

# RESPONSIBLE EMPLOYER

At TM, our strength lies in the diverse talents, perspectives and ambitions of our people. We cultivate an environment where every *Warga TM* feels valued, empowered and supported in their professional and personal growth. By fostering a safe, inclusive and dynamic workplace, we drive innovation, strengthen our industry leadership and build a resilient, future-ready workforce.

This chapter focuses on three (3) material matters: Fair Employment, Health & Safety and Learning & Development.

## M8 FAIR EMPLOYMENT

Capitals Deployed:

Stakeholders Affected:

Sustainability Impact:

Risk Category:

UNSDGs:

## M9 HEALTH & SAFETY

Capitals Deployed:

Stakeholders Affected:

Sustainability Impact:

Risk Category:

UNSDGs:

## M10 LEARNING & DEVELOPMENT

Capitals Deployed:

Stakeholders Affected:

Sustainability Impact:

Risk Category:

UNSDGs:

### GOVERNANCE

We have established strong governance in driving responsible employment practices, workplace fairness and compliance with labour standards.

#### Roles & Responsibilities

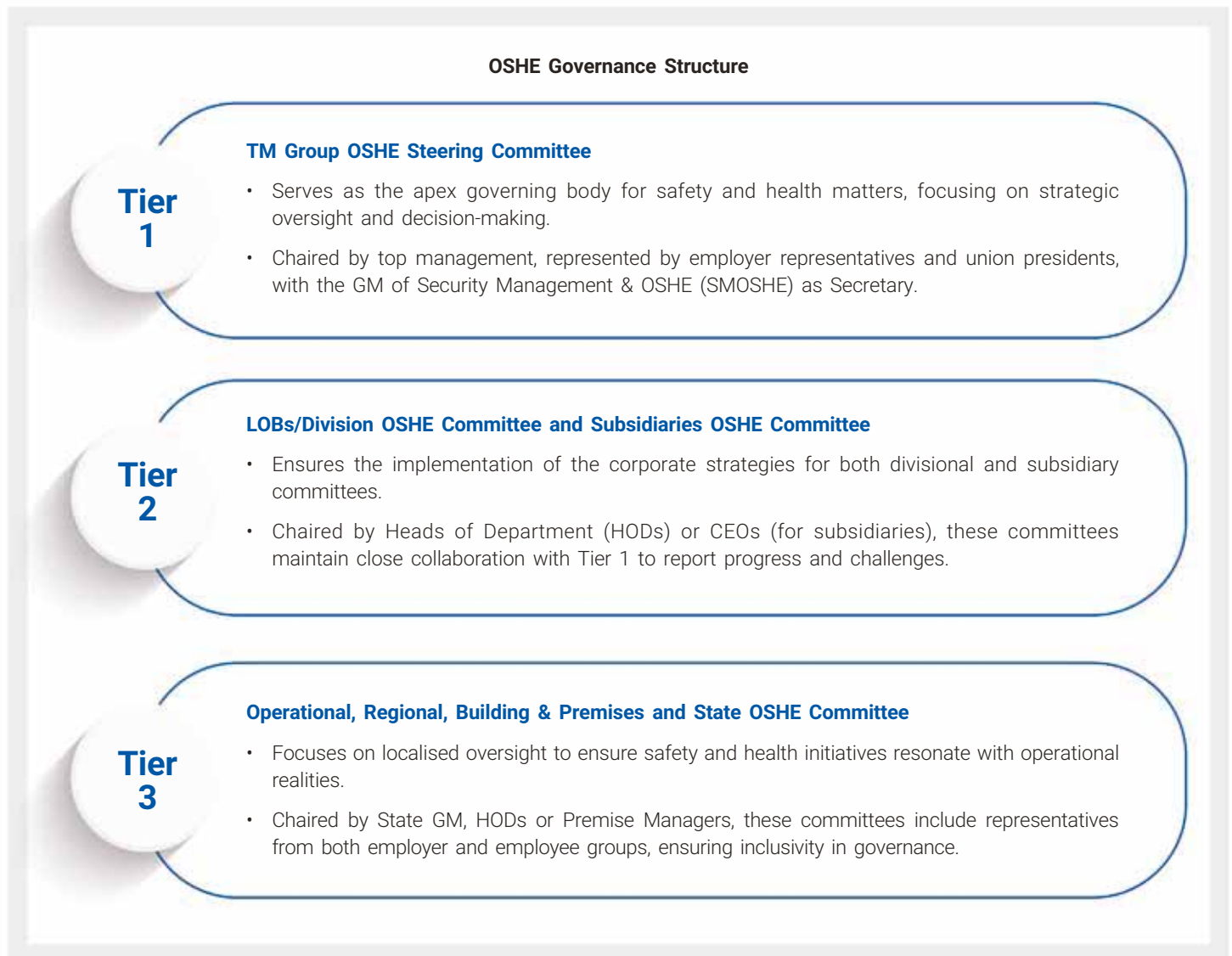
Our structured top-down approach integrates sustainability and human capital management across all levels, ensuring accountability, compliance and continuous improvement.

|   |   |   |
|---|---|---|
| 1 | Board of Directors (BOD/Board)                              | Provides strategic oversight on human capital, talent development and workplace fairness, ensuring alignment with TM's sustainability agenda. |
| 2 | BRIC & MC   | Oversight role in providing direction related to human capital risks via TM's ERM framework, ensuring TM remains a responsible employer.      |
| 3 | Group Human Capital Management (GHCM)                       | Leads workplace culture, inclusivity and employee well-being, driving initiatives on fair remuneration, benefits and employee engagement.     |
| 4 | Occupational Safety, Health & Environment (OSHE) Governance | Ensures compliance with legal, ethical and sustainability standards, establishing policies and frameworks for a safe working environment.     |

Note: For details on TM's group-wide sustainability governance, refer to page 199

## Health & Safety

Our OSHE governance framework ensures seamless oversight and integration of health and safety initiatives across all operational levels through a multi-tier structure. OSHE committees convene every quarter to address ongoing and emerging issues, maintaining a proactive approach to workplace safety.




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**Hazard Identification, Risk Assessment and Risk Control (HIRARC) approach**

This procedure includes a form for accountability and compliance, with regular review and monitoring to ensure continuous improvement to the process when new changes occur. The HIRARC structured approach to managing workplace risks and ensuring safety is as follows:

| Hazard Identification  | Risk Assessment   | Risk Control   |
|--|---|--|
| <ul style="list-style-type: none"><li>Identify potential sources of harm (e.g., physical, chemical, biological, ergonomic, psychosocial) in tasks, processes or the environment.</li></ul> | <ul style="list-style-type: none"><li>Evaluate the likelihood and severity of harm for each hazard, prioritise risks using a risk matrix and classify them as low, medium, high or extreme.</li></ul> | <ul style="list-style-type: none"><li>Apply the hierarchy of controls:<ol style="list-style-type: none"><li>1. Elimination (most effective)</li><li>2. Substitution</li><li>3. Engineering Controls</li><li>4. Administrative Controls</li><li>5. Personal Protective Equipment (PPE) (least effective).</li></ol></li></ul> |

 For more information, please refer to Our Corporate Risk section on pages 52 to 63.

Fair Employment


We enforce a zero-tolerance policy for harassment, ensuring every employee has equal rights to expression, opinion and career advancement based on merit and qualifications.

Employees can report complaints through:

**TM Ethics Line** – 1800 88 2377 (Toll-free) | ethic@tm.com.my (Email)

**Human Resource Officer** – Direct reporting for workplace concerns

In protecting employee interest and safety, due process of disciplinary action will be carried out immediately after complaints are lodged on any kind of harassment or bullying, which may result in disciplinary action in accordance with the Company’s policies, procedures and guideline.

 For more information, please refer to the ethics and integrity on our website at [tm.com.my/ethics-integrity](https://tm.com.my/ethics-integrity).

Learning & Development

TM’s Learning & Development (TM L&D) arm is led by GHCM, where top management regularly assesses the skills and competencies needed for learning and development strategies, ensuring the workforce is equipped to manage emerging challenges. Our learning and development transition towards our PWR 2030 goals demand specialised new skillsets and organisational capabilities.

**Policies & Frameworks**

To ensure compliance with Malaysian laws and international employment and human rights standards, we have published policies and established frameworks across the Group. These can be seen below:

| Health and Safety   | Fair Employment  | Learning & Development   |
|---|--|--|
| <ul style="list-style-type: none"><li>Low-Risk Rating* by 2025 Roadmap</li><li>TM’s Occupational Safety and Health Management System (OSHMS)</li><li>HIRARC</li><li>OSHE Policy</li></ul> | <ul style="list-style-type: none"><li>Human Resource Policy</li><li>TM Performance Management Framework</li><li>Performance Improvements Plan (PIP)</li><li>Flexi Benefits</li><li>Responsible Employer Commitment**</li></ul> | <ul style="list-style-type: none"><li>Human Resource Policy (Learning &amp; Development)</li></ul> |

\* Achieved a low-risk rating due to:

- Likelihood – Incident occurrence is 20% lower than the national incident rate.
- Impact – Minor severity level with no cases of permanent disability.

\*\* Read our Responsible Employer Committee at [tm.com.my/corporate/responsible-employer-commitment](https://tm.com.my/corporate/responsible-employer-commitment)

## Occupational Safety, Health and Environment (OSHE) Policy

Our OSHE Policy ensures a safe and healthy environment for all employees, contractors and stakeholders across all operations, including permanent and contract services under TM's supervision. The key priorities of the policy include:

- Preventing work-related injuries and illnesses
- Ensuring compliance with legal, regulatory and ISO 45001 standards
- Promoting a culture of accountability and proactive risk management
- Encouraging employee participation in safety programmes

Read our OSHE policy at [tm.com.my/sustainability/policies-guidelines](https://tm.com.my/sustainability/policies-guidelines)

## STRATEGY AND APPROACH

The well-being and professional growth of *Warga TM* plays a vital role in driving TM's success. By fostering a fair, safe and inclusive workplace, we empower our people to contribute meaningfully to TM's transformation while advancing their own careers. Our Responsible Employer strategic approach ensures that every *Warga TM* has the support, skills and environment to thrive.

### Strategic Approach to being a Responsible Employer



**Employee Well-Being & Engagement**



**Fostering a Diverse, Inclusive & Respectful Workplace**



**Developing Future Leaders within TM**



**Organisational Health & Safety**

| Strategic Approach  | What We Do  |
|---|---|
| <b>1. Employee Well-Being &amp; Engagement</b>                      | <ul style="list-style-type: none"> <li>• Ensure the well-being of our employees, prioritising productivity and overall workplace satisfaction.</li> <li>• Includes clear communication, efficient performance reviews and freedom to join associations through unions.</li> </ul>   |
| <b>2. Fostering a Diverse, Inclusive &amp; Respectful Workplace</b> | <ul style="list-style-type: none"> <li>• Enrich a workplace with a vibrant talent mix of creativity, energy and innovation that champions inclusion and prevents discrimination based on race, ethnicity, gender, sexual orientation, age, religion, disability, political beliefs or any other protected characteristics.</li> </ul>   |
| <b>3. Developing Future Leaders within TM</b>                       | <ul style="list-style-type: none"> <li>• Future-proof TM employees by equipping them to manage sustainability challenges, through training and development including digital skills, with a target to achieve all <i>Warga TM</i> to be digitally skilled, with 40% becoming digitally competent.</li> <li>• Provide <i>Warga TM</i> with opportunities to enhance their value through various development programmes, including leadership, future skills, business skills and culture/mindset.</li> </ul> |
| <b>4. Organisational Health &amp; Safety</b>                        | <ul style="list-style-type: none"> <li>• Safeguard our workplace through a proactive, consultative and participatory process involving all stakeholders.</li> </ul>   |

## RESPONSIBLE EMPLOYER

### The OSHE Roadmap

Through TM’s “Safety. We Own It.” framework, we have built a proactive, data-driven and people-centric safety culture, reducing workplace risks and setting new industry benchmarks. This approach ensures that every *Warga TM* takes ownership of workplace safety, creating a culture of accountability and continuous improvement.





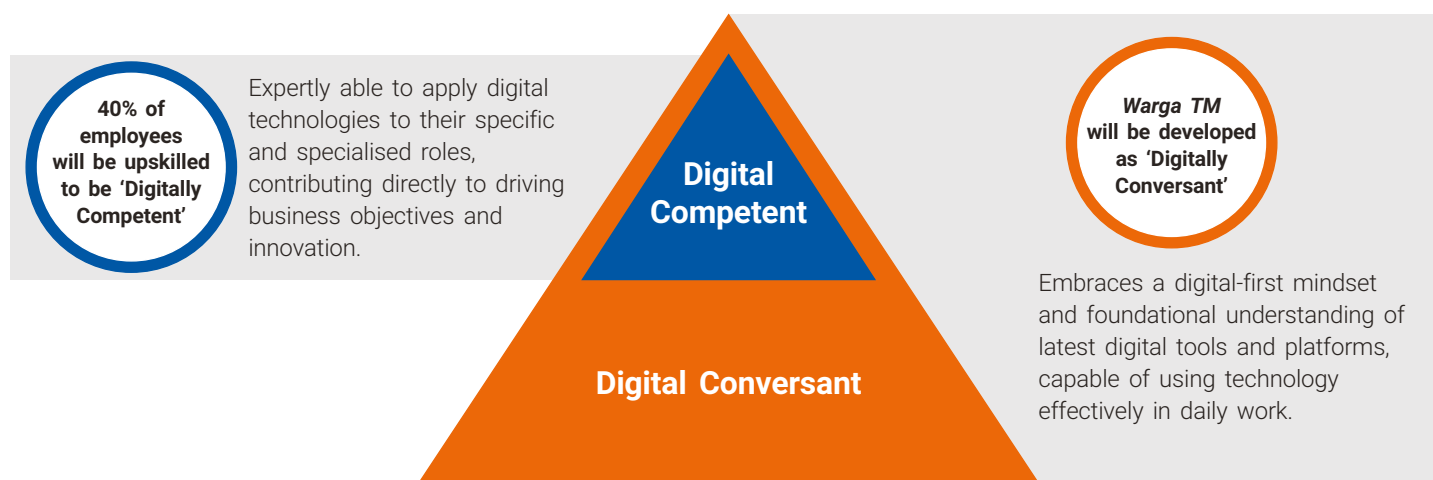
## Learning & Development

As part of our commitment to developing future leaders, TM's Learning & Development Framework ensures that *Warga TM* are equipped with the digital skills, leadership capabilities and future-ready competencies needed to drive TM's transformation.

We're preparing *Warga TM* to thrive as a Digital Powerhouse by 2030. Our continuous learning commitment ensures every team member is equipped for both current and future roles, fostering a culture of growth and adaptability.

To become a Digital Powerhouse, *Warga TM* must be Digital Citizen. Our strategic objective is to ensure that all *Warga TM* are digitally skilled, with 40% becoming digitally competent to drive sustainable innovation and growth.

### TM Digital Competent and Digital Conversant Aspiration Diagram



## RISKS & OPPORTUNITIES

TM assesses risks-based qualitative aspects such as employee retention, feedback and requirements from LOBs and quantitative thresholds such as training completion and level of assessments. Risk Management oversees TM's overarching risk and mitigation for the Group, while TM's L&D unit is responsible for ensuring that all *Warga TM* are knowledgeable, competent and equipped with the right skill sets to build a prepared, engaged and future-ready workforce.

Risk Category:

| Risks  | Strategic Approach |
|--|--------------------|
| <ul style="list-style-type: none"> <li><b>Workplace Injuries and Infectious Diseases Outbreaks:</b> Require a proactive safety culture to prevent incidents and the spread of infectious diseases.</li> </ul>  |                    |
| <ul style="list-style-type: none"> <li><b>Inaccurate Matching of Skillsets to the Right Employee:</b> Inadequate digital skillsets to address business requirements and growth.</li> </ul>   |                    |
| <ul style="list-style-type: none"> <li><b>Rising Costs of Manpower Escalating at a Higher Rates:</b> Balancing the overall costs of manpower, beyond employee salaries, which includes investments on training and upskilling, claims and benefits.</li> </ul> |                    |
| Opportunities  | Strategic Approach |
| <ul style="list-style-type: none"> <li><b>Secure OSHE Data Management of Workers' Incidents Information:</b> Protecting confidentiality of workers in an encrypted digital system, such as the OSHE Intelligence System.</li> </ul>                            |                    |
| <ul style="list-style-type: none"> <li><b>Right Skilling of Employees to Address Business Requirements:</b> Building strong digital skillsets through various development programmes to meet business requirements and drive our growth.</li> </ul>            |                    |
| <ul style="list-style-type: none"> <li><b>Manpower Cost Optimisation:</b> Creating flexible opportunities for both TM and employees, such as hiring of niche critical digital skills and internal talent mobility to fill in vacancies.</li> </ul>             |                    |

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METRICS & TARGETS

Defined performance indicators to measure progress in employee engagement, Diversity, Equity & Inclusion (DEI), health and safety and workforce development.

| Key Highlights  |   |  |
|---|---|--|
| <p>Employee satisfaction and well-being</p> <p>Organisational Health Index (OHI) of <b>80</b></p> <p>Gender diversity</p> <p>Increased women representation in senior management to <b>35%</b> (Target: 34%)</p> <p>ASPIRE graduates achieved a <b>17%</b> promotion rate, with a further <b>5%</b> experiencing job rotations or role expansion</p> <p>Protected employees' safety with disciplinary actions</p> <p><b>Zero</b> reported cases of workplace discrimination</p> | <p>Learning &amp; development for <i>Warga TM</i></p> <div><p>Invested more than <b>RM20 million</b> on training and development</p><p><b>11,153</b> Training sessions conducted</p></div> <div><p><b>16,098</b> Employees trained, with a total of <b>812,430</b> hours of training delivered</p><p><b>1,744</b> Employees achieved Digital Competent level (Target: 1,500)</p></div> <div><p><b>3,827</b> Employees participated in the 'Spark the PWR' programme (Target: 2,500)</p><p><b>16,406</b> Digital Conversant employees trained (Target: 14,000)</p></div> <div><p><b>3,691</b> Employees enrolled in the NextSTAR programme (Target: 2,400)</p></div> |  |
|   | <p>Insights from the Safety Culture Survey</p> <div><p><b>63.3%</b> Employees completed the survey (Target: 50%)</p><p>Identified key gaps in worker perceptions on <b>safety culture</b></p><p>Conducted OSHE training for <b>14,053</b> employees</p></div>   |  |
|   |   |  |

## What We Did

### EMPLOYEE WELL-BEING & ENGAGEMENT

#### 1. OHI

Assessed through job satisfaction, sense of purpose, stress and happiness as well as overall employee experience. These are supported by TM's comprehensive employee benefits such as medical coverage, compassionate leave and wellness programmes, reflecting the organisation's commitment to cultivating a positive and supportive work environment.

##### Value Created in 2024:

- ➔ 15,000 employees invited to participate.
- ➔ 74% (11,031) employees provided responses.
- ➔ OHI score of 80.

#### 2. Flexible Working Arrangement

Offered a hybrid working arrangement for all employees, promoting greater flexibility and improved work-life balance while maintaining productivity.

##### Value Created in 2024:

- ➔ All employees can work a hybrid working arrangement, which is three (3) days from the office and two (2) days from anywhere within a two (2) hour radius from the registered office.

#### 3. Employee Benefits

Benefits for employees range from insurance to leave options as well as a variety of claimable items under TM's Flexi Benefits Schemes. They are:

##### 1. Flexi Benefits

Allows *Warga TM* to choose and customise the best benefits for their needs with the flexibility to adjust them annually. Among the benefits include:

- Expenses for Personal Vehicles;
- Wellness programmes, clubs or fitness centres;
- Fitness Equipment;
- Smart Device.

##### 2. Additional Leave Options

Compassionate leave for up to seven (7) days is given to employees, which can be used for child, spouse, parent, sibling or relatives with physical or mental health conditions.

Self-recovery leave is available up to three (3) days if they still have prescribed medication at home without going to the clinic, but need additional time to fully recover. This initiative enhances employee well-being, ensuring they return to work refreshed and energised.

##### 3. Insurance and Medical Coverage

Group Term Life (GTL) and Group Personal Accident (GPA) insurance and reimbursement fees are available to all employees. Medical coverage is offered to all employees, including temporary and part-time personnel.

##### 4. Voluntarily Separation Scheme (VSS)

Voluntary Retirement Plan (MESRA) and the Voluntary Separation Plan (VSP) are special programmes offered to permanent employees who choose to retire or separate from the company voluntarily, based on specified terms and conditions. These plans apply to different age categories and come with different calculation methods tailored to each group.

##### Value Created in 2024:

- ➔ All employees covered for medical benefits.
- ➔ 5,853 employees applied for compassionate leave.
- ➔ 6,927 employees applied for self-recovery leave.
- ➔ 288 employees' applications for VSS approved.



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4. Workplace Stress Management

Designed to help manage and reduce workplace stress, promoting mental well-being and productivity, such as webinars and health talks.

Value Created in 2024:

- ➔ 25 webinars and health talks held.
- ➔ 13,856 total employees attended.

5. Protecting Employees Through Unions

Recognised four (4) unions allowing employees to take collective action according to their best interest. They are:

- National Union of Telecommunication Employee Peninsular Malaysia (NUTE)
- Union of Telecoms Employees Sarawak (UTES)
- Sabah Union of Telecom Employees (SUTE)
- Sabah Union of Telecommunication Employees (SUTEN)

Value Created in 2024:

- ➔ 6,145 number of unionised employees.
- ➔ 75% of employees with collective bargaining agreements.
- ➔ 2,062 number of non-unionised members.

| Healthy Living Programmes | What We Did  |
|---------------------------|--|
| GCEO Step Challenge       | <p>Promotes team building and healthy competition while encouraging physical activity to boost overall health, morale and job satisfaction. It supports mental well-being by reducing stress, enhancing workplace culture through a positive and active environment and promotes a work-life balance by encouraging movement beyond work hours. Additionally, it raises health awareness and leverages our digital health app, offering <i>Warga TM</i> valuable tools for personal health management.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"><li>➔ 7,088 employees engaged in GCEO Step Challenge with a total cumulative steps of 852,036,457.</li></ul> |
| Bumiku Cityrace           | <p>Raises environmental awareness and sustainable practices through a fun treasure hunt while educating <i>Warga TM</i> on the importance of environmental practices. It also serves as an engagement platform to foster team bonding and a positive work culture.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"><li>➔ 135 employees from nationwide offices participated in <i>Bumiku Cityrace</i>.</li></ul>  |

## FOSTERING A DIVERSE, INCLUSIVE AND RESPECTFUL WORKPLACE

| Programmes                            | What We Did  |
|---------------------------------------|--|
| <b>ASPIRE</b>                         | <p>Launched in 2023, the programmes targeted to middle-management women with leadership potential, aiming to prepare them for higher roles within two (2) years. Participants are assessed through structured leadership profiling, coaching and mentoring. Since its establishment, a total of 60 participants have completed the programmes.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ 30 participants completed the programmes.</li> <li>➔ 17% of 60 participants promoted into senior management roles, increasing the percentage of women in senior management.</li> </ul>  |
| <b>Comprehensive Parental Support</b> | <ul style="list-style-type: none"> <li>• Provided on-site childcare facilities at TM Dynamic Kids and TM MITC at affordable rate.</li> <li>• Provided lactation facilities at:                         <ul style="list-style-type: none"> <li>– TM Annexe 1.</li> <li>– TM Annexe 2.</li> <li>– TM Campus Cyberjaya.</li> </ul> </li> <li>• Flexible parental leave options covering:                         <ul style="list-style-type: none"> <li>– Maternity leave: Up to 98 days for five (5) children.</li> <li>– Paternity leave: Up to seven (7) days for five (5) children.</li> </ul> </li> </ul> <p>Other benefits via Flexi Benefits include Children's Daycare and Education.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ 6,164 number of employees who returned to work after parental leave ended.</li> <li>➔ 100% retention rates of employees who took parental leave.</li> </ul> |
| <b>Zero Tolerance for Harassment</b>  | <p>Carried out due process of disciplinary action after complaints were lodged on any kind of harassment and bullying, proactively encouraging reports to be made immediately. Also conducted awareness sessions on sexual harassment at the workplace regularly.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Found two (2) disciplinary cases, which were both resolved with appropriate action.</li> <li>➔ No reported cases of workplace discrimination.</li> </ul>   |

## RESPONSIBLE EMPLOYER

### DEVELOPING FUTURE LEADERS WITHIN TM

#### Performance Review

In 2024, TM continues the implementation of the Executive Performance Management Framework twice a year that emphasises both outcomes and methods – the ‘what’ and ‘how’. This framework applies an 80-20 principle, allocating 80% to Individual & Organisational KPIs and 20% to Behavioural Assessments, in line with our #IniCaraKita culture to foster a high-performance culture. Additionally, we enhanced efficiency by digitalising our Performance Management System, streamlining processes like Performance Calibration, C-Level Scorecard and the TM Leadership Competency Survey.

#### Value Created in 2024:

Performance review by employee:

- Management: **227**
- Executive: **9,591**
- Non-Executive: **8,616**

| Employee Training and Development Programmes | What We Did   |
|--|---|
| <b>Digital Competent</b>                     | <p>Programme for digital talents to expertly apply digital technologies to their specific and specialised roles.</p> <p><b>Value Created in 2024:</b></p> <p>➔ 1,744 executives attended (target of 1,500, achieved 116%).</p>  |
| <b>Digital Conversant</b>                    | <p>Programme for employees to embrace a digital-first mindset and foundational understanding of latest digital tools and platforms to be effectively used in daily work.</p> <p><b>Value Created in 2024:</b></p> <p>➔ 16,406 employees attended (target of 14,000, achieved 117%).</p> |
| <b>Top Talent Development Programme</b>      | <p>Programmes designed to strengthen leadership capabilities at all levels, aligned to succession planning with the objective to build a prepared, engaged and future-ready workforce.</p> <p><b>Value Created in 2024:</b></p> <p>➔ 437 executives attended.</p>                       |
| <b>NextSTAR</b>                              | <p>Programme to cultivate <i>Warga TM</i>’s entrepreneurial and customer-centric mindset by providing product knowledge and selling skills.</p> <p><b>Value Created in 2024:</b></p> <p>➔ 3,691 employees attended (target of 2,400, achieved 153%).</p>                                |
| <b>Spark the PWR</b>                         | <p>Programme to foster a mindset of innovation, entrepreneurship, boldness and unity throughout the organisation.</p> <p><b>Value Created in 2024:</b></p> <p>➔ 3,827 employees attended (target of 2,500, achieved 153%).</p>  |
| <b>Advance Pesona</b>                        | <p>Programme to enhance customer service skills.</p> <p><b>Value Created in 2024:</b></p> <p>➔ 1,405 employees attended (target of 1,405, achieved 100%).</p>   |
| <b>Sales Academy</b>                         | <p>Programme designed to develop the sales workforce based on their roles and responsibilities.</p> <p><b>Value Created in 2024:</b></p> <p>➔ 663 employees attended (target of 500, achieved 132%).</p>  |
| <b>Certifying Agency (CA)</b>                | <p>Programme to develop and certify contractors as competent cabling workers in accordance with business and government requirements.</p> <p><b>Value Created in 2024:</b></p> <p>➔ 593 sessions completed (target of 420, achieved 141%).</p>  |

| ORGANISATIONAL HEALTH & SAFETY     |  |
|------------------------------------|--|
| Programmes                         | What We Did  |
| <b>Life Saving Rules (LSRs)</b>    | <p>Designed to address high-risk activities and prevent severe injuries and fatalities, these rules are prioritised to focus on activities with significant hazard potential.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ 14,053 employees trained.</li> </ul>   |
| <b>Safety Culture Survey</b>       | <p>Used to evaluate and strengthen TM's safety culture, identifying key gaps in worker perceptions, leading to more focused interventions.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ 11,561 (63.3%) of employees completed the survey.</li> </ul>  |
| <b>Site Inspections and Audits</b> | <p>Conducted Contractor Management audit programme with Facilities Management.</p> <p>Employee representatives participated in workplace inspections, providing first-hand insights into existing conditions and ensuring compliance with safety procedures.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ 15 contractors from the Eastern Region participated in the audit.</li> <li>➔ Reduced contractor-related safety incidents by 30%.</li> <li>➔ Achieved low TM OSHE Risk Rating with likelihood over 20% lower than The National Incident Rate.</li> <li>➔ Severity: Minor with no permanent disability.</li> <li>➔ Zero work-related employee fatalities, over the last three (3) years.</li> </ul> |

## CALL TO ACTION

Our outlook as a Responsible Employer is reinforced through our commitment to foster a workplace that continues to prioritise the well-being of our employees.

This begins with TM's OSHE Plan for 2025-2026, which details initiatives for proactive risk management and enhanced well-being programmes. For example, this includes launching the next-generation OSHE Intelligence System (OSHEIN). Powered by AI, OSHEIN will enhance workplace safety through real-time monitoring, predictive analytics and corrective recommendations. By enabling faster risk identification, it will strengthen compliance tracking and drive proactive safety management.

Furthermore, fair employment practices will remain a priority, with equitable policies, competitive benefits and a focus on work-life balance. We will also continue to invest in learning and development, where we focus on future-ready skills, leadership programmes and career advancement opportunities. We will build a digital talent pipeline through the TM Talent Marketplace to deliver digitally-skilled employees, fuelling new growth and revenue.

By nurturing talent and fostering an innovative mindset, we continue to empower our people to drive TM's long-term success while achieving their full potential.

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The OSHE Plan for 2025-2026

| Goals  | Key Actions   |
|--|---|
| <b>1. Achieve &amp; Maintain a Low-Risk Rating in 2025</b><br>Transition from high-risk to low-risk by maintaining robust safety protocols and continuously reducing incident rates. | <ul style="list-style-type: none"><li>Strengthen compliance with LSRs.</li><li>Increase safety audits to identify and address gaps promptly.</li><li>Expand contractor safety management programmes.</li></ul>  |
| <b>2. Foster a Stronger Safety Culture</b><br>Achieve high employee engagement in OSHE initiatives.  | <ul style="list-style-type: none"><li>Conduct annual Safety Culture Surveys and develop action plans based on feedback.</li><li>Establish workplace safety champions to advocate for safety at the departmental level.</li><li>Incorporate gamification elements into safety training programmes to boost participation and retention.</li></ul>  |
| <b>3. Broaden the Scope of Preventive Health Programmes</b><br>Address emerging occupational health risks, including mental health and ergonomic challenges.                         | <ul style="list-style-type: none"><li>Introduce mental health programmes with stress management workshops and counselling services.</li><li>Expand health screenings to include lifestyle-related diseases (e.g., diabetes, hypertension).</li><li>Conduct ergonomic assessments for all office and field roles, implementing necessary adjustments to reduce long-term health risks.</li></ul> |
| <b>4. Expand OSHE Training for the Digital Era</b><br>Ensure all employees are well-equipped to handle safety challenges during the course of their work.                            | <ul style="list-style-type: none"><li>Launch e-learning modules for hazard-specific training, available on-demand.</li><li>Create Virtual Reality (VR)/Augmented Reality (AR) simulations to train workers in high-risk activities for a safe and controlled environment.</li><li>Train 100% of contractors on new digital safety platforms.</li></ul>  |
| <b>5. Strengthen Industry Collaboration with GLC OSH Net</b>   | <ul style="list-style-type: none"><li>Engage with regulators to influence and adopt updated safety guidelines.</li><li>Participate in industry safety forums to benchmark performance and share best practices.</li></ul>   |
| <b>6. Improve Performance Metrics and Reporting</b><br>Set ambitious safety and health targets for 2026 with clear metrics to track progress.  | <ul style="list-style-type: none"><li>Reduce incident rates by an additional 10% by 2026.</li><li>Achieve zero fatalities through rigorous safety compliance.</li><li>Integrate ESG metrics into OSHE reporting for transparency and stakeholder trust.</li></ul>   |

i) For more info on TM's recognition as a responsible employer, visit [tm.com.my/corporate/achievements](https://tm.com.my/corporate/achievements)  
ii) For additional Responsible Employer's performance data, visit [tm.com.my/sustainability/appendices-download](https://tm.com.my/sustainability/appendices-download)

# ETHICAL BUSINESS – SUSTAINABLE SUPPLY CHAIN

With over 2,000 active suppliers, TM's supply chain is one of the major drivers of our impact, making sustainable sourcing essential to safeguarding both our suppliers and ensuring sustainability performance. As one of the key stakeholder groups, our suppliers play a crucial role in upholding our sustainability standards and we are committed to supporting and empowering them through fair practices, capacity building and collaboration. By integrating sustainability into every stage – from pre-sourcing to post-sourcing – we ensure compliance and resilience, as well as driving long-term positive change.

This chapter focuses on one (1) material matter: Sustainable Supply Chain.

## M11 SUSTAINABLE SUPPLY CHAIN

Capitals  
Deployed:



Stakeholders  
Affected:



Sustainability  
Impact:



Risk  
Category:



UNSDGs:



### GOVERNANCE

Effective governance in the supply chain serves as the foundation for integrity and accountability. Through clear policies, an unwavering commitment to ethical sourcing and a clear governance structure, we foster responsible and transparent partnerships. TM's comprehensive frameworks proactively address and minimise potential risks related to labour standards and human rights, ultimately creating a resilient and ethically sound supply chain.

#### Roles & Responsibilities

We have a strong governance framework that effectively drives a sustainable supply chain, ensuring clear and consistent oversight from the Board on high-level procurement strategies and policies. Strategic suppliers decisions, however, are guided by dedicated procurement approval committees.

In line with our commitment to transparency and continuous improvement, we have provided comprehensive updates to both the MC and the BRIC regarding the progress and performance of our sustainability initiatives, in accordance with applicable reporting standards.

At the operational level, GP enforces procurement governance and ensures effective implementation. To drive accountability, supplier-related targets and KPIs are embedded across these governance structures, ensuring ethical sourcing, responsible business practices and long-term supply chain resilience.

01

#### The Board

- Headed by Chairman of TM

#### Board Tender Committee (BTC)

- Headed by the Chairman of BTC
- Approved strategic procurement policies such as Sustainable Supply Chain Policy and the Bumiputera Policy
- Oversees high-level procurement strategies
- Reviews and approves procurement compliance and decisions

02

03

#### Jawatankuasa Penilaian Perolehan (JPP) I/II

- Chaired by GCEO and GCFO
- Reviews and approves procurement compliance and decisions

#### Group Procurement (GP)

- Headed by the Chief Procurement Officer (CPO)
- Oversees procurement governance while specialised units manage category strategies, compliance, supplier relationships and performance evaluations

04



ETHICAL BUSINESS – SUSTAINABLE SUPPLY CHAIN

Policies & Frameworks

These policies guide TM in managing procurement and supply chain processes with an emphasis on fairness, transparency and sustainability. The Procurement Policy ensures that goods and services are acquired efficiently and legally, while Procurement Ethics establishes standards to prevent corruption and promote integrity. In addition, the Bumiputera Vendor Development Programme (BVDP) and Bumiputera Policy are designed to support local vendors by providing opportunities for growth and capability building.

The Sustainable Supply Chain Roadmap 2024-2026 and Sustainable Supply Chain Policy outline strategies for integrating environmental and social elements (including labour rights) - into the supply chain, promoting long-term responsible practices. TM CBE sets expectations for suppliers regarding ethical behaviour and environmental stewardship. Collectively, these policies ensure that TM creates an ethical, sustainable and inclusive procurement system while fostering strong and responsible supply chain partnerships.

Supply Chain Management

- |                      |   |
|----------------------|---|
| • Procurement Policy | • Bumiputera Supplier (SOP)                     |
| • Procurement Ethics | • Sustainable Supply Chain Policy               |
| • BVDP               | • TM CBE  |
|                      | • TM Sustainable Supply Chain Roadmap 2024-2026 |

In addition to the policies that govern our supply chain management, prioritise ESG compliance and business continuity, they are also closely aligned with TM's Anti-Corruption Guide (ACG) and CBE. These mandates ensure that our suppliers uphold ethical business practices, reinforcing TM's commitment to ethical and sustainable supply chain practices.

 For more information about Good Governance under the Ethical Business sustainability pillar, please refer to pages 151 to 163.

## STRATEGY AND APPROACH

TM's procurement approach is anchored on the TM Procurement Framework, which ensures that all sourcing decisions align with sustainability objectives, promoting strategic and responsible procurement. From pre-sourcing to post-sourcing, we have set clear targets and commitments to integrate sustainability and embed ESG compliance into procurement and supply chain operations.

Guided by this framework, the Sustainable Supply Chain Roadmap 2024-2026 sets out a structured approach to sustainable procurement across TM Group. The roadmap focuses on two (2) key areas: Policy & Assessments and Capacity Development. Additionally, in 2024, we established our Sustainable Supply Chain Policy, which integrates ESG criteria into the business and technical requirement during our supplier selection process.

### THE SUSTAINABLE SUPPLY CHAIN ROADMAP 2024-2026

#### 2024

Focused on laying the foundation for our sustainability initiatives.

Developed a comprehensive policy that includes clear sourcing criteria, which will be integrated into both our technical specifications and business requirements.

Created training modules and continue to conduct training sessions for suppliers as part of our capacity-building efforts.

Enhanced capabilities and raised awareness about sustainability, ensuring they are aligned with our objectives.

#### 2025

Expanding sustainability integration by incorporating sustainability criteria into the supplier on-boarding process and tender specifications.

Offering customised training sessions, designed to address the specific needs of each supplier, ensuring they are equipped to meet sustainability standards and drive improvements within their own operations.

#### 2026


**GOAL:** To fully embed sustainability into our procurement process.

Integrating sustainability criteria into all technical specifications for tenders, ensuring that all suppliers align with our sustainability goals.

Continue providing customised training for our suppliers, reinforcing their capabilities and supporting ongoing improvements in sustainability practices.

ETHICAL BUSINESS – SUSTAINABLE SUPPLY CHAIN

Strategic Approach to Sustainable Supply Chain



Capacity Building and Engagement



Supplier ESG Compliance



Seamless and Efficient Procurement

| Strategic Approach                    | What We Do  |
|---------------------------------------|---|
| 1. Capacity Building and Engagement   | <ul style="list-style-type: none"><li>Equip suppliers with the essential insights and resources to fully integrate and understand the critical role sustainability plays in driving both business success and environmental responsibility.</li></ul>   |
| 2. Supplier ESG Compliance            | <ul style="list-style-type: none"><li>Ensure suppliers meet our ESG criteria such as reporting their environmental impact, adopting ethical business practices and fostering positive social change.</li><li>Collaborate with suppliers to implement corrective actions when necessary.</li></ul> |
| 3. Seamless and Efficient Procurement | <ul style="list-style-type: none"><li>Promote sustainable practices across the value chain into the procurement processes, ultimately improving touchpoints for vendors engaging with TM.</li></ul>   |

RISKS & OPPORTUNITIES

As a digital infrastructure leader with an extensive supplier network, TM is inherently exposed to the practices and ethical standards of its suppliers, making responsible sourcing critical to mitigating risks.

To address this, we enforce contractual ESG clauses, evaluate supplier performance and enhance transparency through the Supplier Self-Service (SUS) Portal. We also diversify our supplier base and conduct risk assessments to reduce dependency on high-risk suppliers.

Risk Category: 

| Risks   | Strategic Approach  |
|---|---|
| <ul style="list-style-type: none"><li><b>Supplier Non-Compliance with ESG Standards:</b> Some suppliers fail to meet environmental, social and governance standards due to limited awareness or resources.</li></ul>                                |    |
| <ul style="list-style-type: none"><li><b>Supply Chain Disruptions:</b> Reliance on non-sustainable suppliers increases vulnerability to disruptions caused by environmental regulations or ethical violations.</li></ul>                            |    |
| <ul style="list-style-type: none"><li><b>Reputational Risk:</b> Partnering with non-compliant suppliers could harm TM's reputation.</li></ul>   |     |
| Opportunities   | Strategic Approach  |
| <ul style="list-style-type: none"><li><b>Collaboration with Sustainability Agencies:</b> Continuously develop and establish best practices, including trainings, for our suppliers in order to enhance their ESG awareness and reporting.</li></ul> |     |
| <ul style="list-style-type: none"><li><b>Elevate Local Vendor Capacities:</b> Provide local vendors with opportunities to be part of TM's supply chain ecosystem.</li></ul>   |    |
| <ul style="list-style-type: none"><li><b>Benchmarking Industry Standards with Stringent Policies:</b> Establish a stringent vendor selection process and evaluation criteria.</li></ul>   |    |

## METRICS & TARGETS

Our journey towards a sustainable supply chain is guided by reliable metrics and meaningful targets, which drives continuous improvement. By consistently monitoring our performance and refining our metrics to focus on areas of greatest impact, we effectively identify opportunities and elevate supplier practices, contributing to TM's broader sustainability commitments.

### Key Highlights

#### Monetary Contributions to Suppliers

| Breakdown of Procurement Contribution (RM billion) | 2021 | 2022 | 2023 | 2024 |
|--|------|------|------|------|
| Overall Suppliers                                  | 3.3  | 4.0  | 2.7  | 3.5  |
| Local Suppliers                                    | 2.5  | 3.1  | 2.0  | 2.7  |

| Breakdown of Procurement Contribution (%) | 2021 | 2022 | 2023 | 2024 |
|---|------|------|------|------|
| Local Suppliers                           | 77%  | 77%  | 74%  | 76%  |
| International Suppliers                   | 23%  | 23%  | 26%  | 24%  |

#### Developing Competencies for Suppliers

Suppliers' competencies in ESG increased by **13%**, with 260 suppliers participating in the survey of 2,077 active suppliers

90 Bumiputera vendors and **3,993** jobs were supported, elevating their skills and market competitiveness

#### Ensuring Compliance and Engagement with Suppliers

**260** of our active suppliers have made significant improvements in their ESG awareness, reporting and practices

- 107 active suppliers with Environmental Policies/Criteria in place
- 213 active suppliers with Social Policies/Criteria in place

#### Capacity Building Programmes for Suppliers

Conducted eight (8) capacity and development building programmes for suppliers, with **165** in attendance during these programmes

#### Supplier Relationships

Supplier Satisfaction Index (SSI) **increased** to 8 from 7.9 in 2023

Procurement Maturity Index (PMI) **improved** to 8.1 compared to 8.0 in 2023

ETHICAL BUSINESS – SUSTAINABLE SUPPLY CHAIN

|  |               |
|--|---------------|
| ESG Compliance among TM suppliers                                      |               |
| Total number of significant suppliers participating in self-assessment | 27            |
| Breakdown of significant suppliers                                     |               |
| Mega Suppliers   | 10/10 (100%)* |
| Mid-tier Suppliers   | 16/17 (94%)*  |
| * Participating suppliers  |               |
| Breakdown of Suppliers   |               |
| Total number of active suppliers                                       | 2,077         |
| Total number of significant suppliers                                  | 49            |
| Breakdown of significant suppliers                                     |               |
| Mega Suppliers   | 12            |
| Mid-tier Suppliers   | 37            |
| Percentage of total spend on significant suppliers                     | 35%           |

| What We Did                               |   |
|---|---|
| CAPACITY BUILDING & ENGAGEMENT            |   |
| 1. ESG Reporting Training                 | <p>Delivered five (5) in-depth training sessions (online &amp; physical), including the physical training conducted by Capital Market Malaysia (CMM) on Simplified ESG Reporting Guide (SEDG), equipping suppliers with the tools to navigate sustainability reporting and disclosure requirements.</p> <p><b>Value Created in 2024:</b></p> <p>➔ 165 suppliers trained in ESG reporting.</p>   |
| 2. Empowering Bumiputera Vendors          | <p>The BVDP equipped and empowered vendors with the skills and resources to meet industry standards through training and supplier support, such as mentorship and financial facilitation.</p> <p><b>Value Created in 2024:</b></p> <p>➔ Introduced the InnoTrack programme, an engagement model for Bumiputera ICT &amp; Digital Application vendors to transform and commercialise ideas into revenue generation through a co-creation model.</p>  |
| 3. Industry Collaboration & Peer Learning | <p>Continued collaborations with sustainability training consultants and peer-sharing networks such as the CAN to ensure ongoing learning and knowledge exchange for suppliers.</p> <p><b>Value Created in 2024:</b></p> <p>➔ Equipped suppliers with the latest sustainability knowledge, fostering continuous improvement and industry best practices.</p>  |
| 4. Online self-assessment surveys         | <p>Provided valuable insights into our suppliers’ application of ESG principles, revealing that many are in the initial stages of ESG adoption and face resource constraints that hinder full implementation. To address these findings, we plan to enhance their ESG capabilities through targeted briefing sessions on TM’s sustainability expectations and expand our on-site sustainability surveys to additional high-impact and high-risk suppliers.</p> <p><b>Value Created in 2024:</b></p> <p>➔ 53% of mega and mid-tier suppliers from the assessed suppliers rated level 3 where they passed with a score of 70% and above.</p> <p>➔ 260 suppliers have improved their ESG awareness and disclosure practices.</p> |

## What We Did

### SUPPLIERS ESG COMPLIANCE

#### 1. Encouraging Low-Carbon Transition Across the Supply Chain

Suppliers are encouraged to adopt renewable energy and low-carbon technologies such as solar energy and EEV.

##### Value Created in 2024:

- ➔ A total of **187** suppliers adopted these technologies.

#### 2. TM's Sustainable Supply Chain Policy

This comprehensive policy ensures suppliers' compliance by integrating specific ESG metrics, such as responsible sourcing, energy efficiency and robust waste management systems. This has been communicated to our suppliers and published on the TM website, aiming to raise awareness among employees and stakeholders about our sourcing and sustainability expectations.

##### Value Created in 2024:

- ➔ **70** suppliers trained on ESG principles, including the Sustainable Supply Chain Policy, during ESG training sessions.

### SEAMLESS AND EFFICIENT PROCUREMENT

#### 1. Transforming Procurement Through Digitalisation

Initiated a digital transformation initiative to automate and optimise procurement processes, enhancing efficiency, transparency and internal controls across the supply chain.

##### Value Created in 2024:

- ➔ Overall project progress as of 2024 is **69%**.
- ➔ Go Live module: Category Management and Sourcing.

#### 2. Building a Sustainable Supplier Base

Established a sustainable supplier base for the Group Information Technology and Digital (GITD) division, where suppliers are required to comply with sustainability standards. Led by the Sustainability Working Group 5 (SWG5): Sustainable Supply Chain, this initiative forms a key part of the supply chain roadmap.

##### Value Created in 2024:

- ➔ SWG5 endorsed the establishment of sustainability sourcing criteria to be incorporated as part of the technical/business requirements for GITD.



ETHICAL BUSINESS – SUSTAINABLE SUPPLY CHAIN

**No Tolerance for Forced Labour**

Forced labour is a modern form of slavery, stripping individuals of their rights and dignity.

At TM, we strive to eradicate this injustice within our supply chain through strict governance and zero-tolerance policies. Through our Sustainable Supply Chain Policy, Procurement Ethics Policy and CBE, TM mandates strict compliance with International Labour Organisation (ILO) conventions and Modern Slavery laws. We require all suppliers to prohibit forced or involuntary labour while upholding fair labour practices, environmental responsibility and integrity in contractual obligations.

 For more information, please read our policies at [tm.com.my/sustainability](https://tm.com.my/sustainability)

**We Enforce Compliance and Accountability**

**Supplier Compliance Monitoring:**

Conducts regular assessments to identify and address any forced labour risks.

**Strict Enforcement:**

Imposes corrective actions, including contract termination, for non-compliance.

**Capability Building:**

Provides supplier training through the BVDP programme, ensuring awareness of labour laws, ethical sourcing and responsible employment practices.

**Whistleblowing & Transparency:**

Maintains accessible whistleblowing channels for suppliers and workers to report unethical labour practices.

CALL TO ACTION

Looking ahead, the next phase of our journey will focus on strengthening our supply chain by ensuring our suppliers align with our core values. Our plan enhances due diligence, assesses sustainability-related risks and sets clear targets for supplier performance. These measures aim to create a more responsible, transparent and sustainable supply chain that supports the long-term success of our business while advancing our sustainability goals:

1. Pilot Assessment of Due Diligence for New Suppliers

Introducing a due diligence process for evaluating all suppliers adhering to ESG practices to help us identify potential gaps or challenges in the process, providing valuable insights before its full-scale implementation. This phased approach allows us to make necessary adjustments, ensuring that the evaluation method is robust and fully aligned with our sustainability objectives.

2. Sustainability-Related Risk Assessment and Mitigation for Suppliers

This desktop study approach focuses on identifying ESG risks within the supply chain, such as environmental impact, OSHE and ethical business conduct. Once risks are identified and addressed early, we target to implement tailored mitigation strategies.

3. Setting Targets for Suppliers Passing the ESG Assessment

To drive continuous improvement in our supply chain, we aim to set specific targets for the percentage of suppliers passing our ESG assessments. This goal-oriented approach will not only motivate suppliers to meet our sustainability criteria but also create a measurable benchmark to track progress. Achieving these targets will enhance our supply chain's sustainability, strengthen our company's reputation and reduce risks related to non-compliance.



By integrating these strategic initiatives, we aim to build a stronger, more sustainable supply chain that reflects our core values and long-term vision for responsible business.



# ETHICAL BUSINESS – RESPONSIBLE CONDUCT

Strong governance is the foundation of trust and accountability, guiding our ethical conduct in every decision, from business integrity and responsible disclosures, to ensuring cyber security with data privacy and protection. Through robust governance frameworks, we reinforced ethical leadership across our operations.

This chapter focuses on three (3) material matters: Responsible Communication, Cyber Resilience and Good Governance.

## M12 RESPONSIBLE COMMUNICATION

Capitals Deployed:  

Stakeholders Affected:  


Sustainability Impact:   

Risk Category:    

UNSDGs: 

## M13 CYBER RESILIENCE

Capitals Deployed:   



Stakeholders Affected: 

Sustainability Impact:   

Risk Category:    

UNSDGs: 

## M14 GOOD GOVERNANCE

Capitals Deployed:  

Stakeholders Affected:        

Sustainability Impact:   

Risk Category:   

UNSDGs: 

### GOVERNANCE

Effective governance is essential to protecting stakeholder interests and ensuring long-term sustainability. It requires a holistic approach that integrates integrity, cyber security, data privacy and protection as well as responsible communication – all of which are deeply interconnected. We have established robust governance structures to uphold ethical business practices and to safeguard data while ensuring transparent communication with our stakeholders.

#### Good Governance

TM upholds the highest standards of integrity, with strong leadership guiding ethical business practices. TM's MC chaired by the GCEO will convene at least bi-annually with limited members from the Legal Strategy & Intellectual Property (LSIP), Group Integrity and Governance (GIG), GHCM and Risk Management divisions to provide strategic oversight on integrity, governance and compliance, prior to the matter being reported to the Board Audit Committee (BAC).

In 2024, the limited members of TM's MC convened four (4) times to review and discuss the quarterly initiatives and activities involving ethics and integrity matters.

Ethics and integrity are further reinforced by various divisions:

- **GIG** oversees corruption-related investigations and integrity education initiatives. GIG rigorously evaluates our anti-corruption frameworks, including the TM OACP and TM ABMS, bolstered by regular training, communication and thorough investigations. These are complemented by continuous internal and external audits and a strong whistle-blowing system.
- **Risk Management** maintains a risk register for integrity breaches.
- **GHCM** enforces consequence management for corruption-related offences.
- **LSIP** ensures alignment and compliance with legal and ethical standards including the PDPA 2010, Personal Data Protection (Amendment) Act 2024 and Cyber Security Act 2024. Review of statutory changes to the amended Acts and New Acts are also conducted to identify changes and impact to TM and importantly to maintain ongoing compliance.

## ETHICAL BUSINESS – RESPONSIBLE CONDUCT

This multi-layered governance structure ensures a culture of accountability, with clear policies, training and enforcement mechanisms to uphold ethical business conduct.

Regular audits and reviews are conducted by *Institut Piawaian dan Penyelidikan Perindustrian Malaysia* (SIRIM) to evaluate compliance to the international standard ISO37001:2016 and its effectiveness to prevent, detect and respond to corruption-related risks in the organisation.

TM does not engage in political contributions or charitable donations as a means to avoid bribery or corruption. We adhere strictly to our CBE, which aligns with our commitment to anti-corruption and anti-bribery principles.

The TM CBE Provision 1.3 Responsibility & Compliance to the Code item 1.3.1. requires that TM’s Board, Management, Employees and Business Partners must:

- Understand and comply with the Code;
- Ensure subordinates understand and comply with the Code;
- Portray and exercise good ethical values;
- Be aware of the changes and amendments of the Code and;
- Be accountable for behaviours of subordinates for failing to comply with the Code and other applicable policies, procedures, guidelines, directives, rules and practices.

Finally, TM does not reward or offer any incentives for governance matters as the Group expects full compliance without exception.

 Refer to TM’s website for more information on TM CBE ([tm.com.my/ethics-integrity](https://tm.com.my/ethics-integrity)).

### Cyber Resilience

In an increasingly interconnected digital world, cyber security, data privacy and protection is fundamental in ensuring business resilience. TM’s cyber security governance spans strategic planning, cyber security risk management and operational controls to protect data and mitigate cyber threats.

With data leakage concerns on the rise and the need for awareness on protecting personal information continues to increase, TM places paramount importance on Data Privacy and Protection through structured governance and data protection efforts including internal policies and continuous awareness throughout the Company.

### Governance and Oversight

Cyber security is embedded across TM’s governance platforms to ensure accountability at all levels.

|                               |   |
|-------------------------------|---|
| Board Oversight               | The Board, supported by the BRIC meet on a quarterly basis, reviews cyber security risks and ensures alignment with TM’s long-term sustainability strategy. Both oversee our cyber security measures, integrating a comprehensive ERM framework to identify, assess and monitor cyber security.   |
| Leadership Accountability     | The Chief Information Security Officer (CISO) leads our cyber security strategy, reporting directly to the GCEO. Corporate Compliance, led by Group General Counsel (GGC), ensures compliance with data privacy regulations that govern TM’s data management policies.  |
| Data Governance Council (DGC) | The DGC is accountable for data governance operations in TM, including ensuring policies and standards related to data management are defined and implemented. The DGC is supported by advisors from LSIP, Group Information Security (GIS), Risk Management and GITD to advise on privacy, security, risk and technology related topics. |
| Operational Safeguards        | The Data Stewards, appointed by each division, ensure enforcement of Data Governance Policy.  |

## Data Privacy & Protection

We ensure strict compliance with the PDPA 2010 and strengthen data protection through the Data Governance Operating Model. TM has updated its Privacy Notice to align with changes in the law to ensure that data privacy and protection are embedded within our overall operational risk and compliance structures. The TM Analytics Steering Committee (TASC) – comprising of key executives such as the CISO, Group Data Privacy Officer (GDPO) and Chief Information Officer (CIO) – provides strategic oversight and ensures data governance across the Group.

Our cyber security governance is built on a foundation of strategic planning, execution and continuous evaluation, aimed at strengthening our governance, compliance, risk management and operational controls. The Board, supported by the BRIC, provides an oversight of our cyber security measures. These measures are integrated within a comprehensive ERM framework that enable us to identify, assess and monitor cyber security risks, while ensuring alignment with our commitment to sustainability.

## Resilience & Accountability

To ensure a **consistent and effective** approach to information security, TM continues to enhance its internal policies, response frameworks and escalation processes:

1. **Incident Response Readiness:** TM conducts cyber security exercises annually involving internal stakeholders and a joint external stakeholder, to strengthen our response capabilities. This includes simulated security incidents, vulnerability identification and post-incident reviews. Additionally, Red Teaming exercise was conducted to test ability to prevent, detect and mitigate simulated attacks.
2. **Defined Escalation Process:** *Warga TM* are encouraged to report cyber security threats and suspicious activities via [socsirt@tm.com.my](mailto:socsirt@tm.com.my), ensuring a structured response mechanism.
3. **Employee Accountability:** Cyber security is a key element of performance evaluation at TM. Employees who are responsible for security breaches, including unauthorised access or credential misuse, are subject to disciplinary action under TM's policies.

## Responsible Communication

Transparent, ethical and responsible communication is integral to good governance. TM's Strategic Communications (SC) ensures that all internal and external messaging adheres to the TM Group Communication Policy, upholding the highest standards of integrity, transparency and accountability. By fostering transparent and accurate communication, TM strengthens stakeholder trust and reinforces its commitment to ethical business practices.

SC reports to the CCO, who in turn reports to the GCEO, ensuring that corporate messaging is aligned with TM's strategic priorities and governance principles at the highest level. Through a structured, consistent and transparent communication approach, TM promotes informed decision-making, enhances stakeholder confidence and upholds its role as a responsible corporate citizen.

### Policies & Frameworks

To ensure regulatory compliance, protect stakeholder interests and uphold accountability and transparency, we have established a comprehensive set of policies across key governance areas.

A thorough set of documentation has been developed to guarantee the highest levels of integrity. By addressing ethical conduct, anti-corruption and confidential reporting procedures (including whistleblowing), sponsorship guidelines and the overall compliance management system, these documents show TM's dedication to moral and open business practices. We have compiled a list of policies and frameworks based on three (3) material matters.

### Policies and Frameworks for Responsible Conduct

#### Good Governance

- TM CBE
- Anti-Corruption Policy
- Whistleblowing Policy & Reporting
- TM Integrity Pact
- TM ACG
- TM Corporate Compliance Policy
- TM Sponsorship Management Guidelines (TM SMG)
- Procurement Ethics
- TM ABMS Manual
- TM OACP

#### Cyber Resilience

- TM Cyber Security Framework
- TM Cyber Security Baseline
- TM Cyber Security Statement
- TM Information Security Policy
- TM Data Privacy & Protection Policy (TMD3P)
- TM Data Governance Policy & Framework (TMDGPF)

#### Responsible Communication

- TM Group Communication Policy
- Stakeholder Engagement Statement
- TM Privacy Notice

## ETHICAL BUSINESS – RESPONSIBLE CONDUCT

### Cyber Resilience

We are dedicated to maintaining the highest level of cyber security and data protection, supported by a robust policy framework and internationally recognised certifications. Our detailed policies, procedures and guidelines are designed to ensure consistency and clarity and are readily accessible to all employees at TM. This collaborative approach reinforces our collective responsibility and commitment to securing our digital ecosystem.

#### TM Data Privacy & Protection Policy (TMD3P)

- Provides guidelines for processing of personal data including but not limited to data collection, use, storage, security and its disclosure to ensure TM’s compliance with the PDPA 2010.

#### TM Data Governance Policy & Framework (TMDGPF)

- Offers comprehensive guidelines to promote awareness, responsibility and best practices relating to the governance of TM’s data.

#### Information Security Policy

- Sets the foundation for securing information assets.

#### PCI DSS Compliance

- Maintains Payment Card Industry Data Security Standard (PCI DSS) for the secure processing of cardholders’ data, particularly for TM’s Payment Gateway (PG) System.

#### Business Continuity Assurance

- Implements a Business Continuity Management System (BCMS) for the NIC and Security Operations Centre (SOC) to ensure continuous operations while enhancing the effectiveness of cyber threat detection.

#### Certified Information Security Management System

- Ensures robust information security management with ISO/IEC 27001 certification across critical TM operations such as GIS, GITD, GNT (NIC) and TM One (MERS 999 and Cloud Alpha).

#### Cloud Security & Privacy Certifications

- Maintains stringent security and privacy standards through TM One Cloud Alpha’s continuous certification in ISO/IEC 27001, ISO/IEC 27017, ISO/IEC 27018, PCI DSS and ISO/IEC 27701.

To strengthen enforcement, we have established the Personal Data Protection Task Force (PDPTF), to oversee privacy impact assessments, breach management and compliance checks to safeguard personal data across all operations.

We also extend our data privacy commitments to vendors, suppliers and contractors through our Sustainable Supply Chain Policy, ensuring compliance across the value chain. Initiatives such as the TM Supplier Convention further reinforce cyber security awareness within our ecosystem.

 For more information about TM’s Sustainable Supply Chain, refer to pages 143 to 150.

### Responsible Communication

TM upholds responsible communication through clear policies that prioritise transparency and data ethical engagement. These measures ensure that interactions with customers and stakeholders remain trustworthy, inclusive and aligned with industry standards.

#### TM Privacy Notice

- Adheres to the Department of Personal Data Protection (DPDP) guidelines on Privacy Notice (PN), raising employee awareness on personal data protection, with customer queries and complaints handled through TM’s official channels.
- Reflects a quick overview of how TM collects, processes and protects personal data, ensuring compliance with the PDPA 2010 through the PN infographic on TM’s website.

## STRATEGY AND APPROACH

Having a strong strategic direction is key to driving long-term growth, ensuring resilience and aligning business objectives with evolving market demands and stakeholder expectations.


### Strategic Approach to Responsible Conduct



**Good Governance:  
Responsibility and  
Transparency**



**Cyber Resilience:  
Cyber Security &  
Data Privacy and Protection**



**Responsible Communication:  
Clear and Consistent**

| Strategic Approach   | What We Do   |
|--|--|
| 1. <b>Good Governance:<br/>Responsibility and<br/>Transparency</b>                       | <ul style="list-style-type: none"> <li>Cultivate a culture of integrity and compliance across all levels of the company.</li> </ul>                              |
| 2. <b>Cyber Resilience:<br/>Cyber Security &amp;<br/>Data Privacy and<br/>Protection</b> | <ul style="list-style-type: none"> <li>Safeguard the privacy and security of our stakeholders and protect our systems and data from emerging threats.</li> </ul> |
| 3. <b>Responsible<br/>Communication:<br/>Clear and<br/>Consistent</b>                    | <ul style="list-style-type: none"> <li>Foster clear, transparent, timely and accurate communication to strengthen stakeholders' trust.</li> </ul>                |

## RISKS & OPPORTUNITIES

Strong corporate governance safeguards business integrity, financial stability and stakeholder trust. Poor governance can lead to financial losses, regulatory breaches and reputational damage, while effective governance enhances resilience, efficiency and investor confidence.











To mitigate corruption risks, TM records all identified risks in Management of Enterprise Risk, Compliance, Insurance, Incident and Information Security System (MERCIS) a dedicated platform for tracking and monitoring governance risks. Each division documents existing controls, with additional safeguards incorporated into the OACP and reviewed quarterly for effectiveness.

By leveraging MERCIS and adhering to the Corruption, Integrity and Governance Risk Register Guideline, TM ensures systematic risk assessment, transparency and accountability, reinforcing ethical business practices and long-term sustainability.



ETHICAL BUSINESS – RESPONSIBLE CONDUCT

Risk Category:     

| Risks  | Strategic Approach  |
|--|---|
| <ul style="list-style-type: none"><li><b>Corruption and Bribery:</b> Rampant cases could erode stakeholder confidence and cause legal concerns</li></ul>   |    |
| <ul style="list-style-type: none"><li><b>Cyber Threat Incidents:</b> Increasing sophistication of cyber attacks and data unavailability due to system failures or external attacks</li></ul>   |    |
| <ul style="list-style-type: none"><li><b>Unauthorised Access:</b> Weaknesses in access controls, particularly obsolete systems and misconfigured cloud environments</li></ul>  |    |
| <ul style="list-style-type: none"><li><b>Data Exposure:</b> May lead to loss of customers' trust and regulatory action</li></ul>   |    |
| <ul style="list-style-type: none"><li><b>Lack of Clear Communication:</b> Misinformation and inconsistent messaging across stakeholder channels which may lead to reputation damage</li></ul>  |   |
| Opportunities  | Strategic Approach  |
| <ul style="list-style-type: none"><li><b>Strong Transparency and Ethics Programmes:</b> Build trust with stakeholders to enhance the company's reputation</li></ul>  |  |
| <ul style="list-style-type: none"><li><b>Increased Investment in Advanced Cyber Security Infrastructure:</b> Reduce the likelihood of successful cyber attacks and system downtimes through proactive threat detection systems</li></ul> |  |
| <ul style="list-style-type: none"><li><b>Address Weakness in Access Controls:</b> Enhance system security to mitigate potential risks</li></ul>  |  |
| <ul style="list-style-type: none"><li><b>Strong Data Privacy Protocols:</b> Maintain customer trust and safeguard sensitive information through regulatory compliance</li></ul>  |  |
| <ul style="list-style-type: none"><li><b>Build Stakeholder Trust and Confidence:</b> Clear, consistent and transparent communication channels can help to prevent misinformation</li></ul>   |  |

## METRICS & TARGETS

We track key metrics and targets and their progress to ensure accountability, continuous improvement and alignment with TM's sustainability agenda.

### Key Highlights

#### Good Governance: Progress on Implementations and Compliance

**100%** Completion of the ABMS certification

Reached **89%** progress in the implementation of the five-year OACP

**65%** of operations assessed for corruption and TM has consistently evaluated our operations to identify and assess corruption risks

**100%** Compliance in the submission of Declaration of Assets and Interests by all employees

**1,850** Employees received training on anti-corruption

**93%** Compliance with operating laws and regulations based on 69 Acts applicable to TM's business

#### Responsible Communication

**RM26.1 million** in Media Value Index (MVI) was generated through news releases and corporate statements that delivered timely updates and key developments, ensuring clear and effective communication with stakeholders

#### Digital Communications:

- **1,604** Social media postings
- TM Blog: **31 articles**

#### Share of Voice:

Achieved **44%** average compared to 40% in 2023

ETHICAL BUSINESS – RESPONSIBLE CONDUCT

| What We Did  |   |
|--|---|
| GOOD GOVERNANCE: RESPONSIBILITY AND TRANSPARENCY   |   |
| Programme  | What We Did   |
| Organisational Defence Against Corruption          | <p>Established TM's OACP based on thorough analysis of both internal and external sources to identify corruption-related risks and their root causes. This initiative strengthens controls and monitoring of Corruption, Integrity and Governance risks, ensuring compliance with Section 17A of MACC Act 2009.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"><li>➔ 110 action plans recorded based on risk assessment.</li><li>➔ 89% progress in the five-year implementation plan of OACP.</li></ul>   |
| International Standards in Anti-Bribery Compliance | <p>TM upholds internationally recognised ISO 37001: ABMS standards to prevent, detect and address bribery risks. The framework is continuously refined to remain relevant in our dynamic business environment.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"><li>➔ 17 ABMS coordinators appointed across divisions.</li><li>➔ 68 ABMS Certified Lead Auditors trained to uphold compliance.</li><li>➔ Maintained 100% certification compliance.</li></ul>  |
| Ethics & Anti-Corruption Training                  | <p>TM cultivates a culture of ethics and compliance by equipping employees and business partners with essential knowledge of anti-corruption laws, TM's CBE and whistle-blowing policies. Training covers key regulations such as Section 17A of the MACC Act 2009 and the No Gift Policy to reinforce ethical decision-making.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"><li>➔ 1,850 employees trained in ethical business conduct through the physical Reaching Out programme physically across 10 states.</li><li>➔ 4,661 business partners engaged in TM's anti-corruption policies.</li><li>➔ One (1) contract termination involving a business partner due to corruption violations.</li><li>➔ Communicated the anti-corruption policies and procedures to more than 16,000 employees on a quarterly basis.</li><li>➔ A total of 17,564 employees completed CBE e-Learning training.</li></ul> |
| Mandatory Integrity Pledge (IP)                    | <p>To reinforce ethical business practices, all employees and business partners must sign the Integrity Pledge (IP) upon registration (new and renewal), tender submission and contract establishment.</p> <p>Developed in collaboration with GP, this ensures strict adherence to TM's zero-tolerance stance on corruption.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"><li>➔ 724 new suppliers and 1,428 suppliers renewing their supplier registration signed the IP.</li><li>➔ 18,131 employees signed the IP.</li></ul>   |
| Integrity Day 2024                                 | <p>TM's Integrity Day 2024, themed 'Uncompromising Integrity', brought together employees, business partners and key stakeholders to reinforce ethical leadership and corporate governance.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"><li>➔ TM's GCEO with Board, TM Management and employees made a public Corruption-Free Pledge (<i>Ikrar Bebas Rasuah</i>), witnessed by the Chief Commissioner of the Malaysian Anti-Corruption Commission (MACC).</li></ul>  |

| Programme   | What We Did   |                                      |      |      |      |      |      |                 |    |    |    |    |    |                |    |    |    |    |    |
|---|---|--------------------------------------|------|------|------|------|------|-----------------|----|----|----|----|----|----------------|----|----|----|----|----|
| Thought Leader in Governance & Integrity            | <p>TM collaborates with regulators, industry peers and academia to promote ethical business practices. Knowledge-sharing sessions were conducted with Integrity and Governance Unit from leading organisations, including:</p> <ul style="list-style-type: none"><li>• <i>Kumpulan Wang Simpanan Pekerja</i> (KWSP);</li><li>• <i>Kumpulan Wang Persaraan (Diperbadankan)</i> (KWAP);</li><li>• MACC;</li><li>• Malaysian Industrial Development Finance Berhad (MIDF);</li><li>• Prasarana, PETRONAS, Cyberview, TNB and the Fire and Rescue Department of Malaysia and;</li><li>• University students, instilling ethical leadership among future professionals.</li></ul> <p>TM's Integrity webpage (<a href="http://www.tm.com.my/ethics-integrity">www.tm.com.my/ethics-integrity</a>) is also accessible by the public.</p> <p><b>Value Created in 2024:</b></p> <p>➔ Conducted three (3) knowledge-sharing sessions with Cyberview, MACC and PETRONAS.</p>   |                                      |      |      |      |      |      |                 |    |    |    |    |    |                |    |    |    |    |    |
| Strengthening Board Independence & MCGG Compliance  | <p>TM continuously enhances our governance beyond regulatory requirements by aligning with the MCGG.</p> <p><b>Value Created in 2024:</b></p> <table><tr><th>MCGG Compliance (Required Practices)</th><th>2020</th><th>2021</th><th>2022</th><th>2023</th><th>2024</th></tr><tr><td>MCGG Compliance</td><td>32</td><td>43</td><td>43</td><td>43</td><td>43</td></tr><tr><td>TM Application</td><td>31</td><td>43</td><td>43</td><td>42</td><td>42</td></tr></table> <p>Addressing non-compliances:</p> <ol style="list-style-type: none"><li>1. Board Composition Update: As reported in 2023, TM did not comply with Practice 5.2, which requires a majority independent board on TM Board. However, TM complied with the said Practice by year ended 31 December 2024 when the Board composition was reviewed with the redesignation of Ahmad Taufek Omar (ATO) as an Independent Director effective 13 September 2024. ATO completed his three-year cooling-off period from management and was accordingly redesignated upon successful assessment as an independent director by the Board Nomination and Remuneration Committee (NRC) and TM Board.</li><li>2. As at 31 December 2024, the composition of women directors has reduced from 33% to 27% resulting in the non-compliance with Practice 5.9 on the requirement of at least 30% women directors. An independent search firm has been appointed to undertake the search for women directors. The ongoing search is targeted to be completed by Q2 2025.</li><li>3. Remuneration Transparency: TM does not adopt Practice 8.3 (Step Up), which requires full disclosure of the detailed remuneration of each senior management on a named basis. Instead, TM adopts Practice 8.2 where the top five (5) senior management remuneration component in bands of RM50,000 bands are disclosed on a named basis, ensuring a balance between transparency and confidentiality.</li></ol> | MCGG Compliance (Required Practices) | 2020 | 2021 | 2022 | 2023 | 2024 | MCGG Compliance | 32 | 43 | 43 | 43 | 43 | TM Application | 31 | 43 | 43 | 42 | 42 |
| MCGG Compliance (Required Practices)                | 2020  | 2021                                 | 2022 | 2023 | 2024 |      |      |                 |    |    |    |    |    |                |    |    |    |    |    |
| MCGG Compliance                                     | 32  | 43                                   | 43   | 43   | 43   |      |      |                 |    |    |    |    |    |                |    |    |    |    |    |
| TM Application                                      | 31  | 43                                   | 43   | 42   | 42   |      |      |                 |    |    |    |    |    |                |    |    |    |    |    |
| Enhancing Whistleblowing & Disciplinary Enforcement | <p>We have strengthened our compliance culture by increasing transparency in corruption reporting and enforcing disciplinary measures.</p> <p><b>Value Created in 2024:</b></p> <p>➔ 23 employees dismissed or disciplined.</p> <p>➔ One (1) business partner's contract terminated for corruption violations.</p> <p>➔ 39 reports were received, with 19 reports valid for further investigation. 18 reports were confirmed as corruption cases. We uphold the highest standard of integrity, treating every case, no matter how small, with the utmost seriousness.</p>   |                                      |      |      |      |      |      |                 |    |    |    |    |    |                |    |    |    |    |    |

## ETHICAL BUSINESS – RESPONSIBLE CONDUCT

### CYBER RESILIENCE: CYBER SECURITY AND DATA PRIVACY PROTECTION

| Programme   | What We Did  |
|---|--|
| <b>Industry Collaboration for Cyber Security Leadership</b>         | <p>TM worked closely with Malaysia Technical Standards Forum Berhad, National Cyber Security Agency (NACSA) and DPDP to develop national cyber security codes and ensuring compliance with the Cyber Security Act 2024 and amended PDPA 2010.</p> <p>TM conducted a yearly cyber security audit, vulnerability assessment and penetration testing by an appointed independent third party to strengthen cyber resilience.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Ensured compliance to regulations.</li> </ul>  |
| <b>Cyber Awareness &amp; Workforce Readiness</b>                    | <p>We actively promote cyber security awareness through social media campaigns, phishing simulations and targeted educational programmes. Awareness initiatives covered cyberbullying, privacy protection, content safety and threat detection. Employees underwent quarterly phishing exercises, bi-weekly Cyber Safe updates and cyber security webinars to enhance their vigilance.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Successfully conducted phishing simulation to <i>Warga TM</i>.</li> <li>➔ Met our SLA target of cyber security services.</li> </ul> |
| <b>Strengthening Vendor Cyber Security Compliance</b>               | <p>TM reinforced cyber security risk management across its supply chain by embedding security requirements into technical and contractual terms. This ensures vendors comply with TM's security governance framework, reducing external risk exposure. TM continues to assess vendor security posture via Vendor Security Index.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Strengthened relationships, improved incident response and ensured stronger compliance.</li> </ul>  |
| <b>Embedding Security &amp; Privacy into Digital Infrastructure</b> | <p>Implemented Application Security Testing and Penetration Testing into development, securing business and personal data before deployment.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Enhanced trust and ensured compliance.</li> </ul>   |
| <b>Advanced Security Technologies &amp; Threat Prevention</b>       | <p>Committed to continuously improving our cyber security maturity through key measures in our Cyber Security Baseline, covering areas like governance, identity management and vulnerability management. We focus on enhancing threat visibility, integration and automation to reduce exposure and strengthen data protection. Additionally, Red Teaming exercise was conducted to test ability to prevent, detect and mitigate simulated attacks.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Enhanced trust and ensured compliance.</li> </ul>                     |
| <b>Incident Response Procedures</b>                                 | <p>TM conducted cyber security drill exercises to stress-test contingency plans, ensuring rapid and effective response to cyber incidents. These drills were conducted to ensure cyber resilience in mitigation cyber threats. Scenarios included ransomware attacks and cloud infrastructure attacks.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Strengthened TM's incident response measures.</li> </ul>  |

| Programme  | What We Did   |
|--|---|
| <b>TM Cyber Security Month &amp; Day</b>           | <p>Launched the Cyber Security Month, featuring a series of forums, webinars and interactive activities aimed at equipping TM staff with knowledge on cyber security and AI, strengthening TM's cyber security resilience. This is a collaboration event between CX, GNT, GITD and GIS.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ &gt;4,000 employees reached through these awareness initiatives.</li> </ul> |
| <b>Personal Data Protection Task Force (PDPTF)</b> | <p>Formation of Personal Data Protection Task Force to effectively execute personal data protection control implementations throughout TM.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ PDPTF consists of members from 13 divisions and one (1) subsidiary of TM to handle personal data.</li> <li>➔ Appointed 30 dedicated members as single point of contact on personal data matters.</li> </ul>              |

#### RESPONSIBLE COMMUNICATION: CLEAR, CONSISTENT AND TIMELY

| Initiatives                                 | What We Did  |
|---|--|
| <b>Strengthening Engagement &amp; Trust</b> | <p>Prioritised responsible and strategic communication across various channels, such as:</p> <ul style="list-style-type: none"> <li>• Regular media briefings and news releases on financial performance, strategic initiatives, business prospects and market guidance to ensure timely, accurate information dissemination.</li> <li>• Consistent updates on TM's financial results, new product launches, partnerships and key initiatives, keeping stakeholders well-informed about the Group's latest developments.</li> <li>• Clear communication through social media, TM's corporate website and targeted online campaigns, ensuring accessibility and responsiveness to stakeholder inquiries.</li> </ul> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Strengthened corporate reputation and brand perception through strong message alignment.</li> <li>➔ Elevated TM's thought leadership through strategic media interviews and proactive engagement, positioning key spokespeople as credible voices in the industry.</li> <li>➔ Enhanced stakeholder engagement through timely, transparent and accessible communication across various channels.</li> <li>➔ Supported business growth by shaping favourable narratives around TM's transformation, strategic direction and expansion into new areas such as data centres, AI and GPUaaS.</li> <li>➔ Published impact-driven stories that highlight TM's contributions to community development.</li> </ul> |
| <b>Diverse Stakeholder Expectations</b>     | <p>Developed and executed customised communication strategies for each stakeholder group, ensuring that messaging was specifically crafted to address distinct interests, concerns and priorities.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Expanded reach and engagement by integrating diverse channels, including social media and the TM Blog and key media organisations.</li> <li>➔ Conducted physical and hybrid leadership townhall sessions with all <i>Warga TM</i> nationwide, to share the Group's latest developments.</li> </ul>  |
| <b>Regulatory Complexity</b>                | <p>Regularly engaged with the Ministry of Communications and the Ministry of Digital through structured discussions/meetings, dialogue sessions and strategic forums to promote regulatory transparency, enhance compliance and strengthen industry collaboration.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Fostered transparency, compliance and collaboration through government engagement.</li> </ul>   |



## ETHICAL BUSINESS – RESPONSIBLE CONDUCT

| Initiatives  | What We Did  |
|--|--|
| <b>Enhanced Crisis Communication Preparedness &amp; Crisis Response Coordination</b> | <p>Revamped processes to align with BCM standards, strengthening stakeholder trust during crises.</p> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Developed Crisis Communications Manual, outlining crisis scenarios, activation processes and communication protocols.</li> <li>➔ Participated in BCM's Tabletop Exercises (TTX) to simulate crisis scenarios, which enhanced our ability to manage communications effectively during crises.</li> </ul>  |
| <b>Strengthening Internal Ties</b>   | <p>Refined internal engagement strategies through:</p> <ul style="list-style-type: none"> <li>• <b>Email Optimisation:</b> Optimised email communications to minimise overload and highlight key, impactful content.</li> <li>• <b>Boost Internal Awareness of Viva Engage:</b> Encouraged staff to actively use the Viva Engage platform to enhance internal communication and employee engagement.</li> <li>• <b>Messaging Clarity:</b> Improved communication clarity through visuals, driving better understanding and increasing internal engagement.</li> <li>• <b>Collaborative Content Creation:</b> Led content co-creation efforts with over ten (10) divisions.</li> <li>• <b>Leadership Communication:</b> Leveraged leadership videos to personalise messages, reinforcing company values and ensuring alignment with TM's vision.</li> </ul> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Improved understanding and increased internal engagement, leading to enhanced information retention and a more efficient flow of communication across teams.</li> <li>➔ Ensured close alignment of our communication strategies to deliver cohesive and consistent messages throughout the year and raise awareness of key initiatives.</li> </ul>  |
| <b>Advancements in Public Communication</b>  | <p>Strengthen our public communication approach to enhance transparency, credibility and stakeholder trust. Efforts were centred on strategic information delivery and leadership visibility, contributing to stronger corporate positioning and message clarity.</p> <ul style="list-style-type: none"> <li>• <b>Strengthened Governance in News Releases:</b> Instituted a rigorous review process for all news releases, endorsed by the GCEO, ensuring consistent quality, message alignment and accountability in corporate disclosures.</li> <li>• <b>Amplified Thought Leadership:</b> Increased the publication of expert insights and industry perspectives to elevate TM's voice on sustainability, innovation and digital transformation – reinforcing our leadership role in shaping industry discourse.</li> <li>• <b>Enhanced Media Readiness:</b> Equipped TM leaders with strategic media engagement capabilities, enabling them to confidently and consistently represent the Group's priorities and values across various public platforms.</li> </ul> <p><b>Value Created in 2024:</b></p> <ul style="list-style-type: none"> <li>➔ Issued strategic news releases featuring timely business updates as well as leadership insights and messaging from the GCEO and LOB leaders.</li> <li>➔ Delivered targeted media training for the GCEO, C-suite executives and State liaison officers, building organisational readiness and ensuring strong, unified messaging across all levels.</li> </ul> |

## CALL TO ACTION

As TM continues to evolve, we are reinforcing our approach in addressing the following key areas:

1. **Good Governance:** To uphold the highest standards of integrity, TM will conduct an independent Business Integrity Survey (BIS) to assess employee and supplier perceptions of ethics and corporate governance, identifying areas for improvement. Additionally, an Adequate Measure Assessment under Section 17A of the MACC Act 2009 will evaluate TM's governance structures and anti-corruption measures.

We will also enhance the Ethics Line Reporting System, improve Code of Conduct training, appoint ethics ambassadors, strengthen risk evaluations and streamline corporate policies. These measures reinforce a culture of ethical leadership and accountability.

2. **Cyber Resilience:** We will ensure full adherence to key regulatory frameworks, including the Cyber Security Act 2024 and the Personal Data Protection (Amendment) Act 2024. These efforts will reinforce our leadership in cyber security governance, proactively mitigating risks while safeguarding sensitive information.

TM will continue to strengthen our controls to minimise risk against cyber threats including emerging threats.

Looking ahead, we are not just strengthening our internal controls; we are fostering a pervasive security culture. Every *Warga TM* plays a crucial role in safeguarding data and we are committed to continuous awareness and education to ensure that responsibility is embedded at every level of our organisation.

3. **Responsible Communication:** TM will continue to strengthen brand presence, corporate messaging and stakeholder engagement by expanding corporate profiling efforts to highlight sustainability and innovation milestones.

By delivering consistent, accurate and meaningful messaging across news releases, media briefings, social media and internal communication channels, we aim to build stronger connections with stakeholders while reinforcing TM's position as a trusted industry leader.

## SUSTAINABILITY PERFORMANCE

FROM BURSA MALAYSIA ESG REPORTING PLATFORM

| Indicator   | Measurement Unit | 2020         | 2021           | 2022           | 2023           | 2024         |
|---|------------------|--------------|----------------|----------------|----------------|--------------|
| Environmental management  |                  |              |                |                |                |              |
| Total costs of environmental fines and penalties during financial year  | MYR              | 0.00         | 0.00           | 0.00           | 0.00           | 1,000.00     |
| Investment in climate adaptation measures   | MYR              | -            | -              | -              | -              | 497,412.00   |
| Percentage of the company's total data centres portfolio in Malaysia certified to a recognized building management standard for property such as LEED and GBI | Percentage       | -            | -              | -              | -              | 50.00        |
| Bursa (Energy management)   |                  |              |                |                |                |              |
| Bursa C4(a) Total energy consumption  | Megawatt         | 448,141.00 * | 428,261.60 *   | 430,414.10 *   | 429,102.00     | 420,913.00   |
| Three years of total energy usage data on properties disclosed  | Megawatt         | -            | -              | 1,306,816.70 * | 1,287,777.70 * | 1,280,429.10 |
| Bursa (Emissions management)  |                  |              |                |                |                |              |
| Bursa C11(a) Scope 1 emissions in tonnes of CO2e  | Metric tonnes    | 11,531.00    | 10,997.00      | 10,802.00      | 9,431.00       | 8,763.00     |
| Bursa C11(b) Scope 2 emissions in tonnes of CO2e  | Metric tonnes    | 372,853.00   | 324,612.00     | 305,785.00     | 286,450.00     | 257,807.00   |
| Bursa C11(c) Scope 3 emissions in tonnes of CO2e (at least for the categories of business travel and employee commuting)                                      | Metric tonnes    | 38.00        | 9.00           | 15.00          | 751.00 *       | 799.00       |
| Three years of total GHG emissions data on properties disclosed   | Metric tonnes    | -            | 1,099,954.00 * | 1,036,642.00 * | 948,852.00 *   | 880,603.00   |
| Scope 3 emissions in tonnes of CO2e - Business travel   | tCO2-e           | 36.00 *      | 7.00 *         | 11.00 *        | 3.00 *         | 12.00        |
| Scope 3 emissions in tonnes of CO2e - Employee commuting  | tCO2-e           | -            | -              | -              | 21,131.00 *    | 21,179.00    |
| Bursa (Waste management)  |                  |              |                |                |                |              |
| Bursa C10(a) Total waste generated  | Metric tonnes    | 451.10       | 468.40         | 1,015.00       | 1,442.40 *     | 1,512.60     |
| Bursa C10(a)(i) Total waste diverted from disposal  | Metric tonnes    | -            | 232.60 *       | 3,322.40 *     | 3,279.00 *     | 2,950.00     |
| Bursa C10(a)(ii) Total waste directed to disposal   | Metric tonnes    | 451.10       | 468.40         | 1,015.00       | 1,442.40 *     | 1,512.60     |
| Bursa (Water)   |                  |              |                |                |                |              |
| Bursa C9(a) Total volume of water used  | Megalitres       | 228.500000   | 221.600000     | 179.400000     | 131.500000     | 132.000000   |
| Three years of total water withdrawal data is disclosed by source - Municipal potable water   | Cubic meters     | -            | -              | 629,500.00 *   | 532,500.00 *   | 442,900.00   |

(\*)Restated

| Indicator   | Measurement Unit | 2020          | 2021          | 2022          | 2023          | 2024          |
|---|------------------|---------------|---------------|---------------|---------------|---------------|
| <b>Bursa (Community/Society)</b>  |                  |               |               |               |               |               |
| Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer | MYR              | 34,801,840.00 | 47,106,210.00 | 37,387,484.00 | 38,354,335.00 | 39,787,258.58 |
| Bursa C2(b) Total number of beneficiaries of the investment in communities  | Number           | -             | 94,857        | 50,653        | 126,345       | 95,610        |
| <b>Bursa (Labour practices and standards)</b>   |                  |               |               |               |               |               |
| Bursa C6(a) Total hours of training by employee category  |                  |               |               |               |               |               |
| Management  | Hours            | -             | 36,778 *      | 23,428 *      | 7,496         | 10,208        |
| Executive   | Hours            | 361,650 *     | 657,733 *     | 391,727 *     | 557,005       | 599,131       |
| Non-executive   | Hours            | 182,510 *     | 247,874 *     | 175,756 *     | 173,669       | 203,091       |
| Bursa C6(b) Percentage of employees that are contractors or temporary staff   | Percentage       | 4.11          | 4.21          | 4.71          | 4.50          | 4.29          |
| Bursa C6(c) Total number of employee turnover by employee category  |                  |               |               |               |               |               |
| Management  | Number           | 24 *          | 38 *          | 33 *          | 23 *          | 28            |
| Executive   | Number           | 316 *         | 720 *         | 731 *         | 430 *         | 442           |
| Non-executive   | Number           | 1,245 *       | 967 *         | 813 *         | 508 *         | 255           |
| Bursa C6(d) Number of substantiated complaints concerning human rights violations                                   | Number           | 0             | 0             | 0             | 0             | 0             |
| Maximum number of years executive remuneration is deferred  | Number           | 0             | 0             | 0             | 0             | 0             |
| Percentage of salary of executives to which bonuses are restricted  | Percentage       | 0.00          | 0.00          | 0.00          | 0.00          | 0.00          |
| Percentage of salary of other high paid staff to which bonuses are restricted                                       | Percentage       | 0.00          | 0.00          | 0.00          | 0.00          | 0.00          |
| <b>Bursa (Diversity)</b>  |                  |               |               |               |               |               |
| Bursa C3(a) Percentage of employees by gender and age group, for each employee category                             |                  |               |               |               |               |               |
| Age Group by Employee Category  |                  |               |               |               |               |               |
| Management Under 30   | Percentage       | 0.00          | 0.00          | 0.00          | 0.00          | 0.00          |
| Management Between 30-39  | Percentage       | 0.00 *        | 0.00 *        | 0.00 *        | 0.00 *        | 0.00          |
| Management Between 40-50  | Percentage       | 0.50 *        | 0.50 *        | 0.70 *        | 0.70 *        | 0.60          |

Internal assurance

External assurance

No assurance

(\*)Restated

## SUSTAINABILITY PERFORMANCE

FROM BURSA MALAYSIA ESG REPORTING PLATFORM

| Indicator  | Measurement Unit | 2020    | 2021    | 2022    | 2023    | 2024   |
|--|------------------|---------|---------|---------|---------|--------|
| Management Above 50  | Percentage       | 0.40 *  | 0.40 *  | 0.50 *  | 0.50 *  | 0.50   |
| Executive Under 30   | Percentage       | 2.50 *  | 2.90 *  | 3.70 *  | 3.90 *  | 3.70   |
| Executive Between 30-39  | Percentage       | 21.20 * | 21.00 * | 20.90 * | 19.40 * | 17.30  |
| Executive Between 40-50  | Percentage       | 16.30 * | 18.10 * | 19.50 * | 21.90 * | 24.50  |
| Executive Above 50   | Percentage       | 6.50 *  | 6.10 *  | 5.90 *  | 6.50 *  | 7.10   |
| Non-executive Under 30   | Percentage       | 2.80 *  | 2.30 *  | 2.10 *  | 1.80 *  | 1.40   |
| Non-executive Between 30-39  | Percentage       | 24.50 * | 24.80 * | 23.80 * | 22.00   | 19.60  |
| Non-executive Between 40-50  | Percentage       | 14.20 * | 14.90 * | 15.40 * | 16.30 * | 17.70  |
| Non-executive Above 50   | Percentage       | 11.00   | 9.00    | 7.50 *  | 6.90 *  | 7.50   |
| Gender Group by Employee Category                                      |                  |         |         |         |         |        |
| Management Male  | Percentage       | 0.70 *  | 0.70 *  | 0.80 *  | 0.80 *  | 0.80   |
| Management Female  | Percentage       | 0.30 *  | 0.30 *  | 0.40 *  | 0.40 *  | 0.40   |
| Executive Male   | Percentage       | 24.20 * | 24.70 * | 25.70 * | 26.50 * | 26.80  |
| Executive Female   | Percentage       | 22.30 * | 23.30 * | 24.30 * | 25.30 * | 25.70  |
| Non-executive Male   | Percentage       | 36.00   | 34.90 * | 33.40 * | 32.20 * | 31.80  |
| Non-executive Female   | Percentage       | 16.50 * | 16.10 * | 15.40 * | 14.80 * | 14.50  |
| Percentage of global staff with a disability.                          | Percentage       | 0.05 *  | 0.04 *  | 0.05 *  | 0.09 *  | 0.09   |
| Percentage of women in the global workforce.                           | Percentage       | 39.00 * | 40.00 * | 40.00 * | 40.00 * | 41.00  |
| Percentage of women on the Executive committee or equivalent.          | Percentage       | -       | 31.00 * | 38.00 * | 47.00 * | 47.00  |
| Number of global staff with a disability                               | Number           | 11 *    | 8 *     | 9 *     | 17 *    | 16     |
| Bursa (Health and safety)  |                  |         |         |         |         |        |
| Bursa C5(a) Number of work-related fatalities                          | Number           | 0       | 2       | 2       | 0       | 0      |
| Bursa C5(b) Lost time incident rate ("LTIR")                           | Rate             | 0.15    | 0.17    | 0.17    | 0.08    | 0.21   |
| Bursa C5(c) Number of employees trained on health and safety standards | Number           | 453     | 9,785   | 15,116  | 2,829   | 14,053 |
| Number of work-related employee fatalities, over last 3 years          | Number           | 0       | 1 *     | 0       | 0       | 0      |
| Number of work-related contractor fatalities, over last 3 years        | Number           | 0       | 1 *     | 2 *     | 0       | 0      |

| Indicator   | Measurement Unit | 2020    | 2021    | 2022    | 2023    | 2024  |
|---|------------------|---------|---------|---------|---------|-------|
| Percentage of sites with OSHE - ISO 45001 certification   | Percentage       | 0.80 *  | 0.80 *  | 0.80 *  | 0.80 *  | 0.12  |
| <b>Good governance</b>  |                  |         |         |         |         |       |
| Bursa C3(b)<br>Percentage of directors by gender and age group  |                  |         |         |         |         |       |
| Male  | Percentage       | 73.00   | 64.00   | 64.00   | 67.00   | 73.00 |
| Female  | Percentage       | 27.00   | 36.00   | 36.00   | 33.00   | 27.00 |
| Under 30  | Percentage       | 0.00    | 0.00    | 0.00    | 0.00    | 0.00  |
| Between 30-39   | Percentage       | 0.00    | 0.00    | 0.00    | 0.00    | 0.00  |
| Between 40-50   | Percentage       | 18.00   | 18.00   | 18.00   | 17.00   | 18.00 |
| Above 50  | Percentage       | 82.00   | 82.00   | 82.00   | 83.00   | 82.00 |
| Number of Board Directors   | Number           | 11 *    | 11 *    | 11 *    | 12 *    | 11    |
| Number of independent Directors on the board  | Number           | 6 *     | 6 *     | 6 *     | 6 *     | 6     |
| Number of women on the board  | Number           | 3 *     | 4 *     | 4 *     | 4 *     | 3     |
| Annual General Meeting: Number of days between the date of notice and date of meeting                             | Number           | 30 *    | 31 *    | 29 *    | 28 *    | 29    |
| <b>Bursa (Anti-corruption)</b>  |                  |         |         |         |         |       |
| Bursa C1(a)<br>Percentage of employees who have received training on anti-corruption by employee category         |                  |         |         |         |         |       |
| Management  | Percentage       | 27.00 * | 9.00 *  | 12.00 * | 6.00 *  | 5.00  |
| Executive   | Percentage       | 24.00   | 15.00 * | 16.00 * | 36.00 * | 13.00 |
| Non-executive   | Percentage       | 10.00   | 8.00    | 10.00   | 19.00 * | 7.00  |
| Bursa C1(b)<br>Percentage of operations assessed for corruption-related risks                                     | Percentage       | 25.00   | 100.00  | 60.00   | 65.00   | 65.00 |
| Bursa C1(c)<br>Confirmed incidents of corruption and action taken   | Number           | -       | 7       | 4       | 8       | 18    |
| Disclosure of number of staff disciplined or dismissed due to non-compliance with anti-corruption policy/policies | Number           | -       | 14 *    | 5 *     | 15 *    | 23    |

SUSTAINABILITY PERFORMANCE

FROM BURSA MALAYSIA ESG REPORTING PLATFORM

| Indicator  | Measurement Unit | 2020  | 2021  | 2022  | 2023  | 2024  |
|--|------------------|-------|-------|-------|-------|-------|
| Disclosure of cost of fines, penalties or settlements in relation to corruption                                    | MYR              | 0.00  | 0.00  | 0.00  | 0.00  | 0.00  |
| Responsible conduct  |                  |       |       |       |       |       |
| Disclosure of total amount of political contributions made   | MYR              | 0.00  | 0.00  | 0.00  | 0.00  | 0.00  |
| Number of fines/settlements over the previous 3 years where each is valued > US \$100 million                      | Number           | 0     | 0     | 0     | 0     | 0     |
| Combined total value of fines/settlements over the previous 3 years where each is valued > US \$100 million        | MYR              | 0.00  | 0.00  | 0.00  | 0.00  | 0.00  |
| Bursa (Supply chain management)  |                  |       |       |       |       |       |
| Bursa C7(a) Proportion of spending on local suppliers  | Percentage       | 74.00 | 77.00 | 77.00 | 74.00 | 76.00 |
| Bursa (Data privacy and security)  |                  |       |       |       |       |       |
| Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data | Number           | -     | -     | 2     | 0     | 0     |

Internal assurance

External assurance

No assurance

(\*)Restated







# CORPORATE GOVERNANCE OVERVIEW STATEMENT

TM's Governance Framework is crafted according to the rules, requirements and provisions laid out in the following documents:

- Companies Act 2016 (CA 2016);
- Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities);
- Malaysian Code on Corporate Governance (MCCG) issued by the Securities Commission Malaysia (SC);
- Corporate Governance (CG) Guide published by Bursa Malaysia Berhad;
- Guidelines on Conduct of Directors of Listed Corporations and their Subsidiaries issued by the SC; and
- International best practices and standards on corporate governance.

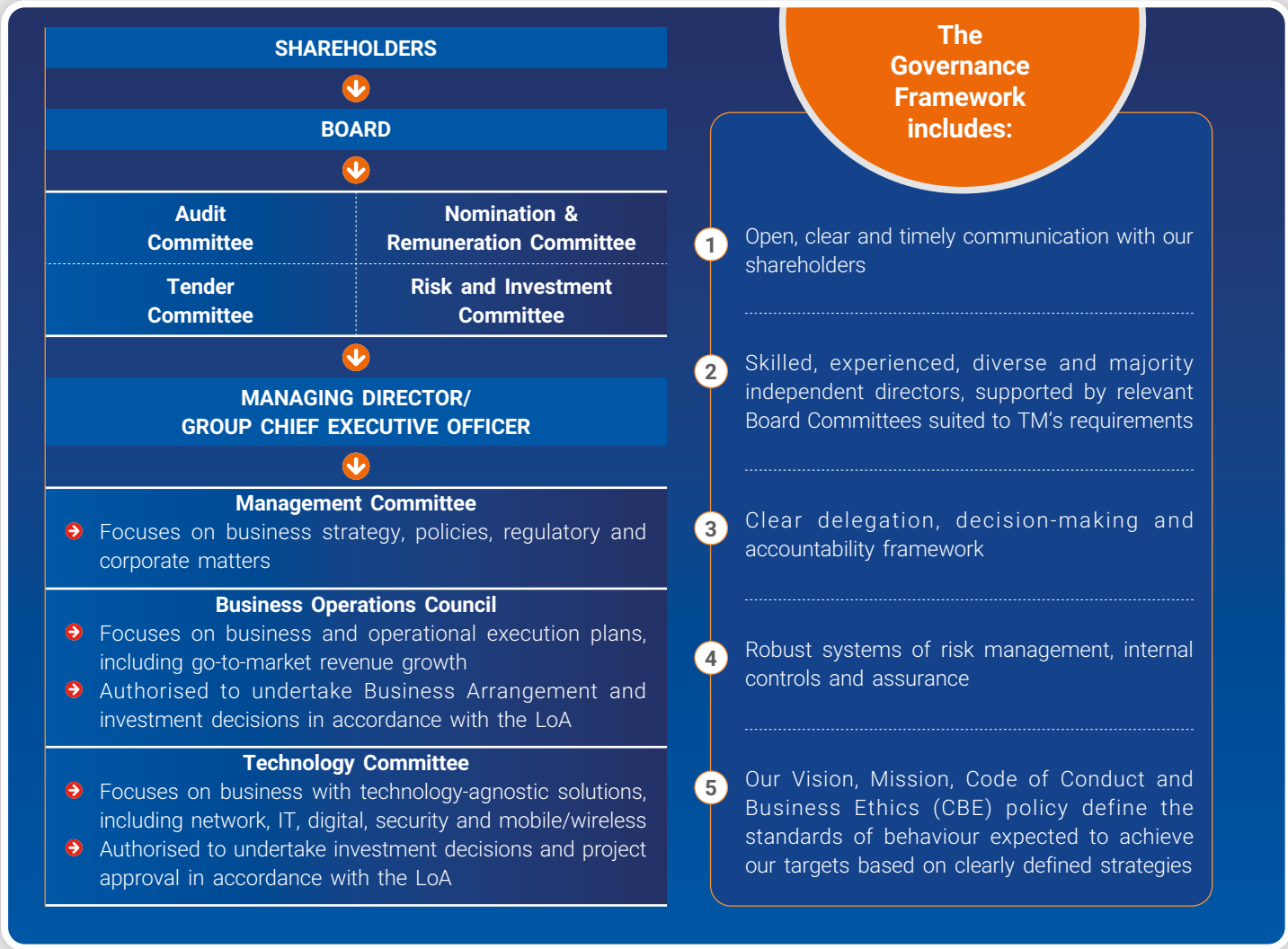
At the same time, our Board continues to align TM's role as a public listed company (PLC) and government-linked company (GLC) whilst playing a key role in driving national initiatives towards a Digital Malaysia, ensuring sustainable development through connectivity and technology, while providing support to the nation through various Corporate Responsibility initiatives.

As part of the Group's Governance Framework, specific responsibilities are delegated to the relevant Board Committees and Management Committee, providing support to our Board in key areas such as financial review, human capital management, internal control and risk management, as well as governance, procurement and sustainability matters.

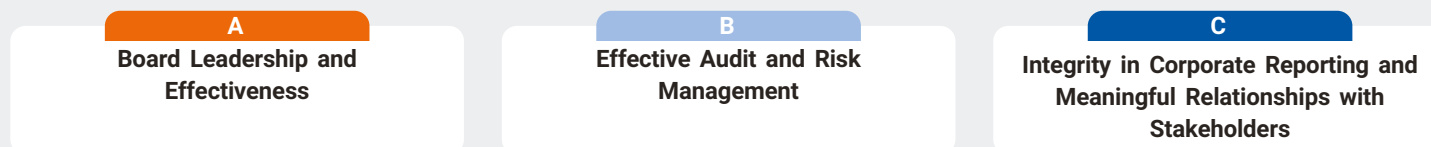
TM's Governance Framework is supported by the Board Charter, Limits of Authority (LoA) Matrix, Business Policy and Governance (BPG) and the Directors' & Management's Conflict of Interest (COI) Policy.

An annual review of the Board Charter is conducted, whilst the LoA and BPG are reviewed and updated in line with the Group's internal reorganisation and transformation initiatives, ensuring TM Group's continued effectiveness, adaptability and compliances for a structured process to identify and address evolving risks, opportunities and best practices.

## Our CG Framework



The following sections outline how TM has applied the three (3) principles under the MCCG:



As at 31 December 2024, TM adopted 46 practices:

| MCCG Practices | # of Practices | # of Practices Applied in |           | Practice/Step-up not adopted during 2024  |
|----------------|----------------|---------------------------|-----------|---|
|                |                | 2023                      | 2024      |   |
| Recommended    | 43             | 42                        | 42        | Practice 5.9 on 30% women directors. Women directors' composition reduced to 27%. |
| Step-ups       | 5              | 4                         | 4         | Step-up 8.3 on detailed remuneration of Senior Management on a named basis.       |
| <b>Total</b>   | <b>48</b>      | <b>46</b>                 | <b>46</b> |   |

This CG Overview Statement is to be read together with the CG Report 2024, which further elaborates on how the practices of the MCCG are applied and any departure thereto. The CG Report is available on the Company's website at [www.tm.com.my](http://www.tm.com.my).

## PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS

### DISCHARGING THE BOARD RESPONSIBILITIES

In discharging its roles and responsibilities, the Board is mindful of the need to protect the interests of all stakeholders, stemming from the Board's principal responsibility of promoting the Company's long-term success and delivering sustainable value to our shareholders. The Board assumes overall responsibility and accountability for the smooth functioning of core processes involving Board governance, business value and ethical oversight. It also collectively takes responsibility for the Company's leadership to meet the objectives and goals of the Company. Board activities are structured to provide the Directors with effective management oversight to support the MD/GCEO and Management team.

During the year, the Board held two (2) sessions of Board Retreats designed to provide Management the guidance and support in its moving forward plans.



TM's ESG framework is in line with the dynamic market and regulatory trends in the sustainability space and TM's business goals. During the year, the Board observed the progress of the Sustainability Roadmap for 2024-2026.

### Board Charter

The Board Charter embodying clear description of the responsibilities of the Board, its Directors and the Board Committees is one (1) of the primary references for the Board on our governance practices and Board policies and guidelines. Matters requiring approvals from Board and/or Committees are provided in the Board Charter.

The Board reviews the Board Charter from time to time to ensure it remains relevant to the Company's objectives and strategies in alignment with current rules and regulations. During the year, the Board Charter was reviewed involving the Board's and its committees' minimum attendance at meetings and the enhancement to the Board's and BRIC's responsibility in regards to climate risk.

### Demarcation of Responsibilities between the Board, Board Committees and Management

The Board Charter demarcates the roles and responsibilities of the Board, Board Committees and Management and identifies the specific roles and responsibilities of the Chairman, Senior Independent Director (SID), Non-Executive Director (NED) and Executive Director (ED). Clear and precise demarcation of functions provide ease of observation and avoids imbalance of authority or control by the Board, eliminating the prospect of one (1) individual or group dominating the decision-making process.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A

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BOARD LEADERSHIP AND EFFECTIVENESS

Having Directors with diverse experiences, skills and expertise contributed to the Board’s diversity, ensuring an effective and functioning Board, ensuring healthy, engaging and robust discussion at Board meetings. With a sound CG Framework and clarity regarding the Board’s roles and responsibilities, our Board has been able to make effective decisions.

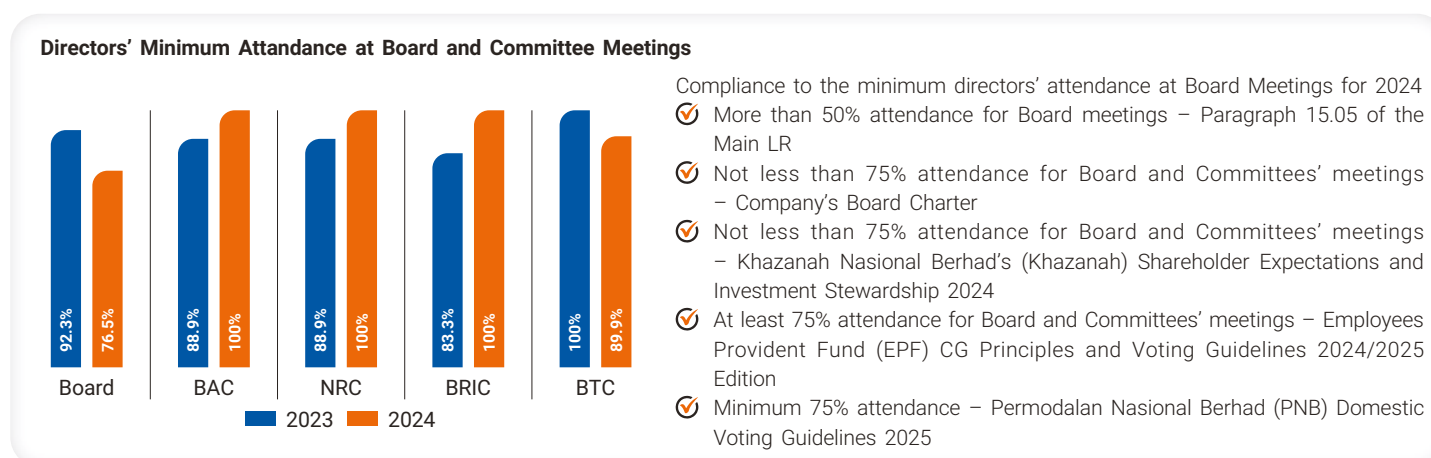
Different individuals hold the positions of Chairman and MD/GCEO at all times with each having their respective clear and distinct roles. The composition of the board and committees’ memberships were reviewed following the Board changes in 2024. Throughout the year, TM Board Chairman continues to be devolved from any other Board Committees.

|  |   |
|--|---|
| <div>Chairman</div> <div>ROLES</div> <ul style="list-style-type: none"><li>Provides leadership to the Board and ensures its effectiveness.</li><li>Leads the Board in overseeing Management.</li><li>Acts as liaison between the Board and Management and carries out other duties as requested by the Board as a whole, depending on need and circumstance.</li><li>Maintains an effective communication channel that enables both the Board and Management to communicate effectively with stakeholders of our Company.</li><li>Proactively engages with external stakeholders to promote the goals and objectives of the Company.</li></ul> | <div></div> <ul style="list-style-type: none"><li>During the year, Dato’ Zainal Abidin Putih provided strong leadership in guiding the Board and Management.</li><li>He encourages thorough discussions between directors, ensuring informed decisions.</li><li>Dato’ Zainal was extensively involved in engagements with TM stakeholders, providing presence and support to the MD/GCEO in enhancing rapport with the Government and private sectors whenever required.</li><li>Based on the Board Effectiveness Evaluation (BEE) 2024, the Board continued to rate him with a higher score, a testament to his strong leadership. For the Self and Peer Assessment (SPA), he was also rated more than 4.0 evidencing his strong leadership in ensuring the effectiveness of the Board collectively.</li><li>Dato’ Zainal was commended on his good grasp on issues, his application and wisdom in leadership enabling honest and constructive discussion amongst the Board whilst providing guidance and leadership in the Board.</li></ul> |
| <div>Senior Independent Director (SID)</div> <div>ROLES</div> <ul style="list-style-type: none"><li>Leads confidential discussions with other NEDs in any concerns which may not have been considered by the Board as a whole.</li><li>Provides an alternative channel of communication for shareholders and other stakeholders to convey their concerns and issues.</li><li>Promotes high standards of CG and ensures that the Company’s obligations to shareholders are understood and complied with.</li></ul>  | <div></div> <ul style="list-style-type: none"><li>Hisham Zainal Mokhtar continued the former SID, Tunku Afwida Tunku Dato’ A.Malek’s legacy in upholding integrity and governance. He is also a sounding board for the Chairman and acts as an intermediary for other Directors when required.</li><li>Though no specific session with NEDs was held during the year, SID was appointed to chair the Board meetings in situations of Conflict of Interest (COI) involving the Chairman and other Interested Directors.</li><li>Based on the BEE 2024 and SPA, Hisham was highly rated by the Board further solidifying his leadership as an SID.</li></ul>  |
| <div>Executive Director</div> <div>ROLES</div> <ul style="list-style-type: none"><li>Implements the broad policies approved by the Board and reports and discusses at Board meetings all material matters currently or potentially affecting the Group and its performance, including all strategic projects and regulatory developments.</li><li>Ensures the smooth running of the day-to-day operations of the Company.</li><li>Maintains an effective communication channel that enables both the Board and Management to communicate effectively with stakeholders of the Company.</li></ul>   | <div></div> <ul style="list-style-type: none"><li>Amar Huzaimi Md Deris, with his leadership, hands-on knowledge, perspective and experience of the Management’s capabilities enables focus on strategic aspects and businesses of the Group.</li><li>He has a strong hold on the local and global telecommunication industry and is able to effectively interact with stakeholders.</li><li>He has demonstrated his leadership competencies, skills and in-depth knowledge of the industry, adaptability and open mindedness towards changes.</li><li>Based on BEE 2024, he was rated more than 4.0 for his operational leadership and strategy and Board engagement. He was also highly rated by his peers for his SPA.</li></ul>   |

### Fostering Commitment of the Board

Directors' attendance at Board and Committees' Meetings have been consistent throughout the year, indicating the Directors' commitment to their tasks and responsibilities. All Directors have complied with the minimum attendance requirements at Board meetings as per Paragraph 15.05 of the Main LR. Per the Board Charter, alternate director's attendance at committee meetings is considered to ensure smooth board operations whilst maintaining effective oversight and decision-making. Furthermore, there is only one (1) alternate director representing the interest of the Special Shareholder.

TM Directors' compliance for attendance at meetings is indicated below:



In addition to the Board meetings, three (3) circular resolutions were issued and passed to approve urgent proposals.

### Directors' commitment, attendance and time spent at Board and Committees' Meetings in 2024

| No.   | Director & Representation  | Designation  | Time Spent | No. of Attendance/No. of Meeting |                |                |                 |                |
|---|--|--------------|------------|----------------------------------|----------------|----------------|-----------------|----------------|
|   |  |              |            | Board Meeting                    | Committee      |                |                 |                |
|   |  |              |            | 105.0 hr                         | NRC<br>41.0 hr | BAC<br>47.4 hr | BRIC<br>22.3 hr | BTC<br>30.9 hr |
| <b>A. Represent TM's Special and Major Shareholders</b> |  |              |            |                                  |                |                |                 |                |
| 1.  | Dato' Zainal Abidin Putih  | NINEC        | 17/17      |                                  |                |                |                 |                |
| 2.  | Amar Huzaimi Md Deris  | NIED         | 17/17      |                                  |                |                |                 |                |
| 3.  | Datuk Dr. Sharazat Haji Ahmad  | NINED        | 13/17      |                                  |                |                |                 | 2/7            |
|   | Iszad Jeffri Ismail – Alternate Director to Datuk Dr. Shahrazat  | NINE Alt Dir | 6/17*      |                                  |                |                |                 | 5/7**          |
| 4.  | Dato' Mohamed Nasri Sallehuddin  | NINED        | 17/17      | 10/10                            |                |                | 7/7             |                |
| 5.  | Muhammad Afhaz Abdul Rahman  | NINED        | 17/17      |                                  |                |                |                 | 8/9            |
| <b>B. Represent Minority Shareholders</b>               |  |              |            |                                  |                |                |                 |                |
| 6.  | Hisham Zainal Mokhtar  | SID          | 17/17      | 6/6                              | 14/14          | 6/6            |                 |                |
| 7.  | Datuk Siti Zauyah Md Desa  | INED         | 14/17      | 10/10                            |                |                |                 | 9/9            |
| 8.  | Rossana Annizah Ahmad Rashid   | INED         | 17/17      | 4/4                              | 14/14          |                |                 | 5/5            |
| 9.  | Ahmad Taufek Omar<br>(Redesignated from NINED to INED on 13 September 2024)                              | INED         | 17/17      | 8/8                              |                |                |                 | 7/7            |
| 10.   | Tan Sri Datuk Yong Poh Kon (Appointed on 30 May 2024)  | INED         | 9/9        | 6/6                              |                |                | 3/3             |                |
| 11.   | Datuk Bazlan Osman (Appointed on 30 May 2024)  | INED         | 9/9        |                                  | 7/7            |                | 3/3             |                |
| <b>C. Former Directors</b>                              |  |              |            |                                  |                |                |                 |                |
| 12.   | Tunku Afwida Tunku Dato' A.Malek<br>(Retired upon conclusion of the 39 <sup>th</sup> AGM on 30 May 2024) | INED         | 7/7        | 4/4                              | 7/7            | 4/4            |                 |                |
| 13.   | Balasingham A. Namasiwayam<br>(Retired upon conclusion of the 39 <sup>th</sup> AGM on 30 May 2024)       | INED         | 7/7        |                                  |                | 4/4            | 4/4             |                |
| 14.   | Suhendran Sockanathan<br>(Resigned on 25 July 2024)  | INED         | 11/11      |                                  | 9/10           | 3/4            |                 |                |

Note:

\* Attended two (2) Board Retreats and four (4) Board Meetings

\*\* Attended five (5) BTC meetings in place of his principal director

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A

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BOARD LEADERSHIP AND EFFECTIVENESS

Directors’ ability to plan their participation in Board and Committee meetings was assisted with an annual meeting schedule with established key Board agenda. This enables the Directors to maximise their attendances at Board and Committees’ meetings and manage their other commitments accordingly.

Key Focus Areas/Matters Reviewed and Deliberated by the Board in 2024

Strategic Business Direction, including strategic projects and future growth

- Business Strategy of Business Clusters, Enablers and Human Capital Management
- Budget and AOP for the Group for FY2025
- Equity participation in Digital Nasional Berhad
- 5G Dual Network Update and Transition
- New growth areas: data centres, subsea cables etc.
- Strategic projects and inorganic proposals

Financial and Performance Management

- Financial Results reviews, including BAC Reports
- Quarterly Business Review
- Corporate Finance Matters

Regulatory

- Public Inquiry papers

Human Capital Management

- Board and Leadership Succession Plans
- Pivotal Positions’ Scorecard and Performance Review
- Review of Performance Management Framework

ESG & Sustainability

- TM Sustainability Roadmap 2024 -2026 Progress Update
- Board Training Programme (BTP) on Cyber Security Act 2024
- BTP: Boom or Bust – The Evolving Role of Corporate Leaders in Unlocking Sustainability Value for Business Reliance and Growth
- TM’s Task Force on Climate-Related Financial Disclosures (TCFD) 2023
- Sustainability Key Performance Indicators (KPI) for Pivotal Positions

Governance

- Review of Board Charter and ToR of Board Committees
- BEE Exercise and Actionable Improvement Programme for the year
- CG Disclosures in FY2024 IAR
- COI matters
- Related Party Transactions (RPT) with related parties
- IAR

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

## Integrity

The Board adopts a top-down strategy to incorporate TM's values of good governance and accountability from the leadership level and cascades across the Group.

The CBE, Anti-Corruption Guide and Whistle Blowing Policy encompass policies governing ethics, governance, whistle blowing, COI, etc., set sound principles and standard of good practices that applies to Directors, employees and suppliers. These instil awareness and creates anti-corruption culture, integrity, transparency and accountability values throughout our operations.

 For more information about Good Governance under the Ethical Business – Responsible Conduct, please refer to pages 151 to 163.

## Board Commitment to ESG

The Board has further strengthened group-wide sustainability management by adopting an updated Sustainability Framework and Integration Plan and the 2024-2026 Sustainability Roadmap.

Realising the need to continuously enhance the Board's knowledge and understanding on sustainability, in October 2024, Board and Senior Management attended sustainability training conducted by UN Global Compact Network Malaysia & Brunei (UNGCMYB) Academy on the evolving role of senior leaders in unlocking sustainable value for business reliance and growth in the technology sector. In addition, five (5) Directors attended the Mandatory Accreditation Program (MAP) Part II on sustainability in 2024.

 For more information on TM's ESG targets and initiatives, please refer to the Driving Sustainable and Meaningful Impact on pages 90 to 168.

## BOARD COMPOSITION

Board composition during the year under review represents a mix of skills, knowledge and expertise relevant to TM's business. The Board's composition has undergone several changes during the year as stipulated below:

| No. | Director                         | Circumstances of Change  | Date of Change    |
|-----|----------------------------------|--|-------------------|
| 1.  | Tunku Afwida Tunku Dato’ A.Malek | Retired upon the conclusion of the 39 <sup>th</sup> AGM            | 30 May 2024       |
| 2.  | Balasingham A. Namasiwayam       |  |                   |
| 3.  | Tan Sri Datuk Yong Poh Kon       | Appointed as INED after the conclusion of the 39 <sup>th</sup> AGM |                   |
| 4.  | Datuk Bazlan Osman               |  |                   |
| 5.  | Suhendran Sockanathan            | Resigned as INED   | 25 July 2024      |
| 6.  | Ahmad Taufek Omar                | Redesignated from NINED to INED                                    | 13 September 2024 |

As at 31 December 2024, the Board composition on independent Directors increased to 55% compared to 50% in 2023 complying with Practice 5.2 of the MCCG. On 13 September 2024, the Board approved the redesignation of Ahmad Taufek Omar as an independent director following the end of his three (3) years cooling off period on 1 September 2024 due to his previous employment with TM that ended on 31 August 2021.



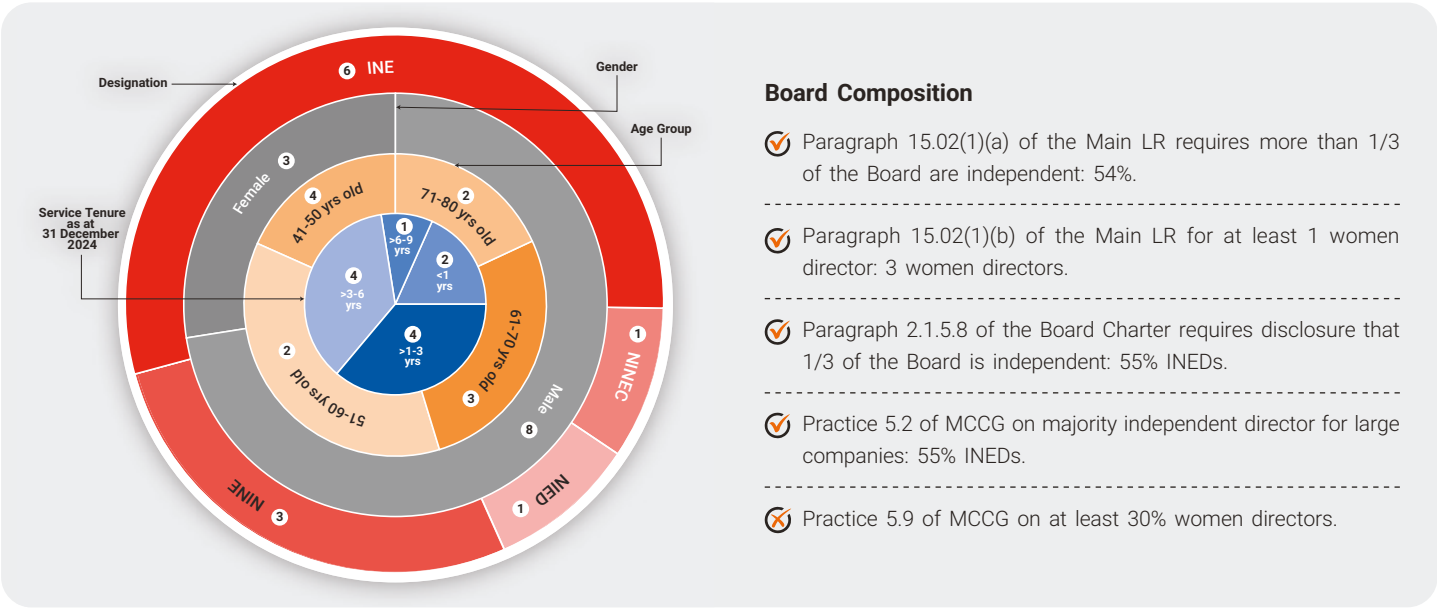
CORPORATE GOVERNANCE OVERVIEW STATEMENT

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BOARD LEADERSHIP AND EFFECTIVENESS



Details of the Directors, including their qualifications, experience and tenure (as at the date of this report) and any COI or potential COI, can be referred to in the Profile of Board of Directors’ section of this IAR.

Board Skills and Expertise

NRC undertakes the responsibility of identifying, evaluating and selecting Directors with the right mix of skills, competencies, experience and other qualities that are required for a robust, fast-paced telecommunication industry Board.

Realising the need to keep up with the evolving industry, our Directors continue to attend related training. Collectively, a total of 660 training hours spent as at the financial year end on industry-related courses, an increase of 506 hours spent in 2024.

Directors have, via the BEE 2024, evaluate on their technical proficiencies based on education and work experience as well as behavioural attributes. A director’s technical competencies rating is lower than what they perceived as important for the Company to have.

Directors shall continue to enhance their competencies in this aspect.

Board Succession Planning and Appointment

Board Independence

The Directors’ independence, including NEDs is assessed annually by the Board with NRC’s advice prior to their reappointment. Skills, experiences, contributions, backgrounds and family relationships are the determinants in assessing the Directors’ independence and objectivity needed in the Board. Criteria illustrated under Paragraph 1.01 of the Main LR are also assessed to ascertain the INED’s independence; independent of management,

Disclosure on Interest

During the year, Directors have, to the best of their abilities, disclosed their interests or any possible COI on any matter put forth before the Board and its Committees for consideration. Any interests and their extent and possible conflict that may arise from the said interest that the Director may have is recorded in a register, shared with the Group Internal Audit (GIA) for review and the Interested Directors would abstain from participating in the deliberation and decision-making of the proposal.

Matters at Management Committee, chaired by MD/GCEO also underwent similar process in regard to COI.

Compliance to MCCG

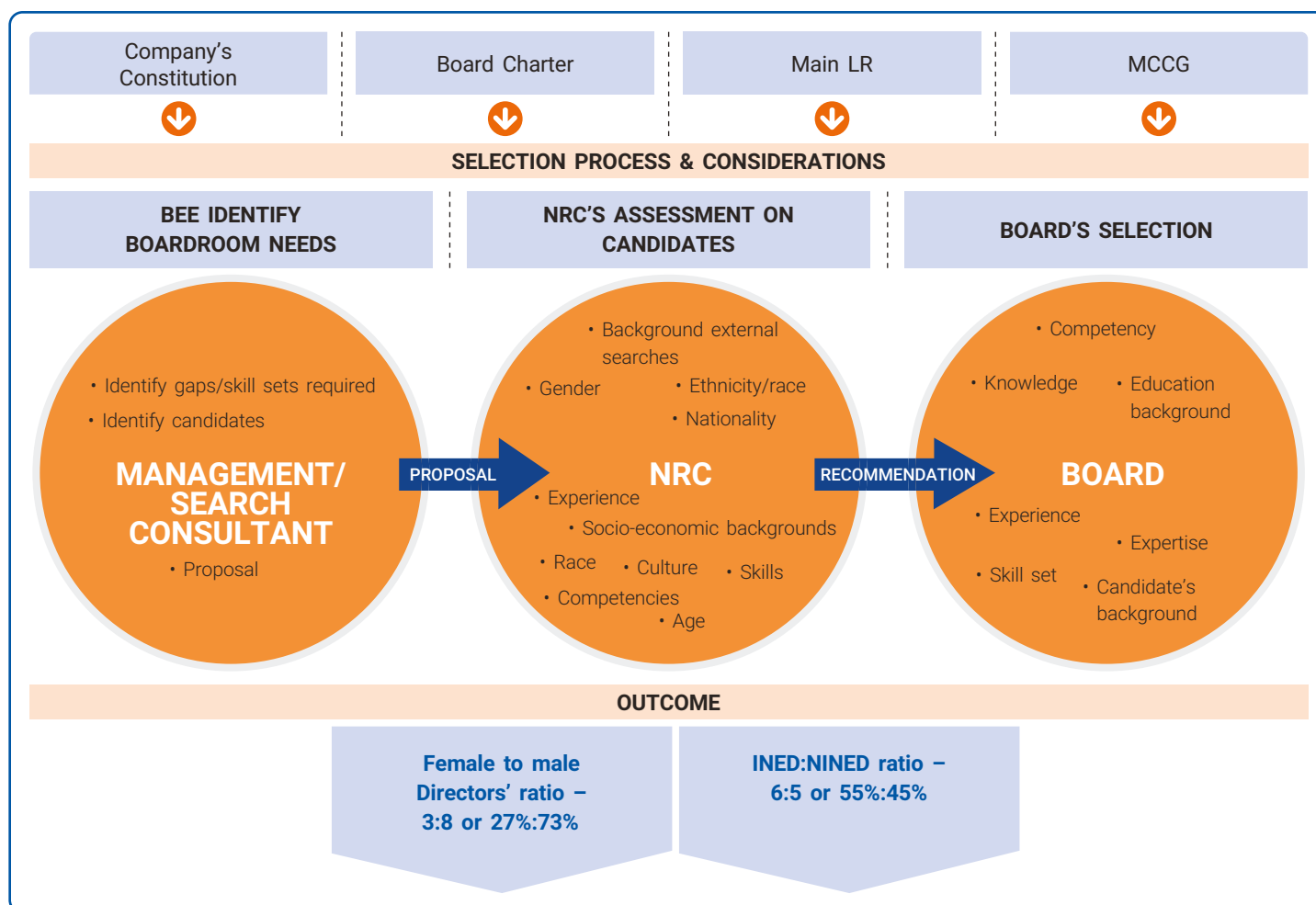
The Board has adopted Practice 5.4 of the MCCG on the limitation of nine (9) years cumulative tenure for INED without further extension. As at the date of this IAR, none of our INEDs’ tenure exceeds the cumulative term limit of nine (9) years.

free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the Company and also being independent of the major shareholders.

Via BEE 2024, all Directors including Alternate Director undertook fit and proper assessment. Whilst all six (6) INEDs conducted and affirmed their independence.

## Board Diversity

To ensure TM has a diverse Board with a range of relevant skills and experience, it is crucial that the selection process for Directors takes into consideration diversity elements which include gender, ethnicity/race, nationality, religious beliefs, cultural or socio-economic backgrounds and age, to enable various perspectives and healthy discussion in the boardroom. Boardroom diversity also includes experiences, skills and competencies to create a constructive Board.



Snapshot of the Board Appointment Process during the year

The Board Search for women director(s) is ongoing and is contemplated to be finalised before the end of 2025. A vigorous process is adopted where an independent search consultant has been appointed to identify candidates that fit the skills required.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE A

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## BOARD LEADERSHIP AND EFFECTIVENESS

### Directors' Retirement and Re-election

Two (2) newly appointed INEDs during the year will be retiring pursuant to Clause 106(2) of the Company's Constitution. They are:

1. Datuk Bazlan Osman has served the Board with distinction, providing sound advice, guide and views, as well as valuable input to the Company. He chairs the BAC and is an invaluable member of BRIC. Datuk Bazlan has finance, audit, accounting and telecommunication background that enriched the Board's perspective. Having been a former ED/GCFO, Deputy GCEO as well as Acting GCEO, serving TM collectively for 13 years, Datuk Bazlan has invaluable insights and understanding of the Company and its businesses. He has gathered a wealth of information and wider perspective from various industries after leaving TM and being on board of several listed companies of diverse industries. Based on the BEE 2024 and SPA results, NRC and the Board opined that he is an invaluable member of the Board and recommended his re-election.
2. Tan Sri Datuk Yong Poh Kon is a respected member on the Board. He is a committee member on both NRC and BRIC. Tan Sri Yong's experience with public and private sector organisations add to the vibrancy of the Board mix and diversity. His knowledge, familiarity and wealth of experience working with various government agencies and ministries as well as business chambers are invaluable in Board discussions. Based on the BEE 2024 and SPA results, NRC and the Board opined that Tan Sri Yong is an indispensable member of the Board, enhancing the Board dynamics and diversity. He is thorough, thoughtful and mindful in executing his duties and responsibilities lending the voice of reason to the Board and Management. The NRC and the Board recommended Tan Sri Yong to be re-elected as Director of the Company.

Both Datuk Bazlan and Tan Sri Yong have expressed willingness to be re-elected.

Pursuant to Clause 112 of TM Constitution, all directors shall retire from office once at least every three (3) years. Based on the requirement of Clause 113, the remaining one third (1/3) or nearest to one third (1/3) of the Directors shall retire by rotation. The following Directors are to retire pursuant to Clause 112 and have expressed willingness to be re-elected:

1. Dato' Mohamed Nasri Sallehuddin, NINED, represents the interests of our Major Shareholder, Khazanah. He also chairs BRIC and is a member of NRC. He is an active participant in discussions and is thorough in putting forth his thoughts and

views. He has demonstrated independence of judgement and provided valuable inputs for the Board's deliberation. Based on the BEE 2024 and SPA results, he was rated highly by his peers. The Board viewed Dato' Mohamed Nasri as a valuable member of the Board and has shown dedication and commitment to his duties and responsibilities. The NRC and the Board recommended Dato' Mohamed Nasri to be re-elected as Director of the Company.

2. Muhammad Afhzal Abdul Rahman, a NINED, represents the interest of our Major Shareholder, EPF. He is an active member of BTC and is a director of TM Digital Innovation Sdn Bhd or commercially known as Credence. As Chief Digital Technology Officer of EPF, he provides the Board with the technical competencies in digital transformation, innovation and technology. He has demonstrated good understanding of the telecommunication industry, knowledgeable in technological issues and shown keen interests in TM's business which enabled his active participation in Board discussions. He is inquisitive in seeking clarification, objective and confident in raising any issues or views and able to provide independence of judgment. The NRC and the Board recommended Afhzal to be re-elected as Director of the Company. Based on the BEE 2024 and SPA results, NRC and the Board opined that he had performed well and with dedication in discharging his duties and responsibilities. The NRC and the Board recommended his re-election as Director of the Company.

NRC has considered the declaration on the fit and proper assessment made by each of the above Directors seeking re-election at the coming AGM and surmised that they have the required characteristics to be on TM Board based on the Company's fit and proper policy.

Rossana Annizah Ahmad Rashid will retire by rotation according to Clause 112 of the Company's Constitution. She has expressed her intention not to seek re-election at the 40<sup>th</sup> AGM and hence, will retain office until the conclusion of the 40<sup>th</sup> AGM.

### BOARD EFFECTIVENESS AND TRAINING

#### Board Effectiveness Evaluation (BEE)

The Board's performance evaluation in 2024 was conducted internally, by the Group Company Secretarial Division (Cosec) based on the enhanced template introduced by the independent consultant during the 2023 performance evaluation. This is intended to provide a better comparison basis to assess the Board's performance effectiveness for future cycle.

All 12 directors including the Alternate Director participated in the BEE 2024. The findings are then presented to the NRC and Board for discussion. The assessment conducted covered the following areas:

#### Key Areas

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

#### Results

- To improve Board Processes and Infrastructure and Board Composition and Diversity. The review of the board composition and diversity is ongoing and will be completed in 2025.
- To continuously improve the prevailing corporate culture and governance practises to ensure no loopholes in processes and guidelines as well as breach of internal controls. Clearer demarcation between Board oversight and Management execution, with learnings to be shared throughout the organisation may be able to prevent recurrence of issues.
- Both the Board and Management would benefit from open dialogues to collaboratively explore strategic propositions.
- To improve the integration of climate considerations into TM's operations with sustainability to guide Board and Management's decisions.

The BEE 2024 also assesses the effectiveness of the Board Committees, particularly its composition and its members' skills, and functionalities and oversight responsibilities. The Committees were rated between 96% to 62%. The findings will be shared with the respective Committees accordingly to deliberate on the areas of improvement. The Board recognised the need for better succession planning of the members of the Committees as well as support from Management to drive the effectiveness of the Committees.

SPA is conducted to assess each Director's professional competency, attributes and personality. Directors' Peer Evaluation overall results were rated 3.5 and above. A face-to-face session will be conducted between Chairman and each Director on the SPA results and improvement actions moving forward.

NRC and Board deliberated on BEE 2024 findings and agreed on the following areas of strength and development:

#### Areas of Strength

- ➔ Leadership of Board Chairman
- ➔ Board Camaraderie, Commitment & Proactivity
- ➔ Effective Board Structure

#### Areas of Development

- ➔ Strategy
- ➔ Succession Planning
- ➔ Information flow – Quality and Timeliness of Board Papers

#### Board Management Effectiveness Programme (BMEP)

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

The BMEP 2024 Survey Results was tabled to NRC and the Board. Thereafter, the results were shared with relevant C-levels for comprehension of their areas of strength and areas of improvement.

#### Board Training Programme (BTP)

All Directors are given equal opportunity to equip themselves with variety of information, updates, changes and challenges, to keep abreast with current developments in the techco industry. Directors are also encouraged to attend various training programmes to equip themselves with the knowledge to effectively discharge their duties. They may attend both trainings that are offered in the market and those conducted internally for Board and Committees. During the year, three (3) knowledge-sharing sessions were conducted on the new Cyber Security Act 2024, Sustainability Capability Training and Telco Trends and Value Creation.

Details of other trainings attended by the Directors are further elaborated in the CG Report.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A

PRINCIPLE B

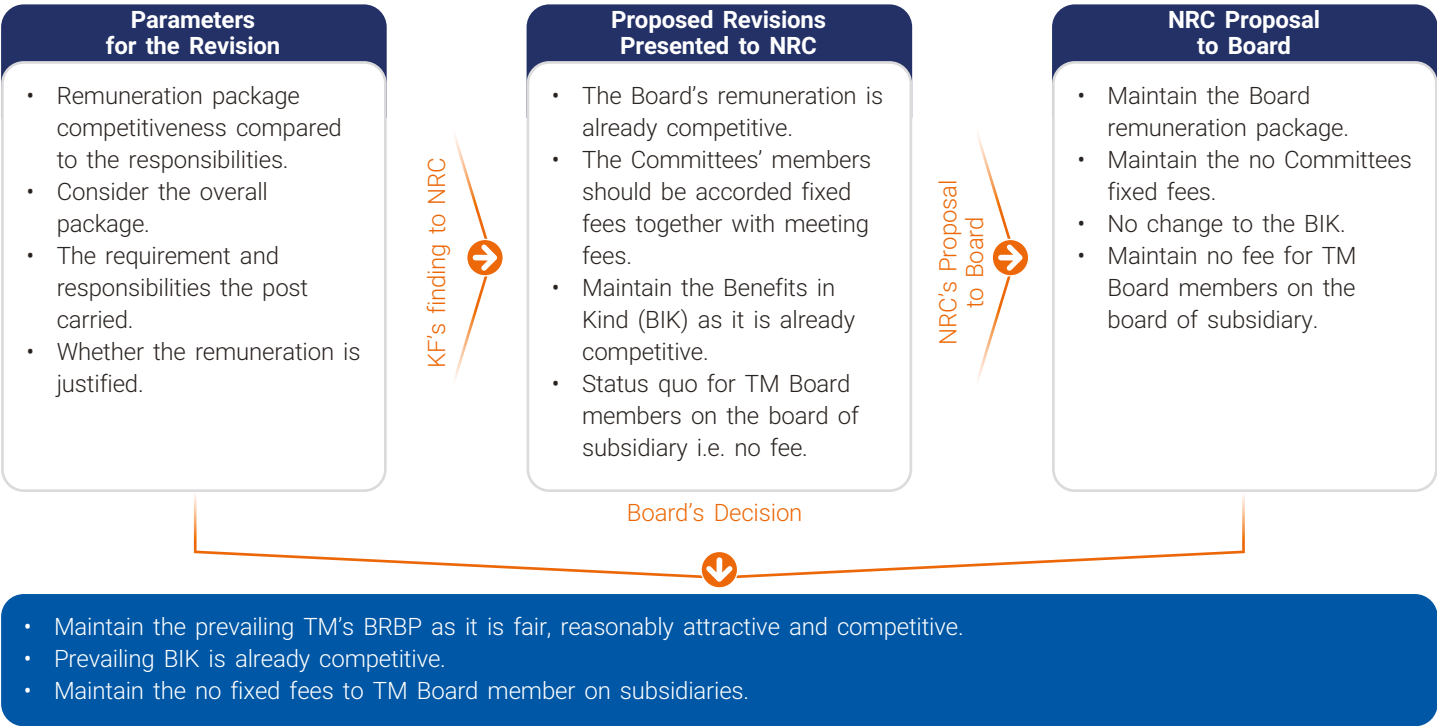
PRINCIPLE C

BOARD LEADERSHIP AND EFFECTIVENESS

DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

TM Board Remuneration

The Board's Remuneration and Benefits Policy (BRBP) has been aligned with industry practices to be competitive and equitable to retain talent whilst balancing the interest of our shareholders. 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. 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 to provide the NRC with an objective and independent perspective.



Based on the aforesaid decision, no revision to the prevailing Directors' remuneration in the BRBP is proposed for the time being. The fee quantum approved by shareholders in 2018 is still competitive, appropriate and in line with the prevalent market rate.

Also the NEC and NEDs are not entitled to participate in any employee share scheme or variable performance-linked incentive schemes.

### TM Subsidiary Board Remuneration Framework (SRF)

TM Directors on TM's subsidiary are compensated according to TM Subsidiary Tiering Framework (STF). TM subsidiaries are categorised into three (3) tiers according to the subsidiary's business importance, shareholding structure and profit contribution. The prevailing SRF, revised on 1 November 2023, subsists with no fees accorded to TM's NEC and NEDs on the board of subsidiaries, just meeting allowance.

The following is the fee structure for TM Subsidiaries:

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

### Fee Structure

The benefits payable applicable to NEC and NEDs based on the BRBP are meeting fees, emoluments and claimable benefits.

The following are the current TM Directors' fee structure until the next AGM of the Company:

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

Meeting attendance allowances are payable to NEDs only. It is payable to each Board and Committee member based on the meeting attended. Also meeting allowances are payable to the Alternate Director who attends meetings in the absence of his/her principal Director.

In accordance to Section 230(1) of the CA 2016, the Company will seek approval for the Directors' fees and any benefits payments to NEDs at the coming 40<sup>th</sup> AGM.

You may refer to Ordinary Resolutions 5 and 6 in the Notice of this 40<sup>th</sup> AGM.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE A

### PRINCIPLE B

### PRINCIPLE C

## BOARD LEADERSHIP AND EFFECTIVENESS

The total remuneration received by each TM Director from TM Group of Companies, for the financial year ended 31 December 2024, are as follows:

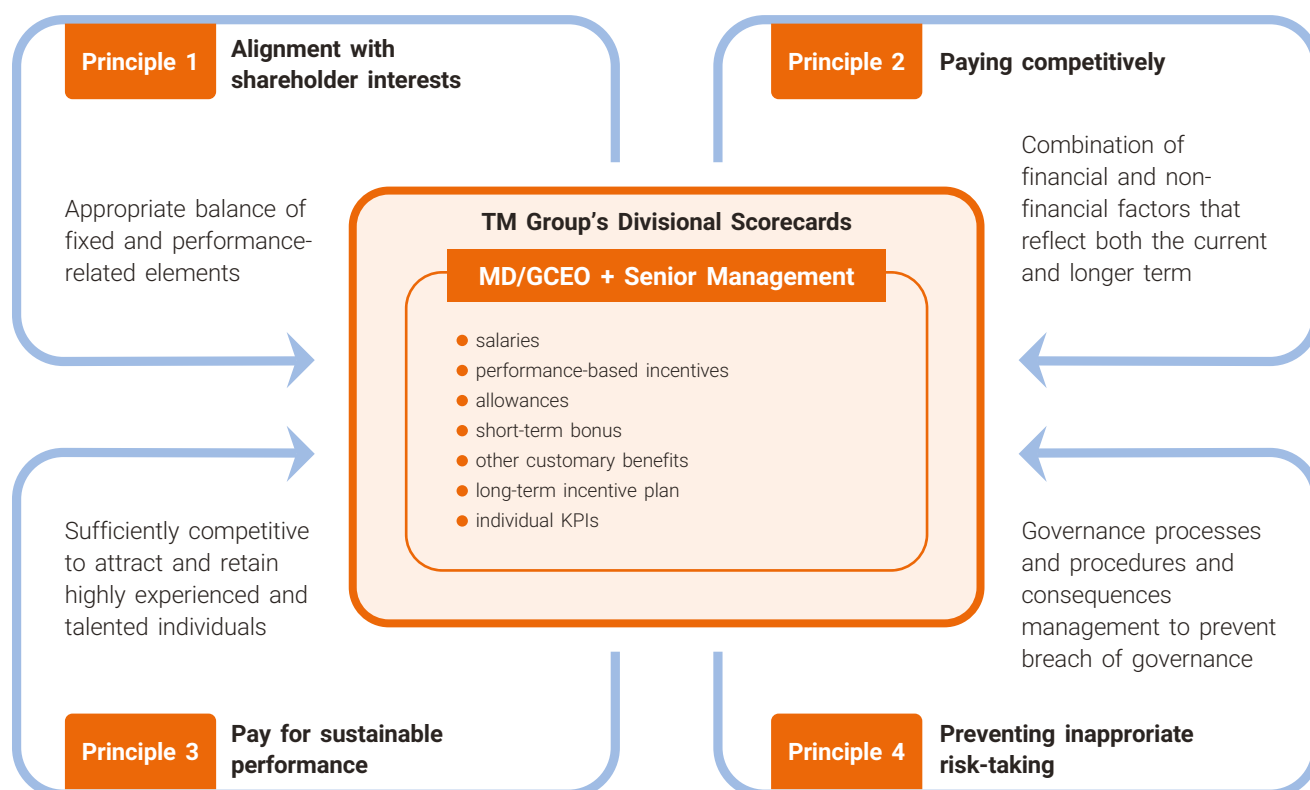
| Directors  | Salary (RM)               | Variable Pay (RM)       | TM Fee (RM)             | Allowance (RM)         |                | Benefit In Kind (RM) | Total Amount (RM) |
|--|---------------------------|-------------------------|-------------------------|------------------------|----------------|----------------------|-------------------|
|  |                           |                         |                         | TM                     | Subsidiary     |                      |                   |
| Non-Independent and Executive Director (NIED)  |                           |                         |                         |                        |                |                      |                   |
| Amar Huzaimi Md Deris (MD/GCEO)  | 2,443,911.00 <sup>a</sup> | 938,532.16 <sup>b</sup> | –                       | 60,000.00 <sup>c</sup> | –              | 242,088.47           | 3,684,531.63      |
| Total Amount   | 2,443,911.00              | 938,532.16              | –                       | 60,000.00              | –              | 242,088.47           | 3,684,531.63      |
| Non-Independent and Non-Executive Directors (NINED)  |                           |                         |                         |                        |                |                      |                   |
| Dato' Zainal Abidin Putih  | –                         | –                       | 360,000.00              | 95,000.00              | – <sup>-</sup> | 121,975.69           | 576,975.69        |
| Datuk Dr. Shahrazat Haji Ahmad   | –                         | –                       | 250,000.00              | 47,000.00              | –              | 62,055.55            | 359,055.55        |
| Dato' Mohamed Nasri Sallehuddin  | –                         | –                       | – <sup>d</sup>          | – <sup>d</sup>         | – <sup>d</sup> | 53,448.40            | 53,448.40         |
| Muhammad Afhzal Abdul Rahman   | –                         | –                       | 240,000.00 <sup>e</sup> | 77,000.00              | 12,000.00      | 52,826.00            | 381,826.00        |
| Independent and Non-Executive Directors (INED)   |                           |                         |                         |                        |                |                      |                   |
| Hisham Zainal Mokhtar  | –                         | –                       | 255,750.00              | 132,250.00             | –              | 77,778.25            | 465,778.25        |
| Datuk Siti Zauyah Md Desa  | –                         | –                       | 240,000.00              | 90,500.00              | 24,000.00      | 56,647.20            | 411,147.20        |
| Rossana Annizah Ahmad Rashid   | –                         | –                       | 240,000.00              | 115,000.00             | 18,000.00      | 77,431.85            | 450,431.85        |
| Ahmad Taufek Omar  | –                         | –                       | 240,000.00              | 88,000.00              | –              | 83,655.48            | 411,655.48        |
| Tan Sri Datuk Yong Poh Kon<br>(Appointed on 30 May 2024)   | –                         | –                       | 140,000.00              | 40,000.00              | –              | 60,943.50            | 240,943.50        |
| Datuk Bazlan Osman<br>(Appointed on 30 May 2024)   | –                         | –                       | 140,000.00              | 63,250.00              | –              | 71,911.93            | 275,161.93        |
| Alternate Director (Non-Independent and Non-Executive Director)  |                           |                         |                         |                        |                |                      |                   |
| Iszad Jeffri Ismail<br>(Alternate to Datuk Dr. Shahrazat Haji Ahmad)   | –                         | –                       | –                       | 19,000.00              | –              | 15,988.40            | 34,988.40         |
| Former INEDs   |                           |                         |                         |                        |                |                      |                   |
| Tunku Afwida Tunku Dato' A.Malek<br>(Retired upon the conclusion of the 39 <sup>th</sup> AGM on 30 May 2024) | –                         | –                       | 111,250.00              | 68,000.00              | 8,000.00       | 69,576.75            | 256,826.75        |
| Balasingham A. Namasiwayam<br>(Retired upon the conclusion of the 39 <sup>th</sup> AGM on 30 May 2024)       | –                         | –                       | 100,000.00              | 54,250.00              | 4,000.00       | 67,866.75            | 226,116.75        |
| Suhendran Sockanathan<br>(Resigned on 25 July 2024)  | –                         | –                       | 135,483.87              | 70,500.00              | –              | 196,908.15           | 402,892.02        |
| Total Amount   | –                         | –                       | 2,452,483.87            | 959,750.00             | 66,000.00      | 1,069,013.90         | 4,547,247.77      |

Notes:

- a Inclusive of Company's contribution to the provident fund.
- b Bonus payment for 2023 paid in 2024 throughout his tenure as EVP TM Global and MD/GCEO.
- c Car allowances in lieu of the provision of a company car.
- d In line with Khazanah's policy, no fee or allowance was paid in FY2024.
- e 50% of director's fees paid directly to EPF.

### MD/GCEO and Senior Management of Group

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



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

#### Fixed Elements

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

#### Performance-Related Elements

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

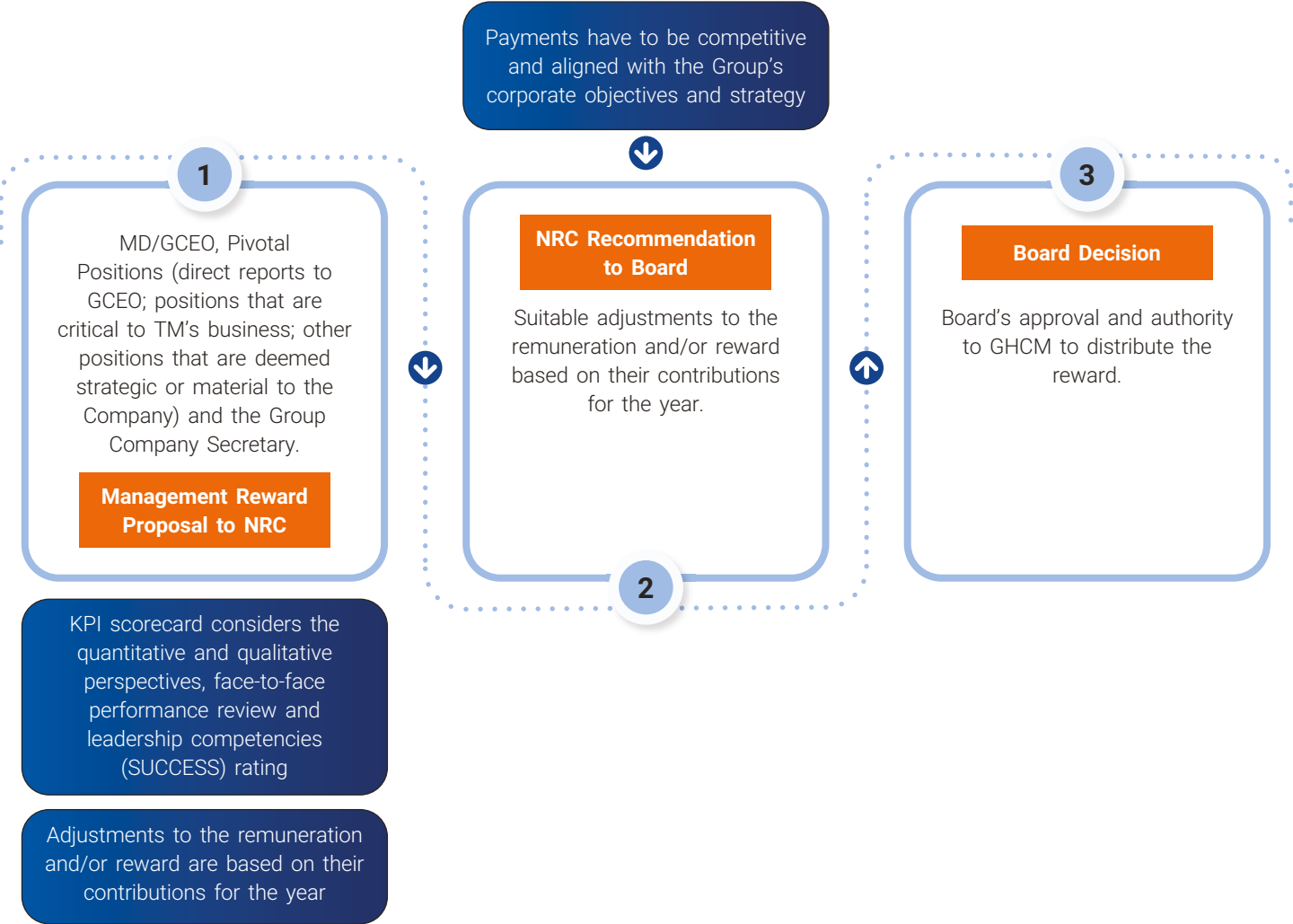
PRINCIPLE A

PRINCIPLE B

PRINCIPLE C

BOARD LEADERSHIP AND EFFECTIVENESS

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



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

For the financial year 2024, the remuneration packages of the top five (5) senior management (excluding the MD/GCEO) as approved by the NRC and the Board (including fixed and performance-related elements) in the year 2024 are disclosed hereunder, pursuant to Practice 8.2 of the MCCG:

| Range of Remuneration (RM/per annum) | TM's Top Five (5) Senior Management   |
|--------------------------------------|---|
| 2,250,000 – 2,300,000                | Razidan Ghazalli, Group Chief Financial Officer<br>(Up to end of his employment contract on 31 October 2024)      |
| 2,000,000 – 2,050,000                | Anand Vijayan, Chief Business & Consumer Officer  |
| 1,600,000 – 1,650,000                | Shazurawati Abdul Karim, Executive Vice President (EVP) TM One  |
| 1,050,000 – 1,100,000                | Khairul Liza Ibrahim, EVP TM Global (Covered the role from January to October 2024 and promoted in November 2024) |
| 550,000 – 600,000                    | Nor Fadhilah Mohd Ali, Chief Corporate Officer<br>(Appointed on 17 June 2024)                                     |



## NOMINATION AND REMUNERATION COMMITTEE



Chairman:

**Hisham Zainal Mokhtar**

Senior Independent Director

**Appointed as NRC Chairman and Member: 30 May 2024**

Meeting Attendance

6/6

Members:

**Dato' Mohamed Nasri Sallehuddin**

Non-Independent Non-Executive Director

Meeting Attendance

10/10

**Datuk Siti Zauyah Md Desa**

Independent Non-Executive Director

Meeting Attendance

10/10

**Ahmad Taufek Omar**

Independent Non-Executive Director

Redesignated from NINED to INED on 13 September 2024

Meeting Attendance

8/8

**Tan Sri Datuk Yong Poh Kon**

Independent Non-Executive Director

Appointed as Member on 30 May 2024

Meeting Attendance

6/6

Former Members who served during the year under review:

**Tunku Afwida Tunku Dato' A.Malek**

Senior Independent Director

Meeting Attendance

4/4

Retired as Director at the 39<sup>th</sup> AGM thus ceased as NRC Chairperson and Member on 30 May 2024

**Rossana Annizah Ahmad Rashid**

Independent Non-Executive Director

Meeting Attendance

4/4

Resigned as Member on 30 May 2024

### KEY OBJECTIVE

The NRC continues to carry a dual role ever since its inception. The nomination and remuneration functions were combined for the purpose of expediency and practicality, whereby the same members were entrusted with both functions. In addition, the NRC oversees CG matters.

### MEMBERSHIP

The membership of NRC was strengthened in 2024 with the appointment of new Chairman and new members. NRC continues to be chaired by the SID. NRC increased its membership from four (4) in 2023 to five (5) members in 2024, whilst maintaining majority independent directors.

Hisham, continued Tunku Afwida's legacy as an effective Chairman for the NRC. He is thorough, firm and efficient, a discipline maintained from his BAC chairmanship. Whilst, Tan Sri Datuk Yong has added diversity and injected new perspectives with his meticulousness and experience to the committee.

### RESPONSIBILITIES

NRC's nomination function plays a primary role in assisting the Board in reviewing and determining its appropriate size and balance to provide the required mix of responsibilities, skills and experiences. NRC ensures the Board composition meets the needs of the Company and develops, maintains and reviews the criteria to be used in the recruitment process and annual assessment of directors.

NRC's primary remuneration function is to support the Board in maintaining, assessing and developing a policy framework on all elements of the remuneration for EDs and Pivotal Positions, including terms of employment, reward structure and benefits, with the aim to attract, retain and motivate, as well as maintaining and administering remuneration entitlements of the NEDs.

NRC also supports the Board in ensuring the efficiency and transparency of board governance matters, primarily through BEE, the Board Performance Improvement Programme and Board Operations, including other matters as directed by the Board.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A

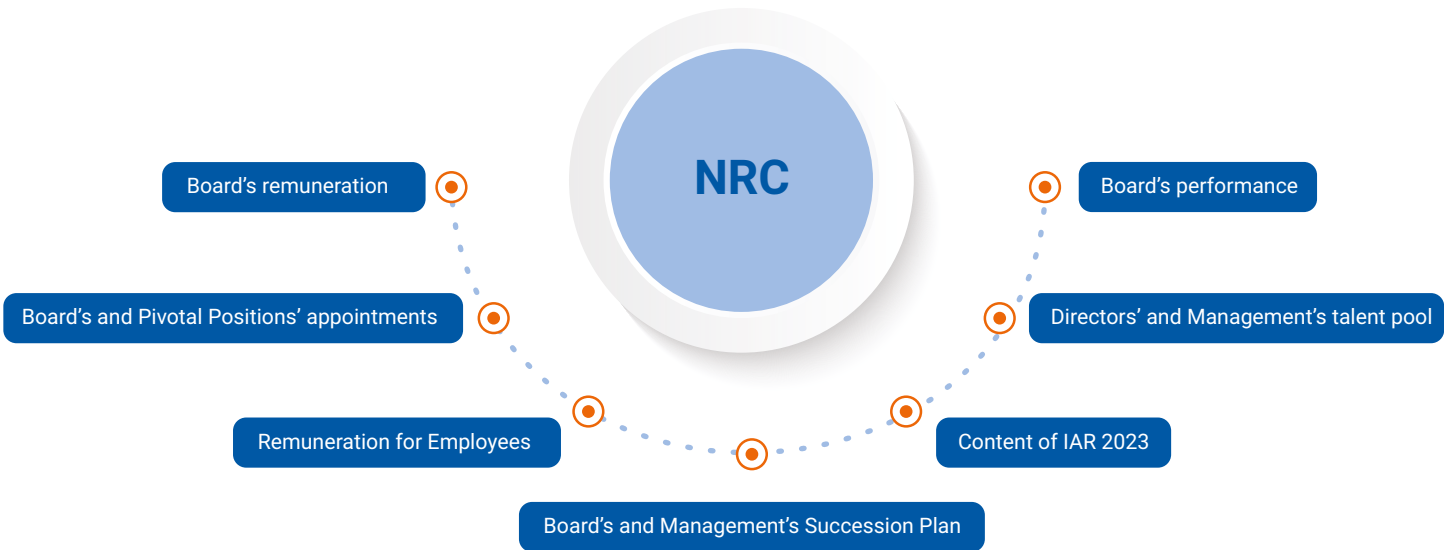
PRINCIPLE B

PRINCIPLE C

BOARD LEADERSHIP AND EFFECTIVENESS

MAIN ACTIVITIES OF NRC IN 2024

In 2024 NRC considered and, where applicable, made the following key recommendations to the Board on the following matters:



| Activities  |
|---|
| <div>Nomination Function</div> <div><div>1. On the Board:</div><div><div>Reviewed the Board's composition, its committees' membership and succession plan.</div><div>Assessed and recommended the appointments of INEDs and re-designation of a NINED.</div><div>Considered the re-appointments and re-elections of TM Directors for the 39<sup>th</sup> AGM with reference to the Directors' fit and proper policy.</div><div>Reviewed the Directors pool for succession planning.</div></div><div>2. On the Board of Subsidiaries:</div><div><div>Considered appointment of directors on TM's Tier 1 subsidiaries and new joint venture company (JVCo).</div></div><div>3. On Pivotal Positions:</div><div><div>Deliberated on the succession planning of Pivotal Positions.</div><div>Considered appointment of two (2) Pivotal Positions and their remunerations.</div><div>Reviewed the contract expiry, renewal and remuneration packages of Pivotal Positions.</div><div>Reviewed the talent pool and succession plan and assessed potential candidates for Pivotal Positions.</div></div></div> |
| <div>Remuneration Function</div> <div><div>1. On the Board:</div><div><div>Reviewed the TM BRBP findings by an external consultant and recommended no change to the prevailing Directors' Fees and Benefits payable.</div></div><div>2. On Pivotal Positions:</div><div><div>Reviewed salary increment practice for Pivotal Positions on contract.</div><div>Discussed the MD/GCEO's compensation.</div><div>Reviewed the performance evaluation of MD/GCEO, Pivotal Positions and the Group Company Secretary against pre-set KPIs.</div><div>Assessed the FY2024 Scorecard for Pivotal Positions.</div><div>Reviewed and enhanced the guiding principles for the FY2024 Scorecard for Pivotal Positions.</div></div></div>  |

## Activities

### Remuneration Function (continued)

3. On the Company and Group:
  - Assessed the FY2024 TM Group Scorecard and KPIs and recommended to TM Board for approval.
  - Reviewed the framework of the Voluntary Separation Scheme.
4. On the Employees:
  - Reviewed the FY2023 Bonus Pool and 2024 Salary Increment and adjustments for TM employees and recommended for the Board's approval.
  - Deliberated the blueprint for manpower cost optimisation.
  - Reviewed the continuation of Long-Term Incentive Plan (LTIP) in TM Group.

### BEE

1. Reviewed the results of the BEE exercise for FY2023 and thereafter deliberated the results with the Board to agree on the improvement actions required.
2. Reviewed the BEE for FY2024.

### Governance

1. Deliberated on Board-related matters for the inclusion in the 2023 IAR ensuring compliance to relevant guidelines and best practices.
2. Reviewed the CG Overview Statement and CG Report for the 2023 IAR.
3. Updated the status of Directors' continuing education programme in compliance with the BTP.
4. Monitored the BTP as an agenda at the Board and Committees' meetings.
5. Discussed on the observation and monitoring of the Directors' adherence to governance requirements pursuant to the Main LR and internal guidelines.
6. Considered the rules of engagement between TM Directors and Management.
7. Reviewed the Board succession plan and process guidelines.

### NRC Effectiveness Review and Performance

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

Based on the BEE 2024 results, the Board agreed that all Committees and respective Chair are effective in discharging their roles and responsibilities. NRC also acknowledged the need for an effective succession plan for the Board. NRC shall continuously review its composition as part of its duty. In addition, NRC will continue to assess and strengthen the Board's skill set and succession planning.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A

PRINCIPLE B

PRINCIPLE C

BOARD LEADERSHIP AND EFFECTIVENESS

BOARD TENDER COMMITTEE



Chairperson:  
**Rossana Annizah Ahmad Rashid**  
Independent Non-Executive Director

Appointed as Chairperson and Member: 30 May 2024

Meeting Attendance 5/5

Members:

**Datuk Siti Zauyah Md Desa**  
Independent Non-Executive Director

Meeting Attendance 9/9

**Muhammad Afhzal Abdul Rahman**  
Non-Independent Non-Executive Director

Meeting Attendance 8/9

**Datuk Dr Shahrazat Haji Ahmad**  
Non-Independent Non-Executive Director  
Appointed as Member on 1 March 2024

Meeting Attendance 2/7

**Iszad Jeffri Ismail**  
Non-Independent Non-Executive Alternate Director  
Appointed as Alternate Member to Datuk Dr Shahrazat Haji Ahmad on 1 March 2024

Meeting Attendance 5/7

**Ahmad Taufek Omar**  
Independent Non-Executive Director  
Appointed as Member on 1 March 2024 and was redesignated from NINED to INED on 13 September 2024

Meeting Attendance 7/7

Former Member who served during the year under review:

**Balasingham A.Namasiwayam**  
Independent Non-Executive Director

Meeting Attendance 4/4

Retired as Director at the 39<sup>th</sup> AGM thus ceased as BTC Chairman and Member on 30 May 2024

KEY OBJECTIVE

BTC is tasked to consider all procurement proposals in TM Group based on the approved LoA in line with the Board's delegation of its powers. BTC facilitates the Board in:

- Ensuring transparent, efficient and faster decision-making process;
- Monitoring procurement matters;
- Ensuring all procurement policies and procedures are fully adhered to; and
- Ensuring that the best interests of the Company and Group are met and protected at all times.

MEMBERSHIP

The membership of BTC has been strengthened in 2024 with the appointment of new Chairperson and new members as well as increasing the number of membership from four (4) to five (5) with an Alternate Member. All BTC members are NEDs, majority of whom are INEDs. All BTC members have relevant experience in procurement matters.

RESPONSIBILITIES

BTC's responsibilities are:

- Ensure the procurement process complies with applicable procurement ethics, policies and procedures;
- Verify the validity of the technical and financial capabilities of the tenderers;
- Consider and approve or recommend offers based on multitudes of relevant factors; and
- Monitor the achievement of Bumiputera Vendor Development Programme (BVDP).

BTC's powers, duties and responsibilities are provided in the Board Charter, on our website at [www.tm.com.my](http://www.tm.com.my).

OVERVIEW

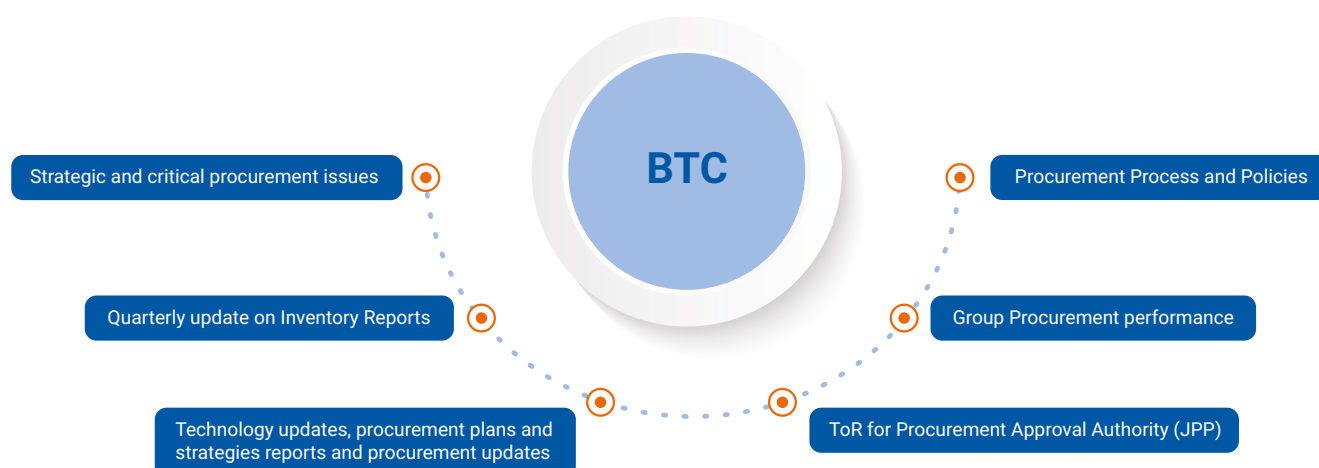
BTC is supported by two (2) Management procurement committees chaired by the MD/GCEO and GCFO respectively, based on the LoA accorded to the respective sub-procurement committees.

Throughout the BTC meetings, the MD/GCEO and CPO are invited to attend and relevant business owners are invited to present Management's justifications for their respective procurement proposals to BTC.

The number of BTC meetings, Members' attendance as well as total time spent for BTC meetings throughout 2024 is tabulated on page 173.

## MAIN ACTIVITIES OF BTC IN 2024

Among the key activities of the BTC during FY2024 are as follows:



### Activities

#### Procurement Proposals

1. Deliberate on procurement proposals within the ambit and LoA of the BTC and Board.
2. Identify strategic and critical procurement issues to be addressed.
3. Deliberate and approve the procurement strategy for strategic proposals.

#### Procurement Process and Policies

1. Ensure procurement process complied with applicable procurement ethics, policies and procedures.
2. Review and monitor the achievement of Bumiputera Vendor Development Programme (BVDP).

#### Internal Control

1. Deliberate and monitor the inventory reports quarterly.
2. Deliberate on the Terms of Reference (ToR) for Management Procurement Approval Committee.
3. Deliberate and monitor the progress of issuance letter of award (LOA) followed by and contract establishment.

#### Governance


1. Deliberate on BEE/Board Performance Assessment (BPA) FY2023 results on BTC and improvement actions.

#### Procurement Performance

1. Deliberate on the annual procurement plan and strategies.
2. Monitor Group Procurement (GP) performances for FY2024.
3. Review the CPO KPI targets and performances.
4. Review and monitor the reports on the sole/single sourcing approvals by procurement approval committees.
5. Deliberate on the GP Organisation structure.

#### Knowledge Know-How

1. Technology Update on Supply Chain Cyber Security.

 For more information about Sustainable Supply Chain, please refer to the Ethical Business – Sustainable Supply Chain on pages 143 to 150.

### BTC Effectiveness Review and Performance

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

Based on the BEE 2024 results, the Board agreed that all committees and respective chair are effective in discharging their roles and responsibilities. BTC also agreed that more engagement with Senior Management to be conducted to facilitate BTC's understanding on TM's procurement process and procedure as well as the intricacies of complex proposals.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A

PRINCIPLE B

PRINCIPLE C

BOARD LEADERSHIP AND EFFECTIVENESS

BOARD AUDIT COMMITTEE



Chairman:  
**Datuk Bazlan Osman**  
Independent Non-Executive Director

Appointed as Chairman and Member: 30 May 2024

Meeting Attendance 7/7

Members:  
**Hisham Zainal Mokhtar**  
Senior Independent Director  
Redesignated from BAC Chairman to Member on 30 May 2024

Meeting Attendance 14/14

**Rossana Annizah Ahmad Rashid**  
Independent Non-Executive Director

Meeting Attendance 14/14

Former Members who served during the year under review:

**Tunku Afwida Tunku Dato' A.Malek**  
Senior Independent Director

Meeting Attendance 7/7

Retired as Director at the 39<sup>th</sup> AGM thus ceased as BAC Member on 30 May 2024

**Suhendran Sockanathan**  
Independent Non-Executive Director

Meeting Attendance 9/10

Resigned as Director on 25 July 2024 thus ceased as BAC Member

KEY OBJECTIVE

- Oversees independent review of financial information and reports, its effectiveness, efficiency and internal controls, identifying the audit findings' root causes and recommend corrective measures.
- Oversees ethics, integrity and governance matters, and instills good governance practices throughout the Group.
- Oversees COI situation that arose, persist or may arise within the Group including any transaction, procedure or course of conduct that raises questions of Management integrity and the measures taken to resolve, eliminate or mitigate such conflicts.

MEMBERSHIP

During 2024, the members of BAC seen the change in chairmanship and reduction of members from four (4) to three (3) in 2024. All BAC members are financially proficient.

BAC continues to comply with the main provisions in the Main LR.

BAC compliance with Paragraph 15.09 of the Main LR:

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

PRINCIPLE A

PRINCIPLE B

PRINCIPLE C

## EFFECTIVE AUDIT AND RISK MANAGEMENT

### RESPONSIBILITIES

BAC ToR that establishes the powers, duties and responsibilities of the committee is incorporated in the Board Charter, which is accessible on the Company's official website at [www.tm.com.my](http://www.tm.com.my).

### HOW BAC OPERATES

Members' attendance at all BAC Meetings during 2024 fulfilled the requisite quorum as stipulated in its ToR. The number of BAC meetings, Members' attendance as well as total time spent for BAC meetings throughout 2024 is tabulated on page 173.

GCEO, GCFO, CIA and the external auditors attended each meeting where the quarterly, half-yearly and year-end results were discussed.

Private sessions with the external auditors, without the presence of Management, were held twice during the year. Whilst, private sessions with the CIA were conducted as and when necessary. The BAC Chairman also conducts regular informal discussions with GCEO, GCFO, CIA, the external auditors and the Chief Integrity and Governance Officer (CIGO) when required.

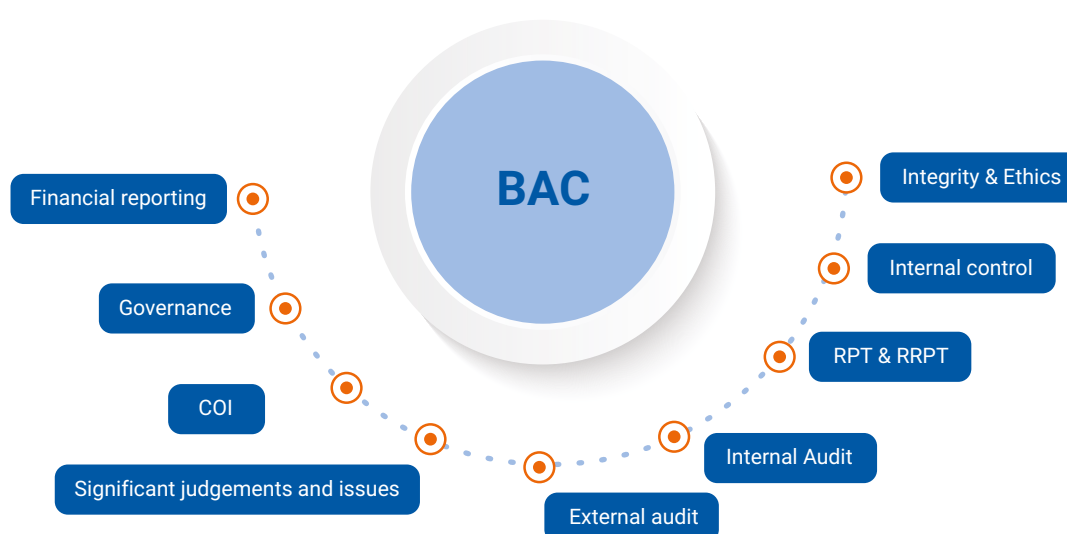
The Company Secretaries and CIA act as joint secretariat for BAC meetings. Reports on the proceeding of the BAC meetings are presented to the Board while minutes are circulated to all members for comments prior to tabling at the subsequent BAC meeting for confirmation. Significant matters reserved for the Board's approval are tabled at TM Board meetings.

BAC spent considerable time in 2024 discussing TM's investment in a related party as well as the investment in a joint venture company.

Out of the 14 BAC meetings in 2024, five (5) meetings were held to consider and deliberate on TM's position in respect of the abovementioned investments.

### MAIN ACTIVITIES OF BAC IN 2024

Among the key activities of the BAC during FY2024 were as follows:



CORPORATE GOVERNANCE OVERVIEW STATEMENT

| PRINCIPLE A  | PRINCIPLE B | PRINCIPLE C |
|--|-------------|-------------|
| EFFECTIVE AUDIT AND RISK MANAGEMENT  |             |             |
| Activities   |             |             |
| Financial Reporting  |             |             |
| <div><div>1. Reviewed the Company's and Group's quarterly financial performance and statements for recommendations to TM Board:<ul style="list-style-type: none"><li>Based on the recommendations from the Best Practices Committee (BPC), a BAC sub-committee headed by the GCFO;</li><li>Ensuring compliance with the Malaysian Financial Reporting Standards (MFRS) 134, Main LR and other legal and regulatory requirements.</li></ul></div><div>2. Reviewed and recommended to TM Board:<ul style="list-style-type: none"><li>Draft announcements of the quarterly financial results to Bursa Securities.</li><li>Audited financial statements of TM Group.</li></ul></div><div>3. Discussed the quarterly internal audit reviews to ensure compliance with MFRS 134.</div><div>4. Assessed and recommended the dividend pay-outs according to the Company's dividend policy ensuring compliance with the provisions of the CA 2016.</div></div>  |             |             |
| Internal Control   |             |             |
| <div><div>1. Deliberated on the Directors' Statement on Risk Management and Internal Control (DSORMIC), for inclusion in the IAR, after the review by the external auditors before recommending to the Board for approval.</div><div>2. Reviewed the reports on the adequacy, effectiveness and reliability of internal control systems based on controlled self-assessments performed annually by the Management of the Business Clusters and subsidiaries.</div><div>3. Deliberated and monitored the progress and status of the audit issues in TM Group raised by the internal and external auditors on a quarterly basis.</div><div>4. Deliberated on BPC's reports on compliance to statutory, regulatory, financial standards and best practices.</div><div>5. Monitored specific issues or concerns affecting the Company's efficiency and performance until BAC is satisfied sufficient controls were in place.</div></div>   |             |             |
| External Audit   |             |             |
| <div><div>1. Deliberated on the external audit report and DSORMIC with the Auditors and improvement actions taken by management.</div><div>2. Reviewed the Management Letter of Representation (MLR), and Management's response to audit findings. Audit issues raised by the external auditors were deliberated and monitored by GIA and Group Finance, and the CIA and GCFO made quarterly updates to the BAC on its activities, status and progress.</div><div>3. Reviewed the external auditors' evaluation conducted by GIA.</div><div>4. Recommended the re-appointment of external auditors for the Board's consideration. The shareholders at the 39<sup>th</sup> AGM approved the reappointment of Ernst &amp; Young PLT (EY) for the FYE 31 December 2024.</div><div>5. Reviewed and deliberated the 2024 external auditor's audit plan for TM Group.</div><div>6. Reviewed and monitored the non-audit services provided by the external auditors on a quarterly basis, to ensure no impairment to its independence or objectivity. GCFO was authorised by BAC to approve the proposed non-audit engagement valued below 50% of the cumulative value of statutory audit fee for the current year and to present to BAC for tracking and noting.</div></div> |             |             |



## Activities

### External Audit (continued)

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

|   | Company<br>(RM'000) | Group<br>(RM'000) |
|---|---------------------|-------------------|
| <b>2024 Audit Fees</b>  |                     |                   |
| • Statutory Audit   | 419.0               | 3,173.2           |
| • Other Audit-Related Services  | 8.3                 | 813.1             |
| Total Audit & Audit-Related Services  | 427.3               | 3,986.3           |
| <b>2024 Non-Audit Fees</b>  |                     |                   |
| • Other Services Approved in previous financial year                                    | –                   | –                 |
| • Consultancy Services approved in current financial year                               | –                   | 860.9             |
| Total Non-Audit Fees  | –                   | 860.9             |
| Percentage of Non-Audit Fees over Statutory Audit & Other Audit-Related Services & Fees | Nil                 | 21.6%             |

The abovementioned non-audit fees paid/payable for the FY2024 to EY and its affiliates for the following non-audit works were within the limit provided in the BAC ToR:

- Special review on identity and cyber security programme management;
- Tax advisory and compliance services; and
- Change in TM Group's presentation of Government Grant.

### Internal Audit

1. Reviewed the External Quality Assessment Review conducted by the Institute of Internal Auditors.
2. Reviewed the quarterly Interim Financial Review (IFR) by GIA.
3. Updated on Cyber Security Audit by an independent consultant.
4. Reviewed GIA's and CIA's performances in 2023, their quarterly performance and progress.
5. Reviewed and approved KPI 2024 targets, and deliberated on the performances, competency and resources of the internal audit functions to ensure that, collectively, GIA has the required expertise and professionalism to discharge its duties.
6. Reviewed and approved the internal audit plan and its budget to ensure adequate scope and comprehensive coverage of the Group's activities.
7. Reviewed and deliberated on the internal audit reports, audit recommendations and Management's action plan to ensure all key risks and critical issues were properly addressed.
8. Updated on the legal action taken against TM Group in determining the reasonableness of contingent liabilities.
9. Ensured the internal audit personnel are free from any relationships or COI of which could impair their objectivity and independence and are given assistance and co-operation by TM's officers.

### RPTs and Recurrent Related Party Transactions (RRPTs)

1. Deliberated and recommended for TM Board's approval the RPTs and RRPTs, ensuring they were in the best interest of TM, fair and reasonable, on normal commercial terms and not detrimental to the interest of the minority shareholders.
2. Reviewed the estimated RRPT mandates for the ensuing year and recommended the Circular to Shareholders on the Renewal of Shareholders Mandate for TM Board's approval for further recommendation to the shareholders for approval at AGM.
3. Reviewed the draft Circular to Shareholders and Independent Advice Letter to Bursa Securities in relation to a RPT.
4. Periodically reviewed the RRPTs that were mandated at the 39<sup>th</sup> AGM and transactions against the mandated amount and ensuring these transactions were within the mandated amount.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

| PRINCIPLE A   | PRINCIPLE B | PRINCIPLE C |
|---|-------------|-------------|
| EFFECTIVE AUDIT AND RISK MANAGEMENT   |             |             |
| Activities  |             |             |
| Conflicts or Potential COI  |             |             |
| <div><div>1. Deliberated on COI disclosures by Directors and Management for proposals presented at each meeting.</div><div>2. Considered and assessed COI position of TM Board members and Management for each investment and transaction proposal.</div></div>   |             |             |
| Integrity & Ethics  |             |             |
| <div><div>1. Reviewed and approved GIG's 2024 KPI's target and monitor its performances.</div><div>2. Ensured that GIG has the required expertise and professionalism to discharge its duties.</div><div>3. Deliberated on GIG's Quarterly Performance and Progress Report.</div><div>4. Reviewed the update on investigation matters, findings, root cause and actions taken including proposed enhancement on internal controls and processes.</div><div>5. Deliberated on the prevention matters undertaken by GIG for group-wide implementation.</div><div>6. Deliberated and monitored the status of OACP.</div></div> |             |             |
| Governance  |             |             |
| <div><div>1. Reviewed and recommended the IAR and CG Report for approval by TM Board.</div><div>2. Deliberated on BEE/BPA FY2023 results on BAC and improvement actions.</div></div>  |             |             |
| Significant judgements and issues   |             |             |
| <div>Deliberated on the key audit matters during the year identified by the external auditors and based on the assessments, concluded the accounting treatments applied under the financial reporting standards, the significant judgement and key assumptions used in the preparation of the financial statements and conclusions reached were appropriate.</div>  |             |             |

COI or Potential COI Assessment Process

The evaluation of COI or potential COI for a particular transaction, involved confirmation through internal COI policy, verification against the registered connections under Sections 219 and 221 of the CA 2016, presentation of the finding at the relevant meeting for corroboration by the members involved and thereafter registering of the COI or potential COI for record purposes and the annual audit verification. Affirmation of COI or possible COI were recorded in the minutes of the relevant meeting and the member involved would abstain from deliberation and voting on the matter.

Proposals with possibility of COI or potential COI situations presented at meetings of Board, Board Committees and Management Committee, would later be recorded in the COI Register kept by Cosec. This register is accessible and reviewable by GIA.

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

During the year, there were 15 potential COIs recorded due to possible connections stemming from connections to the Board and Management members and/or their family members may have with the other transacting parties. Upon assessment, the connections were deemed to have been outside the ambit of COI

or potential COI that would not warrant further disclosure other than notation in the register of the potential COI. It was agreed that it is sufficient that the Board or Management member of the potential connected person to make a relevant disclosure.

Training

During the year, BAC members, as part of BTP, attended various conferences, seminars and training programmes held in Malaysia and abroad to enhance their knowledge to efficiently discharge their duties as Directors of the Company, generally to enhance their technical competencies in their respective fields of expertise but not limiting to accounting and auditing standards. The training attended by the members are elucidated under Practice 2.1 of the CG Report, accessible at the website [www.tm.com.my](http://www.tm.com.my).

BAC Effectiveness Review and Performance

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

Based on the BEE 2024 results, the Board agreed that BAC and its Chairman have been effective in discharging their roles and responsibilities. BAC agreed that its composition and succession plan need to be addressed in 2025. BAC also agreed for the GIG's reports to be enhanced to enable better deliberation and decision-making on issues raised.



## BOARD RISK AND INVESTMENT COMMITTEE



Chairman:

**Dato' Mohamed Nasri Sallehuddin**

Non-Independent Non-Executive Director

**Appointed as BRIC Chairman: 1 October 2023**

Meeting Attendance

7/7

### KEY OBJECTIVE

BRIC assists the Board in:

- Ensuring the existence of a sound and robust enterprise risk management (ERM) framework to achieve TM's strategic objectives;
- Focusing on risk issues by identifying, assessing and monitoring key business risks to safeguard shareholders' investment and the Group's assets including but not limited to financial, operational, regulatory compliance, reputation, sustainability matters including climate change and cyber security risks including data privacy;
- Reviewing and providing guidance on strategic investment proposals, focusing on assessment of the key associated risks and the mitigation strategies; and
- Ensuring the Group's strategies, priorities, targets and practices relating to sustainability are aligned with the Group's commitment towards sustainability.

### MEMBERSHIP

During the year, BRIC's composition was strengthened with the appointment of three (3) INEDs with vast experience in finance and investment matters including internal controls and risk management. BRIC membership reduced from five (5) to four (4) in 2024, with a majority of whom are INEDs.

### RESPONSIBILITIES

During the financial year, BRIC reviewed its ToR to incorporate climate change as part of matters under its purview. BRIC's enhanced ToR may be viewed on TM's website at [www.tm.com.my](http://www.tm.com.my). The summarised key responsibilities of BRIC are as follows:

#### 1. Risk Management

- Ensure the establishment of sound ERM framework and its effectiveness with oversight on top corporate risk.
- Recommend the corporate risk appetite and monitor key business risks to ensure their management within established tolerance and appetite.
- Review, evaluate and assess the adequacy of risk management policies and framework including emerging key risks.
- Advise the Board on risk-related areas such as cyber security.

#### 2. Investment

- Review and evaluate investment and divestment-related proposals.
- Review any business collaboration and partnership.

#### 3. Sustainability

- Establish and review the sustainability frameworks, strategies, policies, plans and initiatives.
- Ensure continuous monitoring and assessment of Sustainability matters and their impact to TM.
- Monitor and report Sustainability KPI and implementation.
- Review TM's Sustainability Statement.

Members:

**Hisham Zainal Mokhtar**

Senior Independent Director

Appointed as Member on 1 March 2024

Meeting Attendance

6/6

**Tan Sri Datuk Yong Poh Kon**

Independent Non-Executive Director

Appointed as Member on 30 May 2024

Meeting Attendance

3/3

**Datuk Bazlan Osman**

Independent Non-Executive Director

Appointed as Member on 25 July 2024

Meeting Attendance

3/3

Former Members who served during the year under review:

**Tunku Afwida Tunku Dato' A.Malek**

Senior Independent Director

Meeting Attendance

4/4

Ceased as BRIC Member on 30 May 2024

**Balasingham A. Namasiwayam**

Independent Non-Executive Director

Meeting Attendance

4/4

Ceased as BRIC Member on 30 May 2024

**Suhendran Sockanathan**

Independent Non-Executive Director

Meeting Attendance

4/4

Ceased as Member on 25 July 2024

On 1 January 2024, Board Risk Committee was restructured and renamed as Board Risk and Investment Committee (BRIC) to undertake a review on risk, investment and sustainability matters for TM Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A

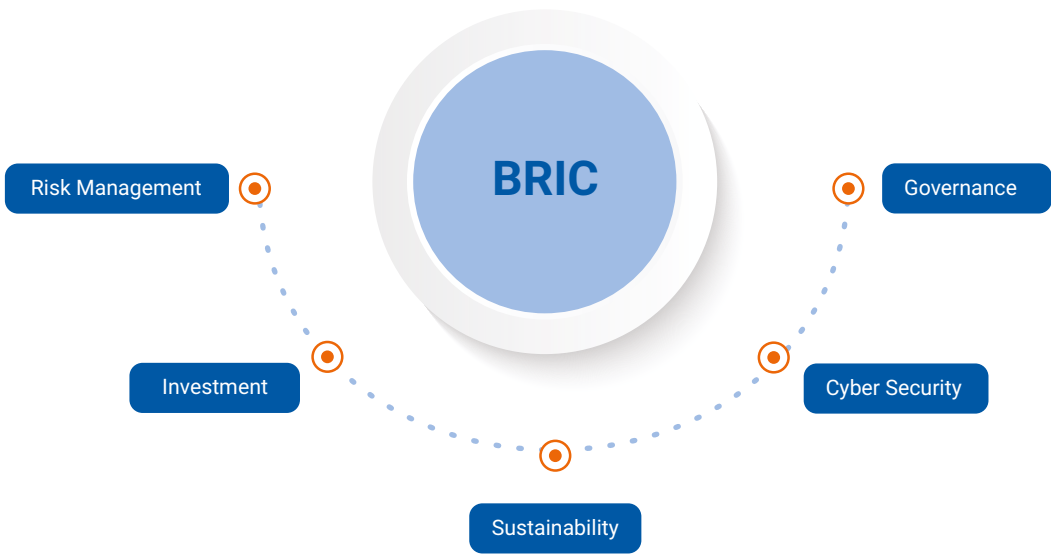
PRINCIPLE B

PRINCIPLE C

EFFECTIVE AUDIT AND RISK MANAGEMENT

MAIN ACTIVITIES OF BRIC IN 2024

During 2024, BRIC considered and, where applicable, made the following key recommendations to the Board on the following subject matters:



| Activities   |
|--|
| <b>Risk Management</b>   |
| <div><div>1. Reviewed TM’s Risk Maturity Assessment 2023 result to set a baseline for ERM priorities in 2024.</div><div>2. Reviewed the Corporate Risk Appetite and Measures.</div><div>3. Continued its monitoring of the ERM and Corporate Risk Report on quarterly basis to ensure that the risks are monitored and mitigated to improve the risk movements.</div><div>4. Reviewed the risks, mitigation controls and implementation risks of key and critical projects including TM’s Business Support System (BSS).</div><div>5. Continued the focus on strategic and emerging risks including cyber security, climate change and sustainability.</div></div> |
| <b>Investment</b>  |
| <div><div>1. Reviewed key risks and mitigation plans for strategic investments.</div><div>2. Reviewed nine (9) and recommended eight (8) investment proposals including business collaboration and potential partnership for the approval of TM Board.</div><div>3. Reviewed and assessed the risk elements of high-risk projects and endorsed the moving forward recommendation.</div></div>  |

## Activities

### Sustainability

1. Reviewed TM Sustainability quarterly progress updates.
2. Reviewed and recommended the Sustainability Report and Materiality matters as part of IAR 2023.
3. Reviewed and recommended the Task Force Climate-related Financial Disclosures (TCFD) Report 2023.
4. Reviewed and recommended Sustainability KPIs for Pivotal Positions.

### Cyber Security

1. Continued its quarterly monitoring on cyber security updates including its strategic programme and programme highlights.
2. Deliberated on the Threat Intelligence Landscape and supply chain security risks.
3. Updated on Cyber Security Act 2024 – New Regulatory Landscape and impact to TM.

### Governance

1. Reviewed and recommended the BRIC Report, DSORMIC, ERM and Business Continuity Management, for inclusion in the IAR 2023.
2. Reviewed and recommended the CG Report relating to Principle B of the MCCG.
3. Reviewed and recommended KPI for the then CRO position.
4. Deliberated on succession plan for CRO and appointment of new Chief Corporate Officer (CCO).
5. Reviewed and recommended 2024 KPI for the CCO.
6. Deliberated on BEE/BPA FY2023 results on BRIC and improvement actions.

## BRIC Effectiveness Review and Performance

A two-pronged evaluation on BRIC's effectiveness was conducted involving the Board's assessment on the effectiveness of BRIC and its Chairman in providing the Committee's recommendation to the Board as well as Members' assessment on its skills and composition and its functionalities and oversight responsibilities.

Based on the BEE 2024 results, the Board agreed that BRIC has been effective in discharging its roles and responsibilities. BRIC also agreed that its oversight on risk matters has evolved from finance and compliance risks to other major areas of concern e.g. strategy, regulatory etc.

BRIC also concurred that the Company's overall sustainability governance framework in reporting risks, sustainability targets and initiatives, including the support accorded by Management to the Committee has been effective.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE A

### PRINCIPLE B

### PRINCIPLE C

## INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

### COMMUNICATION, INTERACTION AND RELATIONSHIP WITH STAKEHOLDERS

An Internal Communication Policy and Best Practices facilitates the management and dissemination of accurate and timely information to stakeholders. The Policy, based on openness and transparency, two-way communication, accountability, timeliness, accuracy and simplicity, ensures compliance with the disclosure requirements of the Main LR and other relevant laws. This is to ensure timely and effective communication on the Group's performance and position are conveyed clearly to all the stakeholders.

TM utilised various platforms to ensure nationwide reachability for news and activities concerning the Company that are of interests. Specific information to shareholders, investors and other stakeholders may also be accessed through engagement with the media, TM's website and teleconferences arranged by the Investor Relations Unit. The Company's performances and critical information of shareholders' interests were announced through Bursa Securities' website and through media conferences held to ensure wide reachability to various stakeholders. Relevant and important information involving the Group were accessible through MS Teams, Zoom, Webex, on top of the TM website.

Several engagements have been executed with key shareholders, institutional investors, analysts, fund managers and other market participants, including the general public. Amongst others:

- i) Analyst briefing via teleconferencing with a presentation from the MD/GCEO and GCFO
- ii) Investor spotlight sessions
- iii) Conferences/Group meetings
- iv) Feedback from queries

 For more information on Communication with Stakeholders, please refer to the Understanding Stakeholder Needs on pages 39 to 43.

### CONDUCT OF GENERAL MEETING

TM continued to convene general meetings virtually post-COVID-19 pandemic according to the guidelines from the SC's Guidance on the Conduct of General Meetings for Listed Issuer. At the virtual meeting, all Directors including MD/GCEO, GCFO and Group Company Secretary were present in person at the Broadcast. Shareholders, corporate representatives and proxies participated in the 39<sup>th</sup> AGM remotely via live streaming and online voting using the Remote Participation and Electronic Voting (RPEV) Facilities.

The shareholders participated actively in questions, were provided with ample opportunity and were given answers to all the queries; relevant responses were provided live and posted on the Company's website after the AGM. For an interactive and meaningful engagement, Deloitte Business Advisory Sdn Bhd (Deloitte) was appointed as an independent moderator tasked to ensure that pertinent and relevant questions posed by the shareholders during the AGM were responded to accordingly.

A total of 1,227 shareholders and proxies participated remotely via the RPEV facilities. The proceedings of the 39<sup>th</sup> AGM include the MD/GCEO's presentation of the Company's 2024 performance and long-term strategies, as well as responses to the points raised by the Minority Shareholders Watch Group. The results of the online voting were scrutinised by the independent scrutineers, Deloitte, before the poll results were announced by Deloitte.

TM shall continue to ensure effective convening of future AGMs inter alia prioritising stakeholder engagement, ensure legal compliance and leverage technology for accessibility and efficiency, while maintaining transparency and clear communication. The 40<sup>th</sup> AGM of the Company will be held on hybrid mode, physically and virtually in line with the revised Main LR.

### COMPLIANCE STATEMENT

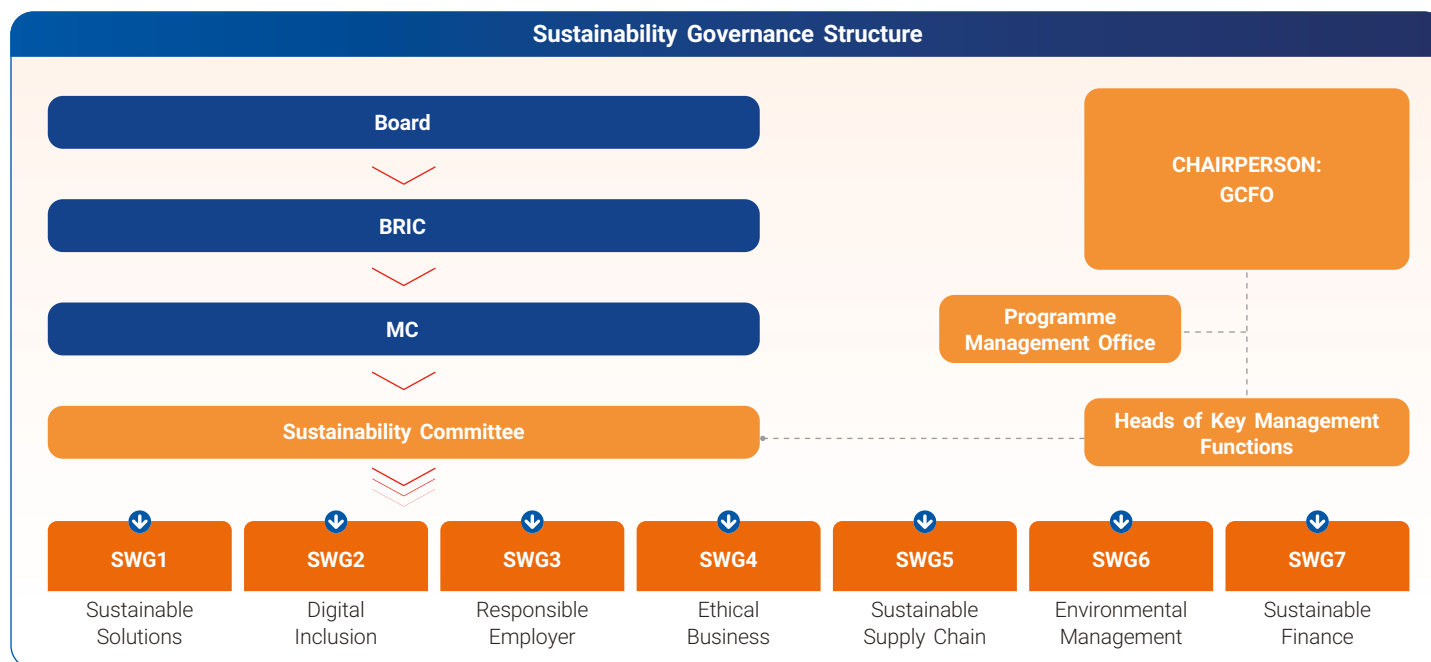
This CG Statement observes the Intended Outcome as prescribed in MCCG. The Board remains dedicated and committed to strengthening the Group's governance practices for the interest of all its stakeholders.

This Statement is made in accordance with the resolution of the Board of Directors duly passed on 8 April 2025.

# SUSTAINABILITY GOVERNANCE

## GOVERNANCE STRUCTURE

2024 was the first year TM implements the Sustainability Roadmap 2024-2026 with the introduction of the Sustainability Committee and the formation of the seven (7) Sustainability Working Groups (SWGs).



|   |  |
|---|--|
| <b>Board</b>                                | <ul style="list-style-type: none"> <li>Provides strategic direction for TM's sustainability efforts</li> <li>Approves sustainability targets and monitors progress</li> <li>Integrates material matters into TM's vision, mission and strategies</li> </ul>  |
| <b>BRIC</b>                                 | <ul style="list-style-type: none"> <li>Reviews sustainability strategies and targets prior to decisions made by the Board</li> <li>Oversees the progress of Board-approved strategies and targets</li> <li>Incorporates sustainability considerations, including climate-related issues, into committee discussions</li> <li>Evaluates and manages physical climate risks across various functions in the organisation, specifically under the purview of Risk Management</li> </ul>     |
| <b>MC</b>                                   | <ul style="list-style-type: none"> <li>Implements Board-approved sustainability strategies and targets, including climate-related targets</li> <li>Allocates responsibilities, KPIs and resources for achieving targets</li> <li>Proposes adjustments to sustainability strategies and targets to the Board as needed</li> </ul>   |
| <b>Sustainability Committee (SC)</b>        | <ul style="list-style-type: none"> <li>Chaired by the GCFO and supported by the Heads of Key Management Functions and Programme Management Office (PMO)</li> <li>Oversees the progress of sustainability framework and roadmap implementation within stipulated timelines</li> <li>Appoints SWG members from divisions and/or subsidiaries most relevant to each sustainability target</li> <li>Make recommendations to the MC and if necessary, to relevant Board Committees</li> </ul> |
| <b>Sustainability Working Groups (SWGs)</b> | <ul style="list-style-type: none"> <li>Implements SWG-related tasks according to targets and KPIs</li> <li>Reports and recommends actions to the SC</li> <li>Regularly updates the SC on the status of various initiatives and targets</li> </ul>  |

### Integration of Sustainability into Board Governance

Sustainability considerations are embedded in all Board discussions and decisions, as it is integral to the Board's agenda. It also features prominently on the BRIC agenda, highlighting its importance across all areas of Board deliberation.

Led by its Chairman and reviewed quarterly, the BRIC is also tasked with managing climate-related risks. Oversight of our carbon emissions reduction targets are shared between the GCFO, CCO and CNO.



PROFILE OF BOARD OF DIRECTORS



DATO' ZAINAL ABIDIN PUTIH  
Non-Independent Non-Executive Chairman

Skills:

A

AU

B

BK

CG

E

FA

I

RM

SA

|                                       |  |              |
|---------------------------------------|--|--------------|
| Nationality: Malaysian                | Age: 79                                  | Gender: Male |
| Date of Appointment:<br>1 August 2023 | Date of Last Re-Election:<br>30 May 2024 |              |

Attendance at Board & Board Committee Meetings in 2024



Board Committee

- Nil

Qualification

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

Working Experience

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

Present Directorship

Listed Issuer:

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

Public Company:

- Chairman, Tokio Marine Insurance (Malaysia) Berhad

Others:

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

Other Information

Dato' Zainal Abidin Putih is a Non-Executive Chairman (NEC) nominated by TM's Special Shareholder, the Minister of Finance (Incorporated) (MoF Inc.), a body corporate established under the Minister of Finance (Incorporation) Act 1957.

Skills:

|                                       |                                    |                                      |  |
|---------------------------------------|------------------------------------|--------------------------------------|--|
| <div>A</div> Accounting               | <div>CF</div> Corporate Finance    | <div>I</div> Investment              | <div>RM</div> Risk Management              |
| <div>AU</div> Audit                   | <div>CG</div> Corporate Governance | <div>IB</div> International Business | <div>SA</div> Strategic Advisory           |
| <div>B</div> Business                 | <div>DT</div> Digital Technology   | <div>LE</div> Legal Expertise        | <div>SP</div> Strategic Planning           |
| <div>BK</div> Banking                 | <div>E</div> Economy               | <div>M</div> Marketing               | <div>TI</div> Telecommunication Industry   |
| <div>BT</div> Business Transformation | <div>FA</div> Finance & Accounting | <div>PA</div> Public Administration  | <div>T&amp;I</div> Technology & Innovation |





## AMAR HUZAIMI MD DERIS

Non-Independent Executive Director

Skills:



**Nationality:** Malaysian

**Age:** 49

**Gender:** Male

**Date of Appointment:**

1 August 2023

**Date of Last Re-Election:**

30 May 2024

Attendance at Board & Board Committee Meetings in 2024

TM Board

17/17

### Board Committee

- Nil

### Qualification

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

### Working Experience

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

### Present Directorship

#### Listed Issuer:

- NIED, Telekom Malaysia Berhad

#### Public Company:

- Nil

#### Others:

- Director, TM Technology Services Sdn Bhd
- Deputy Chairman, Yayasan Telekom Malaysia
- Director, TM Digital Innovation Sdn Bhd (Credence)
- Director, TM DC Holdings Sdn Bhd (formerly known as Intelsec Sdn Bhd)
- Director, ASEAN Telecom Holdings Sdn Bhd
- Director, Malaysian Access Forum Berhad
- Chairman, Telekom Malaysia (Singapore) Pte Ltd
- Chairman, Telekom Malaysia (Hong Kong) Limited
- Chairman, Telekom Malaysia (UK) Limited
- Chairman, Telekom Malaysia (USA) Inc
- Chairman, Telekom Malaysia (Australia) Pty Ltd
- Chairman, Telekom Malaysia DMCC
- Director, BlueTel Networks Pte Ltd

### Other Information

Amar Huzaimi is an Executive Director (ED) nominated by MoF Inc.

PROFILE OF BOARD OF DIRECTORS

DATUK DR. SHAHRAZAT HAJI AHMAD

Non-Independent Non-Executive Director



Skills: E I PA SP

|  |  |                |
|--|--|----------------|
| Nationality: Malaysian                   | Age: 56                                  | Gender: Female |
| Date of Appointment:<br>15 December 2023 | Date of Last Re-Election:<br>30 May 2024 |                |

Attendance at Board & Board Committee Meetings in 2024



Board Committee

- Member of BTC

Qualification

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

Working Experience

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

Present Directorship

Listed Issuer:

- NINED, Telekom Malaysia Berhad

Public Company:

- Director, Petroliam Nasional Berhad (Petronas)

Others:

- Director, The National Trust Fund of Malaysia (KWAN)
- Chairman, Lumut Naval Shipyard Sdn Bhd (formerly known as Boustead Naval Shipyard Sdn Bhd)
- Director, Lembaga Tabung Angkatan Tentera (LTAT)
- Chairman, Northern Gateway Sdn Bhd
- Director, Securities Commission Malaysia
- Member, Energy Commission Malaysia
- Director, Rakan KKM Sdn Bhd

Other Information

Datuk Dr. Shahrazat is a Non-Executive Director (NED) nominated by MoF Inc.



## DATO' MOHAMED NASRI SALLEHUDDIN

Non-Independent Non-Executive Director

Skills: **CG** **I** **LE** **RM** **SA** **SP**

**Nationality:** Malaysian

**Age:** 54

**Gender:** Male

**Date of Appointment:**  
26 August 2019

**Date of Last Re-Election:**  
25 May 2022

Attendance at Board & Board Committee Meetings in 2024

TM Board

17/17

NRC

10/10

BRIC

7/7

### Board Committee

- Chairman of BRIC
- Member of NRC

### Qualification

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

### Working Experience

Over two (2) decades of experience in the legal industry and currently the Executive Director, General Counsel, Company Secretary and Head, Corporate & Support Services at Khazanah Nasional Berhad.

### Present Directorship

#### Listed Issuer:

- NINED, Telekom Malaysia Berhad

#### Public Company:

- Director, UEM Group Berhad

#### Others:

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

### Other Information

Dato' Nasri is a NED nominated by Khazanah, a major shareholder of TM.

PROFILE OF BOARD OF DIRECTORS



MUHAMMAD AFHZAL ABDUL RAHMAN  
Non-Independent Non-Executive Director

Skills: B BK BT DT T&I SA SP

|   |  |              |
|---|--|--------------|
| Nationality: Malaysian                  | Age: 49                                  | Gender: Male |
| Date of Appointment:<br>1 December 2021 | Date of Last Re-Election:<br>25 May 2022 |              |

Attendance at Board & Board Committee Meetings in 2024



Board Committee

- Member of BTC

Qualification

- Bachelor of Science Degree in Electrical Engineering, Columbia University, New York, USA

Working Experience

Over 26 years of experience in digital and technology sector and specialises in strategy and technology architecture, business transformation and technology implementations for enterprises in the financial services and oil & gas industries.

Present Directorship

Listed Issuer:

- NINED, Telekom Malaysia Berhad

Public Company:

- Nil

Others:

- Director, TM Digital Innovation Sdn Bhd (Credence)

Other Information

Afhzal is a NED nominated by EPF, a major shareholder of TM



## HISHAM ZAINAL MOKHTAR

Senior Independent Director

Skills: **E** **CF** **FA** **I** **RM** **SA**

**Nationality:** Malaysian

**Age:** 63

**Gender:** Male

**Date of Appointment:**  
3 October 2018

**Date of Last Re-Election:**  
25 May 2023

### Attendance at Board & Board Committee Meetings in 2024

TM Board

17/17

BAC

14/14\*

NRC

6/6

BRIC

6/6\*\*

\* Redesignated from BAC Chairman to Member with effect from 30 May 2024.  
\*\* Appointed as BRIC Member with effect from 1 March 2024.

### Board Committee

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

### Qualification

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

### Working Experience

Over 38 years of professional experience in finance, investment analysis and business management.

### Present Directorship

#### Listed Issuer:

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

#### Public Company:

- Nil

#### Others:

- Director, Touch 'n Go Sdn Bhd
- Director, Cross Light Capital Sdn Bhd
- Director, Ecologitec Sdn Bhd
- Investment Panel Member, LTAT
- Director, Brahm Capital Partners Sdn Bhd

### Other Information

None

PROFILE OF BOARD OF DIRECTORS

DATUK SITI ZAUYAH MD DESA

Independent Non-Executive Director

Skills: E BK PA SP

|                                      |  |                |
|--------------------------------------|--|----------------|
| Nationality: Malaysian               | Age: 65                                  | Gender: Female |
| Date of Appointment:<br>10 June 2020 | Date of Last Re-Election:<br>25 May 2023 |                |

Attendance at Board & Board Committee Meetings in 2024

|          |       |     |       |     |     |
|----------|-------|-----|-------|-----|-----|
| TM Board | 14/17 | NRC | 10/10 | BTC | 9/9 |
|----------|-------|-----|-------|-----|-----|

Board Committee

- Member of NRC
- Member of BTC

Qualification

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

Working Experience

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

Present Directorship

Listed Issuer:

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

Public Company:

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

Others:

- Chairman, GITN Sdn Berhad

Other Information

None



## ROSSANA ANNIZAH AHMAD RASHID

Independent Non-Executive Director

Skills:



**Nationality:** Malaysian

**Age:** 59

**Gender:** Female

**Date of Appointment:**  
22 November 2021

**Date of Last Re-Election:**  
25 May 2022

Attendance at Board & Board Committee Meetings in 2024



\* Resigned as Member of NRC and appointed as Chairperson of BTC with effect from 30 May 2024.

### Board Committee

- Chairperson of BTC
- Member of BAC

### Qualification

- Bachelor of Arts in Banking and Finance, Canberra College of Advanced Education (now known as University of Canberra), Australia
- Member of Certified Public Accountant (CPA) Australia

### Working Experience

An accomplished professional with over 31 years of experience in the telecommunications and banking sectors. Previously, she has held various senior management roles with Citibank Malaysia, TIME dotCom Berhad, Maxis Berhad and RHB Bank Berhad.

### Present Directorship

#### Listed Issuer:

- INED, Telekom Malaysia Berhad

#### Public Company:

- Chairperson, Prudential BSN Takaful Berhad

#### Others:

- Chairperson, TM Digital Innovation Sdn Bhd (Credence)
- Alternate Director, Asas Klasik Sdn Bhd
- Member, Singapore Management University

### Other Information

None



PROFILE OF BOARD OF DIRECTORS



AHMAD TAUFEEK OMAR  
Independent Non-Executive Director

Skills: B BT M SA TI T&I

|   |  |              |
|---|--|--------------|
| Nationality: Malaysian                  | Age: 56                                  | Gender: Male |
| Date of Appointment:<br>1 November 2023 | Date of Last Re-Election:<br>30 May 2024 |              |

Attendance at Board & Board Committee Meetings in 2024



\* Appointed as a Member with effect from 1 March 2024.

Board Committee

- Member of NRC
- Member of BTC

Qualification

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

Working Experience

Over three (3) decades of experience in the telecommunications and IT sectors, with expertise in business development and sales, having held key roles across major Malaysian telcos including Maxis, Celcom, Digi, TIME dotCom and TM.

Present Directorship

Listed Issuer:

- INED, Telekom Malaysia Berhad

Public Company:

- Nil

Others:

- Chairman, Universiti Telekom Sdn Bhd

COI Disclosure

His son operates a competitor’s outlet.



## TAN SRI DATUK YONG POH KON

Independent Non-Executive Director

Skills: **B** **BT** **CF** **E** **I** **SA**

**Nationality:** Malaysian

**Age:** 79

**Gender:** Male

**Date of Appointment:**  
30 May 2024

**Date of Last Re-Election:**  
Nil

Attendance at Board & Board Committee Meetings in 2024

TM Board

9/9

BRIC

3/3\*

NRC

6/6\*

\* Appointed as a Member with effect from 30 May 2024.

### Board Committee

- Member of NRC
- Member of BRIC

### Qualification

- First Class Honours in Mechanical Engineering, University of Adelaide, Australia

### Working Experience

Possess extensive experience in the economics and corporate finance of Malaysian businesses. Previously, he served as co-chair alongside the Chief Secretary of Malaysia for PEMUDAH, a Special Task Force to Facilitate Business, until September 2013. He is also recognised as the founder of the Malaysia Mensa Society.

### Present Directorship

#### Listed Issuer:

- INED, Telekom Malaysia Berhad

#### Public Company:

- Director, GS1 Malaysia Berhad

#### Others:

- Chairman, Royal Selangor International Sdn Bhd

### Other Information

None

PROFILE OF BOARD OF DIRECTORS



DATUK BAZLAN OSMAN  
Independent Non-Executive Director

Skills: A AU B CF CG FA I TI

|                                     |                                  |              |
|-------------------------------------|----------------------------------|--------------|
| Nationality: Malaysian              | Age: 61                          | Gender: Male |
| Date of Appointment:<br>30 May 2024 | Date of Last Re-Election:<br>Nil |              |

Attendance at Board & Board Committee Meetings in 2024



\* Appointed as Chairman of BAC on 30 May 2024 and as Member of BRIC on 25 July 2024.

Board Committee

- Chairman of BAC
- Member of BRIC

Qualification

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

Working Experience

With over 39 years of professional experience, primarily in the telecommunications sector, he has also held key roles in audit, accounting and finance. His career spans public accounting firm and companies across various industries.

Present Directorship

Listed Issuer:

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

Public Company:

- Nil

Other Information

None

## ISZAD JEFFRI ISMAIL

Non-Independent Non-Executive Alternate Director

Skills: **CF** **CG** **E** **I** **PA** **SP**

**Nationality:** Malaysian

**Age:** 44

**Gender:** Male

**Date of Appointment:**  
15 December 2023

**Date of Last Re-Election:**  
Not applicable

### Attendance at Board & Board Committee Meetings in 2024

TM Board

6/17\*

BTC

5/7

Note:

- \* Attended 2 Board retreats.
- \* Attended 4 Board meetings in place of his Principal Director.
- \* Attended 5 BTC meetings in place of his Principal Director.

### Board Committee

- Nil

### Qualification

- Masters of Science in Finance, Daniels College of Business, University of Denver, USA
- Bachelor of Financial Engineering, Multimedia University, Cyberjaya

### Working Experience

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

### Present Directorship

#### Listed Issuer:

- NINE Alternate Director, Telekom Malaysia Berhad

#### Public Company:

- Director, Keretapi Tanah Melayu Berhad
- Director, Ocean Sunshine Berhad

#### Others:

- Director, Syarikat Perumahan Pegawai Kerajaan Sdn Bhd
- Director, Multimodal Freight Sdn Bhd
- Director, Garuda Suci Sdn Bhd
- Director, Integrated Nautical Resorts Sdn Bhd
- Director, Aroma Teraju Sdn Bhd
- Director, SDE Solutions Sdn Bhd
- Director, Iskandar Waterfront Sdn Bhd
- Director, South Side Jewel Sdn Bhd
- Director, Malaysia Development Holding Sdn Bhd
- Exco Member, SRC International Sdn Bhd

### Other Information

Alternate Director to Datuk Dr. Shahrazat Haji Ahmad, NED nominated by MoF Inc.

#### Notes:

- Save as disclosed, none of the directors has:
  - Any family relationship with Directors/major shareholders of the Company;
  - Any COI, including in any competing business with the Group;
  - Any conviction for offences (other than traffic offences) within the past five (5) years; and
  - Any public sanction or penalty imposed by the relevant regulatory bodies during the FYE 31 December 2024
- The full profile of the Board of Directors are available on TM Website at [www.tm.com.my/corporate/our-people](http://www.tm.com.my/corporate/our-people)

## PROFILE OF SENIOR LEADERSHIP

Skills:

A

B

BT

I

IB

SA

SP

TI

T&I



AMAR HUZAIME MD DERIS

Managing Director/Group Chief Executive Officer (MD/GCEO)

Nationality: Malaysian

Age: 49

Gender: Male

Date of Appointment: 1 August 2023

Qualification

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

Working Experience

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

Present Directorship

Listed Issuer:

- Telekom Malaysia Berhad

Public Company:

- Nil



Skills: A CF CRF MA SP SPT TD TI

#### AHMAD FAIRUS RAHIM

Group Chief Financial Officer (GCFO)

Nationality: Malaysian

Age: 45

Gender: Male

Date of Appointment: 1 November 2024

#### Qualification

- Bachelor of Accounting (Hons), Multimedia University (MMU), Cyberjaya
- Chartered Global Management Accountant (CGMA)
- Member of Malaysian Institute of Accountants (MIA)
- Fellow of the Chartered Institute of Management Accountants (FCMA)
- Completed Executive Leadership Programs at INSEAD Business School, International Institute for Management Development (IMD) and the ICLIF Executive Education Centre

#### Working Experience

Has over 20 years of expertise in commercial finance and accounting within the telecommunications industry, specialises in strategic planning, mergers and acquisitions, corporate restructuring and capital allocation.

#### Present Directorship

##### Listed Issuer:

- Nil

##### Public Company:

- Tulip Maple Berhad



Skills: BA BD CRF MA RC RMC SP TI

#### NOR FADHILAH MOHD ALI

Chief Corporate Officer (CCO)

Nationality: Malaysian

Age: 55

Gender: Female

Date of Appointment: 17 June 2024

#### Qualification

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

#### Working Experience

Over 28 years of experiences encompassing strategy, corporate finance, mergers and acquisitions, business development, treasury, financial management, regulatory, corporate governance and subsidiary management.

#### Present Directorship


##### Listed Issuer:

- Nil

##### Public Company:

- Nil

PROFILE OF SENIOR LEADERSHIP



Skills: AP BD HR PD STM TI

**KHAIDHIR ELIAS**  
Chief Human Capital Officer (CHCO)

|                                       |         |              |
|---------------------------------------|---------|--------------|
| Nationality: Malaysian                | Age: 56 | Gender: Male |
| Date of Appointment: 1 September 2024 |         |              |

Qualification

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

Working Experience

Over 28 years’ experience in telecommunications with extensive business exposure in the mass market, enterprise business and human resources ecosystem. He has spearheaded numerous transformative initiatives in TM including Reorganisation Exercise, Product Innovations, New Way of Working, Culture and Mindset Programme, HR Value/Growth Programmes & TVET national programmes.

Present Directorship

Listed Issuer:

- Nil

Public Company:

- Nil



Skills: A BA BD RMC SB SM SP TI

**ANAND VIJAYAN**  
Chief Business & Consumer Officer (CBCO)

|                                      |         |              |
|--------------------------------------|---------|--------------|
| Nationality: Malaysian               | Age: 50 | Gender: Male |
| Date of Appointment: 1 February 2020 |         |              |

Qualification

- Master in Business Administration (e-Commerce), Charles Sturt University, Australia
- Bachelor of Business (Accountancy), Royal Melbourne Institute of Technology (RMIT) University, Australia
- Certified Practising Accountant (CPA), Australia
- Certified Information Systems Auditor (CISA) from Information Systems Audit & Control Association (ISACA)

Working Experience

With over 30 years of experience, he specialises in consultancy, risk management, business turnaround and telecommunications. He has spent significant time at big four (4) accounting firms, providing assurance and advisory services across multiple countries, including Kazakhstan, Bulgaria, Russia, Albania and Uzbekistan.

Present Directorship

Listed Issuer:

- Nil

Public Company:

- Nil





Skills: **BM** **CM** **SB** **SC** **SM**

#### JASMINE LEE SIZE INN

Chief Commercial Officer, Consumer (CCOC)

**Nationality:** Malaysian

**Age:** 54

**Gender:** Female

**Date of Appointment:** 15 November 2023

#### Qualification

- Bachelor of Arts in Communication & Social Sciences (Hons), Universiti Kebangsaan Malaysia (UKM)

#### Working Experience

More than 30 years of experience in building and expanding different technology-based businesses and has also served in various telecommunication and technology industries.

#### Present Directorship

##### Listed Issuer:

- Nil

##### Public Company:

- Nil



Skills: **CEP** **CM** **SM** **SP** **TI**

#### SHANTI JUSNITA JOHARI

Chief Commercial Officer, Consumer Strategy & Business (CCOCBS)

**Nationality:** Malaysian

**Age:** 49

**Gender:** Female

**Date of Appointment:** 15 November 2023

#### Qualification

- Master of Business Administration (Strategic Management), Universiti Teknologi Malaysia with Tampere University, Finland
- Bachelor of Engineering (Electronics), Vanderbilt University, USA

#### Working Experience

With over 25 years of experience, she has held diverse strategy, commercial and operational roles in the telecommunication industry. Her expertise spans marketing, product management and sales, catering both consumer and enterprise markets.

#### Present Directorship

##### Listed Issuer:

- Nil

##### Public Company:

- Nil

PROFILE OF SENIOR LEADERSHIP



Skills: BPL CEP ICT TI T&I

**SHAZURAWATI ABD KARIM**  
Executive Vice President, TM One

|  |                |                       |
|--|----------------|-----------------------|
| <b>Nationality:</b> Malaysian              | <b>Age:</b> 51 | <b>Gender:</b> Female |
| <b>Date of Appointment:</b> 1 January 2022 |                |                       |

Qualification

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

Working Experience

A seasoned professional with extensive leadership experience across various portfolios at TM Group. She has successfully delivered innovative and transformative initiatives, building industry collaborations and talent development showcasing her expertise in driving stakeholders value creation and forward-looking business operation excellence.

Present Directorship

**Listed Issuer:**

- Nil

**Public Company:**

- VADS Berhad



Skills: DT ICT PD STM T&I

**MOHAMAD REJAB SULAIMAN**  
Chief Executive Officer, Credence (Covering)

|   |                |                     |
|---|----------------|---------------------|
| <b>Nationality:</b> Malaysian               | <b>Age:</b> 47 | <b>Gender:</b> Male |
| <b>Date of Appointment:</b> 17 October 2023 |                |                     |

Qualification

- Master of Applied Statistics, University of Malaya
- Bachelor of Electronic & Electrical Engineering, University College London, UK

Working Experience

With 20 years of experience in telecommunications, he leads the Credence team in driving TM's technology and digital innovations. He also played a key role in expanding the Hyperscale Data Centre and establishing Cloud Alpha Edge in support of the Government's MyDIGITAL initiative.

Present Directorship

**Listed Issuer:**

- Nil

**Public Company:**

- Nil

COI Disclosure

The spouse of Shazurawati Abd Karim, is an employee of EPF, TM's major shareholder.



Skills: **BPL** **IWB** **SM** **SP** **TI**

**KHAIRUL LIZA IBRAHIM**

Executive Vice President, TM Global

**Nationality:** Malaysian

**Age:** 55

**Gender:** Female

**Date of Appointment:** 1 November 2024

**Qualification**

- Bachelor of Engineering (Electrical Engineering), Universiti Teknologi Malaysia (UTM)
- Strategic Board Leadership Programme in collaboration between Multimedia University and Henley Business School
- Digital Transformation Journey Program by IMD Business School

**Working Experience**

Has over 30 years experience and played a key role in developing Malaysia's high-speed broadband (HSBB) network. Been recognised as one of Capacity Media's 20 Women to Watch, a prestigious list honouring top women leaders in the wholesale telecom sector.

**Present Directorship**

**Listed Issuer:**

- Nil

**Public Company:**

- Nil



Skills: **NI** **SP** **STM** **TI** **T&I**

**MOHAMED TAJUL MOHAMED SULTAN**

Chief Network Officer (CNO)

**Nationality:** Malaysian

**Age:** 54

**Gender:** Male

**Date of Appointment:** 1 November 2020

**Qualification**

- Master of Business Administration (Strategic Management), International Business School, UTM
- Bachelor's Degree in Electrical Engineering, Hanyang University, Seoul, South Korea

**Working Experience**

Has over 30 years of experience in spearheading full spectrum of new technology adoption, operations management, service enhancements and network infrastructure transformation for telecommunication.

**Present Directorship**

**Listed Issuer:**

- Nil

**Public Company:**

- Nil

PROFILE OF SENIOR LEADERSHIP



Skills: AP CC DT ICT SP STM TD T&I

IVAN CHONG

Chief Information Officer (CIO)

|                                       |         |              |
|---------------------------------------|---------|--------------|
| Nationality: Malaysian                | Age: 43 | Gender: Male |
| Date of Appointment: 1 September 2022 |         |              |

Qualification

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

Working Experience

20 years of professional experience across multiple industries namely, telecommunications, financial services, healthcare, energy and resources. Been recognised as Top CIO in ASEAN and Hong Kong at the CIO100 Awards by International Data Corporation (IDC) on 31 October 2023 and 19 November 2024 respectively. Additionally, he was awarded as Transformative CIO in Southeast Asia by Economic Times on 29 January 2024 and 31 January 2025 respectively.


Present Directorship

Listed Issuer:

- Nil

Public Company:

- Nil



Skills: A CRF P SP SPT TI

NOR AZURA AB. WAHAB

Chief Procurement Officer (CPO)

|                                     |         |                |
|-------------------------------------|---------|----------------|
| Nationality: Malaysian              | Age: 55 | Gender: Female |
| Date of Appointment: 1 October 2021 |         |                |

Qualification

- Master of Business Administration, MMU, Cyberjaya
- Bachelor of Accountancy, Sheffield University, UK
- Postgraduate Diploma in Accountancy, De Montfort University, Leicester, UK

Working Experience

More than 21 years of experience working in TM in different areas and divisions. A TM homegrown talent who is responsible for leading the overall TM Procurement strategy and contract management services in supporting the business requirement whilst ensuring full compliance to TM’s policy, process and governance.

Present Directorship

Listed Issuer:

- Nil

Public Company:

- Nil



Skills: CG L MA RC SPT

#### NIK AZLI ABU ZAHAR

Group General Counsel (GGC)

Nationality: Malaysian

Age: 54

Gender: Male

Date of Appointment: 1 October 2022

#### Qualification

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

#### Working Experience

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

#### Present Directorship

##### Listed Issuer:

- Nil

##### Public Company:

- Nil



Skills: AD DT SB SP

#### AZWEEN ZAKARIA

Vice President, Strategy

Nationality: Malaysian

Age: 53

Gender: Female

Date of Appointment: 1 January 2021

#### Qualification

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

#### Working Experience

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

#### Present Directorship

##### Listed Issuer:

- Nil

##### Public Company:

- Nil

PROFILE OF SENIOR LEADERSHIP



Skills: A AD BA CF CG CRF RMC SP

**HAWABY SULTAN MUHAMAD**  
Chief Internal Auditor (CIA)

|                                      |         |                |
|--------------------------------------|---------|----------------|
| Nationality: Malaysian               | Age: 52 | Gender: Female |
| Date of Appointment: 1 November 2023 |         |                |

Qualification

- Bachelor of Accounting and Finance, De Montfort University, UK
- Fellow member of the Association of Chartered Certified Accountants (FCCA)
- Certified Internal Auditor (CIA)
- Master certification in Project Management
- Leadership Program from IMD and Harvard Business School, USA

Working Experience

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

Present Directorship

**Listed Issuer:**

- Nil

**Public Company:**

- Nil



Skills: ACE IGE RC SP

**MUHAMAD ASRI DOLLAH**  
Chief Integrity & Governance Officer (CIGO)

|                                     |         |              |
|-------------------------------------|---------|--------------|
| Nationality: Malaysian              | Age: 50 | Gender: Male |
| Date of Appointment: 2 October 2023 |         |              |

Qualification

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

Working Experience

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

Present Directorship

**Listed Issuer:**

- Nil

**Public Company:**

- Nil



Skills: LM TE RA EVT

#### PROFESSOR DATO' DR. MAZLIHAM MOHD SU'UD

President/Chief Executive Officer (CEO),  
Multimedia University (MMU)

Nationality: Malaysian

Age: 57

Gender: Male

Date of Appointment: 1 August 2020

#### Qualification

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

#### Working Experience

Has over 29 years of experience in diversified roles and achieved significant milestones, notably leading the Higher Technical and Vocational Education & Training (HTVET) initiative to enhance recognition of vocational and technical training graduates. Currently also serves as the Malaysian Director for the Malaysia-France University Centre (MFUC).

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

#### Present Directorship

##### Listed Issuer:

- Nil

##### Public Company:

- Nil



Skills: CS ICT RMC SP ST STM

#### RAJA AZRINA RAJA OTHMAN

Chief Information Security Officer (CISO)

Nationality: Malaysian

Age: 53

Gender: Female

Date of Appointment: 1 September 2021

#### Qualification

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

#### Working Experience

Has over 29 years' experience in cyber security, which includes research, product development, operations, management, pre-sales and advisory. In 1997, she co-founded the Malaysian Computer Emergency Response Team (MyCERT) followed by the first Digital Forensics Lab in Malaysia.

#### Present Directorship

##### Listed Issuer:

- Nil

##### Public Company:

- Nil



PROFILE OF SENIOR LEADERSHIP



Skills: CG CSP L RC SPT

**HAMIZAH ABIDIN**  
Group Company Secretary (GCS)

|                                       |         |                |
|---------------------------------------|---------|----------------|
| Nationality: Malaysian                | Age: 54 | Gender: Female |
| Date of Appointment: 1 September 2020 |         |                |

Qualification

- Bachelor of Law (First Class Hons), IIUM
- Licenced Secretary, Companies Commission of Malaysia since December 1998

Working Experience

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

She brings with her more than 29 years of experience in corporate secretarial, compliance and corporate governance matters.

Present Directorship

Listed Issuer:

- Nil

Public Company:

- Nil

Notes:

- Date of Appointment refers to the first date of appointment as TM’s senior leadership.
- Save as disclosed, none of the senior leadership has:
  - Any family relationship with any Directors/major shareholders of the Company;
  - Any conflict of interest or potential conflict of interest, including in any competing business with the Group;
  - Any conviction for offences (other than traffic offences) within the past five (5) years; and
  - Any public sanction or penalty imposed by the relevant regulatory bodies during the FYE 31 December 2024.
- The full profile of the senior leadership are available on TM website at [www.tm.com.my/corporate/management-team](http://www.tm.com.my/corporate/management-team)

Skills:

|  |  |
|--|--|
| <b>A</b> Accounting                                    | <b>IWB</b> International Wholesale Business    |
| <b>AD</b> Auditing                                     | <b>HR</b> Human Resources Management           |
| <b>AP</b> Agile Practitioner                           | <b>L</b> Legal                                 |
| <b>ACE</b> Anti-Corruption Enforcement                 | <b>LM</b> Leaderships & Management             |
| <b>B</b> Business                                      | <b>MA</b> Mergers and Acquisitions             |
| <b>BA</b> Business Advisory                            | <b>NI</b> Network Infrastructure               |
| <b>BD</b> Business Development                         | <b>P</b> Procurement                           |
| <b>BM</b> Business Management                          | <b>PD</b> Product Development                  |
| <b>BPL</b> Business Portfolio Leadership               | <b>RA</b> Research & Academic                  |
| <b>BT</b> Business Transformation                      | <b>RC</b> Regulatory Compliance                |
| <b>CC</b> Cloud Computing                              | <b>RMC</b> Risk Management and Compliance      |
| <b>CF</b> Commercial Finance                           | <b>SA</b> Strategic Advisory                   |
| <b>CG</b> Corporate Governance                         | <b>SB</b> Strategic Business                   |
| <b>CM</b> Commercial Management                        | <b>SC</b> Strategic Communications             |
| <b>CS</b> Cyber Security                               | <b>SM</b> Strategic Marketing                  |
| <b>CSP</b> Corporate Secretarial Practice              | <b>S&amp;M</b> Sales & Marketing               |
| <b>CEP</b> Customer Experience and Partnership         | <b>SP</b> Strategic Planning                   |
| <b>CRF</b> Corporate Finance                           | <b>ST</b> Strategic Thinking                   |
| <b>DT</b> Digital Transformation                       | <b>SPT</b> Strategic Project                   |
| <b>EVT</b> Educational & Vocational Training Expertise | <b>STM</b> Strategic and Technology Management |
| <b>I</b> Investment                                    | <b>TD</b> Technology and Digital               |
| <b>IA</b> International Affairs                        | <b>TE</b> Technical Engineering                |
| <b>IB</b> International Business                       | <b>TI</b> Telecommunication Industry           |
| <b>IGE</b> Integrity and Government Expertise          | <b>T&amp;I</b> Technology & Innovation         |
| <b>ICT</b> Information and Communication Technology    |  |

## ADDITIONAL COMPLIANCE INFORMATION

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

### 1.0 UTILISATION OF PROCEEDS FROM CORPORATE PROPOSALS

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

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

### 2.0 MATERIAL CONTRACTS INVOLVING INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS

There were no material contracts or any contracts in relation to loans entered into by the Company and/or its subsidiaries involving the interests of the Directors or major shareholders, either still subsisting as at 31 December 2024 or entered into since the end of the previous financial year ended 31 December 2023, except the following:

| Transacting Party                | General Nature  | Consideration passing to or from the listed issuer or any other corporation in the group | Date of the Agreement/ Effective Date   | Mode of Satisfaction of Consideration | Relationship   |
|----------------------------------|---|--|---|---------------------------------------|--|
| TM Digital Nasional Berhad (DNB) | 1. Provision of 5G RAN to-Edge Fronthaul and Backhaul Service | DNB to TM  | <b>Agreement Date:</b><br>14 April 2022<br><br><b>Effective date:</b><br>28 August 2021 | Cash                                  | a) MoF Inc., a body corporate established under the Minister of Finance (Incorporation) Act, 1957, is a Major Shareholder of DNB and a Person Connected to Khazanah Nasional Berhad (Khazanah).  |
|                                  | 2. Subscription to DNB's regulated 5G services                | TM to DNB  | <b>Agreement date:</b><br>7 October 2022  | Cash                                  | b) Khazanah is a Major Shareholder of TM.<br>c) Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MoF Inc. on TM Board.<br>d) Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board. |

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

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

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

There was no granting of new RS or PS pursuant to the LTIP during the financial year ended 31 December 2024 and no PS grants accorded to the MD/GCEO to-date. Further details on the grants status to-date are disclosed in the Financial Statements 2024.

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

## ADDITIONAL COMPLIANCE INFORMATION

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

At the 39<sup>th</sup> Annual General Meeting (AGM) held on 30 May 2024, the Company had obtained a general mandate from its shareholders on the RRPT entered into by the Company and/or its subsidiaries as set out in the Circular to Shareholders dated 30 April 2024 (RRPT Mandate). This RRPT Mandate is valid until the conclusion of the forthcoming 40<sup>th</sup> AGM of the Company to be held on 27 May 2025.

Pursuant to Paragraph 10.09(2)(b) and Paragraph 3.1.5 of Practice Note 12 of the Main LR, details of the RRPT entered into during the financial year ended 31 December 2024 pursuant to the said RRPT Mandate are as follows:

| Transacting Companies in our Group  | Transacting Related Parties   | Interested Major Shareholder/Director  | Nature of Relationship                            | Nature of RRPT  | Value of Transaction (RM '000)   |   |               |  |  |  |
|-------------------------------------|---|--|---|---|--|---|---------------|--|--|--|
| Our Company and/or our subsidiaries | Axiata Group Berhad (Axiata) and/or its subsidiaries (Axiata Group) | <b><u>Interested Major Shareholder</u></b>   | Khazanah is a Major Shareholder of TM and Axiata. | <b><u>Revenue</u></b>   |  |   |               |  |  |  |
|                                     |   | <ul style="list-style-type: none"><li>• Khazanah</li></ul>   |   | <ul style="list-style-type: none"><li>• Interconnect revenue from Axiata Group.</li></ul>   | 383  |   |               |  |  |  |
|                                     |   | <b><u>Interested Directors</u></b>   |   | Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MoF Inc. on TM Board. | <ul style="list-style-type: none"><li>• Provision of data and bandwidth-related services to Axiata Group.</li></ul>  | 2,056   |               |  |  |  |
|                                     |   | <ul style="list-style-type: none"><li>• Dato' Zainal Abidin Putih</li><li>• Amar Huzaimi Md Deris</li><li>• Datuk Dr. Shahrazat Haji Ahmad</li><li>• Iszad Jeffri Ismail</li><li>• Dato' Mohamed Nasri Sallehuddin</li></ul> |   |   | <ul style="list-style-type: none"><li>• Provision of contact centre and business process outsourcing services by VADS Berhad (VADS) to Axiata Group.</li></ul> | 20,136  |               |  |  |  |
|                                     |   | <b><u>Interested Person Connected</u></b>  |   |   | Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.   | <ul style="list-style-type: none"><li>• Provision of fibre optic core, data and bandwidth services by Fiberail Sdn Bhd (Fiberail) to Axiata Group.</li></ul>            | 132           |  |  |  |
|                                     |   | <ul style="list-style-type: none"><li>• MoF Inc.</li></ul>   |   |   |  | <ul style="list-style-type: none"><li>• Provision of fibre optic, bandwidth, space and facility by Fibrecomm Network (M) Sdn Bhd (Fibrecomm) to Axiata Group.</li></ul> | 121           |  |  |  |
|                                     |   |  |   |   |  | <b><u>Cost</u></b>  |               |  |  |  |
|                                     |   |  |   |   |  | <ul style="list-style-type: none"><li>• Interconnect charges by Axiata Group.</li></ul>   | 2             |  |  |  |
|                                     |   |  |   |   |  | <ul style="list-style-type: none"><li>• Leased-line charges by Axiata Group.</li></ul>  | 1,394         |  |  |  |
|                                     |   |  |   |   |  | <ul style="list-style-type: none"><li>• Site rental for telecommunication infrastructure, equipment and related charges by Axiata Group to TM Group.</li></ul>          | 58,313        |  |  |  |
|                                     |   | <b>TOTAL</b>   |   |   |  |   | <b>82,537</b> |  |  |  |

| Transacting Companies in our Group  | Transacting Related Parties   | Interested Major Shareholder/Director      | Nature of Relationship  | Nature of RRPT  | Value of Transaction (RM '000) |
|-------------------------------------|---|--|---|---|--------------------------------|
| Our Company and/or our subsidiaries | Tenaga Nasional Berhad (TNB) and/or its subsidiaries (TNB Group)              | <b><u>Interested Major Shareholder</u></b> |   | <b><u>Revenue</u></b>   |                                |
|                                     |   | • Khazanah                                 | Khazanah is a Major Shareholder of TM and TNB.  | • Provision of connectivity services, ICT equipment and security surveillance devices to TNB Group. | 18,435                         |
|                                     |   | <b><u>Interested Directors</u></b>         |   |   |                                |
|                                     |   | • Dato’ Zainal Abidin Putih                | Dato’ Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MoF Inc. on TM Board. | • Provision of fibre optic and bandwidth for telecommunication services to TNB Group.               | 6,132                          |
|                                     |   | • Amar Huzaimi Md Deris                    |   | • Provision of digital services solutions and software to TNB Group.                                | 93,722                         |
|                                     |   | • Datuk Dr. Shahrazat Haji Ahmad           |   |   |                                |
|                                     |   | • Iszad Jeffri Ismail                      |   |   |                                |
|                                     |   | • Dato’ Mohamed Nasri Sallehuddin          | Dato’ Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.  | <b><u>Cost</u></b>  |                                |
|                                     |   | <b><u>Interested Person Connected</u></b>  |   | • Leasing of fibre optic from TNB Group.  | 20,508                         |
|                                     |   | • MoF Inc.                                 | MoF Inc. is a Person Connected to Khazanah.   | • Leasing of infrastructure for telecommunication services from TNB Group.                          | 8,321                          |
| <b>TOTAL</b>                        |   |  |   | <b>147,118</b>  |                                |
| Our Company and/or our subsidiaries | Petroliam Nasional Berhad (Petronas) and/or its subsidiaries (Petronas Group) | <b><u>Interested Directors</u></b>         |   | <b><u>Revenue</u></b>   |                                |
|                                     |   | • Dato’ Zainal Abidin Putih                | Dato’ Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MoF Inc. on TM Board. | • Provision of connectivity, customer and smart services to Petronas Group.                         | 85,682                         |
|                                     |   | • Amar Huzaimi Md Deris                    |   | • Provision of fibre optic cables, bandwidth and ethernet services to Petronas Group.               | 14,614                         |
|                                     |   | • Datuk Dr. Shahrazat Haji Ahmad           |   | • Provision of digital services solutions and software to Petronas Group.                           | 559                            |
|                                     |   | • Iszad Jeffri Ismail                      |   |   |                                |
|                                     |   | • Dato’ Mohamed Nasri Sallehuddin          | Datuk Dr. Shahrazat Haji Ahmad is a director on TM and Petronas Board.  |   |                                |
|                                     |   |  | Dato’ Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.  | <b><u>Cost</u></b>  |                                |
|                                     |   | <b><u>Interested Person Connected</u></b>  |   | • Right of way, cabin and reimbursement fees of Fiberail’s facilities charges by Petronas Group.    | 3,748                          |
|                                     |   | • MoF Inc.                                 | MoF Inc. is a Major Shareholder of Petronas and a Person Connected to Khazanah.   | • Purchase of fuel from Petronas Group.   | 4,234                          |
|                                     |   | <b>TOTAL</b>                               |   |   |                                |

## ADDITIONAL COMPLIANCE INFORMATION

| Transacting Companies in our Group  | Transacting Related Parties  | Interested Major Shareholder/Director  | Nature of Relationship  | Nature of RRPT  | Value of Transaction (RM '000) |
|-------------------------------------|--|--|---|---|--------------------------------|
| Our Company and/or our subsidiaries | Astro Malaysia Holdings Berhad (AMHB) and/or its subsidiaries (AMHB Group) | <b><u>Interested Major Shareholder</u></b>   |   | <b><u>Revenue</u></b>   |                                |
|                                     |  | • Khazanah   | Khazanah is a Major Shareholder of TM and AMHB.   | • Provision of data, transmission and content delivery services to AMHB Group.  | 119,151                        |
|                                     |  | <b><u>Interested Directors</u></b>   |   | • Provision of connectivity, customer and smart services to AMHB Group.   | 15,050                         |
|                                     |  | • Dato' Zainal Abidin Putih<br>• Amar Huzaimi Md Deris<br>• Datuk Dr. Shahrazat Haji Ahmad<br>• Iszad Jeffri Ismail<br>• Dato' Mohamed Nasri Sallehuddin | Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MoF Inc. on TM Board.<br><br>Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board. |   |                                |
|                                     |  | <b><u>Interested Person Connected</u></b>  |   |   |                                |
|                                     |  | • MoF Inc.   | MoF Inc. is a Person Connected to Khazanah.   |   |                                |
| <b>TOTAL</b>                        |  |  |   |   | <b>134,201</b>                 |
| Our Company and/or our subsidiaries | DNB  | <b><u>Interested Directors</u></b>   |   | <b><u>Revenue</u></b>   |                                |
|                                     |  | • Dato' Zainal Abidin Putih<br>• Amar Huzaimi Md Deris<br>• Datuk Dr. Shahrazat Haji Ahmad<br>• Iszad Jeffri Ismail<br>• Dato' Mohamed Nasri Sallehuddin | Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MoF Inc. on TM Board.   | • Provision of connectivity, customer and smart services to DNB.  | 512                            |
|                                     |  |  | Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.  | • Provision of 5G connectivity and its core network comprising the leasing of fibre, site, data centre, edge facilities and other related transmission services to DNB. | 260,488                        |
|                                     |  | <b><u>Interested Person Connected</u></b>  |   |   |                                |
|                                     |  | • MoF Inc.   | MoF Inc. is a Major Shareholder of DNB and a Person Connected to Khazanah.  | <b><u>Cost</u></b>  |                                |
|                                     |  |  |   | • Subscription to DNB 5G Access Network.  | 83,195                         |
| <b>TOTAL</b>                        |  |  |   |   | <b>344,195</b>                 |

| Transacting Companies in our Group  | Transacting Related Parties   | Interested Major Shareholder/Director      | Nature of Relationship  | Nature of RRPT   | Value of Transaction (RM '000) |
|-------------------------------------|---|--|---|--|--------------------------------|
| Our Company and/or our subsidiaries | CelcomDigi Berhad (CelcomDigi) and/or its subsidiaries (CelcomDigi Group) | <b><u>Interested Major Shareholder</u></b> |   | <b><u>Revenue</u></b>  |                                |
|                                     |   | • Khazanah                                 | Axiata is a Major Shareholder of CelcomDigi.  | • Interconnect revenue from CelcomDigi Group.  | 9,344                          |
|                                     |   |  |   | • Core rental and mobile services charges to CelcomDigi Group.   | 263                            |
|                                     |   |  | Khazanah is a Person Connected to Axiata and also an indirect Major Shareholder of CelcomDigi.  | • Provision of fibre optic, bandwidth, space and facility by Fibrecomm to CelcomDigi Group.                            | 49                             |
|                                     |   | <b><u>Interested Directors</u></b>         |   | • Provision of fibre optic core, data and bandwidth services by Fiberail to CelcomDigi Group.                          | 5,923                          |
|                                     |   | • Dato' Zainal Abidin Putih                | Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrizat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MoF Inc. on TM Board. | • Provision of data and bandwidth related services to CelcomDigi Group.  | 213,700                        |
|                                     |   | • Amar Huzaimi Md Deris                    |   | • Provision of internet access and broadband services to CelcomDigi Group.   | 340                            |
|                                     |   | • Datuk Dr. Shahrizat Haji Ahmad           |   | • Provision of leased-line services to CelcomDigi Group.   | 71,842                         |
|                                     |   | • Iszad Jeffri Ismail                      |   | • Site rental for telecommunication infrastructure, equipment and related charges by TM Group to CelcomDigi Group.     | 55,102                         |
|                                     |   | • Dato' Mohamed Nasri Sallehuddin          | Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.  |  |                                |
|                                     |   | <b><u>Interested Person Connected</u></b>  | MoF Inc. is a Person Connected to Khazanah.   | <b><u>Cost</u></b>   |                                |
|                                     |   | • MoF Inc.                                 |   | • Interconnect charges by CelcomDigi Group.  | 5,335                          |
|                                     |   |  |   | • Core rental and mobile services from CelcomDigi Group to TM Group.   | 7,031                          |
|                                     |   |  |   | • Domestic Roaming and Multi Operator Core Network technologies by CelcomDigi Group to TM Technology Services Sdn Bhd. | 187                            |
|                                     |   |  |   | • Leased-line charges by CelcomDigi Group.   | 611                            |
|                                     |   |  |   | • Site rental for telecommunication infrastructure, equipment and related charges by CelcomDigi Group to TM Group.     | 7,401                          |
|                                     |   |  |   | • Fibre optic and leased-line charges by CelcomDigi Group to Fibrecomm.  | 802                            |
| <b>TOTAL</b>                        |   |  |   |  | <b>377,930</b>                 |

## DIRECTORS' STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS (DSORMIC)

Under Paragraph 15.26(b) of the Main LR of Bursa Securities, the Board of listed issuers is required to include a statement in their annual report a statement about the state of risk management and internal control of the listed issuer as a group.

TM's Board presents the following statement in line with the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, as endorsed by Bursa Securities.

This statement outlines the nature and scope of risk management and internal control within TM Group for the financial year under review. The Statement on Risk Management and Internal Control (SORMIC) is jointly endorsed by the BRIC and the BAC.

### RESPONSIBILITY AND ACCOUNTABILITY

#### The Board

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

The Board regularly reviews the effectiveness and adequacy of the framework by identifying, assessing and monitoring key risks to safeguard shareholder investments and protect the Group's assets.

Risk management and internal control are overseen by the BRIC and the BAC.

#### Board Risk and Investment Committee (BRIC)

The BRIC's primary role is to assist the Board in ensuring a robust ERM framework and its effective implementation, strengthening the Group's corporate governance practices. It focuses on identifying, assessing and monitoring key business and investment risks.

The BRIC serves as the oversight platform for discussing these risks and the associated control implementations.

The Terms of Reference (ToR) and primary duties of the BRIC regarding risk management are incorporated in the Board Charter, which is accessible on the company's official website at [www.tm.com.my](http://www.tm.com.my).

#### Board Audit Committee (BAC)

The primary responsibility of the BAC is to assist the Board in assessing the effectiveness of the Group's internal control structure and review of the financial reporting. To fulfil this role the BAC:

- Reviews the adequacy and integrity of the Group's internal control systems and management information systems' adequacy and integrity, including compliance with applicable laws, rules, directives and guidelines through the GIA function.
- Reviews and provides oversight on the Group's management of investigations and prosecutions, fraud and disciplinary issues, ethics, integrity principles and whistle-blowing processes through the GIG function.
- Both the GIA and GIG report directly to the BAC.

The BAC's ToR is stipulated in the Board Charter, accessible on the Company's website. The primary duties of the BAC in assessing the adequacy and effectiveness of the internal control systems implemented within the Group are elaborated on pages 191 and 194.

Other Board Committees, such as the NRC and Tender Committee, have been established with clearly defined duties and responsibilities to oversee various key business activities within the Group.

The Board acknowledges its ultimate responsibility for all actions taken by these committees in executing their delegated roles, including the outcomes of the review and disclosure of key risks and internal control systems in this IAR.

#### Management

Management is accountable to the Board and is responsible for proactively implementing processes to identify, evaluate, monitor and report risks, along with evaluating the effectiveness of internal control systems. They ensure timely corrective and appropriate actions are taken as required and assure the Board that the Group's risk management and internal control systems are operating adequately and effectively in all material aspects, based on the ERM framework and internal control systems adopted by the Group.



In respect of risk management, Management has proactively implemented the necessary processes to:

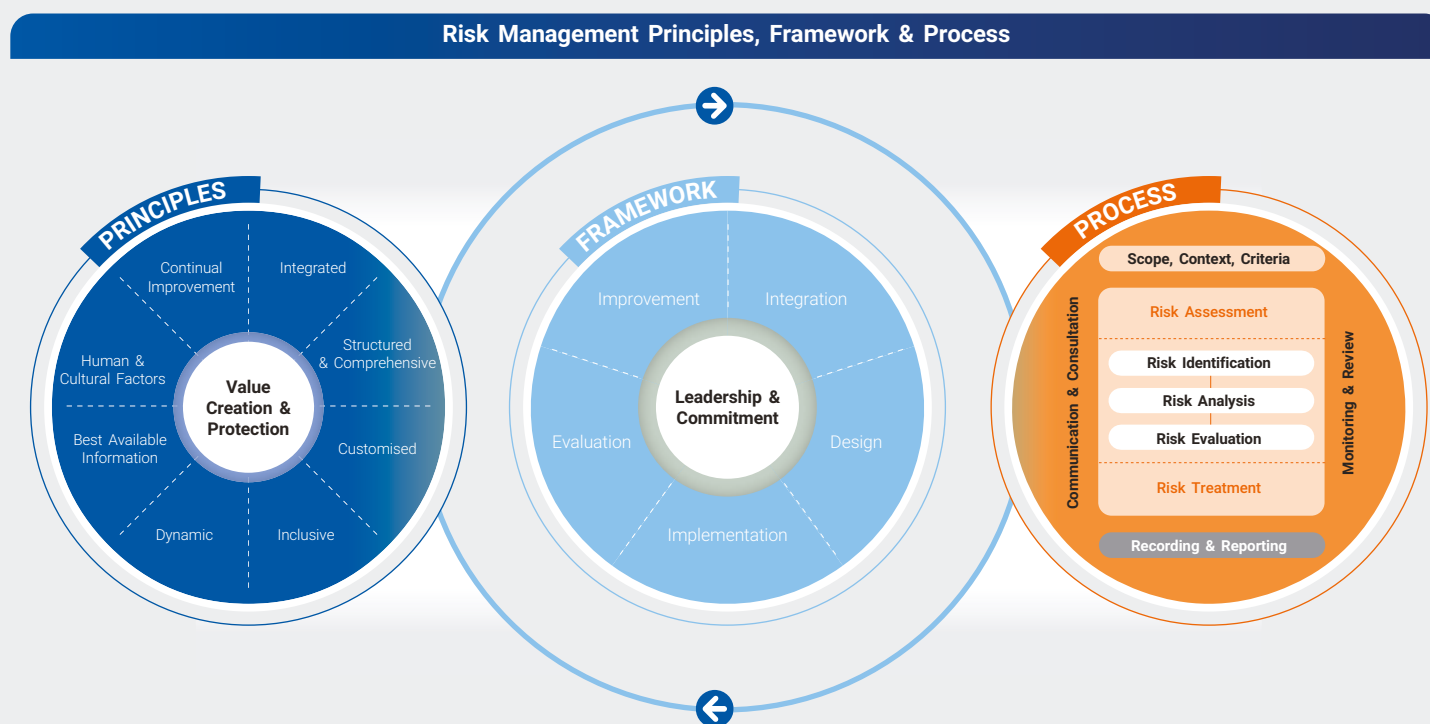
- Identify and analyse the risk appetite relevant to the business and determine the appropriate level of risk tolerance towards achieving the Group's objectives and strategies.
- Design, implement and monitor the ERM framework according to the Group's strategic vision and overall risk appetite.
- Identify changes to risks or emerging risks, take appropriate actions and promptly bring these to the Board's attention.

## ENTERPRISE RISK MANAGEMENT (ERM)

### ERM Framework

ERM remains a vital component of organisational governance, ensuring that all inherent and emerging risks are thoroughly assessed, mitigated and monitored, thereby safeguarding the Group's interests.

TM adopted the ISO 31000:2018 Risk Management Standard, which provides a comprehensive framework for identifying, evaluating, managing and monitoring significant risks. This alignment with industry best practices ensures that TM's ERM process is robust and effective.



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

Throughout the year, TM has progressively implemented ERM practices across the organisation and its subsidiaries to support the execution of business strategies and operations.

### TM Group Risk Governance Structure

TM Group's Risk Governance Structure spans the entire organisation, from the Board to all operational levels, ensuring thorough risk oversight and proactive management.

Material Risks are consolidated from all divisions to the MC and escalated to the BRIC and Board. Using a group-wide approach, leaders evaluate and approve top risks, including Corporate Risks, via the BRIC platform.

DIRECTORS' STATEMENT ON RISK MANAGEMENT  
AND INTERNAL CONTROLS

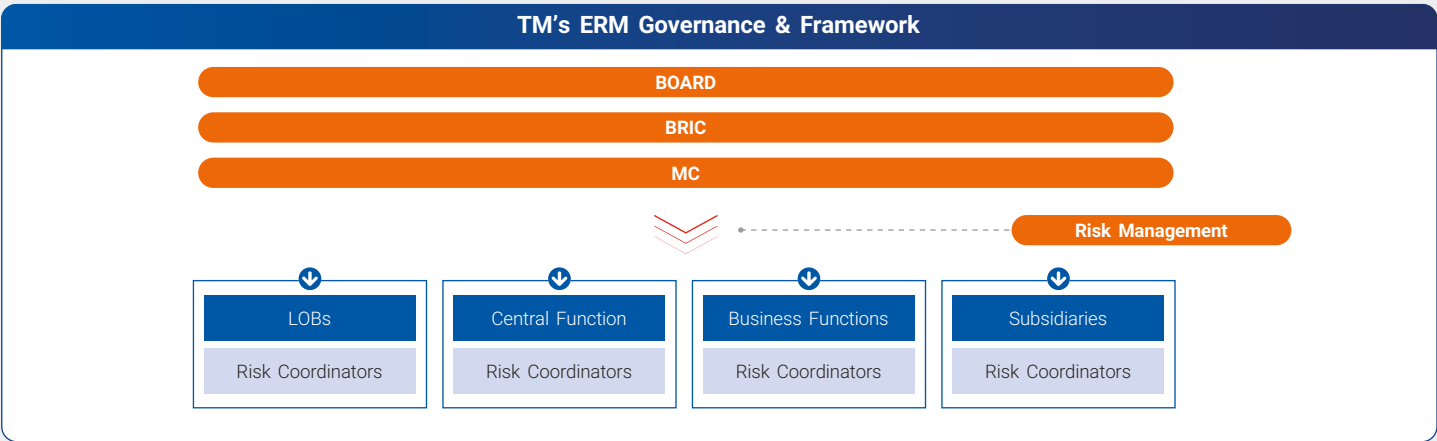


Figure 2: TM Group Corporate Structure

- **Risk Coordinators** are appointed at every LOBs, Central Function, Business Functions and Subsidiaries. Their primary role is to spearhead the coordination of risk management activities and controls group-wide, including regional and states, fostering a culture of excellence in risk-based decision-making.
- **HODs** play a crucial role in this structure. They are responsible for instituting and implementing ERM discipline within their respective areas, ensuring strong accountability in risk management practices and integration of risk management into daily operations.

TM Corporate Risk Management Policy and Risk Appetite Statement

TM is committed in maintaining a risk-based internal controls system that provides reasonable assurance in achieving the Group's strategic goals. These include sustainable growth, resilience and alignment with the PWR 2030 vision of becoming a Digital Powerhouse. This commitment safeguards shareholder value and drives transformative value for stakeholders through effective risk management aligned with TM's risk appetite.

TM Group Risk Appetite

- TM Group strives to deliver shareholder value through sustainable growth without compromising our integrity, ethical values and reputation by continuously upholding our brand promise, best customer experience, maintaining a resilient network, compliance to regulations and fostering a safe and healthy working environment for TM's workforce.
- TM Group will defend, improve and expand our market position in Malaysia and selected international markets through sound risk management practices.
- TM Group will assess and pursue new growth opportunities aligned with evolving industry dynamics and market conditions.
- TM Group is dedicated to leading industry growth through innovation and efficiency within risk management framework that addresses emerging technologies, regulatory changes and sustainability challenges.

The Corporate Risk Appetite is effectively communicated and integrated at all operational levels, fostering comprehensive risk assessment and management. This is achieved by evaluating both the likelihood and impact of risks. By aligning with the organisation's overall risk tolerance, it ensures consistent and effective risk management across the entire organisation.

INTERNAL CONTROL

The Board acknowledges that the internal control systems are designed to manage and reduce risks that may hinder the Group from achieving its goals and objectives. These systems provide reasonable assurance against material misstatements, including those related to financial information, business, operational, environmental, compliance, financial losses and fraud. Embedded within the Group's operations, these systems serve essential business purposes.

These systems are designed to manage rather than eliminate the risk of failure to achieve business objectives. It can only provide reasonable and not absolute assurance against material misstatement or losses.

Developed based on the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Internal Control-Integrated Framework, the internal controls are regularly reviewed by the Board to ensure their adequacy and integrity, considering changes in regulations, laws or the business environment.

## Governance:

### → Group Organisation Structure

The Group has clearly defined lines of responsibility and authority to facilitate prompt responses in a dynamic business environment, adequate supervision of day-to-day business conduct, timely resolution of audit issues and accountability of the internal controls. These include a formal organisation structure and establishing a LoA matrix that clearly outlines the Board and Management's approval limits across various key processes. The LoA is duly approved by the Board and is subject to regular review and enhancement to ensure it reflects changes in accountability and the Group's evolving risk appetite.

### → Annual Business Plan and Performance Monitoring

Annual business plans are prepared by TM's Business Clusters and all major operating subsidiaries. These plans are presented to the Board for approval. Actual performance is reviewed against the targeted results on a monthly basis, allowing for timely response and corrective action to be taken to mitigate risks. The Board reviews regular reports from the Management on key operating statistics, as well as legal or regulatory matters that may arise.

### → Strategic Theme and Business Direction

TM aspires to become a Digital Powerhouse by 2030, guided by its PWR strategy. While defending and growing its core business remains critical, TM is also focused on expanding beyond connectivity by building platform ecosystems that drive future growth. With a strong foundation in next-gen infrastructure, AI-powered data centre, sovereign clouds and robust cyber security, TM's next focus is developing a platform ecosystem that delivers digital solutions, enabling customers to host their applications and services. Powered by TM's robust network and platform ecosystem, this will enable Malaysia to become a regional digital hub in future.

### → Product Governance Framework

The Product Governance Framework has been established to govern and oversee the business value creation related to product creation and management, ensuring alignment with TM's strategic vision.

### → Procurement Policy

TM's procurement policies and processes govern the entire procurement value chain, defining authority limits and accountability for employees and business partners. Aligned with ISO 37001 (Anti-Bribery Management System), TM ensures ethical, transparent and sustainable practices while leveraging digital transformation to improve efficiency.

TM's procurement activities focus on three (3) key principles: Value Creation, Sustainability & ESG Integration and Digital Transformation.

### → Policy, Manual and Procedures

TM's Business Policy & Governance (BPG) outlines key policies and governance structures, with defined process owners responsible for their development, periodic review and compliance to the BPG. These policies also establish detailed procedures and guidelines to ensure effective implementation, operational consistency and alignment with regulatory requirements and best practices.

### → Insurance and Physical Safeguards

The Group has adequate insurance and physical safeguards in place to protect significant assets, minimising the risk of material loss against any mishap.

### → Corporate Committees

The Group operates three (3) key Corporate Committees—MC, Business Operations Council (BOC) and Technology Committee (TechCom)—which provide timely guidance and decision-making within their respective domains. Roles and authority levels are clearly defined to ensure effective business execution with appropriate controls.

MC focuses on strategic and policy matters, while BOC and TechCom handle operational performance, execution and deployment in areas of business and technology.

### → Best Practice Committee (BPC)

The BPC, a Management Committee reporting to the BAC, reviews and discusses updates on financial performance and completeness, listed issuer compliance, policies, best practices, corporate governance and changes in statutory and regulatory requirements.

### → Business Continuity Management (BCM)

The BCM Steering Committee, chaired by the GCEO, drives the implementation of a comprehensive BCM programme to enhance service reliability and resilience. The programme identifies potential threats to the Group and their impact on business operations and customer experience. The BCM framework, aligned with ISO 22301:2019, builds organisational resilience and ensures a robust response mechanism to protect stakeholders, brand reputation and value-creating activities.

### → Recording to Reporting (R2R) Framework

The R2R Framework enhances the integrity and transparency of financial reporting by systematically identifying and addressing non-compliance through systematic monitoring and escalation. It instils a culture of compliance and ensures the accuracy and completeness of financial reports, aligned with relevant standards.

### → Procurement Compliance Committee (PCC)

The PCC ensures the effective implementation of procurement consequence management, ensuring compliance with policies, procedures and authority limits. Procurement personnel must report non-compliance and the PCC is responsible for addressing compliance issues and determining appropriate consequence actions.

## DIRECTORS' STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

### ➔ TM Sponsorship Management Guidelines

These guidelines outline the procedures for managing sponsorships, donations, gifts and hospitality, ensuring that objectives are met while minimising potential risks. Sponsorships aim to support business growth, technology advancement, people development and nation-building and, where applicable, enhance the TM brand through the outcomes of these activities.

### ➔ Management Information Systems

TM Group uses key information systems to support operations, ensuring effective communication with stakeholders. These systems are governed by the TM IT Policy and Enterprise Architecture Standard, which regulate access and monitor usage. Business processes guide IT services, aligned with international standards and best practices to maintain competitiveness. Continuous training ensures compliance and risks are proactively managed and updated quarterly to the BRIC.

### ➔ TM Cyber Security Management

#### • Information Security Governance and Certifications

TM conducts continuous assessments to ensure compliance with security requirements for TM's Mission Critical (MC) and Business Critical (BC) services. These assessments focus on systems that store Personally Identifiable Information (PII) and public-facing systems, aligning efforts with the Cyber Security Act 2024 to strengthen defences and maintain cyber security standards.

TM has obtained certifications in Information Security Management Systems (ISMS), BCMS and PCI DSS. These certifications cover cloud services, network operations and IT systems/applications, ensuring the protection of digital assets and customer trust.

A comprehensive cyber security risk assessment was conducted to identify and mitigate potential threats to TM's digital infrastructure, reinforcing stakeholder trust and ensuring operational resilience.

### ➔ Technology Uplift

To mitigate security risk at endpoints, TM implements the following controls, prioritising key businesses, critical assets and business data:

- Enhance Endpoint Control – mitigating security risks at endpoints, focusing on MC/BC servers, admin devices, user devices and shared terminals.
- Fortify Identity and Access Control – protecting user access, securing the Active Directory and improving staff experience when accessing applications in TM.

- TM's public-facing Web/Applications Protection – using Web Application Firewall (WAF) to reduce the attack surface and minimise PII data exposure.

### ➔ Cyber Security-Focused People Development

TM has launched programmes to raise awareness amongst *Warga TM* about social engineering threats and test TM's cyber resilience. These initiatives measure the ability to detect and respond to security incidents, focusing on developing security capabilities among lead software developers.

TM's Information Security team has conducted email phishing simulations and collaborated with GP at the TM Supplier Summit 2024 to enhance cyber security awareness among partners. Additionally, partnerships with Unifi at the TM X Summit, D-Savvy Series sessions and live demos during Bersama GCEO further strengthened cyber security awareness among TM staff.

### ➔ Third Party Information Security Requirements

To fortify TM's defences against third-party risks, stringent security requirements are embedded at every touchpoint:

- The Supplier Onboarding Process requires all security criteria are met to ensure only trusted partners are engaged.
- Robust cyber security clauses and requirements are integrated into the technical specifications of all IT and network solutions.
- Vendor Security Index (VSI) assesses and measures the key aspects of vendors' cyber security hygiene to maintain high-security standards.

### Integrity:

The Group's commitment to upholding integrity in all operations is reflected in the following initiatives:

### ➔ TM Code of Conduct & Business Ethics (CBE) and Anti-Corruption Guide (ACG)

TM adopts a Zero-Tolerance policy with a top-down approach against all forms of corruption. This policy outlines TM's commitment to ethical business practices, explicitly prohibiting bribery and corruption. The ACG details TM's policies and procedures, reinforcing the company's zero-tolerance approach.

### ➔ TM CBE e-Learning

To ensure comprehensive coverage and leverage technology in line with a Digital Malaysia, GIG launched the CBE e-Learning programme. This interactive platform teaches employees how to demonstrate integrity in their daily work through interactive learning videos and real-life case scenarios. In 2024, over 17,000 employees (99% of the total workforce) completed the final phase of the programme.

### ➔ Awareness and Communication Snippets

- i. Ongoing awareness sessions on CBE and Corporate Liability S17A are conducted for TM employees and business partners. In 2024, Corporate Integrity and Governance Unit conducted various awareness sessions nationwide and high-risk units/functions like GNT, Unifi, GIS, GITD and MMU, including Unifi Stores.
- ii. Regular communication snippets on ethical policies, laws and guidelines are published in English and Bahasa Malaysia to enhance understanding of TM's CBE provisions and corruption offences. Topics include "Integrity Starts Within You", "Do not share your ID & Password", "Donation & Sponsorship – Doing the Right Thing", "Abuse of Power/Position" and "Understanding Corporate Liability Section 17A MACC Act 2009".

### ➔ Organisational Anti-Corruption Plan (OACP)

The OACP was developed by analysing internal and external data to identify corruption-related risks and their root causes. It strengthens the controls and monitoring of corruption, integrity and governance risks, ensuring compliance with Section 17A of MACC Act 2009. In 2024, 110 action plans were recorded based on risk assessment. The GIG team constantly monitors and tracks the implementation status and provides quarterly reports to the BAC.

### ➔ TM Integrity Day 2024

The annual TM Integrity Day (TMID) 2024 demonstrated TM's unwavering commitment to fostering and strengthening a culture of integrity, transparency and accountability. Guided by the theme "Uncompromising Integrity", the event united TM employees, business partners and key stakeholders to reaffirm the values that define TM's corporate identity and dedication to good governance.

TM reaffirmed its unwavering commitment to integrity and anti-corruption through an essential courtesy visit to the MACC Headquarters in Putrajaya. Led by TM GCEO, the delegation met with MACC Chief Commissioner Tan Sri Dato' Sri Haji Azam Baki to explore strategic collaboration opportunities for strengthening anti-corruption efforts within TM as a trusted Corporate entity.

### ➔ MS ISO 37001:2016 Anti-Bribery Management System (ABMS)

TM has adopted MS ISO 37001:2016 to strengthen its anti-bribery compliance programme, ensuring effective detection, prevention of corruption. There are 17 ABMS coordinators overseeing divisions and 68 certified Lead Auditors to maintain the system. Since 2021, TM has achieved 100% certification compliance, covering HQ and high-risk divisions nationwide, underscoring its commitment to governance and integrity.

### ➔ Declaration of Assets & Interest (DOA) and Integrity Pledge (IP)

The Annual DOA ensures transparency and mitigates conflict of interest, reinforcing a culture of integrity. All TM employees complete this declaration annually, declaring their updated status in terms of external employment, business involvement and family members' business dealings with TM or affiliations with TM's competitors. It aligns with the TM's CBE, demonstrating TM's unwavering commitment to ethical practices and transparency.

### ➔ Whistle-Blowing Policy

TM and its Board are committed to a robust whistle-blowing policy that allows employees, suppliers and third parties to report actual or suspected malpractice, misconduct or policy violations safely and confidentiality via TM Ethics Line.

### ➔ Integrity, Governance and Anti-Corruption Award (AIGA)

TM's commitment to anti-corruption practices, integrity and good governance was recognised with the Highest Gold Category in the Integrity, Governance and Anti-Corruption Award (AIGA) 2023 by the Institute of Integrity Malaysia (IIM) on 29 February 2024.

### ➔ Fraud Management

TM monitors and investigates telecommunications fraud through its Fraud Management System. Over the years, fraud losses have been significantly reduced, with TM's Telco fraud loss accounting for less than 0.01% of its revenue.

To strengthen controls, TM collaborates with process and product owners to review fraud prevention elements within upstream processes, including product assessments, authority limits, segregation of duties and transaction-level procedures. For non-telecommunications fraud, TM promotes a culture of integrity among employees and raises awareness of their accountability in upholding ethical standards. Stern disciplinary action is taken against employees involved in fraud.

### Putting People First:

#### ➔ Human Capital Policy & Framework

TM's Human Resource Policies provide clear guidelines for managing human capital. We focus on enhancing employees' skills through targeted learning programmes, particularly in Digital Learning, to bridge skill gaps and build a future-ready workforce. Succession planning ensures a strong talent pipeline and leadership development aligned with business needs.

As part of TM's goal to become a Digital Powerhouse by 2030, the Culture Statement defines the behaviours and values expected from all employees. It forms the foundation for a culture of innovation, agility and collaboration, driving TM's success in the digital era. The "Spark the PWR" programme empowers employees to embrace these values and lead positive change within the organisation.



## DIRECTORS' STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

### ➔ Occupational Safety, Health & Environmental (OSHE) Policy


TM is committed to supporting a Digital Malaysia while ensuring a safe, healthy and environmentally sustainable workplace for employees, contractors, visitors and others. The company adheres to legislation and proactively works to prevent health hazards and injuries. TM fosters a culture of high environmental standards, pollution prevention and property protection, supported by ongoing education, training and continuous improvement in the OSHE management system.

### Protecting the Planet:

### ➔ Sustainability Management Function

TM integrates sustainability-related risks into its group-wide ERM framework, enabling a comprehensive view of sustainability-related challenges. With a structured sustainability management and risk framework in place, TM progressively assesses the current and emerging sustainability risks such as carbon emission, supply chain, labour standard, customer experience & privacy, safety & health and social well-being.

TM continues to advance its sustainability agenda by optimising opportunities while minimising associated risks. In 2024, TM implemented key improvements, including the Sustainability Policy, Environmental Management Policy and Sustainable Supply Chain Policy. These initiatives aim to drive sustainable growth while minimising risks. The Sustainability Committee, made up of top management, oversees the execution of TM's Sustainability Framework and Integration Plan.


 For detailed sustainability initiatives and the implementation plan, refer to the Sustainability chapter on pages 110 to 163.

## INTERNAL AUDIT

GIA is an in-house internal audit function reporting to the BAC, providing risk-based and objective assurance, advice and insights designed to enhance and protect organisational value. It supports the Group's objectives by bringing a systematic, disciplined approach to evaluating and improving the effectiveness of ERM, controls and governance processes.

During the financial year, GIA continuously provided assurance on matters related to governance and internal controls. It also assessed the effectiveness and efficiency of the governance, ERM framework along with internal control systems, offering recommendations for improvement. The Management then followed through and reviewed the status of actions taken based on the internal auditors' recommendations.

Audit reviews are conducted based on a risk-based approach, aligned with the Group's objectives, policies and the evolving business and regulatory environment, with input from the Senior Management and the Board.

 Further information on Internal Audit is provided on pages 235 and 236 of this Integrated Annual Report.

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

In the 2024 Risk Management and Internal Control Self-Assessment Survey, TM Leaders affirmed the effectiveness, integrity of their division's risk and control framework. This strong endorsement underscores TM's commitment to a risk-based decision-making culture, with divisional heads demonstrating accountability and responsibility for risk management.

The GCEO and GCFO have provided reasonable assurance to the Board that the Group's risk management framework and internal control systems are operating effectively and adequately during the financial year under review. Taking into consideration the Management's assurance and input from the relevant assurance providers, the Board believes that the risk management framework and internal control systems are satisfactory and adequate to safeguard shareholders' investments, customers' interests and the Group's assets without leading to any material losses, contingencies or uncertainties. It is important to note that TM's internal control systems do not apply to its associate companies, which fall within their majority shareholders' control.

Nonetheless, TM's interests are served through representation on the Board and Senior Management posting(s) to the various subsidiaries and through the review of management accounts received. These mechanisms provide the Board with performance-related information to enable informed and timely decision-making on the Group's investments in such companies.

## REVIEW OF THE STATEMENT BY THE EXTERNAL AUDITORS

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

## STATEMENT OF INTERNAL AUDIT (SIA)

Group Internal Audit (GIA) supports TM Group in achieving its business objectives by implementing a systematic and disciplined approach to evaluate and improve the effectiveness of governance, risk management and control processes. GIA provides independent and objective assurance and consulting services to enhance and protect organisational value. The internal audit charter, approved by the BAC defines GIA's purpose, authority and responsibility.

GIA, headed by the Chief Internal Auditor (CIA), reports directly to the BAC to preserve its independence and objectivity while ensuring audit personnel are free from any relationships or conflicts of interest that could impair their objectivity and independence. Additionally, the CIA has an administrative reporting line to GCEO, which enables the requisite stature and authority of Internal Audit to effectively fulfil its responsibilities.

The CIA's detailed background is available in the "Profile of Senior Leadership" section of this annual report.

BAC reviews and approves GIA's annual audit plans, budget and human resources requirements to ensure that the necessary competencies and resources are in place to effectively support audit functions aligned with the Group's objectives. The CIA regularly reports to the BAC on GIA's activities, as well as key strategic and control issues. In addition to the above, the BAC approves and reviews GIA's and the CIA's performance to observe their progress and achievements.

### PRACTICES & FRAMEWORK

GIA is guided by the internal policies, procedures and framework, as well as the Internal COSO and Control Objectives for Information and Related Technology (COBIT) in assessing and reporting on the adequacy, effectiveness and efficiency of the Group's overall internal control system, risk management and governance.

GIA adopts the International Professional Practices Framework (IPPF)® and its mandatory elements, including the Core Principles for the Professional Practice of Internal Auditing, International Standards for the Professional Practice of Internal Auditing as well as the definition of Internal Auditing and Code of Ethics to effectively and efficiently execute the audit engagements.

### SCOPE & COVERAGE

GIA continues to adopt the risk-based audit plan approach in formulating the annual audit plan, considering TM's strategic objectives, risk profiling and input from the BAC and Senior Management. This is to provide independent assurance to the Board that the audit plans are prioritised based on the Group's strategies, objectives and key risk areas.

Based on the audits carried out in FY2024, among the key risks identified are as follows:

- **Governance and Compliance:** Assessing adherence to policies and identifying opportunities for improvement in key areas such as financial and Capex management, procurement, workforce optimisation, asset management and state operations.
- **IT Governance and Cybersecurity:** Addressing risks related to personal device usage, access controls, TM's critical applications and evaluating the effectiveness of physical and logical security measures against threats, as assessed through a red teaming exercise.
- **Ecosystem Evaluation:** Reviewing the ecosystem that drives revenue and cost management within the LOBs, including team setup effectiveness, states management, sales campaigns, vendor/contractor performance and order & inventory management.
- **Product Strategy and Management:** Evaluating the strategy, planning, development and management of key products such as Unifi Mobile, cloud services, data centres and submarine cable monetisation.
- **Project and Service Delivery:** Monitoring and managing TM's major projects, services and systems, encompassing processes, IT systems, network infrastructure and people capabilities.

All internal audit reports with significant improvement opportunities were presented to the BAC for deliberation, while other reports were included in the quarterly reporting to the BAC. Each audit finding is supported by GIA's recommendations and relevant feedback from Management is obtained to ensure proper issue resolution. As part of the audit process, GIA continuously monitors and validates the implementation of management actions to address audit issues on a monthly basis.

### INTERNAL AUDIT QUALITY

The CIA develops and maintains a Quality Assurance and Improvement Programme (QAIP) that covers all aspects of internal audit activities. The QAIP continues to be used to assess the quality of the audit processes against international standards set by the IIA. The internal assessment is performed annually by an independent internal quality assurance team under the direct supervision of the CIA. The QAIP results are tabled to the BAC. As required by the standards, the external assessment is conducted at least once every five (5) years by a qualified and independent external assessor.



## STATEMENT OF INTERNAL AUDIT

As part of its Quality Assurance, GIA maintains a 3-tier quality review mechanism incorporating subject matter experts as peer reviewers to ensure relevant, reliable and sufficient assessment to support audit engagement results and conclusions. This assurance review process ensures that the internal auditors adequately assess all risk areas before communicating the final engagement results to the Management and BAC.

GIA continues to optimise the Audit Management System and has established a dedicated Data Analytics Team to support auditors in data analysis coverage and enhance the quality of validation.

This indicates that GIA manages reasonably well in meeting governance objectives, ensuring audit plans are risk-based and periodically reviewed, putting in place adequate policies and procedures, using audit management systems and data analytic tools in performing audits, supervising work quality, communicating audit results, following up on audit issues and reporting to the Audit Committee on the implementation status, applying and declaring adherence to IIA's code of ethics.

### RESOURCES

The cost of internal audit activities in 2024 amounted to RM9.5 million (2023: RM8.16 million), which includes expenses for co-sourcing services with external parties in areas such as cyber security audits, which require specialised skills. The internal audit activities in FY2024 were executed by 44 internal auditors from various educational backgrounds such as Engineering/Network, Accounting/Finance, Information Technology and Business Administration.

### PROFESSIONAL QUALIFICATION & CONTINUOUS COMPETENCY DEVELOPMENT

GIA will continue to position the internal audit division as a training ground for future business leaders. In maintaining a highly adaptive audit function, there is a need to invest in upgrading the knowledge and skills of the auditors through continuous development and training. Based on a survey conducted in November 2024, each auditor is benchmarked against the IIA Audit Competency Framework to identify their knowledge and skill gaps and undergo targeted training to address these gaps. Auditors are also exposed to areas such as entrepreneurship, strategic business and operations, innovation and risk management, among others.

The internal auditors are encouraged to obtain appropriate professional certifications and qualifications. As of 31 December 2024, 22 internal auditors hold a total of 39 professional certifications and qualifications, including CiA, CISA and ACCA.

GIA commits to continuously strive to improve the proficiency and effectiveness of its service as stipulated in the Internal Audit Charter. These are accomplished through the following:

- Involvement of auditors in the identified areas, such as strategic initiatives, leadership and communication, business acumen sharing sessions, data analytics, sustainability, IT/Digital and cyber security.
- Developing future leaders with advanced expertise in multi-disciplinary areas and acute analytics and critical-thinking skills and capabilities.
- More focus and comprehensive audit coverage to assess emerging risks with regard to digitalisation and automation in TM.
- Leveraging on analytics into the auditing processes for fast turnaround time.
- Collaboration with L&D, GHCM for the participation of identified auditors in Leadership Trainings i.e. LEAD, Aspire and Catalyst.

In summary, GIA continues to strengthen its processes and approaches to ensure comprehensive audit coverage. Key strategies implemented by GIA include workforce realignment and continuous upskilling of auditors. The GIA organisational structure is portfolio-focused, which supports talent development within GIA and enables the auditors to have adequate exposure to perform audits across the entire TM value chain.

**Hawaby Sultan Muhamad**  
Chief Internal Auditor

**Datuk Bazlan Osman**  
Chairman, Audit Committee

## BUSINESS CONTINUITY MANAGEMENT (BCM)

### Theme:

To build trust and confidence in our Business Continuity and Resilience capabilities, supporting Malaysia's digital transformation and enhancing services resiliencies for all.

### Facts at a Glance

**a**

Committed in ensuring business continuity through a robust Business Continuity Management (BCM) Programme, strengthening our resilience to become a Digital Powerhouse by 2030. Our vision is to shape the future of technology on the global stage.

**b**

Enhancing the effectiveness of the Business Continuity Plan (BCP) and Disaster Recovery Plan (DRP) remains a key strategic priority. BCM drives growth by integrating disaster recovery solutions, fostering strategic collaborations, ensuring strengthened business resilience and operational continuity.

### TM'S BUSINESS CONTINUITY MANAGEMENT – CONTEXT

As we progress toward becoming a Digital Powerhouse by 2030, we proactively identify potential risks to the organisation and have established a robust business continuity framework to enhance business resilience and capability for effective responses that safeguard the interests of our stakeholders, reputation and brand. We adopt the ISO 22301:2019 BCMS standard as the foundation for our BCM implementation. This standard ensures the effectiveness of BCM programmes across all organisational levels, including LOBs, divisions and subsidiaries.

In line with good corporate governance and prudent risk management practices, our management is committed to leading enterprise-wide implementation of BCM. Heads of LOBs, divisions and subsidiaries are responsible for ensuring that their key functions continue to operate following any major incident, disaster or crisis, in accordance with applicable legal, regulatory and other requirements.

Additionally, effective Crisis Management, a key component of our BCM governance, prepares us to respond swiftly and manage crises, safeguarding our business, reputation and the well-being of our people.

### ROBUST BUSINESS CONTINUITY MANAGEMENT PROGRAMMES

#### i. 2024 Key Business Impact Analysis (BIA)

The BIA is a pivotal component of our BCM framework. In 2024, 15 BIAs were conducted, covering key BCM pillars such as network, IT & information security, civil, mechanical and electrical infrastructure and commercial buildings. The purpose of the BIA is to gain a comprehensive understanding of how potential disruptions could impact various aspects of our business operations. By meticulously evaluating critical processes, dependencies and resources, enabling us to identify vulnerabilities and prioritise areas that require mitigation.

BUSINESS CONTINUITY MANAGEMENT (BCM)

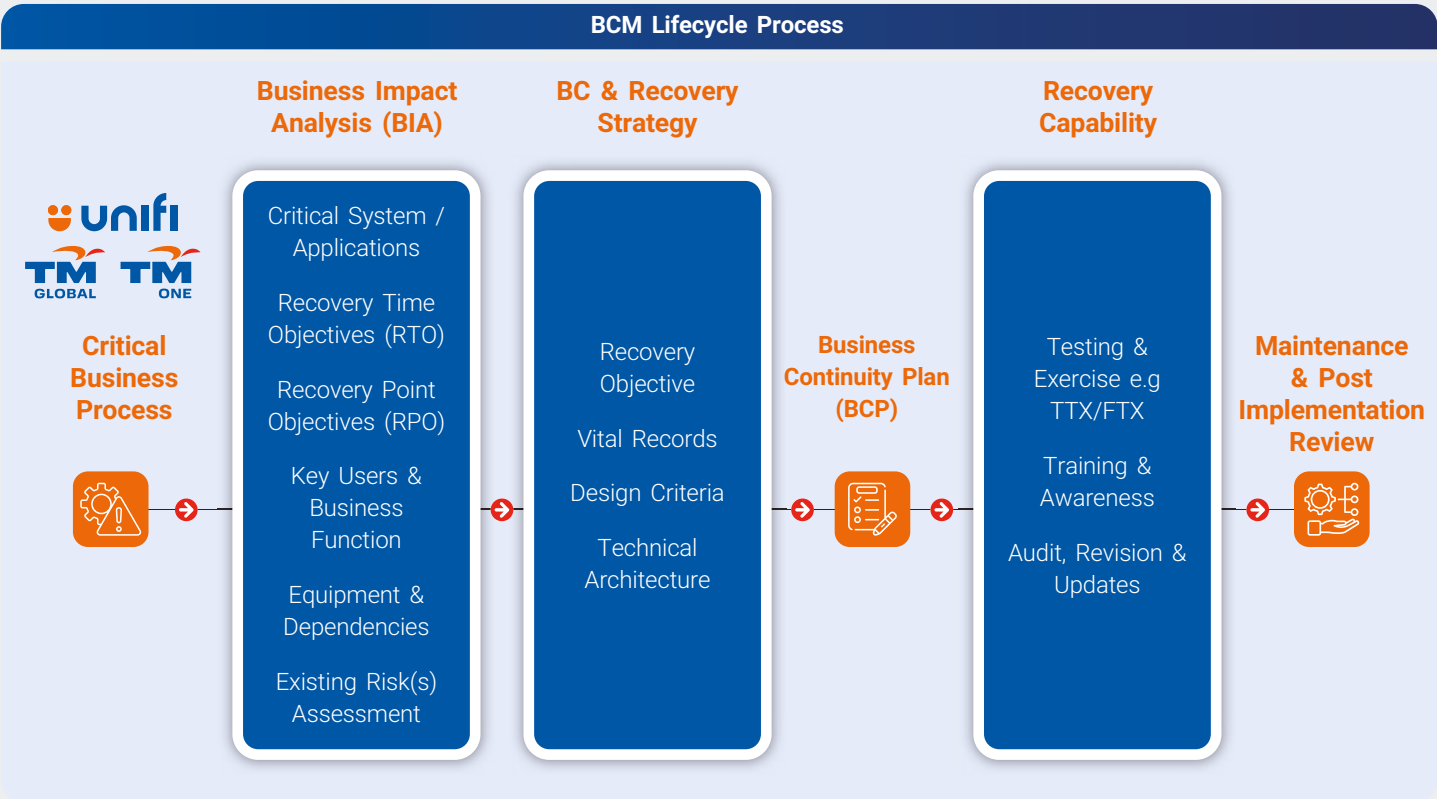


Figure 1: BCM Lifecycle

| No. | BCM Key Pillars               | Planned BIA (Based on Critical Scope)   | BIA Key Highlights & Improvement Areas   |
|-----|-------------------------------|---|--|
| 1.  | Network & Mobile              | <p><b>i. TM's Hill Station</b></p> <ul style="list-style-type: none"><li>TM Hill Station – Limbang, Sarawak</li><li>TM Hill Station – Lawas, Sarawak</li></ul> <p><b>ii. Operation Support System (OSS)</b></p> <ul style="list-style-type: none"><li>Sphere/vPRIME X system</li><li>1netview system</li><li>Optical Software Defined Network Controller (SDNC)</li></ul> | <ul style="list-style-type: none"><li>Evaluating and reviewing BC Strategy Plan (e.g. RTO &amp; Minimum Business Continuity Objectives capabilities).</li><li>Prioritisation of Critical Business Function:<ul style="list-style-type: none"><li>i. Enabler &amp; System Availability.</li><li>ii. Product &amp; Service Availability.</li><li>iii. Workforce &amp; Vendor Capability.</li></ul></li><li>Quantify the business impact by assessing the financial, operational and strategic implications of the outcomes.</li><li>Regularly perform DRP/BCP Simulation exercises (e.g. TTX &amp; FTX).</li><li>Review recovery requirements to develop BCP/ DRP strategies, ERP/CMP protocol and procedure, crisis communication plan and recovery solutions.</li><li>TTX/FTX collaboration effort with external stakeholders (e.g. key suppliers, Government agencies, local authorities and regulators).</li></ul> |
| 2.  | IT & Information Security     | <p><b>i. Business Support System (BSS)</b></p> <ul style="list-style-type: none"><li>Telco-as-a-Service (TaaS)</li></ul> <p><b>ii. Information Security Support System</b></p> <ul style="list-style-type: none"><li>Security Information &amp; Event Management (SIEM)</li></ul>   |  |
| 3.  | CME Infrastructure & Building | <p><b>i. Building &amp; CME Infrastructure</b></p> <ul style="list-style-type: none"><li>Tower Structure</li><li>Cooling System</li></ul>   |  |
| 4.  | LOBs                          | <p><b>i. TM One's Workforce</b></p> <ul style="list-style-type: none"><li>Cyber Security Workforce</li><li>Service Delivery (SD) Workforce</li><li>Technology Consulting (TC) Workforce</li><li>Project Management (PM) Workforce</li></ul> <p><b>ii. TM Global's Workforce</b></p> <ul style="list-style-type: none"><li>TM Global Business Functions</li></ul>          |  |
| 5.  | Subsidiaries                  | <p><b>i. Fibrecomm Sdn. Bhd.</b></p> <ul style="list-style-type: none"><li>Network Connectivity</li></ul>   |  |

Table 1 2024 Key BIA based on TM's BCM Key Pillars

## ii. 2024 Key Business Continuity Plan (BCP) & Disaster Recovery Simulation Exercise – Field Test Exercise (FTX) & Tabletop Exercise (TTX)

A comprehensive and resilient BCP strategy has been meticulously developed, incorporating key findings from the BIA to ensure operational resilience, effective risk mitigation and rapid recovery from potential disruptions. Annual BCP and DRP simulation exercises were conducted across LOBs and divisions to validate the effectiveness of emergency preparedness, business continuity and disaster recovery plans in the event of disasters or crises, as outlined in the BCM lifecycle process and procedures. For example, we conducted the TM Cyber Drill exercise to assess our team's skills, capabilities and response times in managing simulated technical challenges and cyber threats.

Additionally, we tested the Disaster Recovery Equipment (DRE) Cabin and Cellular on Wheel (CoW) to ensure their readiness in providing temporary recovery of network and mobile services during real-time crisis management. For critical systems and applications, we conducted tabletop and IT-DR exercises to validate that the IT-DRP functions effectively as intended.

We also collaborated with external stakeholders, including the *Majlis Keselamatan Negara* (MKN) during the National TTX and FTX Comprehensive Security Exercise (EX-COMSEC 2024). TM was appointed as an EX-COMSEC Strategic Partner, alongside other GLCs and provided reliable high-speed broadband (HSBB) and Wireless (WiFi) access for participants throughout the event. Additionally, we partnered with National Disaster Management Agency (NADMA) during the Rakan NADMA Disaster Simulation Exercise (RANDEX 2024) through YTM. This collaboration aimed to equip TM and other participants with international-standard humanitarian operation training, while fostering synergy and cooperation in the development and implementation of effective disaster preparedness and response plans.

## BCM AWARDS & RECOGNITION

We received the 2024 BCI APAC Award in the "Collaboration in Resilience" category from the Business Continuity Institute (BCI), UK in recognition of our demonstrated ability to collaborate across multiple disciplines, strengthening organisational resilience and ensuring business continuity through collective crisis management efforts.

Additionally, we were awarded the GOLD award in the "Best Crisis Management and Leadership" category at the Employee Experience Awards 2024. This recognition underscores our commitment to effective strategies and strong leadership during times of crisis.



We are dedicated to advancing our BCM programmes and embedding business continuity into our corporate culture. As a leader in Malaysia's telecommunications technology, connecting millions of communities, government and businesses, the significance of BCM has never been more paramount. As we advance towards becoming a Digital Powerhouse by 2030, BCM and its principles will be integral in driving our vision and growth.

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Dato' Zainal Abidin Putih**

Chairman

Non-Independent Non-Executive Chairman

**Amar Huzaimi Md Deris**

Managing Director/Group Chief Executive Officer

Non-Independent Executive Director

**Datuk Dr. Shahrazat Haji Ahmad**

Non-Independent Non-Executive Director

**Dato' Mohamed Nasri Sallehuddin**

Non-Independent Non-Executive Director

**Muhammad Afhzal Abdul Rahman**

Non-Independent Non-Executive Director

**Hisham Zainal Mokhtar**

Senior Independent Director

**Datuk Siti Zauyah Md Desa**

Independent Non-Executive Director

**Rossana Annizah Ahmad Rashid**

Independent Non-Executive Director

**Ahmad Taufek Omar**

Independent Non-Executive Director

**Tan Sri Datuk Yong Poh Kon**

Independent Non-Executive Director

**Datuk Bazlan Osman**

Independent Non-Executive Director

**Iszad Jeffri Ismail**

Alternate Director to Datuk Dr. Shahrazat Haji Ahmad

Non-Independent Non-Executive Alternate Director

### SENIOR INDEPENDENT DIRECTOR

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Listing Date : 7 November 1990

Stock Name : TM

Stock Code : 4863

Stock Sector : Telecommunications & Media

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## FINANCIAL YEAR END

31 December

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Reach out to our digital channels:

 [maya.unifi.com.my](https://www.maya.unifi.com.my)

 [help@tm.com.my](mailto:help@tm.com.my)


 @Unifi


 @Unifi


Contact our customer careline at 100 or visit our  
Unifi Stores nationwide


### FOR ENQUIRIES ON TM

- Website: [www.tm.com.my](http://www.tm.com.my)
- Contact our general line at +603-2240 9494
- Follow TM on:

 @myTMgroup

 @myTMgroup

 @myTMgroup

 @myTMgroup

 TelekomMalaysia

## CORPORATE DIRECTORY

### TM








#### Head Office

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#### Follow Unifi on:

 @Unifi  
 @UnifiBusiness  
 @Unifi  
 @unifi  
 @unifi.mobile  
 @unifi.business  
 @UnifiYourWorld

#### Download Unifi apps:

 MyUnifi  
 Unifi UniVerse

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## GRI CONTENT INDEX

|                         |  |
|-------------------------|--|
| <b>Statement of use</b> | Telekom Malaysia has reported the information cited in this GRI content index for the period 1 January 2024 to 31 December 2024 with reference to the GRI Standards. |
| <b>GRI 1 used</b>       | GRI 1: Foundation 2021   |

| GRI Standard                          | Disclosure   | Reference Page   |
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|                                       | 2-2 Entities included in the organisation's sustainability reporting             | Our Reporting Journey, pages 4 to 5  |
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| <b>GRI 3:<br/>Material Topics<br/>2021</b> | 3-3 Management of material topics                                 | Enable Sustainable Growth for Customers & the Community – Solutions Provider, pages 95 to 103  |
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| <b>GRI 3:<br/>Material Topics<br/>2021</b> | 3-3 Management of material topics                                 | Enable Sustainable Growth for Customers & the Community – Solutions Provider, pages 95 to 103  |

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| <b>GRI 3: Material Topics 2021</b>             | 3-3 Management of material topics  | Enable Sustainable Growth for Customers & the Community – Digital Inclusion, pages 105 to 113  |
| <b>GRI 203: Indirect Economic Impacts 2016</b> | 203-1 Infrastructure investments and services supported  | Enable Sustainable Growth for Customers & the Community – Digital Inclusion, pages 105 to 113  |
|  | 203-2 Significant indirect economic impacts  | Enable Sustainable Growth for Customers & the Community – Digital Inclusion, pages 105 to 113  |
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| <b>GRI 3: Material Topics 2021</b>             | 3-3 Management of material topics  | Ensure Business Resilience within TM & Our Value Chain – Environmental Management, pages 115 to 129  |

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| <b>GRI 302:<br/>Energy 2016</b>   | 302-1 Energy consumption within the organisation   | Ensure Business Resilience within TM & Our Value Chain – Environmental Management, pages 123 to 125<br>Sustainability Performance from Bursa Malaysia ESG Reporting Platform, pages 164 to 168<br>Sustainability Performance Data (online) |
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|   | 405-2 Ratio of basic salary and remuneration of women to men   | Sustainability Performance Data (online)   |
| <b>GRI 406:<br/>Non-discrimination 2016</b>                               | 406-1 Incidents of discrimination and corrective actions taken   | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, page 136  |
| <b>GRI 407:<br/>Freedom of Association and Collective Bargaining 2016</b> | 407-1 Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, pages 130 to 142  |

## GRI CONTENT INDEX

| GRI Standard  | Disclosure  | Reference Page   |
|---|---|--|
| <b>Health &amp; Safety</b>                          |   |  |
| <b>GRI 3: Material Topics 2021</b>                  | 3-3 Management of material topics   | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, pages 130 to 142  |
| <b>GRI 403: Occupational Health and Safety 2018</b> | 403-1 Occupational health and safety management system  | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, pages 133 to 134  |
|   | 403-2 Hazard identification, risk assessment, and incident investigation  | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, page 131  |
|   | 403-3 Occupational health services  | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, page 138  |
|   | 403-4 Worker participation, consultation, and communication on occupational health and safety                       | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, pages 131, 134<br>Policies: <a href="https://tm.com.my/sustainability/policies-guidelines">tm.com.my/sustainability/policies-guidelines</a> |
|   | 403-5 Worker training on occupational health and safety   | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, page 141  |
|   | 403-6 Promotion of worker health  | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, page 141  |
|   | 403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, page 134  |
|   | 403-8 Workers covered by an occupational health and safety management system  | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, page 133  |
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|   | 403-10 Work-related ill health  | Sustainability Performance Data (online)   |
| <b>Learning &amp; Development</b>                   |   |  |
| <b>GRI 3: Material Topics 2021</b>                  | 3-3 Management of material topics   | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, pages 130 to 142  |
| <b>GRI 404: Training and Education 2016</b>         | 404-1 Average hours of training per year per employee   | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, page 136<br>Sustainability Performance Data (online)  |
|   | 404-2 Programmes for upgrading employee skills and transition assistance programmes                                 | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, page 140  |
|   | 404-3 Percentage of employees receiving regular performance and career development reviews                          | Ensure Business Resilience within TM & Our Value Chain – Responsible Employer, page 140  |
| <b>Sustainable Supply Chain</b>                     |   |  |
| <b>GRI 3: Material Topics 2021</b>                  | 3-3 Management of material topics   | Ensure Business Resilience within TM & Our Value Chain – Ethical Business (Sustainable Supply Chain), pages 143 to 150   |
| <b>GRI 204: Procurement Practices 2016</b>          | 204-1 Proportion of spending on local suppliers   | Ensure Business Resilience within TM & Our Value Chain – Ethical Business (Sustainable Supply Chain), page 147   |

| GRI Standard   | Disclosure  | Reference Page   |
|--|---|--|
| <b>GRI 308: Supplier Environmental Assessment 2016</b> | 308-1 New suppliers that were screened using environmental criteria                             | Ensure Business Resilience within TM & Our Value Chain – Ethical Business (Sustainable Supply Chain), page 150   |
| <b>GRI 409: Forced or Compulsory Labor 2016</b>        | 409-1 Operations and suppliers at significant risk for incidents of forced or compulsory labour | Ensure Business Resilience within TM & Our Value Chain – Ethical Business (Sustainable Supply Chain), page 150   |
| <b>GRI 414: Supplier Social Assessment 2016</b>        | 414-1 New suppliers that were screened using social criteria                                    | Ensure Business Resilience within TM & Our Value Chain – Ethical Business (Sustainable Supply Chain), page 150   |
| <b>Responsible Communication</b>                       |   |  |
| <b>GRI 3: Material Topics 2021</b>                     | 3-3 Management of material topics   | Ensure Business Resilience within TM & Our Value Chain – Ethical Business (Responsible Conduct), pages 151 to 163  |
| <b>Cyber Resilience</b>                                |   |  |
| <b>GRI 3: Material Topics 2021</b>                     | 3-3 Management of material topics   | Ensure Business Resilience within TM & Our Value Chain – Ethical Business (Responsible Conduct), pages 151 to 163  |
| <b>GRI 418: Customer Privacy 2016</b>                  | 418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer   | Sustainability Performance from Bursa Malaysia ESG Reporting Platform, pages 164 to 168<br>Sustainability Performance Data (online)  |
| <b>Good Governance</b>                                 |   |  |
| <b>GRI 3: Material Topics 2021</b>                     | 3-3 Management of material topics   | Ensure Business Resilience within TM & Our Value Chain – Ethical Business (Responsible Conduct), pages 151 to 163  |
| <b>GRI 205: Anti-corruption 2016</b>                   | 205-1 Operations assessed for risks related to corruption                                       | Ensure Business Resilience within TM & Our Value Chain – Ethical Business (Responsible Conduct), page 157  |
|  | 205-2 Communication and training about anti-corruption policies and procedures                  | Ensure Business Resilience within TM & Our Value Chain – Ethical Business (Responsible Conduct), page 157<br>Sustainability Performance from Bursa Malaysia ESG Reporting Platform, pages 164 to 168<br>Sustainability Performance Data (online) |
|  | 205-3 Confirmed incidents of corruption and actions taken                                       | Sustainability Performance from Bursa Malaysia ESG Reporting Platform, pages 164 to 168<br>Sustainability Performance Data (online)  |





## SIRIM INDEPENDENT ASSURANCE STATEMENT

### To Board of Directors, Stakeholders, and Interested Parties,

SIRIM QAS International Sdn. Bhd. was engaged by Telekom Malaysia Berhad (hereafter referred to as Telekom Malaysia) to perform an independent verification and provide assurance of Telekom Malaysia Sustainability Statement 2024. The main objective of the verification process is to provide assurance to Telekom Malaysia and its stakeholders on the accuracy and reliability of the information as presented in this statement. The verification by SIRIM QAS International pertains to sustainable performance information (subject matter) within the assurance scope which is included in Telekom Malaysia Sustainability Statement 2024.

The management of Telekom Malaysia was responsible for the preparation of the Sustainability Statement. The objective and impartiality of this statement is assured as no member of the verification team and no other employee of SIRIM QAS International was involved in the preparation of any part of the Telekom Malaysia's Sustainability Statement, and Integrated Annual Report 2024.

The assurance engagement was designed to provide limited assurance in accordance with the International Standard on Assurance Engagements (ISAE) 3000, Assurance Engagements other than Audits or Reviews of Historical Financial Information, and BURSA Sustainability Reporting Guide, irrespective of the organization's ability to achieve its objectives, targets or expectations on their subject matter and sustainability-related issues. The assurance activity evaluates the adequacy of Telekom Malaysia Sustainability Statement and its overall presentation against respective frameworks such as UNSDGs, GRI Standards requirement, TCFD and other relevant frameworks. The assurance process involves verification of 14 material matters as presented in the Sustainability Statement as follows i.e., Innovation & Technology, Network Quality & Stability, Customer Experience, Affordability & Inclusion, Community Development, Climate Change, Environmental Quality, Fair Employment, Health & Safety, Learning & Development, Sustainable Supply Chain, Good Governance, Cyber Resilience and Responsible Communication. In addition to this, we also review and verify the sustainability indicators outlined by Bursa Malaysia to ensure the accuracy, completeness, and reliability of the reported information. The results of this verification process have been systematically tabulated in Appendix 1, Appendix 2 and Report to Management, with further details provided therein.

The verification was carried out by SIRIM QAS International between February 2025 and March 2025, with the following methodologies:

- Reviewing and verifying the traceability, consistency and accuracy of information collected from various sources; internal and external documentation made available during the assessment.
- Verifying the data presented in the Sustainability Statement, which includes a detailed review of the sampled data.
- Interviewing key personnel responsible for collating information and developing various sections of the report to substantiate the veracity of the claims.

The verification process was subjected to the following limitations:

- The scope of work did not involve verification of other information reported in Telekom Malaysia's Integrated Report 2024.
- The review excluded all financial-related data, as these are subjected to the company's financial audit.
- As part of this assurance engagement, the verification team visited Telekom Malaysia's corporate office at Cyberjaya. However, the verification process did not include physical inspections of any of Telekom Malaysia's buildings and offices.
- The verification team did not assess or verify any data related to contractors or third parties.

## Conclusion

SIRIM QAS International, a Conformity Assessment Body in Malaysia, is accredited to both ISO/IEC 17021-1:2015 and ISO/IEC 17065:2012 covering all our operational activities. The appointed assessors performing the assurance engagement were selected appropriately based on our internal qualifications, training and experience. The verification process is reviewed by management to ensure that the approach and assurance are strictly followed and operated transparently. During the verification process, issues were raised, and clarifications were sought from the management of Telekom Malaysia relating to the accuracy of some of the information contained in the statement. In response to the findings raised, the Sustainability Statement was subsequently reviewed and revised by Telekom Malaysia. It is confirmed that changes that have been incorporated into the final version of the statement have satisfactorily addressed all issues. Based on the scope of the assessment process and evidence obtained, nothing has come to our attention that causes us to believe that Telekom Malaysia has not complied, in all material respects, with the referred assurance standard and guide. The following represents SIRIM QAS International's opinion:

- The level of data accuracy included in Telekom Malaysia Sustainability Statement 2024 is fairly stated;
- The level of disclosure of the specific sustainability performance information presented in the statement was found to be properly prepared;
- The personnel responsible were able to demonstrate the origin(s) and interpretation of data contained in the report;
- The Sustainability Statement offers a reasonable and balanced presentation of Telekom Malaysia's sustainability performance.

## List of Assessors

- 1) Ms. Aernida Abdul Kadir : Team Leader
- 2) Ms. Kamini Sooriamoorthy : Team Member
- 3) Ms. Farhanah Ahmad Shah : Team Member
- 4) Ms. Suzalina Kamaralarifin : Team Member
- 5) Ms. Evelyn Liew : Team Member

Statement Prepared by:



**AERNIDA BINTI ABDUL KADIR**

Team Leader  
Management System Certification Department  
SIRIM QAS International Sdn. Bhd.  
Date: 21 March 2025

Statement Approved by:



**AMINUDIN BIN ABD AZIZ**

Acting Senior General Manager  
Management System Certification Department  
SIRIM QAS International Sdn. Bhd.  
Date: 24 March 2025

Note 1: This Independent Assurance Statement has been issued based on the content verified prior to the approval date. SIRIM QAS International Sdn Bhd does not express an opinion on, nor guarantees the integrity and/or accuracy of the information provided with the view that the conclusion was conducted post verification assessment, hence not verified. SIRIM QAS International shall not be responsible for any changes or additions made after the referred date (21 March 2025).

## SIRIM INDEPENDENT ASSURANCE STATEMENT

### Appendix 1

#### BURSA ESG PERFORMANCE DATA

| Indicator   | Measurement Unit | 2024        |
|---|------------------|-------------|
| <b>Bursa (Energy management)</b>  |                  |             |
| Bursa C4(a) Total energy consumption  | Megawatt         | 420913      |
| Three years of total energy usage data on properties disclosed  | Megawatt         | 1280429.1   |
| <b>Bursa (Emissions management)</b>   |                  |             |
| Bursa C11(a) Scope 1 emissions in tonnes of CO <sub>2</sub> e   | Metric tonnes    | 8763        |
| Bursa C11(b) Scope 2 emissions in tonnes of CO <sub>2</sub> e   | Metric tonnes    | 257807      |
| Bursa C11(c) Scope 3 emissions in tonnes of CO <sub>2</sub> e (at least for the categories of business travel and employee commuting) | Metric tonnes    | 799         |
| <b>Bursa (Waste management)</b>   |                  |             |
| Bursa C10(a) Total waste generated  | Metric tonnes    | 1512.6      |
| Bursa C10(a)(i) Total waste diverted from disposal  | Metric tonnes    | 2950.3      |
| Bursa C10(a)(ii) Total waste directed to disposal   | Metric tonnes    | 1512.6      |
| <b>Bursa (Water)</b>  |                  |             |
| Bursa C9(a) Total volume of water used  | Megalitres       | 132         |
| <b>Bursa (Community/Society)</b>  |                  |             |
| Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer                   | MYR              | 39787258.58 |
| Bursa C2(b) Total number of beneficiaries of the investment in communities  | Number           | 95610       |
| <b>Bursa (Labour practices and standards)</b>   |                  |             |
| Bursa C6(a) Total hours of training by employee category  |                  |             |
| Management  | Hours            | 10208       |
| Executive   | Hours            | 599131      |
| Non-executive   | Hours            | 203091      |
| Bursa C6(b) Percentage of employees that are contractors or temporary staff   | Percentage       | 4.29        |
| Bursa C6(c) Total number of employee turnover by employee category  |                  |             |
| Management  | Number           | 28          |
| Executive   | Number           | 442         |
| Non-executive   | Number           | 255         |
| Bursa C6(d) Number of substantiated complaints concerning human rights violations   | Number           | 0           |
| <b>Bursa (Diversity)</b>  |                  |             |
| Bursa C3(a) Percentage of employees by gender and age group, for each employee category   |                  |             |
| <b>Age Group by Employee Category</b>   |                  |             |
| Management Under 30   | Percentage       | 0           |
| Management Between 30-39  | Percentage       | 0           |
| Management Between 40-50  | Percentage       | 0.6         |
| Management Above 50   | Percentage       | 0.5         |
| Executive Under 30  | Percentage       | 3.7         |
| Executive Between 30-39   | Percentage       | 17.3        |

| Indicator  | Measurement Unit | 2024  |
|--|------------------|-------|
| Executive Between 40-50  | Percentage       | 24.5  |
| Executive Above 50   | Percentage       | 7.1   |
| Non-executive Under 30   | Percentage       | 1.4   |
| Non-executive Between 30-39  | Percentage       | 19.6  |
| Non-executive Between 40-50  | Percentage       | 17.7  |
| Non-executive Above 50   | Percentage       | 7.5   |
| <b>Gender Group by Employee Category</b>   |                  |       |
| Management Male  | Percentage       | 0.8   |
| Management Female  | Percentage       | 0.4   |
| Executive Male   | Percentage       | 26.8  |
| Executive Female   | Percentage       | 25.7  |
| Non-executive Male   | Percentage       | 31.8  |
| Non-executive Female   | Percentage       | 14.5  |
| <b>Bursa (Health and safety)</b>   |                  |       |
| Bursa C5(a) Number of work-related fatalities  | Number           | 0     |
| Bursa C5(b) Lost time incident rate ("LTIR")   | Rate             | 0.21  |
| Bursa C5(c) Number of employees trained on health and safety standards   | Number           | 12747 |
| <b>Good governance</b>   |                  |       |
| Bursa C3(b) Percentage of directors by gender and age group  |                  |       |
| Male   | Percentage       | 73    |
| Female   | Percentage       | 27    |
| Under 30   | Percentage       | 0     |
| Between 30-39  | Percentage       | 0     |
| Between 40-50  | Percentage       | 18    |
| Above 50   | Percentage       | 82    |
| <b>Bursa (Anti-corruption)</b>   |                  |       |
| Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category             |                  |       |
| Management   | Percentage       | 5     |
| Executive  | Percentage       | 13    |
| Non-executive  | Percentage       | 7     |
| Bursa C1(b) Percentage of operations assessed for corruption-related risks   | Percentage       | 65    |
| Bursa C1(c) Confirmed incidents of corruption and action taken   | Number           | 18    |
| <b>Bursa (Supply chain management)</b>   |                  |       |
| Bursa C7(a) Proportion of spending on local suppliers  | Percentage       | 76    |
| <b>Bursa (Data privacy and security)</b>   |                  |       |
| Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data | Number           | 0     |

SIRIM INDEPENDENT ASSURANCE STATEMENT

| Appendix 2<br>The material matters covered in this assessment are tabulated below: | CLASSIFICATION OF DATA |        |     |                 |
|--|------------------------|--------|-----|-----------------|
|  | HIGH                   | MEDIUM | LOW | UNSUBSTANTIATED |
| Sustainability at TM   |                        |        |     |                 |
| Solutions Provider   |                        |        |     |                 |
| Innovation & Technology  |                        |        |     |                 |
| Network Quality & Stability  |                        |        |     |                 |
| L FLAG and SMW3 submarine cables retirement year                                   |                        |        |     |                 |
| L Advancing Telco Peer Collaboration   |                        |        |     |                 |
| Customer Experience  |                        |        |     |                 |
| Digital Inclusion  |                        |        |     |                 |
| Affordability & Inclusion  |                        |        |     |                 |
| L Progress Towards a Digital Nation (JENDELA), Phase I & II                        |                        |        |     |                 |
| Community Development  |                        |        |     |                 |
| Environmental Management   |                        |        |     |                 |
| Climate Change   |                        |        |     |                 |
| L Waste generation   |                        |        |     |                 |
| Environmental Quality  |                        |        |     |                 |
| L Going Paperless Operationally & Printer Optimization                             |                        |        |     |                 |
| L Reduction of IT Footprints   |                        |        |     |                 |
| Responsible Employer   |                        |        |     |                 |
| Fair Employment  |                        |        |     |                 |
| Health & Safety  |                        |        |     |                 |
| Learning & Development   |                        |        |     |                 |
| Ethical Business – Sustainable Supply Chain  |                        |        |     |                 |
| Sustainable Supply Chain   |                        |        |     |                 |
| Responsible Conduct  |                        |        |     |                 |
| Good Governance  |                        |        |     |                 |
| Cyber Security   |                        |        |     |                 |
| Responsible Communication  |                        |        |     |                 |

Note 1:

This Independent Assurance Statement has been issued based on the content verified prior to the approval date. SIRIM QAS International Sdn. Bhd. shall not be responsible for any changes or additions made after the referred date (21 March 2025).

Note 2:

The assurance involves activity aims to obtain sufficient appropriate evidence to express a conclusion designed to enhance the degree of confidence of the intended users other than the responsible party, about the subject matter information. It comprises of activities carried out to assess the quality and credibility of the qualitative and quantitative information reported by the organisation. This assurance is different from activities used to assess or validate the organization's performance, such as compliance assessments or the issuing of certifications against specific standards.

Note 3:

Definition of HIGH, MEDIUM, LOW and UNSUBSTANTIATED Classification of Data in Appendix 2 and the Management Report.

- HIGH

: The data and information reviewed has been confirmed with the direct owners. The source of the data origin was provided during the conduct of the assessment.
- MEDIUM

: Data and information have been confirmed with the direct owners. However, the source of the data has been based on secondary data, where the data origin is not accessible by the verifiers during the conduct of the assessment.
- LOW

: Data and information reviewed has been based on information endorsed by the data owners. Verifiers did not have access to the source of the data origin. It has been identified as one of the limitations during the conduct of the assessment.
- UNSUBSTANTIATED

: The sources of data and information disclosed were not made available during the assessment review period due to reasons like confidentiality, unattainable data source and unavailable data owner. It has been identified as one of the limitations during the conduct of the assessment.

## GLOSSARY

| A                |   |
|------------------|---|
| AAPG             | Audit and Assurance Practice Guide              |
| ABMS             | Anti-Bribery Management System                  |
| ACCA             | Association of Chartered Certified Accountants  |
| ACG              | Anti-Corruption Guide                           |
| AGM              | Annual General Meeting                          |
| AHT              | Average Handling Time                           |
| AI               | Artificial Intelligence                         |
| AI COE           | AI Centre of Excellence                         |
| AIGA             | Integrity, Governance and Anti-Corruption Award |
| AN               | Autonomous Network                              |
| APAC             | Asia Pacific                                    |
| API              | Application Programming Interface               |
| B                |   |
| B2B              | Business-to-Business                            |
| B2C              | Business-to-Consumer                            |
| BAC              | Board Audit Committee                           |
| BC               | Business Critical                               |
| BCI              | Business Continuity Institute                   |
| BCM              | Business Continuity Management                  |
| BCMS             | Business Continuity Management System           |
| BCP              | Business Continuity Plan                        |
| BFDC             | Brickfields Data Centre                         |
| BIA              | Business Impact Analysis                        |
| BOC              | Business Operations Council                     |
| BOD/Board        | Board of Directors                              |
| BPO              | Business Process Outsourcing                    |
| BPC              | Best Practice Committee                         |
| BPG              | Business Policy and Governance                  |
| BRC              | Board Risk Committee                            |
| BRIC             | Board Risk and Investment Committee             |
| BSS              | Business Support System                         |
| BTC              | Board Tender Committee                          |
| Bursa Securities | Bursa Malaysia Securities Berhad                |
| BVDP             | Bumiputera Vendor Development Programme         |
| C                |   |
| C2C              | Carrier-to-Carrier                              |
| CA 2016          | Companies Act 2016                              |
| CAE              | Cloud Alpha Edge                                |
| CAGR             | Compound Annual Growth Rate                     |
| CAN              | CEO Action Network                              |
| CAPEX            | Capital Expenditure                             |
| CBE              | Code of Conduct & Business Ethics               |
| CCO              | Chief Corporate Officer                         |
| CDN              | Content Delivery Network                        |
| CEO              | Chief Executive Officer                         |
| CGMA             | Chartered Global Management Accountant          |
| CHCO             | Chief Human Capital Officer                     |
| CHE              | Sistem Kabel Dasar Laut (SKDL) Cherating        |

| C        |   |
|----------|---|
| CiA      | Certified Internal Auditor  |
| CIA      | Chief Internal Auditor  |
| CIGO     | Chief Integrity and Governance Officer                                |
| CIPA     | Certified IP Associate  |
| CIO      | Chief Information Officer   |
| CISA     | Certified Information Security Auditor                                |
| CISO     | Chief Information Security Officer                                    |
| CMA      | Communications and Multimedia Act                                     |
| CME      | Civil, Mechanical and Electrical                                      |
| CMIIA    | Chartered Member of the Institute of Internal Auditors Malaysia       |
| CMM      | Capital Markets Malaysia  |
| CMP      | Crisis Management Plan  |
| CNI      | Critical National Infrastructures                                     |
| CNO      | Chief Network Officer   |
| COBIT    | Control Objectives for Information and Related Technology             |
| COMSEC   | National Comprehensive Security                                       |
| COP28    | 28 <sup>th</sup> annual United Nations (UN) Climate Change Conference |
| COSO     | Committee of Sponsoring Organisations of the Treadway Commission      |
| COVID-19 | Coronavirus Disease 2019  |
| CoW      | Cellular on Wheel   |
| CPA      | Certified Public Accountant   |
| CPE      | Customer Premise Equipment  |
| CPO      | Chief Procurement Officer   |
| CPRE     | Certified Professional Requirements Engineering                       |
| CR       | Corporate Responsibility  |
| CSA      | Corporate Sustainability Assessment                                   |
| CSP      | Cloud Service Provider  |
| CTAL- TA | Certified Tester, Advanced Level Test Analyst                         |
| CTFL     | Certified Tester, Foundation Level                                    |
| CUU      | Cooling Unit Upgrading  |
| CVM      | Customer Value Management   |
| CX       | Customer Experience   |
| CyberSOC | Cyber Security Operations Centre                                      |
| D        |   |
| DC       | Data centre   |
| DEFRA    | Department for Environment, Food and Rural Affairs                    |
| DMS      | Digital Marketing Solutions   |
| DNB      | Digital Nasional Berhad   |
| DOA      | Declaration of Assets & Interests                                     |
| DOE      | Department of Environment   |
| DPDP     | Department of Personal Data Protection                                |
| DRE      | Disaster Recovery Equipment   |
| DRP      | Disaster Recovery Plan  |
| DRS      | Dividend Reinvestment Scheme  |
| DSORMIC  | Director's Statement on Risk Management & Internal Control            |

## GLOSSARY

| E      |  |
|--------|--|
| EBIT   | Earnings Before Interest and Tax                         |
| ED     | Executive Director                                       |
| EDMs   | Electronic Direct Mailers                                |
| EEO    | Energy Efficiency Optimisation                           |
| EESG   | Economic, Environmental, Social and Governance           |
| EEV    | Energy Efficient Vehicle                                 |
| EGM    | Extraordinary General Meeting                            |
| EMS    | Environmental Management System                          |
| EnMS   | Energy Management System                                 |
| EPC    | Energy Performance Contracting                           |
| EQAR   | External Quality Assessment Review                       |
| ERM    | Enterprise Risk Management                               |
| ESG    | Environmental, Social and Governance                     |
| EUC    | End-User Computing                                       |
| EV     | Electric Vehicles  |
| EVP    | Executive Vice President                                 |
| EVPL   | Ethernet Virtual Private Line                            |
| EY     | Ernst & Young PLT  |
| F      |  |
| FAIE   | Faculty of Applied Artificial Intelligence & Engineering |
| FAQs   | Frequently Asked Questions                               |
| FET    | Faculty of Engineering and Technology                    |
| FMC    | Fixed-Mobile Convergence                                 |
| FMCC   | Fixed and Mobile Content Convergence                     |
| FWA    | Fixed Wireless Access                                    |
| G      |  |
| GCEO   | Group Chief Executive Officer                            |
| GCFO   | Group Chief Financial Officer                            |
| GDPM   | Geran Digital PMKS MADANI                                |
| GDPO   | Group Data Privacy Officer                               |
| GEF    | Grid Emissions Factor                                    |
| GET    | Green Energy Tariff                                      |
| GeSI   | Global Enabling Sustainability Initiative                |
| GGC    | Group General Counsel                                    |
| GIG    | Group Integrity and Governance                           |
| GIS    | Group Information Security                               |
| GITD   | Group Information Technology & Digital                   |
| GLC    | Government-Linked Company                                |
| GNT    | Group Network & Technology                               |
| GP     | Group Procurement  |
| GPA    | Group Personal Accident                                  |
| GPUaaS | GPU-as-a-Service   |
| GRI    | Global Reporting Initiative                              |
| GRM    | Group Risk Management                                    |
| GTL    | Group Term Life  |
| GTM    | Go-To-Market   |
| H      |  |
| HODs   | Heads of Department                                      |
| HR     | Human Resource   |
| HSBB   | High-Speed broadband                                     |

| H       |  |
|---------|--|
| HSBA    | High-Speed Broadband Access                            |
| HTVET   | Higher Technical and Vocational Education and Training |
| I       |  |
| IAR     | Integrated Annual Report                               |
| IaaS    | Infrastructure-as-a-Service                            |
| ICE     | Internal Combustion Engine                             |
| ICT     | Information and Communications Technology              |
| IDC     | International Data Corporation                         |
| IEA     | International Energy Agency                            |
| IAR     | Integrated Annual Report                               |
| IFRS    | International Financial Reporting Standards (IFRS)     |
| IIA     | Institute of Internal Auditors                         |
| IIUM    | International Islamic University Malaysia              |
| ILO     | International Labour Organisation                      |
| INED    | Independent Non-Executive Director                     |
| IoT     | Internet of Things                                     |
| IP      | Integrity Pledge                                       |
| IPCC    | Intergovernmental Panel on Climate Change              |
| IPDC    | Iskandar Puteri Data Centre                            |
| IPPF    | International Professional Practices Framework         |
| IPVPN   | Internet Protocol Virtual Private Network              |
| IR      | Incident Rate  |
| ISACA   | Information Systems Audit & Control Association        |
| ISSB    | International Sustainability Standards Board           |
| ISMS    | Information Security Management System                 |
| ITM     | Institut Teknologi Mara                                |
| ITU     | International Telecommunication Union                  |
| J       |  |
| JENDELA | Jalanan Digital Negara                                 |
| JRC     | Jalan Raja Chulan                                      |
| K       |  |
| KLJ     | Kelana Jaya  |
| KPI     | Key Performance Indicator                              |
| KVDC    | Klang Valley Data Centre                               |
| L       |  |
| LoA     | Limit of Authority                                     |
| LOBs    | Lines of Business                                      |
| LSIP    | Legal, Strategy & Intellectual Property                |
| LSRs    | Life Saving Rules                                      |
| M       |  |
| MACA    | Malaysian Anti-Corruption Academy                      |
| Main LR | Main Market Listing Requirements                       |
| MBCO    | Minimum Business Continuity Objective                  |
| MBI     | Majlis Bandaraya Ipoh                                  |
| MC      | Management Committee                                   |
| MCBC    | Mission Critical Business Critical                     |
| MCCG    | Malaysian Code on Corporate Governance                 |
| MCMC    | Malaysian Communications and Multimedia Commission     |
| MD      | Managing Director                                      |



| M         |  |
|-----------|--|
| MEC       | Multi-access Edge Computing  |
| MEIH      | Malaysia Energy Information Hub  |
| MERCIS    | Management of Enterprise Risk, Compliance, Insurance, Incident and Information Security System |
| MERS999   | Malaysian Emergency Responses 999  |
| MESRA     | Voluntary Retirement Plan  |
| MFRS      | Malaysian Financial Reporting Standards  |
| MIA       | Malaysian Institute of Accountant  |
| MICPA     | Malaysian Institute of Certified Public Accountants  |
| MIDF      | Malaysian Industrial Development Finance Berhad  |
| MITC      | Melaka International Trade Centre  |
| ML        | Machine Learning   |
| MMU       | Multimedia University  |
| MNOs      | Mobile Network Operators   |
| MOCN      | Multi-Operator Core Network  |
| MoF       | Ministry of Finance  |
| MOHE      | Ministry of Higher Education   |
| MoU       | Memorandum of Understanding  |
| MSCI      | Morgan Stanley Capital International   |
| MSMEs     | Micro Small Medium Enterprises   |
| MSQoS     | Mandatory Standard of Quality of Service   |
| MVP       | Minimum Viable Product   |
| MyDigital | Malaysia Digital Economy Blueprint   |
| N         |  |
| NACRA     | National Annual Corporate Report Awards  |
| NACSA     | National Cyber Security Agency   |
| NADI      | National Information Dissemination Centre  |
| NADMA     | National Disaster Management Agency  |
| NAIO      | National AI Office   |
| NEC       | Non-Executive Chairman   |
| NED       | Non-Executive Director   |
| NETR      | National Energy Transition Roadmap   |
| NGFS      | Network for Greening the Financial System  |
| NGOs      | Non-Government Organisations   |
| NGOSS     | Next Gen Operation Support System  |
| NGT       | Next Generation Transport  |
| NIC       | Network Intelligence Centre  |
| NIMP 2030 | New Industrial Master Plan 2030  |
| NPO       | not-for-profit organisations   |
| NPS       | Net Promoter Score   |
| NRC       | Nomination and Remuneration Committee  |
| NSRF      | National Sustainability Reporting Framework  |
| NSS       | National Semiconductor Strategy  |
| NUTE      | National Union of Telecommunication Employee Peninsular Malaysia (NUTE)                        |
| O         |  |
| OACP      | Organisational Anti-Corruption Plan  |
| OCM       | Operation Committee Meeting  |
| OHI       | Organisational Health Index  |
| OLT       | Optical Line Terminals   |
| ONU       | Optical Network Unit   |

| O        |  |
|----------|--|
| OSHE     | Occupational Safety, Health and Environment      |
| OSHEIN   | next-generation OSHE Intelligence System         |
| OSHMS    | Occupational Safety and Health Management System |
| OSS      | Operation Support System                         |
| OTT      | Over-The-Top                                     |
| P        |  |
| PaaS     | P-as-a-Service                                   |
| PATAMI   | Profit After Tax and Minority Interests          |
| PBT      | Pihak Berkuasa Tempatan                          |
| PCC      | Procurement Compliance Committee                 |
| PCI DSS  | Payment Card Industry Data Security Standard     |
| PDPA     | Personal Data Protection Act                     |
| PG       | Payment Gateway                                  |
| PII      | Personal Identifiable Information                |
| PIR      | Post Implementation Review                       |
| PLC      | Public Listed Company                            |
| PMI      | Procurement Maturity Index                       |
| PN       | Privacy Notice                                   |
| POC      | Proof of Concept                                 |
| PoPs     | Points of Presence                               |
| POS      | point-of-sale                                    |
| PS       | Performance Share                                |
| PUE      | Power Usage Effectiveness                        |
| PwD      | Persons with Disabilities                        |
| PWR 2030 | Digital Powerhouse by 2030                       |
| Q        |  |
| QAIP     | Quality Assurance and Improvement Programme      |
| R        |  |
| R&D      | Research & Development                           |
| R2R      | Recording to Reporting                           |
| RCPs     | Representative Concentration Pathways            |
| RG       | Residential Gateway                              |
| RGTSU    | Petronas' Regasification Terminal Sungai Udang   |
| RMIT     | Royal Melbourne Institute of Technology          |
| ROD      | Record of Depositors                             |
| RPA      | Robotic Process Automation                       |
| RPEV     | Remote Participation and Electronic Voting       |
| RPT      | Related Party Transactions                       |
| RRPTs    | Recurrent Related Party Transactions             |
| RTO      | Recovery Time Objective                          |
| S        |  |
| SaaS     | Software-as-a-Service                            |
| SAMB     | Syarikat Air Melaka Berhad                       |
| SAQs     | Self-Assessment Questionnaires                   |
| SB       | Support Business                                 |
| SBTi     | Science Based Target Initiative                  |
| SC       | Securities Commission Malaysia                   |
| SCARLET  | Scalable Renewable Energy System                 |
| SDEC     | Sarawak Digital Economy Corporation              |
| SDGs     | Sustainable Development Goals                    |

## GLOSSARY

| S          |   |
|------------|---|
| SDLC       | Software Development Life Cycle                         |
| SDN        | Software-Defined Networking                             |
| SD-WAN     | Software-defined wide-area networking                   |
| SEDG       | Simplified ESG Reporting Guide                          |
| SIA        | Statement of Internal Audit                             |
| SICDA      | Securities Industry (Central Depositories) Act 1991     |
| SID        | Senior Independent Director                             |
| SIRIM      | Standards and Industrial Research Institute of Malaysia |
| SLA        | Service Level Agreement                                 |
| SME        | Small Medium Enterprise                                 |
| SOC        | Security Operations Centre                              |
| SOPs       | Standard Operating Procedures                           |
| SORMIC     | Statement on Risk Management and Internal Control       |
| SPC        | Supplier Performance Committee                          |
| SPE        | Supplier Performance Evaluation                         |
| SPPA       | Sustainable Power Purchase Agreement                    |
| SSI        | Supplier Satisfaction Index                             |
| STARS      | Smart Traffic Management with Analytics Services        |
| STEM       | Science, Technology, Engineering and Mathematics        |
| SUS        | Supplier Self-Service                                   |
| SUTE       | Sabah Union of Telecom Employees (SUTE)                 |
| SUTEN      | Sabah Union of Telecommunication Employees              |
| SWGs       | Sustainability Working Groups                           |
| T          |   |
| TaaS       | Telco-as-a-Service                                      |
| TANYA      | Total Assistance for Your Network and Administration    |
| TASC       | TM Analytics Steering Committee                         |
| TCFD       | Task Force on Climate-Related Financial Disclosures     |
| TCV        | Total Contract Value                                    |
| TechCom    | Technology Committee                                    |
| TM IAR     | Telekom Malaysia Integrated Annual Report               |
| TMD3P      | TM Data Privacy and Protection Policy                   |
| TM DoME    | TM Direct over Metro-E                                  |
| TMFS       | TM Future Skills  |
| TMDGPF     | TM Data Governance Policy & Framework                   |
| TMGP       | TM Graduate Programme                                   |
| TM L&D     | TM's Learning & Development                             |
| TM R&D     | TM Research and Development                             |
| TMRMA 2023 | TM Risk Maturity Assessment 2023                        |
| TM ROvers  | TM Reaching Out Volunteers                              |
| TM SMG     | TM Sponsorship Management                               |
| TMID       | TM Integrity Day  |

| T      |   |
|--------|---|
| TMiX   | TM Internet Exchange                            |
| TMSC   | TM Sustainability Committee                     |
| TNB    | Tenaga Nasional Berhad                          |
| ToR    | Terms of Reference                              |
| TOSC   | Transformation Office Steering Committee        |
| TSOC   | TM State Operation Centre                       |
| TSR    | Total Shareholder Returns                       |
| TTX    | Table Top Exercise                              |
| TVET   | Technical and Vocational Education and Training |
| U      |   |
| UKM    | Universiti Kebangsaan Malaysia                  |
| UNCDF  | United Nations Capital Development Fund         |
| UNGC   | United Nations Global Compact                   |
| UM     | Universiti Malaya                               |
| UMC    | Unifi Management Committee                      |
| UniKL  | Universiti Kuala Lumpur                         |
| UNSDGs | United Nations Sustainable Development Goals    |
| USA    | United States of America                        |
| UTES   | Union of Telecoms Employees Sarawak             |
| UTM    | Universiti Teknologi Malaysia                   |
| USM    | Universiti Sains Malaysia                       |
| USIM   | University Sains Islam Malaysia                 |
| V      |   |
| VoNR   | Voice over New Radio                            |
| VP     | Vice President                                  |
| VPC    | Virtual Private Cloud                           |
| VP SC  | Vice President Strategic Communications         |
| VR     | Virtual Reality                                 |
| VSAT   | Very Small Aperture Terminal                    |
| VSI    | Vendor Security Index                           |
| VSP    | Voluntary Separation Plan                       |
| VSS    | Voluntarily Separation Scheme                   |
| W      |   |
| WAF    | Web Application Firewall                        |
| WAH    | Working at Height                               |
| WAN    | Wide Area Network                               |
| WCS    | Working in Confined Space                       |
| WHV    | Working near High Voltage                       |
| WOP    | Working in Office/Premise                       |
| WOR    | Working on/by Road                              |
| Y      |   |
| YTM    | Yayasan TM                                      |
| YUM    | Yayasan University Multimedia                   |

## NOTICE OF THE 40<sup>TH</sup> AGM

**NOTICE IS HEREBY GIVEN THAT** the Fortieth Annual General Meeting (40<sup>th</sup> AGM) of Telekom Malaysia Berhad ("TM" or "the Company") will be held on Tuesday, 27 May 2025, at 10:00 a.m. at the Multi Purpose Hall, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia (**Main Venue**) and virtually by way of electronic means via Boardroom Smart Investor Portal (**BSIP**) at <https://investor.boardroomlimited.com> (**Online Platform**) to transact the following businesses, with or without modifications:

1.0 To receive the Audited Financial Statements for the financial year ended (FYE) 31 December 2024 together with the Reports of the Directors and Auditors thereon.

2.0 To re-elect the following Directors, who retire pursuant to Clause 106(2) of the Company's Constitution and being eligible, have offered themselves for re-election:

- (i) Datuk Bazlan Osman; and
- (ii) Tan Sri Datuk Yong Poh Kon.

**(Ordinary Resolution 1)**  
**(Ordinary Resolution 2)**

3.0 To re-elect the following Directors, who retire by rotation pursuant to Clause 112 of the Company's Constitution and being eligible, have offered themselves for re-election:

- (i) Dato' Mohamed Nasri Sallehuddin; and
- (ii) Muhammad Afhzal Abdul Rahman.

**(Ordinary Resolution 3)**  
**(Ordinary Resolution 4)**

Rossana Annizah Ahmad Rashid who also retires by rotation according to Clause 112 of the Company's Constitution, has expressed her intention not to seek for re-election at this 40<sup>th</sup> AGM. Hence, she will retain office until the conclusion of the 40<sup>th</sup> AGM.

4.0 To approve the payment of the following Directors' fees with effect from the 40<sup>th</sup> AGM until the next AGM of the Company:

- (i) RM30,000 per month for the Non-Executive Chairman (NEC); and
- (ii) RM20,000 per month for each Non-Executive Director (NED) together with an additional RM2,250 per month for the Senior Independent Director (SID).

**(Ordinary Resolution 5)**

5.0 To approve the payment of benefits payable to NEC and NEDs (including SID) up to an amount of RM2,350,000 from 28 May 2025 until the next AGM of the Company.

**(Ordinary Resolution 6)**

6.0 To re-appoint Ernst & Young PLT, having consented to act as Auditors of the Company, for the financial year ending 31 December 2025 and authorise the Board of Directors to determine their remuneration.

**(Ordinary Resolution 7)**

7.0 To consider and if thought fit, to pass the following resolutions:

7.1 Proposed Renewal of the Authority for Directors to Allot and Issue New Ordinary Shares in the Company (TM Shares) in relation to the Dividend Reinvestment Scheme (DRS)

**THAT** pursuant to the DRS approved at the Extraordinary General Meeting (EGM) held on 8 May 2014, approval be and is hereby given to the Company to allot and issue such number of new TM Shares for the DRS until the conclusion of the next AGM, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company **PROVIDED THAT** the issue price of the said new TM Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five(5)-day Volume Weighted Average Market Price (VWAMP) of TM Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price of TM Shares at the material time;

**AND THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRS with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, as they, in their absolute discretion, deem fit and in the best interest of the Company.

**(Ordinary Resolution 8)**

## NOTICE OF THE 40<sup>TH</sup> AGM

### 7.2 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Renewal of Shareholders' Mandate) with the following Related Parties:

- |  |                                 |
|--|---------------------------------|
| (i) Axiata Group Berhad and/or its subsidiaries (Axiata Group);            | <b>(Ordinary Resolution 9)</b>  |
| (ii) Tenaga Nasional Berhad and/or its subsidiaries (TNB Group);           | <b>(Ordinary Resolution 10)</b> |
| (iii) Petroliaam Nasional Berhad and/or its subsidiaries (Petronas Group); | <b>(Ordinary Resolution 11)</b> |
| (iv) Astro Malaysia Holdings Berhad and/or its subsidiaries (AMHB Group);  | <b>(Ordinary Resolution 12)</b> |
| (v) CelcomDigi Berhad and/or its subsidiaries (CelcomDigi Group); and      | <b>(Ordinary Resolution 13)</b> |
| (vi) Digital Nasional Berhad (DNB).  | <b>(Ordinary Resolution 14)</b> |

**THAT** in accordance with Paragraph 10.09 of the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities), approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with each of the abovementioned parties, respectively, pursuant to Ordinary Resolutions 9 to 14, as set out in Appendix I of the Company's Circular to Shareholders dated 25 April 2025;

**PROVIDED THAT** such transactions are necessary for the day-to-day operations and are entered into in the ordinary course of business of the Company and/or its subsidiaries, are carried out on terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company;

**THAT** such approval shall continue to be in full force and effect until:

- (i) the conclusion of the next AGM of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
- (ii) the expiration of the period within which the Company's next AGM is required to be held under Section 340(2) of the Companies Act, 2016 (CA 2016) (but shall not extend to such extension as may be allowed under Section 340(4) of the CA 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier;

**AND THAT** the Board of Directors of the Company be and is hereby empowered and authorised to do or procure to be done all acts, deeds and things (including executing such documents under the common seal in accordance with the provisions of the Constitution of the Company, as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate.

### 8.0 To transact any other business for which due notice has been given in accordance with Section 340(1) of the CA 2016 and the Company's Constitution.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend, speak and vote at this 40<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd (Bursa Depository) in accordance with Clause 80(3)(a) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (SICDA) to issue a General Meeting Record of Depositors (ROD) as at 20 May 2025. Only a depositor whose name appears in the ROD as at 20 May 2025 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

### By Order of the Board

**Hamizah Abidin** (LS 0007096) (SSM PC No. 201908001071)  
**Mohammad Yazmi Mat Raschid** (MAICSA 7028878) (SSM PC No. 202308000182)  
 Company Secretaries

Kuala Lumpur  
 25 April 2025

## NOTES:

### 1.0 Hybrid 40<sup>th</sup> AGM

- 1.1 The 40<sup>th</sup> AGM will be held on a hybrid mode. Members, proxies or corporate representatives will have an option, either:

- (a) To attend **physically** in person at the Main Venue (Physical Attendance); OR
- (b) To attend **virtually** through Remote Participation and Electronic Voting (RPEV) facilities provided by Boardroom Share Registrars Sdn Bhd at <https://investor.boardroomlimited.com> (Virtual Attendance).

Please refer to the Administrative Guide for attendance instructions for Physical Attendance and Virtual Attendance.

- 1.2 All Members, proxies or corporate representatives who wish to attend the 40<sup>th</sup> AGM either physically or remotely **must register** as user of the RPEV and then **pre-register** their attendance to verify eligibility to attend the 40<sup>th</sup> AGM based on the General Meeting Record of Depositors as at 20 May 2025 and to confirm their mode of attendance.
- 1.3 The pre-registration for RPEV is open from the date of the Notice of the 40<sup>th</sup> AGM on Friday, 25 April 2025 and the closing date and time shall be:
- (a) On **Monday, 26 May 2025** at **10:00 a.m.** for Physical Attendance at the Main Venue; or
  - (b) On **Tuesday, 27 May 2025** until such time **before the voting session ends** at the 40<sup>th</sup> AGM for Virtual Attendance using RPEV facilities.

### 2.0 Submission of questions before and during the 40<sup>th</sup> AGM

- 2.1 Members may submit questions electronically in relation to the agenda items for the 40<sup>th</sup> AGM prior to the meeting via BSIP **not later than 10:00 a.m. on Monday, 26 May 2025**. The responses to these questions will be shared at the 40<sup>th</sup> AGM.
- 2.2 During the 40<sup>th</sup> AGM, Members who are physically present at the Main Venue will be able to ask questions in person. Members who attend virtually may use the RPEV facilities to ask questions real time (in the form of typed text) during the meeting. The Board and Senior Management will be in attendance at the Main Venue to provide responses accordingly.

### 3.0 Proxy and/or Authorised Representative

- 3.1 A Member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy or representative may but need not be a Member of the Company. A member may appoint any person to be his/her proxy without restriction to the proxy's qualification.

- 3.2 A Member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the Meeting provided that where a Member of the Company is an authorised nominee as defined in accordance with the provisions of SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account. Where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

- 3.3 Where a Member appoints two (2) proxies, the appointments shall be invalid unless the proportions of the holdings to be represented by each proxy are specified.

- 3.4 A corporation which is a Member, may by resolution of its Directors or other governing body authorises such person as it thinks fit to act as its representative at the Meeting, in accordance with Clause 100 of the Company's Constitution.

- 3.5 The instrument appointing the proxy must be deposited or submitted in the following manner not less than 24 hours before the time appointed for the taking of the poll or not later than 10:00 am on Monday, 26 May 2025:

- (a) in hard copy, by hand or post to the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia.
- or
- (b) by electronic submission at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for further information on the electronic submission.

Any alteration to the instrument appointing the proxy must be initialled.

- 3.6 By submitting the duly executed Proxy Form, the member and his/her proxy(ies) consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the 40<sup>th</sup> AGM and any adjournment thereof.

### 4.0 Voting by Poll

Pursuant to Paragraph 8.29A of the Main LR, all resolutions set out in the Notice of 40<sup>th</sup> AGM will be put to vote by poll.

### 5.0 Audited Financial Statements for financial year ended 31 December 2024

The Audited Financial Statements, under Agenda 1.0, are laid before the shareholders, pursuant to the provisions of Sections 266(1)(a) and 340(1)(a) of CA 2016, for discussion only. They do not require the approval of the shareholders and hence, will not be put for voting.



## NOTICE OF THE 40<sup>TH</sup> AGM

### 6.0 Ordinary Resolutions 1 to 4: Re-election of Directors who retire pursuant to Clause 106(2) and Clause 112 of the Company's Constitution

- 6.1 Clause 106(2) of the Company's Constitution provides that any Director appointed during the year shall hold office only until the next following AGM and shall then be eligible for re-election. Datuk Bazlan Osman and Tan Sri Datuk Yong Poh Kon who were appointed since the last AGM are standing for re-election and they have consented to be re-elected as Directors of the Company.
- 6.2 Clause 112 further provides that all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election. At every AGM of the Company, one third (1/3) of the Directors of the Company for the time being or if not a multiple of three (3), nearest to one third (1/3), shall retire by rotation. Clause 113 also stipulates that the Directors to retire shall be the ones that have been longest in office since his/her last re-election.
- 6.3 At this AGM, three (3) out of the remaining nine (9) Directors are to retire under Clause 112. Dato' Mohamed Nasri Sallehuddin, Muhammad Afhzal Abdul Rahman and Rossana Annizah Ahmad Rashid being the longest in office since their last retirement, are to stand for re-election as Directors of the Company.
- Rossana Annizah Ahmad Rashid who has served the Company since 2021 has notified the Board of her intention not to seek re-election. She will retain office and accordingly retire as Director upon the conclusion of the 40<sup>th</sup> AGM.
- 6.4 For the purpose of determining the eligibility of Director to stand for re-election at the 40<sup>th</sup> AGM, the Board through its Board Nomination and Remuneration Committee (NRC) had assessed the retiring Directors, and considered the following:
- (a) The Director's performance and contribution based on the Self and Peer Assessment (SPA) results of the Board Effectiveness Evaluation (BEE) 2024;
  - (b) The Director's level of contribution to the Board deliberations through his/her skills, experience and commitment;
  - (c) The level of independence demonstrated by the Independent Director, and his/her ability to act in the best interests of the Company in decision-making; and
  - (d) The Director's fitness and propriety with reference to the Directors' Fit and Proper Policy.
- 6.5 In line with Practice 6.1 of the MCGG, the Board conducted the BEE assessment on the Directors' performance. Based on the results of the SPA, the Directors satisfy the performance criteria required for an effective and high-performance Board. All directors, including the retiring directors, provided the fit and proper assessment to the Board. In addition, all NEDs have provided annual declaration on independence assessment and confirmation of independence via the BEE.
- 6.6 Based on the above, the Board, save for the abovenamed Directors who abstained on their respective re-election proposals at the relevant NRC and/or Board meetings, approved the NRC's recommendation for the aforesaid four (4) Directors who retire in accordance with Clauses 106(2) and 112 of the Company's Constitution to stand for re-election.
- 6.7 Being eligible, all four (4) Directors have consented and offered themselves to be re-elected as Directors of the Company. Their profiles are set out in the Profile of Board of Directors' section on pages 203, 204, 209 and 210 inclusive of the Integrated Annual Report (IAR) 2024.
- 6.8 Any Director referred to in Resolutions 1 to 4, who is a shareholder of the Company will abstain from voting on the resolution in respect of their respective re-election at the 40<sup>th</sup> AGM.

### 7.0 Ordinary Resolutions 5 and 6: Directors' Fees and Benefits Payable by the Company

- 7.1 Section 230(1) of CA 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, Shareholders' approval is sought at this 40<sup>th</sup> AGM on the Directors' remuneration in the following two (2) resolutions:
- (a) Ordinary Resolution 5 on the payment of Directors' fees for the Company as determined by the Board from 28 May 2025 until the next AGM; and
  - (b) Ordinary Resolution 6 on the payment of benefits payable to the NEC and NEDs (including SID) from the date of the 40<sup>th</sup> AGM until the next AGM.
- 7.2 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. In this respect, an external consultant, Korn Ferry (KF), was appointed in January 2025 to facilitate the benchmarking analysis and review of TM Board's Remuneration and Benefit Policy (BRBP) to provide the NRC with an objective and independent perspective.

- 7.3 In line with its engagement, KF has presented its findings to the NRC in February 2025 which inter alia summarised that TM Board remuneration which consists of the directors' fees to NEC, NEDs and SID coupled with meeting allowances, benefits in kind (BIK) and the Subsidiary Board Remuneration Framework (SRF) is competitive and to remain status quo. In addition, KF proposed for the Board Committees' fees to align to industry practices by having fixed fee for Board Committee Chair and Members in recognising their unique requirements and responsibilities.

The Board subsequently approved the NRC's recommendation for the BRBP to remain unchanged, as they are fair, still reasonably attractive and competitive, taking into consideration the interest of the Company and stakeholders, commensurate with Directors' responsibilities, time commitment and contributions vis-à-vis TM's performance and sustainability.

- 7.4 Ordinary Resolution 5 on the payment of Directors' fees

The amount of Directors' fees remain unchanged since 2018.

- 7.5 Ordinary Resolution 6 on the payment of benefits payable to the NEC and NEDs

The benefits payable applicable to NEC and NEDs comprise the meeting fees, emoluments and claimable benefits as stipulated below:

- (a) Meeting fee structure for Board and its Committees:

|          | TM Board (RM) | Board Audit Committee (RM) | Nomination & Remuneration Committee (RM) | Board Tender Committee (RM) | Board Risk and Investment Committee (RM) |
|----------|---------------|----------------------------|--|-----------------------------|--|
| Chairman | 5,000         | 4,750                      | 2,500                                    | 3,250                       | 2,500                                    |
| NED      | 3,000         | 2,500                      | 2,000                                    | 2,500                       | 2,000                                    |

- (b) Pursuant to the prevailing SRF, NEC and NEDs appointed on the boards of TM subsidiaries are entitled to the following meeting fees:

| Category of TM Subsidiaries | NEC              | NED              | Committee Fee             |                         |
|-----------------------------|------------------|------------------|---------------------------|-------------------------|
|                             | Meeting Fee (RM) | Meeting Fee (RM) | Chairman Meeting Fee (RM) | Member Meeting Fee (RM) |
| Tier 1 & UTSB*              | 3,000            | 2,000            | 500                       | 300                     |
| Other Subsidiaries          | 1,500            | 1,000            | Nil                       | Nil                     |

\* UTSB – Universiti Telekom Sdn Bhd.

- (c) Benefits such as training programme, leave passage, business equipment, telecommunication bills, insurance and medical coverage.

In determining the estimated amount of benefits payable for the NEC and NEDs, various factors, including the number of scheduled meetings for the Board, its Committees and boards of subsidiaries as well as the number of NEDs involved in these meetings were considered. In line with the BRBP Review and upon taking into consideration the SRF, the Board endorsed the NRC's recommendation that the approved quantum of RM2,350,000 per previous AGMs be maintained. The expected total utilised amount would be approximately 88% of the approved amount.

- 7.6 The amount of remuneration received by each Director is provided in the Directors' and Senior Management's Remuneration section of the Corporate Governance Overview Statement and Note 6(b) of the Audited Financial Statements for the financial year ended 31 December 2024.
- 7.7 Subject to Shareholders' approval of Ordinary Resolutions 5 and 6, the payment for fees and benefits for the period commencing from the 40<sup>th</sup> AGM until next AGM will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred. The Board opined that the payments to the NEC and NEDs are just and equitable taking into consideration their roles and responsibilities towards the Group and the services rendered to the Company and its subsidiaries.
- 7.8 Any NEDs who are shareholders of the Company will abstain from voting on the aforesaid resolutions at the 40<sup>th</sup> AGM.



## NOTICE OF THE 40<sup>TH</sup> AGM

### 8.0 Ordinary Resolution 7: Re-appointment of Auditors and Audit Fees

- 8.1 The BAC undertook the annual assessment of the suitability and independence of the external auditors, Ernst & Young PLT (EY), based on the following key areas:
- (i) Quality of service and sufficiency of resources;
  - (ii) Communication and interaction with external auditor; and
  - (iii) Independence, objectivity and professionalism.
- BAC as well as the TM Group's personnel who had substantial contact with EY throughout the year participated in the annual questionnaire coordinated by the Group Internal Audit.
- 8.2 Based on the evaluation result, BAC and Management were satisfied with EY's performance in 2024 as shown from the results improvement compared to 2023. BAC considered the openness in communication and interaction with the lead audit engagement partner and engagement team through discussions at private meetings. BAC was also satisfied with the findings that the provision of non-audit services by EY to the Group for the financial year 2024 did not in any way impair their objectivity and independence as external auditors for TM. Based on the said assessment, BAC recommended EY to be re-appointed as the external auditors of the Company for the financial year 2025.
- 8.3 The Board at its Meeting held on 8 April 2025 approved BAC's recommendation for Shareholders' approval to be sought at the 40<sup>th</sup> AGM on the re-appointment of EY as external auditors of the Company for the financial year 2025 in accordance with Section 340(1)(c) and Section 274(1)(a) of the CA 2016. BAC and the Board were satisfied with the performance of EY based on the aforesaid criteria of assessment and that the requirements for consideration as prescribed under Paragraph 15.21 of the Main LR are duly met.

### 9.0 Ordinary Resolution 8: Allotment of Shares in relation to DRS

The proposed Ordinary Resolution 8, if passed, will empower the Directors to allot and issue new TM Shares pursuant to the DRS based on the dividend to be declared after this AGM, if any. This authority shall expire upon the conclusion of the next AGM.

### 10.0 Ordinary Resolutions 9 to 14: Proposed Renewal of Shareholders' Mandate

- 10.1 Ordinary Resolutions 9 to 14, if passed, will authorise the Company and/or its subsidiaries to continue to enter into recurrent related party transactions with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and are based on normal commercial terms which are not more favourable to the related parties than those generally available to the public and shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from shareholders of the Company at a general meeting.
- 10.2 The Interested Directors as indicated in Section 6 of the Circular to Shareholders dated 25 April 2025 and their Persons Connected, will abstain from voting on Ordinary Resolutions 9 to 14. Detailed information on the proposals is as set out in the Circular.

## STATEMENT ACCOMPANYING NOTICE OF THE 40<sup>TH</sup> AGM

Pursuant to Paragraph 8.27(2) and Appendix 8A of the Main LR of Bursa Securities

### RE-ELECTION OF DIRECTORS AT THE 40<sup>TH</sup> AGM

- 1.1 The profiles of the following Directors who are retiring pursuant to Clause 106(2) of the Company's Constitution and standing for re-election are stated in the IAR 2024:
  - (i) Datuk Bazlan Osman (Ordinary Resolution 1) – page 210
  - (ii) Tan Sri Datuk Yong Poh Kon (Ordinary Resolution 2) – page 209
- 1.2 The profiles of the following Directors who are retiring pursuant to Clause 112 of the Company's Constitution and standing for re-election are stated in the IAR 2024:
  - (i) Dato' Mohamed Nasri Sallehuddin (Ordinary Resolution 3) – page 203
  - (ii) Muhammad Afhzal Abdul Rahman (Ordinary Resolution 4) – page 204

Rossana Annizah Ahmad Rashid who will also retire by rotation according to Clause 112 of the Company's Constitution, has expressed her intention not to seek for re-election at this 40<sup>th</sup> AGM. Therefore, she shall retire upon the conclusion of this 40<sup>th</sup> AGM.
- 1.3 None of the above Directors has any interest in the securities of the Company, save for Datuk Bazlan Osman, whose interests in shares are disclosed on page 140 of the Financial Statements.
- 1.4 Save as disclosed above and in the footnotes of the Profile of Board of Directors on pages 200 to 211 of the IAR 2024, none of the abovenamed Directors has:
  - (i) Any family relationship with any Directors/major shareholders of the Company;
  - (ii) Any COI or potential COI, including in any competing business with the Group;
  - (iii) Any conviction for offences (other than traffic offences) within the past five (5) years; and
  - (iv) Any public sanction or penalty imposed by the relevant regulatory bodies during the FYE 31 December 2024.
- 1.5 Based on the independence assessment taken via the BEE 2024, Datuk Bazlan Osman and Tan Sri Datuk Yong Poh Kon who are standing for re-elections satisfied the criteria of independent directors as defined under Paragraph 1.01 of the Main LR of Bursa Securities, which include being independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement, objectivity or the ability to act in the best interests of the Company, and also being independent of the major shareholders.
- 1.6 Further, based on the finding from BEE 2024, all of the abovenamed Directors, have the required probity, personal integrity, financial integrity, experience and competence and time commitment that satisfies the Fit and Proper Assessment for the Directors to hold their positions.

# ADMINISTRATIVE GUIDE FOR THE 40<sup>TH</sup> ANNUAL GENERAL MEETING

## HYBRID 40<sup>TH</sup> ANNUAL GENERAL MEETING (40<sup>TH</sup> AGM)

The **40<sup>th</sup> AGM** of the Company will be conducted through a **hybrid mode** in line with Paragraph 8.27A of the Bursa Malaysia Securities Berhad’s Main Market Listing Requirements (Main LR) and Principle C of the Malaysian Code of Corporate Governance (MCCG) whereby listed companies are encouraged to leverage on technology in conducting general meetings to facilitate participation by shareholders in attendance and voting. The details of TM’s 40<sup>th</sup> AGM are as below:

|   |   |
|---|---|
| <b>Date</b>                             | : Tuesday, 27 May 2025  |
| <b>Time</b>                             | : 10:00 a.m. (Malaysia time)  |
| <b>Meeting Platform</b>                 | : Hybrid  |
| <b>Main Venue (Physical Attendance)</b> | : Multi Purpose Hall, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia  |
| <b>Online Mode (Virtual Attendance)</b> | : Boardroom Smart Investor Portal (BSIP) at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> with Remote Participation and Electronic Voting (RPEV) facilities |

Shareholders have the **option** either to attend the hybrid 40<sup>th</sup> AGM **physically** in person at the Main Venue (Physical Attendance) or **virtually** through the RPEV facilities managed by BSIP (Virtual Attendance).

The Main Venue is located in Malaysia where the Chairman of the meeting will be physically present in accordance with Section 327(2) of the Companies Act 2016 (CA 2016).

## GENERAL MEETING RECORD OF DEPOSITORS

Only a member or depositor whose name appears in the Register of Members/Record of Depositors (General Meeting ROD) as at 20 May 2025 shall be entitled to attend the 40<sup>th</sup> AGM or appoint proxy(ies) to attend on his/her behalf.

## REGISTRATION PROCEDURES FOR AGM

Key information for shareholders who are attending, participating and voting at the 40<sup>th</sup> AGM:

STEP 1

**Pre-registration (Section A)**

All member(s), proxy(ies), corporate representative(s) or attorney(s) attending either **physically** or **virtually**, must pre-register their attendance via the BSIP at <https://investor.boardroomlimited.com> from Friday, 25 April 2025 until Monday, 26 May 2025 for verification of their eligibility to attend the AGM and to confirm their mode of attendance i.e. either Physical Attendance or Virtual Attendance. This is also to assist the Company to make the necessary preparations for the AGM, particularly at the Main Venue.

See Section A(2) for the pre-register steps.

STEP 2

**Appointment of Proxy (Section B)**

If you are unable to participate at the AGM, you may:

- appoint proxy(ies) to participate and vote on your behalf; or
- appoint the Chairman as your proxy to vote on your behalf; and
- indicate your voting instructions in the Form of Proxy.

For more details on the appointment of proxy(ies), please refer to the instructions under **Section B (APPOINTMENT OF PROXY)**. Please ensure that appointed proxy(ies) are registered BSIP users.

STEP 3

**Poll Voting (Section C)**

**Physical Attendance**

Via smartphone/tablet with the QR code provided upon registration on the day of the meeting.

**Virtual Attendance**

Via the same BSIP. Please refer to the details in **Section C (POLL VOTING FOR AGM)**.

## SECTION A: PRE-REGISTRATION PROCEDURE TO ATTEND THE AGM

To exercise your right to attend, participate and vote at the AGM, whether you/your proxy are attending the AGM physically or virtually, please complete the pre-registration process by following these steps:

### 1. Register as a user with BSIP:

Please refer to the steps below on how to register for a BSIP account.

- a. Go to the BSIP at <https://investor.boardroomlimited.com>. The latest versions of Chrome, Firefox, Safari, Edge or Opera are recommended.

| Individual Account<br>(For Shareholders & Proxies)  | Corporate Account<br>(For Representatives of Corporate Holders<br>or Authorised Nominee)  |
|---|---|
| <ul style="list-style-type: none"> <li>Click Register to sign up for a user account and select <b>"Sign up as Individual"</b>.</li> <li>Complete the registration.</li> <li>Upload and attach your <b>MyKad (front and back) or Passport in JPEG, PNG or PDF format</b>.</li> <li>Click Sign Up.</li> </ul> <p><b>Note:</b> Please ensure that you sign up for an Individual Account if you are an appointed proxy to attend the meeting.</p> | <ul style="list-style-type: none"> <li>Click Register to sign up for a user account and select <b>"Sign up as Corporate Holder"</b>.</li> <li>Complete the registration.</li> <li>Upload and attach your <b>MyKad (front and back) or Passport in JPEG, PNG or PDF format, along with the completed authorisation letter</b>.</li> <li>Click Sign Up.</li> </ul> <p><b>Note:</b> If you are appointed as the authorised representative for more than one (1) company, kindly click the home button and select <b>"Edit Profile"</b> to add your representation after your BSIP account has been approved.</p> |

- b. You will receive an email from BSIP for email address verification. Click **"Verify Email Address"** from the email received to proceed with the registration.
- c. Once your email address is verified, you will be redirected to BSIP for verification of your mobile number. Click **"Request OTP Code"** and an OTP Code will be sent to the registered mobile number. You will need to enter the OTP Code and click **"Enter"** to complete the process.
- d. Once your mobile number has been verified, the registration of your new BSIP account will be pending for final system authentication.
- e. An email confirmation will be sent to you within **one (1) business day**, informing you of the approval of your BSIP account. Once account registration is complete, you may login to BSIP at <https://investor.boardroomlimited.com> using the email address and password you provided during registration. For assistance, please contact Boardroom as per the details under Section G(3)(Enquiry).

### 2. Register your attendance for the AGM:

- a. All member(s), proxy(ies), corporate representative(s) or attorney(s) attending physically or virtually, are required to pre-register your attendance via the BSIP at <https://investor.boardroomlimited.com>. This is to enable the Company to verify your eligibility to participate in the AGM based on the General Meeting ROD as at 20 May 2025 and to enable the Company to make the necessary preparations for the AGM, particularly at the Main Venue.
- b. The pre-registration is open from the date of the Notice of AGM on **Friday, 25 April 2025**.
- c. The closing date and time for pre-registration is **10:00 a.m. on Monday, 26 May 2025**.
- d. If you wish to change your mode of participation, please login to BSIP platform and perform the change before the cut off time at **10:00 a.m. on Monday, 26 May 2025**.

## ADMINISTRATIVE GUIDE FOR THE 40<sup>TH</sup> ANNUAL GENERAL MEETING

| Physical Attendance  | Virtual Attendance  |
|--|---|
| <ul style="list-style-type: none"> <li>Login your BSIP account with your registered email address and password.</li> <li>Click <b>"Meeting Event(s)"</b>, then select <b>"TELEKOM MALAYSIA BERHAD ANNUAL GENERAL MEETING"</b> from the list and click <b>"Enter"</b>.</li> <li>Go to <b>"Physical"</b>, click <b>"Pre-Register"</b>, and enter the 9-digit Central Depository System (<b>"CDS"</b>) account number.</li> <li>Read and check the box to accept the Terms &amp; Conditions, then click <b>"Register"</b>.</li> <li>You will receive a notification confirming receipt of your pre-registration.</li> </ul> | <ul style="list-style-type: none"> <li>Login your BSIP account with your registered email address and password.</li> <li>Click <b>"Meeting Event(s)"</b>, then select <b>"TELEKOM MALAYSIA BERHAD ANNUAL GENERAL MEETING"</b> from the list and click <b>"Enter"</b>.</li> <li>Go to <b>"Virtual"</b>, click <b>"Register for RPEV"</b>, and enter the 9-digit CDS account number.</li> <li>Read and check the box to accept the Terms &amp; Conditions, then click <b>"Register"</b>.</li> <li>You will receive a notification that your RPEV registration has been received.</li> <li>Upon system verification against the General Meeting ROD as of 20 May 2025, you will receive an email notification from Boardroom on your registration acceptance/rejection.</li> </ul> |

### 3. Attending the AGM on Tuesday, 27 May 2025 (Meeting Day)

| Physical Attendance  | Virtual Attendance  |
|--|---|
| <ul style="list-style-type: none"> <li>Registration will start at 8:30 a.m. at the Main Venue.</li> <li>Please present your <b>original MYKAD or passport (for non-Malaysians)</b> for verification purposes at the registration counters. Registration on behalf of someone else is strictly PROHIBITED.</li> <li>Kindly note that only shareholders or proxies with a valid wristband are allowed to enter the Main Venue upon successful registration.</li> </ul> | <ul style="list-style-type: none"> <li>The online meeting platform will be available from 9:00 a.m.</li> <li>Go to the BSIP website at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a></li> <li>Login your BSIP account with your registered email address and password.</li> <li>Click <b>"Meeting Event(s)"</b> then select <b>"TELEKOM MALAYSIA BERHAD ANNUAL GENERAL MEETING"</b>.</li> <li>Click <b>"Join Live Meeting"</b> to remotely participate in the AGM.</li> </ul> |

#### Important Notes for Virtual Attendees:

- The quality of the connection of the virtual meeting platform for the live webcast and remote online voting will depend on the bandwidth and the stability of the internet connection available at your location.
- Recommended requirements for live webcast:
  - Browser: Latest versions of Chrome, Firefox, Edge, Safari or Opera;
  - Bandwidth: Minimum 9 Mbps stable speed for high-definition (HD) High-Quality video quality; and
  - Keep your video resolution at 240P.
- You may not be able to gain access to the AGM via the RPEV facilities if your connecting device is on a network with a firewall and other security filtration.
- With the RPEV facilities, you may exercise your right as a shareholder of the Company to participate and pose questions to the Board/Management of the Company, and vote during the 40<sup>th</sup> AGM from any place at your convenience, safely and securely.

## SECTION B: APPOINTMENT OF PROXY

### 1. Cut-off date and time for the lodgement of the Form of Proxy

All Forms of Proxy and documents relating to the appointment of proxy(ies) or corporate representative(s) or attorney(s) for the AGM, whether in hardcopy or by electronic means, must be deposited with or submitted to the Boardroom no later than **10:00 a.m. on Monday, 26 May 2025**. Please refer to the steps below for the lodgement of Form of Proxy.

### 2. Lodgement of Form of Proxy

The appointment of proxy(ies) may be submitted in hardcopy or electronically.

a. In hardcopy:

- Please ensure that the original proxy form is deposited at the Share Registrar's office not less than 24 hours before the time appointed for taking the poll or no later than **10:00 a.m. on 26 May 2025** at the following address:

**Boardroom Share Registrars Sdn Bhd**

11<sup>th</sup> Floor, Menara Symphony  
No. 5 Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan, Malaysia  
Office: +603-7890 4700

- You may download the Form of Proxy from our website at [www.tm.com.my/iar2024](http://www.tm.com.my/iar2024).

b. Via electronic means:

- Alternatively, you may deposit your Form of Proxy electronically via BSIP. Kindly follow the link at <https://investor.boardroomlimited.com> to log in and submit the form, not later than 24 hours before the time appointed for taking the poll or no later than **10:00 a.m. on 26 May 2025**. Login to your BSIP account with your registered email address and password. *[Note: If you do not have an account with BSIP, please sign up/register for free, in accordance with **Section A(I)**.]*
- Click **"Meeting Event(s)"** and select **"TELEKOM MALAYSIA BERHAD ANNUAL GENERAL MEETING"** and click **"Enter"**.

If you wish to participate in the AGM yourself, please do not submit any proxy form for the AGM. You will not be allowed to participate in the AGM together with the proxy appointed by you.

Please take note that you must complete the proxy form for the AGM should you wish to appoint a proxy(ies).

| By Shareholder and Corporate Holder  | By Nominees Company  |
|--|--|
| <ul style="list-style-type: none"> <li>• For Corporate Account User only, select the Company that you are representing.</li> <li>• Go to <b>"PROXY"</b> and click <b>"Submit eProxy Form"</b>.</li> <li>• Enter your 9-digit CDS account number and the number of securities held.</li> <li>• Select your proxy(ies) appointment – either the Chairman of the meeting or individually named proxy(ies).</li> <li>• Read and accept the Terms &amp; Conditions and click <b>"Next"</b>.</li> <li>• Enter the required particulars of your proxy(ies).</li> <li>• Indicate your voting instructions for each Resolution – FOR, AGAINST, or ABSTAIN. If no specific direction as to voting is given, your proxy(ies) will vote or abstain from voting at their discretion.</li> <li>• Review and confirm your proxy(ies) appointment. Click <b>"Submit"</b>.</li> <li>• Download or print the eProxy Form as an acknowledgement.</li> </ul> | <ul style="list-style-type: none"> <li>• Select the Nominees Company that you are representing.</li> <li>• Go to <b>"PROXY"</b> and click <b>"Submit eProxy Form"</b>.</li> <li>• Click <b>"Download Excel Template"</b> to download.</li> <li>• Insert the appointment of proxy(ies) for each CDS account with the necessary data and voting instructions into the downloaded Excel file template. Ensure the inserted data is correct and organised.</li> <li>• Upload the completed Excel file.</li> <li>• Review and confirm your proxy(ies) appointment and click <b>"Submit"</b>.</li> <li>• Download or print the eProxy Form as an acknowledgement.</li> </ul> |



## ADMINISTRATIVE GUIDE FOR THE 40<sup>TH</sup> ANNUAL GENERAL MEETING

### c. Revocation of Proxy

If you have submitted your Form of Proxy prior to the AGM and later decide to appoint another person, or if you wish to participate in the AGM yourself, please revoke the appointment of the proxy(ies) at least 48 hours before the AGM. Please find below the steps for the revocation of the eProxy Form or the hardcopy Form of Proxy:

| eProxy Form  | Physical Form of Proxy  |
|--|---|
| <ul style="list-style-type: none"> <li>Go to <b>"Submitted eProxy Form list"</b> and click <b>"View"</b>.</li> <li>Click <b>"Cancel/Revoke"</b> at the bottom of the eProxy form.</li> <li>Click <b>"Proceed"</b> to confirm.</li> </ul> | <ul style="list-style-type: none"> <li>Please email to <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> to revoke the appointment of proxy(ies).</li> </ul> |

Upon revocation, the proxy(ies) appointed earlier will not be permitted to participate in the AGM. As such, please advise your proxy(ies) accordingly.

## SECTION C: POLL VOTING

The voting at the AGM will be conducted by way of poll in accordance with Paragraph 8.29A(1) of the Main LR:

- All shareholders and proxies attending the AGM physically at the Main Venue or virtually using the RPEV facilities shall exercise their rights to vote using the RPEV facilities through the BSIP accessible at <https://investor.boardroomlimited.com>. As such, all shareholders and proxies attending the AGM physically at the Main Venue are advised to bring their own personal devices to vote via the BSIP.
- The Company has appointed Boardroom Share Registrars Sdn Bhd as the Poll Administrator to conduct the poll by way of online voting. During the meeting, the Chairman will invite the Poll Administrator to brief you on the online voting process using RPEV facilities. This is in line with the Securities Commission Malaysia's Guidance which provides that members shall be allowed to cast their votes remotely and contemporaneously (live) during the proceeding of the general meeting.
- The Company has appointed Deloitte Business Advisory Sdn Bhd (Deloitte) as the Scrutineer. The Scrutineer will verify the poll result reports upon closing of the poll session by the Chairman. The Scrutineer will announce the results, and the Chairman will declare whether the resolutions put to vote are successfully carried or otherwise.
- Shareholders/proxies/corporate representatives/attorneys may proceed to vote on the resolution from the commencement of the AGM at **10:00 a.m. on Tuesday, 27 May 2025** (for both physical and virtual attendees) until the end of the voting session which will be announced by the Chairman.

### Steps to Vote:

- The voting will be conducted by poll in accordance with Paragraph 8.29A of the Main LR. The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Deloitte as Scrutineers to verify the poll results.
- During the AGM, the Chairman will invite the Poll Administrator to brief on the voting housekeeping rules.

| Physical Attendance  | Virtual Attendance  |
|--|---|
| <ul style="list-style-type: none"> <li>Please vote using your smartphone/tablet with the QR code provided upon registration on the day of the meeting.</li> <li>All physical attendees are advised to bring their own personal devices to vote.</li> </ul> | <ul style="list-style-type: none"> <li>Once the voting is open, click on the voting icon. The resolution and voting choices will be displayed.</li> <li>To vote, please select your voting options as shown on screen. A confirmation message will appear indicating that your votes have been received.</li> <li>To change your vote, re-select another voting option. If you wish to cancel your vote, please click <b>"Cancel"</b>.</li> <li>After casting your vote, you may click the video button to continue viewing the live webcast for the announcement of the poll results by the Chairman.</li> </ul> |

## SECTION D: SUBMISSION OF QUESTIONS

### 1. Prior to the meeting

Shareholders may submit questions in relation to the agenda item for the AGM via <https://investor.boardroomlimited.com>. Login to your BSIP account and click **"Meeting Event(s)"** and go to **"TELEKOM MALAYSIA BERHAD ANNUAL GENERAL MEETING"** and click **"Enter"**. Thereafter, select **"SUBMIT QUESTION"** to pose your questions. Please submit your questions no later than **10:00 a.m. on Monday, 26 May 2025**. Responses to these questions will be tended to the AGM.

### 2. During the meeting

- TM welcomes participation and questions from shareholders on the AGM Resolutions at the 40<sup>th</sup> AGM. The Chairman and the Board will endeavour their best to respond to the questions submitted by shareholders which are related to the resolutions tabled at the AGM, as well as the financial performance/prospect of the Company. In the event some of the replies cannot be provided during the meeting, the relevant responses will be provided in the Investor Relations' section on TM website.
- Shareholders may submit their questions on the AGM resolutions in advance prior to commencement of the 40<sup>th</sup> AGM via the following modes:

| Physical Attendance  | Virtual Attendance   |
|--|--|
| <ul style="list-style-type: none"> <li>You may submit your questions via the QR Code which will be provided upon registration on the day of the meeting.</li> <li>Click on the Messaging window facility to submit your questions. The Messaging window facility will open one (1) hour before the AGM which is from <b>9:00 a.m. on Tuesday, 27 May 2025</b>.</li> <li>You may also speak or raise questions during the meeting.</li> </ul> | <ul style="list-style-type: none"> <li>You may use the Messaging window facility to submit your questions. The Messaging window facility will open one (1) hour before the AGM at <b>9:00 a.m. on Tuesday, 27 May 2025</b>.</li> </ul> |

## SECTION E: GIFT POLICY

There will be NO DISTRIBUTION of door gifts for members/proxies who join or participate in this hybrid AGM, whether physically or virtually.

## SECTION F: OTHER INFORMATION FOR PHYSICAL ATTENDANCE AT THE AGM

### 1. Parking

- Parking is free at Lower Ground 3 (LG3) of Menara TM ONLY.
- Shareholders are encouraged to use the KELANA JAYA LINE (Light Rail Transit) and disembark at the Kerinchi Station, which is about 5 minutes walking distance to the venue of the meeting.
- Directional signage to the parking area will be provided.

### 2. Registration

- Registration will commence at 8:30 a.m. and will end at a time as directed by the Chairman.
- Please produce your original Identity Card (IC) at the registration counter for verification.
- Upon completion of the registration process, you will be given an identification wristband which you must wear before entering the meeting hall.
- If you are attending the meeting as shareholder as well as proxy, you will only be registered once and will be given only one (1) identification wristband to enter the meeting hall.
- You are not allowed to enter the meeting hall without wearing the identification wristband. There will be no replacement in the event you lose or misplace your identification wristband.
- You will not be allowed to register on behalf of another member even with the original IC of that other member.
- The registration counters will only handle verification of identities and registrations. If you have other queries or need clarification, please proceed to the Help Desk.

**ADMINISTRATIVE GUIDE FOR  
THE 40<sup>TH</sup> ANNUAL GENERAL MEETING**

**SECTION G: OTHER INFORMATION**

**1. Help Desk**

The Help desk is provided for enquiries or clarification in relation to registration matters and handle revocation of proxy appointments.

**2. Integrated Annual Report 2024 (IAR 2024) and Related AGM Documents**

- As part of our continuous commitment to sustainability, we strongly encourage our shareholders to refer to the softcopy of the IAR 2024 which can be downloaded from our website at [www.tm.com.my/iar2024](http://www.tm.com.my/iar2024) and also Bursa Malaysia website.
- Shareholders may request for a printed copy of IAR 2024, through BSIP at <https://investor.boardroomlimited.com>. Select “Request for Annual Report” under the “Investor Services” menu.
- Alternatively, you may also make your request to our Share Registrar via e-mail: [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) or contact us at +603-7890 4700.

**3. Enquiry**

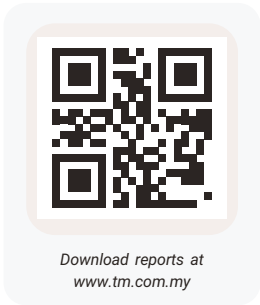
- For enquiries on registration, voting procedures and e-polling, please refer to Boardroom Share Registrars Sdn Bhd:

| <u>Contact persons</u>      | <u>Telephone No.</u> |
|-----------------------------|----------------------|
| 1. Encik Kok Wen Tek        | +603-7890 4799       |
| 2. Puan Farah Amirah Rahmad | +603-7890 4723       |

Help desk : +603-7890 4700  
[bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)

- For enquiries on the administrative guide of this meeting, please contact the Group Company Secretarial Division’s representatives, during office hours (Monday - Friday from 8:30 a.m. to 5:30 p.m.):

| <u>Contact persons</u>        | <u>Telephone No.</u> |
|-------------------------------|----------------------|
| 1. Puan Noorsham Abdul Rahman | +603-2240 1225       |
| 2. Puan Khatijah Mohd Noor    | +603-2240 1223       |
| 3. Puan Sitinor Athirah Azli  | +603-2240 1220       |



PROXY FORM



“A”

I/We \_\_\_\_\_  
(Full Name as per NRIC/Passport/Certificate of Incorporation in capital letters)

Registration No. /NRIC No. /Passport No. \_\_\_\_\_

of \_\_\_\_\_  
(Full Address)

being a member of **TELEKOM MALAYSIA BERHAD** 198401016183 (128740-P) (the Company) hereby appoint \_\_\_\_\_  
(Full Name as per NRIC/Passport in capital letters)

with NRIC No. /Passport No. \_\_\_\_\_

of \_\_\_\_\_  
(Full Address)

or failing him/her \_\_\_\_\_  
(Full Name as per NRIC/Passport in capital letters)

with NRIC No. /Passport No. \_\_\_\_\_  
of \_\_\_\_\_  
(Full Address)

or failing him/her, the Chairman of the Meeting, as my/our **first** proxy to vote for me/us on my/our behalf at the 40<sup>th</sup> Annual General Meeting (AGM) of the Company to be held physically at the Multi Purpose Hall, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia (**Main Venue**) and virtually by way of electronic means via Boardroom Smart Investor Portal (**BSIP**) at <https://investor.boardroomlimited.com> (**Online Platform**) on Tuesday, 27 May 2025 at 10:00 a.m. and at any adjournment thereof.

“B” If you wish to appoint a second proxy, please complete this section.

I/We \_\_\_\_\_  
(Full Name as per NRIC/Passport/Certificate of Incorporation in capital letters)

Registration No. /NRIC No. /Passport No. \_\_\_\_\_

of \_\_\_\_\_  
(Full Address)

being a member of **TELEKOM MALAYSIA BERHAD** 198401016183 (128740-P) (the Company) hereby appoint \_\_\_\_\_  
(Full Name as per NRIC/Passport in capital letters)

with NRIC No. /Passport No. \_\_\_\_\_

of \_\_\_\_\_  
(Full Address)

or failing him/her \_\_\_\_\_  
(Full Name as per NRIC/Passport in capital letters)

with NRIC No. /Passport No. \_\_\_\_\_  
of \_\_\_\_\_  
(Full Address)

or failing him/her, the Chairman of the Meeting, as my/our **second** proxy to vote for me/us on my/our behalf at the 40<sup>th</sup> AGM of the Company to be held physically at the **Main Venue** and virtually via BSIP at <https://investor.boardroomlimited.com> (**Online Platform**) on Tuesday, 27 May 2025 at 10:00 a.m. and at any adjournment thereof.

| For appointment of two (2) proxies, percentage of shareholdings to be represented by the respective proxies must be indicated below: |                |               |               |
|--|----------------|---------------|---------------|
|  | Percentage (%) | Email Address | Telephone No. |
| Proxy “A”  |                |               |               |
| Proxy “B”  |                |               |               |
| Total  | 100%           |               |               |

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an ‘X’. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

| No.                 | Resolutions   | Proxy “A”     |         | Proxy “B” |         |  |
|---------------------|---|---------------|---------|-----------|---------|--|
|                     |   | For           | Against | For       | Against |  |
| Ordinary Resolution |   |               |         |           |         |  |
| 1.                  | Re-election of Datuk Bazlan Osman pursuant to Clause 106(2)   | Resolution 1  |         |           |         |  |
| 2.                  | Re-election of Tan Sri Datuk Yong Poh Kon pursuant to Clause 106(2)   | Resolution 2  |         |           |         |  |
| 3.                  | Re-election of Dato’ Mohamed Nasri Sallehuddin pursuant to Clause 112   | Resolution 3  |         |           |         |  |
| 4.                  | Re-election of Muhammad Afhzal Abdul Rahman pursuant to Clause 112  | Resolution 4  |         |           |         |  |
| 5.                  | Payment of Directors’ fees  | Resolution 5  |         |           |         |  |
| 6.                  | Payment of Benefits Payable to Non-Executive Chairman and Non-Executive Directors   | Resolution 6  |         |           |         |  |
| 7.                  | Re-appointment of Ernst & Young PLT (EY) as Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Board of Directors to determine their remuneration.                                   | Resolution 7  |         |           |         |  |
| Special Business    |   |               |         |           |         |  |
| 8.                  | Renewal of the Authority for Directors to Allot and Issue New Ordinary Shares in the Company (TM Shares) in relation to the Dividend Reinvestment Scheme (DRS)  | Resolution 8  |         |           |         |  |
| 9.                  | Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Renewal of Shareholders’ Mandate) with Axiata Group Berhad and/or its subsidiaries (Axiata Group) | Resolution 9  |         |           |         |  |
| 10.                 | Proposed Renewal of Shareholders’ Mandate with Tenaga Nasional Berhad and/or its subsidiaries (TNB Group)   | Resolution 10 |         |           |         |  |
| 11.                 | Proposed Renewal of Shareholders’ Mandate with Petroliam Nasional Berhad and/or its subsidiaries (Petronas Group)   | Resolution 11 |         |           |         |  |
| 12.                 | Proposed Renewal of Shareholders’ Mandate with Astro Malaysia Holdings Berhad and/or its subsidiaries (AMHB Group)  | Resolution 12 |         |           |         |  |
| 13.                 | Proposed Renewal of Shareholders’ Mandate with CelcomDigi Berhad and/or its subsidiaries (CelcomDigi Group)   | Resolution 13 |         |           |         |  |
| 14.                 | Proposed Renewal of Shareholders’ Mandate with Digital Nasional Berhad (DNB)  | Resolution 14 |         |           |         |  |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

|  |  |
|--|--|
| No. of Ordinary Shares held                |  |
| CDS Account No. of the Authorised Nominee* |  |
| Telephone No.                              |  |

\* Applicable to shares held under nominee account only

\_\_\_\_\_  
Signature(s)/Common Seal of Member(s)

NOTES:

Proxy and/or Authorised Representatives

- A Member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy or representative may but need not be a Member of the Company. A Member may appoint any person to be his/her proxy without verification to the proxy’s qualification.
- A Member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the Meeting provided that where a Member of the Company is an authorised nominee as defined in accordance with the provisions of Securities Industry (Central Depositories) Act 1991 (SICDA), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account. Where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where a Member appoints two (2) proxies, the appointments shall be invalid unless the proportions of the holdings to be represented by each proxy are specified.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a Power of Attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a Power of Attorney.
- A corporation which is a Member, may by resolution of its Directors or other governing body authorises such person as it thinks fit to act as its representative at the Meeting, in accordance with Clause 100 of the Company’s Constitution.

- The instrument appointing the proxy together with the duly registered Power of Attorney referred to in Note 4 above, if any, must be deposited at the office of the Share Registrars, Boardroom Share Registrars Sdn Bhd Registration No. 199601006647 (378993-D) located at 11<sup>th</sup> Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 24 hours before the time appointed for the taking of the poll or **no later than 10:00 a.m. on Monday, 26 May 2025**. The Share Registrars will also provide a box at the ground floor of its office building for drop-in of proxy forms.

Proxy form can also be deposited electronically at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for further information on the electronic submission.

Members Entitled to Attend

- For the purpose of determining a Member who shall be entitled to attend the 40<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 80(3)(a) of the Company’s Constitution and Section 34(1) of the SICDA, to issue a General Meeting Record of Depositors (ROD) as at 20 May 2025. Only a depositor whose name appears on the Register of Members/ROD as at 20 May 2025 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.

Personal Data Privacy

- By submitting the duly executed proxy form, the Member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM and any adjournment thereof.

Voting

- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 40<sup>th</sup> AGM will be put to vote on a poll.


2. Fold this flap to seal

**The Share Registrar**

Boardroom Share Registrars Sdn Bhd  
11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia



1. Fold here



This cover design reflects TM's transformation into a digitally-powered organisation and our commitment to empowering the future with next gen technologies. The AI-generated human adorned with tech symbols represents the fusion of human and digital innovation, a synergy that TM actively fosters as a key driver of Malaysia's digital transformation.

As emerging technologies reshape industries and accelerate progress, we are enabling smarter productivity tools, intelligent solutions and connected services that ensure accessibility, inclusivity and meaningful impact for all. Along the way, we continue advancing our AI capabilities and solutions to ensure technology delivers sustainable value to all stakeholders, while supporting the national digital agenda – aligned with our aspiration to become a Digital Powerhouse by 2030.

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