Policy on Internal Code of Business Conduct and Ethics for All Directors and Employees, Including Policies on Trading in the Entity's Listed Securities

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KEGALLE PLANTATIONS PLC

1. Introduction

The Policy on Internal Code of Business Conduct and Ethics for All Directors and Employees establishes the principles and standards governing ethical behaviour and compliance within Kegalle Plantations PLC. This policy covers key areas such as integrity, fairness, and transparency in business dealings, and includes specific guidelines on trading in the company's listed securities. It is designed to ensure that all directors and employees adhere to the highest ethical standards, prevent conflicts of interest, and comply with legal and regulatory requirements, thereby maintaining the company's reputation and fostering a culture of accountability.

2. Purpose and Scope of the Policy

The Policy on Internal Code of Business Conduct and Ethics for All Directors and Employees is designed to ensure that Kegalle Plantations PLC upholds the highest standards of integrity, transparency, and ethical conduct. This policy is in compliance with the revised Section 9 of the Corporate Governance Rules (9.2) of the Colombo Stock Exchange (CSE). It establishes clear guidelines for ethical behaviour, addresses conflicts of interest, and outlines specific rules for trading in the company's listed securities. The objective is to foster a culture of accountability and ensure that all actions and decisions are made with integrity and in the best interests of the company and its stakeholders.

This policy applies to all directors, employees, and officers of Kegalle Plantations PLC, as well as any third parties acting on behalf of the company. It covers all aspects of business conduct, including interactions with stakeholders, compliance with laws and regulations, and the ethical handling of confidential information. The policy also includes specific provisions regarding trading in the company's listed securities to prevent insider trading and ensure fair and transparent market practices.

3. Policy Details

3.1. Code of Conduct and Ethics

- **Integrity and Honesty:** All directors and employees must act with honesty and integrity in all business dealings. This includes providing accurate and truthful information, avoiding deceptive practices, and ensuring that all communications and representations are clear and honest.
- **Conflicts of Interest:** Individuals must avoid situations where personal interests conflict with those of the company. Any potential conflicts of interest should be disclosed to the appropriate management or the Board of Directors. This includes relationships or transactions that could influence or appear to influence professional judgment or business decisions.
- **Confidentiality:** Confidential information obtained through employment or directorship must be protected and not disclosed to unauthorized individuals. This includes financial data, business plans, and any other sensitive information that could impact the company's operations or reputation.

- **Compliance with Laws:** All employees and directors are required to comply with all applicable laws and regulations governing their professional conduct, including anti-bribery and anti-corruption laws.

3.2. Trading in Listed Securities

- **Insider Trading Prohibition:** Trading in the company's listed securities based on non-public, material information is strictly prohibited. Directors, employees, and any associated persons must not buy or sell shares or other securities of the company based on insider information.
- **Blackout Periods:** The Company will establish blackout periods during which trading in the company's securities is restricted. These periods generally coincide with the time leading up to the announcement of financial results or other significant company events. Persons who are having market sensitive information must refrain from trading during these periods.
- **Disclosure Requirements:** Any transactions involving the company's securities by key management personnel must be reported to the company secretary.

3.3. Review and Update

This policy will be reviewed annually and updated as necessary to ensure its effectiveness and compliance with applicable laws and regulations. Any amendments will be communicated to all directors and employees, and relevant updates will be incorporated into on-going training programs.