SIME DARBY BERHAD

(Registration No. 200601032645 (752404-U))
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Sime Darby Berhad ("**Sime**" or "**Company**") will be held at the Kuala Lumpur Convention Centre, Ballroom 1, Level 3, East Wing, Jalan Pinang, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia ("**Main Venue**") and broadcast live from the Main Venue on Thursday, 12 November 2026 at 12:30 p.m. or immediately following the conclusion or adjournment (as the case may be) of the Twentieth Annual General Meeting, whichever is later, or at any adjournment, which is scheduled to be held at the same venue and on the same day at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN WHICH COMPRISES AN EMPLOYEE SHARE GRANT SCHEME AND AN EMPLOYEE SHARE OPTION SCHEME ("PROPOSED LTIP")

"**THAT**, subject to the extent permitted by the Companies Act 2016, the Main Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the Company's Constitution, the Board of Directors of Sime ("**Board**") be and is hereby authorised and empowered to:

(i) establish, implement and administer a performance-based share scheme for the benefit of the employees, the group chief executive officer and executive directors of the Company and its subsidiaries (excluding subsidiaries which are dormant) ("**Group**") who fulfil the conditions of eligibility for participation in the Proposed LTIP in accordance with the by-laws of the Proposed LTIP ("**By-Laws**"), whereby the Proposed LTIP will be administered by a committee appointed or designated by the Board ("**LTIP Committee**"). The LTIP Committee will have the sole and absolute discretion in administering the Proposed LTIP in accordance with the proposed By-Laws as set out in Appendix I of the circular to shareholders of the Company in relation to the Proposed LTIP dated 28 October 2026 ("**Circular**"), and the terms of reference of the LTIP Committee;

(ii) issue and allot and/or transfer, from time to time such new and/or existing ordinary shares in the Company ("**Shares**") as may be required to be issued and allotted and/or transferred to the Group Chief Executive Officer ("**GCEO**") and the selected employee(s) who meet the criteria of eligibility for participation in the Proposed LTIP in accordance with the By-Laws ("**Eligible Employee(s)**"), provided that:

(a) the total number of such Shares to be issued and allotted and/or transferred shall not exceed an aggregate maximum of three percent (3.0%) of the total number of issued Shares of the Company (excluding treasury shares, if any) at any point of time throughout the duration of the Proposed LTIP;

(b) no more than ten percent (10%) of the new Shares which may be issued under the Proposed LTIP, shall be allocated to any Eligible Employee, if such Eligible Employee, whether individually or collectively through persons connected to him, holds twenty percent (20%) or more of the issued Shares or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time; and

(c) any new Shares to be issued under the Proposed LTIP, shall upon allotment and issuance rank equally in all respects with the then existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution, the entitlement date of which precedes the relevant date of allotment and issuance of the Shares. The new Shares will be subject to all provisions of the Company's Constitution and such amendments thereafter, if any;

(iii) amend and/or modify the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board or any committee established or appointed by it provided that such amendments and/or modifications are effected and permitted in accordance with the provisions of the By-Laws relating to amendments and/or modifications; and

(iv) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings on behalf of the Company, and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed LTIP and terms of the By-Laws, with full powers to approve, agree and/or assent to any term, condition, variation, modification and/or amendment in any manner as may be required by the relevant authorities and/or parties or as may be deemed necessary and/or expedient by the Board in the best interests of the Company, and to deal with all matters incidental to, ancillary to and/or relating to the Proposed LTIP;

AND THAT the proposed By-Laws, as set out in Appendix I of the Circular, which have been prepared in compliance with the Listing Requirements of Bursa Securities, be and is hereby approved and adopted on the effective date of implementation of the Proposed LTIP."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION TO DATO' JEFFRI SALIM DAVIDSON, THE GROUP CHIEF EXECUTIVE OFFICER OF SIME ("**PROPOSED ALLOCATION TO DATO' JEFFRI**")

"**THAT**, subject to the passing of Ordinary Resolution 1 and the Proposed LTIP becoming effective, the Board be and is hereby authorised to offer or grant and allocate to Dato' Jeffri Salim Davidson, being the GCEO, an award of up to a maximum of 12,000,000 Shares under the Proposed LTIP at any point of time during the duration of the Proposed LTIP, as the Board may deem fit, which shall be subject to the following:

(i) that he shall abstain from all deliberations and/or discussions relating to his own allocation;

(ii) that the allocation shall be subject to such terms and conditions and/or any adjustments as may be made in accordance with the By-Laws, the Listing Requirements of Bursa Securities, and any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.

AND THAT the Board is also authorised to issue new Shares under the Proposed LTIP."

By Order of the Board

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

Selangor Darul Ehsan, Malaysia

28 October 2026

Notes:

1. The EGM of the Company will be held in a hybrid mode and Member(s), proxy/proxies, 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, Vistra Investor & Issuing House Services Sdn Bhd (formerly known as Tricor Investor & Issuing House Services Sdn Bhd) ("**Vistra**"), via the Vistra Share Registry and IPO (MY) portal ("**VISTRA SRMY Portal**") at https://srmy.vistra.com ("**Virtual Attendance**").

   Physical Attendance
   Member(s), proxy/proxies, corporate representative(s) or attorney(s) who wish to attend and participate at the EGM physically are required to register for the meeting at the Main Venue.

   Virtual Attendance
   For Member(s), proxy/proxies, corporate representative(s) or attorney(s) who wish to attend and participate at the EGM 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 EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with rule 64 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (SICDA), to issue a General Meeting Record of Depositors as at 4 November 2026. Only a member whose name appears on the Record of Depositors as at 4 November 2026 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 EGM 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 EGM 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 EGM 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 Vistra not less than 24 hours before the time appointed for the taking of the poll or no later than Wednesday, 11 November 2026 at 12:30 p.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 Vistra'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-in 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 VISTRA SRMY Portal at https://srmy.vistra.com. Please follow the procedures in the Administrative Guide for the EGM if members wish to submit the Form of Proxy electronically.

9. The Administrative Guide on the conduct of a hybrid EGM of the Company is available at the Company's website at https://www.sime.com/investor-relations/shareholder-and-dividend-info/general-meeting/egm-2026/.