

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE THIRTY-THIRD ANNUAL GENERAL MEETING OF AXIATA GROUP BERHAD (“AXIATA” OR “COMPANY”) WILL BE HELD ON WEDNESDAY, 28 MAY 2025 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 THE TIIH ONLINE WEBSITE AT [HTTPS://TIIH.ONLINE](https://tiih.online) FOR THE PURPOSE OF CONSIDERING AND IF THOUGHT FIT, PASSING WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTIONS:**

### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Report of the Directors and the Auditors thereon.
2. 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, offers herself/himself for re-election:
  - i) Dato Dr Nik Ramlah Nik Mahmood **(Ordinary Resolution 1)**
  - ii) Dr David Robert Dean **(Ordinary Resolution 2)**
  - iii) Maya Hari **(Ordinary Resolution 3)**
3. To re-elect the following Directors, each of whom retire pursuant to Clause 110 (ii) of the Constitution and being eligible, offers herself/himself for re-election:
  - i) Amrit Kaur Kaur Singh **(Ordinary Resolution 4)**
  - ii) Dr Farid Mohamed Sani **(Ordinary Resolution 5)**
  - iii) Dr Colin John Patrick Forth **(Ordinary Resolution 6)**
4. To approve the following payment by the Company:
  - a) Directors’ fees with effect from the 33<sup>rd</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	30,000.00	20,000.00
ii) Directors’ fees of the Board Audit Committee	9,000.00	4,000.00
iii) Directors’ fees of the Board Nomination & Remuneration Committee	5,000.00	3,000.00
iv) Directors’ fees of the Board Risk & Compliance Committee	9,000.00	4,000.00
v) Directors’ fees of the Board Sustainability Committee	2,500.00	1,500.00
vi) Directors’ fees of the Axiata Board Investment Committee	2,500.00	1,500.00

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

- b) Benefits payable to NEC and NEDs from the 33<sup>rd</sup> Annual General Meeting until the next Annual General Meeting. **(Ordinary Resolution 7)**
5. To approve the payment of fees and benefits payable by the subsidiaries to the NEDs of the Company from the 33<sup>rd</sup> Annual General Meeting until the next Annual General Meeting. **(Ordinary Resolution 8)**
6. To re-appoint PricewaterhouseCoopers PLT having consented to act as the Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 9)**

### 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 29 April 2025 (“Circular”) which is made available together with the Company’s Integrated Annual Report 2024 at <https://www.axiata.com/investors/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:

- i) 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;
- ii) 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
- iii) 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 10)**

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9. 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 33<sup>rd</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 to issue a General Meeting Record of Depositors as at 21 May 2025. Only a depositor whose name appears in the General Meeting Record of Depositors as at 21 May 2025 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

**Suryani Hussein** (LS0009277) SSM PC No. 201908001621

Group Company Secretary

Kuala Lumpur, Malaysia

29 April 2025

### NOTES:

#### Mode of AGM

- The 33<sup>rd</sup> AGM will be held on a hybrid mode. Shareholders and proxies will have an option either:-
  - To attend physically in person at the Main Venue; or
  - To attend virtually using the remote participation and voting ("**RPV**") facilities which are available on the TIIH Online platform at <https://tiih.online>

Please refer to the Administrative Notes for the full guide to physical and virtual attendance at the 33<sup>rd</sup> AGM.

- Shareholders and proxies will have to register to attend the 33<sup>rd</sup> AGM either physically or remotely by using the RPV facilities according to the procedures as set out in the Administrative Notes.
- Shareholders and proxies who wish to attend the 33<sup>rd</sup> AGM must register as a user with our share registrar, Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**")'s TIIH Online website at <https://tiih.online> first and then pre-register their attendance on TIIH Online to verify their eligibility to attend the 33<sup>rd</sup> AGM based on the General Meeting Record of Depositors as at 21 May 2025 and to confirm their mode of attendance, either via physical or virtual.

- The pre-registration is open from the date of the Notice of 33<sup>rd</sup> AGM on Tuesday, 29 April 2025 and the closing date and time shall be:
  - On Tuesday, 27 May 2025 at 2.00 p.m. for physical attendance at the Main Venue; or
  - On Wednesday, 28 May 2025 until such time before the voting session ends at the 33<sup>rd</sup> AGM for virtual attendance using the RPV facilities.
- Shareholders and proxies may raise questions before the 33<sup>rd</sup> AGM to the Chairman or Board of Directors via TIIH Online website at <https://tiih.online>, by selecting 'e-Services' to login and submit the questions electronically not later than Tuesday, 27 May 2025 at 2.00 p.m. The Chairman or Board of Directors will endeavour to address the questions received at the 33<sup>rd</sup> AGM.
- During the 33<sup>rd</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 33<sup>rd</sup> AGM 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

- 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.
- 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.
- 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.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one proxy but not more than two proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

Every appointment submitted by an authorised nominee as defined under the SICDA, must specify the CDS Account Number.

- 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 33<sup>rd</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 33<sup>rd</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 33<sup>rd</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 33<sup>rd</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 Tuesday, 27 May 2025 at 2.00 p.m. The proxy appointment may also be lodged electronically via Tricor's TIIH Online website at <https://tiih.online> no later than Tuesday, 27 May 2025 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 33<sup>rd</sup> AGM will be put to vote by poll.

### Audited Financial Statements

### 11. The Audited Financial Statements for financial year ended 31 December 2024 (“FY24”) 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. Dato Dr Nik Ramlah Nik Mahmood, Dr David Robert Dean and Maya Hari are standing for re-election as Directors and being eligible, have offered themselves for re-election.

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. Amrit Kaur Kaur Singh, Dr Farid Mohamed Sani and Dr Colin John Patrick Forth, who were appointed on 1 July 2024, 3 October 2024 and 28 March 2025 respectively are standing for re-election as Directors 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 118 of the Integrated Annual Report (“IAR”). Their profiles are set out in the Profile of Directors section of the IAR from pages 98 to 103.

Any Director referred to in Ordinary Resolutions 1 to 6 who is a shareholder of the Company will abstain from voting on the resolution in respect of his/her re-election at the 33<sup>rd</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 32<sup>nd</sup> AGM held on 30 May 2024 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 & Audited Financial Statements 2024 ("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

Board/Board Committees	Meeting Allowance per meeting (RM)	
	NEC	NED
Board of Directors	3,000.00	2,000.00
Board Audit Committee	3,000.00	2,000.00
Board Nomination & Remuneration Committee	1,500.00	1,000.00
Board Risk & Compliance Committee	3,000.00	2,000.00
Board Sustainability Committee	1,500.00	1,000.00
Axiata Board Investment Committee	1,500.00	1,000.00
Other Board Committees	1,500.00	1,000.00

*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 FY24 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 7 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.

#### i) Fees and Meeting Allowance

Company	Designation	Monthly Fees (RM)				Meeting Allowance per Meeting (RM)				Other Committees
		Board of Directors	BAC	BRCC	BNRC/BRC	Board of Directors	BAC	BRCC	BNRC/BRC	
EDOTCO Group Sdn Bhd	NEC	8,000.00	-	-	-	1,000.00	1,000.00	350.00	750.00	350.00
	NED	6,000.00	-	-	-	700.00	700.00	250.00	500.00	250.00
Axiata Digital & Analytics Sdn Bhd	NEC	8,000.00	-	-	-	1,000.00	1,000.00 (ARCC)	-	750.00	350.00
	NED	6,000.00	-	-	-	700.00	700.00 (ARCC)	-	500.00	250.00
Boost Holdings Sdn Bhd	NEC	8,000.00	-	-	-	1,000.00	1,000.00	350.00	750.00	350.00
	NED	6,000.00	-	-	-	700.00	700.00	250.00	500.00	250.00
Smart Axiata Co., Ltd	NEC	USD1,200.00	-	-	-	USD300.00	USD300.00	USD150.00	USD150.00	-
	NED	USD1,200.00	-	-	-	USD300.00	USD300.00	USD150.00	USD150.00	-

#### ii) 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 FY24, 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.

#### iii) Any NEDs who are shareholders of the Company will abstain from voting on Ordinary Resolution 8 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:

1. Independence
2. Scope of audit
3. Audit fee
4. Expertise and experience
5. Methodologies, techniques and audit facilities
6. Performance based on the annual audit scope and planning

The BAC and the Board have, at its meetings held on 26 March 2025, 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 2025, 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 10, 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.