

**PRINCIPLES ON DISCLOSURE OF  
MATERIAL INFORMATION (MI) AND PRICE SENSITIVE INFORMATION (PSI)  
OF 'NATIONAL POLYMER INDUSTRIES PLC.'**

**[INSIDER TRADING POLICY]**

**1. PREFACE**

National Polymer Industries PLC. (hereinafter referred to as the "Company") endeavors to preserve the confidentiality and prevent the misuse of undisclosed price sensitive information. The Company is committed to ensuring transparency and fairness in dealing with all stakeholders and ensuring adherence to all applicable laws and regulations set forth by the Regulatory Authorities. The Board of Directors of National Polymer Industries PLC. has adopted a Policy named "Insider Trading Policy" in line with the Bangladesh Securities and Exchange Commission (insider trading prohibition) rules, 2022.

**2. APPLICABILITY**

This policy is applicable to all individuals who have access to the undisclosed price sensitive information of the company and imposes restrictions with regard to trading of the company's securities and disclosure of undisclosed price sensitive information of the company to others.

**3. DEFINITIONS AND INTERPRETATIONS**

Unless otherwise specified all words or expressions used in this policy shall have the meaning defined in Securities and Exchange Ordinance 1969 (Ordinance no. XVII of 1969), Bank Companies Act. 1991 (Act No. 14 of 1991), Bangladesh Securities and Exchange Commission Act 1993 (Act No. 15 of 1993), Financial Institution Act 1993 (Act No. 27 of 1993), Companies Act 1994 (Act No. 18 of 1994), Depository Act 1999 (Act No. 6 of 1999), the Exchanges Demutualization Act 2013 (Act 15 of 2013).

**4. PUBLICATION OF PRICE SENSITIVE INFORMATION (PSI), MATERIAL INFORMATION, BENEFICIARY INFORMATION ETC.**

The Company shall publish all price sensitive Information, material information and beneficiary information etc. as per regulations/guidelines prescribed by the Bangladesh Securities and Exchange Commission (BSEC) from time to time.

**5. RESTRICTION ON SUPPLY OF PRICE SENSITIVE INFORMATION (PSI)**

Except as required by any other law for the time being in force, the articles of association of the company or any other regulations applicable to the company, Price Sensitive Information (PSI) or Material Information (MI) shall not be disclosed or provided to anyone else.

## 6. PROHIBITION OF INSIDER TRADING

- (i) No insider shall, by himself or by any other person carry on insider trading or give any personal advice or assistance regarding such business;
- (ii) Any Sponsor, Director, Chief Executive, employee of the company or auditor, asset appraiser, credit rating company, consultant, legal advisor or persons engaged or involved in the said activities or its holding company or its directors, subsidiary company or beneficial owner mentioned in Section-12 of Securities and Exchange Ordinance 1969 cannot buy, sell or otherwise transfer (receive/give) of shares or securities of the company during the restricted period starting from two months before (according to English calendar year) the date of completion of the annual accounts of the company till the date of adoption or consideration of the said accounts by the Board of Directors of the company.
- (iii) Any other person prescribed by the Commission by notification in the official gazette.

## 7. MAINTENANCE OF CONFIDENTIALITY

- (i) The Insiders shall maintain the confidentiality of all material Information (MI) and Unpublished Price Sensitive Information (UPSI);
- (ii) The Insiders shall not pass on such information to any person directly or indirectly by means such as making a recommendation for purchase or sale of securities etc.;
- (iii) Unpublished price sensitive information is to be handled on a "need to know basis" i.e., unpublished price sensitive information should be disclosed only to those within the company who need such information to discharge their duties; and
- (iv) All files, whether electronic or manual, containing confidential information shall be kept secure.

## 8. CONFLICT IN POLICY

In the event of conflict between this policy and the regulations of the Bangladesh Government/Bangladesh Securities and Exchange Commission in force, the regulations shall prevail.

## 9. REVIEW/AMENDMENT OF THE POLICY

The Board of Directors is empowered to amend, modify and interpret this Policy from time to time at its sole discretion in pursuance of any amendment made by any relevant law for the time being in force.

## 10. DISCLOSURE

This Policy shall be published in the official website of the company in pursuance of regulatory requirements.



**PRINCIPLES ON DISCLOSURE OF MATERIAL INFORMATION AND PRICE SENSITIVE INFORMATION**

(As per "Shedule-Ka" [Rules 3 (2)] of Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022)

According to rule 3(2) of Rules 2022, the following types of information shall be regarded as Material Information (MI) and of those that are within the category of rule 3(1) shall be regarded as Price Sensitive Information (PSI): -

SI No.	Information	Nature of Disclosure
<b>1. Factors regarding the changes in financial condition: -</b>		
(a)	Changes in financial statements, such as- significant increase or decrease in incomes, expenditures, cash flows, accounts receivables, or assets or liabilities etc. and revaluation of assets or any information or statement regarding significant decrease or increase of them;	Price Sensitive Information
(b)	Comparative financial statements: 1. Earnings Per Share (EPS); 2. Net Operating Cash Flow Per Share (NOCFPS); 3. Net Asset Value (NAV) Per share.	Price Sensitive Information
(c)	Significant changes in value of assets or combination of assets;	Material Information
(d)	Any special direction regarding the reservation of provision by the concerned regulatory authority or any changes of such previous direction; and	N/A
(e)	Any changes in accounting policy.	Material Information
<b>2. Information regarding corporate declaration: -</b>		
(a)	Any decision regarding declaration of dividend;	Price Sensitive Information
(b)	Decision regarding declaration of rights, bonus share or such benefits to the security holders;	Price Sensitive Information
(c)	Decision regarding corporate declaration or any other information regarding the entitlement of the investors; and	Material Information
(d)	Changes in dividend distribution policy.	Material Information
<b>3. Information regarding the changes in corporate structure: -</b>		
(a)	Acquisition or dispose of 5% or more of the company's existing assets;	Price Sensitive Information
(b)	Merger with other company or acquisition of substantial shares of other company;	Price Sensitive Information
(c)	Demerger of any unit of the company;	Price Sensitive Information
(d)	Conversion or dissolution of any unit of the company;	Price Sensitive Information



(e)	Changes in corporate operations through capital reorganization or amalgamation or demerger;	Price Sensitive Information
(f)	Proposal for takeover of other company or acquisition of its internal service;	Price Sensitive Information
(g)	Change of ownership that can have impact over the control of the company; and	Price Sensitive Information
(h)	Change of Company's name or address.	Price Sensitive Information
<b>4. Information regarding the changes in capital structure: -</b>		
(a)	Decision regarding private or public or rights offer of securities of the company or any changes of its capital structure;	Price Sensitive Information
(b)	Planned decision regarding re-purchase or redemption of securities;	Price Sensitive Information
(c)	Decision regarding share consolidation, share exchange, conversion of securities into equity securities or conversion of debenture into share; and	Price Sensitive Information
(d)	Significant changes regarding the rights of the security holders, etc.	Price Sensitive Information
<b>5. Information regarding the expansion or changes in business operations: -</b>		
(a)	Significant development or changes in technology, production or establishment of the Company;	Material Information
(b)	Significant capital investment or changes in objectives of the Company;	Price Sensitive Information
(c)	Significant new agreement, production, patent, service or changes in business of the company;	Material Information
(d)	Collection of significant long-term bad debt on accounts receivables;	Material Information
(e)	Change or resignation or dismissal of the Board of Directors including Chief Executive, CEO, CFO and Company Secretary;	Material Information
(f)	Changes of statutory auditors or corporate governance compliance auditors, credit rating company;	Material Information
(g)	Initiative for legal proceedings or development of regulatory issues or any significant judgment or order;	Material Information
(h)	Delisting or change of category of securities by the Stock Exchange;	Price Sensitive Information
(I)	Significant management contract, investors relation agreement, service agreement or related party transactions that can have significant impact on the financial statements;	Material Information
(J)	Decision regarding sale or purchase of fixed assets or renovation or development of plant or machineries or expansion (BMRE) or establishment of new unit; and	Material Information
(K)	Payment or acceptance of significant advances or loans between inter-companies or subsidiary or associate companies or transactions of loans with directors.	Material Information
<b>6. Information regarding debt management: -</b>		
(a)	Payment or acceptance of 25% or more loan of the Company's total paid-up capital or net asset value whichever is higher;	Material Information

(b)	Mortgage or redemption of substantial assets or properties of the Company;	Material Information
(c)	Failure of repayment of loan to the bank or creditors for more than six months;	Material Information
(d)	Signing of significant new loan agreement; and	Material Information
(e)	Foreign loan or investment agreement.	Price Sensitive Information
<b>7. information regarding fund management and changes of structure:-</b>		
(a)	Extension or reduction of tenure of the fund	N/A
(b)	Winding up of the fund	N/A
(c)	Conversion of the fund	N/A
(d)	Investment of 10% or more of the fund in any single security	N/A
(e)	Profit or loss on financing in any significant investment;	N/A
(f)	Formation of trustee of the fund, any change in the trust deed, etc.	N/A
<b>8. Others: -</b>		
(a)	Signing of any substantial agreement or termination or significant amendment of previously signed agreement;	Material Information
(b)	Any event that is destructive to significant property or image of the company;	Price Sensitive Information
(c)	Abandonment or significant modification of any scheme/project affirmed previously by the Company; and	Material Information
(d)	Submission of qualified report by the auditors of the company.	Price Sensitive Information

ALL PSI AND MI CATEGORY INFORMATION SHALL BE DULY PUBLISHED/DISCLOSED IN ACCORDANCE WITH RULE 3(3) OF THE OF BANGLADESH SECURITIES AND EXCHANGE COMMISSION (INSIDER TRADING PROHIBITION) RULES, 2022.

  
**Golam Murshed**  
 Chairman  
 National Polymer Industries PLC.