)	Consultancy and Other Project Cost	207,527,328		-	6,531,688	6,531,688	3.15%	200,995,640	96.85%	
			iv)	Rights Issue Expenses	50,287,981	Immediately after receiving Rights Share Proceeds	26,149,731	14,790,696	40,940,427	81.41%	9,347,554	18.59%	
2,728,111	3,028,203,210				3,028,203,210		26,149,731	172,636,859	198,786,590		2,829,416,620		

Reconciliation of Unutilized Right Issue Proceeds

		BRAC Bank PLC 2022968270011	BRAC Bank PLC 2022968270012	Mutual Trust Bank PLC 1310000119662	Total
Unutilized Right Issue Proceeds	:	2,317,820,345	241,457,360	296,288,646	2,855,566,351
(-) Bank charges	:	8,040	6,080	7,368	21,488
(+) Bank interest on right issue proceeds	:	-	-	-	-
(-) TDS of bank interest	:	-	-	-	-
(-) Other deductions (If any)	:	-	-	-	-
Unutilized Right Issue Proceeds after Interest and Bank Charges as per bank statement	:	2,317,812,305	241,451,280	296,281,279	2,855,544,864
Right Issue Expenses reimburseable to Berger Bangladesh Limited Paints for amounts spent before receving Right Issue proceeds		-	-	-	26,149,731
Unutilized Fund after deducting reimbursable and payable amounts	:	2,317,812,305	241,451,280	296,281,279	2,829,395,132

Company Secretary

Director &
Chief Financial Officer

Managing Director

MABS & J Partners
Chartered Accountants

15 October 2025
Dhaka, Bangladesh

MABS & J Partners ★ Chartered Accountants ★ Dhaka