



National Housing Finance PLC

Principles on Disclosure of Price Sensitive Information and Material Information of NATIONAL HOUSING FINANCE PLC

Table of contents:

Sl no.	Content	Page No.
I	Preamble	01
II	Compliance Issue	01
III	Definitions	01
IV	Price Sensitive Information (PSI)	01
V	Material Information	03
VI	PSI Disclosure Guideline	04
VII	Material Information Disclosure Guideline	05
VIII	Amendment of the Policy	05
IX	Publication of the Policy	05

I) PREAMBLE:

This Policy shall be called '**Principles on disclosure of Price Sensitive Information and Material Information**' (hereinafter referred to as "the policy") of National Housing Finance PLC (hereinafter referred to as "NHF").

The policy has been prepared in compliance with the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২ which inter-alia, requires every listed company to disclose the Price Sensitive Information and Material Information of the company to the Stock Exchanges and the Bangladesh Securities and Exchange Commission and other stakeholders.

II) COMPLIANCE ISSUES:

This policy must be comply with the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২ and also is to ensure continuous, adequate, accurate, and timely disclosure of Price Sensitive information and Material Information by National Housing Finance PLC to the Stock Exchanges and the Commission on an ongoing basis and also to inform the investors about it.

NHF shall make timely disclosures of the price sensitive information to the exchange(s) and commission, at the time of occurrences of the event/ information and where applicable.

III) DEFINITIONS:

- '**Price Sensitive Information**' means any information which may be affected the market price of NHF shares or may be significantly affected the Net asset value of the Company (Significant means those transactions/events which will impact the NAV @ 10% or the ratio declared by the Commission from time to time).
- '**Material Information**' means any information that would be important to a reasonable investor in making an investment decision.
- '**Securities**' shall mean the securities defined in the Companies Act – 1994, which shall include shares, bonds, or other marketable securities of like nature issued by NHF from time to time.
- '**Shares**' means for the time being of the capital of the Company.
- '**Chairman and Vice Chairman**' means the Chairman and Vice Chairman of the Board of Directors of the company for the time being.
- '**Board of Directors**' means the Board of Directors of the Company for the time being.
- '**Stock Exchange**' means Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange PLC. of Bangladesh in which the securities of National Housing Finance PLC are listed.

IV) PRICE-SENSITIVE INFORMATION (PSI)

The following event/ information will be treated as Price Sensitive Information, as per the previous circular of BSEC as well as its (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২:

1) Events related to changes in financial status/ financial results/ 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

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.; and

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: -

- Foreign loan agreement or investment agreement etc.

7) Information related to credit rating, such as: -

- Result of Credit rating by a Credit Rating Company.

Any other information which will be prescribed as Price Sensitive Information by the published notification/circular/order of the Commission from time to time. and

Any information fixed as Price Sensitive Information by the commission's issued government gazette notification from time to time.

V) MATERIAL INFORMATION:

The following event/ information will be treated as material information, as per the guidelines of বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২:

1) Events related to changes in financial status/ financial results/ and related fundamental information-

- a) Change in the financial statement such as revaluation of the maximum or significant assets or any information/statements/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;
- 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 Chairman, Vice-Chairman or any Member of the Board, Managing Director/ CEO, CFO & Company Secretary;
- d) Casual vacancy 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
- h) Significant advances or loans within the inter-companies/subsidiaries/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 foreign loan/investment agreements; and

7) Others; such as: -

- a) The signing of any important agreement or cancellation or substantial modification of previously announced/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.

VI) PRICE-SENSITIVE INFORMATION DISCLOSURE GUIDELINES:

- 1) NHF, 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 or 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.
- 2) NHF 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.
- 3) NHF 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.
- 4) 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.

- 5) NHF 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.
- 6) Price Sensitive Information shall be expressed in simple & plain language to avoid any kind of exaggeration.
- 7) 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, NHFIL 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.

VII) MATERIAL INFORMATION DISCLOSURE GUIDELINES:

According to rule no. 3 (3) of বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২ 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), NHFIL shall maintain/ keep available all the published material information for at least 3 (three) years from the date of its disclosure.

VIII) Amendment of the Policy:

The Managing Director & CEO is hereby authorized to amend the policy accordingly with the newly proposed suggestions and guidelines from the Bangladesh Securities and Exchange Commission from time to time.

IX) Publication of the Policy:

According to বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২, the policy shall come into effect from April 30, 2023. A copy of the policy shall be uploaded on the website of National Housing Finance PLC immediately after approved by the Board.