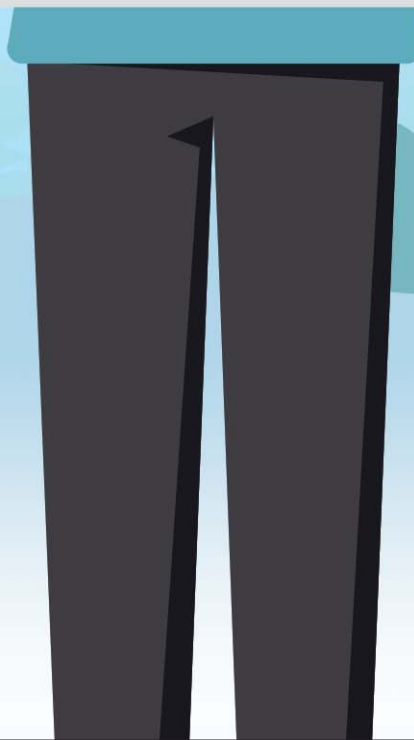




Principles of Disclosure
of
Material Information
&
Price Sensitive Information



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1. PREAMBLE

- 1.1 This Policy shall be called “**Principles of Disclosure of Material Information and Price Sensitive Information**” (hereinafter referred to as “the Policy”) of ONE Bank PLC.
- 1.2 The Policy has been framed in compliance with the Regulation 3(2) of the **Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022**, which inter alia, all issuers of listed securities to frame a policy for determination and disclosure of Material Information (MI) and Price Sensitive Information (PSI). In addition, the Regulation 33 of the Dhaka Stock Exchange (Listing) Regulations, 2015 and the Chittagong Stock Exchange (Listing) Regulations, 2015 which require an issuer of listed securities to make full disclosures of all decisions particularly the Price Sensitive Information (PSI) as defined in the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022 or any other rules and regulations.

2. OBJECTIVES OF THE POLICY

- 2.1 The objectives of this policy is to determine Price Sensitive Information (PSI) and materiality of events/information, based on specified criteria as defined in the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022.
- 2.2 ONE Bank PLC shall make timely disclosures of the event/information to the Exchange(s) as well as on its website, at the time of occurrence of the event/information and where applicable on an ongoing basis to enable the investors to make informed investment decisions.

3. DEFINITION

- 3.1 “Bank” means ONE Bank PLC or OBPLC
- 3.2 “Price Sensitive Information” shall mean any information which relates directly or indirectly to ONE Bank PLC and which if published is likely to materially affect the price of securities of ONE Bank PLC.
- 3.3 “Material Information” shall mean any information if it is disseminated to the public would likely affect the market value or trading price of shares of ONE Bank PLC or, if disclosed, would likely to influence a reasonable investor’s decision to purchase or sell the shares of ONE Bank PLC.
- 3.4 “Policy” means this Policy titled “Principles of Disclosure of Material Information and Price Sensitive Information”

Words or Expressions not defined in this policy shall have the same meaning as given under the Securities and Exchange Ordinance, 1969, Bank Companies Act, 1991, Bangladesh Securities and Exchange Commission Act, 1993, Financial Institution Act, 1993, the Companies Act, 1994, Depository Act, 1999, Exchanges Demutualization Act, 2013 and provisions made under the said laws. Further, in case of inconsistency between any provisions of this policy with any existing

policy (ies) of the Company, provisions of Policy for determination and disclosure of Materiality of Events or Information and Price Sensitivity will prevail.

- 3.5** “BSEC” means Bangladesh Securities and Exchange Commission.
- 3.6** “Stock Exchanges” means Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC in which the securities of ONE Bank PLC are listed.
- 3.7** “Board of Directors” shall mean the Directors on the Board of ONE Bank PLC as constituted from time to time.
- 3.8** “Chairman” means the Chairman of the Board of Directors of ONE Bank PLC, so appointed.
- 3.9** “Director” means the Board of Directors of OBPLC; so appointed time to time.
- 3.10** Listing Regulations means Dhaka Stock Exchange (Listing) Regulations, 2015 and the Chittagong Stock Exchange (Listing) Regulations, 2015.
- 3.11** “MD” means the Managing Director of OBPLC.
- 3.12** “Company Secretary” means the Company Secretary of OBPLC.
- 3.13** “CFO” means the Chief Financial Officer of OBPLC.
- 3.14** “Subsidiary Company” means the subsidiaries of ONE Bank PLC i.e ONE Securities Limited and ONE Investments Limited.

4. PRICE SENSITIVE INFORMATION

The information as referred to under Regulation 3(1) and Schedule Ka of the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022 will be included as Price Sensitive Information (PSI):

- I. Report in respect of the financial position, financial performance or any basic information in respect thereof;
- II. Information related to Dividend and Corporate Declarations;
- III. Information related to the change of Corporate Structure i.e. Merger, Demerger, Acquisition, Disposal, Conversion or Transfer;
- IV. Information related to the change of Capital Structure;
- V. Information related to the Business Extension, Change, etc. if required;
- VI. Information related to the Fund Management, and Structural Change of the fund;
- VII. Any other information as defined by the BSEC as PSI through various Rules, Regulations, Order, Directives and Circulars; and
- VIII. Any other information determined by the BSEC by Notification and published in the Official Gazette from time to time.

5. MATERIAL INFORMATION

The information as referred to under Schedule Ka of the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022 will be included as Material Information (MI):

I. Factors related to the change of financial conditions:

- a. Change in financial statements, i.e. any significant changes in revenue, expenses, cash flow, receivables, assets or liabilities and any significant changes of revaluation of assets or related information or statement or comments;
- b. Comparative statements of the following information:
 - i. Earnings Per Share (EPS);
 - ii. Net Operating Cash Flow Per Share (NOCFPS); and
 - iii. Net Asset Value (NAV) Per share;
- c. Significant/Material change of asset value or composition of assets;
- d. Any special instructions or any modification of any special instructions previously given by the Regulatory Authority related to maintain of provisions; and
- e. Any change related to the change of accounting policies, etc.

II. Information related to the Corporate Declaration:

- a. Any decision/resolution related to the Dividend;
- b. Any decision/resolution related to issuance of the Rights Share to security-holder, declaration or issue of Bonus Share, or similar benefits;
- c. Information related to the benefits receivables by the investors against any Corporate Declaration or any other information; and
- d. Changes in Dividend Distribution Policy, etc

III. Information related to the change of Corporate Structure:

- a. Acquisition or Liquidation of 5% (five percent) or more of existing Assets Value;
- b. Merger with other company(ies) or substantial Acquisition or Take-over of shares of other company(ies);
- c. Demerger of any Subsidiaries of the Bank;
- d. Restructuring or liquidation of any Subsidiaries of the Bank;
- e. Change in the Corporate Activities through Capital re-organization or Merger or Demerger;
- f. Proposal of acquiring control (take-over) of other company, or the proposal of acquiring internal services of the other company;

- g. Change in ownership structure that may affect the controlling ownership of the Bank; and
- h. Change of name and address, etc.

IV. Information related to the change of Capital Structure:

- a. Any decision/resolution related to the change of Capital Structure of the Bank including the offer of security as private offer or public offer or rights offer;
- b. Planned buyback or redemption of securities of the Bank;
- c. Any decision/resolution related to consolidation of shares, exchange of shares, conversion of any security into equity security or conversion of debentures into shares; and
- d. Substantial changes of rights of security-holders, etc.

V. Information related to expansion, change etc. of business activities:

- a. Any significant development or change related to the Bank's technology and establishment;
- b. Substantial investment of capital or significant change in the objectives of the Bank;
- c. Significant new agreement/contract, services, or changes of business;
- d. Recovery of the substantial amount of long-term bad debt;
- e. Change or resignation or termination of Members of the Board of Directors including Managing Director (MD), Chief Financial Officer (CFO), Company Secretary (CS);
- f. Change 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(s) or changing from one category to another;
- i. Notable "Management Contract", "Investors Relation Agreement", "Service Agreement", or any agreement related to the Related Party Transaction that may affect the financial statement significantly;
- j. Decision/resolution related to the purchase or sale of any fixed asset, or any decision of BMRE or establishment of new unit; and
- k. Significant Advance or Loan to and from Intra-company or Subsidiary or Associated Company or Lending/Borrowing with the Directors of the Bank, etc.

VI. Loans and Advance management:

- a. Information related to the Loan received or payment of 25% or more of Paid-up capital or Net Asset Value (whichever is higher);
- b. Mortgage or Redemption of significant assets;
- c. Failure of payment of Loan/Liability of any bank or Lender or Debt-instrument for more than six (06) months;
- d. Notable new Loan-agreement; and
- e. Foreign Loan Agreement or Investment Agreement, etc.

VII. Others:

- a. Signing of any important agreement or cancellation or substantial modification of previously announced/signed agreement;
- b. Loss/damage of any notable assets or any event(s) that hamper(s) the reputation, of the Bank;
- c. Cancellation of any project or any material change/amendment of the project; and
- d. Qualified Opinion submitted by the Auditor(s), etc.

6. GUIDELINES TO DISCLOSE PRICE SENSITIVE AND MATERIAL INFORMATION

The information, either Material or Price Sensitive, will be disclosed in compliance with Regulations 3(3-6), 4-6, and Schedule Ka of Regulations of the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022 issued by the Bangladesh Securities and Exchange Commission.

7. PUBLICATION OF POLICY

The Policy on “Principles of Disclosure of Material Information and Price Sensitive Information” shall be available on the website of the Bank.

8. AMENDMENTS TO THE POLICY

This policy shall be reviewed by the Board of Directors as and when required. Any subsequent amendment or modification in the Rules and Regulations and/or applicable laws in this regard shall automatically apply to this Policy.



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