



MAXIS BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting (“17th AGM”) of MAXIS BERHAD (“Maxis” or “the Company”) will be held on Thursday, 14 May 2026 at 2.30 p.m. at The Vertical, Connexion Conference & Event Centre, Grand Summit Ballroom (Level M1), Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia for the purpose of considering and, if thought fit, passing with or without modifications the resolutions set out in this notice.

NO. AGENDA	ORDINARY RESOLUTIONS
<p>1 To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. Please refer to Note A.</p>	
<p>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:</p> <p>(a) Mohammed Abdullah K. Alharbi (b) Ong Chu Jin Adrian</p> <p>Dato’ Hamidah binti Naziadin, who also retires by rotation in accordance with Rule 131.1 of the Constitution of the Company, has expressed her intention not to seek re-election at the 17th AGM. Hence, she will retain office until the conclusion of the 17th AGM. Please refer to Note B.</p>	<p>Resolution 1 Resolution 2</p>
<p>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 until the conclusion of the next Annual General Meeting of the Company to be held in 2027. Please refer to Note C.</p>	<p>Resolution 3</p>
<p>4 To re-appoint PricewaterhouseCoopers PLT (LLP0014401-LCA & AF 1146) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and to authorise the Directors to fix their remuneration. Please refer to Note D.</p>	<p>Resolution 4</p>
<p>As Special Business To consider and, if thought fit, to pass the following Resolutions:</p> <p>5 Renewal of the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 (“CA 2016”).</p>	<p>Resolution 5</p>

“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 and the approvals of all relevant regulatory bodies being obtained (if required).”
Please refer to Note E.

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6 To obtain shareholders' mandate for the Company and/or its subsidiaries to enter recurrent related party transactions ("RRPTs") of a revenue or trading nature with:

- (i) Astro Malaysia Holdings Berhad and/or its affiliates;
- (ii) Usaha Tegas Sdn. Bhd. and/or its affiliates;
- (iii) MEASAT Global Berhad and/or its affiliates;
- (iv) Maxis Communications Berhad and/or its affiliates;
- (v) Saudi Telecom Company and/or its affiliates;
- (vi) SRG Asia Pacific Sdn. Bhd.; and
- (vii) Malaysian Landed Property Sdn. Bhd. and/or its affiliates.

Resolution 6
Resolution 7
Resolution 8
Resolution 9
Resolution 10
Resolution 11
Resolution 12

The details of such RRPTs and the full text of Ordinary Resolution 6 to Ordinary Resolution 12 are set out in Appendix I and Appendix V respectively of the Circular to Shareholders dated 16 April 2026 issued together with this Notice of 17th AGM.

7 To transact any other business that may be transacted at the 17th AGM 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 (LS 5204)
 SSM PC No. 201908002620
 Company Secretary

Kuala Lumpur
 16 April 2026

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 ("CA 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. **Ordinary Resolutions 1 and 2:** Mohammed Abdullah K. Alharbi and Ong Chu Jin Adrian are due for retirement by rotation pursuant to Rule 131.1 of the Constitution of the Company and, being eligible, are standing for re-election.

Dato' Hamidah binti Naziadin, who also retires by rotation in accordance with Rule 131.1 of the Constitution of the Company, has expressed her intention not to seek re-election at the 17th AGM. Hence, she will retain office until the conclusion of the 17th AGM.

To determine the eligibility of each of the retiring Directors (referred to in Ordinary Resolutions 1 and 2) standing for re-election at the 17th AGM, the Board, through its Nomination and Remuneration Committee ("NRC"), had assessed each of the retiring Directors, and considered the following:

- (i) their performance and contribution based on the evaluation results of the Board Effectiveness Evaluation ("BEE") 2025;
- (ii) level of contribution to the Board and deliberations through their skills, experience and strength in qualities;
- (iii) level of objectivity, impartiality and their abilities to act in the best interests of the Company; and
- (iv) their fit and properness in accordance with the Company's Fit and Proper Policy.

In addition, the NRC and the Board, in line with Practice 6.1 of the Malaysian Code on Corporate Governance ("MCCG"), had assessed all the Directors of the Company based on the relevant performance criteria which include 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) Level of competency and knowledge of the industry;
- (f) Fit and properness;
- (g) Calibre and personality;
- (h) Board dynamics and participation;
- (i) Independence and objectivity; and
- (j) Contribution and performance.

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The NRC and the Board have considered the results of the assessment conducted on the retiring Directors and collectively agreed that they each meet the criteria of character, experience, integrity, competence and time required to effectively discharge their respective roles as Directors as prescribed under 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 retiring Directors met the performance criteria required of an effective and a high-performance Board.

The Board approved the NRC’s recommendation that the retiring Directors, namely Mohammed Abdullah K. Alharbi and Ong Chu Jin Adrian are eligible to stand for re-election.

The retiring Directors have abstained from deliberations and decisions on their respective eligibility and suitability to stand for re-election at the relevant Board meeting. The profiles and conflict of interest disclosure, where applicable, of the retiring Directors are set out on pages 93 to 95 of the Company’s Integrated Annual Report for the financial year ended 31 December 2025. Save as disclosed therein, 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 interest or potential conflict of interest including any interest in any competing business with Maxis or its subsidiaries, 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 2025.

Any Director referred to in Ordinary Resolutions 1 and 2 who is also a shareholder of the Company will abstain from voting on the resolution in respect of his re-election at the 17th AGM.

- C. Payment of Directors’ Remuneration to the Non-Executive Directors of the Company from this Annual General Meeting until the next Annual General Meeting of the Company in 2027.

Pursuant to Section 230(1) of the CA 2016, fees and benefits (“Remuneration”) payable to the Directors of the Company shall 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 until the conclusion of the next Annual General Meeting of the Company in 2026 (“Mandate Period”) in accordance with the remuneration structure set out below. The Remuneration comprises fees and/or benefits (which include meeting allowances) payable to the Chairman, members of the Board, and/or the Chairmen and members of Board Committees.

Remuneration Structure		(RM)
Chairman Fees		33,334 per month
Director Fees		20,834 per month
Chairman of Audit and Risk Committee Fees		10,000 per month
Chairman of Transformation Committee Fees		10,000 per month
Chairman of Nomination and Remuneration Committee Fees		4,167 per month
Member of Audit and Risk Committee Fees		4,167 per month
Member of Transformation Committee Fees		4,167 per month
Member of Nomination and Remuneration Committee Fees		1,667 per month
Chairman’s Benefits <i>Company car and driver</i>		5,600 per month
Directors’ Benefits comprising Meeting Allowances	Board Meetings	2,000 per meeting
	Committee Meetings	2,000 per meeting
Directors’ Benefits (other than Meeting Allowances)		Up to 100,000

Note:

The Chairman’s benefits comprise company car and driver benefits. Directors’ benefits (which will also be made available to the Chairman) comprise meeting allowances and the aggregate amount provided for telecommunication-related facilities.

If passed, this shareholders’ approval will allow the Company to make payment of fees monthly and meeting allowances to the Non-Executive Directors of the Company and to make available the benefits as and when incurred, in accordance with the remuneration structure set out above within the Mandate Period.

Any Non-Executive Director who is also a shareholder of the Company will abstain from voting on Ordinary Resolution 3 in respect of the Remuneration to the Non-Executive Directors of the Company at the 17th AGM.

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- D. The Audit and Risk Committee (“ARC”) and the Board have considered the re-appointment of PricewaterhouseCoopers PLT (“PwC”) as Auditors of the Company and collectively agreed that PwC meets the criteria prescribed by Paragraph 15.21 of the MMLR.

The ARC, at its meeting held on 9 February 2026, had assessed 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 2025 Audit Transparency Report as per Guidance 9.3 of the MCCG.

The ARC was satisfied with the suitability of PwC based on the quality of audit, performance, competency, experience 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 2025 did not impair their objectivity and independence as external auditors of the Maxis Group.

The Board, at its meeting held on 11 February 2026, approved the ARC’s recommendation for shareholders’ approval to be sought at the 17th AGM for the re-appointment of PwC as external auditors of the Company for the financial year ending 2026, in accordance with Rule 90 of the Constitution of the Company, Section 340(1)(c) and Section 274(1)(a) of the CA 2016.

- E. Authority to allot and issue shares pursuant to Sections 75 and 76 of the CA 2016.

Ordinary Resolution 5 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 16th Annual General Meeting held on 15 May 2025, which will lapse upon the conclusion of the forthcoming 17th AGM to be held on 14 May 2026.

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 placement of shares for the purposes of raising funding for investment(s), working capital and general corporate purposes as deemed necessary.

Notes:

1. Proxy

- (i) A member of the Company is entitled to appoint a proxy or proxies to attend, participate, speak and vote in his stead, subject to the following provisions:
- (a) save as provided for in Note 1(ii), the CA 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.
- (ii) For the avoidance of doubt, and subject always to Note 1(i)(b), the CA 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 CA 2016) may appoint up to (but not more than) five (5) proxies.

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- (iii) A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (iv) The appointment of proxy 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 hardcopy Proxy Form shall be deposited at the office of the Share Registrar of the Company, 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, 13 May 2026 at 2.30 p.m.
 - (b) By Electronic Means

The Proxy Form may be submitted electronically no later than Wednesday, 13 May 2026 at 2.30 p.m. as follows:

 - (i) via e-mail to the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. at bsr.proxy@boardroomlimited.com; or
 - (ii) via electronic means (“e-Proxy”) through the Boardroom Smart Investor Portal (“BSIP”) at <https://investor.boardroomlimited.com> by logging in and selecting “Submit eProxy Form” (please refer to the Administrative Details available at https://maxis.listedcompany.com/general_meetings.html for further information on electronic submission).
- (v) 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.
- (vi) The lodging of a Proxy Form does not preclude a member from attending and voting at the meeting should the member subsequently decide to do so.

2. Voting

- (i) Pursuant to Paragraph 8.29A(1) of the MMLR, all the resolutions at the 17th AGM of the Company shall be put to vote by way of poll.
- (ii) Please refer to the voting procedures as specified in the Administrative Details for the 17th AGM.
- (iii) Upon completion of the voting session for the 17th 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.

Members Entitled to Attend

For purposes of determining the entitlement of a member to attend the 17th 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 7 May 2026. Only a depositor whose name appears on the General Meeting Record of Depositors as at 7 May 2026 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 17th AGM and/or registering via the BSIP and/or submitting the instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the 17th AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the processing of the member’s personal data, including his/her name, National Registration Identity Card number (if Malaysian) or passport number (if non-Malaysian), fixed-line telephone or mobile number, e-mail address and business contact information, as requested or obtained by the Company (or its agents) from the member or his/her authorised person, by the Company (or its agents) for the 17th AGM and matters related thereto, including but not limited to:
 - (a) for processing and administration of proxies and representatives appointed for the 17th AGM;
 - (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the 17th AGM (which includes any adjournments thereto);
 - (c) for the Company’s (or its agents’) compliance with any applicable laws, listing rules, regulations, codes and/or guidelines; and
 - (d) for the disclosures to regulatory authorities, service providers, vendors, etc. (collectively, the “Purposes”),

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- (ii) undertakes and warrants that he/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. It is necessary for us to collect and process the personal data of the proxies and representatives, subject always to applicable laws, to facilitate the attendance of such proxies and representatives at the 17th AGM. If you would like to make any inquiries or complaints in relation to your personal data or would like to access, correct or limit the personal data held by us, you may contact our Company Secretary at +603-2330 7000.

Notes:

1. The terms "processing" and "personal data" shall have the same meaning as defined in the Personal Data Protection Act 2010.
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.
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).
4. The Company's compliance with the Personal Data Protection Act 2010 statement is found in the Maxis Integrated Annual Report 2025.

Maxis Integrated Annual Report 2025, Corporate Governance Report 2025, Circular to Shareholders, Proxy Form, Administrative Details, Privacy Notice for Maxis' 17th AGM Attendees and queries related to 17th AGM

1. Maxis Integrated Annual Report 2025, Corporate Governance Report 2025, Circular to Shareholders, Proxy Form, Administrative Details and Privacy Notice for Maxis' 17th AGM 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 www.maxis.com.my from time to time for any updates on the 17th AGM subsequent to the issuance of this Notice.
3. Any queries relating to the 17th AGM including the lodgment of Proxy Form may be directed to bsr.proxy@boardroomlimited.com. For the avoidance of doubt, save for making the foregoing queries, you may not use the said e-mail address to communicate with the Company for any other purposes. Any queries relating to the resolutions to be tabled at the 17th AGM may be submitted prior to the 17th AGM via the BSIP at <https://investor.boardroomlimited.com> or e-mail to ir@maxis.com.my.
4. Please refer to the Administrative Details at this link https://maxis.listedcompany.com/general_meetings.html for further details on the 17th AGM.