

## CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 4863  
**COMPANY NAME** : TELEKOM MALAYSIA BERHAD  
**FINANCIAL YEAR** : December 31, 2024

### OUTLINE:

#### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

*Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.*

#### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards and ensure that its obligations to its shareholders and other stakeholders are understood and met.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<ol style="list-style-type: none"><li>1. The Board is collectively responsible for the management and oversight of the Company's business and affairs and the Board takes cognisance of the need to create and deliver long-term sustainable values for stakeholders and long-term success of the Company. Throughout 2024, the Board continued to guide and effectively steer the Company with well-planned strategies and monitored Management's implementation of the strategies within a transparent governance framework.</li><li>2. In order to ensure the effective discharge of the Board's functions and responsibilities, a Governance Model was established for the Group where specific powers of the Board are delegated to the relevant Board Committees and the Managing Director/ Group Chief Executive Director (MD/GCEO).</li><li>3. To assist in the effective discharge of the Board's oversight functions, four (4) Board Committees, namely, the Board Audit Committee (BAC), Board Nomination and Remuneration Committee (NRC), Board Risk and Investment Committee (BRIC) and Board Tender Committee (BTC), have been constituted with its respective clear terms of reference (ToR). These Committees are assigned to effectively discharge their responsibilities in their designated areas, which include amongst others, financial information and performance review, internal controls, human capital management and board matters, succession planning, risk management, investments, sustainability, cyber security and reliance, governance, procurement and ethics and integrity matters. The ToR of the Board and Board Committees are encapsulated in the Company's Board Charter, available in the Company's website at <a href="http://www.tm.com.my">www.tm.com.my</a>.</li><li>4. In the Board Charter, the powers of the Board and MD/GCEO are clearly demarcated, complemented with the Limits of Authority (LOA) Matrix according to the appropriate tiers. Matters reserved for the Board's approval as well as approval limits, and those which the Board may delegate to the Board Committees, MD/GCEO and Management are identified in the LOA Matrix.</li><li>5. MD/GCEO is supported by three (3) main management committees; Management Committee (MC), Business Operations Council (BOC) and Technology Committee (TechCom). MC focuses on business strategy, policies, regulatory and corporate matter, BOC on business and operational execution plans including Go-To-Market revenue growth, whilst TechCom on business with technology agnostic solution including network, IT, digital, security and mobile/wireless.</li><li>6. The Board, together with Management, is committed to promote good corporate governance (CG) culture within the Group reinforcing ethical, prudent and professional behaviour. As guided</li></ol>

by the Malaysian Code on Corporate Governance 2021 (MCCG) and other relevant best practices, the Board continuously upholds CG standards and values in the organisation.

7. The Board plays an active role in the development of the Group's strategies, reviewing, challenging and approving the Annual Operating Plan (AOP) for the Group. The Board provides its guidance, views and inputs to ensure proper formulation of strategies supporting long-term value creation and sustainability.

During the year, two (2) Board Strategy Retreats involving the Board and senior management were held to deliberate, realign and reassess the Group's business direction and strategic priorities in line with TM's transformation plans and sustainability initiatives.

The Board Strategy Retreats were held in July and December 2024 where Board and Management thoroughly deliberated on the Group plan moving forward. The Company's strategic priorities were deliberated in July 2024 retreat, whereby the Company aligned its strategic priorities, whilst in December 2024 the commitment stem from the priorities materialised into action plans as the Group's AOP 2025. Following rigorous discussions at respective the two (2) Strategy Retreats, the Board subsequently approved TM Group's AOP 2025, as we accelerate our journey to become a Digital Powerhouse by 2030 (PWR 2030).

8. The Board also oversees and monitors the conduct of the Group's businesses and their performances, in line with the approved AOP. Effective management oversight is critical to support the MD/GCEO and Management Team to ensure the efficient and effective execution of their duties and responsibilities.

MD/GCEO together with the Heads of Clusters monitored the Group's performance where performance is measured and tracked against the approved Company Scorecard. The Group's Business Performance Report (BPR) is updated to the Board monthly with key highlights and issues of concerns via emails to ensure timely update. Thereafter, quarterly BPR is tabled and deliberated in depths at BAC and Board meetings, highlighting key business performances and areas of growth and concerns, as well as regulatory updates. The Board challenges the mitigating actions and improvement plans to ensure their effectiveness in meeting the deliverables.

9. The Board, supported by the BAC and BRIC, ensures that there is a sound framework for internal controls and risk management:

- a) The Group Internal Audit (GIA) Division manages and monitors the internal control systems throughout the Company. In line with its ToR, GIA has the authority to audit any divisions or subsidiaries of TM Group and to review projects and systems based on the annual approved audit plan or as directed by BAC. All these audit reports and findings are shared with BAC on timely basis upon completion with audits via the Boardpac, the board document management system. Significant findings from the audit reports are deliberated at BAC meetings quarterly and reported to TM Board.

- b) BAC supports the Board in its oversight responsibilities by providing an unbiased and independent review on the effectiveness and efficiency of the Group's internal control systems to ensure the implementation of appropriate internal control systems, supported by reports from the GIA and the quarterly updates by the external auditor.

c) BAC is also responsible in overseeing the functions and deliverables of the Group Integrity and Governance Division (GIG) to ensure the promotion of integrity and business ethics among Warga TM including our business partners and vendors, as well as the effective implementation of governance and anti-corruption controls throughout the Group.

d) Details of BAC activities during financial year (FY) 2024 is provided in the CG Overview Statement in the Corporate Overview book of the 2024 Integrated Annual Report (IAR).

10. On 1 January 2024, Board Risk Committee was restructured and renamed as BRIC whereby its role has been expanded to include the review and guidance for strategic investment/divestment and Business Collaboration and Partnership (BCAP) proposals instead of just focusing on the risk element of the proposals.

BRIC oversees the Company's risk management framework and constantly engages the Management on managing, mitigating and eliminating the inherent risks that may have an impact on the Group. BRIC also provides an oversight role on sustainability in view of its importance to TM stakeholders. The Board understands the key risks of the business and recognises that business decisions involve the taking of appropriate risks. TM remains firm on its core objectives to stay ahead and remains steadfast in applying sound risk management fundamentals in managing the key emerging risks and the underlying opportunities to stay resilient through challenging times ahead.

a) The Group Risk Management Division (GRM) is tasked with the role of identifying risk issues that may impact the Group's business and sustainability including strategic and operational risk, investment risk, emerging risk etc. Emerging risks are driven by the latest trends and development in the telecommunications market and industries as a whole.

b) The Enterprise Risk Management (ERM) Corporate Risk Report and Sustainability Report are presented to BRIC on quarterly basis and thereafter reported to the Board. The Sustainability Agenda is also discussed quarterly at Board Meetings.

c) Directors' Statement on Risk Management and Internal Controls (DSORMIC) and ERM Report set out in the Corporate Overview book of the 2024 IAR detailed out the overview on the Group's risk management framework, policies and status for 2024.

11. The Board, through the NRC, monitors human capital management policies and implementation of the Company. NRC is responsible to ensure that there is an effective and orderly succession planning for both the Board and Pivotal Positions i.e. critical positions to deliver the strategies of the organisation and critical to the business, comprising identified positions reporting to MD/GCEO and any other positions deemed strategic for the Company.

a) NRC acknowledges the importance of Board Succession Planning and continuously reviews the Board composition to ensure requirements on independence and diversity are met. During the year, the Board composition changes as follows:

i) Retirement of Tunku Afwida Tunku Dato' A.Malek, the Senior Independent Director (SID) upon the conclusion of

	<p>the 39<sup>th</sup> Annual General Meeting (AGM) held on 30 May 2024;</p> <ul style="list-style-type: none"> <li>ii) Retirement of Balasingam A. Namasiwayam, an Independent Non-Executive Director (INED) upon the conclusion of the 39<sup>th</sup> AGM held on 30 May 2024;</li> <li>iii) Appointment of Tan Sri Datuk Yong Poh Kon, an INED, on 30 May 2024;</li> <li>iv) Appointment of Datuk Bazlan Osman, an INED, on 30 May 2024;</li> <li>v) Resignation of Suhendran Sockanathan, an INED, on 25 July 2024; and</li> <li>vi) Redesignation of Ahmad Taufek Omar from Non-Executive Non-Independent Director (NINED) to INED on 13 September 2024.</li> </ul> <p>NRC continues reviewing the existing Board composition in 2025 to ensure adherence to MCCG Practice 5.9 on a minimum 30% women directors on the Board.</p> <ul style="list-style-type: none"> <li>b) NRC deliberates with MD/GCEO and Chief Human Capital Officer (CHCO) on the succession plan report from Group Human Capital Management (GHCM) on a half yearly basis. NRC reviews the reports and provides feedback on the identification and assessment of the suitability and readiness of the potential successors.</li> </ul> <p>External talent search professionals are engaged to facilitate extensive searches for Pivotal Positions. NRC has undertaken rigorous assessment in identifying and recommending candidates with the required skillsets, experience and competencies, for Board's approval.</p> <ul style="list-style-type: none"> <li>c) NRC and Board noted and deliberated on the findings from the 2023 Board Performance Assessment (BPA) / Board Effectiveness Evaluation (BEE) undertaken by Deloitte Business Advisory Sdn Bhd (Deloitte). NRC thereafter monitors the progress on the rectification actions arising from 2023 BPA/BEE undertaken by the Board and Board Committees in 2024.</li> <li>d) For Pivotal Positions and the Group Company Secretary, their scorecards and performances as well as short term incentives were reviewed and deliberated by NRC prior to being recommended to TM Board for approval.</li> <li>e) The NRC Report in the CG Overview Statement in the Corporate Overview book of the 2024 IAR provides details of the activities undertaken by NRC during FY 2024.</li> </ul> <p>12. The Board emphasised the importance of embracing integrity and ethical values across the Group. The Board, via the BAC, monitors the implementation of the Organisational Anti-Corruption Plan (OACP), as well as the prevention and investigation activities undertaken by GIG.</p> <p>13. The Board takes collective responsibility and accountability on the integrity of the Company's financial and non-financial reporting to ensure reliability, timeliness, transparency and compliance with the relevant standards.</p> <p>14. The Board Charter outlines the Company's policy on communication with stakeholders, referencing to the Internal Communication Policy Guidelines to address the need for an effective communication policy to address perception of the Company.</p>
--	---

	<p>a) The Strategic Communications and Investor Relations units have been tasked to undertake this responsibility.</p> <p>b) Management continues to engage with the stakeholders proactively and in a timely manner, to keep them abreast of the Group's strategies, performance and key business activities.</p> <p>c) Information on engagement with stakeholders is available in the segment titled "Understanding Stakeholder Needs" on pages 39 to 43 of the Corporate Overview book of the 2024 IAR.</p> <p>15. Further information on the Board's Responsibilities is provided in the segment titled "Discharging the Board Responsibilities" on page 171 of the CG Overview Statement in the Corporate Overview book of the 2024 IAR.</p>
<p><b>Explanation for departure</b></p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b></p>	<p>:</p>
<p><b>Timeframe</b></p>	<p>:</p>

**Intended Outcome**

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

**Practice 1.2**

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. TM's Chairman, Dato' Zainal Abidin Putih's profile is set out in the Board of Directors' Profile on page 200 in the Corporate Overview book of the 2024 IAR.</li> <li>2. The Chairman's overarching responsibilities are to provide leadership to the Board and is responsible for the effective overall functioning of the Board including the collective oversight of the Management.</li> <li>3. He also leads the Board in instilling good CG practices throughout the organisation. The Chairman's responsibilities are clearly specified in paragraph 4.1 of the Board Charter, which is available on the Company's website at <a href="http://www.tm.com.my">www.tm.com.my</a>.</li> <li>4. The Chairman, besides the SID, also has a tacit role to act as intermediary to resolve any issue or sensitive matter that may arise between members of the Board.</li> <li>5. The Chairman, together with the MD/GCEO, also play a critical role in the communication with TM stakeholders, building and enhancing rapport with the Government and private sector, whenever required.</li> <li>6. As the Chairman of the Company, he plays a key role in the conduct of the general meetings. He ensures the smooth flow of the proceedings of general meetings and manages the communication with shareholders. He also encourages active participation from shareholders and ensures that reasonable time is allocated for questions and answers' session.</li> <li>7. Based on the findings from the 2024 BEE result, the Board continued to rate Dato' Zainal Abidin Putih with a higher core, a testament to his strong leadership. He was also rated higher by his fellow peers evidencing his strong leadership in ensuring the effectiveness of the Board collectively. He has applied his experience and wisdom in leadership enabling honest and constructive discussion amongst the Board whilst providing guidance and leadership in the Board. He has also strengthened the relationship and trust between Board and management which allows honest and constructive communication for better decisions and provide proper advice and guidance.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

**Practice 1.3**

The positions of Chairman and CEO are held by different individuals.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. There is a clear division of responsibilities between the Chairman and MD/GCEO, balancing the equilibrium of power in the Company so that no one individual has unfettered power in decision-making.</li> <li>2. The positions of the Chairman and GCEO are always held by different individuals. The distinct and separate roles are provided in paragraphs 4.1 and 4.2 of the Board Charter, which is available on TM's website.</li> <li>3. This demarcation of power between Dato' Zainal Abidin as Chairman and Amar Huzaimi Md Deris as MD/GCEO, subsists throughout their tenure.</li> <li>4. The Chairman provides leadership and is responsible for the effectiveness and overall functioning of the Board.</li> <li>5. The MD/GCEO is responsible to ensure effective functioning of the Company's day-to-day operations, implementation of strategies and broad policies as approved by the Board. The MD/GCEO reports and updates the Board on all material issues currently or potentially affecting the Group and its performance. MD/GCEO's authorities as delegated and mandated by the Board are set out in the LOA Matrix Tier 1 of TM Group.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

**Practice 1.4**

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<ol style="list-style-type: none"> <li>1. Pursuant to TM's Guiding Principles on Directors' Participation in Board Committees, the Chairman of the Board is not the Chairman or member of any of the Board Committees.</li> <li>2. In compliance with the aforesaid Guiding Principles, TM's Chairman, has never been the Chairman or member of any of the Board Committees. He has also never been invited to participate in any of the Board Committees' meetings.</li> </ol>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<ol style="list-style-type: none"><li>1. The Board is supported by two (2) qualified and experienced Company Secretaries with each having more than 26 years of corporate experience attending to secretarial and overseeing compliance and governance matters, as well as best practices in corporate secretarial and good governance practices for TM Group.</li><li>2. Hamizah Abidin, the Group Company Secretary, has legal qualification and is licenced by the Companies Commission of Malaysia (CCM). Whilst, Mohammad Yazmi Mat Raschid, the Joint Secretary, is a Chartered Secretary and Chartered Governance Professional, and an Associate of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA). Both are qualified to act as company secretaries under Section 235(2) of the Companies Act 2016 (CA 2016) and registered with CCM under Section 241 of CA 2016 with practicing certificates by the Registrar of Companies.</li><li>3. The Company Secretaries constantly keep themselves abreast with the regulatory changes and development in CG. They have attended continuous professional development programmes provided by various service providers including CCM and MAICSA.</li><li>4. The Group Company Secretary, supported by the Joint Secretary and the Group Company Secretarial Division (GCSD), comprising Company Secretarial Unit, Compliance Unit and CG Unit, are responsible in providing comprehensive support and appropriate advice and guidance to the Management, Board and Board Committees on their roles and responsibilities, policies and procedures, rules and regulations and relevant laws as well as best practices on governance. These include the management of all Board and Committee meetings, including MC, attendance and minutes drafting of these meetings, and facilitating board communications.</li><li>5. The Company Secretaries monitor compliance and CG development and support the Board on the application of CG principles and best practices, to meet the need of the Board and expectation of stakeholders.</li><li>6. During the year, the Company Secretaries conducted the BEE and the Board Management Effectiveness Programme (BMEP). BEE assesses the performance of the Board and its Committees whilst the BMEP is an assessment tool to measure the strength of working relationship and engagement of selected Pivotal Positions, Group Company Secretary and other key Management team with the Board and Board Committees.</li></ol> <p>The Company Secretaries continue to monitor and update the NRC and Board on the implementation of improvement plans arising from the 2023 BEE/BPA findings.</p>

	<p>In view of the appointments of two (2) new Directors during the year, the Company Secretaries organised induction programmes for the newly appointed Directors attended by key Management team. Separate sessions were also conducted for new Members of the Board Committees with respective Management team to shorten their learning curve to become a productive and effective member.</p> <p>7. The Company Secretaries also monitor Directors' training needs via the Board Training Programme (BTP). The BTP has been accounted as part of the Board Agenda at Board and Committees' Meetings to provide equal opportunities for Directors to keep themselves abreast with current developments in the marketplace. Directors were also provided with opportunities to attend TM programmes and other external programmes/seminars on the areas related to their functions/roles for continuous development and to facilitate in discharging their duties effectively. These programmes have also been tailored to meet the need of Board Committees as part of knowledge sharing programme to enhance members' skillsets based on the requirements of the respective Committees.</p> <p>With the implementation of the Mandatory Accreditation Programme (MAP) Part 2 on Sustainability effective 1 August 2023, the Company Secretaries monitor Directors' participation in this training and shall ensure completion by all TM Directors by 1 August 2025. The BTP report is updated to the NRC and Board on half-yearly basis.</p> <p>8. The Company Secretaries serve as a focal point for stakeholders' communication and engagement on CG issues.</p> <p>9. The Company Secretaries, assisted by the Group Strategic Communications Unit, manage the processes pertaining to the general meetings. The Secretaries play an important role in ensuring the processes and proceedings are in place and properly managed in compliance with the Constitution as well as relevant laws and regulations.</p> <p>10. The roles and responsibilities of the Secretaries are specified in paragraph 13 of the Board Charter.</p>
<p><b>Explanation for departure</b></p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b></p>	<p>:</p>
<p><b>Timeframe</b></p>	<p>:</p>

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>A. <u>Meeting Calendar, Agenda and Materials</u></p> <ol style="list-style-type: none"><li>1. In planning for an effective organisation, preparation and managing expectation for both Management and Directors, an annual meeting calendar is arranged and circulated in advance, prior to the new year to support the Directors to effectively discharge their responsibilities. The calendar provides Directors with scheduled meeting dates for the Board and its Committees, and AGM whilst, at the same time assisted them in arranging their schedules, manage their expectations and time commitment, preparation and enable maximum attendance. The calendar also enables Management to timely prepare the needful for the meetings.</li><li>2. The Chair of the Board and Committees approved their respective meeting agendas, and ensure adequate time were allocated for the deliberation of the proposals that would be tabled at the meetings.</li><li>3. Meeting materials are distributed to the Directors through an electronic meeting management system i.e. Boardpac. The dissemination of meeting materials is made five (5) days prior to the meeting, enabling the Board to make informed decisions. Directors are notified on the availability of the meeting materials/papers by the Company Secretaries. Consents from respective Chair of the Board and Committees are sought for expected late delivery of meeting materials/papers prior to the same being uploaded onto the Boardpac. This cadence is agreed upon as part of the improvement plan for late dissemination of meeting materials/papers as commented by the Directors via the 2023 BPA/BEE as well as 2024 BEE.</li><li>4. As the meeting materials are disseminated through the electronic meeting management system, Directors are supplied with an electronic device whereby all notices and proposal papers, including circular resolutions, are uploaded and distributed to directors electronically and instantly, enabling Directors to access the board papers anytime and anywhere. It has also an archival system where Directors would be able to retrieve past information. Apart from meeting materials, various Company's documents, including Board Charter, the Constitution, Annual Meeting Calendar and other board policies and procedures, are uploaded onto the BoardPac for ease of reference.</li><li>5. In addition, proposal papers for the Board, Committees and subsidiaries' meetings are also available on Microsoft Teams (MS Teams) platform. Such solution eases the process of distribution of papers, ensuring security of information and enables ease of access to the Board papers electronically at anytime and anywhere.</li><li>6. The multiple electronic platforms are maintained as each system accommodates different users. TM BoardPac is used solely by TM Directors, while MS Team caters for both Management and Directors accessible through multiple devices.</li></ol>

	<p>B. <u>Circulation of Minutes of Meetings</u></p> <ol style="list-style-type: none"> <li>1. Deliberations and decisions at Board and Board Committees' meetings are minuted clearly and accurately. The minutes record the decisions of the Board including deliberations, comments, concerns or dissenting views. The minutes indicate whether any Director has abstained from voting or recused himself/herself from deliberating on a particular matter of whereby he/she has conflict of interest (COI) or perceived COI. Actions proposed by the Board and the identified timelines and persons responsible to undertake the tasks are specified in the Minutes and communicated to Management for their action.</li> <li>2. A summary of the Board's deliberations/key decisions is given to Management for their information and prompt action.</li> <li>3. The draft minutes are archived in the BoardPac throughout the year for the Board's review and reference.</li> <li>4. The draft minutes of the Board's and Committees' meetings are circulated to the Board's and Committees' Chair prior to confirmation by the Directors.</li> </ol>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	<p>:</p>

**Intended Outcome**

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

**Practice 2.1**

The board has a board charter which is periodically reviewed and published on the company’s website.

The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

<b>Application</b>	: Applied																
<b>Explanation on application of the practice</b>	<p>1. The Board Charter embodies the Company’s governance practices. It provides reference for the Directors in relation to the Board’s roles, powers, duties and functions. It outlines processes and procedures for the Board and its Committees in discharging their stewardship. The respective roles and responsibilities of the Board, Board Committees, Non-Independent Non-Executive Chairman (NINEC), SID, NEDs and Executive Director (ED), and issues and decisions reserved for the Board are clearly identified.</p> <p>2. Our Board Charter is reviewed from time to time and updated regularly to maintain its relevance and accuracy to current rules and regulations. In FY 2024, changes were made to the Board Charter which involved the enhancements to the BRIC’s ToR and the Board and Committees’ minimum attendance requirement. The Board Charter is accessible on our official website at <a href="http://www.tm.com.my">www.tm.com.my</a>.</p> <p>3. As part of its roles and responsibilities, and in accordance with paragraph 15.08(3) of the Main Market Listing Requirements (Main LR), the Board is also responsible to ensure continuous training for the Directors. The Board has in place the BTP and, through the NRC, has considered the areas/topics of training relating to business operations, new technologies or capital market development and sustainability as part of the Directors’ continuing education programmes. In addition, in-house trainings are also organised by Management based on the development and training needs of the Directors and Board Committees.</p> <p>4. The status of BTP as at 31 December 2024 was tabled at NRC Meeting on 17 January 2025. All Directors have attended trainings in 2024 and their trainings are in accordance with the BTP Guidelines and the respective requirements of 60 training hours (TH) for 3 years or 20 TH per annum. The analysis on the total number of Directors’ TH in 2024 is shown in Table 1 below, whilst the list of conferences, seminars and training programmes attended by Directors in 2024 are tabulated in Table 2:</p> <p style="text-align: center;">Table 1: BTP TH for 2024</p> <div style="text-align: center;"> <table border="1" style="margin: 0 auto;"> <caption>2024 TRAINING</caption> <thead> <tr> <th>Category</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>Industry and Strategy</td> <td>42%</td> </tr> <tr> <td>Technology</td> <td>19%</td> </tr> <tr> <td>Sustainability</td> <td>12%</td> </tr> <tr> <td>Regulatory</td> <td>10%</td> </tr> <tr> <td>Finance</td> <td>12%</td> </tr> <tr> <td>Integrity</td> <td>4%</td> </tr> <tr> <td>Human Resource</td> <td>1%</td> </tr> </tbody> </table> </div>	Category	Percentage	Industry and Strategy	42%	Technology	19%	Sustainability	12%	Regulatory	10%	Finance	12%	Integrity	4%	Human Resource	1%
Category	Percentage																
Industry and Strategy	42%																
Technology	19%																
Sustainability	12%																
Regulatory	10%																
Finance	12%																
Integrity	4%																
Human Resource	1%																

Table 2: Directors' Trainings in 2024

		Table 2: Directors' Trainings in 2024	
		Training Category	Course Title
		<b>Finance (12%)</b>	<ul style="list-style-type: none"> <li>▪ Invest Malaysia Where Policy Meets Progress @ Iskandar Puteri</li> <li>▪ Malaysia International Accountants (MIA) Conference 2024</li> </ul>
		<b>Human Resource (1%)</b>	<ul style="list-style-type: none"> <li>▪ Briefing by Pivotus Management Consulting to NRC on Top Executive Remuneration Approach</li> </ul>
		<b>Industry and Strategy (42%)</b>	<ul style="list-style-type: none"> <li>▪ Board Induction</li> <li>▪ Mobile World Capital (MWC) Barcelona: An Unparalleled Success</li> <li>▪ Board Strategy Retreat: Telcos Trend and Value Creation</li> <li>▪ TM One Innovation Lab &amp; Enterprise 5G Lab Launching</li> <li>▪ Visit to Huawei Library Visit &amp; Engagement with Industry SME</li> <li>▪ Visit to Tencent HQ</li> <li>▪ Visit to ZTE - China Telecom Exhibition Hall</li> <li>▪ Visit to ZTE Exhibition Hall and Smart Productline Centre</li> <li>▪ Small Cells World Summit (SCWS)</li> </ul>
		<b>Integrity (4%)</b>	<ul style="list-style-type: none"> <li>▪ Majlis Penyampaian Anugerah Integriti, Governans &amp; Anti Rasuah (AIGA)</li> <li>▪ TM Integrity Day 2024</li> </ul>
		<b>Regulatory (10%)</b>	<ul style="list-style-type: none"> <li>▪ Bursa Malaysia Mandatory Accreditation Programme (MAP) 2024 #1</li> </ul>
		<b>Sustainability (12%)</b>	<ul style="list-style-type: none"> <li>▪ TM: Sustainability Capability Training for Directors and C Suite: Boom or Bust – The Evolving Role of Corporate Leaders in Unlocking Sustainability Value</li> <li>▪ MAP Part II: Leading for Impact (LIP)</li> </ul>
		<b>Technology (19%)</b>	<ul style="list-style-type: none"> <li>▪ Visit to GDS Data Centre</li> <li>▪ Visit to Huawei Dongguan R&amp;D Centre</li> <li>▪ Visit to MiniMax China AI Startup company</li> <li>▪ World Summit AI: We do AI Different</li> <li>▪ Galileo Gallery Exhibition Center Visit</li> </ul>
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

### Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<ol style="list-style-type: none"><li>1. The Board has put in place a comprehensive Code of Conduct and Business Ethics (CBE) and Directors' and Management's COI Policy (COI Policy) for the Company. CBE is internalised in TM as a tenet for proper comportment of the Board of Directors. Through disclosure of interest at every Board and Committees' meetings, Directors have implemented the principle relating to transparency, integrity and responsibility. Interested Directors declared their interest at the onset of the Board or Committee meetings, recused and abstained from the deliberation and voting on the proposals where applicable. In the event the Chairman is considered as an Interested Director for a proposal, the SID will chair the board meeting in his stead.  Management is also accorded similar treatment whereby they have to make declaration of their interests at every MC meeting. In the event, the MD/GCEO is deemed interested in the proposal, he will excuse himself from the meeting and does not participate in the deliberation and voting of the said proposal, and the Group Chief Financial Officer (Group CFO) will chair the meeting in his stead.</li><li>2. The CBE and Anti-Corruption Guide (ACG) act as primary references for all Directors, Management and all employees when dealing with various internal and external stakeholders. The policies of CBE have been integrated into company-wide management practices. The CBE also articulates expected standards of behaviour from the Directors, Management, employees and business partners of TM Group of companies, aligning with the Company's vision and mission and values. Frequent reminders are also communicated for employees to stay alert on what is permissible under our CBE.</li><li>3. Both CBE and ACG and other internal guidelines, underline the Company's intolerance towards corrupt practices and undesirable behaviour within and in relation to the Group as well as upholding the Company's value on Uncompromising Integrity, which is a collective effort between GHCM, GIA, Group Procurement and GIG.</li><li>4. The CBE is subjected to periodic review by the BAC and Board to ensure best practices in governance are constantly updated and embraced by all stakeholders. The CBE is accessible via TM's official website at <a href="http://www.tm.com.my">www.tm.com.my</a></li><li>5. GIG, headed by the Chief Integrity and Governance Officer (CIGO), is tasked to manage internal investigations, systematically manage complaints and whistleblowers, and provides advisory and awareness on ethics and integrity matters within TM Group. CIGO reports to the BAC on a quarterly basis on all its activities in relation to ethics and integrity matters, comprising the prevention and</li></ol>

	<p>investigation activities. The salient updates will then be reported to the TM Board. MC, on limited membership and quorum, also deliberates on these activities ensuring effectiveness of the actions taken prior to the tabling of the reports to BAC.</p> <p>6. TM OACP reflects the highest standards of integrity in TM's CG model. TM commits to a 5-year anti-corruption plan to strengthen controls and monitoring of Corruption, Integrity &amp; Governance risks and as a defence towards compliance with Section 17A of the Malaysian Anti-Corruption Commission (MACC) Act 2009. In 2024, 110 action plans were recorded based on risk assessment and 91% of the action plans have been completed. Identified critical action plans are then integrated into the Key Performance Indicators (KPIs) of the Pivotal Positions. All action plans under the OACP are continuously monitored, tracked and reported on a quarterly basis to the BAC.</p> <p>7. TM has also adopted MS ISO 37001 Anti-Bribery Management System (ABMS) to enable the organisation to implement, maintain, and improve the anti-bribery compliance program to prevent, detect, and respond to occurrences of corrupt practices. ABMS is implemented in phases, and as at FY 2024, a total of seven (7) Business Clusters/Divisions are ABMS certified. BAC as the governing body exercises reasonable oversight over the implementation of TM ABMS and its effectiveness.</p> <p>8. In the effort to strengthen a healthy corporate culture of integrity, transparency and fairness in TM, continuous awareness and briefing sessions on CBE and Corporate Liability Section 17(A) have been conducted, either physically or virtually, for TM employees to have sufficient knowledge and understanding of the matter.</p> <p>9. TM has also organised its annual TM Integrity Day (TMID) 2024 on 7 November 2024 to demonstrate its unwavering commitment to fostering and strengthening a culture of integrity, transparency, and accountability. TM Board of Directors, Management, business partners and <i>Warga</i> TM nationwide have provided the corruption-free pledge proclaiming their commitment to carrying out their duties with transparency, responsibility and accountability. TMID 2024 not only strengthened TM's internal culture of integrity but also sets a benchmark for corporate leadership in championing ethical excellence.</p> <p>10. Further information is provided in the "Ethical Business: Responsible Conduct" pillar in the Corporate Overview book of the 2024 IAR on pages 151 to 163.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

**Intended Outcome**

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

**Practice 3.2**

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. TM Board is committed to internalizing its whistleblowing program by providing a safe and accessible platform for employees, business partners, and public at large to report concerns regarding improper conduct. This includes, and is not limited to, illegal, unethical, or inappropriate business practices that affect the Company and/or business improvement opportunities.</li> <li>2. TM has established the Whistleblowing Policy as part of the initiative under TM’s CBE, enabling TM Group employees, business partners, and the public to report concerns about unethical behaviour, as well as actual or suspected fraud within the Group. Reports can be made through the TM Ethics Line, available via email at ethic@tm.com.my or the toll-free number 1-800-88-2377. All reports received will be assessed by GIG for further investigation and appropriate action.</li> <li>3. Employees can report improper conduct based on their reasonable belief that any person is, or is about to be, engaged in such behaviour. A disclosure does not necessarily result in disciplinary action or prosecution against the individual involved. Employees are assured that they will not face harassment, retaliation, victimization, or any other form of retribution from their superiors or Management for making a report.</li> <li>4. Further information is provided in the “Fair Employment” segment under the “Responsible Employer” section on page 132 in the Corporate Overview book of the 2024 IAR.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<ol style="list-style-type: none"><li>1. The Board recognises the importance of sustainability for the Group and plays an active role in the development of the Group's strategies and AOP ensuring that they support long-term value creation and sustainability. TM has embedded sustainability as part of the Group's strategic direction as well as our AOP for effective implementation. Sustainability is key to becoming a Digital Powerhouse by 2030, and critical to our long-term success as both a moral obligation and an opportunity to create value for all stakeholders.</li><li>2. A structured Sustainability Governance Structure has been established with clear roles and responsibilities from operational level up to the oversight by BRIC and ultimately by the Board. Sustainability matters continue to be under the purview of BRIC according to its ToR.</li><li>3. TM's sustainability management and initiatives in TM are led by the Chief Corporate Officer (CCO) and overseen by the TM Sustainability Committee. They play key roles in implementing TM's Sustainability Framework and guiding the Company's progress towards our ambitious goals outlined in the three (3)-year Roadmap 2024-2026.</li><li>4. TM's Sustainability Framework provides clear commitments, targets and action plans. The roadmap serves as a guide for the Group to achieve our sustainability ambitions for the entire TM Group, from our leadership, employees, and stakeholders.</li><li>5. TM's sustainability agenda focuses on two (2) key objectives, i.e. Enabling Sustainable Solutions for Customers and Community, and Ensuring Business Resilience for TM and Our Value Chain. These objectives would be met by addressing five (5) key pillars, i.e. offering solutions that contribute to sustainability, enabling digital inclusion, managing our environmental impact, be a responsible employer and conducting our business ethically.</li><li>6. To ensure a holistic implementation of the TM Sustainability Roadmap, KPIs on Sustainability have been embedded in all TM's Pivotal Positions' Scorecards. It was also incorporated into selected non-pivotal positions' KPIs.</li><li>7. In 2024, the Board has also approved TM Sustainability Policy and the same has been uploaded in TM's website. In addition, policies and guidelines on identified material matters are also available on the Company's website at <a href="http://www.tm.com.my">www.tm.com.my</a>.</li></ol>

<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.2**

The board ensures that the company’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. Sustainability material matters, risks and opportunities are discussed in designated platforms such as at MC and BRIC, and reported quarterly to TM Board.</li> <li>2. Periodic communication with internal stakeholders is conducted through the Company’s internal communication platforms i.e. Group Town hall (<i>Sessi Bersama GCEO</i>), email, bulletin/snippet and Management/Operational meeting.</li> <li>3. For external stakeholders, communication is made periodically via our annual reporting/sustainability disclosure i.e. IAR, press release, quarterly engagement with investor communities and regulators/authorities.</li> <li>4. TM continues to be a member of the United Nations Global Compact Malaysia and Brunei Network (UNGCMYB), a strategic initiative that supports global companies that are committed to responsible business practices in the areas of human rights, labour, the environment, and corruption.</li> <li>5. TM continues to participate in the CEO Action Network (CAN) as a platform for capacity building and communicating sustainability aspirations across the industries at national level.</li> <li>6. TM’s Sustainability disclosures as provided in our Corporate Overview book of the 2024 IAR detail our commitment, sustainability progress and initiatives.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.3**

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. Since 2020, sustainability has become a permanent agenda in quarterly BRIC meeting as part of progressive efforts to enhance TM's sustainability practices. The agenda covers sustainability initiatives progress, challenges, and sustainability risks including climate-related risks, actions and opportunities as well as sharing of findings/gap analysis issued by independent rating agencies.</li> <li>2. The Board has been kept abreast of sustainability issues and development via the BRIC Report which are presented on quarterly basis. It is also a Board agenda where proposals on sustainability matters are presented by the sustainability team or advisors.</li> <li>3. In October 2024, the Board and Management have participated in a sustainability capability training organised by UNGCMYB Academy titled "Boom or Bust – The Evolving Role of Corporate Leaders in Unlocking Sustainability Value". The programme is designed to deepen the understanding of business-integrated sustainability, tailored specifically to TM's unique context and the broader technology industry. It provides valuable insights and strategies to elevate our sustainability agenda, thus driving TM's continued success and leadership in this area.</li> <li>4. Board members are also required to attend the MAP Part 2 on Sustainability, an initiative under the Securities Commission's (SC) CG Strategic Priorities, before the deadline of 1 August 2025. As at the date of this report, eight (8) Directors and one (1) alternate have completed MAP Part 2.</li> <li>5. Recognising the importance of sustainability, NRC has also taken into consideration Director's skillset in sustainability matters in assessing suitable candidates moving forward. 2024 BEE findings also recognised sustainability as one of the skillsets that needs to be enhanced by the Board.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.4**

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company’s material sustainability risks and opportunities.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. TM Corporate Scorecard was developed based on the guiding principles to ensure alignment and effective implementation of strategies of the company. In this respect, targets with respect to sustainability strategies or initiatives have been included as KPIs in the Corporate Scorecard.</li> <li>2. Since 2022, appropriate KPIs have been established and imposed on all TM’s pivotal positions and senior management. Hence, performance evaluation of senior management has included a review of their performance in addressing the Group’s material sustainability risks and opportunities.</li> <li>3. In 2024, the Sustainability KPI for the pivotal positions was guided by the TM Sustainability framework and roadmap which outlines the sustainability risks and opportunities initiatives. The KPI was then cascaded to the respective senior management to ensure successful implementation throughout the Company.</li> <li>4. Based on the findings of 2024 BEE: <ol style="list-style-type: none"> <li>a) Board agreed that there is still a significant room for improvement in integrating climate considerations into TM’s operations, as well as guiding sustainability decision making and execution. Board nonetheless was satisfied with the efficacy of information flow between the Board, BRIC and Sustainability unit under the Sustainability Governance Framework.</li> <li>b) BRIC is also satisfied with the effectiveness of the Company’s overall Sustainability Governance Framework in reporting the ESG risks, sustainability targets and initiatives including the support accorded by Sustainability Unit and Management Sustainability Working Groups (SWGs). Regular and systematic update of the sustainability initiatives progress was made to BRIC and the Board.</li> </ol> </li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.5- Step Up**

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

<i>Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.</i>	
<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	: <ol style="list-style-type: none"> <li>1. In 2024, sustainability-related matters and functions have been placed under the purview of the CCO reflecting the importance of sustainability agenda for the Group beyond the related risk scope. The Sustainability Department is led by the General Manager Sustainability to drive TM's sustainability agenda in the operations and management of TM Group.</li> <li>2. As part of the TM Sustainability Framework and three (3)-year Roadmap 2024-2026, the Company has also established a Sustainability Committee, led by the Group CFO. The Sustainability Committee is responsible for guiding the implementation of the Sustainability Roadmap, monitoring progress, and ensuring the timely delivery of its key initiatives. Where fit, the Sustainability Committee will make recommendations on its deliverables to be deliberated by the MC, Board Committees and/or TM Board.</li> <li>3. To further support the implementation of the Sustainability Roadmap, seven (7) SWGs have been formed as part of the Sustainability Governance Structure. These groups are responsible for contributing to specific initiatives within the roadmap and providing regular progress updates and recommendations to the Sustainability Committee.</li> <li>4. The Sustainability Governance Structure may be found on page 199 in the Corporate Overview book of the 2024 IAR.</li> </ol>

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<ol style="list-style-type: none"><li>1. NRC is responsible to periodically refresh the Board's composition to ensure an appropriate balance of skills, experience, and other essential qualities, in line with the Company's Fit and Proper Criteria. In addition, the NRC supports the Board in the development and implementation of policies regarding the nomination and appointment of Directors and Committee members, both at the Board level and within the TM Group of companies. This includes overseeing the process and reviewing the annual re-election of directors, ensuring that each director continues to meet the necessary criteria to serve in his/her capacity as Director.</li><li>2. Formal and transparent appointment procedure is in place for reference by the NRC. This procedure ensures that all nominees to the Board are first considered by the NRC, taking into account the required skillsets, experience and other identified qualities. NRC is also empowered to undertake screening and conducts initial selection, which includes external searches and evaluating the candidates' ability to discharge their duties, before making any recommendation to the Board.</li><li>3. During the financial year, TM observed the departures of Tunku Afwida Tunku Dato' A.Malek, Balasingham A. Namasiwayam and Saheran Suhendran. The Board, upon being recommended by the NRC, approved the appointments of Tan Sri Datuk Yong Poh Kon and Datuk Bazlan Osman as INEDs. The Board has also approved the redesignation of Ahmad Taufek Omar from NINED to INED.</li><li>4. As at the date of this report, the Directors' tenure in the Company varies between less than one (1) year to more than six (6) years. Two (2) Directors have just been in service for less than a year whilst nine (9) Directors have served between two (2) to seven (7) years. NRC took cognisance of the tenures of Directors vis-à-vis the Board's succession planning.</li><li>5. In regard to Directors' retirement and re-election, two (2) Directors appointed in 2024 are to retire pursuant to Clause 106(2) of TM's Constitution i.e. Tan Sri Datuk Yong Poh Kong and Datuk Bazlan Osman.  Whilst, three (3) Directors are to retire by rotation pursuant to Clause 112 of TM's Constitution whereby all directors are required to retire from office once at least every three (3) years. Based on Clause 113, the remaining one third or nearest to one third of the Directors shall retire by rotation. In accordance with these provisions and TM Board Rotation List, Dato' Mohamed Nasri Sallehuddin, Muhammad Afhzal Abdul Rahman and Rossana Annizah Ahmad Raschid shall retire by rotation in 2025.</li><li>6. The aforesaid Directors have expressed willingness and consented to be re-elected as Directors save for Rossana Annizah Ahmad Rashid who has expressed her intention not to seek re-election at</li></ol>

	<p>the AGM. Therefore, she shall retire upon the conclusion of the AGM.</p> <p>7. NRC has considered the 2024 BEE findings on the above Directors' performance and contribution during 2024. This includes the Fit and Proper assessment and independence of the INEDs. NRC also takes into consideration the Directors' participation, contribution to Board's deliberations, their character, integrity, competency and commitment.</p> <p>8. Based on the assessment, NRC and TM Board, save for the abovenamed Directors who abstained from the deliberation on their own proposed re-election at the NRC and/or TM Board, are satisfied with the performances and contributions of Tan Sri Datuk Yong Poh Kong, Datuk Bazlan Osman, Dato' Mohamed Nasri Sallehuddin and Muhammad Afhzal Abdul Rahman and accordingly agreed to recommend them for re-appointment/re-election for shareholders' approval at the forthcoming 40<sup>th</sup> AGM.</p> <p>9. The profiles of the Directors standing for re-election may be found on pages 203, 204, 209 and 210 in the Corporate Overview book of the 2024 IAR.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.2**

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. The Board composition as at December 2024 and at the issuance of this CG Report consists eleven (11) Directors (excluding one (1) Alternate Director) as follows: <ol style="list-style-type: none"> <li>a) One (1) NINEC;</li> <li>b) One (1) Non-Independent Executive Director (NIED) or MD/GCEO;</li> <li>c) Three (3) NINEDs; and</li> <li>d) Six (6) INEDs.</li> </ol> </li> <li>2. The said composition equates to a majority independent directors of six (6) INEDs to five (5) NINED. The Board members continue to exercise their duties based on sound reasoning, good judgement with the interest of the Company as their upmost consideration.</li> <li>3. All six (6) INEDs have satisfied the Independent Assessment and duly made their Independence Declaration under the 2024 BEE.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.3**

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

<b>Application</b>	:	Not applicable - Step Up 5.4 adopted	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.4 - Step Up**

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>	
<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	: <ol style="list-style-type: none"> <li>1. TM Board has adopted the policy which limits the tenure of its INEDs to nine (9) years since November 2019. This is to ensure continued effective function and progressive refresh of the Board.</li> <li>2. None of TM Directors has served a cumulative period of nine (9) years on TM Board.</li> <li>3. At the date of this report, the Directors' tenure in the Company varies as follows:             <ol style="list-style-type: none"> <li>a) Two (2) Directors served less than one (1) year;</li> <li>b) Four (4) Directors served between one (1) to three (3) years;</li> <li>c) Four (4) Directors served between three (3) to six (6) years; and</li> <li>d) One (1) Director served between six (6) to nine (9) years.</li> </ol> </li> </ol>

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<ol style="list-style-type: none"><li>1. The current recruitment and appointment process of Directors (including re-appointment) is adequate as it takes into consideration the required skillset, experience, competency, regional and industry experience, abilities, capabilities and capacities, as well as knowledge of the candidate, in addition to the gender and age and how these would add to the Board's diversity.</li><li>2. While the Board is responsible for the appointment of new Directors, the NRC is tasked to recommend suitable candidates based on the skillset gap in the Board. Candidates are derived from reputable external databases, independent searches or via independent search consultant. Shortlisted candidates are evaluated and ranked based on their abilities and suitability to enable focused deliberation by the NRC. NRC will then further screen the selections, evaluate the candidates' capacity and ability to discharge their duties and responsibilities before recommending the selected candidate to the Board for approval. NRC also held interview/chat sessions with the shortlisted candidates prior to the recommendation to TM Board.</li><li>3. During the year, the Board appointed 2 new INEDs, Tan Sri Datuk Yong Poh Kon and Datuk Bazlan Osman, from TM Directors' Pool, to strengthen the Board's composition and diversity. They were appointed on 30 May 2024, upon the retirement of Tunku Afwida Tunku Dato' A.Malek and Balasingham A. Namasiwayam upon the conclusion of the 39<sup>th</sup> AGM of the Company on 30 May 2024.</li><li>4. To ensure directors' ability to discharge their responsibilities effectively, the Directors' Fit and Proper provisions under the NRC ToR ensures that any person to be appointed or re-elected as TM Director possesses the following characteristics:<ol style="list-style-type: none"><li>a) Character and integrity – probity, personal integrity, financial integrity, reputation</li><li>b) Experience and competence – Qualifications, training and skills, relevant experience and expertise, relevant past performance or track record</li><li>c) Time and commitment - ability to discharge role having regard to other commitments, participation and contribution in the board</li><li>d) Diversity – age, gender, cultural background; and</li><li>e) Any other criteria deemed fit.</li></ol><p>The Fit and Proper provisions are incorporated in the NRC ToR in the Board Charter which is available on the Company's website.</p></li><li>5. NRC is also responsible for appointing senior management positions identified as Pivotal Positions and, if deems fit, to review any other positions that are deemed strategic for the Company, including the position of the Group Company Secretary. Appointments made are</li></ol>

	<p>based on objective criteria, merit and with due regard for diversity in terms of skills, experience, age, cultural background and gender. External talent search professionals were engaged to facilitate extensive searches for Pivotal Positions. NRC has undertaken rigorous assessment in identifying and recommending candidates with the required skillsets, experience and competencies, for Board's approval.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	<p>.</p>
<p><b>Timeframe</b></p>	<p>:</p>	

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"><li>1. TM Board members are constituted either through appointment from the Minister of Finance (Incorporated) (MoF Inc.), being the Special Shareholder pursuant to Clause 15 of the Company's Constitution, or by the Board of Directors pursuant to Clause 106(1) of the Constitution.</li><li>2. Clause 15 of the Constitution provides that the Special Shareholder has the right to appoint not less than two (2) but not more than six (6) Appointed Directors. Whilst Clause 125(1) of the Constitution stipulates that the Special Shareholder shall appoint the Chairman of the Board.</li><li>3. Candidates to the Board undergone selection process by the NRC that review their mix of skills, competencies, knowledge, experience and other qualities as per the Fit and Proper Criteria required to manage a highly regulated telecommunication business, before they are recommended to the Board.</li><li>4. NRC evaluates the candidates' abilities to discharge their duties and responsibilities before recommending their appointments as Directors to the Board for approval.</li><li>5. While the Board is responsible in deciding and approving new Directors, the NRC is delegated with the initial role of screening the selection, which includes the external searches and investigations on the candidate's financial, insolvency and court records which includes civil and criminal, as well as integrity before making a recommendation to the Board. As stipulated in the Board Charter, NRC has the authority to obtain the services of professional recruitment firms or consultant to source for suitably qualified candidates for directorships.</li><li>6. In 2024, NRC considered the appointment of two (2) new INEDs, Tan Sri Datuk Yong Poh Kon and Datuk Bazlan Osman based on the existing TM Directors' Pool formulated from external database and references from Directors vis-à-vis the directors' registry. Upon evaluating the skillset gaps in the Board and reviewing the candidates' mix of skills and experiences based on the Fit and Proper criteria, as well as conducting the interview/chat sessions to validate NRC's findings, NRC has then recommended their appointments as TM's new INEDs for the approval of TM Board.</li><li>7. NRC continues to enhance the board composition and diversity. In 2025, an independent search firm has been engaged to source for suitable Board members, primarily women candidate(s) to fill in the gap for women directors on the Board. The outcome of this engagement will be updated in the next report.</li></ol>

<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.7**

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. The process of appointment and reappointment of TM Directors are elaborated under Practices 5.1, 5.5 and 5.6 of this CG Report. Disclosure on Board Appointment is as per pages 176 to 178 of the CG Overview Statement in the Corporate Overview book of the 2024 IAR.</li> <li>2. Five (5) directors are retiring at the upcoming 40<sup>th</sup> AGM. Four (4) out of the five (5) directors have consented to be re-elected and they have confirmed that they do not have any COI that could affect the execution of their roles and they have committed to disclose and declare the nature and extent of any COI, with the Company and subsidiaries, if any. Further details on the assessment conducted on these Directors are provided on page 178 of CG Overview Statement and Explanatory Notes to the Notice of the AGM on page 262 of the Corporate Overview book of the 2024 IAR.  Rossana Annizah Ahmad Rashid has expressed her intention not to seek re-election at the AGM and therefore, she shall retire from office upon the conclusion of the 40<sup>th</sup> AGM.</li> <li>3. NRC and TM Board, save for the abovenamed Directors who abstained from their own proposed re-election, have considered the performances of the four (4) Directors, and are satisfied with their contributions. They had accordingly agreed to recommend the abovenamed Directors' re-elections for the shareholders' approvals as these Directors have strengthened the Board Skills Matrix and complemented the Board composition.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.8**

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. TM has a combined nomination and remuneration committee known as the NRC.</li> <li>2. For FY 2024, NRC was partially chaired by Tunku Afwida Tunku Dato' A.Malek up until 30 May 2024, when she retired as TM's SID upon the conclusion of the 39<sup>th</sup> AGM.</li> </ol> <p>Hisham Zainal Mokhtar who was appointed as TM's SID on 30 May 2024 later assumed the chairmanship of NRC on the same date.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<ol style="list-style-type: none"> <li>1. As at 31 December 2024, the number of women Directors on TM Board was three (3) representing 27% of the total number of Directors of eleven (11).</li> <li>2. Following the retirement of Tunku Afwida Tunku Dato' A.Malek on 30 May 2024, women representation on TM Board reduced from 33% to 27%.</li> <li>3. In January 2025, an independent search firm has been engaged to source for suitable Board members, primarily women candidate(s) to fill in the gap in women directors on the Board. The outcome of this engagement will be updated in the next report.</li> <li>4. TM is committed to comply with the 30% women directors by the next reporting period.</li> </ol>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	The Company is currently actively seeking suitable qualified candidate(s) to satisfy the 30% requirement.	
<b>Timeframe</b>	:	Within one (1) year.	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.10**

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. TM Board acknowledges that having a diverse range of skills, background, expertise and experience are critical elements in ensuring a vibrant, effective and robust Board. The Board does not set specific targets on gender diversity nor formally adopted the policy on 30% women directors for the Company but endeavours to improve the number of women directors, where consideration shall be based on pre-determined skillsets and competencies.</li> <li>2. The Group's approach to ensure Board diversity as stipulated in the Board Charter is as follows: <ol style="list-style-type: none"> <li>a) recruiting from a diverse pool of candidates for the position of director;</li> <li>b) reviewing succession plans to ensure an appropriate focus on diversity;</li> <li>c) identifying specific factors for consideration in the recruitment and selection processes; and</li> <li>d) developing programmes to build a broader pool of skilled and experienced Board candidates.</li> </ol> </li> <li>3. The Company's promotes diversity which refers to gender, age, backgrounds, ethnicity, skills and abilities. It is applicable to all levels of the employees, inclusive senior management. Additionally, improving female representation of Management is part of sustainability's target. For FY 2024, there was 35% women represented in the Senior Management level.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

**Practice 6.1**

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

*Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. The Board undertakes a formal and objective annual evaluation of its own performance, committees and individual directors. The BEE exercise is conducted annually and an independent consultant is appointed at least every three (3) years to facilitate objective and candid board evaluation.</li> <li>2. Since the Company has engaged an independent consultant i.e. Deloitte to carry out the BPA/BEE evaluation in 2023, the BEE for the year under review was conducted internally by the GCSD.</li> <li>3. The 2024 BEE questionnaires were mainly based on 2023 questionnaires with enhancements on the Board Committees' evaluation taking into consideration the working of the Committees in TM.</li> <li>4. The assessment encompassed the following ten (10) segments: <ul style="list-style-type: none"> <li>▪ Assessment 1: Board Governance and Oversight</li> <li>▪ Assessment 2: Board Processes and Infrastructure</li> <li>▪ Assessment 3: Board Composition and Diversity</li> <li>▪ Assessment 4: Self and Peer</li> <li>▪ Assessment 5: Fit and Proper</li> <li>▪ Assessment 6: Independence</li> <li>▪ Assessment 7: BAC</li> <li>▪ Assessment 8: NRC</li> <li>▪ Assessment 9: BRIC</li> <li>▪ Assessment 10: BTC</li> </ul> </li> <li>5. The evaluation process involved, circulation of questionnaires to and written feedback from the Directors. The findings of 2024 BEE are then analysed by GCSD and presented to the NRC and Board in March and April 2025 for deliberation as well as concurrence on the improvement actions.</li> <li>6. The 2024 BEE findings detailing the areas of strength, areas for development as well as improvement actions moving forward are provided in page 179 of the CG Overview Statement in the Corporate Overview book of the 2024 IAR.</li> <li>7. Post tabling of the findings to TM Board, the Committees' BEE Report are tabled to the respective Board Committees for further deliberation, and engagement sessions between individual Directors</li> </ol>

	<p>and the Board Chairman are arranged focusing on their performances during the assessment year.</p> <p>7. Via the 2024 BEE findings, the Board recognises the need to continuously enhance diversity in terms of skillsets in TM Board, in line with the evolving techco industry and increase the Directors' exposure and training to new technological strategies and digital innovations.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

### Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"><li>1. The Board has established the Board's Remuneration and Benefits Policy (BRBP) and Subsidiary Board Remuneration Framework (SRF) which ensure that the remuneration mix is equitable and competitive compared to the market. The aim of the remuneration policy is to align compensation with our strategic thrusts and value drivers, attract and retain Directors of such calibre who are able to provide the necessary skills and experience, commensurate with the responsibilities for the effective management of TM Group as well as support the philosophy of value-based management. The remuneration framework is available on the Company's website.</li><li>2. The NRC is responsible to conduct an annual review of the Board remuneration policy with the view to ensure that the current remuneration for the Board and Committees remain competitive and appropriate to attract, retain and motivate individuals with strong credentials and high calibre to serve on the Board of the Company.</li><li>3. In this respect, an external consultant, Korn Ferry (KF), was appointed in January 2025 to facilitate the benchmarking analysis and review of TM's BRBP and SRF to provide the NRC with an objective and independent perspective. The findings are then deliberated by NRC, following which recommendations are submitted to the Board for approval prior to the same being tabled for shareholders' approval. Description of the review process, its findings and recommendations are provided in page 180 of the CG Overview Statement in the Corporate Overview book of the 2024 IAR.</li><li>4. In addition, the remuneration guiding principles and framework for Top and Senior Management has been approved by NRC and the same is available on TM's website. Summary of the principles are:<ul style="list-style-type: none"><li>▪ Principle 1: Alignment with Stakeholder Interests</li><li>▪ Principle 2: Paying Competitively</li><li>▪ Principle 3: pay for Sustainable Performance</li><li>▪ Principle 4: Preventing Inappropriate Risk Taking</li></ul></li><li>5. The performances of the ED (as well as that of the Pivotal Positions and the Group Company Secretary) are reviewed annually by the NRC, and recommendations are submitted to the Board on their remuneration and/or reward payments, reflecting their contributions for the year in line with the performance of the Company.</li></ol>

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

**Practice 7.2**

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. NRC has dual roles since its inception. Both roles i.e. nomination and remuneration have been combined for purpose of convenience and practicality, whereby the same members are entrusted with both functions. In addition to these functions, NRC also oversees board governance matters.</li> <li>2. The Committee's main objective is to implement policies and procedures on remuneration of the Board and Pivotal Positions or anyone that the NRC deems fit.</li> <li>3. Disclosures on the activities of the NRC in 2024 are provided in pages 186 to 187 under the CG Overview Statement in the Corporate Overview book of the 2024 IAR.</li> <li>4. The ToR of NRC is provided in the Board Charter available on the Company's website at <a href="http://www.tm.com.my">www.tm.com.my</a>.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.1**

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"><li>1. In line with best CG practice, Directors' remuneration on a named basis, which include their fees, salary, bonus, benefits in-kind and other emoluments, has been disclosed in the IAR.</li><li>2. Detailed disclosure of the Directors' remuneration is provided in page 182 under the CG Overview Statement in the Corporate Overview book of the 2024 IAR.</li></ol>

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Zainal Abidin Putih	Non-Executive Non-Independent Director	360,000.00	95,000.00			121,975.69		576,975.69							576,975.69
2	Amar Huzaimi Md Deris	Executive Director		60,000.00	2,443,911.00	938,532.16	242,088.47		3,684,531.63							3,684,531.63
3	Dato' Dr. Shahrazat Haji Ahmad	Non-Executive Non-Independent Director	250,000.00	47,000.00			62,055.55		359,055.55							359,055.55
4	Dato' Mohamed Nasri Sallehuddin	Non-Executive Non-Independent Director					53,448.40		53,448.40							53,448.40
5	Muhammad Afhzal Abdul Rahman	Non-Executive Non-Independent Director	240,000.00	77,000.00			52,826.00		369,825.00	12,000.00						381,826.00
6	Hisham Zainal Mokhtar	Independent Director	255,750.00	132,250.00			77,778.25									465,778.25
7	Datuk Siti Zauyah Md Desa	Independent Director	240,000.00	90,500.00			56,647.20			24,000.00						411,147.20
8	Rossana Annizah Ahmad Rashid	Independent Director	240,000.00	115,000.00			77,431.85		432,431.85	18,000.00						450,431.85
9	Ahmad Taufek Omar	Independent Director	240,000.00	88,000.00			83,655.48		411,655.48							411,655.48
10	Tan Sri Datuk Yong Poh Kon (Appointed on 30 May 2024)	Independent Director	140,000.00	40,000.00			60,943.50		240,943.50							240,943.50
11	Datuk Bazlan Osman	Independent Director	140,000.00	63,250.00			71,911.93		275,161.93							275,161.93

	(Appointed on 30 May 2024)															
12	Iszad Jeffi Ismail	Non-Executive Non-Independent Director Alternate Director		19,000.00			15,988.40		34,988.40							34,988.40
13	Tunku Afwida Tunku Dato' A.Malek <i>(Retired upon the conclusion of the 39<sup>th</sup> AGM on 30 May 2024)</i>	Independent Director	111,250.00	68,000.00			69,576.75		248,826.75		8,000.00					256,826.75
14	Balasingham A. Namasiwayam <i>(Retired upon the conclusion of the 39<sup>th</sup> AGM on 30 May 2024)</i>	Independent Director	100,000.00	54,250.00			67,866.75		222,116.75		4,000.00					226,116.75
15	Suhendran Sokanathan <i>(Resigned on 25 July 2024)</i>	Independent Director	135,483.87	70,500.00			196,908.15									402,892.02

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.2**

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

<b>Application</b>	:	Applied – the company discloses the remuneration of members senior management who are not members of the board	
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. TM continues its practice in disclosing the remuneration of the top five (5) Senior Management (including salary, bonus, benefits in kind and other emoluments) for FY 2024 in bands of RM50,000 on a named basis.</li> <li>2. The selection of the top five (5) Senior Management was deliberated and approved by NRC and TM Board in January 2025.</li> <li>3. The remuneration framework for senior management is also available on TM's website at <a href="http://www.tm.com.my">www.tm.com.my</a>.</li> </ol>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Razidan Ghazalli	Group Chief Financial Officer <i>(Up to end of his employment contract on 31 October 2024)</i>	2,250,000 - 2,300,000	Choose an item.	Choose an item.	Choose an item.	Choose an item.	2,250,000 - 2,300,000
2	Anand Vijayan	Chief Business & Consumer Officer	2,000,000 - 2,050,000	Choose an item.	Choose an item.	Choose an item.	Choose an item.	2,000,000 - 2,050,000
3	Shazurawati Abdul Karim	Executive Vice President (EVP), TM One	1,600,000 – 1,650,000	Choose an item.	Choose an item.	Choose an item.	Choose an item.	1,600,000 – 1,650,000
4	Khairul Liza Ibrahim	EVP TM Global <i>(Covered the role from January to October 2024 and promoted in November 2024)</i>	1,050,000 – 1,100,000	Choose an item.	Choose an item.	Choose an item.	Choose an item.	1,050,000 – 1,100,000
5	Nor Fadhilah Mohd Ali	Chief Corporate Officer <i>(Appointed on 17 June 2024)</i>	550,000 – 600,000	Choose an item.	Choose an item.	Choose an item.	Choose an item.	550,000 – 600,000

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.3 - Step Up**

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	The NRC and Board deemed that the current practice of disclosing the top five (5) Senior Management (including salary, bonus, benefits in kind and other emoluments) in bands of RM50,000.00 and on a named basis is adequate.

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here						
2	Input info here	Input info here						
3	Input info here	Input info here						
4	Input info here	Input info here						
5	Input info here	Input info here						

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.1**

The Chairman of the Audit Committee is not the Chairman of the board.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. BAC is chaired by Hisham Zainal Mokhtar up until 30 May 2024 and thereafter by Datuk Bazlan Osman upon his appointment as TM's new INED on 30 May 2024. Hisham remained to be a member of BAC.</li> <li>2. Both Hisham and Datuk Bazlan are not the Chairman of the Board.</li> <li>3. The BAC ToR specified that the chairmanship of the BAC must not be held by the Chairman of the Board.</li> </ol>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.2**

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. The Board recognises the need to uphold the independence of the External Auditors from the Board and Management.</li> <li>2. None of the Directors appointed to the Board is a former key audit partner for TM Group, nor is such person a member of the BAC.</li> <li>3. The BAC's ToR in the Company's Board Charter also incorporated the policy on the cooling-off period of at least three (3) years for a former key audit partner prior to being appointed as a member of BAC, and that the BAC member must not be employed, engaged or attached to any audit firm at the point of appointment.</li> </ol>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.3**

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. Assessments of the external auditor's effectiveness are conducted by all three (3) BAC members and relevant Management team, coordinated by GIA. The external auditor's quality of services and sufficiency of resources, quality of communication and interaction, independence, objectivity and professionalism are assessed to safeguard the quality and reliability of the quarterly reports and audited financial statements.</li> <li>2. The external auditor, Ernst &amp; Young PLT (EY), has declared that it has maintained its independence during the course of the audit for TM Group for the year in accordance with the firm's requirement and the By-Laws on Professional Independence of the MIA. EY has further declared that upon review of the non-audit services to TM, none of the services provided compromise the firm's independence as the Group's external auditor.</li> <li>3. BAC has also noted EY's Transparency Report and was satisfied in its review that the provision of non-audit services by EY to the Company for the FY 2024 did not in any way impair their objectivity and independence as external auditors of TM.</li> <li>4. Upon considering the results of the external auditor's assessment, EY's written assurance and Transparency Report, BAC recommended the re-appointment of EY as external auditors of the Company for the financial year ending 2025.</li> <li>5. In lieu thereof, the Board has on 8 April 2025 approved BAC's recommendation to seek shareholders' approval at the forthcoming 40<sup>th</sup> AGM on the re-appointment of EY as the external auditors of the Company for the FY ending 31 December 2025 in accordance with Section 340(1)(c) and Section 274(1)(a) of the CA 2016.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<ol style="list-style-type: none"><li>1. All three (3) BAC members are INEDs.</li><li>2. Membership of the BAC is provided in page 190 and the members' profiles are available on pages 205, 207 and 210 of the Profile of Board of Directors in the Corporate Overview book of the 2024 IAR.</li></ol>

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

**Practice 9.5**

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. BAC members collectively possess a wide range of necessary skills to discharge its duties. The Chairman, Datuk Bazlan Osman is a Fellow of the Association of Chartered Certified Accountants (ACCA) and a member of the MIA. Whilst, Hisham Zainal Mokhtar is a CFA Charterholder® and member of the CFA Institute of the USA. Rossana Annizah Ahmad Rashid has prior experience running a finance organisation.</li> <li>2. All BAC members are financially literate and have carried out their duties in accordance with the ToR of BAC. They have sound judgement, objectivity, independent attitude, management experience, professionalism, integrity and sufficient knowledge of the Company's business, and able to ask pertinent questions about the Company's financial reporting process. With diverse skills and experience, they are able to discharge their duties responsibly.</li> <li>3. In 2024, BAC members have attended various conferences, seminar and training programmes to enhance their knowledge in order to efficiently discharge their duties.</li> </ol>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

**Practice 10.1**

The board should establish an effective risk management and internal control framework.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. TM Board is responsible for the establishment as well as oversight of the Group's risk management framework and internal control systems that are designed to manage the Group's risk appetite within acceptable levels of tolerance, to achieve the Group's goals and objectives in generating returns to shareholders.</li> <li>2. The BRIC and BAC were tasked to oversee the Company's risk management and internal control framework respectively.</li> <li>3. The Group's nature and scope of risk management and internal controls during the financial year 2024 are detailed in DSORMIC as provided in pages 228 to 234 be read together with the Statement of Internal Audit (SIA), ERM Report and Business Continuity Management (BCM) Report illustrated in pages 235 to 239 in the Corporate Overview book of the 2024 IAR.</li> </ol>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

**Practice 10.2**

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. Corporate risk issues, covering areas of emerging risk, investment risk, strategic risk and sustainability risk that could jeopardise the Group's business, identified by GRM are monitored through risk dashboard and updated to the BRIC on a quarterly basis. The Board, delegating the task to BRIC, ensures appropriate risk management framework and constantly monitors the review and management of principal risks by evaluating TM's corporate risk appetite and tolerance level for the Company's business sustainability.</li> <li>2. The Board has also established an appropriate control environment with a framework to review the effectiveness, adequacy and integrity of the Group's system of internal controls. It is designed to manage the risk of non-achievement of the Group's objectives and provide adequate assurance against the occurrence of any material misstatement or loss.</li> <li>3. DSORMIC, which provides an overview of the state of internal controls within the Group, is enumerated in pages 228 to 234 to be read together with the SIA, ERM Report and BCM Report which are illustrated in pages 235 to 239 of the Corporate Overview book of the 2024 IAR.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

**Practice 10.3 - Step Up**

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<ol style="list-style-type: none"><li>1. BRIC was established to assist the Board in providing oversight of the effectiveness of the Company's ERM framework and policies, ensuring adequate processes and systems for identifying and reporting risks and deficiencies including emerging risks, ensuring the execution and implementation of sustainability strategy, in order to continue generating economic value, managing other stakeholders' concerns on risks matters as well as the review of strategic investment proposals focusing on the assessment and identification of related key risks and mitigation plans.</li><li>2. In carrying out its duties and responsibilities, the BRIC's authority is accorded through its ToR in the Board Charter.</li><li>3. BRIC is chaired by a NINED, Dato' Mohamed Nasri Sallehuddin and comprises a majority of independent directors. As at 14 March 2025, three (3) out of four (4) members are INEDs, as compared to four (4) out of five (5) members as at FYE 31 December 2023.</li><li>4. Disclosure on BRIC and its activities in FY 2024 are provided in pages 195 to 197 in the CG Overview Statement of the Corporate Overview book of the 2024 IAR. It should be read together with DSORMIC, ERM Report and BCM Report provided in the Corporate Overview book of the 2024 IAR.</li></ol>

**Intended Outcome**

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

**Practice 11.1**

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. TM has established an in-house internal audit function for TM Group i.e. GIA, which is led by the Chief Internal Auditor (CIA) who reports directly to the BAC and administratively to the MD/GCEO.</li> <li>2. CIA and GIA’s audit personnel are free from any relationships or COI, which could impair their objectivity and independence. The internal audit charter approved by BAC defines GIA’s purpose, authority and responsibility.</li> <li>3. GIA provides independent, objective assurance and consulting services designed to enhance and protect organisational value. CIA periodically reports on GIA activities and key strategic and control issues observed to the BAC.</li> <li>4. BAC approves and periodically reviews GIA’s and the CIA’s performances to observe their progress and achievements. Disclosure on BAC’s activities regarding internal audit is illustrated in pages 192 to 194 and to be read together with DSORMIC and the SIA in the Corporate Overview book of the 2024 IAR.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

**Practice 11.2**

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<ol style="list-style-type: none"> <li>1. GIA reports directly to the BAC to preserve its independence and objectivity and ensure audit personnel are free from any relationships or COI which could impair their objectivity and independence.</li> <li>2. The CIA has an administrative reporting line to the MD/GCEO, enabling the requisite stature and authority of Internal Audit to fulfil its responsibilities. Hawaby Sultan Muhamad, the CIA, is a fellow member of the Association of Chartered Certified Accountants (FCCA) and holds certifications including the Certified Internal Auditor (CIA) and a Master Certification in Project Management. Her profile is provided in page 220 of the Corporate Overview book of 2024 IAR.</li> <li>3. BAC reviews and approves GIA’s audit plans, annual budget and human resources requirements to ensure resources with the right competencies are sufficient to carry audit functions aligned with the Group’s objectives.</li> <li>4. To manage its functions and perform the audit engagements, GIA adopts the International Professional Practices Framework (IPPF)® inclusive of the mandatory elements, Core Principles for the Professional Practice of Internal Auditing, International Standards for the Professional Practice of Internal Auditing of the Institute of Internal Auditors (IIA), the definition of Internal Auditing and Code of Ethics.</li> <li>5. GIA is also guided by the internal policies, procedures and framework as well as the Internal Control Framework of the Committee of Sponsoring Organisations of the Treadway Commission (COSO) and Control Objectives for Information and Related Technology (COBIT) in assessing and reporting on the adequacy and effectiveness of the design, implementation and efficiency of the Group’s overall system of internal controls, risk management and governance.</li> <li>6. The CIA develops and maintains a Quality Assurance and Improvement Programme that covers all aspects of internal audit activities. The quality assurance programme assesses the efficiency and effectiveness of GIA processes and identifies opportunities for improvement via internal and external assessments.</li> <li>7. The number of resources in the internal audit department and the qualification of the person responsible for internal audit is included</li> </ol>

	in the SIA, which is provided in pages 235 to 236 in the Corporate Overview book of the 2024 IAR.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

**Practice 12.1**

The board ensures there is effective, transparent and regular communication with its stakeholders.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. The Board acknowledges the importance of an effective, transparent and regular communication with its stakeholders, institutional investors and the investing public at large to provide a clear picture of the Group's performance and position. TM is committed in maintaining high standards in the dissemination of relevant and material information on the Group in order to maintain effective, comprehensive, timely and continuing disclosure of information.</li> <li>2. TM maintains an effective investor relations and shareholders' communication programme and policy that ensures effective communication of TM's operations to its shareholders and stakeholders, and accommodates feedback from them.</li> <li>3. TM's IAR is produced and published annually to share a balanced and fair assessment of the value we create for stakeholders. The reporting process meets the baseline industry and sustainability standards, demonstrating how the Group manage sustainability risks and opportunities in a way that is value-accretive. It also demonstrates how TM integrates key aspects of value creation financially and non-financially in order to create a better and more sustainable future for everyone.</li> <li>4. The Board acknowledges its responsibility in ensuring the integrity of TM's 2024 IAR. In the Board's opinion, the IAR addresses all the issues material to TM's business and stakeholders, providing a fair assessment of its integrated performance during the reporting year.</li> <li>5. A sound IR programme is vital in managing the interests of shareholders, stakeholders and investors in the Company. Continuous engagement is maintained with the investing community through a planned IR programme managed by the Corporate Finance and Investor Relations (CFIR) Unit under the patronage of the Group CFO. Shareholders and market observers are also welcomed to raise queries at any time through Group Strategic Communications and the CFIR Units.</li> <li>6. An alternative communication line is presented to the investing community and other stakeholders through the SID. This is an important channel for minority shareholders and relevant stakeholders to air their concerns to the Company and Management.</li> <li>7. TM also embraces social media, apart from the Company's website, as an important communication channel with stakeholders, relevant and important information involving the Group are accessible through MS Teams, Zoom, Webex ,as these channels allow immediate and easy access to information as well as providing a platform for stakeholders to provide direct feedback.</li> </ol>

	<p>8. The Board also ensures that the general meetings, AGM and Extraordinary General Meeting (EGM), are conducted in an efficient manner and serve as crucial mechanisms in shareholder communications. Comprehensive and timely information is provided to shareholders to encourage active participation at the AGM and EGM.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**Intended Outcome**

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other’s objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

**Practice 12.2**

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. TM’s IAR has undergone refinement over the years to reflect best reporting practices. This includes the principles of the International Integrated Reporting Framework (IIRF) prescribed by the International Integrated Reporting Council (IIRC), covering Transparency, Materiality, Balance, Comparability and Potential.</li> <li>2. The 2024 IAR continues to align TM’s sustainability commitments with its business strategy. It reflects the Group’s commitment and progress in integrating sustainability considerations into its operations.</li> <li>3. We focused on evaluating the market landscape, changing stakeholder dynamics and expectations to understand our operating context. The IAR reporting content focuses on the risks, opportunities and challenges that are material to both our stakeholders and our business, which consequently impacts our financial and non-financial performance.</li> <li>4. The 2024 IAR reflects our commitment to enable a progressive Digital Malaysia by humanising technology for communities, businesses, the Government and technology to realise a world of endless possibilities.</li> <li>5. The 2024 IAR has been duly approved by the Board of Directors upon recommendation by the BAC on 8 April 2025.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.1**

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. Notice of the virtual 39<sup>th</sup> AGM or 2024 AGM was issued electronically to shareholders with valid email address, and via post 29 days prior to the AGM, beyond the 21 days' requirement stipulated in CA 2016 and the Main LR of Bursa Securities. The notice was also published in The Star and <i>Berita Harian</i> newspapers and made available on the Company's website.</li> <li>2. This allows ample time for the shareholders to digest the information and make arrangements to attend and participate in our AGM remotely. It also enables the shareholders to familiarise with the Remote Participation and Electronic Voting (RPEV) provided by our Share Registrar, Boardroom Share Registrars Sdn Bhd.</li> <li>3. The additional notice period also enables the shareholders to consider the resolutions and make an informed decision in exercising their voting rights at the AGM.</li> <li>4. In line with MCCG's principle in encouraging shareholders' engagement with Board and Senior Management of the Company and participation in general meetings, the AGM notice is continuously enhanced to include all relevant information with regard the resolutions proposed for shareholders' approval.</li> </ol>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.2**

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. The Company's 39<sup>th</sup> AGM was held on 30 May 2024 virtually through live streaming and online remote voting using the RPEV facilities. All Directors including the MD/GCEO, Group CFO and Group Company Secretary were present in person at the Broadcast Venue.</li> <li>2. In addition, several key Senior Management, EY Partner, and the Scrutineers were also present at the Broadcast Venue to provide the necessary support during the AGM proceedings.</li> <li>3. Shareholders were allowed to submit questions via a dedicated email from the date of issuance of the 2024 IAR up to 24 hours prior to the AGM date i.e. 29 May 2024. Shareholders could also pose questions in real time in type text during the meeting.</li> <li>4. Further Minority Shareholders' Watch Group have also posted questions prior to the AGM which were addressed during the AGM.</li> <li>5. In addition to the pre-AGM questions, upon commencement of the 39<sup>th</sup> AGM, the Chairman duly advised the shareholders that they were allowed and encouraged to submit their questions or queries throughout the AGM proceedings. Members have encouragingly taken the opportunity to raise questions on the agenda items of the AGM. Appropriate answers and/or clarification were provided by the Board members during the AGM and post AGM via email as well as on the corporate website, where applicable.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.3**

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. The 39<sup>th</sup> AGM was conducted virtually pursuant to the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the SC (Guidance on General Meetings).</li> <li>2. TM has leveraged on technology to facilitate shareholders' participation in the AGM remotely via live streaming and online voting using the RPEV facilities managed by our Share Registrar.</li> <li>3. Proactive measures were put in place to address any infringement of data privacy and potential cyber threats during the virtual AGM. The Share Registrar has in place due process which ensured only registered shareholders are allowed to attend and participate in the virtual AGM. These were also monitored by our Group Information Technology and Digital and Group Information Security teams.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.4**

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<ol style="list-style-type: none"> <li>1. At the 39<sup>th</sup> AGM held on 30 May 2024, both the Chairman and MD/GCEO in their welcoming address and presentation to shareholders provided an overview of the Group's performance and outlook including the Company's long-term strategies. In addition, the replies to the MSWG's questions were included in the MD/GCEO's presentation.</li> <li>2. A total of 1,276 shareholders, proxies and corporate representatives registered for the AGM via RPEV facilities provided by Virtual Meeting Portal, a live streaming and online remote voting meeting platform at <a href="https://investors.boardroomlimited.com">https://investors.boardroomlimited.com</a> and a total of 1,227 shareholders, proxies and corporate representatives participated in the virtual AGM.</li> <li>3. Deloitte was appointed as the independent scrutineer and moderator for the question and answer session (Q&amp;A Session) with shareholders during the AGM to ensure all relevant and pertinent questions submitted by shareholders are addressed.</li> <li>4. During the AGM, shareholders participated actively and pertinent questions posted live online and relevant responses were shown live and later posted on the Company's website after the AGM. Customer service and product related questions were responded separately by Customer Service team. Other questions not attended during the AGM were posted on the Company's website together with all the Q&amp;A attended to during the AGM proceedings.</li> </ol>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.5**

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<ol style="list-style-type: none"> <li>1. The 39<sup>th</sup> AGM was held on virtually for the fourth consecutive year. The Broadcast Venue was located at Multi Purpose Hall, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia to allow maximum flexibility for engagement with shareholders. The Company has put in place the required infrastructure and tools as well as adequate bandwidth for the broadcasting of the proceedings including back-up for any unforeseen circumstances.</li> <li>2. TM has also leveraged on technology to facilitate shareholders' participation in the AGM live online and voting virtually managed by our Share Registrar, Boardroom Share Registrars Sdn Bhd.</li> <li>3. All pertinent questions posed by shareholders and answered live were displayed on the broadcast screen and made visible to all participants during the meeting. Shareholders were provided ample time to pose their question to ensure meaningful engagement with the Board and Management.</li> </ol>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.6**

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>			
<b>Application</b>	: Applied		
<b>Explanation on application of the practice</b>	: The minutes of the 39 <sup>th</sup> AGM detailing the meeting proceedings including the issues or concerns raised by shareholders and responses by the Company, were made available to shareholders by posting on the Company's website on 16 July 2024, within 30 business days after the AGM.		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	: <table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 50%;"></td> <td style="width: 50%;"></td> </tr> </table>		

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT  
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

Click or tap here to enter text.