

# REMUNERATION COMMITTEE REPORT

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

## COMPOSITION OF THE COMMITTEE

The Remuneration Committee of the parent company comprises four Independent Non-Executive Directors, Dr. Harsha Cabral (Chairman), Mr. Aravinda Perera, Mr. Hisham Jamaldeen and Mr. Gamini Gunaratne (appointed to the Committee on 21st April 2023).

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).

The members of the Committee are free from business, operational, personal or other relationships which may interfere with unbiased judgement.

## ATTENDANCE

### Committee Meetings of Hayleys PLC (Parent Company)

Name of the Member	Attendance
Dr. Harsha Cabral, PC – Chairman **	2/2
Mr. Aravinda Perera **	2/2
Mr. Hisham Jamaldeen **	2/2
Mr. Gamini Gunaratne **	1/1

### 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

\*Non-Executive Director

\*\*Independent Non-Executive Director

The Chairman assists the Committee by providing relevant information and participating in its analysis and deliberations.

The Remuneration Committee has well

defined Terms of Reference. The members of the Committee are Non-Executive Directors and are free from business, operational, personal or other relationships which may interfere with their independent, unbiased judgement.

## DUTIES OF THE REMUNERATION COMMITTEE

The Committee is responsible to the Board to determine the policy of the remuneration package of the Directors. The Committee evaluates, assesses and recommend to the Board of Directors on any matter that may affect Human Resources Management of the Company and the Group and specifically include:

- Determining the compensation of the Managing Director, Executive Directors and the Members of the Senior Management Team.
- Lay down guidelines and parameters for the compensation structures of all management staff within the Group taking into consideration industry norms.
- Formulate guidelines, policies and parameters for the compensation structures for all Executive staff of the Company.
- Review information related to executive pay from time to time to ensure same is in par with the market/industry rates.
- Evaluate the performance of the Managing Director and Key Management Personnel against the predetermined targets and goals.
- Assess and recommending to the Board of Directors of the promotions of the Key Management Personnel and address succession planning.
- Approving annual salary increments and bonuses.

## REMUNERATION POLICY

The remuneration policy of the Company/ Group is to attract, motivate and retain a highly qualified and experienced executive team, and reward performance accordingly in the backdrop of industry norms. These compensation packages provide compensation appropriate for each business

within the Group and commensurate with each employee's level of expertise and contributions, bearing in mind the business' performance and shareholder returns.

The remuneration packages which are linked to individual performances are aligned with the Companies/ Group's short term and long-term strategy.

All Non-Executive Directors (other than Directors who are employed by Hayleys PLC) receive a fee for serving on the Board and serving on sub-committees. They do not receive any performance related incentive payments.

## ACTIVITIES IN 2023/2024

During the year the Committee reviewed the performance of the Managing Director, Executive Directors and Senior Management Team based on the targets set in the previous year and determined the bonus payable and the annual increments.

Reviewed Executives' compensation and implemented market corrections to Executives total compensation in line with the market median.

Recommended the bonus payable and annual increments to be paid to Executive and Non-Executive staff based on the ratings of the Performance Management System.

The aggregate remuneration of the Executive and Non-Executive Directors for the Financial Year amounted to Rs. 350,984,000/-



**Yohan Perera**  
Chairman  
Remuneration Committee

16th May 2024