



AXIATA GROUP BERHAD
Company No.: 199201010685 (242188-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF AXIATA GROUP BERHAD (“AXIATA” OR “COMPANY”) WILL BE HELD ON MONDAY, 24 MARCH 2025 AT 10.30 A.M. AT PRESIDENT BALLROOM, LEVEL G, M RESORT & HOTEL, JALAN DAMANSARA, BUKIT KIARA, 60000 KUALA LUMPUR, MALAYSIA (“MAIN VENUE”) AND VIRTUALLY THROUGH LIVE STREAMING AND REMOTE VOTING VIA THE TIIH ONLINE WEBSITE AT [HTTPS://TIIH.ONLINE](https://tiah.online) FOR THE PURPOSE OF CONSIDERING AND IF THOUGHT FIT, PASSING WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION:

ORDINARY RESOLUTION

PROPOSED MERGER OF PT XL AXIATA TBK (“XL”), PT SMARTFREN TELECOM TBK (“SMARTFREN”) AND PT SMART TELECOM (“ST”)

THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to undertake the proposed merger of XL, Smartfren and ST, involving:

- (a) XL’s acquisition of all of the assets, liabilities, obligations, rights, benefits, undertakings and businesses of each of Smartfren and ST for a total purchase consideration of IDR11,917.9 billion (equivalent to approximately RM3,265.5 million) via the issuance of 5,071,431,786 new ordinary shares in XL at an issue price of IDR2,350 (equivalent to approximately RM0.6439) per ordinary share in XL (“**Proposed Business Combination**”), including the envisaged share buyback arrangement pursuant to the Proposed Business Combination; and
- (b) Axiata Investments (Indonesia) Sdn Bhd (“**All**”)’s disposal of 2,383,446,894 ordinary shares in MergeCo, representing approximately 13.14% equity interest in MergeCo to PT Bali Media Telekomunikasi (“**BMT**”) for a cash consideration of up to USD475.0 million (equivalent to approximately IDR7,759.5 billion or RM2,126.1 million) (“**Proposed Equalisation**”),

in accordance with the terms and conditions of the following agreements:

- (a) the conditional merger agreement dated 10 December 2024 between Smartfren, XL, ST, PT Wahana Inti Nusantara (“**WIN**”), PT Global Nusa Data (“**GND**”), BMT, PT Gerbangmas Tunggal Sejahtera (“**GTS**”) (where WIN, GND, BMT and GTS are collectively referred to as “**Sinar Mas Shareholders**”), All, PT Sinar Mas Tunggal (“**SMT**”) and Axiata;
- (b) the shareholders deed dated 10 December 2024 between the Sinar Mas Shareholders, All, SMT and Axiata;
- (c) the conditional share purchase agreement dated 10 December 2024 between BMT, All, SMT and Axiata; and
- (d) the shareholders agreement dated 10 December 2024 between All, WIN, GND, BMT, GTS, SMT and Axiata.

(hereinafter referred to as “**Proposed Merger**”)

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised and empowered to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as may be necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalise, give full effect to and complete the Proposed Merger (including without limitation, to delegate such authority to designated officer(s)), with full powers to assent to and/or accept any conditions, variations, arrangements and/or amendments as may be imposed or permitted by any relevant authorities and/or parties in connection with the Proposed Merger.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend, speak and vote at this Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 75 of the Constitution and Sub-section 34(1) of the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) to issue a General Meeting Record of Depositors as at 17 March 2025. Only a depositor whose name appears in the General Meeting Record of Depositors as at 17 March 2025 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

By Order of the Board

Suryani Hussein (LS0009277) SSM PC No. 201908001621
Group Company Secretary
Kuala Lumpur, Malaysia

7 March 2025

Notes:

Mode of EGM

1. *The EGM will be held on a hybrid mode. Shareholders and proxies will have an option either:-*
 - a) *To attend physically in person at the Main Venue; or*
 - b) *To attend virtually using the remote participation and voting (“**RPV**”) facilities which are available on the TIIH Online platform at <https://tiih.online>*

Please refer to the Administrative Notes for the full guide to physical and virtual attendance at the EGM.
2. *Shareholders and proxies will have to register to attend the EGM either physically or remotely by using RPV facilities according to the procedures as set out in the Administrative Notes.*
3. *Shareholders and proxies who wish to attend the EGM must register as a user with our share registrar, Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**”)’s TIIH Online website at <https://tiih.online> first and then pre-register their attendance on TIIH Online to verify their eligibility to attend the EGM based on the General Meeting Record of Depositors as at 17 March 2025 and to confirm their mode of attendance, either via physical or virtual.*
4. *The pre-registration is open from the date of the Notice of EGM on Friday, 7 March 2025 and the closing date and time shall be:*
 - a) *On Sunday, 23 March 2025 at 10.30 a.m. for physical attendance at the Main Venue; or*
 - b) *On Monday, 24 March 2025 until such time before the voting session ends at the EGM for virtual attendance using the RPV facilities.*
5. *Shareholders and proxies may raise questions before the EGM to the Chairman or Board of Directors via TIIH Online website at <https://tiih.online>, by selecting ‘e-Services’ to login and submit the questions electronically not later than Sunday, 23 March 2025 at 10.30 a.m. The Chairman or Board of Directors will endeavour to address the questions received at the EGM.*

6. *During the EGM, Members who are physically present at the Main Venue will be able to ask questions in person. Members who attend virtually using the RPV facilities may also pose questions via real time submission of typed text at the EGM via Tricor's TIIH Online website at <https://tiih.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 of the Company is an authorised nominee as defined under the 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.*
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. *We strongly advise the members who are unable to attend, speak and vote at this EGM either physically or 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 physically or remotely via the RPV at the EGM.*
 - 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 physically or remotely via the RPV at the EGM on his/her/their behalf.*
 - c) *Authorised nominees, Exempt Authorised Nominee and corporate members are to refer to the Administrative Notes for the EGM 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 Sub-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 alternatively, to be deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia no later than Sunday, 23 March 2025 at 10.30 a.m. The proxy appointment may also be lodged electronically via Tricor's TIH Online website at <https://tiah.online> no later than Sunday, 23 March 2025 at 10.30 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, all resolution set out in the Notice of EGM will be put to vote on poll.*