



IOI GROUP

IOI Group Sustainability Advisory Panel (SAP) Terms of Reference

a. Context and objectives

On August 8th 2016, the IOI Group announced a new Sustainable Palm Oil Policy (SPOP) alongside a Sustainability Implementation Plan (SIP) setting out clear activities and timelines for the delivery of the Policy. A number of additional commitments were also made by the company in April 2017, designed to enhance the implementation of the SPOP.

In order to systematise its external engagement activity, IOI Group, working closely with its stakeholders, has established a Sustainability Advisory Panel (SAP). The Panel will advise and challenge IOI on delivering its sustainability commitments and ambition, and will do so by overseeing progress as well as providing a critical review and advisory function to the business.

b. Scope of the SAP

The Panel will carry out the following roles:

- To review the organisational structure, strategy and resources underpinning IOI's sustainable palm oil commitments and to assess their adequacy for delivering on those commitments.
- To critically review the progress of IOI Group in implementing and verifying its SPOP notably through the SIP.
- To contribute advice to the continuous improvement and implementation of IOI Group's SPOP through, but not limited to; best-practice recommendations, advice on technical challenges and solutions, and advice on stakeholder engagement.
- To advise on an independent progress evaluation of IOI's SPOP in Q2 2018.
- To contribute to sharing lessons with sector peers in support of broader sector transformation.

c. Members

The panel will at least have five members with a diversity of stakeholder backgrounds.

The role of the Panel is to constructively critique and advise IOI Group, but it is not a decision-making body

Members of the Sustainability Advisory Panel will be selected on the basis of relevance to the issues, as well as skills, expertise and capacity of those members to perform the duties outlined in 'b'.

The group will be independently facilitated.

Observers or other technical experts may be periodically invited to join the Panel to contribute on specific issues or challenges. This will be agreed with the members of the Panel beforehand.

d. Responsibilities of IOI Group

Providing the data and information necessary for the SAP to carry out its duties in part 'b'. Where commercially confidential information is to be shared, IOI Group will inform members that this information is not to be shared publically.

Providing SAP members with the chance to discuss implementation issues with the CEO of the company in a private forum.

Appointing a Panel facilitator.

e. Responsibilities of Members

Regular participation, based on assurance of their ability and capacity to perform the duties outlined in 'b' above.

Not to publically share confidential data or information where this has been indicated as such by IOI. In cases where information is planned to be shared, prior approval in writing will be sought from IOI Group.

An agreement by members that grievances or disagreements with IOI will be discussed in the SAP prior to any public communication, in order to give IOI the chance to provide its response or undertake remedial action if required.

To collaborate constructively in meetings and calls, and to ensure the smooth functioning of the Panel.

f. Role of the Facilitator

It is proposed that a suitably qualified consulting firm will initially act as the Panel facilitator, to perform the following roles and responsibilities which will be discussed and agreed by members at the inaugural face-to-face meeting:

- To facilitate face-to-face meetings and conference calls
- To ensure the timely circulation and agreement of meeting/call agendas in discussion with IOI Group and the members.
- To document minutes of meetings/calls as well as agreed action points and to circulate these to members for review and approval.
- To sign off all meeting minutes – subject to approval from members and IOI Group – prior to these being made publicly available.
- To engage with individual Panel members and IOI Group in between meetings and calls in order to follow up on specific agenda/action points, address issues (where necessary) and to help drive agreements and collaboration.

g. Role of the Secretariat

Above and beyond the facilitation support identified in part 'f' above, additional administrative support will be provided by the IOI Group Sustainability Department.

h. Meetings and Agendas

Four meetings per year, of which at least two will be in-person along with conference calls/webinar meetings. Additional ad-hoc conference calls/webinar meetings may be scheduled and interspersed throughout the year as necessary as agreed by members to ensure regular contact and to follow up on action points. Supporting documents that contain Confidential Information will be shared with the panel by IOI in their chosen manner.

Agendas will be circulated for comment in advance of meetings/calls, giving members of the SAP the chance to provide input and shape agenda items. Agreed (in writing) public summaries of the meetings will be produced and placed on the IOI Group website or IOI Group Dashboard.

i. Communications Protocol

All public communications which relate to the SAP – including meeting minutes, agreements, decisions or findings – will need to be agreed and signed off by all the members, and IOI Group in writing.

The Panel and the Panel membership do not imply endorsement of IOI policies or practices and shall not be used as such in public communications.