



**PCCS GROUP BERHAD**

(Registration No. 199301026191 (280929-K))

(Incorporated in Malaysia)

# **Sustainability Governance Structure Terms of Reference**

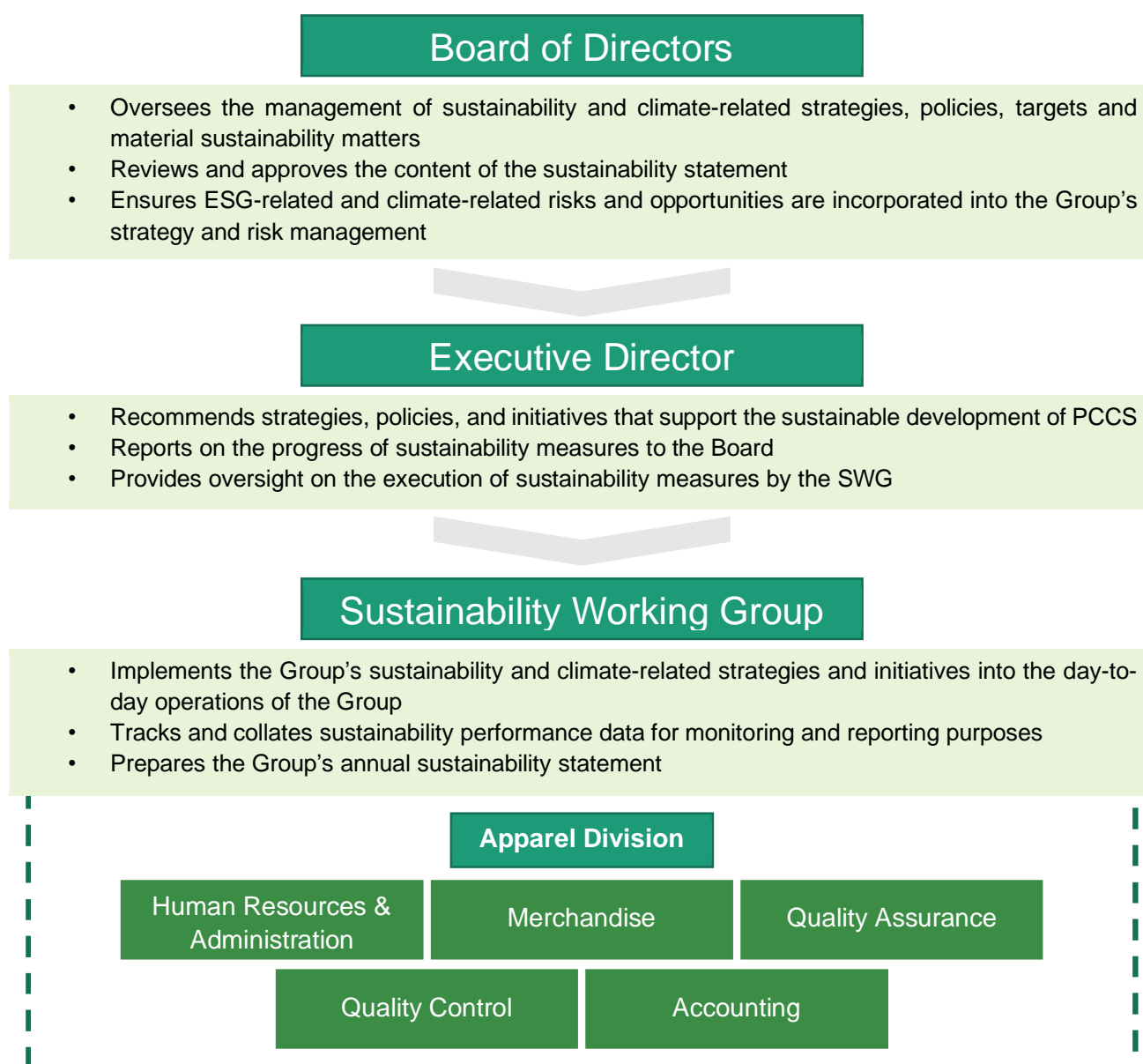


## 1. OBJECTIVE

PCCS Group Berhad (“PCCS” or the “Group”) is dedicated to fostering a culture of sustainability throughout our operations by prioritising areas of risk and opportunity within the sustainability pillars. To support this commitment, the Executive Director assist the Board in fulfilling its oversight responsibilities for the Group’s sustainability agenda, including the sustainability framework, strategy, policy, initiatives, and reporting on material ESG topics.

## 2. SUSTAINABILITY GOVERNANCE

The Board of Directors are at the helm of the sustainability governance structure and assisted by the Executive Directors and the Sustainability Working Group (“SWG”).





### **3. ROLES AND RESPONSIBILITIES**

#### **3.1. Key roles and responsibilities of the Board of Directors**

- a) To oversee the management of sustainability and climate-related strategies, policies, targets and material sustainability matters.
- b) To review and approve the content of the sustainability statement.
- c) To ensure ESG-related and climate-related risks and opportunities are incorporated into the Group's strategy and risk management.

#### **3.2. Key roles and responsibilities of the Executive Director**

- a) To recommend strategies, policies and initiatives that support the sustainable development of PCCS.
- b) To report on the progress of sustainability measures to the Board.
- c) To provide oversight on the execution of sustainability measures by the SWG.

#### **3.3. Key roles and responsibilities of the Sustainability Working Group ("SWG")**

- a) To implement the Group's sustainability and climate-related strategies and initiatives into the day-to-day operations of the Group.
- b) To track and gather sustainability performance data for monitoring and reporting purposes.
- c) To prepare the Group's annual sustainability statement

### **4. EXECUTIVE DIRECTOR**

In the absence of the Executive Director, the meeting shall be chaired by any member of the SWG who will act as the committee chair and who is deemed best suited to assist, attend and advise in addressing and resolving issues raised.

### **5. SUSTAINABILITY WORKING GROUP MEETINGS**

- a) The SWG shall meet at least once a year and convene additional meetings as and when required.
- b) The quorum of the SWG meetings shall consist of at least one of the SWG members including the Executive Director.
- c) Any member of the SWG may participate in a meeting by way of telephone and video conferencing or by other modes of communication, in which event such member shall be deemed to be present at the meeting.
- d) All SWG members and any persons required to attend will receive the notice and agenda of meeting at least one day before each meeting.



- e) Minutes of meetings shall be confirmed by the Executive Director of the meeting before circulation to all members.

## **6. REPORTING RESPONSIBILITIES**

- a) The Executive Director shall report to the Board its conclusions and recommendations thereon after each SWG meeting.
- b) Any pertinent issues that are deemed to be of major importance should be forwarded to the Board for its consideration at the discretion of the Executive Director and members of the SWG.

## **7. REVIEW OF TERMS OF REFERENCE**

The Sustainability Governance Structure Terms of Reference shall be reviewed at least once every five years or as and when required. Any revision or amendment to this Terms of Reference, as proposed by the Executive Director or any third party, shall first be presented to the Board for its approval.

The SWG shall at least annually perform a review and evaluation of its performance to ensure the continued effective execution of its roles and responsibilities as set forth in this Terms of Reference.