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# SANASA GENERAL INSURANCE COMPANY LIMITED

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## POLICY ON INTERNAL CODE OF BUSINESS CONDUCT

### 1. OVERVIEW

The Board of Directors of the Company has adopted this Policy in conformity with the Listing Rules to set forth broadly the standards of conduct and principles to be adhered to by Directors and employees in carrying out their respective duties and responsibilities to the highest standards of personal and corporate integrity.

### 2. DEFINITIONS

The following words and expressions shall have the respective meanings given against each such word unless such meanings are inconsistent with or repugnant to the subject or context:

“**Articles**” the articles of association of the Company;

“**Board**” means the board of Directors of the Company;

“**CEO**” means an employee of the Company performing the functions of the chief executive officer of the Company and called by whichever name;

“**Company**” means Sanasa General Insurance Company Limited ;

“**Companies Act**” means the Companies Act No. 07 of 2007 as amended from time to time;

“**Directors**” means the directors presently serving on the Board of the Company, and includes alternate directors appointed in accordance with the Articles;

“**Listing Rules**” means the Listing Rules of the Colombo Stock Exchange;

“**Policy**” means this policy on internal code of business conduct and ethics for all directors and employees (including policies on trading in the Company’s listed securities);

“**Whistleblower Protection Officer**” means any officer designated to receive complaints/disclosures in accordance with the Policy on Whistleblowing.

### **3. PURPOSE**

The purpose of this Policy is to ensure that Directors and employees of the Company adhere to the highest standards of business conduct and ethical considerations in all of their activities whether specifically covered in this Policy or otherwise.

### **4. SCOPE**

This Policy applies to the Company and all Directors, including the CEO and employees of the Company.

### **5. GENERAL DUTIES AND RESPONSIBILITIES**

5.1 The Directors must, at all times, act in good faith and in the best interests of the Company's and adhere to all other duties of directors set forth in sections 187 to 190 of the Companies Act. Each Director must accordingly exercise reasonable care, skill and diligence with the knowledge, skill and experience which may be reasonably be expected of him/her.

5.2 In carrying out their respective duties and responsibilities, Directors and employees must,

- (a) act in accordance with the applicable laws, Articles and internal procedures/policies of the Company;
- (b) act in good faith, in the best interests of the Company, its shareholders, internal and external stakeholders;
- (c) exercise his/her duties with due and reasonable care and skill;
- (d) ensure that the Company's records, whether financial or non-financial, provide an honest and accurate reflection the transactions/ events that have transpired;
- (e) conduct oneself in a professional manner and treat peers and colleagues with respect, fairness and dignity;
- (f) ensure that the work environment at the Company is fair and non-discriminatory;
- (g) promote good employment practices;
- (h) provide equal opportunities for all individuals based on skills and relevant expertise/experience;
- (i) refrain from taking part in any illegal activities within the Company premises or on the Company's behalf;
- (j) refrain from having any material association with an individual, firm or body corporate engaged in similar business to that of the Company, without obtaining the prior approval of the Company;

5.3 Employees must comply with adhere to the provisions of their respective employment contracts and applicable Company policies and not engage in any conduct in

contravention of such provisions including the provisions that prohibit engaging in businesses and undertakings that are in competition with the business of the Company.

- 5.4 All property, assets and resources of the Company only must be used for the business of the Company. Directors and employees of the Company must ensure the protection and efficient use of the Company's assets in accordance with the Company's Policy on the Control and Management of Company Assets and Shareholder Investments.
- 5.5 Each Director and employee must endeavour to deal fairly the Company's customers, suppliers and competitors and refrain from taking unfair advantage of the other through manipulation, concealment, abuse of privileged information, misrepresentation, concealment of material facts or any other unfair dealing practice.

## **6. CONFLICTS OF INTEREST**

- 6.1 A conflict of interest is any activity that may or gives the appearance of impropriety or divided loyalty.
- 6.2 Directors must inform the Board of any conflicts or potential conflicts of interests they may have in relation to particular items of business transacted by the Company as required by applicable law.
- 6.3 All employees of the Company must immediately disclose any conflicts or potential conflicts they may have in relation to the business activities of the Company to their immediate supervisors and refrain from participating in any discussion/decision-making process in respect of such matters in which they have a conflicting interest.
- 6.4 Where a question arises as to whether or not a matter involves a conflict of interest for a Director, the matter must be brought to the attention of the chairperson of the Board. The chairperson must make a decision in respect of the same and such decision will be final and conclusive. In case of an employee, such matter will be brought to the attention of the CEO/MD who will make a final determination in respect of the matter.

## **7. BRIBERY AND CORRUPTION**

All Directors and employees must adhere to the Company's Policy on Anti-bribery and Corruption in their business dealings on behalf of the Company.

## **8. CONFIDENTIALITY**

- 8.1 Proprietary information and trade secrets of the Company must be held in strict confidence and adequate care must be exercised to avoid any inadvertent/inappropriate disclosure of such confidential information.
- 8.2 Directors and employees must not, either directly or indirectly, divulge to any person, firm or body corporate any confidential information relating to the Company, including its business transactions or dealings.
- 8.3 Confidential information may be disclosed if required by law or by an administrative authority after obtaining approval therefor from the Board of Directors.
- 8.4 The use and processing of all personal information relating to customers, employees and other stakeholders of the Company will be in conformity with the Personal Data Protection Act, No. 09 of 2022.

## **9. TRADING IN THE COMPANY'S SHARES**

- 9.1 Directors and employees must comply with the provisions of applicable law including rules and regulations including the provisions dealing with insider trading, with regard to trading in the Company's listed securities.
- 9.2 If a Director or an employee of the Company is in possession of Company information which is not generally available to the public and may impact the price of the Company's share, such Director or employee must not trade in the Company's share, either directly or indirectly.
- 9.3 Directors and employees must not disclose material information which is not generally available to the public to any third party who may use such information to gain an unfair advantage when trading in the Company's shares.

## **10. ENCOURAGING THE REPORTING OF ILLEGAL/UNETHICAL BEHAVIOUR**

- 10.1 Any activity or behaviour in contravention of this Policy must be reported to the Whistleblower Protection Officer, in accordance with the Company's Policy on Whistleblowing.
- 10.2 Any person who makes a disclosure will be offered protection as detailed in the Policy on Whistleblowing provided that provided that (i) such disclosure was made without malicious intent and (ii) you had, at the time of making the disclosure, reasonable grounds to believe that the information provided by you is true and warranted an investigation.
- 10.3 The Company will investigate all matters reported under this policy as soon as practicable, after the matter has been reported. For the avoidance of doubt, investigations

into any complaint made under this Policy will be carried out in terms of the Company's Policy on Whistleblowing.

## **11. REVIEW AND MONITORING**

11.1 The Nominations and Governance Committee will from time to time review this Policy, monitor its implementation to ensure continued effectiveness and compliance with regulatory requirements and good corporate governance practice and may make recommendations on any proposed revisions as may be required to the Board for its review and final approval.

11.2 Upon the Board's approval, the said revision or amendment will be deemed to be effective and form part of this Policy.

11.3 This policy is to be read in conjunction with the Articles and other relevant Company policies, including:

- (i) Policy on matters relating to the Board of Directors;
- (ii) Policy on Corporate Governance, Nominations and Re-election;
- (iii) Policy on Board Committees;
- (iv) Policy on Environmental, Social and Governance Sustainability;
- (v) Policy on Control and Management of Company Assets and Shareholder Investments;
- (vi) Policy on Corporate Disclosures;
- (vii) Policy on Anti-Bribery and Corruption.

Date of Approval: 24<sup>th</sup> September 2024