

## Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF AXIATA GROUP BERHAD (“AXIATA” OR “COMPANY”) WILL BE HELD AS A VIRTUAL MEETING CONDUCTED ENTIRELY THROUGH LIVE STREAMING AND REMOTE VOTING USING THE REMOTE PARTICIPATION AND VOTING FACILITIES FROM THE BROADCAST VENUE AT AUDITORIUM, LEVEL 32, AXIATA TOWER, 9 JALAN STESEN SENTRAL 5, KUALA LUMPUR SENTRAL, 50470 KUALA LUMPUR, MALAYSIA ON THURSDAY, 26 MAY 2022 AT 9.30 A.M. FOR THE FOLLOWING PURPOSES:

### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Report of the Directors and the Auditors thereon.
2. To re-elect the following Directors, each of whom retires by rotation pursuant to Clause 104 of the Constitution of the Company (“Constitution”) and being eligible, offers himself/herself for re-election:
  - i) Dato’ Mohd Izzaddin Idris **(Ordinary Resolution 1)**
  - ii) Dato Dr Nik Ramlah Nik Mahmood **(Ordinary Resolution 2)**
  - iii) Dr David Robert Dean **(Ordinary Resolution 3)**
3. To re-elect the following Directors, each of whom retires pursuant to Clause 110(ii) of the Constitution and being eligible, offers himself for re-election:
  - i) Tan Sri Shahril Ridza Ridzuan **(Ordinary Resolution 4)**
  - ii) Nurhisham Hussein **(Ordinary Resolution 5)**
4. To approve the following payment by the Company:
  - a) Directors’ fees with effect from the 30<sup>th</sup> Annual General Meeting until the next Annual General Meeting:

	Non-Executive Chairman (“NEC”)/ per month (RM)	Non-Executive Director (“NED”)/ per month (RM)
<u>As approved at the 29<sup>th</sup> AGM</u>		
i) Directors’ fees	30,000.00	20,000.00
ii) Directors’ fees of the Board Audit Committee	4,000.00	2,000.00
iii) Directors’ fees of the Board Nomination & Remuneration Committee	1,200.00	800.00
iv) Directors’ fees of the Board Risk & Compliance Committee	3,000.00	1,500.00

	Non-Executive Chairman (“NEC”)/ per month (RM)	Change (RM)	Non-Executive Director (“NED”)/ per month (RM)	Change (RM)
<u>Approval sought at the 30<sup>th</sup> AGM</u>				
i) Directors’ fees	30,000.00	No change	20,000.00	No change
ii) Directors’ fees of the Board Audit Committee	9,000.00	Increase of 5,000.00	4,000.00	Increase of 2,000.00
iii) Directors’ fees of the Board Nomination & Remuneration Committee	5,000.00	Increase of 3,800.00	3,000.00	Increase of 2,200.00
iv) Directors’ fees of the Board Risk & Compliance Committee	9,000.00	Increase of 6,000.00	4,000.00	Increase of 2,500.00
v) Directors’ fees of the Board Sustainability Committee	2,500.00	New	1,500.00	New

(each of the foregoing payments being exclusive of the others).

- b) Benefits payable to NEC and NEDs from the 30<sup>th</sup> Annual General Meeting until the next Annual General Meeting. **(Ordinary Resolution 6)**
5. To approve the payment of fees and benefits payable by the subsidiaries to the NEDs of the Company from the 30<sup>th</sup> Annual General Meeting until the next Annual General Meeting. **(Ordinary Resolution 7)**
6. To re-appoint PricewaterhouseCoopers PLT having consented to act as the Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 8)**

### AS SPECIAL BUSINESS:

#### 7. 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 27 April 2022 (“Circular”) which is made available together with the Company’s Integrated Annual Report 2021 at <https://www.axiata.com/investors/agm/>, 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;

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

- i) The conclusion of the next Annual General Meeting 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 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 in general meeting,

whichever is earlier;

**AND THAT** the Directors 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, as may be required) to give effect to the aforesaid shareholders' mandate and transactions contemplated under this resolution.” **(Ordinary Resolution 9)**

8. To transact any other ordinary business for which due notice has been given in accordance with the Constitution and the Companies Act 2016.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a Member who shall be entitled to attend, speak and vote at this 30<sup>th</sup> Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 75 of the Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 17 May 2022. Only a depositor whose name appears in the General Meeting Record of Depositors as at 17 May 2022 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

### By Order of the Board

**Suryani Hussein** (LS0009277)  
Group Company Secretary  
Kuala Lumpur, Malaysia

27 April 2022

### NOTES:

#### Virtual Meeting

1. *The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 and Clause 72(i) of the Company's Constitution which stipulate that the Chairman of the meeting shall be present at the main venue of the 30<sup>th</sup> Annual General Meeting ("AGM") and in accordance with Clause 72(ii) of the Company's Constitution which allows a meeting of members to be held at more than one venue, using any technology or method that enables the members to attend and exercise their right to speak and vote at the general meeting.*
2. *No shareholders from the public are permitted to be physically present nor to be admitted at the Broadcast Venue on the day of the 30<sup>th</sup> AGM.*
3. *Shareholders and proxies will have to register to attend the 30<sup>th</sup> AGM remotely by using the Remote Participation and Voting Facilities ("RPV") according to the procedures as set out in the Administrative Notes.*
4. *Shareholders and proxies may raise questions before the 30<sup>th</sup> AGM to the Chairman or Board of Directors via our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor")'s TIH Online website at <https://tiah.online>, by selecting 'e-Services' to login and submit the questions electronically no later than Wednesday, 25 May 2022 at 9.30 a.m. The Chairman or Board of Directors will endeavour to address the questions received at the 30<sup>th</sup> AGM.*
5. *Shareholders and proxies may also pose questions via real time submission of typed text at the 30<sup>th</sup> AGM via Tricor's TIH Online website at <https://tiah.online>, by selecting 'e-Services' to login and submit the questions electronically.*

#### Proxy and/or Authorised Representative

1. *A Member entitled to attend and vote at the above Meeting is entitled to appoint a proxy without any restriction to the qualification of the proxy to attend and vote in his/her stead.*
2. *The Company shall be entitled to reject any instrument of proxy lodged if the member is not shown to have any shares entered against his name in the Register and/or subject to Clause 41 of the Constitution in relation to the Record of Depositors made available to the Company.*
3. *A Member entitled to attend and vote at the Meeting is not entitled to appoint more than two proxies to attend and vote on his/her behalf. Where a Member appoints two proxies, the appointment shall be invalid unless the percentage of the shareholding to be represented by each proxy is specified.*
4. *Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one proxy but not more than two proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*

*Every appointment submitted by an authorised nominee as defined under the SICDA, must specify the CDS Account Number.*

5. *Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in respect of each securities account (omnibus account), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*

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### 6. The instrument appointing a proxy shall:

- a) in the case of an individual, be signed by the appointer or by his/her attorney; or
- b) in the case of a corporation, be either under its common seal or signed by its attorney or an officer on behalf of the corporation.

If the instrument appointing a proxy is signed by an officer on behalf of the corporation, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document, which is still in force, no notice of revocation has been received". If the instrument appointing a proxy is signed by the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under a power of attorney, which is still in force, no notice of revocation has been received".

Any alteration to the instrument appointing a proxy must be initialled.

### 7. In view that this is a virtual meeting, we strongly advise the members who are unable to attend, speak and vote at this 30<sup>th</sup> AGM via the RPV to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.

- a) Where a member of the Company is an authorised nominee as defined in the SICDA, the beneficial owner of the shares held by the authorised nominee may request the authorised nominee to appoint him/her as a proxy to attend, speak and vote remotely via the RPV at the 30<sup>th</sup> AGM.
- b) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), each beneficial owner of the shares or where the shares are held on behalf of joint beneficial owners, such joint beneficial owners, shall be entitled to instruct the exempt authorised nominee to appoint the Chairman of the meeting to attend and vote remotely at the 30<sup>th</sup> AGM via the RPV on his/her/their behalf.
- c) Authorised nominees, Exempt Authorised Nominee and corporate members are to refer to the Administrative Notes for the 30<sup>th</sup> AGM for further details.

### 8. A corporation which is a Member, may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting, in accordance with Clause 101 of the Constitution. Pursuant to Section 333(3) of the Companies Act 2016, if the corporation authorises more than one person, every one of the representative is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representative was an individual member of the Company. However, if more than one of the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

### 9. The instrument appointing a proxy together with the duly registered power of attorney referred to in Note 6 above, if any, must be deposited at the office of Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia no later than Wednesday, 25 May 2022 at 9.30 a.m. The proxy appointment may also be lodged electronically via Tricor's TIIH Online website at: <https://tiih.online> no later than Wednesday, 25 May 2022 at 9.30 a.m. For further information on the electronic lodgement of Proxy Form, kindly refer to the Administrative Notes.

### 10. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Main LR"), all resolutions set out in the Notice of AGM will be put to vote on poll.

## Audited Financial Statements

- 11. The Audited Financial Statements for financial year ended 31 December 2021 (FY21) under Agenda 1 are laid before the shareholders pursuant to the provisions of Section 340(1) of the Companies Act 2016 for discussion only and will not be put forward for voting.

## Re-election of Directors who retire pursuant to Clauses 104 and 110(ii) of the Constitution

- 12. Clause 104 provides that one-third of the Directors of the Company for the time being shall retire by rotation at an Annual General Meeting of the Company. All the Directors shall retire from office at least once in three years but shall be eligible for re-election. Dato' Mohd Izzaddin Idris, Dato Dr Nik Ramlah Nik Mahmood and Dr David Robert Dean are standing for re-election as Directors and being eligible, have offered themselves for re-election.

Clause 110(ii) provides that any Director appointed during the year shall hold office only until the next following AGM and shall then be eligible for re-election. Tan Sri Shahril Ridza Ridzuan and Nurhisham Hussein, who were appointed on 29 November 2021 and 25 January 2022 respectively, are standing for re-election as Directors of the Company.

The Board has recommended the re-election of the abovementioned Directors. The assessment of the Directors seeking re-election, save for Tan Sri Shahril Ridza Ridzuan and Nurhisham Hussein, are provided in the Corporate Governance Overview Statement on page 92 of the Integrated Annual Report 2021. Their profiles are set out in the Profile of Directors section of the Governance & Audited Financial statement 2021 ("GAFS") from pages 4 to 7.

Any Director referred to in Ordinary Resolutions 1 to 5 who is a shareholder of the Company will abstain from voting on the resolution in respect of his/her re-election at the 30<sup>th</sup> AGM.

## Directors' Fees and Benefits Payable by the Company

- 13. a) Clause 117(i) of the Constitution provides that the fees of Director and the benefits payable to the Directors shall be subject to annual shareholder approval at a meeting of members. Shareholders' approval on the Directors' fees for the Board and Board Committees and benefits payable was obtained at the 29<sup>th</sup> AGM held on 15 June 2021.

A comprehensive review of Non-Executive Directors ("NEDs") remuneration was last undertaken by the Company and tabled to the shareholders for approval at the AGM in 2014. Despite the earlier recommendation to undertake a review every 5 years, this exercise has been deferred for several years due to various considerations. Eventually, in 2021 Aon Malaysia Sdn Bhd ("Aon") was appointed to conduct an analysis of the competitiveness of its NED remuneration framework, benchmarking against comparable peers. The objective is to ensure that remuneration and benefits of board members is competitive, appropriate and in line with the prevalent market practices. The review also encompass the remuneration framework of the subsidiary Boards.

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The remuneration structure proposed for approval at this AGM takes into account the findings and insights presented by Aon. Despite a recommendation to increase the Chairman's fees to align with the practice of the P50 amongst similarly sized local peers and considering the Chairman's non-membership of other board committees, this proposal is not pursued at this 30<sup>th</sup> AGM. The base retainer fee for NEDs is also proposed to be maintained.

The Board has recommended revisions only in respect of the fee ratios for the Board Audit Committee ("BAC"), Board Nomination and Remuneration Committee and Board Risk and Compliance Committee ("BRCC") which are proposed to be increased to align with prevailing P50 market practice amongst similarly sized firms in Malaysia. Synchronising the payout for BAC and BRCC also follows prevailing market practice. The board committees which operate with members with the appropriate skillsets facilitate the Board's efficiencies by having specific oversight over matters assigned to them within their specific Terms of References. Revisions to board committee fees and allowances serve to recognise the accountability and responsibility of the members of the respective board committees.

Further, in support of Axiata's long-term sustainability agenda, the Board had decided that stronger oversight through a board committee is required. Accordingly, the Board resolved to remodel, rescope and rename the Board Annual Report Committee to the Board Sustainability Committee ("BSC") with expanded roles and responsibilities including the oversight of the Sustainability Practices of the Group in addition to the preparation of Integrated Annual Report of Axiata. In line with this, the Board has recommended the introduction of a new monthly fixed fee for BSC as incorporated under Ordinary Resolution 6. The details of the NEDs Remuneration Review is available on page 94 of the Integrated Annual Report 2021.

- b) Approval of the shareholders is sought pursuant to Section 230(1) of the Companies Act 2016, stipulating amongst others, that the fees and benefits payable to the directors of a listed company shall be approved at a general meeting. The benefits payable to the NEDs shall comprise the following:

i) Meeting Allowance

Board/Board Committees	Meeting Allowance (RM)	
	NEC	NED
As approved at the 29 <sup>th</sup> AGM		
Board of Directors	3,000.00	2,000.00
Board Audit Committee	3,000.00	2,000.00
Board Nomination & Remuneration Committee	1,500.00	1,000.00
Board Risk & Compliance Committee	2,250.00	1,500.00
Other Board Committees	1,500.00	1,000.00

Board/Board Committees	Meeting Allowance (RM)			
	NEC	Change	NED	Change
Approval sought at the 30 <sup>th</sup> AGM				
Board of Directors	3,000.00	No change	2,000.00	No change
Board Audit Committee	3,000.00	No change	2,000.00	No change
Board Nomination & Remuneration Committee	1,500.00	No change	1,000.00	No change
Board Risk & Compliance Committee	3,000.00	Increase of 750.00	2,000.00	Increase of 500.00
Board Sustainability Committee	1,500.00	New	1,000.00	New
Other Board Committees	1,500.00	No change	1,000.00	No change

For reference, the amount of Meeting Allowances paid to NEDs of Axiata for Board and Board Committee meetings based on number of meetings held in FY21 are disclosed on page 8 of the GAFS.

- ii) At the 29<sup>th</sup> AGM of the Company, the Shareholders approved the extension of Travel Allowance for Non-Resident NEDs for their attendance at Board and Board Committee meetings virtually. The total extended Travel Allowance paid in 2021 including accrued extended Travel Allowance for 2020 is RM183,400.00. The extended Travel Allowance is expected to continue to be paid to the Non-Resident NEDs after the 30<sup>th</sup> AGM until the restrictions imposed on global travel are fully uplifted and travel may be safely undertaken thereafter.

Place of Residence	Travel Allowance (USD)
South Asia/Asia Pacific/Central Asia	1,000.00 per trip
Europe/Africa/Middle East	2,000.00 per trip
North/Central/South America	3,000.00 per trip

- iii) Benefits such as annual overseas business development trips, leave passage, equipment, telecommunication facilities, insurance and medical.
- c) Any NEDs who are shareholders of the Company will abstain from voting on Ordinary Resolution 6 regarding the Directors' Fees and Benefits Payable by the Company.

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### Directors' Fees and Benefits Payable by the Subsidiaries

14. Approval of the shareholders is sought to comply with the provisions of Section 230(1) of the Companies Act 2016, stipulating amongst others, that the fees and benefits payable to the directors of a listed company by the subsidiaries shall be approved at a general meeting.

Aon's analysis and findings had resulted in the formulation of a new Axiata Group NED Remuneration and Benefits policy. Subsidiaries will adopt the Group Framework and each will undertake its own review to determine if any revision is necessary and the appropriate timing to effect such revision. Ultimately, any decision in respect of the Directors' remuneration of the subsidiaries will be made by the shareholders of these companies in accordance with the laws applicable in their respective jurisdiction.

#### i) Monthly Fees and Meeting Allowance

Company	Designation	Monthly Fees (RM unless indicated otherwise)				Meeting Allowance per Meeting (RM unless indicated otherwise)				
		Board of Directors	BAC	BRCC	BNRC/BNC/BRC	Board of Directors	BAC	BRCC	BNC/BRC	Other Committees
Celcom Axiata Berhad ("Celcom")	NEC*	20,000.00 (Increased from 12,000.00)	4,500.00 (New)	4,500.00 (New)	2,500.00 (New)	2,000.00 (No change)	2,000.00 (No change)	2,000.00 (Increase of RM500.00)	1,000.00 (No change)	500.00 (No change)
	NED*	10,000.00 (Increased from RM8,000.00)	2,000.00 (New)	2,000.00 (New)	1,500.00 (New)	1,500.00 (No change)	1,500.00 (No change)	1,500.00 (Increase of RM300.00)	750.00 (No change)	350.00 (No change)
PT XL Axiata Tbk.	President/Chairman	IDR135M	IDR30M	IDR25M	-	IDR6M	-	-	-	-
	BOC/Member	IDR92M	IDR10M – IDR72M	IDR10M	IDR66M (External)	IDR6M	-	-	-	-
Dialog Axiata PLC	NEC	USD1,463.00	-	-	-	USD975.00 (AGM: USD650.00)	USD975.00	USD490.00	USD490.00 (BNC & BRC)	USD490.00
	NED	USD1,125.00	-	-	-	USD750.00 (AGM: USD500.00)	USD750.00	USD375.00	USD375.00 (BNC & BRC)	USD375.00
Robi Axiata Limited	NEC	USD2,500.00	-	-	-	USD300.00	USD300.00	USD225.00	USD150.00 (BNC & BRC)	-
	NED	USD2,000.00	-	-	-	USD200.00	USD200.00	USD150.00	USD100.00 (BNC & BRC)	-
	Independent NEC	-	-	-	-	-	BDT10,000.00	BDT10,000.00	BDT10,000.00	-
	Independent NED	BDT125,000.00	-	-	-	-	BDT8,000.00	BDT8,000.00	BDT8,000.00	-
Ncell Axiata Limited	NEC	USD2,500.00	-	-	-	USD300.00	USD300.00	USD225.00	-	-
	NED	USD2,000.00	-	-	-	USD200.00	USD200.00	USD150.00	-	-
edotco Group Sdn Bhd	NEC	8,000.00	-	-	-	1,000.00	1,000.00	350.00	750.00	350.00
	NED	6,000.00	-	-	-	700.00	700.00	250.00	500.00	250.00
Smart Axiata Co., Ltd	NEC	USD1,200.00	-	-	-	USD300.00	USD300.00	USD150.00	USD150.00 (BNC & BRC)	-
	NED	USD1,200.00	-	-	-	USD300.00	USD300.00	USD150.00	USD150.00 (BNC & BRC)	-

\* Revision as approved and recommended by the Board of Directors of Celcom in April 2022 in accordance with Axiata Group framework. There has been no revision from approval at the 29<sup>th</sup> AGM for the other subsidiaries

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- ii) Other customary benefits not available and/or provided by Axiata prevalent in these respective jurisdictions. Additionally, any benefit in the form of travel allowance payable by subsidiaries to Non-Resident NEDs if any for attending meetings shall have the application of the same similarly extended to attendance virtually as indicated in Note 13(b)(ii) above.

**Notes:**

For reference on the directorship of Axiata NEDs on the Board of subsidiaries and amount paid for the FY21, please refer to page 8 of the GAFS. Factors affecting the total amount include the number of meetings held for the Board and Board Committees and the number of NEDs involved in these meetings. Any new appointments of Axiata NED on the Board of subsidiaries post the 30<sup>th</sup> AGM will apply the same rates as set out above.

Payment of fees and benefits in Notes 13 and 14 will be made by the Company and the respective subsidiary on a monthly basis and/or as and when incurred.

- iii) Any NEDs who are shareholders of the Company will abstain from voting on Ordinary Resolution 7 regarding the Directors' Fees and Benefits Payable by the Subsidiaries.

### Re-appointment of Auditors

15. The Company and the BAC have undertaken an External Auditors Evaluation and Rotation Assessment to assess the performance of external auditors. This assessment is undertaken when deciding on the re-appointment of external auditors and takes into account the following criteria:
1. Independence
  2. Scope of audit
  3. Audit fee
  4. Expertise and experience
  5. Methodologies, techniques and audit facilities
  6. Performance based on the annual audit scope and planning

The BAC and the Board had, at its meeting held on 17 and 21 February 2022 respectively, evaluated the re-appointment of PricewaterhouseCoopers PLT ("PwC") as Auditors of the Company, in the course of which the criteria of assessment were duly considered. The BAC and the Board were satisfied with the performance of PwC based on the criteria of assessment and that the requirements for consideration as prescribed under Paragraph 15.21 of the Main LR are duly met. A recommendation is made for the re-appointment of PwC as external auditors of the Company for the financial year ending 31 December 2022, in accordance with Sections 273(b), 340(1)(c) and Section 274(1)(a) of the Companies Act 2016.

### EXPLANATORY NOTES - SPECIAL BUSINESS

#### I) **Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 9, if approved, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and are on terms not more favourable to the related parties than those generally available to the public and shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from shareholders of the Company at such general meeting. Detailed information on the Proposed Shareholders' Mandate is set out in the Circular.

## Statement Accompanying Notice Of Annual General Meeting

Pursuant To Paragraph 8.27[2] Main Market Listing Requirements of Bursa Malaysia Securities Berhad

### **DIRECTORS STANDING FOR RE-ELECTION AT THE 30<sup>TH</sup> ANNUAL GENERAL MEETING**

The following are Directors retiring pursuant to Clause 104 and Clause 110(ii) of the Company's Constitution and standing for re-election.

Clause 104: Retirement by rotation

1. Dato' Mohd Izzaddin Idris
2. Dato Dr Nik Ramlah Nik Mahmood
3. Dr David Robert Dean

Clause 110(ii): Retirement after appointment to fill casual vacancy

1. Tan Sri Shahril Ridza Ridzuan
2. Nurhisham Hussein

The profiles of the above Directors are set out in the Profile of Directors' section of the Governance & Audited Financial Statements 2021 ("GAFS") from pages 4 to 7.

Save for Dato' Mohd Izzaddin Idris, none of the above Directors have any interest in the securities of the Company and its related corporation. The interest of Dato' Mohd Izzaddin Idris in the Performance-Based Long-Term Incentive Plan of Axiata is disclosed on page 192 of the GAFS.