



PRINCIPLES ON DISCLOSURE OF MATERIAL INFORMATION AND PRICE SENSITIVE INFORMATION

PREFACE

Principles on Disclosure of Material Information and Price Sensitive Information is made pursuant to the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

OBJECTIVES

The Objectives of Principles on Disclosure of Material Information and Price Sensitive Information to determine Material Information and Price Sensitive Information of the company based on specified criteria as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 to ensure continuous, adequate, accurate and timely disclosure of Material Information and Price Sensitive Information to the Shareholders, Regulators & stakeholders.

DEFINITIONS

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

GUIDELINES FOR THE DETERMINATION OF PRICE SENSITIVE INFORMATION

Price Sensitive Information (PSI) is an information by which market price of securities may be affected if such information is published/disclosed. Price Sensitive Information means any information which relates, directly or indirectly, to a company and which if published is likely to materially affect the price of securities of the company

In accordance with under section- 3(1) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, Navana Pharmaceuticals Limited shall be included following information as Price Sensitive Information:

- a) Report in respect of the financial position, financial performance or any basic information in respect thereof;
- b) Information relating to dividend and corporate declarations; c) Information relating to changes the in corporate structure; namely- Merger, Demerger, acquisition, disposal, conversion or transfer;
- d) Information regarding changes in capital structure;
- e) Information regarding expansion or changes of existing business activities;
- f) Information regarding fund management and changes of fund structure;
- g) Any other rules or regulations or orders or instructions or circular/notification prescribed as Price Sensitive Information made or approved or issued by the Commission;
- h) Any other information determined by the Commission by notification published in the Official Gazette from time to time.

DISSEMINATION MODALITY OF PRICE SENSITIVE INFORMATION

Navana Pharmaceuticals Limited shall disseminate Price Sensitive Information (PSI) In accordance with under section- 6 of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022).The Company shall disclose all Price Sensitive Information (PSI) by written form, sign by The Chairman or the Managing Director & CEO or the Company Secretary 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 receive or came into its cognizance through E-mail, Fax, Digital Submission Platform, specially assigned messenger/personnel, or by courier services in some cases. Subsequently shall publish the PSI in an online news portal and two (02) daily newspapers (Bangla and English) that are widely circulated across the country and also shall disclose the PSI in the Company's website.

GUIDELINES FOR THE DETERMINATION OF MATERIAL INFORMATION

Material Information is the information which may affect the regular price or value of the company's securities. Information is "material" if its disclosure would probably have an impact on the price of a security or if reasonable investors would want to know the information before making an investment decision.

DETERMINATION OF MATERIAL INFORMATION

In accordance with Schedule-Ka under Rule No. 3(2) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, Navana Pharmaceuticals Limited shall be included following information as Material Information except the PSI mentioned in Rule 3(1) of the rules:

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 information related to significant changes on the 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 Company;d) Any special instructions or any modification of any special instructions previously given by the regulatory authority relating to maintain of provisions; ande) Any changes in the accounting policies of the Company, etc.

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

- a) Any decision relating to dividends;
- b) Decision for issuance of rights share to security-holders, issuing bonus or giving similar other privileges;
- c) Corporate declaration or other information relating to the receivables of investors; andd) 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 Company;
- d) Conversion or winding up of any unit of the Company;
- 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 Company; andh) 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 Company's technology, production or establishment;
- b) Significant capital investment or significant change in the purpose of the Company;
- 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; andk) Significant advances between inter-company or subsidiary or associate entities; or giving or receiving loans or exchanging loans with directors, etc.

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 Company or any event affecting its reputation;c) Cancellation or substantial modification of any scheme previously announced; and d) Submission of qualified report by the auditor of the Company, etc.

DISSEMINATION MODALITY OF MATERIAL INFORMATION

Material Information (MI) Navana Pharmaceuticals Limited shall upload in its website in accordance with Schedule-Ka of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 and among information which is deemed to be Price Sensitive Information shall be In accordance with under section- 6 of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

REVIEW AND AMENDMENTS

The Board of Directors of Navana Pharmaceuticals Limited may review and approve the amendment and modification this policy whenever they deem it necessary and may delegate authority to management to resolve any questions of issues that may arise in the course of putting the principles onto practice or in accordance with the Statutory & Regulatory requirement from time to time.

ARCHIVING OF PRICE SENSITIVE INFORMATION & MATERIAL INFORMATION

The Company shall make available on its official website all published Price Sensitive Information & material information and events dating back more than 3 (three) years according to requirements by Rule No. 3(4) of the BSEC PIT Rules 2022.

DISCLOSER

Navana Pharmaceuticals Limited shall disclose the Principles on Disclosure of Material Information and Price Sensitive Information or its amendments in its website.