



**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 as a virtual meeting conducted entirely through live streaming and remote voting using 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 any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

### **ORDINARY RESOLUTION 1**

#### **PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN FOR THE ELIGIBLE EMPLOYEES AND EXECUTIVE DIRECTORS OF AXIATA AND ITS SUBSIDIARIES**

“**THAT**, subject to the approval of any relevant regulatory authority being obtained (where required):

- (a) approval be and is hereby given for the Company to establish, implement and administer a long-term incentive plan for the benefit of the eligible employees and executive directors of the Company and its subsidiaries (“**Proposed LTIP**”) subject to and in accordance with the terms of the By-Laws of the Proposed LTIP (“**By-Laws**”), a draft of which is set out in Appendix I of the Circular to Shareholders dated 4 September 2023 (“**Circular**”);
- (b) approval and authority be and are hereby given for the Board of Directors of the Company (“**Board**”):
  - (i) to implement, administer and give effect to the Proposed LTIP in accordance with the By-Laws;
  - (ii) to, at any time and from time to time during the duration of the Proposed LTIP, allot and issue such number of new ordinary shares in the Company (“**Shares**”) as may be required to be issued for the purposes of the Proposed LTIP, provided that the aggregate number of Shares issued under the Proposed LTIP shall not in aggregate exceed 3% of the total number of issued Shares (excluding treasury shares, if any) at any time and from time to time during the duration of the Proposed LTIP; and that these Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Shares, except that they shall not participate in dividend, rights, allotment and/or other distribution, the entitlement date of which is prior to the date on which the new Shares are allotted to the grantees pursuant to the Proposed LTIP, and will be subject to the By-Laws and all the provisions of the Company’s Constitution (including, without limitation, relating to transfer, transmission and otherwise);
  - (iii) to do or procure to be done all acts, deeds and things, and to take all such decisions, as they may in their discretion deem fit, necessary, expedient and/or appropriate, and in the best interests of the Company, including making the necessary applications at the appropriate time or times to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the Shares which may from time to time be issued and allotted pursuant to the Proposed LTIP;

- (iv) to modify and/or amend the By-Laws from time to time as may be required in accordance with applicable law, provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments;
  - (v) to execute, sign and deliver on behalf of the Company, all such agreements, arrangements, undertakings, instruments or other documents as may be necessary; and
  - (vi) to have full power to amend and/or assent to any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the best interest of the Company or as may be imposed by the relevant regulatory authorities and to take all steps as it may consider necessary or expedient to implement, finalise and give full effect to and in connection with the above, with full powers to assent to any arrangement, condition, modification, variation and/or amendments thereto as the Board may deem fit in order to give effect to the Proposed LTIP;
- (c) pursuant to Section 85 of the Companies Act 2016 read together with Clause 66(i) of the Constitution of the Company, approval be and is hereby given for the waiver of the pre-emptive rights of the shareholders of the Company over any new Shares which may be allotted and/or issued and/or any grants or offers in respect of the same which may be made pursuant to or in respect of the Proposed LTIP and that the Board be exempted, in respect of the Proposed LTIP, from any obligation to offer or make any grants in respect of such new Shares first to the existing members of the Company in proportion to their respective shareholdings in the Company; and
- (d) approval be and is hereby given for the By-Laws (which is in compliance with the Main Market Listing Requirements of Bursa Securities) as set out in Appendix I of the Circular.”

## **ORDINARY RESOLUTION 2**

### **PROPOSED AWARD OF UP TO 15,000,000 SHARES TO VIVEK SOOD PURSUANT TO THE PROPOSED LTIP**

“**THAT**, subject to the passing of Ordinary Resolution 1 and subject to the approvals of all relevant authorities being obtained (where required):

- (a) approval be and is hereby given to the Board to, at any time and from time to time during the duration of the Proposed LTIP, subject always to such terms and conditions, and/or adjustments, which may be made in accordance with the provisions of the By-Laws, allot and issue up to an aggregate of 15,000,000 new Shares to be awarded, granted and/or vested to Vivek Sood;
- (b) pursuant to Section 85 of the Companies Act 2016 read together with Clause 66(i) of the Constitution of the Company, approval be and is hereby given for the waiver of the pre-emptive rights of the shareholders of the Company over any new Shares which may be allotted and/or issued and/or any grants or offers in respect of the same which may be made pursuant to or in respect of the Proposed LTIP to Vivek Sood, and that the Board be exempted, in respect of the Proposed LTIP, from any obligation to offer or make any grants in respect of such new Shares first to the existing members of the Company in proportion to their respective shareholdings in the Company; and
- (c) the Board be and is 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 this resolution and the matters and transactions contemplated under this resolution.

### ORDINARY RESOLUTION 3

#### PROPOSED AWARD OF UP TO 13,800,000 SHARES TO DR. SHRIDHIR SARIPUTTA HANSA WIJAYASURIYA PURSUANT TO THE PROPOSED LTIP

“**THAT**, subject to the passing of Ordinary Resolution 1 and subject to the approvals of all relevant authorities being obtained (where required):

- (a) approval be and is hereby given to the Board to, at any time and from time to time during the duration of the Proposed LTIP, subject always to such terms and conditions, and/or adjustments, which may be made in accordance with the provisions of the By-Laws, allot and issue up to an aggregate of 13,800,000 new Shares to be awarded, granted and/or vested to Dr. Shridhir Sariputta Hansa Wijayasuriya;
- (b) pursuant to Section 85 of the Companies Act 2016 read together with Clause 66(i) of the Constitution of the Company, approval be and is hereby given for the waiver of the pre-emptive rights of the shareholders of the Company over any new Shares which may be allotted and/or issued and/or any grants or offers in respect of the same which may be made pursuant to or in respect of the Proposed LTIP to Dr. Shridhir Sariputta Hansa Wijayasuriya, and that the Board be exempted, in respect of the Proposed LTIP, from any obligation to offer or make any grants in respect of such new Shares first to the existing members of the Company in proportion to their respective shareholdings in the Company; and
- (c) the Board be and is 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 this resolution and the matters and transactions contemplated under this resolution.”

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend, speak and vote at this 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 Securities Industry (Central Depositories) Act 1991 (“**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 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

4 September 2023

**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 EGM 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 participate 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 EGM.
3. Shareholders and proxies will have to register to attend the EGM 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 EGM to the Chairman or Board via our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”)’s TIIH Online website at <https://tiih.online> by selecting ‘e-Services’ to login and submit the questions electronically no later than Monday, 18 September 2023 at 2.30 p.m. The Chairman or Board will endeavour to address the questions received at the EGM.
5. Shareholders and proxies 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 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 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. In view that this is a virtual meeting, we strongly advise the members who are unable to attend, speak and vote at the EGM 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 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 at the EGM via the RPV on his/her/their behalf.*
- (c) *Authorised nominees, Exempt Authorised Nominee and corporate members are to refer to the Administrative Notes of 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 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.*
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 Monday, 18 September 2023 at 2.30 p.m. The proxy appointment may also be lodged electronically via Tricor's TIIH Online website at <https://tiih.online> no later than Monday, 18 September 2023 at 2.30 p.m. For further information on the electronic lodgement of Proxy Form, kindly refer to the Administrative Notes of the EGM.*
10. *Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of EGM will be put to vote on poll.*