

CORPORATE GOVERNANCE REPORT

STOCK CODE : 4502
COMPANY NAME : Media Prima Berhad
FINANCIAL YEAR : June 30, 2023

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board plays an active role in the development of the Group's strategy. It has in place an annual strategy planning process, whereby the Management prepared and presented its Business Plan and Budget for the Board's review and approval. The Board reviews and challenges Management's views and assumptions. In furtherance of this, the Board then reviews and approves the annual budget for the ensuing year and sets the Key Performance Indicators in the Balanced Scorecard.</p> <p>The Board promotes good corporate governance through sustainability practices which will translate into better corporate performance throughout the Group. A summary of these practices which demonstrate the Group's commitment to the evolving global environmental, social, governance and sustainability agenda is included in the Group's Sustainability Report 2022/2023. Detailed coverage of our corporate responsibility initiatives are explained separately in our Sustainability Report 2022/2023.</p> <p>The Board is kept informed of key strategic initiatives, significant operational issues and the Group's performance based on the approved Key Performance Indicators in the Balanced Scorecard. The Chief Executive Officers of the business platforms and selected Senior Management were invited from time to time to attend Board meetings to support the Group Managing Director in presenting the updates on the progress of key initiatives, business targets and achievements to date and to provide clarification on the challenges and issues raised by the Board.</p> <p>In order to ensure the effective discharge of its functions and responsibilities, the Board delegates specific authority to the relevant Board Committees and the Group Managing Director. The Group Managing Director shall steer and govern the Company with the support of the Management via the various Management Committees.</p>

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

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group Chairman leads the Board by setting the tone at the top, and manages the Board's effectiveness by focusing on strategy, governance and compliance. The Board monitors the functions of the Board committees in accordance with their respective Terms of Reference to ensure its own effectiveness.</p> <p>The Group Chairman's main role and responsibility is to ensure effective conduct and performance of the Board and provide leadership to the Board in driving the focus on corporate governance and compliance. His other responsibilities include but not limited to :</p> <ul style="list-style-type: none">• Guiding and mediating the Board's actions with respect to organisational priorities and governance concerns.• Ensuring that Board meetings are effective, including setting the agendas and ensuring that all relevant issues are on the agendas.• Encourage Directors to actively participate in deliberations and ensuring that Directors are able to freely express their views. Promotes a boardroom environment that allows constructive challenge, effective communication and contribution from Directors to facilitate informed decision making at the Board.• Regularly reviewing the progress on important initiatives and significant issues facing the Group together with the GMD and relevant members of the senior management. <p>The Group Chairman commands respect given his vast knowledge and business experience in various industries. With his in-depth experience, YBhg Datuk Seri (Dr) Syed Hussian bin Syed Junid is able to provide a different perspective, deeper insight and guidance on the Group's strategic directions.</p> <p>The Group Chairman's detailed experience and background can be found on page 88 of the Annual Report. The roles and responsibilities of the Group Chairman is set out in the Board Charter, which is available on Media Prima's website at www.mediaprima.com.my.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The position of Group Chairman and Group Managing Director are held by two (2) different individuals. There is a clear distinction of roles and responsibilities between the Group Chairman of the Board and the Group Managing Director in order to ensure that there is an equilibrium of power and authority and that no individual has unfettered powers of decision.</p> <p>The GMD is an Executive Director who has overall responsibility over the business operations on a day-to-day basis, organisational effectiveness and implementation of the Board's policies, strategies and decisions. The GMD has established several Management Committees to support him in discharging his operational and management duties.</p> <p>The Board together with the Group Managing Director have developed position descriptions for the Board and the Group Managing Director, involving definition of the limits to management's responsibilities. The Board has also approved the corporate objectives for which the Group Managing Director is responsible to meet.</p> <p>The distinct and separate roles and responsibilities of the Group Chairman and the GMD are as set out in the Board Charter which is available on Media Prima Berhad's website at www.mediaprima.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application	: Departure
Explanation on application of the practice	:
Explanation for departure	: <p>YBhg Datuk Seri (Dr) Syed Hussian bin Syed Junid is the Chairman of the Board (Group Chairman) and also Chairman of the Nomination & Remuneration Committee ("NRC" / "Committee).</p> <p>The appointment of YBhg Datuk Seri (Dr) Syed Hussian bin Syed Junid as Chairman of the NRC was based on amongst others, his vast experience and knowledge, including succession planning of the Board and senior management. Given his wealth of experience, the NRC was often able to leverage on the knowledge and insights of the Chairman in making key Committee decisions that are made in the best interest of the Media Prima Group.</p> <p>YBhg Datuk Seri (Dr) Syed Hussian bin Syed Junid is conscious of his differing roles in the Board and the NRC. During the Board and the NRC meetings, he demonstrated strong leadership and objectivity to the decision-making process. He encourages open and constructive discussion, and seeks views from Directors and Management. Prior to making recommendation to the Board, all issues are thoroughly deliberated at the Committee's level which involved the participation of the other two Independent and Non-Independent Directors.</p> <p>With the strong independence in the composition of the NRC members, the NRC was able to perform its function effectively. In addition, the Group Chairman abstained from deliberation on matters in which he is deemed interested and he will abstain from participating in deliberation and decision on matters in which a conflict of interest arises or could arise.</p> <p>The Board, in its Board Effectiveness Evaluation Exercise ("BEE") for FY2022/2023, had assessed the composition and performance of the Board and Board Committees including the performance of the Group Chairman and individual directors. In the BEE for FY2022/2023, the results indicated that the performance of the NRC was effective and</p>

	satisfactory. The BEE is carried out on an annual basis. In this regard, the Board would continue to evaluate the performance of the NRC as a whole and its individual members vide the annual BEE, so as to ensure that the NRC continues to discharge its duties and responsibilities satisfactorily.	
	Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is further assisted by the Group Company Secretary who is responsible for providing a central source of guidance and advice to the Board, on its roles and responsibilities and good corporate governance.</p> <p>The Group Company Secretary is a Member of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA").</p> <p>The Board has unrestricted access to the advice and services of the Group Company Secretary who is responsible for providing directors with the Board papers and related matters. The Group Company Secretary coordinate the induction programme for newly-appointed directors as well as the Board assessment process.</p> <p>The Board recognises that the Group Chairman is entitled to the strong and positive support of the Group Company Secretary in ensuring the effective functioning of the Board. All directors have access to the advice and services of the Group Company Secretary.</p> <p>The roles and responsibilities of the Group Company Secretary is set out in the Board Charter, which is available on Media Prima's website at www.mediaprima.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board and its Committees have full and unrestricted access to all information necessary in the furtherance of their duties, which is not only quantitative but also other information deemed suitable such as customers' satisfaction, product and service quality, market share, updates and reactions. The Board is provided with the agendas for every Board meeting together with comprehensive management reports in advance, for the Board's reference. The Chairman of the Board takes primary responsibility for organising information necessary for the Board to deal with the agenda and for providing this information to directors on a timely basis.</p> <p>All directors have the right and duty to make further enquiries where they consider necessary. In most instances, members of Senior Management are invited to be in attendance of the Board meetings to provide insight and to furnish clarification on issues that may be raised by the Board. Board papers are circulated on a timely basis, at least five (5) days in advance of the meeting to enable the members to have sufficient time to review the papers prepared.</p> <p>Board papers are comprehensive and encompass all aspects of the matters being considered, enabling the Board to look at both the quantitative and qualitative factors so that informed decisions are made. The Board papers supplied to the directors include quarterly performance reports of the Group, corporate proposals, Group's risk profiles, information on operational and financial issues, updates on Group's corporate social responsibility, business forecasts and outlook and Circular Resolutions passed during the period under review. Thereafter, the Minutes of the Meetings are prepared and circulated on timely basis.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

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

Application	:	Applied
Explanation on application of the practice	:	<p>A Board Charter had been established with the objectives to ensure that all Board members are aware of their duties and responsibilities, the various legislations and regulations affecting their conduct and that the principles and practices of good corporate governance are applied in all dealings by Board members individually and/or on behalf of the Group. The Board Charter outlines processes and procedures for the Board and its committees in discharging their stewardship effectively and efficiently.</p> <p>Media Prima's Board Charter sets out the board's strategic intent, authority and terms of reference and serves as a primary source of reference and induction literature. In addition, the Board Charter outlines the requirements, roles and responsibilities of the Board, Board Committees and individual Directors, in line with Media Prima's efforts to promote the highest standards of corporate governance. To ensure that it remains relevant, the Board Charter is reviewed regularly to ensure the Company remains at the forefront of best practices in governance. The Board Charter is available at Media Prima Website at www.mediaprima.com.my.</p> <p>The Board of Media Prima Berhad as a listed entity, has entrusted its Board Committees with specific responsibilities to oversee the Group's affairs in accordance with their respective Terms of Reference. Although specific powers are delegated to the Board Committees, the Board keeps itself abreast of the key issues and decisions made by each Board Committee through the reports by the Chairman of the respective Board Committee and the tabling of minutes of the Board Committee meetings.</p> <p>The Chairman of the various Committees of the Board report the outcome of the Committee meetings to the Board and relevant decisions are incorporated in the minutes of the Board of Directors' meetings</p>

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

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's Codes of Ethics for Directors and employees govern the standards of conduct and behaviour expected from Directors and employees respectively. They are to be applied to all aspects of business and professional practices and act in good faith in the best interests of Media Prima Group and its stakeholders.</p> <p>The Code of Ethics for Directors is available on www.mediaprima.com.my whilst the Code of Ethics for employees is available on the Company's Intranet System (PeopleConnect). It requires all to observe high ethical standards of honesty and integrity whilst prohibiting activities or misconduct such as accepting bribes, dishonest behaviour and sexual harassment, among others.</p> <p>In line with the new Section 17A of the Malaysian Anti-Corruption Commission Act 2009 on corporate liability for corruption which came into force on 1 June 2020, the Board had on 30 May 2020, approved and adopted a Group Anti-Corruption Policy to ensure that the Group's businesses do not participate in corrupt activities for its advantage or benefits. The policy is guided by the Guidelines on Adequate Procedures issued pursuant to section 17A(5) of the Malaysian Anti-Corruption Commission Act 2009. The Policy can be accessed through the Company's website.</p> <p>The Company has issued a series of Integrity Newsletter called Integrity Buzz every month since April 2021. Integrity Buzz is a medium for GCGRI to share information related to compliance, integrity and ethics across the Group.</p> <p>The Code of Ethics is communicated to all employees and compliance with this Code is mandatory. The Code serves as guiding principles to assist employees to practice high ethical business standards, and it provides guidance on the way business and duties are governed in an efficient, effective and fair manner.</p>

	<p>The No Festive Gift Policy is enforced to complement the existing Employee Code of Ethics. This policy aims to assist employee in conducting business in an environment which is free from conflict of interest, biasness and favouritism.</p> <p>The Board expects all Media Prima Berhad's suppliers to observe high ethical business standards of honesty and integrity and to apply these values to all aspects of their business and professional practices.</p> <p>A Supplier Code of Conduct is established in which the Group's minimum expectations on the supplier vis-à-vis legal compliance and ethical business practices are stipulated.</p> <p>Suppliers who want to conduct and/or continue conducting business with MPB and its group of companies is required to register with Media Prima Berhad via the Supplier e-Registry ("SUPeR").</p> <p>The Code applies to all suppliers, vendors, contractors and any other persons doing business with the Group.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>In order to strengthen corporate governance practices across the Group, a whistleblowing policy was established to provide employees with accessible avenue to report suspected fraud, corruption, dishonest practices or other similar matters. The aim of this policy is to promote and encourage the reporting of such matters in good faith, with the confidence that employees making such reports will be protected from reprisal.</p> <p>The whistleblowing policy and the anti-fraud policy can be accessed by all staff via the Group's intranet. The key components of the whistleblowing policy include protection to the whistleblower from any retaliation in the form of dismissal, harassment or discrimination at work, or any action in court, in respect of disclosure made by the whistleblower to the regulators. Any employee who believes or suspects that a fraud exists or has been committed may report this to the Audit Committee Chairman.</p> <p>The Group has established a Fraud Prevention Manual consisting of the Anti-fraud Policy and Whistleblowing Policy. The manual builds into the Group's culture, abhorrence for fraud, and that any conduct of this nature will not be tolerated. It also promotes a transparent and open environment for fraud reporting within the Group whilst protecting the identity of the person who lodges the report.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors has oversight of sustainability matters as part of its corporate governance and risk management functions.</p> <p>The Board has established the Board Committees comprising the Audit Committee, Risk Management Committee and Nomination & Remuneration Committee to carry out its duties and responsibilities.</p> <p>The Board, together with Management, recognises the importance of ensuring sustainability risks and opportunities are considered in the development of the Group's business strategies and plans. At Management's level, the Group's sustainability management is led and driven by the GMD, with progress and key developments escalated to the Board. The GMD, together with the Management team play a leading role in ensuring that sustainability matters are addressed and integrated effectively and efficiently throughout the Group's business processes and operations.</p> <p>The Company's sustainability strategy is guided by a materiality assessment. A Materiality Assessment was conducted to identify and prioritise sustainability matters that are important to the Media Prima Group and its stakeholders.</p>
Explanation for departure	:	<p>Please provide an explanation for the departure.</p> <p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.

Timeframe	:	Choose an item.	
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Intended Outcome

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

Practice 4.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>We have reached out to our internal and external stakeholders to understand their expectations on matters that are material to the business.</p> <p>As an organisation that aims to enrich lives by informing, entertaining, and engaging across all media, our stakeholders are the heart of the Group's daily operations. We regularly engage stakeholders, seeking to build stronger relationships. This increases our accountability with our stakeholders while allowing us to better understand their expectations to enhance our sustainability strategies accordingly.</p> <p>The detailed Stakeholder Engagement table set out in the Sustainability Report on page 32 and 33 of our 2022/2023 Annual Report entails the formal and informal ways we stay connected to our stakeholders. Our key stakeholders include, but are not limited to, customers, employees, shareholders, analysts, investors, government bodies, regulators, public community, value chain partners, interest groups and industry peers.</p> <p>All of the Company's material company announcements are published through Bursa Securities. Stakeholders and the public can also access company announcements on the corporate website (www.mediaprima.com.my) to gain the latest information about the Company and the Group. Its corporate website has a dedicated investor relations section that shareholders and other interested parties can find information relating to the Company's share price, financial results, announcements, annual reports and other news.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board acknowledges the importance of continuous development of its Directors and encourages them to partake in courses or programmes that serve to enhance their skills and update their knowledge.</p> <p>The Board through the NRC, assessed the training needs of the Directors to ensure they stay abreast with the latest developments in the industry as well as the sustainability issues relevant to the Group and businesses, including climate-related risks and opportunities.</p> <p>The key training programmes attended by each Director in FY2023 are set out in the Corporate Governance Overview Statement of Annual Report 2022/2023.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board and Senior Management have performed their respective roles in addressing material risks and opportunities.</p> <p>The Board sets the company's strategic aims to ensure that the strategic plan of the Group supports long term creation, and that the necessary resources are in place for the company to meet its objectives and review management performance.</p> <p>The Board has undertaken a formal and objective annual evaluation via the Board Effectiveness Evaluation Exercise ("BEE") to determine the effectiveness of the Board, its Committees and each individual Director. The annual BEE exercise include amongst others, the performance of the Board in addressing the Company's material sustainability risks and opportunities. The Self and Peer Evaluations are conducted to assess each Director's professional competency, attributes, and personality. Directors' Peer Evaluation overall results continued to be high in 2023. Within the assessment, the Board had also assessed Senior Management (GMD) competency, leadership and implementation of the Group's strategies and overall sustainable management in meeting the Group's sustainability targets.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The GMD is the designated person within the senior management to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the Group.</p> <p>The GMD together with the Management team play a leading role in ensuring that sustainability matters are addressed and integrated effectively and efficiently throughout the Group's business processes and operations to support the Group's long-term strategy.</p>

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC oversees and reviews the composition of the Board in terms of the structure, size, diversity, tenure, mix of skills, knowledge, experience and core competencies.</p> <p>The annual Board Effectiveness Evaluation exercise ("BEE") was carried out to ensure that the Group have board members of different mix of skill sets, competencies and other qualities including core competencies which the Directors should bring to the Board and to ensure that the Board of MPB Group remains effective and meets the business requirements of the Group.</p> <p>The BEE 2022/2023 had assessed the following :-</p> <ul style="list-style-type: none">i. assessment of the individual director's performance and contribution based on the Self and Peer Assessment results ;ii. assessment of the individual director's contribution during the Board's deliberations ; andiii. the level of independence demonstrated by the individual director, and his ability to act in the best interests of the Company. <p>The above leads the process for Board appointments and re-election of Directors and also makes recommendations to the Board on proposed changes to composition of the Board and Board Committees.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied									
Explanation on application of the practice	:	<p>The Board comprises of five Independent Directors and an Executive Director who serves as the Group Managing Director. The strong presence of five Independent Non-Executive Directors assures effective check and balance on the functioning of the Board.</p> <p>Board Member's Independence Composition</p> <table><tr><th>Director</th><th>No of Directors</th><th>%</th></tr><tr><td>INEDs</td><td>5</td><td>83%</td></tr><tr><td>ED</td><td>1</td><td>17%</td></tr></table> <p>By virtue of their roles and responsibilities, the five Independent Non-Executive Directors represent the Group's minority shareholders' interests. They are independent of the Management and free from any undue influence from interested parties which could materially interfere with the exercise of their independent judgement.</p> <p>In discharging their responsibilities during each Board and Committee meeting, through their vast experience and knowledge, the directors had maintained their independence and objectivity in every major decision to safeguard the Company's and stakeholders' best interest.</p> <p>The NRC and the Board have upon their Board Effectiveness Evaluation exercise, concluded that all of the Independent Non-Executive Directors continue to demonstrate conduct and behaviour that are essential indicators of independence, and that each of them continue to fulfil the definition of independence as set out in the terms of reference and Bursa Malaysia Securities Berhad's Listing Requirements.</p> <p>The Board recognises that an individual independence cannot be determined arbitrarily on the basis of a set period of time alone. The Board also firmly believes that the ability of a Director to serve effectively is dependent on his calibre, qualification, experience and personal qualities, particularly his integrity and objectivity. It is also believed that there are significant advantages to be gained from long serving Directors who possess insight and knowledge of the Company's business and affairs.</p>	Director	No of Directors	%	INEDs	5	83%	ED	1	17%
Director	No of Directors	%									
INEDs	5	83%									
ED	1	17%									

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

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The provision in Board Charter states that the tenure of an independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the 9 years, an Independent Director may continue to serve on the Board subject to the Directors’ re-designation as a Non-Independent Director. However, the Board may, in exceptional cases, subject to the NRC, recommend and subject to valid justifications and obtaining shareholders’ approval, retain an Independent Director who has served a cumulative term of 9 years as Independent Director of the Company.</p> <p>During the financial period ended 30 June 2023, all of the existing Independent Non-Executive Directors of the Company have not exceeded the cumulative terms of nine (9) years.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC is responsible for recommending to the Board those Directors who are eligible to stand for election/reappointment. This recommendation is based on formal reviews of the performance of the Directors, taking into account the Board Effectiveness Evaluation results, contribution to the Board through their skills, experience, strengths and qualities, level of independence and ability to act in the best interests of the Group in decision-making.</p> <p>In its effort to promote boardroom diversity, the NRC has taken various steps to ensure that candidates are sought from various sources as part of its recruitment exercise. The experience and background of the respective Board members are described in their profiles as set out on page 65 to 68 of the Annual Report.</p> <p>The Board is supportive of gender and ethnic diversity and the diagrams depict a summary of Board diversity in Media Prima Berhad in terms of age group, gender diversification and ethnicity as at 30 June 2023 as set out on page 104 to 105 of the Annual Report</p> <p>The Board delegates to the NRC the responsibility to establish a formal and transparent procedure for the nomination and appointment of new Directors to the Board which are set out in the Nomination Policy. The NRC scrutinises the sourcing and nomination of suitable candidates for appointment as a Director in Media Prima and its subsidiary companies and to the Committees of the Board, before making recommendations to the Board for approval. Candidates are proposed by either existing Board members, via searches performed by the Company or proposed by professional advisors and networks from various parties. The candidates are interviewed as part of the assessment process. Amongst the criteria to be considered :-</p> <ul style="list-style-type: none">• to ensure proposed appointees have sufficient time to devote to the role ;• ability to discharge responsibilities ; and

	<ul style="list-style-type: none"> the balance of skills, knowledge and experience on the Board will be maintained and enriched. The NRC also ensures candidates possess the appropriate skills, core competencies, experience and integrity to effectively discharge his/her role as a director. <p>The NRC determines the ability of the INEDs to continue to bring independent and objective judgment to board deliberations as well as to consider if there is any ground or reason that has come to the attention of the NRC that may affect the independence status of INEDs.</p> <p>To assist the NRC in evaluating the independence of directors, the Board has established an Independent Director Checklist in determining directors' independence. Pursuant to the recommendation of the NRC and based on the assessment undertaken for FY2022/2023, the Board is satisfied that all the INEDs of the Board have met the independence criteria set out under the Listing Requirements as well as the Independent Director Checklist.</p> <p>The roles and responsibilities of the NRC are set out in the Board Charter, which is available on Media Prima's website at www.mediaprima.com.my.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board delegates to the NRC the responsibility to establish a formal and transparent procedure for the nomination and appointment of new Directors to the Board which are set out in the Nomination Policy. The NRC scrutinises the sourcing and nomination of suitable candidates for appointment as a Director in Media Prima and its subsidiary companies and to the Committees of the Board, before making recommendations to the Board for approval.</p> <p>Candidates are proposed by either existing Board members, via searches performed by the Company or proposed by professional advisors and networks from various parties. The candidates are interviewed as part of the assessment process. Amongst the criteria to be considered :-</p> <ul style="list-style-type: none">• to ensure proposed appointees have sufficient time to devote to the role ;• ability to discharge responsibilities ; and• the balance of skills, knowledge and experience on the Board will be maintained and enriched. <p>The NRC also ensures candidates possess the appropriate skills, core competencies, experience and integrity to effectively discharge his/her role as a director. The NRC determines the ability of the INED to continue to bring independent and objective judgment to board deliberations as well as to consider if there is any ground or reason that has come to the attention of the NRC that may affect the independence status of INEDs.</p> <p>To assist the NRC in evaluating the independence of directors, the Board has established an Independent Director Checklist in determining directors' independence. Pursuant to the recommendation of the NRC and based on the assessment undertaken for FY2022/2023, the Board is satisfied that all the INEDs of the Board have met the independence criteria set out under the Listing Requirements as well as the Independent Director Checklist.</p>

	The roles and responsibilities of the NRC are set out under in the Board Charter, which is available on Media Prima's website at www.mediaprima.com.my .	
Explanation for departure		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure		
Timeframe		

Intended Outcome

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

Practice 5.7

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The performance of retiring Directors who are recommended for re-election at the forthcoming AGM is assessed through the BEE exercise, including the independence of the Independent Non-Executive Director. A Statement by the NRC and Board being satisfied with the performance and effectiveness of the retiring Directors who offer themselves for re-election at the AGM was stated in the Explanatory Notes accompanying the Notice of 22nd AGM of the Company.</p> <p>The profile of the Directors who are due for retirement and eligible for re-election, which includes the nature of interest with the Company, if any, are set out in the Explanatory Notes to the notice of the 22nd AGM.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The NRC was established on 14 May 2015 and during FY 2023, the Chairman of the NRC was Datuk Seri (Dr) Syed Hussian bin Syed Junid, the Independent Non-Executive Group Chairman.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Currently, the Company has one (1) women director in the Board, which is in compliance with Paragraph 15.02(1)(b) of the MMLR. The Company recognises the value of diversity, including gender diversity, in the boardroom and the workforce and encourages diversity in the Board's composition and throughout the organisation to ensure a broad range of skills and talents for effective business operation.	
		The selection and appointment process overseen by the NRC prioritises a well-balanced composition of Directors with diverse skills and experience. The NRC considers the competencies of candidates and their ability to effectively contribute, as well as their commitment and availability. With the current composition, the Board views that its Members have the necessary knowledge, experience, diverse range of skills and competencies to enable them to discharge their duties and responsibilities effectively.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 5.10

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board through the NRC reviews the size and composition of the Board and Board Committees, which include the skill sets, experience and functional knowledge of its members on a periodic basis, to ensure an appropriate balance of skills, experience and diversity. In its effort to promote boardroom diversity, the NRC has taken various steps to ensure that candidates are sought from various sources as part of its recruitment exercise.</p> <p>In undertaking the process of reviewing and selecting potential candidates to fill in the vacancies on the Board of MPB and its Group of Companies, the NRC is mindful of various diversity factors to strengthen the Board composition that meets the objectives and strategic goals of the Company. In seeking potential candidate(s) for new appointments, the Board takes into account the various diversity factors including ethnicity, gender and age distribution of the Directors to maintain a balanced Board composition.</p> <p>The Board has established a Policy on Gender Diversity. The Board will, from time to time, review its composition and size for diversity in skills, experience, gender, etc.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>The Board through the NRC conducts an annual Board Effectiveness Evaluation ("BEE") to evaluate the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual director. Performance indicators for the BEE for individual directors cover personality and quality aspect such as dynamics and participation, integrity and objectivity, technical competencies, recognition and independence.</p> <p>The Directors' responses are submitted to the Group Company Secretary for collation and analysis. A comprehensive summary of the findings and recommendations is submitted to the NRC for deliberation, after which, the findings and recommendations are escalated to the Board and Board committees for further review and proposed actions. Recommendations affecting the Group's management and operations arising from the BEE exercise are also communicated to Management for implementation.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has established a formal and transparent procedures for developing policies on remuneration for directors and senior management.</p> <p>The Policy sets out to provide the remuneration principles and guidelines for the ED including the GMD; Non-Executive Group Chairman, NEDs ("collectively "NEDs") and Key Senior Management of the Group.</p> <p>The remuneration of the ED / GMD and key Senior Management is made up of basic salary, allowances, monetary incentives and fringe benefits etc. and are set according to :-</p> <ul style="list-style-type: none">● the nature of job of the individual ;● the level of skills, experience and scope of responsibilities of the individual;● the individual's performance indicators ("KPI") in the job ;● the individual's overall contribution to the Company / Group's strategy and operations ; and● the market and industry's rate. <p>The remuneration and payment of benefits of NEDs is made up of Directors' fees, Chairmanship allowance, meeting allowances and other benefits-in-kind such as club membership and medical coverage. The level of remuneration for NEDs shall reflect the experience and level of responsibilities undertaken by the NEDs concerned</p> <p>The policies and procedures are set out in the Board Charter, which is available on Media Prima's website at www.mediaprima.com.my.</p>

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

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC carries out review of the overall remuneration policy for the Board and senior management where recommendations are submitted to the Board for approval. The remuneration for EDs and senior management is structured to link rewards to corporate and individual performance. It is nevertheless, the ultimate responsibility of the Board to approve the remuneration of the EDs and senior management.</p> <p>The determination of the remuneration packages of NEDs (whether in addition to or in lieu of their fees as directors), is a matter for the Board as a whole, subject to approval of shareholders at the Annual General Meeting. Each individual director would abstain from the Board's decision on his or her own remuneration to avoid any conflict of interest.</p> <p>The NRC has written Terms of Reference as set out in the Board Charter which is available on www.mediaprima.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The details of the remuneration of directors for the FY 2023, distinguishing between Executive and Non-Executive Directors are set out on Page 107 of the Annual Report.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Datuk Seri (Dr) Syed Hussian bin Syed Junid	Independent Director	117	0	0	0	22	908	1,047	0	0	0	0	0	0	0
2	Abdullah bin Abu Samah	Independent Director	100	0	0	0	0	47	147	0	0	0	0	0	0	0
3	Dato' Sivananthan A/L Shanmugam	Independent Director	98	0	0	0	0	44	142	0	0	0	0	0	0	0
4	Datuk Phang Ah Tong (appointed 3 June 2022)	Independent Director	69	0	0	0	0	19	88	0	0	0	0	0	0	0
5	Datuk Shireen Ann Zaharah binti Muhiudeen (appointed 1 August 2022)	Independent Director	61	0	0	0	0	22	83	0	0	0	0	0	0	0
6	Raja Datuk Zaharaton bin Raja Zainal Abidin (retired 27 May 2022)	Independent Director	27	0	0	0	0	12	39	0	0	0	0	0	0	0
7	Datin Azalina bin Adham (resigned 30 June 2022)	Independent Director	33	0	0	0	0	14	47	0	0	0	0	0	0	0
8	Mohd Rafiq bin Mat Razali	Executive Director	0	0	1,350	0	11	638	1,999							

Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board has decided that the disclosure of the senior management's individual remuneration would not be in the best interest of the company to support the Company's efforts to retain key senior management and due to security reasons. The remuneration of the senior management takes into consideration the individual performance, the Group's performance and achievement of key performance indicators.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Audit Committee ("AC") was established on 19 August 2003 and is chaired by Abdullah bin Abu Samah who is not the Chairman of the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The AC has established the External Auditor Policy which include amongst others the policy that requires a former key audit partner to observe a cooling-off period of three years before being appointed as a member of the AC. This is set out in the Board Charter, which is available on Media Prima Berhad’s website at www.mediaprima.com.my.</p> <p>None of the members of the Board were former key audit partners within the cooling-off period of three (3) years.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has delegated to the AC the responsibility to make recommendations to the Board for the appointment, remuneration and removal of External Auditors. The AC is also responsible to assess, review and monitor the performance, suitability and independence of the External Auditors. In making those recommendations, the Committee conducts annual review of the performance, suitability and independence of the External Auditors. The External Auditors Policy has been established to include the policy on the assessment on the suitability, objectivity and independence of the external auditor.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The Audit Committee comprises of three (3) Independent Non-Executive Directors and no alternate director is appointed as member of the Audit Committee.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The AC members are highly experienced and whose knowledge, background and judgement are invaluable to the Group. The AC have unimpeded access to both the Internal and External Auditors and has the right to convene meetings with the auditors without the presence of the ED and Management.</p> <p>The AC Chairman, Abdullah bin Abu Samah is a Member of the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants.</p> <p>The academic and professional background of the rest of the AC members varies and they are equipped with knowledge and skills from various industries. With their vast working experience, they are not only able to understand matters under the purview of the AC, additionally, they are also able to provide sound advice to the Board in areas of financial reporting, internal and external audit reports and the state of the Group's risk and internal control environment.</p> <p>All AC members are aware of the need to continuously develop and increase their knowledge and in line with this, the AC members have made continuous efforts in keeping themselves abreast of relevant developments by attending conferences, seminars and training programmes to enhance their knowledge in order to discharge their duties effectively as well as to improve their technical competencies in their respective fields of expertise.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges its responsibility to adopt sound risk management practices to safeguard Media Prima Berhad's business interest from risk events that may impede achievement of business strategies and action plan, enable value creation and process improvement.</p> <p>The Enterprise-wide Risk Management ("ERM") framework practiced by the Group is largely benchmarked against the ISO 31000:2018 Risk Management Guidelines. The Board, from time to time, reviews the framework to facilitate a continuous and iterative process which leads to the enhancement of risk awareness across the organisation. The Enterprise-wide Risk Management framework enables the subsidiaries, operating units and support functions to exercise a consistent approach for risk identification and institutes a common platform to deliberate and manage risks.</p> <p>Sound internal control system is a vital process developed to ensure effective and efficient operation, provide reliable and relevant reporting, and comply with applicable laws and regulations.</p> <p>The Group has in place a continuous, proactive and systematic control structure and process for identifying, evaluating and managing significant risks pertinent to the achievement of the Group's overall corporate objectives. The control structure and process which has been established throughout the Group is updated and reviewed from time to time to suit the changes in the business environment.</p> <p>Media Prima Berhad has inculcated that managing risk is everyone's business. The whole Group comes together to manage risks in a successful and cost-efficient manner within key controls.</p> <p>The Board acknowledges its overall responsibility in the establishment and oversight of the Group's risk management and internal control within the Group and is constantly keeping abreast with developments in the areas of risk and governance.</p> <p>The Board meets at least quarterly, and more frequently when required, to review and evaluate the Group's operations and</p>

	<p>performance and to address key policy matters. The Group Managing Director leads the presentation of Board papers and provides comprehensive explanation over pertinent issues.</p> <p>The prerequisite to decisions made in the meeting is the thorough deliberation and discussion by the Board, together with recommendations and feedback from management. In addition to quarterly financial results, corporate proposals, Group's Risk Profile and progress reports on business operations are also tabled at the Board's quarterly meetings.</p> <p>Other Board Committees are also established to assist the Board in performing its oversight function namely the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee and the Option Committee. Specific responsibilities have been delegated to these Board Committees, all of which have formalised terms of reference accessible via the Board Charter which is available on the Company's official website at www.mediaprima.com.my. These Committees have the authority to examine all matters within their scope and report to the Board with their recommendations.</p> <p>At the helm of the organisation, the Board is ultimately responsible for the overall management of risks and internal control. The Board through the Risk Management Committee and Audit Committee maintains overall responsibility for risk and control oversight respectively, within the Group.</p> <p>While the Board, Risk Management Committee and Audit Committee provide oversight, the responsibility for managing risks and internal control appropriately lies with Senior Management through the following activities:-</p> <ul style="list-style-type: none"> • Providing leadership and direction to business units; • Providing oversight responsibilities of reviewing financial information and assessing the effectiveness of the Group's internal control environment; • Dissecting risk and internal control issues highlighted by the Group Corporate Governance, Risk Management and Integrity Department. • Understanding the inherent risks in each business platform; • Implementing Risk Management Framework by understanding the risk measurement, monitoring and mitigation strategy adopted, as well as the impact of on-going action plans to meet objectives; and • Assessing the performance and state of internal controls of operating companies within the Group.
<p>Explanation for departure</p>	<p>:</p>

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board confirms that it has reviewed the effectiveness of the risk management and internal control framework and considers Media Prima Berhad's system of internal control as adequate in safeguarding the shareholders' interests and assets of the Group. The Board also confirms that there is an effective ongoing process for the identification, evaluation and management of significant risks in the Group and is committed to ongoing review of the entire control, compliance and risk management controls.</p> <p>The Board believes that the development of the system of internal controls is an on-going process and has taken steps throughout the year to improve its internal control system and will continue to do so.</p> <p>The Group Managing Director and the Group Chief Financial Officer had assured the Board that the Group's risk management and internal control system is operating adequately and effectively in all material aspects, based on the risk management and internal control system of the Group.</p> <p>Where weaknesses and shortcomings were noted, management has taken appropriate actions to address them. All business platforms and the Group Corporate Governance, Risk Management and Integrity Department (GCGRI) regularly review the processes to ensure the effectiveness of the existing controls. GCGRI monitors the control environment and business processes in order to ensure that the risk treatments continue to be aligned with the Group's strategic objectives.</p> <p>The Board is satisfied that the system of risk management and internal control was generally satisfactory. Based on the assessment of the Group's internal control system for the year under review and up to the date of approval of this statement, no significant control failures or weaknesses that would result in material loss, contingency or uncertainty requiring disclosure in the Group's annual report were noted.</p>
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board delegates the responsibility to ensure the effectiveness of the Group's Risk Management Framework to the Risk Management Committee. The Risk Management Committee updates the Board on the significant changes that affect the risk profile of the Group. The Risk Management Committee's responsibilities as stipulated in the Board Charter include:-</p> <ul style="list-style-type: none">● Reviewing and ensuring adequacy of risk management policies and procedures;● Reviewing risk exposures; and● Ensuring that infrastructure, resources and systems are in place for risk management activities.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group Corporate Governance, Risk Management and Integrity (GCGRI) Department includes an in-house Internal Audit function that was established to provide independent assurance of the adequacy of risk management, internal control and governance systems within the Group and the establishment is in accordance with paragraph 15.27 of Bursa Malaysia Main Market Listing Requirement.</p> <p>The GCGRI Department's activities are guided by an Internal Audit Charter which is approved by the Audit Committee. The Audit Charter defines the department's roles, responsibilities, accountability and scope of work.</p> <p>The GCGRI Department undertakes regular reviews of the Group's operations and its system of internal controls. The GCGRI Department reviews the Group's activities based on an audit plan approved by the Audit Committee. The audit plan is developed based on the risk profiles of the respective business entities of the Group identified in accordance with the Group's Risk Management Framework and feedbacks from the Senior Management and the Board.</p> <p>Internal audit findings are discussed at Management level and actions are agreed in response to the GCGRI Department's recommendations. The progress of implementation of the agreed actions is being monitored by the GCGRI Department through follow up reviews in which implementation status are presented to the Audit Committee on a quarterly basis.</p> <p>The GCGRI Department has a clear line of reporting to the Audit Committee and the Audit Committee determines the remit of the Internal Audit function as conforming to Practice 10.1 of the MCCG 2021. Thus, the GCGRI Department is independent of the activities being audited and is performed with impartiality, proficiency and due professional care.</p> <p>The GCGRI Department adopts the standards and principles outlined in the International Professional Practices Framework of the Institute of Internal Auditors. Details of the activities undertaken by the GCGRI Department during the year are set out in the Audit Committee Report on pages 121 to 122 of the Annual Report.</p>

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

Intended Outcome

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

Practice 11.2

The board should disclose—

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has an established in-house Internal Audit function carried out by the Group Corporate Governance, Risk Management and Integrity (“GCGRI”) Department. All internal audit activities during the financial year were conducted by the Department. There was no area of the internal audit function that had been outsourced during the year.</p> <p>The GCGRI Department is headed by the Group General Manager, Encik Sere Mohammad bin Mohd Kasim who reports to the Audit Committee. He is a Chartered Member of The Institute of Internal Auditors Malaysia (CMIIA), a Certified Internal Auditor (CIA) and holds a Certification in Risk Management Assurance (CRMA) of The Institute of Internal Auditors Inc, USA. He also holds a Bachelor of Business Administration (Hons.) Finance and is a Certified Integrity Officer (CeIO) accorded by the Malaysian Anti-Corruption Commission.</p> <p>The activity of the GCGRI Department are guided by the Internal Audit Charter that defines the roles, responsibilities, accountability and scope of work of the GCGRI Department. All internal audit activities in 2022/2023 were performed in-house by a group of 6 internal auditors from various background and competencies.</p> <p>The total costs incurred by the GCGRI Department in discharging its functions and responsibilities in 2022/2023 amounted to RM2,671,925 (for the 18 months financial period ended 30 June 2023) (2021: RM 1,471,279) comprising mainly of staff costs, travelling, training and professional membership subscriptions.</p> <p>The Group Corporate Governance, Risk Management and Integrity Department is contactable via gcg@mediaprima.com.my.</p>
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 12.1

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

Application :	Applied																												
Explanation on application of the practice	<p>The Group maintains regular and proactive communication with its shareholders and investors, with the provision of clear, comprehensive and timely information through a number of readily accessible channels such as Corporate Website and Investors Briefing.</p> <p>The Group leverages on a number of formal channels for effective dissemination of information to shareholders and other stakeholders, particularly through the Annual Report, announcements to Bursa Malaysia Securities Berhad, media releases, AGM and the Company’s website.</p> <p>Media Prima Group believes in building investors’ confidence through good corporate governance practices. The Group carried out its investor relations initiatives, details of which are available on www.mediaprima.com.my. The Group welcomes inquiries and feedback from shareholders and other stakeholders. All queries and concerns regarding the Group may be conveyed to the following personnel:-</p> <table><tr><th>Name</th><th>Designation</th><th>Related Matters</th><th>Email / Contact No.</th></tr><tr><td>Rosli Sabarudin</td><td>Group Chief Financial Officer</td><td>Financial</td><td>rosli.sabarudin@mediaprima.com.my /03-2724 8712</td></tr><tr><td>Tan Say Choon</td><td>Group General Manager, Group Secretarial</td><td>Corporate Secretarial and Board Matters</td><td>jessica@mediaprima.com.my /03-2724 8911</td></tr><tr><td>Sere Mohammad bin Mohd Kasim</td><td>Group General Manager, Group Corporate Governance, Risk Management and Integrity</td><td>Governance, Internal Audit, Risk Management and Integrity</td><td>sere@mediaprima.com.my /03-2724 8975</td></tr><tr><td>Affendy Ali Dally</td><td>Group General Manager, Group Legal and Regulatory Affairs</td><td>Legal, Regulatory Affairs/ Intellectual Property</td><td>affendy.ali@mediaprima.com.my /03-2724 8904</td></tr><tr><td>Sharifah Nur Adibah binti Syed Tahir</td><td>Group General Manager, Group Corporate Development and Planning</td><td>Corporate Development and Planning, Investor Relations, and ESG</td><td>nuradibah@mediaprima.com.my /03-2724 8702</td></tr><tr><td>Azlan Abdul Aziz</td><td>Group General Manager, Group Corporate Communications and Group Chairman’s Office</td><td>Corporate Communications</td><td>azlan.aziz@mediaprima.com.my /03-2724 8949</td></tr></table>	Name	Designation	Related Matters	Email / Contact No.	Rosli Sabarudin	Group Chief Financial Officer	Financial	rosli.sabarudin@mediaprima.com.my /03-2724 8712	Tan Say Choon	Group General Manager, Group Secretarial	Corporate Secretarial and Board Matters	jessica@mediaprima.com.my /03-2724 8911	Sere Mohammad bin Mohd Kasim	Group General Manager, Group Corporate Governance, Risk Management and Integrity	Governance, Internal Audit, Risk Management and Integrity	sere@mediaprima.com.my /03-2724 8975	Affendy Ali Dally	Group General Manager, Group Legal and Regulatory Affairs	Legal, Regulatory Affairs/ Intellectual Property	affendy.ali@mediaprima.com.my /03-2724 8904	Sharifah Nur Adibah binti Syed Tahir	Group General Manager, Group Corporate Development and Planning	Corporate Development and Planning, Investor Relations, and ESG	nuradibah@mediaprima.com.my /03-2724 8702	Azlan Abdul Aziz	Group General Manager, Group Corporate Communications and Group Chairman’s Office	Corporate Communications	azlan.aziz@mediaprima.com.my /03-2724 8949
Name	Designation	Related Matters	Email / Contact No.																										
Rosli Sabarudin	Group Chief Financial Officer	Financial	rosli.sabarudin@mediaprima.com.my /03-2724 8712																										
Tan Say Choon	Group General Manager, Group Secretarial	Corporate Secretarial and Board Matters	jessica@mediaprima.com.my /03-2724 8911																										
Sere Mohammad bin Mohd Kasim	Group General Manager, Group Corporate Governance, Risk Management and Integrity	Governance, Internal Audit, Risk Management and Integrity	sere@mediaprima.com.my /03-2724 8975																										
Affendy Ali Dally	Group General Manager, Group Legal and Regulatory Affairs	Legal, Regulatory Affairs/ Intellectual Property	affendy.ali@mediaprima.com.my /03-2724 8904																										
Sharifah Nur Adibah binti Syed Tahir	Group General Manager, Group Corporate Development and Planning	Corporate Development and Planning, Investor Relations, and ESG	nuradibah@mediaprima.com.my /03-2724 8702																										
Azlan Abdul Aziz	Group General Manager, Group Corporate Communications and Group Chairman’s Office	Corporate Communications	azlan.aziz@mediaprima.com.my /03-2724 8949																										
Explanation for departure																													
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.																													
Measure :																													

Timeframe :		
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Intended Outcome

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

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

Practice 12.2

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

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Notice of the 21st Annual General Meeting (“AGM”) of the Company dated 29 April 2022 was issued to the shareholders 28 days prior to the AGM which was held on 27 May 2022.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>In addition to the Quarterly Financial Reports and annual report, the Annual General Meeting ("AGM") remains the principal opportunity for communication with shareholders and investors. At each AGM, the Board presents the progress and performance of the Group.</p> <p>The Group Chairman and / or the GMD presents a comprehensive review of the financial performance of the Group and value created for shareholders. This review is supported by visual and graphical presentations of key points and financial figures.</p> <p>Dates of the Board Meetings and AGM for the year are scheduled in advance at the beginning of the year. In demonstrating their commitment, Directors would commit themselves to attend the meetings as scheduled, save for unforeseeable reasons that are beyond their control. At the last AGM held in 2022, all the Directors attend the meeting.</p> <p>Shareholders are encouraged to participate in the proceedings and ask questions on the operations of the Group and on any resolutions being proposed. The Group Chairman provides sufficient time for shareholders' questions on matters pertaining to the Group's performance.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	At the 21 st AGM held on 27 May 2022, the Company conducted a fully virtual AGM, that is through live webcast and online remote using the Remote Participation and Voting Facilities for shareholders who wish to participate in the AGM. Once the vote casting process completed, the scrutineer verified the results and passed to the Chairman of the meeting for announcement. All the resolutions set out in the Notice of the AGM were put to vote by poll and duly passed. The outcome of the AGM was announced to Bursa Malaysia Securities Berhad on the same meeting day.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>All the Shareholders could raise questions including but not limited to the Company's financial and non-financial performance and long-term strategies. With respect to the 21st AGM, shareholders submitted their questions prior to the conduct of the meeting via the RPV. Besides, shareholders were also allowed to submit their questions via the RPV during the meeting. Directors and senior management answered the questions raised by shareholders during the meeting.</p> <p>Shareholders were given the opportunity to raise their queries prior to the conduct of the AGM and the Q&A session was kept open throughout the virtual AGM allowing Members/Proxies the opportunity to pose questions real time throughout the meeting.</p> <p>All queries raised pre-AGM and during the virtual AGM were answered in real time by the Board and Senior Management during the meeting. The written responses to all queries raised were recorded in the minutes of the AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>The broadcast of the AGM and the online poll voting went smoothly without any technical glitch or downtime. Notwithstanding the AGM was carried out fully virtually, the Company provided avenue to shareholders to raise queries prior to the AGM via:</p> <p>(i) Media Prima's Annual Report website through www.mediaprima.com.my/AGM-2022 and clicking the link titled 'Pre-AGM Shareholder's Question Form' and can also follow link https://forms.gle/stTuYvekLuhbr44C9 or</p> <p>(ii) Boardroom's website at https://investor.boardroomlimited.com.</p> <p>Members/Proxies were also given the opportunity pose questions real time (in the form of typed text) during the AGM via the query box facility.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The minutes of the 21 st AGM of the Company was made available on Company's website at www.mediaprima.com.my within thirty (30) business days from the date of the AGM.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

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

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