



HAYCARB PLC CORPORATE DISCLOSURE POLICY

1. Objectives

This Corporate Disclosure Policy is designed to promote transparency, accountability, and integrity in meeting the information requirements of stakeholders. It aims to ensure that Haycarb PLC complies with all applicable legal and regulatory requirements regarding the disclosure of material information.

Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions of investors. This includes, but is not limited to:

- Financial results
- Changes in senior management
- Mergers, acquisitions, or divestitures
- Legal proceedings and regulatory actions

Material information must be disclosed in compliance with the Companies Act No. 7 of 2007, the CSE Listing Rules, and any relevant SEC regulations. All material disclosures must be approved by the Disclosure Committee and, where required, by the Board of Directors before being made public. Once approved, disclosures will be disseminated through appropriate channels, including the Colombo Stock Exchange, the company's website, and other relevant media.

Haycarb Group is committed to full compliance with the following local regulations:

- Companies Act No. 7 of 2007: Haycarb will prepare and disclose audited financial statements, annual reports, and other required documentation as mandated by this Act.
- Colombo Stock Exchange (CSE) Listing Rules: Haycarb will adhere to continuous disclosure obligations, including the timely submission of quarterly financial statements and immediate disclosure of any price-sensitive information.
- Securities and Exchange Commission of Sri Lanka (SEC): The Group will follow SEC regulations regarding market conduct, insider trading, and disclosure of significant shareholdings.

Haycarb Group will comply with all continuous disclosure obligations under Sri Lankan law and the rules of the Colombo Stock Exchange. This includes promptly disclosing any material changes in the company's financial condition or operations, as required by the CSE and SEC.

2. Scope

This policy is applicable for all business entities of the Haycarb Group. It covers all forms of external communication, including financial reports, press releases, presentations, regulatory filings, and social media posts.

3. Our Commitment

The Haycarb Group is committed to the following principles.

| | |
|--|-------------------------------|
| Ensuring that all material information related to Haycarb Group is disclosed promptly, accurately, clearly and understandable to all stakeholders | Accurate and timely reporting |
| Ensuring information is disclosed consistently across all communication channels. | Consistent reporting |
| Compliance with local regulatory requirements, including the Companies Act, Colombo Stock Exchange (CSE) Listing Rules, and the Securities and Exchange Commission of Sri Lanka (SEC) regulations. | Compliance |
| Protection of confidentiality of sensitive information where necessary. All non-public information must be treated as confidential. | Confidentiality |
| Protection of the integrity and reputation of the Haycarb Group. | Brand equity / Goodwill |

4. Responsibility

The Heads of all business sectors and Business Units will be responsible in ensuring that this policy is adhered to. To ensure effective implementation of this Disclosure Policy, specific roles and responsibilities are assigned as follows:

- **Board of Directors:**
 - Ultimately responsible for ensuring the company's compliance with disclosure requirements.
 - Approves key disclosures, including financial statements, major corporate announcements, and changes in corporate governance practices.
 - Reviews and approves the Disclosure Policy and any significant updates to it.
- **Disclosure Committee:**
 - Comprises of the Managing Director, Deputy Managing Director, Finance Director and Company Secretary.

- Oversees the implementation of the Disclosure Policy and ensures that all disclosures are made in compliance with applicable regulations.
 - Reviews and approves all material disclosures before they are made public.
 - Provides guidance to employees on disclosure obligations and ensures that disclosure controls and procedures are in place.
 - Monitors compliance with the policy and reports any breaches to the Board of Directors.
- **Finance Director / CFO**
 - Ensures the accuracy and completeness of financial disclosures, including quarterly and annual financial statements.
 - Works closely with the Managing Director, the Board of Directors and the Company Secretary to identify and assess material financial information that needs to be disclosed.
 - Ensures that financial disclosures are made in a timely manner and comply with the Sri Lanka Accounting Standards (SLFRS).
- **Manager – Group Corporate Communications:**
 - Manages the dissemination of approved disclosures through appropriate channels, including the company website, press releases, and official social media channels.
 - Coordinates with the Disclosure Committee to ensure that all public communications align with the company’s disclosure obligations.
- **Company Secretary:**
 - Manages the dissemination of approved disclosures through the Colombo Stock Exchange.
 - Ensures that the company’s disclosures follow corporate governance requirements, including those outlined in the Code of Best Practice on Corporate Governance.

The Disclosure Committee may seek legal advice through the Head of Group Legal of Hayleys PLC, the parent company to obtain advice on disclosure obligations and ensures that all disclosures comply with relevant local and international laws, including the Companies Act, CSE Listing Rules, and SEC regulations and on matters related to confidentiality and insider trading to prevent unauthorized disclosure of material non-public information where necessary.

- **Employees and Representatives:**
 - All employees and representatives of Haycarb Group are responsible for maintaining the confidentiality of non-public information and for reporting any potential material information to their immediate supervisor or the Disclosure Committee.

- Employees must avoid sharing or trading on material non-public information. Insider trading laws prohibit trading in Haycarb' securities by anyone in possession of material non-public information.
- Employees and representatives are prohibited from disclosing confidential information to any third party unless required by law or authorised by the Disclosure Committee.

5. Compliance and Training

Compliance with this policy is mandatory. Any violations of this policy must be reported to the Finance Director / CFO who will monitor adherence to the policy and report any breaches to the Board of Directors. All reports will be investigated promptly and thoroughly. Disciplinary action may be taken against individuals who fail to comply with the policy.

Regular training will be provided to ensure understanding and adherence to disclosure requirements.

Review and Updates

This policy shall be reviewed and updated at least once every two (2) years by the Finance Director / CFO. The required updates and modifications shall be recommended to the Managing Director and to the Board for approval. All stakeholders shall be informed of any revisions made to this Policy. Haycarb PLC reserves the right to modify/amend the policy at any time.

Effective date of implementation

This policy shall be effective and operative from 1st of October 2024.