

MAXIS BERHAD

[Registration No. 200901024473 (867573-A)]

BUSINESS AND INFORMATION TECHNOLOGY TRANSFORMATION COMMITTEE TERMS OF REFERENCE

1. COMMITTEE

1.1 This Business and Information Technology Transformation Committee (“Committee”) was established pursuant to resolution of the Board of Directors of Maxis Berhad (“Board”) (“Maxis” or “Company”) on 14 July 2015 to oversee Maxis’s Business and Information Technology (“IT”) Transformation project.

1.2 On 24 Feb 2021 the Board resolved to adopt the new Terms of Reference for the Committee set out below.

2. FUNCTION OF COMMITTEE

2.1 The Committee has the function and responsibility of assisting the Board on the following matters:-

- i. Implementation of new IT systems and associated processes to deliver the digital transformation objectives that include:-
 - a. Overseeing the selection of the IT vendor;
 - b. Reviewing high level business justifications and benefits plans;
 - c. Reviewing proposed workplans, major milestones and deliverables;
 - d. Overseeing on-going connections between business requirements and IT build; and
 - e. Reviewing the progress of the implementation and achievement of milestones and delivery of business benefits.
- ii. Overseeing the assessment of strategic and structural options for Maxis that include:
 - a. An assessment of industry and technology trends and competitive situations that drive the need and opportunities for structural options;
 - b. An examination of M&A, business development and innovation options for the business to address market challenges and the delivery of the digital transformation vision; and
 - c. A review of acceleration options which require structural changes.

- iii. Such other matters and functions as shall be delegated to the Committee by the Board from time to time; and
- iv. To report the Committee's discussions, recommendations and conclusions to the Board.

3. COMPOSITION OF THE COMMITTEE

- 3.1 The composition of the Committee shall consist of at least two (2) non-executive Board members as appointed by the Board from time to time.
- 3.2 An independent consultant may be appointed by the Board to facilitate review of matters within the Committee's scope. The independent consultant's scope is to inter alia independently advise and propose recommendations to the Board and/or the Committee to guide them with decisions.
- 3.3 The Committee may invite any members of the Board, employees, the independent consultant and/or other outside professionals to attend Committee meetings. Invitees may be required by the Chairman to leave the meeting of the Committee when open discussion might be inhibited by their presence.
- 3.4 Conflicts of Interests

The Chairman and other Committee members must ensure that they are not in a conflict of interests situation in respect of any action, submission, request or proposal being considered, evaluated and/or recommended by the Committee. Where there is a conflict of interests, he/she must declare such conflict of interests and abstain from voting on the matter. Where the Chairman is in conflict, the other Committee members present shall appoint through simple majority one of them present at the meeting to preside over the particular meeting as ad hoc chairman.

- 3.5 The Chairman of the Committee will, in consultation with the other members of the Committee, and with the assistance of the Secretary (as appointed in accordance with paragraph 7 below), be responsible for calling meetings of the Committee, establishing agenda and supervising the conduct of such meetings. The Chairman of the Committee shall chair the Committee meetings. In the absence of the Chairman, any other Committee member may chair the meeting.

4. AUTHORITY OF THE COMMITTEE

The Committee is authorised by the Board, in accordance with the procedures to be determined by the Board and subject to any limits of authority that may be imposed upon the Committee by the Board from time to time (if any), and at the cost of the Company, to:

- 4.1 Review any matter within this Terms of Reference;
- 4.2 Have adequate resources to perform its duties;

- 4.3 Have full and unrestricted access to information related to its scope as specified in paragraph 2.1 above; and
- 4.4 Undertake necessary activities and functions as may be required to discharge its responsibilities.

5. REPORTING RESPONSIBILITIES TO THE BOARD

Reporting to the Board:

The Committee shall report its activities to the Board in such manner and at such times, as it deems appropriate, but in any case, at each Board meeting, unless otherwise determined by the Board.

6. MEETINGS OF THE COMMITTEE, QUORUM AND MINUTES

- 6.1 The Committee may regulate its own procedures, in particular the conduct of the Committee meetings, including attendance at a meeting by being present in person or by participating in the meeting by means of video or teleconference, or any form of electronic communication. The Committee may request other Board members, any officer or employee of the Group, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. For the avoidance of doubt, such invitees shall not be entitled to vote at the Committee meetings.
- 6.2 The Chairman of the Committee, or the Secretary on the requisition of the members, shall at any time summon a meeting of the members by giving three (3) days' notice or at a shorter notice as agreed by the members.
- 6.3 No business shall be transacted at any meeting of the Committee unless a quorum is present. Each meeting shall have a minimum quorum of two (2) members of the Committee including at least the Chairman.
- 6.4 The Committee should record its deliberations, in terms of the issues discussed and the conclusions in discharging its duties and responsibilities, and the minutes are to be distributed to each member of the Committee. The Chairman of the Committee shall provide the Board with a report of the Committee meetings.
- 6.5 Minutes of each meeting shall be kept at the registered office of the Company under the custodian of the Company Secretary. The minutes shall be open for the inspection of the Board, external auditor, internal auditor, management and other persons deemed appropriate by the Company Secretary.
- 6.6 In addition to the Committee meetings, the Committee may take action by unanimous written consent of its members, including dealing with matters by way of circular resolutions in lieu of convening a formal meeting.

7. SECRETARY OF THE COMMITTEE

7.1 The Company Secretary or any other person nominated by the Chairman of the Committee will be the Secretary of the Committee. The Secretary shall:

- ensure all appointments to the Committee are properly made;
- ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues;
- record, prepare and circulate the minutes of the Committee meetings promptly to all members of the Committee and the Board;
- ensure that the minutes are properly kept and produced for inspection if required; and
- ensure all necessary arrangements for the schedule and operation of the Committee meetings are made.