

## **Disclosure required as per the Rule 9.2.1 of the Listing Rules – Policies**

In accordance with Rule 9.2.1 of the Listing Rules issued by the Colombo Stock Exchange, First Capital Holdings PLC (FCH) and First Capital Treasuries PLC (FCT) have established the following policies, which are detailed below.

### **(a) Policy on the matters relating to the Board of Directors**

This policy was established on 13<sup>th</sup> September 2024 for FCH and 12<sup>th</sup> September 2024 for FCT with the Board's approval. The policy illustrates the matters related to Board structure and diversity, appointment and re-election process, Fitness of directors, roles and responsibilities, performance evaluation process, and board meetings.

### **(b) Policy on Board Committees**

This policy was established on 14<sup>th</sup> June 2024 with the approval obtained from the FCH and FCT Boards. This policy document stands as a general guideline for Board sub-committees. It covers the corporate governance requirement relating to sub-committees, outcomes, and terms of reference of subcommittees.

### **(c) Policy on Corporate Governance, Nominations and Re-election**

This policy was established on 12<sup>th</sup> July 2024 with the approval obtained from the FCH and FCT Boards. It outlines the procedures and principles that govern corporate governance, as well as the nomination, election, and re-election of directors within the Company.

### **(d) Policy on Remuneration**

This policy was established on 12<sup>th</sup> July 2024 with the approval obtained from the FCH and FCT Boards. It addresses the remuneration structure along with the principles and framework governing the compensation of executive and non-executive directors, as well as employees of the company.

### **(e) Policy on Internal Code of Business Conduct and Ethics for all Directors and employees, including policies on trading in the Entity's listed securities**

The Internal Code of Business Conduct and Ethics for all the Directors and employees was last reviewed and approved on 26<sup>th</sup> June 2024. This Code delineates the expected conduct for employees and directors in the workplace, covering the guidelines in dealing with stakeholders, ensuring protection of data, use and protection of company assets, interactions with external parties, management of conflicts of interest, and the reporting of Code violations.

The policy on trading in the Entity's listed securities was established on 13<sup>th</sup> September 2024 for FCH and 12<sup>th</sup> September 2024 for FCT with the Board's approval. This policy is intended to ensure compliance with statutory and regulatory requirements when dealing with the entity's listed securities. It also aims to inform Insider Persons who may possess or become aware of any sensitive non-public material information related to the company and its business. Additionally, the policy outlines the process for market announcements, the responsibilities of company

officers regarding these matters, and the compliance requirements and consequences for non-compliance related to insider trading and disclosure.

**(f) Policy on Risk management and Internal controls**

The latest version of the Policy on Risk Management (Risk Management Framework) was approved by the board of directors in December 2023. This policy defines the company's risk appetite, outlines principles for managing risks, details the Risk Management Framework, and describes the processes for risk management, risk assessment, key risk exposure frameworks, and emerging risks.

The latest version of the Policy on Internal Controls (Delegated Authority Manual) received approval from the FCH Board on 19<sup>th</sup> April 2024 and FCT Board 12<sup>th</sup> July 2024. This policy encompasses the principles of delegation of authority, the structure of delegation, capital expenditure, recommendations, consultations, approvals, payments, and levels of delegation. Procedure/Compliance Manuals are being maintained at each Business unit level and the procedures are being reviewed and updated on annual basis.

**(g) Policy on Relations with Shareholders and Investors**

[FCH Policy Document](#)

[FCT Policy Document](#)

This policy was established on 12<sup>th</sup> August 2024, with the approval of the FCH and FCT Boards. It outlines the communication mechanisms with shareholders and investors to ensure transparency, accountability, and the timely dissemination of information. Additionally, it emphasizes the importance of transparency, timely communication, voting procedures, and designated contacts for shareholder and investor inquiries. The policy also establishes a process to ensure that all Directors are informed of major issues and shareholder concerns.

**(h) Policy on Environmental, Social and Governance Sustainability**

This policy was established on 26<sup>th</sup> May 2023, with approval from the FCH and FCT Boards. It outlines the company's commitment to sustainability and its strategy for achieving it. Additionally, it highlights the importance of stakeholder engagement and details the procedures used to assess performance in this area.

**(i) Policy on Control and Management of Company Assets and Shareholder Investments**

This policy was established on 14<sup>th</sup> June 2024 with the approval obtained from the FCH and FCT Boards. It sets forth guidelines for the control and management of company assets and shareholder investments, ensuring transparency, accountability, and the maximization of shareholder value. The policy outlines procedures for the acquisition, utilization, disposal, and reporting of company assets and investments, aligning with the company's strategic objectives and regulatory requirements.

**(j) Policy on Corporate Disclosures**

This policy was established on 14<sup>th</sup> June 2024 with the approval obtained from the FCH and FCT Boards. It outlines the regulatory framework for disclosing material information, encompassing both financial and non-financial aspects. Additionally, it details the various forms of disclosures mandated by legislation and company internal strategies, as well as the responsibilities associated with providing this information.

**(k) Policy on Whistleblowing**

The policy on Whistleblowing was established on 30<sup>th</sup> January 2017 for FCH and 26<sup>th</sup> June 2024 for FCT with the approval of Board of directors. This policy enables employees to report any illegal, fraudulent, or policy-violating actions. It details the process for raising concerns and outlines the basis and procedure for conducting investigations.

**(l) Policy on Anti-Bribery and Corruption**

This policy was established on 12<sup>th</sup> July 2024, with approval from the FCH and FCT Boards. It outlines the prohibited conduct that employees and directors must avoid and emphasizes their responsibilities in preventing, detecting, and reporting bribery and corruption in a timely manner. Additionally, the policy addresses risk assessments, compliance procedures, reporting mechanisms in relation to bribery and corruption, and the consequences of non-compliance.