



Remuneration policy

1. Purpose

The purpose of this Policy is to establish clear and transparent guidelines for the remuneration of the Executive Directors and CEO of Hemas Holdings PLC (“the Company”/ “HHL”) and/or equivalent position thereof.

2. Scope

This Policy applies to all the Executive Directors and CEO of the Company and/or equivalent position thereof.

3. Principles

This Policy aims to attract, retain, and motivate individuals of the highest caliber while aligning their interests with the organization's goals and values.

4. The following principles shall guide the determination of remuneration:

- **Fairness and Equity:** Remuneration processes and decisions shall be fair and equitable.
- **Competitiveness:** Remuneration levels shall be competitive to attract and retain qualified talent.
- **Performance Orientation:** Remuneration shall be mainly linked to individual, team, and organizational performance.
- **Alignment with Strategic Goals:** Remuneration shall support the achievement of the organization's strategic goals.
- **Transparency:** Remuneration policies, principles and procedures shall be transparent and easily understandable.

5. Components of Remuneration: Remuneration may include the following components:

- **Base Salary:** Fixed annual salary paid to employees, reviewed regularly to ensure competitiveness.
- **Performance-Based Incentives:** Bonuses or other incentives linked to the achievement of specific performance goals.
- **Equity-Based Compensation:** Grants of shares or share options to align employees' interests with those of the organization.
- **Benefits:** Health insurance, retirement plans, and other employee benefits.



- **Allowances:** Travel, housing, and other allowances as applicable.
 - **Reimbursement of Expenses:** Reimbursement for reasonable expenses incurred in the performance of job duties.
6. **Procedure for Determining Remuneration:** the procedure for determining remuneration may include the following components:
- **Market Benchmarking:** Regularly benchmark remuneration levels against relevant market data to ensure competitiveness.
 - **Performance Review:** Conduct regular performance reviews to assess individual and team performance against set objectives.
 - **Review and Approval:** The Remuneration Committee (or equivalent body) shall review and approve remuneration packages for Executive Directors and CEO of the Company and/or equivalent position thereof.
 - **Annual Review:** Conduct an annual review of remuneration levels and structures to ensure they remain appropriate and competitive.

7. Governance

- The Board of Directors shall appoint a Remuneration Committee in compliance with the Listing Rules of the Colombo Stock Exchange.
- The Remuneration Committee shall oversee the implementation of this Policy.

8. Disclosure

The organization shall disclose remuneration practices in its annual report and other relevant disclosures, in accordance with Listing Rules of the Colombo Stock Exchange.

9. Compliance with Laws and Regulations

The organization shall ensure that all remuneration practices comply with applicable laws and regulations, including tax, employment, and corporate governance requirements set out in the Listing Rules of the Colombo Stock Exchange.

10. Review of Policy

This Policy shall be approved by the Board of Directors for implementation w.e.f. 1st October 2024 and reviewed annually by the Remuneration Committee to ensure its continued appropriateness. Any proposed changes shall be submitted to the Board for approval.