

Annexure 4

Share Trading Policy

1. Purpose and Scope

1.1 This Share Trading Policy is a recommended code of practice that is designed to set out;

- clear guidelines as to the expectations that UMLL has in relation to dealings in UMLL shares and other securities by specified categories of employees and Directors.
- to establish best practice procedure relating to buying and selling securities that provide protection to both UMLL, its Directors and other specified categories of employees against the incidence of “insider trading”.

1.2 This policy document has been adopted by the Board of Directors of UMLL and applies without exception, to all Directors and the other specified categories of employees of the UMLL Group.

2. Introduction to the Policy

2.1 Under the Companies Act, a person in possession of *inside information* in relation to a company must not personally, or through another person (such as family member, friend, associate, broker, investment adviser, private company or trust) buy or sell shares or any other securities in the company.

2.2 Information in relation to a company is considered to be *inside information* if a reasonable person would expect the information (if it was publicly available) to have a material effect on the price or value of the company shares or influence persons who commonly invest in securities in deciding whether or not to buy or sell.

Examples of possible price sensitive information include, but are not limited to:

- The financial performance of UMLL Group (to the extent that they contain non public information which is price sensitive)
- Entry into or termination of a material contract
- A material acquisition or sale of asset by UMLL
- An actual or proposed takeover or merger
- An actual or proposed change to the company’s capital structure
- A proposed dividend or a change in dividend policy
- A material claim against UMLL or other unexpected liability of a material nature.
- A damage or destruction of a material operation of the company

3. Share Trading Policy

3.1 Directors and other specified categories of employees of UMLL Group shall refrain from trading in any shares or other securities of UMLL while he is in possession of price sensitive information that is likely to have a material effect on the price or value of UMLL shares that has not been made public.

3.2 Directors and other specified categories of employees of UMLL Group shall not at any time engage in “short term speculative dealings” in shares and other securities of UMLL.

3.3 In order to minimise the potential for insider trading, the Directors and other specified categories of employees of UMLL Group shall refrain from trading in UMLL shares and other securities for a period of ten market days before an announcement and three market days after an announcement of any material price sensitive information.

3.4 Directors and other specified categories of employees of UMLL Group shall not disclose to any other person any material non public information concerning the Company if it is reasonably foreseeable that such person may use that information in trading in Company securities.

3.5 After each transaction in UMLL securities, the director and other specified category employee shall within a period of fourteen days from the date of the transaction notify in writing to the Company Secretary the details of such transaction. This notification should describe the type of transaction, the date of the transaction, number of shares covered by the transaction, the purchase/sale price etc. (specimen of a prescribed form given below in annexure 1)

3.6 The Company Secretary shall record such transactions and update the relevant registers including Register of Directors’ shareholdings; and also inform the details of such transactions to the Board at the very next Board meeting.

4. Dealing in securities of other listed Companies

4.1 A Director or specified categories of employee of UMLL Group shall not trade in securities of another company while he is aware of any material non public information concerning such other company which he learned in the course of his service/ employment in UMLL Group.

4.2A Director or specified category employee of UMLL Group shall not disclose to any other person any material non public information concerning another company which he learned in the course of his service/ employment in UMLL Group, if it is reasonably foreseeable that such person may use that information in trading in securities of such other company.

5. Application of this policy-

5.1 It is recognised that the Directors and other specified categories of employees may be eligible to participate in share option plans which may be in force or come into effect at a future date. The guidelines given in this share trading policy shall apply to any dealings of securities acquired through such option plans.

6. Breach of Policy

A breach of this policy may constitute a breach of the law and will also be regarded as misconduct that may lead to disciplinary action being taken against the director or other specified category employee.

7. Company assistance

7.1 The Company via the Secretary to the Board shall take reasonable steps designed to ensure that all Directors and other specified categories of employees of the UMLL Group are educated about, and periodically reminded of relevant legal requirements and Company policies regarding share trading.

7.2 The Directors and other specified categories of employees shall be required to confirm their understanding of, and intent to comply with, the Company's share trading policy.

8. Review of Policy

The Board shall review the UMLL's Share Trading Policy on an annual basis to ensure that the policy is consistent with the listing rules of the Colombo Stock exchange of Sri Lanka, The Companies Act and with the Corporate Goals of the Company.

9. Definitions

- Director** : means a Director of UMLL Group, his/ her spouse and children under 18 years of age and/ or their nominees and alternate Directors and their spouse and children under 18 years, and any.
- Specified Category Employee** : means a executive of UMLL group designated as Managers, Accountants and any other officer who has been categorized as a specified category employee by the Board of Directors of UMLL, their spouse and children under 18 years
- Market day** : Means any day on which the Colombo Stock Exchange is open for trading.
- Securities/shares** : Shall mean listed securities as defined in the Securities & Exchange Commission of Sri Lanka Act No 36 of 1987(as amended)
- UMLL Group** : means UMLL and its subsidiaries and joint venture companies in which it or any of its subsidiaries has a direct or indirect holding
- Unpublished Price Sensitive Information** : means any material information regarding the UMLL Group of which the market is not aware and such information could reasonably be expected to have an influence on the price of the securities of the Company
- Inside Information** : means unpublished price sensitive information which is not generally available and may have a material effect on the price of UMLL securities

Notice of Share Trading-
(To be completed and submitted within 14 days of each transaction)

To : Company Secretary - UMLL

In accordance with the requirements of the Company's Share Trading Policy, I

..... (name of Director/officer) hereby give notice of the following transactions carried out by me for securities in the Company.

1. Type of Transaction - (purchase/sale of securities)

1.1 Type of Security :

.....

1.2 Name of owning company

.....

1.3 Name of other Party to the Trade

.....

1.4 Address of the other party to the trade

.....

2. Date of transaction-

.....

3. No. of securities traded -

.....

4. Distinctive number/s of the securities traded

.....

5. Price at which the securities were traded

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Signature of Director/ officer of the company:

.....

Designation:

.....
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Dated thisday of 20.....

To be completed by Company Secretary

Register of Directors' shareholding updated on :

Information circulated to Board under Board paper ref :

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Signature of Company Secretary:

Date :

