



UNILEVER CONSUMER CARE LIMITED

PRINCIPLES ON DISCLOSURE OF MATERIAL INFORMATION AND PRICE SENSITIVE INFORMATION

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1. Introduction

In compliance with the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, the issuers of listed securities are required to formulate and disclose “Principles on Disclosure of Material Information and Price Sensitive Information”. Accordingly, this “Principles on Disclosure of Material Information and Price Sensitive Information” (herein after referred to as “the Principle”) has been framed by the Board of Directors (herein after referred to as “the Board”) of Unilever Consumer Care Limited (herein after referred to as “the Company”) at its meeting held on 28th October 2023 and is applicable to the Company with immediate effect.

2. Objectives

The objectives of this Principle are :

- to provide an overall governance framework for the determination of materiality of events and information for disclosure
- to ensure that all investors have equal access to significant information that may affect their investment decisions and that such information is adequately disseminated in a fair, accurate and timely manner in pursuance with the Listing Regulations, Securities Laws, and any other Laws that apply.

3. Definitions

All words/terms used in this Principle shall have the same meaning as assigned to them under the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 (herein after referred to as “the BSEC Rules 2022”).

4. Guidelines for Considering as Material Information

Any information shall be regarded as Material Information that may be considered as crucial in making investment decisions by a reasonable investor. As per the BSEC Rules 2022, following information of the Company shall be considered as Material Information and shall be disclosed and disseminated accordingly:

4.1. Information related to changes in financial conditions

- a) Any information or statement or comment relating to the changes in the financial statements such as significant decrease or increase in revenue, income, expenditure, cash flow, receivable, payable, assets and liabilities and the revaluation or significant decrease or increase of substantial assets
- b) Significant changes in the value or components of assets

- c) Any special direction or any changes of such earlier special direction by the concerned regulator regarding provision
- d) Any material changes in accounting policy

4.2. Information related to corporate declaration

- a) Any material changes in dividend distribution policy

4.3. Information related to changes in corporate structure

- a) Change of name or address of the Company

4.4. Information related to expansion, modification, changes etc. of business operations

- a) Any significant development or change in technology, production or establishment of the Company
- b) Significant capital investment or significant changes of the Company's objectives
- c) Significant new agreement, production, patent, service or change of business
- d) Substantial realization of long-term outstanding fund
- e) Change or resignation or removal of the Board of Directors including the Chief Executive Officer, the Chief Financial Officer/Head of Finance and the Company Secretary
- f) Change of Statutory Auditors, Corporate Governance Compliance Auditors and Credit Rating Company
- g) Commencement of legal proceeding or improvement of regulatory affairs or any significant judgment or court order
- h) Significant management contract, investors' relations agreement, service agreement, related party transaction or any contract that may significantly affect the financial statements
- i) Significant advance or loan given to or taken from inter-company or subsidiary or associated company and loan or advance given to or taken from the Board of Directors

4.5. Information related to debt management

- a) Borrowing and repayment of debt worth 25% or more of the paid up capital or net asset value, whichever is higher
- b) Creation or satisfaction of charge over substantial asset
- c) Failure to pay off the debt to any bank or creditor or debenture holder for more than 6 (six) months
- d) Significant new loan agreement
- e) Foreign loan agreement or investment agreement

4.6. Other Information

- a) Execution of any significant agreement or cancellation or material amendment of previously announced/executed agreement
- b) Significant damage of any substantial asset or any incident tarnishing the image of the Company
- c) Cancellation or significant modification of previously announced any project
- d) Any other information as may be prescribed as Material Information in any other rules or regulations or orders or directives or notifications made or approved or issued by the Bangladesh Securities and Exchange Commission from time to time
- e) Any other information as may be prescribed as Material Information by the Bangladesh Securities and Exchange Commission from time to time through Government Gazette notification.

5. Guidelines for Considering as Price Sensitive Information

Any undisclosed information of the Company as referred to in sub-rule (1) of Rule 3 of the BSEC Rules 2022, disclosure of which may affect the market price of the Company's listed securities in the trading board of concerned stock exchanges or may have significant change in net asset value of the Company (here significant means 10% of net asset value of the Company or at the rate as determined by the Bangladesh Securities and Exchange Commission from time to time), shall be regarded as Price Sensitive Information. As per the BSEC Rules 2022, following information of the Company shall be considered as Price Sensitive Information and shall be disclosed and disseminated accordingly:

5.1. Information related to changes in financial conditions

- a) The following comparative information of financial statements:
 - i. Earnings per share (EPS)
 - ii. Net operating cash flow per share (NOCFPS)
 - iii. Net asset value per share (NAV)

5.2. Information related to corporate declaration

- a) Any decision related to dividend
- b) Decision to issue right or bonus share or to issue the same or decision to provide similar kind of benefits to the shareholders
- c) Corporate declaration or any other information relating to entitlement of the investors

5.3. Information related to changes in corporate structure

- a) Acquisition or disposal of assets equivalent to 5% or more of existing total assets
- b) Amalgamation with another Company or acquisition of substantial shares of another Company
- c) Demerger of any unit of the Company
- d) Conversion or dissolution of any unit of the Company
- e) Changes in corporate activities through capital reorganization or amalgamation or demerger
- f) Proposal for take-over or acquisition of internal services of any Company
- g) Such changes in ownership which can impact on control over the Company

5.4. Information related to changes in capital structure

- a) Any decision regarding private placement or public offer or right offer of securities or changes of capital structure
- b) Planned repurchase or redemption of securities
- c) Decision regarding consolidation of any shares, exchange of shares, conversion of any securities into equity securities or conversion of debentures into shares
- d) Significant changes in securityholders' rights

5.5. Information related to expansion, modification, changes etc. of business operations

- a) Delisting of securities from the stock exchanges or change from one category to another category in stock exchanges
- b) Decision regarding purchase or sale of any fixed assets equivalent to 10% or more of existing total fixed assets or Balancing, Modernization, Rehabilitation and Expansion (BMRE) of plants and machineries equivalent to 10% or more of existing total fixed assets or information regarding the establishment of new unit

5.6. Other Information

- a) Submission of qualified report by the Auditors of the Company
- b) Any other information as may be prescribed as Price Sensitive Information in any other rules or regulations or orders or directives or notifications made or approved or issued by the Bangladesh Securities and Exchange Commission from time to time
- c) Any other information as may be prescribed as Price Sensitive Information by the Bangladesh Securities and Exchange Commission from time to time through Government Gazette notification.

6. Disclosure Procedure

6.1. Disclosure of Material Information

The Company shall publish the information, which is considered to be Material Information in the official website of the Company in an expedited manner from the occurrence of such event or information. The Company shall adhere to the statutory timeframes for disclosure of Material Information to the Bangladesh Securities and Exchange Commission and Stock Exchanges.

6.2. Discloser of Price Sensitive Information

The Company shall publish/disseminate the information, which is considered to be Price Sensitive Information, in accordance with Rule 6 of BSEC Rules 2022 and/or as directed by the Bangladesh Securities and Exchange Commission from time to time.

7. Authorization

The Board of Directors of the Company has constituted a Disclosure Committee (herein after referred to as "the Committee") comprising of the Managing Director, the Finance Director/Head of Finance, the Company Secretary and the Head of Legal. The Committee shall

be headed by the Managing Director and the Company Secretary shall function as the secretary of the Committee. All related decisions taken by the Committee shall be preserved by the office of the Company Secretary.

The Disclosure Committee may be contacted on the below mentioned address:

Disclosure Committee
Unilever Consumer Care Limited
Shanta Forum (10th Floor)
187-188/B, Bir Uttam Mir Shawkat Sarak, Dhaka-1208, Bangladesh.
Email ID : UCL.Bangladesh-info@unilever.com

7.1. Disclosure Process

- a) The Disclosure Committee shall be authorized by the Board to determine the materiality of indicative events or information which are not covered under the BSEC Rules 2022 and this Principle but may have potentiality to be Material Information or Price Sensitive Information and make necessary disclosure to the Bangladesh Securities and Exchange Commission and Stock Exchanges
- b) Any events or information as crafted in above point (a) shall be immediately informed to the Disclosures Committee along with the supporting data/information to facilitate a prompt and appropriate disclosure
- c) The Disclosures Committee shall immediately evaluate/ascertain the materiality of reported events or information considering its nature and its disclosure after taking into consideration the various provisions of the BSEC Rules 2022, local Regulations/Rules/Laws and the Principle, with an aim to form an opinion as to whether the reported event or information is Material Information or Price Sensitive Information or falls within the exemption of non-disclosure
- d) After evaluation, in case the event/information is considered as material or price sensitive in nature, appropriate disclosures shall be made in accordance with BSEC Rules 2022 and the Principle
- e) In the event, Disclosure Committee is not certain to determine whether the information is Material Information or Price Sensitive Information or falls within the exemption of non-disclosure, the Committee may pursue for legal and professional advice from external resources or seek explanation from the Bangladesh Securities and Exchange Commission and will take necessary action based on such advice
- f) In case of events/information which amounts to Material Information or Price Sensitive Information, however, not being generated out of a Board meeting, the Company Secretary shall immediately inform the Board regarding the events/information and appropriate disclosures shall be made in accordance with BSEC Rules 2022 and the Principle

- g) Disclosure Committee shall have the authority to resolve any queries or confusions or issues that may arise in the course of putting the BSEC Rules 2022 and the Principle into practice.

8. Preservation of Material Information and Price Sensitive Information

The Company shall make available its all published Material Information and Price Sensitive Information on its official website for a minimum period of 03 (three) years.

All events or information released as Material Information and Price Sensitive Information shall be preserved sequentially in a digital database.

9. Authorized Spokesperson

In order to ensure the accuracy and consistency of the Company's disclosures to relevant stakeholders, members of the Disclosure Committee or its delegated nominees are only authorized, on behalf of the Company, to make any public statements or respond to specific queries from the investment communities or media. Any public statements or respond to the specific queries shall fall within the ambit of the information that is already disclosed and accessible to the public and not have potentiality to be Material Information or Price Sensitive Information.

10. Review

This Principle is issued with the consent of the Board of Directors of the Company and can be amended only with the authority of the Board of Directors as may be deemed appropriate by the Board of Directors of the Company.

11. Publication

This Principle, as amended from time to time, will be available on the Company's website.

Approved by the Board and signed on its behalf by



Masud Khan
Chairman

Date: 28-October-2023