



**Corporate Governance,
Nominations,
and Re-Election Policy**





JAT HOLDINGS PLC
CORPORATE GOVERNANCE, NOMINATIONS,
AND RE-ELECTION POLICY

Contents

1. PURPOSE	2
2. SCOPE	2
3. CORPORATE GOVERNANCE FRAMEWORK	2
4. LEGAL AND REGULATORY COMPLIANCE	3
5. NOMINATION OF DIRECTORS	3
6. RE-ELECTION OF DIRECTORS	3
7. BOARD EVALUATION	4
8. TRANSPARENCY AND REPORTING	4
9. AMENDMENTS TO THE POLICY	4
10. DOCUMENTATION	5
11. VERSION CONTROL	5

Doc No:	<i>JAT/LG/CS/P/03</i>	Date Issued:	<i>12/09/2024</i>
Revision No.	<i>01</i>	Page No:	<i>Page 1 of 5</i>

1. PURPOSE

This Policy on Corporate Governance, Nominations, and Re-election outlines the principles and procedures governing the corporate governance practices, nomination of directors, and re-election of the board of directors at JAT Holdings PLC. The Policy is designed to ensure adherence to legal requirements, promote transparency, and uphold the highest standards of governance in alignment with the laws and best practices.

2. SCOPE

The policy applies to all Board of Directors of JAT Holdings PLC.

3. CORPORATE GOVERNANCE FRAMEWORK

The Company is committed to maintaining the highest standards of corporate governance in accordance with the laws of Sri Lanka, regulatory requirements, and best practices.

The governance framework includes the following key elements:

- **Board Structure**

The Board of Directors (the "Board") is responsible for the overall management and oversight of the Company. The Board comprises both executive and non-executive directors, including independent directors, to ensure a balanced representation and effective oversight.

- **Board Committees**

The Company has established the following Board Committees to assist in its governance functions:

- Audit and Risk Management Committee
- Nominations and Governance Committee
- HR and Remuneration Committee
- Related Party Transaction Committee
- Investment Committee

- **Code of Ethics**

The Company adheres to a Code of Ethics that outlines the ethical principles and conduct expected of directors, executives, and employees.

Doc No:	<i>JAT/LG/CS/P/03</i>	Date Issued:	<i>12/09/2024</i>
Revision No.	<i>01</i>	Page No:	<i>Page 2 of 5</i>

4. LEGAL AND REGULATORY COMPLIANCE

The Policy complies with the following relevant laws and regulations applicable:

- Companies Act No. 7 of 2007: Governs the incorporation, administration, and dissolution of companies in Sri Lanka.
- Sri Lanka Accounting and Auditing Standards Act No. 15 of 1995: Provides for the regulation of accounting and auditing standards.
- Securities and Exchange Commission of Sri Lanka (SEC) Rules: Includes regulations and guidelines issued by the SEC for public companies.
- CSE Listing Rules: The rules and requirements set forth by the Colombo Stock Exchange (CSE) for listed companies.

5. NOMINATION OF DIRECTORS

The Nominations and Governance Committee is responsible for the nomination process of directors and senior management. The key aspects of the nomination process include:

- **Criteria for Nomination**

Directors are nominated based on criteria including but not limited to relevant expertise, experience, independence, and integrity. The Nomination and Governance Committee ensures that the Board has a balanced mix of skills and knowledge necessary for effective governance.

- **Selection Process**

The Nominations and Governance Committee reviews potential candidates, assesses their qualifications, and makes recommendations to the Board. The Committee considers factors such as professional background, industry experience, and potential conflicts of interest.

- **Diversity**

The Company promotes diversity in the Board, considering factors such as gender, ethnicity, and professional background to ensure a broad range of perspectives.

6. RE-ELECTION OF DIRECTORS

Directors are subject to re-election in accordance with the following guidelines:

- **Term Limits:**

In line with the Articles of Association of the Company, the directors are eligible for re-election.

- **Annual Re-Election:**

Doc No:	JAT/LG/CS/P/03	Date Issued:	12/09/2024
Revision No.	01	Page No:	Page 3 of 5

In accordance with the Articles of Association, one-third of the directors, or the number nearest to one-third, are required to retire by rotation at each Annual General Meeting (AGM). Retiring directors are eligible for re-election.

- **Performance Review**

Prior to re-election, the Nominations and Governance Committee shall conduct a performance review of the directors to assess their contributions, attendance, and effectiveness. The Committee considers this review in its recommendation for re-election.

- **Disclosure**

The Company provides detailed information about retiring directors seeking re-election in the notice of the AGM, including their qualifications, experience, and performance evaluation.

7. BOARD EVALUATION

The Company conducts an annual Board evaluation to assess the effectiveness of the Board and its Committees. The evaluation includes:

- **Self-Assessment:** Individual Board members assess their own performance and that of the Board as a whole.
- **Action Plan:** Based on the evaluation results, an action plan is developed to address any identified issues and enhance Board performance.

8. TRANSPARENCY AND REPORTING

The Company is committed to transparency in its governance practices. The following reporting mechanisms are in place:

- **Disclosure:** The Company discloses governance practices, director nominations, and re-election results in its annual reports and on its website.
- **AGM:** The outcomes of director elections and other governance matters are communicated to shareholders during the AGM.

9. AMENDMENTS TO THE POLICY

This Policy may be amended from time to time to reflect changes in legal requirements, regulatory guidance, or best practices. Amendments must be approved by the Board of Directors.

Doc No:	<i>JAT/LG/CS/P/03</i>	Date Issued:	<i>12/09/2024</i>
Revision No.	<i>01</i>	Page No:	<i>Page 4 of 5</i>



JAT HOLDINGS PLC
CORPORATE GOVERNANCE, NOMINATIONS,
AND RE-ELECTION POLICY

10. DOCUMENTATION

The Company Secretary shall maintain records of all details of evaluations, nominations and disclosures published with the CSE.

11. VERSION CONTROL

This policy was adopted by the Board of Directors of JAT Holdings PLC and shall become effective from 01st October 2024.

Doc No:	<i>JAT/LG/CS/P/03</i>	Date Issued:	<i>12/09/2024</i>
Revision No.	<i>01</i>	Page No:	<i>Page 5 of 5</i>