



**UTTARA BANK PLC.**

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

Version 1.0

Dhaka, Bangladesh

January 2024

# **DISCALIMER**

In accordance with Regulation contained under section 3(2) of BSEC (Prohibition of Insider Trading) Regulation, 2022, Uttara Bank PLC. developed a policy on the Principles of Disclosure of Material Information and Price Sensitive Information.

## **Introduction**

Uttara Bank PLC., 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.

## **Purpose and Objective**

The objective of this policy is to identify Material Information (MI) and Price Sensitive Information (PSI) on the basis of criteria outlined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Regulations, 2022 and accordingly allows the bank to disclose MI and PSI and disseminate the information on its website to give regulators and investors equal access to information or disclosures that may affect their investment decision and perception.

## **Scope**

All material events/information and PSI pertaining to the Bank as well as to its subsidiary companies that are material for the Bank, shall be subject to and governed by the Principles on Disclosure of Material Information and Price Sensitive Information Policy.

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## **Material Information and Price Sensitive Information**

The information, either material or price sensitive, required to be disclosed is divided into the following two categories as specified in the Regulations:

- a) The information as referred to under Regulation 3(1) and Schedule Ka of Regulations and reproduced below in English will be included as Price Sensitive Information:
- (i) Report in respect of the financial position, financial performance or any basic information in respect thereof;
  - (ii) Information relating to dividend and corporate declarations;
  - (iii) Information relating to changes in corporate structure; namely- Merger, Demerger, acquisition, disposal, conversion or transfer;
  - (iv) Information regarding changes in capital structure;
  - (v) Information relating to business expansion, change etc. if required.
  - (vi) Information relating to the fund management, structural change of the fund etc.
  - (vii) Any other rules or regulations or order or instructions or circular/notification prescribed as Price Sensitive Information made or approved or issued by the Commission;
  - (viii) Any other information determined by the Commission by notification published in the Official Gazette from time to time.

- b) The information as referred to under Schedule Ka of Regulations and reproduced below in English will be included as Material Information:

### **1. Factors related to changes in financial conditions, such as:-**

- a. Changes in financial statements, such as significant reductions or increases in income, expenses, cash flows, receivables, liabilities or assets, etc. and any information related to significant changes on value of the assets due to revaluation;
- b. The following comparative information in the financial statements:
  - (i) Earnings per share/unit;
  - (ii) Net operating cash flow per share/unit;
  - (iii) Net asset value per share/unit;
- c. Material changes in the value or composition of assets of the Bank;
- d. Any special instructions or any modification of any special instructions previously given by the regulatory authority relating to maintain of provisions; and
- e. Any changes in the accounting policies of the Bank, etc.

**2. Information relating to corporate announcements, such as:-**

- (a) Any decision relating to dividend;
- (b) Decision for issuance of rights share to security-holders, issuing bonus or giving similar other privilege;
- (c) Corporate declaration or other information relating to the receivables of investors; and
- (d) Changes in dividend distribution policy, etc.

**3. Information regarding changes in corporate structure, such as:-**

- (a) Acquisition or disposal of any assets of 5% or more of the existing assets;
- (b) Merger with another company or substantial acquisition of any company and acquisition of shares, etc.;
- (c) Demerger of any unit of the Bank;
- (d) Conversion or winding up of any unit of the Bank;
- (e) Changes of corporate activities through capital reorganization or merger or demerger;
- (f) Proposal to take over the authority of a company or acquisition of internal services;
- (g) Change of ownership which may affect the control of the Bank; and
- (h) Change of name or address, etc.

**4. Information regarding changes in capital structure, such as:-**

- (a) Any decision relating to private or public or rights offer of securities or changes in its capital structure;
- (b) Systematic repurchase or redemption of securities or units of the Fund;
- (c) Any decision relating to consolidation of shares, exchange of shares, conversion of any security into equity security or conversion of debentures into shares; and
- (d) Significant changes relating to the rights of security-holders, etc.

**5. Information relating to expansion, change etc. of business activities, such as:-**

- (a) Any significant development or change relating to the Bank's technology, production or establishment;
- (b) Significant capital investment or significant change in the purpose of the Bank;
- (c) Significant new contracts, product, patent, service or business changes;
- (d) Significant realization of long-term unpaid funds/receivables;
- (e) Changes or resignation or demotion in the Board of Directors including CEO, CFO and Company Secretary;
- (f) Changes of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company;

- (g) Initiation of legal proceedings or development of regulatory matters or any significant judgments or orders;
- (h) Delisting from the stock exchange or changing from one category to another;
- (i) Any significant management contract, investor relations agreement, service agreement, or related party transaction that could materially affect the financial statements;
- (j) Information relating to the decision of purchase and sale of any fixed asset or renovation or development or expansion (BMRE) of plant or machinery or establishment of new units; and
- (k) Significant advances between inter-company or subsidiary or associate entities; or giving or receiving loans or exchanging loans with directors, etc.

**6. Information relating to debt/credit management, such as:-**

- (a) Borrowing and repayment of 25% or more of paid-up capital or net assets, whichever is higher;
- (b) Encumbrance or discharge of significant assets;
- (c) Failure to pay any bank or creditor or debt obligation or debt for a period exceeding 06 (six) months;
- (d) Significant new debt/credit agreements; and
- (e) Foreign credit agreement or investment agreement, etc.

**7. Information relating to fund management and structure changes, such as:-**

- (a) Extension- reduction of tenure of the Fund;
- (b) Liquidation of funds;
- (c) Conversion of funds;
- (d) Investment of 10% or more of the Fund in any single security;
- (e) Profit or loss on financing any significant investment; and
- (f) Formation of trustees of the fund, any change in the trust deed, etc.

**8. Others, such as:-**

- (a) Signing of any material agreement or cancellation or substantial modification of previously announced/signed agreement;
- (b) Loss of any substantial assets of the Bank or any event affecting its reputation;
- (c) Cancellation or substantial modification of any scheme previously announced; and
- (d) Submission of qualified report by auditor of the Bank, etc.



## **Disclosures on the Website**

The Bank shall disclose on its website all such events/information which has been disseminated to the BSEC and Stock Exchange(s) under this Policy and such disclosures shall be hosted on the website of the Bank for a minimum period of three years and thereafter as per the archival policy / process/ practice followed by the Bank.

## **Review of the policy**

This policy shall be reviewed by the Board of Directors as and when required subject to any subsequent amendment or modification in the regulations from time to time updated by the BSEC and/or any applicable law shall automatically apply to this policy.

## **Annure-1: Abbreviation**

Bank	-	Uttara Bank PLC.
Board of Directors	-	Board of Directors of Uttara Bank PLC.
BMRE	-	Balancing, Modernization, Rehabilitation and Expansion.
CEO	-	Chief Executive Officer of the Bank
CFO	-	Chief Financial Officer of the Bank
Company Secretary	-	Secretary of the Bank.
MI	-	Material Information
PSI	-	Price Sensitive Information
BSEC	-	Bangladesh Securities & Exchange Commission
Applicable laws	-	Country's laws which may be updated or rejuvenated from time to time.