

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting (“**28th AGM**”) of CelcomDigi Berhad (“**the Company**”) will be held at Nexus, Connexion Conference & Event Centre, Grand Nexus Ballroom (Level 3A), Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“**Meeting Venue**”) and will be broadcasted live from the Meeting Venue on **Thursday, 22 May 2025 at 9.00 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 2024 together with the Reports of the Directors and Auditors thereon.
(Please refer to Note 1 of the Explanatory Notes)
2. To re-elect the following Directors who retire pursuant to Article 104(A) of the Company’s Constitution and being eligible, offer themselves for re-election:-

| | |
|---------------------------------|-----------------------|
| (i) Ms Rita Skjaervik | Ordinary Resolution 1 |
| (ii) Mr Vivek Sood | Ordinary Resolution 2 |
| (iii) Tan Sri Abdul Farid Alias | Ordinary Resolution 3 |

 (Please refer to Note 2 of the Explanatory Notes)
3. To re-elect the following Directors who retire pursuant to Article 104(E) of the Company’s Constitution and being eligible, offer themselves for re-election:

| | |
|--|-----------------------|
| (i) Mr Nik Rizal Kamil Bin Nik Ibrahim Kamil | Ordinary Resolution 4 |
| (ii) Mr Jon Omund Revhaug | Ordinary Resolution 5 |

 (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 RM222,000 to the Non-Executive Directors with effect from 22 May 2025 until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company.
(Please refer to Note 3 of the Explanatory Notes) Ordinary Resolution 6
5. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.
(Please refer to Note 4 of the Explanatory Notes) Ordinary Resolution 7

Special Business

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

6. **Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Berhad and its subsidiaries (“CelcomDigi Group”) and Telenor ASA and its subsidiaries (“Telenor Group”) (“Proposed Renewal of Shareholders’ Mandate 1”)** Ordinary Resolution 8
(Please refer to Note 5 of the Explanatory Notes)

“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 16 April 2025 (“**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:

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- (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. 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") Ordinary Resolution 9 (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;
- (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."

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8. **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")** **Ordinary Resolution 10**
(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. **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")** **Ordinary Resolution 11**
(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 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,

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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. **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")** **Ordinary Resolution 12**
(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.

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

By Order of the Board
CELCOMDIGI 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
16 April 2025

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NOTES

- (i) The 28th AGM of the Company will be held on a hybrid mode whereby member(s), proxy(ies), corporate representative(s) or attorney(s) are given an option, either:-
- To attend physically in person at the Meeting Venue ("**Physical Attendance**"); or
 - To attend virtually using the Remote Participation and Electronic Voting ("**RPEV**") facilities to be provided by the appointed Poll Administrator, Boardroom Share Registrars Sdn Bhd ("**Virtual Attendance**").

The procedures for Physical Attendance and Virtual Attendance are provided in the Administrative Guides for the 28th AGM which is available on the Company's website at <https://corporate.celcomdigi.com/annualreport>.

- (ii) In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 15 May 2025 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the Meeting.
- (iii) A shareholder entitled to participate at the 28th 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 be invalid unless the shareholder specifies the proportions of his/her shareholdings to be represented by each proxy.
- (iv) 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.
- (v) 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.
- (vi) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her 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.
- (vii) 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 Prof. 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 considered 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 the Form of Proxy, kindly refer to the Administrative Guides.
- (viii) If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in our 28th AGM by yourself, please write to bsr.helpdesk@boardroomlimited.com or login to <https://investor.boardroomlimited.com> (as the case maybe) to revoke the earlier appointed proxy before the 28th AGM. On revocation, your proxy(ies) will not be allowed to participate in the 28th AGM. In such event, you should advise your proxy accordingly.
- (ix) Pursuant to Paragraph 8.29A of the MMLR of Bursa Securities, all the resolutions set out in the Notice of 28th AGM will put to vote by way of poll. A Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

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EXPLANATORY NOTES

1. Audited Financial Statements for the financial year ended 31 December 2024

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 5: Re-election of Directors

The Board, through the Board Nomination and Remuneration Committee ("BNRC"), has conducted an annual assessment of each Director eligible for re-election and is satisfied that they meet the fit and proper criteria in the Fit and Proper Policy, demonstrating strong performance, contribution and effectiveness.

The retiring Directors, Ms Rita Skjaervik, Mr Vivek Sood, Tan Sri Abdul Farid Alias, Mr Nik Rizal Kamil bin Nik Ibrahim Kamil, and Mr Jon Omund Revhaug are eligible and have offered themselves for re-election at the 28th AGM. They 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 except as disclosed in the Director's profiles.

3. Ordinary Resolution 6: 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 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.

The Non-Executive Directors employed by Telenor Group or Axiata Group are not entitled to Directors' fees and benefits.

The Directors' fees and benefits payable for the Non-Executive Directors from 22 May 2025 until the conclusion of the next AGM of the Company ("Mandate Period") are estimated not to exceed RM2,463,000, assuming that the number of eligible Non-Executive Directors remains unchanged until the next AGM. This resolution seeks to facilitate the payment of the Directors' fees and benefits for the Mandate Period. If the approved amount is insufficient, the Board will seek shareholders' approval at the next AGM.

Details of Directors' remuneration for the financial year ended 31 December 2024 are available in the Integrated Annual Report 2024 and Corporate Governance Report 2024 on the Company's website.

4. Ordinary Resolution 7: Re-appointment of PricewaterhouseCoopers PLT ("PwC") as Auditors of the Company

The Board, through the Board Audit Committee, has evaluated the independence, competency and reliability of PwC based on the relevant criteria prescribed under Paragraph 15.21 of the MMLR of Bursa Securities. The Board was satisfied with PwC's performance and has recommended its re-appointment as the Company's Auditors.

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5. Ordinary Resolutions 8 to 12: Proposed Renewal of Shareholders' Mandates 1 to 5

Ordinary Resolutions 8 to 12 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 need to convene separate general meetings each time such transactions occur. This would streamline administrative processes and reduce expenses associated with convening such meetings, while maintaining the corporate objectives of CelcomDigi Group and preserving business opportunities. The shareholders' mandates are subject to renewal on an annual basis.

Please refer to 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 28th 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 28th AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the 28th 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.