



impliana

Hotels Berhad

Registration No. 200601021085
(740838-A)

**SUSTAINABILITY STEERING
COMMITTEE
TERMS OF REFERENCE**

(29 November 2021)

**IMPIANA HOTELS BERHAD
SUSTAINABILITY STEERING COMMITTEE
TERMS OF REFERENCE**

1. STATUS

- 1.1 The Sustainability Steering Committee (“SSC”) is a committee established under the Impiana Hotels Berhad group of companies (“Impiana Group”)
- 1.2 Sustainability Hotels/Resorts Committee (“SHRC”) is a committee established under Impiana Hotels & Resorts Management Sdn Bhd, the hotel management arm of the Impiana Group overseeing the operation of the hotels.

2. OBJECTIVE

The objective of the SSC is to support the Board in the oversight of setting sustainability strategies, priorities and approaches to ensure that the Group’s strategies, goals and principles pertaining to sustainability are aligned with, promote and encourage the Impiana Group’s commitment towards sustainability.

3. SCOPE

- 3.1 The SSC shall have oversight of the requirement for the Impiana Group to conduct its business in a responsible manner in relation to its impact to the economic, environment and social aspect. The duties of the SSC are to review the strategies, management processes, initiatives, targets and performance of the Impiana Group in the following areas: -
 - 3.1.1 Economic – supply chain, quality, customer satisfaction, safety and health, business conduct;
 - 3.1.2 Environment – towards greater planet which include water management and consumption, energy management, waste management and green initiatives;
 - 3.1.3 Workplace policies, including ethnic and gender diversity; and
 - 3.1.4 Contribute to a better society within the community that the Group operates - Corporate Social Responsibility (CSR) and human capital development.

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4. AUTHORITY

- 4.1 The Board forms the SSC with the necessary authorities to perform the duties set out in these Terms of Reference.
- 4.2 The SSC, within the scope of its assigned duties, is authorized to seek any information it requires from employees, company officials and external parties.
- 4.3 The SSC may engage advisers or otherwise obtain such independent legal or other professional services, as it requires, at the expense of the Company, with prior consent of the Board.
- 4.4 The SSC is authorized to call any employee to attend SSC meeting as and when required.

5. COMPOSITION

- 5.1 The SSC members shall be appointed by the management and endorsed by the Board.
- 5.2 The SSC shall have at least four (4) members.
- 5.3 The SSC Secretary shall be any person as the SSC may decide.
- 5.4 Members of SSC may relinquish their membership in the SSC with prior written notice to the Chairman of SSC and for the Chairman to report and update the board members.

6. QUORUM

- 6.1 A quorum of the SSC shall comprise any three (3) SSC members.
- 6.2 Member of the SSC may attend the meeting in person or participate by other means, including tele-conference or video conference.

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7. CHAIRMAN

SSC will be chaired by the Chief Operating Officer to formulate sustainability policies and drive the sustainability efforts and initiatives while ensuring consistency with the Group's sustainability strategy and business strategy.

8. MEETING AND MINUTES

- 8.1 The SSC shall meet at least once every quarter and at such other times as it deems necessary.
- 8.2 The Minutes of each meeting shall be made available to the Board for notation.

9. NOTICE OF MEETINGS

The Secretary shall send notice to all SSC members, any other persons by the SSC's invitation, no later than seven (7) days before the date of the meeting.

10. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the SSC are as follows: -

- 10.1 Recommending to the Board, the Company's strategies, targets, policies and roadmap pertaining to sustainability.
- 10.2 Reviewing the effectiveness of strategies, targets, policies and roadmaps pertaining to sustainability.
- 10.3 Monitoring the adequacy of resource allocated in achieving compliance with strategies, targets, policies and roadmaps pertaining to sustainability.
- 10.4 Advising the Board on the Company's risk appetite, tolerance and strategy with respect to sustainability risks, and ensuring potentially catastrophic sustainability risks are captured and considered in the Company's risk profile.

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- 10.5 Monitoring the overall management of stakeholder engagement and its outcomes, including ensuring mechanisms for sustainability-related grievances are in place.
- 10.6 Performing the following in relation to the Sustainability Hotel/Resort Committee (“SHRC”):
- a) Reviewing and the roadmap and strategies pertaining sustainability prepared by the SHRC;
 - b) Reviewing the status updates prepared by SHRC on the implementation and progress against targets; and
 - c) Reviewing timely reports on fatalities and serious safety and health and other sustainability-related incidents within the Company;
 - d) Reviewing the corporate social responsibility programs and activities.
- 10.7 Assessing, reviewing and recommending to the Board for approval the Company’s annual sustainability reports or other public documents related to sustainability.

11. REPORTING PROCEDURES

- 11.1 The Chairman of the SSC shall report to the Board on half-yearly basis, on its work in discharging its responsibilities during the year and the outcomes of its formal annual evaluation.
- 11.2 The SSC will review and approve a summary report prepared by the management each year describing the SSC’s work during that year and an annual plan for the upcoming year’s activities, for inclusion in IHB’s annual report.

12. DELEGATION

- 12.1 The SSC may sub-delegate any or all of its powers and authority as it thinks fit, including, without limitation the establishment of sub-committees from each party to analyze particular issues or themes and to report back to the SSC.

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12.2 Where appropriate to ensure the ongoing operating efficiency of the SSC, the SSC may delegate responsibility to the Chairman of the SSC to execute decisions on its behalf. In these instances, the Chairman of the SSC would, where appropriate, solicit the views of fellow SSC members.

13. DECISION

Questions arising at any meeting shall be decided by majority of votes. In case of equality of votes, the Chairman shall have a second or casting vote.

14. REVIEW OF THE TERMS OF REFERENCE

14.1 The Terms of Reference shall be assessed reviewed and updated by the SSC and shall recommend any changes to its terms of reference in such manner as the SSC deems appropriate to the Board for approval. These changes may apply based on and subject to but not limited to:

- a) Changes to the Malaysian Code on Corporate Governance (MCCG);
- b) Bursa Securities' Main Market Listing Requirements (MMLR)
- c) any other regulatory requirements; or
- d) Changes to the direction or strategies of Impiana Group

14.2 The Terms of Reference is made available for reference on the Company's website at www.impianaberhad.com