

Notice of the 41st Annual General Meeting

NOTICE IS HEREBY GIVEN that the 41st Annual General Meeting (“**41st AGM**”) of Bank Islam Malaysia Berhad (“**Bank Islam**” or “**the Company**”) will be held virtually at the broadcast venue at Level 10, Menara Bank Islam, No. 22 Jalan Perak, 50450 Kuala Lumpur on Thursday, 16 May 2024 at 10.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors, each of whom is retiring by rotation in accordance with Clause 133 of the Company’s Constitution and being eligible, has offered himself/herself for re-election:
 - i) Datuk Bazlan Osman
 - ii) Encik Mohd Yuzaidi Mohd Yusoff
 - iii) Puan Nuraini Ismail
3. To re-elect Tuan Syed Hamadah Syed Othman, who is retiring in accordance with Clause 142 of the Company’s Constitution and being eligible, has offered himself for re-election.
4. To approve the payment of the following fees to each Non-Executive Directors for the period from the 41st AGM to the 42nd AGM of the Company.

	Total Amount (per annum) (RM)						
	BOARD	BRC	BAEC	BNRC	BFRC	BITC	BSSC
Chairman	240,000.00	90,000.00	48,000.00	18,000.00	24,000.00	24,000.00	24,000.00
Member	72,000.00	72,000.00	36,000.00	12,000.00	18,000.00	18,000.00	18,000.00

Sitting Fee (per meeting) (RM)	
Chairman	Member
5,000.00	3,000.00

5. To approve the payment of benefits of up to RM1,108,856.00 to eligible Non-Executive Directors for the period from the 41st AGM to the 42nd AGM of the Company.
6. To re-appoint Messrs. PricewaterhouseCoopers PLT as the External Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration.

(Please refer to Note 1)

(Ordinary Resolution 1)

(Ordinary Resolution 2)

(Ordinary Resolution 3)

(Ordinary Resolution 4)

(Ordinary Resolution 5)

(Ordinary Resolution 6)

(Ordinary Resolution 7)

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SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Ordinary Resolutions:

7. **AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“**THAT** subject always to the Companies Act 2016, the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Malaysia) and approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to allot shares at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be allotted pursuant to the said allotment does not exceed ten percent (10%) of the total number of issued shares of the Company as at the date of such allotment, and that the Directors be and are hereby authorised to obtain all necessary approvals from relevant authorities for the allotment, listing and quotation of the additional shares so allotted on Bursa Malaysia, and that such authority to allot shares shall continue to be in force until the conclusion of the next AGM of the Company.”

(Ordinary Resolution 8)

8. **RENEWAL OF AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARE IN RESPECT OF THE DIVIDEND REINVESTMENT PLAN (“DRP”)**

“**THAT** pursuant to the DRP as approved by the Shareholders at the Extraordinary General Meeting held on 19 November 2021 and subject to the approval of the relevant regulatory authority (if any), approval be and is hereby given to the Company to allot and issue such number of new Bank Islam Shares from time to time as may be required to be allotted and issued pursuant to the DRP until the conclusion of the next Annual General Meeting upon such terms and conditions and to such persons as the Directors of the Company at their sole and absolute discretion, deem fit and in the interest of the Company **PROVIDED THAT** the issue price of the said new Bank Islam Shares shall be fixed by the Directors based on the adjusted five (5) market days volume weighted average market price (“**VWAP**”) of Bank Islam Shares immediately prior to the price-fixing date after applying a discount of not more than 10%, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

(Ordinary Resolution 9)

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, by the Directors as they, in their absolute discretion, deem fit and in the best interest of the Company.”

9. To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

MARIA MAT SAID

Company Secretary
LS 0009400
SSM Practicing Certificate No. 202008002449

Kuala Lumpur
16 April 2024

EXPLANATORY NOTES:

1. AUDITED FINANCIAL STATEMENTS

The Audited Financial Statements laid at this meeting pursuant to Section 340(1)(a) of the Companies Act 2016 are meant for the shareholders' information and discussion only. It does not require the shareholders' approval and therefore the Audited Financial Statements are not put forward for voting.

2. RE-ELECTION OF DIRECTORS

Ordinary Resolutions 1, 2, 3 and 4

Clause 133 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being, or if their number is not three (3) or a multiple of three (3), then the nearest one-third (1/3) shall retire from office, provided that all Directors shall retire from office at least once in three (3) years but shall be eligible for re-election.

Clause 142 of the Company's Constitution provides that the Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be considered in determining the Directors who are to retire by rotation at that meeting.

Based on the number of Directors who are subject to retirement by rotation under Clause 133 of the Company's Constitution, three (3) out of eight (8) Directors shall retire at this 41st AGM. Datuk Bazlan Osman, Encik Mohd Yuzaidi Mohd Yusoff and Puan Nuraini Ismail will retire by rotation at this 41st AGM and being eligible, have offered themselves for re-election as Directors of the Company.

During the year under review, there was one (1) new Director being appointed to the Company. According to Clause 142 of the Company's Constitution, the newly appointed Director, namely, Tuan Syed Hamadah Syed Othman (appointed on 1 January 2024) will retire at this 41st AGM and being eligible, has offered himself for re-election as a Director of the Company.

The Board Nomination and Remuneration Committee ("BNRC") of the Company has on 26 February 2024, considered the performance and contribution of each retiring Director and has also assessed the independence of the Independent Non-Executive Directors seeking re-election.

Based on the result of the Board Effectiveness Evaluation ("BEE") conducted for the financial year ended 31 December 2023, the performance of the retiring Directors was satisfactory as evidenced by the evaluation result where they were rated between 86% to 92% in terms of their contribution and performance as well as calibre and personality. The BEE did not include assessment on Tuan Syed Hamadah who was newly appointed on the Board on 1 January 2024. Thus, the Company has conducted limited assessment to review on his performance. It was observed that Tuan Syed Hamadah does participate and contribute in the deliberation of matters at the Board meetings. His attendance record has been maintained at 100%. In fact, all the retiring directors have played an active role in providing guidance and constructive feedback in addressing issues concerning the Company.

In term of the assessment on fit and proper, all retiring directors have met with requirements of fit and proper criteria set by the Company. This includes Tuan Syed Hamadah where he was evaluated separately during the appointment process. All the retiring Directors have no record of adverse finding under MACC Act 2009, Lexis Nexis, Insolvency Act or any mismanagement that could adversely affect the performance and reputation of the Company. The retiring Independent Non-Executive Directors have also fulfilled the independence criteria as set out in the BNM CG policy, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as the Company's Board Charter.

The Board has endorsed the BNRC's recommendation on the re-election of the retiring Directors. The retiring Directors had abstained from deliberation and decisions on their re-election at the BNRC and Board meetings.

The Board is of the collective view that all of the said Directors who are retiring at this 41st AGM have satisfactorily discharged their roles and responsibilities to act in the best interest of the Company. The Board is satisfied that considering the wealth of expertise and experience that the retiring Directors possessed and brought to the Board create diversity which shall further strengthen the Board's composition and dynamic.

The profiles of the Directors seeking for re-election are set out in the Statement Accompanying Notice of the 41st Annual General Meeting section of the Company's Integrated Annual Report.

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3. DIRECTORS' FEES AND BENEFITS

Ordinary Resolutions 5 and 6 – Payment of Directors' Fees, allowances and benefits to the Non-Executive Directors.

The proposed fees and benefits to be paid to Non-Executive Directors from this AGM to the next AGM of the Company is based on the following fee structure which has not changed since 40th AGM.

A. Retainer and Sitting Fees

	Total Amount (per annum) (RM)						
	BOARD	BRC	BAEC	BNRC	BFRC	BITC	BSSC
Chairman	240,000.00	90,000.00	48,000.00	18,000.00	24,000.00	24,000.00	24,000.00
Member	72,000.00	72,000.00	36,000.00	12,000.00	18,000.00	18,000.00	18,000.00

Sitting Fee (per meeting) (RM)	
Chairman	Member
5,000.00	3,000.00

B. Benefits

The benefits payable to Non-Executive Directors comprise allowances, benefits-in-kind and other emoluments payable to them, details of which are as follows:-

- I) Car Allowance
 - Chairman - RM10,000 per month
- II) Senior Independent Allowance
 - RM2,000 per month
- III) Other Benefits
 - Includes benefits that are claimable or otherwise such as leave passage, medical and insurance benefits and other facilities made available by the Company to eligible Non-Executive Directors.

For the shareholders' ease of reference, the details on the fees and benefits to be paid to the Non-Executive Directors are as follows:-

1. Retainer Fees	RM1,767,360.00
2. Sitting Allowances	RM1,338,120.00
3. Other Benefits	RM1,108,856.00
Total	RM4,214,336.00

Based on the above computation, the total fees and benefits will be RM4,214,336.00, an increase of 5.07% from the amount approved by the shareholder of RM4,011,000.00 at the 40th AGM on 26 May 2023. There is no change in the directors' fees. The increase is mainly attributed to higher SST rate of 8% and higher contribution amount to be paid for the Group Term Family Takaful Plan for the Non-Executive Directors.

The Company viewed that the amount proposed is reasonable taking into consideration the Company's financial health and performance.

If the proposed Ordinary Resolutions 5 and 6 are passed at the 41st AGM of the Company, it will be fair and reasonable that the Non-Executive Directors to be paid the Directors' remuneration on a monthly basis and/or as and when claimed or incurred as the Directors have discharged their responsibilities and rendered their services to the Company throughout the relevant period.

4. RE-APPOINTMENT OF AUDITORS

Ordinary Resolution 7

The Board, through the Board Audit and Examination Committee (“BAEC”) had, on 29 January 2024, completed its annual assessment on the external auditors, i.e., Messrs. PricewaterhouseCoopers PLT (“PwC”) in accordance with BNM CG Policy for the appointment/re-appointment of external auditors. The assessment covered the following aspects:

- i. Level of knowledge, capabilities, experience and quality of previous work;
- ii. Level of engagement with the BAEC and the Management;
- iii. Ability to provide constructive observations, implications and recommendations in areas requiring improvements;
- iv. Adequacy in audit coverage, effectiveness in planning and conduct of audit;
- v. Ability to perform audit work within agreed timeframe;
- vi. Non-audit services rendered by the external auditors did not impede independence; and
- vii. The external auditors demonstrated unbiased stance when interpreting standards/policies adopted by the Company.

Being satisfied with PwC’s performance in 2023, their technical competency and audit independence as well as fulfillment of the criteria set out in BNM’s Guideline for the Appointment/Re-appointment of External Auditors, the Board, at its meeting held on 30 January 2024, had resolved on the re-appointment of PwC as the external auditors of the Company for the financial year ending 31 December 2024 subject to the shareholders’ approval.

5. AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

Ordinary Resolution 8

The proposed Ordinary Resolution 8 is a general mandate to be obtained from the shareholders of the Company at this AGM and if passed, will empower the Directors pursuant to Sections 75 and 76 of the Companies Act 2016 to allot shares of up to an aggregate amount not exceeding ten percent (10%) of the issued share capital of the Company as at the date of such allotment of shares, without having to convene a general meeting. The exercise of the mandate is only to be undertaken if the Board considers it to be in the best interest of the Company. This general mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The proposed Ordinary Resolution 8 is to be in line with Bank Islam’s Recovery Plan submitted to Bank Negara Malaysia in June 2023 where it will allow Bank Islam to consider increasing the share capital as one (1) of its recovery options in the event of crisis. This is also in line with Bank Negara Malaysia’s Policy Document on Recovery Planning (“BNM PD”) issued on 28 July 2021.

Thus far, Bank Islam has not issued any new shares pursuant to Sections 75 and 76 of the Companies Act 2016.

6. RENEWAL OF AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES IN RESPECT OF THE DIVIDEND REINVESTMENT PLAN (“DRP”)

Ordinary Resolution 9

If passed, this Resolution will give authority to the Directors to allot and issue new ordinary shares in respect of dividends to be declared until the next Annual General Meeting to be applied towards the DRP. A renewal of this authority will be sought at the next Annual General Meeting.

NOTES ON ABSTENTION FROM VOTING

Any Director referred to in Ordinary Resolutions 1, 2, 3 and 4, who is a Shareholder of the Company will abstain from voting on the resolutions in respect of his/her re-election at this AGM.

All Directors who are Shareholders of the Company will abstain from voting on Ordinary Resolutions 5 and 6 concerning Directors’ remuneration at this AGM.

For the record, none of the Directors holds any shares in the Company.

NOTES ON VIRTUAL AGM, VOTING RIGHTS AND PROCEDURES

- 1) The 41st AGM of the Company will be conducted **on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities (“RPEV”)**. The Virtual Meeting via RPEV will be available at <https://meeting.boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide for the 41st AGM in order to register, participate and vote remotely.
- 2) The venue of the 41st AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 96 of the Company’s Constitution which requires the Chairman of the meeting to be

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present at the main venue of the meeting. The notification of the venue of the 41st AGM is to inform shareholders where the electronic AGM production and streaming will be conducted. No shareholders/proxies from the public will be physically allowed at the meeting venue.

- 3) In accordance with Clause 109 of the Company's Constitution, each member of the Company ("Member") shall be entitled to be present and to vote at any general meeting of the Company, either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partially paid shares where calls are not due and unpaid. Members may exercise their rights to participate (including pose questions via the RPEV) during the 41st AGM.
- 4) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of the 41st AGM will be conducted by way of a poll.
- 5) The Company has appointed its share registrar, i.e., Boardroom Share Registrars Sdn Bhd ("Boardroom") as a poll administrator to conduct the poll by way of electronic voting ("e-Voting") and SKY Corporate Services Sdn Bhd as the Independent Scrutineers to verify the poll results.

NOTES ON APPOINTMENT OF PROXY

- 1) In accordance with Clause 94 of the Company's Constitution, a Member entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) or more proxies to exercise all or any of his/her rights to attend, participate, speak and vote for him/her subject to the following provisions:-
 - a) save as provided for in Note (2) below, Clause 113 of the Company's Constitution and the Companies Act 2016, each member shall not be permitted to appoint more than two (2) proxies to attend the same meeting; and
 - b) where a Member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- 2) For the avoidance of doubt and subject always to Note (1)(b) above, the Company's Constitution and the Companies Act 2016:
 - 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 an exempt authorised

nominee may appoint in respect of each omnibus account it holds; and

- b) where a Member is an authorised nominee, he/she 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, should specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting.
- 3) There shall be no restriction as to the qualification of the proxy. Hence, a proxy may not need to be a Member.
 - 4) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if such appointer is a corporation, under its Seal or the hand of its attorney.
 - 5) The instrument appointing a proxy ("Form of Proxy") must be deposited at the Registrar's office in the following manner:
 - a) by electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and selecting "**Submit eProxy Form**"; or
 - b) by hand or post to Boardroom Share Registrar Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the meeting which is no later than 10.00 a.m. on Tuesday, 14 May 2024.
 - 6) The lodgment of a completed Form of Proxy does not preclude a Member from attending and voting should the Member decided to do so. If the Member subsequently decided to attend the 41st AGM, the Member is requested to revoke the earlier appointment of proxy by notifying Boardroom in writing, no later than 10.00 a.m. on Tuesday, 14 May 2024.

MEMBERS ENTITLED TO ATTEND THE VIRTUAL AGM

For the purpose of determining a Member who is entitled to attend the virtual 41st AGM, the Company will request Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 95 of the Company's Constitution, to issue a Record of Depositor ("ROD") as at 9 May 2024. Only Depositors whose name appear on the ROD as at 9 May 2024 shall be entitled to attend the meeting or appoint a proxy(ies) to attend and/or vote on his/her behalf.

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DIRECTORS WHO ARE STANDING FOR RE-ELECTION AT THE 41ST ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Bank Islam Malaysia Berhad wishes to highlight the Directors who are standing for re-election pursuant to Clause 133 and Clause 142 of the Company's Constitution at the 41st Annual General Meeting of the Company are as follows:

1. Clause 133 of the Company's Constitution

Ordinary Resolution 1 - Re-election of Datuk Bazlan Osman	
Datuk Bazlan Osman Senior Independent Non-Executive Director	
Nationality/Age/ Gender:	Malaysian/60/Male
Date of Appointment:	7 January 2022
Academic/Professional Qualification/ Membership(s):	<ul style="list-style-type: none"> Fellow, Association of Chartered Certified Accountants (ACCA), United Kingdom Member, Malaysian Institute of Accountants (MIA) Diploma in Accounting, Polytechnic of North London, United Kingdom.
Areas of Expertise:	<ul style="list-style-type: none"> Finance, Accounting and Governance
Membership(s) of Board Committees:	<ul style="list-style-type: none"> Chairman, Board Audit and Examination Committee Chairman, Board Nomination and Remuneration Committee (Appointed w.e.f 2 January 2024) Member, Board Information Technology Committee
Present Directorship(s) and/or Appointment(s):	<p>Listed Entity/Entities (Other than Bank Islam):</p> <ul style="list-style-type: none"> Independent Non-Executive Director, Bursa Malaysia Berhad Independent Non-Executive Director, Syarikat Takaful Malaysia Keluarga Berhad Chairman/Independent Non-Executive Director, FIMA Corporation Berhad <p>Other Public Company/Companies:</p> <ul style="list-style-type: none"> Nil <p>Appointment(s):</p> <ul style="list-style-type: none"> Nil
Past Directorship(s) and/or Appointment(s):	<ul style="list-style-type: none"> Director, Malaysia Professional Accountancy Centre President, Malaysia Institute of Accountants Chair, ACCA Malaysia Advisory Committee Ex-Officio, Financial Reporting Foundation Director, Glomac Berhad Chairman, GITN Sdn Bhd (wholly-owned subsidiary of Telekom Malaysia Berhad) Director, Citibank Berhad Board Member, Universiti Utara Malaysia Executive Director, Telekom Malaysia Berhad Acting Group Chief Executive Officer, Telekom Malaysia Berhad Deputy Group Chief Executive Officer, Telekom Malaysia Berhad Group Chief Financial Officer, Telekom Malaysia Berhad Director, Malaysia Digital Economy Corporation Sdn Bhd Director, Labuan Reinsurance (L) Ltd Board Commissioner, PT XL Axiata Tbk Chief Financial Officer, Celcom Malaysia Berhad Senior Vice President, Corporate Finance & Treasury, Celcom Malaysia Berhad Director, Nationwide Express Holdings Berhad Senior Vice President, Finance and Company Secretary, Kumpulan Fima Berhad Manager, Accounting & Financial Control, American Express (M) Sdn Bhd Finance at Corporate Office, Kuala Lumpur, Melaka and Singapore, Sime Darby Group Auditor, Messrs. Hanafiah Raslan & Mohamad

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Ordinary Resolution 2 – Re-election of Encik Mohd Yuzaidi Mohd Yusoff	
Encik Mohd Yuzaidi Mohd Yusoff Independent Non-Executive Director	
Nationality/Age/ Gender:	Malaysian/61/Male
Date of Appointment:	1 July 2019
Academic/Professional Qualification/ Membership(s):	<ul style="list-style-type: none"> • Master of Science, Business Administration, San Diego State University, United States of America • Bachelor of Science, Computer Science, Northern Illinois University, United States of America
Areas of Expertise:	<ul style="list-style-type: none"> • Information Technology/Digital • Strategic Planning • Risk and Quality Management • Business Process Management
Membership(s) of Board Committees:	<ul style="list-style-type: none"> • Chairman, Board Risk Committee (Re-designated as Chairman w.e.f. 2 January 2024) • Chairman, Board Information Technology Committee • Member, Board Strategic and Sustainability Committee
Present Directorship(s) and/or Appointment(s):	<p>Listed Entity/Entities (Other than Bank Islam):</p> <ul style="list-style-type: none"> • Independent Non-Executive Director, PETRONAS Dagangan Berhad <p>Other Public Company/Companies:</p> <ul style="list-style-type: none"> • Independent Non-Executive Director, Prudential Assurance Malaysia Berhad • Director, Muslim Professionals Forum Berhad <p>Appointment(s):</p> <ul style="list-style-type: none"> • Member, ICDM
Past Directorship(s) and/or Appointment(s):	<ul style="list-style-type: none"> • Board of Trustee, PADU Corporation • Independent Non-Executive Director, Malaysia Digital Economy Corporation Sdn Bhd • Group Chief Strategy and Corporate Governance Officer, PST Ventures Sdn Bhd • Co-Founder and Managing Director, Clear Minds Sdn Bhd • Senior Manager, Accenture

Ordinary Resolution 3 - Re-election of Puan Nuraini Ismail	
Puan Nuraini Ismail Independent Non-Executive Director	
Nationality/Age/ Gender:	Malaysian/61/Female
Date of Appointment:	7 January 2022
Academic/Professional Qualification/ Membership(s):	<ul style="list-style-type: none"> • Fellow of the Association of Chartered Certified Accountants, United Kingdom • Member, Malaysian Institute of Accountants (MIA)
Areas of Expertise:	<ul style="list-style-type: none"> • Finance • Corporate Finance • Audit and Governance • Financial Risk Management • Treasury
Membership(s) of Board Committees:	<ul style="list-style-type: none"> • Member, Board Audit and Examination Committee • Member, Board Nomination and Remuneration Committee
Present Directorship(s) and/or Appointment(s):	<p>Listed Entity/Entities (Other than Bank Islam):</p> <ul style="list-style-type: none"> • Independent Non-Executive Director, GDEX Berhad • Independent Non-Executive Director, LBS Bina Group Berhad <p>Other Public Company/Companies:</p> <ul style="list-style-type: none"> • Independent Non-Executive Director, MCIS Insurance Berhad <p>Appointment(s):</p> <ul style="list-style-type: none"> • Director, IIUM Holdings Sdn Bhd • Chairman, IIUM Educare Sdn Bhd • Director, Daya Bersih Sdn Bhd
Past Directorship(s) and/or Appointment(s):	<ul style="list-style-type: none"> • Vice President Treasury, Finance, PETRONAS • Senior General Manager, Group Treasury, PETRONAS • General Manager, Finance and Accounts Services, Malaysian International Trading Company • General Manager, Commercial Services, Malaysian International Trading Company • Senior Manager Finance and Accounts Services, Malaysian International Trading Company • Manager Value Based Management, PETRONAS • Manager Planning and Budgeting, PETRONAS • Manager Group Budget, PETRONAS • Manager Accounts Services, PETRONAS • Senior Executive, Accounts Services, PETRONAS • Corporate Planning Executive, Mayban Finance • Loans Rehabilitation Executive, Bank Bumiputera Berhad • Corporate Finance Executive, Bumiputera Merchant Bankers • Audit Team Leader, Azman Wong & Salleh • Executive, Accountants General Office

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2. Clause 142 of the Company's Constitution

Ordinary Resolution 4 – Re-election of Tuan Syed Hamadah Syed Othman	
Tuan Syed Hamadah Syed Othman Non-Independent Non-Executive Director	
Nationality/Age/ Gender:	Malaysian/53/Male
Date of Appointment:	1 January 2024
Academic/Professional Qualification/ Membership(s):	<ul style="list-style-type: none"> Fellow of the Faculty and Institute of Actuaries, United Kingdom Fellow of the Actuarial Society, Malaysia Bachelor of Science, Actuarial Mathematics & Statistic, Heriot-Watt University, Edinburgh, United Kingdom Scottish Higher Education Certificate, Clydebank College, United Kingdom
Areas of Expertise:	<ul style="list-style-type: none"> Risk Management Investment, Insurance and Takaful
Membership(s) of Board Committees:	<ul style="list-style-type: none"> Nil
Present Directorship(s) and/or Appointment(s):	<p>Listed Entity/Entities (Other than Bank Islam):</p> <ul style="list-style-type: none"> Non-Independent Non-Executive Director, TH Plantations Berhad <p>Other Public Company/Companies:</p> <ul style="list-style-type: none"> Nil <p>Appointment(s):</p> <ul style="list-style-type: none"> Group Managing Director & Chief Executive Officer of Lembaga Tabung Haji Board of Trustee, Yayasan Tabung Haji Director, TH Properties Sdn Bhd Board, Private Pension Administrator Malaysia Director and Senior Partner of Actuarial Partners Consulting Sdn Bhd
Past Directorship(s) and/or Appointment(s):	<ul style="list-style-type: none"> Chief Executive Officer, Retirement Fund Inc. (KWAP) Senior Partner, Actuarial Partners Consulting Sdn Bhd Consulting Actuary, Mercer Zainal Consulting Sdn Bhd Technical Analyst, PETRONAS Trading Corporation Sdn Bhd

AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT NEW ORDINARY SHARES

Details on the authority to issue and allot new ordinary shares in Bank Islam pursuant to Sections 75 and 76 of the Companies Act, 2016 are provided under the explanatory notes on special businesses in the Notice of the 41st AGM.

DATE, TIME AND PLACE OF THE 41ST ANNUAL GENERAL MEETING

The 41st Annual General Meeting of Bank Islam will be held as follows:

Day and Date	: Thursday, 16 May 2024
Time	: 10.00 a.m.
Online Meeting Platform	: Boardroom's website at https://meeting.boardroomlimited.my with RPEV facilities
Broadcast Venue	: Level 10, Menara Bank Islam, No. 22 Jalan Perak, 50450 Kuala Lumpur, Malaysia.

Administrative Guide

For the 41st Annual General Meeting (“41st AGM”)

- Day and Date** : Thursday, 16 May 2024
- Time** : 10.00 a.m.
- Online Meeting Platform** : Boardroom Share Registrars Sdn Bhd (“Boardroom”)’s website at <https://meeting.boardroomlimited.my> with Remote Participation and Electronic Voting (“RPEV”) facilities
- Broadcast Venue** : Level 10, Menara Bank Islam, No. 22 Jalan Perak, 50450 Kuala Lumpur, Malaysia
- Mode of Communication** :
1. Shareholders may pose questions one (1) hour before and during live streaming at <https://meeting.boardroomlimited.my>, which is from 9.00 a.m. on Thursday, 16 May 2024.
 2. Shareholders may submit questions in advance commencing from Tuesday, 16 April 2024 and in any event no later than 10.00 a.m., Tuesday, 14 May 2024 via Boardroom’s website at <https://investor.boardroomlimited.com> using the same user ID and password provided in Step 2 under Annexure on the Voting Procedure, and select “SUBMIT QUESTION” to pose questions.

DEAR SHAREHOLDERS,

With reference to the revised ‘Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers’ issued by the Securities Commission Malaysia (SC’s Guidance) on 7 April 2022, listed issuers are encouraged to continue leveraging technology in conducting general meetings to promote shareholders participation.

Through the RPEV facilities, you may exercise your right as a member of the Company to participate remotely (including pose questions to the Board of Directors and/or Management of the Company) and vote via electronic voting at the 41st AGM. Furthermore, the proposed virtual meeting aligns with Bank Islam’s ESG efforts to reduce carbon emissions.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when the 41st AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. The quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

INTEGRATED ANNUAL REPORT 2023

As part of our commitment to sustainable practices, the Integrated Annual Report (“IAR”) 2023 and the following documents are available on Bursa Malaysia Berhad’s website at www.bursamalaysia.com under Company Announcements of Bank Islam Malaysia Berhad and also at the Company’s website at www.bankislam.com

- i. EBook;
- ii. Corporate Book;
- iii. Audited Financial Statements for Financial Year Ended 31 December 2023;
- iv. Corporate Governance Report 2023;
- v. Notice of the 41st AGM;
- vi. Form of Proxy;
- vii. IAR2023 Hardcopy Request form; and
- viii. Administrative Guide for the 41st AGM.

NO VOUCHERS/DOOR GIFTS

There will be no voucher(s) or any door gift(s) for shareholders/proxies who participate in the 41st AGM.

VIRTUAL 41ST AGM

1. The virtual 41st AGM will be conducted online from the Broadcast Venue, and shareholders will participate via the RPEV facilities with audio and/or video capabilities.
2. The Company invites shareholders to participate in the 41st AGM from their home or office and follow the entire proceedings as the 41st AGM will be conducted via RPEV. With the RPEV facilities, you may exercise your right as a member of the Company to participate and vote at the 41st AGM. The RPEV is also in line with Practices 12.1

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and 13.3 of the Malaysian Code on Corporate Governance 2021. The Broadcast Venue was decided pursuant to Section 327 of the Companies Act 2016 (“the **Act**”) and Clause 96 of the Company’s Constitution.

3. The broadcast venue is strictly for the purpose of complying with Section 327 (2) of the Act and Clause 96 of the Company’s Constitution that requires the Chairman of the meeting to be present at the main venue of the meeting. No shareholders/proxies from the public will be physically allowed at the meeting venue as it is only a place where the meeting is broadcasted for transmission online in the presence of Chairman, Directors, Group Chief Executive Officer, Auditors, Company Secretary and Management. All members are urged to attend the 41st AGM remotely via meeting platform available on the designated link at <https://meeting.boardroomlimited.my>
4. Shareholders can participate in our virtual 41st AGM by registering online via Boardroom Smart Investor Portal (“BSIP”) at <https://meeting.boardroomlimited.my>

PROCEDURE OF THE 41ST AGM TO REMOTE PARTICIPATION

1. The Login User Guide for participation, posing questions and voting guide at the 41st AGM, will be emailed to you together with your remote access user ID and password once your registration for 41st AGM has been approved.
2. The Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by the Shareholders which are related to the resolutions to be tabled at the live streaming of the 41st AGM, as well as financial performance/prospect of the Company.
3. The 41st AGM will start promptly at 10.00 a.m.
4. The resolutions set out in the Notice of the 41st AGM will be considered at the 41st AGM and you will vote on these resolutions. You are able to view the Company’s presentation slides via the live streaming.

5. Shareholders may proceed to cast votes on each of the proposed resolutions, to be tabled at the live streaming of the 41st AGM, after the Chairman has announced the opening of the poll on the resolutions. Shareholders are reminded to cast their votes before the poll is closed.
6. No recording or photography of the live streaming of the 41st AGM proceedings is allowed without the prior written permission of the Company.
7. You must ensure that you are connected to the internet at all times in order to participate and vote when live streaming of the 41st AGM has commenced. Kindly note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear on the Record of Depositors on 9 May 2024 (General Meeting Record of Depositors) shall be eligible to participate the Meeting or appoint proxy(ies) to participate on his/her behalf.

APPOINTMENT OF PROXY

1. Shareholders entitled to participate and vote at the 41st AGM is entitled to appoint proxy(ies) to participate and vote in his/her stead. If you are not able to participate in the 41st AGM remotely, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instruction in the Form of Proxy.
2. If you wish to attend the 41st AGM yourself, please do not submit any Proxy Form. You will not be allowed to attend the 41st AGM together with a proxy appointed by you.
3. You may download the Form of Proxy from our website at www.bankislam.com

4. The Form of Proxy and/or documents relating to the appointment of proxy for the 41st AGM shall be deposited or submitted in the following manner not less than forty-eight (48) hours before the time for holding the 41st AGM or no later than 10.00 a.m., Tuesday, 14 May 2024, in accordance with the Company's Constitution:

(i) In hard copy form

The Form of Proxy, Corporate Representative, Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or by fax to +603-7890 4670.

(ii) By Boardroom Smart Investor Portal

Online via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, which is free and available to all individual Depositors.

REVOCATION OF PROXY

If you have submitted your Form of Proxy prior to the AGM and subsequently decide to appoint another person or wish to participate in the live streaming of the 41st AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy not less than forty-eight (48) hours before the time for holding the 41st AGM or no later than 10.00 a.m., Tuesday, 14 May 2024. Upon the revocation, your proxy(ies) will not be allowed to participate in the 41st AGM. In such an event, you should advise your proxy(ies) accordingly.

LODGEMENT OF FORM OF PROXY VIA BOARDROOM SMART INVESTOR PORTAL

Step 1 - Register Online with Boardroom Smart Investor Online Portal (for first-time registration only)

- a) Access website <https://investor.boardroomlimited.com>
- b) Click Register to sign up as a user.
- c) Complete the registration and upload a softcopy of your MyKAD (for Malaysian) front and back or Passport (for non-Malaysian) in JPEG, PNG or PDF format.
- d) Please enter a valid email address and wait for Boardroom's email verification.
- e) Once your email address is verified, you will be re-directed to BSIP Online for verification of mobile number. Click on **"Request OTP Code"** and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click **"Enter"** to complete the process.
- f) Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 - eProxy Lodgement

- a) Login to <https://investor.boardroomlimited.com> using your User ID and Password above.
- b) Select and click on Corporate Meeting Go to **"BANK ISLAM 41ST VIRTUAL ANNUAL GENERAL MEETING"** and click **"Enter"**.
- c) Go to **"PROXY"** and click on **"Submit eProxy Form"**.
- d) Read and agree to the Terms & Conditions.
- e) Enter your CDS account number and insert the number of securities.
- f) Appoint your proxy(ies) or the Chairman of the AGM and enter the required particulars for your proxy(ies).
- g) Indicate your voting instructions - For, Against or Abstain, otherwise your proxy(ies) will decide your votes.
- h) Review and confirm your proxy(ies) appointment.
- i) Click **"Submit"**.
- j) Download or print the eProxy form acknowledgment.

VOTING PROCEDURE

Please refer to the Annexure on the Voting Procedure prepared by Boardroom together with this Administrative Details.

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COMMUNICATION GUIDANCE

Shareholders are also reminded to refer to the Company’s website and announcements at www.bankislam.com for any changes to the arrangements of the live streaming of the 41st AGM.

ENQUIRIES FOR 41ST AGM

If you have any enquiry relating to RPEV, please contact Boardroom Helpdesk from Monday to Friday (except Public Holidays) between 8.30 a.m. to 5.30 p.m.:

Boardroom Share Registrars Sdn Bhd

Office Helpdesk : 03-7890 4700

Cik Nursyahira : 03-7890 4754

Che Rahimi

Facsimile No. : 03-7890 4670

Email : bsr.helpdesk@boardroomlimited.com
: nursyahira.cherahimi@boardroomlimited.com

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the live streaming of the 41st 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 for:
 - processing and administration of proxies and representatives appointed for the live streaming of the 41st AGM;
 - preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereto); and
 - the Company’s 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 processing of such proxy(ies) and/or representative(s) personal data for the Purposes.

Note:

The term “processing” and “personal data” shall have the meaning as defined in the Personal Data Protection Act 2010.

ANNEXURE ON THE VOTING PROCEDURE

POLL VOTING

1. The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as Poll Administrator to conduct the poll by way of electronic voting (“e-Voting”) and SKY Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
2. During the 41st AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.
3. For the purposes of the 41st AGM, the RPEV facilities will be carried out via the following voting devices:
 - i. Personal smart mobile phones;
 - ii. Tablets; or
 - iii. Laptops.
4. There are two (2) methods for members and proxies to vote:
 - i. Use the QR Scanner Code provided in the email notification; or
 - ii. Access using the website URL <https://meeting.boardroomlimited.my>
5. Members and proxies can login immediately after registering their attendance, but polling will only commence after the Chairman announces opening of the polls and will remain open until such time when the Chairman announces the closure of the poll.
6. Once voting has been opened, the polling icon will appear with the resolutions and your voting choices.

7. To vote simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.
8. To change your vote, simply select another voting direction.
9. If you wish to cancel your vote, please press "Cancel".
10. The Scrutineers will verify the poll result reports upon closing of the poll voting session by the Chairman. The Scrutineers will pass the poll results to the Chairman thereafter and the Chairman will declare whether the resolutions put to vote were successfully carried or not.

REMOTE PARTICIPATION AND ELECTRONIC VOTING ("RPEV")

1. Please note that the RPEV facilities are available to:
 - i. Individual member;
 - ii. Corporate shareholder;
 - iii. Authorised Nominee; and
 - iv. Exempt Authorised Nominee
2. You will be able to view a live webcast of the 41st AGM proceedings, pose questions to the Board of Directors, and submit your votes in real-time whilst the meeting is in progress.
3. Kindly follow the steps below on how to request for login ID and password.

Step 1 - Register Online with Boardroom Smart Investor Online Portal (for first-time registration only)

- Access website <https://investor.boardroomlimited.com>
- Click Register to sign up as a user.
- Complete the registration and upload a softcopy of your MyKAD (for Malaysian) front and back or Passport (for non-Malaysian) in JPEG, PNG or PDF format.
- Please enter a valid email address and wait for Boardroom's email verification.
- Once your email address is verified, you will be re-directed to BSIP Online for verification of mobile number. Click on "**Request OTP Code**" and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click "**Enter**" to complete the process.
- Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Note:

Please ignore Step 1 and proceed to Step 2 on eProxy Lodgement if you have signed up with Boardroom Smart Investor Online Portal. Submit a request for Remote Participation user ID and password.

Step 2 - Submit Request for Remote Participation User ID and Password

Individual Members

- Login to <https://investor.boardroomlimited.com> using your user ID and password above.
- Select and click on "**BANK ISLAM 41ST VIRTUAL ANNUAL GENERAL MEETING**" from the list of Corporate Meetings and click "**Enter**".
- Click on "**Register for RPEV**".
- Read and agree to the Terms & Conditions.
- Enter your CDS Account and thereafter submit your request.

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Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee

- Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of the Appointment of Corporate Representative or Form of Proxy to submit the request.
- Please provide a copy of the Corporate Representative's MyKad (front and back) or Passport in JPEG, PNG or PDF as well as his/her email address.
 - a) You will receive a notification from the Boardroom that your request has been received and is being verified.
 - b) Upon system verification against the General Meeting Record of Depositors as at 9 May 2024 you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
 - c) You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
 - d) Please note that the closing time to submit your request is by Tuesday, 14 May 2024 at 10.00 a.m. (48 hours before the 41st AGM).

Note:

The registration for remote access will be opened on Tuesday, 16 April 2024.

Step 3 - Login to Virtual Meeting Portal

- a) The Virtual Meeting Portal will be open for login starting an hour (1 hour) before the commencement of the 41st AGM at 10.00 a.m. on Thursday, 16 May 2024.
- b) Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. (Refer to Step 2 above).
- c) The steps will also guide you on how to view the live webcast, ask questions and vote.
- d) The live webcast will end and the Messaging window will be disabled upon announcement by the Chairman on the closure of the 41st AGM.
- e) You can now logout from Virtual Meeting Portal.

Note:

Please note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.

Note:

Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented during the live streaming with the full name and identity of the participant raising the question. Shareholders may submit questions in advance commencing from Tuesday, 16 April 2024 and in any event no later than 10.00 a.m., Tuesday, 14 May 2024 via Boardroom's website at <http://investor.boardroomlimited.com> using the same user ID and password provided in Step 2 above, click "Submit Question" to pose your questions (Pre-AGM Meeting Questions).

- i. If you would like to view the live webcast, select the broadcast icon.*
- ii. If you would like to ask a question during the 41st AGM, select the messaging icon.*
- iii. Type your message within the chatbox, once completed click the send button.*

Shareholders may proceed to cast votes on the proposed resolution to be tabled at the 41st AGM, immediately after the Chairman announced the commencement of the poll voting session. Shareholders are reminded to cast their votes before the poll is closed.