

BEDI BERHAD
(formerly known as WMG Holdings Bhd.)
[Registration No. 201501041664 (1166985-X)]
(Incorporated in Malaysia)
(Hereinafter referred as to “**Company**”)

TERMS OF REFERENCE OF SUSTAINABILITY COMMITTEE

Terms of Reference of Sustainability Committee			
Board's Approval Date	Effective Date	Revision Date	Version Number
28 May 2025	28 May 2025	-	1.0

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1. PRIMARY PURPOSES

The primary objective of the Sustainability Committee (“**SC**” or “**the Committee**”) is to assist the Board of Directors (“**Board**”) of the Company in fulfilling its responsibilities in relation to the following to ensure that the initiatives undertaken by the Company and its subsidiaries (“**the Group**”) pertaining to sustainability are aligned with, promote and encourage the Group’s commitment towards sustainability: -

1.1 Sustainability

Monitoring the implementation of sustainability-related policies, measures and actions in achieving the Company’s sustainability milestones and goals.

1.2 Sustainability Disclosures

Overseeing the preparation of the sustainability disclosures as required by laws and/or rules and recommending it for the Board’s approval.

2. COMPOSITION OF MEMBERS

- (a) The Board shall appoint the SC members, comprising not fewer than three (3) members, a majority of them shall be Independent Directors. The membership of the SC shall include a mixture of risk and business management knowledge and experience.
- (b) The appointment of a SC member shall automatically be terminated if the member ceases to be a Director for any reason whatsoever or as determined by the Board.
- (c) The members of the SC shall elect a Chairman/Chairperson from amongst their member who shall be an Independent Director.
- (d) In the absence of the Chairman/Chairperson of the SC, the other members of the SC shall amongst themselves elect a Chairman/Chairperson to chair the meeting.
- (e) The Chairman/Chairperson of the SC shall report to the Board on any matter that should be brought to the Board’s attention and provide recommendations of the SC that require the Board’s approval at the Board meeting.
- (f) The SC has the authority to create a Sustainability Oversight Unit, which functions as a working committee. This working committee assists the SC in effectively managing the Company’s material sustainability matters and/or implementing sustainability measures on a daily basis.

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3. AUTHORITY

As the SC that has been entrusted by the Board with the task of monitoring the implementation of sustainability-related policies and measures and action in achieving the Company’s sustainability milestones and goals, the SC is vested with the following authorities: -

- (a) has explicit authority to carry out activity within its terms of reference. All employees shall be directed to co-operate as requested by members of the SC;
- (b) has the adequate resources which it needs to perform its duties;
- (c) has full access and unrestricted access to any information and documents/resources within the Group which it requires in the course of performing its duties;
- (d) has direct communication channels with the management of the Company in respect of the sustainability matters of the Group, as the case may be, to obtain information and feedback in performing its duties;
- (e) seek and enlist the services and/or guidance of external professionals, as well as arrange for the participation of individuals with pertinent experience and knowledge, if deemed essential, with the associated costs being covered by the Group.
- (f) can seek information directly from the Group’s employees or external party, including the Group’s auditors and other professional advisers; and
- (g) in discharging the above responsibilities, they can establish the Sustainability Oversight Unit, if so required, which is responsible for the strategic management of the Company’s material sustainability matters, so that the Group will be able to achieve its goals.

4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the SC are as follows: -

4.1 Sustainability

- (a) Advising the Board and recommending the business strategies in the area of Sustainability including but not limited to Environmental, Social and Governance;

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- (b) Monitoring the implementation of sustainability roadmap and/or sustainability strategies as approved by the Board;
- (c) Recommending to the Board sustainability-related policies for adoption, and monitoring the implementation of the policies;
- (d) Reviewing issues relating to sustainability arising from independent audits and assurance reports, if any, and any matters pertaining to sustainability highlighted by regulators or relevant consultants;
- (e) Recommending to the Board for its approval sustainability matters identified as material;
- (f) Overseeing the management of sustainability matters, with particular focus on matters material to the Group; and
- (g) Receiving half yearly update from Sustainability Oversight Unit and/or Management on the progress towards achieving the Group’s sustainability targets.

4.2 Sustainability Disclosures

- (a) Overseeing the preparation of the sustainability disclosures as required by laws and/or rules and recommending the sustainability disclosures for the Board’s approval; and
- (b) Reviewing the Sustainability Statement/Report and recommending the same to the Board for approval for inclusion in Annual Report to ensure that the Group’s sustainability initiatives and outcomes are effectively communicated to investors and other stakeholders and ensure compliance with Listing Requirements of Bursa Malaysia Securities Berhad and the applicable code of corporate governance in force at the material time.

5. RETIREMENT AND RESIGNATION

If any member of the SC retires, re-designates, resigns, dies, or for any reason ceases to be a member or Chairman/Chairperson resulting in non-compliance with Clauses 4(a) above, the Board and the members of the SC shall within three (3) months of the event appoint/elect such new member(s) or Chairman/Chairperson as may be required to fill the vacancy.

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6. SECRETARY

- (a) The Company Secretary shall be the Secretary of the SC or the Secretary of the SC shall be appointed from among the members of the SC or such other person as the SC shall decide from time to time.
- (b) The Secretary of the SC shall be responsible, in conjunction with the Chairman/Chairperson of the SC, for drawing up the agenda and in performing work pertaining to the summoning of the meeting, delivery of supporting documents for the meeting and keeping of minutes.

7. MINUTES

- (a) The SC meeting proceedings shall be recorded by the Secretary and circulated at least five (5) business days prior to the next meeting along with items for agenda.
- (b) The Chairman/Chairperson of the SC shall report to the Board after each meeting.
- (c) A copy of the minutes of meeting to be circulated to the Audit and Risk Management Committee and the Board which keep them adequately informed of SC's activities.

8. MEETINGS

- (a) The SC shall meet at least two (2) times in each financial year. The quorum for a meeting shall be at least two (2) members of the SC.
- (b) The Chairman/Chairperson of the SC may from time to time to call for a meeting as and when required with reasonable notice as the SC members deem fit (preferably 5 business days' notice with agenda of matters to be discussed) unless the SC waives such requirement.
- (c) The SC may invite any external professionals and non-members it deems appropriate to attend its meetings in order to assist in its deliberations and resolutions of matters raised.
- (d) The SC may participate in a meeting of the committee by means of conference telephone, conference videophone or any similar or other communication equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.

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- (e) Questions arising at any meeting of the SC shall be decided by a majority vote of the present members, with the Chairman/Chairperson of the SC having a second or casting vote in the event of a tie.
- (f) A resolution in writing signed or approved by facsimile, letter, telegram, telex or telefax or other written electronic communications by a majority of the members of the Committee and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. All such resolutions shall be described as "Committee Members' Resolutions in Writing" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by the Secretary in the Company's minute book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Committee members.

9. CONFIDENTIALITY

The members of SC shall have an obligation to treat all information discussed in the meeting (including but not limited to, matters relating to the affairs of the Group) in a confidential manner.

10. PUBLISHED AT THE WEBSITE

The written terms of reference of the SC dealing with its authority and duties, and such information must be made available on the Company's website.

11. REVIEW OF THE TERMS OF REFERENCE

The SC and the Board shall review and assess the relevance of the terms of reference of SC from time to time or when changes to business environment or regulatory requirements necessitate a revision.

12. REVISION OF THE TERMS OF REFERENCE

The provisions of these terms of reference can be amended and supplemented from time to time by a resolution of the Board.

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