



Black Hat Developers Corporation

Our Standards of Professional Practice

Published by Black Hat Developers Corporation

Revised and republished

This Constitution is adopted by the founders and members of Black Hat Developers Corporation (Private Limited), a company incorporated under the Companies Act, No. 7 of 2007 of Sri Lanka, to establish a comprehensive framework for governance, ownership, management, and ethical operation of the Company.

Black Hat Developers

An Induwara Jayasinghe Holdings Company Limited

Chapter 03

ARTICLE 25

CORPORATE GOVERNANCE FRAMEWORK

25.1 Purpose and Scope. These Corporate Governance Guidelines are adopted by the Board of Directors to promote responsible management, ethical conduct, accountability, transparency, and long-term value creation for the Corporation and its shareholders.

These Guidelines supplement, and do not replace, the Constitution, the Bylaws, or applicable laws. In the event of any inconsistency, applicable law, the Constitution, and the Bylaws shall prevail.

25.2 Role of the Board of Directors. The Board of Directors shall provide strategic direction and oversight of the Corporation and shall be responsible for:

- (a) setting the Corporation's vision, mission, and long-term strategy;
- (b) overseeing management performance and corporate results;
- (c) approving major policies, plans, budgets, and capital expenditures;
- (d) ensuring compliance with applicable laws, regulations, and ethical standards;
- (e) safeguarding the assets, intellectual property, and reputation of the Corporation; and
- (f) acting in good faith and in the best interests of the Corporation.

25.3 Board Independence and Integrity. Directors shall exercise independent judgment and shall avoid conflicts of interest. Any actual or potential conflict of interest shall be promptly disclosed to the Board and addressed in accordance with law and the Corporation's conflict-of-interest policies.

Directors shall act honestly, with due care, skill, and diligence, and shall uphold the highest standards of integrity and professionalism.

25.4 Role of Management. Management, under the leadership of the Chief Executive Officer, shall be responsible for the day-to-day operations of the Corporation and for implementing the strategies and policies approved by the Board.

Management shall provide the Board with timely, accurate, and complete information necessary for effective oversight and decision-making.

25.5 Ethical Conduct and Compliance. The Corporation shall conduct its business in an ethical, lawful, and socially responsible manner. Directors, officers, employees, and contractors shall comply with all applicable laws, regulations, and internal policies, including policies relating to confidentiality, data protection, intellectual property, and information security.

The Board may adopt and enforce a Code of Conduct applicable to all persons acting on behalf of the Corporation.

25.6 Risk Management and Internal Controls. The Board shall oversee the identification, assessment, and management of material risks affecting the Corporation, including operational, financial, legal, technological, cybersecurity, and reputational risks.

The Corporation shall maintain appropriate internal controls, reporting mechanisms, and governance processes to support sound decision-making and risk mitigation.

25.7 Transparency and Disclosure. The Corporation shall maintain accurate books and records and shall ensure that disclosures to shareholders and regulators are fair, timely, and not misleading, in accordance with applicable law.

The Board shall encourage open communication between directors, management, and shareholders while protecting confidential and proprietary information.

25.8 Evaluation and Continuous Improvement. The Board shall periodically review its own performance, governance practices, and these Corporate Governance Guidelines to ensure continued effectiveness and alignment with the Corporation's objectives and legal obligations.

The Board may amend or supplement these Guidelines from time to time as it deems appropriate.

25.9 Adoption and Authority. These Corporate Governance Guidelines are adopted by resolution of the Board of Directors and shall take effect immediately upon adoption. They shall be binding on the Board, management, and all persons acting on behalf of the Corporation to the extent applicable.

ARTICLE 26

ETHICS AND BUSINESS CONDUCT

26.1 Purpose and Guiding Principles. The Corporation is committed to conducting its business with integrity, honesty, professionalism, and respect for the law. This Article establishes the ethical standards and principles of business conduct applicable to all directors, officers, employees, consultants, contractors, and any other persons acting on behalf of the Corporation.

Ethical conduct is fundamental to maintaining the trust of shareholders, clients, partners, regulators, and the public, and to protecting the reputation and long-term success of the Corporation.

26.2 Compliance with Laws and Regulations. All persons' subject to this Article shall comply with all applicable laws, regulations, and regulatory requirements of Sri Lanka and any other jurisdiction in which the Corporation operates. No individual shall engage in any activity that violates the law or assists others in doing so.

Ignorance of the law shall not excuse non-compliance, and all individuals are expected to exercise reasonable care to understand their legal and regulatory obligations.

26.3 Integrity, Honesty, and Fair Dealing. All business activities shall be conducted fairly, transparently, and in good faith. Misrepresentation, fraud, deception, manipulation, or any form of dishonest conduct is strictly prohibited.

The Corporation expects all persons acting on its behalf to deal fairly with customers, suppliers, competitors, regulators, and colleagues, and to avoid conduct that may damage the Corporation's credibility or reputation.

26.4 Conflicts of Interest. Directors, officers, and employees shall avoid situations in which personal, financial, or other interests conflict, or appear to conflict, with the interests of the Corporation.

Any actual or potential conflict of interest shall be promptly disclosed to the Board of Directors or to such person or committee as the Board may designate. Conflicts shall be managed, mitigated, or resolved in a manner consistent with law and the best interests of the Corporation.

26.5 Confidentiality and Information Protection. All non-public, confidential, or proprietary information of the Corporation, including business plans, source code, algorithms, data, trade secrets, client information, and intellectual property, shall be protected and used solely for legitimate corporate purposes.

Such information shall not be disclosed to unauthorized persons during or after association with the Corporation, except where disclosure is required by law or expressly authorized by the Corporation.

26.6 Use of Corporate Assets and Resources. Corporate assets, including technology systems, intellectual property, funds, data, and facilities, shall be used responsibly and solely for legitimate business purposes. Misuse, unauthorized access, or personal exploitation of corporate resources is prohibited.

26.7 Anti-Bribery and Anti-Corruption. The Corporation strictly prohibits bribery, corruption, facilitation payments, kickbacks, or any improper payments or benefits, whether direct or indirect, to any person, including government officials or private parties.

All dealings with public officials, regulators, and business partners shall be conducted transparently and in compliance with applicable anti-corruption laws and ethical standards.

26.8 Reporting of Ethical Concerns. Any individual who becomes aware of conduct that may violate this Article, the Constitution, the Bylaws, or applicable law is encouraged to report such concerns promptly through appropriate channels established by the Corporation.

The Corporation shall not tolerate retaliation against any person who, in good faith, reports ethical concerns or participates in an investigation.

26.9 Enforcement and Disciplinary Action. Violations of this Article may result in disciplinary action, up to and including termination of employment or engagement, removal from office, or legal action, as permitted by law.

The Board of Directors shall have ultimate oversight and authority regarding the interpretation, enforcement, and amendment of this Article.

26.10 Review and Amendment. This Article shall be reviewed periodically by the Board to ensure continued relevance and effectiveness. The Board may amend or supplement this Article as necessary to reflect changes in law, business practices, or corporate values.

ARTICLE 27

BOARD MEETINGS; INVOLVEMENT OF SENIOR MANAGEMENT AND INDEPENDENT ADVISORS

27.1 Purpose of Board Meetings. Meetings of the Board of Directors shall be the principal forum for oversight, strategic direction, policy formulation, and decision-making in relation to the affairs of the Corporation. The Board shall conduct its meetings in a manner that promotes informed deliberation, independent judgment, and accountability.

27.2 Frequency of Meetings. The Board shall meet as frequently as necessary to properly discharge its duties, but not less than the minimum number of meetings required by applicable law. The Chair, in consultation with the Chief Executive Officer, may determine the annual meeting schedule of the Board.

27.3 Agenda and Meeting Materials. The Chair of the Board, in coordination with the Chief Executive Officer and the Secretary, shall approve the agenda for each Board meeting. Directors shall be provided with relevant background materials, reports, and documentation sufficiently in advance of meetings to enable meaningful review and participation.

27.4 Chairing of Meetings. Meetings of the Board shall be chaired by the Chair of the Board. In the absence of the Chair, the directors present shall elect one of their number to preside as Chair for that meeting.

27.5 Participation by Electronic Means. Directors may participate in Board meetings by telephone, video conference, or other electronic communication methods approved by the Board, provided that all participants are able to hear and communicate with each other effectively. Participation by such means shall constitute presence in person for quorum and voting purposes.

27.6 Quorum and Voting. A quorum for the transaction of business at a Board meeting shall be as specified in these Bylaws. Decisions of the Board shall be made by resolution passed by the requisite majority of directors present, unless a higher threshold is required by law or by these Bylaws.

27.7 Minutes and Records. Accurate minutes of each Board meeting shall be prepared and maintained by the Secretary or such other person designated by the Board. Minutes shall record the proceedings, resolutions, and decisions of the Board and shall be approved at a subsequent meeting.

27.8 Executive Sessions. The Board may meet in executive session, without the presence of management or other invitees, whenever the Chair or a majority of directors determines that such a session is appropriate. Matters discussed in executive session shall remain confidential.

27.9 Attendance of Senior Management. The Chief Executive Officer and such other members of senior management as the Board may invite shall attend Board meetings to provide information, reports, and professional insight. Attendance by management shall not confer any voting rights.

27.10 Access to Management. Directors shall have reasonable access to senior management outside of formal Board meetings for purposes related to the performance of their duties, provided that such access does not interfere with management's operational responsibilities.

27.11 Independent Advisors. The Board and any committee of the Board may retain independent legal counsel, financial advisors, technical experts, auditors, or other professional advisors as it deems necessary to assist in fulfilling its responsibilities.

27.12 Authority to Engage Advisors. The Corporation shall provide adequate funding, as determined by the Board, for the payment of reasonable compensation to independent advisors retained by the Board or its committees. Engagement of such advisors shall not require approval from management.

27.13 Reliance on Advisors and Information. In discharging their duties, directors may rely in good faith on information, opinions, reports, or statements prepared or presented by senior management, professional advisors, or committees of the Board, provided such reliance is reasonable under the circumstances.

27.14 Confidentiality of Board Proceedings. All matters discussed at Board meetings, including materials provided and advice received, shall be treated as confidential unless disclosure is authorized by the Board or required by law.

27.15 Director Preparation and Participation. Each director is expected to prepare adequately for Board meetings, attend meetings regularly, actively participate in discussions, and exercise independent judgment in the best interests of the Corporation.

27.16 Evaluation of Board Effectiveness. The Board may periodically assess the effectiveness of its meetings, information flow, and decision-making processes, and may adopt improvements to enhance governance performance.

27.17 Delegation and Follow-Up. Where the Board delegates authority or assigns action items to management or committees, the Board shall ensure appropriate follow-up, reporting, and accountability mechanisms are in place.

27.18 Amendment and Oversight. This Article shall be administered and interpreted by the Board of Directors. The Board may amend or supplement this Article from time to time, subject to applicable law, to reflect evolving governance practices and the needs of the Corporation.

ARTICLE 28

COMMUNICATIONS WITH SHAREHOLDERS; PERFORMANCE EVALUATION AND SUCCESSION PLANNING

28.1 Purpose and Principles. The Corporation recognizes the importance of transparent, responsible, and constructive engagement with its shareholders. This Article establishes a framework for shareholder communications, Board accessibility, performance evaluation, and leadership succession planning, consistent with sound corporate governance and the long-term interests of the Corporation.

28.2 Engagement with Shareholders. The Corporation shall maintain an active and appropriate dialogue with shareholders to ensure that shareholder perspectives are considered in the governance and strategic oversight of the Corporation.

Under the direction of the Chair of the Board, or such other director designated by the Board, one or more directors may engage with shareholders when the Board determines that such engagement is appropriate and beneficial. Such engagement shall be conducted in a coordinated manner and in accordance with applicable law, confidentiality obligations, and disclosure requirements.

28.3 Shareholder Communications to the Board. Shareholders may communicate with the Board of Directors regarding matters of corporate governance, Board oversight, or other issues appropriate for Board consideration.

All shareholder communications addressed to the Board shall be received and initially reviewed by the Secretary of the Corporation or such other officer or function designated by the Board. Communications that are relevant to Board responsibilities shall be forwarded to the Board, a committee of the Board, or one or more directors, as appropriate.

Communications that are primarily commercial in nature, relate to individual customer matters, contain inappropriate content, or are otherwise outside the scope of Board responsibility may be excluded from further processing.

28.4 Reporting of Ethical or Compliance Concerns. Concerns relating to questionable accounting, auditing matters, violations of law, breaches of ethical standards, or misconduct by directors, officers, or employees shall be reported through the Corporation's established reporting and whistleblowing mechanisms, as approved by the Board.

The Corporation shall maintain procedures to ensure that such concerns may be raised confidentially and without fear of retaliation, in accordance with applicable law and internal policies.

28.5 Attendance at Annual Shareholders' Meetings. Directors are expected to attend the Annual General Meeting of shareholders, except where attendance is impracticable due to exceptional circumstances. The Board shall encourage meaningful engagement with shareholders at such meetings.

28.6 Performance Evaluation of the Chief Executive Officer. The Board shall conduct an annual evaluation of the performance of the Chief Executive Officer. The evaluation process shall be led by the Chair of the Board or by such committee or director as the Board may designate.

The evaluation shall consider leadership effectiveness, strategic execution, financial and operational performance, risk management, ethical conduct, and such other criteria as the Board deems appropriate. The results of the evaluation shall be reviewed by the Board and communicated to the Chief Executive Officer.

28.7 Development and Succession Planning for the Chief Executive Officer. A primary responsibility of the Board is to plan for the succession of the Chief Executive Officer and to oversee the identification and development of future leadership.

The Board shall work with the Chief Executive Officer and senior management to maintain a succession plan that identifies internal and external candidates and includes development plans for potential successors. The succession plan shall be reviewed by the Board at least annually and updated as necessary.

The Board shall also maintain an emergency succession plan to address unforeseen events such as death, incapacity, or sudden unavailability of the Chief Executive Officer. Such plan shall identify interim leadership arrangements and responsibilities.

28.8 Development and Succession Planning for Senior Management. The Board shall oversee the development and succession planning for senior management and key leadership positions within the Corporation.

The Board may review reports and recommendations from management regarding leadership development, talent retention, and succession readiness and may provide guidance as it deems appropriate.

28.9 Commitment to Diversity and Inclusion. In succession planning and leadership development, the Board is committed to identifying and developing highly qualified individuals from diverse backgrounds, based on merit, leadership capability, and alignment with the Corporation's strategic objectives.

28.10 Board and Committee Evaluations. The Board shall conduct an annual evaluation of its own performance and effectiveness. The evaluation shall assess the functioning of the Board as a whole, the contributions of individual directors, and compliance with the Corporation's governance framework.

Each committee of the Board shall likewise conduct an annual self-evaluation of its performance, mandate, and effectiveness and shall report the results of such evaluation to the Board.

28.11 Continuous Improvement. Based on the results of Board and committee evaluations, the Board shall identify areas for improvement and may implement changes to governance practices, meeting processes, information flow, or committee structures to enhance effectiveness.

28.12 Confidentiality of Communications and Evaluations. All shareholder communications, Board evaluations, succession planning materials, and related deliberations shall be treated as confidential, except to the extent disclosure is required by law or authorized by the Board.

28.13 Oversight and Amendment. This Article shall be administered by the Board of Directors. The Board may amend, supplement, or replace this Article from time to time to reflect evolving governance practices, regulatory requirements, and the needs of the Corporation.

ARTICLE 29

COMPENSATION

29.1 Philosophy and Objectives. The Corporation's compensation framework is designed to attract, retain, and motivate qualified directors, officers, and senior management while aligning their interests with the long-term success, sustainability, and value creation objectives of the Corporation.

Compensation decisions shall be made in a manner that is fair, transparent, performance-oriented, and consistent with the Corporation's strategic goals, financial position, and governance standards.

29.2 Board Oversight of Compensation. The Board of Directors shall have ultimate authority and responsibility for approving the compensation of directors, the Chief Executive Officer, and senior management.

The Board may establish a Compensation Committee or delegate compensation-related responsibilities to a committee or designated directors, subject to such limits and oversight as the Board determines.

29.3 Review of Director Compensation. The Board believes that director compensation should reflect the time, effort, expertise, and responsibilities required to effectively discharge Board and committee duties.

Director compensation shall be structured to remain competitive with comparable technology-driven and growth-oriented companies, taking into account the size, complexity, and stage of development of the Corporation.

The Board shall periodically review director compensation practices and may consider external benchmarking data, industry practices, and internal performance considerations. Any changes to director compensation shall be approved by the Board, based on recommendations from the Compensation Committee or such other body as the Board may designate.

29.4 Alignment with Long-Term Interests. A meaningful portion of director and senior executive compensation may be structured to align individual interests with the long-term growth and success of the Corporation. Such alignment may include equity-based incentives, deferred compensation, or performance-linked arrangements, subject to applicable law and Board approval.

The Board shall seek to balance short-term performance incentives with long-term value creation and risk management.

29.5 Equity Ownership Expectations for Directors. The Board may establish guidelines encouraging directors to maintain a meaningful financial interest in the Corporation through ownership of shares or equivalent equity interests.

The Board may determine appropriate ownership thresholds, retention requirements, or timelines for achieving such ownership, taking into account the Corporation's capital structure, the director's role, and individual circumstances. The Board may grant exceptions where strict application of such guidelines would cause undue hardship.

29.6 Compensation of Executive Officers and Senior Management. Compensation of executive officers and senior management shall be based on a combination of factors, which may include individual performance, achievement of strategic objectives, financial results, leadership effectiveness, and risk management.

The Board or the Compensation Committee may approve incentive plans, bonus arrangements, equity participation, or other performance-based compensation mechanisms, subject to applicable law and the Corporation's financial capacity.

29.7 Prohibition on Improper Trading and Hedging. Directors and executive officers shall not engage in speculative trading, hedging, or derivative transactions involving the Corporation's shares or other securities that could undermine alignment with shareholder interests or create conflicts of interest.

Without limiting the foregoing, directors and executive officers shall not enter into transactions designed to offset or hedge any decrease in the market value of the Corporation's equity interests, nor shall they pledge such equity interests as collateral in a manner that could result in forced sales or misalignment of incentives, except with prior approval of the Board.

29.8 Administration and Compliance. The Board shall oversee compliance with this Article and may adopt additional policies or procedures to support effective compensation governance.

Any violation of compensation-related policies may result in corrective action, including adjustment or forfeiture of compensation, disciplinary measures, or other remedies permitted by law.

29.9 Review and Amendment. This Article shall be reviewed periodically by the Board to ensure consistency with the Corporation's strategy, market conditions, legal requirements, and governance best practices. The Board may amend or supplement this Article as it deems necessary or appropriate.

ARTICLE 30

COMMITTEES OF THE BOARD

30.1 Establishment and Purpose of Committees. The Board of Directors may establish one or more standing or ad hoc committees to assist the Board in the effective discharge of its duties and responsibilities. Each committee shall operate under authority delegated by the Board and in accordance with applicable law, the Constitution, these Bylaws, and any committee charter approved by the Board.

The Board may create, modify, merge, or dissolve committees at any time as it deems appropriate in the best interests of the Corporation.

30.2 Standing Committees. Unless otherwise determined by the Board, the Corporation may maintain the following standing committees:

- Audit Committee
- Compensation Committee
- Governance and Nominating Committee
- Environmental, Social, and Public Policy Committee or such other committee addressing sustainability, technology ethics, and public responsibility matters

The scope, authority, and responsibilities of each committee shall be set forth in a written charter approved by the Board.

30.3 Committee Composition. Each committee shall consist of one or more directors appointed by the Board. Where practicable, committee members shall possess relevant skills, experience, and independence appropriate to the committee's responsibilities.

The Board shall appoint the members and the chair of each committee based on criteria it determines to be in the best interests of the Corporation, including experience, judgment, independence, and availability.

30.4 Independence and Eligibility. The Board may determine whether committee members are required to meet independence or other eligibility standards, taking into account the Corporation's size, ownership structure, regulatory environment, and governance objectives.

Nothing in these Bylaws shall require the Corporation to maintain committee independence standards applicable solely to publicly listed companies, unless the Board voluntarily adopts such standards.

30.5 Review of Committee Appointments. Committee composition and leadership shall be reviewed periodically, at least annually, by the Board or by the Governance and Nominating Committee, if established.

In reviewing committee assignments, the Board may consider the benefits of continuity and experience, the desirability of rotation of members or chairs, and the evolving needs of the Corporation.

30.6 Committee Meetings. Each committee shall meet as often as necessary to carry out its responsibilities. Meetings may be held in person or by electronic means in accordance with these Bylaws.

The chair of each committee, in consultation with relevant members of management where appropriate, shall determine the agenda, objectives, and materials for committee meetings.

30.7 Authority and Access to Information. Committees shall have full access to information, records, and personnel of the Corporation relevant to the performance of their duties. Committees may request the attendance of officers, employees, or external advisors at committee meetings as necessary.

30.8 Independent Advisors. Each committee may retain independent legal counsel, financial advisors, technical experts, or other professional advisors as it deems necessary to fulfill its responsibilities, subject to authorization and funding approved by the Board.

30.9 Reporting to the Board. Each committee shall report regularly to the Board on its activities, findings, recommendations, and decisions. Committee reports may be made orally or in writing, as the Board determines.

30.10 Limitation of Authority. No committee shall have authority to exercise powers reserved by law, the Constitution, or these Bylaws to the full Board or to the shareholders, unless expressly authorized by the Board and permitted by law.

ARTICLE 31

MISCELLANEOUS

31.1 Director Orientation. The Corporation shall maintain a structured director orientation program designed to familiarize newly appointed directors with the Corporation's business, operations, strategic objectives, governance framework, risk profile, and key policies.

The Governance and Nominating Committee, in coordination with senior management, shall be responsible for overseeing and facilitating such orientation programs.

Director orientation may include, without limitation:

- Overview of the Corporation's business model, products, services, and markets
- Review of the Corporation's Constitution, Bylaws, Corporate Governance Guidelines, and key policies
- Introduction to senior management and key operational leaders
- Briefings on financial reporting, risk management, cybersecurity, intellectual property, and regulatory compliance
- Overview of the director's fiduciary duties and responsibilities under applicable law

31.2 Continuing Education of Directors. The Corporation encourages directors to engage in continuing education to maintain and enhance the skills, knowledge, and judgment necessary to effectively discharge their responsibilities.

Continuing education programs may include:

- Internally developed educational sessions
- Briefings by management or external advisors
- Programs presented by professional organizations, academic institutions, or industry bodies
- Updates on legal, regulatory, technological, governance, cybersecurity, artificial intelligence, and industry developments

The Corporation may, subject to Board approval, provide reasonable financial or administrative support for directors to participate in relevant educational programs.

31.3 Oversight Responsibility. The Governance and Nominating Committee shall periodically review the effectiveness of director orientation and continuing education initiatives and may recommend enhancements or modifications to the Board as appropriate.

31.4 Review of Corporate Governance Guidelines. The Board shall periodically review the Corporate Governance Guidelines to ensure they remain appropriate, effective, and aligned with the Corporation's business, ownership structure, regulatory environment, and strategic objectives.

Unless otherwise determined by the Board, such review shall occur at least once every two (2) years, or more frequently if circumstances warrant.

Any amendments or updates to the Corporate Governance Guidelines shall be approved by the Board.

31.5 No Creation of Contractual Rights. Nothing in this Article or in the Corporate Governance Guidelines shall be deemed to create any contractual rights in favor of any director, officer, employee, shareholder, or other person.

CONCLUSION AND RATIFICATION

This Constitution constitutes the complete, final, and authoritative governing instrument of the Company. It consolidates and supersedes, to the fullest extent permitted by law, all prior constitutions, memoranda, articles, internal rules, policies, informal practices, resolutions, understandings, and representations relating to the governance, management, powers, duties, and operations of the Company.

This Constitution has been established to ensure clarity of authority, continuity of leadership, protection of intellectual, commercial, and proprietary assets, ethical conduct, accountability, and the long-term sustainability of the Company, while preserving the foundational vision, strategic intent, and proprietary interests upon which the Company was formed.

All Chapters and Articles contained herein shall be read and construed harmoniously as a single, integrated instrument. No provision shall be interpreted in isolation in a manner that undermines the purpose, spirit, or intent of this Constitution. Where interpretation is required, such interpretation shall be guided by:

- the best interests of the Company;
- strict compliance with the Companies Act, No. 07 of 2007 of Sri Lanka and all other applicable laws;
- the preservation of corporate integrity, operational stability, and strategic control.

Unless expressly stated otherwise, the powers, rights, and authorities conferred by this Constitution are continuous and enduring, and shall not lapse or be diminished by reason of non-use, silence, change of personnel, restructuring, or passage of time.

This Constitution shall take full force and legal effect upon its formal ratification by the Company in accordance with applicable law, and shall thereafter be binding upon:

- the Company;
- all present and future shareholders;
- all directors and officers;
- all employees, contractors, and agents;
- all successors, assigns, and lawful representatives.

No custom, practice, agreement, or course of dealing shall amend, override, or derogate from this Constitution except in strict accordance with the amendment provisions set forth herein and duly authorized by the appropriate governing authority of the Company.

By operating pursuant to this Constitution, the Company affirms its commitment to lawful governance, responsible leadership, protection of innovation, and the disciplined exercise of corporate authority.

FORMAL RATIFICATION

This Constitution is hereby irrevocably ratified, approved, confirmed, and declared effective by a resolution of the Company duly passed in strict compliance with all applicable laws, regulations, and statutory requirements. Upon such ratification, this Constitution shall take immediate and continuing legal effect and shall constitute the sole, final, conclusive, and supreme governing instrument of the Company.

This ratification shall be conclusive and binding evidence of the lawful authority under which this Constitution is established and of the Company's unconditional intention to be governed exclusively by its provisions. No act, omission, custom, practice, agreement, representation, or course of dealing shall give rise to any implied amendment, waiver, estoppel, or derogation from this Constitution.

ENFORCEMENT, NON-DEROGATION, AND CONTROL

1. Non-Derogation

No right, power, authority, or protection conferred by this Constitution shall be limited, suspended, diminished, or overridden except strictly in accordance with an express amendment duly authorized under this Constitution and permitted by law.

2. Waiver of Implied Rights

To the fullest extent permitted by law, all persons subject to this Constitution expressly waive any claim to implied rights, equitable relief, customary practices, or interpretations inconsistent with its express terms.

3. Anti-Challenge Clause

The validity, authority, enforceability, and binding effect of this Constitution shall not be challenged, questioned, or contested on the basis of prior documents, informal arrangements, historical practices, or alleged understandings, whether written or oral.

4. Founder Authority Confirmation

The authority, rights, and powers vested in the Founder under this Constitution are hereby expressly affirmed and acknowledged as intentional, fundamental, and integral to the governance structure of the Company, and shall not be construed narrowly or restrictively.

5. Continuity and Perpetuity

This Constitution shall remain binding in perpetuity, subject only to lawful amendment in strict accordance with its provisions, and shall survive any change in ownership, management, control, structure, or legal status of the Company.

This ratification is made with full corporate capacity, authority, knowledge, and intent, without reservation, condition, or limitation, and is effective against all persons to whom this Constitution applies.

FOUNDER & CHIEF EXECUTIVE OFFICER:

Induwara P. Jayasinghe

Founder and CEO of Black Hat Inc., Clidder LLC, and Black Hat Developers, with additional affiliations to Jayasinghe Brothers Holdings PLC

DATE OF RATIFICATION: 2025.04.06

PLACE OF RATIFICATION: 1 Black Hat Way, Mountain View, Jayasinghe Park

AUTHORIZED SIGNATURE: 

END OF CONSTITUTION