



ডেল্টা লাইফ ইনসিওরেন্স কোম্পানী লিমিটেড

Delta Life Insurance Company Limited

Principles on Disclosure of Material Information and Price Sensitive Information

I) INTRODUCTION:

This Policy shall be called 'Principles on disclosure of Material Information and Price Sensitive Information' (hereinafter referred to as "the policy") of Delta Life Insurance Company Limited (hereinafter referred to as "Delta Life").

The policy has been prepared in compliance with the Bangladesh Securities and Exchange Commission's (Prohibition of Insider Trading) Rules, 2022, which inter-alia, requires every listed company to disclose the Material Information and Price Sensitive Information of the company to the Stock Exchanges and the Bangladesh Securities and Exchange Commission and other stakeholders.

II) OBJECTIVES:

These Principles are to provide an overarching governance framework for the determination of materiality and price sensitive information in accordance with the Bangladesh Securities and Exchange Commission's (Prohibition of Insider Trading) Rules, 2022, and to ensure that all investors have equal access to material information that may affect their investment decisions and that such information is adequately disseminated in a fair and timely manner. Delta Life shall make timely disclosures of the event or price sensitive information to the exchange(s) and commission, at the time of occurrences of the event or information and where applicable.

III) DEFINITIONS:

All words or terms in these principles shall have the same meaning as assigned to them under the Bangladesh Securities and Exchange Commission's (Prohibition of Insider Trading) Rules, 2022.

IV) MATERIAL INFORMATION:

The following event or information will be treated as material information, as per the guidelines of Bangladesh Securities and Exchange Commission's (Prohibition of Insider Trading) Rule, 2022:

- 1) Events related to changes in financial status or financial results or and related fundamental information: -
 - a) Change in the financial statement such as revaluation of the maximum or significant assets or any information or statements or comments relating to the significant level of increase or decrease of assets of the company;
 - b) A significant change in the asset value or asset mix of the company;



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- c) Any special instructions or modification of any special instructions previously given by the regulatory authority of the company regarding the retention of provisions; and
- d) Any change in the accounting policy of the company.
- 2) Information regarding corporate declaration, such as: -
 - a) Corporate declaration on investors' eligibility or any other information; and
 - b) Changes in dividend distribution policy, etc.
- 3) Information regarding changes in corporate structure, such as: -
 - a) Acquisition or disposal of any assets, which is 5% or more of the existing assets;
 - b) Demerger of any unit of the company;
 - c) Conversion or liquidation of any unit of the company;
 - d) Changes in the corporate activities through capital reorganization or merger or demerger;
 - e) Proposal of takeover of any company or takeover of internal services of other company;
 - f) Change of ownership of the company, which may affect the control of the company; and
 - g) Change of name or address, etc.
- 4) Information regarding changes in capital structure, such as: -
 - a) Planned repurchase or redemption of the securities of the company; and
 - b) Significant changes in the right of security holders, etc.
- 5) Information regarding expansion and changes in business activities, etc. such as: -
 - a) Significant capital investment or significant change in the purpose of the organization;
 - b) Significant realization of long-term outstanding funds;
 - c) Change or resignation or termination of any Member of the Board including Managing Director, CEO, CFO & Company Secretary;
 - d) Changes of Statutory Auditor, Corporate Governance Compliance Auditor, and Credit Rating Company;
 - e) Commencement of legal proceedings or development of regulatory matters or any relevant significant judgment or order;
 - f) Any significant management contract, investor relations agreement, service agreement, or related party transaction that could materially affect the financial statements;
 - g) Information relating to the decision of sale or purchase of any fixed assets or renovation or development or BMRE of the company; and



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- h) Significant advances or loans within the inter-companies or subsidiaries or associates company or transaction of the loan with the Directors, etc.
- 6) Information related to debt management, such as: -
 - a) Borrowing and repayment of 25% or more of the paid-up capital or net asset value, whichever is higher;
 - b) Encumbrance or discharge of significant assets;
 - c) Failure to pay any bank or creditor or letter of credit (LC) or debt obligation or debt for more than 6 (six) months;
 - d) Significant new loan agreements.
- 7) Others; such as: -
 - a) The signing of any important agreement or cancellation or substantial modification of previously announced or signed agreement;
 - b) Loss of any significant assets of the company or the issuer or any event that tarnishes its image;
 - c) Cancellation or substantial modification of any previously announced project; and
 - d) Submission of qualified report by the auditor of the issuer etc.

V) MATERIAL INFORMATION DISCLOSURE GUIDELINES:

According to rule no. 3 (3) of Bangladesh Securities and Exchange Commission's (Prohibition of Insider Trading) Rules, 2022 dated December 28, 2022, all the material information of the company will be published on its official website as soon as the events occur. According to rules 3(4), Delta Life shall maintain or keep available all the published material information for at least 3 (three) years from the date of its disclosure.

VI) PRICE SENSITIVE INFORMATION (PSI)

The following event or information will be treated as Price Sensitive Information, as per the previous circular of BSEC as well as its (Prohibition of Insider Trading) Rules, 2022:

- 1) Events related to changes in financial status or financial results or and related fundamental information:
 - a) Changes in the financial statement such as significant increase or decrease in income, expense, cash flow, receivable, payable, or assets;
 - b) Following information regarding the financial statement-
 - Earnings Per Share
 - Net Operating Cash Flow per Share
 - Net Asset Value per Share

(The above requirements could be finalized after completion of required Accounting and Actuarial report related regulation as per Section 27 & 30 of the Insurance Act 2010 respectively.)



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- 2) Information regarding corporate declaration, such as: -
 - a) Any decision regarding dividends;
 - b) Any decision regarding the issue of rights, bonuses, or similar benefits to the security holders;
- 3) Information regarding changes in corporate structure, such as: -
 - a) Merger with another company or acquisition of substantial shares of another company, etc.
 - b) A takeover proposal or proposal of acquisition of the internal service of any company;
- 4) Information regarding changes in capital structure, such as: -
 - a) Any decision regarding changes in the capital structure of the company or any decision relating to its private offer or public offer or rights offer of the securities;
 - b) Any decision regarding consolidation of shares, exchange of shares, conversion of any security into equity security, or conversion of debentures into share, etc.
- 5) Information regarding expansion and changes in business activities, etc. such as: -
 - a) Development or significant change in the technology, production, and buildings of the company;
 - b) Significant new contracts on products, patents, services, or business changes;
 - c) Delisting of security from the stock exchanges or changes the status of shares from one category to another category;
- 6) Information related to debt management, such as: -
 - a) Foreign loan agreement or investment agreement etc.

Any other information which will be prescribed as Price Sensitive Information by the published notification or circular or order of the Commission from time to time. Any information fixed as Price Sensitive Information by the commission's issued government gazette notification from time to time.

VII) PRICE SENSITIVE INFORMATION DISCLOSURE GUIDELINES:

- a) Delta Life, as an issuer of securities listed on Stock Exchanges or trustee as applicable, within two hours of taking of any Price Sensitive Information or sending a proposal for approval of the concerned primary regulatory body or immediately after the information comes to its attention shall send a disclosure in writing with the signature of the Chairman and the Chief Executive Officer or the Company Secretary of the company to the Commission and relevant Stock Exchanges through E-mail or fax or digital submission platform or special messenger or courier service as the case may be. The Company shall also ensure publication of the information in 2 (two) widely circulated newspapers and one online news portal as well as on the website of the company or trustee as applicable.



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- b) Delta Life as an issuer of the listed security or as a trustee of various funds shall not disclose any false or untrue price-sensitive information or induce any person to furnish or disclose any false or untrue information to influence the price of the security or unit.
- c) Delta Life as an issuer of the listed security or as a trustee of various fund shall state the date and time of the decision of the meeting of the Board of Directors, or the date on which the information come to its notice, as the case may be.
- d) If any matter related to the price-sensitive information of the company or its securities needs to be proposed for the approval of the relevant regulatory authority by the company or its trustee as the case may be, it shall disclose the price-sensitive information, mentioning that the proposal has been sent to the regulatory authority of the company or the trustee for their approval. It shall further publish the price-sensitive information within 02 hours of receiving the approval or decision of the regulatory authority on the said matter.
- e) Delta Life shall notify for the publication of the price-sensitive information on the websites of the stock exchanges, trading monitors, or in any other approved modes.
- f) Price Sensitive Information shall be expressed in simple & plain language to avoid any kind of exaggeration.
- g) All the published Price-sensitive Information of the company shall be stored on the website of the company for at least 3 (three) years. Additionally, the PSI shall also be stored in a digital database.

As an issuer of a listed security or as trustee, Delta Life shall also preserve the information of insiders (given by the procedure of the Commission from time to time) and provide the information to the relevant Stock Exchanges and the Commission as and when necessary.

VIII) REVIEW AND AMENDMENTS:

The Board of Directors may review and approve revisions whenever they deem it necessary and may delegate authority to Management to resolve any questions or issues that may arise in the course of putting the principles into practice.

IX) DISCLOSURES:

A copy of these principles duly approved, and every amendment thereto shall promptly be published on company's official website.