CORPORATE GOVERNANCE REPORT

STOCK CODE : 7018

COMPANY NAME : CME GROUP BERHAD FINANCIAL YEAR : September 30, 2024

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCEDisclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B - DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

SECTION A - DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application :	Applied
Explanation on : application of the practice	The Board of Directors ("the Board) of CME Group Berhad ("CME" or "the Company") plays an active role in directing management in an effective and responsible manner. The Board, collectively and individually, has a legal and fiduciary duty to act in the best interest of the Company and to effectively represent and promote the interests of the shareholders and stakeholders with a view to achieve its vision towards corporate sustainability. The Board is assured of a balanced and independent view at all Board deliberations. To assist the Board in the discharge of its oversight function, the Board
	has established Board Committees namely an Audit Committee, Nominating Committee, Remuneration Committee and The Employees' Share Option Scheme Committee.
Explanation for : departure	
Large companies are re encouraged to complete to	rquired to complete the columns below. Non-large companies are the columns below.
Measure :	
Timeframe :	

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.

Departure
The Chairman position is currently vacant. The Board is of the view that the Group is led by a dynamic board composition of independent Directors aided by the Executive Directors which enable the Board to oversee the performance of Group and to ensure the Group functions efficiently and effectively. Nevertheless, the Board will continue to assess the need to fill up the position from time to time. The Group will focus on improving it's business performance and financial fundamentals. The appointment of the Chairman remains
firmly within the ambit of the near to medium term plans for the Group.
quired to complete the columns below. Non-large companies are
ne columns below.
To continue efforts to appoint a suitable candidate for the position.
Choose an item.

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 1.3The positions of Chairman and CEO are held by different individuals.

Application :	Departure	
Explanation on : application of the practice		
Explanation for : departure	The Chairman position is at the moment vacant and the Board will continue to assess the need to fill up the position from time to time.	
	The Group will focus on improving it's business performance and financial fundamentals. The appointment of the Chairman remains firmly within the ambit of the near to medium term plans for the Group. The CEO has overall responsibilities for the day-to-day management of the business and is responsible for Group strategies, organisational	
	effectiveness and implementation of Board policies and decisions.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :	Choose an item.	

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

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 statu	ıs c	of this practice should be a 'Departure'.
Application	:	Departure
Explanation on application of the	:	
practice		
Explanation for departure	•	The position of Chairman is at the moment vacant and the Board will continue to assess the need to fill up the position from time to time.
		The Group will focus on improving it's business performance and financial fundamentals. The appointment of the Chairman remains firmly within the ambit of the near to medium term plans for the Group.
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

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		The Company Secretary of CME Group Berhad is Mr. Cheam Tau Chern. He is a member of the Malaysian Institute of Accountants ("MIA") and a Fellow of the Association of Chartered Certified Accountants ("FCCA") and is qualified to hold the position under Section 235 of the Companies Act 2016. He was appointed as the Company Secretary of CME Group Berhad on 8 August 2017. The Board is satisfied with the performance and support rendered by the Company Secretary to the Board in the discharge of his function and duties. Every Director has unhindered access to the advice and services of the Company Secretary. The Company Secretary is qualified to act under the Companies Act 2016 in advising the Board on matters in relation to compliance with laws, regulations, guidance, and procedures affecting the Directors as well as the principles of good governance practices.
Explanation for departure	:	
•	Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure	:	
Timeframe	••	

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	Prior to the meetings of the Board and Board Committees, all Directors are furnished with the agenda together with comprehensive board papers containing information relevant to the business of the meetings. Minutes of each Board meeting are circulated to all Directors for their
	perusal prior to confirmation, and Directors may raise comments or seek clarifications on the minutes prior to the confirmation of the minutes.
Explanation for departure	
Large companies are reencouraged to complete	equired to complete the columns below. Non-large companies are the columns below.
Measure	
Timeframe	

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	:	The Board Charter is reviewed periodically to ensure its relevance and compliance. The Board Charter can be viewed on the Company's website at www.cme.com.my.
Explanation for departure	:	
Large companies are encouraged to complet		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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	:	The Code of Conduct was adopted for governing the performance of work and business practices of the Group which includes obtaining authority for major transactions and ensuring compliance with laws and regulations that have significant financial implications. There are guidelines within the Group for recruitment of staff, training, performance appraisals and other relevant procedures.
Explanation for departure	:	
Large companies are encouraged to comple		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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	:	The Board is alert to the possibility of potential conflicts of interest involving the Directors, its employees and the Company. The objective of the Whistleblowing Policy and Procedures is to ensure that whistle blower, through understanding the Whistleblowing Policy and Procedures, will come forward to express his or her concerns about a (suspected) malpractice, without fear of punishment or unfair treatment. The Whistleblowing Policy and Procedures is posted on the Company's website at www.cme.com.my .
Explanation for departure	:	
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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	:	The Group remains committed in the Group's responsibilities towards sustainability issues. Our sustainability strategy is developed and directed by the Chief Executive Officer and Senior Management of the Group based on guidelines provided by the Board.
Explanation for departure	:	
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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	The Board understands the importance of addressing sustainability risks and opportunities in an integrated and strategic manner to support the Group's long-term strategy and success. The Group has identified key stakeholders in the course of its core business operations and regularly engaged with these stakeholders through various platform on sustainability strategies, priorities and targets as well as the performance against the target.
Explanation for : departure	
Large companies are re encouraged to complete t	equired to complete the columns below. Non-large companies are he columns below.
Measure :	
Timeframe :	

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
Application	:	Applied
Explanation on	:	The Board has reasonably sufficient understanding of the
application of the		sustainability issues that are relevant to the Company and the
practice		business. The Board is kept informed through the update on the
p. 400.00		initiatives and progress by the Management from time to time and
		they provide their views and opinions on any of the Group's
		sustainability issues during Board meetings.
		sustainability issues during board meetings.
Evaluation for	_	
Explanation for	•	
departure		
Large companies are	rec	quired to complete the columns below. Non-large companies are
encouraged to complete	th	e columns below.
Measure	:	
Timeframe		
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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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	A detailed study is required for developing the criteria for the performance evaluations of the Board and the Management to address the material sustainability risks and opportunities.
		The Company does not have any alternative practice currently.
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

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	:	Not Adopted
Explanation on	••	
adoption of the		
practice		

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	•	The Board Nominating Committee reviews the Board composition regularly and evaluates the performance and contributions of the Board members annually.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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	:	The Board consists of six (6) members, comprising two (2) Executive Directors, one (1) Non-Independent Non-Executive Director and three (3) Independent Non-Executive Directors.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	•	

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	:	YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah, who has served on the Board for a cumulative term of more than nine (9) years, remains objective and independent in expressing his views and in participating in deliberations and decision-making of the Board and Board Committees. The length of his service on the Board does not in any way interfere with his exercise of independent judgement and ability to act in the best interest of the Company. He has exercised due care during his tenure as an Independent Non-Executive Director of the Company and has carried out his professional duties in monitoring and making recommendations for implementation to enhance value to the Company and Group.
		The Board has recommended that the approval of the shareholders be sought to retain him as an Independent Non-Executive Director of the Company at the forthcoming Twenty-eighth (28 th) Annual General Meeting. The Board will seek shareholders' approval through a two-tier voting process to retain Independent Directors who have served on the Board for a term of more than nine years.
Explanation for departure	:	
Large companies are in encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	
		1

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
Application	•	Not Adopted
Explanation on	:	
-	-	
adoption of the		
practice		
practice		

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		The Board acknowledges the importance of diversity in terms of skills, experience, age, gender, cultural background and ethnicity and recognizes the benefits of diversity at leadership and employee level. Having a range of diversity dimensions brings different perspectives to the boardroom and to various levels of Management within the Group. The Nominating Committee is responsible to lead the process for the nomination of new Board appointments and making the necessary recommendations.
		In making its recommendations to the Board, the Nominating Committee considers and assess the suitability of a new appointment based on objective criteria, including skills, knowledge, expertise, experience, professionalism and integrity.
		In respect of the appointment of Directors, the Company practices a clear and transparent nomination process which involves the following five (5) stages:
		Stage 1: Identification of candidates Stage 2: Evaluation of suitability of candidates Stage 3: Meeting up with candidates Stage 4: Final deliberation by the Nominating Committee Stage 5: Recommendation to the Board
		The Company's Fit and Proper Policy are published on the Company's website at https://www.cme.com.my.
Explanation for departure	:	
Large companies are	e red	quired to complete the columns below. Non-large companies are

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

Measure	:	
Timeframe	:	

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	The Nominating Committee ("NC") is responsible for recommending suitable candidates for Directorships to the Board. In undertaking this responsibility, the Nominating Committee leverages on several sources to "cast a wider net" and gain access to a wide pool of potential candidates.
	The responsibilities of the NC in this regard are outlined in its Terms of Reference.
	In evaluating potential candidates, the NC will assess directorship suitability based on objective criteria including:
	 Qualification; Skills, knowledge, expertise and experience; Professionalism; Integrity; and Time commitment to the Company.
	In searching for suitable candidates, the NC may receive suggestions from existing Board Members, Management and major shareholders. The Committee is also open to referrals from external sources available such as industry and professional associations as well as independent search firms.
	The NC meets with the shortlisted Board candidates to assess their suitability and availability before making recommendations to the Board for its consideration and approval.
	The above processes had been applied for the appointment of Encik Reza Bin Shariffudin which took effect on 15 February 2023 and Dato' Azmil Bin Mohd Zabidi which took effect on 26 May 2023. The NC did not utilise the external independent sources to identify the new Directors appointed as the NC was satisfied that both Encik Reza Bin Shariffudin and Dato' Azmil Bin Mohd Zabidi were suitable candidates after assessment of their backgrounds, professional qualifications,

	knowledge, integrity and competencies, independence as well as fulfilment of criteria set out in the Directors' Fit and Proper Policy.
Explanation for :	
departure	
Large companies are red encouraged to complete th	quired to complete the columns below. Non-large companies are e columns below.
Measure :	
Timeframe :	

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	:	Sufficient information of the directors to be re-appointed in the AGM is provided in the Annual Report for the reference of the shareholders for them to make the appropriate decision.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure		
Timeframe	:	

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 Chairman of the Nominating Committee is an Independent Non- Executive Director.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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	:	Applied							
Explanation on application of the practice	:	The Board currently has two (2) women directors, who make up 33% of the Board composition.							
Explanation for departure	:								
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.							
Measure	:								
Timeframe	•								

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 :	Departure						
Explanation on : application of the practice							
Explanation for : departure	At present, there are 2 women directors on the Board of CME Group Berhad and the Company needs time to design a policy that is practical. The Group does not have a formalised Board gender diversity policy						
	alongside targets and measures. However, the issue of diversity is discussed and given prominence during deliberations by the Nominating Committee and the Board.						
	The Board will take steps towards formalising such policy, targets and measures to reflect the Company's commitment towards gender diversity.						
Large companies are re encouraged to complete to	equired to complete the columns below. Non-large companies are ne columns below.						
Measure :	Please explain the measure(s) the company has taken or intend to take to adopt the practice.						
Timeframe :	Choose an item.						

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.

		to qualify for adoption of this practice, it must undertake annual board in independent expert at least every three years to facilitate the
Application	:	Applied
Explanation on application of the practice	:	The Board through the Nominating Committee carries out annual evaluation on the effectiveness of the Board and the Board Committees as a whole. The evaluation will be done at least once a year for assessing the effectiveness of the Board. The Board assess the various committees based on the recommended evaluation criteria adopted from Corporate Governance Guide issued by Bursa Securities.
Explanation for departure	:	
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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
application of the practice	Directors' remuneration is decided and reviewed in line with the objective of attracting and retaining directors of the calibre, expertise and experience needed to lead the Group successfully. Remuneration for the Executive Directors is aligned to individual and corporate performance. Non-Executive Directors are paid fees for the responsibility they shoulder. As for senior management, yearly performance appraisal will be reviewed and approved by the CEO.
Explanation for departure	
Large companies are reencouraged to complete	equired to complete the columns below. Non-large companies are the columns below.
Measure	
Timeframe	

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	:	The Remuneration Committee comprises two (2) Independent Non-
application of the		Executive Directors and one (1) Non-Independent Non-Executive
practice		Director. The rules and responsibilities of Remuneration Committee
		are disclosed in the Company's Annual Report. The Terms Of
		Reference are published on the Company's website.
Explanation for	:	
departure		
Large companies are	red	quired to complete the columns below. Non-large companies are
encouraged to complet	e th	e columns below.
Measure		
ivicasuie	•	
Timeframe	:	

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 remuneration breakdown of individual Directors for the financial year ended 30 September 2024 is tabulated in the prescribed format on the following page.

				Company ('000)								Group ('000)						
No	Name	Directorate	Fee	Allowance	Salary	Bonus	Benefits-in- kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in- kind	Other emoluments	Total		
1	Y.M. Tunku Nizamuddin Bin Tunku Dato' Seri Shahabuddin	Executive Director	20	Input info here	Input info here	Input info here	Input info here	Input info here	20	20	Input info here	Input info here	Input info here	Input info here	Input info here	20		
2	En. Azlan Omry Bin Omar	Executive Director	20	Input info here	0	Input info here	Input info here	Input info here	20	20	Input info here	63	Input info here	Input info here	Input info here	83		
3	Dato' Azmil Bin Mohd Zabidi	Independent Director	40	Input info here	Input info here	Input info here	Input info here	Input info here	40	40	Input info here	Input info here	Input info here	Input info here	Input info here	40		
4	Miss Ong Suan Pin	Independent Director	40	Input info here	Input info here	Input info here	Input info here	Input info here	40	40	Input info here	Input info here	Input info here	Input info here	Input info here	40		
5	YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah	Independent Director	40	Input info here	Input info here	Input info here	Input info here	Input info here	40	40	Input info here	Input info here	Input info here	Input info here	Input info here	40		
6	YM Tengku Muniwirah Putra	Independent Director	15	Input info here	Input info here	Input info here	Input info here	Input info here	15	15	Input info here	Input info here	Input info here	Input info here	Input info here	15		
7	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here		
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here		
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here		
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here		
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here		
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here		
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here		
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here		

15	Input info horo	Input	Input	Input	Input	Input	Input	Input	Input	Input	Input	Input	Input	Input	Input	
15	Input info here	Choose an item.	info here													

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 is of the view that such disclosure would have a negative effect on the employee relationship and talent retention.							
	As the Executive Directors are also part of the Senior Management, their remuneration is disclosed in the Annual Report 2024.							
Large companies are re encouraged to complete t	required to complete the columns below. Non-large companies are the columns below.							
Measure :	Please explain the measure(s) the company has taken or intend to take to adopt the practice.							
Timeframe :	Choose an item.							

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

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	:	

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

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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Chairman position is at the moment vacant and the Board will continue to assess the need to fill up the position from time to time.	
		The Board will be chaired by an Executive Director while the Audit Committee will be chaired by a Non-Executive Director.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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	:	None of the Audit Committee members was a former partner of the external audit firm of the listed company within a cooling-off period of at least three years.			
Explanation for departure	:				
Large companies are	rei	quired to complete the columns below. Non-large companies are			
•	encouraged to complete the columns below.				
Measure	:				
Timeframe	:				

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 Audit Committee nominated and recommend the appointment of the external auditors and considers the adequacy of experience, resources, audit fee and any issues regarding their re-appointment, resignation or dismissal.
		The Audit Committee carried out an assessment of the performance and suitability of the External Auditors based on the quality of services, sufficiency of resources, adequate resources and trained professional staff assigned to the audit.
		Pursuant to the assessment on the suitability and independence of the external auditor, the Audit Committee made its recommendation to the Board on the re-appointment on the external auditor alongside the accompanying audit fees.
Explanation for departure	:	
Large companies are encouraged to comple		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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	:	Not Adopted
Explanation on adoption of the practice	:	

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	:	The Audit Committee has one (1) Director who is a member of the Malaysian Institute of Accountants. The members have the necessary skills to discharge its duties and are financially literate. The profiles of the members are provided in the Annual Report 2024.
Explanation for departure	:	
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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	•	The Group has in place processes for the identification, evaluation, reporting, treatment, monitoring and review of the major strategic, business and operation risks within the Group.		
Explanation for departure	:			
Larae companies are	rec	quired to complete the columns below. Non-large companies are		
•	encouraged to complete the columns below.			
Measure	•			
Timeframe	:			

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	:	There is no dedicated Enterprise Risk Management department.
application of the		However, the Chief Executive Officer ("CEO") and the Deputy Financial
• •		
practice		Controller ("FC") work closely with the Group's operational managers
		to continuously strengthen the risk management initiatives within the
		Group.
		•
Evaluation for		
Explanation for	•	
departure		
Large companies are	rec	quired to complete the columns below. Non-large companies are
encouraged to complete	th	e columns below.
Measure	:	
Timeframe		

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 :	Not Adopted
Explanation on : adoption of the practice	

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	:	The internal auditor reviews and addresses critical business processes, identified risks and internal control gaps, assessed the effectiveness and adequacy of the existing state of internal control of the Group and recommended possible improvements to internal control process.
Explanation for departure		
Large companies are	rec	quired to complete the columns below. Non-large companies are
encouraged to complete		
Measure	:	
Timeframe	:	

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	:	The internal audit function is outsourced to T. H. Kuan & Co. (TH Kuan), an independent consulting firm, to review the adequacy and integrity of the Group's system of internal control. TH Kuan provided a total of three (3) personnel for the Internal Audit function. All the personnel were free from any relationships or conflicts of interest, which could impair their objectivity and independence during the course of their work. The internal audit function in TH Kuan is led by Partner Mr Tan Kim Hor who is a Member of Institute of Internal Auditors Malaysia. with more than 10 years' professional experience.
Explanation for departure	:	
•		quired to complete the columns below. Non-large companies are
encouraged to complete	th	e columns below.
Measure	:	
Timeframe	:	

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	:	The Company provide accurate and timely information on the financial performance of the Group and prospects in all the disclosures to the public via the announcement to Bursa Securities. The AGM is the principal forum for dialogue and interaction among shareholders, the Board and Management.
Explanation for departure	:	
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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 a	ppli	cable – No	t a La	irge Comp	any		
Explanation on application of the practice	:								
Explanation for departure	:								
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.									
Measure	:								
Timeframe	:								

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	:	In accordance with the recommendation of the Malaysian Code On Corporate Goverance, the Notice of Annual General Meeting was sent to the shareholders at least 28 days prior to the meeting.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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
- 1	All Di
Explanation on :	All Directors attended the 27 th Annual General Meeting ("AGM")
application of the	except for YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris
practice	Shah and Ms. Ong Suan Pin as they had prior appointments.
	During the meeting, the Board provided meaningful responses to the
	questions addressed to them .
Explanation for :	
departure	
-	
Larga companias ara ra	quired to complete the columns below. Non-large companies are
·	•
encouraged to complete ti	ie columns below.
Measure :	
Timeframe :	

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	:	Shareholders are entitled to appoint proxy/proxies to attend and vote by filling a valid proxy form and depositing at the Share Registrar's office of the Company not less than forty-eight (48) hours before the time set for holding the general meeting. The 27 th AGM of CME Group Berhad was held on a physical basis. The Company has taken cognizance of Practice 13.3.		
Explanation for departure	:			
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.				
Measure	:			
Timeframe	:			

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.

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.				
Application	:	Applied		
Explanation on	:	Sufficient time was allocated in engaging shareholders.		
application of the				
practice				
Explanation for	:			
departure				
		quired to complete the columns below. Non-large companies are		
encouraged to complete the columns below.				
Measure	:			
Timeframe	•			
Time ii dille	•			

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.

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.			
Application	: Not applicable – only physical general meetings were conducted in the		
Application	financial year		
Explanation on			
application of the			
practice			
Explanation for	:		
departure			
Large companies are	required to complete the columns below. Non-large companies are		
encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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.

Note: The multi-option of You Matters Discussed is not a substitute for the simulation of reinvites of				
general meeting.	i Ke	ey Matters Discussed is not a substitute for the circulation of minutes of		
Application	:	Applied		
Explanation on application of the practice	:	Minutes of the 27 th Annual General Meeting ("AGM") were published on the Company's website within 30 business days after the AGM		
Explanation for departure	:			
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.				
Measure	:			
Timeframe	:			

SECTION B - DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

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