

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting of MAXIS BERHAD (“the Company”) will be held on Thursday, 25 April 2019 at 10.00 a.m. at Connexion Conference & Event Centre, Grand Nexus (Level 3A), Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, for the following purposes:

AGENDA

- 1 To consider the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon.
Please refer to Note A.

- 2 To re-elect the following Directors who retire pursuant to Rule 131.1 of the Company’s Constitution and, being eligible, have offered themselves for re-election:

- a) Raja Tan Sri Dato’ Seri Arshad bin Raja Tun Uda
b) Tan Sri Mokhzani bin Mahathir
c) Mazen Ahmed M. AlJubeir

Please refer to Note B.

- 3 To re-elect the following Director who retires pursuant to Rule 116 of the Company’s Constitution and, being eligible, has offered himself for re-election:

- a) Abdulaziz Abdullah M. Alghamdi

Please refer to Note B.

- 4 Subject to the passing of Resolutions 1 and 2 respectively, to approve the following Directors, to continue to act as Independent Non-Executive Directors from 18 October 2019 to 17 October 2020:

- a) Raja Tan Sri Dato’ Seri Arshad bin Raja Tun Uda
b) Tan Sri Mokhzani bin Mahathir

Please refer to Note C.

- 5 To approve the payment of Directors’ fees and benefits from the conclusion of this meeting up till the conclusion of the next Annual General Meeting of the Company to be held in 2020.

Please refer to Note D.

- 6 To re-appoint Messrs PricewaterhouseCoopers PLT (LLP0014401-LCA & AF 1146) (“PwC”) as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

Please refer to Note E.

As Special Business

To consider and, if thought fit, to pass the following Resolutions

- 7 Renewal of the Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016.

ORDINARY RESOLUTIONS

Resolution 1
Resolution 2
Resolution 3

Resolution 4

Resolution 5
Resolution 6

Resolution 7

Resolution 8

Resolution 9

“THAT, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company, at any time, to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit including in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options in respect of shares in the Company including those which would or might require shares in the Company to be issued after the expiration of the approval hereof provided that the aggregate number of shares to be

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issued pursuant to this approval does not exceed ten (10) percent of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”) and the approvals of all relevant regulatory bodies being obtained (if required).”

Please refer to Note F.

- 8 To obtain shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions (“RRPTs”) of a revenue or trading nature with:
- a) Astro Malaysia Holdings Berhad and/or its affiliates;
 - b) Tanjong Public Limited Company and/or its affiliates;
 - c) MEASAT Global Berhad and/or its affiliates;
 - d) Usaha Tegas Sdn. Bhd. and/or its affiliates;
 - e) Maxis Communications Berhad and/or its affiliates;
 - f) Saudi Telecom Company and/or its affiliates;
 - g) SRG Asia Pacific Sdn. Bhd.; and
 - h) Malaysian Landed Property Sdn. Bhd.

Resolution 10
Resolution 11
Resolution 12
Resolution 13
Resolution 14
Resolution 15
Resolution 16
Resolution 17

The details of such RRPTs and the full text of Ordinary Resolution 10 to Ordinary Resolution 17 are set out in Appendix I and Appendix VI respectively of the Circular to shareholders dated 27 March 2019 issued together with the Company’s Annual Report 2018.

BY ORDER OF THE BOARD

DIPAK KAUR

LS 5204

27 March 2019

Kuala Lumpur

EXPLANATORY NOTES

- A. This Agenda item is meant for discussion only as under the provisions of Section 340 of the Companies Act 2016 and the Company’s Constitution, the audited financial statements do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.
- B. Raja Tan Sri Dato’ Seri Arshad bin Raja Tun Uda, Tan Sri Mokhzani bin Mahathir, Mazen Ahmed M. AlJubeir and Abdulaziz Abdullah M. Alghamdi are standing for re-election as Directors of the Company. The Nomination Committee and Board of Directors of the Company (“the Board”) have considered the assessment of the four Directors and collectively agree that they meet the criteria of character, experience, integrity, competence and time to effectively discharge their respective roles as Directors, as prescribed by Paragraph 2.20A of the MMLR. The profiles of these Directors are set out on pages 5 to 9 of the Company’s Annual Report for the financial year ended 31 December 2018. The Nomination Committee and the Board carried out an assessment of the independence of Raja Tan Sri Dato’ Seri Arshad bin Raja Tun Uda (“RA”) and Tan Sri Mokhzani bin Mahathir (“MM”) pursuant to criteria as prescribed by the MMLR and Malaysian Code of Corporate Governance 2017 and are satisfied that they meet the criteria for independence. RA and MM were appointed as Independent Directors on 16 October 2009. Both exceeded the nine-year independent tenure on 17 October 2018. At the Ninth Annual General Meeting held on 19 April 2018, the shareholders approved the ordinary resolutions for RA and MM to respectively continue their tenure as Independent Directors up to 17 October 2019.

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- C. Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda ("RA") and Tan Sri Mokhzani bin Mahathir ("MM") were appointed as Independent Directors on 16 October 2009 and they both have served as Independent Non-Executive Directors for cumulative terms of more than 9 years. The shareholders have on 19 April 2018 approved the resolutions for RA and MM to continue to act as Independent Directors from 17 October 2018 to 17 October 2019. In accordance with the Malaysian Code on Corporate Governance 2017, the Board through the Nomination Committee ("NC") has undertaken relevant assessments and recommended for the two Directors to continue to serve as Independent Non-Executive Directors based on the following justifications:
- (a) RA and MM have each fulfilled the criteria under the definition of Independent Director as stated in the MMLR.
 - (b) In addition, RA and MM have demonstrated their independence when providing their contribution as members of the Board in considering board related matters and in discharging their responsibilities as Directors.
 - (c) The length that they have remained in office do not interfere with their respective abilities to exercise independent judgment as Independent Directors.
 - (d) RA and MM, together with the other Independent Directors, each function as a check and balance to the Board and exercise objectivity as Directors.
 - (e) RA and MM each have vast experience, knowledge and skills in a diverse range of businesses and therefore provide constructive opinion, counsel, oversight and guidance as Directors.
 - (f) Each of RA and MM has devoted sufficient time and attention to their professional obligations to Maxis for informed and balanced decision making.

The NC and the Board are satisfied that each of RA and MM is able to exercise independent judgment and has the ability to act in the best interests of the Company. Each of RA and MM has continued to exercise his independence and due care during his present tenure as an Independent Non-Executive Director and has contributed in the following roles: RA as Chairman of the Board and NC, member of the Remuneration Committee (RC) and the Audit Committee (AC) while MM as Chairman of the AC and as member of the NC and RC. MM has also been appointed as the Senior Independent Director of the Board. RA and MM both have abstained from all deliberations at the NC and Board in relation to the recommendation of Resolutions 5 and 6 to the shareholders.

D. Payment of Directors' Remuneration

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Remuneration to Non-Executive Directors for the period commencing from 25 April 2019 up till the next Annual General Meeting of the Company in 2020 in accordance with the remuneration structure set out below. The Remuneration comprises fees and other benefits-in-kind ("BIK") payable to the Chairman and members of the Board, and the Chairmen and members of Board Committees.

The remuneration structure setting out the fees and BIK payable to each of the Non-Executive Directors for their membership of the Board and Board Committees is as follows:

Remuneration Structure	Monthly Fees/BIK (RM)
Chairman's Fees	33,334
Director's Fees	20,834
Chairman of Audit Committee	8,334
Chairman of Remuneration Committee	4,167
Chairman of Nomination Committee	4,167
Chairman of Business & IT Transformation Committee	4,167
Member of Audit Committee	1,667
Member of Remuneration Committee	1,667
Member of Nomination Committee	1,667
Member of Business & IT Transformation Committee	1,667
Chairman's BIK	4,834

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The shareholders' approval is being sought under Resolution 7 for the payment of the Remuneration to Non-Executive Directors from 25 April 2019 (conclusion of the Tenth Annual General Meeting) up till the next Annual General Meeting of the Company in accordance with the remuneration structure set out above. If passed, it will allow the Company to make payment of the Remuneration to Non-Executive Directors on a monthly basis up till the next Annual General Meeting of the Company to be held in 2020.

- E. The Audit Committee and the Board have considered the re-appointment of PwC as Auditors of the Company and collectively agree that PwC meets the criteria of the adequacy of experience, resources of the firm and the person assigned to the audit as prescribed by Paragraph 15.21 of the MMLR.
- F. Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016. The Ordinary Resolution proposed under Resolution 9 of the Agenda is for the purpose of renewing the general mandate for issuance of shares by the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

The Company did not issue any shares pursuant to Sections 75 and 76 of the Companies Act 2016 under the general mandate sought at the Ninth Annual General Meeting held on 19 April 2018, which will lapse upon the conclusion of the forthcoming Tenth Annual General Meeting to be held on 25 April 2019.

The proposed Resolution 9, if passed, will give authority to the Directors of the Company, from the date of this Annual General Meeting, to issue and allot shares or to make or grant offers, agreements or options in respect of shares to such persons, in their absolute discretion including to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to making a placement of shares for the purposes of raising funding for investment(s), working capital and general corporate purposes as deemed necessary.

Notes: on Proxy

1. A member of the Company may appoint more than one proxy subject to the following provisions:
 - (i) save as provided for in Note 2, the Companies Act 2016 and any applicable law, each member shall not be permitted to appoint more than two (2) proxies; and
 - (ii) where a member appoints more than one proxy, the appointment shall be invalid provided that he/she specifies the proportion of the member's shareholdings to be represented by each proxy.
2. For the avoidance of doubt, and subject always to Note 1(ii), the Companies Act 2016 and any applicable laws:
 - (i) Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
 - (ii) Where a member of the Company is an authorised nominee, it may appoint at least one proxy in respect of each securities account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorised nominee may be made separately or in one instrument of proxy and shall specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting.
 - (iii) A member who is a substantial shareholder (within the meaning of the Companies Act 2016) may appoint up to (but not more than) five proxies.
3. A proxy may but need not be a member of the Company.
4. The instrument appointing a proxy shall:
 - (i) in the case of an individual, be signed by the appointor or by his/her attorney; and
 - (ii) in the case of a corporation, be either under its common seal or under the hand of its duly authorised attorney or officer on behalf of the corporation.

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5. The instrument appointing a proxy must be deposited at the office of our Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. (formerly known as Symphony Share Registrars Sdn. Bhd.) at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia, not less than 24 hours before the time appointed for holding the meeting or adjourned meeting.
6. Pursuant to Paragraph 8.29A(1) of the MMLR, all the resolutions at the Tenth Annual General Meeting of the Company shall be put to vote by way of poll.
7. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to attend, participate, speak and vote at the meeting.
8. The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.

Members Entitled to Attend

For purposes of determining the entitlement of a member to attend the Tenth Annual General Meeting ("AGM"), the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Rule 92 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 19 April 2019. Only a Depositor whose name appears on the General Meeting Record of Depositors as at 19 April 2019 shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and/or vote on such Depositor's behalf.

Personal Data Protection Measures

Please refer to the Company's Compliance with the Personal Data Protection Act 2010 statement as found on Page 222 of the Annual Report 2018.

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents) for the AGM and matters related thereto, including but not limited to: (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereto); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations, codes and/or guidelines (collectively, the "Purposes"), (ii) undertakes and warrants that he or she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes, and (iii) agrees that the member will fully indemnify the Company for any penalties, liabilities, legal suits, claims, demands, losses and damages as a result of the member's failure to provide accurate and correct information of the personal data or breach of the member's undertaking and/or warranty as set out herein.

NOTE: the term "processing" and "personal data" shall have the same meaning as defined in the Personal Data Protection Act 2010.

Annual Report 2018, Circular to shareholders, Corporate Governance Report 2018 and queries related to Tenth AGM

1. The Annual Report 2018, Circular to shareholders and Corporate Governance Report 2018 may be downloaded at this link www.maxis.com.my/corp
2. Any queries relating to the Tenth AGM including the lodgement of proxy form may be directed to bsr.helpdesk@boardroomlimited.com. For the avoidance of doubt, save for making the foregoing queries, you may not use the said email address to communicate with the Company for any other purposes.
3. Please refer to the Administrative Details at this link www.maxis.com.my/corp for details of the Tenth AGM.