



Policy on Board Committees

1. Purpose

This policy is developed in compliance with Section 9 of the Listing Rules of the Colombo Stock Exchange. The purpose of this policy is to establish guidelines for the formation, responsibilities, and functions of the committees appointed by the Board of Directors of Hemas Holdings PLC (“the Company” / “HHL”).

2. Scope

This policy is applicable to the Board of Directors and the members of all committees appointed by the Board of Directors of the Company.

3. Types of Committees

3.1 The Board of Directors shall appoint the following committees without any stipulated time frame, including but not limited to:

- Audit Committee
- Remuneration Committee
- Related Party Transactions Review Committee
- Nominations and Governance Committee

3.2 In addition to the above the Board of Directors shall appoint an Investment Committee and any other committee for a stipulated time frame as required by the purpose for which such committee is appointed by the board of Directors (i.e. special projects).

4. Committee Composition

4.1 The composition of the Audit Committee, Related party Transactions Review Committee, Remuneration Committee and Nominations and Governance Committee shall at all times be in compliance with the Listing rules of the Colombo Stock Exchange.

4.2 All committees of the Board shall be appointed by the board of Directors

4.3 Each Committee of the Board of Directors shall have a Chairperson appointed by the Board.



5. Roles and Responsibilities

- 5.1 The roles and responsibilities of each Committee appointed by the board shall be as set out in the Terms of Reference of each such Committee.
- 5.2 Any Committees appointed for a specific project shall be provided with an objective and scope by the Board of Directors as relevant.

6. Meetings and Procedures

- 6.1 The Audit Committee, the Related Party Transactions Review Committee, Remuneration Committee and the Nomination and Governance Committee shall meet at least once a quarter or more frequently as required.
- 6.2 The Investment Committee and any other committees appointed by the Board of Directors shall meet as required and the frequency of such meetings to be determined by the respective Terms of Reference, if any or by the Chairperson of such Committee.
- 6.3 The quorum for the Board Committees referred to under point no. 3.1. of this policy shall be in compliance with the Listing Rules of the Stock Exchange and/ or as set out in the Terms of Reference of each Board Committee.
- 6.4 The proceedings of the Board Committees shall be duly recorded in the form of confirmed minutes.
- 6.5 The Committees shall report their deliberations, activities, findings, and recommendations to the Board regularly.

7. Authority and Resources

- 7.1 The Committees shall have the authority to make decisions within the scope of their responsibilities, as delegated by the Board.
- 7.2 The Committees shall have access to the company's resources, including external advisors, as necessary to fulfill their duties.



8. Evaluation and Performance

8.1 The Committees referred to under point no. 3.1 of this policy shall conduct an annual self-assessment to evaluate their performance and effectiveness.

8.2 The Board of Directors shall be appraised of the findings and agreed action plans arising from the above self-assessment of the Board Committees and the Board shall review the performance of each committee annually or as needed in discussion with the respective Chairperson of the Board Committee.

8.3 The above evaluation mechanism is not applicable to the Investment Committee and any other committee appointed by the board for any specific project or purpose.

9. Charters/ Terms of Reference

9.1 Committee Charters: Each committee referred to under point no. 3.1 of this policy shall have a charter/ Terms of Reference, approved by the Board of Directors outlining its purpose, composition, responsibilities, and any other matters as relevant.

9.2 The Committee Charters and Terms of Reference shall be reviewed annually and updated as necessary.

10. Review and Amendments

10.1 This policy shall be effective 1st October 2024 and reviewed annually by the Nominations and Governance Committee and approved by the Board of Directors.

10.2 Any amendments to this policy shall be approved by the Board of Directors.