

CELCOMDIGI BERHAD
(Formerly known as Digi.Com Berhad)
Registration No. 199701009694 (425190-X)
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING (“26TH AGM” OR “THE MEETING”) OF CELCOMDIGI BERHAD (FORMERLY KNOWN AS DIGI.COM BERHAD) (“CELCOMDIGI” OR “THE COMPANY”) CONDUCTED ON A VIRTUAL BASIS THROUGH BROADCAST VENUE AT AUDITORIUM, LEVEL PODIUM 6, MENARA CELCOMDIGI, NO. 6, PERSIARAN BARAT, SEKSYEN 52, 46200 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA (“BROADCAST VENUE”) ON TUESDAY, 23 MAY 2023 AT 10.00 A.M.

PRESENT

- | | |
|--|---|
| Tengku Dato’ Sri Azmil Zahrudin Raja Abdul Aziz (“Tengku Azmil” or Chair”) | - Director and Chair of the Meeting for Agenda items 1, 2, 3(ii) to 3(vii), 4, 5, 6 and 11 (Also as proxy for shareholders set out in the <i>Attendance Summary</i> attached) |
| Tan Sri Abdul Farid Alias (“Tan Sri Farid”) | - Director and Chair of the Meeting for Agenda items 7 to 10 (Also as proxy for shareholders set out in the <i>Attendance Summary</i> attached) |
| Datuk Iain John Lo (“Datuk Iain”) | - Director and Chair of the Meeting for Agenda item 3(i) (Also as proxy for shareholders set out in the <i>Attendance Summary</i> attached) |
| Dr. Shridhir Sariputta Hansa Wijayasuriya | - Director |
| Mr Haakon Bruaset Kjoel | - Director |
| Mr Vivek Sood | - Director |
| Ms Rita Skjaervik | - Director |
| Ms Vimala V.R. Menon | - Director |
| Puan Khatijah Shah Mohamed | - Director |

ABSENT WITH APOLOGIES

- | | |
|------------------------------------|------------|
| Mr Jørgen Christian Arentz Rostrup | - Director |
|------------------------------------|------------|

IN ATTENDANCE

- | | |
|-----------------|---------------------|
| Ms Choo Mun Lai | - Company Secretary |
|-----------------|---------------------|

BY INVITATION

- | | |
|----------------------------|---|
| Datuk Mohamad Idham Nawawi | - Chief Executive Officer (“CEO”) |
| Mr Albern Murty | - Deputy Chief Executive Officer (“DCEO”) |
| Ms Lucy Tan | - Chief Financial Officer (“CFO”) |

The attendance of the remaining invitees together with the AGM Working Team who have participated in the Meeting are set out in the “*Attendance Sheet by Invitation*”. The list of shareholders, corporate representatives and proxies (“the members”) who have participated in the Meeting via the meeting platform <https://meeting.boardroomlimited.my> are set out in the “*Attendance Summary*”.

CHAIR OF THE MEETING

The Chair of the Board of Directors (“Board”), Tengku Azmil presided as Chair of the Meeting and welcomed all shareholders, proxies and invitees to the 26th AGM of the Company.

QUORUM

Ms Choo Mun Lai, the Company Secretary, confirmed that a quorum was present. With the requisite quorum being present, the Chair called the Meeting to order at 10.00 a.m.

INTRODUCTION OF THE BOARD, MANAGEMENT AND AUDITOR

The Chair introduced the Board members as well as the CEO, DCEO, CFO and Company Secretary, who attended at the broadcast venue. He then introduced Mr Desmond Tseu, representative from Messrs Ernst & Young PLT and welcomed the representative from the Minority Shareholders’ Watch Group (“MSWG”), both participated remotely via Remote Participation and Electronic Voting (“RPEV”) facilities.

The Chair on behalf of Mr Jørgen Christian Arentz Rostrup extended his apologies for not able to attend the Meeting.

NOTICE

With the consent of the members present, the Notice convening the Meeting having been issued and circulated for the prescribed period was taken as read.

SUMMARY OF PROXY FORMS RECEIVED

The Chair reported that a total of 1,989 members representing approximately 10,893,000,000 ordinary shares or 92.85% of the total number of issued shares of the Company had registered themselves to attend the Meeting via RPEV facilities. The Company had received 668 proxy forms from the shareholders for approximately 10,891,000,000 shares representing 92.83% of the total number of issued share capital of the Company. Out of those, there were 572 shareholders who had appointed the Chair of the Meeting as proxy to vote on their behalf and the shares so represented stood at approximately 4,825,000,000 shares which represent approximately 41.13% of the issued share capital of the Company.

POLLING AND VOTING PROCEDURE

In accordance with Paragraph 8.29A of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), all resolutions set out in the Notice of the AGM would be voted by poll. The Chair demanded for a poll to be taken on all the resolutions set out in the Notice convening the Meeting pursuant to Article 60 of the Company’s Constitution.

The Chair informed that the Company had appointed Boardroom Share Registrars Sdn. Bhd. as the Poll Administrator to conduct the poll voting and Sky Corporate Services Sdn. Bhd. as the Independent Scrutineers to verify the poll results. The Poll Administrator briefed the members on the voting procedure via RPEV facilities.

The Chair reported that the Company had received questions submitted prior to the Meeting and encouraged the members to raise real time questions through the messaging icon. Questions of similar in nature would be collated and addressed together. If there are time constraints, the responses would be emailed directly by the Investor Relations Team to the shareholders after the Meeting.

Thereafter, the Chair proceeded with the business of the AGM.

AGENDA OF 26TH AGM

AS ORDINARY BUSINESS

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON (“AFS 2022”)

The Chair informed the Meeting that the first item on the Agenda was to receive the AFS 2022. With the consent of the members present, AFS 2022 having been circulated within the prescribed period was taken as read. The Meeting noted that this agenda item was meant for discussion as it did not require shareholders’ approval. Hence, it would not be put to vote.

Before proceeding with the next Agenda, the Chair invited CEO and DCEO of the Company, to give an overview of the Company’s performance and the key highlights for the financial year ended 31 December 2022. Presentation slides are enclosed as *Appendix I (pages 3-18)*.

The Chair thanked the CEO and DCEO for their presentation.

2. ORDINARY RESOLUTION 1

Re-election of Ms Vimala V.R. Menon

3. (I) ORDINARY RESOLUTION 2

Re-election of Tengku Dato’ Sri Azmil Zahrudin Raja Abdul Aziz

(II) ORDINARY RESOLUTION 3

Re-election of Mr Jørgen Christian Arentz Rostrup

(III) ORDINARY RESOLUTION 4

Re-election of Dr. Shridhir Sariputta Hansa Wijayasuriya

(IV) ORDINARY RESOLUTION 5

Re-election of Mr Vivek Sood

(V) ORDINARY RESOLUTION 6

Re-election of Ms Rita Skjaervik

(VI) ORDINARY RESOLUTION

Re-election of Tan Sri Abdul Farid Alias

(VII) ORDINARY RESOLUTION 8

Re-election of Puan Khatijah Shah Mohamed

4. ORDINARY RESOLUTION 9

Payment of Directors’ fees and benefits payable to the Non-Executive Directors with effect from 23 May 2023 until the conclusion of the next AGM.

- 5. ORDINARY RESOLUTION 10**
Re-appointment of Messrs Ernst & Young PLT as Auditors of the Company.

AS SPECIAL BUSINESS

- 6. ORDINARY RESOLUTION 11**
Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi and its subsidiaries ("CelcomDigi Group") and Telenor ASA and its subsidiaries ("Telenor Group") ("Proposed Renewal of Shareholders' Mandate 1")
- 7. ORDINARY RESOLUTION 12**
Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Group and Axiata Group Berhad and its subsidiaries ("Axiata Group") ("Proposed Renewal of Shareholders' Mandate 2")
- 8. ORDINARY RESOLUTION 13**
Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Group and Khazanah Nasional Berhad and its related entities ("Khazanah Group") ("Proposed Renewal of Shareholders' Mandate 3")
- 9. ORDINARY RESOLUTION 14**
Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Group and Digital Nasional Berhad ("DNB") ("Proposed Renewal of Shareholders' Mandate 4")
- 10. ORDINARY RESOLUTION 15**
Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Group and Telekom Malaysia Berhad and its subsidiaries ("TM Group") ("Proposed Renewal of Shareholders' Mandate 5")
- 11. SPECIAL RESOLUTION**
Proposed Adoption of New Constitution of the Company

Since Tengku Azmil was deemed interested in the agenda items 3(i), 7, 8, 9 and 10, Datuk Iain and Tan Sri Farid took over the chair for tabling of the Re-election of Tengku Azmil as Director and Proposed Renewal of Shareholders' Mandates 2 to 5, respectively. It was also noted that none of the Directors of the Company held any shares in the Company.

QUESTION AND ANSWER ("Q&A") SESSION

1. QUESTIONS FROM MSWG

The Meeting noted that the Company had received questions from MSWG and the replies to the questions were projected on the slide presentation enclosed as *Appendix I (pages 20-28)*.

2. QUESTIONS FROM THE SHAREHOLDERS PRIOR TO THE 26TH AGM

The Meeting continued with the questions received prior to the Meeting. The Meeting was informed that all pre-submitted questions and responses will be uploaded on the Company's Investor Relations webpage, a copy of which is also enclosed as *Appendix II (pages 1-5)*.

3. LIVE QUESTIONS FROM THE SHAREHOLDERS DURING THE AGM THROUGH THE MESSAGING ICON

The Company had received live questions from the Shareholders during the AGM through the messaging icon, enclosed as *Appendix II (pages 6-8)*.

After having addressed all the questions raised, the Chair informed the Q&A session was closed and moved on to the polling session.

POLLING SESSION

The Chair informed that the Company has not received any notice on any other business for the Meeting and placed on record that the AFS 2022 had been duly received by the members.

The Chair reminded the members to cast their votes if they have not submitted earlier and informed that himself, Datuk Iain and Tan Sri Farid will vote for the respective Resolutions per the instructions given by the shareholders who had appointed the Chair of Meeting as their proxy.

The Chair then announced that the voting session will be closed in another 10 minutes whilst the Independent Scrutineers will take approximately 20 minutes to validate the votes casted by the members. The Meeting was then adjourned at 11.16 a.m. and it resumed at approximately 11.46 a.m. for the declaration of the voting results.

POLL RESULTS

The Meeting resumed at 11.46 a.m., the polling results verified by the Independent Scrutineers were projected and the details of results are enclosed as *Appendix III*.

Based on the poll results, the Chair declared the following resolutions were carried and RESOLVED:

Ordinary Resolution 1	THAT Ms Vimala V.R. Menon who retired pursuant to Article 98(A) of the Company's Constitution, be and is hereby re-elected as a Director of the Company.
Ordinary Resolution 2	THAT Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz who retired pursuant to Article 98(E) of the Company's Constitution, be and is hereby re-elected as a Director of the Company.
Ordinary Resolution 3	THAT Mr Jørgen Christian Arentz Rostrup who retired pursuant to Article 98(E) of the Company's Constitution, be and is hereby re-elected as a Director of the Company.

Ordinary Resolution 4	THAT Dr. Shridhir Sariputta Hansa Wijayasuriya who retired pursuant to Article 98(E) of the Company's Constitution, be and is hereby re-elected as a Director of the Company.
Ordinary Resolution 5	THAT Mr Vivek Sood who retired pursuant to Article 98(E) of the Company's Constitution, be and is hereby re-elected as a Director of the Company.
Ordinary Resolution 6	THAT Ms Rita Skjaervik who retired pursuant to Article 98(E) of the Company's Constitution, be and is hereby re-elected as a Director of the Company.
Ordinary Resolution 7	THAT Tan Sri Abdul Farid Alias who retired pursuant to Article 98(E) of the Company's Constitution, be and is hereby re-elected as a Director of the Company.
Ordinary Resolution 8	THAT Puan Khatijah Shah Mohamed who retired pursuant to Article 98(E) of the Company's Constitution, be and is hereby re-elected as a Director of the Company.
Ordinary Resolution 9	THAT the payment of Directors' fees of up to RM2,250,000 and benefits payable of RM110,000 to the Non-Executive Directors with effect from 23 May 2023 until the conclusion of the next AGM of the Company, be and are hereby approved.
Ordinary Resolution 10	THAT the retiring Auditors, Messrs Ernst & Young PLT be and are hereby appointed as Auditors for the ensuing year until the conclusion of the next AGM of the Company and that the Directors be authorised to fix their remuneration.
Ordinary Resolution 11	<p>THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Telenor Group as set out in Appendix I of the Circular to Shareholders dated 21 April 2023 ("Circular"), which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and 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 the Company and that such approval shall continue to be in force until:</p> <p>(i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate 1 shall be passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;</p>

	<p>(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or</p> <p>(iii) revoked or varied by resolution passed by the shareholders at a general meeting,</p> <p>whichever is the earlier.</p> <p>AND THAT the Directors of the Company be and are hereby authorised and empowered to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate 1.</p>
<p>Ordinary Resolution 12</p>	<p>THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Axiata Group as set out in Appendix I of the Circular, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and 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 the Company and that such approval shall continue to be in force until:</p> <p>(i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate 2 shall be passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;</p> <p>(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or</p> <p>(iii) revoked or varied by resolution passed by the shareholders at a general meeting,</p> <p>whichever is the earlier</p> <p>AND THAT the Directors of the Company be and are hereby authorised and empowered to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or</p>

	necessary to give effect to the Proposed Renewal of Shareholders' Mandate 2.
Ordinary Resolution 13	<p>THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Khazanah Group as set out in Appendix I of the Circular, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and 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 the Company and that such approval shall continue to be in force until:</p> <p>(i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate 3 shall be passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;</p> <p>(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or</p> <p>(iii) revoked or varied by resolution passed by the shareholders at a general meeting,</p> <p>whichever is the earlier.</p> <p>AND THAT the Directors of the Company be and are hereby authorised and empowered to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate 3.</p>
Ordinary Resolution 14	<p>THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with DNB as set out in Appendix I of the Circular, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and 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 the Company and that such approval shall continue to be in force until:</p> <p>(i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders'</p>

	<p>Mandate 4 shall be passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;</p> <p>(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or</p> <p>(iii) revoked or varied by resolution passed by the shareholders at a general meeting,</p> <p>whichever is the earlier.</p> <p>AND THAT the Directors of the Company be and are hereby authorised and empowered to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate 4.</p>
<p>Ordinary Resolution 15</p>	<p>THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with TM Group as set out in Appendix I of the Circular, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and 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 the Company and that such approval shall continue to be in force until:</p> <p>(i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate 5 shall be passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;</p> <p>(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or</p> <p>(iii) revoked or varied by resolution passed by the shareholders at a general meeting,</p> <p>whichever is the earlier.</p>

	<p>AND THAT the Directors of the Company be and are hereby authorised and empowered to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate 5.</p>
Special Resolution	<p>THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company in its entirety, and in place thereof, the proposed new constitution of the Company in the form as set out in Appendix III of the Circular, be and is hereby adopted as the new constitution of the Company with immediate effect.</p> <p>AND THAT the Directors and the Company Secretaries of the Company be and are hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Adoption with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities.</p>

CONCLUSION

There being no other business to be transacted, the Chair declared the Meeting closed at 11.50 a.m.

SIGNED AS A CORRECT RECORD

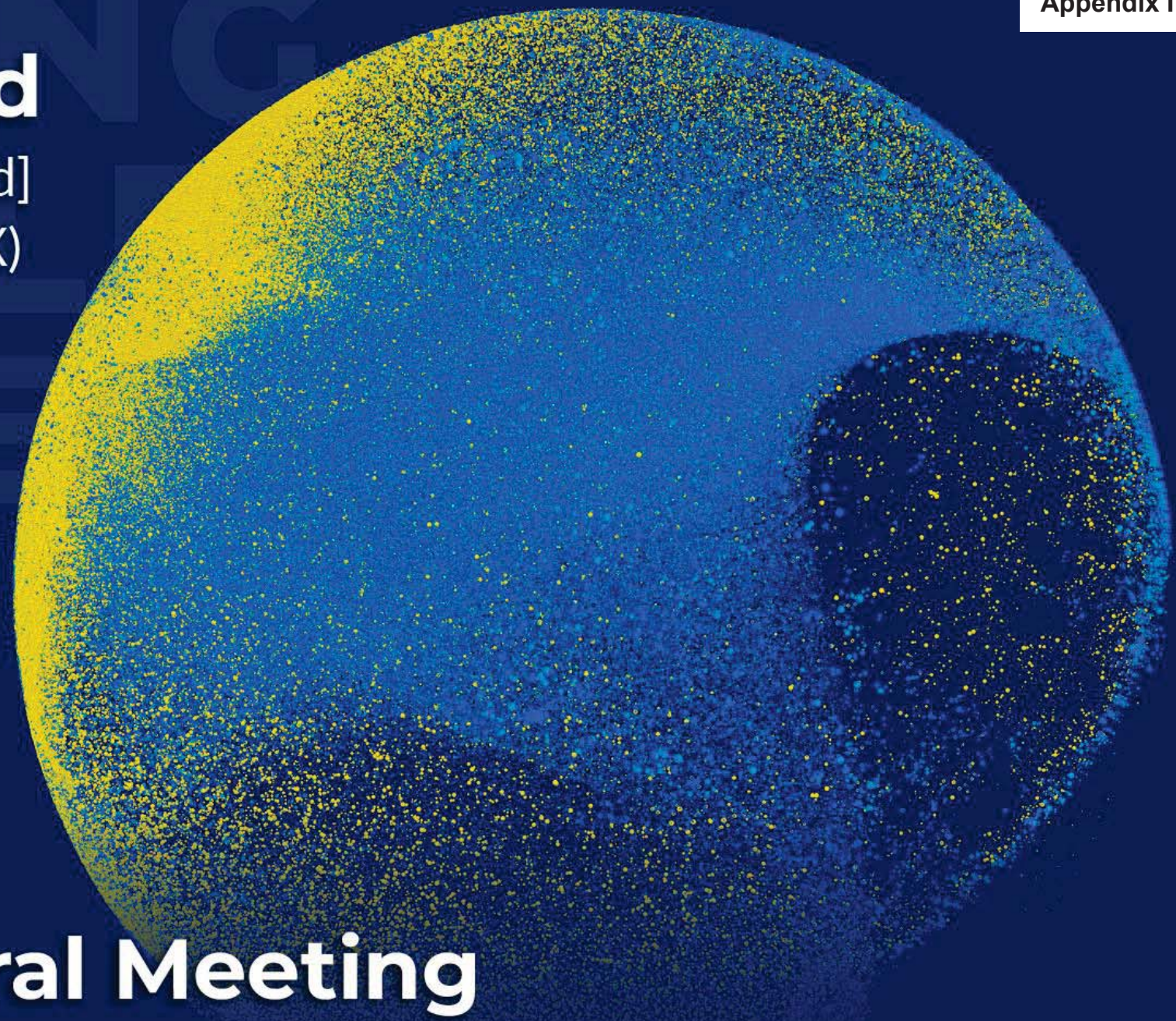
CHAIR OF THE BOARD

DATE:

CelcomDigi Berhad

[formerly known as Digi.Com Berhad]

Reg. No. 199701009694 (425190-X)



26th Annual General Meeting

Tuesday, 23 May 2023 | 10:00AM

celcomdigi

**A NEW DIGITAL GROWTH ENGINE
FOR THE NATION**



Agenda

1 CelcomDigi At A Glance

2 2022 Highlights

3 Fast Forward 2023



Private & Confidential

celcomdigi

Historic Merger A New Chapter In Malaysia's Digitalisation Journey Creating A New Digital Growth Engine For The Nation!

celcomdigi

A Malaysian-owned, Malaysian-led connectivity and digital telco champion



Partnership of two established telcos and iconic brands



Commercially stronger to better serve customers



Stronger capacity to invest and drive digitalisation & innovation



Built on the experience of two multi-market telco giants

Market Leadership



Serving 20.3 mil customers



Largest and widest network



Largest retail and distribution channel in Malaysia

Responsible Business



Diverse and Inclusive Organisation



Prioritising Cybersecurity & Privacy



Committing to Climate Action

Well Supported By Malaysian Institutional Investors

Backed by two largest global telco groups, Axiata and Telenor as equal owners

CURRENT SHAREHOLDING AS AT 19 MAY 2023



KWSP
EPF

9.8%

PNB
Permodalan Nasional Berhad

7.1%

Other non
substantial
shareholders

16.9%



33.1%



33.1%

celcomdigi

**Top 7 on Bursa
with RM 52bil
market cap**

**Largest tech
stock on Bursa
TMT Index**

**59.6% of
Malaysians
shareholding**

Share Price Outperformed Peers and Bursa Malaysia Composite Index

CelcomDigi's share price against peers & KLCI from 6 April 2021 to 20 May 2023

Indexed to 100



CDB's lowest: RM3.17 (6/10/22), CDB's highest: RM4.48 (12/5/23)

Share price rose 21.5% since merger announcement date on 7 Apr'21 driven by improving investor confidence and positive sector outlook



2022 Highlights

FY2022 Financials Reflecting Market Leadership Position

Total Revenue

RM12.5bn

Service Revenue

RM10.7bn

EBITDA

RM6.0bn

Margin of 48%

Profit After Tax

RM2.1bn

Margin of 15%

Total CAPEX

RM1.9bn

CAPEX-to-Sales Ratio of 14%

Total Assets

RM37.5bn

Underpinning combined strength to drive growth

For meaningful analysis of the underlying business performance, comparatives are on comparable basis where:

- merger is assumed effective since 1 Jan 2022; and exclude merger-related costs and accounting adjustments to harmonise accounting policies and estimates

Sustainable Shareholder Return in FY2022

Supported by solid balance sheet and focused core execution

RM1,017 million

FY2022 Dividend Payout

12.2 sen per share

FY2022 Dividend Per Share

2.8% Dividend Yield

**11.1% Total
Shareholder Return***

**Measured against first trading day on 3 Jan 22 with share price of RM4.07. Last trading day on 30 Dec 22 with share price of RM4.40*

Value Creation For All Stakeholder Groups

Building our nation

The nation's largest and strongest digital engine

RM947 mil CAPEX

(13.4% of Total Revenue in 2022)

To drive modernisation & digitalisation initiatives



RM 335 mil

(In 2022)

Serving all Malaysians

20.3 mil

Customers & businesses served

96% 4G | 90% 4G+

Nationwide Coverage



Malaysians' preferred brands for communication network

Putra Brand Awards 2022

Sustainable Supply Chain

Raising the standards of local supply chain and ecosystems

~700 Local Vendors Supported

~RM1.6 bil

Spent on Local Vendors

(2022)

2,245



Suppliers signed Responsible Business Conduct Agreements

Responsible business

Enabling digital empowerment & digital resilience

~200,000

Youth engaged

(2022)

**PED – Keluarga Malaysia Digital Economy Centres*

307 PEDI nationwide

~1,000 Jobs created at PEDI

~120,000 PEDI Users engaged

Developing Talent



~99%

Malaysians



~3,800

Employees

RM315 mil

Staff investments

(2022)



Constituent of Bloomberg Gender Equality Index 2023

Focused On Building A Leading Employer Brand And Culture



Organisational design
completed

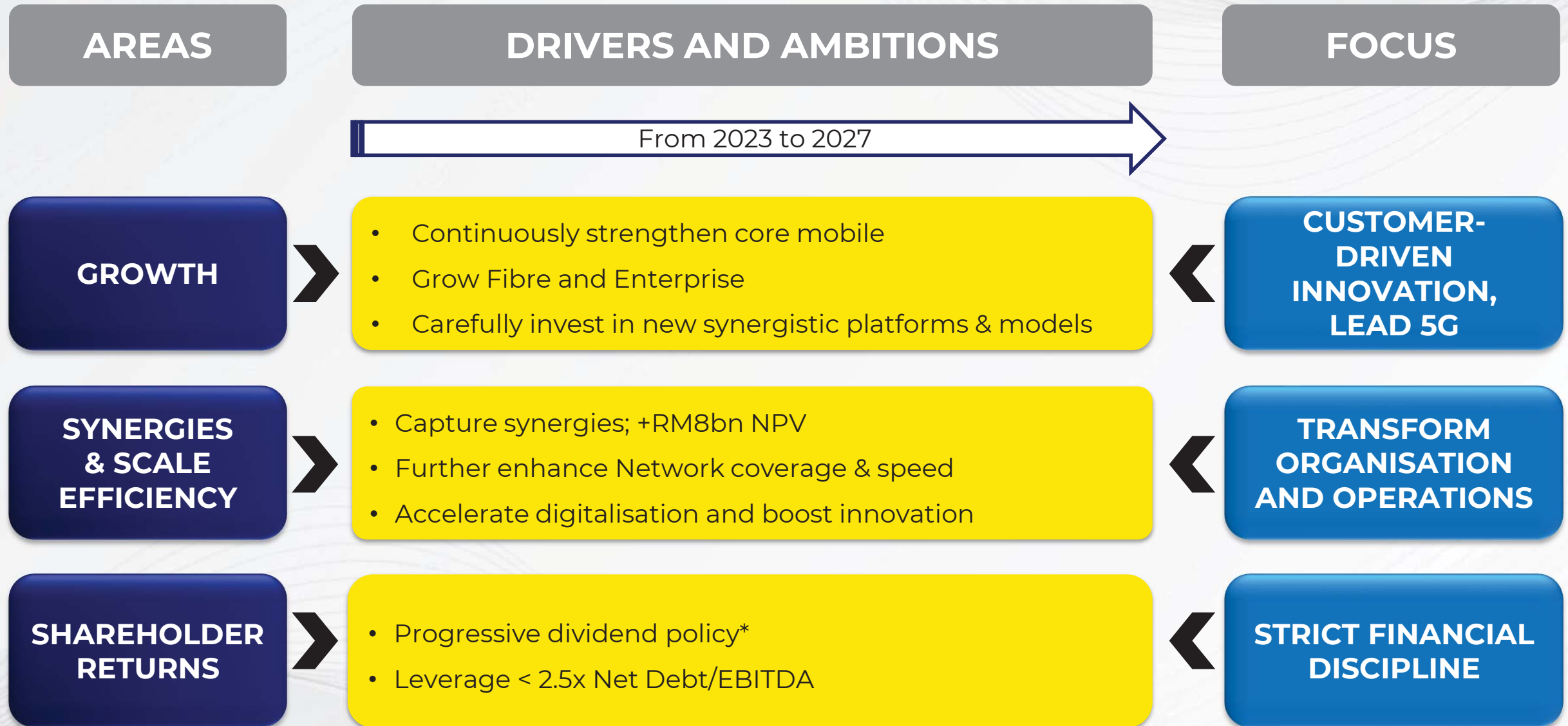
Future-proof talents
and competencies

Culture of innovation
built on efficiency &
engagement



Fast Forward 2023

Focused Execution Of Coherent Strategy



** Subject to market factors and company's performances*

Committed To Driving 5G Leadership

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5G Product Offerings

- **Driving adoption of 5G** in Malaysia
- **Free 5G access for Postpaid and Prepaid** customers will be extended until 31 May 2023

National 5G Development

- **Welcome the Government's decision** on 5G dual network model, with termination of previous equity process
- **Clearing path for new process** to take place
- Play **direct and active role** in national 5G, leveraging on our experience and resources

Seizing New Opportunities While Addressing Key Risks

OPPORTUNITIES

First mover advantage in 5G

- Wide range of 5G offerings across all mobile segments
- 5G roaming passes in more than 30 countries



Accelerating integration

- Focused execution while driving operational excellence transformation across the organization

Investment in innovation

- Driving innovation through new partnerships, leveraging technological advancements



RISKS



Integration Risk

- Navigating integration efforts to fully realise our objectives

Regulatory Risk

- Potential shifts in regulatory frameworks and policies



Sustainability Risk

- Increasing focus and scrutiny on ESG management, which include climate management, data protection and cybersecurity



Reaffirming FY2023 Guidance & Dividend Policy

FY2023 Guidance



Service Revenue Growth

Maintaining growth momentum



EBITDA

Flat to low single digit increase



Capex-to-total revenue ratio¹

Around 15% to 18%

¹ Total CAPEX will include all BAU planned investments and ongoing merger integration activities

Dividend Policy

Progressive dividends on quarterly basis above our **minimum payout ratio of 80%**, backed by:

- Free cash flow strength and significant synergies
- Prudent cash management and capital allocation

CelcomDigi Berhad

[formerly known as Digi.Com Berhad]

Reg. No. 199701009694 (425190-X)

Thank You

Tuesday, 23 May 2023

Q&A Session



1

Responses to questions raised by
**Minority Shareholders Watch
Group (MSWG)**

1) Responses To Questions Raised By MSWG

Operational and Financial Matters

1. *With the merger of Celcom and Digi,*
 - a) *What are the key challenges that needed to be addressed?*
 - b) *What are the key strengths that each party brought to the table?*

Key Challenges

The complexity of merging two large mobile operators of equal size was enormous, especially in having to conduct business as usual throughout the entire duration, while planning for the merger transaction and integration activities at the same time.

Key challenges and considerations faced during the merger:

- Massive and complex integration planning
- Ensure business continuity and protecting day-to-day operations (BAU)
- Consistent engagement and communication with all stakeholders involved
- Cultural integration as well as organisational design

1) Responses To Questions Raised By MSWG

b) What are the key strengths that each party brought to the table?

Key Strengths

- CelcomDigi was established with the aim of realising the combination of scale, experience, resources, and strength of two iconic Malaysian brands – Celcom and Digi with a collective experience of more than 60 years.
- Key strengths of the merger included:
 1. Equal network strength and performance to deliver 4G and 4G+ population coverage reached 96% and 90%, respectively
 2. Economies of scale, experiences and resources of two home-grown brands
 - Stronger distribution and sales channels
 - Leveraging on procurement synergies and enable local start-ups, local vendors, SMEs, large enterprises to access global markets
 3. An inclusive and diverse workforce
 4. Driving operational excellence leveraging on each other's strength in cost and capital management

1) Responses To Questions Raised By MSWG

2. *CelcomDigi is committed to executing its strategy in three areas, one of which is to focus on growth which entails continuously strengthening the core mobile business to sustain its market leadership position, while expanding the Home & Fibre and Enterprise businesses. (page 13 of IAR 2022)*

- a) *What is CelcomDigi's market share in the mobile business? What is its target?*
- b) *What is the current status and achievements for the Group's Home & Fibre and Enterprise businesses and what are the aspirations and targets?*

- CelcomDigi currently holds over 40% of mobile service revenue market share driven by our combined market leadership position across all segments.
- For 2023, we are optimistic of maintaining the growth momentum of Service Revenue leveraging on our growing high-value and differentiated customer offerings for all customer segments.

1) Responses To Questions Raised By MSWG

b) *What is the current status and achievements for the Group's Home & Fibre and Enterprise businesses and what are the aspirations and targets?*

- We will be announcing our first full quarter results on 24 May 2023. More detailed financial information will be made available on our website. Summarised current status and targets as follows:

	Home & Fibre	Enterprise
Current Status	<ul style="list-style-type: none"> Launched our first Home Fibre campaign under CelcomDigi brand, with high-value plans leveraging on high-speed internet proposition 	<ul style="list-style-type: none"> Introduced a range of digital and connectivity solutions namely Mobile, Fixed, IoT, Cloud, and Cybersecurity under CelcomDigi Business brand Signed Memorandum of Understandings with entities: <ul style="list-style-type: none"> MBSB Bank on banking digitalisation Langkawi Port on smart port initiative
Targets	<ul style="list-style-type: none"> The fastest growth in the market by differentiating CelcomDigi brand 	<ul style="list-style-type: none"> A clear leader in the Enterprise segment, serving enterprises of all sizes

1) Responses To Questions Raised By MSWG

3. *One of the Group's strategic pillars is to accelerate the sustainable integration of two leading telcos' networks, IT systems, channels, and people into one merged entity in order to quickly realise synergy savings and efficiencies that can be used to reinvest in future growth. (page 34 of IAR 2022)*

With the integration, what are the major areas of synergy and efficiencies? Is there a likelihood of staff layoff or voluntary separation scheme?

Major Areas of Synergy and Efficiencies

- Mainly through the network modernisation and integration activities, IT platform consolidations and channel integrations, to drive better customer experience and unlock synergies
- Driving operational excellence across the company through simplification and application of advanced technology and OE mindset change.

Layoff or voluntary separation

- Reiterates our commitment to protect employee welfare with no forced retrenchments
- Create opportunities for employees to continue to develop and transform operating model to drive new growth opportunities and develop new innovation for the company
- Proactively review our human capital management from time to time as part of our OE transformation journey

4. *One strategic focus area is to grow significant market share across all Enterprise segments through strategic partnerships enabled by beyond connectivity solutions. (page 35 of IAR 2022)*

What is the progress to date?

- Our newly introduced product offerings under CelcomDigi Business segment reflects the company's commitment to supporting all enterprises throughout their digitalisation journey
- We are well positioned to expand our portfolio of managed services, digital solutions, as well as actively exploring possibilities using 5G technologies.
- Continues to leverage on the strength of internal expertise, partnerships, and our subsidiaries namely Bridgenet and Infront Consulting
 - Both of which are market leaders with significant credentials in their respective fields; cybersecurity and cloud.

1) Responses To Questions Raised By MSWG

5. *Other expenses at Group level rose sharply from RM771.715 million in FY 2021 to RM1,013.804 million in FY 2022. (page 134 of IAR 2022)*

*Which major areas accounted for the sharp increase and what are the reasons for the increase?
What is the outlook for FY 2023?*

The increase in Other Expenses arose from:

- ✓ one-off stamp duty, professional and legal expenses in relation to the acquisition of subsidiaries of RM141.4 million as indicated in Note 7 d) to the accounts (page 172 of the IAR 2022); and
- ✓ 1 month contribution of expenses of subsidiaries acquired on 30 November 2022 of RM103 million.

1) Responses To Questions Raised By MSWG

6. Trade and other receivables:

	Group	
	2022 RM'000	2021 RM'000
Non-current		
Allowance for expected credit loss on trade receivables	(25,485)	-
Allowance for expected credit loss on deposits	(78,482)	-
Current		
Allowance for expected credit loss on trade receivables	(207,013)	(29,040)
Allowance for expected credit loss on other receivables	(415,699)	-
Allowance for expected credit loss on deposits	(96,168)	-

(page 190 of IAR 2022)

At the Group level, in FY 2022, there were sharp increases in allowances for credit losses for trade receivables, deposits and other receivables.

Please explain the sharp increases. Is there a need for the credit risk management policy to be reviewed?

- The increase is due to the inclusion of the expected credit losses of subsidiaries acquired during the year amounting to RM773.2 million as set out in the table on the movement in allowance for expected credit losses in Note 34.2 (page 213 of the IAR 2022).
- The charge for the current financial year is RM79.5 million (FY2021: RM54.5 million), increased with the inclusion of the expected credit losses charge of the subsidiaries acquired.
- The credit risk management policy of the Group as set out in Note 34.2 (page 212 of the IAR 2022) is reviewed periodically to ensure its effectiveness in addressing the credit risks of the Group.

Q&A Session



2

Responses to **pre-submitted** questions by shareholders

2) Responses To Pre-Submitted Questions By Shareholders

30

1. *We understand that CelcomDigi has decided not to give door gifts. Would the Board consider giving out CelcomDigi's e-vouchers instead?*

- There will be no distribution of AGM door gifts physical or electronically this year.
- We will continue to curate products and services that offer best-value deals and bundles for all segments and walks of life.
 - Inclusive and affordable bundled plans to cater for a wider group of customers and to address industry-specific needs

2) Responses To Pre-Submitted Questions By Shareholders

2. *Resolution No. 9 is seeking approval for directors fees & allowance amounting to RM2.25mil & RM110K representing a 250% and 687% increase compared to each of the past 3 years of RM900K & 16K respectively. Please explain.*

- CelcomDigi is currently seeking shareholders' approval for the period from 23 May 2023 until AGM 2024 (approximately 12 months), the total amount of proposed fees (RM2,250,000) and benefits (RM110,000) to be approved in AGM 2023 are higher as compared to AGM 2022 due to:
 - a) adjustment in Director's fees when the MergeCo was formed. A HR consultancy firm was engaged to undertake a benchmark exercise on the structure and fees for the Directors.
 - a) increase in the number of Directors from 6 pre-merger (Digi) to 10 post- merger (CelcomDigi). This change in Board composition was previously approved at the EGM on merger. The number of paid Directors increased from 3 to 5, the Non-Executive Directors who are also the employees of Telenor or Axiata group are not entitled to the Directors' fees and benefits payable.
- The details on Directors' remuneration for the financial year 2022 is disclosed on named basis and based on pre-merger (Digi) and post-merger (CelcomDigi) in our Integrated Annual Report on page 103.

2) Responses To Pre-Submitted Questions By Shareholders

3. *If the Nomination and Remuneration Committee assesses outsider candidates prior in deciding on the retention of existing board members? Is there an interview process?*

- The BNRC evaluates the performance of each Director on annual basis based on criteria such as:
 - a) Ability to fulfill fiduciary duties and roles diligently, independently and effectively
 - b) Time commitment to the Company
 - c) Ability to challenge and ask question before making any decision, amongst others
- Continue to develop their knowledge within their professional fields as well as broaden the knowledge in relation to the telco industry.
- The Board appointment process is disclosed in our Integrated Annual Report on page 97.

2) Responses To Pre-Submitted Questions By Shareholders

4. Any expected changes to dividend policy in the future?

- There is no plan to change any existing dividend policy that we currently have right now.
- We continue to distribute minimum of 80% of profit after tax to be paid on quarterly basis

2) Responses To Pre-Submitted Questions By Shareholders

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5. What should shareholders expect in 2023?

The Management has presented the Outlook and Guidance of 2023 in their presentation earlier.

To sum up, the Board is optimistic on the Company's focused execution in delivering its strategic priorities this year:

- Accelerating merger integration activities and drive operational excellence across the organisation
- Continuously strengthening the core business segments, while growing the new business segments such as Enterprise and Fibre
- Sustaining financial strength to deliver shareholder returns
- Delivering on business commitments responsibly and upholding high governance standards

Q&A Session



3

Live Q&A

CelcomDigi Berhad

[formerly known as Digi.Com Berhad]

Reg. No. 199701009694 (425190-X)

Thank You

Tuesday, 23 May 2023

Responses to questions received from shareholders – Pre-AGM and During AGM

CelcomDigi Berhad's 26th Annual General Meeting

No.	Questions Received from Shareholders	Responses
Door gift/e-vouchers		
1	Shareholders requested for door gifts and suggested type of door gifts.	<ul style="list-style-type: none"> There will be no distribution of AGM door gifts physically or electronically this year. Thank you for the suggestion, we will evaluate this for the next AGM when closer to the time.
Policies		
2	How well has the company positioned itself in the telco market post merger?	<ul style="list-style-type: none"> Delivering the widest network coverage, leading position in network quality. Being the #1 digital enabler, serving 20mil customers - market leadership in the mobile segment. Driving growth in convergence and enterprise solutions - and launched new home fibre and enterprise product offerings under CD brand. Invest in innovation and 5G.
Directors Appointment		
3	Ms Vimala will exceed 9 years tenure as Independent Director next year. Can you share with us CelcomDigi plan for this? Is CelcomDigi going to appoint new female Independent Director to make sure the Group align with 30% female Directors?	<ul style="list-style-type: none"> As at the date of this report, all the INEDs of the Company have not exceeded the cumulative term of 9 years The BNRC will through the annual assessment review the performance of Ms Vimala Menon who will serve the Board more than 9 years on 30 June 2024. Given that CelcomDigi Berhad had only been merged for approximately 6 months, Ms Vimala Menon's vast experience enables her to provide the Board with a diverse set of experience, expertise, skills and competence. She has good understanding of the industry and the Company's business operations which enables her to participate actively and contribute effectively to the discussions without compromising her independence and objective judgement, in addition to providing guidance to the new Management team. Sufficient time is required by the Company to find a suitable successor for Ms Vimala Menon as an INED, who is also a member of Board Audit Committee and Board Nomination and Remuneration Committee to ensure an orderly succession plan. CelcomDigi is in compliant with the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") on the requirements of an Independent Director.
Audit Fees		
4	Can you disclose the audit fees for this year?	<ul style="list-style-type: none"> We are unable to provide that as this is pending the necessary Board approval.

		<ul style="list-style-type: none"> The expected increase in audit fees would be natural given the complexity and expanded scope of work following the completion of two large telcos in the market. The auditor is expected to ensure full harmonisation and alignment of financial structure, while ensuring the company adheres to all required laws and regulations.
Directors' Fees		
5	Resolution No. 9 is seeking approval for directors fees & allowance amounting to RM2.25mil & RM110K representing a 250% and 687% increase compared to each of the past 3 years of RM900K & 16K respectively. Please explain.	<ul style="list-style-type: none"> The Board, via the BNRC had taken into consideration the responsibility and contribution required from a Director in view of telco industry, and also the market rate among the industry, hence, the proposed directors' fees (RM2.25m) and benefits payable (RM110k) to be approved by shareholders at the AGM. The increase is due to additional directors appointed to the Company on 30 November 2022 upon completion of the merger between Digi and Celcom ("Merger"). Please note that the Non-Executive Directors who are also the employees of Telenor or Axiata group are not entitled to the Directors' fees and benefits payable. The mandate sought in AGM 2022 held on 13 May 2022 was for the period from 14 May 2022 until AGM 2023 (approximately 12 months). Due to the Merger, the portion of the approved amount obtained at the AGM 2022 had been paid to the Directors (i.e. Ms Vimala V.R. Menon, Datuk Iain John Lo and Pn. Yasmin Aladad Khan) for their services prior to the Merger. The remaining balance of the approved amount by the shareholders at the AGM 2022 was not utilized upon the merger on 30 November 2022. CelcomDigi sought a new mandate from the shareholders at its EGM held on 24 February 2023 for the period from 30 November 2022 until AGM 2023 (approximately 6 months). The Directors who are entitled to the fees and benefits include Ms Vimala V.R. Menon, Datuk Iain John Lo, Tan Sri Abdul Farid Alias and Pn. Khatijah Shah Mohamed as well as Tengku Dato' Sri Azmil Zahrudin who was appointed on 19 January 2023. Tan Sri Halim Shafie and Thayaparan S Sangarapillai received their entitlement until their resignation on 19 January 2023. CelcomDigi is currently seeking shareholders' approval for the period from 23 May 2023 until AGM 2024 (approximately 12 months). Therefore, the total amount of proposed fees (RM2,250,000) and benefits (RM110,000) to be approved in AGM 2023 are higher as compared to AGM 2022.
6	Can we understand why the Directors' fees increased significantly from RM1.1m in 2022 to RM2.25m in 2023?	<ul style="list-style-type: none"> This is mainly driven by the additional directors appointed to the Company since 30 November 2022 upon merger. During pre-merger (Jan 2022 – 30 Nov 2022): The Company had 6 directors, i.e. 3 were NINEDs and employees of Telenor group, hence, they were not entitled for the Directors' fees while remaining 3 were IDs and were entitled to the fees.

		<ul style="list-style-type: none"> Completion of the merger (30 Nov 2022-31 Dec 2022): The Company has 10 directors. Out of the 10 directors, 6 were entitled to the Directors' fees. The 6 directors were Tan Sri Halim Shafie, Thayaparan S Sangarapillai, Tan Sri Abdul Farid Alias, Vimala V.R. Menon, Datuk Iain John Lo and Khatijah Shah Mohamed. Jan 2023 - Dec 2023: The Company has a total of 10 Directors. Out of the 10 directors, 5 are eligible for the Directors' fees, namely Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz, Tan Sri Abdul Farid Alias, Vimala V.R. Menon, Datuk Iain John Lo and Khatijah Shah Mohamed.
RRPT		
7	General explanation on the mandate differences YoY	<ul style="list-style-type: none"> The mandates are not comparative due to post merger, we have extended related parties, hence there were new mandate approved on 24th February EGM to cover the 3 months mandate till the date of next AGM in May 2023.
CelcomDigi-Telenor		
8	Can you guide us the nature of business between CelcomDigi and Telenor?	<ul style="list-style-type: none"> Mainly relating to managed services of sourcing synergies, provision of manage and support services for IT platforms, use of licenses and trademark and traffic related services with the Telenor group of companies (Interconnect and roaming traffic).
9	Why is the utilisation rate for the RRPT between CelcomDigi and Telenor is so low, at 46% in 2022?	<ul style="list-style-type: none"> The reason for lower utilisation is mainly due to : <ul style="list-style-type: none"> Termination of the fixed BSC contract with Telenor with effect from date of merger (1st Dec) Delayed activities resulting in delayed in spending on managed services The actual value transacted is until LPD (Mar) not full 2 months period as per the mandate Most of the non-critical and non-BAU activities were put on hold, pending the then merger process. As a result, the transacted volumes and services with Telenor-related businesses were lower
CelcomDigi-Axiata		
10	Can we understand the nature of transaction between CelcomDigi and Axiata?	<ul style="list-style-type: none"> Mainly relating to expenses paid to Axiata on leasing of its sites and infrastructures, provision of manage and support services for IT platforms, use of licenses and trademark and traffic related services with the Axiata group of companies (Interconnect and roaming traffic).
11	The amount requested for this year for RRPT with Axiata is significantly higher. Can we understand why?	<ul style="list-style-type: none"> Arising from the merger, Axiata becomes a related party of CelcomDigi Berhad effective 30th November 2022, date of the merger. Subsequent to the merger, CelcomDigi Berhad obtained shareholders approval for the new mandate with Axiata during the EGM on 24th February 2023, for the expected spend from 24th February to 23rd May (upcoming AGM), which consist of approximately 3 months spending. In this year's request for RRPT with Axiata to be obtained in the upcoming AGM, the shareholders' mandate covers the full 12

		months period from 23rd May till next AGM. That explains the 4 times increase in proposed mandate renewal.
CelcomDigi-DNB		
12	Is the estimated value for FY23 is in-line with nation's coverage target? i.e 80% coverage by FY23?	<ul style="list-style-type: none"> Yes, as the committed payment to DNB is dependent on DNB's rollout progress, and currently the target for 5G coverage stands at 80% of CoPA.
13	What is the basis of determining the transaction value? Do we expect some discounts in 2023?	<ul style="list-style-type: none"> The current terms of the access access agreement signed in November 2022 remain effective until further announcement and changes by the authorities. We will apprise the changes to the commercial terms when made available.
CelcomDigi-TM		
14	Please explain the transaction between CelcomDigi and Telekom Malaysia	<ul style="list-style-type: none"> Mainly relating to leased line and bandwidth leasing, site leasing, and traffic related services with the Axiata group of companies (Interconnect and roaming traffic). We have ongoing contracts for the provision of mobile and digital services to TM operations.
15	What is the site operating charges mentioned on the expenses nature?	<ul style="list-style-type: none"> That is in relation to site leasing which is previously managed under the joint-build plans between Digi-TM and Celcom-TM. It is referring to site rental, site maintenance and site utility charges.
16	Can we understand why the amount requested for this year is significantly higher than the last year?	<ul style="list-style-type: none"> Arising from the merger, TM becomes a related party of CelcomDigi Berhad effective 30th November 2022, date of the merger. Subsequent to the merger, CelcomDigi Berhad obtained shareholders approval for the new mandate with TM during the EGM on 24th February 2023, for the expected spend from 24th February to 23rd May (upcoming AGM), which consist of approximately 3 months spending. In this year's request for RRPT with TM to be obtained in the upcoming AGM, the shareholders' mandate covers the full 12 months period from 23rd May till next AGM. That explains the 4 times increase in proposed mandate renewal.
Proposed Adoption		
17	The Proposed Adoption, it is a normal practice for a new formed mergeCo?	<ul style="list-style-type: none"> The rationale for the Proposed Adoption are to better regulate CelcomDigi's Board's proceedings, improve certain aspects of corporate governance, improve clarity of certain articles and updating certain terminology changes and removal of object clause to be in line with the Companies Act 2016 and MMLR of Bursa Securities.
18	Can you list out all the effect of the Proposed Adoption?	<ul style="list-style-type: none"> The Proposed Adoption provides the Constitution to be in line with the Companies Act 2016 and MMLR of Bursa Securities. It also enhances administrative efficiency and provides greater clarity to the Constitution. Please refer to Appendix II of the Circular to Shareholders download (bursamalaysia.com) for the key proposed amendments which amongst others include:

		<ul style="list-style-type: none"> i. Increase the minimum number of Directors from 2 to 3. ii. Remove Board Chair's second/casting vote. iii. Requiring Board resolutions in writing to be signed by all Directors of the Company. iv. Providing for a process for alternate Director to attend Board meeting. v. Providing details of Directors' power. vi. Requiring the Board to meet at least once every three (3) months.
19	In what condition could we expect the Company to amend the Company's Constitution moving forward?	<ul style="list-style-type: none"> • The Company's Constitution will be reviewed to ensure it does not contravene the Companies Act 2016 and MMLR of Bursa Securities.

Responses to questions received from shareholders – Live submitted

CelcomDigi Berhad's 26 th Annual General Meeting

No.	Questions Received from Shareholders	Responses
Door gift/e-vouchers		
1	Shareholders requested for door gifts and suggested type of door gifts.	<ul style="list-style-type: none"> There will be no distribution of AGM door gifts physically or electronically this year. Thank you for the suggestion, we will evaluate this for the next AGM when closer to the time.
Financial		
2	What is your profit target this year? When are you going to pay dividend?	<ul style="list-style-type: none"> We have provided guidance in terms of Service revenue and EBITDA growth. We do not normally guide beyond that, but we are committed to delivering our internal target for Management. Pay progressive dividends on quarterly basis above our minimum payout ratio of 80% of: <ul style="list-style-type: none"> Free cash flow strength and sufficient financial capabilities Prudent cash management and capital allocation
3	Why the lease value of telco sites and spectrum bandwidths increase significantly? Any financial impact to the company?	<ul style="list-style-type: none"> Page 182 of IAR
Secretarial		
4	Request for company Annual Report.	<ul style="list-style-type: none"> You can email the Investor Relations team at invesrel@celcomdigi.com and a copy will be mailed to you.
5	How much does the company spend on this virtual AGM?	<ul style="list-style-type: none"> The total cost of the virtual AGM is approximately RM40,000.00 that includes proxy processing and summary report, electronic poll voting for pre-general meeting and day of general meeting.
6	Is the director given any allowance for today meeting?	<ul style="list-style-type: none"> No, the Directors has not been allocated with any meeting allowances. It's part of our duty.
7	What is the review process of RRPT to ensure minority shareholders interest is protected?	<ul style="list-style-type: none"> The BAC review the RRPT procedures on a quarterly basis, to ensure that the RRPTs will be carried out on normal commercial terms which are not detrimental or prejudicial to the interest of the minority shareholders. This include, making sure all terms of the RRPTs are not more favourable for the related partis than those generally available to the Public. More details can be referred to Section 2.6, Part A of our Circular to shareholders.
8	Is there a whistleblowing hotline for staff/customers/suppliers to	<ul style="list-style-type: none"> There is an independent Whistleblowing Hotline set up from Day 1 of the merger for reporting of irregularities, misconduct or breaches to the Code of Conduct.

	highlight any wrongdoing. What is the process to ensure all cases are managed independently and fairly and report to the board. How many cases of fraud cases reported last year and what is the losses to the company?	<ul style="list-style-type: none"> • The Whistleblowing process is managed entirely by the Internal Audit department, where all reported concerns are solely received and investigated by the Investigation Unit within Internal Audit. • To ensure independence, the Internal Auditors report directly to the Board Audit Committee. • We will not disclose the total number of fraud and non-compliance cases.
9	Why do you need E&Y to review statement of risk management & internal control? This piece of work can be done by the Internal Audit Department. How much was the cost involved?	<ul style="list-style-type: none"> • Paragraph 15.23 and rule 15.23 of the Listing Requirements requires a listed corporation to ensure that the external auditor reviews the SORMIC made by the Board of Directors pursuant to paragraph 15.26(b) and rule 15.26(b) and report the results of the review to the Board of Directors. • The cost of performing this task by EY was approximately RM10,000.
10	Why was the non-audit fees jumped so drastically last year? What advisory services performed by E&Y and what type of work performed?	<ul style="list-style-type: none"> • The increase in non-audit fees in 2022 was mainly attributed to additional audit and assessment throughout the merger of Digi Telecommunication and Celcom Axiata Berhad. • Some of the key non-audit services rendered were preparation of accountant reports for the merger, advisory services on corporate structure, review of risk controls, among others. • Moving forward, we expect slight increase in audit fees to reflect the increased scope of works given the complexity of financial processes and systems post-merger. • The auditor is expected to ensure full harmonisation and alignment of financial structure.
Outlook		
11	Any expected changes to dividend policy in the future?	<ul style="list-style-type: none"> • There is no plan to change any existing dividend policy that we currently have right now. <p><u>Note for Directors</u></p> <ul style="list-style-type: none"> • Continue to distribute minimum of 80% of profit after tax to be paid on quarterly basis <p>Manage within our leverage level threshold of not more than 2.5x Net Debt/EBITDA</p>
12	What should shareholders expect in 2023?	<ul style="list-style-type: none"> • The establishment of CelcomDigi through the merger of Celcom and Digi was a major milestone not just for us, but also for Malaysia's digitalisation journey • Today, we are the nation's largest telecommunications operator and are proud to be among the top 10 largest companies by market capitalisation on Bursa Malaysia • We have the scale, experience, and resources to be the most trusted partner to consumers, businesses, and government by playing a significant part in driving the digitalisation growth that will propel Malaysia's economic competitiveness <ul style="list-style-type: none"> ○ Accelerating merger integration activities ○ Developing CelcomDigi into a Top TelcoTech Company

		<ul style="list-style-type: none"> ○ Sustaining Financial Strength to Deliver Healthy Shareholder Returns ○ Delivering on Business Commitments Responsibly ● Committed to Upholding Good Corporate Governance
Merger		
13	What is the rationale of CelcomDigi merger?	<ul style="list-style-type: none"> ● Market consolidation. ● Strength and resilience in managing escalating data demand. ● Commercially stronger with combined enhanced economies of scale. ● Stronger capability to invest and drive digitisation, innovation and sustainable growth for Malaysia. ● Financially resilient to mitigate industry challenges in the mid to long term.
14	How well has the company positioned itself in the telco market post merger?	<ul style="list-style-type: none"> ● Delivering the widest network coverage, leading position in network quality. ● Being the #1 digital enabler, serving 20mil customers - market leadership in the mobile segment. ● Driving growth in convergence and enterprise solutions - and launched new home fibre and enterprise product offerings under CD brand. ● Invest in innovation and 5G.
5G / DNB		
15	What is the impact of the latest 5G DWN model announcement on CelcomDigi's plans? and are there any details available regarding payments made by CelcomDigi to DNB, if any prior to the termination of the SSA for DNB?	<ul style="list-style-type: none"> ● Welcome government's decision, have been working closely with the relevant parties to support the Government's review process on 5G policy. ● Regarding payments to DNB on equity process, we have not made any payments. ● Will appraise all stakeholders at the right time.
Feedback / Suggestion		
16	Do not use Boardroom for RPV in future. It is not integrated and doesn't allow us to vote when the meeting starts. Need a separate app for RPV. Use SSHSB or Tricor in future.	<ul style="list-style-type: none"> ● Thank you for your feedback. We take all feedback seriously as part of our continuous improvements towards customers' experience.
17	Kindly allow us to vote when the meeting starts and not keep us waiting long.	<ul style="list-style-type: none"> ● Thank you for your suggestion, we will evaluate this for the next AGM when closer to the time.

SKY

CORPORATE SERVICES SDN BHD

Registration No. : 199301021831 (276569-W)

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CELCOMDIGI BERHAD

(formerly known as Digi.Com Berhad)

Level 30, Menara Celcom,
No. 6, Persiaran Barat,
Seksyen 52,
46200 Petaling Jaya,
Selangor,
Malaysia

Our Ref ZY/SAL/HF/SYS/SAA/23

Contact Ext 03-7890 4800

Attn: Chairman of the Meeting

Date: 23 May 2023

Re: Independent Scrutineer Report for the conduct of poll for CelcomDigi Berhad's (formerly known as Digi.Com Berhad) Twenty-Sixth Annual General Meeting ("26th AGM") held on 23 May 2023

We SKY Corporate Services Sdn. Bhd. as the appointed independent scrutineers in attendance at the Twenty-Sixth Annual General Meeting ("26th AGM") of CelcomDigi Berhad (formerly known as Digi.Com Berhad) held on 23 May 2023 have performed the procedures as listed in our letter of engagement dated 31 March 2023.

The results of the poll, as casted by the shareholders and proxy holders present and voted, based on the results generated by the Polling System provided by Boardroom Share Registrars Sdn. Bhd. are as per enclosed.

Thank you,

For and on behalf of
SKY Corporate Services Sdn. Bhd.


Independent Scrutineer

CELCOMDIGI BERHAD

26TH ANNUAL GENERAL MEETING

BROADCAST VENUE AT AUDITORIUM, LEVEL PODIUM 6, MENARA CELCOMDIGI, NO. 6, PERSIARAN BARAT, SEKSYEN 52,
46200 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA

TUESDAY, 23 MAY 2023 AT 10.00 A.M.

Polling Results

RESOLUTION	Vote FOR			Vote AGAINST			TOTAL Vote	
	RECORDS	NO. OF		RECORDS	NO. OF		NO. OF	
		SHARES	%		SHARES	%	RECORDS	SHARES
ORDINARY RESOLUTION 1	1,225	10,689,077.127	98.1611	539	200,239.719	1.8389	1,764	10,889,316.846
ORDINARY RESOLUTION 2	1,419	10,800,152.148	99.1992	341	87,185.447	0.8008	1,760	10,887,337.595
ORDINARY RESOLUTION 3	1,399	10,788,223.123	99.0714	367	101,114.172	0.9286	1,766	10,889,337.295
ORDINARY RESOLUTION 4	1,330	10,754,726.619	98.8062	430	129,939.276	1.1938	1,760	10,884,665.895
ORDINARY RESOLUTION 5	1,335	10,759,813.302	98.8529	425	124,852.593	1.1471	1,760	10,884,665.895
ORDINARY RESOLUTION 6	1,422	10,805,490.218	99.2300	343	83,847.077	0.7700	1,765	10,889,337.295
ORDINARY RESOLUTION 7	1,505	10,855,694.025	99.6913	248	33,609.904	0.3087	1,753	10,889,303.929
ORDINARY RESOLUTION 8	1,527	10,887,632.478	99.9843	225	1,704.821	0.0157	1,752	10,889,337.299
ORDINARY RESOLUTION 9	1,429	10,819,700.666	99.3655	316	69,090.633	0.6345	1,745	10,888,791.299
ORDINARY RESOLUTION 10	1,154	10,571,233.925	97.0819	608	317,746.440	2.9181	1,762	10,888,980.365
ORDINARY RESOLUTION 11	1,546	7,006,094.642	99.9984	207	113.515	0.0016	1,753	7,006,208.157
ORDINARY RESOLUTION 12	1,540	6,179,011.940	99.9984	204	98.615	0.0016	1,744	6,179,110.555
ORDINARY RESOLUTION 13	1,537	7,006,100.535	99.9985	212	103.220	0.0015	1,749	7,006,203.755
ORDINARY RESOLUTION 14	1,535	7,006,100.431	99.9985	215	103.824	0.0015	1,750	7,006,204.255
ORDINARY RESOLUTION 15	1,530	6,179,006.732	99.9983	213	102.823	0.0017	1,743	6,179,109.555
SPECIAL RESOLUTION	1,536	10,889,238.385	99.9991	213	97.811	0.0009	1,749	10,889,336.196



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