

DRB-HICOM BERHAD (Company No. 203430-W) (“ISSUER”)

**PROPOSED ISSUANCE OF SUBORDINATED ISLAMIC PERPETUAL NOTES
PURSUANT TO A SUKUK MUSHARAKAH PROGRAMME OF RM2,000,000,000.00 IN
NOMINAL VALUE UNDER THE SHARIAH PRINCIPLE OF MUSHARAKAH (“SUKUK
MUSHARAKAH PROGRAMME”)**

Series 4 (Tranche 5)

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| 1 | <i>Issuer</i> | : | DRB-HICOM Berhad (Company No. 203430-W) |
| 2. | <i>Issue Date</i> | : | 15 May 2015 |
| 3. | <i>Nominal Value</i> | : | RM50,000,000.00 |
| 4. | <i>Tenure</i> | : | Perpetual Non-Callable 5 years |
| 5. | <i>Initial Periodic Distribution Rate (%) (p.a.)</i> | : | 7.48%* <i>* this rate is applicable from the Issue Date to the First Distribution Stepped-Up Date.</i> |
| | <i>Spread</i> | : | 3.869% |
| | <i>Benchmark Rate</i> | : | 5-year Malaysian Government Securities |
| | <i>Distribution Stepped-Up Date(s)</i> | : | First Distribution Stepped-Up Date: 5 th anniversary of the Issue Date Second Distribution Stepped-Up Date: 8 th anniversary of the Issue Date |
| | <i>Subsequent Periodic Distribution Rate</i> | : | From the First Distribution Stepped-Up Date up to the day before the Second Distribution Stepped-Up Date: the Benchmark Rate plus the Spread plus 1.00% (“ First Distribution Stepped-Up Rate ”) From the Second Distribution Stepped-Up Date and thereafter: the First Distribution Stepped-Up Rate plus 2.50% |
| | <i>Reset Date(s) of the Benchmark Rate</i> | : | 5 th anniversary of the Issue Date and every 5 years thereafter |
| | <i>First Call Date</i> | : | 5 th anniversary of the Issue Date |

6. ***Details on Utilisation of Proceeds*** : (1) the Issuer's investments (including amongst others, purchase of shares, lands, buildings and property; and development and construction costs and working capital of existing and future projects), (2) provision of advances to the Issuer's subsidiaries; and (3) the Issuer's working capital, as well as refinancing of the Issuer's outstanding borrowings/financings that are utilised for Shariah-compliant purposes.
7. ***Periodic Distribution Frequency*** : Semi-annual
8. ***Margin for the purpose of calculating the Make-Whole Amount*** : 1.50%
9. ***Rating*** : A_{is} by MARC