



**POLICY FOR  
DISCLOSURE OF MATERIAL INFORMATION (MI)  
AND  
PRICE SENSITIVE INFORMATION (PSI)**

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## **1. BACKGROUND**

Regulation 3(2) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 requires all issuer of listed securities to frame a policy for determination and disclosure of Material Information (MI) and Price Sensitive Information (PSI). In addition, the Regulation 33 of the Dhaka Stock Exchange (Listing) Regulations, 2015 and the Chittagong Stock Exchange (Listing) Regulations, 2015, require the issuer of listed securities to make full disclosures of all decisions particularly the Price Sensitive Information (PSI) as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 or any other rules and regulations. Accordingly, Dhaka Bank PLC. needs to frame a policy document titled The Policy for Disclosure of Material Information (MI) and Price Sensitive Information (PSI) for this purpose.

## **2. PURPOSE**

The purpose of this Policy is to determine Price Sensitive Information (PSI) and materiality of events/information, based on specified criteria as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, so that the Bank makes timely disclosure of PSI and Material events / information as well as disseminates the information on its website. The Policy thus aims at providing equal access to important information or disclosures to regulators or investors which may influence their investment decisions, and in formulating the principles of materiality based on which the Bank shall make disclosures of events or information.

## **3. DEFINITION**

- 3.1. “Bank” means Dhaka Bank PLC. or DBL.
- 3.2. “Board of Directors” or “Board” means the Board of Directors of Dhaka Bank PLC. (DBL), as constituted from time to time.
- 3.3. “Policy” means this Policy titled The Policy for Disclosure of Material Information and Price Sensitive Information (PSI).
- 3.4. “Key Managerial Personnel” means Key Managerial Personnel (KMP) including the Managing Director & CEO, Company Secretary (CS), Chief Financial Officer (CFO) and such other officers as may be prescribed by the Board of Directors from time to time.
- 3.5. Stock Exchange(s) means Dhaka Stock Exchange PLC. and the Chittagong Stock Exchange PLC.
- 3.6. Listing Regulations means Dhaka Stock Exchange (Listing) Regulations, 2015 and the Chittagong Stock Exchange (Listing) Regulations, 2015.
- 3.7. "BSEC" means Bangladesh Securities and Exchange Commission.
- 3.8. "DSE" means Dhaka Stock Exchange PLC.

- 3.9. "CSE" means Chittagong Stock Exchange PLC.
- 3.10. "Chairman" means the Chairman of the Board of Directors of DBL.
- 3.11. "Director" means the Board of Directors of DBL; so appointed time to time.
- 3.12. "MD and CEO" means the Managing Director and Chief Executive Officer of DBL
- 3.13. "Company Secretary" means the Company Secretary of the DBL.
- 3.14. "CFO" means Chief Financial Officer of DBL.
- 3.15. Words or Expressions not defined in this policy shall have the same meaning as given under the Securities and Exchange Ordinance, 1969, Bank Companies Act, 1991, Bangladesh Securities and Exchange Commission Act, 1993, Financial Institutions Act, 1993, the Companies Act, 1994, Depositories 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. KEY MANAGEMENT PERSONNEL (KMP) AUTHORIZED TO DETERMINE AND DISCLOSE PRICE SENSITIVE INFORMATION (PSI) AND MATERIAL INFORMATION (MI)**

The Key Management Personnel (KMP) of the Bank shall determine the materiality of an event or information and PSI and for the purpose of advising/making on the disclosure to the Bangladesh Securities and Exchange Commission (BSEC), Stock Exchanges and other regulators. The Board of Directors of the Bank has authorized the following Key Management Personnel ("KMPs") and other senior managerial officials of the Bank ("Authorized Personnel"/ "KMP") to determine the materiality of an event or information and PSI and to make appropriate disclosure on a timely basis to the stock exchange(s), BSEC and to other regulators:

<b>SL:</b>	<b>Designation of Key Management Personnel</b>
1	Managing Director & CEO
2	Additional Managing Director
3	Head of Internal Control and Compliance
4	Company Secretary
5	Chief Financial Officer

#### **5. APPLICABILITY**

The Policy for Disclosure of Material Information and Price Sensitive Information (the Policy) shall be applicable and binding in respect of all material events/ information and price sensitive

information of the Bank, and events/information with respect to its Subsidiary Companies which are material for the Bank.

## **6. DISCLOSURE MODALITY**

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

- i. The Bank 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 Bangladesh Bank, BSEC or other regulators on any issue related to the movement of share price, the Bank 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 Managing Director & CEO or the Company Secretary shall sign on the PSI-document before sending to BSEC, DSE, and CSE.
- iv. The Bank 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 authorities earlier for permission/ consent/ approval.
- v. DBL 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 Bank.
- vi. The Bank shall publish the PSI in an online news portal and two (02) daily newspapers (one Bangla and one English) those are widely circulated across the country. The PSI-document can be sent through E-mail, Fax, Digital Submission Platform or specially assigned messenger/peon or by courier services in some cases.
- vii. All PSIs shall carry the date, time or the date on which the matter came into the cognizance of the Bank.
- viii. The Bank shall upload on its website all Material Information and Price Sensitive Information and host 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 Bank makes disclosures to the BSEC and Stock Exchange(s), the Bank will also disclose material developments, as may be decided by the Competent Authority on a regular basis.

## **7. OTHER PROVISIONS RELATING TO DISCLOSURES**

- i. The Bank shall in respect of disclosures made under the Listing Regulations make disclosures updating material development on a regular basis to the Stock Exchange(s) and the BSEC, till such time the event is resolved / closed, with relevant explanations.
- ii. The Bank shall develop a digital database for storing all PSI and related information.

- iii. The Bank shall archive information of all beneficiaries as per the directions of the BSEC, and afterwhich, the said information will be archived as per its Archival Policy or practice of DBL.
- iv. In case of any amendments to the disclosures already made by the Bank or those uploaded on its website, the Bank shall disclose/ upload the amended content, in terms of this Policy.
- v. The Bank shall provide specific and adequate reply to all queries raised by the BSEC and the Stock Exchange(s) with respect to any material events or information.

## **8. DISCLOSURES ON THE WEBSITE**

The Bank 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 hosted on the website of the Bank for a minimum period of three years and thereafter as per the archival policy / process/ practice followed by the Bank.

## **9. MONITORING AND REPORTING**

The 'Key Management Personnel' (KMP) are jointly responsible to the Board for monitoring and reporting the implementation of this Policy.

## **10. REVIEW OF THE POLICY**

The Policy shall be reviewed pursuant to any amendments to the Listing Regulations or for any reason as deemed appropriate by the Board. The Managing Director & CEO with the assistance of KMPs of the Bank is authorized to carry out necessary changes to the Policy, as and when the same are necessitated or pursuant to any regulatory change. The aforesaid changes as approved by the Managing Director & CEO of the Bank shall be placed at the subsequent meeting of the Board for approval/ratification. Once approved/ratified by the Board of Directors of the Bank, the relevant changes shall be deemed to have come into effect from the date of approval.

## 11. 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, change, etc. if required.
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 and directives.
8.	Any information published by the BSEC in official gazette defining as PSI

## 12. ANNEXURE-II

### List of Material Information (MI)

SL. No.	Particulars
1.	<b>Factors related to the change of financial status/statements:</b> 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/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; e. Any change related to the change of accounting policies, etc.

2.	<p><b>Information related to the Corporate Declaration:</b></p> <ul style="list-style-type: none"> <li>a. Any decision/resolution related to the dividend;</li> <li>b. Any decision/resolution related to the rights of the security-holder, declaration or issue of bonus, or similar benefits;</li> <li>c. Information related to the benefits receivables by the investors against any corporate declaration or any other information;</li> <li>d. Change of dividend declaration policy, etc.</li> </ul>
3.	<p><b>Information related to the change of Corporate Structure:</b></p> <ul style="list-style-type: none"> <li>a. Acquisition or Liquidation of existing assets of DBL at least 5.00% (five percent) or higher;</li> <li>b. Amalgamation or merger or acquiring substantial amount of shares of other company(ies) by DBL;</li> <li>c. Demerger of any associates/subsidiaries of the DBL;</li> <li>d. Restructuring or liquidation of any associates/subsidiaries of DBL;</li> <li>e. Change in the "Corporate Activities" of DBL by re-organization of capital or merger or demerger;</li> <li>f. Proposal of acquiring control (take-over) of other company, or the proposal of acquiring internal services of the other company by the DBL;</li> <li>g. Change in ownership structure that may affect the controlling ownership of the DBL;</li> <li>h. Change of name and address, etc. of the DBL.</li> </ul>
4.	<p><b>Information related to the change of Capital Structure:</b></p> <ul style="list-style-type: none"> <li>a. Any decision/resolution related to the change of Capital Structure of DBL including the offer of security as private offer or public offer or rights offer;</li> <li>b. Planned buyback or redemption of securities of DBL;</li> <li>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;</li> <li>d. Substantial changes of rights of security-holders of DBL.</li> </ul>



<p>5.</p>	<p><b>Information related to the expansion of business activities and the change of business:</b></p> <ul style="list-style-type: none"> <li>a. Significant development or change of technology, production or establishment of DBL;</li> <li>b. Substantial investment of capital or change of objectives of the DBL;</li> <li>c. Significant agreement (new), production, patent, services, or changes of business;</li> <li>d. Recovery of the substantial amount of long-term bad debt;</li> <li>e. Change/ resignation/ termination of the Board of Directors, MD &amp; CEO, Chief Financial Officer (CFO), Company Secretary (CS);</li> <li>f. Change of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company;</li> <li>g. Any material verdict or order, initiation of legal proceedings, development of regulatory affairs issues, etc.;</li> <li>h. Change of category of listed security-"DBL" in the stock exchange (s) or de-listing from the exchange(s);</li> <li>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.</li> <li>j. Decision/ resolution related to the purchase or sale of any fixed asset, or BMRE or establishment of new unit;</li> <li>k. Advance or loan to and from intra-company or subsidiary or associated company or director.</li> </ul>
<p>6.</p>	<p><b>Loans and Advance management:</b></p> <ul style="list-style-type: none"> <li>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);</li> <li>b. Giving/releasing of guarantees of any substantial assets;</li> <li>c. Failure of payment of loan/liability of any bank or lender or debt-instrument, for more than six (06) months;</li> <li>d. Notable loan-agreement or foreign investment agreement, etc.</li> </ul>
<p>7.</p>	<p><b>Others-</b></p> <ul style="list-style-type: none"> <li>a. Signing of any important agreement/ amendment or cancellation of agreement (s) that is/are signed in previous years;</li> <li>b. Any event(s) that hamper(s) the reputation, loss/damage of any notable assets of DBL;</li> <li>c. Cancellation of any project or any material change/amendment of the project;</li> <li>d. Qualified Opinion submitted by the auditor, etc.</li> </ul>