



Nitol Insurance Company Limited

Head Office, Dhaka

Principles of Disclosure of Material Information and Price Sensitive Information

(উল্লেখযোগ্য তথ্য এবং মূল্য সংবেদনশীল তথ্য প্রকাশ নীতিমালা)

1. PREAMBLE

The Board of Directors of Nitol Insurance Company Limited has adopted a Policy named “Principles of Disclosure of Material Information and Price sensitive information” as per Bangladesh Securities and Exchange Commission (insider trading prohibition) rules, 2022 which was published Gazette Notification No. BSEC/CMRRCD/2021-396/52/Admin/140, Dated 30 January, 2023.

2. PURPOSE

The purpose of the Principles is to determine the nature of Price Sensitive and Material Information, which Nitol Insurance Company Limited will disclose or disseminate to the Regulators and investors through approved methods of disclosures, as required and as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) rules, 2022.

3. APPLICABILITY

The Principles shall be applicable and binding in respect of all material events/ information and price sensitive information in regard to the operations of Nitol Insurance Company Limited.

4. DEFINITIONS

All words or expressions used 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.

5. AMENDMENTS TO THE PRINCIPLES

The Board of Directors shall have the power to approve future amendments to the Principles and authorize the Management to clarify and interpret in connection with the effective execution of the Principles.

6. PUBLICATION OF PRICE SENSITIVE INFORMATION AND MATERIAL INFORMATION

Nitol Insurance Company Limited shall publish all Price Sensitive Information and Material information within 2 (two) hours of the closing of Board meeting to the Exchanges and Commission through email or fax or any digital platform of special messenger or courier service and subsequently send the same as hard copy to the regulator in accordance with procedure as laid down in Rule-6 and Schedule-ka of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

7. DISCLOSURES ON THE WEBSITE

Nitol Insurance Company Limited shall disclose on its website all Price sensitive and Material information and such disclosures shall be uploaded in the website of Nitol Insurance Company Limited for a minimum period of the last three preceding years.

8. RESTRICTION TO PROVIDE OF PRICE SENSITIVE INFORMATION

Except as required by any other law for the time being in force, or the articles of association of the company or any other regulations applicable to Nitol Insurance Company Limited, unpublished Price Sensitive Information shall not be disclosed or provided to anyone else.



9. PRICE SENSITIVE INFORMATION (PSI)

1. Information related to financial position, financial results, and other basic information related to financial performance.
2. Information related to dividend and corporate announcements.
3. Information related to change of corporate structure (i.e. amalgamation, merger, de-merger, re-structuring, acquisition, winding up, transfer, and transformation, etc.)
4. Information related to changes in capital structure.
5. Information related to business extension, changes, etc.
6. Information related to fund management, and structural change thereof.
7. Any information, defined by the BSEC as PSI, through various rules, regulations, circulars and directives.
8. Any information, published by the BSEC in its official gazette, defined as PSI.

10. MATERIAL INFORMATION (MI)

1. Factors related to the change of financial status/statements:
 - 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 change in assets value or composition of assets.
 - d. Any changes related to Reserve provisions required as per special requirements of the regulatory authority.
 - e. Any change related to the change of accounting policies, etc.
2. Information related to the Corporate Declaration:
 - a. Any decision related to dividends.
 - b. Any decision related to the rights of the security-holders, declaration, or issue of bonus, or similar benefits.
 - c. Corporate declaration or any Information related to benefits receivables by the investors.
 - d. Changes in dividend declaration policy, etc.
3. Information related to the change of Corporate Structure:
 - a. Acquisition or Liquidation of existing assets of Nitol Insurance Company Limited to the extent of 5% (five percent) or higher
 - b. Amalgamation or merger or acquisition of substantial number of shares of other company (ies) by Nitol Insurance Company Limited
 - c. Demerger of any associates/subsidiaries (if any) of Nitol Insurance Company Limited
 - d. Restructuring or liquidation of any associates/subsidiaries (if any) of Nitol Insurance Company Limited
 - e. Change in the corporate activities of Nitol Insurance Company Limited by re-organization of capital or merger or demerger.
 - f. Proposal for acquiring control (take-over) of another company, or proposal for obtaining internal services of another company by Nitol Insurance Company Limited.
 - g. Change in ownership structure that may affect the controlling ownership of Nitol Insurance Company Limited.
 - h. Change of name and address, etc. of Nitol Insurance Company Limited.



4. Information related to the change of Capital Structure:
 - a. Any decision related to a change of Capital Structure of Nitol Insurance Company Limited, including private, public or rights offer.
 - b. Planned buyback or redemption of securities of Nitol Insurance Company Limited.
 - c. Decision 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.
 - d. Substantial changes of rights of security-holders of Nitol Insurance Company Limited

5. Information related to the expansion of business activities and change of business:
 - a. Significant development or change of technology, production or establishment of Nitol Insurance Company Limited.
 - b. Substantial investment of capital or change of objectives of Nitol Insurance Company Limited.
 - c. Significant new agreement, production, patent, services, or changes of business.
 - d. Recovery of 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) of Nitol Insurance Company Limited.
 - 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 issues, etc.
 - h. Change of category of listed security-"Nitol Insurance Company Limited" in the stock exchange (s) or de-listing from the exchange(s).
 - i. Notable "Management Contract", "Investors Relation Agreement", "Service Agreement", or any agreement related to 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.
 - k. Advance or loan to and from intra-company or subsidiary or associated company or director (if applicable).

6. Loans and Advance management:
 - a. Information related to loan received or payment of advance on the basis of (25% or higher) 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.
 - d. Notable loan agreement or foreign investment agreement, etc.

7. Others:
 - a. Signing of any important agreement/ amendment or cancellation of agreement (s) that was (were) signed in previous years.
 - b. Any event(s) that hamper(s) the reputation, loss/damage of any notable assets of Nitol Insurance Company Limited.
 - c. Cancellation of any project or any material change/amendment of the project.
 - d. Qualified Opinion submitted by the auditor, etc.