

**Policy for determination of
Material Events / Information,
Price Sensitive Information and Other Disclosures of
Unique Hotel & Resorts PLC**

This Policy shall come into effect from 01st Day of December' 2023

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1.00 INTRODUCTION

Unique Hotel & Resorts PLC is committed to providing timely, orderly, consistent, and balanced disclosure of all material information about its business and financial results on a non-selective basis consistent with legal and regulatory requirements.

Unique Hotel believes that transparency and accountability are fundamental to fulfilling its vision and to strengthening public trust in its stakeholders. This Principle confirms and reflects the company's commitment to transparency and the promotion of good governance.

The company also commits to compliance with applicable securities laws and regulations to provide fair disclosure of material information to the public marketplace while simultaneously undertaking not to disclose any information relating to the business or affairs of its customers and stakeholders.

This Policy shall be called "The Policy for determination of Material Event /Information, Price Sensitive Information and other Disclosures of Unique Hotel & Resorts PLC" (hereinafter referred to as "the Principles").

This Policy will address all disclosures that may be made by Unique Hotel & Resorts PLC, whether it relates to information of Unique Hotel itself or its stakeholders.

1.01 Profile:

Unique Hotel & Resorts PLC is the leading Hotel & Hospitality Management Company which is the owner of "The Westin Dhaka" and the pioneer of Five Star hotel in the private sector of Bangladesh. It was established in November 28, 2000 and got the Certificate of Commencement of Business in the Brand name "The Westin Dhaka" on July 01, 2007. Since then it has been maintaining consistent growth with innovation & valued services and has become the number one in Bangladesh.

Unique Hotel & Resorts Ltd. is a Public Limited Company listed with Dhaka Stock Exchange and Chittagong Stock Exchange on 14 June 2012 and 5 June 2012 respectively. The address of the registered office of the company is Plot # 01, CWN (B), Road # 45, Gulshan-2, Dhaka-1212. Corporate head office of the Company is at Borak Mehnur, 51/B, Kemal Ataturk Avenue, Banani, Dhaka-1213.

The activities connected with the hotel business are carried out through a Management Contract executed on 17th December 1999 between Unique Hotel & Resorts Ltd ("the Owinging Company") and Westin Asia Management Co. ("the Operator"), a wholly-owned subsidiary of Starwood Hotels & Resorts Worldwide, Inc. now Marriott International. The Operator is knowledgeable and experienced in managing and promoting five-star hotels and resorts and has (and/or its Affiliates have) been performing such services throughout the globe with highest reputation since long.

In terms of Management Contract, the Operator is entitled to receive base fee, license fee, incentive fee and institutional marketing fee from the Owinging Company for the operation of the Hotel only. In addition, under the agreement, the Operator is entitled to receive office base fee and office incentive fee from the Owinging Company on account of office space rented out in the Hotel premises.

Later on, Unique Hotel & Resorts Ltd. established it's another hotel at Uttara name HANSA - A premium residence by UHRL. It the highest quality serviced hotel in Uttara area. Another prestigious property Sheraton Hotels & Resorts, an iconic brand of Marriott International is in simulation stage and waiting for grand opening soon. This hotel is located in the Banani Arear.

1.02 Background:

The Regulation 3(2) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 requires all issuer of listed securities to frame a policy for determination and publication of Material Information (MI), Price Sensitive Information (PSI) and other disclosure. In addition, the 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 all decisions particularly 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. Accordingly, Unique Hotel & Resorts PLC ("the Company") needs to frame a policy document titled the Principles of Publication of Material Information, Price Sensitive Information and Other Disclosures for this purpose.

2.00: OBJECTIVES

The objective of this Policy is to determine Price Sensitive Information (PSI), Materiality of events/information and other Disclosures based on specified criteria as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, so that the Company can do timely disclosure of PSI, Material events / information and other Disclosures to the regulators and stakeholders as well as disseminates the information on its website. The Policy thus aims at providing equal access to important information or disclosures to regulators or investors which may affect their investment decisions, and in formulating the principles of materiality based on which the Company shall make disclosures of events or information.

The prime objective of this policy is to determine the materiality of the decisions / events of the Company and to ensure continuous, adequate, accurate and timely disclosure of information by Unique Hotel & Resorts PLC to the Commission and Stock Exchanges on an ongoing basis to enable the investors to make informed investment decisions.

3.00: DEFINITIONS

- 3.1. **"UHRL or Unique Hotel"** means Unique Hotel & Resorts PLC
- 3.2. **"Policy"** means this Policy titled "The Policy for determination of Material events / Information, Price Sensitive Information and Other Disclosures of Unique Hotel & Resorts PLC"
- 3.3. **PSI** means Price Sensitive Information
- 3.4. **MI** means Material events / Information
- 3.5. **"Company"** means Unique Hotel & Resorts PLC or UHRL
- 3.6. **"Board of Directors"** or "Board" means the Board of Directors or Board Members or Directors of Unique Hotel & Resorts PLC, as constituted from time to time.
- 3.7. **"Key Managerial Personnel"** means Key Managerial Personnel (KMP) including the Managing Director (MD) and / or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), Head of Internal Control & Compliance and such other officer/s as may be prescribed by the Board of Directors.
- 3.8. **Stock Exchange(s)** means Dhaka Stock Exchange and the Chittagong Stock Exchange
- 3.9. Listing Regulations means Dhaka Stock Exchange (Listing) Regulation 2015 and the Chittagong Stock Exchange (Listing) Regulation 2015
- 3.10. **"BSEC"** means Bangladesh Securities and Exchange Commission.
- 3.11. **"DSE"** means Dhaka Stock Exchange Limited
- 3.12. **"CSE"** means Chittagong Stock Exchange Limited.
- 3.13. **"Chairperson"** means the Chairperson of the Board of Directors of Unique Hotel & Resorts PLC.
- 3.14. Any term, word or acronyms not defined in this policy shall have the same meaning as given under the Securities and Exchange Ordinance, 1969, Bangladesh Securities and Exchange Commission Act, 1993, the Companies Act, 1994, Depository Act, 1999, Exchanges Demutualization Act, 2013 and provisions made under the said laws. Further, in case of inconsistency between any provisions of this policy with any existing policy(ies) of the Company, provisions of Policy for determination and disclosure of Materiality of Events or Information and Price Sensitivity will prevail.

4.00: GENERAL PRINCIPLES OF DISCLOSURE:

Securities laws, rules and regulations require prompt disclosure of all material information and in complying with this, the Unique Hotel commits to the following:-

- i) All disclosures of PSI and material information will be factual.
- ii) To promptly disclose PSI & material information as per the regulations by news media (generally, advertisements in newspapers) or by means of some non-exclusionary form of disclosure designed to provide broad public disclosure.
- iii) To disclose promptly and completely any material information that may be considered adverse to the Company and in the same manner as favorable information which may affect the stakeholders or investors investment decisions;

- iv) Not to disclose material information to selected individuals or groups of individuals;
- v) To update the stakeholders when any earlier information disclosed becomes misleading as a result of subsequent events;
- vi) To promptly disclose to the general public by means of a news media release any material information that is announced at a shareholders' meeting or a press conference;
- vii) Disclosures will include any information, the omission of which would make the rest of the disclosure misleading.

5.00: APPLICABILITY

The Policy for determination of Material events / Information, Price Sensitive Information and Other Disclosures of Unique Hotel & Resorts PLC (the Policy) shall be applicable and binding in respect of all material events/ information and price sensitive information of the Company, and events/information with respect to its Joint Venture and Associated Companies which are material for the Company.

6.00 DETERMINATION OF MATERIALITY

- 6.1 Materiality has to be determined on a case to case basis depending on specific facts and circumstances relating to the information / event. In order to determine whether a particular event / information is material in nature, the following criteria(s) shall be applied:
- i) Materiality shall become applicable to an event / information where the value involved or the impact more than 10% of the total revenue; This threshold shall be determined on the basis of audited financial statements of the last audited financial year.
 - ii) Materiality shall become applicable to an event / information: (i) if the omission of which is likely to:
 - result in a discontinuity or alteration of event or information already available publicly;
 - or
 - result in significant market reaction if the said omission came to light at a later date;
 - iii) if in the opinion of the Board of Directors of Unique Hotel, the event / information is considered material.
- 6.2 The authority for determining the materiality of an event or information for the purpose of this clause shall be Chief Executive Officer (CEO), Company Secretary (CS) and the Chief Financial Officer (CFO) in consultation with the Managing Director / Chairperson.

7.00: AUTHORIZED PERSONS TO DISSEMINATION/DISCLOSE INFORMATION

In order to ensure the accuracy and consistency of the UHRL's disclosures to relevant stakeholders, the Chairperson of the Board, the Chairman of the Audit Committee, the Director, the Managing Director (MD) and / or Chief Executive Officer (CEO), Company Secretary (CS) and the Chief Financial Officer (CFO) shall be responsible for communications on behalf of the Company; Managing Director and / or Chief Executive Officer (CEO) may, from time to time, designate others to speak on behalf of the UHRL and respond to specific inquiries from the regulatory bodies, investors or media.

Employees who are not Authorized Spokespersons are not to respond to inquiries from the regulatory bodies, investors or media unless specifically asked to do so by an Authorized Spokesperson and as such all queries must be immediately forwarded to the Company Secretary.

8.00: PRICE SENSITIVE INFORMATION

8.1 Determination of Price Sensitive Information: Unique Hotel & Resorts PLC 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. List of PSI has been given in **Annexure – I**.

8.2 Procedure for Dissemination/Disclose of Price Sensitive Information: Unique Hotel 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 of Price Sensitive Information: Unique Hotel will follow the prohibition(s) on dissemination/disclosure of Price Sensitive 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 Unique Hotel will make available more than 3 (three) preceding years of all published Price Sensitive Information on the Company's website and thereafter as per the archival policy / process/ practice followed by the Company.

9.00: MATERIAL INFORMATION/EVENT

9.1 Determination of Material Information/Event: Unique Hotel & Resorts PLC 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. List of PSI has been given in **Annexure – II**.

9.2 Procedure for Dissemination/Disclose of Material Information/Event: Unique Hotel 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 Unique Hotel will make available more than 3 (three) years of all published Material Information/Events on the Company's website and thereafter as per the archival policy / process/ practice followed by the Company.

10.00 DISCLOSURE OBLIGATIONS

- 10.1 All Senior Management / Officers of Unique Hotel and its sister concerns, associate and joint venture companies shall be under an obligation to disclose material event and/or price sensitive information to the Company Secretary.
- 10.2 Upon receipt of information mentioned above, the Company Secretary of Unique Hotel & Resorts PLC shall make disclosure of the material events / price sensitive information to the Stock Exchange(s) with information to Managing Director & Board of Directors in line with the objective of the policy stated in clause 2.
- 10.3 The Company Secretary shall disclose all material events / information mentioned in Annexure I & II as soon as reasonably possible and not later than Two hours (02 hrs) from the occurrence of events or information.
- 10.4 In case the disclosure is made after Two hours (02 hrs) hours of occurrence of event or information, the explanation for delay shall also be provided along with the disclosure.
- 10.5 Further, with respect to events specified under clause 4.1(4), disclosure shall be made within 30 minutes of the conclusion of the Board Meeting.
- 10.6 All disclosures made by the company to the stock exchanges shall be uploaded on the website (www.uhrlbd.com) of the company.

11.00 MONITORING AND REPORTING

The 'Key Managerial Personnel' (KMP) are jointly responsible to the Board for monitoring and reporting the implementation of this Policy.

12.00 AMENDMENTS TO THE POLICY

The Board of Directors shall have the power to approve the amendments and authorize the Management to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of the Policy from time to time based on changing requirements as prescribed by BSEC and / or Stock Exchange(s).

13.00 PUBLICATION OF THIS POLICY

A copy of the Policy will be available on the website of the Company: www.uhrlbd.com.

List of Price Sensitive Information (PSI)

Sl.	Contents
1.	Signing of agreement or starting new business or venture or project or unit that shall affect the future performance of the Company
2.	Entering into significant joint venture arrangements regarding a project or investment with other company
3.	Mergers and acquisitions, amalgamation or restructuring of companies
4.	Comments on potential future earnings by the company
5.	Premature removal of any Chief Official of the company before the term ended
6.	Information on auditors issuing qualified audit report on the company's results
7.	Events beyond the control of the Company and its material significance (10% Or more deviation) to the issuer's business, operations or financial performance
8.	<p>Decisions of the Meetings of the Board of Directors: Unique Hotel shall disclose to the Commission and Exchange(s), within two hours of the closure of the Board Meeting, held to consider the following:</p> <ul style="list-style-type: none"> a) Dividends in the form of cash or bonus share recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched; b) Any cancellation of dividend with reasons thereof; c) The decision on buyback of securities; d) The decision with respect to single transaction of fund raising (which is material in nature) proposed to be undertaken; e) Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched; f) Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to; g) Short particulars of any other alterations of capital, including calls; h) Financial results; i) Decision on voluntary delisting from stock exchange(s).
9.	Any other information as described under rule 3 of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

List of Material Event / Information (MI)

Sl.	Contents
1.	Giving of guarantees or indemnity or becoming a surety for any third party by Unique Hotel exceeding 20% of the net worth as per last audited financial statements.
2.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
3.	Awarding / receiving, amendment or termination of awarded / orders/contracts not in the normal course of business which has the significant impact to the Company.
4.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit.
5.	Disruption of business by any uncertain, unexpected event or state of the and restriction like terrorist attack, spreading any pandemic virus, natural digested and etc.
6.	Material Foreign Exchange gain / losses
7.	Cancellation of agreement with any party which may affect business operations or performance
8.	Any significant change in the accounting policy of the company which will affect the business performances
9.	Information on the prospects of future earnings or dividends, e.g. due to introduction of new strategic business unit/operations
10.	Subsequent changes in disseminated price sensitive information communicated earlier
11.	Credit Rating Result or Revision in Credit Rating(s)
12.	Effect (s) arising out of change in the regulatory framework applicable to Unique Hotel and Resorts PLC
13.	Unusual changes in profitability/earnings per share of the company All events or information with respect to sister concerns, associate and joint venture companies which are material for Unique Hotel and Resorts PLC
14.	Signing of contracts or MoU that may impact on the business performance in future
15.	Any other information material information determined by the Board time to time.
16.	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.