

Principles on Disclosure of
Material Information and
Price Sensitive Information.



The Premier Bank PLC.

Board Division

Head Office, Dhaka- 1213

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1. Preface

The Board of Directors (the “**Board**”) of The Premier Bank PLC. (the “**Bank**”) has adopted this Principles on Disclosure of Material Information and Price Sensitive Information in compliance with the Bangladesh Securities and Exchange Commission’s (Prohibition of Insider Trading) Rules 2022, Regulation 3(2). The Board has the authority to review and amend this Principles from time to time.

2. Objective

The objective of this Principles is to determine Price Sensitive Information (PSI) and Material Information (MI) based on specified criteria as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, which enables the Bank to disclose of PSI and MI as well as disseminate the information on its website for providing equal access to information or disclosures to regulators or investors which may affect their investment decisions.

This Principles has been formulated as per the requirements of the BSEC (Prohibition of Insider Trading) Regulations, 2022.

3. Definition

- 3.1 “Bank” means The Premier Bank PLC.
- 3.2 “Board of Directors” or “Board” means the Board of Directors of The Premier Bank PLC. as constituted from time to time.
- 3.3 “Principles” means this Principles titled “Principles on Disclosure of Material Information and Price Sensitive Information.”
- 3.4 “Stock Exchange(s)” means Dhaka Stock Exchange Limited and Chittagong Stock Exchange PLC.
- 3.5 “BSEC” means Bangladesh Securities and Exchange Commission.
- 3.6 “DSE” means Dhaka Stock Exchange Limited
- 3.7 “CSE” means Chittagong Stock Exchange PLC.
- 3.8 “Key Managerial Personnel” includes the Managing Director & CEO, Chief Financial Officer (CFO), Company Secretary and such other officer/s as may be prescribed by the Board of Directors.
- 3.9 “Chairman” means the Chairman of the Board of Directors of The Premier Bank PLC.
- 3.10 “Director” means the Board of Directors of The Premier Bank PLC.; so appointed time to time.
- 3.11 “Managing Director & CEO” means the Managing Director & CEO of The Premier Bank PLC.
- 3.12 “Company Secretary” means the Company Secretary of The Premier Bank PLC.
- 3.13 “CFO” means Chief Financial Officer of The Premier Bank PLC.
- 3.14 “PSI” means Price Sensitive Information of the Bank.
- 3.15 “MI” means Material Information of the Bank.
- 3.16 “Legal Entity” means The Premier Bank PLC.
- 3.17 “Issuer” means the issuer of the securities i.e. The Premier Bank PLC.
- 3.18 “Insider” means any individual as defined in the Regulation 3(2) of the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022.



- 3.19 “Insider Trading” means any unpublished price sensitive information that may influence the price of the security or found or as defined in this rules.
- 3.20 “Related Party” means any individual or his/her family members as defined in this rules.
- 3.21 “Significant Shareholder” means owner of 10% or more share of The Premier Bank PLC.
- 3.22 Words or Expressions that are not defined in this principles 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 Institution Act, 1993, the Companies Act, 1994, Depository Act, 1999, Exchanges Demutualization Act, 2013 and provision 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. List of Price Sensitive Information

This information as referred under Regulation 3(1) and Schedule Ka of the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022 will be included as Price Sensitive Information (PSI):

- 4.1 Report in respect of the financial condition of the Company, results of financial condition or any basic information in respect thereof;
- 4.2 Information related to dividend (both interim and final) and corporate declaration;
- 4.3 Information related to change in corporate structure, such as merger, demerger, acquisition, winding up, transformation or transfer related information;
- 4.4 Information related to change in capital structure;
- 4.5 Information related to expansion of business activities and changes thereof, etc.;
- 4.6 Information stipulated in any rules or regulations or order or directive or circular as Price Sensitive Information made or approved by the Bangladesh Securities and Exchange Commission (“BSEC”) from time to time;
- 4.7 Any other information determined by the Bangladesh Securities and Exchange Commission (BSEC) by notification published in the official gazette defining as PSI from time to time.

5. List of Material Information

The following events/information shall be disclosed to the Exchange(s) as Price Sensitive Information upon application of the guidance for materiality to affect the market price of the security:

5.1. Factors related to the change of financial status/statements:

- i. 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.



- ii. Comparative statements of the following information:
 - ✓ Earnings per share (EPS)
 - ✓ Net operating cash flow per share
 - ✓ Net asset value per share
- iii. Significant/Material change of asset value or composition of assets.
- iv. Any change related to the reservation of provision that is/were required (specially directed/changed) by the regulatory authority.
- v. Any change related to the change of accounting policies etc.

5.2. Information related to the Corporate Declaration:

- i. Any decision/resolution related to the dividend.
- ii. Any decision/resolution related to the rights of the security-holder, declaration or issue of bonus, or similar benefits.
- iii. Information related to the benefits receivables by the investors against any corporate declaration or any other information.
- iv. Change of dividend declaration policy etc.

5.3. Information related to the change of Corporate Structure:

- i. Acquisition or Liquidation of existing assets of the Bank at least of 05% (five percent) or higher.
- ii. Amalgamation or merger or acquiring substantial amount of shares of other company(ies) by the Bank.
- iii. Demerger of any subsidiaries of the Bank.
- iv. Restructuring or liquidation of any subsidiaries of the Bank.
- v. Change in the "Corporate Activities" of the Bank by re-organization of capital or merger or demerger.
- vi. Proposal of acquiring control (take-over) of other company, or the proposal of acquiring internal services of the other company by the Bank.
- vii. Change in ownership structure that may affect the controlling ownership of the Bank and
- viii. Change of name and address, etc. of the Bank.

5.4. Information related to the change of Capital Structure:

- i. 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.
- ii. Planned buyback or redemption of securities of the Bank.
- iii. 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.
- iv. Significant changes of rights of security-holders of the Bank etc.



5.5. Information related to the expansion of business activities and the change of business:

- i. Any change or substantial development of technology or establishment of the Bank.
- ii. Any substantial investment of capital or change of objectives of the Bank.
- iii. Significant agreement (new), patent, services, or changes of business.
- iv. Recovery of the substantial amount of long-term bad debt.
- v. Change/resignation/termination of the Board of Directors, MD & CEO, Chief Financial Officer (CFO), Company Secretary (CS) of the Bank.
- vi. Change of Statutory Auditor or Corporate Governance Compliance Auditor, CreditRating Company of the Bank.
- vii. Any material verdict or order, initiation of legal proceedings, development of regulatory affairs issues etc.
- viii. Change of category of the Bank in the stock exchange (s) or de-listing from the exchange(s).
- ix. Substantial "Management Contract", "Investors Relation Agreement", "Service Agreement", or any agreement related to the Related Party Transaction that may affect the financial statement significantly.
- x. Decision/resolution related to the purchase or sale of any fixed asset, or BMRE or establishment of new unit/subsidiary.
- xi. Substantial advance or loan to and from intra-company or subsidiary or associated company or director etc.

5.6. Information related to Debt management:

- i. Borrowing and repayment of 25% or more of the paid-up capital or net asset value, whichever is higher;
- ii. Encumbrance or discharge of significant assets;
- iii. Failure to pay any bank or creditor or letter of credit (LC) or debt obligation or debt for more than 6 (six) months;
- iv. Significant new loan agreements; and
- v. Foreign loan agreement or investment agreement, etc.

5.7. Others

- i. Signing of any important agreement/amendment or cancellation of agreement (s) that is/are signed in previous years.
- ii. Any significant loss of notable assets of the Bank or any event which may adversely affect the image of the Bank.
- iii. Cancellation of any project or any material change/amendment of the project.
- iv. Qualified Opinion submitted by the auditor, etc.



6. Disclosure Modality of Price Sensitive Information

The Bank shall disclose its Price Sensitive Information (PSI) to the concern regulators in the following manner:

- 6.1. All Price Sensitive Information (PSI) of the bank to be disclosed to the BSEC, DSE, and CSE within 02 (two) hours of the decision taken by the Board or at the conclusion of the meeting, or on the day on which the matter came into its cognizance.
- 6.2. In the event of seeking permission, approval, consent of the Bangladesh Bank, BSEC or other regulator 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 at the conclusion of the meeting, or on the day on which the matter came into its cognizance.
- 6.3. The Bank shall publish another PSI on the same issue within two (02) hours of receiving the decision/permission/ consent/ approval from the regulatory authority mentioning the fact that the issue was sent to the regulatory authority earlier for permission/ consent/ approval.
- 6.4. The Chairman or the Managing Director & CEO or the Company Secretary shall sign on the PSI-document before sending to BSEC, DSE and CSE.
- 6.5. The Bank shall publish the PSI in 01 (One) online news portal and two (02) widely circulated daily newspapers (Bangla and English).
- 6.6. The Bank will publish the PSI & MI in simple and lucid language for the convenience of better understanding of the concerned stakeholders.
- 6.7. The Bank shall upload all Material Information and Price Sensitive Information in its website and host the same for a minimum period of 03 (three) years and preserve them in a digital database in accordance to sequential order.

7. Disclosure on the website

The Bank shall disclose all PSI & MI which has been disseminated to the BSEC and Stock Exchange(s) under this principles on its official website.

8. Monitoring and Reporting

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

9. Review of the principles

The Board of Directors may review and approved revisions/amendments whenever they deem fit necessary to resolve any issues that may arise in the course of putting the principles in practice.

