

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth Annual General Meeting (“**26th AGM**”) of CelcomDigi Berhad (formerly known as Digi.Com Berhad) (“**the Company**”) will be 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. or at any adjournment thereof, for the transaction of the following business:

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
(Please refer to Note 1 of the Explanatory Notes)
2. To re-elect Ms Vimala V.R. Menon who retires pursuant to Article 98(A) of the Company’s Articles of Association and being eligible, offers herself for re-election.
(Please refer to Note 2 of the Explanatory Notes) **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to Article 98(E) of the Company’s Articles of Association and being eligible, offer themselves for re-election:
 - (i) Tengku Dato’ Sri Azmil Zahrudin Raja Abdul Aziz **Ordinary Resolution 2**
 - (ii) Mr Jørgen Christian Arentz Rostrup **Ordinary Resolution 3**
 - (iii) Dr. Shridhir Sariputta Hansa Wijayasuriya **Ordinary Resolution 4**
 - (iv) Mr Vivek Sood **Ordinary Resolution 5**
 - (v) Ms Rita Skjaervik **Ordinary Resolution 6**
 - (vi) Tan Sri Abdul Farid Alias **Ordinary Resolution 7**
 - (vii) Puan Khatijah Shah Mohamed **Ordinary Resolution 8***(Please refer to Note 2 of the Explanatory Notes)*
4. To approve the payment of Directors’ fees of up to RM2,250,000 and benefits payable of up to RM110,000 to the Non-Executive Directors with effect from 23 May 2023 until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company.
(Please refer to Note 3 of the Explanatory Notes) **Ordinary Resolution 9**
5. To re-appoint Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration.
(Please refer to Note 4 of the Explanatory Notes) **Ordinary Resolution 10**

Special Business

To consider and, if deemed fit, to pass the following resolutions:-

6. **Ordinary Resolution** **Ordinary Resolution 11**
Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Berhad (formerly known as Digi.Com Berhad) and its subsidiaries (“CelcomDigi Group”) and Telenor ASA and its subsidiaries (“Telenor Group”) (“Proposed Renewal of Shareholders’ Mandate 1”)
(Please refer to Note 5 of the Explanatory Notes)

Notice of Annual General Meeting

“THAT, subject to the provisions of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“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:

- (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;
- (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
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

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.”

7. Ordinary Resolution

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”)

(Please refer to Note 5 of the Explanatory Notes)

“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:

- (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;

Notice of Annual General Meeting

- (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
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

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 2."

8. Ordinary Resolution

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")

(Please refer to Note 5 of the Explanatory Notes)

"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:

- (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;
- (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
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

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."

9. Ordinary Resolution

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")

(Please refer to Note 5 of the Explanatory Notes)

Notice of Annual General Meeting

“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:

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders’ 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;
- (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
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

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.”

10. Ordinary Resolution

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”)

(Please refer to Note 5 of the Explanatory Notes)

“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:

- (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;
- (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
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

Notice of Annual General Meeting

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."

11. Special Resolution

Special Resolution

Proposed adoption of new Constitution of the Company ("Proposed Adoption")

(Please refer to Note 6 of the Explanatory Notes)

"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.

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."

12. To transact any other business of which due notice shall has been given in accordance with the Companies Act 2016 and the Company's Articles of Association.

By Order of the Board

CELCOMDIGI BERHAD (FORMERLY KNOWN AS DIGI.COM BERHAD)

CHOO MUN LAI (MAICSA 7039980)

SSM PC No: 201908001003

TAI YIT CHAN (MAICSA 7009143)

SSM PC No: 202008001023

Company Secretaries

Selangor Darul Ehsan, Malaysia

21 April 2023

NOTES

- (i) The 26th AGM of the Company will be conducted on a virtual basis through live streaming and online voting using Remote Participation and Electronic Voting ("RPEV") facilities at <https://meeting.boardroomlimited.my>. The procedures for members to register, attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely via the RPEV facilities are provided in the Administrative Guides for the 26th AGM which is also available on the Company's website at <https://celcomdigi.listedcompany.com/agm.html>.
- (ii) The Broadcast Venue is strictly for the purpose of complying with subsection 327(2) of the Companies Act 2016 which requires the Chair of the 26th AGM of the Company to be present at the main venue in Malaysia. Shareholders/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to attend the 26th AGM in person at the Broadcast Venue on the day of the Meeting. Any shareholders or proxies or corporate representatives who turn up at the Broadcast Venue would be requested to leave the venue politely.
- (iii) In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 16 May 2023 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the Meeting.

Notice of Annual General Meeting

- (iv) A shareholder entitled to participate at the 26th AGM is entitled to appoint not more than two (2) proxies to participate on his/her behalf. Where a shareholder appoints more than one (1) proxy, the appointment shall not be valid unless the shareholder specifies the proportions of his/her shareholdings to be represented by each proxy.
- (v) A proxy or attorney need not be a shareholder of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate at the Meeting shall have the same rights as the shareholder to speak at the Meeting.
- (vi) Where a shareholder 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) as defined under the Securities Industry (Central Depositories) Act 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- (vii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- (viii) The instrument appointing a proxy together with the power of attorney (if any) or a certified copy thereof must be deposited at the Poll Administrator's Office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned in the above. For further information on the electronic submission of Form of Proxy, kindly refer to the Administrative Guides.
- (ix) If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in our virtual 26th AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy before the 26th AGM. On revocation, your proxy(ies) will not be allowed to participate in the 26th AGM. In such event, you should advise your proxy accordingly.
- (x) Pursuant to Paragraph 8.29A of the MMLR of Bursa Securities, all the resolutions set out in the Notice of 26th AGM will put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

EXPLANATORY NOTES

1. Audited Financial Statements for the financial year ended 31 December 2022

The Audited Financial Statements under Item 1 of the Agenda are laid in accordance with subsection 340(1)(a) the Companies Act 2016 for discussion only. They do not require shareholders' approval and hence, this agenda item will not be put forward for voting.

2. Ordinary Resolutions 1 to 8 – Re-election of Directors

The Board via the Board Nomination and Remuneration Committee has reviewed the performance of each Director subject for re-election, through an annual assessment, and are satisfied with the performance, contribution and effectiveness of the Directors. Ms Vimala V.R. Menon, Tengku Dato' Sri Azmil Zahruddin Raja Abdul Aziz, Mr Jørgen Christian Arentz Rostrup, Dr. Shridhir Sariputta Hansa Wijayasuriya, Mr Vivek Sood, Ms Rita Skjaervik, Tan Sri Abdul Farid Alias and Puan Khatijah Shah Mohamed being eligible, have offered themselves for re-election at this 26th AGM.

Notice of Annual General Meeting

These eight (8) retiring Directors have abstained from deliberations and decisions on their own eligibility and suitability to stand for re-election at the relevant Board and Board Committees meetings. They do not hold any shares in the Company and have no conflict of interests with the Company. The profiles of these retiring Directors are set out from pages 77 to 81 of the Integrated Annual Report 2022.

3. Ordinary Resolution 9 - Payment of Directors' Fees and Benefits

Pursuant to subsection 230(1) of the Companies Act 2016, the fees of the directors, and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The fees and benefits structure of the Non-Executive Directors of the Company are as follows:

- Monthly fixed fees for duties as Chair/Directors;
- Monthly fixed fees for duties as Board Committees Chair/Members; and
- Medical and insurance coverage, telecommunication facilities and other claimable benefits payable of up to RM110,000.

The Non-Executive Directors, who are also employees of Telenor Group or Axiata Group shall not be entitled to the Directors' fees and benefits payable.

The Directors' fees and benefits payable for the Non-Executive Directors for the period from 23 May 2023 until the conclusion of the next AGM of the Company ("Mandate Period") are estimated not to exceed RM2.4 million. The calculation is based on the assumption that the number of Non-Executive Directors will remain until the next AGM. This resolution is to facilitate payment of the Directors' fees and benefits for the Mandate Period. The Board will seek shareholders' approval at the next AGM in the event the Directors' fees and benefits proposed are insufficient.

The breakdown of the detailed Directors' remuneration for the financial year ended 31 December 2022 is disclosed in the Integrated Annual Report 2022 and Corporate Governance Report 2022, which are accessible to the public at the Company's website.

4. Ordinary Resolution 10 - Re-appointment of Ernst & Young PLT as Auditors of the Company

The Board had via the Board Audit Committee evaluated the independence, competency and reliability of Ernst & Young PLT ("EY") according to the relevant criteria prescribed by Paragraph 15.21 of the MMLR of Bursa Securities. The Board was satisfied with the performance of EY and had recommended the re-appointment of EY as Auditors of the Company for the financial year ending 31 December 2023 to the shareholders for approval.

5. Ordinary Resolutions 11 to 15 - Proposed Renewal of Shareholders' Mandates 1 to 5

Ordinary Resolutions 11 to 15 proposed under items 6 to 10 of the Agenda, if passed, will allow CelcomDigi Group to enter into recurrent related party transactions, in accordance with Paragraph 10.09 of the MMLR of Bursa Securities, without the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of CelcomDigi Group or affecting the business opportunities available to CelcomDigi Group. The shareholders' mandates are subject to renewal on an annual basis.

Please refer to Part A of the Circular for further information.

Notice of Annual General Meeting

6. Special Resolution - Proposed Adoption

The Special Resolution, if passed, will streamline the Company's Constitution with the prevailing statutory and regulatory requirements and to enhance administrative efficiency and provide greater clarity to the Constitution.

Please refer to Part B of the Circular for further information.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the 26th AGM and/or any adjournment thereof, a shareholder of the Company, the said proxy(ies) and/or representative(s) (i) consents to the collection, use and disclosure of the shareholder's and/or the said proxy(ies) and/or representative(s) personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the 26th AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the 26th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.