

**TOP GLOVE CORPORATION BHD.**

(Company No. 474423 - X)

(Incorporated in Malaysia)

**TERMS OF REFERENCE OF BOARD SUSTAINABILITY COMMITTEE**

**1. Objectives**

The Board Sustainability Committee ("BSC") is established as a Committee of the Top Glove Corporation Bhd Board of Directors ("Board") to assist the Board in fulfilling its oversight responsibilities in relation to the Top Glove Group of Companies' sustainability strategy and initiatives covering environmental, social and economical aspect as well as embedding sustainability practices into the businesses

**2. Composition of members**

The Board of Directors shall elect the BSC members from amongst themselves, consist of not less than three (3) members, a majority of whom must be independent.

The appointment of a BSC member shall automatically be terminated if the member ceases to be a Director for any reason whatsoever or as determined by the Board.

**3. Chairman**

The Chairman of the BSC shall be elected from amongst the BSC members who shall be an Independent Director. The Chairman of the BSC shall be approved by the Board of Directors.

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

**4. Secretary**

The Secretary of the BSC shall be the Secretary of the Company or a person recommended by the BSC and approved by the Board. The Secretary will attend and record all meeting proceedings.

Minutes shall be distributed to BSC members and shall be approved by the Chairman of the meeting at which the proceedings are held or by the Chairman of the next succeeding meeting.

**5. Meetings**

The BSC shall meet on semi-annually basis or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion.

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The Secretary shall on the requisition of the members of the BSC summon a meeting of the BSC except in the case of an emergency, reasonable notice of every BSC meeting shall be given in writing.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the Meeting. Other Directors, key executives and employees may attend any particular meeting by invitation of the BSC.

For good governance, each member must attend at least 50% of the meetings held within the year, failing which Board Nomination and Remuneration Committee will decide on the member's disqualification.

**5. Term of Office**

The term of office of the BSC shall be reviewed at least once every three (3) years by the Board of Directors; to review the composition, performance and effectiveness of the BSC and each of its members and to assess whether the BSC have carried out their duties in accordance with their Terms of Reference.

**6. Circular Resolution**

A resolution in writing signed or approved by letter, telex, telefax or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be described as "BSC Members' Circular Resolution(s)" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one (1) or more members.

**7. Quorum**

Two (2) members shall form a quorum.

**8. Authority**

The BSC is authorised by the Board:

- (a) to investigate any activity and perform its duties as set out in its Terms of Reference with sufficient resources be provided in undertaking its duties at the expense of the Company;
- (b) to seek other independent professional advice or outside advice as necessary; and
- (c) to be entitled to the services of a Company Secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the Company's own records and for the purposes of meeting statutory obligations, as well as

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obligations arising from the Main Market Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory requirements.

**9. Duties and Responsibilities**

The duties and responsibilities of the BSC are as follows:

- (a) To have full responsibility for reviewing the sustainability strategy and performance at the Board level.
- (b) To establish Sustainability Steering Group to ensure smooth coordination and implementation of the Sustainability Strategy. The Sustainability strategy shall include the sustainability pillars i.e. environment, social, economic & governance.
- (c) To oversee the processes, standards and strategies designed to manage social and environmental risks, covering issues such as safety, health, employment practices, community relations, human rights, etc. covering:
  - Reviews adoption and effectiveness of all sustainability related policies/standards
  - Oversee management processes to ensure compliance with policies/standards
  - Review annual periodic reports from senior management
  - Review Sustainability Statement/ Report before publishing
- (d) To provide oversight and input to management's implementation, operation and assurance of policies and standards to ensure that the Group's strategies and goals pertaining to sustainability are aligned with.
- (e) To monitor the Sustainability Key Performance Indicators of the TG Group and their implementation in accordance to the Blueprint and Roadmaps.
- (f) To drive engagement on sustainability amongst senior management of the Company, as well as mobilizing the support of the workforce through adoption of a mindset in favour of sustainability.
- (g) To perform such other functions and exercise such other powers as may be delegated to it from time to time by the Board.

Adopted by BOD on 21 March 2019.