

# POLICY ON INTERNAL CODE OF BUSINESS CONDUCT AND ETHICS – MILLENNIUM HOUSING DEVELOPERS PLC

## 1. Purpose

The purpose of the Policy is to establish the ethical standards and practices expected of all Directors and Employees, ensuring:

- Integrity
- Transparency
- Accountability

in all business dealings, and to provide clear guidelines governing trading in the Company's listed securities to prevent insider trading and ensure compliance with applicable laws and regulations.

## 2. Scope

This Code of Business Conduct and Ethics applies to the following persons associated with the Company:

- Members of the Board of Directors.
- Key Management Personnel.
- Employees of the Company.
- Any individual acting on behalf of the Company, where applicable.

All persons covered by this Code are required to always comply with its provisions and conduct themselves in a manner consistent with the principles and standards set out herein.

## 3. Code of Conduct

### 3.1 Integrity and Honesty

- All Directors and employees shall conduct themselves with integrity and honesty in all business dealings and professional activities.
- They shall avoid any conduct that could damage the reputation of the Company or compromise its values, ethical standards, or credibility.

### 3.2 Compliance with Laws and Regulations

- Directors and employees shall comply with all applicable laws, regulations, and the policies and procedures of the Company.
- They shall remain informed of the legal and regulatory requirements relevant to their duties and ensure that their actions are in full compliance with such requirements.

### **3.3 Conflicts of Interest**

- Directors and employees shall avoid situations where personal interests may conflict, or appear to conflict, with the interests of the Company.
- Any actual, potential, or perceived conflict of interest shall be promptly disclosed to the appropriate authority within the Company, and necessary steps shall be taken to manage, mitigate, or eliminate such conflicts.

### **3.4 Confidentiality**

- Directors and employees shall maintain the confidentiality of all non-public information obtained in the course of their duties and responsibilities.
- Such confidential information shall not be disclosed to any unauthorized person or used for personal benefit or for the benefit of any third party, except where disclosure is authorized by the Company or required by law.

### **3.5 Fair Dealing**

- Directors and employees shall deal fairly, honestly, and in good faith with the Company's customers, suppliers, competitors, and all other stakeholders.
- They shall not take unfair advantage of any person or entity through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, or any other unfair practice.

### **3.6 Protection and Proper Use of Company Assets**

- Directors and employees shall safeguard the Company's assets and ensure their efficient, responsible, and lawful use.
- Company assets shall not be used for personal purposes unless such use is properly authorized in accordance with Company policies.

## **4. Ethical Standards and Practices**

### **4.1 Anti-Bribery and Corruption**

- Directors and employees shall not engage in, offer, solicit, or accept any form of bribery, corruption, or improper payment in connection with the Company's business activities.
- The Company adopts a zero-tolerance approach to bribery and corruption and requires full compliance with all applicable anti-bribery and anti-corruption laws and regulations.

## 4.2 Whistleblowing

- The Company shall establish and maintain a safe, secure, and confidential mechanism that enables Directors, employees, and other stakeholders to report unethical, illegal, or improper conduct.
- Any individual who reports concerns in good faith shall be protected from retaliation, victimization, discrimination, or any other adverse action.
- All reports shall be treated confidentially and investigated promptly, fairly, and in accordance with the Company's established procedures.
- The Company shall maintain a separate Whistleblowing Policy.

## 4.3 Respect and Non-Discrimination

- Directors and employees shall treat all colleagues, customers, suppliers, and other stakeholders with dignity, fairness, and respect always.
- The Company is committed to promoting a diverse, equitable, and inclusive workplace that is free from discrimination, harassment, intimidation, or any other form of unfair or inappropriate treatment.

## 4.4 Health and Safety

- The Company shall provide and maintain a safe, secure, and healthy working environment for all employees in accordance with applicable health and safety laws, regulations, and recognized standards.
- Directors and employees shall comply with all health and safety policies, procedures, and guidelines of the Company and shall promptly report any unsafe conditions, incidents, hazards, or practices.

# 5. Trading in the Entity's Listed Securities

## 5.1 Insider Trading Prohibition

- Directors and employees shall not engage in insider trading or disclose material, non-public information to others who may use such information for trading in the Company's listed securities.
- Insider trading refers to the buying or selling of the Company's securities while in possession of material, non-public information.

## 5.2 Pre-Clearance of Trades

- Directors and certain designated employees shall obtain prior written approval from the Compliance Officer before trading in the Company's securities.
- The pre-clearance process is intended to ensure that trades are not executed while the individual is in possession of material, non-public information.

### 5.3 Reporting of Trades

- Directors and employees shall promptly report their trades in the Company’s securities to the Compliance Officer in accordance with applicable reporting requirements.
- The Company shall maintain records of all reported trades for regulatory and compliance purposes.

### 5.4 Prohibited Transactions

- Directors and employees are prohibited from engaging in speculative transactions involving the Company’s securities, including short selling, options trading, or trading on margin.
- Hedging or otherwise offsetting any decrease in the market value of the Company’s securities through derivative instruments or similar arrangements is also prohibited.

## 6. Compliance

- The Policy shall be implemented in compliance with the applicable provisions of the Colombo Stock Exchange (CSE) Listing Rules and any other relevant laws, regulations, and regulatory requirements.
- The Board of Directors and Management shall ensure that all Directors and employees are adequately informed of, understand, and adhere to the provisions of the Policy.

## 7. Review and Amendments

### 7.1 Policy Review

- The Board of Directors shall review the Policy at least annually to ensure that it remains effective and aligned with applicable regulatory requirements and recognized best practices.

### 7.2 Amendments and Communication

- Any amendments to the Policy shall be approved by the Board of Directors and communicated to all Directors and employees.
- Approved changes shall be incorporated into the Company’s governance framework and relevant internal procedures.

## 8. Effective Date of Implementation

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

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