SAMAIDEN GROUP BERHAD

201901037874 (1347204-V)

TERMS OF REFERENCE OF SUSTAINABILITY AND RISK MANAGEMENT COMMITTEE

1. OBJECTIVES

The principal objective of the Sustainability and Risk Management Committee ("**Committee**") is to assist the Board of Directors (the "**Board**") in discharging its oversight responsibilities relating to sustainability matters, including environmental, social and governance ("**ESG**") matters, and risk management of the Company and its subsidiaries ("**the Group**").

2. COMPOSITION

(a) The Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three (3) members.

(b) All the Committee members must be Non-Executive Directors, with a majority of them, being Independent Directors.
The definition of "independent directors" shall have the meaning given in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**").

(c) No alternate Director shall be appointed as a member of the Committee.

(d) The members of the Committee shall elect a Chairperson from among themselves and that person so elected shall be an Independent Non-Executive Director.

(e) In the event a member or the Chairperson of the Committee resigns, dies or for any other reason ceases to be a member or Chairperson with the result that the number of members is reduced to below three (3) or there is no Chairperson in the Committee, the Board shall, within three (3) months of that event, appoint such number of new members or Chairperson.

3. AUTHORITY

The Committee shall act in accordance with a procedure to be determined by the Board and at the cost to be borne by the Company. The Committee is authorised by the Board:

(a) To investigate any activity of the Company and the Group within its terms of reference and shall be given the resources and full access to all information required for the performance of its duties. All employees shall be directed to co-operate as requested by members of the Committee.

(b) To have full and unlimited/unrestricted access to all information, documents and resources required to perform its duties, as well as to the internal and external auditors and senior management of the Company and the Group.

(c) To obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary.

(d) To have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity.

(e) To be able to convene meetings with the external auditors, the person(s) carrying out the internal audit function or activity, or both, excluding the attendance of other directors and employees of the Company, whenever deemed necessary.

(f) Where the Committee is of the view that the matter reported by it to the Board of Directors has not been satisfactorily resolved resulting in a breach of the Listing Requirements, the Committee shall promptly report such matter to Bursa Securities.

4. FUNCTIONS AND DUTIES

The Committee shall have direct communication channels with Management and the person(s) carrying out the sustainability and risk management functions and activities, and be able to convene meetings with such persons, excluding the attendance of other Directors and employees of the Company and the Group, whenever deemed necessary.

The duties of the Committee shall include the following:

4.1 Sustainability

The Committee shall provide oversight on sustainability matters within the Group, including the following:

(i) To advise and recommend sustainability strategies, including ESG and climate-change related matters, to the Board and to monitor their implementation;

(ii) To review the adequacy of the sustainability framework, policies and processes in identifying, assessing and managing sustainability-related risks and opportunities, including climate-related risks where applicable;

(iii) To review and monitor material sustainability matters, sustainability targets and key performance indicators, and to ensure alignment with the Group's business strategy and stakeholder expectations;

(iv) To review and recommend significant sustainability-related matters to the Board where such matters may have material implications for the Group; and

(v) To review and recommend the Sustainability Statement and other relevant sustainability-related disclosures for inclusion in the Annual Report, ensuring compliance with the Listing Requirements, Malaysian Code on Corporate Governance and other relevant frameworks and regulations.

4.2 Risk Management

(i) To assist the Board in discharging its risk oversight responsibilities by reviewing and overseeing the Group's risk management strategies, policies, processes and risk tolerance levels in identifying, evaluating, monitoring and managing significant risks within the Group;

(ii) To review the risk profiles of the respective business units and the Group, including key risk exposures, emerging risks and changes in the risk environment;

(iii) To identify and review the key risks faced by the Group and the respective business units, including major changes in risk exposures, and to assess Management's action plans to manage and mitigate such risks;

(iv) To review and assess the adequacy and effectiveness of the systems of internal control, anti-corruption measures, whistleblowing framework, governance processes and accounting control procedures, and to ensure appropriate systems are in place to manage and mitigate risks;

(v) To review and assess the adequacy and effectiveness of the Group's risk management policies and the implementation of the risk management framework;

(vi) To review and recommend new policies or amendments to existing policies, and to consider the related risk implications;

(vii) To review periodic reports from the respective business units of the Company and the Group (where applicable) on risk exposures, risk portfolio composition and risk management activities;

(viii) To review the Statement on Risk Management and Internal Control and other relevant sustainability-related disclosures for inclusion in the Annual Report.

5. ATTENDANCE AT MEETINGS

(a) The other Board members and Senior Management of the Group shall attend meetings upon the invitation of the Committee. The employees may also attend meetings as and when deemed necessary.

(b) The Chairperson of the Committee should attend the Annual General Meeting to answer any shareholder's questions on the Committee's activities.

6. MEETINGS

(a) The quorum for the Committee meetings shall consist of a majority of members who are Independent Directors.

(b) The Committee shall meet at least two (2) times a year.

(c) In the absence of the Chairperson of the Committee, the remaining members present shall elect one from amongst themselves to chair the meeting.

(d) The Chairperson may call a meeting if a request is made by the Committee member and/or the external auditors if they consider it necessary.

(e) The Company Secretary shall act as Secretary of the Committee and shall be responsible, with the concurrence of the Chairperson, for drawing up and circulating the agenda and the notice of meetings together with the supporting explanatory documentation to members prior to each meeting.

(f) The Secretary of the Committee shall be entrusted to record all proceedings and minutes of all meetings of the Committee.

(g) The minutes of the Committee shall be made available to the Board.

7. REVIEW OF THE TERMS OF REFERENCE

The Terms of Reference shall be reviewed as and when required and updated in accordance with the needs of the Company and any new regulations. Any revision or amendment to these Terms of Reference, as proposed by the Committee, shall be presented to the Board for its approval.

The revised Terms of Reference of the Committee were reviewed and approved by the Board on 13 May 2026 and are made available on the Company's website, www.samaiden.com.my.