



POLICY ON BOARD COMMITTEES

WindForce PLC

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1. Definitions and Abbreviations

Unless otherwise defined or the context otherwise requires, all capitalized terms used in this Policy shall have the following meanings.

Applicable Laws	means all applicable statutes, laws, ordinances, rules and regulations, including but not limited to the Listing Rules, SEC Act and the Companies Act, in each case as in effect from time to time;
Board	The Board of Directors of the Company;
Companies Act	The Companies Act No. 7 of 2007;
Company	means WindForce PLC
CSE	The Colombo Stock Exchange;
Listing Rules	The Listing Rules of the Colombo Stock Exchange;
Policy	means this Policy on Board Committees;
SEC Act	means the Securities and Exchange Commission of Sri Lanka Act No. 19 of 2021

2. Introduction

This Policy governs the establishment, composition, roles, responsibilities, and operations of committees formed by the Board in accordance with Applicable Laws and are complementary to the requirements regarding the Board and Board members contained in Applicable Laws and the articles of association of the Company.

As stipulated under Section 9 of the Listing Rules on Corporate Governance (Section 9.3.1) and the Board Charter, WindForce PLC will at minimum have 4 Board committees.

- (i) Nominations and Governance Committee
- (ii) Remuneration Committee
- (iii) Audit Committee
- (iv) Related Party Transactions Review Committee

The Board may appoint other committees in line with the business needs of the Company.

3. Nominations and Governance Committee

- (i) **Overview:** The Nomination and Governance Committee is responsible for recommending the appointment and re-election of directors to the Board and its Committees in line with the Listing Rules and its Terms of Reference.
- (ii) **Composition:** The Nomination and Governance Committee must be comprised of Non-Executive Directors, including at least 3 members, the majority of whom must be independent. The Chairman must be an Independent Non-Executive Director appointed by the Board and cannot serve as the Chairman of the Board. A quorum requires a minimum of 2 members.
- (iii) **Terms of Reference:** The Terms of Reference of the Nomination and Governance Committee setting out the scope, authority and duties shall be approved by the Board from time to time.
- (iv) **Frequency of Meetings:** The Nomination and Governance Committee must meet as and when required.
- (v) **Disclosure:** The Annual Report of the Company must contain the Nomination and Governance Committee Report, including the matters prescribed under the Listing Rules.

4. Remuneration Committee

- (i) **Overview:** The Remuneration Committee is responsible for recommending to the Board the compensation for executive directors and the Chief Executive Officer (or equivalent position), which includes all cash and non-cash benefits, in accordance with the Listing Rules and its Terms of Reference.

The Remuneration Committee must consult the Chairman and CEO on remuneration of other executive directors and have access to professional advice from within and outside the Company to discharge its responsibilities.

- (ii) **Composition:** The Remuneration Committee must be composed solely of Non-Executive Directors, with at least 3 members, the majority of whom must be independent. The Chairman must be an Independent Non-Executive Director appointed by the Board and cannot serve as the Chairman of the Board. A quorum will consist of at least 2 members.
- (iii) **Terms of Reference:** The Terms of Reference of the Remuneration Committee setting out the scope, authority, duties and matters relating to the quorum shall be approved by the Board from time to time.
- (iv) **Frequency of Meetings:** Meetings must be held not less than [twice a year] and shall be specified in the Terms of Reference.
- (v) **Disclosure on Remuneration:** The Annual Report of the Company must contain a section identifying members of the Remuneration Committee and the nature of directorships held by such members, a Statement of Remuneration Policy and aggregate remuneration of the Board.

5. Audit Committee

- (i) **Overview:** The Audit Committee is responsible for supporting the Board in overseeing the Company's financial statements, ensuring compliance with financial reporting requirements and the Companies Act, implementing adequate internal controls and risk management procedures, and evaluating the Company's ability to continue as a going concern in the foreseeable future, in accordance with the Listing Rules and its Terms of Reference.
- (ii) **Composition:** The Audit Committee must be composed solely of Non-Executive Directors, with a minimum of 3 members, the majority of whom must be independent. The Chairman must be an Independent Non-Executive Director appointed by the Board and a member of a recognized professional accounting body, and cannot serve as the Chairman of the Board. A quorum will require a majority of the members.

Unless otherwise determined by the Audit Committee, the Chief Executive Officer and Chief Financial Officer must attend Audit Committee meetings by invitation.

- (iii) **Terms of Reference:** The Terms of Reference of the Audit Committee setting out the scope, authority and duties shall be approved by the Board from time to time and shall include the mandatory functions prescribed under the Listing Rules.
- (iv) **Frequency of Meetings:** The Audit Committee may meet as often as required provided that meetings are held at least on a quarterly basis prior to recommending the financials to be released to CSE.
- (v) **Disclosure:** The Annual Report of the Company must contain the Audit Committee Report, including the matters prescribed under the Listing Rules, and the manner in which the Company has complied with the requirements applicable to the Audit Committee.

6. Related Party Transactions Review Committee

- (i) **Overview:** The Related Party Transaction Review Committee must ensure that the interests of all shareholders are considered when the Company engages in related party transactions, and that directors, the Chief Executive Officer (or equivalent position), and substantial shareholders do not exploit their positions, in accordance with the Listing Rules and its Terms of Reference.
- (ii) **Composition:** The Related Party Transaction Review Committee must be composed of three directors, with two members being independent Directors. At the Company's discretion, executive directors may also be included. The Chairman must be an independent director appointed by the Committee.
- (iii) **Terms of Reference:** The Terms of Reference of the Related Party Transactions Review Committee setting out the scope, authority and duties shall be approved by the Board from time to time and shall include the mandatory functions prescribed under the Listing Rules.
- (iv) **Frequency of Meetings:** The Related Party Transactions Review Committee must meet at least once in every calendar year.
- (v) **Disclosure:** Immediate disclosures of related party transactions must be made to CSE in accordance with the Listing Rules. The disclosures in the Annual Report must include the matters prescribed under the Listing Rules.

7. Review and Amendment

This Policy will be effective from 1st October 2024 and will be reviewed periodically to ensure alignment with Applicable Laws and best practices. Amendments may be made when necessary.