

RELATED PARTY TRANSACTIONS REVIEW COMMITTEE REPORT

The Company formally appointed its own Related Party Transactions Review Committee on 16th May 2024. Until such time, the Related Party Transactions Review Committee of the Parent Company, Hayleys PLC functioned as the Committee to the Company.

COMPOSITION OF THE COMMITTEE

The Related Party Transactions Review Committee of the parent company comprises, Dr. Harsha Cabral (Chairman), Mr. Aravinda Perera (Independent Non-Executive Directors) and Mr. Sarath Ganegoda (Executive Director).

The Committee of the Company, which was constituted on 16th May 2024, comprises, Mr. Yohan Perera (Chairman), Mr. Nanda Fernando (Independent Non-Executive Directors) and Mr. Sarath Ganegoda (Non-Executive Director).

ATTENDANCE

Committee Meetings of Hayleys PLC (Parent Company)

Name of the Member	Attendance
Dr. Harsha Cabral, PC – Chairman ***	4/4
Mr. Aravinda Perera ***	4/4
Mr. Sarath Ganegoda *	4/4

Committee Meeting of Haycarb PLC

Name of the Member	Attendance
Mr. Yohan Perera - Chairman ***	1/1
Mr. Nanda Fernando ***	1/1
Mr. Sarath Ganegoda **	1/1

*Executive Director

**Non-Executive Director

***Independent Non-Executive Director

The Chairman, Managing Director, Director Finance and any other officers as may be required by the Committee attend the meetings by invitation.

The Company Secretaries act as the Secretaries to the Committee and Minutes of Committee meetings are tabled at the Board meetings thereby providing the Directors access to the deliberations of the Committee.

THE DUTIES OF THE COMMITTEE

- To review in advance all proposed related party transactions of the group either prior to the transaction being entered into or, if the transaction is expressed to be conditional on such review, prior to the completion of the transaction.
- Seek any information the Committee requires from the Management, employees or external parties with regard to any transaction entered into with a related party.
- Obtain knowledge or expertise to assess all aspects of proposed related party transactions where necessary, including obtaining appropriate professional and expert advice from suitably qualified persons.
- To recommend where necessary, to the Board and obtain their approval prior to the execution of any related party transaction.
- To monitor that all related party transactions of the entity are transacted on normal commercial terms and are not prejudicial to the interests of the entity and its minority shareholders.
- Meet with the Management, Internal Auditors/External Auditors as necessary to carry out the assigned duties.
- To review the transfer of resources, services or obligations between related parties regardless of whether a price is charged.
- To review the economic and commercial substance of both recurrent/ non-recurrent related party transactions.
- To monitor and recommend the acquisition or disposal of substantial assets between related parties, including obtaining “competent

independent advice” from independent professional experts with regard to the value of the substantial asset of the related party transaction.

- To ensure that there is an adequate and effective process in place to capture information which is relevant to its review function.

TASKS OF THE COMMITTEE

The Committee reviewed the related party transactions and their compliances of Haycarb PLC and communicated the same to the Board.

The Committee in its review process, recognised the adequacy of the content and quality of the information forwarded to its members by the Management.

DISCLOSURES

A detailed disclosure of all the related party transactions including recurrent and non-recurrent related party transactions which are required to be disclosed under Section 9.14.8 of the Listing Rules of the Colombo Stock Exchange has been made in note 33 to the financial statements given in page 314 to this report.

DECLARATION

A declaration by the Board of Directors on compliance with the rules pertaining to related party transactions appears on the report of the Board of Directors on page 220 of this Annual Report.



Yohan Perera

Chairman

Related Party Transactions Review Committee

16th May 2024