

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

MINUTES OF TWENTY-SEVENTH 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, 29 MAY 2019 AT 10.00 A.M.

PRESENT

1. Tan Sri Ghazzali Sheikh Abdul Khalid
("Chairman") - *Chairman*
2. Tan Sri Jamaludin Ibrahim
("TSJI" or "President & GCEO") - *Managing Director/President & Group Chief Executive Officer, Axiata Group Berhad ("Axiata" or "Company")*
3. David Lau Nai Pek ("DL")
4. Dato Dr Nik Ramlah Nik Mahmood ("DNR")
5. Dato' Mohd Izzaddin Idris ("DII")
6. Dr David Robert Dean ("DD")
7. Dr Muhamad Chatib Basri ("MCB")
8. Dr Lisa Lim Poh Lin ("LL") - *Via tele-conference call*
9. Khoo Gaik Bee ("KGB")
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: 2,016 representing 7,461,168 Ordinary shares ("Axiata Shares")]

PROXIES PRESENT

As per the attendance list [Total: 1,095 representing 7,639,081,074 Axiata Shares of which 1,266,316,032 are represented by the Chairman]

As at 16 May 2019, being the cut-off date for determining who shall be entitled to attend, speak and vote at the 27th AGM or appoint proxies on his/her behalf, Axiata Group Berhad ("Axiata" or "Company") had 19,660 depositors, and total issued and paid-up capital of RM13,534,189,956.00 comprising 9,078,292,693 Axiata Shares. As at the date and time of the close of proxy on Tuesday, 28 May 2019, a total number of 1,573 valid Proxy Forms/Corporate Representatives representing 7,639,095,078 (84.15%) 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 27th Annual General Meeting ("**27th AGM**") of Axiata Group Berhad ("**Axiata**" or "**Company**") and introduced to the floor members of the Board who were present. The Chairman also informed that Dr. Lisa Lim Poh Lin ("**LL**") was unable to be personally present at the meeting on medical grounds but would participate through tele-conference.

The Chairman also announced the appointment of LL and Khoo Gaik Bee ("**KGB**") both of whom have been appointed to the Board as Independent Non-Executive Directors on 8 June 2018 and 1 January 2019 respectively. With these appointments, Axiata had met the provisions of Practice 4.5 of the Malaysian Code on Corporate Governance 2017 ("**MCCG 2017**") which recommend that Board of Directors be represented by at least 30% women.

The Chairman then took the opportunity to record the Board's utmost appreciation and gratitude to Axiata's former Chairman, Tan Sri Datuk Wira Azman Hj. Mokhtar and wished him all the best in his future endeavours.

2.0 QUORUM AND ADMINISTRATIVE MATTERS

The presence of quorum was confirmed by the Group Cossec pursuant to Clause 81 of the Constitution ("**Constitution**") of the Company.

The Group Cossec briefed on the voting procedures and procedures for demand for a poll. As provided under Clause 88(i)(a) of the Constitution, unless a poll is demanded, all resolutions would be voted by way of a show of hands.

For this AGM, pursuant to paragraph 8.29A 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 Clause 87(i) resolution tabled at an AGM to be voted by poll.

The Group Cossec informed that Clause 88(i) of the Constitution 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 Clause 88(i)(a) of the Constitution 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 Advisory Sdn Bhd as Scrutineers. 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 Clause 87(i) of the Constitution, 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 27th AGM to ensure orderly proceedings of the meeting.

3.0 NOTICE

For this AGM, the invitation to shareholders via a postcard was despatched on 30 April 2019. The Integrated Annual Report 2018, Notice of AGM, and all documents and other information relating to the 27th AGM can be accessed by scanning the QR code appearing on the postcard and are also downloadable from the Investor Relations section of Axiata's corporate website. The Integrated Annual Report 2018 may also be downloaded by scanning a barcode at the buntings located around the hall.

The Chairman with the permission of the meeting proposed for the Notice of 27th AGM dated 30 April 2019 to be taken as read and this was seconded by Ms. Lun Phik Kuan, a shareholder.

4.0 PRESENTATION BY PRESIDENT & GCEO

- 1) The Chairman invited the President & GCEO to give a presentation on Axiata Group's performance in 2018 and 1Q19 Financial Results as announced to Bursa Malaysia Securities Berhad on 28 May 2019.
- 2) The President & GCEO thanked the shareholders for their attendance and shared his presentation entitled '**The Making of a Malaysia-based Global Champion**' covering, inter-alia, the following:-
 - i) Recapping on Our Vision & Strategy;
 - ii) 2018 Financial Performance;
 - iii) 2018 & 2019 Highlights; and
 - iv) 2019 Strategy, KPIs & Q1 Results.
- 3) The Chairman proceeded to inform that the Board had, on 24 May 2019, received a letter from the Minority Shareholder Watch Group ("**MSWG**") ("**MSWG's Letter**") raising several queries which Axiata had responded to with the full version of Axiata's reply dated 28 May 2019 made available on Axiata's website. Further clarification if required can be raised at the questions and answers session to be conducted later.
- 4) The Chairman then invited the representative from MSWG, Ms Siva Yamini Sivaperuman to say a few words.
- 5) Ms Siva Yamini thanked the Board and based on her review of the IAR 2018 and Corporate Governance Report, she was happy to advise that MSWG was generally satisfied with disclosures made by Axiata. The disclosures were very transparent and detailed enough to provide valuable insights to the shareholders.

However, she would like to seek further clarification on the following issues:

- i) MSWG was pleased to note Axiata's compliance with two of the Step-Up provisions of the MCCG 2017 being the composition of the Board Audit Committee ("**BAC**") comprising all non-executive directors and on the establishment of a Board Risk Management Committee ("**BRMC**"). MSWG however notes that both the BAC and the BRMC are chaired by Mr. David Lau Nai Pek ("**DL**"). MSWG raised the opinion that while the MCCG 2017 does not prohibit the occupation of the chairmanship of these two committees by the same person, the rationale for separation of the function of risk between the BAC and the BRMC was intended to allow for additional focus and time to be provided on matters of risk. MSWG was of the view that DL may sit on both of the committees as a member but not as Chairman in order that there exist segregation of duties and power between the

two committees. Therefore, MSWG requested that the Board look into this matter especially the Board Nomination and Remuneration Committee ("**BNRC**") which is charged with the responsibility over Board and Committee composition of the Company.

- ii) MSWG then highlighted the two departures from the provisions of MCCG 2017, being Practice 7.2 on disclosure of senior management remuneration and Practice 12.3 on providing remote participation and voting in absentia. Whilst MSWG understands the sensitivity around the disclosure of senior management remuneration as the basis for the departure, the continued departure in providing remote participation and voting in absentia seem less justified. This is further made evident with the proposed merger with Telenor which if successful would bring about more foreign investors which would require remote voting. Additionally, the participation of LL in today's AGM through teleconference is also another example justifying the introduction of this facility. MSWG thus looks forward to the Company's consideration in implementing this facility going forward.
 - iii) MSWG notes the disclosures on non-audit assignments undertaken by PricewaterhouseCoopers ("**PwC**") and the explanation by the BAC on this which included efficiency and cost savings but enquired of the BAC if there are tender processes and procedures undertaken with the required invitations to other service providers as well.
- 6) The Chairman invited the President & GCEO to respond to the MSWG queries. The President & GCEO drew attention to all of the questions posed in MSWG's Letter and requested to focus on the question raised in relation to Ncell Private Limited's ("**Ncell**") tax liability as demanded by Nepal's Large Taxpayer Office. For the benefit of the shareholders, the President & GCEO provided some background to the matter and thereafter answered MSWG's question by stating that while provisions are made conservatively, the circumstances relating to this matter now does not indicate that there is a requirement to do more than what has been done.
- 7) The President & GCEO then showed the meeting the questions from MSWG and the answers as contained in the reply by the Company dated 28 May 2019. In response to the question on the Company's expectation of improvement to profits after tax, amortisation and minority interest ("**PATAMI**"), the President & GCEO responded that the Company is cautiously optimistic that there would be improvement. In reply to the question whether the Board intended to adopt Step Up 4.3 of MCCG 2017 for a policy limiting the tenure of independent directors to nine years, the President & GCEO responded that the Board would be in a position to consider adopting this provision when the phased retirement plan for Independent Non-Executive Directors ("**INEDs**") put in place in 2016 is completed in 2020.
- 8) The Chairman thanked Ms Siva Yamini and the points that MSWG raised which will be taken into consideration. The Chairman then invited DL the Chairman of the BAC to respond to the query on non-audit fees.
- 9) DL responded that whenever non-audit related assignments arise, there is a tender process called which also extends invitation to both audit firms and non-accounting firms with the focus on selecting the best bidder in terms of both competency and price. These processes are mostly undertaken at the operating unit level. In addition, the operating company's BAC approval and consent would have to be secured before any non-audit assignments are awarded to PwC. Further, as these matters ascend to the Group BAC, DL, as Chairman of the Group BAC would be conscious in trying to ensure

that the amount of non-audit fees payable to PwC does not exceed a ratio of 50% against total fees payable to PwC.

- 10) The Chairman then invited LL, who is participating through conference call to say a few words. LL extended her apologies for not being able to join the AGM in person as advised by her doctor.
- 11) The Chairman added that as mentioned in Axiata's announcement dated 6 May 2019, there is no certainty that the proposed merger with Telenor will result in any binding agreement or obligations on the parties to proceed with any acquisition, merger or divestment. As there is no material development at this juncture post this announcement, Axiata would not be in a position to provide any update or reply to any question regarding this matter beyond clarifying what has been publicly disclosed.

5.0 AUDITED FINANCIAL STATEMENTS ("AUDITED FINANCIAL STATEMENTS") FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 ("FYE2018") 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 183 under the Governance & Audited Financial Statements 2018 ("**GAFS2018**") of the IAR2018.
- 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 27th AGM only for discussions and for the Board to address any queries.
- 3) The Chairman informed that PwC, had in the Auditors' Report on pages 184 to 188 under the GAFS 2018 of the IAR2018, given their opinion that the Audited Financial Statements 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 2018. 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 Daliza Dali, 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 thereof were as follows:-
 - i) Mr. Goon Kid Seng, a shareholder, raised the following questions: -
 - a) In which operating companies ("**OpCos**") were the asset write offs of RM1.8 billion undertaken at;
 - b) What is the rationale for the sale of the digital businesses to Pegasus 7;
 - c) Why is Axiata Digital Services Sdn Bhd ("**ADSSB**") not included as part of the proposed Merge Company with Telenor ("**MergeCo**") as that would make available more resources to help in ADSSB's development.

On the matter of (i)(a) the President & GCEO informed that although the write offs were across all of the OpCos, it arises mostly from XL Indonesia with a write-off of a sum of RM1.2 billion at a gross level comprising largely 2G asset write downs. The write offs at Celcom is about RM400 million to RM500 million with the rest coming from Ncell, Dialog and Robi.

On (i)(b) the President & GCEO explained that the sale allowed Axiata to focus on the three main areas of the digital business being digital finance, digital advertising and digital platform and these are the businesses which Axiata has the capacity and the accumulated experience to potentially develop into unicorns. While not dispelling the possibility of the digital assets sold to Pegasus 7 transforming into unicorns, substantial investment would be required before this comes to fruition.

In answer to question (i)(c), the President & GCEO explained that ADSSB is not part of the proposed MergeCo for now as there has yet to be agreement on valuation as valuing digital businesses is comparatively more complicated and difficult. The intention of the parties is however to work towards including ADDSB in the MergeCo.

- ii) Encik Mohd Yusof bin Hussain, a shareholder, made the following comments -
 - a) Sharing the same concerns as MSWG, the point of the chairmanship of the BAC and BRMC being occupied by the same person was raised. En. Mohd Yusof provided his opinion that this arrangement is unhealthy and does not uphold the requirements of good corporate governance practices.
 - b) En. Mohd Yusof also shared the concerns of MSWG on the payment of fees for non-audit work to PwC and further provided his differing view to the explanation made by the Company that the recipients of the non-audit fee is PwC International as opposed to PwC Malaysia. In his view, for all intents and purposes, these organisations belonged as one. The shareholder also raised the point that the IAR 2018 does not state that there is a tendering process undertaken before any non-audit related work is awarded to PwC.
 - c) En. Mohd Yusof also provided his views that there has been ample time for the Company to implement the nine year term limit for INEDs and should not be relying on the recent changes to the Board composition as a reason.
- 1) The Chairman thanked En. Mohd Yusof for his constructive opinions and gave the assurance that Axiata will take a serious view on the points raised and that this will be deliberated and considered at upcoming Board meetings with a view towards meeting good corporate governance practices. The Chairman then invited DL, Chairman of BAC to respond on the issue of non-audit fee.
- 2) On the matter of (ii)(b), DL clarified that the total non-audit fee paid to PwC is 44% of the total fees paid to PwC. This combines both payments to PwC International and PwC Malaysia. DL also reiterated his earlier explanation that there is a tender process called and it extends invitation to both audit firms and non-accounting firms with the focus on selecting the best bidder in terms of both competency and price. In addition, the operating company's BAC approval and consent would have to be secured before any non-audit assignments are awarded to PwC.
- 3) On (ii)(c), DL agreed that his term as a Board member is approaching 12 years and that the Company should plan for a succession.

- 4) On the point raised in (ii)(a) DL provided the background that his occupation of the chairmanship of the BRMC was supposed to be a temporary measure and that it was always the intention to have the chairmanship of the BAC and BRMC held by separate persons. He acknowledges that it was time that this be effected.
- iii) Mr Leow Yeow Ming, a shareholder, made some comments and also raised some questions as follows:-
- a) Although shareholders generally would like to see some changes to the Board, with that being the basis for the nine-year and twelve-year rules, the important consideration is whether the Board members are contributing positively to the Board and Company. Important consideration must be given to talent as it is hard to come by.
 - b) Following from the recent dilution of the Company's shareholdings in Idea coupled with the plan to no longer invest and subscribe for shares in Idea, what is the expected shareholdings that we are looking at and with a stake that does not provide any control, are there plans to dispose of all of the Company's shares in Idea?
 - c) What will be the expected capex for the introduction of 5G and what would be the continuing utilization of 4G.

On the question of (iii)(b), the President & GCEO informed that before the rights issue of USD3.5 billion, the Company's shareholding in Idea was 8.15% which reduced to 2.5% after the rights issue. As this investment has been re-classified as non-strategic, disposal opportunities would be considered if the price is agreeable to the Company.

In answer to the question on (iii)(c) the President & GCEO informed that the Company has yet to exhaust 4G across the board and we have yet to receive the returns that we want from our investment in 4G. From a financial standpoint, it is preferred that 5G comes about later in three to four years. But the dilemma that all telecommunication companies ("**telcos**") face is that with new technology there is substantial pressure to invest and to make the investment early. The roll out plan for 5G would however be targeted in specific areas in the initial phase rather than being broadly implemented. The cost of this however has not been identified currently.

- iv) Encik Mohd Baharuddin bin Hassan, a shareholder, made some comments and also raised some questions in Bahasa Malaysia as translated as follows:-
- a) Encik Baharuddin commended the Integrated Annual Report and its clarity of information and reporting. He also complimented the well-organized annual general meeting.
 - b) The shareholder then asked when is the anticipated listing of edotco as he is looking forward to it as edotco is a good company.
 - c) With regard to the practice of normalising results, Encik Baharuddin commented that it should be applied consistently and that it should not be applied only when its result is advantageous.

- d) On the matter of Nepal, a question was asked of the reason for the decline of revenue, earnings before income tax, depreciation and amortisation ("**EBITDA**") and profit after tax ("**PAT**") over the past three years.
- e) Encik Baharuddin gave his views that digital streaming should be emphasised as that is a potential business for the Company's digital ventures. He also opined that the digital business should not be part of MergeCo as he sees telecommunications as a sunset business and that digital business is for the future.
- f) On MergeCo, he views the Company's proposed 43.5% share, though substantial, remains not the largest shareholder with Telenor holding the rest, giving the impression that national interest is not being prioritised.
- g) Encik Baharuddin noticed that the position of Group Chief Technology Officer ("**GCTO**") of Axiata is vacant and asked if there are plans to fill this vacancy?
- h) He also stated his views that there is a dearth of Malaysians in the top Opco leaderships with broad appointments of foreigners.
- i) Encik Baharuddin then asked for a comparison of the market capital of Telenor and Axiata within Asia.
- j) En. Baharuddin shared that for Singtel, Digital Life has contributed double digits to the bottom line and he views this as being derived from an early adoption of digitisation. He looks forward to more aggressiveness on the part of the Company in its digitisation efforts.

The President & GCEO responded and the answers were summarised as follows:

- 1) On the matter of (iv)(b) there is no immediate plan to list edotco as the focus at present is to continue to build the company with consideration of both organic and inorganic acquisitions. The Company would look for the right time to list.
- 2) In answer to the matter of (iv)(c), the President & GCEO agreed with the statement but clarified that normalisation is usually only for external factors such as forex losses/gains, asset write offs, technical impairments and one-off occurrences and in that sense there is consistency.
- 3) On (iv)(d), at the point of acquiring Ncell, the Company had already expected the decline of International Long Distance ("**ILD**") revenue and this has been factored into the business plan and taken into account in the valuation of Ncell. The President & GCEO also highlighted that while revenue is slightly below the business plan, profit was slightly above and that the Company continue to perform in accordance with the business plan.
- 4) In responding to (iv)(e), the President & GCEO agreed with the views that the digital businesses should be kept outside of the MergeCo. However, there are also compelling reasons for it to be part of MergeCo as there are synergies that can be developed with the OpCos and benefits derived from its subscriber base. It is considerably difficult to develop a digital business totally independently. The Company will continue to consider the inclusion

of the digital businesses within MergeCo subject to the agreement of Telenor.

- 5) The President & GCEO informed that as raised in (iv)(g), the GCTO had left the Company and Axiata has been looking at a local Malaysian candidate for the past seven to eight months but has yet to find the right candidate.
- 6) On (iv)(h), the President & GCEO emphasised that it is never about Malaysians or foreigners and that the Company is committed to securing the best candidates as employees. However, all things being equal, the Company will prioritise Malaysians in the selection.
- 7) On the matter of (iv)(i) the President & GCEO clarified that since Telenor Asia is not a legal entity, the comparisons of market capital is not suitable as some of the assets within the parties are listed while others are not and that there are some assets excluded as well, for example Robi and ADSSB. As such, the Company had looked at discounted cash flows, market capital for listed assets and analysts' consensus to make the comparison between Axiata and Telenor.
- 8) In answer to the point of (iv)(j), the President & GCEO noted that Singtel had started digitisation earlier and had invested S\$2 billion to S\$3 billion in Digital Life. Axiata has invested USD44 million in its digital businesses but does not intend to invest at the same quantum as Singtel. We have however been very successful in the digital business and the recent valuation is testament to that. The Company intends to have a right balance between sufficient investment and affordability and an investment sum of between USD50 million to USD100 million might be the right amount.
- 9) On the matter of (iv)(f) the President & GCEO stated that he cannot debate that Telenor would be the larger shareholder in MergeCo but clarified that his responsibility is to bring up an opportunity on value creation and to give shareholders a choice allowing shareholders a vote for or against it.
- v) Madam Chong Siew Yoon, a shareholder, requested for a summary and translation when questions asked are not in English. Additionally, she commented that it is inevitable and important for Axiata to adopt 5G. The Chairman thanked the shareholder for her comments.
- vi) Encik Muhammad Hariz bin Muhammad Nasir, a proxy, asked whether MergeCo's Net Present Value ("**NPV**") of about USD19-20 billion includes cost savings from the employees side as it has been announced that there would not be any retrenchments. In answer to the question, the President & GCEO clarified that the NPV number does not include any projected cost savings as it has been prepared conservatively that even without a single employee being retrenched, the NPV amount remains the same. The President & GCEO also clarified that there will not be any forced retrenchments and if any separation is undertaken, if at all, it would be on a voluntary basis.
- vii) Mr Tan Kwong MGeng, a shareholder, shared that he had recently raised the questions of quality of service and experience to Celcom but has not received any response. He is seeking clarification on what kind of coverage that Celcom has and how Celcom goes about determining and responding to questions of service and experience on its communication channels.

The President & GCEO thanked the shareholder and he invited Encik Idham Nawawi ("**IN**"), CEO of Celcom to respond to the comments and the question.

IN briefed a little on Celcom's investment on LTE and coverage and emphasised that network quality is very important to Celcom and that there are plans to invest more into areas where Celcom can improve on the coverage and quality. In answer to the question on how Celcom determines quality of service and experience, IN informed that Celcom utilises both internal and external assessments, for example using crowd sourcing to look at the quality of coverage, relying on third party benchmarks such as that from the Malaysian Communications and Multimedia Commission as well as third party applications such as open signal that measures network quality in terms of video experience and downloads from city to city. The results have shown that the experience at Celcom is better than other networks on selected areas. IN also provided his email to address any further specific clarification required by the shareholder.

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

6.0 RE-ELECTION OF DIRECTORS RETIRING BY ROTATION PURSUANT TO CLAUSE 104 OF THE CONSTITUTION

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|-------------|--|-------------------------|
| I. | RE-ELECTION OF TAN SRI GHAZZALI SHEIKH ABDUL KHALID | [Ordinary Resolution 1] |
| II. | RE-ELECTION OF TAN SRI JAMALUDIN IBRAHIM | [Ordinary Resolution 2] |
| III. | RE-ELECTION OF DATO' MOHD IZZADDIN IDRIS | [Ordinary Resolution 3] |
- 1) In accordance with Clause 104, the Chairman, TSJI and DII retire at this meeting and being eligible, had offered themselves for re-election.
 - 2) On the re-election of himself, TSJI and DII, the Chairman handed-over to Dato Dr Nik Ramlah Nik Mahmood ("**DNR**"), INED and Chairman of BNRC to chair the meeting.
 - 3) DNR highlighted that the Board has recommended their re-elections. Details of the assessment carried out by the BNRC on TSG, TSJI and DII were provided in the Corporate Governance Overview on page 74 of the IAR 2018. The assessment made by the BNRC was aided by KPMG Management and Risk Consulting Sdn Bhd ("**KPMG**") who was appointed as an independent facilitator to conduct an evaluation of the Board's effectiveness for the year 2018. KPMG's findings can be found at page 73 of the Corporate Governance Overview of the Integrated Annual Report 2018.

There were no questions raised by the shareholders/proxies on this agenda.

DNR deferred the voting on Ordinary Resolutions 1, 2 and 3 to the end of the meeting. DNR handed over the chair of the meeting to the Chairman.

7.0 RE-ELECTION OF DIRECTORS RETIRING PURSUANT TO CLAUSE 110(ii) OF THE CONSTITUTION

I. DR LISA LIM POH LIN [Ordinary Resolution 4]

II. KHOO GAIK BEE [Ordinary Resolution 5]

- 1) LL and KGB who were appointed on 8 June 2018 and 1 January 2019 respectively, retired in accordance with Clause 110(ii) and both being eligible, had offered themselves for re-election.
- 2) The Chairman highlighted that the Board had recommended their re-elections. Their profiles were set out in the Profile of Directors' section from pages 6 to 7 under the GAFS2018.

There were no questions 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.

8.0 A) PAYMENT OF THE FOLLOWING DIRECTORS' FEES WITH EFFECT FROM THE 27TH 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 27TH 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 27th 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 GAFS2018.

There were no questions raised by the shareholders/proxies on this agenda.

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

9.0 PAYMENT OF THE DIRECTORS' FEES AND BENEFITS PAYABLE BY THE SUBSIDIARIES TO THE NEDS OF THE COMPANY WITH EFFECT FROM THE 27TH 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 GAFS2018.

There were no questions raised by the shareholders/proxies on this agenda.

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

10.0 RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS PLT ("PwC") TO ACT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 2019 AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION ("RE-APPOINTMENT OF AUDITORS")

[Ordinary Resolution 8]

- 1) PwC had expressed their willingness to continue in 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 were no questions raised by the shareholders/proxies on this agenda.

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

11.0 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 handed-over to DNR, INED and Chairman of BNRC to chair the meeting.
- 2) DNR informed that TSG and DL had reached the cumulative nine-year independence limit in 2017. In accordance with the MCCG 2017, the Board through the BNRC had

undertaken an assessment on the abovementioned INEDs and had recommended for TSG and DL to continue to serve as INEDs.

- 3) Details of their assessment were provided on page 74 under the Corporate Governance Overview of the IAR2018. TSG and DL had also reaffirmed their independence based on the 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 were no questions raised by the shareholders/proxies on this agenda.

DNR deferred the poll voting on Ordinary Resolutions 9 and 10 to the end of the meeting. DNR handed over the chair of the meeting to the Chairman.

12.0 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. TAZ being a representative of Khazanah on the Board of Axiata had abstained and would continue to abstain from deliberating and voting on the Proposed Shareholders' 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.

There were no questions raised by the shareholders/proxies on this agenda.

The Chairman deferred the poll voting on Ordinary Resolution 11 to the end of the meeting.

13.0 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 dividends that are declared, if any, under the DRS, until the conclusion of the next AGM. A renewal of this authority will be sought at subsequent AGMs.
- 2) The Chairman invited questions from the floor on the Proposed Renewal of DRS. Comments and/or queries from shareholders/proxies and the summary of proceedings were as follows:-
 - (i) Mr. Tan Kwong Meng, a shareholder, asked for the rationale of the DRS and noted that shareholders that does not take up the DRS would see their shareholdings diluted. He also noted that this exercise could result in odd lots being issued which are not tradeable.

The Chairman invited Vivek Sood, Group CFO (“GCFO”) to respond to the question. GCFO informed that the rationale for the DRS is to encourage shareholders to participate and invest in the Company. There is usually a discount of about 8% with about a 70% rate of participation by shareholders at the last DRS after excluding the largest shareholder which did not participate. The DRS allows the Company to channel the cash saved from paying a cash dividend into other parts of the business of the Company. The Company continually assesses the benefits of the DRS including the dilutive effect on shareholders who do not participate. On the matter of the odd lots, GCFO clarified that that is the impact although there were suggestions to address this which were not taken up.

- (ii) Mr. Leow Yeow Ming, a shareholder, inquired of the percentage of shareholder participation in the DRS. In answer to this question, the GCFO informed that the rate of participation varies as it depends on the market price of the Company's shares as the DRS price is determined based on the weighted average market price of the Company. At the last DRS, there was a 46% take up rate which translated to 70% take up rate after excluding the largest shareholder which did not participate. Historically, the take up rates have been in the range of 40% - 50% except for an instance last year where the DRS was cancelled because the conversion price was higher than the market price.
- (iii) Mr. Chiew Sing Cheong, a shareholder requested Axiata to consider absorbing stamp duty on the Dividend Reinvestment Form for the acceptance of the DRS.

The GCFO informed that the Company had looked at the practices of other companies and that a decision had been made to continue at this point in time to refrain from absorbing the stamp duty.

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

14.0 AUTHORITY UNDER SECTIONS 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 27th 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 shares 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 26th 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 that the shareholders should therefore vote in favour of the resolution.

- 4) The Chairman invited questions from the floor on the Authority under Sections 75 and 76 and a question was raised by a shareholder, Mr. Leow Yeow Ming who asked whether the Board was looking to utilise this authority to issue shares of the Company. In answer to this query, the Chairman informed that there are currently no plans to utilise this authority.

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

15.0 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.

Encik Azhari Ismail, a shareholder, suggested that registration should be closed when the Chairman announced the end of the meeting.

The Chairman then invited Ms Wong Yoke Fun ("**Ms Wong**"), the representative from Tricor Investor and Issuing House Services Sdn Bhd ("**Tricor**") to respond to the comment. Ms Wong explained that for the purpose of conducting a poll, Tricor would be required to set a cut off to determine shareholders who are entitled to vote. For the purposes of registration, Tricor have provided a separate counter to attend to late registrations and have not totally closed registration before the end of the meeting.

16.0 POLLING PROCESS

For polling purposes, the Chairman declared the closure of the registration for attendance at the 27th AGM at 12.45 p.m. and called upon Ms. Wong, the representative from Tricor as the Poll Administrator to brief on the polling procedures.

Ms Wong 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 had 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 had 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 Wong handed-over the meeting to the Chairman upon conclusion of the briefing of the said polling procedures.

At 12.55 p.m., the Chairman adjourned the 27th AGM for 20 minutes for the polling. The Chairman also informed that the Poll Administrator would be on hand to provide assistance to shareholders/proxies during the electronic polling process.

17.0 ANNOUNCEMENT OF POLL RESULTS

The 27th AGM re-convened at 1.15 p.m. and the Chairman called the meeting to order for the declaration of results. He then invited Ms Margaret Chin, representing the Scrutineers to confirm that the poll voting results have been verified.

Ms Margaret Chin 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 27th AGM carried.

Therefore, **IT WAS RESOLVED:-**

• ORDINARY BUSINESS

THAT Tan Sri Ghazzali Sheik Abdul Khalid who retired in accordance with Clause 104 of the Constitution 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 1)

THAT Tan Sri Jamaludin Ibrahim who retired in accordance with Clause 104 of the Constitution 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 Dato' Mohd Izzaddin Idris who retired in accordance with Clause 104 of the Constitution 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 Lisa Lim Poh Lin who retired in accordance with Clause 110(ii) of the Constitution of the Company and who being eligible offered herself for re-election, be and is hereby re-elected as Director of the Company.

(Ordinary Resolution 4)

THAT Khoo Gaik Bee who retired in accordance with Clause 110(ii) of the Constitution of the Company and who being eligible offered herself 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 27th 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 27th 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 27th 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 2019 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 30 April 2019 ("**Circular**") which is made available together with the Company's Integrated Annual Report 2018 at <https://axiata.com/investors/agm.html>, 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 Constitution 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)

18.0 TERMINATION OF MEETING

- 1) The Group Cosec confirmed that there was no notice received for any other business to be conducted at the 27th AGM.
- 2) The Chairman concluded the Meeting and thanked all present and seconded by Mr Tan Kwong Meng, a shareholder. The Meeting was terminated at 1.20 p.m.

CONFIRMED AS A CORRECT RECORD

CHAIRMAN

Date:

Annexure I – Poll Voting Results

AXIATA GROUP BERHAD

(242188-H)

27th Annual General Meeting

Nexus Ballroom 2 & 3, Level 3A, Connexion@Nexus,
No. 7 Jalan Kerinchi Bangsar South City, 59200 Kuala Lumpur.
On 29-May-2019 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	5,565,275,482	98.3943	90,820,380	1.6057	5,656,095,862	100.0000	1,982,308,185
Ordinary Resolution 2	7,634,112,901	99.9439	4,288,650	0.0561	7,638,401,551	100.0000	2,496
Ordinary Resolution 3	7,630,711,102	99.8993	7,690,449	0.1007	7,638,401,551	100.0000	2,496
Ordinary Resolution 4	7,638,364,912	99.9995	36,639	0.0005	7,638,401,551	100.0000	2,496
Ordinary Resolution 5	7,638,371,888	99.9996	29,663	0.0004	7,638,401,551	100.0000	2,496
Ordinary Resolution 6	7,247,479,725	98.7621	90,839,486	1.2379	7,338,319,211	100.0000	300,084,836
Ordinary Resolution 7	7,247,487,402	98.7622	90,831,809	1.2378	7,338,319,211	100.0000	300,084,836
Ordinary Resolution 8	7,593,082,071	99.4074	45,263,880	0.5926	7,638,345,951	100.0000	58,096
Ordinary Resolution 9	5,564,217,682	98.3755	91,880,792	1.6245	5,656,098,474	100.0000	1,982,305,573
Ordinary Resolution 10	5,570,975,391	98.2621	98,532,779	1.7379	5,669,508,170	100.0000	1,968,895,877
Ordinary Resolution 11	4,266,841,635	99.9998	6,737	0.0002	4,266,848,372	100.0000	3,371,555,675
Ordinary Resolution 12	7,635,824,306	99.9662	2,579,741	0.0338	7,638,404,047	100.0000	0
Ordinary Resolution 13	5,879,776,240	76.9765	1,758,625,311	23.0235	7,638,401,551	100.0000	2,496