

Boundless Impact

Related Party Transactions Review
Committee Report



Related Party Transactions Review Committee Report

The Related Party Transactions Review Committee (“the Committee”) of the Company was established in May 2024 in compliance with the Governance Rules stipulated in Section 9 of the Listing Rules of Colombo Stock Exchange.

COMPOSITION OF THE COMMITTEE

The Committee is appointed by and is responsible to the Board of Directors and comprises two Independent Non-Executive Directors and one Non- Executive Director.

The current members of the committee are Mr. Yohan Perera (Chairman), Mr. Nanda Fernando (Independent Non-Executive Directors) and Mr. Sarath Ganegoda (Non-Executive Director).

ATTENDANCE AT COMMITTEE MEETINGS

The Committee meets on a quarterly basis or as often as may be deemed necessary. During the financial year 2024/25, the Committee met four times to review the related party transactions.

The Chairman of the Committee is an Independent Non-Executive Director. Profiles of the Committee members are given in Pages 28 to 32.

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 RELATED PARTY TRANSACTIONS REVIEW 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 its subsidiaries 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.

Name of the Member	Directorship status	Committee Membership status	No of meetings eligible to Attend	Number of meetings Attended
Mr. Yohan Perera	Independent Non-Executive Director/SID	Chairman	4	4
Mr. Nanda Fernando	Independent Non-Executive Director	Member	4	4
Mr. Sarath Ganegoda	Non-Executive Director	Member	4	3

POLICY AND TERMS OF REFERENCE

The Committee has established a clear Policy and Terms of Reference approved by the Board, setting forth the procedure to identify the related parties and the process of reporting the transactions with related parties to the Committee on a quarterly basis. The Policy outlines the composition of the Committee, meeting procedures and the responsibilities of the Committee. It also specifies the approval processes and disclosure requirements, including market announcements and Annual Report disclosures. The Policy guides the Committee and makes them responsible for ensuring that no director or major shareholder takes advantage of their position to the detriment of the interest of minority shareholders.

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 338 to this report.

DECLARATION BY THE COMMITTEE

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 238 of this Annual Report.



Yohan Perera

*Chairman - Related Party
Transactions Review Committee*

15th May 2025