

	HELA APPAREL HOLDINGS PLC		
	POLICY ON BOARD COMMITTEES	Version No: 01	Issue Date September 30, 2024
Approved by the Board of Directors on 26 th September 2024			

1. Creation of Committees by the Board

1.1 The Board may create from time to time, on an ad hoc or permanent basis, Board Committees (the “Committee(s)”) and shall define their chairperson, membership, duties and operations.

1.2 The following Committees shall be governed under this Policy and operate according to the guidelines issued by the Colombo Stock Exchange (CSE):

- Audit & Risk Committee
- Nomination & Governance Committee
- Related Party Transactions Review Committee
- Remuneration Committee

1.3 The role of any such Committee shall be to examine and prepare matters to be put to the Board, and to present their opinions, proposals and recommendations for the matters within their scope of competence.

1.4 The Board may not transfer or allocate its supervision and its decision-making powers to a Committee.

1.5 A Committee may not have any responsibility over the day-to-day business of the Company.

1.6 Neither the creation of a Committee, nor its deliberations or observations may release or negate the liability of the Board members with respect to their duties and tasks as defined by Applicable Laws or in the Articles of Association (“Articles”).

1.7 The Board shall appoint the chairperson of each Committee on the recommendation of the Nominations & Governance Committee (NGC), and such chairperson shall be, for each Committee, an independent Director.

2. Duties of the Committees

2.1 The general scope of duties of the Board Committees stated in 1.2 shall be governed by the Terms of Reference (TOR) for each Committee.

2.2 Such TORs shall be formalized and approved by the Board. The TORs shall be reviewed periodically.

3. Operation of the Committees

3.1 In the performance of their duties, the Committees may conduct or commission at the Company's expense any studies that may be useful for Board decisions and may also hold meetings with the leadership team and the Auditors.

3.2 They shall report back to the Board on the opinions obtained.

3.3 The chairperson of each Committee may invite people deemed relevant to attend its meetings.

3.4 In the event of Committees requesting the services offered by external consultants, they must ensure that the consultant concerned is objective.

3.5 The chairperson of each Committee shall report to the Board on its work, opinions, proposals and recommendations so that the Board is duly informed.

3.6 A description of the Committees' activities shall be included each year in the report on corporate governance.

4. Membership

4.1 Committees shall be composed only of Directors, designated by the Board.

4.2 Any member of any Committee shall be automatically dismissed or shall automatically resign in case of dismissal or resignation from her/his membership of the Board.

4.3 Any member of a Committee who resigns or is dismissed from her/his membership from a Committee may be replaced by another Director designated by the Board.

4.4 The Board shall define the number of independent Directors who shall sit on each Committee, provided that the minimum number of independent Directors to sit therein is satisfied.

4.5 The renewal or extension of the term of office of the chairperson of each Committee shall be proposed by the NGC and approved by the Board.

4.6 The members of a Committee may be dismissed or replaced at any time by a decision of the Board.

4.7 The Board may dissolve any Committee at any time by a simple majority decision.