



## **GDB HOLDINGS BERHAD**

201301006623 (1036466-U)

### **TERMS OF REFERENCE OF THE BOARD SUSTAINABILITY COMMITTEE**

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#### **1. OBJECTIVE**

The Board Sustainability Committee ("the Committee") is established to assist the Board of Directors ("the Board") in overseeing sustainability matters of GDB Holdings Berhad ("GDB" or the "Company") and its subsidiaries ("Group"), with the primary objective to assist the Board in:

- a. ensuring that the Group's business operations, strategies and approaches are aligned with the Group's sustainability commitments;
- b. promoting the integration of Economic, Environmental, Social and Governance (EESG) principles into the governance framework and business practices of the Group; and
- c. Overseeing the management sustainability-related risks and matters within the Group.

#### **2. COMPOSITION**

The composition of the Committee shall be appointed by the Board from among its members and shall comprise a majority of Independent Non-Executive Directors. No Alternate Director shall be appointed as a member of the Committee.

The Board may from time to time at its absolute discretion, revise the composition, roles, and responsibilities of the Committee.

#### **3. CHAIRMAN**

The Committee shall elect a Chairman from amongst its members and the elected Chairman of the Committee shall be approved by the Board. The Chairman of the Committee shall be an Independent Director and shall not be the Chairman of the Board.

In the absence of the Chairman at a meeting, the members present shall elect one (1) of their members to act as Chairman of the meeting.

#### 4. MEETINGS OF THE COMMITTEE

##### i. Meetings

The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. In the event issues requiring the Committee's decision arise between meetings, such issues shall be resolved through written resolution. Such written resolution in writing shall be valid and effectual if it is signed or approved by letter, facsimile or any electronic means by the majority of the members of the Committee pursuant to the Constitution of the Company.

For the Committee's meetings (except in the case of an emergency), reasonable notice shall be given in writing to all the members of the Committee.

The members of the Committee may participate in a meeting by means of conference telephone, conference videophone or any other audio visual or other communications equipment by means of which allows all persons participating in the meeting to hear and speak with each other. Such participation in a meeting shall constitute presence in person at such meeting and shall be entitled to vote and be counted in quorum accordingly.

Other Board members, senior management, internal auditors may be invited to attend the Committee meetings.

##### ii. Quorum

A minimum of two (2) members shall form the quorum.

##### iii. Secretary of the Committee

The Secretary of the Committee shall be the Company Secretary of the Company and/or such person(s) appointed by the Committee.

##### iv. Minutes of the Committee Meeting

Every meeting of the Committee must be minuted either by the Company Secretary or any other person approved by the Committee, and such minutes shall be confirmed by the Committee at the next succeeding Committee meeting.

The Minutes of each meeting shall be signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting, and shall be evidence of the proceedings that the meeting was duly convened and held.

Minutes of each meeting shall be kept at the registered office and distributed to each member of the Committee.

#### 5. FUNCTIONS OF THE COMMITTEE

The functions of the Committee shall include the following:-

- a. oversee the implementation of the Group's sustainability policies, strategies, and initiatives;

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- b. review and recommend sustainability-related policies to the Board;
- c. oversee sustainability-related risks and opportunities affecting the Group;
- d. review and endorse Management’s strategies, frameworks, and proposals on sustainability matters;
- e. receive periodic updates from the Sustainability Management Committee (“SMC”) on sustainability matters;
- f. review the Group’s external sustainability disclosures, including the Sustainability Statement in the Annual Report, and to recommend to the Board for approval; and
- g. monitor the implementation and progress of sustainability initiatives and programmes within the Group.

**6. ADVISER**

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Company as and when it considers this necessary at the expense of the Company.

**7. REPORTING RESPONSIBILITIES**

- i. The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters within the scope of its duties and responsibilities.
- ii. The Committee shall make whatever recommendations to the Board it deems appropriate, on any area within its Terms of Reference and/or where action or improvement is needed.
- iii. The Committee shall report to the Board on its activities, based on these Terms of Reference.

**8. GENERAL MEETINGS**

The Chairman of the Committee shall attend the general meetings of the Company to respond to any queries or concerns regarding the Committee’s functions and responsibilities and provide updates on its activities.

**9. REVIEW OF THE TERMS OF REFERENCE**

The Committee is responsible for reviewing the Terms of Reference at least once every three (3) years and recommending any necessary changes to ensure their continued relevance and viability. Such changes may be necessary in response to updates to the Malaysian Code on Corporate Governance, Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad or other regulatory requirements. The Terms of Reference should also be reviewed and updated if there are changes to the Company’s direction or strategies that could impact the Committee’s role and ability to meet its objectives. Any recommended changes will be submitted to the Board for approval.

*This Terms of Reference was reviewed and approved by the Board on 29 April 2026.*