

REPORT OF THE RELATED PARTY TRANSACTIONS REVIEW COMMITTEE

The Board Related Party Transactions Review Committee (the Committee) has been established in terms of the Section 9 of the Listing Rules of the Colombo Stock Exchange (the "Rules"). The Committee comprises four (4) Non-Executive Independent, further one (1) Committee member is a Senior Chartered Accountant. The Committee's composition as at 31 March 2020 is:

- A D B Talwatte (Chairman) – Independent Non-Executive
- H Abeywickrama (Member) – Independent Non-Executive
- S Shishoo (Member) – Independent Non-Executive
- A Cabraal (Member) – Independent Non-Executive

The above composition is in compliance with the provisions of the Code and the Rules regarding the composition of the Committee. Brief profiles of the members are given on pages 16 to 19 of the Annual Report. The Company Secretary functions as the Secretary to the Committee.

MEETINGS

The Committee met eight (8) times during the year. Attendance of the Committee members at each of these meetings is as follows:

- A D B Talwatte – 8 of 8 meetings
- H Abeywickrama – 7 of 8 meetings
- S Shishoo – 6 of 8 meetings
- A Cabraal – 8 of 8 meetings

TERMS OF REFERENCE

The role and functions of the Committee are regulated by the Rules.

ROLE AND RESPONSIBILITIES

The mandate of the Committee is derived from the Rules and includes mainly the following:

1. Developing and maintaining a Related Party Transactions Policy consistent with the provisions of the Rules for adoption by the Board of Directors of the Company (the Board) and its subsidiaries.
2. Reviewing all proposed Related Party Transactions ("RPTs") in compliance with the provisions of the Rules.
3. Advising the Board on making immediate market disclosures and disclosures in the Annual Report where necessary, in respect of RPTs, in compliance with the provisions of the Code and the Rules, Procedures and Directives/Guidelines adopted by the Committee for reviewing RPTs.
4. Ensuring that Procedures/Directives/Guidelines are issued to compel all RPTs to be referred to the Committee for review.

REVIEW FUNCTION OF THE COMMITTEE

Review of the relevant RPTs by the Committee normally takes place quarterly. The Committee has communicated its observations to the Board RPTs published in the Note 41 to the Financial Statements.

REPORTING TO THE BOARD

The minutes of the Committee meetings are tabled at Board meetings enabling all Board members to have access to same and where necessary prior approval of the Board is obtained.

PROFESSIONAL ADVICE

The Committee has the authority to seek external professional advice on matters under its purview. The RPTs are audited by the Group external auditors, Messers KPMG as part of the annual audit process.

On behalf of the Board Related Party Transactions Review Committee



A D B Talwatte
Chairman
Related Party Transactions Review Committee

27 May 2020