

NRBC BANK PLC.

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

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Introduction

NRBC Bank PLC., being a listed company, has to comply with the regulations of the Bangladesh Securities and Exchange Commission and the guidelines issued by the Commission from time to time.

In this regard, "Principles on Disclosure of Material Information and Price Sensitive Information" has been formulated in accordance with the directives of Bangladesh Securities and Exchange Commission (BSEC) Directive no. BSEC/CMRRCD/2021-396/52/প্রশাসন/140 dated 30 January 2023, titled "(সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২".

Objective

The objective of this policy is to identify Price Sensitive Information (PSI) and Material Information (MI) on the basis of specified criteria as outlined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, and accordingly allow the bank to disclose PSI and MI and disseminate the information on its website to give regulators and investors equal access to information or disclosures that may affect their investment decision.

Scope

All material events/information and PSI pertaining to the Bank, as well as events/information pertaining to its subsidiary companies that are material for the Bank, shall be subject to and governed by the Principles on Disclosure of Material Information and Price Sensitive Information (the Policy).

List of Price Sensitive Information (PSI)

SL. No.	Particulars
1	Information pertaining to the financial position, financial results, financial statements, and other related basic information.
2	Information related to dividend and corporate declarations.
3	Information related to the change of corporate structure (i.e. amalgamation, merger, de-merger, re-structuring, acquisition, winding up, transfer, and transformation, etc.
4	Information related to the change of capital structure.

5	Business expansion and change related information, etc.
6	Information related to the fund management or change in fund structure
7	Amalgamation or merger or acquiring substantial amount of shares of other company (ies) by the Bank.
8	Any decision/resolution related to the change of Capital Structure of the Bank including the offer of security as private offer or public offer or rights offer.
9	Buy back or redemption of securities of the Bank.
10	Decision/resolution 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 of the Bank.
11	Substantial changes of rights of security-holders of the Bank.
12	Substantial investment of capital or change of objectives of the Bank.
13	Any other information as defined by the BSEC as PSI through various rules, regulations, circulars and directives.
14	Any information published by the BSEC in official gazette defining as PSI.

List of Material Information (MI)

SL. No.	Particulars
1.	Significant/Material change of asset value or composition of assets of the company.
2.	Any change related to the reservation of provision that is/were required (specially directed/changed) by the regulatory authority.
3.	Any change related to the change of accounting policies of the Bank.
4.	Information related to the benefits receivables by the investors against any corporate declaration or any other information of the Bank.
5.	Change of dividend declaration policy of the Bank.
6.	Demerger of any associates/subsidiaries of the Bank.
7.	Restructuring or liquidation of any associates/subsidiaries of the Bank.
8.	Change in the "Corporate Activities of the Bank by re-organization of capital or merger or demerger.
9.	Proposal of acquiring control (take-over) of other company, or the proposal of acquiring internal services of the other company by the Bank.
10.	Change in ownership structure that may affect the controlling ownership of the Bank.

11.	Change of name and address, etc. of the Bank.
12.	Significant development or change of technology, production or establishment of the Bank.
13.	Significant agreement (new), production, patent, services, or changes of business of the Bank.
14.	Recovery of the substantial amount of long-term bad debt of the Bank.
15.	Change/ resignation/ termination of the Board of Directors, MD & CEO, Chief Financial Officer (CFO) & Company Secretary (CS) of the Bank.
16.	Change of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company of the Bank.
17.	Any material verdict or order, initiation of legal proceedings, development of regulatory affairs issues, etc.
18.	Change of category of listed security for the Bank in the stock exchange (s) or de-listing from the exchange(S).
19.	Notable "Management Contract", "Investors Relation Agreement", "Service Agreement", or any agreement related to the Related Party Transaction that may affect the financial statement significantly.
20.	Decision/ resolution related to the purchase or sale of any fixed asset, or BMRE or establishment of new unit.
21.	Investment (loan) to and from intra-company or subsidiary or associated company or director of the Bank.
22.	Information related to the loan received or payment of advance (25% or higher) on the basis of Paid-up capital or net asset value (whichever is higher).
23.	Giving/releasing of guarantees of any substantial assets.
24.	Failure of payment of liability of any bank or lender or debt-instrument, for more than six (06) months.
25.	Notable loan-agreement or foreign investment agreement.
26.	Signing of any important agreement/ amendment or cancellation of agreement(s) that is/are signed in previous years.
27.	Any event(s) that hamper(s) the reputation, loss/damage of any notable assets of the Bank.
28.	Cancellation of any project or any material change/amendment of the project of the Bank.
29.	Qualified Opinion submitted by the auditor, etc.

Amendments/Modifications

To the extent any change/amendment is required in terms of any applicable law or change in regulations, the regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law. Such amended policy shall be placed before the Board for noting and necessary ratification.

Conflict in Policy

In the event of a conflict between this policy and the extant regulations, the regulations shall prevail.

Review of the policy

The Policy shall be reviewed in pursuance to any amendments to the Listing Regulations issued by Stock Exchange(s) and circular or any issuance of BSEC and other regulatory authorities.

Disclosure of Policy

The policy will be available on the Bank's website.

