

INDORAMA VENTURES PCL

SUSTAINABILITY AND RISK MANAGEMENT COMMITTEE CHARTER

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

Revision 1

(As approved by the Board of Directors Meeting No.5/2015 dated August 7, 2015)

Preamble

Indorama Ventures and all of its subsidiaries and associates (the “Company”) believe that to sustain and grow stakeholder value over the long term it must actively consider the economic, environmental, and social contexts in which it operates as well as effectively manage the uncertainties and risks associated with its performance.

Purpose:

- To evaluate and advise the Board on significant strategic activities and policies regarding sustainability practices and initiatives. In addition it shall aid management in establishing sustainability goals and strategy.
- To evaluate and advise the Board on significant risks and uncertainties that could impact sustainable profitable growth. In addition it shall aid management in embedding a prudent “risk culture” throughout the organization.

Composition:

- The members of the Sustainability and Risks Management Committee (the “Committee”) are appointed by the Board of Directors.
- The committee shall consist of such number of members, as may be appointed by the Board of Directors from time to time, out of whom at least two (2) members must be independent directors.
- The chairperson of the committee shall be the Group Chief Executive Officer or alternatively a designate of the Board.
- The term of office of the Members of the Committee shall be two years, with the possibility of reappointment after the expiry of their term.
- A member of the Committee may resign from the Committee before the expiry of the term. The Board may decide to appoint a new member to fill the vacancy.
- The Committee may form sub committees such as Sustainability and Risk Management Business Core Committees and Plant Level Committees representing all business segments and plants, Innovation Councils representing the research and development, innovation of respective business segments, Corporate Social Responsibility Committee to take up corporate social responsibility and philanthropic activities of the Company.

Meetings:

- The Committee shall meet with such frequency and at such intervals as it shall determine necessary to carry out its duties and responsibilities, but in any case, at least two times per year.
- Quorum: The quorum for a meeting of the Committee will be a simple majority of the full Committee.
- The Committee may extend an invitation to persons who are not Members of the Committee to attend all or part of any meeting which it considers appropriate.
- The Committee may delegate its authority to a subcommittee or to such other person that the Committee determines is appropriate.
- The Sustainability and Risk Management Business Core Committees and Sub-Committees at the Plant or Regional level shall meet at least four times annually, and more frequently as they deem necessary.

Duties and Responsibilities:

The Committee shall have the following duties and responsibilities:

1. **Sustainability Goals and Strategy:** Ensure alignment between the management and the Board on the Company's Sustainability goals and strategy.
2. **Risk Management:**
 - To review the Company's overall risk exposure and apprise the Board of risks with potentially significant impact.
 - To ensure robust processes, procedures and policies are in place.
3. **Report to the Board.** Report to the Board on a periodic basis on the activities of the Committee.
4. **Annual Self-Evaluation:** The Committee shall evaluate its performance on an annual basis by reference to this charter and current best practices.
5. **Review of this Charter:** The Committee's Charter shall be reviewed periodically and updated as required with the consent of the Board.
6. **Other Delegated Responsibilities:** Perform such other duties and responsibilities as may be delegated to the Committee from time to time by the Board.

Authority of the Committee:

The Committee is authorised:

- To seek any information it requires in order to perform its duties, from any employee of the Company; and
- To obtain, at the Company's expense, external legal or other professional advice on any matter within its Charter.