



axiata

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

PROXY FORM

(Before completing the form, please refer to the notes overleaf)

“A” I/We, _____
(NAME AS PER NRIC/CERTIFICATE OF INCORPORATION IN CAPITAL LETTERS)

with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____ (COMPANY NO.) _____

of _____
(FULL ADDRESS)

_____ (TELEPHONE/MOBILE NO.) _____

being a member/members of **AXIATA GROUP BERHAD** hereby appoint _____
(NAME AS PER NRIC IN CAPITAL LETTERS)

with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____

of _____
(FULL ADDRESS)

or failing him/her, the Chairman of the Meeting*, as my/our **first** proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting (“**EGM**”) of **AXIATA GROUP BERHAD** to be held as 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 Tuesday, 19 September 2023 at 2.30 p.m. or at any adjournment thereof.

“B” If you wish to appoint a second proxy, please complete this section.

I/We, _____
(NAME AS PER NRIC/CERTIFICATE OF INCORPORATION IN CAPITAL LETTERS)

with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____ (COMPANY NO.) _____

of _____
(FULL ADDRESS)

_____ (TELEPHONE/MOBILE NO.) _____

being a member/members of **AXIATA GROUP BERHAD** hereby appoint _____
(NAME AS PER NRIC IN CAPITAL LETTERS)

with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____

of _____
(FULL ADDRESS)

or failing him/her, the Chairman of the Meeting*, as my/our **second** proxy to vote for me/us on my/our behalf at the EGM of **AXIATA GROUP BERHAD** to be held as 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 Tuesday, 19 September 2023 at 2.30 p.m. or at any adjournment thereof.

Note:

* Strike out if inapplicable

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:-	
	Percentage (%)
Proxy* “A”	
Proxy* “B”	
TOTAL	100%

* Please fill in the proportion of the holding to be presented by each proxy



*My/Our proxy/proxies is/are to vote as indicated below:-

Please indicate with an 'X' in the appropriate box against the resolution how you wish your proxy to vote. If no instruction is given, this form will be taken to authorise the proxy to vote or abstain at his/her discretion.

	Resolution	Proxy "A"		Proxy "B"	
		For	Against	For	Against
1.	Ordinary Resolution 1 - Proposed Establishment Of A Long-Term Incentive Plan For The Eligible Employees And Executive Directors Of Axiata And Its Subsidiaries				
2.	Ordinary Resolution 2 - Proposed Award Of Up To 15,000,000 Shares To Vivek Sood Pursuant To The Proposed LTIP				
2.	Ordinary Resolution 3 - Proposed Award Of Up To 13,800,000 Shares To Dr. Shridhir Sariputta Hansa Wijayasuriya Pursuant To The Proposed LTIP				

No. of ordinary shares held	CDS Account No. of Authorised Nominee*																			

*Applicable to shares held through a nominee account

Signed this day of 2023

Signature(s)/Common Seal of member(s)

NOTES:

Proxy and/or Authorised Representative

1. A member entitled to attend and vote at the EGM 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 Company's 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 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.
5. Every appointment submitted by an authorised nominee as defined under the SICDA, must specify the CDS Account Number.
6. 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.
7. 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.

8. In view that this is a virtual meeting, we strongly advise the members who are unable to attend, speak and vote remotely via the Remote Participation and Voting Facilities ("RPV") at the EGM 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 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 remotely via RPV at the EGM on his/her/their behalf.
 - (c) Authorised nominees, Exempt Authorised Nominees and corporate members shall refer to the Administrative Notes of the EGM for further details.
9. 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 Company's Constitution. Pursuant to Section 333 (3) of the Companies Act, 2016, if the corporation authorises more than one person, each representative is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if each 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.
10. 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 the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (Tricor), 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 Monday, 18 September 2023 at 2.30 p.m. The proxy appointment may also be lodged electronically via Tricor's TIH Online Website at <https://tiah.online> no later than Monday, 18 September 2023 at 2.30 p.m. For further information on the electronic lodgment of Proxy Form, kindly refer to the Administrative Notes of the EGM.
11. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the EGM will be put to vote on poll.

Members Entitled to Attend, Speak and Vote

12. For purposes of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 75 of the Company's Constitution and Section 34(1) of the SICDA, to issue a General Meeting Record of Depositors as at 12 September 2023. Only a depositor whose name appears in the General Meeting Record of Depositors as at 12 September 2023 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) on his/her behalf.



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AFFIX
STAMP

AXIATA GROUP BERHAD [Company No.: 199201010685 (242188-H)]
c/o TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN
BHD
Unit 32-01, Level 32
Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

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