

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE THIRTY-FOURTH ANNUAL GENERAL MEETING OF AXIATA GROUP BERHAD (“AXIATA” OR “COMPANY”) WILL BE HELD ON MONDAY, 25 MAY 2026 AT 2.00 P.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 VISTRA SHARE REGISTRY AND IPO (MY) PORTAL AT [HTTPS://SRMY.VISTRA.COM](https://srmv.vistra.com) FOR THE PURPOSE OF CONSIDERING AND IF THOUGHT FIT, PASSING WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTIONS:**

## AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Report of the Directors and the Auditors thereon.
- To re-elect the following Directors, each of whom retire by rotation pursuant to Clause 104 of the Constitution of the Company (“Constitution”) and being eligible, offer themselves for re-election:
  - Khoo Gaik Bee **(Ordinary Resolution 1)**
  - Mohamad Hafiz Kassim **(Ordinary Resolution 2)**
- To re-elect Didi Syafruddin Yahya, who retires pursuant to Clause 110 (ii) of the Constitution and being eligible, offers himself for re-election. **(Ordinary Resolution 3)**
- To approve the following payment by the Company:
  - Directors’ fees with effect from the 34<sup>th</sup> Annual General Meeting until the next Annual General Meeting:

	<b>Non-Executive Chairman (“NEC”)/ per month (RM)</b>	<b>Non-Executive Director (“NED”)/ per month (RM)</b>
i) Directors’ fees	30,000	20,000
ii) Directors’ fees of the Board Audit Committee	9,000	4,000
iii) Directors’ fees of the Board Nomination & Remuneration Committee	5,000	3,000
iv) Directors’ fees of the Board Risk & Compliance Committee	9,000	4,000
v) Directors’ fees of the Board Sustainability Committee	2,500	1,500
vi) Directors’ fees of the Axiata Board Investment Committee	2,500	1,500

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

- Benefits payable to NEC and NEDs from the 34<sup>th</sup> Annual General Meeting until the next Annual General Meeting. **(Ordinary Resolution 4)**
- To approve the payment of fees and benefits payable by the subsidiaries to the NEDs of the Company from the 34<sup>th</sup> Annual General Meeting until the next Annual General Meeting. **(Ordinary Resolution 5)**
  - To re-appoint PricewaterhouseCoopers PLT having consented to act as the Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

## AS SPECIAL BUSINESS:

### 7. PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

“THAT, in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Main LR”), approval be and is hereby given for Axiata and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, as set out in Appendix I of the Circular to Shareholders dated 24 April 2026 (“Circular”) which is made available together with the Company’s Integrated Annual Report 2025 at <https://www.axiata.com/investors/events/agm> which are necessary for the day-to-day operations in the ordinary course of the business of Axiata and/or its subsidiaries on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of Axiata;

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

- The conclusion of the next Annual General Meeting at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
- The expiration of the period within which the next Annual General Meeting is required to be held under Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- Revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier;

AND THAT the Directors be and are hereby authorised to complete and do all such acts, deeds and things (including without limitation, to execute such documents under the common seal in accordance with the provisions of the Constitution, as may be required) to give effect to the aforesaid shareholders’ mandate and transactions contemplated under this resolution.”

**(Ordinary Resolution 7)**

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

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a Member who shall be entitled to attend, speak and vote at this 34<sup>th</sup> Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 75 of the Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (“SICDA”) to issue a General Meeting Record of Depositors as at 18 May 2026. Only a depositor whose name appears in the General Meeting Record of Depositors as at 18 May 2026 shall be entitled to attend the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

By Order of the Board

## **FINTON TUAN KIT MING**

(LS0008941) SSM PC No. 202008001164

Group Company Secretary

Kuala Lumpur, Malaysia

24 April 2026

## **NOTES:**

### **Mode of AGM**

1. The 34<sup>th</sup> AGM 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 Vistra Share Registry and IPO (MY) portal (“Vistra SRMY Portal”) at <https://srmyvistra.com>

Please refer to the Administrative Notes at <https://www.axiata.com/investors/events/agm> for the full guide to physical and virtual attendance at the 34<sup>th</sup> AGM.

2. Shareholders and proxies who wish to attend the 34<sup>th</sup> AGM virtually using the RPV facilities must register as a user with Vistra SRMY portal at <https://srmyvistra.com> first and then pre-register their attendance on Vistra SRMY portal to verify their eligibility to attend the 34<sup>th</sup> AGM based on the General Meeting Record of Depositors as at 18 May 2026. Pre-registration is not required for physical attendance.

3. The pre-registration for remote attendance using the RPV facilities is open from the date of the Notice of 34<sup>th</sup> AGM on Friday, 24 April 2026 and the closing date and time shall be until such time before the voting session ends at the 34<sup>th</sup> AGM on Monday, 25 May 2026 for remote attendance using the RPV facilities.

4. Shareholders and proxies may raise questions before the 34<sup>th</sup> AGM to the Chairman or Board of Directors via Vistra SRMY portal at <https://srmyvistra.com>, by selecting ‘e-Services’ to login and submit the questions electronically not later than Sunday, 24 May 2026 at 2.00 p.m. The Chairman or Board of Directors will endeavour to address the questions received at the 34<sup>th</sup> AGM.

5. During the 34<sup>th</sup> AGM, 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 34<sup>th</sup> AGM via Vistra SRMY portal at <https://srmyvistra.com>, 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.

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6. The instrument appointing a proxy shall:

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

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

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

7. Members who are unable to attend, speak and vote at this 34<sup>th</sup> AGM either physically or via the RPV are advised 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 34<sup>th</sup> AGM.
- b) Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), each beneficial owner of the shares or where the shares are held on behalf of joint beneficial owners, such joint beneficial owners, shall be entitled to instruct the Exempt Authorised Nominee to appoint the Chairman of the meeting to attend and vote physically or remotely via the RPV at the 34<sup>th</sup> AGM on his/her/their behalf.
- c) Authorised nominees, Exempt Authorised Nominee and corporate members are to refer to the Administrative Notes for the 34<sup>th</sup> AGM for further details.

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

9. The instrument appointing a proxy together with the duly registered power of attorney referred to in Note 6 above, if any, must be deposited at the office of Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or 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.

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 the 34<sup>th</sup> AGM will be put to vote on poll.

### **Audited Financial Statements**

11. The Audited Financial Statements for financial year ended 31 December 2025 (“FY25”) under Agenda 1 are laid before the shareholders pursuant to the provisions of Section 340(1) of the Companies Act 2016 for discussion only and will not be put forward for voting.

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

12. Clause 104 provides that one-third of the Directors of the Company for the time being shall retire by rotation at an Annual General Meeting of the Company. All the Directors shall retire from office at least once in three years but shall be eligible for re-election. Pursuant thereto, Khoo Gaik Bee and Mohamad Hafiz Kassim are standing for re-election as Directors and being eligible, have offered themselves for re-election.

Vivek Sood, who is also retiring pursuant to Clause 104 of the Constitution, has notified the Board of his intention not to seek re-election. He will retain office and accordingly retire upon the conclusion of the 34<sup>th</sup> AGM.

Clause 110 (ii) provides that any Director appointed during the year shall hold office only until the next following AGM and shall then be eligible for re-election. Didi Syafruddin Yahya, who was appointed on 1 June 2025 is standing for re-election as Director of the Company.

The Board has recommended the re-election of the abovementioned Directors. The assessment of the Directors seeking re-election are provided in the Corporate Governance Overview Statement on page 115 of the Integrated Annual Report 2025 (“IAR”). Their profiles are set out in the Profile of Directors section of the IAR from pages 119 to 124.

Any Director referred to in Ordinary Resolutions 1 to 3 who is a shareholder of the Company will abstain from voting on the resolution in respect of his/her re-election at the 34<sup>th</sup> AGM.

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## **Directors' Fees and Benefits Payable by the Company**

13. a) Clause 117 (i) of the Constitution provides that the fees of Director and any benefits payable to the Directors shall be subject to annual shareholder approval at a meeting of members. Therefore, shareholders' approval is required for the payment of Directors' remuneration.

*Shareholders' approval on the Directors' fees for Board and Board Committees and benefits payable was obtained at the 33<sup>rd</sup> AGM held on 28 May 2025 and there is no revision to any of the fees.*

*Details of Directors' fees and benefits paid to NEDs are set out on page 4 of the Governance and Audited Financial Statements 2025 ("GAFS").*

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

i) Meeting Allowance

<b>Board/Board Committees</b>	<b>Meeting Allowance per meeting (RM)</b>	
	<b>NEC</b>	<b>NED</b>
Board of Directors	3,000	2,000
Board Audit Committee	3,000	2,000
Board Nomination & Remuneration Committee	1,500	1,000
Board Risk & Compliance Committee	3,000	2,000
Board Sustainability Committee	1,500	1,000
Axiata Board Investment Committee	1,500	1,000
Other Board Committees	1,500	1,000

*For reference, the amount of Meeting Allowances paid to NEDs of Axiata for Board and Board Committee meetings based on number of meetings held in FY25 are disclosed on page 4 of the GAFS.*

ii) Benefits such as annual overseas business development trips, leave passage, travel allowance, travel allowance for Non-Resident NEDs, equipment, telecommunication facilities, insurance and medical.

c) Any NEDs who are shareholders of the Company will abstain from voting on Ordinary Resolution 4 regarding the Directors' Fees and Benefits Payable by the Company.

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## Directors' Fees and Benefits Payable by the Subsidiaries

14. Approval of the shareholders is sought to comply with the provisions of Section 230(1) of the Companies Act 2016, stipulating amongst others, that the fees and benefits payable to the directors of a listed company by the subsidiaries shall be approved at a general meeting. Any decision in respect of the Directors' remuneration of the following subsidiaries will be made by the shareholders of these companies in accordance with applicable laws.

a) Fees and Meeting Allowance

Company	Designation	Monthly Fees (RM)				Meeting Allowance per Meeting (RM)				
		Board of Directors	BAC	BRCC	BNRC/BRC	Board of Directors	BAC	BRCC	BNRC/BRC/EXCO	Other Committees
EDOTCO Group Sdn Bhd	NEC	15,000	3,500	3,500	2,000	1,000	1,000	1,000	750	350
	NED	7,500	1,500	1,500	1,200	700	700	700	500	250
ADA Data AI Solutions Sdn Bhd <i>(Formerly known as Axiata Digital &amp; Analytics Sdn Bhd)</i>	NEC	8,000	-	-	-	1,000	1,000 (ARCC)	-	750	350
	NED	6,000	-	-	-	700	700 (ARCC)	-	500	250
Boost Holdings Sdn Bhd	NEC	8,000	-	-	-	1,000	1,000	350	750	350
	NED	6,000	-	-	-	700	700	250	500	250
Smart Axiata Co., Ltd	NEC	USD1,200	-	-	-	USD300	USD300	USD150	USD150	USD150
	NED	USD1,200	-	-	-	USD300	USD300	USD150	USD150	USD150

b) Customary benefits applicable for the respective subsidiaries, which are not provided by Axiata.

Notes:  
For reference on the directorship of Axiata NEDs on the Board of subsidiaries and amount paid for the FY25, please refer to page 4 of the GAFS. Factors affecting the total amount include the number of meetings held for the Board and Board Committees and the number of NEDs involved in these meetings.

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

c) Any NEDs who are shareholders of the Company will abstain from voting on Ordinary Resolution 5 regarding the Directors' Fees and Benefits Payable by the Subsidiaries.

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## **Re-appointment of Auditors**

15. The Company and the BAC have undertaken an External Auditors Evaluation and Rotation Assessment to assess the performance of external auditors. This assessment is undertaken when deciding on the re-appointment of external auditors and takes into account the following criteria:

- a) Independence
- b) Scope of audit
- c) Audit fee
- d) Expertise and experience
- e) Methodologies, techniques and audit facilities
- f) Performance based on the annual audit scope and planning

The BAC and the Board have, at its meetings held on 30 and 31 March 2026 respectively, evaluated the re-appointment of PricewaterhouseCoopers PLT (“PwC”) as Auditors of the Company, in the course of which the criteria of assessment were duly considered. The BAC and the Board were satisfied with the performance of PwC based on the criteria of assessment and that the requirements for consideration as prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad are duly met. A recommendation is made for the re-appointment of PwC as external auditors of the Company for the financial year ending 31 December 2026, in accordance with Sections 273(b), 274(1)(a) and 340(1)(c) of the Companies Act 2016.

## **EXPLANATORY NOTES - SPECIAL BUSINESS**

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

The proposed Ordinary Resolution 7, if approved, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions with related parties in the ordinary course of business which are necessary for the Group’s day-to-day operations and are on terms not more favourable to the related parties than those generally available to the public and shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from shareholders of the Company at such general meeting. Detailed information on the Proposed Shareholders’ Mandate is set out in the Circular.