



MAXIS BERHAD
(Registration No. 200901024473 (867573-A))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of **MAXIS BERHAD** (“Maxis” or “the Company”) will be held on a virtual basis for the purpose of considering and, if thought fit, passing with or without modifications the resolution set out in this notice.

- Online Meeting Platform : <https://meeting.boardroomlimited.my>
(Domain Registration No. with MYNIC - D6A357657)
- Day and Date : Monday, 14 August 2023
- Time : 2.30 p.m.
- Broadcast Venue : Auditorium, Maxis Business Innovation Centre, Ground Floor, Menara Maxis, Kuala Lumpur City Centre, Off Jalan Ampang, 50088 Kuala Lumpur, Malaysia
- Mode of Communication for Online Participation : 1) Typed text in the Online Meeting Platform. The messaging window facility will be opened concurrently with the Virtual Meeting Portal, one (1) hour before the EGM, that is from 1.30 p.m. on Monday, 14 August 2023.
- 2) E-mail questions to ir@maxis.com.my or submit through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> prior to the EGM.

ORDINARY RESOLUTION

PROPOSED EXECUTION OF THE FINALISED ACCESS AGREEMENT BETWEEN DIGITAL NASIONAL BERHAD (“DNB”) AS AN ACCESS PROVIDER AND MAXIS BROADBAND SDN. BHD. (“MAXIS BROADBAND”), A WHOLLY-OWNED SUBSIDIARY OF MAXIS BERHAD (“COMPANY”), AS AN ACCESS SEEKER FOR MAXIS BROADBAND TO SUBSCRIBE FOR 5G PRODUCTS AND SERVICES PROVIDED ON A WHOLESALE BASIS BY DNB, INCLUDING THE NATIONAL 5G WHOLESALE NETWORK PRODUCT (“ACCESS AGREEMENT”) (“PROPOSED TRANSACTION”)

“**THAT** approval be and is hereby given for the Company, through Maxis Broadband, the wholly-owned subsidiary of the Company, to enter into the Access Agreement and perform its obligations under the Access Agreement, the salient terms of which are set out in **Appendix I** of the circular to shareholders dated 28 July 2023.

AND THAT the Board of Directors of the Company (“**Board of Company**”) and/or Board of Directors of Maxis Broadband (“**Board of Maxis Broadband**”) be and are hereby authorised and mandated by the shareholders to give full effect to the Proposed Transaction and authority be given to the respective Board of Company and Board of Maxis Broadband and/or such other persons authorised by them to:

- (i) take all necessary steps and decisions as they may in their absolute discretion deem fit, necessary, expedient or appropriate in the best interests of the Company and Maxis Broadband to proceed with the execution of the Access Agreement; and

- (ii) execute the Access Agreement and all necessary documents, instruments, agreements with full powers to negotiate, approve, agree and/or assent to any future conditions, variations, revaluations, modifications and/or amendments to be made in the draft Access Agreement and/or the executed Access Agreement and the Reference Access Offer published by DNB on DNB's official website, in any manner as may be required/permitted by the Company and/or Maxis Broadband or relevant authorities (including but not limited to Malaysian Communications and Multimedia Commission) or deemed necessary by the Board of Company and/or Board of Maxis Broadband or as may be amended from time to time between the parties to the Access Agreement or otherwise required by the relevant laws and/or statutory instruments issued by the relevant authorities, and to deal with all matters incidental, ancillary to and/or relating thereto, and to take such steps and to do such acts (including to execute such documents, agreements, undertakings and confirmations as may be required), deeds, things and matters as they may deem necessary or expedient in the best interest of the Company and Maxis Broadband to implement, finalise and give full effect to the Proposed Transaction."

BY ORDER OF THE BOARD

DIPAK KAUR
SSM PC No. 201908002620
LS 5204
Company Secretary

Kuala Lumpur
28 July 2023

Notes:

1. Virtual EGM

- (i) The EGM will be conducted virtually where members shall only participate remotely via live streaming and online voting using Remote Participation and Electronic Voting ("RPEV") facilities which are available at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657). Please follow the procedures provided in the RPEV Administrative Details for the EGM in order to register, participate and vote remotely via RPEV facilities.
- (ii) With RPEV facilities, members or their proxies may exercise their right to participate (including to pose questions to the Company) and vote at the EGM. Members may use the query box facility to submit questions in real time during the live streaming of the EGM or e-mail questions to ir@maxis.com.my or submit through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> prior to the meeting.
- (iii) The venue of the EGM is strictly for purposes of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the Meeting to be at the main venue ("Broadcast Venue") and to facilitate the conduct of the virtual meeting. As such, no shareholder(s), proxy(ies), authorised representative(s) or attorney(s) will be physically present at the Broadcast Venue.

2. Proxy

- (i) Since the EGM will be conducted virtually, members who wish to participate in the meeting would be required to register yourselves through <https://investor.boardroomlimited.com>.
- (ii) A member of the Company entitled to participate and vote at the meeting is entitled to appoint a proxy or proxies to participate and vote in his stead, subject to the following provisions:
- (a) save as provided for in Note 2(iii), the Companies Act 2016 and any applicable law, each member shall not be permitted to appoint more than two (2) proxies; and
- (b) where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of the member's shareholdings to be represented by each proxy.
- (iii) For the avoidance of doubt, and subject always to Note 2(ii)(b), the Companies Act 2016 and any applicable laws:

- (a) Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- (b) Where a member of the Company is an authorised nominee, it may appoint at least one (1) 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 (1) instrument of proxy and shall specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting.
- (c) A member who is a substantial shareholder (within the meaning of the Companies Act 2016) may appoint up to (but not more than) five (5) proxies.
- (iv) A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (v) Proxy appointment may be made via hardcopy Proxy Form pursuant to Rule 111 of the Constitution of the Company or electronically pursuant to Rule 89 of the Constitution of the Company. The instrument appointing a proxy shall be as follows:
 - (a) In Hardcopy Form
 The Hardcopy Proxy Form shall be in writing under the hands of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation either under its common seal or the hand of its officer or its duly authorised attorney. An instrument appointing a Proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor.

 The Proxy Form shall be deposited at the office of the Share Registrar of the Company at Boardroom Share Registrars Sdn Bhd (“**Boardroom**”), at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than 24 hours before the time set for the meeting on Sunday, 13 August 2023 at 2.30 p.m.
 - (b) By Electronic Means
 The Proxy Form may be submitted:
 - (i) to the Share Registrar of the Company, Boardroom via e-mail to bsr.helpdesk@boardroomlimited.com no later than 24 hours before the time set for the meeting on Sunday, 13 August 2023 at 2.30 p.m., or
 - (ii) via electronic means (“**e-Proxy**”) through the “Boardroom Smart Investor Portal” at <https://investor.boardroomlimited.com> by logging in and selecting “Submit e-Proxy Form” no later than 24 hours before the time set for the meeting on Sunday, 13 August 2023 at 2.30 p.m. (please refer to the RPEV Administrative Details available at https://maxis.listedcompany.com/general_meetings.html for further information on electronic submission).
- (vi) If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- (vii) The lodging of a Proxy Form does not preclude a member from participating and voting at the meeting should the member subsequently decide to do so.

3. Voting

- (i) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution at the EGM of the Company shall be put to vote by way of poll.
- (ii) Please refer to the voting procedures as specified in the RPEV Administrative Details for the EGM.
- (iii) Upon completion of the voting session for the EGM, the Independent Scrutineers will verify and announce the poll results followed by the Chairman of the meeting’s declaration whether the resolution is duly passed.

Members Entitled to Attend

For purposes of determining the entitlement of a member to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Rule 92 of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 7 August 2023. Only a depositor whose name appears on the General Meeting Record of Depositors as at 7 August 2023 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

By attending the EGM and/or registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents) for the EGM and matters related thereto, including but not limited to: (a) for processing and administration of proxies and representatives appointed for the EGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 1: The term "processing" and "personal data" shall have the same meaning as defined in the Personal Data Protection Act 2010.

NOTE 2: This statement should be read in conjunction with Maxis' Privacy Notice for Shareholders which is also accessible at https://maxis.listedcompany.com/general_meetings.html.

NOTE 3: For the avoidance of doubt, a member of the Company refers to a registered shareholder of Maxis and includes a personal representative or trustee of an estate (in the case of a deceased individual shareholder).

Circular to Shareholders, Proxy Form, RPEV Administrative Details, Privacy Notice for Maxis' EGM Attendees and queries related to EGM

1. The Circular to Shareholders, Proxy Form, RPEV Administrative Details and Privacy Notice for Maxis' EGM Attendees may be downloaded at this link https://maxis.listedcompany.com/general_meetings.html.
2. Members are advised to refer to the Company's announcements on Bursa Malaysia Securities Berhad's website and the Company's website at <https://maxis.listedcompany.com/home.html> from time to time for any updates on the EGM subsequent to the issuance of this Notice.
3. Any queries relating to the EGM including the lodgment of Proxy Form and the RPEV procedures 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.
4. Please refer to the RPEV Administrative Details at this link https://maxis.listedcompany.com/general_meetings.html for further details of the EGM.