IOIPG Malaysia REIT

**Managed by**

# IOIPG REIT MANAGEMENT SDN BHD

Company Registration No. 202501026083 (1627496-A)

# TERMS OF REFERENCE
# FOR
# RISK AND SUSTAINABILITY COMMITTEE

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## 1. PURPOSE

1.1 IOIPG REIT Management Sdn Bhd ("IOIPG REIT Management" or "Manager"), in its capacity as the Manager of IOIPG Malaysia Real Estate Investment Trust ("IOIPG REIT"), is the responsible entity of IOIPG REIT which was constituted in Malaysia under the Deed of Trust dated 9 September 2026 (the "Deed") and registered with the Securities Commission Malaysia ("SC") on 11 September 2026.

1.2 The Manager is regulated by the SC and was issued with a Capital Markets Services Licence (CMSL) for the management of IOIPG REIT on 8 September 2026. The Manager has general powers of management over the assets of IOIPG REIT and its core responsibility is to manage the assets and liabilities of IOIPG REIT for the benefit of the unitholders of IOIPG REIT.

1.3 The ultimate holding company of IOIPG REIT Management is IOI Properties Group Berhad ("IOIPG" or "Sponsor"), a company listed on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"), which is also the controlling unitholder of IOIPG REIT.

1.4 The Risk and Sustainability Committee ("RSC") is established as a combined committee of the Board of Directors of the Manager ("Board"), with the following primary objectives:-

(a) To provide oversight and guidance in the establishment and implementation of risk management frameworks, policies and procedures for identifying and managing risks across IOIPG REIT's business operations.

(b) To ensure the effective identification, assessment, and management of risks to safeguard the interests of IOIPG REIT and its stakeholders.

(c) To ensure adoption of best practices in risk management to achieve IOIPG REIT's strategic investment objectives and direction.

(d) To provide a channel of communication between the key management personnel ("KMP" or "Management") and the Board, to discuss and stress-test the Management's investment proposals and strategies.

For the purpose of this Terms of Reference of the RSC ("TOR"), the KMP which shall include the – (i) Chief Executive Officer ("CEO"); (ii) Head of Finance or other senior officer responsible for finance management and financial reporting; (iii) Head of Legal and Compliance ("Compliance Officer") / Compliance Officer; (iv) Head of Retail Leasing; (v) Head of Retail Operations; (vi) Head of Office Segment, and such other key management positions as may be determined by the Board of the Manager

(e) To support the Board in its oversight role in relation to IOIPG REIT's sustainability framework, policies roadmap, material sustainability matters and strategies as well as action plans and initiatives.

1.5 This TOR is subject to the following applicable laws and requirements:-

(a) the Companies Act 2016 ("Act");
(b) the Capital Markets and Services Act 2007 ("CMSA");
(c) the Main Market Listing Requirements of Bursa Securities ("Listing Requirements");
(d) the Securities Commission Malaysia's Guidelines on Listed Real Estate Investment Trusts ("REIT Guidelines");
(e) the Malaysian Code on Corporate Governance ("MCCG"); and
(f) any other applicable laws or regulatory requirements,

(collectively referred to as the "Applicable Laws and Requirements"), as well as the Manager's obligations under the Deed constituting IOIPG REIT.

## 2. COMPOSITION AND APPOINTMENT

2.1 The RSC shall be appointed by the Board from amongst its members and shall consist of no fewer than three (3) members, with a majority of whom are Independent Non-Executive Directors.

2.2 No alternate Director shall be appointed as a member of the RSC.

2.3 The RSC shall elect a Chairman from among its members who is an Independent Non-Executive Director ("RSC Chairman") and is not the Chairman of the Board.

2.4 The Board, may from time to time and in its absolute discretion, revise the composition of the RSC and the roles and responsibilities of the RSC.

2.5 A member who wishes to retire or resign from the RSC shall notify the Board in writing.

2.6 The office of a member shall become vacant upon the member's death/ resignation/ retirement/ removal or disqualification as a Director of the Manager.

2.7 In the event of any vacancies arising in the RSC resulting in the number of members of the RSC falling below three (3), the vacancy shall be filled as soon as possible, but not later than three (3) months from any arising vacancies.

## 3. AUTHORITY

3.1 In carrying out its duties and responsibilities, the RSC shall have the following powers and authority, in accordance with the procedures to be determined by the Board and at the expense to IOIPG REIT for permitted charges under the Deed:-

(a) Investigate any matter within its TOR; or as directed by the Board.

(b) Have direct communication channels with and unrestricted access to KMP including without limitation to advices, information, records, reports, properties, and personnel (including relevant persons in-charge for risk management and sustainability functions outsourced to IOIPG) pertaining to the Manager and/or IOIPG REIT.

(c) Have the resources in order to perform its duties as set out in this TOR.

(d) Designate the Compliance Officer as the primary point of contact for risk and sustainability matters, and collaborate with the Compliance Officer to perform duties as necessary to support the RSC in discharging its function and duties.

(e) Recommend trainings for the Board on sustainability matters relevant to the Manager and IOIPG REIT's businesses.

3.2 The RSC is also authorised by the Board to obtain outside legal or other independent professional advice it considers necessary and reasonable for the performance of its duties, and approve the terms and conditions of the appointment and to invite such independent professional or external legal counsels or other advisers to attend the RSC's meetings and to brief the RSC thereof if the RSC considers this as necessary.

## 4. FUNCTION AND DUTIES

For operational efficiency, the risk management function of the Manager is outsourced to the risk management department of IOIPG ("Group Risk Management"), while the sustainability function of the Manager is also outsourced to the sustainability department of IOIPG.

In fulfilling its primary objectives, the RSC will need to undertake the following duties and responsibilities summarised below:-

### 4.1 Risk Management-related matters

(a) to conduct and periodically review the risk management framework of the Manager and IOIPG REIT, policies and guidelines, and ensure implementation and compliance of the objectives outlined in the TOR;

(b) to review and monitor financial and non-financial risks (including emerging and sustainability-related risks and opportunities);

(c) to review IOIPG REIT's risk profiles and ensure that significant risks (including emerging risks) are being addressed with appropriate actions taken in a timely manner. The RSC should also ensure that the Group Risk Management put in place the appropriate controls and mitigation actions to manage these risks;

(d) to review the adequacy of the scope, functions, competency and resources of the Group Risk Management and ensure that it has the necessary authority to carry out its work;

(e) to review the status of the implementation of management action plans in mitigating significant risks identified;

(f) to review the statement on the risk management and internal control (SORMIC) in IOIPG REIT's annual report to ensure compliance with the Listing Requirements and the REIT Guidelines;

(g) to assess significant investments by IOIPG REIT, focusing on:-

(i) evaluating associated risks such as funding options, costs, and potential returns;

(ii) providing guidance to the Board on appropriate risk response strategies to be implemented in response to investment decisions;

(iii) overseeing the effectiveness of risk mitigation measures following the approval of major investments of IOIPG REIT, relying on Management assessments, and communicates these findings to the Board for review and consideration; and

"Significant investments by IOIPG REIT" are defined as investments exceeding RM400 million. Investments falling below this threshold necessitate notification by Management for the RSC's notation.

(h) to monitor the execution or operationalisation of investments or projects, highlighting key risks to the Board as they become relevant.

**4.2 Sustainability-related matters**

(a) review the effectiveness and adequacy of IOIPG REIT's Sustainability Strategic Framework and Sustainability Policy Statement appended herein (Appendix 1 and Appendix 2 of this TOR) which includes the following, and recommend to the Board for adoption of policies and strategies:-

(i) guiding the execution of the sustainability roadmap and its strategies; and

(ii) monitoring IOIPG REIT's sustainability performance and sustainability goals and targets, including but not limited to, Economic, Environmental, Social and Governance ("EESG").

(b) review the materiality of sustainability risks and opportunities as appropriate to the materiality assessment and enterprise risk assessment, and recommend any changes on sustainability strategy to the Board;

(c) review and recommend to the Board on policy decisions in alignment with relevant international frameworks, standards, and best practices, guides, including, where applicable the United Nations ("UN") Sustainable Development Goals (SDGs), International Sustainability Standards Board (ISSB), long term science based emissions target pathway e.g. Science Based Target initiatives (SBTi), Task Force on Nature-Related Financial Disclosures (TNFD), International Labour Organisation (ILO) and UN Principles on Human Rights, among others;

(d) review and approve a summary presentation from Group sustainability, with updates prepared by each business segment, including the sustainability performance for the year and upcoming annual plan;

(e) oversee and provide guidance on stakeholder engagement efforts to ensure effective communication of IOIPG REIT's strategies, targets, and performance to both internal and external stakeholders using suitable channels;

(i) this encompasses addressing concerns regarding matters that could impact IOIPG REIT's reputation, arising from sustainability related practices as well as the Sustainability Policy Statement; and

(ii) it also involves key concerns or allegations raised by stakeholders, staying attuned to evolving public sentiments, as well as adhering to relevant national policies and government regulations;

(f) review sustainability issues arising from independent audits and assurance report;

(g) review and recommend to the Board for approval both the Sustainability Statement for IOIPG REIT's Annual Report and other public documents related to IOIPG REIT's reporting on sustainability;

(h) review the findings of the semi-annual risk management reports from IOIPG REIT's operating segments in relation to the sustainability/EESG related risks and opportunities, as per the RSC's scope of authority;

(i) evaluate Management's preparedness on climate risk mitigation and adaptation planning in relation to IOIPG REIT covering both physical and transition climate risks;

(j) receive bi-annual updates from Management on the progress towards achieving IOIPG REIT's sustainability targets;

(k) review the allocation of resources to ensure the adoption of sustainability/EESG best practices, as well as adherence to sustainability framework, policies and standards, aiming for achievement of set objectives; and

(l) review the capacity and capability of Management to implement sustainability/EESG related strategies;

### 4.3 Other Matters

(a) The RSC shall perform additional functions as directed by the Board as necessary; and

(b) The RSC may delegate any actions in furtherance of its functions to qualified individuals. Such delegation must be formally documented in the RSC's minutes, and the RSC shall retain ultimate accountability to the Board.

## 5. MEETINGS

### 5.1 Frequency and Attendance

(a) The RSC shall meet at least two (2) times a year. Additional meetings shall be scheduled as considered necessary by the RSC Chairman.

(b) The CEO, Head of Finance, Compliance Officer and the relevant persons in-charge of risk and sustainability functions shall normally be invited to attend meetings of the RSC.

(c) Other members of KMP may attend the meetings by invitation of the RSC.

(d) The RSC shall meet with the Head of Risk Management of IOIPG without executive Board members and management present at least twice a year.

### 5.2 Notice and Agenda

The Company Secretary shall issue and circulate the notice of the RSC meetings confirming the venue, time and date at least five (5) working days before each meeting to the committee members and all those who are required to attend the meeting.

### 5.3 Quorum

A quorum shall consist of a majority of Independent Non-Executive Directors and shall not be less than two (2). If the RSC Chairman is not present within fifteen (15) minutes from the appointed time of the RSC meeting, the members present shall elect one (1) of their members, who must be Independent Non-Executive Director, to chair the meeting.

### 5.4 Meeting Mode

A meeting of the RSC shall normally be conducted face-to-face to enable effective discussion; however, meeting may also be conducted via telephone conferencing, video conferencing or any other form of audio or audio-visual instantaneous communication and the participation in the meeting pursuant to this provision shall constitute presence in person at such meeting.

### 5.5 RSC Resolutions in Writing

The RSC may from time to time and if deemed appropriate, consider and approve and/or recommend relevant matters, via a Circular Resolution in writing, in lieu of formally convening a meeting. All such resolutions shall be described as “Risk and

Sustainability Committee Members' Circular Resolution in Writing", and shall be recorded by the Company Secretary in IOIPG Malaysia REIT's Minutes Book.

### 5.6 Voting

(a) All resolutions of the RSC shall be adopted by a simple majority vote, each member having one vote. In the event of an equality of votes, the Chairman shall not have a casting vote.

(b) Any RSC member who has an interest in any matters being reviewed or considered shall abstain from voting on the matter.

### 5.7 Meeting Minutes

(a) The minutes of the meeting shall be action oriented, and record the deliberations and decisions of the RSC. Minutes shall include complied Board instructions as matters arising for discussion at each RSC meeting to ensure proper follow through.

(b) The Minutes shall be distributed to RSC members and shall be confirmed by the RSC Chairman or Chairman of the meeting at which the proceedings are held or by the Chairman of the next succeeding meeting. Copies of Minutes shall be distributed to all members of the Board.

### 5.8 Reporting procedure

The RSC Chairman shall report to the Board on any matter that should be brought to the Board's attention and provide recommendations of the RSC that require the Board's approval at the Board meeting

## 6. SECRETARY

The Company Secretary shall organise and provide assistance at RSC meetings and have the following key responsibilities:-

(a) attend and ensure all RSC meetings are arranged and held accordingly;

(b) assist the RSC Chairman in planning the RSC's activities;

(c) draw up meeting agendas in consultation with the RSC Chairman and maintain the minutes;

(d) ensure structured communication channels between the Board and the RSC; and

(e) ensure proceedings of meetings are recorded and the minutes circulated in a timely manner, and reviewed by the RSC before disseminating them to the Board.

## 7. ANNUAL PERFORMANCE ASSESSMENT

The Board, through the Nomination and Remuneration Committee, shall review the composition, performance and effectiveness of the RSC and each of its members annually to ensure that the RSC has the right composition, relevant skills and expertise to effectively fulfil its roles. The review shall specifically include consideration of the following:-

(a) Frequency and timeliness of the RSC meetings.

(b) Adequacy and quality of information and materials provided to the RSC.

(c) Effectiveness of the RSC in carrying out the duties as set out in this TOR.

(d) Contribution of individual RSC member.

## 8. REVIEW OF THE TOR

The RSC shall recommend any changes to its TOR in such manner as the RSC deems appropriate to the Board for approval. The TOR shall be subject to periodic review from time to time, when necessitated, to update and reflect any changes to the Applicable Laws and Requirements.

This Terms of Reference was approved by the Board on 17 March 2026.

**Appendix 1**

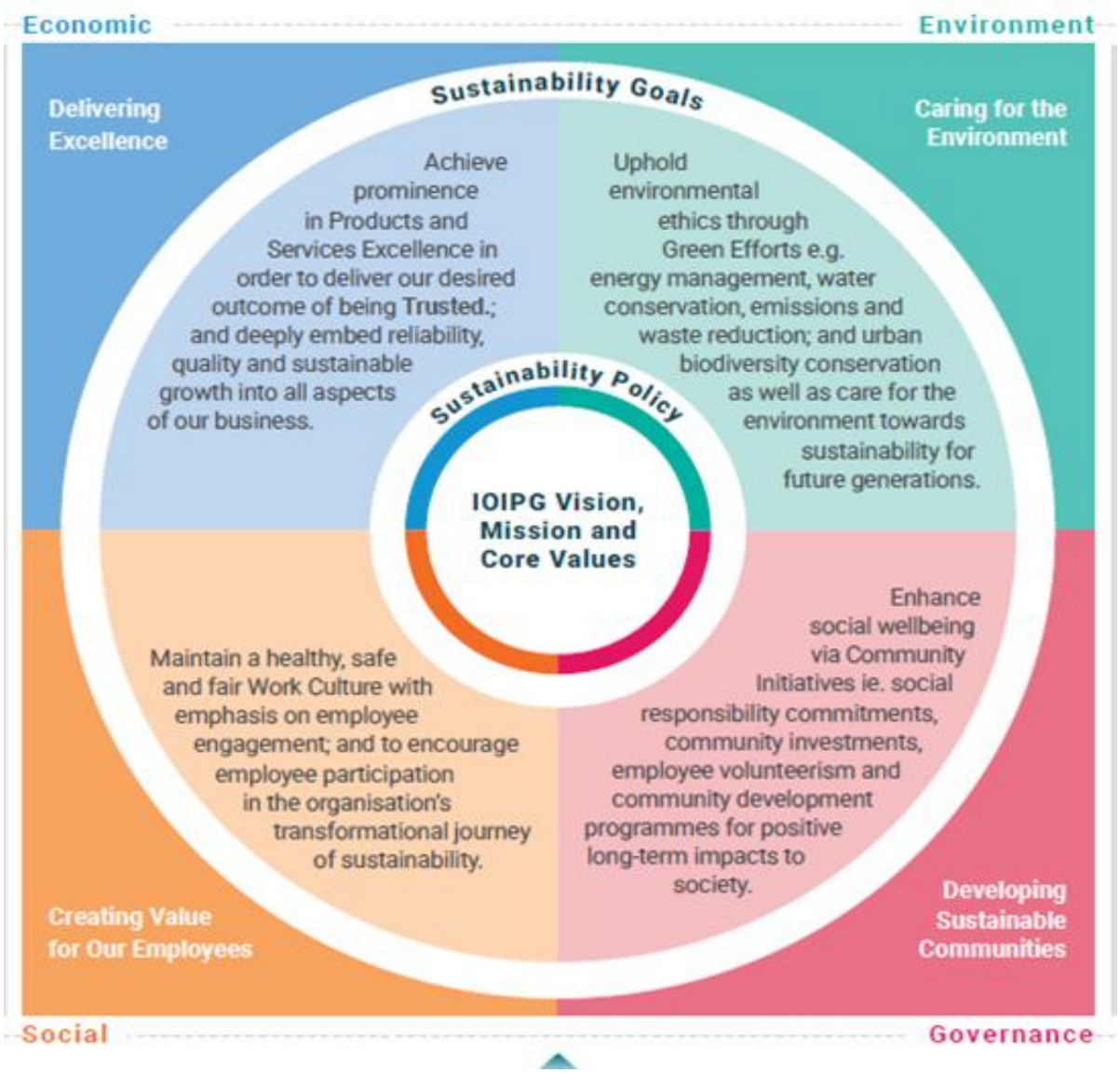
**Sustainability Strategic Framework**

Our Sustainability Strategic Framework outlines this fundamental commitment to creating a sustainable future, guided by IOIPG REIT's Vision, Mission and Core Values in building trust while we embark on a balanced journey of environmental stewardship, social responsibility, and financial integrity. The framework is further interpreted within our Sustainability Policy Statement, which acts as our business operating guideline to help mitigate risks and enhance the positive impact of our business on the economy, environment, and society.

Our sustainability objectives are four-fold:

- Delivering excellence in our product and service offerings;
- Caring for the environment through eco-conscious practices;
- Creating value for our employees via a nurturing work culture; and
- Developing sustainable communities through socially beneficial initiatives.

We aim to realise these goals by confronting key sustainability issues and crafting initiatives that resonate with our strategic sustainability themes.



**Appendix 2**

**Sustainability Commitment Statement**

IOIPG Malaysia Real Estate Investment Trust ("IOIPG Malaysia REIT") strives to be a leading entity in its business by providing products and services of superior values and by sustaining consistent long-term value creation and distribute income growth.

In line with our Vision, Mission and Core Values, we are committed to integrating sustainability and corporate responsibility into our business strategy that contributes to the society and the environment in which we operate, for the present and future generations.

We are committed to:-

(a) Delivering product and service excellence by focusing on innovative business strategies, work processes, and responsible green products that have positive impacts on the environment and society.

(b) Striving to achieve a sustainable long-term balance between preserving nature and meeting business goals by minimising negative impacts towards biodiversity and climate change.

(c) Embracing green and environmental practices that focus on energy efficiency, water conservation, material management and resource use optimisation, reduction of greenhouse gas (GHG) emissions, waste minimisation and pollution abatement.

(d) Cultivating a conducive work environment that focuses on building relations with our employees, ensuring a safe workplace and a healthy workforce, encouraging the growth of our employees, and providing fair and equal opportunity in employment for all employees.

(e) Continuing our community initiatives and delivering commitment towards community development through volunteerism programmes, philanthropic activities, and collaborative programmes.

(f) Complying with applicable legislations, standards and codes of practices including work ethics, health and safety, and labour practices.

(g) Creating awareness amongst our employees, customers and business partners on our commitment towards sustainability and encouraging them to support and participate in responsible environmental and socio-economic practices.

(h) Maintaining strong corporate governance to drive accountability and long-term value, including board oversight of sustainability matters, ethical business conduct, transparent sustainability reporting, and integration of sustainability risks and opportunities into strategic decision-making.