

May 27, 2025

Mr. Renuke Wijayawardhane
 Chief Regulatory Officer
 Colombo Stock Exchange
 #04-01, West Block
 World Trade Centre
 Echelon Square
 Colombo 01

Dear Sir,

KELANI TYRES PLC

NON-COMPLIANCE WITH BOARD AND BOARD COMMITTEE COMPOSITIONS

Subsequent to our market announcement dated 27th May 2025 regarding the resignation of a director, in terms of Rule 9.18 of the Listing Rules of the Colombo Stock Exchange, we wish to disclose the following:

Number of Directors comprising the Board of Directors of the Listed Entity : 6

	Details of non-compliance	Minimum number of Directors as per Listing Rule	Current status (number of Directors)
1)	Composition of Independent Directors in the Board	At least two (02) Independent Directors or such number equivalent to one third (1/3) of the total number of Directors of the Listed Entity at any given time, whichever is higher.	One (01) Independent Non-Executive Director.
2)	Composition of the Remuneration Committee	The members of the Remuneration Committee shall; (a) comprise of a minimum of three (03) Directors of the Listed Entity, out of which a minimum of two (02) members shall be Independent Directors of the Listed Entity.	The Committee comprises two (02) Directors, one (01) of whom is an Independent Non-Executive Director.
3)	Composition of the Nominations and Governance Committee	The members of the Nominations and Governance Committee shall; (a) comprise of a minimum of three (03) Directors of the Listed Entity, out of which a minimum of two (02) members shall be Independent Directors of the Listed Entity.	The Committee comprises two (02) Directors, one (01) of whom is an Independent Non-Executive Director.
4)	a) Composition of the Audit Committee	The members of the Audit Committee shall; (a) comprise of a minimum of three (03) directors of the Listed Entity, out of which a minimum of two (02) or a majority of the members, whichever higher, shall be Independent Directors.	The Committee comprises two (02) Directors, one (01) of whom is an Independent Non-Executive Director.

(Contd... 2)

BOARD OF DIRECTORS

Chanaka De Silva
Chairman

Rohan Fernando
Managing Director

T.B. Perera
Executive Director

R.P. Weerasooria
Director

Eraj T. Fernando
Executive Director

Prabodha Samarasekera
Director

Hiran Mendis
Director

	b) Chairperson of the Audit Committee is an Independent Director	-	Non-compliant
	c) Chairperson of the Audit Committee is a member of a recognized professional accounting body	-	Non-compliant
5)	a) Composition of the Related Party Transactions Review Committee	A minimum of three (03) Directors, out of which a minimum of two (2) members shall be Independent Directors.	The Committee comprises two (02) Directors, one (01) of whom is an Independent Non-Executive Director.
	b) Chairperson of the Related Party Transactions Review Committee is an Independent Director	-	Non-compliant

Declaration

Kelani Tyres PLC hereby declares that the Listed Entity has failed to comply with the Corporate Governance Requirements set out in Section 9 of the Listing Rules to the extent disclosed above.

Yours faithfully,
KELANI TYRES PLC


E. T. Fernando
Executive Director