

**CHEVRON LUBRICANTS LANKA PLC**  
**(the “Company”)**

**POLICY ON MATTERS RELATING TO BOARD OF DIRECTORS**

**1. OVERVIEW**

The Board of Directors has adopted the Policy on matters relating to Board of Directors (the “Policy”) in conformity with the Listing Rules to provide for the framework in terms of which the Board will be constituted and the Directors will manage and supervise the business and affairs of the Company in accordance with the applicable law and the Articles and other internal policies and procedures. This document sets forth a summary of the Policy.

Any capitalized term not specifically defined in this Summary will have the meaning therefor set forth in the Policy.

**2. THE BOARD**

The Board will comprise a minimum of five (5) Directors and a maximum of seven (7) Directors taking into consideration the nature of the businesses carried out by the Company and in order to align with the requirements set out in the Listing Rules and corporate governance best practices.

The Board should include at least two (2) Independent Directors or such number equivalent to one-third (1/3) of the total number of Directors of the Company at any given time, whichever is higher.

The Board will comprise of Directors representing different backgrounds in terms of expertise, experience, competency and industry requirements to fulfil the duties and objectives of the Board and provide guidance to the Company’s management. Additionally, the Board aims to establish gender, age and ethnic diversity on the Board as a combination of individuals with diverse backgrounds may provide a range of perspectives and experiences resulting in improved decision-making.

A Director will not serve on the board of directors in more than twenty-five (25) other companies in addition to the Company’s Board.

The Company will be responsible to ensure that all Directors are kept informed of the applicable legal and regulatory requirements which the Company must adhere to.

### **3. MEETINGS OF THE BOARD**

The Board will meet regularly every quarter with due notices issued to all Directors. Special meetings shall be convened on an ad-hoc basis, as and when required.

Directors may participate at meetings of the Board and/or meetings of any sub-committee via electronic audio/visual means and participation in such manner shall be considered in deciding the quorum of such meeting.

A Director should mandatorily attend at least 50% of Board and Board sub-committee meetings held in a calendar year, or the numerical equivalent thereof.

Questions arising at any meeting of the Directors will be decided by a majority of votes. Each Director shall have one (1) vote.

### **4. THE CHAIRPERSON**

The Chairperson is responsible for leadership of the Board and ensuring the Board plays a full and constructive part in the determination of the Company's strategies and policies. The responsibilities of the Chairperson are as set out in the Policy.

### **5. EXECUTIVE DIRECTORS**

The Executive Directors will be Employees of the Company and will be accountable to the Board for the overall organization and management of the Company. The responsibilities of the Executive Directors are as set out in the Policy.

### **6. THE COMPANY SECRETARY**

The Board will appoint a qualified Company Secretary to act as an advisor to the Board on governance functions. The duties of the Company Secretary are set out in the Policy.

### **7. CONFLICTS OF INTEREST**

Directors shall 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