GENTING BERHAD
Registration No. 196801000315 (7916-A)

RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE

TERMS OF REFERENCE

1. Purpose

The Risk Management and Sustainability Committee ("Committee") serves as a committee of the Board to assist the Board to carry out the responsibility of overseeing Genting Berhad's risk management framework and sustainability matters.

In these Terms of Reference, Genting Berhad ("Company") and its principal operating subsidiaries are collectively referred to as the "Group". The principal operating subsidiaries comprise Genting Malaysia Berhad, Genting Plantations Berhad, Genting Singapore Limited, Genting Energy Limited and Resorts World Las Vegas LLC.

The Committee's oversight of risk management shall apply to the Company and its unlisted principal operating subsidiaries, namely Genting Energy Limited and Resorts World Las Vegas LLC.

The Committee's oversight of sustainability matters shall be exercised at the Group level and shall include the review of the Group's sustainability strategy, material sustainability-related risks and opportunities, sustainability performance and disclosures; while recognising the responsibilities of the boards of directors of the Group's listed subsidiaries, namely Genting Malaysia Berhad, Genting Plantations Berhad and Genting Singapore Limited, for their respective sustainability governance and reporting.

The Committee shall receive periodic reports from Management on material risk management and sustainability matters within its scope of oversight and make such recommendations to the Board as it considers appropriate.

2. Composition

(a) The Committee shall be appointed by the Board from amongst the Directors, excluding Alternate Directors; and shall consist of not less than three members, all of whom are Independent Directors.

(b) The Chairman of the Committee shall be elected by the members of the Committee.

3. Authority

The Committee is granted the authority to carry out any activity of the Company and the Group in relation to its functions, and all employees are directed to co-operate as requested by members of the Committee. The Committee is empowered to obtain independent professional or other advice and retain persons having special competence as necessary to assist the Committee in fulfilling its responsibilities.

The Committee shall consider, review and/or make recommendations to the Board in relation to the functions delegated by the Board from time to time.

4. Responsibilities

The Committee is responsible to the Board for overseeing the Company's risk management and sustainability governance frameworks, including the identification, assessment, management and monitoring of material risks and sustainability-related risks and opportunities.

This includes reviewing the effectiveness of risk management processes, overseeing company-wide risk assessments, monitoring key risks and providing oversight of sustainability strategies, performance reporting and disclosures.

5. Functions

A. Risk Management

The Committee shall:

(a) in relation to the Company and its unlisted principal operating subsidiaries:

- i) review and recommend for the Board's approval their risk management framework, policies, strategies, key risk indicators, risk appetite and risk tolerance levels and proposed changes;
- ii) oversee the effectiveness and adequacy of their risk management framework and risk management processes to identify, assess, manage and monitor key business risks; and
- iii) deliberate on their strategic risks, key operating risks and emerging risks, and ensure the effectiveness of mitigating measures to manage these risks;

(b) review and ensure that appropriate actions are taken in a timely manner when risks are outside tolerable levels;

(c) assess the effectiveness of mitigation plans and monitor the implementation of these mitigation plans;

(d) oversee Management's risk management activities, including through the review of periodic reports on the Company's and the Group's risk exposures and the action plans established to mitigate significant risks identified;

(e) obtain external professional advice and assistance to enable it to discharge its duties as it considers appropriate;

(f) seek assurance on the effectiveness of risk management functions from the internal and external auditors;

(g) review the Statement on Risk Management and Internal Control in the Company’s Annual Report to ensure that the relevant information as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad is disclosed;

(h) review matters referred to the Committee as set out in the Whistleblower Policy;

(i) review the measures put in place to prevent employees and/or associated persons from undertaking corrupt practices in relation to the Company’s or the Group’s business activities; and

(j) act on any other matters as may be directed by the Board.

B. Sustainability

The Committee shall:

(a) review and oversee the Company’s sustainability strategy, priorities, policies and governance framework, ensuring alignment with the Group's business strategy and long-term resilience;

(b) oversee the identification, assessment, prioritisation and monitoring of material sustainability-related risks and opportunities, including climate-related risks and opportunities;

(c) review and monitor the adequacy and effectiveness of Management's action plans, mitigation measures, internal controls, metrics and targets to manage material sustainability-related risks and opportunities, including climate-related risks and opportunities;

(d) consider the findings and recommendations arising from sustainability-related reviews, audits and assurance engagements conducted by the internal auditor, external auditor and/or independent assurance provider;

(e) review and recommend to the Board for approval, the sustainability-related disclosures in the Integrated Annual Report, Sustainability Report and other public disclosures and oversee compliance with applicable regulatory and reporting requirements; and

(f) perform such other functions relating to sustainability matters as may be directed by the Board.

6. Meetings

(a) The Committee is to meet at least once every quarter and additional meetings may be called as and when deemed necessary.

(b) In order to form a quorum for any meeting of the Committee, a majority of members of the Committee must be present at the meeting.

(c) The meetings and proceedings of the Committee are governed by the provisions of the Constitution of the Company regulating the meetings and proceedings of the Board, where applicable.

(d) The Chief Executive and President, Chief Financial Officer, Head of Internal Audit, Head of Risk Management and Vice President of Corporate Sustainability and Communications as well as other relevant members of the Management shall attend meetings of the Committee. The presence of a representative of the external auditors shall be requested, if required.

(e) The Chairman of the Committee will report and update the Board on significant issues and concerns discussed and where appropriate, make the necessary recommendations to the Board.

7. Secretary and Minutes

The Secretary of the Committee shall be the Company Secretary. Minutes of each meeting shall be prepared and sent to the Committee members, and the Company's Directors who are not members of the Committee.

These Terms of Reference were adopted by the Board in August 2026 and shall be reviewed annually.