

# POLICY ON BOARD COMMITTEES – MILLENNIUM HOUSING DEVELOPERS PLC

## 1. Purpose of the Policy

The purpose of the Policy is to enhance the effectiveness and efficiency of the Board by establishing a structured framework for governance and decision-making. It aims to enable detailed oversight of key functional areas through the appointment of specialized committees, thereby supporting informed and effective decision-making processes. In addition, the Policy seeks to ensure compliance with applicable regulatory requirements, corporate governance principles, and best practices, while promoting accountability, transparency, and the overall success of the Company.

## 2. Scope

The Policy governs the establishment, composition, roles, responsibilities, and operations of committees formed by the Board in accordance with applicable laws and regulations.

## 3. Establishment of Board Sub-Committees

The main objective of forming Board Sub-Committees is to assist the Board of Directors in effectively discharging its responsibilities, particularly in areas that require specialized knowledge, expertise, and focused attention.

Board Sub-Committees shall be established through a formal Board Resolution. Each Sub-Committee shall operate under a Board-approved Terms of Reference (TOR), which clearly defines its mandate, scope of authority, composition, and reporting responsibilities. The TOR shall be reviewed annually, or earlier, if necessary, to ensure that it remains relevant and aligned with the evolving needs of the organization.

## 4. Identification of Mandatory and Optional Committees

Mandatory Committees (for listed / regulated entities) are as follows:

#	Committee	Roles and Responsibilities
I.	Audit Committee	Responsible for overseeing internal controls, external audits, and financial reporting.
II.	Related Party Transactions Review Committee (RPT-RC)	Reviews all Related Party Transactions involving the transfer of resources, services, or obligations between the Company and a related party, regardless of whether a price is charged, and determining whether such transactions require prior approval from the Board of Directors before being entered.
III.	Remuneration Committee	Oversees matters related to Directors' and Executives' remuneration, benefits, and incentive structures.
IV.	Nomination Committee	Evaluates and recommends the appointment of Directors to the Board and Committees, considering the skills, experience, and qualifications required.

## 5. Appointment of Committee Members

- Members shall be appointed by the Board through a formal Board Resolution.
- The composition of each Committee must comply with applicable regulatory and governance requirements (as specified in the above-mentioned table).
- Independent Non-Executive Directors shall form the majority where required.
- The Board shall appoint the Chairperson of each Committee. In the case of the Audit Committee, the Chairperson or at least one member shall be a member of a recognized professional accounting body.

## 6. Definition of Roles and Responsibilities

Each Committee shall operate under a written Terms of Reference covering:

- Purpose and authority.
- Scope of responsibilities.
- Decision-making powers.
- Oversight functions.
- Reporting obligations to the Board.

## 7. Determination of Composition Criteria

The Policy shall specify:

- Minimum and maximum number of members.
- Independence requirements.
- Required skills and expertise.
- Eligibility criteria.
- Tenure of members.

## 8. Conduct of Meetings

- Frequency of meetings (e.g., quarterly, or as required).
- Quorum requirements.
- Notice procedures.
- Methods of participation (physical or virtual).
- Decision-making process.

## 9. Reporting to the Board

- Committees shall submit minutes and recommendations to the Board.
- Key decisions requiring Board approval shall be escalated to the Board.
- The Board shall retain ultimate accountability.

## 10. Authority and Access to Resources

Committees may be authorized to:

- Seek independent professional advice.
- Access Company information and management.
- Investigate matters within their mandate.

## 11. Performance Evaluation

- Periodic assessment of Committee effectiveness.
- Review of Committee composition and functioning.
- Adjustments made based on governance needs.

## 12. Disclosure and Transparency

- Committee composition and activities shall be disclosed in the Annual Report.
- Compliance with applicable listing rules and corporate governance codes shall be ensured.

## 13. Review of the Policy

- The Policy shall be reviewed periodically (e.g., annually or biannually).
- Any amendments shall require Board approval.

## 14. Effective Date of Implementation

The Policy shall come into effect on 1st April 2026.

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