

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting (19th AGM) of Sime Darby Berhad (Sime or Company) will be held at the Ballroom, Level 3, Malaysia International Trade and Exhibition Centre (MITEC), Kompleks MITEC, No. 8, Jalan Dutamas 2, 50480 Kuala Lumpur, Malaysia (Main Venue) and broadcasted live from the Main Venue on Thursday, 13 November 2025 at 10.00 a.m. and at any adjournment thereof, for the following businesses:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2025 together with the Reports of the Directors and the Auditors thereon.
Refer to Explanatory Note 1
2. To approve the payment of fees to the Non-Executive Directors up to an amount of RM4,600,000 from the 19th AGM until the next AGM of the Company. **(Resolution 1)**
Refer to Explanatory Note 2
3. To approve the payment of benefits to the Non-Executive Directors up to an amount of RM1,500,000 from the 19th AGM until the next AGM of the Company. **(Resolution 2)**
Refer to Explanatory Note 2
4. To re-elect Hanizan Hood, who retires pursuant to Rule 82.2 of the Constitution of the Company and being eligible, has offered herself for re-election. **(Resolution 3)**
Refer to Explanatory Note 3
5. To re-elect the following Directors who retire pursuant to Rule 103 of the Constitution of the Company and being eligible, have offered themselves for re-election:
 - (i) Thayaparan Sangarapillai **(Resolution 4)**
 - (ii) Tan Sri Muhammad Shahrul Ikram Yaakob **(Resolution 5)**
 - (iii) Dato' Dr Nirmala Menon **(Resolution 6)**
 - (iv) Dato' Jeffri Salim Davidson **(Resolution 7)***Refer to Explanatory Note 3*

6. To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 30 June 2026 and to authorise the Directors to fix their remuneration.

(Resolution 8)

Refer to Explanatory Note 4

AS SPECIAL BUSINESS

7. To consider and, if thought fit, pass the following ordinary resolution:

Proposed Share Buy-Back Authority for the Company to Purchase its Own Shares of up to Ten Percent (10%) of the Total Number of Issued Shares of the Company (Proposed Share Buy-Back Authority)

“THAT subject to the Companies Act, 2016 (Act), rules, regulations and orders made pursuant to the Act, the provisions of the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities) and any other relevant authorities, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares of the Company as may be determined by the Directors through Bursa Securities at any time, upon such terms and conditions as the Directors shall in their absolute discretion deem fit and expedient in the best interest of the Company provided that:

- (a) the aggregate number of ordinary shares which may be purchased and/or held by the Company does not exceed ten percent (10%) of the total number of issued shares of the Company at any point of time; and
- (b) the maximum amount of funds to be allocated by the Company for the purchase of its own ordinary shares shall not exceed the Company’s retained profits at the time of such purchase.

THAT the Directors be and are hereby further authorised to deal with the ordinary shares so purchased in their absolute discretion (which may be distributed as dividends, resold, transferred, cancelled and/or in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the provisions of the Company’s Constitution, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force);

THAT such authority conferred by this resolution will commence immediately upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (AGM) of the Company, at which time the authority will lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise and give full effect to the purchase of the ordinary shares of the Company pursuant to the Proposed Share Buy-Back Authority with full powers to assent to any conditions, modification, variations and/or amendments as may be required or imposed by the relevant authorities and with full power to do all such acts and things (including executing all such documents as may be required) as the Directors may deem fit and expedient in the best interest of the Company.”

(Resolution 9)

Refer to Explanatory Note 5

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8. To consider and, and if thought fit, pass the following ordinary resolutions:

Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for the Company and/or its Subsidiaries to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties Involving the Interest of the following parties:

(i) Toyota Motor Corporation	(Resolution 10)
(ii) Toyota Tsusho Corporation	(Resolution 11)
(iii) KYB Corporation, Japan	(Resolution 12)
(iv) Toyota Industries Corporation	(Resolution 13)

“THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties involving the interest of the abovementioned parties pursuant to Resolutions 10 to 13, as set out in Sections 2.3(i)(a) to (d) and 2.3(ii)(a) to (d) of Part B of the Statement/Circular dated 15 October 2025, which are necessary for the day-to-day operations in the ordinary course of business of the Company and/or its subsidiaries on normal commercial terms and are not detrimental to the minority shareholders of the Company (Mandate);

THAT the Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (AGM) of the Company following this AGM at which such Mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting whereby the Mandate is renewed; or
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (Act), (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the Mandate is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Directors may deem fit and expedient or necessary to give effect to the Mandate.”

Refer to Explanatory Note 6

9. To consider and, if thought fit, pass the following ordinary resolution:

Proposed Renewal of Existing Shareholders' Mandate for the Company and/or its Subsidiaries to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties Involving the Interest of Bermaz Auto Berhad (Bermaz)

"THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties involving the interest of Bermaz pursuant to Resolution 14, as set out in Section 2.3(i)(e) of Part B of the Statement/Circular dated 15 October 2025, which are necessary for the day-to-day operations in the ordinary course of business of the Company and/or its subsidiaries on normal commercial terms which are not more favourable to the related parties than those generally available to the public, and are not detrimental to the minority shareholders of the Company (Mandate);

THAT the Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (AGM) of the Company following this AGM at which such Mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting whereby the Mandate is renewed; or
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the Act), (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the Mandate is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Directors may deem fit and expedient or necessary to give effect to the Mandate."

(Resolution 14)

Refer to Explanatory Note 6

10. To transact any other business for 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

Junaidah Abdul Rahim
Group Secretary
(MACS 01995)
(SSM PC No. 202508000046)

Selangor Darul Ehsan, Malaysia
15 October 2025

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NOTES:

1. The 19th AGM of the Company will be held in a hybrid mode and Member(s), proxy(ies), corporate representative(s) or attorney(s) are given options, either:
 - (i) to attend physically at the Main Venue (**Physical Attendance**); or
 - (ii) to attend virtually using the Remote Participation and Voting (RPV) facilities provided by the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (Tricor), via Vistra Share Registry and IPO (MY) portal (The Portal) at <https://srmy.vistra.com> (**Virtual Attendance**).

Physical Attendance

Member(s), proxy(ies), corporate representative(s) or attorney(s) who wish to attend and participate at the 19th AGM physically are required to register for the meeting at the Main Venue.

Virtual Attendance

For Member(s), proxy(ies), corporate representative(s) or attorney(s) who wish to attend and participate at the 19th AGM remotely, the virtual meeting will be conducted through live streaming using the RPV facilities at <https://srmy.vistra.com>.

Please refer to the Administrative Guide for detailed instructions on both Physical Attendance and Virtual Attendance.

2. For the purpose of determining a member who shall be entitled to attend, speak and vote at this 19th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Rule 64 of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (SICDA), to issue a General Meeting Record of Depositors as at 5 November 2025. Only a member whose name appears on the Record of Depositors as at 5 November 2025 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
3. A Member entitled to attend and vote at the 19th AGM is entitled to appoint not more than two (2) proxies to exercise all or any of his/her rights to attend, participate, speak and vote at the 19th AGM on his/her behalf. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the percentage of his/her shareholdings to be represented by each proxy. A proxy may, but need not, be a Member of the Company. A Member may appoint any person to be his/her proxy without any restriction as to the qualification of such person.
4. Where a Member of the Company is an Authorised Nominee as defined under SICDA, he/she may appoint not more than two (2) proxies in respect of each Securities Account he/she holds with ordinary shares of the Company standing to the credit of the said Securities Account to attend and vote at a meeting of the Company instead of him/her.
5. Where a Member of the Company is an Exempt Authorised Nominee as defined under SICDA 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 PROVIDED THAT each beneficial owner of ordinary shares, or where the ordinary shares are held on behalf of joint beneficial owners, such joint beneficial owners, shall only be entitled to instruct the Exempt Authorised Nominee to appoint not more than two (2) proxies to attend and vote at a general meeting of the Company instead of the beneficial owner or joint beneficial owners.
6. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 19th AGM of the Company shall be put to vote by way of a poll.
7. The instrument appointing a proxy shall be in writing signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised. Any alteration to the instrument appointing a proxy must be initialled by the appointor or his/her attorney duly authorised.

8. The Form of Proxy and power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority, must be deposited with Tricor not less than 24 hours before the time appointed for the taking of the poll or no later than Wednesday, 12 November 2025 at 10.00 a.m. The Form of Proxy can be submitted through either one of the following avenues:
- (i) Lodgement of Form of Proxy in hard copy: To be deposited at Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, to be deposited in the Drop Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) Electronic lodgement of Form of Proxy: To be submitted electronically via The Portal at <https://srmy.vistra.com>. Please follow the procedures in the Administrative Guide for the 19th AGM if members wish to submit the Form of Proxy electronically.
9. The Administrative Guide on the conduct of a hybrid AGM of the Company is available at the Company's website at <https://www.sime.com/investor-relations/shareholder-and-dividend-info/general-meeting/agm-2025/>.

EXPLANATORY NOTES

1. Audited Financial Statements for the financial year ended 30 June 2025

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 (Act), and do not require shareholders' approval. Hence, this agenda item is meant for discussion only and will not be put forward for voting.

2. Resolutions 1 and 2 – Non-Executive Directors' (NEDs) Fees and Benefits

Section 230(1) of the Act provides that the fees of directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

Shareholders' approval is hereby sought for fees and benefits payable to NEDs of the Company up to an amount of RM4,600,000 and RM1,500,000 respectively, with effect from the 19th AGM until the next AGM of the Company. The amounts remain unchanged from those approved at the 18th AGM.

- (i) The payment of fees for the NEDs is based on the following fee structure:

Board/Board Committees	NED Fees (RM/Year)	
	Chairman	Member
Board	560,000	240,000 ¹ 380,000 ²
• Governance & Audit Committee • Risk Management & Sustainability Committee	80,000	50,000
• Nomination & Remuneration Committee • Investment Committee	70,000	40,000
Board of Subsidiaries	150,000	100,000

Notes:

¹ Fee for Resident Director

² Fee for Non-Resident Director

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- (ii) The benefits payable for the NEDs comprising the following:
 - (a) Company car, petrol and driver for the Non-Executive Chairman
 - (b) Telecommunication devices/facilities with line and data package
 - (c) Club membership subscription
 - (d) Medical and insurance coverage
 - (e) Discount on purchases of Group/Company products on terms not more favourable than those given to the public/employees
 - (f) Other claimable benefits including reimbursable expenses incurred in the course of carrying out their duties as Directors

In determining the estimated total amount of fees and benefits payable for the NEDs, the Board has considered various factors including the number of scheduled and unscheduled meetings for the Board and Board Committees based on the current number of NEDs including a provisional sum as a contingency for future appointment of NEDs on the Board, Board Committees and board of subsidiaries.

The proposed Resolutions 1 and 2, if passed, will give authority to the Company to pay the fees and benefits to NEDs on a monthly basis and/or as and when incurred. The Board is of the view that payments to the NEDs are just and equitable particularly after the Directors have discharged their responsibilities and rendered their services to the Company and its subsidiaries.

The remuneration of each Director for the financial year ended 30 June 2025 is set out on page 120 of this Annual Report 2025.

3. Resolutions 3 to 7 - Re-election of Directors

- (i) Rule 82.2 of the Constitution of the Company states that a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Puan Hanizan Hood who was appointed on 1 July 2025 being eligible, has offered herself for re-election at the 19th AGM of the Company. As Puan Hanizan Hood was appointed after the commencement of the Board Effectiveness Assessment 2025 (BEA 2025), she was not included in the assessment cycle. Her nomination and suitability were evaluated by the Nomination & Remuneration Committee (NRC) and the Board based on her professional background, leadership experience, and alignment with strategic needs.

- (ii) Rule 103 of the Constitution of the Company states that at every AGM, at least one-third (1/3) of the Directors for the time being shall retire from office at each annual general meeting. A Director retiring at a general meeting shall retain office until the conclusion of the meeting. In addition, Rule 104 of the Constitution of the Company states that all Directors shall retire from office at least once every three (3) years. A retiring Director shall be eligible for re-election.

Mr Thayaparan Sangarapillai, Tan Sri Muhammad Shahrul Ikram Yaakob, Dato' Dr Nirmala Menon, and Dato' Jeffri Salim Davidson, have offered themselves for re-election at the 19th AGM in accordance with Rule 104 of the Constitution of the Company.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 19th AGM, the Board through its NRC, had assessed each of the retiring Directors, and considered the following:

- (a) The Director's performance and contributions based on results of the BEA 2025;
- (b) The Director's level of contributions to the Board and where applicable, Board Committee deliberations;
- (c) The Director's character, integrity, experience, competence, and overall fitness and propriety;
- (d) The level of independence demonstrated by the retiring Directors who are Independent Directors; and
- (e) The Director's commitment and ability to devote sufficient time to discharge his/her responsibilities effectively.

- (iii) Based on the aforesaid assessments, the Board and the NRC are satisfied that the retiring Directors have met the performance criteria required of an effective and high-performance Board and the Board's expectations by continuously discharging their duties diligently. In addition, the Independent Directors have provided annual declaration of independence. Accordingly, the Board recommends the re-election of Mr Thayaparan Sangarapillai, Tan Sri Muhammad Shahrul Ikram Yaakob, Dato' Dr Nirmala Menon, Dato' Jeffri Salim Davidson and Puan Hanizan Hood at the 19th AGM of the Company.
- (iv) The retiring Directors standing for re-election have abstained from deliberation and decision on their own eligibility to stand for re-election at the relevant NRC and Board meetings. Dato' Jeffri Salim Davidson who is a shareholder of the Company will abstain from voting on Resolution 7 concerning his re-election at the 19th AGM.

4. Resolution 8 – Re-appointment of Auditors

The Governance & Audit Committee (GAC), at its meeting held on 18 September 2025, undertook the annual assessment of the suitability and effectiveness of the external audit process, and the performance, suitability and independence of the external auditors, Messrs PricewaterhouseCoopers PLT (PwC), as prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The GAC considered the following factors in the assessment:

- (i) Dissemination of information about policies and processes for maintaining independence, objectivity and the monitoring of PwC's compliance with professional ethical standards;
- (ii) Communication of audit plan and approach and current developments in relation to accounting and auditing standards relevant to Sime Group's financial statements and the potential impact on the audit;
- (iii) Timeliness and quality of communications with regard to significant audit, accounting, related risks and control weaknesses and recommendations as well as effective use of meetings with the GAC without management presence;
- (iv) Competency in the coordination of resources and technical knowledge and expertise; and
- (v) Reasonableness of the audit fees charged.

The GAC was satisfied with the suitability of PwC based on the quality of audit, performance, competency and sufficiency of resources that the external audit team had provided to Sime.

The Board at its meeting held on 25 September 2025 agreed with the GAC's recommendation that the shareholders' approval be sought at the 19th AGM on the re-appointment of PwC as external auditors of the Company for the financial year ending 30 June 2026, under Resolution 8. The present external auditors, PwC, have indicated their willingness to continue their services for the next financial year.

EXPLANATORY NOTES ON SPECIAL BUSINESS

5. Resolution 9 – Proposed Share Buy-Back Authority

The proposed Resolution 9, if passed, will allow the Company to purchase its own shares through Bursa Malaysia Securities Berhad up to ten per centum (10%) of the total number of issued shares of the Company. Please refer to Part A of the Statement/Circular dated 15 October 2025 in relation to the Proposed Share Buy-Back Authority for further information.

6. Resolutions 10 to 14 – Proposed Shareholders' Mandate

The proposed Resolutions 10 to 14, if passed, will renew the existing shareholders' mandate and where applicable, grant a new mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations.

Detailed information on the Proposed Shareholders' Mandate is set out in Section 2.3 of Part B of the Statement/Circular dated 15 October 2025.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

**(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of
Bursa Malaysia Securities Berhad)**

The profile of the Directors who are standing for re-election (as per Resolutions 3 to 7 as stated above) at the 19th AGM of Sime and the disclosure of conflict of interest (if any) are set out in the “Board of Directors” section in the Company’s Annual Report 2025 on pages 92 to 99.

The details of the Directors’ interest in the securities of the Company are stated in the “Directors’ Report” section in the Company’s Annual Report 2025 on pages 161 to 164.