

**PRINCIPLES
OF**

**DISCLOSURE OF PRICE SENSITIVE INFORMATION (PSI) AND
MATERIAL INFORMATION (MI)**

2023

SHAHJALAL ISLAMI BANK PLC.

Introduction:

Shahjalal Islami Bank PLC has been listed with the Dhaka Stock Exchange Limited & Chittagong Stock Exchange PLC since 2007. Bangladesh Securities and Exchange Commission (BSEC) has formulated different rules, regulations, notifications and orders to create stability, transparency, sustainability and good governance in the capital market. To protect the interest of the investors, BSEC through Regulation 3(2) of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules 2022, instructs the issuer companies to frame a Policy regarding the determination and disclosure of Price Sensitive Information (PSI) and Material Information (MI). To comply with the above, Shahjalal Islami Bank PLC formulates a Policy on the principles of disclosure of Price Sensitive Information and Material Information.

Objectives:

The purposes of the Policy are:

- To determine the Price Sensitive Information based on the criteria as mentioned in regulation 3(1) of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules 2022.
- To disclose the Price Sensitive Information in a befitting manner as mentioned in regulation 6 of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules 2022 and any other regulation which will be framed from time to time.
- To publish the Price Sensitive Information and Material Information in the website of the Bank.
- To preserve the PSI and MI for making investment decisions by the investors as future references.
- To keep confidentiality before publishing the PSI to the BSEC, DSE and CSE and others regulatory bodies.



Applicability:

All material information (MI) and Price Sensitive Information (PSI) pertaining to the Bank as well as its subsidiary company that are material for the Bank, shall be subject to and governed by this Policy.

Key Managerial Personals for determination and disclosure of MI and PSI:

The Board of Directors of the Bank has authorized the following key personnel to determine the materiality and sensitivity of the information which influences the share price of the Bank. The key managerial personals are-

SL.	Designation
1.	Managing Director & CEO
2.	Additional Managing Directors
3.	Deputy Managing Directors
4.	Company Secretary
5.	Chief Financial Officer
6.	Head of Internal Control and Compliance
7.	Head of Risk Management Division

The authorized personnel as mentioned in Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules 2022, are authorized to disclose the Material Information and Price Sensitive Information to the BSEC, DSE, CSE and other regulators.



Provisions pertaining to disclosures:

- i. The Key Managerial Personals of the Bank shall determine the materiality of an event/information and Price Sensitive Information for the purpose of disclosing to the BSEC, DSE, CSE and other regulators and publishing in the website of the Bank.
- ii. The Price Sensitive Information will disclose to the BSEC, DSE, CSE and other regulators within 2 (two) hours of the decision taken by the Board or on the day which the matters come into the knowledge of the Bank.
- iii. Issues that needed seeking permission, approval, consent from the regulators i.e. Bangladesh Bank, BSEC and any other, which influence the price of the share, the Bank shall disclose it to the BSEC, DSE and CSE within 2 (two) hours of the decision taken by the Board.
- iv. The Bank shall publish another PSI after getting the permission, approval, consent from the regulators i.e. Bangladesh Bank, BSEC regarding the issues as mentioned earlier and disclose it to the BSEC, DSE and CSE within 2 (two) hours after getting the permission, approval, consent of the regulator.
- v. All Price Sensitive Information shall carry date, time of the decisions taken by the Board or the date on which the matter come into the knowledge of the Bank.
- vi. The Chairman or the Managing Director & CEO or the Company Secretary is authorized to sign on the PSI documents before sending it to BSEC, DSE, CSE or any other regulators of the Bank.
- vii. After signing the PSI documents, the same will send to BSEC, DSE and CSE through email, digital submission Platform, especially assigned messenger or by courier services which suits the matter.
- viii. The Bank shall publish the PSI in two daily widely circulated newspapers one in Bangla and the other in English and one/more news portals within 24 hours of the decision taken by the Board or getting permission,



approval, consent from the regulators or any matters that come into the knowledge of the Bank.

- ix. The Bank shall not publish or disclose any false or misleading information to the other and shall not provoke anyone to influence the price of share of the Bank by providing Price Sensitive Information. The Bank also shall not disclose any PSI to outside people before disclosing the same to the BSEC, DSE, CSE.

Disclosure on the Website:

The Bank shall upload the Material Information and PSI on its website which has been disseminated to the BSEC, DSE and CSE on its website under this Policy and shall be hosted for the same for a minimum period of 3 years from the date of uploading.

Review of the Policy:

The Policy shall be reviewed pursuant to any amendments of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules 2022, Listing Regulation 2015 of Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange PLC. or any issuance of circular, order, notification by the Bangladesh Securities and Exchange Commission, DSE and CSE or for any reasons as deemed appropriate by the Board of the Bank. The Managing Director along with the Key Managerial Persons are authorized to carry out the necessary changes to the Policy and the changes shall be placed to the Board for ratification.



Annexure-I

List of Price Sensitive Information (PSI)

S/N	Particulars
1.	Information related to the financial position, financial results, financial statements, and other basic information related to the Financial performance.
2.	Information related to dividend and corporate declarations.
3.	Information related to the change of corporate structure (i.e. amalgamation, merger, de-merger, re-structuring, acquisition, winding up, transfer, and transformation, etc.
4.	Information related to the change of capital structure.
5.	Information related to the business extension, change, etc. if required.
6.	Information related to the fund management, and structural change of the fund.
7.	Any other information as defined by the BSEC as PSI through various rules, regulations, circulars and directives.
8.	Any information published by the BSEC in official gazette defining as PSI



Annexure-II

List of Material Information (MI)

Factors related to the change of financial status/statements:	a.	Change in financial statements. i.e. Any significant changes in revenue, expenses, profits or losses, cash flow, receivables, significant change of assets and liabilities, significant changes of revaluation of assets or related information or statement or comments;
	b.	Comparative statements of the following information: (i) Earnings per share (ii) Net operating cash flow per share (iii) Net asset value per share;
	c.	Significant/Material change of asset value or composition of assets;
	d.	Any change related to the reservation of provision that is/were required (specially directed/changed) by the regulatory authority;
	e.	Any change related to the change of accounting policies, etc.
Information related to the Corporate Declaration:	a.	Any decision/resolution related to the dividend;
	b.	Any decision/resolution related to the rights of the security-holder, declaration or issue of bonus, or similar benefits;
	c.	Information related to the benefits receivables by the investors against any corporate declaration or any other information;
	d.	Change of dividend declaration Policy, etc.



Information related to the change of Corporate Structure:	a.	Acquisition or Liquidation of existing assets of SJIBPLC at least of 05% (five percent) or higher;
	b.	Amalgamation or merger or acquiring substantial amount of shares of other company(ies) by SJIBPLC;
	c.	Demerger of any associates/subsidiaries of the SJIBPLC;
	d.	Restructuring or liquidation of any associates/subsidiaries of SJIBPLC;
	e.	Change in the "Corporate Activities" of SJIBPLC by re-organization of capital 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 by the SJIBPLC;
	g.	Change in ownership structure that may affect the controlling ownership of the SJIBPLC;
	h.	Change of name and address, etc. of the SJIBPLC.
Information related to the change of Capital Structure:	a.	Any decision/resolution related to the change of Capital Structure of SJIBPLC including the offer of security as private offer or public offer or rights offer;
	b.	Planned buyback or redemption of securities of SJIBPLC;
	c.	Decision/resolution related to the consolidation of any shares, exchange/transfer of shares, conversion of any security into equity security, or conversion of debt-instrument into shares;
	d.	Substantial changes of rights of security-holders of SJIBPLC.



Information related to the expansion of business activities and the change of business:	a.	Significant development or change of technology, production or establishment of SJIBPLC;
	b.	Substantial investment of capital or change of objectives of the SJIBPLC;
	c.	Significant agreement (new), production, patent, services, or changes of business;
	d.	Recovery of the substantial amount of long-term bad debt;
	e.	Change/ resignation/ termination of the Board of Directors, MD & CEO, Chief Financial Officer (CFO), Company Secretary (CS) and Head of IC&CD;
	f.	Change of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company;
	g.	Any material verdict or order, initiation of legal proceedings, development of regulatory affairs issues, etc.;
	h.	Change of category of listed security-"SJIBPLC" in the stock exchange (s) or de-listing from the exchange(s);
	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 establishment of new unit;
	k.	Advance or loan to and from intra-company or subsidiary or associated company or director.



Loans and Advance management:	a.	Information related to the loan received or payment of advance (25% or higher) on the basis of Paid-up capital or net asset value (whichever is higher);
	b.	Giving/releasing of guarantees of any substantial assets;
	c.	Failure of payment of loan/liability of any bank or lender or debt-instrument, for more than six (06) months;
	d.	Notable loan-agreement or foreign investment agreement, etc.
Others-	a.	Signing of any important agreement/ amendment or cancellation of agreement (s) that is/are signed in previous years;
	b.	Any event(s) that hamper(s) the reputation, loss/damage of any notable assets of SJIBPLC;
	c.	Cancellation of any project or any material change/amendment of the project;
	d.	Qualified Opinion submitted by the auditor, etc.

