

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting (“Fourteenth AGM”) 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 resolutions set out in this notice.

Online Meeting Platform : <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657)
 Day and Date : Thursday, 18 May 2023
 Time : 2.30 p.m.
 Broadcast Venue : **Auditorium, 3A Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia**
 Mode of Communication : 1) Typed text in the Online Meeting Platform. The messaging window facility will be opened for Online Participation concurrently with the Virtual Meeting Portal one (1) hour before the Fourteenth AGM, that is from 1.30 p.m. on Thursday, 18 May 2023.
 2) E-mail questions to ir@maxis.com.my prior to the Fourteenth AGM.

NO. AGENDA	ORDINARY RESOLUTIONS
1 To receive the Audited Financial Statements of the Company and of the group for the financial year ended 31 December 2022 together with 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 Constitution of the Company and, being eligible, have offered themselves for re-election: a) Alvin Michael Hew Thai Kheam b) Dato’ Hamidah binti Naziadin c) Lim Ghee Keong Please refer to Note B for further details regarding each Director.	Resolution 1 Resolution 2 Resolution 3
3 To approve the payment of Directors’ fees and benefits to the Non-Executive Directors of the Company from the conclusion of this Annual General Meeting up till the conclusion of the next Annual General Meeting of the Company to be held in 2024. Please refer to Note C on the details of the fees, and the fee structure for the Board and each of the Committees in respect of which this approval is being sought.	Resolution 4
4 To approve the payment of Directors’ fees and benefits to the Non-Executive Directors of Maxis Collections Sdn. Bhd., a wholly owned subsidiary of Maxis Berhad, from the conclusion of this Annual General Meeting up till the conclusion of the next Annual General Meeting of the Company to be held in 2024. Please refer to Note D on the details of the fees, and fee structure for the Board of the subsidiary and the Board committee in respect of which this approval is being sought.	Resolution 5
5 To re-appoint 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.	Resolution 6
As Special Business To consider and, if thought fit, to pass the following Resolutions:	
6 Continuation in Office as Independent Directors That approval be given for the following Directors to continue to act as Independent Directors of the Company: a) Alvin Michael Hew Thai Kheam (from 30 August 2023 to 29 August 2024) b) Dato’ Hamidah binti Naziadin (from 18 May 2023 to 17 May 2024) Please refer to Note F.	Resolution 7 Resolution 8

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- 7 Renewal of the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 (“CA 2016”) and waiver of pre-emptive rights to new shares under Section 85(1) of the CA 2016 read together with Rule 76.1 of the Constitution of the Company. **Resolution 9**

“THAT the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the CA 2016, to allot and issue 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, rights 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, rights 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 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 CA 2016, the Constitution of the Company, the Bursa Malaysia Securities Berhad Main Market Listing Requirements (“MMLR”) and the approvals of all relevant regulatory bodies being obtained (if required) (the “Mandate”).

AND THAT pursuant to Section 85 of the CA 2016 read together with Rule 76.1 of the Constitution of the Company, approval be given for the waiver of the pre-emptive rights of the shareholders of the Company over (a) all new shares in the Company; and (b) any offers, agreements, rights or options in respect of any new shares in the Company and any new shares in the Company which may be issued pursuant to such offers, agreements, rights or options and for the Board to be exempted, in respect of the Mandate, from any obligation to make or grant any offers, agreements, rights or options in respect of any new shares in the Company first to the existing shareholders of the Company in proportion to their respective shareholdings in the Company.”

Please refer to Note G.

- 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:
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| a) Astro Malaysia Holdings Berhad and/or its affiliates; | Resolution 10 |
| b) Usaha Tegas Sdn. Bhd. and/or its affiliates; | Resolution 11 |
| c) MEASAT Global Berhad and/or its affiliates; | Resolution 12 |
| d) Maxis Communications Berhad and/or its affiliates; | Resolution 13 |
| e) Saudi Telecom Company and/or its affiliates; | Resolution 14 |
| f) SRG Asia Pacific Sdn. Bhd.; | Resolution 15 |
| g) Malaysian Landed Property Sdn. Bhd. and/or its affiliates; and | Resolution 16 |
| h) ZenREIT Sdn. Bhd. | 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 VII respectively of the Circular to Shareholders dated 19 April 2023 issued together with this Notice of Annual General Meeting.

- 9 Proposed Establishment of a Long Term Incentive Plan for the eligible employees of Maxis Berhad and its subsidiaries (“Proposed LTIP”) and waiver of pre-emptive rights to new shares under Section 85(1) of the Companies Act 2016 (“CA 2016”) read together with Rule 76.1 of the Constitution of the Company. **Resolution 18**

“THAT subject to the approvals of all relevant regulatory authorities for the Proposed LTIP being obtained, and to the extent permitted by law and the Constitution of the Company, the Board of Directors of Maxis (“Board”) be and is hereby authorised:

- i) to establish, implement and administer the Proposed LTIP which comprises the share grant for the benefit of the employees of Maxis and its subsidiaries (excluding subsidiaries which are dormant) (including an Executive Director) who fulfill the criteria of eligibility for participation in the Proposed LTIP (“Eligible Employees”), and who are selected by the Board Remuneration Committee or any other committee comprising Directors and/or other officers or executives of the Company appointed by the Board to administer the Proposed LTIP, to be offered a grant (“Selected Employees”) in accordance with the by-laws of the Proposed LTIP (“By-Laws”) as set out in Appendix V of the Circular to Shareholders dated 19 April 2023;

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- ii) to allot and issue and/or transfer or procure the transfer, from time to time such number of new and existing ordinary shares in Maxis (“Maxis Shares”) as may be required to be issued or transferred, as the case may be, to the Selected Employees who have accepted the grant (“Grants”) pursuant to the vesting of the Grants under the Proposed LTIP, provided always that the total number of Maxis Shares to be allotted and issued and/or transferred under the Proposed LTIP shall not, when aggregated with the total number of new Maxis Shares allotted and issued and/or to be allotted and issued under the Maxis Berhad 2009 Employee Share Option Scheme and the Maxis Berhad 2015 Long Term Incentive Plan, exceed 250 million Maxis Shares at any point in time during the duration of the Proposed LTIP and that such Maxis Shares shall, upon allotment and issuance or transfer, as the case may be, rank equally in all respects with the then existing issued Maxis Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other distributions, for which the entitlement date is prior to the date on which the Maxis Shares are credited into the central depository system accounts of the respective Selected Employees who have accepted the Grants, upon vesting of their Grants under the Proposed LTIP;
- iii) to add, modify and/or amend the Proposed LTIP, By-Laws and all rules, regulations and administration relating to the Proposed LTIP and/or the administration thereof from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board, Board Remuneration Committee or any other committee established to administer the Proposed LTIP, provided that such additions, modifications, and/or amendments are effected and permitted in accordance with the provisions of the By-Laws;
- iv) establish a trust (“Trust”) to be administered by the trustee to be appointed by the Company from time to time for the administration of the Trust (“Trustee”), in accordance with the terms of a trust deed to be executed between the Trustee and the Company, to facilitate the implementation of the Proposed LTIP and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company, the subsidiaries of the Company and/or third parties to enable the Trustee to subscribe for new Maxis Shares, acquire existing Maxis Shares and/or receive treasury shares for the purpose of the Proposed LTIP and to pay expenses in relation to the administration of the Trust, if required; and
- v) to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed LTIP and the terms of the By-Laws;

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to consent to and to adopt such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws as set out in Appendix V of the Circular to Shareholders dated 19 April 2023) as it may deem fit and/or as may be required by the relevant regulatory authorities;

THAT pursuant to Section 85 of the CA 2016 read together with Rule 76.1 of the Constitution of the Company, approval be given for the waiver of the pre-emptive rights of the shareholders of the Company over any new Maxis Shares which may be allotted and/or issued and/or any grants or offers in respect of the same which may be made pursuant to or in respect of the Proposed LTIP and that the Board be exempted in respect of the Proposed LTIP, from any obligation to offer or make any grants in respect of such new Maxis Shares first to the existing shareholders of the Company in proportion to their respective shareholdings in the Company;

AND THAT the By-Laws, as set out in Appendix V of the Circular to Shareholders dated 19 April 2023, which is in compliance with the Bursa Malaysia Securities Berhad Main Market Listing Requirements, be and is hereby approved.”

Please refer to Note H.

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- 10 To transact any other business that may be transacted at the Fourteenth Annual General Meeting, of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

DIPAK KAUR
SSM PC No. 201908002620
LS 5204
 19 April 2023
 Kuala Lumpur

EXPLANATORY NOTES

- A. This Agenda item is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016 and the Constitution of the Company, the audited financial statements do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.
- B. Alvin Michael Hew Thai Kheam, Dato' Hamidah binti Naziadin and Lim Ghee Keong ("the retiring Director" or collectively "the retiring Directors") are due for retirement by rotation and are standing for re-election as Directors of the Company at the upcoming Fourteenth AGM.

For the purpose of determining the eligibility of each of the retiring Directors to stand for re-election at the Fourteenth AGM, the Board, through its Nomination Committee ("NC"), had assessed each of the retiring Directors, and considered the following:

- (i) performance and contribution based on the Self-Assessment ("SA") results of the Board Effectiveness Evaluation ("BEE") 2022;
- (ii) level of contribution to the Board and deliberations through their skills, experience and strength in qualities; and
- (iii) level of objectivity, impartiality and their abilities to act in the best interests of the Company.

In addition, the NC and the Board, in line with Practice 6.1 of the Malaysian Code on Corporate Governance ("MCCG"), had conducted an assessment of the Directors of the Company based on the relevant performance criteria which included the following:

- (a) Will and ability to critically challenge and ask the right questions;
- (b) Character and integrity in dealing with potential conflict of interest situations;
- (c) Commitment to serve the company, due diligence and integrity;
- (d) Confidence to stand up for a point of view;
- (e) Fit and properness;
- (f) Calibre and personality;
- (g) Board dynamics and participation;
- (h) Competency and capability;
- (i) Independence and objectivity; and
- (j) Contribution and performance.

The retiring Directors met the performance criteria required of an effective and a high-performance Board based on the Directors' SA results of the BEE 2022.

The NC and the Board have considered the results of the assessment conducted on these Directors and collectively agree that they each meet the criteria of character, experience, integrity, competence and time required to effectively discharge their respective roles as Directors as prescribed by Paragraph 2.20A of the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("MMLR"), and additionally have satisfied the Directors' fit and proper assessment criteria. The Board approved the NC's recommendation that the Directors who retire in accordance with Rule 131.1 of the Constitution of the Company, namely Alvin Michael Hew Thai Kheam, Dato' Hamidah binti Naziadin and Lim Ghee Keong are eligible to stand

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for re-election. The retiring Directors had abstained from deliberations and decisions on their own eligibility and suitability to stand for re-election at the relevant NC and Board meetings. The profiles of the retiring Directors are set out on pages 5 and 8 of the Company's Integrated Annual Report for the financial year ended 31 December 2022. The retiring Directors do not hold any shares in Maxis, have no family relationship with any Director and/or major shareholder of Maxis, have no conflict of interests with Maxis and have not been convicted of any offence within the past five (5) years and have not been imposed with any penalty by the relevant regulatory bodies during the financial year ended 2022.

The retiring Directors referred to in Resolutions 1 to 3 will abstain from voting on the resolution in respect of their re-election at the Fourteenth AGM.

- C. Payment of Directors' Remuneration to the Non-Executive Directors of the Company from the conclusion of this meeting up till the conclusion of the next Annual General Meeting of the Company in 2024.

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits ("Remuneration") payable to the Directors of the Company are required 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 of the Company in respect of the period commencing from the conclusion of this Annual General Meeting up till the conclusion of the next Annual General Meeting of the Company in 2024 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.

Remuneration Structure	Monthly Fees/BIK (RM)
Chairman's Fees	33,334
Directors' Fees	20,834
Chairman of Audit and Risk Committee	10,000
Chairman of Remuneration Committee	4,167
Chairman of Nomination Committee	4,167
Chairman of Transformation Committee	10,000
Chairman of Government and Regulatory Affairs Committee	4,167
Member of Audit and Risk Committee	4,167
Member of Remuneration Committee	1,667
Member of Nomination Committee	1,667
Member of Transformation Committee	4,167
Member of Government and Regulatory Affairs Committee	1,667
Chairman's BIK	5,500

Note: *There are no changes to the remuneration structure and monthly fees for the Directors since the last AGM. The Chairman's BIK comprises company car and driver benefits, which BIK value is based on the prescribed value method issued by the Inland Revenue Board of Malaysia - Benefits In Kind (Public Ruling 11/2019).*

If passed, this shareholders' approval will allow the Company to make payment of Remuneration to Non-Executive Directors on a monthly basis in accordance with the remuneration structure set out above from the conclusion of this Annual General Meeting up till the next Annual General Meeting of the Company to be held in 2024.

- D. Payment of Directors' Remuneration to the Non-Executive Directors of Maxis Collections Sdn. Bhd. ("MCSB"), a wholly owned subsidiary of Maxis Berhad, from the conclusion of this meeting up till the conclusion of the next Annual General Meeting of the Company in 2024.

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits ("Remuneration") payable to the Directors of the subsidiaries of the Company are required to be approved by shareholders at a general meeting.

The Company is requesting shareholders' approval for the payment of Remuneration to the Non-Executive Directors of MCSB in respect of the period commencing from the conclusion of this Annual General Meeting up till the conclusion of the next Annual General Meeting of the Company in 2024 in accordance with the remuneration structure set out below. The Remuneration comprises fees payable to the Non-Executive Directors and members of the Audit and Risk Committee of MCSB.

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Description	Monthly Fees (RM)
Directors' fees and fee as member of the Audit and Risk Committee ("ARC")	5,000 in aggregate (whether as Director only or as Director and member of ARC)

If passed, this shareholders' approval will allow MCSB to make payment of Remuneration to the Non-Executive Directors of MCSB on a monthly basis in accordance with the remuneration structure set out above from the conclusion of this Annual General Meeting up till the next Annual General Meeting of the Company to be held in 2024.

- E. The Audit and Risk Committee ("ARC") and the Board have considered the re-appointment of PwC as Auditors of the Company and collectively agreed that PwC meets the criteria of the adequacy of resources and experience prescribed by Paragraph 15.21 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("MMLR").

The ARC, at its meeting held on 20 February 2023, has made an assessment of the suitability and independence of the external auditors, PwC in accordance with the External Auditor Independence Policy of the Group and the criteria under Paragraph 15.21 of the MMLR. It had also considered the information presented by PwC in its 2022 Audit Transparency Report as per Guidance 9.3 of the Malaysian Code on Corporate Governance.

The ARC was satisfied with the suitability of PwC based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Maxis Group. The ARC was also satisfied in its review that the provisions of non-audit services by PwC to the Company and the Group for the financial year ended 2022 did not in any way impair their objectivity and independence as external auditors of the Maxis Group.

The Board, at its meeting held on 21 February 2023, approved the ARC's recommendation for shareholders' approval to be sought at the Fourteenth AGM for the appointment of PwC as external auditors of the Company for the financial year ending 2023, in accordance with Rule 90 of the Constitution of the Company and Section 274(1)(a) of the Companies Act 2016.

- F. Alvin Michael Hew Thai Kheam ("AMH") was appointed as Independent Director on 30 August 2012 and had exceeded a cumulative tenure of nine (9) years after 30 August 2021. Pursuant to the shareholders' approvals obtained at the Company's Twelfth and Thirteenth Annual General Meetings respectively, AMH was authorised to continue serving on the Board as Independent Director up till 29 August 2023. Meanwhile, Dato' Hamidah binti Naziadin ("DHN") was appointed as Independent Director on 1 February 2014. Pursuant to the Malaysian Code on Corporate Governance ("MCCG"), DHN is entitled to continue serving on the Board as an Independent Director, following the expiry of her nine (9)-year tenure on 1 February 2023, up till the conclusion of the Fourteenth AGM. In accordance with the MCCG, the Board, through the NC, undertook relevant assessments and recommended for AMH to continue to serve as Independent Non-Executive Director for a further one (1) year period from 30 August 2023 to 29 August 2024, and for DHN to continue to serve as Independent Non-Executive Director from 18 May 2023 up till 17 May 2024 based on the following justifications:

- (a) AMH and DHN have fulfilled the criteria of an Independent Director as stated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements. AMH and DHN have demonstrated their objectivity and independence when providing their views and contributions as members of the Board when considering Board-related matters and in discharging their responsibilities as Directors. They are not hesitant to challenge the rest of the Board members and Management team.
- (b) The length of time that they have remained in their role have not interfered with their ability to exercise independent judgment as Independent Directors and they have continued to contribute to the performance and positive dynamics of the Board.
- (c) AMH and DHN, together with the other Independent Directors, each function as a check and balance to the Board and in the exercise of objectivity as Directors. Their insights and guidance provide impartiality to matters considered at the meetings of the Board and Committees.
- (d) AMH and DHN have vast experience, knowledge and skills in a diverse range of businesses and therefore continually provide constructive opinion, counsel, oversight and guidance as Directors. Additionally, the Board benefits from the deep experience and firm-specific knowledge brought by AMH and DHN, which provide stronger monitoring and relevant counsel to Management, and also ensure continuity in the strategic direction as determined by the Board.
- (e) AMH has international chief executive officer, and operational experience, and brings multi-perspective experiences and best practices to the Board and Maxis.

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- (f) DHN has specialised knowledge of human resources (HR) and sustainability practices in Malaysia and the region which she brings to the Board and Maxis. DHN has experience and hands-on capabilities in mentoring and coaching young talent and women at various formal and informal settings.
- (g) AMH and DHN have devoted sufficient time and attention to their professional obligations to Maxis required for informed and balanced decision making.

The Board continues to dedicate their efforts in searching the market for suitably qualified Independent Directors, including women directors who fulfil the required attributes and who can contribute to Maxis in its growth strategy. Board appointments are based on merits, skills, experience, gaps in Board composition and requirements of Maxis, and are not limited to the element of independence or gender.

The NC and Board are satisfied that AMH and DHN have been able to exercise independent judgment and that they act consistently in the best interests of the Company. AMH and DHN have continued to exercise their independence and due care during their present tenure as Independent Non-Executive Directors, and have contributed in their roles as follows:

AMH: Chairman of the Transformation Committee, and member of the Audit and Risk Committee, Nomination Committee and Remuneration Committee.

DHN: Chairman of the Nomination Committee and Remuneration Committee, and member of the Audit and Risk Committee.

AMH and DHN have abstained from all deliberations and voting at the NC and Board in relation to the recommendation of the resolution to the shareholders in respect of their respective continuation to act as Independent Directors of the Company.

The profiles of AMH and DHN are set out on page 5 of the Company's Integrated Annual Report for the financial year ended 31 December 2022. AMH and DHN do not hold any shares in Maxis, have no family relationship with any Director and/or major shareholder of Maxis, have no conflict of interests with Maxis and have not been convicted of any offence within the past five (5) years and have not been imposed any penalty by the relevant regulatory bodies during the financial year ended 2022.

- G. Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") and waiver of pre-emptive rights to new shares under Section 85(1) of the CA 2016 read together with Rule 76.1 of the Constitution of the Company.

The Ordinary Resolution proposed pursuant to this resolution is for the purpose of renewing the general mandate for issuance of shares by the Company pursuant to Sections 75 and 76 of the CA 2016.

The Company did not issue any shares pursuant to Sections 75 and 76 of the CA 2016 under the general mandate sought at the Thirteenth Annual General Meeting held on 28 April 2022, which will lapse upon the conclusion of the forthcoming Fourteenth AGM to be held on 18 May 2023.

The proposed resolution, if passed, will give authority to the Directors of the Company, from the date of this Annual General Meeting, to allot and issue shares or to make or grant offers, agreements, rights or options in respect of shares to such persons in their absolute discretion, including to make or grant offers, agreements, rights 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 allot and issue 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.

Details relating to Section 85(1) of the CA 2016 and Rule 76.1 of the Constitution of the Company

Pursuant to Section 85(1) of the CA 2016 read together with Rule 76.1 of the Constitution of the Company, shareholders of the Company have pre-emptive rights to be offered new shares in the Company in proportion to their shareholdings in the Company.

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Section 85(1) of the CA 2016 provides as follows:

“85 Pre-emptive rights to new shares

- (1) *Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relevant voting and distribution rights of those shareholders.”*

The relevant portion of Rule 76.1 of the Constitution of the Company provides as follows:

“76.1. Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible Securities proposed to be issued shall, before they are issued be offered to such persons as are at the date of the offer entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled...”

In order for the Board to allot and issue any new shares in the Company pursuant to the general mandate sought at the upcoming Annual General Meeting without first having to offer those shares to the shareholders of the Company in proportion to their shareholdings in the Company, the shareholders’ pre-emptive rights under Section 85(1) of the CA 2016 read together with Rule 76.1 of the Constitution of the Company must first be waived. This resolution, if passed, will exclude such pre-emptive rights and will enable the Board to issue and allot shares in the Company and to make or grant offers, agreements, rights or options in respect of new shares in the Company pursuant to the general mandate obtained directly to or with the intended allottees, placees and/or subscribers identified by the Board without being subject to the shareholders’ pre-emptive rights.

- H. Detailed information regarding the Proposed LTIP is set out in Part B of the Circular to Shareholders dated 19 April 2023, and the By-Laws is set out in Appendix V of the said Circular. Resolution 18, if passed, will enable the Company to, amongst others, establish, implement and administer the Proposed LTIP for the benefit of the Eligible Employees, in accordance with the By-Laws.

In order for the Board to issue and allot any new Maxis Shares in accordance to the terms of the Proposed LTIP without first having to offer those shares to the shareholders of the Company in proportion to their shareholdings in the Company, the shareholders’ pre-emptive rights under Section 85(1) of the Companies Act 2016 read together with Rule 76.1 of the Constitution of the Company must first be waived. This resolution, if passed, will exclude such pre-emptive rights and will enable the Board to allot and issue and make grants and offers in respect of new Maxis Shares pursuant to the Proposed LTIP directly to the Eligible Employees pursuant to the Proposed LTIP without being subject to the shareholders’ pre-emptive rights.

Notes:

1. Virtual AGM

- (i) The Fourteenth AGM 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 on Boardroom Smart Investor Portal at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657). Please follow the procedures provided in the RPEV Administrative Details for the Fourteenth AGM 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 Fourteenth AGM. Members may use the query box facility to submit questions in real time during the live streaming of the Fourteenth AGM or e-mail questions to ir@maxis.com.my prior to the meeting.
- (iii) The venue of the Fourteenth AGM 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.

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2. Proxy

- (i) Since the Fourteenth AGM 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., at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than Wednesday, 17 May 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 Share Registrars Sdn. Bhd. via e-mail to bsr.helpdesk@boardroomlimited.com no later than Wednesday, 17 May 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 Wednesday, 17 May 2023 at 2.30 p.m. (please refer to the RPEV Administrative Details available at <https://maxis.listedcompany.com/ar2022.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 form of proxy 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 MMLR, all the resolutions at the Fourteenth AGM 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 Fourteenth AGM.
- (iii) Upon completion of the voting session for the Fourteenth AGM, the Independent Scrutineers will verify and announce the poll results followed by the Chairman of the meeting's declaration whether the resolutions are duly passed.

Notice of Annual General Meeting

Members Entitled to Attend

For purposes of determining the entitlement of a member to attend the Fourteenth AGM, 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 10 May 2023. Only a depositor whose name appears on the General Meeting Record of Depositors as at 10 May 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

Please refer to the Company's Compliance with the Personal Data Protection Act 2010 statement as found on page 219 of Maxis Integrated Annual Report 2022.

By attending the AGM 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 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 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/corporate_governance.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).

Maxis Integrated Annual Report 2022, Corporate Governance Report 2022, Circular to Shareholders, Proxy Form, RPEV Administrative Details, Privacy Notice for Maxis' Fourteenth AGM Attendees and queries related to Fourteenth AGM

1. Maxis Integrated Annual Report 2022, Corporate Governance Report 2022, Circular to Shareholders, Proxy Form, RPEV Administrative Details and Privacy Notice for Maxis' Fourteenth AGM Attendees may be downloaded at this link <https://maxis.listedcompany.com/ar2022.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 www.maxis.com.my from time to time for any updates on the Fourteenth AGM subsequent to the issuance of this Notice.
3. Any queries relating to the Fourteenth AGM 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/ar2022.html> for further details of the Fourteenth AGM.