

**SHAREHOLDERS AGREEMENT DATED 28 JUNE 2024 BETWEEN MINISTER OF FINANCE (INCORPORATED) (“MOF INC.”), YTL POWER INTERNATIONAL BERHAD (“YTL”), INFRANATION SDN BHD (“CELCOMDIGI”), MAXIS BROADBAND SDN BHD (“MAXIS”) AND DIGITAL NASIONAL BERHAD (“DNB”) AND AS VARIED BY LETTER OF VARIATION DATED 13 MAY 2025 (COLLECTIVELY THE “SHA”)**

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**1. INTRODUCTION**

We refer to the announcements dated 1 December 2023, 20 June 2024, 28 June 2024, 13 May 2025, 15 August 2025 and 2 December 2025 (“**Earlier Announcements**”). Unless otherwise defined or where the context otherwise requires, the definitions set out in the Earlier Announcements shall apply throughout this Announcement.

**2. MOF INC. PUT OPTION**

2.1 Further to our announcement on 2 December 2025 on the Put Notice, CelcomDigi has on 6 March 2026 made payment of RM327,872,640.28 (the “**Option Price**”) pursuant to the terms of the Put Notice. The proportionate number of Shares owned by MoF Inc. will be registered in the name of CelcomDigi pursuant to the terms of the SHA.

**2.2 Liabilities to be assumed by CelcomDigi**

CelcomDigi will take over its proportionate share of the MoF Inc. Loan together with accrued interest and Additional Shareholder Advance amounting in aggregate RM161,172,639.95 (which form part of the Option Price) pursuant to the terms of the SHA and the Put Notice.

**3. FINANCIAL EFFECT**

**3.1 Share Capital and Substantial Shareholders’ Shareholdings**

Payment of the Option Price will not have any effect on the issued and paid-up share capital of CDB as well as the substantial shareholders’ shareholdings in CDB.

**3.2 Earnings, Net Assets and Gearing**

Payment of the Option Price is not expected to have any material effect to the earnings, net asset and gearing of CDB.

**4. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS & PERSONS CONNECTED**

Save as disclosed below, none of our directors, major shareholders and/or persons connected to them have any interest, direct or indirect, in the Put Option.

MoF Inc. as an indirect shareholder of CDB by virtue of the following:

- (i) MoF Inc., a body corporate established under the Minister of Finance (Incorporation) Act, 1957, is the holding company of DNB and Khazanah Nasional Berhad (“**Khazanah**”);
- (ii) Khazanah is a major shareholder of Axiata Group Berhad (“**Axiata**”) with an equity interest of 36.70%; and
- (iii) Axiata is a major shareholder of CDB with an equity interest of 33.1%,

is interested in the Put Option (“**Interested Major Shareholder**”).

Tengku Dato’ Sri Azmil Zahrudin Bin Raja Abdul Aziz, Vivek Sood and Nik Rizal Kamil Bin Nik Ibrahim Kamil (collectively, “**Interested Directors**”) are CDB directors nominated by Axiata

have abstained and will continue to abstain from all deliberations and voting in relation to the Put Option at the relevant board meetings.

**5. TRANSACTION WITH SAME RELATED PARTY FOR THE PRECEDING 12 MONTHS**

Save for the Put Option, the related party transactions that have been disclosed in the interim financial report for the fourth quarter and financial year ended 31 December 2025, the recurrent related party transactions that have been disclosed in the circular dated 16 April 2025 to CDB's shareholders and approved by CDB's shareholders on 22 May 2025 ("**Mandate**"), as well as the related party transactions disclosed in CDB's audited financial statements for the financial year ended 31 December 2024, there were no transactions entered into by the CDB Group with the Interested Major Shareholder and / or persons connected with them for the preceding 12 months up to the date of this Announcement.

**6. BOARD AUDIT COMMITTEE STATEMENT**

CDB's Board Audit Committee ("**BAC**"), having considered all aspects of the payment of the Put Option, opines that the payment of the Option Price is:

- (i) in the best interest of CDB;
- (ii) fair, reasonable and on normal commercial terms; and
- (iii) not detrimental to the interest of the minority shareholders of CDB.

**7. BOARD OF DIRECTORS' STATEMENT**

CDB Board (excluding the Interested Directors), having considered the views of the BAC, is of the opinion that payment of the Option Price is in the best interest of CDB, fair and reasonable and not to the detriment of CDB and its shareholders.

**8. HIGHEST PERCENTAGE RATIO**

The highest percentage ratio applicable to the Put Option pursuant to paragraph 10.02(g) of the Main Market Listing Requirements is 2.03% based on the audited consolidated financial statements of CDB for the financial year ended 31 December 2024.

This announcement is dated 6 March 2026.