



AXIATA GROUP BERHAD (242188 H)
(Incorporated in Malaysia)

MINUTES OF TWENTY-SECOND ANNUAL GENERAL MEETING OF AXIATA GROUP BERHAD HELD AT THE GRAND BALLROOM, 1ST FLOOR, SIME DARBY CONVENTION CENTRE, 1A JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR ON WEDNESDAY, 28 MAY 2014 AT 10.00 A.M.

PRESENT

1. Tan Sri Dato' Azman Haji Mokhtar - *Chairman*
(**"Chairman"**)
2. Dato' Sri Jamaludin Ibrahim - *Managing Director/President & Group Chief Executive Officer*
(**"President & GCEO"**)
3. Tan Sri Ghazzali Sheikh Abdul Khalid
(**"TSG"**)
4. Datuk Azzat Kamaludin (**"DAK"**)
5. Dato' Abdul Rahman Ahmad (**"DAR"**)
6. David Lau Nai Pek (**"DL"**)
7. Juan Villalonga Navarro
8. Ann Almeida (**"AA"**)
9. Kenneth Shen (**"KS"**)

IN ATTENDANCE

- Suryani Hussein (**"Group Cossec"**) - *Group Company Secretary*

SHAREHOLDERS PRESENT

*As per the attendance list [Total :1,956 representing 6,897, 519,037 Ordinary shares of RM1.00 each (**"Axiata Shares"**)]*

PROXIES PRESENT

As per the attendance list [Total : 627 representing 6,891,933,683 Axiata Shares of which of 1,538, 654,202 represented by Chairman]

1.0 OPENING

The Chairman called for the recitation of the 'Doa'. Thereafter, he welcomed all shareholders, proxies and invitees present at the 22nd Annual General Meeting ("22nd AGM") of Axiata Group Berhad ("**Axiata**" or "**Company**") and introduced members of the Board who were present to the floor. In particular, the Chairman took the opportunity to thank Mr Villalonga and Ms Almeida both Independent Non-Executive Directors ("**INEDs**") who travelled a long way to attend the 22nd AGM, as well as Board and Board committee meetings held in the last 2 days.

2.0 ADMINISTRATIVE MATTERS AND QUORUM

The Group Cossec briefed on the voting procedures and procedures for a demand for a poll. Rights for demand of poll as provided under Article 76(a) of the Articles of Association were also highlighted, where, unless a poll is demanded, all resolutions will be voted by way of a show of hands. Messrs PricewaterhouseCoopers ("**PwC**") was appointed as independent scrutineers to count the votes.

The presence of quorum was confirmed by the Group Cossec pursuant to Article 71 of the Articles of Association ("**Articles**") of the Company.

3.0 NOTICE

The Chairman with the permission of the Meeting declared the Notice of 22nd AGM dated 6 May and despatched together with Axiata's 2013 Annual Report ("**AR2013**") to be taken as read.

The Chairman highlighted that the AR2013 application is downloadable for both iOS and Android devices and invited the attendees to download the application.

4.0 PRESENTATION BY PRESIDENT & GCEO

- 1) The Chairman, invited the President & GCEO to give a presentation. The President & GCEO thanked the shareholders for their attendance and shared his presentation entitled 'Shaping the Future', covering, inter-alia, the following:-
 - i) Axiata's journey in becoming a 'Regional Champion' and aspirations to shape the future – Building a New Generation 'Telco';
 - ii) Axiata Group's 2013 performance;
 - iii) 2013 – 2014 – Period of Investment; and
 - iv) 1Q14 Unaudited Financial Results.
- 2) Before ending the presentation, the President & GCEO touched briefly on the performance of XL for 2014, measures to improve XL's performance and acquisition of PT Axis Telekom Indonesia ("**Axis**") raised by the Minority Shareholder Watchdog Group ("**MSWG**") in its letter dated 20 May 2014 ("**MSWG Letter**"). Axata's reply letter dated 20 May 2013 was distributed to the attendees before the meeting. At the end of his presentation, the President & GCEO invited Idham Nawawi, Chief Corporate

Services Officer to give a walkthrough on the AR2013 and Sustainability and National Contribution Report applications. Thereafter, the Chairman concluded by elaborating further on XL's/Indonesia's prospects and objectives of the acquisition of Axis and provided a brief update on XL-Axis integration.

- 3) The Chairman also acknowledged the presence of the Chief Executive Officer (“**CEO**”) of MSWG, Ms Rita Benoy Bushon and invited Ms Rita to say a few words. In her address Ms Rita raised the following key points:-
- i) Commended the Board/Management on Axiata's good financial performance for 2013 and for winning major awards under the Malaysian-ASEAN Corporate Governance Index 2013 including 'Top 5 Corporate Governance Players in Malaysia'. Specific mention was made on making available AGM minutes and Memorandum and Articles of Association on Axiata's corporate website as suggested by MSWG at the last AGM. She suggested that Axiata's reply to MSWG Letter be uploaded on the website;
 - ii) More transparency on Directors' remuneration with disclosure of individual Directors' remuneration. Lya Rahman, General Manager of Corporate Services, MSWG also raised this point from best practices and governance standpoint;
 - iii) Suggestion for additional female Board members for gender balance;
 - iv) Attendance of Mr Villalonga having attended 6 out of 10 meetings held in 2013; and
 - v) Issues on Celcom's drop calls and compounds by the Malaysian Communications and Multimedia Commission (“**MCMC**”) raised in MSWG Letter.
- 4) The Chairman thanked Madam Rita and responded as follows:-
- i) On remuneration, Axiata complies with the provisions on disclosure of Directors' remuneration under the Main Market Listing Requirements (“**Main LR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”). Having discussed the matter, the Board was of the view that taking into consideration Axiata's Board composition and disclosure of Directors' remuneration structure in its annual report, there was sufficient indication of individual Directors' remuneration. Whilst not downplaying the importance of best practice on the form of reporting Directors' remuneration, more attention should be directed towards substance and accountability of Directors. Notwithstanding the above, the Chairman agreed for this matter to be looked into further for next year's annual report;
 - ii) Gender diversity, as a progressive company, Axiata would continue to consider additional female Board members;
 - iii) On Mr Villalonga's Board meeting attendance, conflicting schedule is a challenge. Mr Villalonga is 1 of 2 Directors with CEO's experience in a telecommunication company and his background in Telefonica, remains as an important asset to Axiata; and
 - iv) On drop calls, on the invitation of the Chairman, the CEO of Celcom, Dato' Sri Mohamed Shazalli Ramly (“**DSSR**”), acknowledged that drop calls have been a key challenge and an industry-wide scenario as evidenced by the compounds

imposed by MCMC. On Celcom's part, massive optimisation of its network, migration towards 4G and subscribers' migration towards smartphones/data had also contributed to drop calls. Celcom is looking into this matter seriously and will address the problem including increasing its network coverage.

5.0 AUDITED FINANCIAL STATEMENTS (“AUDITED FINANCIAL STATEMENTS”) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013 (“FYE2013”) TOGETHER WITH THE REPORT OF THE DIRECTORS AND THE AUDITORS (“REPORTS”) THEREON

[Ordinary Resolution 1]

- 1) The Chairman tabled the Audited Financial Statements and Reports. The motion on the receipt of Audited Financial Statements was proposed by Yeo Seng Song @ Yeo Sing Song, a proxy and seconded by Usha Rani, a shareholder.
- 2) With the permission of the Meeting, the Chairman declared the Auditors' Report to be taken as read.
- 3) The Chairman invited comments and/or queries from shareholders/proxies and the summary of proceedings are as follows:-
 - i) Choo Moon Tuck @ Cho Mun Tuck, a shareholder/proxy, raised the following matters:-
 - a) AR2013 was not received by him in good condition. Suggested for a suitable envelope to be used to send the annual report taking into consideration the thickness of the documents being despatched;
 - b) Reminded Celcom not to take comfort of the lesser fines imposed by MCMC compared to other telcos;
 - c) Whether Net Foreign Exchange Loss of RM358 million for FYE2013 (FYE2012 : RM66 million) in the Statement of Comprehensive Income is fully or partially realised or just translation loss; and
 - d) Status of Axiata's venture into Myanmar especially in view of the dramatic change in the country's outlook with several local companies undertaking impairments of their investments in Myanmar.

The Chairman responded that the suggestion with regard to the despatch of annual report would be looked into by the Group Cossec. On the compounds by MCMC, this matter is indeed taken very seriously and Celcom is in the forefront of improving the drop calls.

On the venture into Myanmar, the Chairman highlighted that despite being short-listed, Axiata was not successful in the bid for the operator's license. The Board accepted the outcome knowing that the bid was made after extensive deliberations. The analysis being done was robust but in a disciplined manner, a quality observed by the Board on all investments and M&A decisions. On this point, the President & GCEO added that the bid made by Axiata took into consideration the exposure in terms of the eventual CAPEX and OPEX for investing in Myanmar, as well as the network coverage expected. Perhaps later,

Myanmar would be a more viable opportunity.

- ii) Veiven Goon, a shareholder, enquired on the reasons for the increase in Joint Ventures in Statements of Financial Position to RM56 million (FYE2012 : 1.6 million) of which the President & GCEO attributed to new joint ventures including, Planet Digital between SK Planet Co Ltd and SK Planet Global Holdings Pte Ltd in XL, an e-commerce business in Indonesia under the Group's digital services initiatives. There were other smaller joint ventures as well.

To another point raised by Veiven, the President & GCEO assured that the CEO's presentation materials for today's AGM would be made available on the website.

- iii) Muniandy Vellayan, a shareholder, commented and enquired on, inter-alia, the following:-
- a) Commended Board and Management on AR2013 but agreed with MSWG's point that transparency on Directors' remuneration could be improved;
 - b) Sought clarification on Company's Operating Profit having decreased to RM2.5 billion (FYE2012 : RM2.7 billion) amidst substantial increase in CAPEX;
 - c) Raised concern on increase in Borrowings to RM11.8 billion (FYE2012 : RM10.8 billion);
 - d) Inquired on steps taken to retain or reduce attrition of talents in Axiata Group;
 - e) Outlook on India in light of the recent political change especially with Idea's improving trend; and
 - f) Sought clarification with regard to international experience of each Board member in Board Mix and Skillsets Matrix in the Statement on Corporate Governance.

Before addressing the queries, the Chairman noted the dissatisfaction expressed by Muniandy on the Chairman's request to limit the number of questions in view of the length of time taken by him in order to give other shareholders/proxies an opportunity to also ask questions. Muniandy later declined to continue with the questions and asked the Board to address his earlier queries.

The Chairman reiterated the points highlighted earlier by the President & GCEO in his presentation that the Year 2013 has been a year of investments covering spectrum, M&A, IT & network and new businesses/processes. As in any form of investments in these areas, it is expected that some considerable period of time would be taken before it shows any returns. More importantly, the Chairman stressed for Axiata to remain disciplined in its investment decisions.

Adding to the point above, the President & GCEO highlighted that the Company/Group could have easily improved its Operating Profit in FYE2013 but instead chose to 'invest for the future' especially on data and 4G/3G

implementation. Despite being adversely affected by exchange losses, FYE2013 had been a good year. CAPEX and OPEX in OpCos which are predominantly in USD made managing exchange losses quite challenging despite the Group's efforts to have the rates and contracts to be in local currencies.

On borrowings, despite the increase perceived as high, the amount vis-à-vis Axiata's shareholders' equity and gearing levels was not worrying. In fact, to a certain extent, Axiata was viewed as 'under-gear'd' by some rating agencies. Cash levels were also considered more than adequate and the Company's Debt : Equity ratio was healthier compared to its competitors.

The risk of churn of talents from the Group would always be present and Axiata has managed to keep this at an acceptable rate. On talent development and preparing for the future, about 60 executives had already been identified and undergoing development including cross-OpCos/functional job/project assignments. Although retaining talent is crucial, key personnel leaving for a much bigger position in a big conglomerate is a reflection of Axiata's success as a talent factory and how well it has developed its talent.

Similar to Indonesia, India is currently in a political transition following the result of the general election won by the National Democratic Alliance. Signals on the Indian market and business climate since the election have thus far, been positive.

On the description of 'international experience' of Board members, the Chairman explained that the same was subjective and based on individual Directors' own assessment of his/her international experience. Arguably, some of the local-based Directors, possess strong international experience having held key positions in large multinationals overseas or served as a diplomat such as DL and TSG despite their own assessment of 'fair' international experience.

- iv) Ir. Cheah Soo Jin, a shareholder queried on the potential threat by Telekom Malaysia Berhad ("TM") following its recent acquisition of Packet One Networks (M) Sdn Bhd ("P1")

The President & GCEO highlighted that TM's acquisition of P1 is a strategic move common amongst fixed-line providers towards providing mobility, as an extended services. Similarly, Axiata is also moving in the fixed-line domain with services under Celcom currently being tested on TM's High Speed Broadband network and fiberisation of its network to cater for the increase in usage of data. Furthermore, the communication competitive landscape has changed significantly with internet players also entering telco business domain and vice-versa. Hence, it is imperative for Axiata to remain competitive and focused in its aspiration to become a new generation telco, providing full and extended services, beyond mobile, to its customers.

- v) In response to queries from Leow Yew Ming, a shareholder, on the security of the Group's network and data, data privacy and educating its subscribers, the President & GCEO assured that Axiata has taken the necessary steps to ensure the security of its network/data steps which cover matters on policy, process and ensuring the system meeting the prescribed security standards with taskforce in place to identify any loopholes. On data privacy, Axiata is committed to upholding strictly the provisions of the Personal Data Protection Act (PDPA) 2010 and

advised its subscribers to be mindful on any personal data that may be collected or used when accepting any 'Terms of Service' from any third party or downloaded applications.

Upon conclusion of the question and answer session, the Chairman put the motion to vote by show of hands which was passed unanimously.

RESOLVED:

THAT the Audited Financial Statements for the FYE2013 and the Reports be and are hereby received.

6.0 DECLARATION OF FINAL TAX EXEMPT DIVIDEND UNDER SINGLE TIER SYSTEM OF 14 SEN PER ORDINARY SHARE FOR THE FYE2013

[Ordinary Resolution 2]

- 1) The motion on the declaration of Final Dividend tabled at the Meeting was proposed by Yeo Seng Song @ Yeo Sing Song, a proxy and seconded by Choo Moon Tuck @ Cho Mun Tuck, a shareholder/proxy.
- 2) Shareholders' approval was sought for payment of final dividend of 14 sen per share under single-tier system in respect of FYE2013. The Final Dividend would be paid to the shareholders on 19 June 2014 based on entitlement date of 4 June 2014 as provided in the Notice on Dividend Entitlement and Payment dated 6 May 2014.
- 3) The motion was put to vote by show of hands and passed unanimously.

RESOLVED:-

THAT the declaration of final tax exempt dividend under single tier system of 14 sen per Ordinary Share for the FYE2013 be and is hereby approved.

7.0 RE-ELECTION OF DIRECTORS RETIRING BY ROTATION PURSUANT TO ARTICLE 93 OF THE ARTICLES

- a) Re-election of DAK

[Ordinary Resolution 3]

- 1) The motion on the re-election of DAK tabled at the Meeting was proposed by Yeo Seng Song @ Yeo Sing Song, a proxy and seconded by Elani Mohd Noor, a shareholder.
- 2) The motion was put to vote by show of hands and passed unanimously.

RESOLVED:-

THAT Datuk Azzat Kamaludin who retired in accordance with Article 93 of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

b) Re-election of JVN

[Ordinary Resolution 4]

- 1) The motion on the re-election of JVN at the Meeting was proposed by Murvin Selvarajah, a shareholder and seconded by Elani Mohd Noor, a shareholder.
- 2) The motion was put to vote by show of hands and passed unanimously.

RESOLVED:-

THAT Juan Villalonga Navarro who retired in accordance with Article 93 of the Articles and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

c) Re-election of KS

[Ordinary Resolution 5]

- 1) The motion on the re-election of KS tabled at the Meeting was proposed by Yeo Seng Song @ Yeo Sing Song, a proxy and seconded by Murvin Selvarajah, a shareholder.
- 2) The motion was put to vote by show of hands and passed unanimously.

RESOLVED:-

THAT Kenneth Shen who retired in accordance with Article 93 of the Articles and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

8.0 PAYMENT OF DIRECTORS' FEES FOR NON-EXECUTIVE CHAIRMAN OF RM30,000.00 PER MONTH AND EACH NON-EXECUTIVE DIRECTORS OF RM20,000.00 PER MONTH WITH EFFECT FROM THE 22ND AGM UNTIL THE NEXT AGM

[Ordinary Resolution 6]

- 1) The above motion tabled at the Meeting was proposed by Yeo Seng Song @ Yeo Sing Song, a proxy and seconded by Choo Moon Tuck @ Cho Mun Tuck, a shareholder/proxy.
- 2) The Chairman explained that as disclosed on page 105 of the AR2013, Directors' Fees for Non-Executive Chairman ("**NEC**") was RM30,000.00 per month and each of the Non-Executive Directors ("**NEDs**") was RM20,000.00 per month. Directors' fees for the Chairman and KS are to be paid to Khazanah Nasional Berhad ("**Khazanah**") whilst in Ann's case, donated to Axiata Foundation.
- 3) The proposal on the payment of Directors' Fees on monthly basis being sought is consistent with the shareholders' approval obtained at last year's AGM and ensures NEDs of the Company are paid on time instead in arrears after having served the Board for a long period. There was no increase in the amount of fees proposed.
- 4) Questioned by Muniandy, the Chairman shared other benefits provided to NEDs such as medical coverage, business related overseas trips for NEDs to attend training or

seminars for their development and mobile and/or telecommunication services.

- 5) The motion was put to vote by show of hands and which was passed by way of majority vote.

RESOLVED:-

THAT the payment of Directors' fees of RM30,000.00 per month for Non-Executive Chairman and RM20,000.00 per month for Non-Executive Director with effect from the 22nd AGM until the next AGM of the Company be and is hereby approved.

9.0 DETERMINATION AND PAYMENT OF THE FOLLOWING DIRECTORS' FEES WITH EFFECT FROM THE 22ND AGM UNTIL THE NEXT AGM THE COMPANY:-

- I. DIRECTORS' FEES OF RM4,000.00 PER MONTH TO THE NON-EXECUTIVE CHAIRMAN ("NEC") AND RM2,000.00 PER MONTH TO EACH OF THE NEDS WHO ARE MEMBERS OF THE BOARD AUDIT COMMITTEE ("BAC");**
- II. DIRECTORS' FEES OF RM1,200.00 PER MONTH TO THE NEC AND RM800.00 PER MONTH TO EACH OF THE NEDS WHO ARE MEMBERS OF THE BOARD NOMINATION COMMITTEE; AND**
- III. DIRECTORS' FEES OF RM1,200.00 PER MONTH TO THE NEC AND RM800.00 PER MONTH TO EACH OF THE NEDS WHO ARE MEMBERS OF THE BOARD REMUNERATION COMMITTEE ("BRC")**

[Ordinary Resolution 7]

- 1) The above motion tabled at the Meeting was proposed by Choo Moon Tuck @ Cho Mun Tuck, a shareholder/proxy and seconded by Arifin Ahmad, a shareholder.
- 2) The proposed monthly fixed fees for Board Committees are introduced primarily to compensate the NEDs for the additional responsibilities as members of prescribed Board committees under the Main LR and Malaysian Code of Corporate Governance (2012) and reflective of the roles and responsibilities of these committees and individuals. Axiata's NEDs monthly fixed fees have not changed since its inception in 2008.
- 3) The proposal came about after lengthy deliberations by the BRC and also the Board as a whole. External consultant was engaged to provide input and benchmarking data to assist in the decision making. The Board agreed as a matter of policy to review the NEDs remuneration every 5 years and make appropriate recommendation to shareholders, if necessary. Detailed information on the proposed monthly fixed fees for Board committees is set out on Page 104 of the AR2013;
- 4) Response from the Chairman on key questions raised by the shareholders/proxies, namely, Muniandi, Yeo Seng Song and Leow Yeow Ming and representative from MSWG, Lya on the proposal are summarised below:-
 - a) External consultant was engaged to provide an independent review and benchmarking of the proposed monthly fixed fees with companies comparable to Axiata;

- b) The appointment of external consultant would also provide objectivity as Directors are viewed as having interests in any proposal with regard to their own remuneration. Since remuneration of Directors has become a major issue, it is crucial for the review on their remuneration to be undertaken in a transparent manner with proper benchmarking and methodology; and
- c) The proposed monthly fixed fees are fair and reasonably competitive. As reported by the external consultants, monthly fixed fees for Board committees are common with 2/3 of surveyed companies adopting the practice.

With the view to provide further clarity on the proposal and its effect, DAK, Senior Independent Director and also a member of all the Board committees provided further clarification on the proposal touching on the above points and summation of annualised fees payable to the Chairman of BAC and himself resulting from the proposal.

- 5) At the end of the question and answer session, the Chairman put the motion to vote by show of hands. The motion was passed by way of majority vote.

RESOLVED:-

THAT the proposed determination and payment of the following Directors' fees (each of the foregoing payments being exclusive of each other) with effect from the 22nd AGM until the next AGM of the Company be and is hereby approved:-

- i) Directors' fees of RM4,000.00 per month to the NEC and RM2,000.00 per month to each of the NEDs who are members of the BAC;
- ii) Directors' fees of RM1,200.00 per month to the NEC and RM800.00 per month to each of the NEDs who are members of the BNC; and
- iii) Directors' fees of RM1,200.00 per month to the NEC and RM800.00 per month to each of the NEDs who are members of the BRC.

10.0 RE-APPOINTMENT OF MESSRS. PRICEWATERHOUSECOOPERS ("PwC") TO ACT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 2014 ("RE-APPOINTMENT OF AUDITORS") AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

[Ordinary Resolution 8]

- 1) The motion on the re-appointment of PwC tabled at the Meeting was proposed by Yeo Seng Song @ Yeo Sing Song, a proxy and seconded by Usha Rani Krishnan, a shareholder.
- 2) The motion was put to vote by show of hands **which was passed unanimously.**

RESOLVED:-

THAT Messrs PricewaterhouseCoopers be and is hereby re-appointed as Auditors of the Company for the FYE2014 until the conclusion of the next annual general meeting **AND THAT** the Directors be and are hereby authorised to fix their remuneration.

11.0 PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF REVENUE OR TRADING NATURE ("RRPT MANDATE")

[Ordinary Resolution 9]

- 1) Khazanah, the major shareholder of Axiata was deemed interested in the RRPT Mandate. The Chairman and KS are representatives of Khazanah on the Board of Axiata.
- 2) In view of the above, the Chairman handed over the chair of the Meeting to DL to preside and put the resolution on the RRPT Mandate to vote.
- 3) The motion on the RRPT Mandate tabled at the Meeting was proposed by Choo Moon Tuck @ Cho Mun Tuck, a shareholder/proxy and seconded by Yeo Seng Song @ Yeo Sing Song, a proxy.
- 4) The motion was put to vote by show of hands. The following resolutions were passed unanimously:-

RESOLVED:-

THAT, in accordance with paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities) (Main LR), approval be and is hereby given for Axiata and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, as set out in 'Appendix I' of the Circular to Shareholders dated 6 May 2014 (Circular) despatched together with the Company's 2013 Annual Report, which are necessary for the day-to-day operations in the ordinary course of the business of the Company and/ or 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;

THAT such approval will continue to be in force and effect until:-

- i) the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
- ii) the expiration of the period within which the Company's next Annual General Meeting is required to be held under Section 143(1) of the Companies Act, 1965 (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts, deeds and things (including without limitation, to execute such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) to give effect to the aforesaid shareholders' mandate and transactions contemplated under this resolution.

- 5) At the conclusion of the agenda item, DL handed over the chair of the Meeting to the Chairman.

12.0 AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR DIRECTORS TO ALLOT AND ISSUE SHARES IN THE COMPANY

[Ordinary Resolution 10]

- 1) The motion on the authority under Section 132D of the Companies Act, 1965 ("**Section 132D**") for Directors to allot and issue Axiata Shares was proposed by Yeo Seng Song @ Yeo Sing Song, a proxy and seconded by Murvin Selverajah, a shareholder.
- 2) Section 132D gives flexibility to the Company to increase the Company's share capital (not more than 10% of the existing issued share capital) without having to incur the costs and inconvenience of calling a general meeting.
- 3) The motion was put to vote by show of hands. The following resolution was passed by way of majority vote:-

RESOLVED:-

THAT pursuant to Section 132D of the Companies Act, 1965, full authority be and is hereby given to the Directors of the Company to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting, and upon such terms and conditions, and for such purposes, as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being.

13.0 PROPOSED DIVIDEND REINVESTMENT SCHEME THAT PROVIDES THE SHAREHOLDERS OF AXIATA ("SHAREHOLDERS") WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND ENTITLEMENTS IN NEW AXIATA SHARES ("PROPOSED DRS")

[Ordinary Resolution 11]

- 1) The motion on the Proposed DRS was proposed by Choo Moon Tuck @ Cho Mun Tuck, a shareholder/proxy and seconded by Yeo Seng Song @ Yeo Sing Song, a proxy.
- 2) The Proposed DRS will provide shareholders with an opportunity to reinvest their cash dividends in new Axiata shares in lieu of receiving cash as explained in detail in Part B of the Circular to Shareholders dated 6 May 2014 ("**Circular**").
- 3) The Chairman highlighted that it is an absolute discretion of the Board to determine whether to offer and/or apply, whether in whole or in part, the Proposed DRS for any dividends declared. Unless the Board has made such determination, all dividends as may be declared by Axiata will be paid wholly in cash to the shareholders in the usual manner. On this point, the Proposed DRS would not be applicable for the final dividend.
- 4) The Board noted the request from Choo Mun Tuck for Axiata to consider absorbing the stamp duty costs payable by the shareholders and to relief shareholders from the inconveniences to obtain the stamp duty. The Chairman, having been advised by the

President & GCEO, responded that Axiata at this juncture, could not accede to the request as this would add approximately a quarter of a million ringgit to the costs in implementing the Proposed DRS.

- 5) The motion was put to vote by show of hands. The following resolutions were passed unanimously:-

RESOLVED:-

THAT subject to the relevant regulatory approvals being obtained, if required, and to the extent permitted by law in relation to the Proposed DRS, approval be and is hereby given to the Directors of the Company to:-

- i) establish and implement the Proposed DRS on and in accordance with the terms and conditions set forth in Part B and 'Appendix II' of the Circular;
- ii) to determine, in the Directors' absolute discretion, which cash dividend (whether interim, final, special or any other cash dividend) declared and/or approved by the Directors and/or the Company at any time and from time to time the Proposed DRS is to apply to; and
- iii) allot and issue such number of new Axiata Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRS until the conclusion of the next Annual General Meeting of the Company, upon such terms and conditions as the Directors may, in their absolute discretion, deem fit and in the best interest of the Company;

THAT the said new Axiata Shares to be issued pursuant to the Proposed DRS shall, upon allotment and issue, rank pari passu in all respects with the existing Axiata Shares then in issue, except that the holders of such new Axiata Shares shall not be entitled to any and all dividends, rights, allotments and/or other distributions in respect of which the entitlement date is before the allotment date for the said new Axiata Shares. For the purpose thereof, the entitlement date means the date as at the close of business on which shareholders of the Company must be registered in order to participate in any dividend, right, allotment and/or other distribution;

THAT the Directors of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the Proposed DRS with full powers to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said condition, modification, variation and/or amendment as the Directors may deem fit and in the best interest of the Company;

AND THAT the Proposed DRS shall not be offered for subscription, and no document relating to the Proposed DRS shall be issued or sent, to any Shareholder having his/her/its registered address outside Malaysia, or any Shareholder which has not provided an address in Malaysia at which such documents may be delivered to.

14.0 PROPOSED EXTENSION OF THE DURATION OF AXIATA'S PERFORMANCE-BASED SHARE OPTION AND SHARE SCHEME ("AXIATA SHARE SCHEME") ("PROPOSED EXTENSION")

[Ordinary Resolution 12]

- 1) The motion on the Proposed Extension was proposed by Choo Moon Tuck @ Cho Mun Tuck, a shareholder/proxy and seconded by Arifin Ahmad, a shareholder.
- 2) As highlighted in the explanatory notes of the Notice of this Meeting on page 365 of AR2013, the Proposed Extension, if approved, would allow an extension of Axiata Share Scheme to employees for a further period of 2 years expiring on 15 April 2019 ("**Extended Expiry Date**"). The extended period is well within the limit of 10 years allowed by the Main LR for any employee share issuance scheme.
- 3) Apart from allowing for the Proposed Extension, the Bye-Laws shall remain unchanged.
- 4) The Chairman highlighted that DSJI, being Axiata's Managing Director/President & GCEO would also benefit from the Proposed Extension; hence, deemed interested in the Proposed Extension and informed that DSJI has abstained from all deliberations and voting on this resolution at Board meetings. The Chairman reminded that any persons connected with the President & GCEO who were present at the meeting to abstain from voting on the resolution.
- 5) The Chairman opened the floor for questions and answers and shareholders/proxies sought clarification on inter-alia, the reasons and effects of the Proposed Extension and its technicalities, This was explained by the Chairman and other Board members particularly by members of BRC which provided their responses summarised as follows:-
 - a) The Proposed Extension is intended to allow for 2 additional grants prior to the Extended Expiry Date which has a vesting of up to 3 years;
 - b) It would also enable employees to have a longer period to exercise their outstanding options and additional opportunity to meet their vesting criteria;
 - c) The maximum amount of new Axiata Shares to be granted as a result of the Proposed Extension would remain the same, not exceeding the threshold, approved by the shareholders earlier, of 7% of the issued and paid-up share capital at any one time during the duration of the share scheme; and
 - d) Reinforces and provides continuity on the 'reward-linked-to-performance' principle without having to introduce a new scheme allowing the Company to further evaluate the effectiveness of the existing scheme to formulate a new share scheme.
- 6) The motion was put to vote by show of hands. The following resolutions were passed by way of majority vote:-

RESOLVED:-

THAT approval be and is hereby given for the proposed extension of the duration of Axiata Share Scheme for another 2 years from 15 April 2017 to 15 April 2019 (Proposed Extension);

THAT approval be and is hereby given for the execution by the Company of the supplemental deed to vary the terms of the Bye-Laws governing Axiata Share Scheme, the terms of which are set out in Section 2.2, Part C of the Circular (Proposed Supplemental Deed) to give effect to the said Proposed Extension;

AND THAT in order to implement, complete and give full effect to the Proposed Extension and the Proposed Supplemental Deed, approval be and is hereby given to the Directors of the Company to do or procure to be done all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate, with full powers to assent to any condition, modification, variation and/or amendment thereto as the Directors of the Company may deem fit and in the best interest of the Company.

15.0 TERMINATION OF MEETING

- 1) The Group Cosec confirmed that there was no notice received for any other business to be conducted at the 22nd AGM.
- 2) The Chairman concluded the Meeting and thanked all present. The Meeting was terminated at 12.45 p.m.

CONFIRMED AS A CORRECT RECORD

CHAIRMAN

Date: