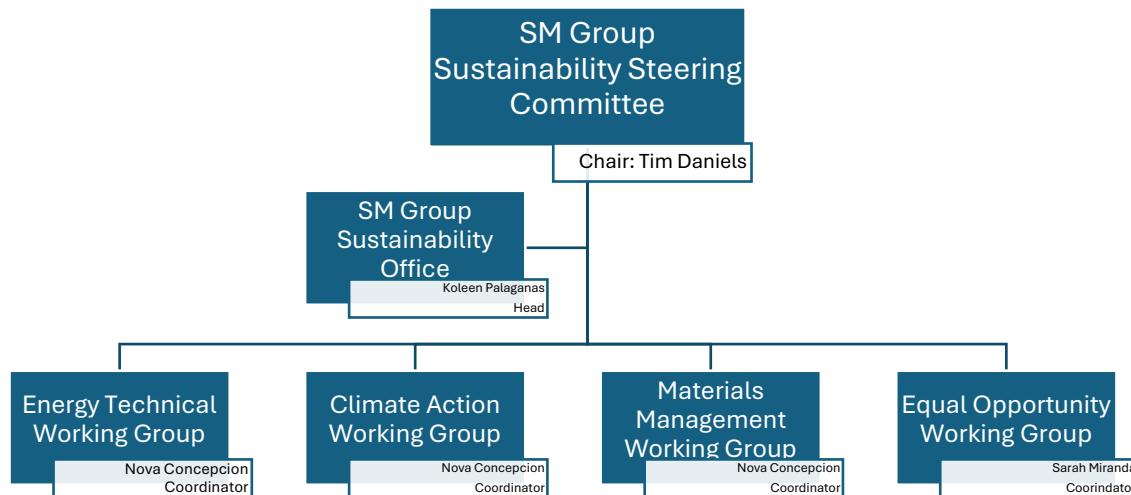


**THE SM GROUP SUSTAINABILITY STEERING COMMITTEE
MANDATE & STRUCTURE
DATE PUBLISHED: MAY 2026**

The SM Group Sustainability Steering Committee & Working Groups Structure



1. Purpose

The SM Group Sustainability Steering Committee (“the Committee”) serves as the highest management body overseeing sustainability across the SM Group. It provides strategic direction, governance oversight, and coordination of sustainability initiatives, ensuring alignment with the Group’s long-term business strategy, risk management framework, and stakeholder expectations.

The Committee reports to:

- The Executive Committee of the Board, and
- The Corporate Governance and Sustainability Committee of the Board

2. Composition

The Committee is composed of senior sustainability leaders and representatives from across the SM Group, including:

- Sustainability Office Heads of:
 - SM Prime Holdings, Inc.
 - SM Retail, Inc.
 - BDO Unibank, Inc.
 - China Banking Corporation

- Portfolio Investments
- SM Group Sustainability Office
- Sustainability Working Groups

The Committee may invite subject matter experts and other stakeholders, as necessary, to support its functions.

3. Roles and Responsibilities

3.1 Strategic Governance and Planning

- Serve as the central body for group-wide sustainability governance.
- Develop, review, and oversee the implementation of the SM Group's sustainability strategy and roadmap.
- Ensure alignment of sustainability priorities with corporate strategy and business objectives across all business units.

3.2 Target Setting and Performance Oversight

- Establish group-wide sustainability targets including measurable quantitative targets, based on identified material issues.
- Monitor progress, performance, and outcomes against these targets, and ensure that proper disclosures are reflected in the Sustainability Report.
- Ensure consistency and comparability of sustainability metrics across business units.
- The Committee shall oversee progress against sustainability targets and facilitate appropriate follow-up where gaps are identified.

3.3 Sustainability Risk Management

- Provide oversight on group-wide sustainability risks and opportunities, including climate-related, environmental, social, and governance (ESG) risks.
- Integrate sustainability considerations into enterprise risk management frameworks across the Group.
- Review mitigation strategies and resilience planning (i.e. Group GHG Management Plan, Group Resiliency Plan and other interventions addressing the approved group-wide sustainability risks)
- Coordinate with Internal Audit for independent assurance on sustainability controls and disclosures.

3.4 Program and Project Oversight

- Oversee group-wide sustainability programs and initiatives, including:
 - Projects led by the SM Group Sustainability Office
 - Business unit-specific sustainability roadmaps
 - Group-Wide Sustainability Working Groups
- Ensure effective coordination, resource allocation, and execution across the Group.
- Promote innovation and best practice sharing among business units.
- Oversee the establishment of internal controls and data governance standards to ensure the integrity and auditability of sustainability data

3.5 Reporting, Disclosure, and Compliance

- Ensure timely, accurate, and consistent sustainability reporting and disclosures in accordance with applicable regulations and international standards. (e.g. Sustainability Reporting Handbook Project to institutionalize sustainability reporting processes)
- Oversee compliance with relevant sustainability-related laws, regulations, and voluntary commitments.
- Review major external sustainability reports prior to submission to the Board for approval
- Escalate any material sustainability risks, compliance breaches, or significant deviations from approved targets to the Board Committees on a timely basis.

3.6 Advocacy and Stakeholder Engagement

- Provide strategic direction on group-wide sustainability advocacy and stakeholder engagement.
- Guide participation in local and international policy development and industry initiatives.
- Strengthen relationships with key stakeholders, including regulators, investors, communities, and partners.

3.7 Policy Development

- Oversee the development and adoption of group-wide sustainability policies and frameworks.
- Ensure policies are aligned with global best practices and emerging standards.

4. Authority

The Committee is authorized to:

- Recommend strategies, policies, and targets to the Executive Committee and Board-level committees.
- Access relevant information from all business units to fulfill its mandate.
- Direct sustainability-related initiatives and coordination across the Group, in collaboration with business unit leadership.

5. Meetings

- The Committee shall meet on a quarterly basis or as necessary.
- Special meetings may be convened as required to address urgent sustainability matters.

6. Secretariat/Coordination

The Head of the SM Group Sustainability Office shall serve as the Secretariat and Coordinator, responsible for:

- Coordinating meetings and preparing agendas
- Maintaining records and documentation
- Monitoring follow-ups and action items

7. Reporting

The Committee shall provide regular updates and recommendations to:

- The Executive Committee of the Board on minutes of quarterly Sustainability Steering Committee meetings, sustainability program development and any material sustainability issue internally or externally that may have substantial impact on the SM Sustainability Agenda
- The Corporate Governance and Sustainability Committee of the Board on sustainability risk-based outputs and any material opportunities such as new technologies or partnerships

8. Review of Mandate

This mandate shall be reviewed periodically and updated as necessary to ensure relevance, effectiveness, and alignment with evolving regulatory and strategic priorities.

The Sustainability Working Groups and their mandates:

The Sustainability Working Groups lead the implementation of sustainability initiatives and programs at the business unit level, focusing on the Group's material sustainability issues. The Head of the SM Group Sustainability Office oversees and coordinates the working groups to ensure alignment with group-wide sustainability objectives and priorities.

1. Energy Working Group

- Turns the Group's energy ambitions into real, measurable action
- Reduces waste, maintains compliance, and makes energy use genuinely greener
- Pushes business units toward better energy mixes—not just more of the same
- Ensures each unit delivers a clear, practical energy roadmap
- Keeps all plans aligned with group-wide targets
- Builds a credible path to lower-carbon operations
- Strengthens resilience when conditions become more demanding

2. Climate Action Working Group

- Brings structure and discipline to the Group's climate ambitions
- Turns TCFD insights into practical, day-to-day action
- Embeds climate risks and resilience into Business Continuity Plans
- Drives measurable emissions reduction toward low-carbon operations
- Builds on the Energy Working Group's groundwork to link efforts together
- Connects adaptation and mitigation into one coherent approach
- Ensures climate moves from principle to everyday practice

3. Materials Management Working Group

- Turns circular economy ambitions into practical, workable action
- Tackles the detail—plastics, waste, water and other materials
- Improves how resources are used, managed, and extended over time
- Keeps a close eye on compliance, including EPR and evolving regulations
- Tracks both environmental impact and the financial upside
- Ensures sustainability efforts make commercial sense
- Makes circularity not just a good idea, but something that works in practice

4. Equal Opportunity Working Group

- Turns the Group's commitment to inclusion into consistent, measurable action
- Moves beyond intent to ensure policies are fair and access is genuinely inclusive
- Tracks progress with discipline, rather than assumption

- Applies the SM Equal Opportunity Framework in a practical, business-relevant way
- Embeds meritocracy and inclusion into everyday operations—not just messaging
- Ensures equal opportunity is deliberately designed into the organization

This Charter has been duly reviewed and approved. For purposes of website disclosure, the signatures of the approving authorities have been redacted. This version is a valid duplicate of the original signed document, with the approval itself remaining valid and documented