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## Principles on Disclosure of Material Information and Price Sensitive Information

Share Department, Board Division

বঙ্গবন্ধু ব্যাংক



মার্কেন্টাইল ব্যাংক লিমিটেড  
Mercantile Bank Limited  
দক্ষতাই আমাদের শক্তি



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**PRELUDE**

Mercantile Bank Limited, being a listed company, has to comply with the regulations of the Bangladesh Securities and Exchange Commission and the guidelines issued by the Commission from time to time.

In this regard, "Principles on Disclosure of Material Information and Price Sensitive Information" has been formulated in accordance with the directives of Bangladesh Securities and Exchange Commission (BSEC) Directive no. BSEC/CMRRCD/2021-396/52/প্রশাসন/140 dated 30 January 2023, titled "(সুবিধাজোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২".

**Price Sensitive and Material Information**

The information, either material or price sensitive, required to be disclosed is divided into the following two categories as specified in the Regulations:

- a. The information as referred to under Regulation 3(1) of "(সুবিধাজোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২" reproduced below in English 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 relating to dividend and corporate declarations;
  - (iii) Information relating to changes in corporate structure; namely- Merger, Demerger, acquisition, disposal, conversion or transfer;
  - (iv) Information relating changes in capital structure;
  - (v) Information relating to expansion, change of business etc;
  - (vi) Information relating to fund management or change in fund structure;
  - (vii) Any other rules or regulations or order or instructions or circular/notification prescribed as Price Sensitive Information made or approved or issued by the Commission;
  - (viii) Any other information determined by the Commission by notification published in the Official Gazette from time to time.
- b. The information as referred to under "তফসিল-ক" of "(সুবিধাজোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২" reproduced below in English will be included as Material Information:
1. Factors related to changes in financial conditions, such as:-
    - (a) Changes in financial statements, such as significant reductions or increases in income, expenses, cash flows, receivables, liabilities or assets, etc. and any



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information related to significant changes on value of the assets due to revaluation;

- (b) The following comparative information in the financial statements:
  - (i) Earnings per share/unit;
  - (ii) Net operating cash flow per share/unit;
  - (iii) Net asset value per share/unit;
- (c) Material changes in the value or composition of assets of the Bank;
- (d) Any special instructions or any modification of any special instructions previously given by the regulatory authority relating to maintain of provisions; and
- (e) Any changes in the accounting policies of the Bank, etc.

2. Information relating to corporate announcements, such as:-

- (a) Any decision relating to dividend;
- (b) Decision for issuance of rights share to security-holders, issuing bonus or giving similar other privilege;
- (c) Corporate declaration or other information relating to the receivables of investors; and
- (d) Changes in dividend distribution policy, etc.

3. Information regarding changes in corporate structure, such as:-

- (a) Acquisition or disposal of any assets of 5% or more of the existing assets;
- (b) Merger with another company or substantial acquisition of any company and acquisition of shares, etc.;
- (c) Demerger of any unit of the Bank;
- (d) Conversion or winding up of any unit of the Bank;
- (e) Changes of corporate activities through capital reorganization or merger or demerger;
- (f) Proposal to take over the authority of a company or acquisition of internal services;
- (g) Change of ownership which may affect the control of the Bank; and



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(h) Change of name or address, etc.

4. Information regarding changes in capital structure, such as:—

- (a) Any decision relating to private or public or rights offer of securities or changes in its capital structure;
- (b) Systematic repurchase or redemption of securities or units of the Fund;
- (c) Any decision relating to consolidation of shares, exchange of shares, conversion of any security into equity security or conversion of debentures into shares; and
- (d) Significant changes relating to the rights of security-holders, etc.

5. Information relating to expansion, change etc. of business activities, such as:-

- (a) Any significant development or change relating to the Bank's technology, production or establishment;
- (b) Significant capital investment or significant change in the purpose of the Bank;
- (c) Significant new contracts, product, patent, service or business changes;
- (d) Significant realization of long-term unpaid funds/receivables;
- (e) Changes or resignation or demotion in the Board of Directors including Chief Executive, CEO, CFO, Company Secretary;
- (f) Changes 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 or changing from one category to another;
- (i) Any significant management contract, investor relations agreement, service agreement, or related party transaction that could materially affect the financial statements;
- (j) Information relating to the decision of purchase and sale of any fixed asset or renovation or development or expansion (BMRE) of plant or machinery or establishment of new units; and
- (k) Significant advances between inter-company or subsidiary or associate entities; or giving or receiving loans or exchanging loans with directors, etc.



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6. Information relating to debt/credit management, such as:-
  - (a) Borrowing and repayment of 25% or more of paid-up capital or net assets, whichever is higher;
  - (b) Encumbrance or discharge of significant assets;
  - (c) Failure to pay any bank or creditor or debt obligation or debt for a period exceeding 06 (six) months;
  - (d) Significant new debt/credit agreements; and
  - (e) Foreign credit agreement or investment agreement, etc.
7. Information relating to fund management and structure changes, such as:-
  - (a) Extension- reduction of tenure of the Fund;
  - (b) Liquidation of funds;
  - (c) Conversion of funds;
  - (d) Investment of 10% or more of the Fund in any single security;
  - (e) Profit or loss on financing any significant investment; and
  - (f) Formation of trustees of the fund, any change in the trust deed, etc.
8. Others, such as:-
  - (a) Signing of any material agreement or cancellation or substantial modification of previously announced/signed agreement;
  - (b) Loss of any substantial assets of the Bank or any event affecting its reputation;
  - (c) Cancellation or substantial modification of any scheme previously announced; and
  - (d) Submission of qualified report by auditor of the Bank, etc.

#### **CONFLICT IN POLICY**

In the event of a conflict between this policy and the extant regulations, the regulations shall prevail.

#### **AMENDMENTS / MODIFICATIONS**

To the extent any change/amendment is required in terms of any applicable law or change in regulations, the regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law. Such amended policy shall be placed before the Board for noting and necessary ratification.



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**REVIEW OF POLICY**

The Board of Directors of the Bank may review the policy time to time.

**DISCLOSURE OF POLICY**

The policy will be available on the Bank's website.

   