

Resolution 7

MAXIS BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting ("16th AGM") of MAXIS BERHAD ("Maxis" or "the Company") will be held on Thursday, 15 May 2025 at 2.30 p.m. at Nexus, Connexion Conference & Event Centre, Grand Nexus Ballroom (Level 3A), Bangsar South City, No. 7, 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.

ORDINARY NO. AGENDA **RESOLUTIONS** To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. Please refer to Note A. To re-elect Datuk Johan bin Idris who retires pursuant to Rule 116 of the Constitution of the Company Resolution 1 and, being eligible, has offered himself for re-election. Please refer to Note B. 3 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: Uthaya Kumar A/L K Vivekananda Resolution 2 **Resolution 3** b) Ooi Huey Tyng Lim Ghee Keong Resolution 4 Please refer to Note B. Resolution 5 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 2026. Please refer to Note C. To re-appoint Pricewaterhouse Coopers PLT (LLP0014401-LCA & AF 1146) as Auditors of the Company Resolution 6 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. As Special Business To consider and, if thought fit, to pass the following Resolutions: **Continuation in Office as Independent Director**

That approval be given for Dato' Hamidah binti Naziadin to continue to act as an Independent

Director of the Company from 18 May 2025 until 31 January 2026. Please refer to Note E.

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Renewal of the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016").

Resolution 8

"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 F.

- 8 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:
 - a) Astro Malaysia Holdings Berhad and/or its affiliates;
 - b) Usaha Tegas Sdn. Bhd. and/or its affiliates;
 - c) MEASAT Global Berhad and/or its affiliates;
 - d) Maxis Communications Berhad and/or its affiliates;
 - e) Saudi Telecom Company and/or its affiliates;
 - f) SRG Asia Pacific Sdn. Bhd.;
 - g) Malaysian Landed Property Sdn. Bhd. and/or its affiliates;
 - h) ZenREIT Sdn. Bhd.; and
 - i) Bumi Armada Automation International Sdn. Bhd.

Resolution 9
Resolution 10
Resolution 11
Resolution 12
Resolution 13
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Resolution 17

The details of such RRPTs and the full text of Ordinary Resolution 9 to Ordinary Resolution 17 are set out in Appendix I and Appendix VI respectively of the Circular to Shareholders dated 16 April 2025 issued together with this Notice of Annual General Meeting.

To transact any other business that may be transacted at the 16th 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 2025

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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. (i) Ordinary Resolution 1: Datuk Johan bin Idris was appointed as a Director of the Company on 1 March 2025. He is due for retirement pursuant to Rule 116 of the Constitution of the Company and being eligible, is standing for re-election.
 - (ii) Ordinary Resolutions 2, 3 and 4: Uthaya Kumar A/L K Vivekananda, Ooi Huey Tyng and Lim Ghee Keong 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.

To determine the eligibility of each of the retiring Directors (referred to in Ordinary Resolutions 1, 2, 3 and 4) standing for re-election at the 16th AGM, the Board, through its Nomination and Remuneration Committee ("NRC"), had assessed each of the retiring Directors, and considered the following:

- (i) level of contribution to the Board and deliberations through their skills, experience and strength in qualities;
- (ii) level of objectivity, impartiality and their abilities to act in the best interests of the Company; and
- (iii) the retiring Directors' fit and properness in accordance with the Fit and Proper Policy.

In addition:

- 1. For the retiring Directors standing for re-election under Ordinary Resolutions 2, 3 and 4, the NRC and Board reviewed their performance and contribution based on the independent evaluation results of the Board and Directors' Effectiveness Evaluation ("BDEE") 2024 as facilitated by the Institute of Corporate Directors Malaysia.
- 2. 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.

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 Datuk Johan bin Idris, Uthaya Kumar A/L K Vivekananda, Ooi Huey Tyng and Lim Ghee Keong 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 NRC and Board meetings. The profiles and conflict of interest disclosures of the retiring Directors are set out on pages 60, 61 and 64 of the Company's Integrated Annual Report for the financial year ended 31 December 2024. 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 2024.

Any Director referred to in Ordinary Resolutions 1 to 4, who is a shareholder of the Company will abstain from voting on the resolution in respect of his/her re-election at the 16th 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 2026.



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 Company car and driver		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

Notes:

- 1. The only changes to the remuneration structure being proposed since the last Annual General Meeting are:
 - (a) the removal of the fees payable to the Chairman and members of the Government and Regulatory Affairs Committee which was dissolved on 1 April 2025; and
 - (b) the introduction of meeting allowances for Directors of RM2,000 per Board and Committee meeting.
- 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 a shareholder of the Company will abstain from voting on Ordinary Resolution 5 in respect of the Remuneration to the Non-Executive Directors of the Company at the 16th AGM.

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 11 February 2025, 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 2024 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 2024 did not impair their objectivity and independence as external auditors of the Maxis Group.

The Board, at its meeting held on 12 February 2025, approved the ARC's recommendation for shareholders' approval to be sought at the 16th AGM for the re-appointment of PwC as external auditors of the Company for the financial year ending 2025, 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. Dato' Hamidah binti Naziadin ("DHN") was appointed as Independent Director on 1 February 2014 and has exceeded a cumulative tenure of nine (9) years. Pursuant to the shareholders' approval obtained at the Company's 15th Annual General Meeting held on 16 May 2024, DHN was authorised to continue serving on the Board as Independent Director until 17 May 2025.

In accordance with the MCCG, the Board, through the NRC, undertook relevant assessments and recommended for DHN to continue to serve as Independent Non-Executive Director from 18 May 2025 until 31 January 2026, after which she will reach her twelve (12)-year tenure as an Independent Director and would no longer be regarded as an Independent Director pursuant to the MMLR.

DHN has abstained from deliberation and voting at the relevant NRC and Board meetings in respect of the recommendation on DHN's continuation to act as an Independent Director of the Company.

The NRC and Board's recommendations are based on the following justifications:

- (a) DHN has fulfilled the criteria of an Independent Director as stated in the MMLR. She has demonstrated her objectivity and independence both in substance and form. DHN is not hesitant to challenge the rest of the Board members and Management team while discharging her responsibilities as a Director and previously as Interim Chairman (from 1 July 2024 to 28 February 2025), and when considering Board/Committee matters.
- (b) DHN is free from any conflicts of interest. As an Independent Director, Chairman of the NRC, and Member of the ARC, DHN provides constructive independent counsel to the Board Committees and Board, and guidance to Management in the best interests of Maxis.
- (c) DHN with her expertise in human resources, people management, governance, and corporate social responsibility, brings invaluable insights to the Board. Her extensive cross-industry experience enables her to offer practical counsel, oversight, and strategic guidance in Board and Committee matters. Her impartial insights are crucial for the deliberations of the Board and its Committees. DHN also has experience mentoring and coaching young talent and women.
- (d) The length of time that DHN has remained in her role has not interfered with her ability to exercise independent judgement as an Independent Director and she has continued to contribute to the performance and positive dynamics of the Board Committees and Board.
- (e) 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.
- (f) DHN has devoted sufficient time and attention to her professional obligations to Maxis required for informed and balanced decision making.

DHN served as Interim Chairman from 1 July 2024 until 28 February 2025 and resumed her role as Independent Non-Executive Director following the appointment of Datuk Johan bin Idris as Chairman on 1 March 2025.

The Board continues to dedicate its 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.

The NRC and Board are satisfied that DHN consistently demonstrates independent judgement and acts in the best interests of the Company.

DHN's profile is set out on page 60 of the Company's Integrated Annual Report for the financial year ended 31 December 2024. DHN does not hold any shares in Maxis, has no family relationship with any Director and/or major shareholder of Maxis, has no conflict of interest or potential conflict of interest including any interest in any competing business with Maxis or its subsidiaries, has not been convicted of any offence within the past five (5) years and has not been imposed with any penalty by the relevant regulatory bodies during the financial year ended 2024.

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

Ordinary Resolution 8 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 15th Annual General Meeting held on 16 May 2024, which will lapse upon the conclusion of the forthcoming 16th AGM to be held on 15 May 2025.

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

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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.
- (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) <u>In Hardcopy Form</u>

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, 14 May 2025 at 2.30 p.m.

(b) By Electronic Means

The Proxy Form may be submitted electronically no later than Wednesday, 14 May 2025 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.helpdesk@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 e-Proxy 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 16th 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 16th AGM.
- (iii) Upon completion of the voting session for the 16th 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 16th 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 2025. Only a depositor whose name appears on the General Meeting Record of Depositors as at 7 May 2025 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 16th 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 16th AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the processing of the member's personal data by the Company (or its agents) for the 16th AGM and matters related thereto, including but not limited to:
 - (a) for processing and administration of proxies and representatives appointed for the 16th AGM;
 - (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the 16th 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 quidelines (collectively, the "Purposes"),
- (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.

Notes:

- 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 2024.

Maxis Integrated Annual Report 2024, Corporate Governance Report 2024, Circular to Shareholders, Proxy Form, Administrative Details, Privacy Notice for Maxis' 16th AGM Attendees and queries related to 16th AGM

- 1. Maxis Integrated Annual Report 2024, Corporate Governance Report 2024, Circular to Shareholders, Proxy Form, Administrative Details and Privacy Notice for Maxis' 16th 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 16th AGM subsequent to the issuance of this Notice.
- 3. Any queries relating to the 16th AGM including the lodgment of Proxy Form 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 e-mail address to communicate with the Company for any other purposes. Any queries relating to the resolutions to be tabled at the 16th AGM may be submitted prior to the 16th 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 16th AGM.