Eastern Merchants PLC

(ESTABLISHED IN 1945)
Reg. No. PQ 153

EXPORTERS - IMPORTERS
No. 240, Torrington Avenue, Colombo 7, Sri Lanka.
Tel: (+9411) 2328406, 2328408, 2325736, 2435503 | Fax: (+9411) 2448474
Email: trading@easternmerchants.net | Website: www.easternmerchants.net

ANTI-BRIBERY AND CORRUPTION POLICY

1. Purpose

Eastern Merchants PLC ("the Company") is committed to conducting its business with integrity, transparency and accountability and has zero tolerance for bribery and corruption in any form.

This Policy establishes the Company's principles and expectations for preventing, identifying, reporting and addressing bribery and corrupt practices.

This Policy has been established in accordance with Rule 9.2.1(l) of the CSE Listing Rules.

2. Scope

This Policy applies to:

- all Directors and employees of the Company;
- employees of subsidiaries and entities within the Group, where adopted by such entities;
- consultants, agents and representatives acting on behalf of the Company;
- contractors, suppliers and service providers; and
- other persons acting on behalf of or representing the Company, as applicable.

3. Prohibition of Bribery and Corruption

The Company prohibits:

- offering, promising, giving, requesting or accepting a bribe;
- making or receiving improper payments or benefits;
- offering or accepting benefits intended to influence a business or official decision improperly;
- using intermediaries or third parties to facilitate bribery;
- making facilitation payments, except where refusal to make such payment would create an immediate threat to personal safety; and
- any other conduct intended to obtain an improper business or personal advantage.

No employee or Director shall suffer adverse consequences for refusing to participate in conduct that violates this Policy.

Chairman: J.B.L. de Silva | Deputy Chairman: H.J. de Silva | Managing Director: C.S.L. de Silva
Directors: S. Jayakody, G.R.J. de Silva, F. Mushin, R. Pradeep, N. Nanayakkara

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4. Gifts and Hospitality

Gifts, entertainment and hospitality must be reasonable, proportionate, legitimate and provided for a genuine business purpose.

Employees and Directors shall not offer or accept gifts or hospitality where doing so could:

- influence, or appear to influence, a business decision;
- create an obligation or expectation;
- compromise independence or objectivity; or
- breach applicable law or regulatory requirements.

5. Charitable Contributions and Sponsorships

Charitable donations and sponsorships shall be made only for legitimate purposes and shall not be used as a means of obtaining an improper business advantage. Appropriate records and approvals shall be maintained.

6. Political Contributions

The Company shall comply with all applicable laws and regulations concerning political contributions. The Company shall take all reasonable efforts to avoid making political contributions. No contribution shall be made for the purpose of obtaining an improper business advantage or influencing a decision improperly.

7. Third Parties

The Company expects suppliers, agents, consultants, contractors and other business partners to maintain appropriate standards of integrity. Where appropriate, the Company may conduct due diligence on third parties and include contractual provisions addressing compliance with applicable anti-bribery and anti-corruption requirements.

8. Books and Records

All transactions shall be recorded accurately, completely and transparently. The Company shall not maintain undisclosed or improperly recorded accounts, funds or transactions. Adequate financial and operational controls shall be maintained to prevent and detect improper payments.

9. Conflicts of Interest

Directors and employees shall disclose actual, potential or perceived conflicts of interest in accordance with the Company's governance and ethical requirements. A conflict shall not be used to obtain an improper personal or business benefit.

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10. Reporting Concerns

Any person who becomes aware of suspected bribery, corruption or other conduct contrary to this Policy is encouraged to report the matter through the Company's established reporting or whistleblowing channels. Reports shall be handled appropriately and, to the extent reasonably practicable, confidentially.

11. Protection from Retaliation

The Company prohibits retaliation against any person who, in good faith, raises a concern or assists with an investigation. A person shall not be disadvantaged merely because a concern raised in good faith is subsequently found to be unsubstantiated.

12. Investigation and Disciplinary Action

The Company shall investigate credible allegations of bribery or corruption appropriately. Where misconduct is established, disciplinary or other appropriate action may be taken in accordance with applicable laws and Company procedures. The Company may also refer matters to relevant authorities where legally or otherwise appropriate.

13. Responsibilities

The Board has overall responsibility for the Company's governance framework and ethical standards. Management is responsible for implementing appropriate procedures and controls. All Directors and employees are responsible for complying with this Policy and reporting suspected violations.

14. Training and Awareness

The Company shall promote awareness of this Policy and may provide appropriate training to Directors, employees and relevant business partners.

15. Review and Disclosure

The Company shall periodically review this Policy to ensure that it remains appropriate and aligned with applicable laws, regulations and CSE Listing Rules.

The existence and implementation of this Policy shall be disclosed on the Company's website in accordance with Rule 9.2.1 of the CSE Listing Rules.

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16. Document Control and Implementation

Upon Board approval, this Policy shall be communicated to all Directors, Board Committees and relevant senior management, published on the Company's website in accordance with Rule 9.2.1 of the CSE Listing Rules, and applied with immediate effect from the Effective Date stated above, with compliance monitored on an ongoing basis by the Company Secretary.

Board Approval Date	29.01.26
Effective Date	02.02.26
Review Date	
Version	1.0