

The prospectus shall contain a description of any transaction during the last two years, or any proposed transactions, between the issuer and any of the following persons, giving the name of the persons involved in the transaction, their relationship with the issuer, the nature of their interest in the transaction and the amount of such interest, namely;

(a) Any director or executive officer of the issuer;

(b) Any director or officer;

(c) Any person owning 5% or more of the outstanding shares of the issuer;

(d) Any member of the immediate family (including spouse, parents, brothers, sisters, children, and in-laws) of any of the above persons;

(e) Any transaction or arrangement entered into by the issuer or its subsidiary for a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries/holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus;

(f) Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan;

Transaction during the last two years, or any proposed transaction, between Brain Station 23 PLC and any of the following persons mentioned in (a) to (f) are provided below in a table.

(a) Any director or executive officer of the issuer;

(b) Any director or officer;

(c) Any person owning 5% or more of the outstanding shares of the issuer;

(d) Any member of the immediate family (including spouse, parents, brothers, sisters, children, and in-laws) of any of the above persons;

(e) Any transaction or arrangement entered into by the issuer or its subsidiary for a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries/holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus;

(f) Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan;

Name of the Related Party	Nature of Relationship	Nature of Transaction	Value of Transaction During the Year			Balance at the End of the Year Receivables/ (Payables)		
			30-Sep-23	30-Jun-23	30-Jun-22	30-Sep-23	30-Jun-23	30-Jun-22
Mr. Mamnoon Ahmed Murshed Chowdhury	Shareholder & Chairman	Stock dividend	12,696,750	2,308,500	12,397,500	-	-	-
		Cash dividend	1,269,675	-	-	-	-	-
		Board meeting fees	15,000	15,000	-	-	-	-
Mr. Raisul Kabir	Shareholder, Managing Director & CEO	Stock dividend	25,162,010	6,388,870	34,310,620	-	-	-
		Cash dividend	2,516,201	-	-	-	-	-
		Remuneration	1,247,007	5,430,135	4,553,260	-	-	-
Mr. Mohammad Jannatul Ferdous	Shareholder, Director & COO	Stock dividend	8,286,990	2,025,000	10,875,000	-	-	-
		Cash dividend	828,699	-	-	-	-	-

Name of the Related Party	Nature of Relationship	Nature of Transaction	Value of Transaction During the Year			Balance at the End of the Year Receivables/ (Payables)		
			30-Sep-23	30-Jun-23	30-Jun-22	30-Sep-23	30-Jun-23	30-Jun-22
		Remuneration	844,947	4,034,541	3,955,643	-	-	-
Mr. Mohammad Mizanur Rahman	Shareholder, Director & CTO	Stock dividend	8,286,990	2,025,000	10,875,000	-	-	-
		Cash dividend	828,699	-	-	-	-	-
		Remuneration	844,947	4,234,869	3,494,890	-	-	-
Mr. Md. Mosabbir Alam	Shareholder, Director & CFO	Stock dividend	4,766,510	607,500	3,262,500	-	-	-
		Cash dividend	476,651	-	-	-	-	-
		Remuneration	659,880	2,960,395	1,611,278	-	-	-
Mr. Golam Mohammad Mohiuddin	Shareholder & Director	Stock dividend	12,696,750	2,308,500	12,397,500	-	-	-
		Cash dividend	1,269,675	-	-	-	-	-
		Board meeting fees	15,000	15,000	-	15,000	-	-
Mr. Mahmudul Anwar Riyaad	Shareholder & Director	Stock dividend	12,696,750	2,308,500	12,397,500	-	-	-
		Cash dividend	1,269,675	-	-	-	-	-
		Board meeting fees	15,000	15,000	-	15,000	-	-
NMI Holdings Limited (Represented by Mr. Md. Nazmul Hassan)	Shareholder & Director	Stock dividend	3,842,450	698,630	3,751,880	-	-	-
		Cash dividend	384,245	-	-	(384,245)	-	-
		Board meeting fees	-	-	-	-	-	-
Mr. Ali Imam*	Shareholder & Director	Stock dividend	657,730	119,590	-	-	-	-
		Cash dividend	65,773	-	-	-	-	-
		Board meeting fees	15,000	15,000	-	15,000	-	-
Mr. Matthias Karl Theodor Hansch	Shareholder holding 5% or more shares	Stock dividend	11,137,500	2,025,000	10,875,000	-	-	-
		Cash dividend	1,113,750	-	-	(1,113,750)	-	-
Montenia Holdings Limited	Shareholder holding 5% or more shares	Stock dividend	11,137,500	2,025,000	10,875,000	-	-	-
		Cash dividend	1,113,750	-	-	(1,113,750)	-	-
BS 51 GmbH	Common Shareholder	Sale of service	-	44,375,950	98,626,089	-	-	-
		Unearned revenue adjusted	-	21,874,009	-	-	-	(21,874,009)

*Mr. Ali Imam resigned from the Board on 04 January 2024.

(g) Any director holding any position, apart from being a director in the issuer company, in any company, society, trust, organization, or proprietorship or partnership firm

Name	Position in the Company	Name of the Organization involved	Type of Organization involved	Position in the organization involved
Mr. Mamnoon Ahmed Murshed Chowdhury	Chairman	Asterpark Holdings Limited	Private Limited Company	Director
		DWm4 Intrends Limited	Private Limited Company	Director
		DWm4 Architects	Partnership	Partner
		Latitude-23	Partnership	Partner
Mr. Golam Mohammad Mohiuddin	Director	Asterpark Holdings Limited	Private Limited Company	Director
		Latitude-23	Partnership	Partner

Name	Position in the Company	Name of the Organization involved	Type of Organization involved	Position in the organization involved
Mr. Mahmudul Anwar Riyaad	Director	Asterpark Holdings Limited	Private Limited Company	Director
		DWm4 Intrends Limited	Private Limited Company	Director
		DWm4 Architects	Partnership	Partner
		Latitude-23	Partnership	Partner

(h) All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary

SL. no.	Name	Position	Type of interest and facilities
1.	Mr. Mamnoon Ahmed Murshed Chowdhury	Chairman	Board meeting fees
2.	Mr. Raisul Kabir	Managing Director & CEO	Remuneration
3.	Mr. Golam Mohammad Mohiuddin	Director	Board meeting fees
4.	Mr. Mahmudul Anwar Riyaad	Director	Board meeting fees
5.	Mr. Mohammad Mizanur Rahman	Director & CTO	Remuneration
6.	Mr. Mohammad Jannatul Ferdous	Director & COO	Remuneration
7.	Mr. Md Nazmul Hassan (Nominated by NMI Holdings Limited)	Director	Board meeting fees
8.	Mr. Md. Mosabbir Alam	Director & CFO	Remuneration

SECTION IX: EXECUTIVE COMPENSATION

(a) The total amount of remuneration paid to the top five salaried officers of the issuer in the last accounting year and the name and designation of each such officer

(As per the audited accounts)

Name	Designation	Remuneration paid during	
		01 Jul 2023 to 30 Sep 2023	01 Jul 2022 to 30 Jun 2023
Mr. Raisul Kabir	Managing Director & CEO	1,247,007	5,430,135
Mr. Mohammad Mizanur Rahman	Director & CTO	844,947	4,234,869
Mr. Mohammad Jannatul Ferdous	Director & COO	844,947	4,034,541
Mr. Asif Ul Huque	SBU Head	767,325	3,537,998
Mr. Raisul Islam	SBU Head	677,787	3,133,760
Total		4,382,013	20,371,303

(b) Aggregate amount of remuneration paid to all directors and officers as a group during the last accounting year

(As per the audited accounts)

Particulars	Nature of payment	Remuneration paid during	
		01 Jul 2023 to 30 Sep 2023	01 Jul 2022 to 30 Jun 2023
Directors	Remuneration	3,596,781	13,699,545
All other officers	Salary, Bonus & other Allowances	192,347,825	680,643,023
Total		195,944,606	694,342,568

(c) The amount of remuneration paid to any director who was not an officer during the last accounting year

No amount of remuneration paid to any director who was not an officer during the last accounting year.

(d) Any contract with any director or officer providing for the payment of future compensation

The Company has not entered into any contract with any of its Directors or Officers for any future compensation packages.

(e) If the issuer intends to substantially increase the remuneration paid to its directors and officers in the current year, appropriate information regarding thereto

The issuer has no such intention to substantially increase in the pay structure of the directors and officers in the current year. However, the company provides annual increment to the employees considering company's profitability, its business growth potential, rate of inflation, and performance of the individuals.