

CORPORATE GOVERNANCE OVERVIEW STATEMENT

OUR COMMITMENT TOWARDS GOVERNANCE EXCELLENCE

The Board recognises that strong corporate governance (CG) is fundamental to TM Group’s long-term sustainability and value creation. The Board is committed to upholding high standards of integrity, accountability and transparency in the conduct of the Group’s business and affairs.

TM GROUP’S GOVERNANCE FRAMEWORK

TM Group’s CG framework is guided by the legal requirements, best practices, policies and guidelines issued by our regulators and is reviewed on a regular basis to ensure consideration of the latest CG developments. In addition, TM also leverages relevant international best practices and standards to remain globally aligned and competitive.

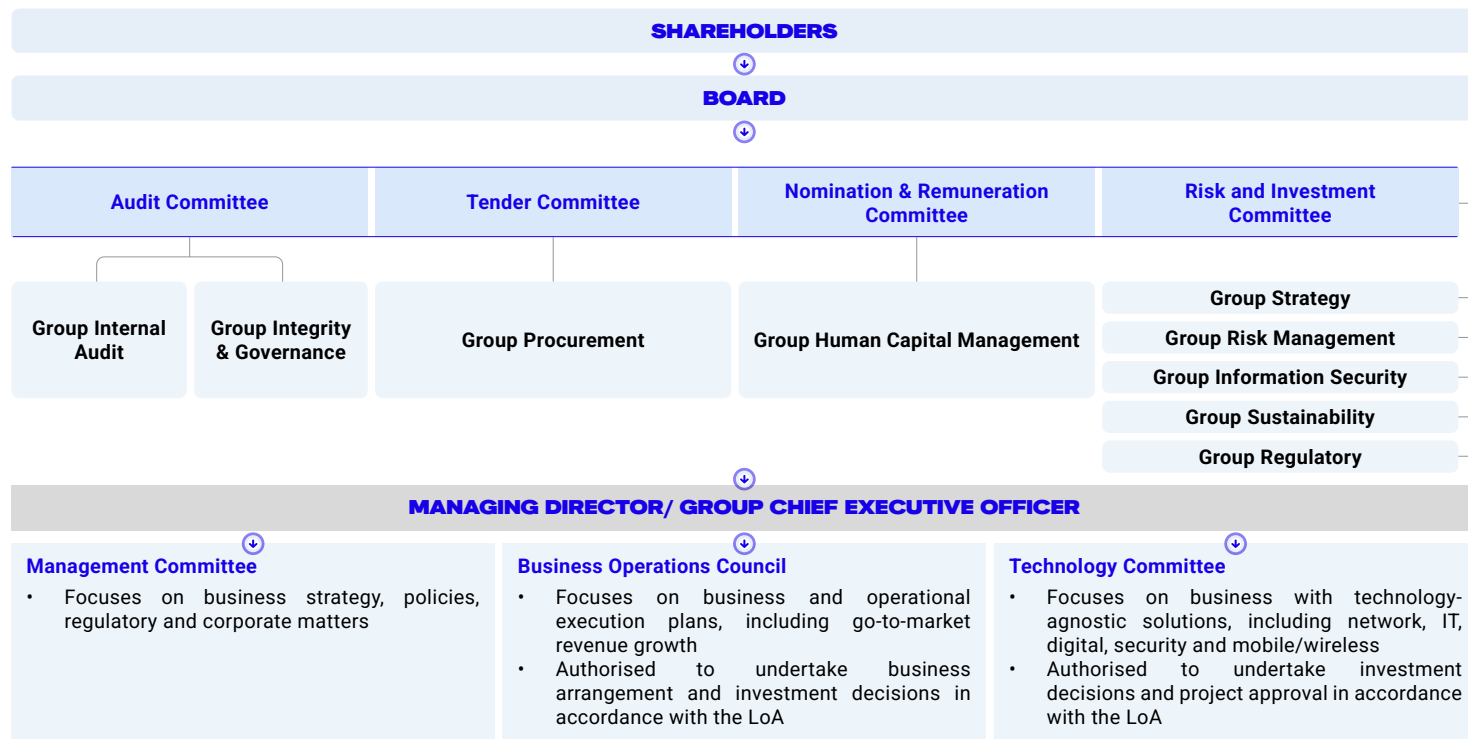
- Companies Act, 2016 (CA 2016)
- Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities)
- CG Guide (4th edition) published by Bursa Malaysia Berhad
- Malaysian Code on Corporate Governance 2021 (MCCG) by the Securities Commission Malaysia (SC)
- Guidelines on Conduct of Directors of Listed Corporations and their Subsidiaries by the SC

The Board steers TM’s dual role as a public listed company (PLC) and a Government-linked company (GLC) while advancing national priorities towards a Digital Malaysia. Through strategic leadership, the Board supports sustainable development driven by connectivity and technology, alongside initiatives that contribute to social progress and national resilience.

Guided by clear oversight from the Board, the Group adopts a disciplined governance approach that supports ethical conduct, effective decision-making and transparent stakeholder engagement. Oversight is strengthened through a structured committee framework, with defined responsibilities delegated to Board Committees and the Management Committee. These committees provide focused support across financial oversight, human capital development, internal control and risk management, as well as governance, procurement and sustainability matters, enabling more effective supervision and accountability.

The CG Framework is supported by key governance instruments including the Board Charter, Limits of Authority (LoA) Matrix, Business Policy and Governance (BPG) and the Directors’ and Management’s Conflict of Interest (COI) Policy. The Board Charter is reviewed annually, while the LoA and BPG framework are updated in line with organisational transformation initiatives. This structured review process strengthens effectiveness, adaptability and regulatory compliance, while supporting timely identification of emerging risks, opportunities and evolving governance practices.

Our CG Framework



The Governance Framework includes:


- 1** Open, clear and timely communication with our shareholders
- 2** Skilled, experienced, diverse and majority independent directors, supported by relevant Board Committees suited to TM’s requirements
- 3** Clear delegation, decision-making and accountability framework
- 4** Robust systems of risk management, internal controls and assurance
- 5** Our Vision, Mission, Code of Conduct and Business Ethics (CBE) policy define the standards of behaviour expected to achieve our targets based on clearly defined strategies

COMPLIANCE WITH THE MCCG 2021

A Board Leadership and Effectiveness	B Effective Audit and Risk Management	C Integrity in Corporate Reporting and Meaningful Relationships with Stakeholders
---	--	--

As at 31 December 2025, TM has applied all recommended Practices save for Step 8.3 and 9.4:

MCCG 2021 Practices	# of Practices	# of Practices Applied in		Practice/Step-up not adopted during the year
		2024	2025	
Recommended	43	42	43	
Step-ups	5	4	3	Step-up 8.3 on detailed remuneration of Senior Management on a named basis. Step-up 9.4 on Audit Committee to comprise solely of independent directors.
Total	48	46	46	

 This CG Overview Statement is to be read together with the CG Report 2025, which further elaborates on how the practices of the MCCG are applied. The CG Report is available on the Company’s website at www.tm.com.my.



TM was honoured with Excellence Awards: Silver for Companies with more than RM10 billion in market capitalisation at the National Annual Corporate Report Awards (NACRA) 2025



TM was honoured with Overall Excellence Award 2025 for being in the Top 10 at the prestigious National Corporate Governance & Sustainability Awards (NACGSA) 2025



TM was honoured with Industry Excellence Award 2025 in Telecommunications & Media category at the prestigious NACGSA 2025

CORPORATE GOVERNANCE OVERVIEW STATEMENT

A Board Leadership and Effectiveness

BOARD RESPONSIBILITIES

Led by the Board Chairman, the Board holds primary responsibility for setting the tone at the top, defining the Group's strategic direction, ensuring effective function of the core processes relating to governance, business performance and ethical oversight with the aim of creating long-term sustainable value to stakeholders.

Key responsibilities of the Board are as follows:

Setting the vision, mission and strategic direction of the Company and exercising oversight on execution by MD/GCEO

Formalise the governance framework and ensure that appropriate policies and procedures are in place

Ensure effective internal controls and risk management framework that support balanced and sound judgement

Embed sustainability elements into business decisions creating competitive advantage

Deliberate on formal schedule of matters specifically reserved for Board's decision

Fostering culture of integrity and values to ensure that the Group adheres to high standards of ethics and integrity


Maintain effective communication and engagement with stakeholders

Board activities are structured to enable robust oversight and informed deliberation. This framework allows Directors to effectively support the MD/GCEO together with Management through constructive engagement, strategic guidance and performance monitoring, strengthening alignment between governance and operational execution.

Demarcation of Responsibilities between the Board, Board Committees and Management

The roles and responsibilities of the Board, Board Committees and Management including specific responsibilities of the Chairman, Senior Independent Director (SID), Non-Executive Directors (NEDs) and Executive Director (ED) are elucidated clearly in the Board Charter. The Board Charter also outlines matters that require approval at Board or Committee level, providing guidance on governance practices, policies and decision-making processes. This structured demarcation supports effective checks and balances, promotes transparency and prevents concentration of authority, safeguarding the integrity of the decision-making process.

Periodic reviews of the Board Charter are conducted to maintain alignment with the Company's objectives, strategies and prevailing regulatory requirements. During the year, no amendment was made to the Board Charter.

 The Board Charter is accessible through the Company's website at www.tm.com.my.

Board

- Comprises Directors with diverse backgrounds, skills and expertise, supporting constructive dialogue and well considered deliberations at Board meetings.
- This diversity strengthens governance effectiveness and enables the Board to provide meaningful oversight across a broad range of strategic and operational matters.

Chairman

Roles

- Provides leadership to the Board and ensures its effectiveness.
- Leads the Board in overseeing Management.
- Acts as liaison between the Board and Management and carries out other duties as requested by the Board as a whole, depending on needs and circumstances.
- Maintains an effective communication channel that enables both the Board and Management to communicate effectively with stakeholders of the Company.
- Proactively engages with external stakeholders to promote the goals and objectives of the Company.

- Dato' Zainal Abidin Putih continues to provide strong leadership in guiding the Board and Management.
- Does not serve on any Board Committees, supporting independent leadership and focused oversight at Board level.
- Encourages thorough discussions and dialogues between Directors, ensuring informed decisions.
- Extensively involved in engagements with TM stakeholders, providing presence and support to the MD/GCEO in enhancing rapport with the Government and private sectors, whenever required.
- Based on the Board Effectiveness Evaluation (BEE) 2025, the Board continues to rate him with a higher score, a testament to his strong leadership. For the Self and Peer Assessment (SPA), he was also rated more than 4.0 evidencing his strong leadership in ensuring the effectiveness of the Board collectively.
- Commended on his good grasp on issues, well planned and effective management of Board meetings, strengthening communication and trust between Board and Management.

Senior Independent Director (SID)

Roles

- Chairs the Board Nomination and Remuneration Committee (NRC).
- Leads discussions among Independent Non-Executive Directors (INEDs) or NEDs in any concerns which may not have been considered by the Board as a whole.
- Serves as a sounding Board for the Chairman and helps resolve issues or disputes that may arise within the Board.
- Provides an alternative channel of communication for shareholders and other stakeholders to convey their concerns and issues.
- Contributes to Board succession planning, performance evaluation of the Chairman and Board and promotes high standards of CG.

- Hisham Zainal Mokhtar continues to play the role of SID, maintaining the integrity and governance within the Board.
- Though no specific session with NEDs was held during the year, SID chaired Board meetings in situations where Conflict of Interest (COI) involving the Chairman and other Interested Directors arose.
- Based on the BEE 2025 and SPA, Hisham was commended for his inquisitive approach and constructive challenges to Management, which fostered comprehensive deliberation, enhanced accountability and strengthened decision making. His insights and expertise contributed meaningfully to the Board's oversight function. Rated above 4.0, he was highly valued by the Board, further solidifying his leadership as an SID.

Executive Director

Roles

- Implements the broad policies approved by the Board.
- Reports and discusses at Board meetings all material matters currently or potentially affecting the Group and its performance, including all strategic projects, regulatory developments and sustainability matters.
- Ensures the smooth running of the day-to-day operations of the Company.
- Maintains an effective communication channel that enables both the Board and Management to communicate effectively with stakeholders.

- Amar Huzaimi Md Deris, with his leadership, hands-on knowledge, perspective and experience of the Management's capabilities enables focus on strategic aspects and businesses of the Group.
- Brings extensive knowledge of both the local and global telecommunication landscape, enabling the Board to benefit from his deep understanding of market trends, industry dynamics and emerging developments.
- Demonstrates his leadership competencies, skills and in-depth knowledge of the industry, adaptability and open mindedness towards changes.
- Engages confidently and effectively with stakeholders across various levels.
- Based on BEE 2025, he continued to be highly rated by the Board. He was rated above 4.0 for his deep understanding of the Company's core operations, acute awareness of the broader industry landscape, ability to showcase and anticipate trends and navigate challenges and maintains a constructive and transparent relationship with the Board and Management.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT

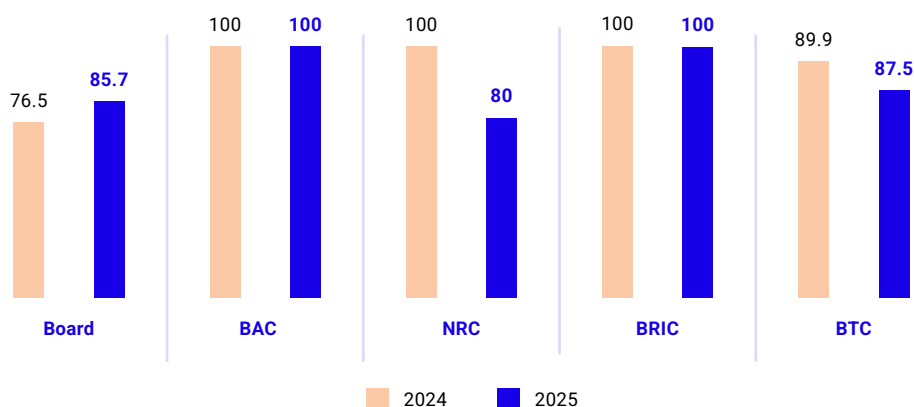
A Board Leadership and Effectiveness

BOARD ENGAGEMENT AND PARTICIPATION

Advance planning supports effective participation by Directors through the issuance of an annual meeting calendar outlining scheduled Board and Committee meetings, together with the meetings' key agenda items. This forward planning allows Directors to organise their schedules efficiently, facilitating consistent attendance and meaningful discussions. The structured meeting framework also enables focused deliberation on strategic, financial, risk and governance matters, supporting timely decision making and stronger oversight.

Directors demonstrate a high level of engagement throughout the year, reflected in their consistent attendances at Board and Committee meetings. This reinforces the Directors' collective accountability and active participation in the discharge of their fiduciary duties.

Directors' Minimum Attendance at Board and Committee Meetings



Compliance to the Minimum Directors' Attendance at Board Meetings for 2025

- ✓ More than 50% attendance – Paragraph 15.05 of the Main LR
- ✓ Not less than 75% attendance – Company's Board Charter
- ✓ Not less than 75% attendance – Khazanah Nasional Berhad's (Khazanah) Shareholder Expectations and Investment Stewardship 2024
- ✓ At least 75% attendance – Employees Provident Fund (EPF) CG Principles and Voting Guidelines 2025/2026 Edition
- ✓ Minimum 75% attendance – Permodalan Nasional Berhad (PNB) Domestic Voting Guidelines 2025

In accordance with the Board Charter, attendance of alternate Director at Committee meetings and Board strategy retreats is permitted to support continuous oversight, effective decision-making and the Board's succession planning. This arrangement supports smooth Board operations while maintaining robust governance standards. The Company has one (1) alternate Director, representing the interests of the Special Shareholder, providing appropriate stakeholder representation without compromising the Board's independence, objectivity or governance balance.

During the financial year, two (2) Board Strategy Retreats were convened to facilitate in-depth discussions and deliberations on key strategic priorities and providing Management with strategic guidance on the Group's future growth initiatives.

BOARD MID-YEAR STRATEGY RETREAT 21 - 23 JULY 2025

- Aligned key strategic moves to achieve PWR 2030 aspirations and beyond
- Sharpen TM's strategy to sustain leadership in the industry and uplift TM's growth

BOARD STRATEGY RETREAT: ANNUAL OPERATING PLAN (AOP) 2026 30 NOVEMBER - 2 DECEMBER 2025

- Detailed the execution plan for strategic priorities and move it into action
- 2026 AOP Commitment for TM Group

In addition to the Board Meetings, two (2) circular resolutions with supporting information were issued and passed on urgent proposals.

Decisions at Board Meetings and circular resolutions are decided by a majority of votes of the Directors or their alternates in line with the Company's Constitution.

In line with regulatory requirements and established governance practices, Directors are required to disclose their interests and any potential COI in matters presented at the Board and its Committees, to the best of their knowledge and ability. Where necessary, legal advice is sought to ensure proper assessment and compliance. All declared interests, including the nature and extent of any potential conflict, are formally recorded in a register which is made available to the Group Internal Audit (GIA) for independent review. Where a conflict is identified, the Interested Director abstains from deliberations and decision-making on the relevant matter to preserve objectivity and governance integrity. A similar process is applied at Management Committee, chaired by the MD/GCEO, to promote consistent governance standards and ethical conduct across the Group. The practice is also replicated at TM's subsidiaries.

Directors' commitment, attendance and time spent at Board and Committees' Meetings in 2025							
No.	Director & Representation	Designation	Time Spent	No. of Attendance/No. of Meeting			
				Board	Committee		
			BAC		BTC	NRC	BRIC
			70.60	30.85	23.30	29.55	20.00
A. Represent TM's Special and Major Shareholders							
1.	Dato' Zainal Abidin Putih	NINEC	14/14				
2.	Amar Huzaimi Md Deris [AHMD] ⁽¹⁾	NIED	14/14				
3.	Datuk Dr. Shahrazat Haji Ahmad [DSA] ⁽²⁾	NINED	12/14		5/8		
	<i>Alternate: Iszad Jeffri Ismail [IJI] (Ceased on 6 August 2025)</i>		2/8		2/4		
	<i>Alternate: Syaiful Hafiz Moamat Mastam [SHM] (Appointed on 6 August 2025)</i>		4/5		2/3		
4.	Dato' Mohamed Nasri Sallehuddin	NINED	14/14			9/10	8/8
5.	Muhammad Afhzal Abdul Rahman (MAAR) ⁽³⁾	NINED	14/14	4/5	3/3		
B. Represent Minority Shareholders							
6.	Hisham Zainal Mokhtar	INED	14/14	9/9		10/10	8/8
7.	Datuk Siti Zauyah Md Desa	INED	14/14		7/8	8/10	
8.	Ahmad Taufek Omar	INED	14/14		8/8	10/10	
9.	Tan Sri Datuk Yong Poh Kon (TSY) ⁽⁴⁾	INED	14/14			7/7	8/8
10.	Datuk Bazlan Osman (DBO) ⁽⁵⁾	INED	14/14	9/9	5/5		3/3
11.	Dr. Tunku Alina Raja Mohd Alias (Appointed on 3 June 2025)	INED	9/9	5/5			5/5
12.	Shahnaz Al-Sadat Abdul Mohsein (Appointed on 3 June 2025)	INED	9/9	5/5	5/5		
C. Former Director							
13.	Rossana Annizah Ahmad Rashid (Retired on 27 May 2025)	INED	5/5	4/4	3/3		

Note:

- ⁽¹⁾ AHMD is not a member of any of the Board Committees and his attendance at the Committees meetings represent Management's interest.
- ⁽²⁾ IJI and SHM attended two (2) BTC meetings respectively on behalf of DSA. In line with the Board Charter, the attendance of an alternate director at Committee meetings is accounted for as the attendance of the substantive director.
- ⁽³⁾ MAAR resigned as BTC member and appointed as BAC member on 27 May 2025. MAAR abstained and did not participate in one (1) BAC Special Meeting as he was an Interested Director for the said transaction.
- ⁽⁴⁾ TSY resigned as NRC member on 3 June 2025.
- ⁽⁵⁾ DBO resigned as BRIC member and appointed as BTC member on 27 May 2025.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

A Board Leadership and Effectiveness

Key Focus Areas/Matters Reviewed and Deliberated by the Board in 2025

- | | |
|--|--|
| <p>→ Strategy</p> <ul style="list-style-type: none"> • Business Strategy of Business Clusters, Enablers and Group Human Capital Management (GHCM) • Budget and AOP for the Group for FY2026 • FY2025 Corporate Scorecard • New growth areas: cloud, submarine cables, data centres digital solutions etc. • Update on strategic projects and inorganic proposals | <p>→ Sustainability</p> <ul style="list-style-type: none"> • TM Sustainability Roadmap 2024 - 2026 Progress Update • Sustainability Key Performance Indicators (KPI) for Pivotal Positions • Board Training Programme (BTP) on Digital Innovation Trends • BTP: Digital Transformation Journey – Softbank success story |
| <p>→ Financial and Performance Management</p> <ul style="list-style-type: none"> • Financial Results Review including BAC Reports • Quarterly Business Review • Corporate Finance Matters | <p>→ Governance</p> <ul style="list-style-type: none"> • Changes in composition of Board and Board Committees • BEE Report and Actionable Improvement Programme • CG Disclosures in IAR • COI matters • Related Party Transactions (RPT) with related parties • IAR |
| <p>→ Human Capital Management</p> <ul style="list-style-type: none"> • Board and Leadership Succession Plan • Pivotal Positions’ Scorecard and Performance Review • Review of Performance Management Framework | |

The Board also deliberates and/or decides on the updates and recommendations from the Board Committees.

ETHICS AND INTEGRITY

The Board drives ethical leadership through a top-down approach that promotes TM’s values of good governance and accountability across the Group. This leadership stance sets the tone at the top and guides conduct throughout the organisation.

TM’s Code of Conduct and Business Ethics (CBE), Anti-Corruption Guide and Whistle Blowing Policy provide a clear framework governing ethical conduct, COI management and reporting of concerns. These policies apply to Directors, employees and suppliers, establishing clear standards of behaviour while fostering a culture of integrity, transparency and accountability across operations.

 For further details on Good Governance please refer to pages 188 to 195.

BOARD COMMITMENT TO SUSTAINABILITY

The Board has strengthened sustainability governance across the Group through the adoption of an updated Sustainability Framework and Integration Plan, supported by TM’s Sustainability Roadmap. TM focuses its sustainability initiatives on the interconnected goals of prosperity, planet and people, aligning sustainability with business strategy.

To deepen the understanding on sustainability trends and expectations, the Board and Senior Management participated in targeted training programmes such as training on Digital Innovation Trends to unlock sustainable growth. In addition, four (4) Directors completed the Mandatory Accreditation Programme (MAP) Part II on sustainability in 2025, totalling 11 Directors who have completed the programme. As at the date of the CG Statement, all TM directors have completed their MAP Part II training.

Sustainability KPIs are also incorporated into the Corporate Scorecard and adopted by all staff within the Group.

 For more information on TM’s sustainability targets and initiatives, please refer to Sustainability Statement on pages 100 to 251.

BOARD BALANCE, COMPOSITION AND DIVERSITY

The Board, assisted by NRC, regularly reviews its composition to ensure that it remains appropriate, effective and aligned with the Company's needs in discharging its duties and responsibilities. The Board's composition reflects a balanced mix of skills, experience and industry knowledge relevant to TM's business and strategic direction. During the year, several changes to the Board took place, as outlined below:

No.	Director	Circumstances of Change	Date of Change
1	Rossana Annizah Ahmad Rashid	Retired upon the conclusion of the 40 th AGM	27 May 2025
2	Dr. Tunku Alina Raja Muhd Alias	Appointed as INEDs	3 June 2025
3	Shahnaz Al-Sadat Abdul Mohsein		
4	Iszad Jeffri Ismail	Ceased as Alternate Director to Datuk Dr. Shahrazat Haji Ahmad, a NINE Director	6 August 2025
5	Syaiful Hafiz Moamat Mastam	Appointed as Alternate Director to Datuk Dr. Shahrazat Haji Ahmad	

Diversity forms an integral part of TM's Board composition strategy, supporting balanced deliberation and well-rounded decision-making. The selection of Directors considers a broad range of diversity attributes, including gender, ethnicity, nationality, religious beliefs, cultural and socio-economic backgrounds, as well as age. This approach encourages the exchange of varied perspectives and constructive dialogue in the boardroom.

Beyond demographic representation, diversity also encompasses professional experience, skill sets and competencies. This mix supports a dynamic and effective Board, enabling Directors to contribute diverse viewpoints, challenge assumptions and strengthen governance quality through informed debate and collaborative engagement.

The independence of Directors, including NEDs, is assessed annually by the Board with advice from the NRC. The assessments consider factors such as skills, experience, contributions, background and family relationships to determine objectivity and independence of judgement. Criteria set out under Paragraph 1.01 of the Main LR are also applied to ascertain the independence of INEDs. This includes independence from Management, absence of business or other relationships that may affect judgement and independence from major shareholders.

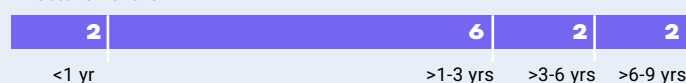
As part of the BEE 2025, all Directors, including the Alternate Director, underwent fit and proper assessments. All seven (7) INEDs completed the assessment and affirmed their independence.

Board Composition as at 31 December 2025

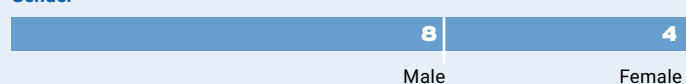
Directorship



Director's Tenure



Gender



Age Group



- ✓ Paragraph 15.02(1)(a) of the Main LR requires more than 1/3 of the Board is independent: INED (58%) vs NINED (42%)
- ✓ Paragraph 15.02(1)(b) of the Main LR for at least one (1) woman director: Four (4) women Directors.
- ✓ Paragraph 2.1.5.8 of the Board Charter requires disclosure that 1/3 of the Board is independent: 58% INEDs.
- ✓ Practice 5.2 of MCGG on majority independent director for large companies: 58% INEDs.
- ✓ Practice 5.9 of MCGG on at least 30% women directors: 33% women Directors

Note: Board composition excludes Alternate Director.

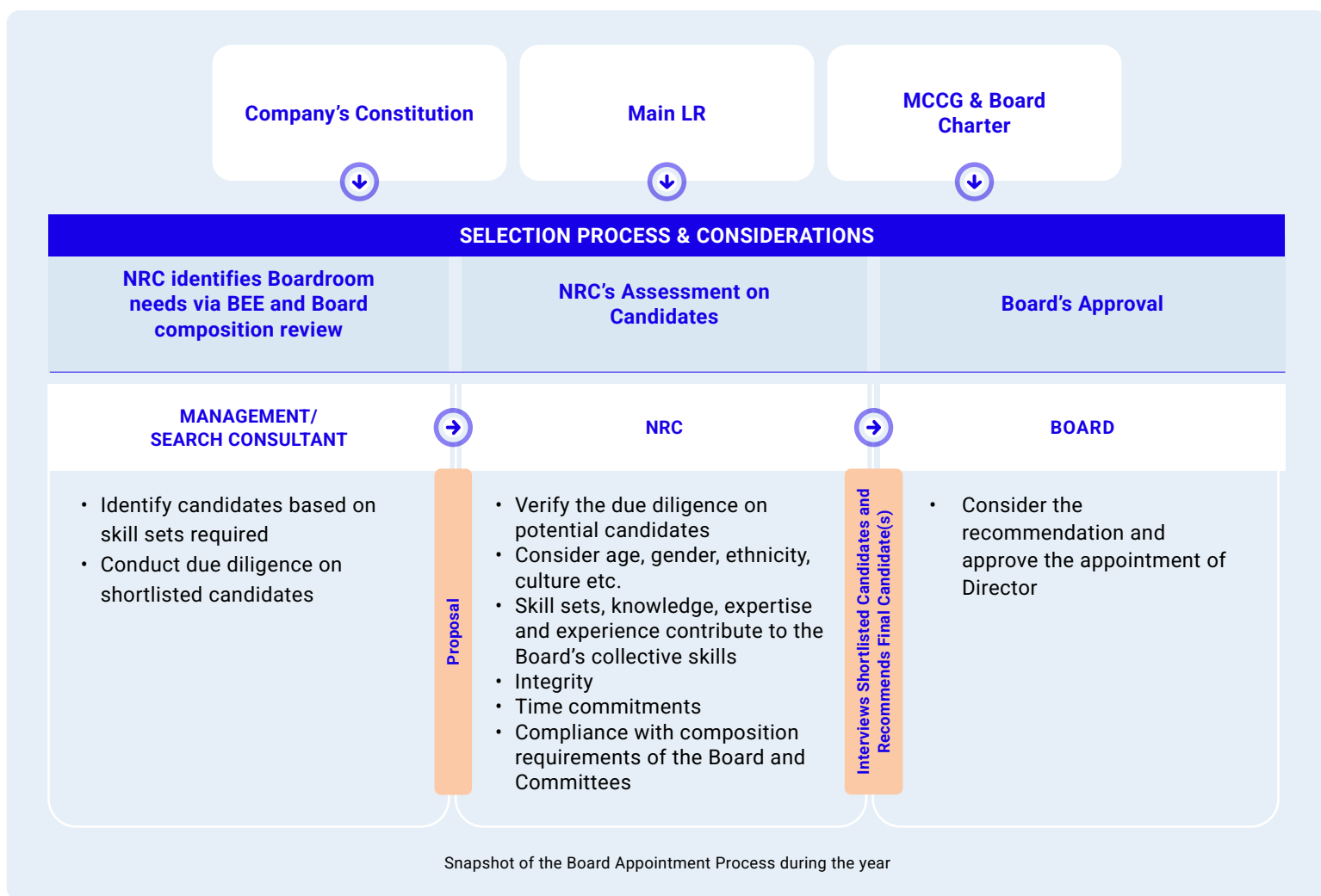
Details of the Directors, including their qualifications, experience, skill set and any COI or potential COI, can be referred to in the Board of Directors section on pages 281 to 287.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT

A Board Leadership and Effectiveness

BOARD APPOINTMENT AND SUCCESSION PLANNING

The NRC oversees Board appointment and succession planning processes to support leadership continuity and long-term governance effectiveness. This includes evaluating future skill requirements, identifying, evaluating and selecting potential candidates with the appropriate mix of skills, competencies and experience to support the needs of a fast paced and dynamic telecommunications industry, prior to making its recommendations to the Board.



During FY2025, the Board engaged an independent search consultant in its search for women director(s) with identified skill sets required. After a vigorous process by NRC, the Board approved the appointment of Dr. Tunku Alina Raja Muhd Alias and Shahnaz Al-Sadat Abdul Mohsein as TM new INEDs.

Succession Planning

The Board recognises that robust succession planning is essential to mitigate continuity risks arising from the departure of qualified and experienced individuals. It seeks to ensure that both the Board and Pivotal Positions are supported by individuals with the requisite competencies, experience and strategic acumen to drive sustainable performance and long-term value creation.


The policy on tenure of directorships facilitates orderly succession planning by providing the Board with the opportunity to periodically evaluate its memberships, promote refreshment and maintain an optimal mix of independence, diversity and competencies.

As part of the succession planning framework, NRC maintains a directors' pool comprising suitably potential candidates for consideration in the appointment of INEDs on the Board. NRC reviews and refreshes this pool on a regular basis to ensure it remains relevant, diverse and aligned with the Board's evolving skills matrix, strategic priorities and governance requirements.

Directors' Retirement and Re-election

The NRC and the Board ensure that the annual re-election of Directors is contingent upon satisfactory evaluation of each Directors' performance, contribution and effectiveness as a member of the Board.

In respect of the Directors seeking re-election at the forthcoming Annual General Meeting (AGM), the NRC has considered the fit and proper declarations submitted by respective Directors and is satisfied that they continue to meet the criteria set out in TM's Fit and Proper Policy, including the requisite integrity, competence, experience and time commitment to effectively discharge their responsibilities.

 The details of the Directors standing for re-election and the justification can be found on pages 343 to 350 of the Notice and Statement Accompanying Notice of the 41st AGM.

BOARD EFFECTIVENESS AND TRAINING

Board Effectiveness Evaluation (BEE)

The Board's performance evaluation in 2025 was conducted internally, by the Group Company Secretarial Division (Cosec) based on the enhanced template initially introduced by the independent consultant during the 2023 performance evaluation. This is intended to provide a better comparison basis to assess the Board's performance effectiveness.

All 12 directors, excluding the Alternate Director, participated in the BEE 2025. The findings are then presented to the NRC and Board for discussion. The assessment conducted covered the following areas:

Key Areas

- Board Governance and Oversight
- Boardroom Processes and Infrastructure
- Boardroom Composition and Diversity
- SPA
- Fit and proper
- Independence
- Board Committees

Areas of Strength

- Effective Chairman Leadership
- Enhanced Effectiveness of Board Committees
- Robust Board Governance and Oversight

Areas of Development

- Strategic Depth and Collaborative Board Management infused with sustainability considerations
- Sustainability, digital transformation, artificial intelligence, cybersecurity and future-oriented competencies at the Board level
- Succession Planning and Leadership Pipeline for Board, Committees and Pivotal Positions

The BEE 2025 also assesses the effectiveness of the Board Committees, particularly its composition and its members' skills, functionalities and oversight responsibilities. The Committees were rated between 76% to 82%. The findings will be shared with the respective Committees accordingly to deliberate on the areas of improvement.

SPA is conducted to assess each Director's professional competency, attributes and personality. Directors' Peer Evaluation overall results were rated 3.0 and above. A face-to-face session will be conducted between Chairman and each Director on the SPA results and improvement actions moving forward.

Board Management Effectiveness Programme (BMEP)

In addition, Cosec has also carried out the BMEP survey, an assessment tool to measure the strength of working relationship and engagement of selected Pivotal Positions (C-levels) with the Board and Committees. The results of the BMEP survey were incorporated in the Pivotal Positions and Group Company Secretary's scorecards.

The BMEP 2025 Survey Results was tabled to NRC and the Board. Results were also shared with relevant C-levels for comprehension of their areas of strength and areas of improvement.

Board Training Programme (BTP)

Continuous learning forms an integral part of the Board's commitment to effective governance. Directors are provided with access to relevant information, industry updates and insights on emerging regulatory, technological and market developments, enabling them to remain well-informed within a rapidly evolving technology and telecommunication environment.

A structured and ongoing training framework encourages Directors to participate in continuous professional development programmes, both external programmes and tailored internal sessions conducted for the Board and its Committees. These learning opportunities enhance Directors' knowledge of strategic, regulatory and operational matters, thereby strengthening informed oversight, constructive challenge and sound decision-making.

During the year, two (2) dedicated knowledge sharing sessions were organised, focusing on digital transformation journey and digital innovation trends. These sessions provided practical insights into regulatory changes, sustainability priorities and industry shifts.


A comprehensive induction programme is in place to support newly appointed Directors to transition effectively into their roles and to facilitate a clear understanding of the Group's business strategy, operations and governance framework. Newly appointed Directors are required to attend the induction programme as soon as practicable following their appointments. The programme includes engagement sessions with MD/GCEO, GCFO, Head of Group Strategy and relevant heads of business and enablers. These sessions provide detailed briefings on the Group's business operations, strategic priorities, financial performance, key risks and challenges. In addition, newly appointed Directors and newly assigned members of Board Committees are also briefed on the roles, responsibilities and scope of work of the respective Board Committees to ensure clarity of expectations and effective participation.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

A Board Leadership and Effectiveness

Through the BEE 2025, Directors also assessed their technical proficiencies. Based on the gaps identified, Directors will continue to strengthen their capabilities in the identified areas through targeted development initiatives.

As at the financial year end, a total of 153 training hours were recorded for industry related courses in 2025, representing 15% of the total training hours attended by Directors, reflecting a significant increase from 65.5 hours in 2024.

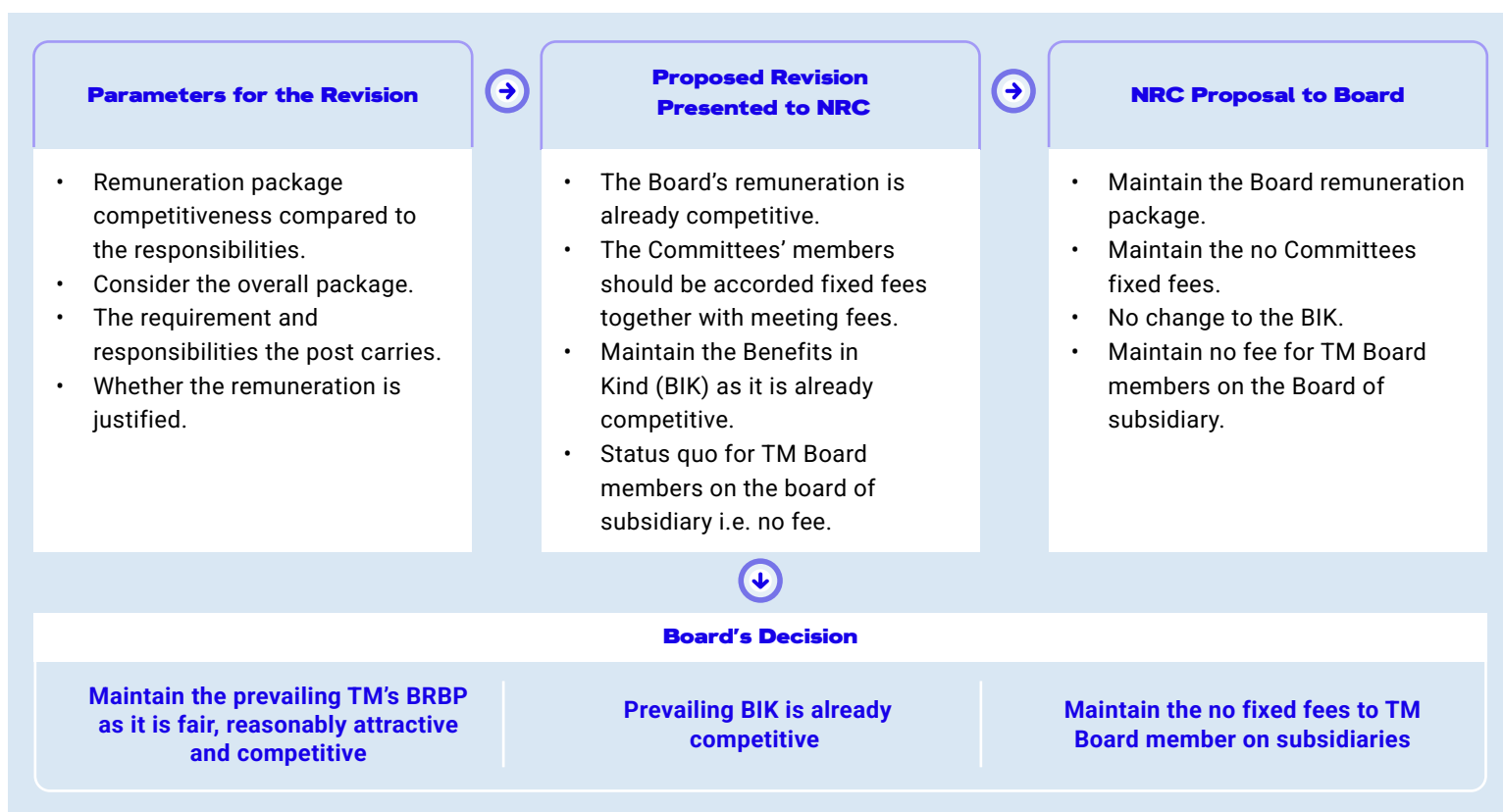
 Further details of training programmes attended by Directors are outlined in the CG Report available on the Company's website at www.tm.com.my.

DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

TM Board Remuneration

The Board's Remuneration and Benefits Policy (BRBP) is designed to reflect prevailing market practices, ensuring that remuneration remains fair, transparent and competitive, while balancing the interests of shareholders. The policy supports the attraction and retention of Directors with strong leadership capabilities, relevant expertise and the experience necessary to guide the Group effectively.

The NRC undertakes an annual review of the policy to ensure its continued relevance, alignment with the Group's strategic objectives and competitiveness within the market. In January 2025, an external consultant was appointed to conduct an independent benchmarking exercise. The review provides an objective assessment of TM's remuneration framework against comparable market standards and industry practices, enabling the NRC to make informed recommendations to the Board.



Following the benchmarking exercise, no major revisions were proposed to the existing remuneration structure, save for a minor enhancement to the BIK accorded to the Directors. The Directors' fee quantum, as approved by shareholders in 2018, remains competitive and aligned with prevailing market practices.


The Non-Executive Chairman (NEC) and NEDs are not entitled to participate in any employee share schemes or performance-linked incentive programmes. This clear separation preserves independence, supports objective oversight and reinforces the integrity of the Board's governance framework.

The benefits payable applicable to NEC and NEDs comprise meeting fees, fixed emoluments and claimable benefits incurred in the discharge of their duties. The following represents the current TM Directors' fee structure, which shall remain in effect until the next AGM of the Company:

Fee/ Allowance (RM)	Position	NEC	NED	SID	Claimable Benefits
Monthly/Annually		30,000/360,000	20,000/240,000	22,250/267,000	
Meeting Allowance (per meeting)					
	Board	5,000	3,000	-	<ul style="list-style-type: none"> • Leave Passage • Business Equipment • Telecommunication Bill • Insurance • Medical Coverage
	BAC	4,750	2,500	-	
	NRC	2,500	2,000	-	
	BTC	3,250	2,500	-	
	BRIC	2,500	2,000	-	

Meeting attendance allowances are payable to NEDs only and are granted based on their attendance at Board and Board Committee meetings. Such allowances are paid to each respective member for meetings attended. Meeting allowances are also payable to an Alternate Director when attending meetings in the absence of his principal Director.

Pursuant to Section 230(1) of the CA 2016, the Company will seek shareholders' approval for the payment of Directors' fees and benefits payable to the NEDs at the forthcoming 41st AGM.

 Please refer to Ordinary Resolutions 5 and 6 on pages 343 to 348 in the Notice of the 41st AGM for further details.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

A Board Leadership and Effectiveness

The total remuneration received by each TM Director from TM Group of Companies, for the financial year ended 31 December 2025, are as follows:

Directors	Salary (RM)	Variable Pay (RM)	TM Fee (RM)	Allowance (RM)		Benefit In Kind (RM)	Total Amount (RM)
				TM	Subsidiary		
Non-Independent and Executive Director (NIED)							
Amar Huzaimi Md Deris (MD/GCEO)	2,750,250.00 ^a	1,920,000.00 ^b	–	60,000.00 ^c	–	274,345.09	5,004,595.09
Total Amount	2,750,250.00	1,920,000.00	–	60,000.00	–	274,345.09	5,004,595.09
Non-Independent and Non-Executive Directors (NINED)							
Dato' Zainal Abidin Putih	–	–	360,000.00	75,000.00	–	157,121.41	592,121.41
Datuk Dr. Shahrazat Haji Ahmad	–	–	240,000.00	43,000.00	–	62,010.00	345,010.00
Dato' Mohamed Nasri Sallehuddin	–	–	– ^d	– ^d	– ^d	60,884.17	60,884.17
Muhammad Afhzal Abdul Rahman	–	–	240,000.00 ^e	62,500.00	12,000.00	56,480.70	370,980.70
Independent and Non-Executive Directors (INED)							
Hisham Zainal Mokhtar	–	–	267,000.00	106,500.00	–	76,031.95	449,531.95
Datuk Siti Zauyah Md Desa	–	–	240,000.00	78,500.00	9,000.00	56,847.20	384,347.20
Ahmad Taufek Omar	–	–	240,000.00	90,750.00	9,000.00	111,025.65	450,775.65
Tan Sri Datuk Yong Poh Kon	–	–	240,000.00	75,000.00	–	73,004.64	388,004.64
Datuk Bazlan Osman	–	–	240,000.00	101,500.00	9,000.00	144,476.78	494,976.78
Dr. Tunku Alina Raja Mohd Alias (Appointed on 3 June 2025)	–	–	138,666.67	42,000.00	–	69,003.05	249,669.72
Shahnaz Al-Sadat Abdul Mohsein (Appointed on 3 June 2025)	–	–	138,666.67	46,500.00	–	56,126.20	241,292.87
Alternate Director to NINED							
Syaiful Hafiz Moamat Mastam (Alternate to Datuk Dr. Shahrazat Haji Ahmad, appointed on 6 August 2025)	–	–	–	11,000.00	–	11,611.55	22,611.55
Former INED							
Rossana Annizah Ahmad Rashid (Retired on 27 May 2025)	–	–	97,419.35	37,750.00	9,000.00	71,133.62	215,302.97
Former Alternate Director to NINED							
Iszad Jeffri Ismail (Ceased as Alternate Director to Datuk Dr. Shahrazat Haji Ahmad on 6 August 2025)	–	–	–	11,000.00	–	13,298.80	24,298.80
Total Amount	–	–	2,441,752.69	781,000.00	48,000.00	1,019,055.72	4,289,808.41

Notes:

- ^a Inclusive of Company's contribution to the provident fund.
- ^b Bonus payment.
- ^c Car allowances in lieu of the provision of a company car.
- ^d In line with Khazanah's policy, no fee or allowance was paid in FY2025.
- ^e 50% of director's fees paid directly to EPF.

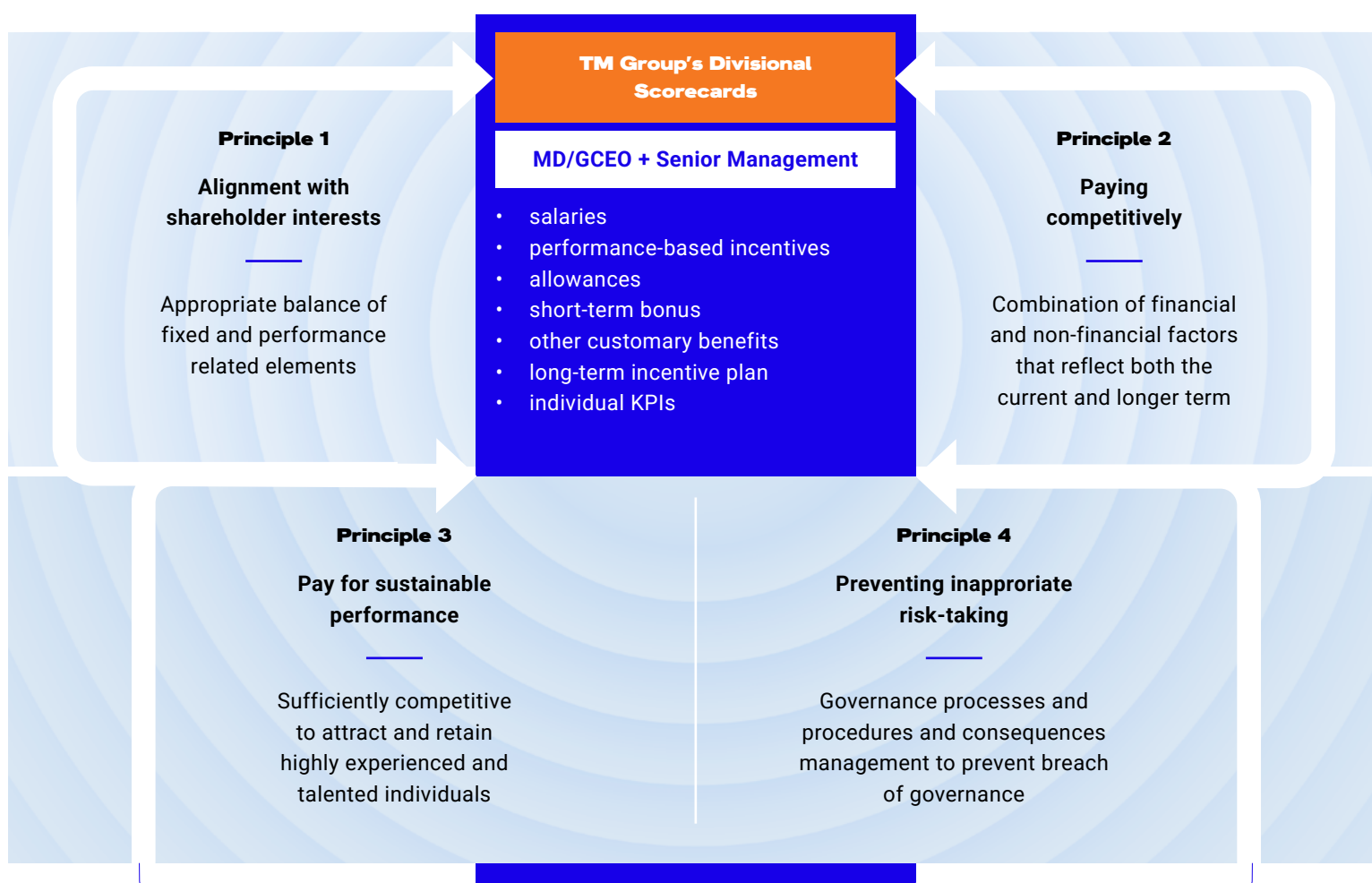
TM Subsidiary Board Remuneration Framework (SRF)

TM Directors serving on subsidiary Boards are compensated in accordance to the TM Subsidiary Tiering Framework (STF). Under this framework, subsidiaries are categorised into three (3) tiers based on their strategic importance, shareholding structure and contribution to the Group's financial performance. The prevailing SRF, last revised on 1 November 2023, remains in effect. Under the SRF, no directors' fees are accorded to TM's NEC and NEDs serving on subsidiary Boards. Instead, they are entitled only to meeting allowances. This structure ensures consistency, cost discipline and alignment with the Group's governance principles.

Category of TM's Subsidiaries	Board Meeting Allowance (RM)		Committee's Meeting Allowance (RM)	
	NEC	NED	Chairman	Member
Tier 1 & Universiti Telekom Sdn Bhd	3,000	2,000	500	300
Other Subsidiaries	1,500	1,000	-	-

MD/GCEO and Senior Management of Group

TM remuneration is based on performance culture and appropriate balance of risk and reward which is based on the following principles:



CORPORATE GOVERNANCE OVERVIEW STATEMENT

A Board Leadership and Effectiveness

Key elements of TM’s remuneration package for Senior Management are summarised below:

Fixed Elements

- **Base salary:**
Recruit and retain calibre Senior Management with required skills and experience to perform the role to implement TM Group strategy.
- **Fixed allowances:**
A competitive alternative with itemised benefits and pensions that are not linked to base salary.
- **Other benefits:**
Cost-effective benefits to attract and retain Senior Management.

Performance-Related Elements

- **Short-term bonus:**
Incentivises Year-on-Year (YoY) delivery of stretching short-term financial, strategic and operational and personal performance objectives to support our annual business strategy to enhance shareholder’s value. Recognising performance through annual bonus controls our cost base flexibly and its reaction to events and market circumstances.

Senior Management remuneration and/or reward assessment process is as follows:



MD/GCEO recused himself during the deliberations of his performance reward and remuneration review at NRC and Board meetings.

For FY2025, remuneration package (including fixed and performance-related elements) of the top five (5) Senior Management (excluding MD/GCEO) is disclosed in the CG Report, pursuant to Practice 8.2 of the MCGG and is accessible on TM’s website at www.tm.com.my.

NOMINATION AND REMUNERATION COMMITTEE

Chairman

Hisham Zainal Mokhtar
Senior Independent Director

Meeting Attendance

10/10

Members

Dato' Mohamed Nasri Sallehuddin
Non-Independent Non-Executive Director

Meeting Attendance

9/10

Datuk Siti Zauyah Md Desa
Independent Non-Executive Director

Meeting Attendance

8/10

Ahmad Taufek Omar
Independent Non-Executive Director

Meeting Attendance

10/10

Former Member who served during the year under review:

Tan Sri Datuk Yong Poh Kon
Independent Non-Executive Director
Resigned on 3 June 2025

Meeting Attendance

7/7

KEY OBJECTIVE

Since its establishment, the NRC has undertaken a dual role, combining both nomination and remuneration functions within a single committee for the purpose of expediency and practicality, with the same members entrusted with responsibilities relating to both functions. In addition, the NRC provides oversight of CG matters within the Group, supporting the Board in promoting sound governance practices and effective Board composition.

MEMBERSHIP


The NRC continues to be chaired by the SID. During the year, the Committee's composition was streamlined from five (5) to four (4) members, whilst maintaining a majority of INEDs.

RESPONSIBILITIES

The nomination function of the NRC plays a key role in assisting the Board in reviewing and determining the appropriate size, composition and balance of the Board to ensure the required mix of responsibilities, skills, experience and diversity. In this regard, NRC ensures that the Board composition remains aligned with the needs of the Company and establishes, maintains and reviews the criteria applied in the recruitment, selection and annual assessment of Directors. NRC also guides Management to ensure that the Group continues to have the appropriate leadership bench and manpower capabilities to support the Group's strategic direction and future growth.

In respect of remuneration, NRC supports the Board in maintaining and reviewing the policy framework governing all elements of remuneration for the ED and Pivotal Positions, with the aim of attracting, retaining and motivating high-calibre leadership. NRC also oversees the remuneration entitlements of the NEDs.

NRC also supports the Board in promoting efficiency, effectiveness and transparency in Board governance matters, through initiatives such as the BEE, the Board Performance Improvement Programme and oversight of Board operations.

 The number of NRC meetings, Members' attendance as well as total time spent for NRC meetings throughout 2025 is tabulated on page 257.

 NRC's ToR is enumerated in the Board Charter and available on TM's website at www.tm.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

A Board Leadership and Effectiveness

MAIN ACTIVITIES IN 2025

During 2025, NRC deliberated and, where applicable, made key recommendations to the Board on the following matters:

- Succession Plan for Board and Management
- Appointments to the Board and Pivotal Positions
- Board Remuneration
- Employees Remuneration
- Board Performance Evaluation
- Disclosure on Board Governance in IAR 2024
- Group's Reorganisation

Key Activities

Nomination Function

1. Board:

- Reviewed the composition of the Board and membership of Board Committees to ensure an appropriate balance of skills, experience and independence.
- Proposed the extension of service of NINEDs to the Special Shareholder.
- Reviewed the Board succession plan and Directors' pool to ensure continuity of leadership and effective Board composition.
- Assessed and recommended suitable candidates as INEDs, based on searches conducted by an external consultant.
- Considered and recommended the re-appointments and re-elections of Directors for the 40th AGM, with reference to the Directors' Fit and Proper Policy and the findings of the BEE.

2. Board of Subsidiaries:

- Considered and recommended the appointment of a director on Tier 1 subsidiary and the associated remuneration.

3. Pivotal Positions:

- Deliberated on succession planning of Pivotal Positions and the development of the leadership talent pool.
- Considered the appointments of Pivotal Positions, renewal of employment contracts and their remunerations.
- Reviewed the list of Pivotal Positions in view of the Group's reorganisation.

Remuneration Function

1. Board:

- Reviewed the findings of TM BRBP, conducted by an external consultant and recommended that the prevailing Directors' fees and benefits payable remain unchanged.

2. Pivotal Positions:

- Evaluated and recommended the performance of MD/GCEO, Pivotal Positions and the Group Company Secretary against pre-set KPIs, including bonus entitlements.
- Considered and proposed the compensation package for MD/GCEO.
- Deliberated and recommended the scorecards and reviewed scorecards for Pivotal Positions for FY2025.

Activities

Remuneration Function (continued)

3. Company and Group:

- Reviewed and recommended the FY2025 TM Group Scorecard and KPIs.
- Deliberated on the Group's manpower optimisation plan.
- Reviewed the framework governing employees' performance ratings.

4. Employees:

- Reviewed and recommended the FY2024 bonus pool and FY2025 salary increment.
- Considered and recommended the mandate for the collective agreement from 2025 to 2027.

Human Capital Management

1. Presented the findings of the Organisation Health Index survey.
2. Deliberated on the insights from the Hogan Assessment conducted for Senior Management.
3. Deliberated on the Group's reorganisation.
4. Updated the medical cost optimisation programme and progress of manpower optimisation plan.

Governance and Board Matters

1. Reviewed the results of the BEE for FY2024 and the corresponding improvement plans and recommended the report for tabling to the Board.
2. Reviewed the CG Overview Statement for inclusion in the IAR and CG Report.
3. Updated the status of Directors' continuing education programme in compliance with the BTP.
4. Monitored Directors' adherence to governance requirements pursuant to the Main LR and other relevant guidelines.

NRC Effectiveness Review and Performance

Based on the findings of the BEE 2025, the Board was satisfied that NRC has effectively discharged its responsibilities, enabling TM to maintain an appropriate balance of skills, experience, independence and diversity within the Board, while ensuring that Senior Management are rightly identified, appointed and remunerated. NRC was also commended for its consistent and well-considered recommendations, which were aligned with the Company's established policies and governance framework, reflecting strong adherence to governance standards and supporting the Company's competitiveness and compliance with CG requirements.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

A

Board Leadership and Effectiveness

BOARD TENDER COMMITTEE

Chairman

Ahmad Taufek Omar

Independent Non-Executive Director

Resigned as Chairman on 27 May 2025

Meeting Attendance

8/8

Members

Datuk Siti Zaayah Md Desa

Independent Non-Executive Director

Meeting Attendance

7/8

Datuk Dr. Shahrazat Haji Ahmad

Non-Independent Non-Executive Director

Meeting Attendance

5/8

Syaiful Hafiz Moamat Mastam

Non-Independent Non-Executive Alternate Director

Appointed as Alternate Member to Datuk Dr. Shahrazat Haji Ahmad on 6 August 2025

Meeting Attendance

2/3

Datuk Bazlan Osman

Independent Non-Executive Director

Appointed as Member on 27 May 2025

Meeting Attendance

5/5

Shahnaz Al-Sadat Abdul Mohsein

Independent Non-Executive Director

Appointed as Member on 3 June 2025

Meeting Attendance

5/5

Former Members who served during the year under review:

Rossana Annizah Ahmad Rashid

Independent Non-Executive Director

Retired as Director at the 40th AGM thus ceased as BTC Chairperson and Member on 27 May 2025

Meeting Attendance

3/3

Muhammad Afhzal Abdul Rahman

Non-Independent Non-Executive Director

Meeting Attendance

3/3

Iszad Jeffri Ismail

Non-Independent Non-Executive Alternate Director

Ceased as Alternate Member to Datuk Dr. Shahrazat on 6 August 2025

Meeting Attendance

2/4

KEY OBJECTIVE

BTC provides Board-level oversight on procurement proposals across TM Group in accordance with the approved LoA and the Board's delegation of powers. In discharging its mandate, BTC facilitates the Board in:

- Providing independent oversight on high-value and strategic procurement proposals in line with the LoA.
- Ensuring a transparent, fair and efficient decision-making process, guided by principles of integrity, sound risk management and sustainability considerations.
- Reviewing and ensuring that procurement exercises comply with the Company's procurement policies, procedures and delegated authority limits.
- Safeguarding that procurement outcomes deliver optimal value and are aligned with the best interests of the Company and Group.

Through its structured oversight, the BTC reinforces governance discipline, enhances transparency in procurement practices and supports sustainable value creation.

MEMBERSHIP

With the changes in Board composition in 2025, the composition of BTC was reviewed and strengthened with the appointment of a new Chairman and additional members to enhance its overall effectiveness. BTC continues to comprise five (5) members and one (1) alternate member. All members are NEDs, with a majority being INEDs, thereby ensuring independent judgement, objective evaluation and robust oversight in procurement matters. Collectively, the members possess relevant expertise and experience in procurement, commercial evaluation, governance and risk management, enabling the Committee to discharge its responsibilities effectively.


RESPONSIBILITIES

BTC is responsible for:

- Ensuring that procurement processes comply with the applicable procurement policies, procedures and ethical standards of the Group.
- Verifying the validity and adequacy of the technical and financial capabilities of the tenderers.
- Evaluating and approving or recommending procurement proposals based on a comprehensive assessment of relevant commercial, technical, risk, governance and sustainability considerations.
- Monitoring the achievement and progress of the Bumiputera Vendor Development Programme (BVDP) in line with the Group's commitments.

BTC is supported by two (2) Management-level procurement committees, chaired by the MD/GCEO and GCFO respectively, in accordance with the LoA accorded to the respective sub-procurement committees.

The MD/GCEO, GCFO and Chief Procurement Officer (CPO) are in attendance, together with relevant business owners who are invited to present Management's justifications and recommendations for the respective procurement proposals.

 The number of BTC meetings, Members' attendance as well as total time spent for BTC meetings throughout 2025 is tabulated on page 257.

 BTC's powers, duties and responsibilities are provided in the Board Charter, available on our website at www.tm.com.my.

MAIN ACTIVITIES IN 2025

Among the key activities undertaken by BTC during FY2025 are as follows:

- Procurement proposals oversight and approval
- Procurement strategy
- Procurement governance, processes and policies
- Procurement performance, plans and updates
- BTC performance and governance

Key Activities

Procurement Proposals Oversight and Approval

1. Deliberated on procurement proposals within the ambit of and the approved LoA of BTC and Board.
2. Considered 14 procurement proposals within the BTC's LoA and recommended nine (9) procurement proposals falling under the Board's purview for the Board's approval.
3. Deliberated on strategic and critical procurement matters to ensure alignment with the Group's business priorities and risk parameters.

Procurement Strategy

1. Deliberated on and approved four (4) procurement strategy for strategic proposals to ensure alignment with the Group's long-term objectives and value creation priorities.

Procurement Governance, Processes and Policies

1. Ensured procurement activities were conducted in compliance with applicable procurement ethics, policies and procedures.
2. Reviewed procurement-related policies supporting the Bumiputera Empowerment Agenda as well as the policies addressing anti-competitive practices, including bid-rigging safeguards.

Procurement Performance, Plans and Updates

1. Reviewed the Group's procurement performance for FY2024.
2. Deliberated on procurement plans and strategies for FY2025 and monitored the performance of Group Procurement (GP) throughout the financial year.
3. Reviewed the CPO's KPI and performance outcomes for 2024.
4. Reviewed and monitored quarterly reports on the sole/single sourcing approvals by respective procurement approval committees, as well as inventory management reports.
5. Monitored the progress of contract establishment, status of critical contracts and overall procurement updates on a half-yearly basis.
6. Deliberated on the GP Organisation structure to ensure operational effectiveness and delivery capability.

BTC Performance and Governance

1. Reviewed and deliberated on the BEE 2024 results relating to the BTC and identified improvement actions to enhance its effectiveness.



For more information about Sustainable Value Chain, please refer to pages 168 to 178.

BTC Effectiveness Review and Performance

The effectiveness evaluation of the BTC formed part of the annual BEE. The assessment covered the effectiveness of the BTC and its Chairman in providing sound recommendations to the Board, as well as Members' self-assessment on the Committee's skills, composition, functionality and oversight responsibilities.

Based on the BEE 2025 results, the BTC was assessed to be effective in discharging its roles and responsibilities. The BTC Chairman was commended for effective meeting management and for fostering inclusive participation, ensuring that diverse views and constructive challenges were encouraged during deliberations. Discussions at BTC meetings were considered robust and comprehensive. The LoA were periodically reviewed to ensure they remained appropriate and aligned with business requirements, while maintaining governance discipline and control expectations.

The BEE also highlighted the importance of conducting annual review of tender and procurement policies to ensure continued relevance and alignment with evolving business and regulatory requirements. In addition, emphasis was placed on ensuring that procurement proposals are supported by sound investments justifications or business cases, taking into consideration of the Company's risk appetite.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

A

Board Leadership and Effectiveness

BOARD AUDIT COMMITTEE

Chairman

Datuk Bazlan Osman

Independent Non-Executive Director

Meeting Attendance

9/9

Members

Hisham Zainal Mokhtar

Senior Independent Director

Meeting Attendance

9/9

Muhammad Afhzal Abdul Rahman

Non-Independent Non-Executive Director

Appointed as Member on 27 May 2025

Meeting Attendance

5/5

Dr. Tunku Alina Raja Muhd Alias

Independent Non-Executive Director

Appointed as Member on 3 June 2025

Meeting Attendance

5/5

Shahnaz Al-Sadat Abdul Mohsein

Independent Non-Executive Director

Appointed as Member on 3 June 2025

Meeting Attendance

5/5

Former Member who served during the year under review:

Rossana Annizah Ahmad Rashid

Independent Non-Executive Director

Retired as Director at the 40th AGM thus ceased as BAC Member on 27 May 2025

Meeting Attendance

4/4

KEY OBJECTIVE

The key objectives of the BAC are:

- Oversees the independent review of financial information and reports to ensure their integrity, reliability and compliance with applicable accounting standards and regulatory requirements.
- Reviews audit findings and their root causes and recommends corrective actions to strengthen internal controls.
- Oversees ethics, integrity and governance matters and promotes sound governance practices throughout the Group.
- Reviews and monitors RPT and recurrent related party transactions (RRPT) to ensure compliance with regulatory requirements.
- Oversees COI situations that have arisen, persist or may potentially arise within the Group, including the measures taken to resolve, eliminate or mitigate such conflicts.

MEMBERSHIP

With the changes in Board composition in 2025, the membership of BAC was reviewed and strengthened. The Committee currently comprise of five (5) members, of whom four (4) are INEDs, thereby maintaining a majority of Independent Directors.

All members are financially literate and possess the necessary experience and expertise to effectively discharge their responsibilities.

BAC continues to comply with Paragraph 15.09 of the Main LR:

- ✓ Membership compose of not fewer than three (3) members.
- ✓ Comprise non-executive directors.
- ✓ One (1) BAC member must either be: (a) member of Malaysian Institute of Accountants (MIA); or (b) has three (3) years working experience and qualified as prescribed in the Main LR; or (c) fulfil Bursa Securities' requirements.
- ✓ No alternate director as BAC member.
- ✓ Chairman is an INED.

B Effective Audit and Risk Management

RESPONSIBILITIES


BAC assists the Board in overseeing financial reporting, internal controls, audit processes and integrity and governance practices across the Group. The Committee plays an important role in safeguarding the integrity of the Group's financial reporting, ensuring the effectiveness of internal control systems and maintaining the independence and performance of both internal and external auditors.

The MD/GCEO, GCFO and Chief Internal Auditor (CIA) attended all BAC meetings. The external auditors also attended BAC meetings where the quarterly financial results were deliberated. Whilst, the Chief Integrity and Governance Officer (CIGO) attended BAC meetings on matters relating to ethics and integrity.

BAC also held two (2) private sessions with the external and internal auditors, without the presence of Management, during the year.








The Company Secretaries and CIA serve as joint secretariat for BAC meetings. Reports on BAC proceedings are presented to the Board, while meeting minutes are circulated to members for comments prior to confirmation at subsequent meetings. Matters requiring Board's approval are escalated to the Board.

 The number of BAC meetings, Members' attendance as well as total time spent for BAC meetings throughout 2025 is tabulated on page 257.

 BAC's powers, duties and responsibilities is incorporated in the Board Charter, which is accessible on the Company's official website at www.tm.com.my.

MAIN ACTIVITIES IN 2025

During the year, the BAC deliberated and, where applicable, recommended the following matters to the Board:

-  Financial reporting
-  COI situations
-  Internal audit matters
-  Internal control issues
-  RPT and RRPT
-  Integrity, ethics and governance matters
-  External audit matters

Activities

Financial Reporting

1. Reviewed the Company's and Group's quarterly financial performance and financial statements for recommendation to the Board:
 - Based on the recommendations from the Best Practices Committee (BPC), a BAC sub-committee headed by the GCFO.
 - Ensuring compliance with the Malaysian Financial Reporting Standards (MFRS) 134, Main LR and other legal and regulatory requirements.
2. Reviewed and recommended to the Board:
 - Draft announcements of the quarterly financial results to Bursa Securities.
 - Audited financial statements of TM Group.
3. Assessed and recommended two (2) dividend payments in accordance with the Company's dividend policy and provisions of the CA 2016.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

B Effective Audit and Risk Management

Activities

Internal Control

1. Reviewed the adequacy and effectiveness of the Group's internal controls.
2. Deliberated on the Directors' Statement on Risk Management and Internal Control (DSORMIC), for inclusion in the IAR, after the review by the external auditors before recommending to the Board for approval.
3. Reviewed internal control reports based on Self-Assessments conducted by Management of the Company and Group.
4. Deliberated and monitored audit findings raised by internal and external auditors.
5. Reviewed compliance reports from BPC.

External Audit

1. Maintained oversight of the external audit process to ensure the independence and effectiveness of the external auditors.
2. Deliberated on the external audit report, audit plan and DSORMIC with the Auditors.
3. Reviewed the Management Letter of Representation (MLR), audit findings and Management's responses to audit observations.
4. Monitored non-audit services provided by the external auditors to ensure that their independence and objectivity was not impaired. GCFO was authorised by BAC to approve the proposed non-audit engagement valued below 50% of the cumulative value of statutory audit fee for the current year and to present to BAC for tracking and noting.
5. Recommended the reappointment of Ernst & Young PLT (EY) as external auditors for the financial year ended (FYE) 31 December 2025. The shareholders at the 40th AGM approved the reappointment of EY for FYE 31 December 2025.

Non-audit service fees paid/payable to the external auditors and member firms of EY during the year relative to the statutory audit fees are as follows:

	Company (RM'000)	Group (RM'000)
2025 Audit Fees		
• Statutory Audit	433.7	3,290.9
• Other Audit-Related Services	-	903.8
Total Audit & Audit-Related Services	433.7	4,194.7
2025 Non-Audit Fees		
• Other Services Approved in Current Financial Year	-	2.8
Total Non-Audit Fees	-	2.8
Percentage of Non-Audit Fees over Statutory Audit & Other Audit related Services & Fees	Nil	0.1%

The abovementioned non-audit fees paid/payable for FY2025 to EY and its affiliates for the following non-audit works were within the limit provided in the BAC ToR:

- Workshop on SST scope expansion compliance.

Activities

Internal Audit

1. Oversees the effectiveness and independence of the GIA function.
2. Reviewed the performances of GIA and CIA for FYE 31 December 2024.
3. Reviewed and approved KPI 2025 targets and deliberated on their quarterly performances, competency and resources of the internal audit functions to ensure that, collectively, GIA has the required expertise and professionalism to discharge its duties.
4. Reviewed and approved the internal audit plan and budget to ensure adequate scope and comprehensive coverage of the Group's activities.
5. Reviewed and deliberated on the internal audit reports, audit recommendations and Management's action plan to ensure all key risks and critical issues were properly addressed.
6. Ensured the internal audit personnel are free from any relationships or COI of which could impair their objectivity and independence and are given assistance and co-operation by TM's officers.

RPTs and RRPTs

1. Deliberated and recommended the RPTs and RRPTs for Board's approval, ensuring they were in the best interest of TM, fair and reasonable, on normal commercial terms and not detrimental to the interest of the minority shareholders.
2. Reviewed the estimated RRPT mandates for the ensuing year and recommended the Circular to Shareholders on the Renewal of Shareholders Mandate for TM Board's approval for further recommendation to the shareholders for approval at AGM.

Conflicts or Potential COI

1. Reviewed and assessed COI situations and disclosures by Directors and Management in relation to proposals presented at the meetings. Individuals with declared conflicts recused from the meeting and abstained from deliberation and decision-making on the relevant matters.
2. Considered the legal opinion on COI involving an INED.

Integrity, Ethics and Governance

1. Reviewed and approved GIG's KPI for 2025 and monitored its quarterly performances, competency and resources in ensuring GIG has the required expertise and professionalism to discharge its duties.
2. Reviewed the update on investigation matters and deliberated on the findings, root causes and actions taken including proposed enhancement on internal controls and processes.
3. Deliberated on the findings of the review of TM's adequate procedures conducted by an external consultant to assess compliance with Section 17A of the Malaysian Anti-Corruption Act 2009.
4. Overseeing the preventive initiatives and monitored the implementation of the OACP undertaken by GIG for Group-wide implementation.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

B Effective Audit and Risk Management

Activities

Governance

1. Deliberated on and recommended the revisions to the First Tier LoA.
2. Reviewed and recommended the IAR 2024 and CG Report for approval by the Board.
3. Deliberated on the BEE results relating to the BAC and monitored the implementation of improvement actions.

Significant judgements and issues

Deliberated on the key audit matters identified by the external auditors and based on the assessments, BAC was satisfied that the accounting treatments applied, the significant judgements made and key assumptions used in preparing the financial statements were appropriate and in compliance with applicable financial reporting standards.

COI OR POTENTIAL COI ASSESSMENT PROCESS

The evaluation of COI or potential COI involves verification against the Company's COI Policy and the register of interests maintained pursuant to Sections 219 and 221 of the CA 2016. Where a potential COI is identified, the matter is presented at the relevant meeting for deliberation and confirmation. Confirmed cases are recorded in the meeting minutes and COI Register and the conflicted director abstained from deliberation and voting on the matter.

Potential COI situations are also recorded in the COI Register maintained by the Company Secretaries and subject to periodic review by GIA.

BAC believed the procedures to scrutinise COI or potential COI is rigorous to ensure compliance with regulatory requirements and internal policies in ensuring transparency and accountability in decision-making process.

During the year, six (6) COI and eight (8) potential COI cases were recorded. Following verification, the potential COI cases were determined not to fall within the ambit of COI requiring further disclosure other than notation in the COI Register.

TRAINING

During the year, BAC members attended conferences, seminars and training programmes to enhance their knowledge and competencies to efficiently discharge their duties as Directors.



Details of the training programmes attended by the members are disclosed under Practice 2.1 of the CG Report, accessible on the website www.tm.com.my.

BAC EFFECTIVENESS REVIEW AND PERFORMANCE

The evaluation on BAC's effectiveness involved the Board's assessment on the effectiveness of BAC and its Chairman in providing the Committee's recommendation to the Board, as well as Members' assessment on its skills and composition and its functionalities and oversight responsibilities.

Based on the BEE 2025 results, the Board was satisfied that the BAC and its Chairman had effectively discharged their roles and responsibilities. The Committee's effectiveness is further strengthened by the diverse expertise of its members across financial management, legal, sustainability, digital/technology and telecommunication.

BOARD RISK AND INVESTMENT COMMITTEE

Chairman

Dato' Mohamed Nasri Sallehuddin
Non-Independent Non-Executive Director

Meeting Attendance

8/8

Members

Hisham Zainal Mokhtar
Senior Independent Director

Meeting Attendance

8/8

Tan Sri Datuk Yong Poh Kon
Independent Non-Executive Director

Meeting Attendance

8/8

Dr. Tunku Alina Raja Muhd Alias
Independent Non-Executive Director
Appointed as Member of BRIC on 3 June 2025

Meeting Attendance

5/5

Former Member who served during the year under review:

Datuk Bazlan Osman
Independent Non-Executive Director
Resigned as Member on 27 May 2025

Meeting Attendance

3/3

KEY OBJECTIVE

BRIC supports the Board through focused oversight of enterprise risk management (ERM), strategic investments and sustainability governance, while safeguarding shareholder value and the Group's assets.

BRIC mandate includes:

- Ensuring the establishment and maintenance of a sound and robust ERM framework to support the achievement of TM's strategic objectives.
- Identifying, assessing and monitoring key business risks, including financial, operational, regulatory compliance, reputational and sustainability risks, encompassing climate change and cyber security risks including data privacy.
- Reviewing strategic investment and divestment proposals, together with their associated risks and mitigation strategies, prior to Board's approval.
- Overseeing the alignment of the Group's sustainability strategies, priorities, targets and practices with its long-term sustainability commitments.

Through its integrated oversight, BRIC enhances the Board's ability to balance growth opportunities with prudent risk management and responsible business practices.

MEMBERSHIP

During the financial year, BRIC's composition was strengthened with the appointment of Dr. Tunku Alina Raja Muhd Alias who brings extensive experience in sustainability matters, in place of Datuk Bazlan Osman. This refreshment further enhanced the Committee's capability in overseeing sustainability and emerging risk considerations.

BRIC continues to benefit from a healthy mix of competencies and expertise, encompassing finance, strategic investments, internal controls, risk management, sustainability and broad business acumen. A majority of BRIC members are INEDs, ensuring objective judgement, independent oversight and adherence to sound governance practice.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

B Effective Audit and Risk Management

RESPONSIBILITIES

The key responsibilities of BRIC include:

Risk Management


- Ensuring the effectiveness of ERM framework including oversight of top corporate risks.
- Recommending the corporate risk appetite and monitoring key and emerging risks to ensure their management within established tolerance and appetite.
- Reviewing and assessing the adequacy of risk management policies and frameworks.
- Advising the Board on risk-related areas affecting the Group.


Investment

- Reviewing and evaluating strategic investment and divestment proposals within its LoA prior to recommending the same for the Board's approval.
- Assessing business collaboration and partnership proposals before submission to the Board.

Sustainability




- Reviewing sustainability frameworks, strategies, policies and initiatives.
- Monitoring sustainability matters and their impact on the Group's operations and long-term value creation
- Reviewing sustainability-related KPI and the implementation.
- Reviewing the Sustainability Statement prior to Board's approval.



 The number of BRIC meetings, Members' attendance as well as total time spent for BRIC meetings throughout 2025 is tabulated on page 257.

 BRIC's ToR is enumerated in the Board Charter and available on TM's website at www.tm.com.my.

MAIN ACTIVITIES IN 2025

During 2025, BRIC considered and, where applicable, made the following key recommendations to the Board on the following subject matters:

-  Risk Management
-  Investment
-  Sustainability

-  Cyber Security
-  Governance

Key Activities

Risk Management

1. Continued quarterly monitoring of the ERM framework and corporate risk report on quarterly basis to ensure that the risks are monitored and mitigated.
2. Reviewed the corporate risk appetite and corresponding measures.
3. Assessed risks, mitigation controls and implementation risks of key and critical projects.
4. Maintained focus on strategic and emerging risks including cyber security, climate change, sustainability and regulatory.
5. Participated in a sharing session conducted by an external advisor on emerging global risks, including financial, economic, geopolitical, technological and regulatory developments and their impact on sustainability and the telecommunication industry.

Investment

1. Reviewed ten (10) investment proposals, including business collaborations and potential partnerships and recommended six (6) for the Board's approval.
2. Reviewed key risks and mitigation plans for the proposed strategic investments.
3. Assessed risk elements of high-risk projects and endorsed recommendations on the way forward.

Sustainability

1. Reviewed quarterly sustainability progress updates.
2. Reviewed and recommended the Sustainability Report and materiality matters for inclusion in the IAR 2024.
3. Reviewed and recommended the sustainability-related KPI of Pivotal Positions.

Cyber Security

1. Continued quarterly oversight of cyber security updates, including strategic programmes and evolving threat intelligence landscape.
2. Updated on cyber security incidents, key incidents and cyber threat simulation exercises.

Regulatory

1. Reviewed quarterly regulatory updates and deliberated on their impact on the Group.
2. Updated on regulatory matters and their impact on the Group.

Governance

1. Reviewed and recommended the BRIC Report, DSORMIC, ERM and Business Continuity Management statements for inclusion in the IAR 2024.
2. Reviewed and recommended the CG report relating to the application of Principle B of MCCG for FYE 31 December 2024.
3. Reviewed and recommended KPI elements for the CCO position.
4. Deliberated on the BEE FY2024 results relating to BRIC's performances and effectiveness and the improvement plans moving forward.

BRIC EFFECTIVENESS REVIEW AND PERFORMANCE

A two-pronged evaluation of BRIC's effectiveness was conducted as part of the BEE 2025, comprising the Board's assessment on the effectiveness of BRIC and its Chairman in providing the Committee's recommendation to the Board and Members' self-assessment of the Committee's skills, composition, functionality and oversight responsibilities.

Based on the BEE 2025 results, the Board concluded that BRIC had effectively discharged its mandate with comprehensive oversight across the Group's risk landscape. BRIC demonstrated sound decision-making within the approved risk universe parameters and risk appetite. Members adopted a balanced and methodical approach in overseeing risk governance, strategic investments and sustainability matters.

CORPORATE GOVERNANCE OVERVIEW STATEMENT




Integrity in Corporate Reporting and Meaningful Relationships with Stakeholders

STAKEHOLDER COMMUNICATION AND ENGAGEMENT

Effective communication underpins TM's governance approach by facilitating transparent, accurate and timely dissemination of information to stakeholders. Guided by the Internal Communication Policy and established best practices, the Group manages corporate disclosures in compliance with regulatory requirements, with a strong emphasis on clarity, consistency and accountability. This framework ensures that the Group's performance, strategic priorities and material developments are communicated in a structured and responsible manner.

A broad range of channels is utilised to reach stakeholders nationwide. Corporate updates and announcements are released through Bursa Securities and complemented by media briefings and updates on the Company's website. The Investor Relations (IR) Unit facilitates proactive engagement with shareholders and investment community through teleconferences, virtual briefings and spotlight sessions. Digital platforms such as MS Teams, Zoom and Webex further enhance accessibility and enable wider participation.

During the financial year, TM actively engaged with its diverse stakeholder groups, including shareholders, institutional investors, analysts, fund managers, regulators and members of the public. Structured engagements included analyst briefings led by the MD/GCEO and GCFO, investor spotlight sessions, as well as participation in conferences and group meetings. Feedback and queries received from stakeholders were addressed in a timely and transparent manner, reinforcing two-way communication and stakeholder trust.

 Further details are available in the Responsible Communication section on pages 179 to 183.

CONDUCT OF GENERAL MEETING

The 40th AGM marked the Company's first hybrid AGM, conducted in compliance with Paragraph 8.27A of the Main LR. The hybrid format enhanced shareholders' participation by providing the option to attend either physically at the meeting venue or virtually via live streaming and online voting using the Remote Participation and Electronic Voting facilities. This enables shareholders, corporate representatives and proxies to participate and exercise their voting rights seamlessly, regardless of location.

All Directors, including the MD/GCEO, GCFO and Group Company Secretary, were present at the meeting venue demonstrating the Board's commitment to transparency and accountability. Shareholders, whether attending physically or virtually, were encouraged to engage actively through submission of questions during the meeting. All questions raised were addressed live and subsequently published on the Company's website after the AGM to ensure transparency and equal access to information.

To facilitate structured and orderly engagement, Deloitte Business Advisory Sdn Bhd (Deloitte) was appointed as an independent moderator to manage the question-and-answer session and support fair participation. A total of 887 shareholders and proxies registered for the 40th AGM, with 654 attending physically at the meeting venue and 233 participating virtually.

The AGM also featured a presentation by the MD/GCEO outlining the Group's 2024 performance highlights and strategic plans to deliver sustainable business value over the long term. Responses were also provided to questions raised by the Minority Shareholders Watch Group and an institutional investor i.e. PNB.

The voting results were independently verified by Deloitte prior to being announced to shareholders. Moving forward, TM remains committed to fostering meaningful shareholders engagement, ensuring regulatory compliance and leveraging technology to enhance accessibility and effectiveness in future general meetings.

 Minutes of the 40th AGM is available on the Company's website at www.tm.com.my.

COMPLIANCE STATEMENT

This CG Statement observes the Intended Outcome as prescribed in MCCG. The Board remains dedicated and committed to strengthening the Group's governance practices for the interest of all its stakeholders.

This Statement is made in accordance with the resolution of the Board of Directors duly passed on 2 April 2026.

BOARD OF DIRECTORS

DATO' ZAINAL ABIDIN PUTIH

Non-Independent Non-Executive Chairman



DATE OF APPOINTMENT
1 August 2023

DATE OF LAST RE-ELECTION
30 May 2024

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board
14/14

Nationality	Age	Gender
	80	

BOARD COMMITTEE

- Nil

QUALIFICATION

- Fellow of the Institute of Chartered Accounts in England and Wales (ICAEW)
- Member of the Malaysian Institute of Accountants (MIA)
- Member of the Malaysian Institute of Certified Public Accountants (MICPA)

WORKING EXPERIENCE

Decades of accounting experience and expertise in auditing across various industries and skills in taxation, acquisitions, takeovers, restructuring and public listed companies.

PRESENT DIRECTORSHIP

Listed Issuers:

- Chairman, Telekom Malaysia Berhad
- Chairman, Land & General Berhad

Public Companies:

- Chairman, Tokio Marine Insurance (Malaysia) Berhad

Others:

- Chairman, Financial Reporting Foundation
- Chairman, Yayasan Telekom Malaysia (YTM)
- Trustee, Institut Jantung Negara (IJN)
- Trustee, MICPA Education Trust Fund
- Council member, Frost & Sullivan Fin Tech Advisory Council
- Member Council, RHL Ventures Sdn Bhd
- Chairman, Mobile Money International Sdn Bhd

SKILLS A AU B BK CG E FA I RM SA

AMAR HUZAIMI MD DERIS

Managing Director/ Group Chief Executive Officer/
Non-Independent Executive Director



DATE OF APPOINTMENT
1 August 2023

DATE OF LAST RE-ELECTION
30 May 2024

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board
14/14

Nationality	Age	Gender
	50	

BOARD COMMITTEE

- Nil

QUALIFICATION

- Master of Business Administration (MBA), Deakin University, Australia
- Bachelor of Commerce (Accounting and Finance), Monash University (Clayton), Australia
- Fellow Certified Practising Accountant Australia (CPA), Australia
- Former Certified Information System Auditor (CISA)
- Attended various leadership programmes, including Proteus at London Business School (LBS); the Global CEO Program at The Wharton School, National University of Singapore, IESE Business School and MIT Sloan

WORKING EXPERIENCE

Has over two (2) decades of experience in the telecommunications industry. Prior to his current role as MD/GCEO, Amar has served as the Executive Vice President (EVP) of TM Global, overseeing the Group's wholesale domestic and international business arm.

PRESENT DIRECTORSHIP

Listed Issuers:

- Telekom Malaysia Berhad

Public Companies:

- Nil

Others:

- Director, TM Technology Services Sdn Bhd
- Deputy Chairman, YTM
- Director, TM Digital Innovation Sdn Bhd (Credence)
- Director, TM DC Holdings Sdn Bhd
- Director, ASEAN Telecom Holdings Sdn Bhd
- Chairman, Telekom Malaysia (S) Pte Ltd
- Chairman, Telekom Malaysia (Hong Kong) Limited
- Chairman, Telekom Malaysia (UK) Limited
- Chairman, Telekom Malaysia (USA) Inc
- Chairman, Telekom Malaysia (Australia) Pty Ltd
- Chairman, Telekom Malaysia DMCC
- Director, BlueTel Networks Pte Ltd

SKILLS B BT DT I IB SA SP TI T&I

BOARD OF DIRECTORS

DATUK DR. SHAHRAZAT HAJI AHMAD

Non-Independent Non-Executive Director



DATE OF APPOINTMENT
15 December 2023

DATE OF LAST RE-ELECTION
30 May 2024

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board	BTC
12/14	5/8

Nationality



Age

57

Gender



BOARD COMMITTEE

- Member of BTC

QUALIFICATION

- Advanced Diploma in Accounting, MARA Institute of Technology (ITM)
- Masters in Social Sciences in International Economics, International University of Japan (IUJ), Japan
- Doctorate in Social Sciences in International Economics, The University of Kitakyushu, Japan

WORKING EXPERIENCE

Has extensive experience in Government service, particularly in the Ministry of Finance (MoF) and other Government department, having served in various roles.

PRESENT DIRECTORSHIP

Listed Issuers:

- NINED, Telekom Malaysia Berhad

Public Companies:

- Director, Petroliaam Nasional Berhad (Petronas)

Others:

- Chairperson, Lumut Naval Shipyard Sdn Bhd (formerly known as Boustead Naval Shipyard Sdn Bhd)
- Director, The National Trust Fund of Malaysia (KWAN)
- Director, Lembaga Tabung Angkatan Tentera (LTAT)
- Member, Energy Commission Malaysia
- Director, Malaysia Development Holding Sdn Bhd

SKILLS

E I PA SP

DATO' MOHAMED NASRI SALLEHUDDIN

Non-Independent Non-Executive Director



DATE OF APPOINTMENT
26 August 2019

DATE OF LAST RE-ELECTION
25 May 2022

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board	NRC	BRIC
14/14	9/10	8/8

Nationality



Age

55

Gender



BOARD COMMITTEE

- Chairman of BRIC
- Member of NRC

QUALIFICATION

- MBA, University of Strathclyde Business School, United Kingdom (UK)
- Utter Barrister by the Honourable Society of Gray's Inn
- LLB (Hons), Aberystwyth University, Wales, UK

WORKING EXPERIENCE

Over two (2) decades of experience in the legal industry and investment and currently Chief Corporate Officer and General Counsel at Khazanah Nasional Berhad (Khazanah).

PRESENT DIRECTORSHIP

Listed Issuers:

- NINED, Telekom Malaysia Berhad

Public Companies:

- Director, UEM Group Berhad
- Trustee, Yayasan Hasanah

Others:

- Chairman, Taman Tugu Project Development Sdn Bhd
- Chairman, Destination Resorts and Hotels Sdn Bhd
- Chairman, Think City Sdn Bhd
- Chairman, Desaru Development Corporation Sdn Bhd (DDC)
- Chairman, Desaru Development Holdings One Sdn Bhd

SKILLS

CG I LE RM SA SP

MUHAMMAD AFHZAL ABDUL RAHMAN

Non-Independent Non-Executive Director



DATE OF APPOINTMENT
1 December 2021

DATE OF LAST RE-ELECTION
25 May 2022

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board	BTC	BAC
14/14	3/3	4/5

Nationality



Age

50

Gender

**BOARD COMMITTEE**

- Member of BAC

QUALIFICATION

- Bachelor of Science Degree in Electrical Engineering, Columbia University, New York, United States of America (USA)
- Advanced Management Program (AMP) Harvard Business School, USA

WORKING EXPERIENCE

Over 27 years of experience in digital and technology sector and specialises in strategy and technology architecture, business transformation and technology implementations for enterprises across the financial services and oil & gas industries.

PRESENT DIRECTORSHIP**Listed Issuers:**

- NINED, Telekom Malaysia Berhad

Public Companies:

- Nil

Others:

- Director, Credence

SKILLS

B BK BT DT T&I SA SP

HISHAM ZAINAL MOKHTAR

Senior Independent Director



DATE OF APPOINTMENT
3 October 2018

DATE OF LAST RE-ELECTION
25 May 2023

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board	BAC	NRC
14/14	9/9	10/10

BRIC

8/8

Nationality



Age

63

Gender

**BOARD COMMITTEE**

- Chairman of NRC
- Member of BAC
- Member of BRIC

QUALIFICATION

- Chartered Financial Analyst, CFA Institute
- MBA, Massachusetts Institute of Technology, USA
- Master of Science in Mathematics, Illinois State University, USA
- Bachelor of Science in Mathematics, Illinois State University, USA

WORKING EXPERIENCE

Has an extensive experience in investment management, corporate finance and senior leadership across the financial services and investment sectors.

PRESENT DIRECTORSHIP**Listed Issuers:**

- SID/INED, Telekom Malaysia Berhad
- INED, KPJ Healthcare Berhad
- SID/INED, Aeon Co. (M) Bhd.

Public Companies:

- Nil

Others:

- Director, Touch 'n Go Sdn Bhd
- Director, Cross Light Capital Sdn Bhd
- Director, BPMB Dana Sdn Bhd (formerly known as Ecologitec Sdn Bhd)
- Investment Panel Member, LTAT
- Director, Brahm Capital Partners Sdn Bhd

SKILLS

E CF FA I RM SA

BOARD OF DIRECTORS

DATUK SITI ZAUYAH MD DESA

Independent Non-Executive Director



DATE OF APPOINTMENT
10 June 2020

DATE OF LAST RE-ELECTION
25 May 2023

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board	NRC	BTC
14/14	8/10	7/8

Nationality	Age	Gender
	66	

BOARD COMMITTEE

- Member of NRC
- Member of BTC

QUALIFICATION

- MBA (International Banking), University of Manchester, UK
- Bachelor of Science (Hons) in Quantity Surveying (Second Class Upper), University of Reading, UK
- Diploma in Public Administration (Excellent), National Institute of Public Administration (INTAN)
- Completed the Oxford High Performance Leadership Programme at Said Business School, University of Oxford, UK

WORKING EXPERIENCE

Over 30 years of experience in the public sector, particularly at the MoF, where she held various senior roles, including Deputy Secretary General (Policy) before retiring in 2019.

PRESENT DIRECTORSHIP

Listed Issuers:

- INED, Telekom Malaysia Berhad
- INED, Westports Holdings Berhad

Public Companies:

- INED, Cagamas Holdings Berhad
- Director, Cagamas SRP Berhad

Others:

- Chairman, GITN Sdn Berhad

SKILLS E BK PA SP

AHMAD TAUFEEK OMAR

Independent Non-Executive Director



DATE OF APPOINTMENT
1 November 2023

DATE OF LAST RE-ELECTION
30 May 2024

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board	BTC	NRC
14/14	8/8	10/10

Nationality	Age	Gender
	57	

BOARD COMMITTEE

- Chairman of BTC
- Member of NRC

QUALIFICATION

- Bachelor of Business Administration (B.BA Hons), International Islamic University Malaysia (IIUM)
- Completed the General Management Programme at INSEAD

WORKING EXPERIENCE

Has more than 30 years of experience in the telecommunications and IT sectors, with expertise in business development and sales, having held key roles across major Malaysian telcos including Maxis, CelcomDigi, Time dotCom and TM.

PRESENT DIRECTORSHIP

Listed Issuers:

- INED, Telekom Malaysia Berhad

Public Companies:

- Nil

Others:

- Chairman, Universiti Telekom Sdn Bhd

SKILLS B BT M SA TI T&I

TAN SRI DATUK YONG POH KON

Independent Non-Executive Director



DATE OF APPOINTMENT
30 May 2024

DATE OF LAST RE-ELECTION
27 May 2025

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board	BRIC	NRC
14/14	8/8	7/7

Nationality	Age	Gender
	80	

BOARD COMMITTEE

- Member of BRIC

QUALIFICATION

- Bachelor in Mechanical Engineering, University of Adelaide, Australia

WORKING EXPERIENCE

Has an extensive experience in economics and corporate finance of Malaysia business. Previously, he served as Co-Chair alongside the Chief Secretary of Malaysia for PEMUDAH, a Special Task Force to Facilitate Business, until September 2013. He is also recognized as the founder of the Malaysia Mensa Society.

PRESENT DIRECTORSHIP**Listed Issuers:**

- INED, Telekom Malaysia Berhad

Public Companies:

- Director, GS1 Malaysia Berhad

Others:

- Chairman, Royal Selangor International Sdn Bhd

SKILLS

B **BT** **CF** **E** **I** **SA**

DATUK BAZLAN OSMAN

Independent Non-Executive Director



DATE OF APPOINTMENT
30 May 2024

DATE OF LAST RE-ELECTION
27 May 2025

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board	BAC	BRIC
14/14	9/9	3/3

BTC

8/8

Nationality	Age	Gender
	61	

BOARD COMMITTEE

- Chairman of BAC
- Member of BTC

QUALIFICATION

- Association of Chartered Certified Accountants (ACCA), UK (Fellow)
- Member of MIA
- Diploma in Accounting, Polytechnic of North London, UK

WORKING EXPERIENCE

Has over 40 years of professional experience, primarily in the telecommunications sector, Datuk Bazlan has also held key roles in audit, accounting and finance. His career spans over public accounting firm and companies across various industries.

PRESENT DIRECTORSHIP**Listed Issuers:**

- INED, Telekom Malaysia Berhad
- SID/INED, Bursa Malaysia Berhad
- SID/INED, Bank Islam Malaysia Berhad
- Chairman/INED, FIMA Corporation Berhad

Public Companies:

- Nil

Others:

- Chairman, Credence

SKILLS

A **AU** **B** **CF** **CG** **FA** **I** **TI**

BOARD OF DIRECTORS

DR. TUNKU ALINA RAJA MUHD ALIAS

Independent Non-Executive Director



DATE OF APPOINTMENT
3 June 2025

DATE OF LAST RE-ELECTION
Nil

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board	BAC	BRIC
9/9	5/5	5/5

Nationality	Age	Gender
	62	

BOARD COMMITTEE

- Member of BAC
- Member of BRIC

QUALIFICATION

- PhD in Islamic Finance, International Centre for Education in Islamic Finance (INCEIF)
- Master in Laws (LL.M) (Corporate and Commercial Law), King's College, London, UK
- Bachelor of Laws (LL.B), Universiti Malaya

WORKING EXPERIENCE

Has extensive legal and corporate governance experience, having served as managing partner at a law firm and currently holds directorships in several public listed companies.

PRESENT DIRECTORSHIP

Listed Issuers:

- INED, Telekom Malaysia Berhad
- INED, Nestlé (Malaysia) Berhad
- SID/INED, Batu Kawan Berhad
- INED, Inari Amerton Berhad

Public Companies:

- Director United Overseas Bank (Malaysia) Berhad

Others:

- Director, J A Russell & Company Sdn Bhd
- Director, Joyous Waves Sdn Bhd
- Director, FIDE Forum

SKILLS A B CF CG LE I RM SG

SHAHNAZ AL-SADAT ABDUL MOHSEIN

Independent Non-Executive Director



DATE OF APPOINTMENT
3 June 2025

DATE OF LAST RE-ELECTION
Nil

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board	BAC	BTC
9/9	5/5	5/5

Nationality	Age	Gender
	57	

BOARD COMMITTEE

- Member of BAC
- Member of BTC

QUALIFICATION

- MBA, International Institute of Management Development (IMD), Switzerland
- LL.B (Hons), University of Nottingham, UK
- CPA, MICPA
- Chartered Accountant (CA), MIA
- Certified Internal Auditor (CIA), The Institute of Internal Auditors (IIA USA)

WORKING EXPERIENCE

Has over three (3) decades of experience in audit, consultancy, corporate leadership, Government - linked companies and entrepreneurship.

PRESENT DIRECTORSHIP

Listed Issuers:

- INED, Telekom Malaysia Berhad

Public Companies:

- Nil

Others:

- Trustee, CIMB Foundation
- Member, TFM Foundation
- Member of the Board of Governors Kolej Yayasan UEM
- Director, Synapse Education Holdings Sdn Bhd
- Chairperson, LeapEd Services Sdn Bhd
- Managing Director, SAM Education Sdn Bhd

SKILLS A AU BH FA LM SA SE

SYAIFUL HAFIZ MOAMAT MASTAM

Non-Independent Non-Executive Alternate Director



DATE OF APPOINTMENT
6 August 2025

DATE OF LAST RE-ELECTION
Nil

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS IN 2025

TM Board	BTC
4/5	2/3

Nationality**Age**

43

Gender**BOARD COMMITTEE**

- Alternate Member of BTC

QUALIFICATION

- Bachelor of Arts (Hons) Accounting and Finance, University of East London, UK
- Diploma in Public Administration, National Institute of Public Administration (INTAN)
- Diploma in Accounting, Kolej Agama Sultan Zainal Abidin (KUSZA), Terengganu
- Executive Fellows Programme (EFP) Australia & New Zealand School of Government (ANZSOG)

WORKING EXPERIENCE

Serves as a Principal Assistant Secretary at the Government Investment Companies Division, MoF, overseeing corporate matters, investments and strategic direction for MoF (Incorporated) companies, particularly in the land public transportation sector.

PRESENT DIRECTORSHIP**Listed Issuers:**

- NINED, Telekom Malaysia Berhad

Public Companies:

- Nil

Others:

- Director, MKD Kencana Sdn Bhd
- Director, Southern Catalyst Sdn Bhd
- Director, Northern Gateway Sdn Bhd & Group
- Director, Northern Gateway Free Zone Sdn Bhd
- Director, Northern Gateway Development Sdn Bhd
- Director, Northern Gateway Logistics Sdn Bhd
- Director, Northern Gateway Commercial Sdn Bhd
- Director, MKD Aman Makmur Sdn Bhd
- Director, Suria Strategic Energy Resources Sdn Bhd
- Director, Lumut Naval Shipyard Sdn Bhd (formerly known as Boustead Naval Shipyard Sdn Bhd)

SKILLS

A **CF** **PA** **I** **SP**

SKILLS

A Accounting	IB International Business
AU Audit	LE Legal Expertise
B Business	LM Leadership & Management
BH Business & HR Transformation	M Marketing
BK Banking	PA Public Administration
BT Business Transformation	RM Risk Management
CF Corporate Finance	SA Strategic Advisory
CG Corporate Governance	SE Social Entrepreneurship
DT Digital Technology	SG Sustainability Governance
E Economy	SP Strategic Planning
F&A Finance & Accounting	TI Telecommunication Industry
FA Financial Advisory	T&I Technology & Innovation
I Investment	

Additional Information:

1. Except as disclosed below, the other Directors have no family relationship with any Director or major shareholder of TM, no conflict of interest or potential conflict of interest, including interest in any competing business with the Company and/or its subsidiaries and have not been convicted of any offences (other than traffic offences) within the past five (5) years, or subject to any public sanctions or penalties by relevant regulatory authorities during the FYE 31 December 2025:

- a) Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her Alternate Director, Syaiful Hafiz Moamat Mastam, were nominated by TM's Special Shareholder, the Minister of Finance (Incorporated) (MoF Inc.), a body corporate established under the Ministry of Finance (Incorporation) Act 1957.

In matters involving the interests of MoF Inc, the aforesaid Directors recused themselves from the deliberation and abstained from voting on the relevant matters relating to MoF Inc.

- b) During 2025, the following proposals involving COI were considered.

(i) Dato' Zainal Abidin Putih was deemed interested in a partnership proposal involving a company where a member of his family is employed. He recused himself and abstained from the deliberation and voting on the said proposal.

(ii) Muhammad Afhzal Abdul Rahman is a nominee director of EPF, the largest major shareholder of TM. During discussions involving the interests of EPF and/or its investee companies, Muhammad Afhzal recused himself from deliberation and voting on matters involving EPF investee companies.

During the year, he recused and abstained from the deliberation, decision-making and voting on matters relating to transactions involving EPF Investee Companies upon EPF becoming the largest major shareholder of TM in August 2025. Muhammad Afhzal also did not participate in the deliberation and decision-making on a proposed securitisation of TM's properties.

(iii) Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah, a major shareholder of TM. He recused himself from the deliberation and voting on matters involving Khazanah and/or its group of companies. He also abstained from the deliberation on matters relating to MoF Inc., as MoF Inc. is the holding body corporate of Khazanah.

(iv) Ahmad Taufek Omar, an INED, disclosed that his family member is a director of a company, operating a competitor retail outlet.

(v) Datuk Bazlan Osman recused and abstained from the deliberation on a business arrangement entered into in 2016 as he was involved in the approval of the business arrangement in his previous capacity as TM's GCFO.

(vi) Directors due for re-election at the 40th AGM and 41st AGM abstained from the deliberation and recommendation on their respective resolutions for re-election involving themselves.

2. The full profile of the Board of Directors are available on TM Website at <https://www.tm.com.my/corporate/our-people>

SENIOR LEADERSHIP



- 1 AMAR HUZAIMI MD DERIS**
Managing Director/ Group Chief Executive Officer (MD/GCEO)
- 2 AHMAD FAIRUS RAHIM**
Group Chief Financial Officer (GCF0)
- 3 NOR FADHILAH MOHD ALI**
Chief Corporate Officer (CCO)
- 4 KHAIDHIR ELIAS**
Chief Human Capital Officer (CHCO)
- 5 ANAND VIJAYAN**
Chief Business & Consumer Officer (CBCO)

- 6 SHANTI JUSNITA JOHARI**
Executive Vice President TM One
- 7 SHAZURAWATI ABD KARIM**
Chief Customer Experience Officer (CXO)
- 8 MOHAMAD REJAB SULAIMAN**
Chief Executive Officer, Credence
- 9 KHAIRUL LIZA IBRAHIM**
Executive Vice President TM Global
- 10 MOHAMED TAJUL MOHAMED SULTAN**
Chief Network Officer (CNO)



11

IVAN CHONG
Chief Information Officer (CIO)

12

NOR AZURA AB. WAHAB
Chief Procurement Officer (CPO)

13

NIK AZLI ABU ZAHAR
Group General Counsel (GGC)

14

AZWEEN ZAKARIA
VP Strategy

15

HAWABY SULTAN MUHAMAD
Chief Internal Auditor (CIA)

16

MUHAMAD ASRI DOLLAH
Chief Integrity & Governance Officer (CIGO)

17

PROFESSOR DATO' DR. MAZLIHAM MOHD SU'UD
President / Chief Executive Officer (CEO) Multimedia University (MMU)

18

RAJA AZRINA RAJA OTHMAN
Chief Information Security Officer (CISO)

19



HAMIZAH ABIDIN
Group Company Secretary (GCS)

SENIOR LEADERSHIP

1

AMAR HUZAIMI MD DERIS

Managing Director/Group Chief Executive Officer

Nationality	Age	Gender
	50	

DATE OF APPOINTMENT

1 August 2023

QUALIFICATION

- MBA, Deakin University, Australia
- Bachelor of Commerce (Accounting and Finance), Monash University (Clayton), Australia
- Fellow CPA Australia, Australia
- Former CISA
- Attended various leadership programmes, including Proteus at London Business School (LBS); the Global CEO Program at The Wharton School, National University of Singapore, IESE Business School and MIT Sloan

WORKING EXPERIENCE

Has over two (2) decades of experience in the telecommunications industry. Prior to his role as MD/GCEO, Amar has served as the Executive Vice President (EVP) of TM Global, overseeing the Group's wholesale domestic and international business arm.

PRESENT DIRECTORSHIP

Listed Issuers:

- NIED, Telekom Malaysia Berhad

Public Companies:

- Nil

Others:



- Director, TM Technology Services Sdn Bhd
- Deputy Chairman, Yayasan Telekom Malaysia
- Director, TM Digital Innovation Sdn Bhd (Credence)
- Director, TM DC Holdings Sdn Bhd
- Director, ASEAN Telecom Holdings Sdn Bhd
- Chairman, Telekom Malaysia (S) Pte Ltd
- Chairman, Telekom Malaysia (Hong Kong) Limited
- Chairman, Telekom Malaysia (UK) Limited
- Chairman, Telekom Malaysia (USA) Inc
- Chairman, Telekom Malaysia (Australia) Pty Ltd
- Chairman, Telekom Malaysia DMCC
- Director, BlueTel Networks Pte Ltd

SKILLS B BT DT I IB SA SP TI T&I

2

AHMAD FAIRUS RAHIM

Group Chief Financial Officer

Nationality	Age	Gender
	46	

DATE OF APPOINTMENT

1 November 2024

QUALIFICATION

- Bachelor of Accounting (Honours) Degree, Multimedia University (MMU), Cyberjaya
- Chartered Global Management Account (CGMA)
- Member of MIA
- Fellow of the Chartered Institute of Management Accountants (FCMA)
- Completed Executive Leadership programs at INSEAD Business School, International for Management Development (IMD) and the ICLIF Executive Education Center

WORKING EXPERIENCE

Has more than 21 years of expertise in commercial finance and accounting within the telecommunications industry, specialises in strategic planning, mergers and acquisitions, corporate restructuring and capital allocation.

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Tulip Maple Berhad

Others:

- Director, TM Technology Services Sdn Bhd
- Director, TM Facilities Sdn Bhd
- Director, TMF Autolease Sdn Bhd
- Director, TM DC Educuity Sdn Bhd
- Director, ST Dynamo DC Sdn Bhd
- Director, Universiti Telekom Sdn Bhd
- Director, Rebung Tower Sdn Bhd

SKILLS A CF CRF MA SP SPT TD T&I

3

NOR FADHILAH MOHD ALI

Chief Corporate Officer

Nationality	Age	Gender
	56	

DATE OF APPOINTMENT

17 June 2024

QUALIFICATION

- Bachelor of Accounting (Hons), International Islamic University Malaysia (IIUM)
- Chartered Accountant of the Malaysian Institute of Accountants (MIA)
- Associate Member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA)
- Completed Oxford Strategic Leadership Programme at Said Business School, University of Oxford, UK
- Completed Digital Transformation Programme for Senior Executives, IMD Business School

WORKING EXPERIENCE

More than 29 years of experience encompassing strategy, corporate finance, mergers and acquisitions, business development, treasury, financial management, regulatory, corporate governance, subsidiary management, risk management, sustainability, investor relations, strategic communications, brand and partnership and group programme management.

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Nil

Others:

- Director, Fiberail Sdn Bhd

SKILLS BA BD CRF MA RC RMC SP S

4

KHAIDHIR ELIAS

Chief Human Capital Officer

Nationality	Age	Gender
	57	

DATE OF APPOINTMENT

1 September 2024

QUALIFICATION

- Bachelor of Science (Hons) in Applied Statistics & Computing, Liverpool John Moores University (formerly Liverpool Polytechnic), UK
- Attended Senior Management Development Programme, Harvard Business School
- Attended Enterprise Agile Coaching Certified Professional, International Consortium Agile and Global HR Leadership Programme at National University of Singapore

WORKING EXPERIENCE

Has over 29 years of experience in the telecommunications industry, with extensive exposure across the mass market, enterprise business and human resources ecosystem. He has spearheaded numerous transformative initiatives in TM including Reorganisation Exercise, Product Innovations, New Way of Working, Culture and Mindset Programme, HR Value/Growth Programs & TVET national programmes.

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Nil

Others:

- Trustee, Yayasan Telekom Malaysia
- Director, Universiti Telekom Malaysia Sdn Bhd
- Director, Unitele Multimedia Sdn Bhd



SKILLS AP BD HR PD STM TI

SENIOR LEADERSHIP

5

ANAND VIJAYAN

Chief Business & Consumer Officer

Nationality	Age	Gender
	51	

DATE OF APPOINTMENT

1 February 2020

QUALIFICATION

- MBA (e-Commerce), Charles Sturt University, Australia
- Bachelor of Business (Accountancy), Royal Melbourne Institute of Technology (RMIT) University, Australia
- Certified Practising Accountant, CPA Australia

WORKING EXPERIENCE

Has over 31 years of experience in consultancy, risk management, business turnaround and telecommunications. He has spent several years with the Big Four accounting firms providing assurance and advisory services across multiple countries, including Kazakhstan, Bulgaria, Russia, Albania and Uzbekistan.

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Nil

Others:



- Nil

SKILLS A BA BD BM PD RMC SB SM SP TI

6

SHANTI JUSNITA JOHARI

Executive Vice President, TM One

Nationality	Age	Gender
	50	

DATE OF APPOINTMENT

15 November 2023

QUALIFICATION

- MBA (Strategic Management), Universiti Teknologi Malaysia (UTM) with Tampere University, Finland
- Bachelor of Engineering (Electronics) Vanderbilt University, USA

WORKING EXPERIENCE

With over 26 years of experience, Shanti has held diverse strategy, commercial and operational roles in the telecommunications industry. Her expertise spans marketing, product management and sales, serving both consumer and enterprise markets.

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Nil

Others:



- Director, GITN Sdn Berhad
- Director, TM Digital Innovation Sdn Bhd (Credence)

SKILLS CEP CM SM SP TI

7

SHAZURAWATI ABD KARIM

Chief Customer Experience Officer

Nationality	Age	Gender
	52	

DATE OF APPOINTMENT

1 January 2022

QUALIFICATION

- Master of Arts, Cambridge University, UK
- Master of Engineering, University of Cambridge, UK
- Bachelor of Arts (Honours) in Electrical Engineering, University of Cambridge, UK
- Completed Leadership Program, Stanford University, USA

WORKING EXPERIENCE

A seasoned professional with extensive leadership experience across various portfolios within TM Group, she has successfully delivered innovative and transformative initiatives, fostered industry collaborations and talent development demonstrating her expertise in driving stakeholders value creation and forward-looking operational excellence.

PRESENT DIRECTORSHIP**Listed Issuers:**

- Nil

Public Companies:

- Chairman, VADS Berhad

Others:



- President Commissioner, PT VADS

SKILLS BPL CEP ICT TI T&I

8

MOHAMAD REJAB SULAIMAN

Chief Executive Officer, Credence

Nationality	Age	Gender
	48	

DATE OF APPOINTMENT

17 October 2023

QUALIFICATION

- Master of Applied Statistics, Universiti Malaya (UM)
- Bachelor of Electronic & Electric Engineering, University College London, UK

WORKING EXPERIENCE

With more than 21 years of experience in telecommunications, he leads the Credence team in driving TM's technology and digital innovations. He also played a key role in expanding the Hyperscale Data Centre and establishing Cloud Alpha as part of the Government's MyDIGITAL initiative.

PRESENT DIRECTORSHIP**Listed Issuers:**

- Nil

Public Companies:

- Nil

Others:

- Nil



SKILLS DT ICT PD STM T&I

SENIOR LEADERSHIP

9

KHAIRUL LIZA IBRAHIM

Executive Vice President, TM Global

Nationality	Age	Gender
	56	

DATE OF APPOINTMENT

1 November 2024

QUALIFICATION

- Bachelor of Engineering (Major in Electrical Engineering), UTM
- Completed Strategic Board Leadership Programme, Multimedia University with Henley Business School
- Completed Digital Transformation Journey Programme, IMD Business School
- Completed Becoming a Leader of Leaders: Pathway for Success Programme, The Wharton School, University of Pennsylvania

WORKING EXPERIENCE

With over 30 years of experience in wholesale and international business, she pioneered Malaysia's HSBB rollout and now drives TM Global's growth in connectivity, data centres, and digital services. Recognised by Capacity Media's 20 Women to Watch (2020) and The Fast Mode Awards 2025 as Woman Leader of the Year (Telco APAC).

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Nil

Others:



- Chairman, Fiberail Sdn Bhd
- Director, Telekom Malaysia (S) Pte Ltd.
- Director, Telekom Malaysia (Hong Kong) Limited
- Director, Telekom Malaysia (UK) Limited
- Director, Telekom Malaysia (USA) Inc.
- Director, Telekom Malaysia (Australia) Pty Ltd.
- Director, TM DC Holdings Sdn Bhd
- Alternate Director, BlueTel Networks Pte Ltd
- Committee Member, the Malaysia Internet Exchange (MyIX)

SKILLS BPL IWB SM SP TI

10

MOHAMED TAJUL MOHAMED SULTAN

Chief Network Officer

Nationality	Age	Gender
	55	

DATE OF APPOINTMENT

1 November 2020

QUALIFICATION

- MBA (Strategic Management), International Business School, UTM
- Bachelor of Electrical Engineering, Hanyang University, Seoul, South Korea

WORKING EXPERIENCE

Has over 31 years of experience spearheading the full spectrum of new technology adoption, operations management, service enhancements and network infrastructure transformation in the telecommunications industry.

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Nil

Others:



- Director, Fibrecomm Network (M) Sdn Bhd

SKILLS NI SP STM TI T&I

11

IVAN CHONG

Chief Information Officer

Nationality	Age	Gender
	44	

DATE OF APPOINTMENT

1 September 2022

QUALIFICATION

- MBA, Leadership Program at Harvard Business School, USA
- Bachelor of Business Information and Technology (Honours), Coventry University, UK
- Professional Certification of PMP, Advanced Scrum Master, ITIL V3 and Data Centre Professional

WORKING EXPERIENCE

Has over 21 years of professional experience across multiple industries namely, telecommunications, financial services, healthcare, energy and resources. He was recognised at the CIO100 Awards in ASEAN and Hong Kong by International Data Corporation (IDC) for 3 consecutive years in October 2023, November 2024 and November 2025 respectively. Additionally, he was awarded as the Transformative CIO in Southeast Asia by Economic Times in January 2024 and January 2025, while also driving TM in winning 2 significant awards in 2025, namely PIKOM (The National Tech Association of Malaysia) Digital Excellence Award 2025 under Outstanding Digital Transformation Project for TM's Digital Business Support System (BSS), as well as the Highest TM Forum Open API Conformance Certification by TM Forum at Copenhagen.

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Nil

Others:



- Nil

SKILLS AP CC DT ICT SP STM TD T&I

12

NOR AZURA AB. WAHAB

Chief Procurement Officer

Nationality	Age	Gender
	56	

DATE OF APPOINTMENT

1 October 2021

QUALIFICATION

- MBA, MMU, Cyberjaya
- Bachelor of Accountancy, Sheffield University, UK
- Postgraduate Diploma in Accountant, Demontfort University Leicester, UK

WORKING EXPERIENCE

More than 22 years of experience working in TM in different areas and divisions. A TM's home grown talent that responsible in leading the overall TM Procurement strategy and contract management services in supporting the business requirement whilst ensuring full compliance to TM's policy, process and governance.

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Nil

Others:

- Nil



SKILLS A P SP SPT TI

SENIOR LEADERSHIP

13

NIK AZLI ABU ZAHAR

Group General Counsel

Nationality	Age	Gender
	55	

DATE OF APPOINTMENT

1 October 2022

QUALIFICATION

- Bachelor of Laws (Honours), University of Newcastle Upon Tyne, UK
- Certificate of Legal Practice, Malaysia
- Advocate and Solicitor of the High Court of Malaya

WORKING EXPERIENCE

Has extensive experience as an in-house legal counsel and has served on the leadership teams of several prominent organisations. Notably, he was recognized with the Energy and Resources In-House Legal Team Award at the Asia Legal Business (ALB) Malaysia Law Awards in 2015.

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Nil

Others:



- TM DC Educity Sdn Bhd
- ST Dynamo DC Sdn Bhd

SKILLS CG L MA RC SPT PDP

14

AZWEEN ZAKARIA

Vice President, Strategy

Nationality	Age	Gender
	54	

DATE OF APPOINTMENT

1 January 2021

QUALIFICATION

- MBA in Strategic Management, UTM and Tampere University, Finland
- Bachelor of Business Administration (Honours), IIUM
- Completed Leadership and Professional Development Program from IMD and Harvard Business School, USA

WORKING EXPERIENCE

She has extensive experience in telecommunications specifically in sales and marketing, internal audit and business strategy and held various senior level positions strategy, transformation office and internal auditing.

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Nil

Others:

- Director, Telekom Research & Development Sdn Bhd

SKILLS AD DT SB SP

15

HAWABY SULTAN MUHAMAD

Chief Internal Auditor

Nationality



Age

53

Gender

**DATE OF APPOINTMENT**

1 November 2023

QUALIFICATION

- Bachelor of Accounting and Finance, De Montfort University, UK
- Fellow member of the Association of Chartered Certified Accountants (FCCA)
- Certified Internal Auditor
- Certified Internal Audit Practitioner (IAP), The Institute of Internal Auditor
- Master Certification in Project Management
- Completed Leadership Program from IMD and Harvard Business School, USA

WORKING EXPERIENCE

Over two (2) decades of corporate experiences in financial audit, internal audit or review of internal controls, enterprise risk management, strategic project management, strategic planning, quality management and stakeholder management.

PRESENT DIRECTORSHIP**Listed Issuers:**

- Nil

Public Companies:

- Nil

Others:

- Nil

SKILLS

A

AD

BA

CF

CG

CRF

RMC

SP

16

MUHAMAD ASRI DOLLAH

Chief Integrity & Governance Officer

Nationality



Age

51

Gender

**DATE OF APPOINTMENT**

2 October 2023

QUALIFICATION

- Master of Corruption Studies, Universiti Kebangsaan Malaysia (UKM)
- Bachelor of Communication, Universiti Sains Malaysia (USM)
- Certified Integrity Officer (CeIO), Malaysian Anti-Corruption Academy (MACA)

WORKING EXPERIENCE

Has served in several pivotal roles in MACC before he was assigned to TM as CIGO to spearhead TM's strategy in combatting corruption through prevention, education and awareness as well as enforcement in strengthening an ethical culture in TM Group.

PRESENT DIRECTORSHIP**Listed Issuers:**

- Nil

Public Companies:

- Nil

Others:

- Nil

SKILLS

ACE

IGE

RC



SP

SENIOR LEADERSHIP

17

PROFESSOR DATO' DR. MAZLIHAM MOHD SU'UD

President/Chief Executive Officer, MMU

Nationality	Age	Gender
	58	

DATE OF APPOINTMENT

1 August 2020

QUALIFICATION

- Ph.D. in Computer Engineering, Université de La Rochelle, France.
- Bachelor of Science (Hons) in Electronics, Electrotechniques and Automation and Post Master Degree in Electronics, Université de Montpellier 2 - Sciences et Techniques du Languedoc, Montpellier, France.

WORKING EXPERIENCE

With over 30 years of experience, he has held key roles and achieved significant milestones, notably leading the Higher Technical and Vocational Education & Training (HTVET) initiative and he serves as the Malaysian Director for the Malaysia-France University Centre (MFUC).

He has also been honoured with numerous prestigious awards such as Darjah Sri Sultan Ahmad Shah Pahang (D.S.A.P.) in 2013 and Pingat Panglima Mahkota Wilayah in 2021. Internationally, he was awarded the Chevalier de l'Ordre National du Mérite in 2015 and the Légion d'Honneur in 2021 by the Government of France, as well as the Italian Knight of the Order of Merit by the Government of Italy in September 2020, recognizing his exceptional contributions.

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Nil

Others:



- Nil

SKILLS LM TE RA EVT

18

RAJA AZRINA RAJA OTHMAN

Chief Information Security Officer

Nationality	Age	Gender
	54	

DATE OF APPOINTMENT

1 September 2021

QUALIFICATION

- Master's degree in Information Security and Computer Crime Glamorgan University, UK
- Bachelor's Degree in Computer Engineering, Lehigh University, USA
- Certified Lead Auditor (ISMS)
- GIAC Certified Intrusion Analyst Gold by The SANS Institute, USA
- Registered Technical Expert of Laboratory Accreditation Scheme of Malaysia (SAMM) for Common Criteria and Assessor of Scheme for Accreditation and Certification Body for ISO/IEC 27006 (ISMS) under the Department of Standards Malaysia
- Executive Education on Cyber Resilience by ISTARI and Cambridge Judge Business School, Cambridge University

WORKING EXPERIENCE

Has over 30 years' experience in Cyber Security, which includes research, product development, operations, management, pre-sales and advisory. She was also co-founded of the Malaysian Computer Emergency Response Team (MyCERT) followed by the first Digital Forensics Lab in Malaysia.

PRESENT DIRECTORSHIP

Listed Issuers:

- Nil

Public Companies:

- Nil

Others:



- Nil

SKILLS CS ICT RMC SP ST STM

19

HAMIZAH ABIDIN

Group Company Secretary

Nationality	Age	Gender
	55	

DATE OF APPOINTMENT

1 September 2020

QUALIFICATION

- Bachelor of Laws, IIUM
- Licenced Secretary, Companies Commission of Malaysia since December 1998

WORKING EXPERIENCE

Hamizah spent the early years of her career in legal practice before joining TM in 1996 where she climbed the rank from being Assistant Company Secretary to Group Company Secretary on 1 January 2017. She left TM on 1 January 2020 and rejoined on 1 September 2020 heading the Group Company Secretarial Division.

She has more than 30 years of experience in corporate secretarial, compliance and corporate governance matters.

PRESENT DIRECTORSHIP**Listed Issuers:**

- Nil

Public Companies:

- Nil

Others:

- Nil

SKILLS     

SKILLS

 Accounting	 International Wholesale Business
 Auditing	 Human Resources Management
 Agile Practitioner	 Legal
 Anti-Corruption Enforcement	 Leaderships & Management
 Business	 Mergers and Acquisitions
 Business Advisory	 Network Infrastructure
 Business Development	 Procurement
 Business Management	 Product Development
 Business Portfolio Leadership	 Research & Academic
 Business Transformation	 Regulatory Compliance
 Cloud Computing	 Risk Management and Compliance
 Commercial Finance	 Strategic Advisory
 Corporate Governance	 Strategic Business
 Commercial Management	 Strategic Communications
 Cyber Security	 Strategic Marketing
 Corporate Secretarial Practice	 Sales & Marketing
 Customer Experience and Partnership	 Strategic Planning
 Corporate Finance	 Strategic Thinking
 Digital Transformation	 Strategic Project
 Educational & Vocational Training Expertise	 Strategic and Technology Management
 Investment	 Technology and Digital
 International Affairs	 Technical Engineering
 International Business	 Telecommunication Industry
 Integrity and Government Expertise	 Technology & Innovation
 Information and Communication Technology	 Sustainability
	 Personal Data Protection

Notes:

1. Date of Appointment refers to the first date of appointment as TM's Senior Leadership.
2. As disclosed below, the other senior leadership have no family relationship with any Director or major shareholder of TM, no conflict of interest or potential conflict of interest, including interest in any competing business with the Company, its subsidiaries and have not been convicted of any offences (other than traffic offence) within the past five (5) years or subject to public sanctions or penalties by relevant regulatory authorities during the FYE 31 December 2025 save for the following:
 - (i) Shazurawati Abd Karim's spouse is an employee of EPF, TM's major shareholder.
3. The full profile of the senior leadership are available on TM Website at www.tm.com.my/corporate/management-team

ADDITIONAL COMPLIANCE INFORMATION

The following information is provided in compliance with the Main LR of Bursa Securities:

1.0 UTILISATION OF PROCEEDS FROM CORPORATE PROPOSALS

There were no corporate proposals carried out during the financial year.

Disclosed in accordance with Appendix 9C, Part A, item 13 of the Main LR

2.0 MATERIAL CONTRACTS INVOLVING INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS

There were no material contracts or any contracts in relation to loans entered into by the Company and/or its subsidiaries involving the interests of the Directors or major shareholders, either still subsisting as at 31 December 2025 or entered into since the end of the previous financial year ended 31 December 2024, except for the following:

Transacting Party	General Nature	Consideration passing to or from the listed issuer or any other corporation in the group	Date of the Agreement/ Effective Date	Mode of Satisfaction of Consideration	Relationship	
TM and/or its subsidiaries	Digital Nasional Berhad (DNB)	1. Provision of 5G RAN to-Edge Fronthaul and Backhaul Service	DNB to TM	Agreement date: 14 April 2022	Cash	<ul style="list-style-type: none"> a) MoF Inc., a body corporate established under the Minister of Finance (Incorporation) Act, 1957, is a Major Shareholder of DNB and a Person Connected to Khazanah Nasional Berhad (Khazanah). b) Khazanah is a Major Shareholder of TM. c) Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Syaiful Hafiz Moamat Mastam are nominee directors of MoF Inc. on TM Board. d) Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.
		2. Subscription to DNB's regulated 5G services	TM to DNB	Effective date: 28 August 2021 Agreement date: 7 October 2022	Cash	
TM and/or its subsidiaries	Maxis Broadband Sdn Bhd (MBSB), a subsidiary of Maxis Berhad (Maxis)	1. HSBB Premium Service Agreement	TM to MBSB	Agreement date: 20 December 2023	Cash	<ul style="list-style-type: none"> a) EPF is a Major Shareholder of TM and Maxis. b) Muhammad Afhzal Abdul Rahman is a nominee director of EPF on TM Board.
		2. Domestic Roaming and 4G Multi-Operator Core Network (MOCN) services	MBSB to TM	Agreement date: 13 August 2024	Cash	

Disclosed in accordance with Appendix 9C, Part A, items 21 and 22 of the Main LR

3.0 EMPLOYEE SHARE SCHEME - LONG TERM INCENTIVE PLAN (LTIP)

TM has in place an LTIP for all eligible employees and Executive Director (ED) as approved by the shareholders at the Extraordinary General Meeting of the Company held on 28 April 2016. The LTIP was established for a duration of ten (10) years and shall expire in 2026. The main objective of the LTIP is to encourage performance culture and as a retention tool. The LTIP comprises Restricted Share (RS) and Performance Share (PS) grants with the main difference being the eligibility of the employees in terms of their job grades in the Group, the performance metrics to be met which will be determined prior to the grant being made and the vesting periods of the grant to the eligible employees.

There was no grants of new RS or PS pursuant to the LTIP during the financial year ended 31 December 2025 and no PS grants accorded to the MD/GCEO to-date. Further details on the grants status to-date are disclosed in the Financial Statements 2025.

Disclosed in accordance with Appendix 9C, Part A, item 27 of the Main LR

4.0 RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (RRPT)

At the 40th Annual General Meeting (AGM) held on 27 May 2025, the Company had obtained a general mandate from its shareholders on the RRPT entered into by the Company and/or its subsidiaries as set out in the Circular to Shareholders dated 25 April 2025 (RRPT Mandate). This RRPT Mandate is valid until the conclusion of the forthcoming 41st AGM of the Company to be held on 19 May 2026.

Pursuant to Paragraph 10.09(2)(b) and Paragraph 3.1.5 of Practice Note 12 of the Main LR, details of the RRPT entered into during the financial year ended 31 December 2025 pursuant to the said RRPT Mandate are as follows:

Transacting companies in our Group	Transacting Related Parties	Interested Major Shareholder/Director	Nature of relationship	Nature of RRPT	Value of Transaction (RM '000)
Our Company and/or our subsidiaries	Axiata Group Berhad (Axiata) and/or its subsidiaries (Axiata Group)	Interested Major Shareholder • Khazanah	Khazanah is a Major Shareholder of TM and Axiata.	Revenue	
				• Interconnect revenue from Axiata Group.	30
		Interested Directors • Dato' Zainal Abidin Putih • Amar Huzaimi Md Deris • Datuk Dr. Shahrazat Haji Ahmad • Syaiful Hafiz Moamat Mastam • Dato' Mohamed Nasri Sallehuddin	Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Syaiful Hafiz Moamat Mastam are nominee directors of MoF Inc. on TM Board.	• Provision of data and bandwidth related services to Axiata Group.	1,723
				• Provision of contact centre and business process outsourcing services by VADS Berhad (VADS) to Axiata Group.	22,441
				• Provision of fibre optic core, data and bandwidth services by Fiberail Sdn Bhd (Fiberail) to Axiata Group.	60
		Interested Person Connected • MoF Inc.	MoF Inc. is a Person Connected to Khazanah.	• Provision of fibre optic, bandwidth, space and facility by Fibrecomm Network (M) Sdn Bhd (Fibrecomm) to Axiata Group.	145
				Cost	
				• Leased-line charges by Axiata Group.	921
				• Site rental for telecommunication infrastructure, equipment and related charges by Axiata Group to TM Group.	62,587
		TOTAL			

ADDITIONAL COMPLIANCE INFORMATION

Transacting companies in our Group	Transacting Related Parties	Interested Major Shareholder/Director	Nature of relationship	Nature of RRPT	Value of Transaction (RM '000)
Our Company and/or our subsidiaries	Tenaga Nasional Berhad (TNB) and/or its subsidiaries (TNB Group)	Interested Major Shareholder <ul style="list-style-type: none"> • Khazanah Interested Directors <ul style="list-style-type: none"> • Dato' Zainal Abidin Putih • Amar Huzaimi Md Deris • Datuk Dr. Shahrazat Haji Ahmad • Syaiful Hafiz Moamat Mastam • Dato' Mohamed Nasri Sallehuddin Interested Person Connected <ul style="list-style-type: none"> • MoF Inc. 	Khazanah is a Major Shareholder of TM and TNB	Revenue <ul style="list-style-type: none"> • Provision of connectivity services, ICT equipment and security surveillance devices to TNB Group. 	16,166
			Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Syaiful Hafiz Moamat Mastam are nominee directors of MoF Inc. on TM Board.	<ul style="list-style-type: none"> • Provision of fibre optic and bandwidth for telecommunication services to TNB Group. 	5,396
			Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.	<ul style="list-style-type: none"> • Provision of digital services solution and software to TNB Group. 	5,142
			MoF Inc. is a Person Connected to Khazanah.	Cost <ul style="list-style-type: none"> • Leasing of fibre optic from TNB Group. • Leasing of infrastructure for telecommunication services from TNB Group. 	10,030
				<ul style="list-style-type: none"> • Supply of chilled water from TNB Group. 	2,977
TOTAL					47,942
Our Company and/or our subsidiaries	Petroleum Nasional Berhad (Petronas) and/or its subsidiaries (Petronas Group)	Interested Directors <ul style="list-style-type: none"> • Dato' Zainal Abidin Putih • Amar Huzaimi Md Deris • Datuk Dr. Shahrazat Haji Ahmad • Syaiful Hafiz Moamat Mastam • Dato' Mohamed Nasri Sallehuddin Interested Person Connected <ul style="list-style-type: none"> • MoF Inc. 	Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Syaiful Hafiz Moamat Mastam are nominee directors of MoF Inc. on TM Board.	Revenue <ul style="list-style-type: none"> • Provision of connectivity, customer and smart services to Petronas Group. 	67,941
			Datuk Dr. Shahrazat Haji Ahmad is a director on TM and Petronas Board.	<ul style="list-style-type: none"> • Provision of fibre optic cables, bandwidth and ethernet services to Petronas Group. 	7,903
			Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board. Khazanah is a Major Shareholder of TM	<ul style="list-style-type: none"> • Provision of digital services solution and software to Petronas Group. 	128
			MoF Inc. is a Major Shareholder of Petronas and a Person Connected to Khazanah.	Cost <ul style="list-style-type: none"> • Payment on usage of energy generated from the solar power system to Petronas Group. 	8
				<ul style="list-style-type: none"> • Right of way, cabin and reimbursement fees of Fiberail's facilities charges by Petronas Group. • Purchase of fuel from Petronas Group. 	3,877
TOTAL					90,130

ADDITIONAL COMPLIANCE
INFORMATION

Transacting companies in our Group	Transacting Related Parties	Interested Major Shareholder/Director	Nature of relationship	Nature of RRPT	Value of Transaction (RM '000)	
Our Company and/or our subsidiaries	Astro Malaysia Holdings Berhad (AMHB) and/or its subsidiaries (AMHB Group)	Interested Major Shareholder	<p>Khazanah is a Major Shareholder of TM and AMHB</p> <p>Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Syaiful Hafiz Moamat Mastam are nominee directors of MoF Inc. on TM Board.</p> <p>Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.</p> <p>MoF Inc. is a Person Connected to Khazanah.</p>	Revenue	171,305	
		Interested Directors		<ul style="list-style-type: none"> • Khazanah 	<ul style="list-style-type: none"> • Provision of data, transmission and content delivery services to AMHB Group. 	30,238
		Interested Person Connected		<ul style="list-style-type: none"> • Dato' Zainal Abidin Putih • Amar Huzaimi Md Deris • Datuk Dr. Shahrazat Haji Ahmad • Syaiful Hafiz Moamat Mastam • Dato' Mohamed Nasri Sallehuddin 	<ul style="list-style-type: none"> • Provision of connectivity, customer and smart services to AMHB Group. 	
TOTAL					201,543	
Our Company and/or our subsidiaries	Digital National Berhad (DNB)	Interested Directors	<p>Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Syaiful Hafiz Moamat Mastam are nominee directors of MoF Inc. on TM Board.</p> <p>Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.</p> <p>MoF Inc. is a Major Shareholder of DNB and a Person Connected to Khazanah.</p>	Revenue	243	
		Interested Person Connected		<ul style="list-style-type: none"> • Dato' Zainal Abidin Putih • Amar Huzaimi Md Deris • Datuk Dr. Shahrazat Haji Ahmad • Syaiful Hafiz Moamat Mastam • Dato' Mohamed Nasri Sallehuddin 	<ul style="list-style-type: none"> • Provision of connectivity, customer and smart services to DNB. • Provision of 5G connectivity and its core network comprising the leasing of fibre, site, data centre, edge data centres and other related transmission services to DNB. 	291,976
		Interested Person Connected		<ul style="list-style-type: none"> • MoF Inc. 	Cost	147,748
TOTAL					439,967	

ADDITIONAL COMPLIANCE INFORMATION

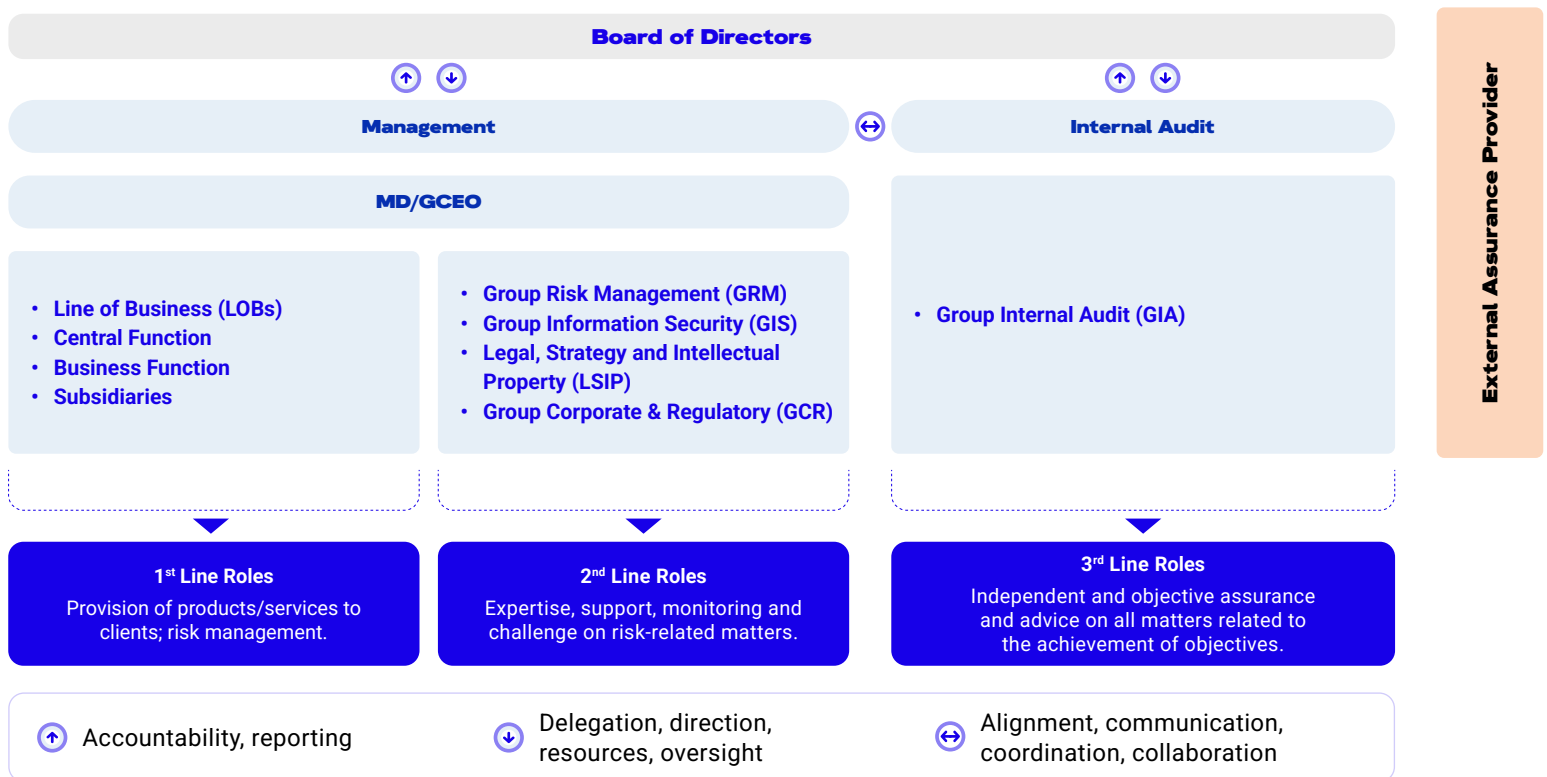
Transacting companies in our Group	Transacting Related Parties	Interested Major Shareholder/Director	Nature of relationship	Nature of RRPT	Value of Transaction (RM '000)
Our Company and/or our subsidiaries	CelcomDigi Berhad (CelcomDigi) and/or its subsidiaries (CelcomDigi Group)	<p>Interested Major Shareholder</p> <ul style="list-style-type: none"> • Khazanah <p>Interested Directors</p> <ul style="list-style-type: none"> • Dato' Zainal Abidin Putih • Amar Huzaimi Md Deris • Datuk Dr. Shahrazat Haji Ahmad • Syaiful Hafiz Moamat Mastam • Dato' Mohamed Nasri Sallehuddin <p>Interested Person Connected</p> <ul style="list-style-type: none"> • MoF Inc. 	<p>Axiata is a Major Shareholder of CelcomDigi.</p> <p>Khazanah is a Person Connected to Axiata and also an indirect Major Shareholder of CelcomDigi.</p>	<p>Revenue</p> <ul style="list-style-type: none"> • Interconnect revenue from CelcomDigi Group. 7,379 • Core rental and mobile services charges to CelcomDigi Group. 151 • Provision of fibre optic core, data and bandwidth services by Fiberail to CelcomDigi Group. 4,528 	
			<p>Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Syaiful Hafiz Moamat Mastam are nominee directors of MoF Inc. on TM Board.</p>	<ul style="list-style-type: none"> • Provision of data and bandwidth related services to CelcomDigi Group. 234,552 • Provision of internet access and broadband services to CelcomDigi Group. 161 	
			<p>Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.</p>	<ul style="list-style-type: none"> • Provision of leased-line services to CelcomDigi Group. 49,483 • Site rental for telecommunication infrastructure, equipment and related charges by TM Group to CelcomDigi Group. 46,106 	
			<p>MoF Inc. is a Person Connected to Khazanah.</p>	<p>Cost</p> <ul style="list-style-type: none"> • Interconnect charges by CelcomDigi Group. 1,515 • Core rental and mobile services from CelcomDigi Group to TM Group. 7,668 • Domestic Roaming and Multi Operator Core Network technologies by CelcomDigi Group to TM Technology Services Sdn. Bhd. 50 • Leased-line charges by CelcomDigi Group. 607 • Site rental for telecommunication infrastructure, equipment and related charges by CelcomDigi Group to TM Group. 7,802 • Fibre optic and leased-line charges by CelcomDigi Group to Fibrecomm. 685 	
				TOTAL	360,687

Note:

Effective 15 August 2025, transactions with Employees Provident Fund (EPF) investee companies are no longer exempted under paragraph 10.08(11)(m) of the Main LR. Accordingly, transactions with Axiata Group, TNB Group, Petronas Group, AMHB Group, CelcomDigi Group and Maxis Group where EPF is an interested Major Shareholder are deemed RRPT as disclosed in Appendix I and II of the Circular to Shareholders dated 17 April 2026.

DIRECTORS' STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROLS (DSORMIC)

Under Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities), the Board of Directors of a listed issuer is required to include in its annual report a statement on the state of risk management and internal control of the issuer as a group. In fulfilling this requirement, TM's Board of Directors ("Board") presents this Statement on Risk Management and Internal Control in accordance with the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers endorsed by Bursa Securities. This statement outlines the nature and scope of risk management and internal control within TM Group for the financial year under review and is jointly endorsed by the Board Risk and Investment Committee (BRIC) and the Board Audit Committee (BAC).



The Group adopts the Three Lines Model issued by the Institute of Internal Auditors (IIA) to delineate clearly the roles and responsibilities for risk management and internal control across TM. This model establishes a structured basis for accountability, segregation of duties and independent assurance and supports a consistent approach to risk governance throughout the Group.

Under this model, responsibilities are allocated across three (3) distinct lines. The First Line, comprising Business and Operations, is accountable for owning and managing risks within their respective areas. This includes implementing and maintaining effective internal controls, complying with approved policies and delegated authorities and promptly escalating control weaknesses or incidents.

The Second Line, represented by the Risk and Compliance functions, provides oversight and challenge to the First Line. Its role includes establishing risk management frameworks, policies and risk appetite parameters, monitoring compliance with regulatory and internal requirements and consolidating enterprise-wide risk information for Management and the BAC.

The Third Line, comprising Internal Audit, provides independent assurance on the adequacy and effectiveness of governance, risk management and internal control systems. To preserve independence and objectivity, Internal Audit reports directly to the BAC.

Together, the three (3) lines promote management accountability while preserving independent oversight and assurance, in line with Bursa Malaysia's Statement on Risk Management and Internal Control expectations. To enable this structure to operate cohesively, TM maintains a structured Enterprise Risk Management (ERM) governance process to support coordination and information flow on risk matters. Risk information identified by the First Line is consolidated and reviewed by the Second Line (Risk Management), which provides challenge, oversight and escalation of key risks to Management and the BRIC. In parallel, the Third Line (Internal Audit) delivers independent assurance on governance, risk management and internal control processes.

DIRECTORS' STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROLS (DSORMIC)

Internal Audit aligns its audit planning with key Second Line functions and draws on risk assessments and monitoring outputs in determining audit priorities. Audit results and thematic issues are reported to Management and the Board Audit Committee, enabling appropriate deliberation and follow-up actions.

During the financial year, the Group continued to maintain and support the role of the Second Line (Risk) within the existing ERM framework through established governance, reporting and escalation arrangements. Ongoing efforts focused on promoting clarity of responsibilities and maintaining adequate capability to support effective risk oversight.

Enhancements to the Third Line (Internal Audit) were undertaken to further strengthen assurance capabilities. These included the adoption of the 2024 IIA Global Internal Audit Standards to improve independence, objectivity and audit methodology, as well as capability development in sustainability assurance, digital auditing, data analytics and cyber risk. In addition, ongoing Quality Assurance and Improvement Programme (QAIP) monitoring was carried out to support continued conformance with updated auditing standards. Greater use of data-driven and continuous auditing techniques were introduced to expand audit coverage and shorten audit cycles.

RESPONSIBILITY AND ACCOUNTABILITY

The Board

The Board is committed to establishing and overseeing the Group's risk management framework and internal control systems. Guided by the Group's risk appetite, the Board ensures that these systems operate within acceptable tolerance levels to support the achievement of the Group's goals and objectives in a dynamic and challenging business environment.

In fulfilling this role, the Board regularly reviews the effectiveness and adequacy of the framework by identifying, assessing and monitoring key risks to safeguard shareholder investments and protect the Group's assets. Oversight of risk management and internal control is carried out through the BRIC and the BAC, to which specific responsibilities have been delegated.

Board Risk and Investment Committee (BRIC)

The primary role of the BRIC is to support the Board in maintaining a robust Enterprise Risk Management (ERM) framework and ensuring its effective implementation, thereby strengthening the Group's corporate governance. Its focus is on the identification, assessment and monitoring of key business and investment risks.

The BRIC serves as the principal platform for deliberating on these risks and the related controls. During the financial year, it reviewed the outcomes of the Corporate Risk Assessment, assessed movements in key risks and evaluated the effectiveness of mitigation measures and controls. The BRIC also examined the quality and consistency of risk reporting and recommended enhancements where appropriate to ensure the ERM framework remains fit for purpose for TM Group.

BRIC undertake ongoing risk management training to support effective oversight of the Group's risk profile.

The Terms of Reference (ToR) and primary responsibilities of the BRIC in relation to risk management are incorporated in the Board Charter, which is available on the Company's official website at www.tm.com.my.

Board Audit Committee (BAC)

The BAC assists the Board in assessing the effectiveness of the Group's internal control structure and in reviewing financial reporting. In carrying out these responsibilities, the BAC reviews the adequacy and integrity of the Group's internal control systems and management information systems, including compliance with applicable laws, rules, directives and guidelines, through the Group Internal Audit (GIA) function.

In addition, the BAC provides oversight of the Group's management of investigations and prosecutions, fraud and disciplinary matters, ethics and integrity principles and whistleblowing processes through the Group Integrity & Governance (GIG) function. Both GIA and GIG report directly to the BAC, supporting its ability to exercise independent oversight.

The BAC's Terms of Reference are stipulated in the Board Charter and are accessible on the Company's website. Its primary duties in assessing the adequacy and effectiveness of internal control systems implemented within the Group are further elaborated on pages 273 to 276.

While specific functions are delegated to its committees, the Board acknowledges that it remains responsible for all actions taken by these committees in carrying out their respective roles, including the outcomes of reviews and the disclosure of key risks and internal control systems in this Integrated Annual Report.

To support this responsibility, the BAC assessed the integrity of TM's internal control environment through a multiple-assurance and advisory approach. This typically included reviews of Internal Audit results, with emphasis on high- and medium-risk findings, thematic issues, repeat observations and progress of action plans. The BAC also considered External Auditor reports, including audit opinions, management letters and assessments of financial reporting controls, together with Integrity and Governance updates on integrity-related cases and fraud incidences.

Further assurance was derived from Management control self-assessments, comprising annual certifications on entity-level and key process controls, as well as financial reporting assurance, which covered accounting policy updates, key judgements and estimates, any restatements and the quality of financial disclosures. This integrated view enabled the BAC to assess the internal control environment in a holistic manner and provided confidence that it was effective, reliable and aligned with governance expectations.

DIRECTORS' STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROLS (DSORMIC)

Management

Management is accountable to the Board and is responsible for adopting a proactive approach in implementing processes to identify, evaluate, monitor and report risks, as well as for assessing the effectiveness of internal control systems. Management ensures that timely and appropriate corrective actions are taken and provides assurance to the Board that the Group's risk management and internal control systems operate adequately and effectively in all material aspects, based on the ERM framework and internal control systems adopted by the Group.

In relation to risk management, Management has implemented processes to identify and analyse the risk appetite relevant to the Corporate Risk and to determine the level of risk tolerance. Management is also responsible for implementing and monitoring the ERM framework in line with TM Group's strategic direction and relevant risk appetite. To address changes in risk exposures or emerging risks, appropriate actions are taken and matters are brought to the attention of Management and the Board in a timely manner.

The ERM is aligned with the strategic planning process through the incorporation of risk assessments, risk appetite and key risk indicators. Performance is monitored through regular reporting to Management and the Board to support alignment with relevant risk appetite and strategic objectives, while continuous assessment of key areas are undertaken to identify emerging risks.

Improvements in risk ownership and accountability at divisional and subsidiary levels were driven through continuous engagement on ERM processes and governance. This included regular communication with risk owners and coordinators to reinforce their roles in identifying and assessing risks. Accountability was further enhanced through defined escalation and reporting lines, strengthened tracking of mitigation actions and timelines and periodic management reviews of residual risk movements, supporting more consistent and effective risk management across TM Berhad.

ENTERPRISE RISK MANAGEMENT

ERM Framework

ERM forms an integral part of the Group's governance framework and supports the systematic assessment, mitigation and monitoring of inherent and emerging risks to safeguard the Group's interests.

TM has adopted the ISO 31000:2018 Risk Management Standard as the basis of its ERM framework. This provides a structured approach to risk identification, assessment, treatment, monitoring and reporting and integrates risk management into governance, strategy, planning and operational activities across the Group. Clear risk ownership, escalation mechanisms and oversight arrangements support effective implementation at both business unit and subsidiary levels.

Throughout the year, ERM practices continued to be applied across the organisation and its subsidiaries to support business strategies and operations. During FY2025, enhancements focused on improving consistency and effectiveness through refined risk identification and assessment guidance, clearer articulation of risk causes, impacts and controls, closer monitoring of residual risk movements and trends and strengthened tracking and reporting of mitigation actions. These measures supported more consistent application of the ERM framework and improved oversight of key risks across TM Group.

Consistency in risk rating and prioritisation is achieved through a standardised ERM methodology, including common assessment criteria, uniform rating scales and aligned definitions of likelihood and impact across the Group.

In 2025, TM has expanded our governance to incorporate Third Party Risk Management Framework.

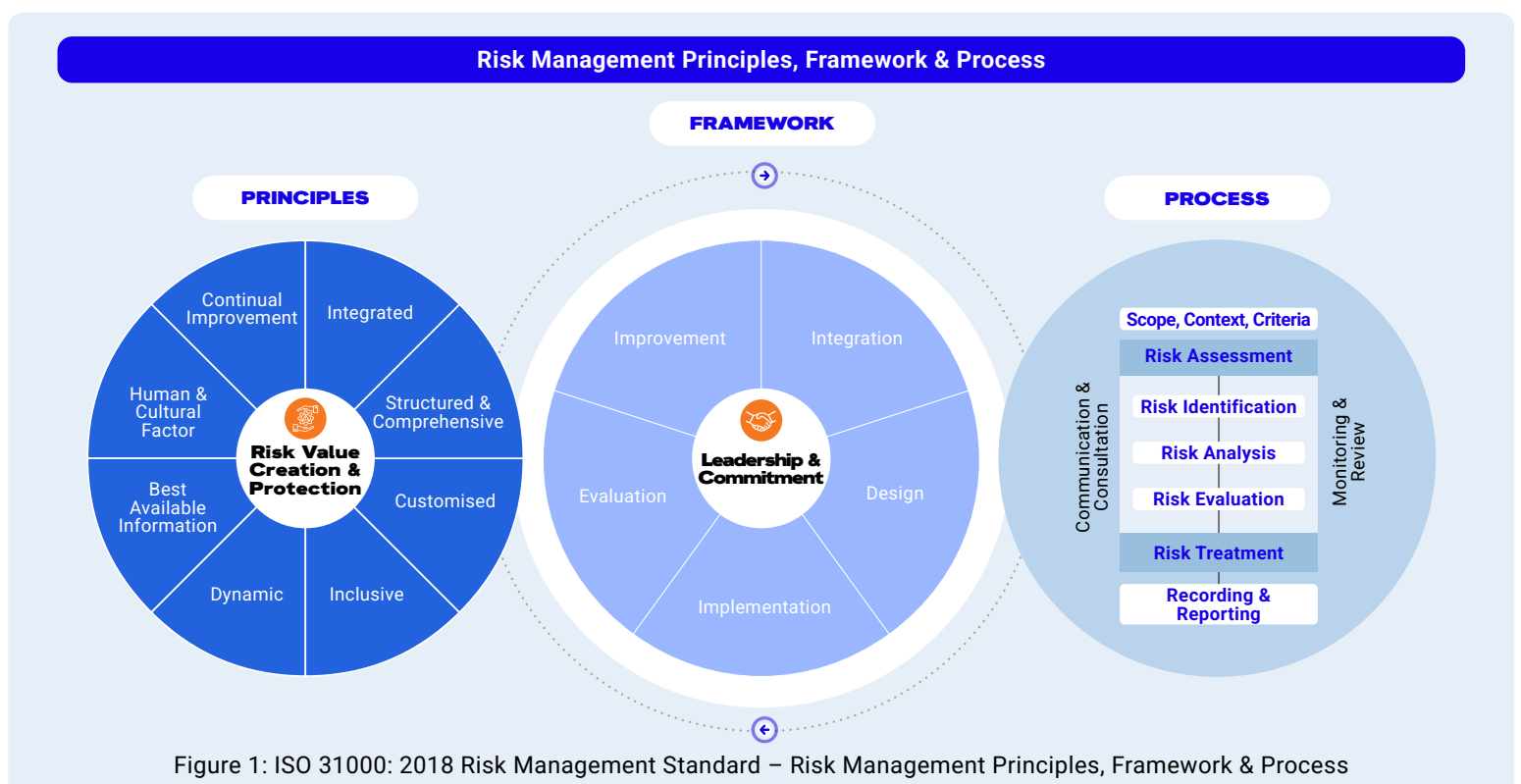


Figure 1: ISO 31000: 2018 Risk Management Standard – Risk Management Principles, Framework & Process

DIRECTORS' STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROLS (DSORMIC)

TM Group Risk Governance Structure

TM Group's risk governance structure extends across the organisation, from the Board to all operational levels, providing comprehensive oversight and supporting proactive risk management.

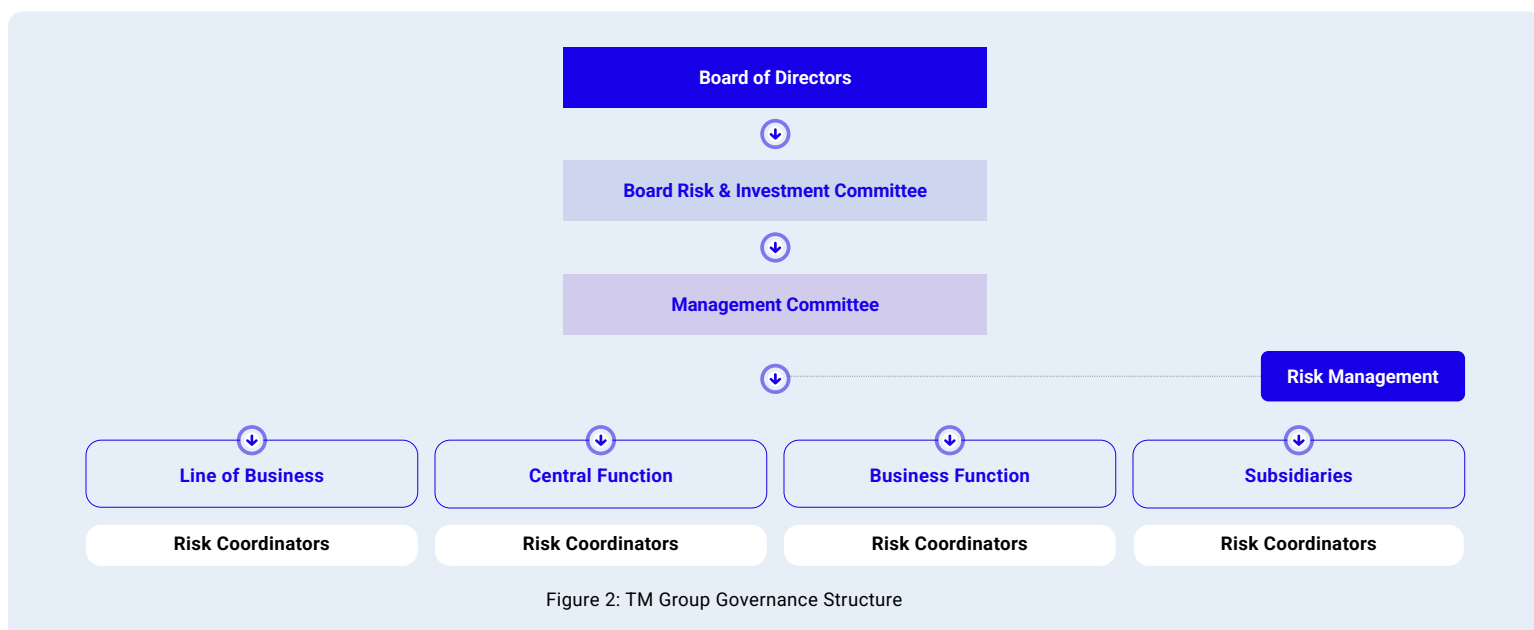
Corporate risks identified across divisions are consolidated at Management level and tabled to the Management Committee (MC) for reviewed prior to reporting to the BRIC and the Board. Through this structured Group-wide process, senior leadership evaluates, endorses and approves the Corporate Risks, ensuring consistent prioritisation, governance and accountability at Board level.

To ensure effective implementation across the organisation, Risk Coordinators are appointed within each Line of Business (LOB), Central Function, Business Function and subsidiary. They are responsible for coordinating risk management activities and controls within their respective areas, including regional and state operations, for ensuring consistent application of risk management

practices. Through this structured network, risk information is consolidated, communicated and embedded into business processes, enabling informed, timely and risk-aware decision-making across the Group

Heads of Divisions play a pivotal role within this structure by embedding and enforcing ERM practices within their respective areas. They are accountable for driving risk ownership, ensuring disciplined risk management practices and integrating risk considerations into day-to-day operations and decision-making.

Throughout the year, structured risk management training programmes were conducted for Risk Coordinators and key risk management personnel across business units and subsidiaries to enhance accountability, reinforce risk ownership and promote the consistent implementation of the Group's Enterprise Risk Management (ERM) framework. TM is committed to integrate ERM into the organisation's performance management framework.



TM Corporate Risk Management Policy and Risk Appetite Statement

TM Group applies a risk-based internal control system to provide reasonable assurance in achieving its strategic goals, including sustainable growth, resilience and alignment with the PWR 2030 vision of becoming a Digital Powerhouse.

Risk management operates within the Board-approved risk appetite through the incorporation of risk appetite thresholds into the ERM framework and decision-making processes, supported by regular monitoring of key risks and implementation of mitigation actions. Risk appetite considerations are reflected in policies, delegated authorities and approval workflows. Where risk exposures approach or exceed approved thresholds, matters are escalated through the relevant governance channels for review and direction, supporting disciplined risk management aligned with the Group's strategic objectives.

TM's Corporate Risk Appetite is communicated and applied at operational levels to guide risk assessment and management based on evaluations of likelihood and impact.

As part of its responsibility to establish and oversee the risk management framework and internal control systems, the Board reaffirmed TM Corporate risk appetite and tolerance levels. Guided by the approved Risk Appetite Statement, the Board ensured that risk-taking activities and the control environment operated within acceptable tolerance levels in support of the Group's objectives in a challenging business environment.

Through regular reviews, the Board assessed the adequacy and effectiveness of the framework by identifying, assessing and monitoring key risks, taking into account the Group's Corporate Risk Profile, key risk indicators and management's mitigation actions. Oversight of risk management and internal control matters was delegated to the BRIC and the BAC, which provided focused review and challenge before matters were escalated to the Board for consideration and reaffirmation.

DIRECTORS' STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROLS (DSORMIC)

During FY2025, the Board, through the BRIC, reviewed and reaffirmed the Corporate Risk's appetite and tolerance levels as part of its oversight of significant risk exposures. These reviews enabled the Board to assess whether residual risks were managed and monitored in line with management-defined thresholds and risk oversight practices. GIA presented high-risk audit findings arising from planned, ad hoc and follow-up audits, together with key control weaknesses and the status of management action plans, to the BAC on a quarterly basis. The closure of high-risk audit issues are closely monitored and closed based on validation of evidences ensuring risks are adequately mitigated.

Emerging Risks

The Board receives quarterly reports on Corporate Risks through the BRIC, with material incidents and significant changes in risk exposure escalated on timely basis.

Emerging risks are identified through continuous monitoring of relevant internal and external developments in key areas. These risks are assessed at a high level to determine their potential relevance and impact on the Group's overall risk profile and, where appropriate, are incorporated into BRIC reporting for oversight and ongoing monitoring at TM Group.

During FY2025, enhancements to risk reporting focused on strengthening risk analysis, improving visibility of residual risk movements and implementing forward-looking and structured tracking of mitigation actions.

Sustainability Integration into the ERM Framework

The Board ensures that sustainability-related risks, including climate, cybersecurity, supply chain and labour risks, are integrated into the Group's enterprise risk management framework. These risks are identified, assessed, prioritised and monitored as part of the Group's Corporate Risk Profile.

Oversight of sustainability-related risk considerations is exercised through the BRIC as part of the Board's broader enterprise risk oversight. This approach supports consistent monitoring of evolving sustainability-related risk exposures and aligns with relevant disclosure considerations under ISSB Standards.

Internal Control

The Board acknowledges that the Group's internal control systems are established to manage and reduce risks that may hinder the achievement of the Group's goals and objectives. These systems provide reasonable assurance against material misstatements and losses, including those relating to financial information, business operations, environmental matters, compliance obligations and fraud. Internal controls are embedded within the Group's operations and form part of core business processes.

These systems are designed to manage risks rather than eliminate the possibility of failure to achieve business objectives. Accordingly, they provide reasonable, but not absolute, assurance against material misstatement or losses.

The internal control framework is developed based on the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Internal Control-Integrated Framework. The Board conducts regular reviews of the adequacy and integrity of these controls, taking into account changes in laws, regulations and the business environment.

Governance

Group Organisation Structure

The Group maintains clearly defined lines of responsibility and authority to support timely decision-making in a dynamic business environment, effective supervision of daily operations, prompt resolution of audit issues and accountability for internal controls. This is supported by a formal organisational structure and an established Limit of Authority (LoA) matrix that sets out approval thresholds for the Board and Management across key processes. The LoA is approved by the Board and subject to periodic review and enhancement to reflect changes in accountability and the Group's risk appetite.

Annual Business Plan and Performance Monitoring

Annual business plans are prepared by TM's Lines of Business and major operating subsidiaries and are presented to the Board for approval. Performance is reviewed against approved targets on a monthly basis, enabling timely corrective actions to mitigate risks. The Board also receives regular reports from Management on key operating statistics, as well as legal and regulatory matters, supporting informed oversight of business performance and compliance.

Strategic Theme and Business Direction

TM has set its aspiration to become a Digital Powerhouse by 2030 under the PWR strategy. This direction focuses on defending and growing its core business while expanding beyond connectivity through the development of platform ecosystems for future growth. Leveraging next-generation infrastructure, AI-powered data centres, sovereign cloud capabilities and robust cybersecurity, TM is progressing towards building a platform ecosystem that enables customers to host applications and services, supporting Malaysia's ambition to develop as a regional digital hub.

Product Governance Framework

A Product Governance Framework has been established to govern and oversee value creation arising from product development and management. This framework supports alignment between product initiatives and TM's strategic direction and business objectives. Risk considerations are embedded throughout the product development lifecycle and integrated with the Group's Enterprise Risk Management (ERM) framework.

Procurement Policy

TM's procurement policies and processes govern the full procurement value chain and define authority limits and accountability for TM employees and business partners. Aligned with ISO 37001 (Anti-Bribery Management System), these policies promote ethical, transparent and sustainable practices

DIRECTORS' STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROLS (DSORMIC)

while leveraging digital transformation to enhance efficiency. Procurement activities are guided by three (3) principles: value creation, sustainability and ESG integration and digital transformation.

○ Policies, Manuals and Procedures

TM's Business Policy & Governance (BPG) framework sets out key policies and governance requirements, with designated process owners responsible for policy development, periodic review and compliance. Detailed procedures and guidelines support effective implementation, operational consistency and alignment with regulatory requirements and recognised practices.

○ Insurance and Physical Safeguards

The Group maintains appropriate insurance coverage and physical safeguards to protect significant assets and to reduce the risk of material loss arising from unforeseen events.

○ Corporate Committees

Three Corporate Committees – the Management Committee (MC), Business Operations Council (BOC) and Technology Committee (TechCom) – provide guidance and decision-making within their respective mandates. Roles and authority levels are defined to support effective business execution with appropriate controls. MC focuses on strategic and policy matters, while BOC and TechCom oversee operational performance, execution and deployment in business and technology areas.

○ Best Practice Committee (BPC)

The BPC which reports to the Board Audit Committee, reviews updates on financial performance and completeness, listed issuer compliance, policies and governance practices, as well as developments in statutory and regulatory requirements.

○ Recording to Reporting (R2R) Framework

The R2R Framework supports financial reporting integrity and transparency through systematic monitoring and escalation of non-compliance matters. It promotes a culture of compliance and supports the reliability and completeness of financial reporting in line with applicable standards.

○ Procurement Compliance Committee (PCC)

The PCC oversees the implementation of procurement consequence management to support compliance with policies, procedures and authority limits. Procurement personnel are required to report non-compliance, while the PCC addresses such matters and determines appropriate actions.

○ TM Sponsorship Management Guidelines

These guidelines set out requirements for sponsorships, donations, gifts and hospitality to support the achievement of intended objectives while reducing associated risks. Sponsorship activities aim to contribute to business growth, technology advancement, people development and nation-building and, where relevant, support brand outcomes.

○ Management Information Systems

Key information systems support the Group's operations and communication with stakeholders. These systems are governed by the TM IT Policy and Enterprise Architecture Standard, which control access and monitor usage. Business processes guide IT services and align with recognised standards and practices. Continuous training ensures compliance and Legacy Mission Critical (MC) & Business Critical (BC) application risks are proactively managed and updated quarterly to the BRIC while monitoring the availability and performance of IT systems.

○ TM Cyber Security Management

Information Security Governance and Certifications

Telekom Malaysia (TM) continues to strengthen its cybersecurity governance framework to safeguard Mission Critical (MC) and Business Critical (BC) services, particularly systems handling personally identifiable information (PII) and public-facing digital platforms, in alignment with regulatory requirements, including the MCMC Information Network Security Guidelines (INSG) and NACSA Cyber Security Act (CSA 2024).

TM maintains internationally recognised certifications, including ISO/IEC 27001 (Information Security Management Systems), Business Continuity Management Systems (BCMS) and the Payment Card Industry Data Security Standard (PCI DSS) across cloud infrastructure, network operations and enterprise IT systems. A comprehensive cybersecurity risk assessments for new projects and major changes to existing systems and applications continue to be conducted to identify and mitigate potential threats to digital infrastructure.

Technology Uplift

TM continues to enhance its cybersecurity posture through risk-based and compliance-driven initiatives across critical systems and digital assets. Key initiatives include strengthening External Attack Surface Management (ASM), enhancing Identity and Access Control through role-based access enforcement and secure access mechanisms and implementing Data Protection controls across the information lifecycle to reduce attack surfaces and minimise exposure of PII data. A comprehensive cybersecurity risk assessment is conducted through Cybersecurity Control Assessments (CCAs), leveraging the NIST CSF 2.0 methodology to identify gaps and reinforce operational resilience across TM's digital infrastructure.

Cybersecurity-Focused People Development

TM fosters a cyber-aware culture through ongoing awareness and capability development programmes. These initiatives include enhanced cybersecurity e-learning programmes for TM's employees, quarterly phishing simulation exercises and cybersecurity awareness sessions for employees and business partners. Internal engagement initiatives such as TM Cyber Day, webinars and cyber talks further reinforce cybersecurity awareness across the Line of Business.

DIRECTORS' STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROLS (DSORMIC)

To strengthen crisis management, TM conducted a comprehensive Tabletop Simulation and Cyber Drill Exercise involving TM's C-Suite management and members of the Board of Directors (BOD) to validate executive decision-making, crisis coordination and incident response readiness.

Third Party Information Security Requirements for Suppliers

Security requirements are embedded across TM's third-party engagements to strengthen supply chain resilience. Supplier onboarding processes require fulfilment of defined cybersecurity criteria prior to engagement and vendors are required to meet the Vendor Security Index (VSI) in order to assess and measure their cybersecurity posture.

Vendors are classified using a risk-based tiering framework, with enhanced cybersecurity assurance, remediation tracking and periodic reviews applied to top-tier vendors supporting critical application services, ensuring continuous improvement and supply chain resilience.

INTERNAL AUDIT

TM Group's internal audit function is carried out by GIA, which delivers independent assurance and advisory services to strengthen governance, risk management and internal control practices. Through a structured and disciplined methodology, GIA evaluates business processes and control environments to support the achievement of organisational objectives and safeguard long-term value creation. The mandate, sufficient standing, authority and responsibilities of internal auditors, which enable them to discharge their functions effectively, are set out in the Internal Audit Charter approved by the BAC.

Leadership of GIA sits with the Chief Internal Auditor (CIA), who reports functionally to the BAC. This reporting arrangement protects independence and objectivity while preventing situations that could influence professional judgement. An administrative reporting line to the Group Chief Executive Officer (GCEO) provides the necessary standing for the CIA to carry out responsibilities effectively. Further details on the CIA's professional background are available in the "Profile of Senior Leadership" section of this Integrated Report.

Oversight of the internal audit function is exercised by the BAC, which reviews and approves the appointment of internal auditors and manpower requirements, annual audit plan including the scope of work, performance evaluation and budget for the internal audit function. This oversight confirms that GIA is supported by the appropriate skills and capacity to deliver its mandate. The CIA provides periodic updates to the BAC on audit progress, key observations and emerging control matters. The BAC also reviews the performance of both GIA and the CIA to assess progress and outcomes achieved during year.

PRACTICES AND FRAMEWORK

GIA conducts its work in line with established internal policies, procedures and frameworks, supported by the COSO and Control Objectives for Information and Related Technology (COBIT). These references guide the evaluation of the Group's internal control environment, governance practices and risk management processes.

Audit engagements adopt the 2024 Global Internal Audit Standard (GIAS), International Professional Practices Framework (IPPF®), including the Core Principles for the Professional Practice of Internal Auditing, International Standards, the Definition of Internal Auditing and the Code of Ethics. This ensures consistency, quality and professional conduct across all assignments.

SCOPE AND COVERAGE

The annual audit plan is developed using a risk-based methodology that considers TM's strategic priorities, enterprise risk profile and input from the BAC and Senior Management. This approach enables the Board to receive independent assurance that audit activities focus on areas of higher exposure and strategic importance.

During FY2025, audit coverage focused on several key risk areas:

- **Product Strategy and Management**
Evaluating the strategy, planning, development and management of key products such as Unifi Mobile, cloud services and data centres monetisation.
- **Project and Service Delivery**
Monitoring and managing TM's major projects, services and systems, encompassing processes, IT systems, network infrastructure and people capabilities.
- **Procurement and Operational Controls**
Reviews identified opportunities to strengthen procurement oversight and controls, including process transparency and monitoring.
- **Cybersecurity and IT Readiness**
Observations included the need to enhance cybersecurity awareness and capabilities across relevant functions, as well as to ensure IT solutions support business objectives effectively.
- **Data Governance and Privacy**
GIA highlighted the criticality of centralized oversight for data-related functions to improve visibility, management and protection of personal and sensitive data.
- **Network and System Security**
Reviews identified opportunities to reinforce access controls, authentication mechanisms and adherence to network security policies.

DIRECTORS' STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROLS (DSORMIC)

- **Policy Adherence and Consequence Management**

Findings emphasized the need to strengthen enforcement of policies, monitoring of compliance and timely implementation of fraud and risk management systems across the LOBs and Enablers.

Audit reports highlighting significant improvement areas were tabled to the BAC for deliberation, while other reports were presented through quarterly updates. Each observation was supported by practical recommendations, with Management responses obtained to facilitate timely resolution. Progress on agreed actions is tracked through monthly monitoring and validation exercises conducted by GIA.

INTERNAL AUDIT QUALITY

Quality oversight within GIA is driven through a structured Quality Assurance and Improvement Programme (QAIP) developed and overseen by the CIA. This programme covers all aspects of internal audit activities and serves as a benchmark for assessing audit practices against the standards issued by the Institute of Internal Auditors (IIA).

An internal quality assessment is conducted annually by an independent internal review team under the CIA's direct supervision. The outcomes of these assessments are presented to the BAC for review. In line with professional standards, an external quality assessment is carried out at least once every five (5) years by a suitably qualified and independent assessor.

To further strengthen assurance, GIA applies a three (3)-tier quality review mechanism that incorporates subject matter experts as peer reviewers. This process provides an additional layer of scrutiny to confirm that audit conclusions are supported by relevant, reliable and sufficient evidence. The review framework also confirms that all significant risk areas are adequately assessed before final engagement outcomes are communicated to Management and the BAC.

GIA has enhanced audit delivery through continuous optimisation of its Audit Management System. A dedicated Data Analytics Team supports auditors by expanding data coverage and strengthening validation procedures. Continuous auditing initiatives are being explored to complement the traditional audit approach and provide earlier insight into potential risk exposures. These initiatives enable GIA to maintain sound governance practices through risk-based audit planning, periodic plan reviews, robust policies and procedures, effective use of audit technology, structured supervision, timely reporting, systematic follow-ups on audit findings and regular updates to the BAC on implementation status. Adherence to the IIA Code of Ethics is applied and declared across all audit engagements.

RESOURCES

Audit activities during the year were carried out by a team of 45 internal auditors with diverse academic and professional backgrounds, including Engineering and Network disciplines, Accounting and Finance, Information Technology and Business Administration. This multidisciplinary composition enables GIA to deliver well-rounded audit coverage across the Group's operations.

PROFESSIONAL QUALIFICATION & CONTINUOUS COMPETENCY DEVELOPMENT

Capability building within GIA is shaped around developing a future-ready internal audit function while serving as a platform to nurture talents and potential business leaders. In line with the Internal Audit Charter, GIA commits to continuously strive to improve the proficiency and effectiveness of its service. Continuous learning remains a priority to keep pace with evolving business, digital and risk landscapes. To support this, a competency assessment survey was conducted in November 2025, benchmarking each auditor against the IIA Audit Competency Framework. The results identified individual capability gaps, which were addressed through targeted development programs.

Beyond technical audit skills, auditors are also exposed to broader business areas including entrepreneurship, strategic management, innovation and operational excellence. This broader exposure strengthens the business acumen, commercial awareness and supports more insightful audit engagements.

GIA comprises professionally accredited auditors and the pursuit of professional certification is actively encouraged across the function. The audit team holds a diverse range of core auditing and functional professional certifications, including the Certified Internal Auditor and Certified Information Systems Auditor, as well as other specialised qualifications. These credentials strengthen the technical expertise and enhance the professional credibility of the audit function.

GIA actively develops auditor capabilities through involvement in strategic initiatives and leadership programmes, complemented by exposure to emerging risks, evolving tools and technologies and professional developments within the audit community. In addressing future challenges, GIA has further strengthened and broadened its audit coverage to assess emerging risks associated with digitalisation and automation, data analytics, sustainability, IT and digital and cybersecurity

Overall, GIA continues to enhance its operating model through workforce realignment and continuous capability building. Its portfolio-based organisational structure supports talent rotation and skills diversification, enabling auditors to gain broad exposure across TM's value chain while strengthening audit coverage across business functions.

DIRECTORS' STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROLS (DSORMIC)

BUSINESS CONTINUITY AND RESILIENCY

Business Continuity Management (BCM)

TM Group's BCM framework supports operational resilience by promoting preparedness, continuity of critical services and coordinated crisis response across the Group. The framework is governed through defined roles and oversight responsibilities and is supported by structured processes across the BCM lifecycle to anticipate, respond to and recover from disruptions affecting customers, operations and essential network and services.

The BCM approach is reinforced through Group-wide governance and accountability, ensuring continuity requirements are embedded at business and operational levels. Business Impact Analysis (BIA) is conducted to identify critical processes, recovery priorities and required recovery capabilities. Documented response and recovery plans are maintained for key disruption scenarios and are supported by escalation procedures and crisis communication arrangements. Periodic reviews, drills and validation exercises are conducted to keep plans current and usable during actual incidents.

Internal Audit provides independent assurance over the BCM framework through reviews of lifecycle implementation and operational readiness, including the adequacy of continuity arrangements. Audit coverage also considers maturity and control effectiveness based on the Group's risk profile and Board priorities, including technology risks relating to Digital and IT, cybersecurity, ESG-related matters and third-party dependencies. Follow-up monitoring is performed to track the closure of identified gaps and improvement actions within agreed timelines.

Integration of Macro Trends and Corporate Risks into Resilience Planning

Forward-looking considerations of macro trends and emerging risks are incorporated into ERM and BCM processes to maintain the relevance of continuity strategies in a changing environment. Key focus areas include increasing dependence on digital connectivity, a rising cyber threat landscape, climate-related physical risks to network and mobile infrastructure, third-party concentration and supply chain constraints and regulatory and sustainability-driven requirements affecting preparedness and disclosure.

These considerations are integrated into BCM and resilience planning through refreshed risk inputs from Group-level risk assessments and operational BIAs. Continuity plans, crisis response strategies and escalation thresholds are updated accordingly and cross-functional readiness is enhanced for converging risk scenarios such as extreme weather events, prolonged power outages, network and service disruptions and cyber incidents. Insights from these activities are used to update BCM inputs, including BIAs, continuity strategies such as BCPs and DRPs, scenario testing and response plans.

Scenario Analysis and Stress Testing

Scenario analysis and stress testing are applied to assess the Group's ability to sustain operations under adverse and uncertain conditions. These exercises evaluate vulnerabilities across critical processes and enabling systems, network and service recovery capabilities and resource readiness and the effectiveness of responses under constrained recovery environments such as limited site access, vendor support challenges and concurrent incidents.

TM applies these approaches through Table-Top Exercises and Field Test Exercises to test its ability to sustain critical services under severe yet plausible disruption scenarios. Events examined include technology outages, cyber incidents, security threats, facility unavailability and workforce impacts. Recovery capabilities are validated against defined recovery time objectives and impact tolerances.

Findings from scenario analysis and stress testing are systematically applied to improve continuity plans, technology resilience measures and crisis management procedures. This supports stronger preparedness and the ability to sustain critical services during adverse and unexpected conditions, including climate-related disruptions where applicable.

Crisis Simulations and Resilience Exercise

During FY2025, crisis simulations and resilience exercises were conducted to enhance incident preparedness and organisational response. These simulations were designed to validate crisis management activation and decision-making processes, cross-functional coordination and escalation protocols, crisis communication workflows and operational recovery actions under disruption conditions.

Stress-testing themes addressed major network and service disruption scenarios, operational events affecting facilities, personnel and third-party dependencies and cyber incident simulations involving data breaches, ransomware-type disruptions and loss of system availability.

BCM Group Corporate, in collaboration with Group Information Security, conducted the "TM Comprehensive Table-Top Simulation and Cyber Drill Exercise 2025." The exercise involved the Board of Directors, Top Management and key functional leaders, with participation from Groups, Lines of Business, Divisions, Subsidiaries and States.

Outcomes from these exercises were applied to strengthen response playbooks, clarify roles and responsibilities and refine recovery strategies to reduce restoration time for critical services. The simulations also supported improvements in strategic crisis governance, escalation protocols, crisis communication processes and decision-making effectiveness under cyber and operational disruption scenarios.

DIRECTORS' STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROLS (DSORMIC)

Collectively, these scenario-based evaluations provided Management and the Board with added assurance that resilience strategies adapt as risks evolve. In parallel, emerging risks are monitored to strengthen resilience through appropriate risk transfer measures and insurance coverage for loss recovery, supporting protection of assets, people, customers and key stakeholders while limiting financial and operational impacts.

TM continues to advance its BCM programmes while embedding business continuity into organisational culture. As a national connectivity provider supporting millions of Malaysians, continuity planning has become increasingly important in supporting TM's role as a Digital Orchestrator and in pursuing its aspiration to become a Digital Powerhouse by 2030. These efforts also support Malaysia's ambition to develop as an ASEAN digital hub by promoting resilient digital infrastructure and services.

ADEQUACY AND EFFECTIVENESS OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board evaluates the effectiveness of the Group's risk management and internal control systems using a combination of quantitative and qualitative indicators.

Quantitative indicators include Corporate key indicators, movements in residual risk levels and the timeliness of mitigation and control actions. These measures provide insight into changes in the Group's risk profile and the responsiveness of management actions. In addition, the Board considers assurance indicators presented by GIA, including the number and severity of audit findings, the ageing and status of outstanding audit actions, the timeliness of remediation of high-risk issues and the level of completion of the risk-based internal audit plan covering key risk areas.

Qualitative considerations complement these measures and include Internal Audit's assessment of the adequacy and operating effectiveness of controls, management's commitment and accountability in addressing control weaknesses and thematic insights arising from audit reviews that may signal systemic or emerging risks. Together, these indicators enable the Board to form a view on whether risk management and internal controls operate effectively and whether residual risks are managed and monitored in line with management-defined thresholds and risk oversight practices.

Oversight of this evaluation process is exercised through the BRIC and the BAC, which provide focused review and challenge to support the Board's overall assessment of system adequacy and effectiveness.

The Statement does not include the risk management and internal control systems of TM Group's joint ventures and associates. Nonetheless, TM Group's interests are served through representation on the BOD and Senior Management posting(s) to the joint venture and associate and through the review of management accounts received. These provide the Board with performance-related information to enable informed and timely decision-making on the Group's investments in such companies.

Assurance to the Board

The Group Chief Executive Officer (GCEO) and Group Chief Financial Officer (GCFO) provided formal written assurances to the Board confirming that TM Group's Risk Management and Internal Control (RMIC) systems were adequate and effective in all material aspects. These assurances were supported by Management Assurance Declarations from Divisional Heads. Based on these representations and ongoing assurance activities, the GCEO and GCFO provided the Board with reasonable assurance in accordance with SORMIC requirements.

The annual assurance statement typically covers the effectiveness of internal controls across financial reporting, operations, compliance, cybersecurity and Sales, IT and Network areas. It also addresses the accuracy of financial statements and compliance with applicable accounting standards, adherence to laws, regulations and internal policies, reporting of material control weaknesses, fraud incidents and significant breaches and confirmation that risk management processes operate as designed and within the Board-approved corporate risk appetite.

REVIEW OF THE STATEMENT BY THE EXTERNAL AUDITORS

As required by Paragraph 15.23 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the external auditors have reviewed this Statement on Risk Management and Internal Controls. Their limited assurance review was performed following the Malaysian Approved Standard on Assurance Engagements, ISAE 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information and Audit and Assurance Practice Guide 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants. AAPG 3 does not require the external auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Group.