



Terms of Reference for Sustainability Governance Structure

Date: 20/6/2024

Innity Corporation Berhad

(Company No. 200701006554 (764555-D))

1.0 Overview

Innity Corporation Berhad and its subsidiaries (collectively referred to as “the Group” or “Innity Group”) are dedicated to integrating sustainability throughout all aspects of our operations and value chain. Our focus is on potential risks and opportunities under the Economic, Environmental, Social and Governance (“EESG”) pillars. As part of the process, Innity Group established an Audit and Risk Management Committee (“ARMC”), assisted by the Sustainability Committee (“SC”) followed by the Sustainability Working Group (“SWG”).

2.0 Sustainability Governance

The Board exercises strategic oversight over the sustainability governance structure and is assisted by the ARMC, SC and the SWG.



3.0 Roles and Responsibilities

The Secretary, his/her representative or other appropriate Senior Officer shall act as secretary of the Committee (the “Secretary”).

3.1. Key roles and responsibilities of the Board of Directors

- I. Provide strategic oversight over the Group’s overall sustainability agenda, policies, strategies and EESG performance.

- II. Provide strategic oversight over the integration of EESG-related risks and opportunities within the Group's strategy and risk management, including climate-related risks and opportunities.
- III. Provide approval for sustainability policies and strategies, material sustainability matters and the annual Sustainability Statement proposed by the ARMC.

3.2. Key roles and responsibilities of the Sustainability Committee

- I. Support the ARMC to ensure strategic management of sustainability and climate-related risk and opportunities, as well as material sustainability matters for the Group.
- II. Support the ARMC in the inclusion of sustainability and climate-related risks in the Group's risk management framework and implementation.
- III. Identify issues that are material to the Group and recommend sustainability-related strategies and initiatives to the ARMC.
- IV. Identify and propose changes to sustainability policies, standards and procedures to the ARMC for reporting to the Board when required.
- V. Inform the ARMC of the implementation progress of the Group's sustainability initiatives for reporting to the Board.
- VI. Track and collate sustainability performance data for monitoring and reporting purposes.

3.3 Key roles and responsibilities of the Sustainability Working Group

- I. Implement and monitor sustainability initiatives in day-to-day operations.
- II. Identify and propose material sustainability matters significant to the Group's business operations and stakeholder groups to the SC.
- III. Monitor, track and report the Group's EESG performance data to the SC.

4.0 Chairman

At the SC meetings, the Chairman shall preside, if present. In the absence of the Chairman, the meeting shall be chaired by any member of the SWG who will act as a committee chair and who is deemed best suited to assist, attend and advise in addressing and resolving issues raised.

5.0 Meetings

- I. The SC shall meet at least once a year and convene additional meetings as and when required.
- II. The quorum for the SC meetings shall consist of at least 2 members of the committee, including the Chairman.
- III. Any member of the SC may participate in a meeting via telephone, video conferencing, or other modes of communication, in which event such member shall be deemed to be present at the meeting.

- IV. The notice and agenda for each meeting shall be issued to all SC members and any required attendees at least 7 working days in advance of the meeting.
- V. The minutes of the meeting shall be distributed to the members of the SC following the Chairman's approval.

6.0 Reporting Responsibilities

- I. After each SC meeting, the SC shall report to the ARMC all conclusions and recommendations. The ARMC would then report to the Board.
- II. Any pertinent issue that is deemed to be of major importance should be forwarded to the Board for consideration at the discretion of the ARMC and members of the SC.

7.0 Review Of Terms Of Reference

The Terms of Reference shall be reviewed at least once every year or as and when required. Any revision or amendment to this Terms of Reference, as proposed by the SC or any third party, shall first be presented to the Board for approval.

The SC shall perform a review and evaluation of its performance, at least on an annual basis, to ensure the continued effective execution of its roles and responsibilities as set forth in this Terms of Reference.

(This Terms of Reference for Sustainability Governance Structure was approved and adopted by the Board on 20 June 2024)