

Distilleries Company of Sri Lanka PLC (“DCSL”) Statement on Board Committees

Introduction

At DCSL, the Board of Directors provides visionary leadership and strategic oversight, ensuring that risk is effectively managed across the Group. Governance is centered on thoughtful decision-making aimed at delivering sustained value to shareholders, while balancing the interests of clients, customers, employees, and the wider society in which we operate.

The Board is supported in its work by its Committees - Governance & Nominations Committee, Audit Committee, Remuneration Committee, and Related Party Transactions and Review Committee - each of which has its mandate setting out its remit and decision-making powers. This structure enables the Board to spend a significant proportion of its time focusing on the Group’s strategy. These committees support the Board to discharge its responsibilities under the law, regulation, and corporate governance best practice.

The Board has defined the roles and objectives of each of the Board Committees and provided specific levels of discretion within which they can operate. The Chair of each Board Committee reports to the Board on the matters discussed during Committee meetings.

Meetings

Board committees operate in accordance with the company’s Articles and defined terms of reference. Meetings may be conducted via teleconference, videoconference, or other secure audiovisual methods, with remote participants deemed present and vested with full voting rights.

The Chair of each committee presides over meetings, ensuring adequate time for deliberations that prioritize the company’s strategic interests. Committee decisions are made by majority vote, with the Chair holding a casting vote in the event of a tie. When necessary, recommendations are escalated to the Board for further consideration.

Committees may invite Directors or senior management to assist, though only official members may vote. They also possess the authority to seek independent professional counsel to support decision-making, while upholding strict confidentiality protocols.

Members with conflicts of interest are required to recuse themselves from relevant discussions to maintain integrity. Should this affect the quorum, a qualified substitute member will be appointed. To promote transparency, all meeting materials are distributed in advance, and minutes are meticulously recorded to reflect decisions, including any abstentions. Written resolutions signed by all committee members carry the same legal authority as those passed in formal meetings

Governance

This Policy is governed by the Governance & Nomination Committee. To maintain its effectiveness and ensure compliance with regulatory requirements and governance standards, the Committee will oversee its implementation, conduct periodic reviews, and propose any necessary amendments to the Board for final approval.