



**Policy on Internal Code of Business
Conduct and Ethics for all Directors
and Employees, Including Policies on
Trading in the Entity's Listed Securities**

*Policy on Internal Code of Business Conduct and Ethics for all Directors and Employees, including policies on Trading in the Entity’s Listed Securities.

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1. PURPOSE

This policy establishes the standards of conduct and ethical behavior expected from all directors, officers, and employees of JAT Holdings PLC. It is designed to uphold our commitment to integrity, transparency, and strict compliance with the laws and regulations of Sri Lanka, including those governing trading in the company's listed securities.

The objectives of this policy are to:

- **Ensure Compliance:** Guarantee adherence to all applicable legal and regulatory requirements, safeguarding the Company against legal risks.
- **Promote Ethical Conduct:** Ensure that all act in alignment with the Company's core values and ethical principles, fostering a culture of integrity and trust.
- **Prevent Conflicts of Interest:** Proactively identify and prevent conflicts of interest and other unethical behaviors that could harm the Company.
- **Protect the Company's Reputation:** Maintain and enhance the Company's reputation by ensuring that all actions taken by personnel reflect positively on the Company.

2. SCOPE

This policy applies to all directors, officers, employees, and any other individuals who perform services for or on behalf of the company. The policy may collectively refer to them as "personnel" of JAT Holdings PLC.

3. COMPLIANCE WITH LAWS AND REGULATIONS

All personnel of JAT Holdings PLC are required to strictly adhere to the laws and regulations applicable in Sri Lanka. Key legislation includes, but is not limited to:

- **Companies Act No. 7 of 2007:** This Act governs the management, operation, and regulation of companies in Sri Lanka, ensuring that all corporate activities are conducted within the legal framework.
- **Securities and Exchange Commission of Sri Lanka Act No. 36 of 1987:** This legislation regulates the securities markets in Sri Lanka, ensuring transparency, fairness, and investor protection in all trading activities.
- **Capital Markets (Takeovers and Mergers) Code:** This Code governs the conduct of takeovers and mergers involving companies listed on the Colombo Stock Exchange (CSE), promoting fair treatment of shareholders and orderly market conduct.
- **Prevention of Money Laundering Act No. 5 of 2006:** This Act addresses the prevention of money laundering activities, requiring strict compliance with anti-money laundering procedures to safeguard the financial system and the company's integrity.

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- **Code of Best Practice on Corporate Governance:** Issued by the Colombo Stock Exchange, this Code provides essential guidelines on corporate governance practices, promoting transparency.

4. ETHICAL CONDUCT (PRINCIPLES)

All directors, officers, and employees of JAT Holdings PLC are expected to uphold the highest ethical standards in their professional conduct. This includes:

- **Acting with Honesty, Integrity, and Fairness:** Every business decision and interaction should reflect these core values, ensuring that the Company's reputation remains untarnished.
- **Avoiding Conflicts of Interest:** Personnel should proactively avoid situations where personal interests could conflict with the interests of the Company. Any potential conflicts must be disclosed immediately.
- **Maintaining Confidentiality:** Sensitive information, whether related to the Company's operations, finances, or strategic plans, must be kept confidential and protected from unauthorized access or misuse.
- **Treating Everyone with Respect and Dignity:** All colleagues, clients, and shareholders must be treated equally and with the utmost respect, fostering an inclusive and supportive work environment.
- **Adhering to Professional Standards:** All personnel are expected to demonstrate the highest level of professionalism in all aspects of their work, reflecting the values of JAT Holdings PLC.

5. CONFLICTS OF INTEREST

To maintain the integrity of JAT Holdings PLC, all directors, officers, and employees must avoid situations where their interests could conflict with the company's interests. Common conflicts of interest include but is not limited to:

Financial Interests in Related Entities: Holding financial stakes in companies or entities that do business with JAT Holdings PLC.

Influence from Personal Relationships: Allowing personal relationships to affect business decisions or actions that should be impartial.

Outside Business Activities: Engaging in external business activities that might interfere with job responsibilities or the company's interests.

All potential conflicts of interest must be promptly disclosed to the Board of Directors. Alternatively, personnel may report such matters through the company's whistle-blowing policy to ensure transparency and appropriate action.

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6. CONFIDENTIALITY

The confidentiality of non-public information is vital to the success of JAT Holdings PLC. It is the duty of all directors, officers, and employees of JAT to,

- **Safeguard Trade Secrets:** Protect proprietary information that provides the company with a competitive advantage.
- **Protect Financial Information:** Ensure that financial data/ information, especially before public disclosure, remains confidential.
- **Secure Strategic Plans and Negotiations:** Keep details about ongoing negotiations or future strategies confidential, sharing such information only with authorized individuals.

Confidential information must never be used for personal gain or disclosed to unauthorized parties. Upholding these confidentiality standards is essential to maintaining trust and protecting the company's interests.

7. TRADING IN THE ENTITY'S LISTED SECURITIES

All personnel of JAT Holdings PLC are strictly prohibited from engaging in insider trading. Violation of this policy may include the following prohibited actions:

- **Trading while in possession of material non-public information:** Engaging in transactions involving the company's securities while in possession of confidential and market-sensitive information.
- **Tipping or advising others:** Encouraging or advising others to trade in the company's securities based on inside information, whether directly or indirectly.
- **Unauthorized disclosure:** Sharing material non-public information with third parties who may use it to trade the company's securities.

Strict adherence to these guidelines is essential to prevent unlawful trading practices and to protect the integrity of the financial markets.

Insider Trading

Insider trading involves buying or selling the Company's securities based on material non-public information. This practice is illegal and carries severe penalties under the law. All personnel at JAT Holdings PLC must adhere strictly to the laws and regulations governing insider trading, including:

- Securities and Exchange Commission of Sri Lanka Act
- Companies Act No. 7 of 2007
- Colombo Stock Exchange Listing Rules

Compliance with these regulations is essential to maintaining market integrity and the company's reputation.

Material Non-Public Information

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Material non-public information refers to any undisclosed information about the company that could influence an investor’s decision to buy or sell its securities such as but not limited to.

- **Financial Performance:** Information regarding the company’s financial results or projections before they are officially released.
- **Pending Corporate Actions:** Details about upcoming mergers, acquisitions, or significant contracts that could impact the Company’s stock price.
- **Major Organizational Changes:** Information on significant shifts in management or business strategy that has not yet been made public.

Personnel must recognize the sensitivity of this information and the legal obligations that come with access to it.

8. REPORTING VIOLATIONS

If any personnel become aware of violations of this policy or applicable laws, must be reported immediately to the Chairman, Board of Directors, or the Company Secretary via mechanisms defined in the Whistleblowing Policy.

The Company is committed to thoroughly investigating all reported violations and will take appropriate action as necessary. Retaliation against individuals who report violations in good faith is strictly prohibited, ensuring a safe environment for raising concerns.

9. TRAINING AND ACKNOWLEDGMENT

All employees are expected to acknowledge and agree to abide by the provisions of the company code of business conduct and ethics by signing the “code of conduct” during the onboarding process without exception.

During the induction of the recruits, the Human Resources department provides an overall view of company policies and how to access them. All personnel must participate in periodic training on this policy and other related legal requirements.

10. ENFORCEMENT AND DISCIPLINE

Violations of this policy are taken very seriously and may result in significant consequences. These can include disciplinary action, up to and including termination of employment or directorship, as well as potential legal proceedings. The Company reserves the right to pursue any other appropriate actions to safeguard its interests and uphold the integrity of this policy.

11. REVIEW AND REVISION

The Company Board of Directors reserves the right to amend or revise this policy as necessary to reflect evolving standards aligning with applicable laws, regulations, and industry best practices, ensuring the Policy remains robust and up to date.

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All personnel will be promptly informed of any changes, and it is their responsibility to fully understand and comply with the updated provisions.

Adherence to the most recent version of this policy is mandatory and critical to maintaining the company's commitment to excellence and compliance.

12. DOCUMENTATION

The Company Secretary is responsible for maintaining comprehensive and accurate records of all activities, decisions, and documents related to this policy, ensuring compliance and facilitating transparency in all associated processes.

13. RELATED POLICIES AND REFERENCES

Company Whistleblower Policy (*JAT/HR/GHR/P/10*)

14. 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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