

PURABI GENERAL INSURANCE COMPANY LIMITED

Principles of Disclosure of Material Information and Price Sensitive Information (PSI)

Preamble:

The Policy has been formulated by the Board of Directors of Purabi General Insurance Company Limited (PGIC) in accordance with the requirements of Bangladesh Securities and Exchange Commission Prohibition of Insider Trading Rules 2022. Every listed Company to disseminate and disclose their Price Sensitive Information and Material events to the Stock Exchange wherein its securities are listed as well as to the Bangladesh Securities Exchange Commission, as applicable, according to the prescribed manner of the Rules and thus safeguarding the interest of minority and potential investors.

This Policy shall be called “Principles on disclosure of Material Information and Price Sensitive Information”.

Purpose of the Policy:

The purpose of the policy is to disclose Price Sensitive Information (PSI) and materials information based on specified criteria as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, So PGIC disclose the materials information and PSI as well as published the information on its website timely. The main aims of the policy is to providing equivalent entrance to vital disclosures to regulators or investors which may affect their investment decisions, and in formulating the principles of materiality based on which the bank shall make disclosures of events or information. Another purpose of this policy is to protect shareholders rights, fluctuation of capital market and insider trading.

General Principles of Disclosure:

Bangladesh Securities and Exchange Commission laws, rules and others regulations require prompt disclosure of all price sensitive information and material information and in complying with this, the Purabi General Insurance Company Limited commits to the following:

- ❖ All disclosures of material information shall be authentic.
- ❖ Materials and price sensitive information will be published in a media (widely circulated newspaper or others) and Company website.
- ❖ To disclose quickly and completely any materials information that may considered favorable or unfavorable to the PGIC.
- ❖ No materials information can be disclosed to any selected individuals or groups for personal interest.
- ❖ Will be provided update information very shortly to public or investor if any earlier information has misleadingly provide.
- ❖ Any materials information that has adopt from shareholders meeting or press conference has promptly disclose to the investors or general public.

- ❖ If there has any insider trading by the director, sponsor or promoter significant shareholder managing agent or interested party shall be disclose the Company's website and others news agent.

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

Price Sensitive Information (PSI):

The following matter shall consider as price sensitive information, namely: -

1. Information related to change in financial position, financial performance or any basic information and any significant change in the value of assets. (e.g. EPS, NOCFPS, NAV etc.)
2. Information relating to dividend and corporate declarations.
3. Information relating to change in corporate structure; namely- Merger, Amalgamation, Demerger, re-structure, acquisition, disposal, conversion or transfer, winding up and transformation etc.
4. Information regarding changes in capital structure.
5. Information related to business expansion, any change in operations, etc.
6. Information related to fund management, and structural change thereof.
7. Any information published by the BSEC in its official gazette, defined as PSI.
8. 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.

Material Information (MI)

The following information shall be considered as material information:

1. Factors changing of financial statements/status:

- ❖ Any significant change of assets and liabilities, profits or losses, cash flow, receivables, significant change of assets and liabilities, significant changes of revaluation of assets related information statements or comments.
- ❖ The following Comparative statements in the financial statement: Earnings per share (EPS), Net operating cash flow per share (NOCFPS) & Net assets value per share.
- ❖ Any Changes value or composition of assets of the PGIC.
- ❖ Any change related to change of accounting policies.

2. Corporate announcements relating information, such as:

- ❖ Dividends related any change.
- ❖ Any decision related to the rights to the security-holders, declaration, or issue of bonus or similar benefits.
- ❖ Corporate declaration relating to the receivables of investors; and
- ❖ Changes in dividend distribution policy.

3. Information regarding changes in corporate structure:

- ❖ Acquisition or disposal of any assets of 5% or more of the existing assets;
- ❖ Information of any merger with another Company's or acquisition of shares, etc,
- ❖ Changes of corporate activities through capital reorganization or merger or demerger,
- ❖ Proposal to take over the authority of a company or acquisition of internal service,
- ❖ Change of ownership which may affect the control of the company.
- ❖ Change of Company name or address etc.

4. Information change regarding the Capital structure:

- ❖ Any changing of capital structure of Company including private or public or rights offer,
- ❖ Methodical repurchase or redemption of securities or units of the Fund.
- ❖ Any decision relating to consolidation of any shares, exchange/transfer of shares, conversion of any security into equity security or conversion of debentures into shares.
- ❖ Muscular change of rights of security-holder of PGIC.

5. Information related to business expansion, change in activities, such as-

- ❖ Significant change in agreement, service or business, production or establishment structure.
- ❖ Significant development or change of technology or service system and inauguration of new business.
- ❖ Substantial investment of capital or change of objective.
- ❖ Change, resignation or termination of Managing Director/Chief Executive Officer (CEO), CFO, Company Secretary and Board of Directors.
- ❖ Change in statutory Auditor, Corporate Governance Compliance Auditor or Credit Rating Company.
- ❖ Stating of any legal proceedings, developments in regulatory affairs or any significant court order.
- ❖ Change of category of listed security,
- ❖ Any management contract, investor relations agreement, service agreement, or related party transaction which can significantly influence the financial statements,
- ❖ Decision/resolution related to the purchase or sale of any fixed asset, or BMRE or establishment of new unit.
- ❖ Significant intercompany transaction, advances or loans given to or taken from subsidiary or sister concern or directors.

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

- ❖ Borrowing or repayment of debt worth 25% or more of paid up capital or net asset value, whichever is higher
- ❖ Encumbrance or discharge of significant assets,
- ❖ Defaulting on any debt for more than 06 (six) months,
- ❖ Notable loan agreement or foreign investment agreement, etc.

7. Others: -

- ❖ Cancellation or amendment of any major contract,
- ❖ Significant damage of any assets of the company
- ❖ Qualified opinion submitted by the auditor
- ❖ Significant change or cancellation or a declared project.

Disclosure on the website:

The Company (PGIC) shall disclose on its website all such events/information which has been disseminated to the to the BSEC and Stock Exchange(s) under this policy and such disclosures shall be hosted on the website of the Purabi General Insurance Company Limited for a minimum period of the last three preceding years.

Amendment or Review:

The Board of Directors shall have the rights to approve the amendments and authorize the management to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of the principles.