

MAXIS BERHAD

[Registration No. 200901024473 (867573-A)]

GOVERNMENT AND REGULATORY AFFAIRS COMMITTEE TERMS OF REFERENCE

This Government and Regulatory Affairs Committee (“Committee”) was established pursuant to the resolution passed on 14 February 2019 and reiterated on 24 October 2019 by the Board of Directors and the Constitution of Maxis Berhad (“Maxis” or “the “Company”). The Government and Regulatory Affairs Committee and the Board of Directors shall annually review and update the Terms of Reference for the Committee.

1. Status

The Committee is a committee of the Board of Directors (“Board”) of the Company.

2. Composition

- a) The Committee shall be appointed by the Board from amongst its members and shall comprise of no fewer than three (3) members who are non-executive directors.
- b) The members of the Committee shall elect from among their number a Chairman who is an independent non-executive director.
- c) Where the members, for any reason are reduced to less than three (3), the Board shall within three (3) months of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.
- d) The Board may increase or reduce the number of members of the Committee as they deem fit provided.
- e) All members shall hold office only for so long as they serve as directors of the Company.

- f) Members of the Committee may relinquish their membership in the Committee with prior written notice to the Board and may continue to serve as directors of the Company.
- g) The Secretary of the Committee shall be the Company Secretary or any other person appointed by the Board.

3. Meeting, Quorum and Minutes

- a) The Committee shall meet as and when required upon request by the Chairman or any other members, provided that the Committee shall meet at least once a year or more frequently as deemed necessary.
- b) The Chairman of the Committee, or the Company Secretary on the requisition of the members, shall at any time summon a meeting of the members by giving three (3) days' notice or any other shorter period as may be agreed by the members amongst themselves.
- c) No business shall be transacted at any meeting of the Committee unless a quorum is present. The quorum for each meeting shall be two (2) members of the Committee including the Chairman.
- d) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day of the following week, and at the same time and place, or to such other day and at such other time and place as the members may determine. If at such adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the meeting, the meeting shall be dissolved.
- e) Attendance at a meeting may be by being present in person or by participating in the meeting by means of video, audio or teleconference or any other electronic means of audio-visual communications or a combination of both.
- f) The Committee may at its discretion and as the need arises, invite one or more persons, including other directors, executives and/or outside professionals, to attend the meeting. Invitees may be required by the Chairman to leave the meeting of this committee when open discussion might be inhibited by their presence.
- g) Minutes of each meeting shall be kept at the registered office of the Company under the custody of the Company Secretary. The minutes may be open for the inspection of the Board, external auditors, internal auditors, senior management and other persons deemed appropriate by the Company Secretary.

- h) The Chairman shall provide to the Board a summary of the proceedings, after each meeting.
- i) The Committee may deal with matters by way of circular resolutions in lieu of convening a formal meeting and to be endorsed by majority of members.
- j) All recommendations and findings of the Committee shall be submitted to the Board for approval.

4. Duties and Conflicts of Interests

a. Duties

The duties of the Committee are as follows:

- (i) To review proposed actions and submissions by management with respect to government policies, regulations and contributions having a material impact on Maxis' business and/ or reputation, in particular:
 - Any major policy submissions;
 - Managing strategies and approaches for potential legal proceedings/recourse involving government and regulatory authorities; and
 - Any other matters that may be delegated by the Board from time to time.
- (ii) To review and approve, where appropriate and in accordance with Maxis' policies, requests for donations or contributions from any government or government agencies (as defined in Maxis' policy), or proposals to support government activity, in the normal course of business.

b. 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 in question. 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.

5. Powers of the Committee

- a) In general, the Committee shall not have delegated powers from the Board to implement its recommendations but should be obliged to report its recommendations back to the Board for consideration and implementation.
- b) In carrying out its duties and responsibilities, the Committee shall have:
 - i) full, free and unrestricted access to any information, records, properties and personnel of the Maxis Group; and
 - ii) the power to obtain independent professional advice and expertise necessary for the performance of its duties.
- c) All members of the Committee shall have access to the advice and services of the Company Secretary.