

SECTION 2.0 PRINCIPAL TERMS AND CONDITIONS OF THE AT1 CAPITAL SECURITIES PROGRAMME

Words and expressions used and defined in this Section 2.0 shall, in the event of any inconsistency with the definition section of this Information Memorandum, only be applicable for this Section 2.0.

- (1) **Name of facility/programme** : Additional Tier 1 capital securities (“**AT1CS**”) programme of up to RM10.0 billion in nominal value (“**AT1CS Programme**”).
- (2) **Issuance type** : Programme.
- (3) **Facility description** : AT1CS Programme for the issuance of AT1CS from time to time of up to RM10.0 billion in nominal value.
- The AT1CS are intended to qualify as Additional Tier 1 Capital for the Issuer and shall comply with BNM’s Capital Adequacy Framework (Capital Components) issued on 2 February 2018, as amended from time to time, in relation to requirements of an Additional Tier 1 Capital instrument (“**CA Framework**”).
- (4) **Currency** : Ringgit.
- (5) **Expected facility/programme size** : Up to RM10,000,000,000.00.
Option to upsize: Yes.
- (6) **Tenure of facility/programme** : Perpetual.
- (7) **Availability Period** : The AT1CS Programme is available for issuance upon fulfilment of all conditions precedent to the satisfaction of the Lead Arranger and for so long as the AT1CS Programme subsists.
- (8) **Clearing & settlement platform(s)** : PayNet
- (9) **Mode(s) of issue** :
 - Book building
 - Book running
 - Bought deal
 - Direct placement
 - Private placement
- The AT1CS may be issued through any of the modes marked above on a best effort basis.
- (10) **Selling restrictions** :
 - Part I of Schedule 6 of the Capital Markets & Services Act, 2007 (CMSA)
 - Part I of Schedule 7 of the CMSA
 - Read together with Schedule 9 of the CMSA
 - Others

Selling Restrictions at Issuance

The AT1CS may only be offered, sold, transferred or otherwise disposed, directly or indirectly to persons to whom an offer for subscription or purchase of, or invitation to subscribe for or purchase of the AT1CS may be made and to whom the AT1CS are issued would fall within:

- (i) Part I of Schedule 6 or Section 229(1)(b); and
- (ii) Part I of Schedule 7 or Section 230(1)(b); read together with
- (iii) Schedule 9 or Section 257(3)

of the CMSA, as amended from time to time.

Selling Restrictions Thereafter

The AT1CS may only be offered, sold, transferred or otherwise disposed directly or indirectly to persons to whom an offer for subscription or purchase of, or invitation to subscribe for or purchase of the AT1CS may be made and to whom the AT1CS are issued would fall within:

- (i) Part I of Schedule 6 or Section 229(1)(b); read together with
- (ii) Schedule 9 or Section 257(3)

of the CMSA, as amended from time to time.

- (11) **Tradability and transferability** : Tradable & transferable
- (12) **Details of security/collateral pledged, if applicable** : Unsecured
- (13) **Details of guarantee, if applicable** : Not guaranteed
- (14) **Convertibility of Issuance** : Non-convertible
- (15) **Exchangeability of Issuance and details of the exchangeability** : Non-exchangeable
- (16) **Call option and details, if applicable** : Call option, details as follows:

Each tranche of the AT1CS issued under the AT1CS Programme may have a call option (to be determined prior to the relevant issue date) ("**Call Option**") to allow the Issuer, at its option, subject to Redemption Conditions (as defined under the section entitled

