

EWEIN BERHAD

Company No: 200601023136 (742890-W)

**SUSTAINABILITY COMMITTEE
TERMS OF REFERENCE****1. Membership**

- 1.1. Members of the Sustainability Committee (SC) shall be appointed by the Board of Directors ("Board") of Ewein Berhad ("Ewein").
- 1.2. The SC shall consist of at least three (3) members of which the majority must be independent non-executive directors.
- 1.3. The Board shall appoint an independent non-executive director to be Chairman of the SC. In the absence of the SC Chairman and an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 1.4. Only members of the SC have the right to attend SC meetings. However, other individuals such as the Chief Executive Officer, Head of Human Resources, and external advisors may be invited to attend for part or all of any meeting as and when the SC deems appropriate.

2. Secretary

- 2.1. The Company Secretary or its nominee shall act as the Secretary of the SC.

3. Quorum

- 3.1. The Quorum necessary for the transaction of business shall be two (2).
- 3.2. A Quorum present at a duly convened SC meeting shall be competent to exercise all or any of the authorities, powers, and discretions vested in or exercisable by the SC.

4. Meetings

- 4.1. The SC shall hold meetings as and when the Chairman of the SC requires.

5. Notice of Meetings

- 5.1. Meetings shall be summoned by the Secretary of the SC at the request of any of its members.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time, and date along with an agenda of items to be discussed shall be forwarded to each member of the SC, any other person required to attend, and all other non-executive directors no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to SC members and to other attendees accordingly.

6. Minutes of Meetings

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- 6.1. The Secretary shall minute the proceedings and resolutions of all SC meetings, including the names of those in attendance.
- 6.2. Minutes of SC meetings shall be circulated promptly to all members and, once agreed, to all members of the Board, unless a conflict of interest exists.

7. Annual General Meeting

- 7.1. The Chairman of the SC shall attend the Annual General Meeting (AGM) to respond to any questions shareholders have about SC activities.

8. Duties & Responsibilities

- 8.1. The SC is authorised by the Board to:
 - 8.1.1. Ensure that the strategic plan for Ewein and its subsidiaries (“Group”) supports long-term value creation and sustainability goals.
 - 8.1.2. Ensure that the development and implementation of the strategic plan for the Group is effective and takes into account sustainability considerations.
 - 8.1.3. Review and provide guidance on the strategic business, market development, and sustainability initiatives proposed by either the Management or the Board.
 - 8.1.4. Review the status and monitor implementation of key Board decisions on key market development projects/ initiatives of the Group.
 - 8.1.5. Evaluate overall sustainability risks and opportunities.
 - 8.1.6. Raise significant business, market development or sustainability issues to the attention of the Board.
 - 8.1.7. Issue reports to the Board at least once a year.
 - 8.1.8. Review SC Terms of Reference annually.
 - 8.1.9. Perform such other tasks relating to the oversight of the Group’s business, market development, and sustainability strategies as may be delegated by the Board from time to time.

9. Reporting Responsibilities

- 9.1. The SC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. Other

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- 10.1. The SC shall, at least once a year, review its own performance, constitution, and Terms of Reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. Authority

- 11.1. The SC shall have the authority to make decisions on matters which fall within the responsibilities of the SC and, where the SC deems appropriate, to delegate certain matters within its responsibilities to the Management.

The Sustainability Committee Terms of Reference has been adopted by the Board on 23 February 2022.