

PRICE SENSITIVE INFORMATION (PSI) POLICY

Background and applicability

Singer Bangladesh Limited (hereinafter referred to as **SBL** or **the Company**) maintains confidentiality of any unpublished price-sensitive information and material information and is committed to preventing the misuse of such information. SBL follows all applicable laws and regulations set forth by the Bangladesh Securities and Exchange Commission (“BSEC”) or the Stock Exchanges (Exchange) with regard to the prevention of insider trading. SBL also abides by the Global Code of Conduct of Arcelik A.S., the ultimate parent company of SBL. After the introduction of the Bangladesh Securities and Exchange Commission (BSEC) “Prohibition of Insider Trading”- (“সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ বিধিমালা ২০২২”) Rules 2022, it has become mandatory for listed companies to have a Price Sensitive Information (PSI) and Material Information (MI) Disclosure Policy and to disclose the same on the Company’s website. The Board of Directors (the Board) of Singer Bangladesh Limited (SBL) has adopted this Price Sensitive Information (PSI) and Material Information (MI) Disclosure Policy to comply with the requirements.

Definition

Unless otherwise specified all words or expressions used in this policy shall have the same meaning as defined in Securities and Exchange Ordinance 1969, Bangladesh Securities and Exchange Commission Act 1993, Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, Bangladesh Securities and Exchange Commission’s Notifications, Directives and Orders, Companies Act 1994, Depository Act 1999.

Objectives

The objective of this Policy is to determine the Price Sensitive Information (PSI) and Material Information (MI) based on specified criteria as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, enabling the Company to disclose PSI and MI as well as disseminate the information on its website for provide equal access to information or disclosures to regulators or investors which may affect their investment decisions.

Applicability

This Policy applies to all individuals who have access to the undisclosed Price Sensitive Information of the Company and imposes restrictions regarding trading of the Company’s securities and disclosure of undisclosed Price Sensitive Information of the Company to others. This shall also be applicable and binding in respect of all material events/information that

have an impact on the securities' price of the Company and events/information with respect to its Holding or Subsidiary Company, which are material for the Company.

The Policy applies to the Insiders (persons): Any Sponsor, Director, Shareholders holding more than 10% shares, family members of the Directors (spouse, son, daughter, father, mother, brother and sister), Key Managerial Personnel, employee of the Company or Auditors, consultants, bankers, advisors, suppliers, asset valuer, credit rating company, persons engaged or involved in the said activities or holding company or its Directors, subsidiary company or beneficial owners of securities mentioned in section 12 of Securities and Exchange Ordinance 1969.

Key Managerial Personnel (KMP)

Corporate Governance Code 2018 determines the Key Managerial Personnel (KMP) of the Company (Serial 1 to 4) and apart from this list, various other senior managerial positions from time to time may be involved with the materiality of an event or information and PSI, such as:

Sl. No.	Key Managerial Personnel (KMP)
1	Managing Director & CEO
2	Chief Financial Officer
3	Company Secretary
4	Head of Internal Audit and Compliance
5	Financial Controller
6	Sr. Manager, Finance and Accounts
7	Manager, Corporate Affairs

Disclosure of the PSI

Information and events with sensitivity to the share price shall be disclosed to the relevant regulators in the following manner:

- a) SBL, as a listed Company, shall disclose its Price Sensitive Information (PSI) within two (02) hours of the decision taken by the Board or on the day on which the matter came into its cognizance.
- b) Any permission, approval, or consent of the BSEC, or other regulators on any issue related to the movement of share price, the Company shall disclose it within two (02) hours of receiving the above or on the day of which the matter came into its cognizance.
- c) The Chairman or the Managing Director & CEO or the Company Secretary shall sign the PSI/MI document.

- d) The Company shall publish any PSI/MI 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.
- e) The Company shall publish the PSI/MI in an online news portal and two (02) daily newspapers (one in Bangali and one in English) that are widely circulated across the country.
- f) The PSI document shall be sent to BSEC and Exchange through E-mail/Fax/Digital Submission Platform, specially assigned messenger/personnel, or by courier services in some cases.
- g) All PSI/MI shall carry the date, time, or the date on which the matter came into the cognizance of the Company.
- h) The Company shall upload on its website all Price Sensitive Information and Material Information and the same for a minimum period of three (03) years.

Prohibition of Insider Trading

No Insider shall, by himself or by any other person carry on insider trading or give any personal advice or assistance regarding such business.

Any Insider cannot buy, sell, or otherwise transfer of shares of the Company during the restricted period starting from 1st November of every financial year to approval of annual financials by the Board of Directors of the Company.

Disclosures on the Company's Website

The Company shall disclose on its website all such events/information which have been disseminated to the BSEC and Stock Exchange(s) under this Policy and such disclosures shall be hosted on the website of the Company for a minimum period of three (3) years.

Modification of this Policy

The Board is authorized to change or modify this Policy from time to time in pursuance of any amendments made by any relevant law for the time being in force.

Disclaimer

This policy shall not be interpreted as a solicitation or refusal for investments in the Company's securities/shares, and it does not provide any assurance of protection of returns (in any form) on investments in the Company's securities.

“Schedule Ka”

Rule 3(2)

**Principles of Disclosure of Material Information and
Price Sensitive Information of Singer Bangladesh Limited**

The following event/ information will be treated as Price Sensitive Information, as per the guidelines of the Bangladesh Securities and Exchange Commission (“Prohibition of Insider Trading”- “সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ বিধিমালা ২০২২”) Rules, 2022:

Rule 3. List of Price Sensitive Information (PSI)

1. Information related to the financial position, financial results, financial statements, and other basic information related to the financial performance. List of Price Sensitive Information (PSI).
2. Information related to the dividends and corporate declarations.
3. Information related to the change of corporate structure (i.e. amalgamation, merger, de-merger, re-structuring, acquisition, winding up, transfer, and transformation, etc.
4. Information related to the change of capital structure.
5. Information related to the business extension, change, etc. if required.
6. Information related to the fund management, and structural change of the fund.
7. Any other information as defined by the BSEC as PSI through various rules, regulations, circulars and directives.
8. Any information published by the BSEC in the official gazette defining PSI.

List of Material Information (MI)

1. Factors related to the change of financial status/statements:
 - a. Change in financial statements. i.e.: Any significant changes in revenue, expenses, profits or losses, cash flow, receivables, a significant change of assets and liabilities, significant changes of revaluation of assets or related information or statement or comments.
 - b. Comparative statements of the following information:
 - i. Earnings per share.

- ii. Net operating cash flow per share.
 - iii. Net asset value per share.
 - c. Significant/Material change of asset value or composition of assets.
 - d. Any change related to the reservation of provision that is/was required (especially directed/changed) by the regulatory authority.
 - e. Any change related to the change of accounting policies, etc.
2. Information related to the Corporate Declaration:
- a. Any decision/resolution related to the dividend.
 - b. Any decision/resolution related to the rights of the security-holder, declaration or issue of bonus, or similar benefits.
 - c. Information related to the benefits receivables by the investors against any corporate declaration or any other information.
 - d. Change of dividend declaration policy, etc.
3. Information related to the change of Corporate Structure:
- a. Acquisition or Liquidation of existing assets of SBL at least 05% (five percent) or higher.
 - b. Amalgamation or merger or acquiring a substantial number of shares of other company (ies) by SBL.
 - c. Demerger of any associates/subsidiaries of the SBL.
 - d. Restructuring or liquidation of any associates/subsidiaries of SBL.
 - e. Change in the "Corporate Activities" of SBL by re-organization of capital or merger or demerger.
 - f. Proposal of acquiring control (take-over) of other company, or the proposal of acquiring internal services of the other company by the SBL.
 - g. Change in ownership structure that may affect the controlling ownership of the SBL.
 - h. Change of name and address, etc. of the SBL.
4. Information related to the change of Capital Structure:
- a. Any decision/resolution related to the change of Capital Structure of SBL including the offer of security as a private offer or public offer or rights offer.
 - b. Planned buyback or redemption of securities of SBL.

- c. Decision/resolution related to the consolidation of any shares, exchange/transfer of shares, conversion of any security into equity security, or conversion of debt instrument into shares.
 - d. Substantial changes of rights of security-holders of SBL.
5. Information related to the expansion of business activities and the change of business:
- a. Significant development or change of technology, production, or establishment of SBL.
 - b. Substantial investment of capital or change of objectives of the SBL.
 - c. Significant agreement (new), production, patent, services, or changes of business.
 - d. Recovery of a substantial amount of long-term bad debt.
 - e. Change/ resignation/ termination of the Board of Directors, MD & CEO, Chief Financial Officer (CFO), Company Secretary (CS), and Head of Internal Audit and Compliance (HAIC).
 - f. Change of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company.
 - g. Any material verdict or order, initiation of legal proceedings, development of regulatory affairs issues, etc.
 - h. Change of category of listed security-"SBL" in the stock exchange (s) or de-listing from the exchange(s).
 - i. Notable "Management Contract", "Investors Relation Agreement", "Service Agreement", or any agreement related to the Related Party Transaction that may affect the financial statement significantly.
 - j. Decision/ resolution related to the purchase or sale of any fixed asset, or BMRE or establishment of a new unit.
 - k. Advance or loan to and from intra-company or subsidiary or associated company or director.
6. Loans and Advances:
- a. Information related to the loan received or payment of advance (25% or higher) based on Paid-up capital or net asset value (whichever is higher).
 - b. Giving/releasing of guarantees of any substantial assets.
 - c. Failure to pay off loan/liability of any bank or lender or debt-instrument, for more than six (06) months.
 - d. Notable loan agreement or foreign investment agreement, etc.

7. Others:

- a. The signing of any important agreement/ amendment or cancellation of the agreement (s) that is/are signed in previous years.
- b. Any event(s) that hamper(s) the reputation, loss/damage of any notable assets of SBL.
- c. Cancellation of any project or any material change/amendment of the project.
- d. Qualified Opinion submitted by the auditor, etc.