

TANMIAH FOOD COMPANY



Environmental, Social and Governance Committee Charter

The Environmental, Social and Governance (ESG) Committee (the “ESG Committee” or “the Committee”) of Tanmiah Food Company (the “Company” or “TFC”) has been established by the authority of the Company’s Board of Directors (the “Board”) and shall operate in accordance with this Charter (the “Charter”).

1. Objective

The purpose of the Committee is to assist the Board in fulfilling oversight responsibilities, and performing the duties, responsibilities and authorities described in this Charter.

The Committee shall also assist the Board in promoting the long-term sustainability of the Company. TFC strategy is centered around a sustainability framework that outlines TFC’s vision in relation to the environment, health and safety, corporate social responsibility, philanthropy, corporate governance, reputation, ethics, diversity, equity, inclusion, community development, among other things.

The Committee aims to:

1. Develop an ESG strategy and define ESG priorities and objectives with the goal of further integrating sustainability into the Company’s strategy and operations;
2. Oversee the implementation of the Company’s ESG strategy and key initiatives;
3. Assist the Board in identifying and managing ESG-related risks and opportunities;
4. Monitor the Company’s ESG performance, compliance and external ratings;
5. Assist the Board with oversight of the Company’s ESG disclosures and monitor compliance with international best practices;
6. Monitor the effectiveness of the Company’s internal controls and ESG reporting systems; and
7. Improve the understanding of ESG among the Board and Company executives.

1.1 Environment

The increased focus on sustainable development, climate change, and the transition to a more sustainable and low carbon economy has led to a rapid and increased demand for a transparent and comprehensive approach to environmental governance, management, and reporting.

The Committee shall develop an ESG strategy to help TFC achieve its mission, long-term environmental goals and net-zero targets in alignment with the Nature Positive Framework of the

Company. The Committee shall help, lead, and inspire business teams and Company leadership to drive environmental strategies.

The Committee shall develop and review environmental solutions for TFC that appropriately consider available data, existing constraints, competition, strategic priorities, and consequences clearly connecting solutions to the environment and business needs.

1.2 Social

TFC takes its responsibilities towards its internal and external stakeholders very seriously. This includes employees, the communities in which TFC operates, customers, suppliers, shareholders, and others. The Committee shall oversee the enhancement of TFC's social impact and the protection of fairness, equality, and respect for all in the workplace.

As a food company, our responsibility focuses on areas where we can have the biggest impact including:

1. Promoting healthy foods, healthy eating habits, and good nutrition;
2. Safeguarding workers' health and safety;
3. Promoting sustainable and ethical sourcing;
4. Maintaining and improving food safety standards;
5. Promoting community engagement and contributing to food security; and
6. Safeguarding diversity, equity and inclusion.

The Committee shall oversee and support stakeholder engagement in these key areas and other areas relevant to TFC.

1.3 Governance

The Committee shall set up guidelines and strict governance structures to continuously enhance corporate governance, business ethics, anti-bribery and anti-corruption mechanisms, commercial and product governance, data privacy and security, among other areas. The Committee shall ensure compliance of the Company's governance structures with local laws and best practices.

2. Organization and Membership

1. The Committee shall be composed of at least three and no more than 5 members consisting of members of the Board, executives of TFC and external subject matter experts.
2. The terms of service of the Committee members shall not exceed three years and may not exceed their respective terms of service on the Board or as TFC executives.

3. The Board shall appoint the Committee members and the Chairperson of the Committee, who shall preside over the meetings of the Committee. The Chairperson (or his/her delegate from amongst the members of the Committee) shall attend all meetings of the General Assembly to address any questions raised by the Company's shareholders. The term of service of the Chairperson shall coincide with his/her term of service as a member of the Committee.
4. The Committee shall appoint, from amongst the members of the Committee or others, a secretary to the Committee (the "Secretary") who shall attend all meetings of the Committee and record the minutes and resolutions of the Committee. The term of service of the Secretary shall be specified by the members of the Committee. If the Secretary is also a member of the Committee, his/her term of service as Secretary shall not exceed his/her term of service as a member of the Committee. The Secretary shall be subject to removal at any time by the members with or without reason.
5. All members shall be subject to removal at any time by the Board. In the event membership of any member is terminated for any reason prior to the expiry of that member's term, the Board shall appoint a replacement member as soon as practical. The term of service of such replacement member shall extend to the term of service of his/her predecessor.
6. The Capital Market Authority shall be notified of the name, position, and independence status of each member of the Committee, and any changes thereto, within a period of five (5) business days from the date on which a member is appointed or removed, or a change in any of the foregoing occurs.

3. Meetings and Proceedings

1. The Committee shall convene quarterly to improve the Company's ESG performance, incorporate best practices and drive responsible management of ESG. Additional meetings may be held from time to time and may be convened at the request of the Board or any of the members of the Committee.
2. A meeting of the Committee shall be convened by written notice being given by the Secretary at the request of the Chairperson to each member (and invitee, as appropriate) not less than five (5) business days prior to the date set for the meeting, except in cases of urgency, when a meeting may be convened on shorter notice upon approval by a majority of the members. The notice shall include the date, time and location of the meeting and shall be accompanied by a meeting agenda and appropriate briefing materials. The Committee shall meet at such times and places as it deems necessary to fulfil its responsibilities.
3. The meetings of the Committee may be convened in person, by telephone or video teleconference, or by any other method approved by the Committee and which allows the members to effectively communicate, deliberate and engage.
4. Only members of the Committee and the Secretary will be entitled to attend meetings of the Committee. However, others may attend such meetings at the invitation of the Committee.

5. For meetings of the Committee to reach quorum, a majority of the members must be present. All decisions and actions of the Committee shall be approved by a resolution passed by the affirmative vote of the majority of the members attending the meeting of the Committee at which the resolution is approved. The Chairperson shall have a casting vote in the event of a tie. No member shall be entitled to vote on any matter in which he/she has a direct or indirect interest.
6. In the absence of the Chairperson, and an appointed deputy, the remaining members present shall elect, from amongst themselves, a member to chair the meeting from those who would qualify under this Charter to be appointed to that position.
7. The Committee may adopt resolutions by circulating the proposed resolutions in writing or in electronic format to all the members for their approval and signature (and a scanned copy of the member's signature will be deemed to constitute an acceptable form thereof). Written resolutions shall be passed with the approval of the majority of the members, with the Chairperson having a casting vote in the event of a tie.
8. Within five (5) days following the conclusion of each meeting of the Committee or the adoption of a written resolution, the Secretary shall distribute the draft meeting minutes and/or the resolutions of the Committee to the Chairperson and each member of the Committee. In the absence of any comments or observations thereon, the minutes of meeting shall be signed by the Secretary and all members present at the relevant meeting. The Chairperson of the Committee shall provide updates on the progress and challenges of the Committee at every Board meeting.

4. Scope of Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. The Committee shall oversee the implementation of initiatives that maximize the positive impact of the Company and create value for the business and its stakeholders in alignment with TFC's sustainability framework;
2. The Committee shall work with Company executives to integrate ESG into the Company's strategies, operations, policies, and procedures;
3. The Committee shall generate synergies between TFC ESG strategy and national and international best practices;
4. The Committee shall recommend improvements to policies, procedures, and capabilities to improve the Company's ESG performance and external ratings;
5. The Committee shall review progress against stated ESG targets and monitor the Company's implementation of ESG plans and key initiatives;
6. The Committee shall assist in overseeing internal and external communications with employees, investors, customers, and other stakeholders regarding the Company's current ESG performance and future plans, including by coordinating and reviewing, as appropriate, draft

responses, reports or other disclosures to stakeholders;

6. The Committee shall oversee the Company's public disclosure on ESG and its consistency thereof, including reviewing any ESG reports;
7. The Committee shall ensure that ESG reporting is done according to international standards and in alignment with relevant international requirements;
9. The Committee will assist in monitoring and reviewing, as appropriate, any significant examination or audit by external auditors, regulators and key rating agencies;
10. The Committee will coordinate with other Board Committees, if and where applicable, its approach to overlapping issues, such as reporting on ESG-related risks in coordination with the Audit Committee, or setting ESG targets in the Company's incentive plans in alignment with the Compensation and Nominating Committee.

5. Authorities

The Committee shall have the authority necessary to perform its duties and responsibilities. In particular, the Committee shall have:

1. Unrestricted access to all documents and records of the Company that are necessary for the Committee to perform its duties and responsibilities;
2. Unrestricted access to the management and employees of the Company (including directors and executive officers), all of whom shall cooperate fully with the Committee and shall answer promptly and fully any questions raised by the Committee;
3. The right to establish subcommittees consisting of one or more members to carry out such duties as the Committee may delegate and as are permitted pursuant to this Charter;
4. The right to appoint, retain, and terminate outside counsel, advisor, or other specialists to advise or assist the Committee, as necessary (any appointment, including the name of the retained party and any relations it has with the Company or its executive management, shall be recorded in the relevant minutes of meeting of the Committee); and
5. The right to undertake any other actions that the Committee reasonably considers necessary to satisfactorily perform its duties and responsibilities and satisfy its obligations under this Charter.

6. Remuneration

Any remuneration to be granted to the members of the Committee shall be in accordance with the Company's Board and Committees Remuneration Policy.

7. Entry of Effect and Review

1. This Charter shall be adopted by a resolution of the Board, following a recommendation from the Nomination and Compensation Committee, and shall enter into effect from the date on which it is approved by the Board.
2. The Committee shall periodically review the provisions of this Charter and recommend any amendments thereto to the Board.
3. Any amendments to this Charter shall be adopted in the same manner in which this Charter was adopted.

8. Reporting and Delegation

The Committee Chairperson will regularly report to the Board on all matters within the duties and responsibilities of the Committee. Updates may also include report on progress, developments, recommendations, and resolutions.

The Committee shall prepare an annual report assessing the adequacy of the Company's internal ESG reporting mechanisms, management of identified ESG risks, and its recommendations in respect thereof, as well as the tasks undertaken by the Committee within its competence and future plans to ensure consistent progress against stated ESG targets.

The Committee may be asked to provide input for communications with TFC investors regarding ESG. ESG communication through quarterly financial reports, TFC Annual Reports and Annual ESG Reports are meant to provide investors with information that is relevant for them to assess the ESG performance of the Company.