

GBB Power Limited

*Principles on Disclosure of
Material Information (MI) and
Price Sensitive Information (PSI)*

1. BACKGROUND:

The necessity of this Principles is conscripted in compliance with gazette notification dated January 30, 2023 on Securities and Exchange Commission Rules (Prohibition of Insider Trading)-2022 and Bangladesh Securities & Exchange Commission (BSEC) Directive No. BSEC/CMRRCD/2021-396/217 dated February 08, 2023.

Besides Regulation 33 of the Dhaka Stock Exchange (Listing) Regulation 2015 and the Chittagong Stock Exchange (Listing) Regulation 2015 require the issuer of listed securities to make full disclosures of the Price Sensitive Information (PSI) as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 or any other rules and regulations.

In accordance to the BSEC Directive, the issuer listed Company shall formulate a Principles on Disclosure of Material Information and Price Sensitive Information, which shall be adequately published / disclosed in the website of the Company.

2. OBJECTIVE:

The objective of this Principles is to determine Material Information and Price Sensitive Information based on specified criteria as defined in the Bangladesh Securities and Exchange Commission Rules, 2022, so that the Company makes timely disclosure of Material Information and Price Sensitive Information as well as disseminates the information on its website.

Moreover, the Principles also includes the following:

- The Company meets its disclosure requirements as a publicly traded company, as set out by the Listing Regulations, different securities laws, and any other laws that apply;
- The company's documents and public statements are correct and don't contain any misrepresentation or window-dressing.

3. DEFINITION:

The following terms/words are used specifically to articulate this literature from the perspective of GBB Power Limited (GBBPL) considering the BSEC PIT Rules 2022:

3.1 "Company" means GBB Power Limited (GBBPL);

3.2 "Material Information (MI)" means any event or information which is important as per its merit to affect the regular price or value of the company's securities. 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.

3.3 "Price Sensitive Information (PSI)" means such undisclosed information of the Company, disclosure of which may influence the market price of the company in any trading board of the exchanges or

impact the net asset valuation of the company by minimum 10% and inter alia includes but is not limited to:

- Report in respect of the financial position, financial performance or any basic information in respect thereof;
- Information relating to dividend (both interim and final) and corporate declarations;
- relating to changes in corporate structure; namely- merger, demerger, acquisition, disposal, conversion or transfer;
- Information regarding changes in capital structure;
- Information relating to any other rules or regulations or orders or instructions or circular/ notification prescribed as Price Sensitive Information made or approved or issued by the BSEC by notification in the Official Gazette from time to time;

3.4 Words/Terms or Expression in these principles shall have the same meaning as assigned to them under the Bangladesh Security and Exchange Commission (Prohibition of Insider Trading) Rules 2022("The BSEC PIT Rules 2022")

4. TRADING PERIOD RESTRICTION:

No sponsor, director, employee, auditor or person engaged in audit work, advisor, legal counsel, or beneficial owner of securities shall not purchase, sell, or otherwise receive or dispose of any securities of the Company period from two months before the date of the financial year end up to the period the annual account has been finally considered and accepted by the Board of directors of the Company (according to the Gregorian calendar year)

5. AUTHORIZED PERSONS TO DISSEMINAT AND DISCLOSE PRICE SENSITIVE INFORMATION AND MATERIAL INFORMATION:

In order to ensure the accuracy and consistency of the GBBPL's disclosures to relevant stakeholders, the Chairman of the Board, 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 GBBPL and respond to specific inquiries related to MI/PSI from the investment community or media.

6. APPROPRIATENESS:

The principles on Disclosure of Material Information and Price Sensitive Information shall be applicable and binding in respect of all material information and price sensitive information of the Company.

7. DISCLOSURE MODALITY:

7.1 The Company shall disclose all Price Sensitive Information (PSI) to the BSEC, DSE and CSE within two (02) hours of the decision taken by the Board or the conclusion of the meeting, or on the day on which the matter came into its knowledge;

7.2 In case of seeking permission, approval, or consent from any regulator on any issue related to the movement of share price, the Company shall disclose it to the BSEC, DSE, and CSE within two (02) hours of the decision taken by the Board or the conclusion of the meeting, or on the day on which the matter came into its cognizance;

7.3 The PSI shall be signed by the Chairman, CEO or Company Secretary;

7.4 The Company shall publish another PSI on the same issue within two (02) hours of receiving the permission/consent/ approval from the regulatory authority mentioning the fact that the issue was sent to the regulatory authority earlier for permission/ consent/approval;

7.5 The Company shall publish the PSI in an online news portal and two (02) daily newspapers (Bangla and English) that are widely circulated across the country;

7.6 All PSI shall carry the date, time, or the date on which the matter came into the of the Company;

7.7 The Company shall upload on its website all Material Information and Price Sensitive Information and host the same for a minimum period of 03 (three) years.

8. PRICE SENSITIVE INFORMATION:

8.1 Determination: GBBPL 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.

8.2 Procedure for Dissemination/Disclose: GBBPL 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.

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

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

9 MATERIAL INFORMATION/EVENT:

9.1 Determination of Material Information/Event:

GBBPL 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.

9.2 Procedure for Dissemination/Disclose of Material Information/Event:

GBBPL 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.

9.3 Archiving of Material Information:

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

10 DISCLOSURE ON THE WEBSITE:

The Company shall disclose on its website all such events/information which has been disseminated to the BSEC and Stock Exchange(s) under this Principles and such disclosures shall be hosted on the website of the Company for a minimum period of three years and thereafter as per the archival Principles/process/ practice followed by the Company.

11 AMMENDMENT OR REVIEW:

These Principles shall be reviewed by the Board of Directors as and when required. Any subsequent amendment or modification in the Regulations and/or applicable laws in this regard shall automatically apply to these principals.