

Sustainability and Risk Management Committee Charter

(As approved by the Board of Directors Meeting No. 4/2013 dated August 8, 2013)

Revision 4

(As approved by the Board of Directors Meeting No. 4/2023 dated August 15, 2023)

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CHARTER

Sustainability and Risk Management Committee

1. PURPOSE

The Sustainability and Risk Management Committee (“Committee”) is a committee of the Board of Directors (“Board”) which aims to ensure that the Company’s economic, social and environment interests are an integral part of its conduct and its business strategy.

2. COMPOSITION and APPOINTMENT

The Board appoints the Committee members. The Committee may consist of both independent directors and non-independent (executive or non-executive) directors; however, there shall be a minimum of two (2) independent directors. If for any reason a Committee member who is an independent director vacates office (per paragraph 5) and the Committee is reduced to less than two (2) independent directors, the Board shall appoint a replacement to fill the vacancy within three (3) months of the date of vacancy to ensure continuity of the Committee’s work.

a. Committee Chairperson

The Board appoints a member of the Committee to be Chairperson.

b. Committee Secretary

The Chairperson shall appoint a Secretary to the Committee whose responsibilities are summoning meetings, coordinating and preparing the agenda, preparing and delivering supporting meeting documents to Members, recording and safeguarding minutes of meetings and performing other matters deemed necessary by the Committee.

3. QUALIFICATION

A Committee member must be a member of the Board and possess sufficient knowledge and experience of sustainability and risk management to fulfill the responsibilities of the Committee.

4. TERM OF SERVICE

The term of service of a Committee member shall be three (3) years from the date of appointment. A Committee member may be re-appointed for additional term(s) by the Board.

5. VACATING OFFICE

Vacating office means terminating membership in the Committee. Vacating office may result from death or retirement/resignation/removal from the Board or resignation from the Committee only.

In the case that any Committee member wishes to resign from the Committee before the expiration of term of service, the member should provide a written notice to the company at least one (1) month in advance of the resignation date.

6. RESPONSIBILITY and AUTHORITY

The following responsibilities and authority are assigned and granted to the Committee:

a. Sustainability Strategy

- Evaluates and recommends to the board for approval the Company's sustainability priorities for Recycling, Climate, Decarbonization, EHS, Human Capital Development, Human Rights, Ethical Business Practices, Corporate Social Responsibility, etc.

b. Sustainability Indices and Metrics

- Monitors the Company's performance against selected external sustainability indices (e.g. alignment to UN's Sustainable Development Goals) and internal metrics.

c. Diversity

- Reviews the Company's diversity and inclusion management and employee health and wellbeing.

d. Stakeholder Engagement

- Reviews the Company's significant stakeholders and their material interests and review emerging trends in ESG and sustainability.

e. Risk Management

- Evaluates and determines risk policies, strategies, practices and ensures the adequacy of processes and procedures in place to monitor and manage risks.
- Monitors key risk areas of strategic risk, business risk, operational risk and emerging risk.

f. Self-Evaluation

- Conducts an annual self-evaluation assessment to determine the extent to which the Committee is performing in accordance with its charter. Enact measures where necessary to improve efficiency and effectiveness in the workings of the Committee.

g. Reporting

- Updates the Board on material issues and decisions arising from Committee meetings. This may be done by the chairperson or its designate
- Prepares an annual report, signed by the chairperson, summarizing the activities and achievements of the Committee for the Company's Annual Report

h. Charter Review

- Reviews the Committee's charter to ensure its relevance and its alignment with Board expectations. Presents proposed amendments to the Board for approval.

i. Other Authority

The Committee may perform further duties consistent with this Charter or which may be specifically assigned by the Board. To help facilitate matters the Committee is also authorized to:

- Seek information from any Indorama Management Council (IMC) member for the purpose of fulfilling its duties.
- Form and delegate authority to sub-committees comprising of one or more members of the Committee and/or senior leadership if deemed by the Committee as appropriate.
- Investigate any matter within the scope of its charter using at the Company's expense resources from within the Company or from external sources as the Committee deems necessary.

7. MEETINGS

Committee meetings shall be held at least two (2) times per calendar year. The Chairman of the Committee may convene additional meetings when necessary.

a. Attendance

Committee members shall endeavor to attend every Committee meeting. Participation may be in person or remotely via electronic communication. If the latter case, the methods, means and protocols shall comply with the electronic meeting law – Royal Decree on Teleconferences through Electronic Means - effective April 19, 2020.

b. Quorum

The quorum for a meeting shall be a simple majority of the total number of members in the Committee. A meeting may be duly convened when a quorum is formed.

c. Voting

Decisions on matters will be determined by a simple majority. In the event that there is a tie vote on a matter, the Chairperson does not have the authority to break the tie. In such case, the matter will be taken to the Board for a decisive vote.

d. Agenda

The agenda of each meeting should be clearly determined in advance. Documents supporting the meeting should be delivered to the Committee members within a reasonable period in advance allowing members sufficient time to review the matters and if necessary to request additional supporting information.

e. Minutes

The Secretary to the Committee is responsible for recording and preparing the draft of the proceedings of Committee meetings. The draft of meeting minutes shall be prepared for review and distributed to members of the Committee within one month of that meeting's date. The approval of these minutes shall be an agenda item at the next Committee meeting.