



HAYLEYS FABRIC PLC

REWARDS AND REMUNERATION POLICY

1. Objectives

This policy details how the organisation's total rewards should be managed with the aim of aligning rewards and remuneration with the organisation's business strategy, objectives, risk tolerance levels, values and long term interests. The policy drives high performance while

precluding excessive risk taking. Key objectives of the policy are,

Drive the achievement of the organisation's strategic aspirations

Attract, motivate and retain high performing employees with the right experience and skills

Promote internal equity through fair and transparent remuneration schemes

Promote the optimum allocation of resources driving positive outcomes

Nurture ethical, responsive and responsible corporate citizenry

2. Scope
The policy applies to all entities within the Hayleys Fabric Group, including subsidiaries in which we hold a majority interest. It also applies consistently in overseas locations, except where it conflicts with either local statutes or regulations, in which case such directions would apply. Furthermore, if there are other agreements with specific categories of employees regarding compensation and benefits the provisions of such agreements would supersede the provisions in this policy.

3. Remuneration Governance

The Board Remuneration Committee is mandated to govern and provide oversight of remuneration and operates in line with defined Terms of Reference, which includes the following:

Determining the compensation of the Executive Directors and the senior Managers.

Laying down guidelines and parameters for the compensation structures of all management staff within the Company taking into consideration industry norms.

Formulating guidelines, policies and parameters for the compensation structures for all Executive staff of the Company/Group.

Reviewing information related to executive pay from time to time to ensure same is on

par with the market/industry rates

Evaluating the performance of the Executive Directors and the senior Managers against

the predetermined targets and goals.

Recommending annual salary increments and bonuses.

4. Remuneration Principles

Transparency : The policy is accessible to all employees and each individual should have an understanding on the criteria that will be used to determine their remuneration. The performance management process should be documented and available to all employees

Fair and free from discrimination: Reward and remuneration structures should

encourage equity and ethical outcomes, based on objective, job related criteria

Strategic alignment and performance orientation: Reward and remuneration

structures should motivate employees to deliver high levels of performance and drive the execution of the organisation's strategy while being cognisant of the risk exposures

Market competitiveness: The guaranteed elements should be positioned at comparable levels established by the peer group of companies while talent dynamics and affordability should be considered in determining if the organisation positions particular roles in upper quartiles.

5. Performance Management

The performance management framework aims to align individual and team performance. The variable elements of remuneration are positioned at par with the peer group.

objectives with the organisation's strategic objectives, enabling the translation of our strategic priorities into individual and departmental action plans. Key principles of the organisation's performance management framework is as follows:

Performance management is a key input in determining remuneration, ensuring appropriate differentiation in remuneration based on performance

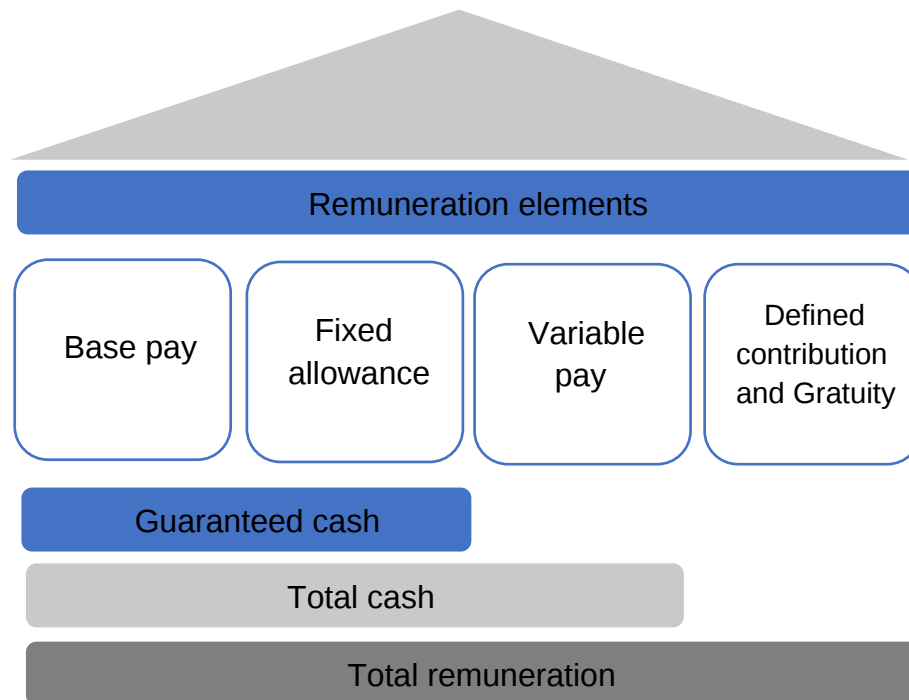
Performance objectives comprising a combination of financial, non financial and

competency based metrics are used to evaluate performance

The framework is applied consistently to all employees across the Hayleys Fabric Group

6. Remuneration Framework

The organisation's remuneration comprises guaranteed and variable elements, which ensure fair, equitable pay structures that motivate performance. Key elements are set out below:



6.1 Base Pay

Base pay, generally terms as 'salary' reflects the prevailing 'rate for the role' within a job

grade/level depending on the competencies and experience of the employee. Jobs with similar duties, responsibilities and requirements are classified under a grade/level, creating a

transparent framework for managing roles and determining pay scales. Market comparability also place a key role in determining base pay and benchmarking is conducted

6.2 Fixed Allowances

Vehicle and Fuel allowances, shift allowances etc. applicable to the employees based on their category against comparable organisations to assess market competitiveness.

6.3 Variable Pay

Variable pay comprises overtime, periodic, or lump sum pay outs linked to organisational and individual performance, to drive the achievement of strategic goals. The Annual

Bonus is recognize the successful execution of our business strategy each year.

Designed and business targets are established during the budgeting process, and bonus levels are determined by the Remuneration Committee based on performance against these targets.

There is no guaranteed bonus or performance incentive in any given year and remuneration is determined primarily based on performance.

6.4 Defined contribution and gratuity

Defined contributions The organisation has in place a defined contribution plan under which the entity contributes 12% and 3% of gross emoluments to employee Provident Fund and Trust Fund contribution respectively.

Gratuity Gratuity payments are aligned to the requirements of the Payment of Gratuity Act No. 12 of 1983 with the proportion of monthly salary dependent on the length of service, as given below.

Length of each service	No. of months salary for
Up to 20	1½
20 up to 25	3¼
25 up to 30	1
30 up to 35	1 ¼
Over 35	1 ½

7. Rewards

7.1 Annual package increase

Annual increases in remuneration are primarily guided by market competitiveness.

Subsequently, adjustments are also influenced by collective and individual performance, as detailed in the table below. Individual performance evaluations take into consideration

performance against defined objectives, competencies and values. This dual approach enables the organisation to align with market standards while recognising and rewarding employee contributions.

7.2 Salary increases in case of Promotions/ Upgrading

Individuals moving to a higher Job Grade as a result of promotions/ upgrade can be given a salary increment in line with market competitiveness in line with the respective role following the approval of the Managing Director/CEO, Director Human Resources and Chairman.

7.3 Salary corrections

Managing Director/CEO is entitled to approve any salary corrections for the purpose of rectifying any reward anomalies that may prevail.

7.4 Annual bonus

Overall Sector performance metrics (ROE (Return on Net Assets), CAGR (Compound Annual Growth Rate Revenue & PAT) & Previous Year Budget Achievement) are used to ascertain the affordability of the annual bonus.

8. Non Executive Director's Remuneration

All Non Executive Directors (other than Directors who are employed by Hayleys PLC) receive a fee for serving on the Board and serving on sub committees. They do not receive any performance related remuneration or employee benefits. The fees of Non Executive Directors are reviewed annually.

9. Review and revision to this Policy

This policy shall be reviewed and updated at least once every two (2) years by the HR Director. The required updates and modifications shall be recommended to the Managing Director/CEO and to the Board for approval. All stakeholders shall be informed of any revisions made to this Policy. Hayleys Fabric PLC reserves the right to modify/amend the policy at any time.

Effective date of implementation

This policy shall be effective and operative from 1st of October 2024.
