

CIM FINANCIAL SERVICES LTD ('CFSL')
ESG Committee ('ESGC')
Terms of Reference

1. Objective

1.1. The objective of the ESGC is to:

- 1.1.1 assist the Corporate Governance and Conduct Review Committee (CGCRC) of CFSL with the performance of its duties by defining and monitoring strategies, policies, and practices related to Environmental, Social, and Governance (ESG) issues within the Scope of the Committee to enable CFSL to integrate relevant ESG considerations into its business operations and strategic decision-making; and
- 1.1.2 assist on such other matters related to ESG as may be referred to it by the Board and ensures that all stakeholders receive appropriate information about CFSL's ESG activities.

2. Scope

2.1. The ESGC is to:

- 2.1.1 develop and recommend to the Board, the proposed ESG strategies, framework and policies;
- 2.1.2 oversee the implementation of ESG initiatives and monitor their effectiveness;
- 2.1.3 ensure compliance with ESG related laws, regulations, and standards;
- 2.1.4 monitor how the ESG strategy's ongoing implementation compares to ESG strategies adopted by competitors, the expectations of regulators, and more general ESG trends;
- 2.1.5 review and assess ESG risks and opportunities;
- 2.1.6 provide guidance on ESG reporting and disclosures;
- 2.1.7 promote ESG awareness and integration within the organisation;
- 2.1.8 have oversight of how the ESG Strategy is communicated internally and externally; and
- 2.1.9 review the results of any assessments or independent audits of the Group's performance in relation to ESG matters and Management's response in relation thereto.

3. Membership and Composition

- 3.1. The ESGC shall consist of a minimum of three (3) and a maximum of six (6) members made up of at least one (1) Non-Executive Director, one (1) Independent Non-Executive Director and one (1) Executive Director.
- 3.2. The Board shall appoint the Chairperson of the ESGC. In the absence of the Chairperson of the ESGC, the members of the ESGC shall elect a chairperson amongst the non-executive directors present at the meeting to chair the meeting.
- 3.3. Any Board director shall have a standing invitation to join any meeting of the ESGC.
- 3.4. The members of the ESGC shall be remunerated on the same basis as for fees paid for other Board committees.
- 3.5. At least three (3) members of CFSL's Management's Team as well as the ESG Manager shall be permanent attendees to the meeting of the Committee. The Chairperson of the Committee may request other persons to attend for all or part of any committee meeting, as and when appropriate.

4. Committee administration

- 4.1. Meetings of the ESGC will be held on a quarterly basis.
- 4.2. The Chairman of the ESGC may call a meeting at any other time. The Chairperson may also convene a meeting upon the request of any Committee member who considers it necessary.
- 4.3. The notice of each meeting of the ESGC confirming the venue, time and date and enclosing an agenda of items to be discussed shall, other than under exceptional circumstances, be forwarded to each member of the Committee not less than five working days prior to the date of the meeting.

5. Secretary

- 5.1. The Company Secretary of the Company shall be the Company Secretary of the ESGC.

6. Delegation of Authority

- 6.1. The ESGC shall have the authority to appoint external advisors at CFSL's expense, as it determines to be reasonable to enable it to discharge the Committee's responsibilities, provided the total fees payable to such advisors do not exceed 5% of the value of the project on which it needs advisory support.

First version adopted by the ESGC on: 03 December 2024

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