

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



CENTRAL INSURANCE COMPANY LTD.

1. INTRODUCTION

Central Insurance Company Limited, being a listed company, has to comply with the regulations of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Regulations, 2022, and the guidelines issued by the Bangladesh Securities and Exchange Commission from time to time in this regard.

2. PURPOSE

As per Regulation 3(2) of the Regulations, every listed company is required to frame the Principles on Disclosure of Material Information and Price Sensitive Information. Therefore, the Company has prepared and put in place the Principles, as applicable, as per the Prohibition of Insider Trading Regulations, 2022 of the Bangladesh Securities and Exchange Commission.

3. OBJECTIVE

The objective of the principles is:

- ✚ To protect the shareholder's right;
- ✚ To protect the fluctuation of capital market;
- ✚ To protect the insider trading;
- ✚ To disclose the material information and price sensitive information.

4. DEFINITIONS

All words/terms 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 ("the Rules").

5. PRICE SENSITIVE INFORMATION

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 statement-
 1. Earnings Per Share
 2. Net Operating Cash Flow per Share
 3. 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 security 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 of 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.

5.2 Procedure for Dissemination/Disclose of Price Sensitive Information:

CICL will follow the procedure for dissemination/disclosure of Price Sensitive Information as prescribed under rule 6 of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

5.3 Prohibition on Dissemination/Disclosure of Price Sensitive Information:

CICL will follow the prohibition(s) on dissemination/disclosure of Price Sensitive Information as prescribed under rule 4 of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

5.4 Archiving of Price Sensitive Information:

As prescribed under rule 3(4) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 CICL will make available more than 3 (three) preceding years of all published Price Sensitive Information on the Company's website.

6. MATERIAL INFORMATION

6.1 Determination of Material Information/Event:

CICL will deem material information/event as prescribed under “Schedule – Ka” rule no. 3 (2) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

6.2 Procedure for Dissemination/Disclose of Material Information/Event:

CICL as an issuer company will publish all information (Material Information) except for the Price Sensitive Information, on its official website as prescribed under “Schedule – Ka” rule no. 3 (2) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

6.3 Archiving of Material Information:

As prescribed under rule 3(4) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Regulations, 2022 CICL will make available more than 3 (three) years of all published Material Information/Events on the Company’s website.

AMENDMENTS TO THE PRINCIPLES

The principles may be modified as may, in the opinion of the Board, be deemed necessary with the assistance of KMP (“Key Managerial Personnel” means the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary, and such other officer/s as may be prescribed by the Board of Directors and subsequently to be updated to the website.

DISCLOSURES ON THE WEBSITE

The company shall disclose on its website all such events/information which has been disseminated to the BSEC and Stock Exchange(s) under this Principles and such disclosures shall be posted on the website of the company for a minimum period of three years.