

**2015**

**SECURITIES TRADING  
POLICY 2015**

# **SECURITIES TRADING POLICY 2015**

March 2015

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## **UNIVERSAL INSURANCE**

### **SECURITIES TRADING POLICY**

#### **1. Policy Objective:**

- A. The objective of this Policy is to prevent Insider Dealing by Insiders and Persons Closely Connected in respect of the Company's Security.
- B. It is aimed at protecting investors and the Public from disadvantage arising from the use of Inside, Material or Price Sensitive Information by Insiders and/or Persons Closely Connected.

#### **2. Definition of Terms:**

##### **A. Closed Period:**

Means a period of 21 days prior to the date of any meeting of the Board of Directors proposed to be held to consider any of the matters referred to above or the date of circulation of agenda papers pertaining to any Price Sensitive Information or of the matters referred to below, whichever is earlier, up to 3 days after the Price Sensitive Information or Material Information is submitted to the Nigerian Stock Exchange. Apart from Price Sensitive Information, Closed Period shall also be at the time of:

- a) Declaration of Financial results (quarterly, half-yearly and annual).
- b) Declaration of dividends (interim and final).
- c) Issue of Securities by way of Public offer or rights or bonus, etc.
- d) Any major expansion plans or winning of bid or execution of new projects
- e) Amalgamation, mergers, takeovers and buy-back.
- f) Disposal of the whole or a substantial part of the undertaking.
- g) Any changes in policies, plans or operations of the Company that are likely to materially affect the prices of the Securities of the Company.
- h) Disruption of operations due to natural calamities.
- i) Litigation/dispute with a material impact.
- j) Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the Securities of the Company.

##### **B. Company:**

Means Universal Insurance Plc

##### **C. Inside Information:**

Means information related to Company or the Company's Securities, directly or indirectly, which is not published and the disclosure of which may have a substantial effect on the price of its listed or traded Securities or derivative instruments connected to those securities. The information is of a precise nature which is specific to the Company and is likely to have a significant effect on the price of the Shares if it were generally available.

**D. Insider:**

Means an individual:

- a. who is connected with the Company during the preceding six months in one of the following capacities:
  - I. A director of the Company or a related company.
  - II. An officer of the Company or a related company.
  - III. An employee of the Company or a related company.
  - IV. A person involved in a professional or business relationship with the Company.
  - V. A shareholder who owns 5% or more of any class of Securities or any person who can be deemed to be an agent of any of the above listed persons; and
  - VI. Members of the Audit Committee.
- b. Who by virtue of having been connected with the Company as mentioned in paragraph "a" has obtained unpublished Price Sensitive Information or Material Information in relation to the Securities of the Company.

**E. Insider Dealing:**

Means utilizing Inside Information, Material Information or Price Sensitive Information by an Insider or Persons Closely Connected or a Principal Officer, or a group of such persons, to buy or sell Securities for the benefit of himself, itself or any person.

**F. Material Information:**

Means information that is not generally available to the market; and if it was generally available to the market, it would have a material effect on the market price or value of the Company's listed Securities. Material Information consists of both material facts and material changes relating to the business and affairs of the Company, and includes Price Sensitive Information.

**G. Persons Closely Connected:**

Include an Insider's spouse, relative or the spouse of a relative and other close dependants.

**H. Price Sensitive Information:**

Includes:

- a. Changes in the Directorate of the Company;
- b. The death, resignation, dismissal or appointment of a Principal Officer;
- c. Change in the Accounting year end;
- d. Annual and Interim Results or any recommendation or decision that dividends or scrip issues will or will not be made;
- e. Profit warnings or a change in the financial forecast or expectation;

- f. Proposed capital raising or restructuring exercise or changes in the capital structure;
- g. Giving or receiving a notice of intention to make a takeover or mergers, or acquisitions or tender offers or divestments;
- h. Any proposed change in the business model or general character or nature of the business of the Company;
- i. Major new developments in the Company's sphere of activities including major new products, contract awards and expansion plans;
- j. Any change in voting control or in beneficial ownership of the Securities carrying voting control;
- k. items of unusual or non-recurrent nature;
- l. Any proposed alteration of the Memorandum or Articles of Association;
- m. Any other information necessary to enable shareholders to appraise the position of the Company and to avoid the establishment of a false market in the Shares of the Company.

**I. Principal Officer:**

Includes Directors, Chief Executive Officer, Chief Finance Officer, Chief Technical Officer, Chief Marketing Officer, Company Secretary, Internal Auditor Officer, Head of Human Capital Management, Head of Compliance & ERM, Head of Research and Strategy.

**J. Public:**

Mean persons other than the Directors and employees of the Company.

**K. Securities:**

Include Shares, stock units of a unit trust, debentures and bonds.

**L. Shares:**

Include ordinary and preference shares and units of a unit trust.

**3. Policy guidelines:**

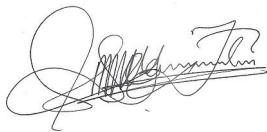
- i. Insider dealing is prohibited.
- ii. No Insider, Principal Officer, Persons Closely Connected, employee, and/or consultants or advisers shall trade or otherwise deal in the Securities of the Company during the Closed Period.
- iii. Inside Information or Material Information or Price Sensitive Information shall only be disclosed to employees who require it for the exercise of their functions.
- iv. The Company shall enter into a confidentiality agreement with its consultants and advisers and also to persons it is negotiating commercial or financial relationship with, precluding such persons or entities from disclosing or using any Inside

Information or Material Information or Price Sensitive Information that have been disclosed or made available to them, for the purpose of trading in the Company's Securities during the Closed Period.

- v. An insider list to be administered by the Company Secretary is hereby established. The list shall contain the details of Insiders who have access to Inside Information or Price Sensitive Information, the reason they have access to such information, the date of first access to the information, the nature of Information they have, and the date the list was created. The list should be regularly be updated.
- vi. All Insiders and Persons Closely Connected shall notify the Company Secretary in writing, the occurrence of any transaction on their Shares, on the date the transaction took place for transmission to the Nigerian Stock Exchange.

**4. Miscellaneous:**

- I. Directors have a duty to scrutinize on an on-going basis, within the scope of their competence and responsibility, all the events and changes taking place in the Company's operations.
- II. Compliance with this Policy is mandatory. Any breaches by employees would be treated as an act of Gross Misconduct under the Company's policy.
- III. This policy shall be reviewed at least once annually or as may be necessitated by events.
- IV. Compliance audit shall be conducted annually by internal audit to ensure that necessary controls are effective.



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DIRECTOR



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DIRECTOR