

PRINCIPLES

OF

DISCLOSURE OF MATERIAL INFORMATION (MI)

AND

PRICE SENSITIVE INFORMATION (PSI)



ফিনিक्स ইন্সুরেন্স কোম্পানী লিমিটেড
PHOENIX INSURANCE COMPANY LIMITED

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Principles of Disclosure of Material Information and Price Sensitive Information (উল্লেখযোগ্য তথ্য এবং মূল্য সংবেদনশীল তথ্য প্রকাশ নীতিমালা)

1. **PRINCIPLES:** Phoenix Insurance Company Limited (hereinafter referred to as "PICL") is committed to ensuring uniformity, transparency and fairness in dealing with all stakeholders and adherence to all applicable laws and regulations set forth by the Regulatory Authorities. The Board of Directors of PICL has adopted a Policy named "Principles of Disclosure of Material Information and Price sensitive information" (hereinafter referred to as "the principles") in line with the Bangladesh Securities and Exchange Commission (insider trading prohibition) rules, 2022 i.e. BSEC/CMRRCD/2021-396/52/Admin/140, Gazette Notification Dated 30 Jan 2023.
2. **OBJECTIVE:** The objective of the principles is to determine/define nature of Price Sensitive and Material Information, which PICL will disclose/disseminate to the Regulators/investors through approved methods of disclosures, as required under BSEC Rules, thus providing equal access to important information and disclosures to all interested parties.
3. **APPLICABILITY:** The Principles shall be applicable and binding in respect of all material events/ information and price sensitive information in regard to the operations of PICL.
4. **DEFINITIONS:** All words or expressions used in the principles shall have the same meaning as assigned to them under the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.
5. The Board of Directors shall have the power to approve future amendments to the principles and authorize the Management to clarify/interpret in connection with the effective execution of the principles.
6. **PUBLICATION OF PRICE SENSITIVE INFORMATION AND MATERIAL INFORMATION:** PICL shall publish all Price Sensitive Information and Material information in accordance with procedure of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.
7. **DISCLOSURES ON THE WEBSITE:** PICL shall disclose on its website all Price sensitive and Material information and such disclosures shall be hosted on the website of PICL preceding years.
8. **RESTRICTION ON SUPPLY OF PRICE SENSITIVE INFORMATION:** Except as required by any other law for the time being in force, or the articles of association of the company or any other regulations applicable to PICL, unpublished Price Sensitive Information shall not be disclosed or provided to anyone else.
9. **DEFINITION OF PRICE SENSITIVE INFORMATION (PSI):**
 - a. Information related to financial position, financial results, and other basic information related to financial performance.
 - b. Information related to dividend and corporate announcements.
 - c. Information related to change of corporate structure (i.e. amalgamation, merger, de-merger, re-structuring, acquisition, winding up, transfer, and transformation, etc.)
 - d. Information related to changes in capital structure.
 - e. Information related to business extension, changes, etc.
 - f. Information related to fund management, and structural change thereof.
 - g. Any information, defined by the BSEC as PSI, through various rules, regulations, circulars and directives.
 - h. Any information, published by the BSEC in its official gazette, defined as PSI.
10. **DEFINITION OF MATERIAL INFORMATION (MI):**
 1. Factors related to the change of financial status/statements:
 - a. Change in financial statements. i.e.: Any significant changes in revenue, expenses, profits or losses, cash flow, receivables, significant change of assets and liabilities, significant changes of revaluation of assets or related information or statement or comments.
 - b. Comparative statements of the following information:
 - i. Earnings per share
 - ii. Net operating cash flow per share

- iii. Net asset value per share
 - c. Significant change in assets value or composition of assets.
 - d. Any changes related to reserve provisions required as per special requirements of the regulatory authority.
 - e. Any change related to the change of accounting policies, etc.
- 2. Information related to the Corporate Declaration:**
- a. Any decision related to dividends.
 - b. Any decision related to the rights of the security-holders, declaration, or issue of bonus, or similar benefits.
 - c. Corporate declaration or any Information related to benefits receivables by the investors.
 - d. Changes in dividend declaration policy, etc.
- 3. Information related to the change of Corporate Structure:**
- a. Acquisition or Liquidation of existing assets of PICL to the extent of 5% (five percent) or higher.
 - b. Amalgamation or merger or acquisition of substantial number of shares of other company (ies) by PICL.
 - c. Demerger of any associates/subsidiaries (if any) of PICL.
 - d. Restructuring or liquidation of any associates/subsidiaries (if any) of PICL.
 - e. Change in the corporate activities of PICL by re-organization of capital or merger or demerger.
 - f. Proposal for acquiring control (take-over) of another company, or proposal for obtaining internal services of another company by PICL.
 - g. Change in ownership structure that may affect the controlling ownership of PICL.
 - h. Change of name and address, etc. of PICL.
- 4. Information related to the change of Capital Structure:**
- a. Any decision related to a change of Capital Structure of PICL, including private, public or rights offer.
 - b. Planned buyback or redemption of securities of PICL.
 - c. Decision related to the consolidation of any shares, exchange/transfer of shares, conversion of any security into equity security, or conversion of debt-instrument into shares.
 - d. Substantial changes of rights of security-holders of PICL.
- 5. Information related to the expansion of business activities and change of business:**
- a. Significant development or change of technology, production or establishment of PICL.
 - b. Substantial investment of capital or change of objectives of PICL.
 - c. Significant new agreement, production, patent, services, or changes of business.
 - d. Recovery of substantial amount of long-term bad debt.
 - e. Change/ resignation/ termination of the Board of Directors, MD & CEO, Chief Financial Officer (CFO), Company Secretary (CS) of PICL.
 - f. Change of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company.
 - g. Any material verdict or order, initiation of legal proceedings, development of regulatory issues, etc.
 - h. Change of category of listed security-" PICL " in the stock exchange (s) or de-listing from the exchange(s).
 - i. Notable "Management Contract", "Investors Relation Agreement", "Service Agreement", or any agreement related to Related Party Transaction that may affect the financial statement significantly.
 - j. Decision/ resolution related to the purchase or sale of any fixed asset, or BMRE or establishment of new unit.
 - k. Advance or loan to and from intra-company or subsidiary or associated company or director (if applicable).
- 6. Loans and Advance management:**
- a. Information related to loan received or payment of advance on the basis of (25% or higher) of Paid-up capital or net asset value (whichever is higher).
 - b. Giving/releasing of guarantees of any substantial assets.
 - c. Failure of payment of loan/liability of any bank or lender or debt-instrument, for more than six (06) months.
 - d. Notable loan agreement or foreign investment agreement, etc.
- 7. Others:**
- a. Signing of any important agreement/ amendment or cancellation of agreement (s) that was (were) signed in previous years.
 - b. Any event(s) that hamper(s) the reputation, loss/damage of any notable assets of PICL.
 - c. Cancellation of any project or any material change/amendment of the project.
 - d. Qualified Opinion submitted by the auditor, etc.