

## INSIDER TRADING POLICY

### INTRODUCTION

aamra networks limited (the "Company") is a public company whose equity shares are listed on the Dhaka Stock Exchange and Chittagong Stock Exchange of Bangladesh and subject to the rules and regulations issued by the Securities and Exchange Commission of Bangladesh (BSEC).

The Board of Directors of aamra networks limited has motivated to adopt this policy in line with the BSEC's Prohibition of Insider Trading Regulations, 1995. The law in specific circumstances prohibit directors & its family members, officers, employees, auditors, consultants, bankers, managing agents, advisers and other persons who have relationship with the aforesaid persons from

- (i) purchasing or selling securities of the Company with knowledge of material information regarding the Company that has not been generally disclosed to the public (commonly referred to as "Insider Trading"), and
- (ii) disclosing such material information to others (including to a spouse, relative or friend), except in the necessary course of business (commonly referred to as "Tipping").

These prohibitions against Insider Trading and Tipping are intended to ensure equal opportunity among investors and to ensure that people who have access to material undisclosed information do not trade, or assist others in trading, to the disadvantage of investors generally. Additionally, there are also prohibitions against market manipulation and fraud.

### PURPOSE AND APPLICABILITY

The Company endeavors to preserve the confidentiality and prevent the misuse of un-disclosed price sensitive information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations.

Every director, officer, employees of the Company has a duty to safeguard the confidentiality of all such information which he/ she obtain in the course of performance of official duties. Directors, officers and Designated Person (CFO, CS, HIAC) of the Company should not use their position to gain personal benefit.

The Code is applicable to the following Insiders (persons):

- 1) Promoters/Sponsor Shareholders
- 2) Directors
- 3) Principal Shareholder (Shareholders who hold 10% or more shares)
- 4) Family members of the directors (spouse, son, daughter, father, mother, brother and sister)
- 5) Officers
- 6) Employees
- 7) Auditors
- 8) Consultants
- 9) Bankers
- 10) Managing agents
- 11) Advisers
- 12) Suppliers
- 13) Vendors/contractors and



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- 14) Other persons who have relationship with the aforesaid persons and scope to know any undisclosed material information

#### MATERIAL CHANGE/INFORMATION

“Material Change/Information” means those changes/ information, relating to decision, occasion, circumstances, situation, conditions, events, financials or otherwise, any other changes in the affairs of the Company or its directors/ sponsors or its Chief Executive Officer/Managing Director/ Company Secretary/Chief Financial Officer/Compliance Officer that can have impact on investment decision of the holders of the securities or potential investors or otherwise users of such material information/changes.

#### NON-PUBLIC INFORMATION

Material information is “non-public” if it has not been generally disclosed. Information is considered to have been generally disclosed if (i) the information has been disseminated in a manner prescribed by the Securities law and effectively reach the marketplace, and (ii) public investors have been given a reasonable amount of time to analyze the information.

#### SHORTSELLING

No director or officer of an issuer of a listed equity security and no person who is directly or indirectly the beneficial owner of not less than ten per cent of such securities shall practice directly or indirectly short-selling such securities.

Provided that where any director or officer of an issuer of a listed equity security or any person who is directly or indirectly the beneficial owner of not less than ten percent of such securities makes any gain by the purchase and sale, or the sale and purchase, of any such security within a period of less than six months, be considered as short selling of securities.

Do any act or practice or engage in a course of business, or omit to do any act which operates or would operate as a fraud, deceit or manipulation upon any person, in particular-

- i) Directly or indirectly effect a series of transactions creating the appearance of active trading therein or of raising of price for the purpose of inducing its purchase by others or depressing its price for the purpose of inducing its sale by others;
- ii) Being a director or an officer of the Company or a beneficial owner of not less than ten percent of security who is in possession of material facts omit to disclose any such facts while buying or selling the security.

#### RESTRICTED TRADING PERIOD

Every sponsors, directors, employees, auditors and persons engaged in audit works, advisors or legal counsel and beneficial owners of securities mentioned in section 12 of Securities and Exchange Ordinance 1969 shall not buy, sell or otherwise receipt/handover of securities of the Company during the period starting from 1<sup>st</sup> May of every financial year to approval of annual financials by the Board.

## UNDISCLOSED PRICE SENSITIVE INFORMATION (UPSI)

UPSI means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) Financial Results or related material information;
- (ii) Dividends;
- (iii) Change in capital structure through issuance of bonus or right shares;
- (iv) Purchase/ sell of fixed assets
- (v) BMRE/Expansion or new unit installation
- (vi) Mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (vii) Change in basic business activities
- (viii) Any other information time to time published by the commission.

## PROHIBITED ACTIVITIES

- (i) No Insider may purchase or sell securities of the Company while in possession of material non-public information concerning the Company.
- (ii) No Insider may attempt to take any economic or other personal advantage of any material non-public information. This means that Insiders who have knowledge of material non-public information must not purchase or sell the Company's securities or permit any member of his or her family, anyone acting in his or her behalf or on behalf of his or her family, or any entity in which he or she, or his or her family members, have a personal interest to purchase or sell the Company's securities.
- (iii) No Insider may purchase or sell securities of the Company during any restricted trading period generally imposed.
- (iv) No Insider may disclose material non-public information concerning the Company to any outside person (including family members, analysts, individual investors, members of the investment community and news media).
- (v) No Insider may give trading advice of any kind relating to securities of the Company to anyone while possessing/non possessing material non-public information about the Company.
- (vi) Insiders should only make purchases of the Company's securities for investment purposes and not short-term speculation. The Company's securities may not be bought with the intention of reselling them within six months or sold with the intention of buying the Company's securities within six months of sale.

No Insider may directly or indirectly engage or participate in any act, transaction, trading method or other practice, or course of conduct that such Insider knows or ought reasonably to know (i) results in or contributes to a misleading appearance of trading activity in, or an artificial price for, the Company's securities, or (ii) perpetrates a fraud on any person or company.

