

EXCHANGE NOTICE

(Please read the notes below before completing this Notice.)

Name, address and signature of exchanging holder:

Name:

Date:

Address:

Telephone Number:

Facsimile Number/E-mail:

Signature:

Where the Sukuk to be exchanged are evidenced by the Global Certificate, the Exchange Notice need not be signed. In such a case, delivery of the Exchange Notice will constitute confirmation by the beneficial owner of the Sukuk to be exchanged that the information and the representations in the Exchange Notice are true and accurate on the date of delivery.

I/We hereby irrevocably elect to exchange the Sukuk specified below for a *pro rata* share of the Exchange Shares, as referred to in, and in accordance with, the Conditions.

1 Total Nominal Value, number and identifying numbers of Sukuk to be exchanged:

Total Nominal Value:

Total number of Sukuk:

Identifying numbers of Sukuk (if relevant):

(Not required for Sukuk represented by the Global Certificate)

Identifying numbers of Sukuk deposited in respect of Sukuk to be exchanged (if relevant):

(Not required for Sukuk represented by the Global Certificate)

If necessary, the details relating to stated Nominal Values and identifying numbers of Sukuk may be attached separately.

2 I/We attach a duly completed delivery instruction (if required) in the form currently prescribed by Bursa Depository Malaysia Sdn Bhd (Registration No. 198701006854 (165570-W)) ("**BMD**") or such clearing system through which the Exchange Shares are to be delivered (if applicable) (the "**Depository**").

3 I/We hereby irrevocably instruct the Depository to credit, my/our Securities Account below with the Depository with the Exchange Shares which is capable of being so deposited.

Name(s) and address(es) of person(s) in whose name(s) the Exchange Shares required to be delivered are to be registered:

Name: _____
Address: _____

Telephone Number: _____

Securities Account to be credited with the Exchange Shares:

Account Name: _____
Account Number: _____
Name of local agent where Exchange
Shares are to be delivered _____
Address: _____

Contact Name: _____
Telephone Number _____

4 Where the Exchange Shares are not cleared through the Depository:

Name(s) and address(es) of person(s) in whose name(s) the Exchange Shares required to be delivered on exchange are to be registered:

Name: _____
Address: _____

Telephone Number _____

5 Where the Exchange Shares are not cleared through the Depository:

I/We hereby request that the certificates for the Exchange Shares required to be delivered upon exchange:

* (a) be despatched (at my/our risk and expense) to the person whose name and address is given below and in the manner specified below:

Name: _____
Address: _____

Manner of despatch:

* (b) be made available for collection at the specified office of the Principal Paying Agent

* Delete as applicable

- 6** I/We understand that pursuant to Condition 7(b)(i) of the Sukuk, I am/we are required to pay any taxes and capital, stamp duty, issue, registration, documentary, transfer or other duties (including penalties), transaction or exercise charges imposed by BMD, clearing fees, commission or brokerage charges and other expenses (together with any value added or other tax thereon), arising on exchange and/or on the transfer, delivery or other disposition of any Cash Settlement Amount or Exchange Shares, as applicable, arising on exercise of Exchange Rights or provide an indemnity or security in respect thereof in such form as the Issuer may reasonably require, provided that any stamp duty payable as imposed by the laws of Malaysia or any other jurisdiction in which the register in respect of the Exchange Shares is located or in which the Exchange Shares is situated shall be payable by the Issuer.

I/We hereby certify if any such taxes and capital, stamp duty, issue, registration, documentary, transfer or other duties (including penalties), transaction or exercise charges imposed by BMD, clearing fees, commission or brokerage charges and other expenses (together with any value added or other tax thereon), arising on exchange and/or on the transfer, delivery or other disposition of any Cash Settlement Amount or Exchange Shares, as applicable, arising on exercise of Exchange Rights are payable by me/us, I/we will arrange for the same to be paid to the relevant tax authorities.

- 7** I/We hereby request that any payment of any cash amounts payable in respect of the exercise of Exchange Rights pursuant to the Conditions (including any Cash Settlement Amount and (if applicable) Further Amount) are made in the manner specified below:

Account No:

Account Name:

Bank:

Branch:

Sort Code:

- 8** I/We hereby represent and warrant that:

- (a) I am/we are, and any person for whom I am/we are acquiring Exchange Shares on the exercise of my/our Exchange Rights is, not a "U.S. person" within the meaning of Regulation S ("**Regulation S**") under the United States Securities Act of 1933, as amended (the "**Securities Act**");
- (b) I/We understand that the Exchange Shares to be delivered upon such exercise has not been registered under the Securities Act; and
- (c) I/We:
 - (i) are located outside the United States (within the meaning of Regulation S);

- (ii) am/are acquiring the Exchange Shares in an “**offshore transaction**” (as defined in Regulation S) in accordance with Rule 903 or 904 of Regulation S; and
- (iii) understand that the Exchange Shares may not be delivered within the United States upon such exercise and may not be offered, resold, pledged or otherwise transferred in the United States except pursuant to an exemption from the registration requirements of the Securities Act.

9 If any amount is payable in a currency other than U.S. dollars upon exchange of the Sukuk, please specify payment method and details in an attachment to this Notice.

10 The Certificates in respect of the Sukuk exchanged hereby accompany this Exchange Notice.

- (a) Terms not otherwise defined in this Exchange Notice have the meaning given to them in the terms and conditions (the “**Conditions**”) of the Sukuk referred to above.
- (b) This Exchange Notice will be void unless the introductory details, Sections 1 to 2 and the relevant details in Sections 3, 4, 5 and 7 are completed. This Exchange Notice may be completed by or on behalf of an accountholder of Euroclear or Clearstream or any clearing system in which the relevant Sukuk is held at such time which has an interest in such Sukuk. The holding of an interest in a Sukuk by an accountholder of Euroclear or Clearstream or any clearing system in which the relevant Sukuk is held in respect of which Exchange Rights are being exercised will be confirmed by the Exchange Agent with the relevant clearing system.
- (c) Your attention is drawn to Condition 7 of the Sukuk with respect to the conditions precedent which must be fulfilled before the Sukuk specified above will be treated as effectively eligible for exchange.
- (d) Exchange Shares will be delivered in accordance with the rules and procedures of the clearing system through which the Exchange Shares is to be delivered. To the extent that the Exchange Shares is not currently held in a clearing system, delivery of such securities (if any) will be effected in certificated form.
- (e) Despatch of share certificates will be made at the risk and expense of the exchanging holder and the exchanging holder will be required to prepay the expenses of, and submit any necessary documents required in order to effect, despatch in the manner specified.
- (f) This Exchange Notice once given shall be irrevocable and may not be withdrawn without the consent in writing of the Issuer.
- (g) The Issuer has notified the Agents that the register of shareholders of Gamuda Berhad (Registration No. 197601003632 (29579-T)) will be closed on the following dates:

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For Exchange Agent’s use only:-

- 1** (A) Certificates exchange identification reference: _____
- (B) Date of delivery of Exchange Notice to Exchange Agent: _____

- (C) Exchange Initiation Date: _____
- 2** (A) Aggregate Nominal Value of Sukuk in respect of which Certificates (if any) have been deposited for exchange: _____
- (B) Shares the subject of this Exchange Notice: _____
- (C) Number of Shares to be delivered: _____
- (D) Cash payments in respect of the exercise of Exchange Rights, pursuant to the Conditions (if any): _____
- (E) Number of Underlying Shares into which the outstanding number of Sukuk on the Exchange Initiation Date are exchangeable (for the avoidance of doubt, the number of Sukuk specified in this Exchange Notice to be exchanged shall still be outstanding as of the Exchange Initiation Date): _____

N.B. The Exchange Agent must complete items 1 and 2.