

ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

This Code is called ICICI Lombard Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”) and is framed based on the principles of fair disclosure outlined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

A. Designation and Role of Chief Investor Relations Officer

1. For the purposes of this Code, the Managing Director & Chief Executive Officer shall designate any official of the Company as the Chief Investor Relations Officer (“CIRO”). The Managing Director & Chief Executive Officer may nominate different officials for specific matters.
2. The Chief Investor Relations Officer shall be responsible for dissemination of information and disclosure of Unpublished Price Sensitive Information (“**UPSI**”).
3. In the temporary absence of the CIRO for any reason whatsoever, the Managing Director/Chief Executive Officer shall nominate any other official of the Company to be responsible for dissemination of information and disclosure of UPSI.

B. Disclosures under the Code

1. The Chief Investor Relations Officer shall ensure:
 - a. prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
 - b. uniform and universal dissemination of UPSI to avoid selective disclosure; and
 - c. prompt dissemination of UPSI that gets disclosed inadvertently or selectively or otherwise to ensure that the information is made generally available.
2. It is clarified that information to be termed UPSI should be specific and intended to be generally made available at a point of time to ensure it does not lead to creation of a false market in securities. For the purpose of disclosure, the Chief Investor Relations Officer may consult such officials within the Company to ensure the correctness and credibility of the UPSI.
3. The Chief Investor Relations Officer shall authorise disclosure or dissemination of UPSI (i) by way of intimation to the stock exchanges, such that further disclosure can be made from the stock exchange websites; (ii) on the official website to

ensure official confirmation and documentation; and (iii) in any other manner as may be decided by the Chief Investor Relations Officer to facilitate uniform and universal dissemination of UPSI.

4. All communications of UPSI with the stock exchange shall be approved by the Chief Investor Relations Officer and communicated through appropriate personnel under his direction.
5. The Chief Investor Relations Officer shall also be responsible for overseeing the contents of UPSI to be posted on the website of the Company for the purposes of this Code and shall give appropriate directions for the publication of the same. No other person shall be authorised to post any UPSI in the absence of any directions from the Chief Investor Relations Officer.
6. To facilitate timely disclosure of UPSI, all employees, designated persons or insiders as defined in the Regulations and/or Code of Conduct to Regulate, Monitor and Report Trading by its Designated Persons (“Code on Insider Trading”) will be required to communicate any UPSI to the Chief Investor Relations Officer as soon as credible and concrete information comes into being.

C. General obligation of preserving UPSI

1. All employees, Designated Persons, Directors and Insiders of the Company are required to ensure that handling of all UPSI, including onward communication, is done on a need-to-know basis and in line with the any other applicable codes, policies and procedures of the Company, including, specifically, this Code and the Code on Insider Trading of the Company.

D. Information Shared with Specific Persons

1. Designated Persons, Whole-time Directors and Chief Investor Relations Officer shall ensure that any information shared with analysts, research personnel and other industry professionals is not UPSI and is generally available. In case any information which is not generally available is intended to be discussed at any meeting or conferences with analysts, research personnel or other industry professionals, such information must be made generally available through any means prior to such meeting or conference.
2. The only persons authorized to speak on behalf of the Company with analysts, research personnel and other industry professionals are the Managing Director & Chief Executive Officer, Chief Financial Officer, Chief Investor Relations Officer, employees forming part of Investor Relations team specifically authorized by the CIRO and any other employees specifically authorised by the Managing Director & Chief Executive Officer / Chief Investor Relations Officer (**‘Authorised Employees’**).
3. Any disclosures made to analysts, research personnel and other industry professionals must be complete and specific. Selective disclosures are strictly prohibited.

4. Inquiries from analysts, research personnel and other industry professionals must be handled only by an Authorised Employee. Under no circumstances an attempt shall be made by any person other than an Authorised Employee to handle these queries without prior authorization from the Managing Director & Chief Executive Officer / Chief Investor Relations Officer.
5. All press releases to be issued must be reviewed by the Chief Investor Relations Officer before being shared with the media. In case the Chief Investor Relations Officer determines that the press release requires disclosure on Stock Exchanges, such press release must be shared with media only after disclosure on Stock Exchanges. For follow-up inquiries on press releases, the Chief Investor Relations Officer may designate any person within the Corporate Communications team to respond to such inquiries.
6. The Chief Investor Relations Officer shall also develop best practices to make transcripts or records of proceedings of meetings and conferences with analysts, research personnel and other industry professionals on the official website to ensure official confirmation and documentation of disclosures made.

E. Sharing of UPSI

1. UPSI may be shared with any person who has been authorized to share such information by the Chief Financial Officer/Whole-time Directors/CIRO only in furtherance of a 'legitimate purpose', 'performance of duties' or 'discharge of legal obligations' in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended ("SEBI PIT Regulations").
2. UPSI in relation to the Company and its Securities may be communicated, provided, allowed access to or procured, in connection with a transaction in compliance with Regulation 3(3) of the Regulations. The Compliance Officer shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the Regulations along with the Permanent Account Number or any other identifier authorised by law where Permanent Account Number is not available along with such other additional information as may be prescribed by the Compliance Officer. Such database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
3. Any person who receives information as a 'legitimate purpose' will be considered as an insider for the purposes of the SEBI PIT Regulations and due notice shall be given to such persons, who shall be responsible for maintaining confidentiality of such UPSI. Any person who receives UPSI for legitimate purpose shall also be served a notice prior to sharing of UPSI making them aware of nature of the information, the obligation to maintain confidentiality in compliance with the SEBI PIT Regulations and liabilities attached thereto in case of misuse or unauthorized disclosure / leakage of that

information.

F. Policy for Determination of “Legitimate Purpose” in relation to communication of UPSI

Legitimate purpose” shall include the following:

- a. sharing of UPSI in the ordinary course of business by an insider with the promoter and its employees, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, valuers, advisors, consultants including business and/or area specific consultants, investigators, media or advertising agencies, professional(s) or professional entities, researchers and/or analysts.
- b. Sharing of UPSI in good faith for any other genuine or reasonable purpose as may be determined by the Chief Financial Officer/ CIRO/Whole-time Directors of the Company.
- c. Sharing of UPSI for any other purpose as may be prescribed under any applicable law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

G. Amendments and review of the Code

This Code will be reviewed at least annually or amended, as and when required by any changes in the laws, rules and regulations applicable to the Company from time to time or changes in internal processes. This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges.

H. Market Rumours

The appropriate and fair responses shall be provided to queries on media/news reports and requests for verification of market rumours by regulatory authorities after due approval by CIRO/Chief Financial Officer/Whole-time Director.

Words and expressions used and not defined in this Code but defined in the Code on Insider Trading, the Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder, each as amended from time to time, shall have the meanings respectively assigned therein.