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If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The ordinary resolution for the Proposed Shareholders' Mandate (as defined herein) will be tabled at the Thirty-Fourth Annual General Meeting ("**34th AGM**") of Axiata Group Berhad ("**Axiata**"), which will be held on a hybrid basis. This Circular is available at <https://www.axiata.com/investors/agm> together with, amongst others, the Notice of the 34th AGM, Proxy Form and the Administrative Notes of Axiata. The date, time, venue and online platform of the AGM are as follows:

Date and time of the 34th AGM	:	Monday, 25 May 2026 at 2.00 p.m. or at any adjournment thereof.
Venue of the 34th AGM	:	President Ballroom, Level G, M Resort & Hotel, Jalan Damansara, Bukit Kiara, 60000 Kuala Lumpur, Malaysia
Online platform	:	Vistra Share Registry and IPO (MY) portal (" Vistra SRMY portal ") at https://smy.vistra.com with remote participation and voting facilities

The Proxy Form for the 34th AGM should be completed and deposited at the office of Axiata's share registrar, Tricor Investor & Issuing House Services Sdn Bhd (Company No. 197101000970 (11324-H)) ("**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. As the voting at the 34th AGM will be conducted on a poll, the Proxy Form must be lodged on or before the following time and date:

Last day and time for deposit of Proxy Form : Sunday, 24 May 2026 at 2.00 p.m.

The proxy appointment may also be lodged electronically via Vistra SRMY portal at <https://smy.vistra.com> no later than Sunday, 24 May 2026 at 2.00 p.m. For further information on the electronic lodgment of the Proxy Form, kindly refer to the Administrative Notes for the 34th AGM.

This Circular is dated 24 April 2026

DEFINITIONS

In this Circular, the following words and expressions shall bear the following meanings respectively, unless the context otherwise requires:

- “Act” : Companies Act 2016, as amended from time to time and includes any re-enactment thereof
- “AGM” : Annual General Meeting of our Company
- “Axiata” or “Company” : Axiata Group Berhad
- “Axiata Group” or “Group” : Axiata and its subsidiaries, collectively
- “BDT” : Bangladeshi Taka
- “Board” : The Board of Directors of Axiata for the time being
- “Board Audit Committee” : The audit committee of the Board, as detailed in section 2.6 of this Circular
- “Bursa Securities” : Bursa Malaysia Securities Berhad
- “Connected Person” or “Person Connected” : In relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories:
- (a) a family member of the said Person;
 - (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;
 - (c) a partner of the said Person;
 - (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
 - (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
 - (f) a body corporate in which the said Person, or Persons Connected with the said Person are entitled to exercise, or control the exercise of, not less than twenty percent (20.0%) of the votes attached to voting shares in the body corporate; or
 - (g) a body corporate which is a related corporation of the said Person

“Director”	: A director within the meaning given in section 2(1) of the Capital Markets and Services Act, 2007 (as amended from time to time and includes any re-enactment thereof), and for the purposes of the Proposed Shareholders’ Mandate, and in respect of any particular transaction, includes any person who is or was, within the six-month period preceding the date on which the terms of the transactions were agreed upon:
	(a) a director of our Company or our subsidiary or holding company; or
	(b) a chief executive officer of our Company or our subsidiary or holding company,
	and “Directors” shall be construed accordingly
“EDOTCO”	: EDOTCO Group Sdn. Bhd.
“EDOTCO Group”	: EDOTCO Group Sdn. Bhd. and its subsidiaries, collectively
“FYE”	: Financial year ended or where the context requires, financial year ending
“Integrated Annual Report”	: The integrated annual report of our Company
“Khazanah”	: Khazanah Nasional Berhad, a Major Shareholder of Axiata
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities, as amended from time to time and shall include any Practice Notes issued in relation thereto
“LOA”	: Limits of Authority, as described in section 2.6 of this Circular
“LPD”	: 31 March 2026, being the latest practicable date prior to the printing of this Circular
“Major Shareholder”	: A person who has an interest or interests in one or more voting shares in a corporation and the number or the aggregate number of those shares, is:
	(a) ten percent (10.0%) or more of the total number of voting shares in the corporation; or
	(b) five percent (5.0%) or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation,
	and for the purposes of the Proposed Shareholders’ Mandate, and in respect of any particular transaction, includes any person who is or was, within the six-month period preceding the date on which the terms of that transaction were agreed upon, a Major Shareholder of Axiata or its subsidiary or holding company. For the purposes hereof, an interest in a share shall be determined by reference to section 8 of the Act. “Major Shareholders” shall be construed accordingly

“PN 12”	:	Practice Note 12 of the Listing Requirements
“Proposed Shareholders’ Mandate”	:	Proposed shareholders’ mandate for RRPTs to be entered into by the Axiata Group as described in Appendix I of this Circular
“Related Party”	:	A Director, Major Shareholder, or Person Connected with such Director or Major Shareholder, and “Related Parties” shall be construed accordingly
“Related Party Transaction”	:	A transaction entered into by Axiata or a subsidiary of Axiata which involves the interest, direct or indirect, of a Related Party
“RM”	:	Ringgit Malaysia
“RRPT”	:	A Related Party Transaction which is recurrent, of a revenue or trading nature, and which is necessary for the day-to-day operations of the Axiata Group, and “RRPTs” shall be construed accordingly
“TM Group”	:	Telekom Malaysia Berhad and its subsidiaries, collectively
“VAT”	:	Value added tax

All references in this Circular to “we”, “us”, “our” and “ourselves” are to Axiata and, where the context requires, to Axiata and its subsidiaries collectively. All references to “you” in this Circular are to the shareholders of Axiata.

In this Circular, words importing the singular shall, where applicable, include the plural and vice versa and words importing any gender shall, where applicable, include all genders.

In this Circular, all references to a person shall include a reference to corporations.

All references to time in this Circular are references to Malaysian time, unless otherwise stated. Unless otherwise expressly provided herein, references in this Circular to Sections and Appendices are to the relevant sections and appendices of and to this Circular.

Any discrepancy in the tables between the amounts listed and the totals in this Circular are due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due inquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that our Group’s plans and objectives will be achieved.

Any exchange rate translations in this Circular are provided solely for convenience of readers and should not be constituted as representation that the translated amounts stated in this Circular could have been or would have been converted into such other amounts or vice versa.

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

Registered office:

Level 30,
Axiata Tower,
9, Jalan Stesen Sentral 5,
Kuala Lumpur Sentral,
50470 Kuala Lumpur,
Malaysia.

24 April 2026

Board of Directors

Tan Sri Shahril Ridza Ridzuan (*Chairman, Independent Non-Executive Director*)
Vivek Sood (*Group Chief Executive Officer and Managing Director*)
Khoo Gaik Bee (*Senior Independent Non-Executive Director*)
Maya Hari (*Independent Non-Executive Director*)
Amrit Kaur Kaur Singh (*Independent Non-Executive Director*)
Dr. Colin John Patrick Forth (*Independent Non-Executive Director*)
Didi Syafruddin Yahya (*Independent Non-Executive Director*)
Dr. Farid Mohamed Sani (*Non-Independent Non-Executive Director*)
Shahin Farouque Jammal Ahmad (*Non-Independent Non-Executive Director*)
Mohamad Hafiz Kassim (*Non-Independent Non-Executive Director*)
Zulkifli Ismail (*Alternate Director to Dr. Farid Mohamed Sani*)

To: Our Shareholders

Dear Sir/Madam,

Proposed Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature

1. INTRODUCTION

At the last AGM held on 28 May 2025, we had obtained a mandate from our shareholders for us to renew the RRPTs with our Related Parties as set out in the circular to shareholders dated 29 April 2025. This shareholders' mandate shall, in accordance with the provisions of the Listing Requirements, lapse at the conclusion of the forthcoming 34th AGM unless we, at that same AGM, again procure a mandate from you for us to enter into RRPTs with our Related Parties. Our Board had, on 26 February 2026, announced that we will be seeking your approval for the Proposed Shareholders' Mandate, at the forthcoming 34th AGM.

The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholders' Mandate and in relation thereto, to seek your approval for Ordinary Resolution 7 which is to be tabled as special business at the forthcoming 34th AGM. This Circular is available at <https://www.axiata.com/investors/agm> together with, amongst others, the Notice of the 34th AGM, Proxy Form and the Administrative Notes of Axiata.

Please read and consider carefully the contents of this Circular before voting on the resolution pertaining to the Proposed Shareholders' Mandate at our forthcoming AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions Of The Listing Requirements

- (a) Paragraph 10.09(1), Part E, Chapter 10 of the Listing Requirements provides, among others, that a listed issuer must immediately announce a RRPT in relation to a listed issuer with an issued and paid-up capital of RM60.0 million and above:
- (i) the consideration, value of the assets, capital outlay or cost of the RRPT is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPT is one percent or more,
- whichever is the higher.
- (b) Under paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders for RRPTs subject to, among others, the following:
- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
 - (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under paragraph 10.09(1) of the Listing Requirements;
 - (iii) the listed issuer's circular to shareholders for the shareholders' mandate includes such information as may be prescribed by the Bursa Securities;
 - (iv) in a meeting to obtain the shareholders' mandate:
 - (A) a Related Party with any interest, direct or indirect, in a RRPT that is subject to such mandate ("**Interested Related Party**") must not vote on the resolution to approve the shareholders' mandate and the RRPT;
 - (B) an Interested Related Party who is a Director or Major Shareholder must ensure that Persons Connected with it abstain from voting on the resolution to approve the shareholders' mandate and the RRPT; and
 - (C) where the Interested Related Party is a Person Connected with a Director or Major Shareholder, such person must not vote on the resolution to approve the shareholders' mandate and the RRPT; and
 - (v) the listed issuer must immediately announce to Bursa Securities when the actual value of a RRPT entered into by the listed issuer exceeds the estimated value of the RRPT as disclosed in this Circular by ten percent (10.0%) or more and must include such information as may be prescribed by the Bursa Securities in its announcement.
- (c) In accordance with paragraph 3.1.4 of PN 12, any authority conferred by the Proposed Shareholders' Mandate, if approved by you at the 34th AGM, is subject to annual renewal and shall only continue to be in force until:

- (i) the conclusion of our next AGM following the 34th AGM at which the Proposed Shareholders' Mandate is passed, at which time the authority will lapse, unless the authority is renewed by a resolution passed at the next AGM;
 - (ii) the expiration of the period within which our next AGM is required to be held under section 340(2) of the Act (but must not extend to such extension as may be allowed under section 340(4) of the Act); or
 - (iii) revoked or varied by resolution passed by you at a general meeting,
- whichever is the earlier.
- (d) Pursuant to paragraph 3.1.5 of PN 12, disclosure of the aggregate value of RRPTs conducted pursuant to the Proposed Shareholders' Mandate will be made in our next Integrated Annual Report, together with the breakdown of the aggregate value of the RRPTs made during the financial year, based on (among other things) the following information:
- (i) the type of RRPTs made; and
 - (ii) the names of the Related Parties involved in each type of RRPTs made and their relationship with us.

2.2 Our Principal Activities

The principal activities of our Group are the provision of mobile communication services, including interconnect and sale of devices, television transmission and fixed broadband services, managed services, telecommunication infrastructure and related services, and digital businesses.

The principal activities of our Company are investment holding and provision of technical and management services.

2.3 Related Parties

The Proposed Shareholders' Mandate will apply to the following classes of Related Parties:

- (a) our Major Shareholders and Connected Persons of our Major Shareholders; and
- (b) our Directors and Connected Persons of our Directors.

2.4 RRPT

The details of the RRPTs under the Proposed Shareholders' Mandate are described in Appendix I of this Circular.

2.5 Details Of Overdue Trade Receivables

The details of our Group's trade receivables pursuant to RRPTs which exceeded the credit term as at 31 December 2025 are as follows:

Amount in RM('000)	Aging of the Outstanding Receivables			
	< 1 year	1 < 3 years	3 < 5 years	> 5 years
<u>Nature of RRPT</u>				
Infrastructure leasing and related services including managed services and field line maintenance services by Axiata Group to TM Group	31,760	10,531	-	-
Infrastructure leasing and related services including managed services and field line maintenance services by EDOTCO Group to Axiata Group	175,887	-	-	-
Technical and management services fees and other services charges by Axiata Group to EDOTCO Group	4,750	356	-	-
Infrastructure leasing and related services including managed services and field line maintenance services by Axiata Group to Khazanah related entities	56,812	32,510	-	-
GRAND TOTAL	269,209	43,397	-	-

There are no late payment charges on the overdue trade receivables as our Group has decided to waive the charges based on commercially driven negotiations which is subject to re-assessment on a regular basis. The management of our Company has and will continue to meet and discuss with the relevant Related Parties to pursue for early settlement of the outstanding amounts due. Our Board Audit Committee and our Board have reviewed the outstanding amounts and are of the opinion that the outstanding amounts were part of normal business operations of our Group and are recoverable. In addition, our management is of the view that the Related Parties are long term business counterparties and have sound credit standing.

2.6 Review Procedures For The RRPTs

To ensure that the RRPTs are undertaken on an arm's length basis, are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of our minority shareholders, our Board Audit Committee has been tasked with the review and approval of such transactions.

The current members of our Board Audit Committee are Amrit Kaur Kaur Singh, Didi Syafruddin Yahya and Shahin Farouque Jammal Ahmad.

We have established the following procedures and guidelines for the review and approval of RRPTs:

- (a) A list of Related Parties is established and made available to the chief financial officers or heads of the financial divisions (as the case may be) of each operating unit and subsidiary in our Group, who shall monitor and ensure that all RRPTs to be entered into by us or our subsidiaries are required to be undertaken on an arm's length basis, on terms which are not more favourable to the Related Parties than those generally available to the public, and which are not to the detriment of our minority shareholders;
- (b) Our operating units and our subsidiaries are made aware of the requirement to monitor, and shall put in place processes or systems to record and report on all RRPTs for compilation and reporting to our Group's finance division;
- (c) Our operating units and subsidiaries must ensure that proper records and supporting documents of the RRPTs are maintained so that all RRPTs entered into pursuant to the Proposed Shareholders' Mandate will be adequately disclosed;
- (d) The processes and procedures are in place to ensure RRPTs are entered into after taking into account the pricing and contract rates, terms and conditions, level of service and expertise required, and the quality of products and services provided, as compared to the prevailing market prices and rates, industry norms and standards, as well as the general practices, adopted by the service providers of similar capacities and capabilities generally available in the open market;
- (e) All RRPTs are presented at our Board Audit Committee meetings. Our Board Audit Committee has the right to access information concerning our Related Parties, and is entitled to the services of any independent adviser, if required, for the discharge of its duties;
- (f) Our Board and our Board Audit Committee have overall responsibility for determining whether the guidelines and procedures on the RRPTs are appropriate and sufficient. Arising from business needs, a review of the RRPT processes and procedures will be carried out by our Board through the Board Audit Committee. If, during the review, the Board and the Board Audit Committee are of the view that the RRPT processes and procedures are:
 - (i) no longer valid; or
 - (ii) insufficient to ensure that the RRPTs are made on an arm's length basis or on terms not more favourable to the Related Parties than those generally available to the public and not to the detriment of our minority shareholders;then, they shall have the discretion to change, vary, modify existing guidelines and procedures, or implement new or additional guidelines and procedures, provided that such amended, varied, modified, new or additional guidelines and procedures are no less stringent than the existing guidelines and procedures; and
- (g) Where any of our Board or our Board Audit Committee members has an interest (direct or indirect) in a RRPT, he must declare his interest in the RRPT and abstain from participating in the decision of the Board or the Board Audit Committee on the said RRPT.

All transactions (including RRPTs) are subject to approvals based on our Group's LOA. Our LOA, which have been duly approved by the respective boards of directors of our Group, contain the prescribed approval limits (including thresholds for board of directors' approvals) determined based on grounds of practicality from the business and operational viewpoint unique to our Group. The threshold for the utilisation of the approved mandate is also subject to our LOA prior to the award of contracts in relation to the transactions contemplated under the Proposed Shareholders' Mandate.

Under normal circumstances, procurement is conducted in line with guidelines set by our Group's procurement divisions, which would require comparisons of at least three quotations for the same, or substantially similar types of, products, services, and the same (or substantially similar) quantity of products or services, from unrelated third parties. However, given the nature and type of transactions that we enter into, in a number of occasions, it is not possible to find at least two other contemporaneous transactions with unrelated third parties for similar products, services or quantities thereof which can be used as comparison to determine whether the prices and terms offered to or by our Company by or to our Related Parties, as the case may be, are fair and reasonable and comparable to those offered to or by other unrelated third parties.

In these instances, prices are determined based on market knowledge and on normal commercial terms in accordance with our Group's policies, which require (among others) that transactions with Related Parties are undertaken on an arm's length basis, are carried out on normal commercial terms and are not detrimental to our minority shareholders, Company or Group.

Besides pricing, we also have a procurement policy that selects vendors and suppliers not based on pricing alone but also on other intrinsic factors, such as quality and nature of goods or services, reliability, lead time and all other relevant business circumstances and considerations.

2.7 Statement By Our Board Audit Committee

Our Board Audit Committee has seen and reviewed the procedures described in section 2.6 of this Circular and is of the opinion that these procedures are adequate and sufficient to monitor, track and identify RRPTs in a timely and orderly manner, and to ensure that RRPTs are on an arm's length basis, are on terms that are not more favourable to the Related Parties than those generally available to the public, and are not to the detriment of our minority shareholders.

2.8 Rationale For And Benefits Of The Proposed Shareholders' Mandate

The RRPTs that have been entered into and that will be entered into by our Group are necessary for our business and are intended to meet our business needs on the best possible terms.

We should be able to have access to all available markets, products and services provided by all vendors including Related Parties, and to provide products and services to all persons, including our Related Parties. This will enhance our ability to explore beneficial opportunities as well as to promote cross-selling which is beneficial to our Group.

The RRPTs are likely to continue in the future on a frequent and recurrent basis from time to time. In addition, these transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek your prior approval on a case-by-case basis before entering into such transactions. The Proposed Shareholders' Mandate will, therefore, substantially reduce the expenses relating to the convening of general meetings on an ad hoc basis and improve administrative efficiency.

The RRPTs are transactions in the ordinary course of our business, are made on an arm's length basis, are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of our minority shareholders.

2.9 Interests Of Directors, Major Shareholders And Their Connected Persons

Save for Khazanah, none of our Major Shareholders and their Connected Persons, and our Directors and their Connected Persons, have any interest, direct or indirect, in the Proposed Shareholders' Mandate. Khazanah's direct and indirect shareholdings in our Company, based on the Register of Substantial Shareholders as of the LPD are as set forth:

Interested party	Direct		Indirect	
	Number of Axiata Shares	%	Number of Axiata Shares	%
<u>Major Shareholder</u> Khazanah	3,371,238,617	36.69	0.00	0.00

Khazanah, being a Major Shareholder of our Company, is deemed interested in the Proposed Shareholders' Mandate.

Our Directors, Dr. Farid Mohamed Sani (Head, Digitalisation of Khazanah) and Zulkifli Ismail (alternate to Dr. Farid Mohamed Sani), together "**Representative Directors**", who are full-time executives of Khazanah, are Khazanah's representatives on our Board and accordingly, have abstained and will continue to abstain from deliberating and voting on the Proposed Shareholders' Mandate at our Company's relevant Board meetings. The Representative Directors do not have any direct or indirect interest in our Company.

Khazanah and the Representative Directors will abstain from voting in respect of their direct or indirect shareholdings in our Company (if any) on the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at our forthcoming AGM and have also undertaken to ensure that Persons Connected to them will abstain from voting in respect of their direct or indirect shareholdings in our Company (if any), deliberating or approving the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at our forthcoming AGM.

3. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any effect on our issued shares or the shareholdings of our substantial shareholders. However, the Proposed Shareholders' Mandate may have a material effect on our consolidated net assets and consolidated earnings for the financial year ending 31 December 2026.

4. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is subject to your approval at our forthcoming 34th AGM.

5. DIRECTORS' STATEMENT

Our Board (save for Dr. Farid Mohamed Sani and Zulkifli Ismail, who have abstained from deliberation and voting in respect of the Proposed Shareholders' Mandate), having considered all aspects of the Proposed Shareholders' Mandate, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of our Company and recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate at our forthcoming AGM.

6. AGM

The resolution in respect of the Proposed Shareholders' Mandate will be tabled at the forthcoming AGM. This Circular is available at <https://www.axiata.com/investors/agm> together with, amongst others, the Notice of the 34th AGM, Proxy Form and the Administrative Notes of Axiata.

The 34th AGM will be held on Monday, 25 May 2026 at 2.00 p.m. or at any adjournment thereof which will be held via a hybrid mode at the President Ballroom, Level G, M Resort & Hotel, Jalan Damansara, Bukit Kiara, 60000 Kuala Lumpur, Malaysia (main venue) and via online platform at Vistra SRMY portal at <https://srmy.vistra.com> with remote participation and voting facilities.

The voting of the 34th AGM will be conducted on a poll. If you are unable to attend and vote by yourself at the 34th AGM, please complete, execute and deposit the Proxy Form, in accordance with the instructions therein, to our share registrar, 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, 24 May 2026 at 2.00 p.m. The proxy appointment may also be lodged electronically via Vistra SRMY portal at <https://srmy.vistra.com> no later than Sunday, 24 May 2026 at 2.00 p.m. For further information on the electronic lodgement of Proxy Form, kindly refer to the Administrative Notes.

You may attend and vote by yourself at our forthcoming AGM if you wish to do so even after you have completed and returned the Proxy Form so long as you revoke the appointment of your proxy prior to the 34th AGM.

7. FURTHER INFORMATION

Please refer to the attached Appendix II of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
AXIATA GROUP BERHAD

Tan Sri Shahril Ridza Ridzuan
Chairman

DETAILS OF RRPTS TO BE ENTERED INTO WITH OUR RELATED PARTIES

Proposed Shareholders' Mandate							
Transacting Companies in Axiata Group	Transacting Related Parties	Interested Major Shareholder / Director	Nature of Relationship	Nature of RRPT	2025/2026 Shareholders' Mandate		Estimated value of the Proposed Shareholders' Mandate (RM'000) ⁽²⁾
					12 Months Mandated Value (RM'000)	Actual Value (RM'000) ⁽¹⁾	
Axiata Group	TM Group	Khazanah, Dr. Farid Mohamed Sani and his alternate, Zulkifli Ismail	In addition to Khazanah's shareholdings in Axiata Group, Khazanah is also the Major Shareholder of TM Group.	<u>Revenue to Axiata Group</u> Telecommunication and related services Interconnect services Infrastructure leasing and related services including managed services and field line maintenance services <u>Cost to Axiata Group</u> Telecommunication and related services Interconnect services Provision of data and bandwidth related services Provision of contact centre and business process outsourcing services	2,000 125,000 5,000 3,000 35,000	66 78,049 17 777 -	1,000 127,000 500 1,500 -
TOTAL					170,000	78,909	130,000

DETAILS OF RRPTS TO BE ENTERED INTO WITH OUR RELATED PARTIES (cont'd)

Transacting Companies in Axiata Group	Transacting Related Parties	Interested Major Shareholder / Director	Nature of Relationship	Nature of RRPT	2025/2026 Shareholders' Mandate		Estimated value of the Proposed Shareholders' Mandate (RM'000) ⁽²⁾
					12 Months Mandated Value (RM'000)	Actual Value (RM'000) ⁽¹⁾	
Axiata Group	EDOTCO Group	Khazanah, Dr. Farid Mohamed Sani	In addition to Khazanah's shareholdings in Axiata Group, Khazanah, through its wholly owned subsidiaries, Mount Bintang Ventures Sdn. Bhd., and Pulau Kendi Investments Limited, is also the Major Shareholder of EDOTCO Group.	<u>Revenue to Axiata Group/ Cost to EDOTCO Group</u> Telecommunication and related services	7,000	1,306	7,000
				Repair, maintenance and other service charges by Axiata Group to EDOTCO Group Technical and management services fees and other services charges by Axiata Group to EDOTCO Group	10,000	5,564	8,000
				<u>Cost to Axiata Group/ Revenue to EDOTCO Group</u> Telecommunication and related services	733,000	416,670	660,000
				Infrastructure leasing and related services including managed services and field line maintenance services by EDOTCO Group to Axiata Group			
				TOTAL	750,000	423,540	675,000

DETAILS OF RRPTS TO BE ENTERED INTO WITH OUR RELATED PARTIES (cont'd)

Transacting Companies in Axiata Group	Transacting Related Parties	Interested Major Shareholder / Director	Nature of Relationship	Nature of RRPT	2025/2026 Shareholders' Mandate		Estimated value of the Proposed Shareholders' Mandate (RM'000) ⁽²⁾
					12 Months Mandated Value (RM'000)	Actual Value (RM'000) ⁽¹⁾	
Axiata Group	Khazanah and/or its other related entities	Khazanah, Dr. Farid Mohamed Sani and his alternate, Zulkifli Ismail	In addition to Khazanah's shareholdings in Axiata Group, Khazanah is also the Major Shareholder of these companies.	Revenue to Axiata Group Telecommunication and related services Infrastructure leasing and related services including managed services and field line maintenance services	150,000	79,563	150,000
				TOTAL	150,000	79,563	150,000

Notes:

⁽¹⁾ The actual values represent RRPTs transacted from 1 June 2025 up to the LPD.

⁽²⁾ The estimated values of the transactions from 1 June 2026 for an estimated validity period of one (1) year are based on best estimates by our management using historical trends and projected business transaction growth. The actual value may vary, exceed or be lower than, the estimates shown above.

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

Our Directors have seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information in this Circular. They confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular misleading.

2. MATERIAL CONTRACTS

Neither we nor any of our subsidiaries have entered into any contract outside the ordinary course of business which are or may be material during the two years immediately preceding the LPD, save as follows:

- (a) On 4 April 2024, edotco Investments (Labuan) Limited ("**EIL**"), a wholly owned subsidiary of EDOTCO, which in turn is a 63.0% owned subsidiary of Axiata, had entered into a share purchase agreement ("**Share Purchase Agreement**") with Pun Tower Investments Limited (currently known as Zillion Tower Holdings Limited) for the disposal of its entire 87.5% stake in EDOTCO Investments Singapore Pte. Ltd. ("**EIS**"), a special purpose investment holding company for EDOTCO's investments in Myanmar and sole shareholder of EDOTCO Myanmar Limited, for a total cash consideration of approximately USD150.0 million (equivalent to RM604.3 million), subject to customary closing statement adjustments ("**Proposed Divestment – Myanmar**").

The long stop date for the completion of the Proposed Divestment - Myanmar has been extended to 30 June 2025.

On 13 June 2025, EIL entered into an Amendment and Restatement Agreement to the Share Purchase Agreement with Zillion Tower Holdings Limited to amend certain terms of the Share Purchase Agreement, and completed the disposal of its entire 87.50% stake in EIS comprising 1,750,000 ordinary shares, for a total cash consideration of USD90.0 million (RM381.4 million). Following the completion of the transaction, EIS and its wholly-owned subsidiary, EDOTCO Myanmar Limited ceased to be part of the Group.

- (b) On 18 April 2024, Dialog Axiata PLC ("**Dialog**"), a subsidiary of Axiata, entered into a conditional share sale agreement ("**Share Sale Agreement**") with Bharti Airtel Lanka (PVT) LTD ("**Airtel Lanka**") and Bharti Airtel Limited ("**Bharti Airtel**"), where subject to the terms and conditions of the Share Sale Agreement, Dialog shall acquire 100.0% issued shares in Airtel Lanka held by Bharti Airtel, in consideration of which Dialog will issue to Bharti Airtel by way of a share swap, new ordinary voting shares equivalent to 10.355% of the enlarged total issued shares of Dialog.

Axiata had, on 18 April 2024, entered into the shareholders agreement ("**Dialog SHA**") with Axiata Investments (Labuan) Limited ("**AIL**") and Bharti Airtel. As per the Dialog SHA, the parties have agreed to, among others, the parties' respective rights and obligations with respect to the activities and governance of Dialog post completion of the acquisition.

Dialog had, on 26 June 2024, completed the acquisition of 100.0% issued shares in Airtel Lanka upon the fulfilment of the conditions as stipulated in the Share Sale Agreement via issuance of 952,694,689 ordinary shares in Dialog representing 10.355% of the enlarged total issued shares of Dialog to Bharti Airtel by way of a share swap. Accordingly, Airtel Lanka became a wholly owned subsidiary of Dialog. In conjunction with the completion of the acquisition, the Dialog SHA takes effect on 26 June 2024.

Subsequently, on 30 August 2024, Dialog amalgamated with Airtel Lanka under the applicable provisions of the Companies Act of Sri Lanka, No. 7 of 2007, with Dialog remaining as the amalgamated entity.

- (c) On 15 May 2024, Axiata announced that it had entered into a non-binding memorandum of understanding with: (i) PT Wahana Inti Nusantara, (ii) PT Global Nusa Data, and (iii) PT. Bali Media Telekomunikasi, to mutually explore the proposed merger of PT XL Axiata Tbk (“**XL**”) and PT Smartfren Telecom Tbk (“**Smartfren**”) in order to establish a stronger mobile telecommunications service provider in Indonesia, where both Axiata and the shareholders of Smartfren intend to remain as joint controlling shareholders of the merged entity.

On 10 December 2024, Axiata entered into the following agreements:

- (A) a conditional merger agreement (“**CMA**”) with: (I) Smartfren, (II) PT Smart Telecom (“**ST**”), (III) XL, (IV) PT Wahana Inti Nusantara, (V) PT Global Nusa Data, (VI) PT Bali Media Telekomunikasi (“**BMT**”), (VII) PT Gerbangmas Tunggal Sejahtera (where (IV) to (VII) herein are collectively referred to as “**Sinar Mas Shareholder(s)**”), (VIII) Axiata Investment (Indonesia) Sdn. Bhd. (“**All**”) and (IX) PT Sinar Mas Tunggal (“**SMT**”), in connection with the proposed merger of the businesses of Smartfren and XL by way of a statutory merger of Smartfren, ST and XL, in accordance with Indonesian laws, with MergeCo maintaining its listing on the Indonesia Stock Exchange, subject to the terms and conditions of the CMA (“**Proposed Business Combination**”);
- (B) a shareholder deed with each and every Sinar Mas Shareholder, All and SMT, where the parties agree to undertake certain obligations with respect to the Proposed Business Combination and Proposed Equalisation (collectively, the “**Proposed Merger**”);
- (C) a conditional share purchase agreement (“**CSPA**”) with BMT, All and SMT, with respect to the proposed transfer of certain shares in MergeCo by All to BMT, such that, immediately following the completion of the Proposed Business Combination, All and the collective Sinar Mas Shareholders will each own an equal number of shares in MergeCo, subject to the terms and conditions of the CSPA (“**Proposed Equalisation**”); and
- (D) a shareholders agreement with All, each and every Sinar Mas Shareholder and SMT, which will become effective upon the completion of the Proposed Business Combination, in order to, among others, establish the parties’ respective rights and obligations with respect to the ownership, activities and governance of MergeCo and its subsidiaries post completion of the Proposed Merger.

“**MergeCo**” means XL as the surviving legal entity and resulting merged entity following the Proposed Merger.

On 16 April 2025,

- (AA) the Proposed Business Combination between XL and Smartfren was completed via:

- (I) the issuance of 5,071,431,786 ordinary shares of XL to the eligible shareholders of Smartfren;
 - (II) all the assets and liabilities of Smartfren were transferred to XL; and
 - (III) Smartfren was dissolved and MergeCo is named as PT XLSMART Telecom Sejahtera Tbk (“**XLSMART**”);
- (BB) All transferred its 2,383,446,894 ordinary shares in XLSMART to Sinar Mas Shareholders for an equalisation consideration of USD475.0 million (RM2,096.9 million) pursuant to the Proposed Equalisation as below:
- (I) cash equalisation consideration of USD400.0 million (RM1,765.8 million); and
 - (II) deferred equalisation consideration of USD75.0 million (RM331.1 million), on the first anniversary of the completion of the Proposed Equalisation if the payment condition is satisfied.

Upon the completion of the transaction, All and Sinar Mas Shareholders have equal effective shareholding of 36.91% in XLSMART. As a result, XL and its subsidiary(ies), associate(s) and joint venture(s) ceased to be part of the Group, and XLSMART became an associate of the Group.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither we nor any of our subsidiaries are engaged in any material litigation, claims and/or arbitration either as plaintiff or defendant, which may materially adversely affect our income from, title to, or possession of any of our assets and/or business, and we are not aware of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which may materially adversely affect the financial position or business of our Group, save as follows:

(a) **Robi Axiata PLC (“Robi”) vs Commissioner of Large Taxpayer Unit (“LTU-VAT”) and Ors. (SIM Replacement Tax)**

Robi SIM Replacement Dispute 2007-2011

On 17 May 2015, the LTU-VAT of the National Board of Revenue (“**LTU-VAT of the NBR**”) issued a revised demand letter for BDT4,145.5 million (RM136.8 million) (“**2007 to 2011 Revised Claim**”) to Robi alleging that Robi had evaded payment of supplementary duty and VAT levied on the issuance of a certain number of SIM cards to new customers of Robi for the duration from March 2007 to June 2011 when such SIM cards were issued as replacement cards to the existing subscribers of Robi.

In August 2015, Robi filed an appeal against the 2007 to 2011 Revised Claim to the Customs, Excise and VAT Appellate Tribunal. Robi deposited 10.0% of the sum set out in the respective demand notices with the LTU-VAT of the NBR based on provisions of the VAT Act 1991. This appeal was first heard on 28 September 2016 by the Customs, Excise and VAT Appellate Tribunal and later reheard on 11 April 2017 by a reconstituted bench of the Customs, Excise and VAT Appellate Tribunal. The Customs, Excise and VAT Appellate Tribunal dismissed Robi’s appeal.

In September 2017, Robi filed an appeal to the High Court Division against the Customs, Excise and VAT Appellate Tribunal’s decision (“**VAT Appeal No. 1**”). Pending the hearing of the VAT Appeal No. 1, the presiding judge of the bench of High Court Division of the Supreme Court of Bangladesh had been elevated to the Appellate Division. The legal counsel of Robi is currently waiting for instructions from Robi to fix the matter for hearing in a divisional bench of competent jurisdiction.

Robi SIM Replacement Dispute July 2012 to July 2015

On 20 November 2017, the LTU-VAT of the NBR issued a demand letter for BDT2,852.0 million (RM94.1 million) ("**2012 to 2015 Claim**") to Robi alleging that Robi had evaded payment of supplementary duty and VAT levied on the issuance of certain number of SIM cards to new customers of Robi for the duration from July 2012 to June 2015 when such SIM cards were issued as replacement cards to the existing subscribers of Robi.

On 18 February 2018, Robi filed an appeal against the 2012 to 2015 Claim to the Customs, Excise and VAT Appellate Tribunal on the basis that replacement cards do not establish new connections and do not change existing subscribers' numbers. Robi deposited 10.0% of the sum set out in the respective demand notices with the LTU-VAT of the NBR based on provisions of the VAT Act 1991. This appeal was dismissed by the Customs, Excise and VAT Appellate Tribunal.

Robi then filed an appeal to the High Court Division against the Customs, Excise and VAT Appellate Tribunal's decision ("**VAT Appeal No.2**").

On 23 November 2020, both VAT Appeal No.1 and VAT Appeal No.2 pending in the High Court Division were fixed for hearing whereupon the High Court Division ordered parties to file the remaining paper books.

On 3 December 2020, the High Court Division took the view that Robi needed to file a revision application for the VAT Appeal No. 2 under the new VAT and Supplementary Duty Act 2012 which became effective on 1 July 2019, and pursuant thereto, to deposit a further 10.0% of the sum set out in the respective demand notices with the LTU-VAT of the NBR.

Robi has filed written arguments against such views on the basis that the new VAT and Supplementary Duty Act 2012 is not applicable. This legal point was heard on 2 March 2021 in which the High Court Division dismissed Robi's argument and advised Robi to file a revision application under the new VAT and Supplementary Duty Act 2012, to which Robi had on 23 March 2021 filed the Civil Miscellaneous Petition for Leave to Appeal ("**CMP**") before the Appellate Division contending the dismissal. Pending the hearing of the CMP by the Appellate Division, the High Court Division issued a certified copy of the judgement on maintainability on 23 August 2021. Robi subsequently filed a Civil Petition for Leave to Appeal ("**CP**") before the Appellate Division of the Supreme Court of Bangladesh. The CP is now pending for hearing.

For all of the aforementioned SIM replacement dispute matters, the legal counsel is of the opinion that Robi has a good arguable case.

(b) Robi vs LTU-VAT of the NBR (VAT Audit)

The LTU-VAT of the NBR issued 5 show cause cum demand notices to Robi for a total amount of BDT9,245.0 million (RM305.0 million). Robi filed writ petitions for judicial review on 3 May 2018 to challenge these claims. The details are as below. The LTU-VAT of the NBR referred the matter to the Directorate General of Audit Intelligence and Investigation ("**DGAI**") to re-examine the claims and as such, Robi is not pursuing the Writ Petitions.

- (i) the first show cause cum demand notice for BDT7,118.2 million (RM234.9 million) was issued based on the credit balance of VAT payable General Ledger ("**GL**") and VAT Return and VAT payable for the period from 2013 to 2016. While conducting its audit, the LTU-VAT of the NBR asked for month-on-month movement of output and withholding GL from Systems, Applications and Products i.e., SAP (Opening, debit balance during the month, credit balance during the month and closing balance). Robi had submitted the required documents. The LTU-VAT of the NBR just considered the total credit balance

of SAP GL as payable and compared it with VAT return without considering the documents or explanation submitted by Robi.

- (ii) the second show cause cum demand notice for BDT910.5 million (RM30.0 million) alleges unpaid VAT on merger and spectrum fee. The LTU-VAT of the NBR which collected merger fee/spectrum information from the Bangladesh Telecommunication Regulatory Commission (“**BTRC**”) in relation to merger directly, thereafter arbitrarily calculated VAT without considering Robi’s documents and information regarding actual payment to BTRC. This issue has already been covered in item (i), nevertheless the LTU-VAT of the NBR still arbitrarily made the same claim separately.
- (iii) the third show cause cum demand notice for BDT16.5 million (RM0.5 million) is to claim that VAT is payable on interconnection charges from Bangladesh Telecommunications Limited (“**BTCL**”) for 2012. The output VAT for BTCL service to customer is centrally collected by the LTU-VAT of the NBR and that BTCL cannot adjust input VAT on interconnection charges payable to Robi. Therefore, BTCL did not pay the VAT on same to Robi. This issue has already been covered in item (i), nonetheless the LTU-VAT of the NBR still arbitrarily made the same claim separately.
- (iv) the fourth show cause cum demand notice for BDT35.7 million (RM1.2 million) is to claim that VAT is payable on interconnection charges from BTCL for 2013 to 2016 (the issue is same as item (iii) of this case but relating to different period (2013-2016)).
- (v) the fifth show cause cum demand notice for BDT1,164.1 million (RM38.4 million) is for VAT rebate cancellation on imported telecom items. The LTU-VAT of the NBR directly collected imports information from Customs Authority, then cancelled few imported items such as battery, switch, cable, router, system, etc. on arbitrary basis. These are the integral parts of machineries and spare parts.

Pursuant to re-examinations of the aforementioned demand notices by the DGAI, the LTU-VAT of the NBR issued 4 new show cause notices dated 22 March 2020 to Robi on the cumulative amount of BDT7,459.5 million (RM246.2 million) for the period of January 2013 to December 2016, details of which are set out as follows:

- (A) the first show cause notice is on BDT3,676.0 million (RM121.3 million) in relation to VAT deducted at source on grounds of (I) withholding VAT on handsets; (II) withholding VAT on dealer’s commission; (III) withholding VAT not paid on revenue sharing on the basis of audited financial statements; (IV) less withholding VAT paid on the basis of audited accounts etc.
- (B) the second show cause is on BDT394.3 million (RM13.0 million) in relation to VAT of BDT368.6 million (RM12.2 million) and supplementary duty payment of BDT25.7 million (RM0.8 million) based on Robi’s audited financial statements.
- (C) the third show cause notice is on BDT1,308.0 million (RM43.2 million) in relation to VAT on revenue sharing.
- (D) the fourth show cause notice is on BDT2,081.2 million (RM68.7 million) in relation to VAT rebate cancellation.

Robi has filed writ petitions for judicial review on 27 June 2020 to the High Court Division against these four (4) show-cause notices. The High Court Division subsequently issued a rule nisi in favour of Robi on 31 August 2020 and the rule nisi is pending for hearing.

The legal counsel is of the opinion that Robi has a good arguable case.

(c) Robi vs BTRC

The BTRC conducted an audit on Robi's information system for the years between 1997 to 2014 and issued a claim of BDT8,672.4 million (RM286.2 million) against Robi on 31 July 2018 ("**Information System Audit Claim**"). This Information System Audit Claim is disputed by Robi and a Notice of Arbitration was served on BTRC on 30 May 2019.

On 13 June 2019, notwithstanding Robi's Notice of Arbitration, the BTRC directed Robi to make payment for the Information System Audit Claim within 10 days. Challenging the demand, Robi filed a suit on 25 August 2019 before the Joint District Judge, Dhaka seeking a declaration and permanent injunction against BTRC's Information System Audit Claim. The District Court admitted the suit.

Additionally, Robi filed an application seeking an ad interim relief in relation to: (i) temporary injunction restraining BTRC from demanding payment of the Information System Audit Claim; (ii) temporary injunction restraining BTRC from causing any interference with the operation of Robi's mobile telecommunication services; and (iii) direction from the court to the effect that BTRC shall issue all relevant No Objection Certificate(s) for the importation of telecommunication equipment and software, and grant all relevant approvals for tariff, service, package, etc. as and when required by Robi from time to time.

The abovementioned application for ad interim relief was dismissed on 1 September 2019 by the Joint District Judge, Dhaka. Robi referred an appeal before the High Court Division in respect of the rejection of temporary injunction application on 5 September 2019.

On 5 January 2020, the High Court Division issued an injunction upon BTRC on condition that Robi deposit BDT1,380.0 million (RM69.0 million) in five instalments. Robi has deposited these five equal instalments as of 31 May 2020. This matter is currently pending for hearing before the Joint District Judge in Dhaka.

The legal counsel is of the opinion that Robi has a good arguable case.

(d) Robi vs LTU-VAT of the NBR (VAT Rebate Cancellation)

For the period of 2010 to 2016, Robi claimed rebate for input VAT payable on certain services and goods related to capital machineries (i.e. antenna, cable, media gateway switch, battery, modem, telephone and telegraphic switch, power system, optical multi service systems, universal service router, printed service board, racks, etc.). The LTU-VAT of the NBR cancelled the rebates and issued the following demand notices cumulatively for BDT3,636.2 million (RM120.1 million) to which Robi is challenging:

- (i) the demand notice for the period of March 2012 to April 2013 is for BDT830.6 million (RM27.4 million).
- (ii) the demand notice for the period of July 2013 to June 2014 is for BDT596.8 million (RM19.7 million).
- (iii) the demand notice for the period of July 2014 to January 2016 is for BDT993.2 million (RM32.8 million).
- (iv) the demand notice for the period of February 2016 to April 2016 for BDT41.0 million (RM1.4 million).
- (v) the demand notice for the period of May 2016 to December 2016 is for BDT707.7 million (RM23.4 million).

- (vi) the demand notice for the financial years of 2010 to 2012 is for BDT466.9 million (RM15.4 million).

Robi filed VAT appeals to the High Court Division on 26 August 2013 for item (i), 21 January 2019 for items (ii) to (v), and on 1 June 2020 for item (vi). For item (i), Robi paid the amount in full. For items (ii) to (vi), Robi deposited 10.0% of the sum set out in the respective demand notices with the LTU-VAT of the NBR based on the provisions of the VAT Act 1991.

All the cases are currently pending for hearing before the High Court Division, except for one covering the demand notice for the period of July 2013 to June 2014, where hearing is ongoing, and another case covering the demand notice for the period of May 2016 to December 2016, which has been disposed of with a direction upon the relevant authority to recalculate the VAT liability in accordance with the applicable law.

The legal counsel is of the opinion that Robi has a good arguable case.

(e) Robi vs Commissioner of Taxes

The Commissioner of Taxes assessed the income tax return of Robi and disallowed certain losses and expenses (i.e. subsidy on acquisition expenses/promotional expense (SIM tax subsidy), foreign exchange losses, non-adjustment of depreciation allowances, etc.) and further determined the income tax payable as follows:

- (i) for the assessment year 2013-2014, BDT2,273.6 million (RM75.0 million) and interest of BDT378.2 million (RM12.5 million);
- (ii) for the assessment year 2014-2015, BDT2,246.3 million (RM74.1 million) and interest of BDT414.4 million (RM13.7 million); and
- (iii) for the assessment year 2015-2016, BDT2,263.2 million (RM74.7 million) and interest of BDT295.3 million (RM9.7 million).

Robi had earlier referred its appeals to the High Court Division against the Commissioner of Taxes for the respective determination. Robi and the Commissioner of Taxes then entered into an alternative dispute resolution agreement and settlement agreements, for the purpose of resolving the matters. The alternative dispute resolution for these matters has been concluded, and these matters are currently being disposed of in accordance with the relevant procedures.

(f) Robi vs LTU-VAT of the NBR (Demand for Payment of Interest Charge for Robi's Alleged Late Payment)

The LTU-VAT of the NBR alleged that Robi failed to deposit the amount of BDT1,818.0 million (RM60.0 million) as VAT and supplementary duty levied on 2.3 million pieces of SIM cards sold by Robi for the period of August 2006 to March 2007.

Robi filed a writ petition against the said demand which was stayed by the High Court Division. Later, the LTU-VAT of the NBR filed an appeal against the stay and the stay was vacated. As a result, the LTU-VAT of the NBR coercively realised the demanded amount of BDT1,818.0 million (RM60.0 million). Although the LTU-VAT of the NBR realised the demanded amount, the LTU-VAT of the NBR further issued a demand letter for payment of BDT2,660.5 million (RM87.8 million) as interest on the amount charged for the late payment. Therefore, Robi filed another writ petition in relation to the claim of BDT2,660.5 million (RM87.8 million). Both the cases are pending before the High Court Division.

The legal counsel is of the opinion that the grounds which Robi is relying on are legally sound.

(g) Mahtab Uddin Ahmed vs Robi and 4 Others

Former managing director and chief executive officer of Robi, Mahtab Uddin Ahmed (“MUA”) filed a civil suit on 22 August 2022, being Title Suit 568 of 2022 (“Suit”) against Robi and four (4) others, before the 1st Court of the Joint District Judge, Dhaka. MUA is claiming BDT2,270.2 million (RM74.9 million) in retirement benefits and compensation, allegedly owed to MUA. The trial is currently in progress before the Joint District Judge Court.

The legal counsel is of the opinion that Robi will have a good prospect of success in prevailing in the Suit.

(h) Robi vs BTRC (VAT Payment Dispute Related To 2G Licence Fee Payment)

During the 2G licence renewal in 2011, BTRC demanded VAT on spectrum fees. Mobile operators agreed to withhold the VAT in compliance with the VAT Act 1991. However, BTRC refused and demanded the spectrum fees without any deductions. As such, all the mobile operators filed writ petitions at the High Court Division, including Robi.

Robi challenged the provisions in the VAT rules and argued that there should be no VAT on spectrum and even if there was any, any services provided by BTRC are VAT exempted under the VAT Act 1991. Robi also argued that BTRC is not a VAT registered entity and is therefore unable to issue VAT receipts (a requirement under relevant VAT laws). The High Court Division ordered BTRC to register for VAT and ordered Robi to deposit the amount, including VAT, of BDT1,468.6 million (RM48.5 million); which Robi duly did. However, BTRC refused to register as a VAT entity or issue the VAT receipt and filed an appeal against the High Court Division’s decision to the Appellate Division. In this case, 100.0% of the licence renewal fees have been capitalised by Robi in accordance with the requirement of the law (including the High Court Division’s order that BTRC should register as a VAT entity and should issue the VAT receipt). Pending the hearing at the High Court Division, BTRC had also included this claim in the BTRC audit claim.

Robi also filed an appeal before the same Appellate Division. After hearing the appeal, the Appellate Division of the Supreme Court of Bangladesh allowed the appeal of NBR and BTRC and dismissed the appeal of all the mobile operators. Subsequently, Robi filed a revision application before the Appellate Division, which is currently pending hearing.

Pending the revision application, BTRC issued a letter on 24 December 2023, demanding Robi to pay the outstanding VAT on account of the 2G spectrum fee, licence fee, quarterly spectrum fee and revenue sharing amounting to BDT 2,123.9 million (RM70.1 million) (comprising Robi: BDT 1,731.3 million (RM57.1 million) and Airtel: BDT 392.6 million (RM13.0 million)). Thereafter, on 4 February 2024, Robi paid BDT 674.1 million (RM22.2 million) after adjusting the VAT on Revenue Sharing & Social Obligation Fund payment. Subsequently, vide a letter dated 5 June 2024, BTRC demanded payment of VAT on 2G revenue sharing amounting to BDT 1,249.8 million (RM41.2 million) from Robi. Robi challenged this demand by filing another writ petition to the High Court Division, upon which the High Court Division issued a show cause order as to why the said demand letter issued by BTRC should not be declared to have been issued without lawful authority and of no legal effect.

In relation to the 2nd instalment of spectrum fees (2G License), Robi claimed rebate of BDT826.8 million (RM27.3 million), but the LTU-VAT of the NBR cancelled the rebate, as there was no VAT receipt issued by BTRC. Robi challenged the cancellation by a separate writ petition being Writ Petition No. 14977 of 2012 which is still pending before the High Court Division.

The legal counsel is of the opinion that Robi has a good arguable case.

(i) **Airtel Bangladesh Limited (“Airtel Bangladesh”) vs LTU-VAT of the NBR (Alleged VAT Evasion relating to LM Ericsson Bangladesh Ltd. (“Ericsson”))**

NBR considered Airtel Bangladesh’s contract with Ericsson to be a turnkey contract and claimed that Airtel Bangladesh had not deducted VAT at source properly. Airtel Bangladesh filed an appeal to the Commissioner, LTU-VAT (“**Commissioner**”). After the hearing, the Commissioner issued a demand considering the contract as turnkey. Subsequently on 8 January 2013, the Commissioner issued a show cause cum demand notice to Airtel Bangladesh amounting BDT 1,170.5 million (RM38.6 million).

Being aggrieved by the order of the Commissioner, Airtel Bangladesh filed an appeal to the Customs, Excise and VAT Appellate Tribunal (“**Tribunal**”). The Tribunal rejected the appeal and re-confirmed the earlier order. Being aggrieved by the judgment of the Tribunal, Airtel Bangladesh filed VAT Appeal No. 27 of 2015 in the High Court Division of the Supreme Court of Bangladesh. The High Court Division admitted the appeal and issued a stay of the decision of the Tribunal. Currently, the case is pending for hearing before the High Court Division.

The legal counsel is of the opinion that Airtel Bangladesh has a reasonably good prospect of success. Aside, the claim is indemnified by a third party arising from a business combination.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at Level 30, Axiata Tower, 9 Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of our forthcoming AGM:

- (a) the Constitution of our Company;
- (b) the audited consolidated financial statements of our Company for the past two (2) financial years up to the FYE 31 December 2025;
- (c) the material contracts referred to in section 2, Appendix II of this Circular; and
- (d) the relevant cause papers in respect of material litigation referred to in section 3, Appendix II of this Circular.