

**Principles on Disclosure of Material Information & Price Sensitive
Information of Sonali life Insurance Company Limited**



**[Under Bangladesh Securities and Exchange Commission (Prohibition of Insider
Trading) Regulations, 2022]**

Share Department, Board & Company Secretariat Division.

Corporate extended office: 68/B, DIT Road, Malibagh, Dhaka-1219.

1.0 INTERPRETATIONS:

'Act' Means Bangladesh Securities and Exchange Commission Act, 1993 (Act no.15 of 1993);

'Board of Directors' Shall mean the Directors on the Board of Sonali Life Insurance, so appointed.

'Chairman' means the Chairman of the Board of Directors of Sonali Life Insurance, so appointed.

'Chief Executives' means top 5 (five) executives including Managing Director, Chief Financial Officer and Company Secretary of the Company.

'CSE' Means Chittagong Stock Exchange PLC.

'DSE' Means Dhaka Stock Exchange Limited.

'SLI' Means Sonali Life Insurance Company Limited.

'Immediate Relative' means father-mother, husband or wife, child or any such person who is financially dependent on any person or takes advice from such person regarding share transaction;

'Insider' means any person mentioned in serial no. (a) to (b) below or any such person who has relationship with the persons described in serial no. (a) to (b) below may know or can be considered as having opportunity directly or indirectly to know such information before disclosure due to his post, position or transaction. Such as:

- (a) Any directors, sponsors or promotor, significant shareholder, managing agent or their related parties or its bankers, auditors, asset valuator, credit rating company, adviser, its/their related officers or staff or immediate relative or any person or organization related to it/them of SLI.
- (b) Regulatory authority of the Company or legal authority for getting information or stock exchange, directors of self-regulatory organizations like depository companies, related officer or staff or immediate relative of his/her/them or any person or organization related to his/her/them or related parties (where it has interest) of the listed companies.

'Insider Trading' means Purchasing, selling or otherwise transfer of any security by any 'beneficiary' on the basis of undisclosed price sensitive information.

Provided that, transfer of security acquired by order of court or by way of confiscation shall not fall within this definition.

'Issuer' means Sonali Life Insurance Company Limited;

'Legal Entity' means Sonali Life Insurance Company Limited in the Companies Policy;

'Material/Significant Information' means the information that can be considered as important by a reasonable investor in making an investment decision;

'Ordinance' means Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969);

'Price Sensitive Information' means the information described in sub-rule 1 of rule 3 of Securities and Exchange Commission (Prohibition of Insider Trading) Regulations, 2022.

'Related officer or staff' means any staff, officer or responsible officer of the regulatory authority of a listed company or an exchange or a self-regulatory organization like depository company who has a legal right or opportunity to know price sensitive information.

'Related parties' shall mean the following related persons or related organizations.

1. **'Related Person'** means a person or any member of his family who alone or jointly with another person controls or exercises significant influence over an organization or is a chief executive officer or is engaged in top management of the said organization or company or its holding company.
2. **'Related Organization'** means an organization if it is belonging to other organization or is an organization of the same group related its interests or holding company, subsidiary company, subsidiary company or joint venture or both are joint ventures with a third organization of the said organization or companies are managed or controlled by the same related person individually or jointly.

‘Significant Shareholder’ means who owns 10% or more of Companies Shares;

‘Stock’ means any security transacted in the stock exchanges.

‘Stock Exchange’ means the DSE and CSE on which the securities of Company are listed.

2.0 PREAMBLE:

Sonali Life Insurance Company Limited (SLI) is dedicated to providing all relevant information about its business and financial results in timely, systematic, consistent, and balanced manner in accordance with legal and regulatory requirements.

According to SLI, accountability and transparency are essential to realizing its vision and boosting public confidence in its stakeholders. This principle reflects and reaffirms the SLI’s dedication to good governance and transparency.

In a similar vein, SLI agrees to abide by all applicable securities laws and regulations in order to fairly disclose material information to the public market while also making a commitment to keep any information pertaining to the business or affairs of its customer’s secret.

This principle has been framed in compliance with the Bangladesh Securities and Exchange Commission (Prohibition of Insider trading) Rules, 2022.

This principle shall be called **“Principle on disclosure of material information and Price sensitive information”** (hereinafter referred to as “the principles”).

This principle will address all disclosure that may be made by SLI, whether it relates to information of SLI itself or its customers.

3.0 THE OBJECTIVE OF THE PRINCIPLE IS:

- ❖ To disclose the material information and price sensitive information;
- ❖ To protect the insider trading;
- ❖ To protect the fluctuation of capital market;
- ❖ To Protect the shareholders right.

4.0 GUIDELINE FOR THE DETERMINATION OF MATERIALITY:

An event or piece of information is considered important if it has the potential to affect the regular price or value of the Company's securities. When the price or value of the Company's securities is anticipated to be influenced in the regular course due to the revelation of an event or information, such event or information is referred to as "Material."

Therefore, the following guidelines and principles shall be considered when determining the materiality of an event/information for disclosure:

A. Determination of Material Information/Event:

The Company will consider information and events to be material defined in the "Schedule-Ka" under Rule No. 3(2) of the BSEC PIT Rules 2022.

B. Procedure for Dissemination/Disclose of material information/Event:

The Company shall publish the relevant material information on its website in accordance with the policy set out in Schedule A and among the relevant information which is deemed to be Price Sensitive Information under Sub-Rule 1 shall be disclosed in accordance with Sub-Rule 6.

C. Archiving of Material Information:

The Company shall make available on its official website all published material information and events dating back more than 3 (three) years according to requirements by Rule No. 3(4) of BSECPIT Rules 2022.

5.0 GUIDELINE FOR THE DETERMINATION OF PRICE SENSITIVE INFORMATION:

The Company endeavors to preserve confidentiality and prevent the misuse of un-disclosed price sensitive information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations. Every director, officer, and employee of the Company has a duty to safeguard the confidentiality of all such information that he/she obtains in the course of the performance of official duties. Directors, Officers and Designated Person (CFO, CS, HIAC) of the Company should not use their position to gain personal benefit and shall follow the guidelines depicted hereunder:

(a) Determination of Price Sensitive Information:

The Company will consider all information as described under Rule 3 of the BSEC PIT Rules 2022 to be Price Sensitive Information.

(b) Procedure for Dissemination/Disclose of Price Sensitive Information:

The Company shall abide by the rules outlined in Rule 6 of the BSEC PIT Rules 2022 for the disclosure and distribution of price-sensitive information.

(c) Prohibition on Dissemination/Disclosure of Price Sensitive Information:

The Company will follow the prohibition(s) on dissemination/disclosure of Price Sensitive Information as prescribed under Rule 4 of the BSEC PIT Rules 2022.

(d) Archiving of Price Sensitive Information:

The Company shall make available on its official website all published material information and events dating back more than 3 (three) years according to requirements by Rule No. 3(4) of the BSEC PIT Rules 2022.

5.1 Determination of Price Sensitive Information:

1. Information related to the financial report, financial results and other basic information related to the financial performance;
 - Changes in the financial statement such as significant increase or decrease in income, expense, cash flow, receivable, payable, or assets;
 - Following information regarding the financial statements-
 - a) Earnings Per Share
 - b) Net Operating Cash flow per Share
 - c) Net Asset Value per Share.
2. Information related to dividend and corporate declarations;
 - Any decision regarding dividends;
 - Any decision regarding the issue of rights, bonuses, or similar benefits to the securities holders.
3. Information related to the change of corporate structure;
 - Merger with another company or acquisition of substantial shares of another company, etc.
 - A takeover proposal or proposal of acquisition of the internal service of any company;
4. Information related to the change of capital structure;
 - Any decision regarding changes in the capital structure of the company or any decision relating to its private offer or public offer or rights offer of the securities;
 - Any decision regarding consolidation of shares, exchange of shares, conversion of any security into equity security, or conversion of debentures into share, etc.;
5. Information related to the business extension, change, etc.;
 - Development or significant change in the technology, production, and buildings or the company.
 - Significant new contracts on products, patents, services, or business changes;
 - Delisting of security from the stock exchanges or changes the status of shares from one category to another category;
6. Information related to the company's 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; and
8. Any information published by the BSEC in official gazette defining as PSI.

6.0: TRADING PERIOD RESTRICTION:

In accordance with Section 12 of the Securities and Exchange Ordinance of 1969, no Sponsor, Director, Employee, Auditor, person engaged in audit work, advisor, legal counsel, or beneficial owner of securities shall purchase, sell, or otherwise receive or dispose of any securities of the Company between May 1 of each fiscal year and the approval of annual financials by the Board of Directors.

7.00 AUTHORIZED PERSONS TO DISSEMIANTION/DISCLOSE INFORMATION:

In order to ensure the accuracy and consistency of the Company's disclosures to relevant stakeholders, the Chairman of the Board, the Chairman of the Audit Committee, the CEO & Managing Director and the Company Secretary shall be responsible for communications on behalf of the Company; CEO & Managing Director may, from time to time, designate others to speak on behalf of the Company and respond to specific inquiries from the investment community or media. Employees who are not authorized as spokespersons are not to respond to inquiries from the investment community or media unless specifically asked to do so by an Authorized Spokesperson and as such all queries must be immediately forwarded to the Company Secretary.

8.00 REVIEW & AMENDMENTS:

The Board of Directors may review and approve revisions whenever they deem it necessary and may delegate authority to Management to resolve any questions or issues that may arise in the course of putting the principles into practice.

9.00 DISCLOSURES ON THE WEBSITE:

A copy of these principles duly approved and every amendment thereto shall promptly be published on company's official website.

10.00 MONITORING AND REPORTING:

The key 'managerial Personnel' (KMP) are jointly responsible to the Board for monitoring and reporting the implementation of this policy. "Key Managerial Personnel" means the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary (CS), and such other officer/s as may be prescribed by the Board of Director's.