

time™

EXTRAORDINARY GENERAL MEETING

15 June 2023



DISCLAIMER

This presentation and the discussion following may contain forward looking statements by TIME dotCom Berhad (“Time” or the “Company”) related to financial, market or industry trends for a future period.

These forward-looking statements involve known and unknown risks and uncertainties which may cause the actual performance, results and outcomes to be different than that expressed in this presentation.

The statements are made based on facts and information available to Time at the date of the presentation and merely represent an expression of Time management’s views, targets and occurrences of future events. They do not in anyway represent a forecast, projection, estimate or guarantee of Time’s future performance and neither have they been independently verified.

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PROPOSED ESTABLISHMENT OF SHARE GRANT PLAN

The Company proposes to establish and implement a share grant plan of up to ten percent (10.0%) of the issued ordinary shares of Time (excluding treasury shares, if any) (the “Proposed SGP”)

Duration	<ul style="list-style-type: none">• 10 years
Size	<ul style="list-style-type: none">• Maximum 10% of the Company’s total number of issued shares (excluding treasury shares, if any) at any point in time
Eligibility	<ul style="list-style-type: none">• Confirmed employees and executive directors of Time and its non-dormant subsidiaries• Any other criteria as determined by the Scheme Committee• Not open to non-executive directors of Time



To recognise, reward and retain employees who are contributing towards achieving our Group's business objectives

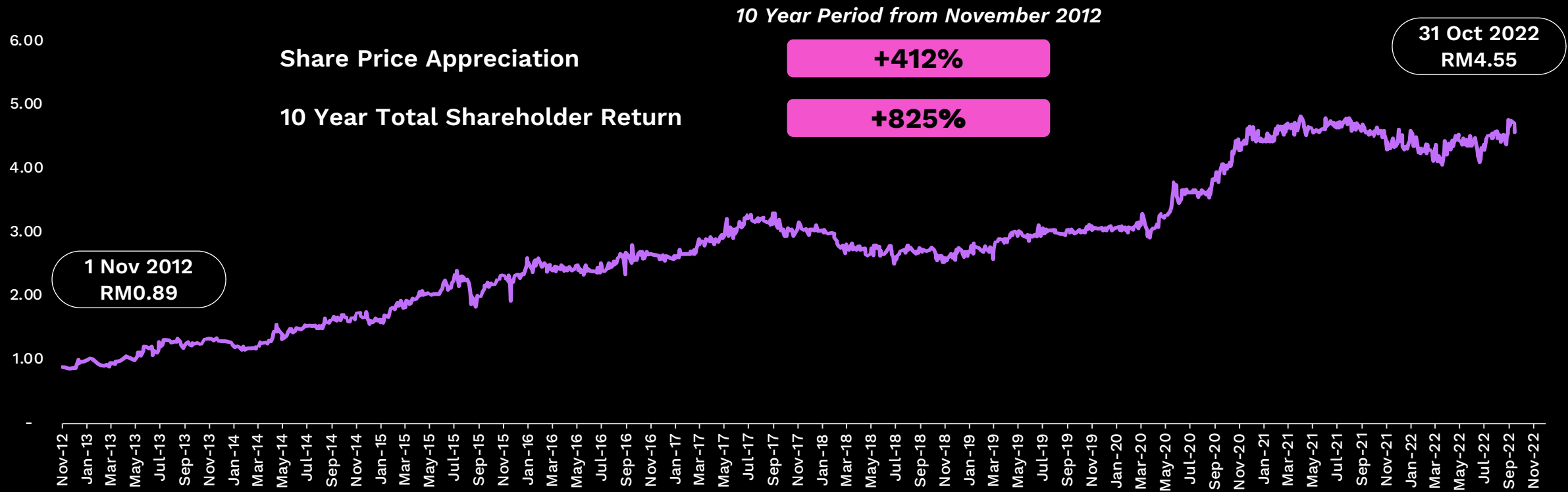


To align the interests of employees with those of shareholders in creating long-term shareholder value growth

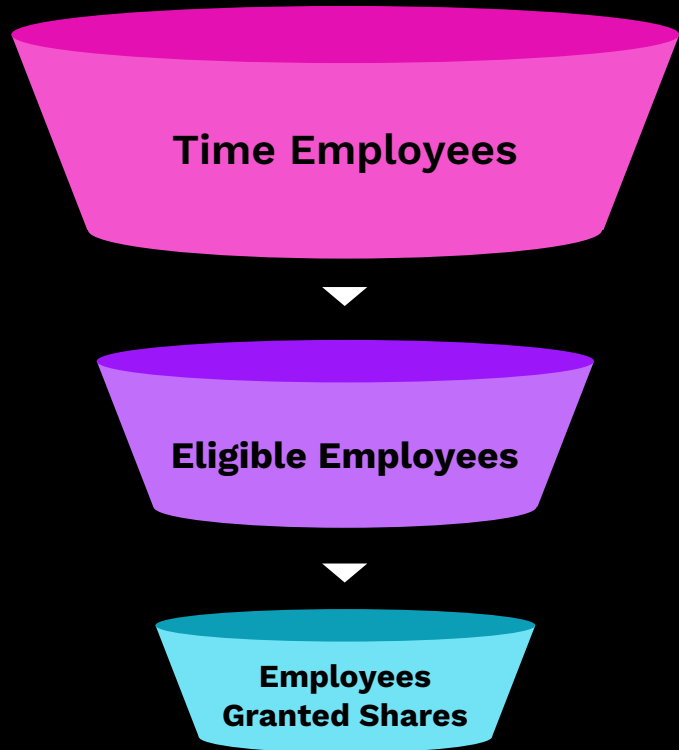


To ensure that our Group's total compensation is competitive to attract and retain key talents

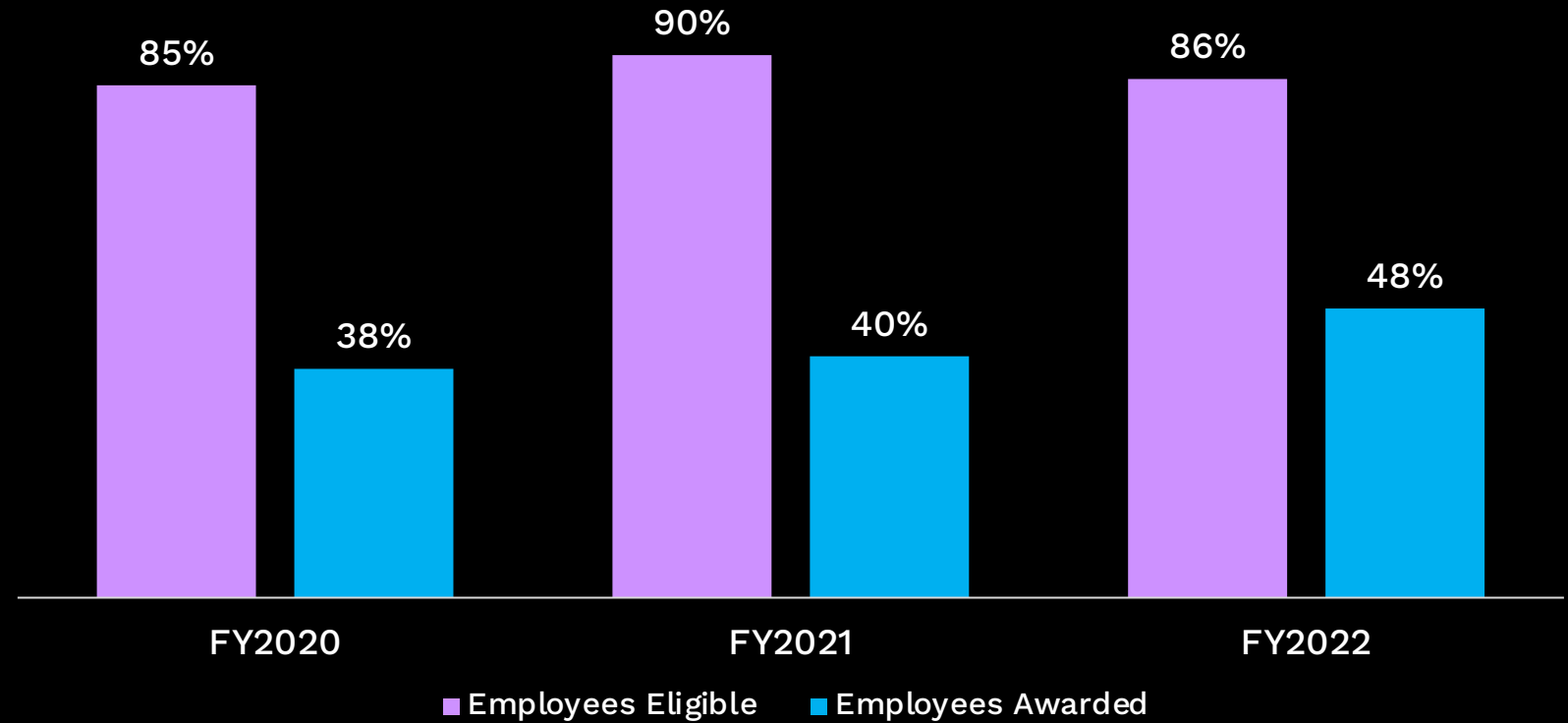
Share Price Performance During Previous SGP



The Proposed SGP Will Continue to be Open to A Large Number of Employees



% of Eligible Employees and Awarded Shares FY2020-2022
(under previous SGP)



Implementation & Administration

- The Proposed SGP will be governed by the By-Laws
- Operational administration of the Proposed SGP will lie with the Scheme Committee
- The Scheme Committee will be established and approved by the Board
- The Scheme Committee will consist of both independent directors and executive directors of Time

Deliberation

The members of the Scheme Committee:

- (i) shall not participate in any deliberation or discussion; and/or
- (ii) shall abstain from making/voting on any resolution in relation to their own allocations and/or allocations to persons connected with them

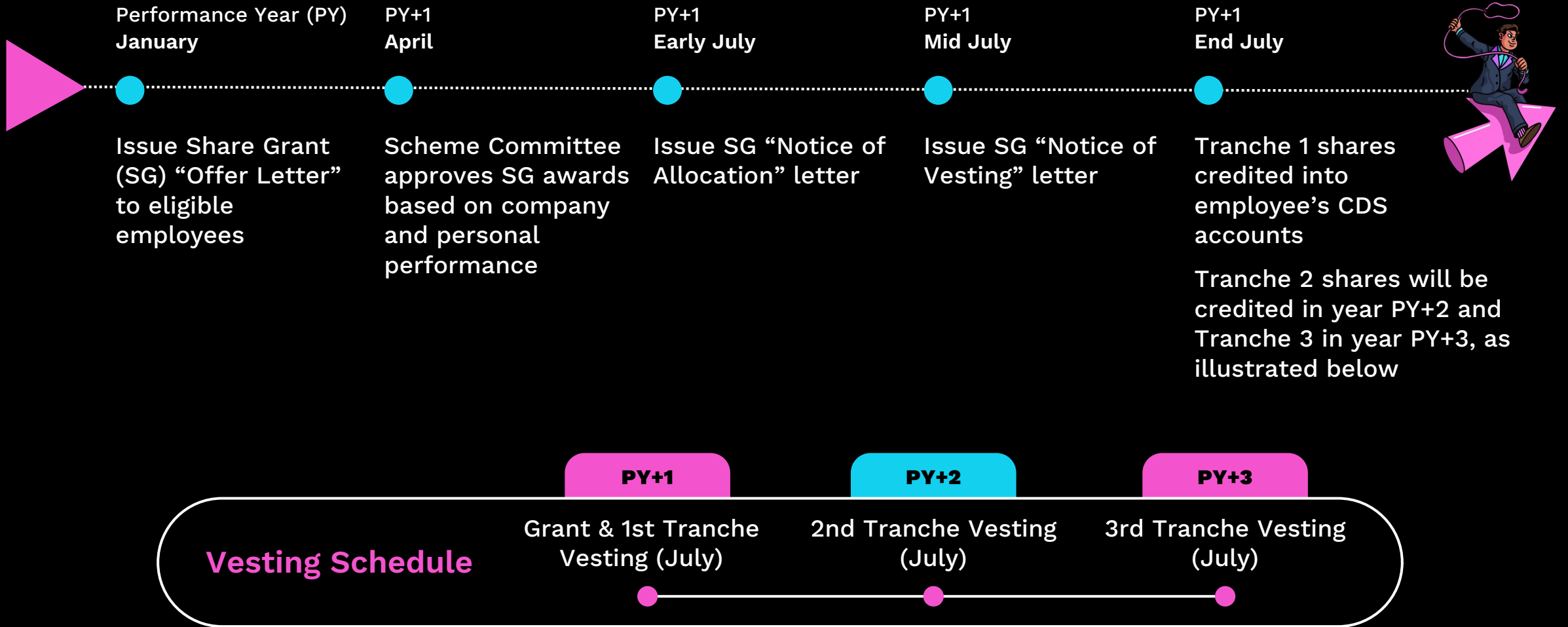
Allocation of Shares

- Share allocation to be determined at the sole discretion of the Scheme Committee
- Allocation subject to employees meeting the SGP's terms & conditions, laws and guidelines
- Allocation to an eligible employee who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued shares (excluding treasury shares), can not exceed 10% of the total number of shares to be issued under the Proposed SGP

Settlement

- Share grant can be satisfied by the issuance of new shares, purchase of existing shares from the market, transfer of treasury shares, cash or any combination of the above
- No proceeds to the Company

Share Grant and Vesting Schedule - Illustration



1 Bursa Securities

For the listing and quotation of up to ten percent (10.0%) of the issued shares (excluding treasury shares, if any) to be issued pursuant to the Proposed SGP on the Main Market of Bursa Securities

✓ **Obtained on 3 May 2023**

2 Bursa Malaysia Depository Sdn Bhd

For the transfer of treasury Shares and/or the existing Shares to the grantees pursuant to the Proposed SGP at any point in time during the duration of the Proposed SGP, if required

3 Shareholders of the Company

At this EGM, the ordinary resolution being tabled for your approval is in relation to the proposed establishment of a share grant plan of up to ten percent (10.0%) of the issued shares (excluding treasury shares, if any)

4 Others

Any other relevant authorities and/or parties, if required

THANK YOU

Issued share capital

The Proposed SGP will not have any immediate effect on the issued share capital of the Company. However, the issued share capital of the Company may increase progressively depending on the number of new Shares to be allotted and issued pursuant to the vesting of Shares comprised in the grant under the Proposed SGP.

Substantial shareholders' shareholding

The Proposed SGP will not have any immediate effect on the shareholding of the substantial shareholders of TDC until such time as and when the new Shares are allotted and issued, pursuant to the vesting of the Shares comprised in the grant under the Proposed SGP. Any potential effect on the shareholding of the substantial shareholders of TDC in the future would also depend upon the mode of settlement of the grant at the date of vesting.

Net assets ("NA"), NA per Share and gearing

The Proposed SGP will not have any immediate material effect on the consolidated NA, NA per Share and gearing ratio until such time as and when the new Shares are allotted and issued pursuant to the vesting of the Shares comprised in the grant under the Proposed SGP. Any potential dilution on the consolidated NA per Share will depend on the number of new Shares to be issued.

Earnings and earnings per Share ("EPS")

Under the Malaysian Financial Reporting Standard 2 on Share-based Payment as issued by the Malaysian Accounting Standards Board, the potential cost of awarding the grant under the Proposed SGP after taking into account, among others, the price of the Shares, will need to be measured at fair value on the date of the grant and recognised as an expense in the consolidated statement of comprehensive income over the vesting period in which the employees render their services. The extent of the effect of the Proposed SGP on the TDC Group's earnings and EPS cannot be determined at this juncture as it depends on various factors that affect the fair value of the Shares as at the respective dates of the grant, and the mode of settlement of the grant.

Convertible securities

As at 28 April 2023, save for the 1,980,000 outstanding share options granted to Patrick Corso, Time does not have any other convertible securities in issue.