

Corporate Governance requirements applicable in respect of entities specified in Section 9 of the Listing Rules of the Colombo Stock Exchange

Rule 9.2 Policies

This disclosure is to comply with Rule 9.2 of the Colombo Stock Exchange (CSE) Listing Rules, whereby, the Company is required to establish and maintain the following Policies and disclose the details pertaining to these policies on the company website.

- 1) Policy on the matters relating to the Board of Directors
- 2) Policy on Board Committees
- 3) Policy on Corporate Governance, Nominations and Re-election
- 4) Policy on Remuneration
- 5) Policy on Internal Code of Business conduct and Ethics for all Directors and employees, including policies on trading in the Entity's listed securities
- 6) Policy on Risk management and Internal controls
- 7) Policy on Relations with Shareholders and Investors
- 8) Policy on Environmental, Social and Governance Sustainability
- 9) Policy on Control and Management of Company Assets and Shareholder Investments
- 10) Policy on Corporate Disclosures
- 11) Policy on Whistleblowing
- 12) Policy on Anti-Bribery and Corruption

The Company has developed and implemented the above policies as mandated by the CSE and these have been effective since 1 October 2024. These policies further reiterate the company's commitment to the best practices in Corporate Governance. Where applicable these policies have been incorporated into the company's governance framework, business processes and operations.

Below are the key features of each policy mandated under Section 9 of the CSE Listing Rules:

1. Policy on Matters Relating to the Board of Directors

This policy outlines the principles governing the composition, responsibilities, and functioning of the Board of Directors (BoD) at DMSL.

Key Features:

- **Powers, Authority, and Delegation:** Defining the powers and authority of the Board, including its ability to delegate specific responsibilities to committees or management, ensuring effective oversight of business operations and strategic direction.

- **Board Composition:** Ensuring a balanced and diverse composition of the Board, including appropriate representation of Executive, Non-Executive, and Independent Directors to bring a variety of perspectives and expertise.
- **Roles and Responsibilities:** Establishing clear roles for the Chairperson, CEO and Board members, including responsibilities such as decision-making, managing conflicts of interest, adhering to legal and ethical standards, and ensuring full compliance with applicable laws and regulations in Sri Lanka.
- **Frequency of Board Meetings:** The frequency, medium and quorum for Board meetings have been specified.
- **Directorships and Attendance:** Defining the maximum number of directorships in listed entities that Board members may hold, along with expectations for meeting attendance, active participation, and timely decision-making to support the company's strategic objectives.
- **Disclosures and Conflicts of Interest:** Ensuring timely disclosures on matters such as conflicts of interest, transactions, matters relating to the Board and Board Committee and any material information, in line with corporate governance practices and regulatory requirements.
- **Board Evaluation:** Implementing regular evaluations of the Board's performance to ensure continuous improvement and alignment with governance best practices, as well as fostering transparent interactions with shareholders.

2. Policy on Board Committees

This policy outlines the framework for establishing, managing, and dissolving Board Committees at DMSL.

Key Features:

- **Formation and Structure:** Establishing a clear process for the formation of Board Committees, ensuring that they are created to address specific areas of oversight, such as audit, risk management, remuneration, and governance, in alignment with the company's operational needs and strategic goals.
- **Qualifications and Expertise:** Defining the qualifications, expertise, and independence required for Committee members, ensuring that they possess the necessary skills and experience to provide effective oversight, especially in areas such as technology, compliance, and operational risk relevant to the mobility sector.
- **Mandate, Responsibilities, and Authority:** Clearly outlining the mandate, scope of responsibilities, and authority of each Committee, ensuring compliance with Sri Lankan laws and regulations, as well as relevant listing rules and internal governance standards.
- **Compliance and Legal Requirements:** Ensuring that Committees operate within the bounds of applicable laws, rules, and regulations, including those set by the Colombo Stock Exchange (CSE) and the Securities and Exchange Commission (SEC) of Sri Lanka, particularly in areas such as corporate governance, financial reporting, and risk management.
- **Reporting Obligations:** Establishing formal reporting lines to the Board, with Committees responsible for providing regular updates on key areas, including policies, processes, risk

management, and compliance. Committees are also responsible for making recommendations to the Board on strategic matters.

- **Oversight of Key Areas:** Providing oversight on critical areas, such as data privacy, cybersecurity, operational efficiency, regulatory compliance, and financial integrity, ensuring that the company's operations in the ride-hailing space remain resilient and transparent.

3. Policy on Corporate Governance, Nominations and Re-election

This policy sets forth the governance principles guiding the Board of Directors and senior management at DMSL along with outlining a transparent and structured approach for nominating, evaluating, and appointing new Board members, as well as re-electing existing Directors.

Key Features:

- **Transparency & Accountability:** Ensures that the Board is of correct size, diverse, qualified and transparent in its operations. Further emphasizes the importance of clear reporting, transparency in decision-making, and accountability across all levels of the organization.
- **Evaluation Criteria:** Ensures that both potential and current Board members are evaluated based on legal compliance, qualifications, and relevant competencies, ensuring they align with the strategic needs of the business.
- **Tenure & Succession Planning:** Provides clear guidelines for Board member tenure, succession planning, and term limits to maintain a fresh and dynamic leadership.

4. Remuneration Policy:

This policy outlines the framework for determining the compensation of the Board of Directors, members of Board Committees, key management personnel, and employees at DMSL.

Key Features:

- **Compensation Framework:** Establishes a structured and transparent process for determining remuneration that is competitive and in line with the company's performance-driven remuneration philosophy.
- **Performance Alignment:** Ensures that remuneration packages for executives and key personnel are aligned with company performance, driving both individual and organizational success.
- **Non-Executive Directors:** Defines how the compensation for Non-Executive Directors is set, ensuring it reflects their roles and responsibilities, with a clear emphasis on preventing any self-determination of remuneration.
- **Fair and Competitive Remuneration:** Guarantees that compensation across all levels is fair, competitive, and in line with industry standards to attract and retain top talent in the mobility space.

5. Policy on Internal Code of Business conduct and Ethics for all Directors and employees, including policies on trading in the Entity's listed securities:

This policy outlines the standards of ethical behavior and business conduct expected from all Directors, employees and any third parties acting on behalf of DMSL.

Key Features:

1. **Integrity and Ethical Behavior:** All employees and Directors must uphold the highest standards of integrity, transparency, and ethical behavior in all business dealings, ensuring compliance with laws, rules, and company policies.
2. **Conflicts of Interest:** Provides guidelines on identifying and managing conflicts of interest, requiring individuals to act in the best interest of the company and disclose any potential conflicts.
3. **Confidentiality:** Emphasizes the importance of safeguarding sensitive company information, preventing unauthorized disclosure of confidential data or insider information.
4. **Fair Dealing:** Promotes fairness and honesty in all business interactions, ensuring fair treatment of customers, suppliers, and employees.
5. **Trading in Listed Securities:** Establishes strict rules on insider trading, prohibiting Directors and employees from trading in the company's listed securities based on material, non-public information. It also outlines pre-clearance procedures, trading windows, and blackout periods in compliance with CSE and SEC regulations in Sri Lanka.
6. **Non-Discrimination and Respect:** Encourages a work environment free of discrimination, harassment, or offensive behavior, fostering mutual respect among all employees.
7. **Compliance with Laws and Policies:** Ensures adherence to all applicable laws, regulatory standards, and internal policies, with a clear understanding of the consequences of non-compliance.

6. Policy on Risk Management and Internal Controls

The policy focus on safeguarding business processes, enhancing accountability, and ensuring operational effectiveness.

Key Features:

- **Risk management Framework** - Policy defines the risk appetite and governance framework for identifying, managing, and mitigating risks at the Group, Company, and business unit levels. It ensures proactive risk identification and management across operational, financial, and strategic areas, aligning with industry standards and regulatory requirements.
- **Internal Controls Framework** - This policy also establishes a comprehensive framework for designing, implementing, and monitoring internal controls to protect company assets, ensure legal compliance, and provide assurance on the achievement of operational and strategic goals.
- **Roles and responsibilities in risk management and internal controls** - outlines the clear division of responsibilities among the Board, Management, and Internal Audit in ensuring the company's risk management and internal control systems.

7. Policy on Relations with Shareholders and Investors

This policy governs how DMSL maintains transparent, effective communication with its shareholders and investors.

Key features:

- **Transparency and Disclosure:** Ensures timely, accurate, and regular disclosure of material information in compliance with legal and regulatory requirements.
- **Shareholder Engagement:** Encourages open dialogue and feedback from shareholders through annual general meetings, investor presentations, and other communication channels.
- **Rights and Equal Treatment:** Safeguards the rights of all shareholders, ensuring equitable treatment, including access to key information and the ability to vote on key corporate decisions.
- **Corporate Governance:** Highlights the company's commitment to high standards of governance, aligning shareholder interests with long-term business objectives.

8. Policy on Environmental, Social and Governance Sustainability (ESG)

This policy outlines the company's dedication to incorporating sustainable practices and responsible business operations.

Key features:

- **Environmental Stewardship:** Emphasizes the company's commitment to reducing its environmental footprint, such as optimizing energy usage, and encouraging eco-friendly transportation solutions.
- **Social Responsibility:** Focuses on fostering a positive social impact, including initiatives for employee well-being, diversity and inclusion, community engagement, and contributing to the economic development of local communities.
- **Governance Standards:** Ensures strong corporate governance practices, emphasizing transparency, ethical behavior, and accountability in business operations. This includes adhering to regulatory benchmarks and ESG performance measurements in compliance with Sri Lankan laws.

9. Policy on Control and Management of Company Assets and Shareholder Investments

This policy ensures proper management of all tangible and intangible assets and provides a structured approach to managing company investments with a focus on enhancing shareholder value.

Key features:

- **Asset Accountability:** Ensures that all assets, including software, intellectual property, and office equipment, are properly tracked, maintained, and safeguarded. Mandates periodic audits to verify asset utilization and compliance with legal and regulatory standards, ensuring assets are used for legitimate business purposes.

- **Maximizing Shareholder Value:** Outlines strategies to make sound investment decisions that prioritize the growth of shareholder wealth while managing associated risks.

10. Policy on Corporate Disclosures

This Policy ensures transparency, regulatory compliance, and timely communication with stakeholders.

Key features:

- **Transparency and Accuracy:** Ensures that all disclosures to shareholders, regulators, and the public are accurate, complete, and made in a timely manner, reflecting the company's true financial and operational performance.
- **Regulatory Compliance:** Adheres to the Colombo Stock Exchange (CSE) listing rules, Sri Lankan SEC regulations, and other applicable laws, ensuring compliance with all disclosure requirements.
- **Material Information:** Clearly defines what constitutes material information (e.g., significant business developments, financial results, mergers, acquisitions), ensuring such information is disclosed promptly.
- **Authorized Spokespersons:** Establishes designated company representatives responsible for communicating with shareholders, investors, and the public to maintain control over corporate disclosures and prevent unauthorized communication.
- **Investor Relations:** Encourages open and constructive communication with shareholders and investors, facilitating informed decision-making while protecting the company's reputation and integrity.

11. Whistleblowing Policy

The Whistleblowing Policy provides a structured framework for reporting concerns related to compliance, ethics, or breaches of the Code of Conduct at DMSL.

Key features:

- **Confidential Reporting:** Allows employees to report concerns confidentially, with the option for anonymity, ensuring sensitive matters are handled discreetly.
- **Protection from Retaliation:** Safeguards whistleblowers from any form of retaliation when reports are made in good faith.
- **Investigation Process:** Outlines a clear and timely procedure for investigating and addressing concerns, ensuring all reports are thoroughly reviewed and appropriate actions are taken.

12. Anti-Bribery & Corruption Policy

This policy outlines the company's commitment to preventing and addressing bribery & corruption violations in its operations.

Key features:

- **Prevention and Detection:** Establishes systems and controls to prevent, detect, and mitigate these risks in the company's business dealings.
- **Due Diligence and Compliance:** Implements clear procedures for due diligence, reporting, record-keeping, and ensuring adherence to legal and regulatory requirements.
- **Regular Audits and Training:** Provides for regular audits and employee training programs to strengthen internal controls and raise awareness of compliance responsibilities.