



**Dutch-Bangla Bank Limited**

**Policy on**

**“Disclosure of Material Information  
and Price Sensitive Information”**



# Dutch-Bangla Bank Limited

## Policy on Disclosure of Material Information and Price Sensitive Information

### Introduction

This policy is drafted in compliance with gazette notification dated January 30, 2023 on Securities and Exchange Commission Rules (Insider Business Prohibition)-2022 and Bangladesh Securities & Exchange Commission (BSEC) Directive No. BSEC/CMRRCD/2021-396/217 dated February 08, 2023. Pursuant to the BSEC Directive, the issuer (Bank) shall formulate a Policy on Disclosure of Material Information and Price Sensitive Information, which shall be adequately published/ disclosed in the website of the Bank.

### Purpose

The purpose of the policy is to comply with the Directives of Bangladesh Securities & Exchange Commission (BSEC). The parameters set out in the policy are applicable for disclosure of Material Information and Price Sensitive Information.

### Price Sensitive Information

The Bank shall consider as Price Sensitive Information: the information directly related to the market price of the share/ security or the information that may be considered as a catalyst to decision-making of the prospective investors. Besides the Price Sensitive Information, the Bank shall also publish the following information in their official website:

#### **(1) Any Catalyst on changes of financial indicators, e.g.:**

- (a) Any changes in the Financial Statements, e.g. any significant increase/ decrease in income, expenditure, cash flow, receivables, assets or liabilities, as well as any sort of revaluation of any of its assets, or any comments/ explanation in this regard.
- (b) Comparative information of the following components of financial statements, e.g.
  - (i) Earnings Per Share (EPS); (ii) Net Operating Cash Flow Per Share (NOCFPS); (iii) Net Asset Value (NAV) per share etc.
- (c) Any significant changes in the Assets value or Assets Composition of the Bank.
- (d) Any special instruction or changes of any existing/ previous instructions from the regulatory bodies of the Bank regarding maintaining of provision.
- (e) Any changes in the Accounting Policy of the Bank.

**(2) Information on Corporate Declaration, e.g.:**

- (a) Any Decision on Dividend.
- (b) Any Declaration/ Decision on issuance of Right Share, Bonus Share or Issuance of the same.
- (c) Corporate Declaration on the entitlement of Investors or any other information.
- (d) Any changes in the Dividend Distribution Policy.

**(3) Information on Changes in Corporate Structure of the concerns, e.g.**

- (a) Acquisition or Liquidation of 5% or more of the existing Asset Value of the Company.
- (b) Merger of any other company(ies) with the Company (Bank) or Acquisition or Takeover of significant number of shares of other company(ies).
- (c) Demerger of any Unit(s) of the Company.
- (d) Liquidation or Transformation/ Conversion of Any Unit(s) of the Company.
- (e) Changes in the Corporate Structure of the Company through Capital Re-organization/ Merger/ Demerger.
- (f) Proposals(s) for Takeover of any other Company or Acquisition of internal service.
- (g) Change(s) in ownership structure that can influence the control of the Company.
- (h) Change(s) in Change of Name or address etc.

**(4) Information on Changes in Capital Structure, e.g.:**

- (a) Any decision on the Private or Public or Rights Offer of the Security and/ or Change(s) in Capital Structure of the Company.
- (b) Any planned Buy back or Redemption of Security or Fund Units.
- (c) Any sort of Consolidation, Transfer of Shares, Transformation of any (other) Security into Equity Security or Conversion of Loans into Shares/ Securities of the Company.
- (d) Any significant change(s) on the rights of the Security holders.

**(5) Information on the expansion/ changes of the business activities, e.g.:**

- (a) Any significant development or changes in the area of technology/ production/ establishment.
- (b) Significant capital investment/ injection of capital or changes of objective (scope) of the company.
- (c) Engagement in Significant new contracts, production, patent, service or changes in business of the Company.
- (d) Significant development in Recovery of bad debts.

- (e) Any sort of changes in the Board of Directors, including resignation/ termination/ changes of the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary etc.
- (f) Changes of Statutory Auditors, Corporate Governance Compliance Auditor, or the Credit rating Company.
- (g) Any inception of legal proceedings/ or development of regulatory affairs or any significant judgment or Order from the Court of Law.
- (h) Delisting of the Security/ Fund from the Stock Exchange(s) or Change of Category of Trading (From one category to another).
- (i) Significant Management Contract, Investors' Relation Agreement, Service Agreement or Related Party Transaction that can highly influence the Financials of the Company.
- (j) Decision on Acquisition/ Liquidation (Sell or Buy) of any Fixed Assets or any decision of BMRE or establishment of New Plant(s)/ Unit(s) of the Company.
- (k) Any sort of intra-company Advance or Lending/ Borrowing among the subsidiaries or associate concerns or Lending/ Borrowing with the Directors of the Company.

**(6) Information on Loan Management, e.g.:**

- (a) Lending/ Borrowing of 25% or more of either Paid Up Capital or Net Asset Value of the company, whichever is higher.
- (b) Mortgage or Redemption of significant assets.
- (c) Failure to repay the liabilities of any Bank(s), Debtors or the liabilities of any sort of Letter of Credit after 6 (six) months of expiry.
- (d) Significant new Loan Contract.
- (e) Any sort of Foreign Loan Contract or Investment Contract.

**(7) Information on changes in Fund Management & Structure, e.g.:**

- (a) Enhancement/ Reduction of the tenure of Fund.
- (b) Liquidation of Fund.
- (c) Transformation of Fund.
- (d) Investment of 10% or more in a single security.
- (e) Profit/ Loss from encashment of significant investment.
- (f) Changes of the Structure of Trustee of Fund or change in Trust Deeds.

**(8) Other issues, e.g.:**

- (a) Signing of any significant Contract or Cancellation/ Amendment of any earlier executed or declared Contract.

- (b) Any significant Loss or Damage of Assets of the Company/ Issuer or any defaming incident that can damage the image of the company.
- (c) Cancellation of any project(s) declared earlier or any significant amendment brought therein.
- (d) Submission of any Qualified Statement from the Auditor of the Issuer/ Fund.

### **Amendments/ Modifications**

To the extent any change/ amendment is required in terms of any applicable law or change in regulations, the regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with the law of the land. Such amended policy shall be placed before the Board for approval.

### **Disclosure Policy**

The Policy on Disclosure of Material Information and Price Sensitive Information shall be available on the Bank's website.