

## Dividend Distribution Policy

Since its inception in February 1976, Ambee Pharmaceuticals PLC (hereinafter referred to as 'the Company') has consistently distributed cash and stock dividends (bonus shares) based on recommendations made by its Board of Directors and subsequent approval by shareholders at the Annual General Meeting (AGM). The Company ensures full compliance with its Articles of Association, the Companies Act, the Listing Regulations 2015 of Stock Exchanges, and all relevant directives, circulars, and guidelines issued by the Securities and Exchange Commission and Stock Exchanges.

In accordance with the Directive No. BSEC/CMRRCD/2021-386/03, dated 14 January 2021 issued by the Bangladesh Securities and Exchange Commission, the Company's Dividend Distribution Policy is publicly disclosed on its official website and will be included in the next Annual Report.

### Declaration of Dividend and Payment:

Subject to all other applicable provisions, dividend shall be paid to the shareholders of Ambee Pharmaceuticals PLC from its profits which shall be determined from time to time. No dividend shall be payable except out of the profits of the company of the year or any other undistributed profits. Dividend shall not carry interest as against the Company. The declaration of the Board of Directors as to the amount of Net Profit of the Company shall be conclusive. No larger dividend shall be declared than is recommended by the Directors, but the Company in its General Meeting, may declare a smaller dividend.

(Provisions in Articles 152-155 of the Articles of Association of the Company)

### Interim Dividend

The Board of Directors may, at its discretion, declare interim dividends for shareholders based on the Company's financial performance and position. However, no bonus shares shall be declared as interim dividends.

Prior to holding a Board Meeting for the consideration and adoption of quarterly financial statements, the Company shall notify the Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC (DSE), and Chittagong Stock Exchange PLC (CSE) at least three (3) working days in advance, specifying the date and time of the meeting where an interim cash dividend may also be considered.

Once declared, shareholders shall be duly informed of their entitlement to the interim cash dividend. The decision of the Board regarding the recommendation and entitlement of the interim dividend shall be final and cannot be altered.

(Provisions in Article 157 of the Articles of Association of the Company and Regulation 16 of the Listing Regulations 2015 of the Exchanges)

The interim cash dividend shall be disbursed to the entitled shareholders within thirty (30) days of the Record Date, in compliance with the Directive No. BSEC/CMRRCD/2021-386/03, dated 14 January 2021 issued by the Bangladesh Securities and Exchange Commission.

The company shall notify the Record Date for determining shareholders' entitlement to the Securities and Exchange Commission, Dhaka Stock Exchange PLC, Chittagong Stock Exchange PLC and its Shareholders at least fourteen (14) but no more than thirty (30) market days before the scheduled Board Meeting. The Record Date shall be a trading day on the stock exchange. If the designated Record Date coincides with a public holiday, the next trading day shall be considered the Record Date. Under no other circumstances shall the Record Date be changed.

(As per Regulation 23 of the Listing Regulations 2025 of the Exchanges.)



## Final Dividend

The Directors of the Company shall take specific decisions with regard to recommending or not recommending Dividend for its shareholders on the basis of its Annual Audited Financial Statements and about the shareholders who shall be entitled to such recommended dividend.

The decision about recommending or not recommending dividend and entitlement for such recommend dividend cannot be changed prior to holding of the Annual General Meeting.

No dividend shall be paid other than out of profits of the company of the concerned year or other undistributed profits.

(Regulation 19 of Listing Regulations 2015 of the Exchanges)

Before 7 (seven) days of holding the Board Meeting of the Company for consideration / adoption of its Annual Audited Financial Statements, the Company shall inform Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC about the date and time of its Board Meeting where declaration of any entitlement of dividend for its shareholders may be considered.

The company shall pay-off the annual or final dividend to the entitled shareholders within 30 (thirty) days of approval.

(Directive No. BSEC/CMRRCD/2021-386/03, dated 14 January 2021 of BSEC)

The Cash Dividend shall be distributed by the Company in the following manner and procedures as laid down in Directive No. BSEC/CMRRCD/2021-386/03, dated 14 January 2021 of Bangladesh Securities and Exchange Commission:

- i. Within 10 (ten) days of declaration of Cash Dividend by the Board of Directors, an amount equivalent to the declared Cash Dividend payable for the concerned year shall be kept in a separate Bank Account of the company dedicated for this purpose;
- ii. The Company shall pay off Cash Dividend directly to the Bank Account of the entitled shareholders as available in the BO account maintained with the Depository Participant (DP), or the Bank Account as provided by the shareholders in paper form, through Bangladesh Electronic Fund Transfer Network (BEFTN).  
Provided that the Company may pay off such Cash Dividend through bank transfer or any other electronic payment system as recognized by the Bangladesh Bank, if not possible to pay-off through BEFTN;
- iii. The Company, upon receiving the claim on Cash Dividend from a stock broker or a merchant banker or a portfolio manager for the margin client or customer who has debit balance or margin loan, or as per intention of the client of stock broker or merchant banker or portfolio manager, shall pay-off such Cash Dividend, the stock broker or merchant banker or portfolio manager shall pay-off such Cash Dividend to the Consolidated Customers' Bank Account (CCBA) of the stock broker or to the separate bank account of the merchant banker or portfolio manager through BEFTN;

Provided that upon receiving the Cash Dividend, the stock broker or merchant banker or portfolio manager shall immediately account for such dividend in the individual clients' portfolio account;

Provided further that the stock broker or merchant banker or portfolio manager shall provide detailed information (e.g., BO account number, code number, bank account number, intention etc. of the client or customer including CCBA of stock broker or separate bank account of merchant banker or portfolio manager) to the company for such claim.

- iv. The Company, in case of non-availability of bank account information or not possible to distribute cash dividend through BEFTN or any electronic payment system, shall issue cash dividend warrant and shall send it by post to the shareholder;



- v. The Company shall pay-off cash dividend to non-resident sponsor, director, shareholder or foreign portfolio investor (FPI) through the security custodian in compliance with the rules or regulations in this regard.
- vi. The Company, immediately after disbursement of cash dividend and issuance a certificate of tax deducted at source, if applicable, shall intimate to the shareholder through a short message service (SMS) to the mobile number or email address as provided in the BO account or as provided by the shareholders;
- vii. The Company shall maintain detailed information of unpaid or unclaimed dividend and rationale thereof, as per BO account number-wise or folio number-wise of the shareholder and shall also disclose the summary of aforesaid information in the annual report and shall also report in the statements of financial position (Quarterly/ Annually) as a separate line item "Unclaimed Dividend Account"

Provided that the issuer shall publish the year-wise summary of its unpaid or unclaimed dividend in the website;

Provided further that any unpaid and unclaimed cash dividend (after adjustment of bank charge, if any), if remains, shall be transferred to a separate bank account of the issuer as maintained for this purpose, within 1 (one) year from the date of declaration or approval or record date, as the case may be.

- 2) The Company shall credit Stock Dividend directly to the BO account or issue the bonus share certificate of the entitled shareholder, as applicable, within 30 (thirty) days of declaration or approval or record date, as the case may be, subject to clearance of the exchange(s) and the Central Depository Bangladesh Limited (CDBL)
- 3) The company shall follow the provision of "প্রবিধান ৪৬" of the ডিপজিটরি (ব্যবহারিক) প্রবিধানমালা, ২০০৩ for issuance of bonus shares:

Provided that the company shall maintain a Suspense BO Account for undistributed or unclaimed stock dividend or bonus shares and shall also follow the under mentioned procedures for ensuring rightful ownership:

- a) The company shall send at least 3 (three) reminders to the entitled shareholder;
- b) The Suspense BO account shall be held under Block Module and such undistributed or unclaimed stock dividend or bonus shares shall not be transferred in any manner except for the purpose allotting the bonus shares as and when the allottee approaches to the Company;

Provided that any corporate benefit in terms of shares accrued on such undistributed or unclaimed stock dividend or bonus shares shall be credited to the Suspense BO Account.

- c) The company shall, upon receiving application form the allottee and after proper verification of identity and his entitlement, credit the bonus shares lying with the Suspense BO Account to the BO Account of the allottee, or issue bonus shares to the allottee, as applicable, within 15 (fifteen) days or receiving application with an intimation to the commission and exchanges(s);
  - d) Any voting rights on such undistributed or unclaimed stock dividend or bonus shares shall remain suspended till the rightful ownership claim of the shareholder is established.
- 4) The company shall submit a Dividend Distribution Compliance Report to the Commission and the exchange(s) in a specified format in respect of the provisions above, within 7 (seven) working days of completion of dividend distribution:

Provided that the Company shall publish the Dividend Distribution Compliance Report in its website.



- 5) The company shall not forfeit any unclaimed cash dividend or stock dividend till the claim becomes barred by the law of land in force.
- 6) If any cash dividend remains unpaid or unclaimed or unsettled (after adjustment of bank charge, if any) thereon for period of 3 (three) years from the date of declaration or approval or record date, as the case may be, shall be transferred by the company to the Fund as directed or prescribed by the Commission:

Provided that the Company shall provide detailed information to the manager of the Fund during transfer of cash dividend as directed or prescribed by the Commission:

Provided further that if any shareholder claims his cash dividend after transfer of such dividend to the Fund, within 15 (fifteen) days of receiving such claim, the company shall, after proper verification of the claim, recommend to the manager of the Fund to pay off such dividend from the Fund and the manager of the Fund shall pay off such cash dividend to the claimant in accordance with the provisions and procedures as directed or prescribed by the Commission.

- 7) If any stock dividend or bonus shares remains unclaimed or unsettled including corporate benefit in term of bonus shares thereon for a period of 3 (three) year form the date of declaration or approval or record date, as the case be, shall be transferred in dematerialized form to the BO Account of the Fund as mentioned above;

Provided that the company shall provide detailed information to the manager of the Fund during transfer of stock dividend or bonus shares as directed or prescribed by the Commission

Provided further that if any shareholder claims his stock dividend or bonus shares after transfer of such dividend or bonus shares to the BO Account of the Fund and the manager of the Fund shall pay off or transfer such stock dividend or bonus shares to the claimant's BO Account in accordance with the provisions and procedures as directed or prescribed by the Commission.

- 8) The Company, by itself or by appointing an agent, shall maintain detailed information of BO account, bank account, mobile phone number, email and address of the shareholder for the purpose of proper distribution of cash dividend or stock dividend:

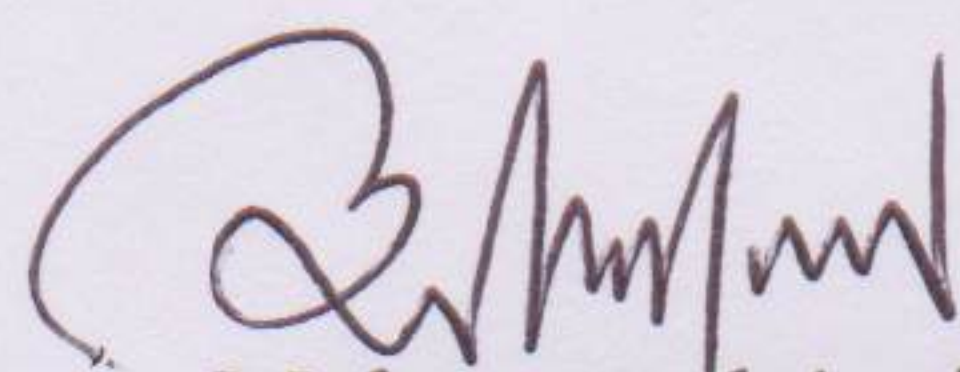
Provided that the company or its agent shall keep confidentiality of information.

In case of holding of paper share, the issue shall update the information as above.

This Dividend Distribution Policy shall have immediate effect.

The Dividend Distribution Policy of Ambee Pharmaceuticals PLC as disclosed herein will be subject to modifications/changes, if and when desired/ ask for by Bangladesh Securities and Exchange Commission and Stock Exchanges through issuance of Directives/ circulars/ Notification and shall also subject to the consequential modifications/ amendments/ changes made in the Companies Act/ Listing Regulations 2015 of Stock Exchanges etc.

For Ambee Pharmaceuticals PLC



Mohammad Amir Hossain  
Company Secretary