

NOTICE OF THE 36TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty Sixth Annual General Meeting (36th AGM) of Tenaga Nasional Berhad (TNB or the Company) will be held at **Pusat Konvensyen Leo Moggie, TNB Platinum, No. 3, Jalan Bukit Pantai, Bangsar, 59100 Kuala Lumpur, Malaysia (Meeting Venue)** and will be broadcasted live from the Meeting Venue on **Thursday, 21 May 2026 at 10.00 a.m.**, to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the Financial Year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note (a)
2. 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:
 - (i) Tan Sri Abdul Razak bin Abdul Majid **Ordinary Resolution 1**
 - (ii) Muazzam bin Mohamad **Ordinary Resolution 2**
 - (iii) Ong Ai Lin **Ordinary Resolution 3***Please refer to Explanatory Note (b)*
3. To re-elect Datuk Ir. Ts. Shamsul bin Ahmad who was appointed to the Board and retires in accordance with Clause 63(2) of the Company's Constitution and being eligible, offers himself for re-election. **Ordinary Resolution 4**
Please refer to Explanatory Note (b)
4. To approve the payment of the following Non-Executive Directors' fees from the 36th AGM until the next Annual General Meeting (AGM) of the Company:
 - (i) Director's fee of RM32,000.00 per month to Tan Sri Abdul Razak bin Abdul Majid, Non-Executive Chairman
 - (ii) Director's fee of RM7,000.00 and RM5,000.00 per month for TNB Subsidiaries Category II and III respectively to Tan Sri Abdul Razak bin Abdul Majid, Non-Executive Chairman **Ordinary Resolution 5**
 - (iii) Director's fee of RM20,000.00 per month for the following Non-Executive Directors:
 - a. Rohaya binti Mohammad Yusof **Ordinary Resolution 6**
 - b. Muazzam bin Mohamad **Ordinary Resolution 7**
 - c. Ong Ai Lin **Ordinary Resolution 8**
 - d. Gopala Krishnan K.Sundaram **Ordinary Resolution 9**
 - e. Dato' Merina binti Abu Tahir **Ordinary Resolution 10**
 - f. Dato' Zulkifli bin Ibrahim **Ordinary Resolution 11**
 - g. Alan Hamzah Sendut **Ordinary Resolution 12***Please refer to Explanatory Note (c)*
5. To approve the payment of benefits payable to the Non-Executive Directors (excluding Non-Executive Directors' fees) amounting to RM2,129,650.00 from the 36th AGM until the next AGM of the Company. **Ordinary Resolution 13**
Please refer to Explanatory Note (c)
6. 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 14**
Please refer to Explanatory Note (d)
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 (Act).

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FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 36th 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 13 May 2026. Only a depositor whose name appears on the ROD as at 13 May 2026 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

ALI MUNAWAR BIN HAJI SALIM

(MAICSA 7021901)

(SSM Practicing Certificate No. 201908002911)

Company Secretary

Kuala Lumpur

22 April 2026

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 4 - 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 with the assistance of the Board Nomination and Remuneration Committee (BNRC) conducted an independence assessment of Ong Ai Lin as Senior Independent Non-Executive Director and is satisfied that she has 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 also considered the Board Effectiveness Assessment (BEA) including the Self and Peer Assessment results of Tan Sri Abdul Razak bin Abdul Majid, Muazzam bin Mohamad and Ong Ai Lin and agreed that they have met the Board's expectation in terms of experience, expertise, integrity, competence, commitment and individual contribution by continuously performing their duties diligently as Company Directors. The BEA scores also indicate that the retiring Directors met the performance criteria required of an effective and high-performance Board.

Tan Sri Abdul Razak bin Abdul Majid, Chairman of TNB, is an Appointed Director representing the Minister of Finance (Incorporated) (MoF Inc.), the Special Shareholder of TNB. He brings extensive experience in the electricity utility and engineering sectors, built through his long-standing service with Lembaga Letrik Negara/TNB and his previous roles, including as Chairman of the Energy Commission.

Muazzam bin Mohamad, a Non-Independent Non-Executive Director representing Permodalan Nasional Berhad (PNB), has expertise in investment, corporate strategy, and sustainability. He spearheaded the establishment of PNB Group's stewardship framework and currently oversees institutional governance, corporate and investment sustainability, as well as shareholder activism functions at PNB.

Ong Ai Lin, Senior Independent Non-Executive Director and Chairman of the Board Sustainability and Risk Committee, possesses extensive expertise in audit, governance, risk & compliance, and technology and cybersecurity risk management and is a Fellow Chartered Accountant (FCA) of the Institute of Chartered Accountants in England and Wales (ICAEW).

The retiring Directors who are standing for re-election have fulfilled the fit and proper assessment that comprises character & integrity, experience & competence and time & commitment.

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The Board on 27 February 2026 had approved, with the concurrence of MoF Inc., the appointment of Datuk Ir. Ts. Shamsul bin Ahmad as President/Chief Executive Officer, Non-Independent Executive Director with effect from 1 March 2026.

In accordance with the Company's policy, which limits the tenure of Independent Directors to nine (9) years without further extension, Juniwati Rahmat Hussin has expressed her intention to remain in office until the conclusion of the 36th AGM.

The BNRC and Board hereby recommend for the re-election of each Director who is retiring at the 36th AGM.

Any Director referred to in Ordinary Resolutions 1 to 4, who is a shareholder of the Company will abstain from voting on the resolution in respect of his/her re-election at the 36th AGM.

(c) **Ordinary Resolutions 5 to 13 - 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 36th AGM pertaining to the Non-Executive Directors' remuneration of the Company and TNB Subsidiaries Category II and III through separate resolutions as follows:

- (i) **Ordinary Resolutions 5 to 12** on the payment of Non-Executive Directors' fees for the Non-Executive Chairman and each Non-Executive Director separately from the 36th AGM until the next AGM of the Company.
- (ii) **Ordinary Resolution 13** on the payment of benefits payable (excluding Non-Executive Directors' fees) to the Non-Executive Directors from the 36th AGM until the next AGM of the Company.

The proposed Ordinary Resolutions 5 to 12 and Ordinary Resolution 13 for the payment of Directors' fees and benefits payable to the Non-Executive Directors of the Company from the 36th AGM until the conclusion of the next AGM are tabled herewith in line with the provision of the Act and Guidance 7.2 of the Malaysian Code on Corporate Governance 2021 to ensure full disclosure.

In determining the estimated total amount of benefits payable, the Board had 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 13 be passed at the 36th 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.

(d) **Ordinary Resolution 14 - Re-appointment of Auditors**

Based on the External Auditors Assessment Result for the Financial Year under review, the Board and Board Audit Committee are satisfied with the quality of service delivered, adequacy of resources provided, effectiveness of communication, independence, objectivity, and professionalism demonstrated by the External Auditors in discharging their duties. In view of this satisfactory performance, the Board recommends their re-appointment for shareholders' approval at the 36th AGM.

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NOTES:

1. The 36th AGM of TNB will be held on a **hybrid mode** whereby the shareholders shall have the option, either:
 - (i) to attend physically at the Meeting Venue (Physical Attendance); or
 - (ii) to attend virtually via the Remote Participation and Electronic Voting (RPEV) facilities to be provided by Boardroom Share Registrars Sdn. Bhd. (Virtual Attendance).

Meeting Participation:

- Physical Attendance - All shareholders, proxies, corporate representatives or attorneys who wish to attend and participate at the 36th AGM physically are required to register for the meeting at the Meeting Venue.
 - Virtual Attendance - The RPEV facilities will be opened for registration from Wednesday, 22 April 2026 onwards.
 - All members, shareholders, proxies, corporate representatives or attorneys attending physically or virtually are required to pre-register their attendance via Boardroom Smart Investor Portal (BSIP) at <https://investor.boardroomlimited.com>. This is to enable the Company to ascertain their eligibility to participate in the AGM based on General Meeting ROD as at 13 May 2026 and to enable the Company to make the necessary preparations for the AGM, particularly at the Meeting Venue.
 - The appointment of proxy/proxies must be submitted not less than 48 hours before the time appointed for the taking of the poll or **no later than Tuesday, 19 May 2026 at 12.00 p.m.:**
 - (a) Electronically via BSIP at <https://investor.boardroomlimited.com>;
 - (b) Via email at bsr.proxy@boardroomlimited.com; or
 - (c) In hard copy form. The hard copy of Proxy Form must be deposited at the office of Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - The Proxy Form, together with the Administrative Details of the 36th AGM outlining the applicable procedures, is accessible on the Company's website at www.tnb.com.my.
2. A member 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.
 3. 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.
 4. A member entitled to participate and vote at the Meeting is entitled to appoint not more than two (2) proxies to participate 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/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/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. Pursuant to Paragraph 8.29A of the MMLR, voting at the Meeting will be conducted by poll.