



ফেডারেল ইন্স্যুরেন্স কোঃ লিঃ  
**FEDERAL INSURANCE COMPANY LTD.**

Navana D.H Tower (6th Floor)  
6 Panthapath, Dhaka- 1215, Bangladesh  
Tel :02223374054-55, 02223374064  
02223374066, 02223374068-69  
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**Principles on  
Disclosure of Material Information (MI)  
and  
Price Sensitive Information (PSI)  
of  
Federal Insurance Company Limited**

**PREAMBLE:**

Federal Insurance Company Limited (hereinafter referred to as “FICL”) is committed to providing timely, orderly, consistent, and balanced disclosure of all material information about its business and financial results on a non-selective basis consistent with legal and regulatory requirements. FICL believes that transparency and accountability are fundamental to fulfilling its vision and to strengthening public trust in its stakeholders. This Principle reaffirms and reflects the FICL's commitment to transparency and the promotion of good governance.

Likewise, FICL commits to compliance with applicable securities laws and regulations to provide fair disclosure of material information to the public marketplace while simultaneously undertaking not to disclose any information relating to the business or affairs of its customers. The board of directors of FICL has adopted a policy named “principles of disclosure of material information and price sensitive information” (hereinafter referred to as “the principles”) in line with the Bangladesh Securities and Exchange Commission (insider trading prohibition) rules, 2022 i.e. BSEC/CMRRRCD/2021-396/52/admin/140, gazette notification dated 30 Jan 2023.

This Principle shall be called “Principles on Disclosure of Material Information and Price Sensitive Information”. This Principle will address all disclosures that may be made by FICL, whether it relates to information of FICL itself or its customers.

**OBJECTIVE:**

The purpose of the policy is to disclose Price Sensitive Information (PSI) and materials information based on specified criteria as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, So FICL disclose the materials information and PSI as well as published the information on its website timely. The main aims of the policy are to providing equivalent entrance to vital disclosures to regulators or investors which may affect their investment decisions, and in formulating the principles of materiality based on which the bank shall make disclosures of events or information. Another purpose of this policy is to protect shareholders rights, fluctuation of capital market and insider trading.





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### **FICL** 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”). Material Information and Price-Sensitive Information for Which the Company will disclose:

### **Price Sensitive Information (PSI):**

The following matter shall consider as price sensitive information, namely:-

1. Information related to change in financial position, financial performance or any basic information and any significant change in the value of assets. (e.g. EPS, NOCFPS, NAV etc.)
2. Information relating to dividend and corporate declarations.
3. Information relating to change in corporate structure; namely- Merger, Amalgamation, Demerger, re-structure, acquisition, disposal, conversion or transfer, winding up and transformation etc.
4. Information regarding changes in capital structure.
5. Information related to business expansion, any change in operations, etc.
6. Information related to fund management, and structural change thereof.
7. Any information published by the BSEC in its official gazette, defined as PSI.
8. Any other rules or regulations or orders or instructions or circular/notification prescribed as price sensitive information made or approved or issued by the Commission.

### **Material Information (MI)**

The following information shall be considered as material information:

#### 1. Factors changing of financial statements/status:

- ❖ Any significant change of assets and liabilities, profits or losses, cash flow, receivables, significant change of assets and liabilities, significant changes of revaluation of assets related information statements or comments.
- ❖ The following Comparative statements in the financial statement: Earnings per share (EPS), Net operating cash flow per share (NOCFPS) & Net assets value per share.
- ❖ Any Changes value or composition of assets of the FICL.
- ❖ Any change related to change of accounting policies.

#### 2. Corporate announcements relating information, such as:

- ❖ Dividends related any change.
- ❖ Any decision related to the rights to the security-holders, declaration, or issue of bonus or similar benefits.
- ❖ Corporate declaration relating to the receivables of investors; and





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- ❖ Changes in dividend distribution policy.

3. Information regarding changes in corporate structure:

- ❖ Acquisition or disposal of any assets of 5% or more of the existing assets;
- ❖ Information of any merger with another Company's or acquisition of shares, etc,
- ❖ Changes of corporate activities through capital reorganization or merger or demerger,
- ❖ Proposal to take over the authority of a company or acquisition of internal service,
- ❖ Change of ownership which may affect the control of the company.
- ❖ Change of Company name or address etc.

4. Information change regarding the Capital structure:

- ❖ Any changing of capital structure of Company including private or public or rights offer,
- ❖ Methodical repurchase or redemption of securities or units of the Fund.
- ❖ Any decision relating to consolidation of any shares, exchange/transfer of shares, conversion of any security into equity security or conversion of debentures into shares.
- ❖ Muscular change of rights of security-holder of FICL.

5. Information related to business expansion, change in activities, such as-

- ❖ Significant change in agreement, service or business, production or establishment structure.
- ❖ Significant development or change of technology or service system and inauguration of new business.
- ❖ Substantial investment of capital or change of objective.
- ❖ Change, resignation or termination of Managing Director/Chief Executive Officer (CEO), CFO, Company Secretary and Board of Directors.
- ❖ Change in statutory Auditor, Corporate Governance Compliance Auditor or Credit Rating Company.
- ❖ Stating of any legal proceedings, developments in regulatory affairs or any significant court order.
- ❖ Change of category of listed security,
- ❖ Any management contract, investor relations agreement, service agreement, or related party transaction which can significantly influence the financial statements,
- ❖ Decision/resolution related to the purchase or sale of any fixed asset, or BMRE or establishment of new unit.
- ❖ Significant intercompany transaction, advances or loans given to or taken from subsidiary or sister concern or directors.

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





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- ❖ Borrowing or repayment of debt worth 25% or more of paid up capital or net asset value, whichever is higher
- ❖ Encumbrance or discharge of significant assets,
- ❖ Defaulting on any debt for more than 06 (six) months,
- ❖ Notable loan agreement or foreign investment agreement, etc.

## 7. Others:-

- ❖ Signing of any important agreement/ amendment or cancellation of agreement (s) that was (were) signed in previous years.
- ❖ Any event(s) that hamper(s) the reputation, loss/damage of any notable assets of FICL.
- ❖ Cancellation of any project or any material change/amendment of the project.
- ❖ Qualified Opinion submitted by the auditor, etc.

## Disclosure on the website:

The Company (FICL) 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 Federal Insurance Company Limited within that time.

## Amendment or Review:

The Board of Directors shall have the rights to approve the amendments and authorize the management to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of the principles.

Chairman

Federal Insurance Co. Ltd.