



NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Malayan Banking Berhad ("Maybank" or "Company") will be held at the Grand Ballroom, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Thursday, 6 April 2017 at 12.00 noon or immediately following the conclusion or adjournment (as the case may be) of the 57th Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE GRANT PLAN OF UP TO 7.5% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME ("PROPOSED ESGP")

"THAT subject to the approvals being obtained from the relevant regulating authorities, including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the new ordinary shares in Maybank ("Maybank Shares") to be issued pursuant to the award of Maybank Shares under the Proposed ESGP of Maybank, approval be and is hereby given to the Directors to:

- (i) establish, implement and administer the Proposed ESGP for the benefit of the eligible employees and executive director(s) ("Executive Director(s)") of Maybank and its branches and subsidiaries in Malaysia and overseas, excluding subsidiaries which are dormant ("Participating Maybank Group") who fulfil the criteria of eligibility for participation in the Proposed ESGP ("Eligible Employees") in accordance with the by-laws of the Proposed ESGP set out in Appendix II of the circular to shareholders of Maybank dated 16 March 2017 ("By-Laws") and subject to such Proposed ESGP not being in contravention with any laws, regulatory requirements and/or administrative constraints in each respective country;
- (ii) issue and allot from time to time such number of new Maybank Shares as may be required to be issued and allotted to the Eligible Employees pursuant to their vesting of Maybank Shares under the Proposed ESGP, provided that the total number of new Maybank Shares to be issued and allotted and/or transferred shall not exceed 7.5% in aggregate of the total number of issued shares of Maybank (excluding treasury shares) at any point of time during the duration of the Proposed ESGP and that such new Maybank Shares shall, upon issuance and allotment, rank equally in all respects with the existing Maybank Shares, save and except that they shall not be entitled to any dividends, voting rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of issuance and allotment of the new Maybank Shares and will be subject to all the provisions of the constitution of the Company (currently referred to as the Memorandum and Articles of Association of the Company) as amended from time to time relating to transfer, transmission or otherwise; and
- (iii) modify and/or amend the Proposed ESGP from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments;

THAT the Directors be and are hereby authorised to give effect to the Proposed ESGP with full power to consent to and to adopt any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take such steps and to do all acts and things and execute all necessary documents in any manner as they deem necessary or expedient in order to implement, finalise and give full effect to the Proposed ESGP;

AND THAT the proposed By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities ("Listing Requirements"), be and is hereby approved."

ORDINARY RESOLUTION 2

PROPOSED GRANT OF MAYBANK SHARES TO DATUK ABDUL FARID ALIAS ("PROPOSED GRANT")

"THAT subject to the passing of Ordinary Resolution 1, the Directors be and are hereby authorised at any time, and from time to time during the duration of the Proposed ESGP, to grant Maybank Shares of up to a maximum of 1,080,000 Maybank Shares to Datuk Abdul Farid Alias, the Group President and Chief Executive Officer, and Non-Independent Executive Director of Maybank under the Proposed ESGP as they shall deem fit, subject always to such terms and conditions of the By-Laws provided that not more than 10% of the Maybank Shares to be issued under the Proposed ESGP are to be allocated to any individual Eligible Employee who, either singly or collectively through persons connected with that Eligible Employee, holds 20% or more in the total number of issued shares of the Company (excluding treasury shares) and the term "person connected with" shall have the same meaning as that assigned under Paragraph 1.01 of the Listing Requirements.

AND THAT the Directors be and are hereby authorised to, from time to time, issue and allot new Maybank Shares to him for the purpose of the Proposed ESGP."

BY ORDER OF THE BOARD

WAN MARZIMIN WAN MUHAMMAD (LS0009924)
EDLEEN REHANIE ARIFFIN (LS0009515)
Company Secretaries

16 March 2017

Notes:

1. A member entitled to attend, speak and vote at the EGM is entitled to appoint proxy(ies) to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of a proxy.
2. (i) A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Authorised Nominee") may appoint at least one proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
(ii) Notwithstanding the above, an exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
3. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, under its common seal or in some other manner approved by its directors.
5. The duly completed instrument appointing a proxy must be deposited at the office of the appointed share registrar for this EGM, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia no later than Wednesday, 5 April 2017 at 12.00 noon.
6. For an instrument appointing a proxy executed outside Malaysia, the signature must be attested by a Solicitor, Notary Public, Consul or Magistrate.
7. For the purpose of determining a member who shall be entitled to attend the EGM in accordance with Article 55(1) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 31 March 2017. Only a member whose name appears on the Record of Depositors as at 31 March 2017 shall be eligible to attend the EGM or appoint proxy(ies) to attend and vote on his/her behalf.