

Principles on Disclosure of Price Sensitive Information and Material Information of Marico Bangladesh Limited

1. Objective:

To establish a guideline for secured handling and dissemination of Price Sensitive Information (PSI) and other Material Information of Marico Bangladesh Limited (MBL or Company) , in accordance with applicable laws and regulations.

2. Stakeholders:

The stakeholders are all members (i.e. employees) of MBL.

3. Coverage:

The principle covers:

- a) Definitions
- b) Policy Guidelines
- c) Disclosure Procedures
- d) Indicative Events of Price Sensitive Information and Material Information
- e) Review of the principle
- f) Compliance and Consequence of Non-compliance

4. Definitions:

The following definitions are applicable for the purpose of this principle:

a) Price Sensitive Information (PSI): Price Sensitive Information (PSI) means any information, which relates directly or indirectly to MBL and which if published is likely to materially affect the prices of security of the MBL. The broad parameters for considering information as PSI are provided below:

- 1) Information related to financial statements and basic information related to financial results;
- 2) Information related to dividend and corporate declaration;
- 3) Information related to change in corporate structure i.e. amalgamation/merger, demerger, acquisition, dissolution, modification or transformation;
- 4) Information related to change in capital structure;
- 5) Information related to business expansion, modification, change in operations etc.;
- 6) Any price sensitive event which is subject to approval of the regulators and submitted to the regulators for approval;
- 7) Any price sensitive event after getting approval from the regulators, shall again consider as PSI;

- 8) Any other information as the Commission may determine from time to time vide any rules or regulations or order or directives or notifications;
- 9) Any other information as the Commission may determine from time to time through government Gazette notification.

- b) Material Information:** Information is “material” if its disclosure would likely to have an impact on the price of a security or if the prospective investors would prefer to know the information before making an investment decision.
- c) Member:** Member refers to an employee of MBL.
- d) Financial Statement (FS):** Financial Statement (FS) refers to financial statements of MBL.
- e) He:** The pronoun ‘He’ covers both ‘He’ and ‘She’ in this principle if anything other specific is not mentioned.
- f) Commission:** For the purpose of this principle, “Commission” means Bangladesh Securities and Exchange Commission or BSEC.

5. Guidelines:

- a) Members entitled to deal with PSI:** A restricted group of members authorized by the management who are engaged in any information which is part of PSI shall be considered as eligible to deal with PSI. To control the data related to PSI generating from FS, the members responsible for FS preparation shall ensure good custody of the FS to maintain utmost confidentiality of the PSI before its dissemination. The members are engaged with any kind of PSI, shall ensure confidentiality before dissemination to its shareholders.
- b) Separation from Company:** If any member dealing with PSI data gets separated from the Company, he shall deal with any PSI known to him with utmost confidentiality until it’s publication even it may cover days after his last working date.

6. Disclosure Procedures:

Price Sensitive Information or Material Information cannot be disclosed to any external party before disclosing to all shareholders and market participants in compliance with its continuous disclosure obligations under laws and rules of BSEC Insider Trading Regulations, Restricted Trading Regulations and the Listing Regulations of the Stock Exchanges of Bangladesh.

- a) Disclosure Procedure of Price Sensitive Information:** The Price Sensitive Information (PSI) shall be released by the Company by means of official letter transmitted through e-mail, followed by hard copy sent through courier to BSEC, DSE & CSE in strict compliance with the laid down regulations. Such PSI shall also

be disseminated and published in the press (one in Bangla, one in English and one in any online newspaper) and immediately posted in the Company Website.

- b) Disclosure Procedure of Material Information:** In case of material information, the Company needs to publish it on the Company’s website as soon as possible from the occurrence of event or information.
- c) Record of release of information:** In case of dissemination of any PSI and Material Information, the Company shall strictly follow the codes of procedures as per stipulations and directives of the regulators. The record of such deliverance of information to the regulators and any press or online release shall be kept for a minimum period of 3 (three) years.

7. Indicative Events of Price Sensitive Information and Material Information:

Information that has price sensitivity or information that could be considered to influence the investment decision of a prospective investor shall be disclosed as price sensitive information.

Sl. No.	Criteria	Particulars	
1	Factors related to changes in financial conditions	Changes in Financial Positions & Performance based on Quarterly Results, such as information or statement or comment relating to significant increase or decrease of potential revenue, expense, cash flow, receivable, liability or asset	
2		Following comparative information regarding financial statements: a)Earnings Per Share (EPS); b)Net Operating Cash Flow (NOCF) Per share (NOCFPS); c)Net Asset Value (NAV) Per Share	
3		Material changes in the value or composition of assets of the issuer	
4		Any special instructions or any modification of any special instructions previously given by the Regulatory Authority of the concerned issuer regarding the reservation of provisions	
5		Any change in the accounting policies of the issuer	
6		Information regarding corporate announcements	Any decision relating to dividends
7			Declaration or issue of rights, bonus issues, or similar benefits to security holders

8		Corporate announcements or any other information regarding the availability of investors
9		Changes in Dividend Distribution policy
10	Information relating to changes in the corporate structure	Intention to acquire or disposal 5% or more of the existing assets
11		The amalgamation of another company with the Company or undertaking of any company acquisition and acquisition of shares
12		Demerger of any unit of the Company
13		Conversion or winding up of any unit of the Company
14		By way of Corporate change of capital reorganization or merger or demerger
15		A take-over proposal or internal service acquisition proposal of a company
16		Such change of ownership may affect control of the Company
17		Change of name or address
18	Information regarding changes in capital structure	Any decision related to the change of Private or public or rights offer of securities or its capital structure
19		Planned Repurchase or Redemption of Securities or Fund Units
20		Any decision regarding consolidation of shares, Exchange of shares, conversion of any security into equity security, or conversion of debentures into shares
21		There is a significant change in the rights of security holders
22	Information relating to the expansion of business activities and the change of business	Any change in the Company's technology, manufacturing, or installation
23		Substantial capital investment or significant change in the purpose of the establishment
24		Significant new contracts, manufacturing, patent, service, or business changes
25		Recovery of a substantial amount of long-term bad debt
26		Change of the Board of Directors, including Chief Executive, MD/CEO, CFO, and Company Secretary

27		Change of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company
28		Initiate legal proceedings or develop regulatory matters or make any significant judgments
29		Delisting of security from a stock exchange or change from one category to Another
30		Any significant management contract, investors relation agreement, service agreement, or related party transaction that may affect the financial statements significantly
31		The decision to buy or sell any fixed asset or renovation or improvement of plant or machinery or expansion (BMRE) or setting up of new units
32		Significant advances or loans between inter-company or subsidiary, or associate entities giving or receiving loans or exchanging loans with directors
33	Information related to debt management	25% of paid-up capital or net asset value, whichever is higher, or taking and repaying large amounts of debt
34		Giving/Releasing of guarantees of any significant assets
35		Failure to pay off loan/liability of any bank or lender or debt-instrument for more than (06) six months
36		Significant new loan agreements;
37		Any foreign loan agreements or investment agreements
38	Information relating to the fund management and its structural changes	Increase or decrease of the fund's tenure
39		Liquidation of the fund
40		Conversion of the fund
41		Investment of 10% or more of the fund in an individual security
42		Profit or loss from the encashment of significant investment
43		Formation of the Trustee of fund, any changes in the trust deed

44	Others	The signing of any material agreement or the cancellation or substantial modification of any previously announced signed agreement
495		Cancellation or significant modification of any scheme previously announced
46		There is a qualified audit report of the issuer/Company
47		Loss of any substantial assets of the Company or the issuer or any event that damages its reputation

8. Review of the Principle:

The Company will review the principle from time to time and may revise or amend in accordance with the requirements issued by Bangladesh Securities and Exchange Commission (BSEC). In case any clarification or guidance is required on any specific event or information relating to MBL and its classification as PSI/Material Information, the MD and CFO shall be authorized to determine the same from time to time.

9. Compliance and Consequence of Non-Compliance:

In the event of a violation of this Principle, the Company reserves the right to take appropriate disciplinary action. The determination of the appropriate action will be at the discretion of the Company and will take into consideration the nature and gravity of the violation.