

**RE SUSTAINABILITY LIMITED
(RISK MANAGEMENT COMMITTEE CHARTER)**

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1. OBJECTIVE

The objective of the Risk Management Committee of the Board of Directors of the Company is to assist the Board of Directors in fulfilling its responsibilities with regard to:

- Identification, evaluation and mitigation of strategic, operational, and external environment risks.
- Monitoring and approving the risk management framework and associated practices of the Company.

2. RISK MANAGEMENT GOVERNANCE

The Risk Management Governance of the Company consists of:

- (a) The Board;
- (b) The Audit Committee; and
- (c) The Risk Management Committee ("**Committee**") – which will carry out the functions as set out in paragraph 4 below.

3. RISK MANAGEMENT COMMITTEE

- **Composition:** The Risk Management Committee shall be –
 - a) appointed by and will serve at the discretion of the Board
 - b) shall consist of no fewer than three members.
 - c) The Chairman shall be a member of the Board.
- **Term:** Term of the Committee shall be continued unless terminated by the Board.

4. MEMBERSHIP

- In accordance with the Act and the Charter, the Committee shall comprise atleast of 3 (three) members, as follows:
 - (a) Independent Director of the Company - Chairman
 - (b) Chief Financial officer of the Company
 - (c) Chief Compliance Officer of the Company
 - (d) Chief Executive Officer
 - (e) Managing Director
- **Nomination Right:** The Investor (*as defined in the Articles*) may, at its sole discretion at any time, serve a written notice to the Board seeking the appointment of 1 (one) or more persons who in the opinion of the Investor will contribute to the deliberations of the Committee. Immediately upon the service of such a notice to the Board, such individuals shall be deemed to have become the members of the Committee
- **Invitees:** The Committee may invite such of the executives, as it considers appropriate to be present at the meetings of the Committee.
- **Quorum:** Minimum 3 (three) members shall constitute a quorum for the Committee meeting.

- **Meetings:** The meeting of the Committee shall be held at least once in a year or at such regular intervals as may be determined by the Committee.
- **Minutes:** The Company Secretary shall act as the Secretary to the Committee Meetings. The Secretary will keep adequate minutes of the proceedings and report on actions taken in the subsequent meeting. Proceedings of all meetings must be minuted and signed by the Chairperson of the Committee within 30 days of the meeting or at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

5. RESPONSIBILITIES AND AUTHORITY OF RISK MANAGEMENT COMMITTEE

The role and responsibilities of the Risk Management Committee shall include such other items as may be prescribed by applicable law or the Board in compliance with applicable law, from time to time including providing assistance to the Board in fulfilling its governance oversight and risk management responsibilities.

The duties and responsibilities of the Committee shall, inter alia, be to:

- (i) Review and approve the Enterprise Risk Management Framework of the Company.
- (ii) Identify, assess, mitigate and monitor the existing as well as potential risks to the Company, to recommend the strategies to the Board to overcome them and review key leading indicators in this regard.
- (iii) Periodically assess risks to the effective execution of business strategy
- (iv) Develop and implement action plans to mitigate the risks
- (v) Review the risk identification and management process developed by management to confirm it is consistent with the Company's strategy and business plan
- (vi) Periodically review the risk management processes and practices of the Company and ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both on-going and new business activities.
- (vii) Evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and on-going activities such as business continuity planning and disaster recovery planning & testing).
- (viii) Recommend to the audit committee and other committees of the Board in relation to the evaluation of the internal financial controls and risk management systems.

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- (ix) Oversee at such intervals as may be necessary, the adequacy of Company's resources to perform its risk management responsibilities and achieve its objectives.
- (x) Recommend the Board on the risk management and minimization procedures in the Company.
- (xi) Perform such other activities related to Risk Management Plan as requested by the Board or to address issues related to any significant subject within its term(s) of reference.
- (xii) Shall have access to any internal information necessary to fulfil its oversight role. Also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

6. OTHERS

- (i) The Risk Management Committee shall review and reassess the adequacy of this Charter as and when it may be required and recommend any proposed changes to the Board for approval.
- (ii) The Board may review the performance of the Risk Management Committee as and when deemed necessary.