

PRICING SUPPLEMENT

Date: 25 September 2019

MALAYAN BANKING BERHAD (Company No. 3813-K)

Issuance of Islamic Additional Tier 1 Capital Securities based on the Shariah principle of Mudharabah (“AT1 Sukuk Mudharabah”) of RM2,800,000,000 (Ringgit Malaysia Two Billion Eight Hundred Million) pursuant to the Sukuk Programme of up to Ringgit Malaysia Ten Billion (RM10,000,000,000.00) in nominal value

Series No. 004 and Series No. 005

This document (“Pricing Supplement”) is issued to give details of an issue of AT1 Sukuk Mudharabah (the “AT1 Sukuk Mudharabah”) by Malayan Banking Berhad (Company No. 3813-K) (the “Issuer”) under its Sukuk programme of Ringgit Malaysia Ten Billion (RM 10,000,000,000.00) in nominal value (the “Sukuk Programme”).

This Pricing Supplement is to be read in conjunction with the terms and conditions of the AT1 Sukuk Mudharabah (the “Conditions”) set out in the trust deed dated 27 August 2019 made between the Issuer and Malaysian Trustees Berhad (Company No. 21666-V) as the Sukuk trustee (the “Sukuk Trustee”), which is made a part hereof as if set forth herein and all documents incorporated by reference therein (the “AT1 Sukuk Mudharabah Trust Deed”). Unless otherwise defined in this Pricing Supplement, capitalised terms used herein have the same meaning as in the Conditions.

The establishment of the Sukuk Programme and the issuance of the AT1 Sukuk Mudharabah under the Sukuk Programme has been duly authorised by the resolutions passed by the Board of Directors of the Issuer on 25 November 2015 (as updated to the Board of Directors of the Issuer on 25 February 2016) and 24 October 2018.

The Issuer hereby acknowledges that it has authorised Maybank Investment Bank Berhad (Company No. 15938-H) as the Lead Manager for the Sukuk Programme.

This Pricing Supplement is circulated and distributed by the Lead Manager on behalf of the Issuer in respect of or in connection with the proposed offer or invitation to subscribe for and issue of the AT1 Sukuk Mudharabah **only to prospective investors who fall within the ambit of the Selling Restrictions** (as defined below) for the purpose of the sale of this Series of AT1 Sukuk Mudharabah described herein pursuant to the Sukuk Programme and that no further evidence of authorisation is required.

Selling Restrictions

The AT1 Sukuk Mudharabah may only be offered, sold, transferred or otherwise disposed, directly or indirectly to a person to whom an offer for subscription or purchase of, or invitation to subscribe for or purchase the AT1 Sukuk Mudharabah and to whom the AT1 Sukuk Mudharabah are issued would fall within:

- (a) at the point of issuance of the AT1 Sukuk Mudharabah:
 - (i) Part 1 of Schedule 6 or Section 229(1)(b); and
 - (ii) Part 1 of Schedule 7 or Section 230(1)(b); read together with
 - (iii) Schedule 9 or Section 257(3),

- of the CMSA;
- (b) after the issuance of the AT1 Sukuk Mudharabah:
- (i) Part 1 of Schedule 6 or Section 229(1)(b); read together with
- (ii) Schedule 9 or Section 257(3),
- of the CMSA.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the AT1 Sukuk Mudharabah or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

This Pricing Supplement is sent to selected persons who fall within the ambit of the Selling Restrictions. Any person who receives this Pricing Supplement who does not fall within the ambit of the Selling Restrictions must immediately notify the Lead Manager and return this Pricing Supplement to the Lead Manager or the Issuer.

The recipient must return this Pricing Supplement and any other information in connection therewith to the Lead Manager promptly upon the Lead Manager's request.

Specific Final Terms

The following items under this heading "**Specific Final Terms**" are the particular terms for the AT1 Sukuk Mudharabah to which this Pricing Supplement relate. In case of any conflict between such terms and the terms and conditions set forth in the AT1 Sukuk Mudharabah Trust Deed, the terms set forth in this Pricing Supplement shall govern.

1. **Issuer** : **MALAYAN BANKING BERHAD** (Company No. 3813-K)
2. **Series No.** : 004 and 005
3. **Nominal Value** :
- | | |
|----------------|------------------|
| Series No. 004 | RM 1,240,000,000 |
| Series No. 005 | RM 1,560,000,000 |
4. **Issue Price** :
- | | |
|----------------|------------------|
| Series No. 004 | RM 1,240,000,000 |
| Series No. 005 | RM 1,560,000,000 |
5. **Issue Date** : 25 September 2019
6. **Tenure** : Perpetual
7. **Details on Utilisation of Proceeds** : The proceeds from the AT1 Sukuk Mudharabah issued under the Sukuk Programme will be applied for the following Shariah-compliant purposes:

- (i) to fund the Issuer's investments in Ringgit-denominated and foreign currency-denominated Islamic financial instruments approved by Bank Negara Malaysia's Shariah Advisory Council or the Securities Commission Malaysia's Shariah Advisory Council;
- (ii) funding of Islamic business activity of Maybank's subsidiaries and overseas branches; and
- (iii) any other Shariah-compliant business activities of Maybank,

where the returns from such investments shall be used for the Periodic Distributions of the AT1 Sukuk Mudharabah.

In addition, any such returns with an amount higher than the Periodic Distributions (at that point in time) can be used for purposes as per items (i), (ii) and (iii) of this section (*Details of Utilisation of Proceeds*). For the avoidance of doubt, in the case of the AT1 Sukuk Mudharabah, such returns refer to the amount retained as the Reserve.

8. ***Mode of Issue*** : Private placement

9. ***Rating*** : AA3 by RAM Rating Services Berhad

10. <i>Distribution Rate (to the AT1 Sukuk Mudharabah First Call Date) / Yield to the AT1 Sukuk Mudharabah First Call Date</i> :	Series No. 004	Fixed rate of 4.08% per annum
	Series No. 005	Fixed rate of 4.13% per annum

11. ***Reset Distribution Rate for AT1 Sukuk Mudharabah*** : Relevant Reset Distribution Rate for AT1 Sukuk Mudharabah

12. <i>Relevant Reset Distribution Rate for AT1 Sukuk Mudharabah</i> :	Series No. 004	Prevailing 5-year MGS rate plus Initial Spread for Fixed Rate for AT1 Sukuk Mudharabah
	Series No. 005	Prevailing 7-year MGS rate plus Initial Spread for Fixed Rate for AT1 Sukuk Mudharabah

13. **Initial Spread for Fixed Rate for AT1 Sukuk Mudharabah** :
- | | |
|----------------|---|
| Series No. 004 | 0.86% per annum (being the yield on the AT1 Sukuk Mudharabah minus 3.22%). For information purposes only, 3.22% is the MGS rate in per cent. per annum for a period of time equal to that commencing on (and including) the Issue Date to (but excluding) the AT1 Sukuk Mudharabah First Call Date as published on 12 September 2019. |
| Series No. 005 | 0.84% per annum (being the yield on the AT1 Sukuk Mudharabah minus 3.29%). For information purposes only, 3.29% is the MGS rate in per cent. per annum for a period of time equal to that commencing on (and including) the Issue Date to (but excluding) the AT1 Sukuk Mudharabah First Call Date as published on 12 September 2019. |
14. **Periodic Distribution Period** : Semi-annual
15. **Day count convention** : Actual/365 days
16. **Call Option** : Yes
17. **AT1 Sukuk Mudharabah First Call Date** :
- | | |
|----------------|-------------------|
| Series No. 004 | 25 September 2024 |
| Series No. 005 | 25 September 2026 |
18. **Redemption Amount** :
- | | |
|----------------|------------------|
| Series No. 004 | RM 1,240,000,000 |
| Series No. 005 | RM 1,560,000,000 |
19. **Partial Redemption** : Yes
20. **Other Conditions** : Please refer to the Information Memorandum dated 22 November 2016 and the Addendum to the Information Memorandum dated 28 August 2019 in relation to the Sukuk Programme for the other terms and conditions applicable to the Sukuk Programme.

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprise the final terms required for the specific issuance of AT1 Sukuk Mudharabah described herein pursuant to the Sukuk Programme.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement. The Issuer confirms that having made all enquiries as were reasonable, the information contained in this Pricing Supplement is not false or misleading nor does this Pricing Supplement contain any material omission.

For and on behalf of the Issuer



Authorised Signatory of
Malayan Banking Berhad
(Company No. 3813-K)
as Issuer