



**Principles on Disclosure of Material
Information(MI) and Price Sensitive
Information (PSI)**

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1. INTRODUCTION:

Trust Bank Limited (hereinafter referred to as “the Bank”) and the Board has formulated this “Principles on disclosure of Material Information (MI) and Price Sensitive Information (PSI) of Trust Bank Limited” (hereinafter referred to as “the Policy”) for disclosure of Material Information and Price Sensitive Information which has been drafted in compliance with the Regulation 3(2) of the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022. According to the rules, all the issuers of listed securities to frame a policy for determination and disclosure of Material Information (MI) and Price Sensitive Information (PSI).

2. PURPOSE OF THE POLICY:

- i) To comply with the rules, regulation, directives of the regulatory authorities of the country;
- ii) To determine the Material Information (MI) and Price Sensitive Information(PSI) as defined by Bangladesh Securities and Exchange Commission (BSEC); and
- iii) To disseminate the information to the all concerned as well as posting the same on website to secure the investment decision as the Price Sensitive Information (PSI) which is directly related to the market price of the share/ security;

3. DEFINITION

- 3.1 “Bank” means Trust Bank Limited or TBL;
- 3.2 “Board of Directors” or “Board” means the Board of Directors of Trust Bank Limited (TBL), as constituted from time to time;
- 3.3 “Chairman” means the Chairman of the Board of Directors of TBL;
- 3.4 "Director" means the Board of Directors of TBL; so appointed time to time;
- 3.5 "MD and CEO" means the Managing Director and Chief Executive Officer of TBL;
- 3.6 "Company Secretary" means the Company Secretary of TBL;
- 3.7 "CFO" means Chief Financial Officer of TBL;
- 3.8 ‘Legal Entity’ means ‘Trust Bank Limited’ established under Bank Company Act-1991, the Companies Act-1994 with their amendments time to time and other relevant rules and regulations of the land;
- 3.9 ‘Issuer’ means the issuer of the securities (i.e. Trust Bank Limited);
- 3.10 ‘Insider’ means any individual as defined in the Regulation 3(2) of the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022;
- 3.11 ‘Insider Trading’ means any unpublished price sensitive information that may influence the price of the security or found or as defined in this rules;
- 3.12 ‘Related Party’ means any individual or his/her family members as defined in this rules;
- 3.13 ‘Price Sensitive Information (PSI)’ means information sensitive to the Share Price of the Issuer Securities as stipulated in the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022
- 3.14 ‘Material Information (MI)’ means such information as stipulated in the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022
- 3.15 “Policy” means this Policy titled the Principles on Disclosure of Material Information (MI) and Price Sensitive Information (PSI) of Trust Bank Limited (TBL);
- 3.16 Stock Exchange(s) means Dhaka Stock Exchange Limited (DSE) and the Chittagong Stock Exchange PLC (CSE);
- 3.17 Listing Regulations means Dhaka Stock Exchange (Listing) Regulation 2015 and the Chittagong Stock Exchange (Listing) Regulation 2015;



3.18 "BSEC" means Bangladesh Securities and Exchange Commission;

3.19 Words or Expressions that are 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.

4. PRICE SENSITIVE INFORMATION (PSI):

This information as referred 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 relating to the financial position, financial performance or any basic information in respect
- ii. thereof;
- iii. Information relating to Dividend and corporate declarations;
- iv. Information relating to the changes of Corporate Structures i.e. Merger, Demerger, Acquisition,
- v. Liquidation, Conversion or Transfer;
- vi. Information relating to the changes of capital structures;
- vii. Information relating to the Business expansion, change, etc.;
- viii. Information relating to the Fund Management and its structural changes;
- ix. Any other information which is defined as Price Sensitive Information by the Bangladesh Securities and Exchange Commission (BSEC) through various Rules, Regulations, Order, Directives and Circulars; and
- x. Any other information determined by the Bangladesh Securities and Exchange Commission
- xi. (BSEC) by Notification published in the Official Gazette from time to time.

5. DISCLOSURE OF PRICE SENSITIVE INFORMATION (PSI) AND MATERIAL INFORMATION (MI):

The information other than Price Sensitive Inform (PSI) as referred under Schedule Ka of the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022 will be treated as Material Information:

(A) Factors relating to the Changes of Financial Position: Such as

- i. Any changes in Financial Statements, example- Significant increased/ decreased in Income, Expense, Cash Flow, Receivables, Liabilities or Assets etc. as well as significant revaluation of assets, or any information / explanation/comments therein;
- ii. Comparative Analysis of the following information of the Financial Statements: Earnings Per Share (EPS); Net Operating Cash Flow Per Share (NOCFPS); and Net Asset Value (NAV) per share;
- iii. Any Changes of Asset Value or Asset Composition of the Bank;
- iv. Any Changes of the special direction or prior direction relating to the preservation of provisioning by the competent authority of the issuer; and
- v. Any Changes in Accounting Policies of the Bank etc.



(B) Information Relating to the Corporate Declaration: Such as

- i. Any decision on the declaration of Dividend;
- ii. Decision to the Securities holders about the declaration/ issuance of right share, bonus share or any kind of such benefit;
- iii. Corporate declaration relating to the investors rights or any other information; and
- iv. Any changes on dividend distribution policy of the Bank; etc.

(C) Information Relating to the Changes of Corporate Structure: Such as

- i. Acquisition or Liquidation of 5 % or more of existing asset value of the Bank;
- ii. Merger of any other company (ies) with another company (ies) or acquisition and holding of substantial Numbers of shares of other companies;
- iii. Demerger of any unit of the company;
- iv. Transformation or Liquidation of any unit of the company;
- v. Any changes in corporate activities through the capital reorganization or merger or demerger;
- vi. Proposals of takeover or internal service acquisition of any company;
- vii. Any changes in ownership structure that may influence the control of company; and
- viii. Any changes in Name or Address of the company.

(D) Information Relating to the Changes of Capital Structures: Such as

- i. Any decision on the private, public or rights offer of the security or its any changes of Capital Structures of the Company;
- ii. Planned repurchase or redemption of any securities or fund units;
- iii. Any decision on any share consolidation, transfer of shares, transformation of any security to equity security or transformation of instrument of debt; bond; and debentures into Shares;
- iv. Any significant changes in relation to the rights of the security holders, etc.

(E) Information Relating to the Expansion of Business, Changes etc.: Such as

- i. Any changes or significant development in the area of technology, production or establishment of the company;
- ii. Any substantial changes of capital investment or its objectives of the Company;
- iii. Engagement in new Agreement, production, patent, service or changes in business of the Company;
- iv. Significant recovery from the long term bad debts;
- v. Any changes or resignation or termination of the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary along with changes in the Board of Directors, etc.



- vi. Changes of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company;
- vii. Incorporation of legal proceedings or development of regulatory matters or any other significant verdict or order by the Court;
- viii. Delisting from the Stock Exchange(s) or changing the status from one category to another;
- ix. Any significant Management Contract, investors relations agreement, service agreement, or related party transaction that can substantially influence the financial statements or other agreement of such kind;
- x. Information relating to the decision on purchase of permanent assets or plant or renovation or development of machineries or BMRE or the establishment of new unit; and
- xi. Any intra-companies substantial transaction of advance or lending / borrowing among the subsidiaries or associate company or lending/ borrowing with the directors of the company;

(F) Credit Management Information: Such as

- i. Lending and borrowing of 25% or more either paid up capital or Net Asset Value of the bank whichever is higher;
- ii. Mortgage or release of significant Assets;
- iii. Failure to repay the liabilities for more than 6 (six) months by any Banks or Creditors or any liabilities of Letter of Credit;
- iv. Important new borrowing agreement; and
- v. Foreign Loan contract or Investment contract, etc.;

(G) Information relating to the Fund Management and its Structural Changes: Such as

- i. Increase or decrease of the fund's tenure;
- ii. Liquidation of the fund;
- iii. Conversion of the fund;
- iv. Investment of 10% or more of the fund in an individual security;
- v. Profit or Loss from the encashment of significant investment;
- vi. Formation of the Trustee of fund, any changes in trust deed etc.;

(H) Others: Such as:

- i. Any important agreement of contract or cancellation of prior declared/ signed contract or significant amendment thereof;
- ii. Any significant loss of the Asset of the Company or any events which may adversely affect the image of the company;
- iii. Cancellation of prior declared/signed project or its major amendment thereof; and
- iv. Submission of qualified report by the auditor of the Bank etc.



6. TIME FRAME OF PRICE SENSITIVE INFORMATION DISSEMINATION:

The Bank should disseminate the decision on Price Sensitive information within 2 (Two) hours or any other time frame determined by the regulators of the said decision or immediately disseminate the information signed by the Chairman, Chief Executive Officer or Company Secretary by email, fax, Digital Submission Platform or by special bearer and sometimes by courier;

7. PUBLICATION OF PRICE SENSITIVE INFORMATION (PSI):

- A. Price Sensitive information should be published by the Bank in the two widely circulated national dailies (one in English and One in Bangla) and one online newspaper as well as in the website of the Bank or any other means as determined the regulators;
- B. Bank should publish the information in simple and lucid language;
- C. Bank should preserve the Price Sensitive Information (PSI) in a digital database according to the sequential order; and
- D. Bank should preserve the Price Sensitive and Material Information for at least 3 years in the official website.

8. PROHIBITION OF PRICE SENSITIVE INFORMATION (PSI):

- A. No unpublished information should be disseminated by the bank to others/insider traders;
- B. No insider Traders are allowed for any kind of insider trading or advice to others of the said trading; and
- C. No shares/security buy, sale or any kind of Transfer can be done by the Bank before the two months (as per Gregorian Calendar) of financial year end to the concerned Board Meeting in which the Annual Accounts finally considered, adopted or approved by the Sponsors, Directors, Executives, Employees, or employed as auditors, Asset evaluator, Credit Rating Company, Advisor, Law Advisor, or its related persons or its Holding Company or its Directors, Subsidiaries or beneficial owner mentioned in the Sec 2 of the Securities and Exchange Ordinance, 1969 or any other persons prescribed by the Commission as notified in the government official gazette.

9. APPLICABILITY OF PRICE SENSITIVE INFORMATION (PSI):

The Principles on Disclosure of Material Information(MI) and Price Sensitive Information (PSI) i.e. 'the Policy' shall be applicable and binding in respect of all material events/ information and price sensitive information of the Bank, and events/information with respect to its Subsidiary Companies which are material for the Bank.

10. DISCLOSURES ON THE WEBSITE:

The Bank shall disclose on its website all such events/information which has been disseminated to the Bangladesh Securities and Exchange Commission (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.

11. REVIEW OF THE POLICY:

Pursuant to any amendments to the existing laws, rules and regulations, circulars and guidelines from the regulators of the country or for any reason seems to be appropriate, the said Policy shall be reviewed time to time as and when it deems fit by the by the Board of Directors of the Bank. The Managing Director & CEO with the assistance of concerned officials of the Bank is authorized to carry out necessary changes to the Policy. The aforesaid changes shall be placed at the subsequent meeting of the Board of Directors for its ratification. Once ratified by the Board of the Bank at its Meeting shall be deemed to have come into effect from the said date.





Trust Bank
A Bank for Financial Inclusion