



Mi TECHNOVATION BERHAD

(Company No. 201701021661 (1235827 – D))

(Incorporated in Malaysia)

TERMS OF REFERENCE FOR THE BOARD SUSTAINABILITY COMMITTEE

Doc. No.: MiTB-PP-012-02

Dated 25 Feb 2026

OBJECTIVE

The Board Sustainability Committee of Mi Technovation Berhad (“the Company”) was formed by the Board on 28th July 2022. The objective of the Board Sustainability Committee (“the Committee” or “BSC”) is to assist the Board in fulfilling its oversight responsibilities in relation to the Company’s sustainability strategies and initiatives covering Environmental, Social, and Governance (“ESG”) aspect as well as embedding sustainability practices into the businesses.

The Committee is to ensure that proper processes and procedures are in place to comply with all relevant laws, regulations and rules which could have a significant impact on the implementation of the sustainability strategies and initiatives within the Company.

MEMBERSHIP

The members of the Committee shall comprise wholly Non-Executive Directors with minimum number of two (2).

The Chairman of the Committee shall be a Non-Executive Director appointed by the Board.

The Chairman of the Board should not hold any membership in the Board Sustainability Committee.

SECRETARY

The Secretary of the Company shall be the secretary of the Committee.

ATTENDANCE

The Committee shall have the authority to regulate its proceedings, including the right to request other individuals across the Company and its subsidiaries (“the Group”) as well as external parties to attend all or part of any Committee meetings as and when appropriate and necessary to discuss the sustainability or interchangeably, sustainability-related framework, strategy, external commitments, policies and practices as well as performances against such matters including any external ESG or sustainability-related ratings or assessments.

The Committee may appoint external consultants, if deemed expedient, to assist the Committee in the discharge of its duties.

MEETINGS

The Committee shall meet at minimum of two (2) meetings or more frequently as deemed necessary. The quorum for a meeting of the Committee shall be at least two (2) members, present in person who are non-Executive Directors.

The Chairman of the Committee shall report to the Board on its proceedings on all matters within its duties and responsibilities that should be brought to the Board's attention and provide recommendations of the Committee that require the Board's approval at the Board meeting.

ADVISERS

The Committee is authorized by the Board to seek appropriate professional advice inside and outside of the Group as and when it considers this necessary.

DUTIES

The duties of the Committee are to:

- (i) provide oversight and monitor the execution of the Company's sustainability-related framework and strategy, and the Company's progress on its long-term sustainability and targets, including progress in relation to sustainability-related risks and opportunities and material matters;
- (ii) review and approve the Company's sustainability-related framework and strategies including related targets, external commitments and key performance indicators ("KPIs") to measure the Group's performance from ESG and sustainability perspective;
- (iii) provide guidance and oversight, and if required recommend to the Board, proposals by the Management on key policies, programmes and any partners required to implement the sustainability-related framework and strategies;
- (iv) review and advise the Board on the sustainability-related implications (including potential trade-offs) of major capital allocations, acquisitions, divestments, and other significant corporate transactions;
- (v) receive updates from the Management at least twice a year or as and when required, on sustainability-related risks and opportunities and ESG matters including monitoring of the progress of implementation and performance of the sustainability-related framework and strategies against approved sustainability goals and targets;

- (vi) review periodic sustainability reporting and disclosure, sustainability statement in the Annual Report and the annual Sustainability Report;
- (vii) recommend any changes to its terms of reference in such manner as the Committee deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code of Corporate Governance, Bursa Malaysia Listing Requirements or any other regulatory requirements. It should also be reviewed and updated when there are changes to the direction or strategies of the Group that may affect the Committee's role;
- (viii) perform such other functions and exercise such other powers as may be delegated to it from time to time by the Board.

MINUTES OF MEETINGS

The Secretary shall keep all minutes of meetings of the Committee and copies thereof shall be circulated to the Committee.