

1. Preamble:

- 1.1. This Policy shall be called **"Principles on Disclosure of Material Information and Price Sensitive Information"** (hereinafter referred to as "the Policy") of Meghna Insurance Company Limited (hereinafter referred to as "the Company" or "MICL").
- 1.2. The Policy has been framed in compliance with the provisions of বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (সুবিধাজোগ্য কবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২, বিবি ও উপবিবি (২) [hereinafter referred to as "Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading Rules) 2022" or "BSEC (Prohibition of Insider Trading Rules) 2022"] which inter-alia, requires every Listed Company to disclose material events or information and Price Sensitive Information to the Bangladesh Securities and Exchange Commission (hereinafter referred to as "BSEC") and the Stock Exchanges (hereinafter referred to as "Exchange") wherein its securities are listed.

2. Objectives and Purpose:

- 2.1. The objective of this policy is to ensure continuous, adequate, accurate and timely disclosure of information by the Company to the BSEC and the Stock Exchanges on a continuous basis to equip the investors to make investment decisions.
- 2.2. The Company shall make timely disclosures of the event / information to the Exchange(s), at the time of occurrence of the event / information and where applicable, make periodic disclosures on the associated material development still such time the event is resolved / closed.

3. Definitions:

- 3.1. The term 'Material' wherever appears in the policy shall mean any individual transaction or arrangement which is significant to the operations or performance of the Company.
- 3.2. "Price Sensitive Information" shall mean any information which relates directly or indirectly to the Company and which if published is likely to materially affect the price of securities of the Company.
- 3.3. "Board of Directors" shall mean the Directors on the Board of the Company, so appointed.
- 3.4. "Chairman" means the Chairman of the Board of Directors of the Company, so appointed.
- 3.5. "Chief Financial Officer" means the Chief Financial Officer of the Company, so appointed.
- 3.6. "Company Secretary" means the Company Secretary of the Company, so appointed.
- 3.7. "Senior Management Personnel" shall mean personnel of the Company who are members of the core management team or department heads excluding the Board of Directors.
- 3.8. "Securities" shall mean Securities as defined in Securities and Exchange Ordinance, 1969 and shall include shares, scrips, stocks, bonds, debentures, debenture stock or

other marketable securities of like nature issued by the Company from time to time.

3.9. "Stock Exchange" means Dhaka Stock Exchange Limited and Chittagong Stock Exchange PLC on which the securities of the Company are listed.

4. Classification of Material Information / Events:

4.1. Apart from the price sensitive information, the following other information (Material Information) shall be disclosed by the Company on its official website, namely:-

4.1.1. Factors related to changes in financial conditions, such as:-

- a) Changes in financial statements, such as significant decrease or increase in income, expenses, cash flows, receivables, liabilities or assets, revaluation of most or significant assets or any information or statement or comment of significant decrease/ increase;
- b) The following comparative information in the financial statements:
 - i) Earnings per Share (EPS)/unit;
 - ii) Net Operating Cash Flows per Share (NOCFPS)/unit;
 - iii) Net Asset Value per Share (NAVPS) /unit;
- c) Significant changes in the value or composition of the assets of the issuer or the fund;
- d) Any special instructions by the regulatory authority of the concerned issuer regarding reservation of provisions or any modification of any special instructions previously given; and
- e) Any change in the accounting policy of the issuer or the fund, etc.

4.1.2. Information regarding Corporate Announcements, such as:-

- a) Any decision regarding dividend;
- b) Decision to declare or issue rights, bonus issue or similar benefits to security holders;
- c) Corporate announcements or other information relating to the availability of investors; and
- d) Change in dividend distribution policy, etc.

4.1.3. Information regarding changes in corporate structure, such as:-

- a) Acquisition or disposal of any assets of 5% or more of the existing assets;
- b) Merger of the company with another company or acquisition and acquisition of substantial shares of any company, etc.;
- c) Demerger of any unit of the company;
- d) Conversion or winding up of any unit of the company;
- e) Changes in corporate operations by way of capital reorganization or merger or demerger;
- f) Any company takeover proposal or internal service acquisition proposal;
- g) Such change of ownership as may affect control of the company; and

- h) Change of name or address, etc.

4.1.4. Information regarding changes in capital structure, such as:-

- a) Any decision regarding private or public or rights offer of securities or changes in its capital structure;
- b) Systematic repurchase or redemption of securities or units of the fund;
- c) Any share consolidation, exchange of shares, any securities
- d) Regarding conversion of equity securities or conversion of debentures into shares Decision; and
- e) Significant changes in rights of security holders, etc.

4.1.5. Information regarding expansion, change etc. of business activities, such as:-

- a) Any significant development or change in technology, production or installation of the Company;
- b) Significant capital investment or significant change in the purpose of the organization;
- c) Significant new contracts, product, patent, service or business changes;
- d) Significant realization of long-term unpaid funds;
- e) Change or resignation or demotion of the Board of Directors including the Chief Executive, CEO, CFO, Company Secretary;
- f) Change of statutory auditor or corporate governance compliance auditor, credit rating company;
- g) Initiation of legal proceedings or development of regulatory matters or any significant judgment or order;
- h) Delisting of securities or units of funds from stock exchanges or change from one category to another;
- i) Any significant management contract, investor relations agreement, service agreement, or related party transaction that could materially affect the financial statements;
- j) Information relating to decision of purchase and sale of any fixed asset or renovation or development or expansion (BMRE) of plant or machinery or establishment of new units; and
- k) Grant or acceptance of significant advances or loans between the inter-company or subsidiary or associate companies or exchange of loans with directors, etc.

4.1.6. Information related to Debt Management, such as:-

- a) Borrowing and repayment of 25% or more of the paid-up capital or Net Asset Value, whichever is higher;
- b) The encumbrance or discharge of significant assets;
- c) Failure to pay any bank or creditor or debt obligation or debt for a period exceeding 06 (six) months;
- d) Significant new debt agreements; and

- e) Foreign loan agreement or investment agreement, etc.

4.1.7. Information related to Fund Management And Structure Changes, such as:-

- a) Extension of tenure of the Fund;
- b) Exhaustion of funds;
- c) Conversion of funds;
- d) Investment of 10% or more of the Fund in any single security;
- e) Profit or loss on financing any significant investment; And
- f) Constitution of trustees of the fund, any alteration in the trust deed, etc.

4.1.8. Others, such as:-

- a) Signing of any material agreement or cancellation or substantial modification of previously announced / signed agreement;
- b) Loss of any substantial assets of the company or the issuer or any event causing damage to its reputation;
- c) Cancellation or substantial modification of any scheme previously announced; and
- d) Submission of qualified report by auditor of issuer or fund, etc.

4.1.9. Any other information prescribed by the Commission by notification published in the Official Gazette from time to time.

5. Price Sensitive Information:

- 5.1. Reports on Financial Condition, Results of Financial Condition or Basic Information related thereto;
- 5.2. Information regarding Dividends and Corporate Announcements;
- 5.3. Information regarding changes in Corporate Structure; namely: Information Regarding Mergers, Demergers, Acquisitions, Divestitures, Conversions or Transfers;
- 5.4. Information regarding changes in Capital Structure;
- 5.5. Information regarding Expansion, Modification, etc. of Business Operations;
- 5.6. Information regarding Fund Management and fund Structural Changes;
- 5.7. Any information prescribed as value sensitive information in any other rules or regulations or orders or instructions or notifications made or approved or issued by the Commission;
- 5.8. Information regarding Credit Rating of the Company;
- 5.9. Any other information prescribed by the Commission by notification published in the Official Gazette from time to time.

6. Manner of Disclosure:

- 6.1. All Senior Management Personnel / Officers of the Company shall be under an

obligation to disclose material event and/or price sensitive information to the Company Secretary.

- 6.2. Upon receipt or decision taken regarding Price Sensitive Information or any issue subject to approval from the primary regulator the Company will be disseminated in writing under the signature of Chairman Board of Directors, Chief Executive Officer or Company Secretary within 2 (two) hours or immediately on the date of the information coming to attention of the Company.
- 6.3. Price Sensitive Information simultaneously will be send to the Commission and the relevant Stock Exchanges through e-mail, fax, digital submission platform or special messenger service, courier service in the field; and shall ensure immediate publication of the said information in two widely circulated daily newspapers (**one in Bengali and the other in English**) and in **an online newspaper** and upload/published at the Company's website.
- 6.4. In order to avoid any fabrication the Company will publish Price Sensitive Information (PSI) through easy and und understandable language.
- 6.5. Disclosure related to Material Information/ Material Event, PSI will be published on the Company's website; and the Company will maintain a digital database to store PSI related information.
- 6.6. All the "Price Sensitive Information" and "Material Information" will be preserved in Company's website for at least 3 (three) years.
- 6.7. As per the provisions of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading Rules) 2022, Rule 4 (বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (সুবিধাজোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২, বিধি ৪) [It is highly prohibited to disclose any unpublished Price Sensitive Information (PSI)

7. Amendment:

- 7.1. The policy will be reviewed and recommended by the Audit Committee of the Company and will be approved by the Board of Directors as and when required. Any further direction from Bangladesh Securities & Exchange Commission regarding 'Material Information and Price Sensitive Information' will be an integrated part of this policy.

8. Disclosure:

- 8.1. The policy is approved by the Board of Directors in its Board Meeting and will be available on the Company's website.

9. Approval of the Policy:

- 9.1. The Board of Directors of MICL has approved this policy in its 157th Board Meeting held on 16th April 2023.

10. Effective Date:

- 10.1. This policy will be effective from 16th April 2023.