



**Prime Finance & Investment Limited**

PFI Tower (5<sup>th</sup> & 6<sup>th</sup> Floor), 56-57 Dilkusha C/A, Dhaka-1000

Principles on  
Disclosure of Material Information and Price Sensitive Information  
of  
Prime Finance & Investment Limited (PFIL)



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## 1.0 PREAMBLE:

Prime Finance & Investment Limited ("PFIL") is committed to providing timely, orderly, consistent, and balanced disclosure of all material information about its business and financial results on a non-selective basis consistent with legal and regulatory requirements.

PFIL believes that transparency and accountability are fundamental to fulfilling its vision and to strengthening public trust in its stakeholders. This Principle reaffirms and reflects the PFIL's commitment to transparency and the promotion of good governance.

Likewise, PFIL commits to compliance with applicable securities laws and regulations to provide fair disclosure of material information to the public marketplace while simultaneously undertaking not to disclose any information relating to the business or affairs of its customers.

This Principle has been framed in compliance with the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

This Principle shall be called "**Principles on Disclosure of Material Information and Price Sensitive Information**" (hereinafter referred to as "the Principles").

This Principle will address all disclosures that may be made by PFIL, whether it relates to information of PFIL itself or its customers.

## 2.0 OBJECTIVE:

The objective of the Principles is to formulate a stated framework and Principles for disclosure of events and occurrences that could impact price discovery in the market for the PFIL's share and to maintain uniformity, transparency, and fairness in dealings with all stakeholders and ensure adherence to applicable laws, rules and regulations.

## 3.0 DEFINITIONS:

All words/terms in the Principles shall have the same meaning as assigned to them under the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 ("the Rules").

## 4.0 GENERAL PRINCIPLES OF DISCLOSURE:

Securities laws, rules and regulations require prompt disclosure of all material information and in complying with this, the PFIL commits to the following-:

- i) All disclosures of material information will be factual.
- ii) To promptly disclose material information by news media (generally, advertisements in newspapers) or by means of some non-exclusionary form of disclosure designed to provide broad public disclosure.
- iii) To disclose promptly and completely any material information that may be considered adverse to the PFIL and in the same manner as favorable information;
- iv) Not to disclose material information to selected individuals or groups of individuals;
- v) To update the public when any earlier information disclosed becomes misleading as a result of subsequent events;
- vi) To promptly disclose to the general public by means of a news media release any material information that is announced at a shareholders' meeting or a press conference;
- vii) Disclosures will include any information, the omission of which would make the rest of the disclosure misleading.





## **5.0 PRICE SENSITIVE INFORMATION:**

### **5.1 Determination of Price Sensitive Information:**

PFIL will consider all information as described under rule 3 of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 to be Price Sensitive Information.

### **5.2 Procedure for Dissemination/Disclose of Price Sensitive Information:**

PFIL will follow the procedure for dissemination/disclosure of Price Sensitive Information as prescribed under rule 6 of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

### **5.3 Prohibition on Dissemination/Disclosure of Price Sensitive Information:**

PFIL will follow the prohibition(s) on dissemination/disclosure of Price Sensitive Information as prescribed under rule 4 of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

### **5.4 Archiving of Price Sensitive Information:**

As prescribed under rule 3(4) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 PFIL will make available more than 3 (three) preceding years of all published Price Sensitive Information on the Company's website.

## **6.0 MATERIAL INFORMATION/EVENT:**

### **6.1 Determination of Material Information/Event:**

PFIL will deem material information/event as prescribed under "Schedule – Ka" rule no. 3 (2) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

### **6.2 Procedure for Dissemination/Disclose of Material Information/Event:**

PFIL as an issuer company will publish all information (Material Information) except for the Price Sensitive Information, on its official website as prescribed under "Schedule – Ka" rule no. 3 (2) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

### **6.3 Archiving of Material Information:**

As prescribed under rule 3(4) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Regulations, 2022 PFIL will make available more than 3 (three) years of all published Material Information/Events on the Company's website.

## **7.0 AUTHORIZED PERSONS TO DISSEMINATE/DISCLOSE INFORMATION:**

In order to ensure the accuracy and consistency of the PFIL's disclosures to relevant stakeholders, the Chairman of the Board, the Chairman of the Audit Committee, the Managing Director and the Company Secretary shall be responsible for communications on behalf of the Company;

Managing Director may, from time to time, designate others to speak on behalf of the PFIL and respond to specific inquiries from the investment community or media.



Employees who are not Authorized Spokespersons are not to respond to inquiries from the investment community or media unless specifically asked to do so by an Authorized Spokesperson and as such all queries must be immediately forwarded to the Corporate Secretary.

**8.0 AMENDMENTS TO THE PRINCIPLES:**

The Board of Directors shall have the power to approve the amendments and authorize the Management to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of the Principles.

**9.0 PUBLICATION OF PRINCIPLES:**

A copy of the Principles will be available on the website of the Company.

Handwritten initials and a signature, possibly reading 'J. S. J. M.' followed by a stylized signature.