

AXIATA GROUP BERHAD (242188 H)
(Incorporated in Malaysia)

MINUTES OF TWENTY-SIXTH ANNUAL GENERAL MEETING OF AXIATA GROUP BERHAD HELD AT THE NEXUS BALLROOM 2 & 3, LEVEL 3A, CONNEXION@NEXUS, NO. 7 JALAN KERINCHI, BANGSAR SOUTH CITY, 59200 KUALA LUMPUR, MALAYSIA ON WEDNESDAY, 23 MAY 2018 AT 10.00 A.M.

PRESENT:-

1. Tan Sri Datuk Wira Azman Haji Mokhtar - *Chairman*
(**Chairman**)
2. Tan Sri Jamaludin Ibrahim - *Managing Director/President & Group Chief Executive Officer*
(**President & GCEO**)
3. Tan Sri Ghazzali Sheikh Abdul Khalid
(**TSG**)
4. Datuk Azzat Kamaludin (**DAK**)
5. Dato' Mohd Izzaddin Idris (**DII**)
6. Dato Dr. Nik Ramlah Mahmood (**DNR**)
7. David Lau Nai Pek (**DL**)
8. Dr David Robert Dean (**DD**)
9. Dr Muhamad Chatib Basri (**MCB**)
10. Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz (**TAZ**)

IN ATTENDANCE

Suryani Hussein (**Group Cossec**) - *Group Company Secretary*

SHAREHOLDERS PRESENT

*As per the attendance list [Total : 1,735 representing 6,609,500 Ordinary shares (**Axiata Shares**)]*

PROXIES PRESENT

As per the attendance list [Total : 1,020 representing 7,772,957,762 Axiata Shares of which of 1,389,978,799 are represented by Chairman]

As at 14 May 2018, being the cut-off date for determining who shall be entitled to attend, speak and vote at the 26th AGM or appoint proxies on his/her behalf, Axiata Group Berhad (**Axiata** or **Company**) had 19,542 depositors, and total issued and paid-up capital of RM13,417,719,082 comprising 9,049,736,213 Axiata Shares. As at the date and time of close of proxy on Tuesday, 22 May 2018, a total number of 1,744 valid Proxy Forms/Corporate Representatives representing 7,772,988,605 (85.89%) Axiata Shares had been lodged.

1.0 OPENING

The Chairman called for the recitation of the 'Doa'. Thereafter, he welcomed all shareholders, proxies and invitees present at the 26th Annual General Meeting ("**26th AGM**") of Axiata Group Berhad ("**Axiata**" or "**Company**") and introduced members of the Board who were present to the floor.

The Chairman took the opportunity to introduce Dr David Robert Dean as Independent Non Executive Director and Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz as Non Independent Non Executive Director, representing Khazanah Nasional Berhad, both of whom have been appointed to the Board on 11 December 2017 and 12 January 2018 respectively.

2.0 QUORUM AND ADMINISTRATIVE MATTERS

The presence of quorum was confirmed by the Group Cossec pursuant to Article 71 of the Articles of Association ("**Articles**") of the Company.

The Group Cossec briefed on the voting procedures and procedures for demand for a poll. As provided under Article 76(a) of the Articles, unless a poll is demanded, all resolutions would be voted by way of a show of hands. However, pursuant to paragraph 8.29 of the Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad, it is now a requirement that a listed issuer must ensure that any resolution tabled at an AGM to be voted by poll.

The Group Cossec informed that Article 76 (a) of the Articles further provides that the demand for a poll is to be made before or on the declaration of the result of the show of hands unless it has been demanded prior to a vote being taken on a show of hands and the demand for a poll could be made by the Chairman.

For this purpose, the Chairman exercised his right as the Chairman of the meeting to demand for a poll in accordance with Article 76(a) (i) in respect of all the resolutions which would be put to vote at this AGM.

The Chairman informed that similar to the last AGM, the poll would be conducted through electronic voting conducted by Tricor Investor and Issuing House Services Sdn Bhd ("**Tricor**") as the Poll Administrators and results would be verified by Deloitte Enterprise Risk Services as Scrutineers. At the last year's AGM, e-voting was conducted via iPad available at e-voting kiosks. For today, to further facilitate the voting process, Axiata has extended the e-voting process through e-Vote mobile application ("**e-Vote App**"). Free Wi-Fi was provided to encourage shareholders and proxyholders to download the e-Vote Apps onto their mobile device and personnel from Tricor would provide guidance on the usage of the e-Vote App. Shareholders could also opt to cast their vote at the e-voting kiosks should they prefer to do so.

In furtherance of his rights under Article 77 of the Articles, the Chairman exercised his right to defer all polls to be conducted upon completion of the deliberations of all items to be transacted at the 26th AGM to ensure orderly proceedings of the meeting.

3.0 NOTICE

The Chairman with the permission of the meeting proposed for the Notice of 26th AGM dated 24 April 2018 and despatched together with Annual Report 2017 (“**AR2017**”) and Sustainability Report in CD-ROM format to be taken as read and seconded by Ms. Lun Phik Kuan, a shareholder.

The Chairman highlighted that the digital version of AR2017 and Sustainability Report is downloadable from the Investor Relations section of Axiata’s corporate website.

4.0 PRESENTATION BY PRESIDENT & GCEO

- 1) The Chairman invited the President & GCEO to give a presentation on Axiata Group’s performance in 2017 and 1Q18 Financial Results released to Bursa Malaysia Securities Berhad prior to the 26th AGM on 23 May 2018.
- 2) The President & GCEO thanked the shareholders for their attendance and shared his presentation entitled ‘Journey to Becoming a Digital Champion’ covering, inter-alia, the following:-
 - i) Historical Highlights & 2017 Performance;
 - ii) 2018 Performance Outlook;
 - iii) Axiata 3.0 – Becoming a Digital Champion; and
 - iv) Conclusion and Key Takeaways.
- 3) The Chairman summarised the key points of the presentation and proceeded to inform that the Board had, on 17 May 2018, received a letter from the Minority Shareholder Watchdog Group (“**MSWG**”) (“**MSWG’s Letter**”) raising several queries which Axiata had responded to. Full version of Axiata’s reply dated 21 May 2018 is made available on Axiata’s website.
- 4) For the benefit of the shareholders, the President & GCEO gave a summary of the key questions raised in the MSWG’s Letter; amongst others, on the current Average Revenue Per User (ARPU) for post-paid and pre-paid, number of subscribers for post-paid and pre-paid, current market share for post-paid and pre-paid and targeted population coverage for 4G and 4G LTE Advanced in financial year 2018 (“**FY2018**”) for Celcom Axiata Berhad (“**Celcom**”) as well as the Group market share in Cambodia, Sri Lanka and Nepal. In relation to governance matters, MSWG queried on the non-disclosure of the senior management’s remuneration component in bands of RM50,000 as recommended under Practice 7.2 of the Malaysian Code on Corporate Governance (“**MCCG**”) and the Company’s alternative practice adopted and how such practice achieves the intended outcome as set out in the MCCG. Also asked was on the material changes in the proposed new Constitution of the Company, all of which were covered in the said reply letter.
- 5) The Chairman explained that eventhough Axiata would still potentially perform well based on its long term plan, it would still be operating in a challenging and difficult industry. With OTT becoming a distraction to all telcos worldwide, Axiata Group is still fortunate as there is still growth in Indonesia, Bangladesh and Sri Lanka while Malaysia is shrinking. However, amidst this very difficult industry, the value of infrastructure is seen in the success of Axiata’s subsidiary, edotco Group Sdn Bhd. The Board also needed to consider how to deal with new digital ventures which require intensive investment.
- 6) Thereafter, the Chairman invited the representative from MSWG, Puan Lya Rahman to say a few words.
- 7) Puan Lya thanked the Board and also congratulated the Board on the disclosure on individual basis of Directors’ remuneration in the AR2017. MSWG have over the years put

much emphasis on this especially for Axiata being one of the companies with leading corporate governance practices in Malaysia.

- 8) Puan Lya then proceeded to seek further clarification on the following issues:
- i) The reason for increase in non-audit fees for external auditors.
 - ii) Whether Standard Operating Procedures (“**SOP**”) for external auditors’ selections are available.
 - iii) Whether there will be more woman directors in the Company in the future.
- 9) Responses from Mr David Lau (“**DL**”) the Chairman of Board Audit Committee (“**BAC**”) on the questions pertaining to external auditors were summarised as follows:-
- A total of RM30 million audit fees was spent last year versus non-audit fees of about RM28 million. Considering the number of companies in Axiata Group operating in various countries, the total audit fees spent was reasonable.
 - On the non-audit assignments, the activities were mainly to support corporate governance and advisory works, particularly on merger and acquisition (“**M&A**”). DL assured that all the non-audit works have competitively undergone a thorough procurement process. In addition, at least once in 6 months, Management will present to the BAC the fees spent on audit versus non audit. As the rule of thumb, the ratio of 50-50 should not be exceeded.
- 10) As for the number of woman directors in the Company, the Chairman updated that there would be addition in the immediate future. The President & GCEO reiterated that Axiata is very committed to this agenda.

5.0 AUDITED FINANCIAL STATEMENTS (“AUDITED FINANCIAL STATEMENTS”) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017 (“FYE2017”) TOGETHER WITH THE REPORT OF THE DIRECTORS AND THE AUDITORS (“REPORTS”) THEREON

- 1) The Chairman tabled the Audited Financial Statements and Reports as set out on pages 40 to 159 under the Governance & Audited Financial Statements 2017 (“**GAFS2017**”) of the AR2017.
- 2) The Chairman highlighted that as stated in the Notice, the Audited Financial Statements will not be put forward for voting. This is in line with the provision of Section 340(1) of the Companies Act 2016 (“**CA 2016**”) which only requires the Audited Financial Statements to be laid before the shareholders. The Audited Financial Statements are tabled at the 26th AGM only for discussions and for the Board to address any queries.
- 3) The Chairman informed that PricewaterhouseCoopers PLT (“**PwC**”), had in the Auditors’ Report on pages 160 to 164 under the GAFS 2017 of the AR2017, given their opinion that the Audited Financial Statement have been properly drawn up and present a true and fair view of the financial position of the Company and Group as at 31 December 2017. The Chairman also introduced Mr Irvin Menezes, the partner of PwC. The motion for the Auditors’ Report to be taken as read was proposed by the Chairman and seconded by Mr William Woon Peng Wah, a shareholder.
- 4) The Chairman invited questions from the floor on the Audited Financial Statements. Comments and/or queries from shareholders/proxies and the summary of proceedings were as follows:-
 - i) Mr. Moothu Kumaran Bass, a shareholder, questioned and/or commented on the following:-

- a) The update on the merger of TM and Axiata.
- b) Potential inclusion of younger generation on the Board.

The Chairman advised that after looking at several younger candidates with digital background, it was thought that they might not be too interested in other aspects of the business such as merger and acquisition, finance or governance. To address this challenge, the Board had agreed to appoint them on a digital advisory board.

On the rumours about the potential merger between TM and Axiata, the President and GCEO highlighted that there have been many discussions with TM on how best to work together as a team. He stated that merger might not be the best answer.

He added that Axiata has worked with TM to leverage on each other's assets through collaboration, particularly in the area of network. Both parties are also working together in areas beyond network which is still work in progress. At the moment, GCEO expressed confidence that Axiata would be able to achieve our vision to be the regional champion even without the merger.

- ii) Encik Mohamad Baharuddin bin Hassan, a shareholder, enquired on the following:-
 - a) Axiata's plan to compete with other countries' 4G internet connection.
 - b) Grooming of local talent in the company at regional level.

Response from the Chairman on the above are as follows:-

On b), the Chairman highlighted that we have always tried to find Malaysian talent as could be seen from Axiata's flagship CSR program aiming to groom future CEOs. While having more Malaysians are quite significant, since we are building a regional company, getting the right mix is quite key and meritocracy should always be the basis. While there is a developmental program in place to groom local talent in Malaysia, Malaysians are also being sent elsewhere to other countries where we operate. Chairman, however acknowledged that definitely more could be done in this area.

On a), the President and GCEO highlighted that for 4G expansion in all the countries including Malaysia, the focus is on the coverage quality. We have invested about RM 1.3 billion last year, the biggest amount invested. For Malaysia, 50% of the amount spent was on 4G and the coverage quality has improved from 85% to 93%. There is still a lot of room for improvement. Today's reality is eventhough the data price is going down, the volume requirements are going up hence we would have to keep on investing to catch-up. In 2016, we were not in the top two, but in 2017, up to now we are among the best in almost every area in every region.

On b), the President and GCEO explained the talent process in Axiata where selection is done by a Talent Council that looks into all aspects including nationality. Appointing Malaysians is an objective he pursued as well but he disagreed on restricting to only Malaysians as this is not in line with our aim to have a diversified Management team in all the companies we operate. As a foreign investor, we also need to respect the countries we are operating in. Furthermore, some of these companies would not be easy for the Malaysians to run.

- iii) Encik Mohd Shafie Abd Rahman, a shareholder, raised the following questions:-
 - a) What are the steps taken to address Celcom's drop call and network quality coverage.

- b) What is Axiata's work culture in replying emails to external parties since there have been no reply to all emails from gerakan sekerja written by him to Axiata.

On b), the Chairman responded that all emails should have been replied to and addressed. In this respect, he requested Management to look into the matter raised by the shareholder.

On a), the President & GCEO informed that Celcom is working very hard on its network coverage including spending almost RM1.3 billion last year as mentioned earlier. On the network quality issue, the President and GCEO requested Celcom's network personnel to meet Encik Mohd Shafie to understand exactly the issue he has been facing and to address the same.

On b), the President & GCEO apologised and informed that not replying email is not a culture in Axiata. Axiata HR will contact Encik Mohd Shafie to get a clear understanding of the issue.

- iv) Mr. Tan Kwong Meng, a shareholder, enquired whether Reliance Jio ("**Jio**") business model is the best model for telco and if the same could be replicated.

The President & GCEO responded that there is no easy reply to Mr Tan's question. He explained what he understood of what Jio was trying to achieve in India and concluded that no one was 100% sure whether this business model would work. However, in a decade or two, this will make a good case for business review.

The Chairman added that behind Jio is Reliance Group owned by Mr Mukesh Ambani who is the richest man in India. Not many companies would have the resources to emulate their business model.

With that, the Chairman concluded the question and answer session for Agenda 1 on the receipt of Audited Financial Statements and proceeded to the next agenda.

6.0 DECLARATION OF FINAL TAX EXEMPT DIVIDEND UNDER SINGLE TIER SYSTEM OF 3.5 SEN PER ORDINARY SHARE FOR THE FYE2017

[Ordinary Resolution 1]

- 1) Axiata Board had, on 22 February 2018, for both prudent and strategic reason, recommended a conservative Final Dividend of 3.5 sen, implying a total dividend payout ratio of 64% based on FY2017 normalised PATAMI of RM1,205 million (including the interim dividend of 5 sen per Axiata Share paid last year on 9 November 2017). If the Final Dividend is approved, the total dividend of 8.5 sen for the FY2017 would tantamount to a total payout of approximately RM767 million with a dividend yield of 1.5% (based on a 3-month VWAP).
- 2) The Final Dividend is subject to the approval of the shareholders at this Annual General Meeting. In accordance with Section 131 of the CA 2016, a company may only make a distribution to the shareholders out of the profits of the company available, if it is solvent. In declaring the Final Dividend, the Board as required under Section 132(2) and (3) of the CA 2016, had considered the amount of dividend and is satisfied that the Company will be solvent immediately after the distribution is made and within 12 months immediately after the distribution.
- 3) The Dividend Reinvestment Scheme ("**DRS**") approved by the Shareholders at 2014 AGM would apply to the Final Dividend whereby shareholders would be given the option to elect to reinvest the whole or part of the Final Dividend into new Axiata Shares. The Notice of

Election for the shareholders to elect the portion of the final dividend to be reinvested into new Axiata Shares will be despatched in due course.

There was no question raised by the shareholders/proxies on this agenda.

On the proceedings, the Chairman proposed that all voting to be deferred to the end of the meeting. The proposal was seconded by Mr. Moothu Kumaran Bass, a shareholder.

7.0 RE-ELECTION OF DIRECTORS RETIRING BY ROTATION PURSUANT TO ARTICLE 93 OF THE ARTICLES

I. RE-ELECTION OF TAN SRI DATUK WIRA AZMAN HJ MOKHTAR (“TSDWA”)
[Ordinary Resolution 2]

II. RE-ELECTION OF DAVID LAU NAI PEK
[Ordinary Resolution 3]

- 1) In accordance with Article 93, the Chairman and DL retire at this meeting and both being eligible, had offered themselves for re-election.
- 2) The Chairman also informed that DAK, an Independent Director also retires under Article 93 but did not offer himself for re-election. Hence, he would retire at the conclusion of the 26th AGM.
- 3) The Chairman highlighted DAK’s invaluable contribution to Axiata Group during his tenure since the listing of Axiata on the Main Board of Bursa Securities in 2008. The Chairman took the opportunity to personally thank DAK and on behalf of the Board and the Company recorded deepest appreciation to DAK.
- 4) The Chairman then invited DAK to say a few words. DAK thanked the Chairman and members of the Board and shareholders for giving him the opportunity to serve as Independent Director and hoped he had carried the mandate well.
- 5) On the re-election of himself and David Lau (“DL”), the Chairman handed-over to Tan Sri Ghazzali Sheikh Abdul Khalid (“TSG”), INED and Chairman of Board Nomination and Remuneration Committee (“BNRC”) to chair the meeting.
- 6) TSG highlighted that the Board has recommended their re-election. Details of the assessment carried out by the BNRC on TSDWA and DL were provided on page 77 of the Integrated Annual Report 2017 (“IAR2017”). DL who is an INED has reaffirmed his independence based on independence criteria applied by the Company which is also used in the yearly assessment of INEDs independence and fulfilled the independence definitions as prescribed under the Main LR.

There was no question raised by the shareholders/proxies on this agenda.

The Chairman deferred the voting on Ordinary Resolutions 2 and 3 to the end of the meeting.

8.0 RE-ELECTION OF DIRECTORS RETIRING PURSUANT TO ARTICLE 99 (i) OF THE ARTICLES

I. DR DAVID ROBERT DEAN

[Ordinary Resolution 4]

II. TENGKU DATO' SRI AZMIL ZAHRUDDIN RAJA ABDUL AZIZ

[Ordinary Resolution 5]

- 1) Dr David Robert Dean (“**DRD**”) and Tengku Dato’ Sri Azmil Zahrudin Raja Abdul Aziz (“**TAZ**”) who had been appointed on 11 December 2017 and 12 January 2018 respectively, retired in accordance with Article 99(ii) and both being eligible, had offered themselves for re-election.
- 2) The Chairman highlighted that the Board had recommended their re-election. Their profiles were set out in the Profile of Directors’ section from pages 6 to 7 under the GAFS2017 of the AR2017.

There was no question raised by the shareholders/proxies on this agenda.

The Chairman deferred the poll voting on Ordinary Resolutions 4 and 5 to the end of the meeting.

9.0 A) PAYMENT OF THE FOLLOWING DIRECTORS’ FEES WITH EFFECT FROM THE 26TH AGM UNTIL THE NEXT AGM:-

- I. DIRECTORS’ FEES OF RM30,000.00 PER MONTH TO THE NON-EXECUTIVE CHAIRMAN (“**NEC**”) AND RM20,000.00 PER MONTH TO EACH OF THE NEDS WHO ARE MEMBERS OF THE BOARD;**
- II. DIRECTORS’ FEES OF RM4,000.00 PER MONTH TO THE NEC AND RM2,000.00 PER MONTH TO EACH OF THE NEDS WHO ARE MEMBERS OF THE BAC; AND**
- III. DIRECTORS’ FEES OF RM1,200.00 PER MONTH TO THE NEC AND RM800.00 PER MONTH TO EACH OF THE NEDS WHO ARE MEMBERS OF THE BNRC.**

B) BENEFITS PAYABLE BY THE COMPANY TO NEC AND NEDS FROM THE 26TH AGM UNTIL THE NEXT AGM

[Ordinary Resolution 6]

- 1) The next agenda was on the approval for payment by the Company of monthly fixed fees for Board and Board Committees as well as benefits payable by the Company with effect from the 26th AGM until the next AGM of the Company. These benefits include annual overseas business development trips, leave passage, travel allowance, travel allowance for non-resident NEDs, equipment, telecommunication facilities, insurance and medical.
- 2) The Chairman highlighted that Section 230(1) of the CA 2016, stipulates amongst others, that the fees and benefits payable to the directors of a listed company shall be approved at a general meeting. There was no increase being proposed. Detailed explanation on the remuneration structure of Non-Executive Directors of Axiata and remuneration received by each Director including Benefits-in-Kind are provided on page 8 under the GAFS2017 and page 78 of the IAR2017 of the AR2017 respectively.

There was no question raised by the shareholders/proxies on this agenda.

The Chairman deferred the poll voting on Ordinary Resolution 6 to the end of the meeting.

10.0 PAYMENT OF THE DIRECTORS' FEES AND BENEFITS PAYABLE BY THE SUBSIDIARIES TO THE NEDS OF THE COMPANY WITH EFFECT FROM THE 26TH AGM UNTIL THE NEXT AGM.

[Ordinary Resolution 7]

- 1) The Chairman informed the remuneration and benefits policy was formulated for NEDs based on annual revenue per annum of the OpCos. The policy served as a guidance and is applicable to active companies in Axiata Group. Its application is subject to, among others, local benchmarking and legal requirements.
- 2) The Chairman indicated that some Axiata Board members serve on these OpCos as part of Axiata's OpCo Board composition framework to provide the linkage back to the main Board. Axiata personnel serving on subsidiary Boards were not entitled to receive fees or any monetary benefits. For Independent Board members, they only take non-monetary benefits from one company only within the Group.
- 3) The Chairman informed that pursuant to Section 230(1) of the CA 2016, the fees and benefits payable to the Directors of a listed company by the subsidiaries shall be approved at a general meeting. Detailed explanation on the remuneration structure of NEDs including benefits in-kind is provided on page 8 under the GAFS2017 and page 78 of the IAR2017 of the AR2017 respectively.

There was no question raised by the shareholders/proxies on this agenda.

The Chairman deferred the poll voting on Ordinary Resolution 7 to the end of the meeting.

11.0 RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS PLT ("PwC") TO ACT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 2018 AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION ("RE-APPOINTMENT OF AUDITORS")

[Ordinary Resolution 8]

- 1) PwC had expressed their willingness to continue office as Auditors of the Company.
- 2) The BAC and the Board had considered the re-Appointment of PwC and was of the opinion that the re-Appointment of PwC as Auditors of the Company is in the best interest of the Company and had recommended the same for approval by the shareholders.

There was no question raised by the shareholders/proxies on this agenda.

The Chairman deferred the poll voting on Ordinary Resolution 8 to the end of the meeting.

12.0 CONTINUATION TO ACT AS INDEPENDENT NON-EXECUTIVE DIRECTORS ("INEDS") , FOR THE FOLLOWING DIRECTORS:-.

I. TAN SRI GHAZZALI SHEIKH ABDUL KHALID

[Ordinary Resolution 9]

II. DAVID LAU NAI PEK

[Ordinary Resolution 10]

- 1) The Chairman informed that TSG and DL had reached the cumulative 9-year independence limit in 2018. In accordance with the Malaysian Code on Corporate Governance 2017, the Board through the BNC had undertaken an assessment on the abovementioned INEDs and had recommended for the Directors to continue to serve as INEDs.

- 2) Details of their assessment were provided on page 77 under the IAR2017 of the AR2017. TSG and DL had also reaffirmed their independence based on independence criteria applied by the Company which is also used in the yearly assessment of INEDs independence and fulfilled the independence definitions as prescribed under the Main LR.

There was no question raised by the shareholders/proxies on this agenda.

The Chairman deferred the poll voting on Ordinary Resolutions 9 and 10 to the end of the meeting.

13.0 PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

[Ordinary Resolution 11]

- 1) Khazanah Nasional Berhad ("**Khazanah**"), the major shareholder of Axiata was deemed interested in the Proposed Shareholders' Mandate. The Chairman and TAZ are representatives of Khazanah on the Board of Axiata. Both the Chairman and TAZ had abstained and would continue to abstain from deliberating and voting on the RRPT Mandate.
- 2) Khazanah would have to abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution on the Proposed Shareholders' Mandate and have taken steps to ensure that persons connected to them would abstain from voting in respect of their direct and/or indirect shareholdings, if any, on this resolution.
- 3) In view of the above, the Chairman handed over the chair of the meeting to DL, Chairman of the BAC.

There was no question raised by the shareholders/proxies on this agenda.

Having presided the meeting on the Proposed Shareholders' Mandate, DL deferred the poll voting on Ordinary Resolution 11 to the end of the meeting.

At the conclusion of the agenda item, DL handed over the chair of the meeting to the Chairman.

14.0 PROPOSED RENEWAL OF AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE ORDINARY SHARES IN THE COMPANY (AXIATA SHARES) IN RELATION TO THE DIVIDEND REINVESTMENT SCHEME ("DRS") THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND ENTITLEMENTS IN NEW AXIATA SHARES ("PROPOSED RENEWAL OF DRS")

[Ordinary Resolution 12]

- 1) The Chairman informed that the Proposed Renewal of DRS, if approved, would renew the Directors' authority to issue new Axiata Shares in respect of the above Final Dividend and subsequent dividends to be declared, if any, under the DRS, until the conclusion of the next AGM. A renewal of this authority will be sought at subsequent AGM.
- 2) Mr. Tan Kwong Meng, a shareholder, commented that the DRS is not fair to the minority shareholders as they will lose out due to significant discounts given and also the fact that they may end up with odd lots.

The President & GCEO advised the minority shareholders that the DRS provides them the option whether to opt for 100% cash or not.

The Group CFO when invited to comment stated that in his view, the minority shareholders are actually benefitting from the significant discounts given. Regarding the odd lots issue, Management will look into this matter.

- 3) Mr Choo Sin Cheong, a shareholder requested Axiata to consider absorbing stamp duty on the Dividend Reinvestment Form for the acceptance of the DRS.

The Chairman informed at the moment we would not absorb. However, it may be reviewed by Management.

The Chairman deferred the poll voting on Ordinary Resolution 12 to the end of the meeting.

15.0 AUTHORITY UNDER SECTION 75 AND 76 OF THE COMPANIES ACT 2016 FOR DIRECTORS TO ALLOT AND ISSUE SHARES IN THE COMPANY (“AUTHORITY UNDER SECTIONS 75 AND 76 “)

[Ordinary Resolution 13]

- 1) The Chairman highlighted that the Ordinary Resolution 13 if approved would allow the Directors from the date of the 26th AGM until the conclusion of the next AGM, to issue 10% of the issued and paid-up capital of the Company subject to the relevant required approvals such as Bursa Securities, to allot and issue new shares in the Company or to make grant offers, agreements or options in respect of such shares including to make grant offers, agreements or options which would or might require share in the Company to be issued after the expiration of the approval. However, the aggregate number of shares issued must not exceed 10% of the total issued and paid-up capital of the Company.
- 2) Under the Main LR, where issuance of shares is made pursuant to a general mandate such as this, Axiata must ensure that Axiata Shares issued are not priced at more than 10% discount to the weighted average market price of the shares for the 5 market days immediately before the price-fixing date and no Axiata Shares will be placed to interested Director, major shareholder or CEO or persons connected with the interested Director, major shareholder or CEO.
- 3) The Company has not issued any new Axiata Shares under the general mandate as approved at the 25th AGM. The Board has considered the Authority under Section 75 and 76 and was of the opinion that the proposal is in the best interest of the Company and therefore that the shareholders vote in favour of the resolution.

There was no question raised by the shareholders/proxies on this agenda.

The Chairman deferred the poll voting on Ordinary Resolution 13 to the end of the meeting.

16.0 PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY (“PROPOSED ADOPTION”)

[Special Resolution 1]

- 1) The Proposed Adoption is to streamline the Company's constitution with the new provisions of the Companies Act 2016, amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to enhance administrative efficiency.

The main features of the new Constitution of the Company include provisions relating to the migration to no par value regime, enhancement of the Company's administrative efficiency by introducing the use of technology, for example, issuance of notices via electronic means and increased flexibility to the Company including via the adoption of a wider object clause. Detailed explanation are provided in Appendix III of the Circular to Shareholders dated 24 April 2018 despatched together with the AR2017.

There was no question raised by the shareholders/proxies on this agenda.

17.0 ANY OTHER BUSINESS

The Chairman sought confirmation from the Group Cossec whether the Company had received any notice for transaction of other business which had been given at this meeting. The Group Cossec confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

18.0 POLLING PROCESS

For polling purposes, the Chairman declared the closure of the registration for attendance at the 26th AGM at 12.45 p.m. and called upon Ms. Wong Yoke Fun, the representative from Tricor Investor and Issuing House Services Sdn Bhd (“**Tricor**”) as the Poll Administrator to brief on the polling procedures.

Ms Yoke Fun explained the polling procedures which would be conducted electronically, via Tricor e-Vote mobile application (“**App**”) using own smartphone/tablet or using the Poll Administrator’s iPad at the voting kiosks. When Shareholder/proxy registered attendance for this meeting at the registration counter, a wristband printed with passcode in the form of QR code has been issued to them to allow access to the App. A Shareholder who is also acting as proxy would need to login only once with the passcode. The scrutineer may verify shareholder/proxy identity before being allowed to vote.

The Shareholders/proxies who were to vote using own device, were requested to connect to the Wi-Fi network provided by the Poll Administrator. The network name and password were provided in the Guidelines for e-Voting that was circulated to all Shareholders/proxies in the Meeting Room and also been flashed on screen during the briefing.

The tutorial video to guide on how to vote using the App which was played during registration at the foyer was once again played inside the Meeting Room.

Ms Yoke Fun handed-over the chair of the meeting to the Chairman upon conclusion of the briefing of the said polling procedures.

At 12.55 p.m., the Chairman adjourned the 26th AGM for 20 minutes for the polling. The Chairman informed that Poll Administrator would assist shareholders/proxies facing any difficulties during the electronic polling process.

19.0 ANNOUNCEMENT OF POLL RESULTS

The 26th AGM re-convened at 1.15 p.m. and the Chairman called the meeting to order for declaration of results. He then invited Mr Anthony Tai, representing the Scrutineers to confirm that the poll voting results have been verified.

Mr Anthony confirmed that the poll voting results as projected on the screen in the meeting room have been verified. The poll voting results are attached as ‘**Annexure I**’.

Based on the poll results verified by the Scrutineers, the Chairman declared all resolutions tabled at the 26th AGM carried.

Therefore, **IT WAS RESOLVED:-**

• **ORDINARY BUSINESS**

THAT the final tax exempt dividend under single tier system of 3.5 sen per ordinary share for the financial year ended 2017 be and is hereby approved.

(Ordinary Resolution 1)

THAT Tan Sri Datuk Wira Azman Hj Mokhtar who retired in accordance with Article 93 of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

(Ordinary Resolution 2)

THAT David Lau Nai Pek who retired in accordance with Article 93 of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

(Ordinary Resolution 3)

THAT Dr David Robert Dean who retired in accordance with Article 99 (ii) of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

(Ordinary Resolution 4)

THAT Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz who retired in accordance with Article 99 (ii) of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

(Ordinary Resolution 5)

THAT payment of the following Directors' fees with effect from the 26th Annual General Meeting ("**AGM**") until the next AGM of the Company be and is hereby approved:-

- i) Directors' fees of RM30,000.00 per month to the Non-Executive Chairman ("**NEC**") and RM20,000.00 per month to each of the Non-Executive Directors ("**NEDs**") who are members of the Board;
- ii) Directors' fees of RM4,000.00 per month to the NEC and RM2,000.00 per month to each of the NEDs who are members of the Board Audit Committee; and
- iii) Directors' fees of RM1,200.00 per month to the NEC and RM800.00 per month to each of the NEDs who are members of the Board Nomination & Remuneration Committee.

AND THAT the benefits payable to NEC and NEDs from the 26th AGM until the next AGM be and is hereby approved.

(Ordinary Resolution 6)

AND THAT the payment of fees and benefits payable by the subsidiaries to the NEDs of the Company from the 26th AGM until the next AGM of the Company be and are hereby approved.

(Ordinary Resolution 7)

THAT PricewaterhouseCoopers PLT, having consented to act as the Auditors of the Company, be and is hereby re-appointed as Auditors of the Company for the financial year ending 31 December 2018 until the conclusion of the next AGM **AND THAT** the Directors of the Company be and are hereby authorised to fix their remuneration.

(Ordinary Resolution 8)

SPECIAL BUSINESS

THAT Tan Sri Ghazzali Sheikh Abdul Khalid who has served as an Independent Non-Executive Director (“INED”) for a cumulative term of more than 9 years, be and is hereby approved to continue to act as INED of the Company.

(Ordinary Resolution 9)

THAT David Lau Nai Pek who has served as an INED for a cumulative term of more than 9 years, be and is hereby approved to continue to act as INED of the Company.

(Ordinary Resolution 10)

PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

THAT, in accordance with paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Main LR**”), approval be and is hereby given for Axiata and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, as set out in ‘**Appendix I**’ of the Circular to Shareholders dated 24 April 2018 (“**Circular**”) despatched together with the Company’s Annual Report 2017, which are necessary for the day-to-day operations in the ordinary course of the business of Axiata and/or its subsidiaries 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 Axiata;

THAT such approval will continue to be in force and effect until:-

- i) The conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
 - ii) The expiration of the period within which the Company’s next Annual General Meeting is required to be held under Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
 - iii) Revoked or varied by resolution passed by the shareholders of the Company in general meeting,
- whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts, deeds and things (including without limitation, to execute such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) to give effect to the aforesaid shareholders’ mandate and transactions contemplated under this resolution.

(Ordinary Resolution 11)

PROPOSED RENEWAL OF THE AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY (AXIATA SHARES) IN RELATION TO THE DIVIDEND REINVESTMENT SCHEME THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND ENTITLEMENTS IN NEW AXIATA SHARES (DRS)

THAT pursuant to the DRS approved by the shareholders at the Annual General Meeting held on 28 May 2014 and subject to the approval of the relevant authority (if any), approval be and is hereby given to the Company to allot and issue such number of new Axiata Shares pursuant to the DRS until the conclusion of the next Annual General Meeting, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company **PROVIDED THAT** the issue price of the said new Axiata Shares shall be fixed by the Directors at not more than 10% discount to the adjusted 5-day volume weighted average market

price (“**VWAMP**”) of Axiata Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRS with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, as they, in their absolute discretion, deem fit and in the best interest of the Company.

(Ordinary Resolution 12)

AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR DIRECTORS TO ALLOT AND ISSUE SHARES

THAT pursuant to Sections 75 and 76 of the Companies Act 2016, full authority be and is hereby given to the Directors of the Company to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting, and upon such terms and conditions, and for such purposes, as the Directors may, in their absolute discretion, deem fit including in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and the Directors be and are hereby further authorized to make or grant offers, agreements or options in respect of the shares of the Company including those which would or might require shares in the Company to be issued after the expiration of the approval hereof, provided that the aggregate number of shares to be issued does not exceed 10% of the issued shares of the Company for the time being and that the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Securities, subject always to the Companies Act 2016, the Main LR and the approvals of all relevant regulatory authorities, if required, being obtained.

(Ordinary Resolution 13)

PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company (“**M&A**”) with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in ‘Appendix III’ of the Circular to Shareholders dated 24 April 2018 despatched together with the Company’s Annual Report 2017 be and is hereby adopted as the Constitution of the Company (“**Proposed Adoption**”).

AND THAT, the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give effect to the Proposed Adoption.

(Special Resolution 1)

20.0 TERMINATION OF MEETING

- 1) The Group Cossec confirmed that there was no notice received for any other business to be conducted at the 26th AGM.
- 2) The Chairman concluded the Meeting and thanked all present. The Meeting was terminated at 1.20 p.m.

Minutes of 26th Annual General Meeting

Ballroom Nexus 2 & 3, Connexion@Nexus
No. 7 Jalan Kerinchi, Bangsar South City
Kuala Lumpur

23 May 2018

10.00 a.m.

CONFIRMED AS A CORRECT RECORD

CHAIRMAN

Date:

Appendix

Annexure I – Poll Voting Results

AXIATA GROUP BERHAD

(242188-H)

26th Annual General Meeting

Nexus Ballroom 2 & 3, Level 3A, Connexion@Nexus,

No. 7 Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia

On 23-May-2018 at 10:00AM

Result On Voting By Poll

Resolution(s)	Vote For		Vote Against		Total Votes		Abstain
	No of Units	%	No of Units	%	No of Units	%	No of Units
Ordinary Resolution 1	7,758,271,077	99.999997	200	0.000003	7,758,271,277	100.000000	2,002
Ordinary Resolution 2	7,736,993,065	99.794423	15,938,273	0.205577	7,752,931,338	100.000000	5,341,941
Ordinary Resolution 3	5,604,093,366	75.331266	1,835,172,759	24.668734	7,439,266,125	100.000000	319,007,154
Ordinary Resolution 4	7,737,742,407	99.793046	16,046,756	0.206954	7,753,789,163	100.000000	4,484,116
Ordinary Resolution 5	7,737,475,859	99.789681	16,307,679	0.210319	7,753,783,538	100.000000	4,489,741
Ordinary Resolution 6	5,930,996,253	79.677683	1,512,739,611	20.322317	7,443,735,864	100.000000	314,537,415
Ordinary Resolution 7	5,924,179,733	79.659056	1,512,739,611	20.340944	7,436,919,344	100.000000	321,353,935
Ordinary Resolution 8	7,140,245,677	92.037627	617,717,980	7.962373	7,757,963,657	100.000000	309,622
Ordinary Resolution 9	5,454,329,822	73.326694	1,984,066,103	26.673306	7,438,395,925	100.000000	319,877,354
Ordinary Resolution 10	5,454,333,419	73.326742	1,984,062,506	26.673258	7,438,395,925	100.000000	319,877,354
Ordinary Resolution 11	4,472,655,299	99.999984	701	0.000016	4,472,656,000	100.000000	3,285,617,279
Ordinary Resolution 12	7,757,594,073	99.991387	668,204	0.008613	7,758,262,277	100.000000	11,002
Ordinary Resolution 13	5,774,100,008	76.771380	1,747,062,204	23.228620	7,521,162,212	100.000000	237,111,067
Special Resolution 1	7,758,206,976	99.999287	55,301	0.000713	7,758,262,277	100.000000	11,002