

BUKIT DARAH PLC

POLICY ON BOARD COMMITTEES

The Board may, from time to time, establish and maintain different board committees to assist it in discharging its oversight responsibilities as it deems appropriate. The Board may, to the fullest extent permitted by law, delegate any of its functions and responsibilities to such committee(s) of the Board. Each committee should perform its duties as assigned by the Board in compliance with any specific charter formulated for the specific Committee, Articles of the Association of the Company, Corporate Governance Rules of the CSE and all other applicable laws and regulations. The Board should create an environment for directors who serve on these Committees to apply independent judgment in carrying out their responsibilities on the Committee.

The Company shall ensure to establish and maintain the following Board Committees with written terms of reference clearly defining its scope, authority, duties and matters pertaining to the quorum of meetings and ensure that they are functioning effectively at all times. The broad scope and functions of the said Committees are as follows;

NOMINATIONS AND GOVERNANCE COMMITTEE - to review and maintain a formal procedure to appoint new Directors and re-elect Directors. The Committee will broadly be responsible for evaluating appointments to Board and Board Committees, reviewing selection criteria and reviewing succession planning, reviewing the processes for periodic evaluation criteria, reviewing size, composition and structure of the Board from time to time and reviewing and recommending the overall corporate governance framework.

REMUNERATION COMMITTEE – to review and maintain formal and transparent policies and procedures to recommend compensation packages for Directors, CEO with a view to leveraging the compensation and benefits to attract, retain and develop key talent.

AUDIT COMMITTEE - Oversee the Company's compliance with financial reporting requirements, information requirements under the Corporate Governance Rules of the CSE, the Company Act No.07 of 2007 and the SEC Act No.19 of 2021 and other relevant financial reporting related regulations and requirements. Oversee and review the processes to ensure that the Company's internal controls and risk management are adequate to meet the requirements of the Sri Lanka Accounting Standards.

RELATED PARTY TRANSACTIONS REVIEW COMMITTEE to review and establish and maintain a clear policy, procedure and process in line with the Rules on Related Party Transactions contained in the Corporate Governance Rules of the CSE for the identification, clarification and reporting the Related Party Transactions on an end-to-end basis across the Company's operations.

IMPLEMENTATION AND POLICY REVISION

The implementation of this policy is the responsibility of the Board of Directors and this Policy must be reviewed at least every two years. It may be amended at any time with the approval of the Board of Directors of the Company.
