

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting (“**AGM**”) of Tune Protect Group Berhad will be held at The Vertical, Connexion Convention & Event Centre, The Summit 1 (Level M1), Bangsar South City No 8, Jalan Kerinchi, 59200 Kuala Lumpur on Wednesday, 24 June 2026 at 10.00 a.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note A.
2. To declare a final dividend comprising a single tier dividend of 1.3 sen per ordinary shares in respect of the financial year ended 31 December 2025.
Please refer to Explanatory Note B. **Resolution 1**
3. To re-elect Dato’ Mohamed Khadar bin Merican who retires by rotation pursuant to Article 122 of the Company’s Constitution and who, being eligible, have offered himself for re-election.
Please refer to Explanatory Note C. **Resolution 2**
4. To re-elect Encik Mohamed Rashdi bin Mohamed Ghazalli who also retires by rotation pursuant to Article 122 of the Company’s Constitution and who, being eligible, have offered himself of re-election.
Please refer to Explanatory Note C. **Resolution 3**
5. To approve the payment of Directors’ fees of up to RM1,595,400 for the period from the conclusion of the Fifteenth AGM until the conclusion of the next AGM of the Company to be held in 2027.
Please refer to Explanatory Note D. **Resolution 4**
6. To approve the payment of Directors’ benefits of up to RM555,000 being meeting attendance allowances and up to RM150,000 for each Director being the overall annual limit for self-insured hospitalisation and surgical, for the period from the conclusion of the Fifteenth AGM until the conclusion of the next AGM of the Company to be held in 2027.
Please refer to Explanatory Note E. **Resolution 5**
7. To re-appoint Messrs. Ernst & Young PLT as Auditor of the Company for the ensuing financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following resolutions:

8. **ORDINARY RESOLUTION
PROPOSED AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF
THE COMPANIES ACT 2016**

“**THAT** subject to the Companies Act 2016 (“**the Act**”), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), the Company’s Constitution and approval of the relevant governmental regulatory authorities, if required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to allot shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot shares under an agreement or option or offer at any time and from time to time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares allotted pursuant to this resolution during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted on Bursa Securities;

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

- (i) the conclusion of the next AGM of the Company at which time it will lapse, unless by an ordinary resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held, unless permitted to be waived by the relevant authorities or prevailing law or regulations; or
- (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier."

Resolution 7

Please refer to Explanatory Note F.

9. **ORDINARY RESOLUTION
PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT approval be and is hereby given for the Company and/or its subsidiary companies to enter into any of the transactions falling within the types of recurrent related party transactions ("**RRPTs**") of a revenue or trading nature as set out in Section 2.4 of the Company's Circular to Shareholders dated [30 April 2026] with parties as set out therein provided that such transactions are undertaken in the ordinary course of business, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, on arm's length basis, on normal commercial terms and on terms 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.

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time it will lapse, unless by an ordinary resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act [but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
- (iii) revoked or varied by an 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 they may consider expedient or necessary to give effect to the RRPTs contemplated and/or authorised by this ordinary resolution with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant regulatory authorities and/or deemed fit by the Directors in the best interest of the Company."

Please refer to Explanatory Note G.

Resolution 8

10. **ORDINARY RESOLUTION**
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)

“THAT subject to the provisions of the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company, to the extent permitted by law, to purchase such number of ordinary shares of the Company as may be determined by the Directors from time to time through Bursa Securities in the best interest of the Company, provided that:

- (i) the aggregate number of shares purchased or held by the Company as treasury shares, shall not exceed 10% of the total number of issued shares of the Company at the time of purchase;
- (ii) the maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company; and
- (iii) the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until –
 - (a) the conclusion of the next AGM of the Company following this AGM at which this resolution was passed, at which time this authority will lapse unless by an ordinary resolution passed at the next AGM, the authority is renewed, either unconditionally or subject to conditions;
 - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (c) the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier;

THAT the Directors of the Company be and are hereby authorised to deal with the shares purchased under the Proposed Renewal of Share Buy-Back Authority in their absolute discretion (“Purchased Shares”) in the following manner:

- (i) cancel the Purchased Shares;
- (ii) retain the Purchased Shares as treasury shares; or
- (iii) retain part of the Purchased Shares as treasury shares and cancel the remainder;

THAT where such Purchased Shares are held as treasury shares, the Directors be and are hereby authorised to deal with the treasury shares in their absolute discretion in the following manner:

- (i) distribute the Purchased Shares as dividends to shareholders, such dividends to be known as ‘share dividends’;
- (ii) resell the Purchased Shares or any of the Purchased Shares in accordance with the relevant requirements of Bursa Securities;
- (iii) transfer the Purchased Shares or any of the Purchased Shares for the purpose of or under an employee’s share scheme;
- (iv) transfer the Purchased Shares or any of the Purchased Shares as purchase consideration;

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- (v) cancel the Purchased Shares or any of the Purchased Shares;
- (vi) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- (vii) in any other manner as may be prescribed by the Act or the rules, regulations and order made pursuant to the Act, the requirements of Bursa Securities and/or any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised and empowered to do all acts and things and to take all such steps as are necessary or expedient to implement and to give effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant regulatory authorities and/or deemed fit by the Directors in the best interest of the Company."

Please refer to Explanatory Note H.

Resolution 9

11. OTHER ORDINARY BUSINESS

To transact any other business for which due notice shall have been given.

NOTICE OF DIVIDEND PAYMENT AND DIVIDEND ENTITLEMENT DATE

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Fifteenth AGM of the Company to be held on Wednesday, 24 June 2026 at 10.00 a.m., a final single tier dividend of 1.3 sen per ordinary share for the financial year ended 31 December 2025 will be paid on 24 July 2026 to depositors whose names appear in the Record of Depositors on Friday, 26 June 2026. A depositor shall qualify for entitlement to the dividend only in respect of:

- a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on Friday, 26 June 2026, in respect of ordinary transfers; and
- b) shares bought on Bursa Malaysia on a cum entitlement basis according to the Rules of Bursa Malaysia.

By Order of the Board

NORHANA BINTI OTHMAN
Company Secretary
MACS 01597
SSM Practising Certificate No. 202008001519

Kuala Lumpur
30 April 2026

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Notes:

Appointment of proxy

- 1) A member of the Company entitled to attend and vote at the AGM is entitled to appoint up to two (2) proxies or in the case of a corporation, to appoint a representative(s) in accordance with Section 333 of the Act to attend and vote in his stead. Other than the proxy(ies) must be of full age, there shall be no other restriction as to the qualification of the proxy(ies).
- 2) The Proxy Form in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or the hand of its attorney.
- 3) Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 4) Where a member of the Company is an exempt authorised nominee 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.
- 5) The Proxy Form must be deposited at the Registered Office of the Company at Level 9, Wisma Capital A, No. 19 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia; or in the case of the appointment of a proxy via electronic means, the instrument of proxy can also be submitted electronically through TIIH Online website at <https://srmy.vistra.com>. Please refer to the Administrative Guide for Shareholders for the Fifteenth AGM for further information on proxy form submission. All proxy forms submitted must be received by the Company by Monday, 22 June 2026 at 10.00 a.m., being not less than forty-eight (48) hours before the time set for holding the AGM.

Others

- 6) In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at Monday, 15 June 2026 shall be eligible to attend the AGM or appoint proxy(ies) to attend and/or vote in his/her stead. Any changes in the entries on the Record of Depositors after the abovementioned date shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- 7) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all voting on the resolutions set out in this Notice will be by way of poll.

EXPLANATORY NOTES

Note A – Agenda 1 on the Laying of Audited Financial Statements and Reports thereon

In accordance with Section 340(1)(a) of the Act, the Company is required to lay the Audited Financial Statements together with the Reports of the Directors and Auditors thereon at the AGM of the Company. Hence, this Agenda 1 is not a business which requires a resolution to be put to vote by the shareholders. This agenda item is for discussion and receipt only.

Note B – Ordinary Resolution 1 on Declaration of Final Dividend

The Directors have recommended a final dividend comprising a single tier divided of 1.3 sen per ordinary share in respect of the financial year ended 31 December 2025, which if approved, will be paid on 24 July 2026 to those depositors whose names appear in the Record of Depositors on Friday, 26 June 2026.

Note C – Ordinary Resolutions 2 to 3 on Re-election of Directors

Dato' Mohamed Khadar bin Merican who retires in accordance with Article 122 of the Constitution, together with Encik Mohamed Rashdi bin Mohamed Ghazalli, (collectively referred to as "Retiring Directors"), being eligible, have offered themselves for re-election.

For the purpose of determining the eligibility of the Retiring Directors to stand for re-election at the Fifteenth AGM and in line with Practice 5.1 of the MCCG, the Nomination Committee ("NC") has reviewed and assessed each of the Retiring Directors from the annual assessment and evaluation of the Board, Board Committees, Independent Directors and individual Directors for FY2025.

The NC had recommended that, the Retiring Directors to be re-elected based on the following:-

- (i) satisfactory performance and have met Board's expectation in discharging their duties and responsibilities;
- (ii) met the fit and proper criteria in discharging their roles as directors of the Company;
- (iii) level of independence demonstrated by the independent directors; and
- (iv) their ability to act in the best interest of the Company in decision-making.

The Board had endorsed the recommendation of the NC on the above re-election.

The profiles of the Retiring Directors are stated on pages 123 and 124 of the Integrated Annual Report 2025 of the Company.

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Note D – Ordinary Resolution 4 on Directors' Fees

As part of a periodical review of the Directors' fees to ensure that the Directors' fees are commensurate with the increased responsibilities and accountabilities of the Directors and are sufficient to attract, incentivise and retain quality Directors, a benchmarking analysis had been conducted and reviewed by the Remuneration Committee, which was subsequently approved by the Board for tabling at the AGM for the approval of the shareholders. The proposed Directors' fees were determined after taking into consideration the demands and performance of the Company as well as skills and experience required. It was recommended that the existing Directors' fees be revised as follows:

Tune Protect Group Berhad	Existing		Proposed	
	Chairman (RM)	Members (RM)	Chairman (RM)	Members (RM)
Annual Directors' fee	132,000	78,000	150,000	105,000
Annual Nominee Director's fee at our Joint Venture Company	-	-	-	36,000
Annual Board Committees' fee*				
Nomination Committee	14,000	11,500	15,000	12,000
Remuneration Committee	14,000	11,500	15,000	12,000
Investment Committee	28,000	23,000	30,000	24,000
Group Risk Management Committee	40,800	23,000	40,800	28,800
Group Investment Committee	28,000	23,000	30,000	24,000

The payment of the Directors' fees in respect of the preceding FY 2026 will only be made if the proposed Resolution 5 has been passed at the 15th AGM pursuant to Article 107 of the Company's Constitution and Section 230(1)(b) of the CA 2016.

Note E – Ordinary Resolution 5 on Directors' Benefits

Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting.

While there is no revision to the Directors' benefits, the Board agreed with the RC's recommendation to reduce the targeted number of members and estimated number of meetings. Hence there is a reduction of the payment of meeting attendance allowances as approved by the shareholders at the Fourteenth AGM with the amount of RM715,000 to RM555,000 as specified in Resolution 5 of this Fifteenth AGM Notice.

(a) Meeting Allowance

Meeting Allowance per Meeting (RM unless indicated otherwise)								
Company	Designation	Board	Group Risk			Remuneration Committee	Group Investment Committee	Strategic Advisory Committee
			Audit Committee	Management Committee	Nomination Committee			
Tune Protect Group Berhad	Chairman	2,500	2,500	2,500	2,500	2,500	2,500	NIL
	Member	2,500	2,500	2,500	2,500	2,500	2,500	NIL
Tune Insurance Malaysia Berhad	Chairman	2,000	2,000	NIL	2,000	2,000	NIL	NIL
	Member	2,000	2,000	NIL	2,000	2,000	NIL	NIL
Tune Protect Re Ltd.	Chairman	2,500	NIL	NIL	NIL	NIL	NIL	NIL
	Member	2,500	NIL	NIL	NIL	NIL	NIL	NIL
Tune Protect Ventures Sdn. Bhd.	Chairman	NIL	NIL	NIL	NIL	NIL	NIL	2,500
	Member	NIL	NIL	NIL	NIL	NIL	NIL	2,000

(b) Hospitalisation & Surgical ("H&S")

Overall annual limit for self-insured H&S benefit is up to RM150,000 for each Director whether in Malaysia or otherwise.

Note F – Ordinary Resolution 7 on the Authority for Directors to Allot Shares

The proposed Ordinary Resolution 7, if passed, will renew the general mandate given to the Directors to allot shares, grant rights to subscribe for shares, convert any security into shares in the Company or to allot shares under an agreement or option or offer at their discretion from time to time without needing to convene another general meeting first, provided that the aggregate shares to be allotted, to be subscribed under any right granted, to be issued from conversion of any security or to be allotted under an agreement or option or offer pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being. In computing the aforesaid 10% limit, shares issued or agreed to be issued or subscribed pursuant to the approval of shareholders in a general meeting where precise terms and conditions are approved shall not be counted. The general mandate sought at this AGM, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held, unless permitted to be waived by the relevant authorities or prevailing law or regulations; or whichever is earlier.

As at the date of this Notice, no new shares of the Company were issued and allotted pursuant to the general mandate given to the Directors at the last AGM held on 24 June 2025, which will lapse at the conclusion of the Fifteenth AGM. The general mandate sought at the Fifteenth AGM will enable the Directors to respond expediently to business opportunities or other circumstances involving issuance and allotment of new shares, grant of rights to subscribe for shares, conversion of any security into shares, or allotment of shares under an agreement or option or offer, and to avoid delay and cost in convening general meetings to approve the same.

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Note G – Ordinary Resolution 8 on the RRPTs of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will empower the Company and/or its subsidiaries to enter into RRPTs of a revenue or trading nature, which are necessary for the Company's and/or its subsidiaries' day-to-day operations in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company. Please refer to the Circular to Shareholders dated 30 April 2026 in relation to the Proposed Renewal of the Existing Shareholders' Mandate for RRPTs of a Revenue or Trading Nature, which is available on our corporate website at <https://www.tuneprotect.com/corporate/group/investor-relations/reports-presentations/>, for more information.

Note H – Ordinary Resolution 9 on the Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 9, if passed, will empower the Company to purchase its own shares of up to 10% of the total number of issued shares of the Company. This authority unless revoked or varied by the Company at a general meeting, will expire at the next AGM. Please refer to the Share Buy-Back Statement dated 30 April 2026, which is despatched together with the Integrated Annual Report 2025, for further information.

PERSONAL DATA PRIVACY:

By executing and delivering to the Company the form of proxy to appoint a proxy(ies) and the relevant document(s) in respect of the appointment of a representative(s) for the AGM, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for purposes incidental to the AGM;
- (ii) warrants that relevant prior consent of such proxy(ies) and/ or representative(s) has been obtained for the use of his/her/their personal data by the Company (or its agents); and
- (iii) agrees that the member will indemnify the Company in respect of any liabilities, demands, losses and damages as a result of the member's breach of warranty.