

(a) If ordinary shares are being offered, the factors to be considered in determining the offering price shall be set forth in the prospectus

**Qualitative factors:**

1. Brain Station 23 is one of the leading software development and IT consulting company in Bangladesh specializing in innovative solutions and digital transformation. Offering a wide range of services, including custom software development, web and mobile app development, and cutting-edge technology consulting. The company with 17 years of experience since its inception in 2006, serves over 300 global and domestic clients across diverse industries. It specializes in agile software development methodologies, enabling rapid adaptation and continuous improvement in projects. This agility allows clients to respond quickly to market changes.
2. Brain Station 23 is pioneering Digital Solutions in IT and Software Development Sector. In 2017, the company developed the First in-country mobile app (City Touch) and in 2022 the company crosses USD 10 Mn in revenue and its Managing Director & CEO Mr. Raisul Kabir became Top 20 young business leaders in South Asia.
3. In the past two years, Brain Station 23 has delivered an exceptional 81% growth in revenue. Europe and America have been the primary drivers of this growth, with staggering growth rates of 174% and 222%, respectively, during this period. This growth has led to a substantial increase in the percentage of revenue contributed by Europe and America. Europe's contribution has significantly expanded, indicating a strong foothold in the European market.
4. The company currently relies on local revenue for one-third of its income, but it aims to reduce this to 24% over the next five years, aligning with its global expansion strategy. The company is actively pursuing new foreign clients in Finland, Spain, New Zealand, Austria, Saudi Arabia, and Malaysia. This strategic move is expected to boost revenue in the Asian and Oceania regions, aligning with the company's broader global expansion objectives.
5. Brain Station 23 made a reputed pool of clientele over the years both globally and locally. Some notable ones are Telenor, PayPal, P&G, Unilever, Virtual Affairs, Nissan, City Bank Limited, Eastern Bank Limited, Banglalink, Robi, BRAC & ACI Limited etc. The company has wide range of strategic partnership to provide best software solutions and is recognized for its industry achievements and collaborations namely, Microsoft Gold Partner, AWS, Google Cloud Partner, Oracle Gold Partner, Moodle, Odoo, Adobe etc.
6. Brain Station 23's management demonstrates a strong commitment to strategic diversification and specialization. Under the leadership of the CEO, COO, and Head of International Business, the company operates a total of 9 SBUs. This structured approach allows the organization to focus on individual business areas, fostering efficiency and adaptability.
7. Furthermore, the company was the BASIS Best Outsourcing Organization winner for the years 2013, 2014, and 2015, received HSBC Exporter of the Year Award as top SME exporter for 2013, Awarded the best ICT enterprise for the NPO by the Ministry of Industries in 2019, was the winner in 3 Categories of the BASIS ICT Award: Fintech, Real Estate, Transportation. The company also became the Bronze Winner in Machine Learning in 2019 Google Artificial Intelligence Competition (Kaggle) and Best ICT Solution Provider winner by The Daily Star International Market Focus for 2017.

**(b) If the issue price of the ordinary share is higher than the par value thereof, justification of the premium shall be stated with reference to all of the followings:**

- (i) net asset value per share at historical or current costs;
- (ii) earning-based-value per share calculated on the basis of weighted average of net profit after tax for immediately preceding five years or such shorter period during which the issuer was in commercial operation;
- (iii) projected earnings-based- value per share calculated on the basis of weighted average of projected net profit after tax for the immediate next three accounting years as per the issuer's own assessment duly certified by the auditor of the issuer;
- (iv) valuation multiple of similar stock or industry average (e.g., P/E multiple, etc.) in case of IQIO or if issuance is the RQIO, weighted average market price per share of common stock of the issuer for one year prior to such RQIO;
- (v) all other factors with justification which have been taken into account by the issuer for fixing the premium:

Provided that premium on QIO shall not exceed the amount of premium charged on shares issued (excluding the bonus shares) within immediately preceding one year.

**The issue price of ordinary share is not higher than par value, so this section is not applicable for this issue.**

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***SECTION XV: DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED***

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**(a) describe any dividend, voting and preemption rights of any common stock outstanding or being offered**

The share capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive dividend in terms of the relevant provisions of the Companies Act 1994 and the Articles of Association of the company. All Shareholders shall have the usual voting right in person or by proxy in connection with, among others, election of Directors and Auditors and other usual agenda of General Meeting – Ordinary or Extra Ordinary. On a show of hand, every shareholder presents in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present in person or by proxy shall have one vote for every share held by him or her.

In case of any additional issue of shares for raising further capital, the existing shareholders shall be entitled to Issue of Right shares in terms of the guidelines issued by the Bangladesh Securities and Exchange Commission from time to time.

**(b) describe the dividend, voting, conversion and liquidation rights, as well as redemption or sinking fund provisions, of any preferred stock outstanding or being offered**

In terms of the provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are freely transferable. The Company shall not charge any fee for registering transfer of shares. No transfer shall be made to a firm, an infant or person of unsound mind.

**(c) if there are any limitations on the payment of dividends to common or preferred stockholders because of provisions in debt instruments or otherwise, explain such limitations**

- a) The profit of the company, subject to any special right relating thereto created or authorized to be created by the Memorandum of Association and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the capital paid-up on the shares held by them respectively.
- b) No larger dividend shall be declared than is recommended by the Directors, but the Company in its General Meeting may declare a smaller dividend. The declaration of Directors as to the amount of Net Profit of the Company shall be conclusive.
- c) No dividend shall be payable except out of profits of the Company or any other undistributed profits. Dividend shall not carry interest as against the Company.
- d) The Directors may from time to time pay the members such interim dividend as in their judgment the financial position of the Company may justify.
- e) A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.
- f) There is no limitation on the payment of dividends to the common stockholders of the Company.

**(d) describe any other material rights of the common or preferred stockholders**

In terms of provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are transferable. The Company shall not charge any fee, other than Government duties for registering transfer of shares. No transfer shall be made to a minor or person of unsound mind.

The Directors shall present the financial statements as required under the law & International Accounting Standards. Financial statements will be prepared in accordance with the International Accounting Standards consistently applied throughout the subsequent periods and present with the objects of providing maximum disclosure as per law and International Accounting Standards to the shareholders regarding the financial and operational position of the company.

The shareholders shall have the right to receive all periodical statement and reports, audited as well as unaudited, published by the company from time to time. The shareholders holding minimum 10% shares of paid-up capital of the company shall have the right to requisition Extra-Ordinary General Meeting of the company as provided under Section 84 of the Companies Act, 1994.

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***SECTION XVI: FINANCIAL STATEMENT REQUIREMENTS***

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