

DIGI.COM BERHAD (“DIGI.COM” OR “THE COMPANY”) - RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPT”)

1. INTRODUCTION

Pursuant to Paragraph 10.09(1)(a) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“MMLR”), the Board of Directors of Digi.Com wishes to announce that the Company and its subsidiaries, had in their ordinary course of business entered into RRPT as disclosed below, and the total consideration of which by way of aggregation is expected to exceed the percentage ratio of 1% for the period from 1 December 2022 to 24 February 2023.

2. DETAILS OF THE RRPT

Transacting Party	Related Party	Interested Directors, Major Shareholders and Persons Connected to them	Nature of Relationship	Nature of Transactions	Estimated Transacted Value from 1 December 2022 to 24 February 2023 (RM 000)
Digi.Com and its subsidiaries (“Digi.Com Group”)	Axiata Group Berhad (“Axiata”) and its subsidiaries (“Axiata Group”)	<p><u>Interested Major Shareholders</u></p> <ul style="list-style-type: none"> • Axiata Group • Khazanah <p><u>Interested current Directors</u></p> <ul style="list-style-type: none"> • Vivek Sood • Dr. Shridhir Sariputta Hansa Wijayasuriya <p><u>Interested past Directors</u></p>	<p>Axiata is the Major Shareholder of Digi.</p> <p>Axiata is a person connected to Khazanah, an indirect Major Shareholder of Digi. In addition, Khazanah through its wholly owned subsidiary, Mount Bintang Sdn. Bhd. is also the Major Shareholder of edotco Group.</p> <p>The interested current Directors are representatives of Axiata</p>	<p>Revenue</p> <p>Commission fees on content related services</p> <p>International SMS revenue</p> <p>International interconnect and roaming revenue</p> <p>Mobile virtual network operator related revenue</p> <p>IT related managed services</p> <p>Site infrastructure lease income</p>	<p>7,558</p> <p>1,403</p> <p>1,321</p> <p>461</p> <p>401</p> <p>1,392</p>

		<ul style="list-style-type: none"> • Tan Sri Dr. Halim Shafie • Thayaparan S Sangarapillai 	<p>on the Board of Digi, and they hold directorships and/or other executive position(s) in Axiata Group.</p> <p>The interested past Directors were representatives of Axiata on the Board of Digi, and they hold directorships and/or other executive position(s) in Axiata Group.</p>	<p>Expenses</p> <p>Infrastructure leasing and related services 205,536</p> <p>IT related services 13,426</p> <p>International interconnect and roaming cost 4,952</p> <p>Managed services including marketing and collection related cost 3,708</p> <p>Licenses and trademarks 3,387</p> <p>Content related expenses 819</p> <p>Leased line/Bandwidth leasing expense 345</p> <p>Mobile virtual network operator related cost 150</p>	
				TOTAL	244,859

3. RATIONALE OF THE RRPT

The RRPT are necessary for the day-to-day operations of Digi.Com Group and are intended to meet our business needs. The RRPT are made in the ordinary course of business, at arm's length basis and on normal commercial terms, which are not more favorable to the related parties than those generally available to the public and are not detrimental to the interests of the minority shareholders.

4. EFFECTS OF THE RRPT

The RRPT is in relation to transactions which are of a revenue or trading nature and which form an integral part of Digi.Com Group's day-to-day operations and hence, they contribute to our financial performance. The RRPT will not have any effect on our issued share capital and our substantial shareholders' shareholdings in our Company. In addition, the RRPT is not expected to have any material effect on the earnings per share and net assets per share of Digi.Com.

5. INTEREST OF DIRECTORS/MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save as disclosed in item 2 above, none of the Directors and/or major shareholders of Digi.Com and/or persons connected to them have any interest, whether direct or indirect, in the RRPT.

The Interested Directors have abstained and will continue to abstain from deliberation and voting in respect of the RRPT involving their interests and/or interests of person connected to them, at the Board meetings.

Tengku Dato Sri Azmil Zahrudin Raja Abdul Aziz, the chairman of our Board is a nominee Director of Axiata. Notwithstanding that he may not have any interest in the RRPT and he is not an interested Director within the meaning of Paragraph 10.2(k) of MMLR, he has voluntarily abstained from deliberation and voting on the relevant RRPT at our Board Meetings involving the interests of his nominator.

6. STATEMENT BY BOARD AUDIT COMMITTEE

The Board Audit Committee, having taken into consideration the nature and rationale of the RRPT, was of the view that the RRPT are:

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

7. STATEMENT BY BOARD OF DIRECTORS

The Board of Directors, save for the Interested Directors and Tengku Dato Sri Azmil Zahrudin Raja Abdul Aziz who has voluntarily abstained from deliberating and voting on the RRPT, having considered the recommendation of the Board Audit Committee and all the aspects of the RRPT and is of the opinion that the RRPT are established under normal commercial terms and are in the best interest of the Digi.Com Group and are not detrimental to the interest of the minority shareholders.

8. APPROVALS REQUIRED

As at the date of this announcement, the percentage ratio is less than 5% hence, no shareholders' approval is required. Nevertheless, the Company will be seeking its shareholders' mandate in respect of the RRPT at the forthcoming Extraordinary General Meeting to be convened by the Company.

This announcement is dated 27 January 2023.