



DESH GENERAL INSURANCE COMPANY LIMITED (DGIC)

PRINCIPLES (POLICY) ON DISCLOSURE OF MATERIAL INFORMATION (MI) AND PRICE SENSITIVE INFORMATION (PSI)

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A handwritten mark consisting of a circle with a vertical line through it, resembling a stylized 'D' or 'R'.

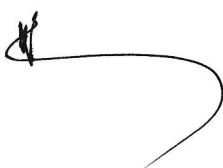
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1. PREAMBLE

- 1.1 This policy shall be called **“Principles (Policy) On Disclosure Of Material Information (MI) And Price Sensitive Information (PSI) ”** (hereinafter referred to as ‘the policy’) of Dosh General Insurance Company Limited. (Hereinafter referred to as the Company or DGIC).
- 1.2 The policy has been framed in compliance with the Bangladesh Securities and Exchange Commission Notification no: BSEC/CMRRCD/2021-396/52/ Admin/ 140, dated January 30, 2023, **the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022**(Hereinafter referred to as the rules).
- 1.3 Pursuant to Rule 3(2) of the Rules, which inter-alia, requires every listed Company to formulate and disclose a “Principles on Disclosure of Material Information (MI) and Price Sensitive Information (PSI)” for fair Disclosure of Unpublished PSI and MI. Accordingly, the Company has formulated the **“Principles (Policy) On Disclosure Of Material Information (MI) And Price Sensitive Information (PSI) ”**. The Company believes that transparency and accountability are fundamental to fulfilling its vision and to strengthening public trust in its stakeholders. This policy reaffirms and reflects the Company’s commitment to transparency and the promotion of good governance.

2. OBJECTIVE

- 2.1 The objective of the Policy is to establish the parameters to disclose the Material Information (MI) and Price Sensitive Information (PSI) of the Company based on specified criteria as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022. The Principles endeavors to segregate Material Information (MI) and Price Sensitive Information (PSI) in line with the rules to preserve the confidentiality of unpublished price-sensitive information and to prevent its misuse. This Policy ensures timely and adequate disclosure of unpublished price-sensitive information which would impact the price of its securities and to maintain uniformity, transference, and fairness in dealing with all stakeholders. Dosh General Insurance Company Limited (DGIC) is



committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

3. DEFINITION

- 3.01 "Company" means Desh General Insurance Company Limited or DGIC.
- 3.02 "Board of Directors" or "the Board" means the Board of Directors of Desh General Insurance Company Limited (DGIC).
- 3.03 "Policy" means this Policy titled as **"Principles (Policy) On Disclosure Of Material Information (MI) And Price Sensitive Information (PSI) "**
- 3.04 "Key Managerial Personnel" means Key Managerial Personnel (KMP) including the Managing Director, Chief Financial Officer (CFO), Company Secretary, and such other officer/s as may be prescribed by the Board of Directors.
- 3.05 Stock Exchange(s) means Dhaka Stock Exchange and the Chittagong Stock Exchange
- 3.06 Listing Regulations means Dhaka Stock Exchange (Listing) Regulation 2015 and the Chittagong Stock Exchange (Listing) Regulation 2015
- 3.07 "BSEC" means Bangladesh Securities and Exchange Commission.
- 3.08 "DSE" means Dhaka Stock Exchange PLC.
- 3.09 "CSE" means Chittagong Stock Exchange PLC.
- 3.10 "Chairman" means the Chairman of the Board of Directors of DGIC.
- 3.11 "Director" means the Board of Directors of DGIC.
- 3.12 "CEO" means the Chief Executive Officer of DGIC enjoying all the jurisdiction of MD or Managing Director as per the Companies Act of the land.
- 3.13 "Company Secretary" means the Company Secretary of the DGIC.
- 3.14 "CFO" means Chief Financial Officer of DGIC.



3.15 Words or Expressions not defined in this policy shall have the same meaning as given under the Securities and Exchange Ordinance, 1969, Bangladesh Securities and Exchange Commission Act, 1993, Financial Institution Act, 1993, the Companies Act, 1994, Depository Act, 1999, Exchanges Demutualization Act, 2013 and provisions made under the said laws. Further, in case of inconsistency between any provisions of this policy with any existing policy (ies) of the Company, provisions of Policy for determination and disclosure of Materiality of Events or Information and Price Sensitivity will prevail.

4. APPLICABILITY

4.1 **“Principles (Policy) On Disclosure Of Material Information (MI) And Price Sensitive Information (PSI)”**(the Policy) shall be applicable and binding in respect of all material events/information and price-sensitive information of the Company.

5. DISCLOSURE PROCEDURE

Information and events with sensitivity to the share price shall be disclosed to the relevant regulators in the following manner:

- i. The Company shall disclose all Price Sensitive Information (PSI) to the BSEC, DSE, and CSE within two (02) hours of the decision taken by the Board or the conclusion of the meeting, or on the day on which the matter came into its cognizance.
- ii. In case of seeking permission, approval, consent of the BSEC or other regulator on any issue related to the movement of share price, the Company shall disclose it to the BSEC, DSE, and CSE within two (02) hours of the decision taken by the Board or the conclusion of the meeting, or on the day on which the matter came into its cognizance.
- iii. The Chairman or the Chief Executive Officer or the Company Secretary shall sign the PSI document before sending it to BSEC, DSE, and CSE.
- iv. The Company shall publish another PSI on the same issue within two (02) hours of receiving the permission/consent/ approval from the regulatory authority mentioning the fact that the issue was sent to the regulatory authority earlier for permission/ consent/ approval.



- v. DGIC shall not disclose, publish, or provide any false or untrue PSI or provoke anyone to disclose the PSI that may influence the share price of the company.
- vi. The Company shall publish the PSI in an online news portal and two (02) daily newspapers (Bangla and English) that are widely circulated across the country. The PSI document can be sent through E-mail, Fax, Digital Submission Platform, Specially assigned messenger/personnel, or by courier services in some cases.
- vii. All PSI shall carry the date, time, or the date on which the matter came into the cognizance of the Company.
- viii. The Company shall upload on its website all Material Information and Price Sensitive Information and preserve the same for a minimum period of 03 (three) years.

Events/ information mentioned through the Annexures I and II to this policy shall be disclosed to the BSEC, Stock Exchange(s), and other regulatory authorities in manner specified in the policy & regulatory requirements. Further, where the Company makes disclosures to the BSEC and Stock Exchange(s), the Company will also disclose material developments, as may be decided by the Competent Authority on a regular basis.

6. OTHER PROVISIONS RELATING TO DISCLOSURES

- i. The Company shall in respect of disclosures made under the Listing Regulations make disclosures updating material development on a regular basis to the BSEC and the Stock Exchange(s), till such time the event is resolved/closed, with relevant explanations.
- ii. The Company shall develop a digital database for storing all PSI and related information.
- iii. The Company shall archive information of all beneficiaries as per the directions of the BSEC, and after which, the said information will be archived as per its Archival Policy or practice of DGIC.
- iv. In case of any amendments to the disclosures already made by the Company or those uploaded on its website, the Company shall disclose/ upload the amended content, in terms of this Policy.



- v. The Company shall provide a specific and adequate reply to all queries raised by the BSEC and the Stock Exchange(s) with respect to any material events or information.

7. DISCLOSURES ON THE WEBSITE

- 7.1 The Company shall disclose on its website all such events/information which has been disseminated to the BSEC and Stock Exchange(s) under this Policy and such disclosures shall be preserved on the website of the Company for a minimum period of three years and thereafter as per the practice followed by the Company.

8. ANNEXURES

8.1 ANNEXURE-I

List of Price Sensitive Information (PSI)

SL. No	Particulars
1.	Information related to the financial position, financial results, financial statements, and other basic information related to the Financial performance.
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.	Information related to the business extension, changes, etc.
6.	Information related to the fund management, and structural change of the fund.
7.	Any other information as defined by the BSEC as PSI through various rules, regulations, circulars, directives and Letters.
8.	Any information published by the BSEC in official gazette defining as PSI

8.2 ANNEXURE-II

List of Material Information (MI)

SL NO.	Particulars
1.	<p>Factors related to the change of financial status/statements:</p> <ul style="list-style-type: none"> 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: <ul style="list-style-type: none"> i. Earnings per share ii. Net operating cash flow per share iii. Net asset value per share; c. Significant/Material change of asset value or composition of assets; d. Any change related to the reservation of provision that is/were required (specially directed/changed) by the regulatory authority; Any change related to the change of accounting policies, etc.
2.	<p>Information related to the Corporate Declaration:</p> <ul style="list-style-type: none"> a. Any decision/resolution related to the dividend; b. Any decision/resolution related to the rights of the security holder, declaration or issue of bonus, or similar benefits; c. Information related to the benefits receivables by the investors against any corporate declaration or any other information; Change of dividend declaration policy, etc.
3.	<p>Information related to the change of Corporate Structure:</p> <ul style="list-style-type: none"> a. Acquisition or Liquidation of existing assets of DGIC at least of 05% (five percent) or higher; b. Amalgamation or merger or acquiring substantial amount of shares of other company(ies) by DGIC; c. Demerger of any associates/subsidiaries of the DGIC;



	<ul style="list-style-type: none"> d. Restructuring or liquidation of any associates/subsidiaries of DGIC; e. Change in the "Corporate Activities" of DGIC by re-organization of capital or merger ordemerger; f. Proposal of acquiring control (take-over) of other company, or the proposal of acquiring internal services of the other company by the DGIC; g. Change in ownership structure that may affect the controlling ownership of the DGIC; Change of name and address, etc. of the DGIC.
4.	<p>Information related to the change of Capital Structure:</p> <ul style="list-style-type: none"> a. Any decision/resolution related to the change of Capital Structure of DGIC including the offer of security as private offer or public offer or rights offer; b. Planned buyback or redemption of securities of DGIC; c. 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; Substantial changes of rights of security-holders of DGIC.
5.	<p>Information related to the expansion of business activities and the change of business:</p> <ul style="list-style-type: none"> a. Significant development or change of technology, production or establishment of DGIC; b. Substantial investment of capital or change of objectives of the DGIC; c. Significant agreement (new), production, patent, services, or changes of business; d. Recovery of the 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); 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 affairs issues, etc.; h. Change of category of listed security-"DGIC" in the stock exchange (s) or de-listing from the exchange(s);

	<ul style="list-style-type: none"> i. Notable "Management Contract", "Investors Relation Agreement", "Service Agreement", or any agreement related to the 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; Advance or loan to and from intra-company or subsidiary or associated company or director.
6.	<p>Loans and Advance management:</p> <ul style="list-style-type: none"> a. 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); 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; Notable loan-agreement or foreign investment agreement, etc.
7.	<p>Others-</p> <ul style="list-style-type: none"> a. Signing of any important agreement/ amendment or cancellation of the agreement (s) that is/are signed in previous years; b. Any event(s) that hamper(s) the reputation, loss/damage of any notable assets of DGIC; c. Cancellation of any project or any material change/amendment of the project; Qualified Opinion submitted by the auditor, etc.

9. MONITORING AND REPORTING

The key Managerial Personnel (KMP), as defined by the BSEC time to time, are jointly responsible to the Board for monitoring and reporting this policy.

10. MODIFICATION AND AMENDMENTS

The Board may, from time to time, make modifications and amendment(s) to these principles to the extent required due to changes in applicable laws and/or regulations or as deemed fit.