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CUSTODIAN AGREEMENT

PENINSULA AMCL BDBL UNIT FUND ONE

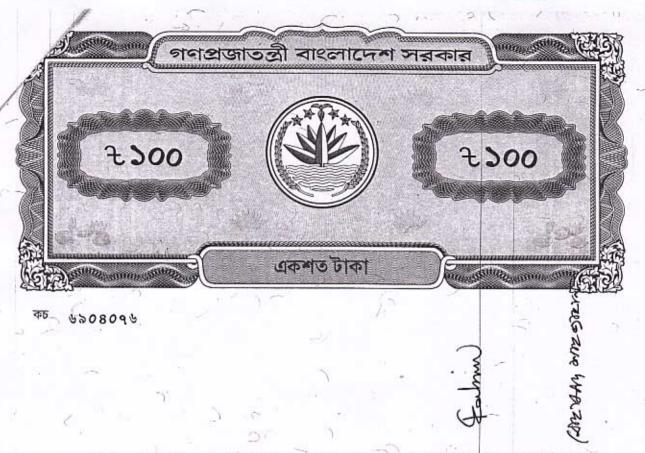
THIS DEED OF CUSTODIAN AGREEMENT made at Dhaka on this the301 day ofof the Christian era 2015.

BETWEEN

Peninsula Asset Management Company Limited, a private company limited by shares incorporated under the Companies Act 1994 vide Certificate of Incorporation No C-82231/10, dated: 03/02/2010 and licensed as Asset Manager by the Bangladesh Securities and Exchanges Commission, Dhaka, Bangladesh under বিশি ২৮ of সিকিউরিটিজ ও এক্সচের কমিশন (মিউচুমাল ফাড) বিধিমালা, ২০০১, having its Registered Office at House No 80, Road No 11, Block E, Banani, Dhaka 1212, Bangladesh, and Corporate Office at DK Tower (Level 5), 94 Sonargaon Road, Dhaka 1000, Bangladesh, represented by its Chief Executive Officer Mr. Firoz Kabir, hereinafter referred to as the "Asset Management Company" or "Manager" which expression shall, unless it be repugnant to the context or meaning thereof, include its Directors, attorneys, representatives, corporate successors in interest and assigns as the FIRST PART.

AND

Investment Corporation of Bangladesh, an Investment Bank, established under the Investment Corporation of Bangladesh Ordinance No. XL of 1976 (amended up to July

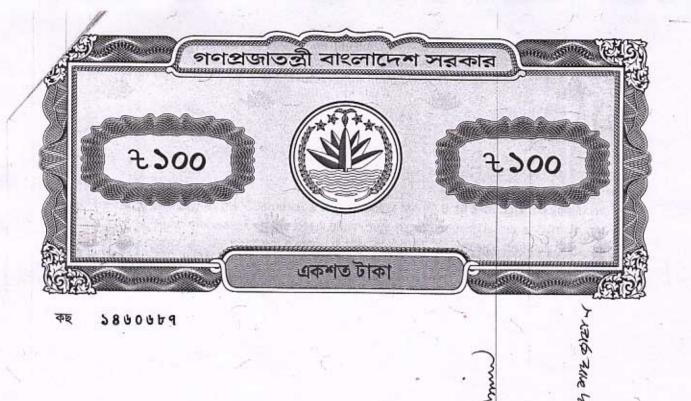


06, 2000) and registered with the Bangladesh Securities & Exchange Commission on August 20, 2002 to act as Custodian, having its registered office at 8, DIT Avenue (12th-15th Floor), Dhaka-1000, Bangladesh, represented by its Deputy General Manager Mr. Mohammed Shahjahan, hereinafter referred to as the CUSTODIAN which expression shall, unless it be repugnant to the context or meaning thereof, includes its representatives, successors in interest and assigns of the SECOND PART.

WHEREAS the party of the first part is an asset management company having adequate skills in their concerned field of activities and offices and is the Asset Manager of a Mutual Fund named PENINSULA AMCL BDBL UNIT FUND ONE by virtue of an Agreement made between Bangladesh Development Bank Limited as SPONSOR and Peninsula Asset Management Company Limited as the ASSET MANAGER.

WHERE AS the party of the Second Part, the Investment Corporation of Bangladesh, a body corporate and a banking company within the meaning of the Bank Companies Act, 1991, engaged in, among others, Custodial services having required capabilities, qualifications and adequate skills in its concerned fields of activities and is the CUSTODIAN, as the case may be, of the PENINSULA AMCL BDBL UNIT FUND ONE by virtue of appointment by the Sponsor of the Fund.

NOW, THEREFORE, with the intent to manage the PENINSULA AMCL BDBL UNIT FUND ONE in particular established by the Sponsor of the Fund from time to time for the benefit of the small investors and the development of the capital market of Bangladesh as are entrusted to the ASSET MANAMEMENT COMPANY from time to time and in consideration of mutual covenants and arrangement hereinafter set forth, it is hereby mutually agreed between the parties hereto as follows:



- The Custodian shall keep liaison with the CDBL and collect and preserve information required for ascertaining the movement of dematerialized securities of the Fund.
- The Custodian shall keep the securities of the Fund in safe custody and shall provide highest security for the assets of the Fund.
- The Custodian shall preserve the following documents & information and perform the following duties:
 - (a) Details of acquisition and disposal of securities from and to the broker;
 - (b) Details of receipt and disbursement of Funds;
 - (c) Details about the rights of the client on the securities held on-behalf of the client;
 - (d) Details of transfer & registration of securities;
 - (e) Ledger of accounts of the client;
 - (f) Details about the order received from and given to the client;
 - (g) To maintain up dated balance position of securities of the Fund;
 - (h) To maintain book closure information and to collect/receive dividend warrants, interest and installments which shall accrue against the portfolio from time to time and shall be sent to the office of the Asset Manager of the Fund for depositing the same to respective Fund A/c.
 - (i) To furnish all statement/information to the Asset Manager, Trustee, BSEC as per the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফাভ) বিধিমালা, ২০০১ and other relevant laws/rules.

The Fund shall pay to the Custodian a safe keeping fee @ 0.10% of balance securities held by the Fund calculated on the basis of average month end value per annum. In any case total custodian fee shall not exceed 0.10% of the initial fund size annually. Any out of pocket expenses may be applicable to the Fund operation from time to time.

Any loss or damage or expenses resulting from negligence by the Custodian or any of their officers or any person delegated by them, shall not be met out of the Trust property.

In case of any controversy as to the meaning and spirit, the decision by the commission shall be conclusive.

IN WITNESS WHEREOF the Asset Manager and the Custodian have caused their common seals to be affixed to these presents and have hereto set their hands the day and year above written.

The party of the First Part, The Asset Management Company or ASSET MANAGER

(Firoz Kabir) Chief Executive Officer Peninsula Asset management Company Limited

The party of the Second Part, The CUSTODIAN

LOWERTH SAME ARRESTED

(Mohammed Shahjahan) Deputy General Manager Investment Corporation of Bangladesh

Witness

CHAIRMAN

PENINSULA Asset Management Company Limited

2.

Syed Ahmed Rasul Head of Business Development Paninsula AMCL Witness

Bivash Saha

Assestant General Manager Trustee Department

2.

Md. Anwar Shamim Assistant General Manager Public Relations Department ICB, Head Office, Dhaka.