



Policy on Board Committees



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1. PURPOSE

The purpose of this policy is to outline the written terms of reference clearly defining its scope, authority, duties and matters about the Board Committees of JAT Holdings PLC. These committees ensure that they support the Board of Directors in fulfilling its governance, oversight, and strategic roles effectively.

2. SCOPE

This policy applies to all the members of JAT Holdings PLC's board committees established by the Board of Directors.

- Nominations and Governance Committee
- Remuneration Committee
- Audit Committee
- related party transactions review committee

SECTION A - POLICY ON NOMINATIONS AND GOVERNANCE COMPLIANCE COMMITTEE

3. PURPOSE OF THE COMMITTEE

The Nominations and Governance Committee is responsible for the evaluation of nominations and appointments of the Board of Directors, Board Committees, and Senior Management, for the adherence to corporate governance standards set by the CSE Listing Rules and other relevant laws and for the enhancement of the effectiveness of the board of directors, committee member and senior management by maintaining a suitable process for the periodic evaluation and review and recommend other applicable regulatory requirements and best practices.

The objectives of the Nominations and Governance Committee is to ensure the evaluation of the nominations and appointments of the Board of Directors, Board Committees, and Senior Management aligns with the company's best interests, adheres to corporate governance standards set by the Colombo Stock Exchange (CSE) Listing Rules, Security Exchange Commission (SEC) and other relevant laws, and enhance effectiveness.

4. COMPOSITION

- **Membership**

The Committee shall consist of a minimum of three (03) Non-Executive Directors of the Company, the majority of whom should be independent as defined by applicable regulations and standards based on the CSE Listing Rules (as amended).

- **Chairperson**

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The Committee shall appoint a Chairperson from among its independent members and the Chairperson of the Board of Directors shall not be the Chairperson of the Committee. The Chairperson will be responsible for leading the Committee’s meetings and representing the Committee in communications with the Board of Directors.

- **Secretary**

The Committee will have a secretary who is responsible for recording minutes of the meetings and maintaining records.

5. AUTHORITY AND RESPONSIBILITIES

- **Nomination and Selection**

Identifying and recommending qualified candidates for the board of directors, board committees, and senior management positions, ensuring that these candidates meet the required standards of competence and integrity.

- **Succession Planning**

Oversee the development and implementation of succession planning for the Board and senior management.

- **Diversity and Inclusion**

Promote diversity and inclusion in the nomination process. Ensure that the board composition reflects a diverse range of perspectives and experiences.

- **Governance Oversight**

Overseeing corporate governance practices to ensure compliance with legal and regulatory requirements, including adherence to the principles of transparency, accountability, and ethical behavior.

- **Evaluation of the Board and Chief Executive Officer**

Conducting evaluations of the board's performance and effectiveness and recommending improvements to enhance governance practices.

- **Policy Development**

Developing and reviewing policies related to evaluations and governance, including codes of conduct, conflict of interest policies, and procedures for handling grievances and complaints.

- **Regulatory Compliance**

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Ensuring that the company adheres to all relevant corporate governance regulations and standards, including those stipulated by the Securities and Exchange Commission, Colombo Stock Exchange and other regulatory bodies.

6. MEETINGS

- **Frequency**

The Committee shall meet at least once a financial year and as frequently as necessary to fulfill its responsibilities. Additional meetings may be scheduled as needed.

- **Quorum**

A quorum for Committee meetings requires the presence of a majority of the members.

- **Attendance**

Meetings may be attended by members of the Board, senior management, or external advisors, as deemed appropriate by the Committee.

7. REPORTING

- **To the Board**

The outcomes of its nomination and governance review processes and any significant issues or recommendations for improvement in governance practices.

- **To Shareholders**

The Committee shall ensure that the Nominations and Governance Committee report, including key decisions and policy details, is included in the Company's annual report and is compliant with relevant disclosure requirements.

8. PERFORMANCE EVALUATION

- **Self-Evaluation**

The NGC shall conduct an annual self-evaluation to assess its effectiveness and performance.

- **Review**

The policy shall be reviewed annually or as necessary to ensure it remains aligned with legal requirements and best practices.

9. LEGAL AND REGULATORY COMPLIANCE

The NGC must ensure compliance with,

- Companies Act, No. 7 of 2007: Governs corporate governance and board responsibilities.

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- Listing Rules of the Colombo Stock Exchange (CSE): Outlines requirements for board composition and governance practices.
- Sri Lanka Code of Corporate Governance: Provides guidelines for governance practices.
- Security Exchange Commission: Provides guidelines for fairness and transparency

10. DOCUMENTATION

The Committee Secretary shall maintain records of all related party transactions reviewed and recommended, including minutes of meetings and supporting documentation.

11. DISCLOSURE REQUIREMENTS

The appointments to the Board of Directors, Board Committees, and Senior Management shall be disclosed in the company's annual report and financial statements in accordance with the Companies Act (as amended) and CSE Listing Rules (as amended).

SECTION B - POLICY ON AUDIT AND RISK MANAGEMENT COMMITTEE

12. PURPOSE OF THE COMMITTEE

Internal auditing is an independent and objective assurance and consulting activity that is guided by a philosophy of adding value to improve the operations of JAT Holdings PLC. It assists JAT Holdings PLC in accomplishing its objectives by bringing a systematic and disciplined approach to evaluating and improving the effectiveness of the organization's governance, risk management, and internal control processes. The policy outlines the roles, responsibilities, and composition of the Audit Committee (the Committee) of the Board and how it discharges its responsibilities for the company.

The primary purpose of the committee is to provide an objective review and oversight of the financial reporting process, the audit process, and the company's system of internal controls and compliance, as detailed below.

The committee will also assist the Board of Directors in fulfilling its oversight responsibilities, including but not limited to:

- Integrity of the financial statements and the adequacy of disclosures, in accordance with Sri Lanka's Accounting Standards.
- Compliance with financial reporting requirements, information requirements of the Companies Act, and other relevant financial reporting regulations.
- Processes to ensure that the company's internal controls and risk management procedures meet the requirements of Sri Lanka Auditing Standards.
- Assessing the company's ability to continue as a going concern in the foreseeable future.
- Performance of the company's internal audit function.
- Risk management framework to identify, monitor, and manage significant business and financial risks.
- Independence and performance of the company's external audit.

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13. AUTHORITY

In discharging its responsibilities, the Audit Committee will have unrestricted access to management, employees, and any relevant information it deems necessary. The committee will also have unrestricted access to records, data, and reports. The Audit Committee is entitled to receive any explanatory information it considers necessary to fulfill its responsibilities. The organization’s management and staff are expected to cooperate with Audit Committee request

The Audit Committee is empowered to:

- Assess the independence of the external auditor and recommend to the Board the appointment, removal, or re-appointment, remuneration, terms of engagement, and approval of permissible non-audit services within financial limits established by the committee and related regulatory requirements.
- Determine the scope, frequency, coverage, and resource requirements for the internal audit.
- Require the Chief Financial Officer or equivalent designee to provide all information necessary for the committee to discharge its responsibilities.
- Invite other individuals, such as the Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer, the Head of Internal Audit, and other representatives from the finance department, to attend all or part of any meeting as deemed appropriate by the committee.
- Invite the external auditors to attend committee meetings regularly.
- Seek any information from employees, officers, directors of the company/group, or external parties as needed to perform its duties.
- Conduct investigations into any matters within its scope of responsibility.
- Obtain, at the company’s expense, any outside legal or other professional advice necessary for the performance of its duties.
- Require senior management, the company secretary, internal and external experts, and any other parties with functions affecting the financial reporting process to provide information in accordance with the protocol established by the Board.
- Form and delegate authority to subcommittees.
- Published in the company’s annual report details relating to how it discharged its responsibilities during the reporting period.

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14. COMMITTEE SOPE AND COMPOSITION

The scope of the Audit Committee is to assist the Board of Directors and Shareholders in fulfilling their oversight responsibilities for JAT Holding PLC’s internal audit, external audit, financial integrity, and risk management functions

The committee should comprise at least three non-executive directors, with at least two being independent. The committee should be chaired by an independent non-executive director who is a member of a recognized professional accountancy organization. All committee members should have general financial knowledge, and at least one member, preferably the chair, should have recent and relevant experience in financial reporting and control, including knowledge of regulatory requirements, as well as past employment experience in finance or accounting or comparable experience.

15. MEETINGS

- **Frequency**

The Audit Committee shall meet at least four times annually (once every three months) or more frequently as deemed necessary by the committee. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. The committee will hold private meetings with auditors at least once a year and with relevant executives as needed.

The Company Secretary will serve as the secretary to the Audit Committee.

Annual General Meeting: - the Chairman of the Committee shall attend and be prepared to respond to any questions from shareholders regarding the committee’s activities.

- **Quorum**

The quorum for the Audit Committee will be a majority of its members.

16. FUNCTIONS AND RESPONSIBILITIES

The Committee will undertake the following responsibilities:

- **Financial Reporting**

- Ensure that significant accounting and financial reporting processes are in place and adequate reviewing and approving policies relating to external reporting and the provision of financial information to the board, and changes to the accounting standards and regulatory requirements and their impact on the financial statements of the company.
- Review significant accounting and reporting issues, including complex or unusual transactions, highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Review and recommend to the board for approval the company's quarterly, half-year,

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and full-year financial statements and any accompanying reports, following discussions with management and the external auditor. In discharging this responsibility, the committee will focus on:

- Consistency in the application of accounting policies and adherence to accounting standards and other reporting requirements.
 - The need for, appropriateness of, and correct disclosure of any changes made to the company’s existing accounting policies.
 - The accounting treatment and disclosure of significant, complex, or unusual transactions.
 - The appropriateness of significant judgments made by management in preparing the financial statements; and
 - Whether the company’s financial statements provide a true and fair view of the financial position and performance of the company.
- Ensure the adequacy of processes and controls that support the preparation of quarterly, half-yearly, and annual financial reporting, as well as management’s report on risk management and internal controls over financial reporting processes.
 - Review with management and the external auditors the results of the audit, including any difficulties encountered.
 - Review the annual financial statements and consider whether they are complete, consistent with information known to committee members, and reflective of appropriate accounting standards and policies.
 - Review other sections of the annual report and related regulatory filings before their release and consider the accuracy and completeness of the information.
 - Review with management and the external auditors to ensure that all matters required to be communicated to the committee under the Sri Lanka Auditing Standards have been communicated.
 - Review interim financial reports with management, and if necessary, with the external auditor before filing with regulators, and consider whether they are complete and consistent with the information known to committee members.
 - Review analyses prepared by management and/or the independent auditor, setting forth significant financial reporting issues, judgments made, and key audit matters in connection with the preparation of the financial statements.
 - Discuss the company’s earnings press releases, financial information, and earnings guidance provided to analysts and rating agencies.
- **Internal Audit**
 - Ensure there are no unjustified restrictions or limitations on the scope of the internal audit.
 - Review and concur with the appointment, replacement, or dismissal of the Chief Internal

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Auditor.

- Approve the annual audit plan and any major changes to the plan.
- Review the internal audit budget, resource plan, activities, and organizational structure of the internal audit function with the Chief Internal Auditor.
- Review the internal audit activity's performance relative to its plan.
- At least once per year, review the performance of the Chief Internal Auditor and concur with the annual compensation and salary adjustment.
- Review the effectiveness of the internal audit function.
- Consider the effectiveness of the company's internal control system, including information technology security and control.
- Ensure that the scope of the internal auditor's review of internal controls covers all significant operating procedures in the company's business model.
- Obtain reports on significant findings and recommendations, along with management's responses to the review of internal controls carried out by the internal auditor and provide recommendations for improvement.
- On a regular basis, meet separately with the Chief Internal Auditor to discuss any matters that the committee or internal audit believes should be discussed privately.

- **Risk Management**

- Reviewing and assessing the company's risk management process, including the adequacy of the overall control environment and controls in areas of significant risk.
- Reviewing and assessing the company's system of internal controls for detecting accounting and financial reporting errors, misappropriation of assets, legal violations, and non-compliance with the corporate code of conduct. In this regard, review the related findings and recommendations of the external and internal auditors, together with management's responses.
- Reviewing with legal counsel any regulatory matters that may have a material impact on the financial statements, ensuring that at least once every three years, a review of the board's risk management, internal controls, business continuity planning, and information security systems is carried out, and appropriate remedial action is recommended to the board.
- Overseeing management's design and implementation of the company's internal control framework and the processes for assessing the effectiveness of the company's internal controls.
- Obtaining assurance from management and the external auditor on a periodic basis and reporting to the board on the adequacy and effectiveness of the company's internal control framework and its implementation.
- Monitoring the timely resolution of significant internal control deficiencies identified by

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the external auditor, management, or regulators.

- **External Audit**

- Reviewing the external auditors' proposed audit scope and approach, including coordination of audit efforts with internal audit.
- Reviewing the performance of the external auditors and exercising final approval on their appointment, reappointment, removal, and remuneration, as well as the terms of engagement.
- Reviewing and confirming the independence of the external auditors by obtaining a statement confirming their independence, including details of any non-audit services performed.
- Understanding the scope of the external auditor's review of internal controls over financial reporting and obtaining reports on significant findings and recommendations, along with management's responses.
- Assessing annually the performance, effectiveness, and independence of the external auditor, including compliance with any auditor independence requirements under legal, regulatory, or accounting standards or the company's policies.
- Meet regularly with the external auditors separately to discuss any matters that the committee or auditors believe should be discussed privately.
- Establishing clear hiring policies for employees or former employees of the auditors.
- Compliance
 - Review the effectiveness of the system for monitoring compliance with laws and regulations, as well as the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
 - Reviewing the findings of any examinations by regulatory authorities and any auditor's observations.
 - Reviewing the process for communicating the code of conduct to company personnel and for monitoring compliance with it.
 - Obtaining regular updates from management and company legal counsel regarding compliance matters.
 - Establishing a process to ensure compliance with laws and regulations related to tax, customs, foreign exchange, and other levies applicable to the company.

- **Reporting Responsibilities**

- Regularly reporting to the Board of Directors about committee activities, issues, and related recommendations.
- Providing an open avenue of communication between internal audit, external auditors,

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and the Board of Directors.

- Reporting annually to the shareholders, describing the committee's composition, responsibilities, how they were discharged, and any other information required by rules and regulations, including the approval of non-audit services.
- Review any other reports on the company issues that relate to committee responsibilities.
- **Whistle-blowing, fraud, and Non-Compliance with Laws and Regulations**
 - Reviewing the company's arrangements for the confidential receipt, retention, and treatment of complaints alleging fraud, received from internal and external sources, and pertaining to accounting, internal controls, or other such matters.
 - Ensuring confidentiality for whistle-blowing employees.
 - Reviewing the company's procedures for detecting and preventing fraud and bribery and receiving non-compliance reports.
 - Establishing a procedure for receiving and addressing non-compliance with laws and regulations (NOCLAR) referred by professional accountants.
- **Other responsibilities**
 - Performing other activities related to this Policy as requested by the Board of Directors.
 - Overseeing special investigations as needed.
 - Reviewing and assessing the adequacy of the committee Policy annually, requesting Board approval for proposed changes, and ensuring appropriate disclosure as required by law or regulation.
 - Confirming annually that all responsibilities outlined in this Policy have been carried out.
 - Evaluating the committee's and individual members' performance regularly.

17. OPERATIONAL PRINCIPLES

- **Audit Committee Values**

The Audit Committee will conduct itself in accordance with the organization's code of values and ethics. The Audit Committee expects that management and staff of the organization will also adhere to these requirements.

- **Communication**

The Audit Committee expects that all communications with management and staff of the organization, as well as with any external assurance providers, will be direct, open, and complete

- **Conflict(s) of Interest**

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Audit Committee members should adhere to the organization's code of conduct and any values and ethics established by the organization. It is the responsibility of Audit Committee members to disclose any actual or perceived conflicts of interest to the committee. If there is any question about whether an Audit Committee member should recuse themselves from a vote, the committee should vote to determine whether the member should recuse themselves.

18. REPORTING

The committee will report regularly to the Board about its activities and make appropriate recommendations.

19. REVIEW

The committee will conduct an annual review of its performance and effectiveness. This review will include an evaluation of the terms of this Policy.

20. ORGANIZATIONAL GOVERNANCE

To obtain reasonable assurance regarding the organization's governance process, the Audit Committee will review and provide advice on the governance framework established within the organization and the procedures in place to ensure they are operating as intended.

SECTION C - POLICY ON RELATED PARTY TRANSACTIONS REVIEW COMMITTEE

21. PURPOSE OF THE COMMITTEE

The Related Party Transactions Committee (the "Committee") is responsible for overseeing and recommending related party transactions in accordance with this policy.

The objectives of this committee and the policy are to:

- Ensure all related party transactions are conducted for the best interests of the company and to ensure that the interests of shareholders as a whole are taken into account by the Company.
- Ensure that all related party transactions are conducted in accordance with the rules that have been laid out under the Corporate Governance of Colombo Listing Rules (as amended), Sri Lanka Accounting Standards (as amended), and other applicable laws and regulations.
- Comply with regulatory requirements and best practices.
- Promote transparency and accountability in the approval and reporting of related party transactions.

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22. DEFINITION OF RELATED PARTY TRANSACTIONS

For the purposes of this policy, "related party transactions" are defined as transactions between the company and its related parties as outlined in:

- The Companies Act No. 7 of 2007 (amended) ("Companies Act").
- Sri Lanka Accounting Standard (SLFRS) "Related Party Disclosures".
- The Colombo Stock Exchange (CSE) Listing Rules.

23. LEGAL AND REGULATORY FRAMEWORK

The company shall adhere to the following legal and regulatory frameworks governing related party transactions:

- Companies Act No. 7 of 2007: Sections relating to conflicts of interest and related party transactions.
- Sri Lanka Accounting Standard (SLFRS): Requirements for disclosure of related party transactions.
- Colombo Stock Exchange Listing Rules: Provisions on related party transactions and disclosures.
- Code of Best Practice on Corporate Governance: Guidelines on related party transactions and board responsibilities.

24. COMPOSITION

• Membership

The Committee shall consist of a minimum of three (03) Directors (Executive Directors may include) of the Company, the majority of whom should be independent as defined by applicable regulations and standards based on the CSE Listing Rules (as amended).

• Chairperson

The Committee shall appoint a Chairperson from among its independent members and the Chairperson of the Board of Directors shall not be the Chairperson of the Committee. The Chairperson will be responsible for leading the Committee's meetings and representing the Committee in communications with the Board of Directors.

• Secretary

The Committee will have a secretary who is responsible for recording minutes of the meetings and maintaining records.

25. MEETINGS

• Frequency

The Committee shall meet at least once a calendar quarter and as frequently as necessary to fulfill its responsibilities. Additional meetings may be scheduled as needed.

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- **Quorum**

A quorum for Committee meetings requires the presence of a majority of the members.

- **Attendance**

Meetings may be attended by members of the Board, senior management, or external advisors, as deemed appropriate by the Committee.

26. AUTHORITY AND RESPONSIBILITIES

Review and recommend related party transactions to ensure they are conducted as per the objectives of the policy.

Ensure all related party transactions are disclosed in the financial statements in accordance with the Companies Act (as amended), CSE Listing Rules (as amended) and SLFRS (as amended).

27. REPORTING

- **To the Board**

The Committee shall report to the Board on its activities, decisions, and recommendations at least once a calendar quarter and as frequently as necessary.

- **To Shareholders**

The Committee shall ensure that the Related Party Transaction Review Committee report, including key decisions and policy details, is included in the Company's annual report and is compliant with relevant disclosure requirements.

28. APPROVAL PROCESS

- **Pre-Approval Requirements**

All proposed related party transactions must be submitted to the Committee for review prior to execution by the Chief Executive Officer and/or Finance Director.

A detailed report including the terms, rationale, and potential conflicts of interest must accompany the submission and where necessary should obtain appropriate professional and expert advice from an appropriately qualified person.

- **Criteria for Approval**

Transactions must be conducted at fair market value or on terms that are at least as favorable to the company as those available from unrelated third parties.

The Committee must be satisfied that the transaction is in the best interests of the company and its shareholders.

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Where necessary, the Committee shall request the Board of Directors to approve the Related Party Transactions which are under review by the Committee. In such instances, the approval of the Board of Directors should be obtained before entering into the relevant Related Party Transaction.

If a Director of the Company has a material personal interest in a matter being considered at a Board Meeting to approve a Related Party Transaction, such Director shall not be present while the matter is being considered and shall not vote on the matter.

Related Party Transaction may establish guidelines for the senior management to follow in the Company's recurrent related party transactions and on an annual basis shall review and assess them to determine whether they are in compliance with the Committee's guidelines and that the related party transactions remain appropriate.

Where applicable, shareholder approval shall be obtained in accordance with the relevant provisions of the Companies Act and the CSE Listing Rules (as amended).

- **Documentation**

The Committee Secretary shall maintain records of all related party transactions reviewed and recommended, including minutes of meetings and supporting documentation.

29. DISCLOSURE REQUIREMENTS

All related party transactions shall be disclosed in the company's annual report and financial statements in accordance with the Companies Act (as amended), CSE Listing Rules (as amended), and SLFRS (as amended).

The company shall also comply with any additional disclosure requirements stipulated by the Colombo Stock Exchange Listing Rules (as amended).

30. MONITORING AND COMPLIANCE

- **Ongoing Monitoring**

The Committee shall periodically review the company's processes and controls related to related party transactions to ensure compliance with this policy and regulatory requirements.

- **Compliance Officer**

The Chief Executive Officer and the Finance Director shall be responsible for ensuring that this policy is implemented and for reporting any deviations to the Committee.

- **Training**

Directors and key management personnel shall receive training on related party transactions and their responsibilities under this policy.

31. DEFINITIONS

The Company - JAT HOLDINGS PLC and its subsidiary companies and JV Companies.

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Related Party Transactions - Shall have the same meaning as defined in CSE Listing Rules (as amended) and as defined in the Sri Lanka Accounting Standards.

Related Party - Shall have the same meaning as defined in CSE Listing Rules (as amended) and as defined in the Sri Lanka Accounting Standards.

SECTION D - POLICY ON REMUNERATION COMMITTEE

32. PURPOSE OF THE COMMITTEE

The Remuneration Committee is responsible for overseeing and determining the remuneration of the Company's executive directors, senior management, and other key personnel, ensuring alignment with the Company's strategic goals and compliance with legal and regulatory requirements.

The primary objective of the Remuneration Committee is to ensure that the Company's remuneration policies and practices are equitable, competitive, and aligned with the Company's objectives and shareholder interests. The Committee aims to attract, retain, and motivate high-caliber individuals to drive the Company's success.

33. AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

- **Remuneration Policy Development**

Develop and recommend to the Board of Directors (the "Board") a remuneration policy that reflects the Company's objectives and strategy, considering both short-term and long-term performance incentives.

- **Executive Remuneration**

Determine and approve the remuneration packages for the Executive Directors, including base salary, bonus, long-term incentives, and any other benefits or compensation and remuneration for Non-Executive Directors based on the guidance that has been laid by the CSE Listing Rules Section 9.12.3.

- **Senior Management Remuneration**

Oversee and approve the remuneration of senior management, ensuring alignment with the Company's performance and remuneration policy based on the guidance that has been laid by the CSE Listing Rules Section 9.12.3.

- **Incentive Plans**

Design and approve incentive plans, including annual bonuses and long-term incentive plans, ensuring they are performance-driven and aligned with shareholder interests.

- **Employment Contracts**

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Review and approve employment contracts for executive directors and senior management, ensuring they are fair and legally compliant.

- **Performance Evaluation**

Evaluate the performance of executive directors and senior management in relation to their remuneration and incentive plans.

- **Compliance**

Ensure that the Company’s remuneration practices comply with all applicable laws, regulations, and corporate governance standards.

- **Disclosure**

Oversee the preparation and accuracy of the remuneration report to be disclosed in the Company’s annual report, ensuring transparency to shareholders.

34. COMPOSITION

- **Membership**

The Committee shall consist of a minimum of three (03) Non-Executive Directors of the Company, the majority of whom should be independent as defined by applicable regulations and standards based on the CSE Listing Rules (as amended).

- **Chairperson**

The Committee shall appoint a Chairperson from among its independent members and the Chairperson of the Board of Directors shall not be the Chairperson of the Committee. The Chairperson will be responsible for leading the Committee’s meetings and representing the Committee in communications with the Board of Directors.

- **Secretary**

The Committee will have a secretary who is responsible for recording minutes of the meetings and maintaining records.

35. MEETINGS

- **Frequency**

The Committee shall meet a minimum one time for a financial year or as frequently as necessary to fulfill its responsibilities. Additional meetings may be scheduled as needed.

- **Quorum**

A quorum for Committee meetings requires the presence of a majority of the members.

- **Attendance**

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Meetings may be attended by members of the Board, senior management, or external advisors, as deemed appropriate by the Committee.

36. REPORTING

- **To the Board**

The Committee shall report to the Board on its activities, decisions, and recommendations at least annually.

- **To Shareholders**

The Committee shall ensure that the remuneration report, including key decisions and policy details, is included in the Company’s annual report and is compliant with relevant disclosure requirements.

37. CONFLICT OF INTEREST

Members of the Committee must declare any personal or financial interests that could potentially conflict with their responsibilities. Any such conflicts must be managed in accordance with the Company’s Related Party Transactions Committee policy.

38. LEGAL AND REGULATORY COMPLIANCE

The Committee shall ensure that its operations and decisions are in compliance with the Companies Act No. 7 of 2007, the listing rules of the Colombo Stock Exchange, and any other applicable laws and regulations in Sri Lanka.

39. DEFINITIONS

The Company - JAT HOLDINGS PLC and its subsidiary companies and JV Companies

Remuneration - Cash and all non-cash benefits whatsoever received (According to the definition of CSE Listing Rules Section 9.12.1)

40. RELATED POLICIES AND REFERENCES

Policies addressing similar or related issues be linked to ensure that they are consistent.

41. POLICY REVIEW

This policy shall be reviewed annually by the Committee and updated as necessary to ensure it remains relevant and effective. Any amendments to this policy must be approved by the Board.

42. VERSION CONTROL

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

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