



Dear Shareholders,

NOTIFICATION TO SHAREHOLDERS ON:

- (I) THE FULLY VIRTUAL THIRTIETH ANNUAL GENERAL MEETING (30TH AGM) OF TENAGA NASIONAL BERHAD (TNB or THE COMPANY)**
- (II) AMENDMENT TO NOTICE OF THE 30TH AGM & PROXY FORM**

TNB Notice of the 30th AGM dated 10 April 2020 and the Proxy Form in the Company's Integrated Annual Report 2019 which were issued to the shareholders on 10 April 2020 are referred.

2. Due to the uncertainty of Coronavirus Disease (Covid-19) situation in Malaysia, the Government of Malaysia's directive on social distancing and restriction on mass gathering as well as in ensuring your well-being and safety remains the Company's priority, the Board of TNB on 28 April 2020 resolved that the Company's 30th AGM shall be held fully virtual via Remote Participation and Voting (RPV) on 30 June 2020, as per schedule. The Board decision is made in accordance with Clause 42 of the Company's Constitution and Section 327 of the Companies Act 2016.
3. Subsequently, the venue of 30th AGM is now changed from Dewan Serbaguna, Kompleks Sukan TNB, Jalan Pantai Baru, 59200 Kuala Lumpur, Malaysia to Dewan Seminar, Kompleks Balai Islam An-Nur, Ibu Pejabat Tenaga Nasional Berhad, No. 129, Jalan Bangsar, 59200 Kuala Lumpur, Malaysia (the Broadcast Venue). The date & time remain unchanged.

TNB 30TH AGM



Tuesday
30 June 2020



10.00 a.m.



Dewan Seminar
Kompleks Balai Islam An-Nur
Ibu Pejabat Tenaga Nasional Berhad
No. 129, Jalan Bangsar
59200 Kuala Lumpur
Malaysia
(the Broadcast Venue)

Please note that NO SHAREHOLDERS from the public should be physically present nor admitted at the Broadcast Venue on the day of AGM.

Notification to Shareholders

4. Further to that, we also wish to inform that subsequent to the appointments of Datin Rashidah binti Mohd Sies as Non-Independent Non-Executive Director and Dato' Seri Mahdzir bin Khalid as Chairman/Non-Independent Non-Executive Director with effect from 1 May 2020 and 12 May 2020 respectively, Agenda 3 of the Notice of 30th AGM shall be amended, with inclusion of additional Ordinary Resolutions and be read as follows:

Agenda 3

3. To re-elect the following Directors who were appointed to the Board and retire in accordance with Clause 63(2) of the Company's Constitution and being eligible offer themselves for re-election:

- | | |
|-------------------------------------|------------------------------|
| (i) Dato' Cheok Lay Leng | Ordinary Resolution 3 |
| (ii) Datin Rashidah binti Mohd Sies | Ordinary Resolution 4 |
| (iii) Dato' Seri Mahdzir bin Khalid | Ordinary Resolution 5 |

Accordingly, Agenda 4, 5, 6 and 7 will be renumbered as Ordinary Resolutions 6, 7, 8 and 9 respectively.

5. In reflecting the above, please find enclosed for your attention:
- (i) Amended Notice of the 30th AGM;
 - (ii) Statement Accompanying Notice of the 30th AGM;
 - (iii) Amended Proxy Form;
 - (iv) Administrative Details of the 30th AGM.

We urge the shareholders to visit the Company's website for the latest announcement(s) related to the Company's 30th AGM should there be any changes to its arrangements (if any).

Notwithstanding the unprecedented circumstances of the AGM, we look forward to connecting with you via the RPV facilities on the day of AGM.

We thank you for your continuous support to the Company.

BY ORDER OF THE BOARD

NORAZNI BINTI MOHD ISA

(LS 0009635)

(SSM Practicing Certificate No. 201908000492)

Company Secretary

Kuala Lumpur

29 May 2020

Notice of the 30th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirtieth Annual General Meeting (30th AGM) of Tenaga Nasional Berhad (TNB or the Company) will be held on **Tuesday, 30 June 2020** at **10.00 a.m.**, fully virtual via Remote Participation and Voting (RPV) at Dewan Seminar, Kompleks Balai Islam An-Nur, Ibu Pejabat Tenaga Nasional Berhad, No. 129, Jalan Bangsar, 59200 Kuala Lumpur, Malaysia (the Broadcast Venue) to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the Financial Year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note (a)

- To re-elect the following Directors who retire by rotation in accordance with Clause 64(1) of the Company's Constitution and being eligible offer themselves for re-election:

- Amran Hafiz bin Affifudin
- Noraini binti Che Dan

Ordinary Resolution 1
Ordinary Resolution 2

Gee Siew Yoong, who holds office until the conclusion of the 30th AGM, has expressed her intention of not to seek for re-election and shall retain office until the conclusion of the 30th AGM.

Please refer to Explanatory Note (b)

- To re-elect the following Directors who were appointed to the Board and retire in accordance with Clause 63(2) of the Company's Constitution and being eligible offer themselves for re-election:

- Dato' Cheok Lay Leng
- Datin Rashidah binti Mohd Sies
- Dato' Seri Mahdzir bin Khalid

Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5

Please refer to Explanatory Note (b)

- To approve the payment of the following Non-Executive Directors' fees from the 30th AGM until the next Annual General Meeting (AGM) of the Company:

- Director's fee of RM30,000.00 per month for the Non-Executive Chairman
- Director's fee of RM20,000.00 per month for each Non-Executive Director
- Director's fee of RM7,000.00 and RM5,000.00 per month for TNB Subsidiaries Category I and II respectively to Non-Executive Chairman.

Ordinary Resolution 6

Please refer to Explanatory Note (c)

- To approve the payment of benefits payable to the Non-Executive Directors (excluding Non-Executive Directors' fees) amounting to RM1,885,100.00 from the 30th AGM until the next AGM of the Company.

Ordinary Resolution 7

Please refer to Explanatory Note (c)

- To re-appoint Messrs PricewaterhouseCoopers PLT, having consented to act, as Auditors of the Company, to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

Ordinary Resolution 8

Please refer to Explanatory Note (d)

Notice of the 30th Annual General Meeting

AS SPECIAL BUSINESS:

7. Proposed Grant and Allotment of Shares to Datuk Seri Amir Hamzah bin Azizan.

“THAT the Board (save for Datuk Seri Amir Hamzah bin Azizan) be and is hereby authorised at any time and from time to time, to cause or procure the offering and the allocation to Datuk Seri Amir Hamzah bin Azizan, the President/Chief Executive Officer of the Company, of up to 900,000 ordinary shares in TNB (TNB Shares) under the Long Term Incentive Plan for the Eligible Employees of TNB and Its Subsidiaries and Executive Directors of TNB (LTIP) as they shall deem fit, which will be vested to him at a future date, subject always to such terms and conditions of the By-Laws of LTIP.”

“AND THAT the Board be and is hereby authorised to allot and issue new TNB shares pursuant to the LTIP to him from time to time pursuant to the vesting of his Grant.”

Ordinary Resolution 9

Please refer to Explanatory Note (e)

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

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 30th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. (Bursa Depository) in accordance with Clause 45(2) 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 (ROD) as at 23 June 2020. Only a depositor whose name appears on the ROD as at 23 June 2020 shall be entitled to attend the said Meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

NORAZNI BINTI MOHD ISA

(LS 0009635)

(SSM Practising Certificate No. 201908000492)

Company Secretary

Kuala Lumpur

29 May 2020

EXPLANATORY NOTES ON ORDINARY BUSINESSES:

- (a) **Agenda No. 1** is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require shareholders' approval for the Audited Financial Statements. As such, it is not put forward for voting.
- (b) **Ordinary Resolutions 1 to 5 - Proposed Re-election of Directors in accordance with Clauses 64(1) and 63(2) of the Company's Constitution**

Clause 64(1) of the Company's Constitution provides among others, that one-third (1/3) of the Directors at the time being of whom have been longest in office shall retire by rotation at the AGM of the Company and shall be eligible for re-election.

Clause 63(2) of the Company's Constitution provides among others, that the Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company 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 AGM of the Company and shall then be eligible for re-election.

The Board Nomination and Remuneration Committee (BNRC) and Board have conducted an assessment on the independence of all Independent Directors including Noraini binti Che Dan and are satisfied that she had complied with the independence criteria as required by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (MMLR) and continues to bring independent and objective judgment to the Board deliberations.

The BNRC and Board have also considered the Board Evaluation including the Self and Peer Assessment results of Noraini binti Che Dan and Amran Hafiz bin Affifudin and agreed that they have met the Board's expectation in terms of experience, expertise, integrity, competency, commitment and individual contribution by continuously performing their duties diligently as Directors of the Company.

Amran Hafiz bin Affifudin, Appointed Director by Khazanah Nasional Berhad, the major shareholder of TNB, is also standing for re-election.

The Board on 28 February 2020, had approved on the appointment of Dato' Cheok Lay Leng, as Independent Non-Executive Director with effect from 2 March 2020.

Subsequently, the Board on 28 April 2020 and 8 May 2020 has approved, with the concurrence of TNB Special

Shareholder on the appointments of Datin Rashidah binti Mohd Sies as Non-Independent Non-Executive Director and Dato' Seri Mahdzir bin Khalid as Chairman/ Non-Independent Non-Executive Director with effect from 1 May 2020 and 12 May 2020 respectively.

Pursuant to Clause 63(2) of the Company's Constitution, Dato' Cheok Lay Leng, Datin Rashidah binti Mohd Sies and Dato' Seri Mahdzir bin Khalid are standing for re-election. With their expertise/experience that they bring to the Board, shall further strengthen the Board composition and dynamics.

Gee Siew Yoong has expressed her intention of not to seek for re-election and shall retain office until the conclusion of the Company's 30th AGM.

The BNRC and Board hereby recommend for the re-election of each Director who is retiring at the 30th AGM.

- (c) **Ordinary Resolutions 6 to 7 - Non-Executive Directors' Remuneration**

Section 230(1) of the Act stipulates among others that the fees and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. As agreed by the Board, the shareholders' approval shall be sought at the 30th AGM on the Non-Executive Directors' remuneration of the Company and TNB Subsidiaries Category I and II through two (2) separate resolutions as follows:

- (i) **Ordinary Resolution 6** on the payment of Non-Executive Directors' fees for the Non-Executive Chairman and each Non-Executive Director from the 30th AGM until the next AGM of the Company.
- (ii) **Ordinary Resolution 7** on the payment of benefits (excluding Non-Executive Directors' fees) to the Non-Executive Directors from the 30th AGM until the next AGM of the Company.

The last increment of the Non-Executive Directors remuneration/benefits was made in 2013. The Board on 11 April 2018, engaged Willis Towers Watson (WTW) to conduct a holistic and independent review of the Non-Executive Directors' Remuneration with the aim to determine its market competitiveness and alignment with the latest regulations/corporate governance guidelines in Malaysia. Overall, TNB is at par with the market, for most of the compensation elements. WTW recommended that the existing remuneration policy remains and to be reviewed in one (1) to two (2) years time to stay relevant with the market.

Notice of the 30th Annual General Meeting

The proposed Ordinary Resolution 6 for the payment of fees to the Non-Executive Directors of the Company and its subsidiaries from the 30th AGM until the conclusion of the next AGM is tabled herewith in line with the provision of the Act and best practices of corporate governance to ensure full disclosure.

The existing remuneration policy of Non-Executive Directors in TNB and its subsidiaries is as follows:

Description	TNB Board		TNB Subsidiaries	
	Chairman	Non-Executive Directors	Chairman	Non-Executive Directors
Monthly fixed fees	RM30,000 per month	RM20,000 per month	Category I - RM7,000 Category II - RM5,000	Category I - RM5,000 Category II - RM3,000
* Meeting Allowances (per meeting)				
(i) Board	RM2,500	RM2,000	RM1,500	RM1,000
(ii) Board Committees	RM2,000	RM1,500	RM1,000	RM800
Benefits	Medical, Business Peripherals, Electricity Bills, Travelling & Telecommunication and other claimable benefits			

* *subject to not more than three (3) payments in a month.*

In determining the estimated total amount of benefits payable, the Board has considered various factors including the number of scheduled and special meetings for the Board, Board Committees and boards of subsidiaries along with the number of Non-Executive Directors involved.

Payment of Non-Executive Directors' benefits will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred, provided that the proposed Ordinary Resolution 7 be passed at the 30th AGM. The Board is of the view that it is fair and justifiable for the payment of benefits to the Non-Executive Directors be made as and when incurred, after the Non-Executive Directors have discharged their responsibilities and rendered their services to the Company.

Details of the Directors' Remuneration for the Financial Year ended 31 December 2019 are enumerated on page 41 of the Corporate Governance Overview Statement of the Corporate Governance & Financial Statements 2019.

(d) **Ordinary Resolution 8 - Re-appointment of Auditors**

Based on the External Auditors Assessment Result for the Financial Year under review, the Board Audit Committee and Board are satisfied with the quality of service, adequacy of resources provided, communication, independence, objectivity and professionalism demonstrated by the External Auditors in carrying out their functions.

Being satisfied with the External Auditors' performance, the Board recommends their re-appointment for shareholders' approval at the forthcoming AGM.

EXPLANATORY NOTES ON SPECIAL BUSINESS:**(e) Ordinary Resolution 9 - Proposed Grant and Allotment of Shares to Datuk Seri Amir Hamzah bin Azizan**

The proposed Ordinary Resolution, if passed, is to empower the Directors at any time and from time to time to cause or procure the offering and the allocation to Datuk Seri Amir Hamzah bin Azizan, the President/Chief Executive Officer of the Company, of up to 900,000 TNB Shares as they shall deem fit, which will be vested to him at a future date, subject always to such terms and conditions of the By-Laws of LTIP, which was approved at the Extraordinary General Meeting of the Company held on 18 December 2014.

The Proposed Grant is the maximum number of TNB Shares that may be vested to Datuk Seri Amir Hamzah bin Azizan subject to the stretched individual and Company performance targets set by the Board Long Term Incentive Plan Committee (BLTIP) and Board, upon the vesting exercise. The BLTIP and Board (save for Datuk Seri Amir Hamzah bin Azizan) have deliberated on the proposal and concurred that the proposed maximum allowable number of TNB Shares allocation is fair and reasonable, to link the interest of the Executive Director with the long term shareholders' value enhancement and long term success of the Company.

ADDITIONAL INFORMATION ON:**Ordinary Resolutions 1 to 3**

Additional information on the particulars of the retiring Directors, as required under Appendix 8A of the MMLR is detailed out in the Statement Accompanying Notice of 30th AGM of TNB Integrated Annual Report 2019, issued to shareholders on 10 April 2020.

Ordinary Resolutions 4 to 5

Please refer to the Statement Accompanying Notice of 30th AGM of this Amended Notice of 30th AGM.

NOTES:

1. A member of a Company shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the Company, in accordance with Section 334(1) of the Act.
2. Where a member is an authorised nominee as defined in accordance with the provisions of the SICDA, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares in the Company standing to the credit of the said Securities Account.
3. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. Where a member appoints two (2) proxies, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified.
4. The instrument appointing a proxy/Amended Proxy Form shall be in writing under the hand of the appointer or of his attorney duly appointed under a power of attorney. Where the instrument appointing a proxy/Amended Proxy Form is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly appointed under a power of attorney.
5. A corporation which is a member may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting in accordance with Clause 51 of the Company's Constitution.
6. Duly completed Amended Proxy Form must be deposited to the Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 24 hours before the time appointed for the taking of the poll or **no later than 29 June 2020 at 12.00 p.m.**
7. Alternatively, you may lodge the Amended Proxy Form via the Boardroom Smart Portal at www.boardroomlimited.my before the abovementioned cut-off time. For further details on proxy lodgement, kindly refer to the Administrative Details of 30th AGM.
8. Pursuant to Paragraph 8.29A of the MMLR, voting at the 30th AGM of the Company will be conducted by poll.
9. The Amended Proxy Form is attached herewith for the shareholders who are entitled to attend and vote at the 30th AGM of the Company who wish to appoint a proxy to attend and vote in his place.
10. The Amended Proxy Form does not invalidate the Proxy Form which was circulated together with the Notice of the 30th AGM dated 10 April 2020 (Original Proxy Form).
11. In the event that the Company does not receive the duly executed Amended Proxy Form, the Shareholder is deemed to have appointed and authorised his proxy under the Original Proxy Form to vote at the proxy's discretion.

Statement Accompanying Notice of the 30th Annual General Meeting

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

Further details of the Directors who are seeking for re-election at the 30th Annual General Meeting are set out below:

(I) DATIN RASHIDAH BINTI MOHD SIES

Name	Datin Rashidah binti Mohd Sies
Age	56
Gender	Female
Nationality	Malaysian
Qualification	<ul style="list-style-type: none"> · Master in Business Administration, US International University California, United States of America · Bachelor in Business Administration (Finance), Idaho State University, United States of America · Diploma in Public Administration, National Institute of Public Administration (INTAN), Malaysia
Board Position	Non-Independent Non-Executive Director
Date First Appointed to the Board	1 May 2020
Number of Board Meetings Attended in the Financial Year	Nil
Membership of Board Committees	<ul style="list-style-type: none"> · Board Tender Committee (Chairman) · Board Nomination and Remuneration Committee (Member) · Board Long Term Incentive Plan Committee (Member)
Occupation	Under-Secretary of the Government Investment Companies (GIC) Division, Ministry of Finance (MOF)
Working Experience	<ul style="list-style-type: none"> · Deputy Under-Secretary, GIC Division, MOF (2016 – 2018) · Head of Commercial Unit, GIC Division, MOF (2009 – 2016) · Principal Assistant Secretary of Investment, Finance Division, Minister of Finance (Incorporated) (MoF Inc.) (2003 – 2016) · Assistant Secretary, Investment Section, Finance Division, MOF (1989 – 1997) and Privatisation Section, Finance Division, MOF (1998 – 2003)
Any Other Board Directorships in Public Companies and Listed Entity	<p>Present Directorship(s):</p> <p>Listed Entity</p> <ul style="list-style-type: none"> · Nil <p>Other Public Companies</p> <ul style="list-style-type: none"> · UDA Holdings Berhad · Johor Port Berhad · Perbadanan Nasional Berhad · Global Maritime Ventures Berhad · Aset Tanah Nasional Berhad · 1Malaysia Development Berhad
Securities Holdings in Tenaga Nasional Berhad and its Subsidiaries	Nil
Family Relationship with any Director and/or Major Shareholder of TNB	Nil
Conflict of Interest with TNB	Nil
Other than traffic offences, any conviction for offences within the past five (5) years and public sanction or penalty imposed by relevant regulatory bodies	Nil

(II) DATO' SERI MAHDZIR BIN KHALID

Name	Dato' Seri Mahdzir bin Khalid
Age	59
Gender	Male
Nationality	Malaysian
Qualification	Bachelor of Arts in Education (Hons.), University of Science, Malaysia
Board Position	Chairman, Non-Independent Non-Executive Director
Date First Appointed to the Board	12 May 2020
Number of Board Meetings Attended in the Financial Year	Nil
Membership of Board Committees	NA
Occupation	Non-Executive Chairman, Tenaga Nasional Berhad
Working Experience	<ul style="list-style-type: none"> · Vice President of the United Malays National Organisation (2018 – Present) · Member of the Malaysian Parliament for Padang Terap (2013 – Present) · Minister of Education, Malaysia (2015 – 2018) · Deputy Minister of Energy, Green Technology and Water, Malaysia (2013 – 2015) · Deputy Chairman of Tourism Promotion Malaysia, Ministry of Tourism Malaysia (2008 – 2013) · Chairman, Muda Agricultural Development Authority (MADA), Kedah (2006 – 2013) · Chairman, Lembaga Kemajuan Wilayah Kedah (KEDA), Kedah (2006 – 2009) · Menteri Besar of Kedah (2005 – 2008) · Political Secretary to Deputy Prime Minister of Malaysia, YAB Dato' Seri Abdullah bin Haji Ahmad Badawi (2000 – 2004) · Director, Ministry of Land and Cooperative Development (1998 – 2000) · Special Officer to Menteri Besar of Kedah, YB Dato' Seri Amar Diraja Tan Sri Dato' Seri Osman bin Haji Aroff (1993 – 1996) · Principal of SMK Gadong, Beaufort, Sabah (1990 – 1993) · Education Officer (1984 – 1990)
Any Other Board Directorships in Public Companies and Listed Entity	Nil
Securities Holdings in Tenaga Nasional Berhad and its Subsidiaries	Nil
Family Relationship with any Director and/or Major Shareholder of TNB	Nil
Conflict of Interest with TNB	Nil
Other than traffic offences, any conviction for offences within the past five (5) years and public sanction or penalty imposed by relevant regulatory bodies	Nil

Administrative Details of the 30th Annual General Meeting

NO VOUCHERS/SOUVENIRS

There will be no vouchers nor souvenirs for shareholders/proxies who participate in the AGM.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear on the Record of Depositors on **23 June 2020** (General Meeting Record of Depositors) shall be eligible to participate in the AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

PROXY LODGEMENT

Shareholders are encouraged to attend the 30th AGM virtually using the Remote Participation and Voting (RPV) facilities.

If you are not able to participate in the virtual AGM, you can appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the Amended Proxy Form.

You may download the Amended Proxy Form from our website at <http://www.tnb.com.my/>.

Alternatively, you may deposit your Amended Proxy Form by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal. Kindly follow the link at <https://www.boardroomlimited.my/> to login and deposit your Amended Proxy Form electronically.

The instrument appointing a proxy, that has been deposited at the office of the Company's Share Registrar prior to this announcement, shall remain valid, unless a new instrument appointing a proxy is deposited at the office of the Company's Share Registrar which will supersede the previous instrument deposited (if any).

The Amended Proxy Form must be completed, signed and lodged with the Company via the following, no later than **12.00 p.m. on Monday 29 June 2020 ("Proxy Deadline")**:

- (i) By postal/courier/hand deliver to Boardroom Share Registrars Sdn. Bhd. (BSR) at the following address:

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

- (ii) By fax to +603-7890 4670;

- (iii) Online via the Boardroom Smart Investor Portal at www.boardroomlimited.my, which is free and available to all individual Depositors. Kindly refer to the guidelines below to navigate through the portal:

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

*[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to **item 2. e-Proxy Lodgement**]*

- Access website <https://boardroomlimited.my>
- Click <<Register>> to sign up as a user.
- Complete registration and upload softcopy of MyKAD (front and back) or Passport.
- Please enter a valid e-mail address and wait for BSR's e-mail verification.
- The registration of your e-Proxy Account would be verified and approved within one (1) business day and an e-mail notification would be provided.

2. e-Proxy Lodgement

- Login to <https://boardroomlimited.my> using your user id and password above.
- Go to e-Proxy Lodgement and browse Meeting List. Click <<Apply>> for the Company that you want to lodge your Amended Proxy Form.
- Read the Terms & Conditions and confirm the Declaration.
- Enter the CDS account number and the total number of securities held.
- Select your proxy - either the Chairman of the Meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).
- Indicate your voting instructions - For, Against or Abstain, otherwise your proxy will decide your vote.
- Review & confirm your proxy(ies) appointment.
- Click submit.
- Download or print the e-Proxy form acknowledgement.

Should you require further clarification on navigating within the Boardroom Smart Investor Portal please contact BSR at +603-7890 4700 or bsr.helpdesk@boardroomlimited.com

REVOCAION OF PROXY

If you have submitted your Amended Proxy Form and subsequently decide to appoint another person or wish to participate in the virtual AGM, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier submitted Proxy Form at least 24 hours before the meeting.

VOTING PROCEDURE

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 Share Registrars Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting (e-Voting). An Independent Scrutineer will verify the result of the poll.
2. During the virtual AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.
3. For the purposes of this virtual AGM, e-Voting will be carried out via personal smart mobile phones, tablets or personal computer/laptops.
4. There are three (3) methods for members and proxies who wish to use their personal voting device to vote remotely. The methods are:-

5. The Scrutineers will verify the poll result reports upon the closing of the poll session by the Chairman. The Chairman will declare whether the resolutions put to the vote were successfully carried or not.
6. In accordance with the Company’s Constitution, members are entitled to vote at the virtual AGM either personally or by proxy, based on the General Meeting Record of Depositors. Any eligible Voting Member unable to participate electronically is entitled to appoint a proxy to participate in the virtual AGM.

REGISTRATION FOR REMOTE PARTICIPATION AND ELECTRONIC VOTING

1. Please note that the Remote Participation and Electronic Voting (RPV) is available for:
 - (i) Individual Member;
 - (ii) Corporate Shareholder;
 - (iii) Authorised Nominee; and
 - (iv) Exempt Authorised Nominee.
2. You will be able to view live webcast of the AGM proceedings, pose questions to the Board and submit your votes in real-time whilst the meeting is in progress.

1

Download the free **Lumi AGM** from Apple App Store or Google Play Store prior to the meeting;

OR

2

Use QR Scanner Code given to you in the email;

OR

3

Go to the website with URL <https://web.lumiagm.com/>.

Administrative Details of the 30th Annual General Meeting

3. The procedures for RPV facilities is summarised below:-

Procedure	Action Required
BEFORE THE 30TH AGM (30 JUNE 2020)	
(a) Step 1: Register Online with Boardroom Smart Investor Portal (for first time registration only)	a. Access website https://boardroomlimited.my b. Click <<Login>> and click <<Register>> to sign up as a user. c. Complete registration and upload softcopy of MyKAD (front and back) or Passport. d. Please enter a valid email address and wait for Boardroom's email verification. e. Your registration will be verified and approved within one (1) business day and an email notification will be provided. <i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2. Submit request for Remote Participation user ID and password.]</i>
(b) Step 2: Submit Request for Remote Participation User ID and Password	<p>Individual Members:</p> <ul style="list-style-type: none"> - Login to https://boardroomlimited.my using your user ID and password above. - Select "Virtual Meeting" from main menu and select the correct Corporate Event "TNB 30th Virtual AGM". - Enter your CDS Account. - Read and agree to the terms & conditions and thereafter SUBMIT your request. <p>Corporate Shareholders</p> <ul style="list-style-type: none"> - Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Amended Proxy Form to SUBMIT the request. - Please provide a copy of Corporate Representative's MyKad (Front and Back) as well as his/her email address. <p>Authorised Nominee and Exempt Authorised Nominee</p> <ul style="list-style-type: none"> - Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Amended Proxy Form to submit the request. <ol style="list-style-type: none"> a. You will receive notification from Boardroom that your request has been received and is being verified. b. Upon system verification against the General Meeting Record of Depositories as at 23 June 2020, 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. Kindly be informed that once you are registered for TNB 30th Virtual AGM, you will receive an email from Boardroom either approving or rejecting your registration for remote participation. e. Once your registration is approved, you will also receive your remote access User ID and Password along with an email guide from Boardroom. f. Please note that the closing time to submit your request is at 10.00 a.m. on 29 June 2020. (24 hours before the commencement of the respective virtual AGM). <p><i>[Note: The registration for remote access will be opened on 30 May 2020 (A Day after the issuance of Amendment to Notice of the 30th AGM)]</i></p>

Procedure	Action Required
ON THE 30TH AGM (30 JUNE 2020)	
(c) Step 3: Login to Virtual Meeting Portal	<p>a. The Virtual Meeting Portal will be opened for login starting an hour (1 hour) before the commencement of AGM at 9.00 a.m. on 30 June 2020.</p> <p>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.</p> <p>c. The steps will also guide you how to view live web cast, ask questions and vote.</p> <p>d. The live web cast will end and the Messaging window will be disabled the moment the Chairman announces the closure of the AGM.</p> <p>e. You can now logout from Virtual Meeting Portal.</p> <p>Shareholders who are unable to participate in the virtual AGM are encouraged to appoint the Chairman of the Meeting to vote on their behalf. You may use Boardroom Smart Investor Portal proxy appointment service to submit your proxy appointment.</p> <p><i>[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast 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.]</i></p>
(d) Participation through Live Webcast, Question and Voting at the virtual AGM	<p>The Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by shareholders which are related to the resolutions to be tabled at the 30th AGM as well as financial performance/prospect of the Company.</p> <p>Shareholders may proceed to cast votes on each of the proposed resolutions, to be tabled at the 30th AGM, after the Chairman has opened the poll on the resolutions. Shareholders are reminded to cast their votes before the poll is closed.</p> <p>Shareholders who participate in the virtual AGM are able to view the Company's presentation or slides via the live web streaming.</p>

ADDITIONAL INFORMATION ON THE VIRTUAL AGM

The Login User Guide for participation, posting questions and voting at the 30th AGM, will be emailed to you together with your remote access user ID and password once your registration has been approved.

PERSONAL DATA PRIVACY

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the shareholder of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The shareholder agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

INTEGRATED ANNUAL REPORT 2019 AND CORPORATE GOVERNANCE & FINANCIAL STATEMENTS 2019 (IAR & CGFS 2019)

The IAR, CGFS 2019 and AGM Booklet 2019 are available online and can be downloaded from our designated website link: <https://www.tnb.com.my/suppliers-investors-media-relations/annual-reports/>.

There may be delay in the delivery of IAR & CGFS 2019 as requested by the shareholders, if any. The IAR & CGFS 2019 will be delivered once they are made available to the Company.

ENQUIRY

For any general inquiry relating to the virtual AGM, please contact the Boardroom Share Registrars Sdn. Bhd. during office hours from 8.30 a.m. to 5.30 p.m. (Mondays to Fridays).

Telephone : +603-7890 4700
 Facsimile : +603-7890 4670

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Proxy Form

30TH ANNUAL GENERAL MEETING

(Before completing the form, please refer to the notes overleaf)



**TENAGA
NASIONAL BERHAD**
199001009294 (200866-W)

AMENDED

Number of Ordinary Share(s) held	CDS Account No.												
				-					-				

I/We, _____
(FULL NAME OF SHAREHOLDER AS PER NRIC/CERTIFICATE OF INCORPORATION IN CAPITAL LETTERS)

NRIC No./Passport No./Company No. _____ of _____
(FULL ADDRESS)

_____ (FULL ADDRESS)

Telephone No. _____ being a Member of Tenaga Nasional Berhad, hereby appoints:

	FULL NAME OF PROXY AS PER NRIC IN CAPITAL LETTERS	NO. OF SHARES	PERCENTAGE (%)	
Proxy 1				or failing him/her
	NRIC No./Passport No.:			
Proxy 2				or failing him/her
	NRIC No./Passport No.:			
TOTAL			100%	

* the Chairman of the Meeting, as my/our proxy, to attend and vote for me/us and on my/our behalf at the **30TH ANNUAL GENERAL MEETING (30TH AGM)** of **TENAGA NASIONAL BERHAD ("TNB" or "the Company")** to be held fully virtual via Remote Participation and Voting (RPV) at Dewan Seminar, Kompleks Balai Islam An-Nur, Ibu Pejabat Tenaga Nasional Berhad, No. 129, Jalan Bangsar, 59200 Kuala Lumpur, Malaysia (the Broadcast Venue) on **TUESDAY, 30 JUNE 2020 at 10.00 a.m.** and/or at any adjournment thereof.

My/Our proxy is to vote as indicated below:

NO.	RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS			
Re-election of the following Directors who retire in accordance with Clause 64(1) of the Company's Constitution:			
1.	Amran Hafiz bin Affifudin	ORDINARY RESOLUTION 1	
2.	Noraini binti Che Dan	ORDINARY RESOLUTION 2	
Re-election of the following Directors who retire in accordance with Clause 63(2) of the Company's Constitution:			
3.	Dato' Cheok Lay Leng	ORDINARY RESOLUTION 3	
4.	Datin Rashidah binti Mohd Sies	ORDINARY RESOLUTION 4	
5.	Dato' Seri Mahdzir bin Khalid	ORDINARY RESOLUTION 5	
6.	Approval for payment of the following Non-Executive Directors' fees from the 30 th AGM until the next Annual General Meeting (AGM) of the Company: (i) Director's fee of RM30,000.00 per month for the Non-Executive Chairman (ii) Director's fee of RM20,000.00 per month for each Non-Executive Director (iii) Director's fee of RM7,000.00 and RM5,000.00 per month for TNB Subsidiaries Category I and II respectively to Non-Executive Chairman	ORDINARY RESOLUTION 6	
7.	Approval for payment of benefits to the Non-Executive Directors (excluding Non-Executive Directors' fees) from the 30 th AGM until the next AGM of the Company	ORDINARY RESOLUTION 7	
8.	Re-appointment of Messrs PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration	ORDINARY RESOLUTION 8	
SPECIAL BUSINESS			
9.	Proposed Grant and Allotment of Shares to Datuk Seri Amir Hamzah bin Azizan	ORDINARY RESOLUTION 9	

Please indicate with an "X" in the box provided for each Resolution as how you wish your votes to be cast. If no voting instruction is given, the proxy(ies) is/are hereby authorised to vote or abstain from voting at his/her/their discretion.

* If you do not wish to appoint the Chairman of the Meeting as your proxy/one (1) of your proxies, please strike out the word "the Chairman of the Meeting" and insert the name(s) of the proxy(ies) you wish to appoint in the blank spaces provided.

Dated this _____ day of _____, 2020

Signature(s) or Common Seal of Member(s)

NOTES:

1. A member of a Company shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the Company in accordance with Section 334(1) of the Companies Act 2016.
2. Only members whose names appear in the General Meeting Record of Depositors as at 23 June 2020 shall be entitled to attend the Meeting or appoint proxy(ies) to attend and/or vote on their behalf.
3. Where a member is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act 1991, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares in the Company standing to the credit of the said Securities Account.
4. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. Where a member appoints two (2) proxies, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified.
5. The instrument appointing a proxy/Amended Proxy Form shall be in writing under the hand of the appointer or of his attorney duly appointed under a power of attorney. Where the instrument appointing a proxy/Amended Proxy Form is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly appointed under a power of attorney.
6. A corporation which is a member may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting in accordance with Clause 51 of the Company's Constitution.
7. Duly completed Amended Proxy Form must be deposited to the Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 24 hours before the time appointed for the taking of the poll or **no later than 29 June 2020 at 12.00 p.m.**
8. Alternatively, you may lodge the Amended Proxy Form via the Boardroom Smart Portal at www.boardroomlimited.my before the abovementioned cut-off time. For further details on proxy lodgement, kindly refer to the Administrative Details of 30th AGM.
9. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the Meeting will be conducted by poll.
10. The Amended Proxy Form does not invalidate the Proxy Form which was circulated together with the Notice of the 30th AGM dated 10 April 2020 (Original Proxy Form).
11. In the event that the Company does not receive the duly executed Amended Proxy Form, the shareholder is deemed to have appointed and authorised his proxy under the Original Proxy Form to vote at the proxy's discretion.

1. *Fold Here*

AFFIX
STAMP

BOARDROOM SHARE REGISTRARS SDN. BHD.

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

2. *Fold Here To Seal*