



NOMINATIONS AND GOVERNANCE COMMITTEE REPORT

“Our focus this year was strengthening succession planning and governance oversight with evolving regulatory requirements of the Colombo Stock Exchange”

Mr. P. Englisch
Chairman

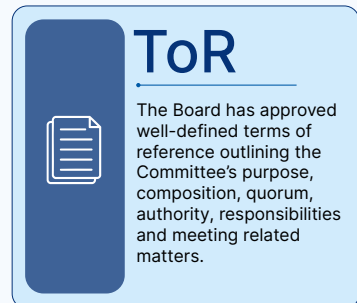
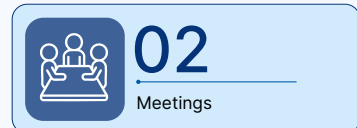
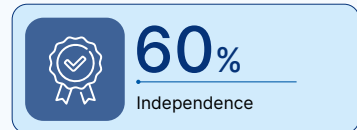


COMPOSITION OF THE COMMITTEE

Committee Members	Nature of Directorship Held	Date of Appointment to the Committee
Mr. P. Englisch - Chairman	Independent Non-Executive Director	30.12.2024
Dr. R.A. Fernando	Independent Non-Executive Director	30.12.2024
Mr. C.J. Sevilla	Independent Non-Executive Director	30.12.2024
Mr. J.M.S. Brito	Non-Executive Director	21.03.2023*
Mr. C.R. Jansz	Non-Executive Director	28.03.2025

The Board has an established Nominations and Governance Committee which complies with Section 9.11 of the Listing Rules of Colombo Stock Exchange and the Code of Best Practice on Corporate Governance issued by CA Sri Lanka. The Committee comprises three Independent Non-Executive and two Non-Executive Directors. One of the Independent Non-Executive Directors chairs the Committee. Aitken Spence Corporate Services (Private) Limited, the Secretaries of the Company, functions as the Secretary to the Committee.

* Appointed to the Nominations Committee



COMMITTEE MEETINGS GRI 2-10

The Committee met twice during the year under review with the participation of all the members and has provisions to transact business through Circular Resolutions as and when basis.

RESPONSIBILITIES OF THE COMMITTEE

The Terms of Reference of the Committee sets out the authority, composition, scope and responsibilities of the Committee taking into consideration the Corporate Governance requirements set out in the Listing Rules of the Colombo Stock Exchange.

- » Evaluation of the quality and composition of the Board of Aitken Spence PLC and the subsidiary companies.
- » The Committee is responsible for ensuring that the Board of Aitken Spence PLC have the appropriate balance of skills, experience, independence, diversity, and expertise to effectively discharge their respective duties and responsibilities. Refer Board Composition Analysis on page 100 for further information in this connection.

- » Evaluation of the performance of the Board, its committees and individual Directors to ensure that their responsibilities are satisfactorily discharged.
- » Review the policy governing the appointment, re-appointment, re-election, and election of Directors to the Board, as well as succession planning, and recommend amendments where necessary.

KEY FUNCTIONS OF THE COMMITTEE

The Committee reviews and makes recommendations that are fair, free from any bias and not influenced by personal or business relationships, thereby enabling the Company to make sound and measured judgments in order to attract the best talent to the Group. During the financial year 2025/2026 the Committee performed the following functions:

- » Ensured the diversity and effectiveness of the Board of Aitken Spence PLC as well as the Key Management Personnel (KMPs),



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- » Evaluated the eligibility of the Directors who have offered themselves for re-appointment and re-election to the Board considering the performance and contribution made by the Director concerned towards the overall discharge of the Board's responsibilities and made necessary recommendations to the Board,
- » Evaluated the combination of varied skills, knowledge and experience of the Directors of the Company,
- » Ascertained that the competencies of Directors are adequate to meet the required strategic demands of the Group.
- » Ensured that any significant issues concerning the Company were communicated to the Independent Directors and special board meetings convened as and when necessary to discuss important or critical matters with the Board.
- » Updated the Board of Directors on Corporate Governance, Listing Rules, securities market regulation and other applicable laws and regulations.
- » Ensured that the Corporate Governance requirements stipulated under the Listing Rules of the Colombo Stock Exchange have been met.

INDEPENDENCE OF DIRECTORS

The Committee evaluated the independence of the current Board of Directors based on the declarations submitted by the respective Directors in accordance with the requirements of the revised Listing Rules of the Colombo Stock Exchange. The Committee determined that as at 31st March 2026, four out of eleven Directors were Independent as per the criteria set out in the Listing Rules of the Colombo Stock Exchange for determining independence.

RE-APPOINTMENT AND RE-ELECTION OF DIRECTORS

One Third (1/3) of all the directors except the Chairman, Chief Executive, Managing or Joint Managing Director, retire by rotation

in terms of the Articles of Association of the Company and being eligible submit themselves for re-election at the AGM.

Accordingly, the Committee has recommended to re-elect Dr. R.A. Fernando to the Board at the Annual General Meeting to be held on 30th June 2026, based on his performance and the contribution made to achieve the objectives of the Board. Dr. R.A. Fernando was appointed to the Board on 30th December 2024 and last elected as a Director in July 2025. His directorships and other principal commitments are given in the profile on page 73. He serves on the Audit and Risk Committee, Nominations and Governance Committee, Related Party Transactions Review Committee and the Remuneration Committee of the Company. Either Dr. Fernando or his family members have no relationship with the Directors of the Company or shareholders having more than 10% of the shares of the Company.

Mr. J.M.S. Brito, Mr. N.J. de S. Deva Aditya, Dr. R.M. Fernando, Mr. C.R. Jansz and Mr. M.R. Mihular retire from the Board at the conclusion of the forthcoming Annual General Meeting in terms of Section 210 and 211 of the Companies Act No. 7 of 2007. The said Directors were last re-appointed/elected at the Annual General Meeting held on 04th July 2025. All of the said Directors except for Mr. C.R. Jansz have offered themselves for re-appointment. Having given due consideration to each Director's performance, the Committee recommended to the Board that Mr. J.M.S. Brito, Mr. N.J. de S. Deva Aditya, Dr. R.M. Fernando and Mr. M.R. Mihular are eligible for re-appointment.

The members of the Nominations and Governance Committee did not participate in the decisions relating to their own re-appointments.

The Committee affirms that the Company complies with the Corporate Governance Rules contained in Section 9 of the Listing Rules of the Colombo Stock Exchange and the Code of Best Practice on Corporate Governance 2023, issued by the Institute of Chartered Accountants of Sri Lanka. The measures taken and the extent to which the Company has complied with the said Section and the Code are given on pages 110 to 123 of the Corporate Governance Report of this Annual Report.

P. English

Chairman

Nominations and Governance Committee

Colombo

05th June 2026