

**TERMS OF REFERENCE
AXIATA DIGITAL BUSINESS
INVESTMENT AND OVERSIGHT BOARD
COMMITTEE**

**AXIATA GROUP BERHAD
(242188-H)**

**TERMS OF REFERENCE OF AXIATA DIGITAL BUSINESS INVESTMENT
AND OVERSIGHT BOARD COMMITTEE**

**1.0 OBJECTIVE OF THE AXIATA DIGITAL BUSINESS INVESTMENT AND
OVERSIGHT BOARD COMMITTEE (“AIOB”)**

The objective of the AIOB is to oversee a speedier and transparent execution of Axiata Group Berhad (“**Axiata**”)’s digital business strategy within the ambit of the approved budget and Limits of Authority delegated by the Board. AIOB also oversees the performance of investments made within its scope on behalf of the Board.

2.0 COMPOSITION OF THE AIOB

2.1 The AIOB shall compose of no fewer than 3 members.

2.2 The AIOB members shall be appointed by the Board of Directors of Axiata (“**Board**”).

3.0 SECRETARY OF THE AIOB

3.1 The Group Company Secretary of Axiata or any other person appointed by the AIOB shall be the secretary of AIOB.

3.2 The Secretary shall:

- i) Ensure that the AIOB receives information and papers in a timely manner to enable full and proper consideration to be given to issues;
- ii) Prepare the minutes of the AIOB meetings and record the conclusions of the AIOB in discharging its duties and responsibilities;
- iii) Circulate the minutes of the AIOB meetings promptly to all members of the AIOB and ensure timely report of AIOB meetings is made available to the Board of Directors of Axiata; and
- iv) Ensure that the minutes of the AIOB meetings are properly kept and produced for inspection if required.

4.0 MEETING GUIDELINES OF THE AIOB

4.1 Quorum

In order to form a quorum, minimum two (2) members must be present, subject to at least one (1) AIOB member who is a member of the Board of Axiata is present.

Where only two (2) members are competent to vote on the question in issue and there is equality in vote, the resolution shall be deemed not to have been passed, whereupon the question in issue shall be tabled at the next meeting of the AIOB or referred to the Board which ever is more expedient.

4.2 Meetings

- 4.2.1 The AIOB shall meet at least two (2) times a year and such additional meetings as the Chairman shall decide. The AIOB meetings shall be governed by the provisions of the Articles of Association of Axiata relating to Board meetings unless otherwise provided for in this Terms of Reference. The AIOB may establish procedures from time to time to govern its meetings, keeping of minutes and its administration.
- 4.2.2 The AIOB may request other Directors, members of Board committees/ management, counsels and consultants as applicable to participate in the AIOB meetings, as necessary, to carry out the AIOB's responsibilities, provided, however, that no Director shall be entitled to vote at such meetings or be counted as part of the quorum for any meeting of the AIOB unless he or she is a member of the AIOB.
- 4.2.3 A member of the AIOB shall excuse himself/herself from the meeting during discussions or deliberations of any matter which gives rise to an actual or perceived conflict of interest situation for him. Where this causes a lack of quorum, the AIOB shall appoint another candidate(s) who meets the membership criteria.
- 4.2.4 A member of AIOB may participate in a meeting of AIOB by means of a telephone conference or video conference or any other means of audio-visual communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 4.2.5 The notice and agenda for each AIOB meeting shall be sent to all members of the AIOB and any other persons who may be required to attend.
- 4.2.6 The Chairman of the AIOB shall report to the Board on any matter that should be brought to the Board's attention and provide recommendations of the AIOB that require the Board's approval at the Board meeting.

4.3 AIOB Circular Resolution

Decision of the AIOB made by Circular Resolution shall be valid provided it is approved by all Members.

5.0 ROLE OF THE AIOB

- 5.1 The role of the AIOB is to do as follows:-
- i) approve investments in digital business up to USD20 million, provided that the approved investment is within the budget approved by Axiata Board. For avoidance of doubt, any investment exceeding USD20 million shall be tabled directly to Axiata Board. As per Axiata Merger & Acquisition (“M&A”) process, the investment still needs to adhere to M&A governance.
 - ii) perform the oversight function on investments made under the ambit of AIOB approval.
 - iii) approve divestment of digital business up to USD20 million provided it was an investment previously approved by AIOB.

- 5.2 In carrying out its responsibilities, the AIOB's policies and procedures remain flexible to changes in circumstances and conditions that are in compliance with legal and regulatory requirements.
- 5.3 Consider other matters as prescribed to the AIOB by the Board.
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6.0 POWERS AND AUTHORITY OF THE AIOB

In carrying out its duties and responsibilities, the AIOB shall have the following powers and authorities, in accordance with the procedures to be determined by the Board and at the cost to the Company:-

- i) Have the resources which are required to perform its duties;
- ii) Have full, free and unrestricted access to any information, records, properties and personnel of Axiata and of any other companies within the Axiata Group;
- iii) To appoint external counsels or other advisers and approve the terms and conditions of the appointment and obtain independent professional or other advice and services and to invite outsiders with relevant experience to attend the AIOB's meetings (if required) and to brief the AIOB thereof if the AIOB considers this as necessary; and
- iv) Access to the advice and services of the secretary.

Revision : **Paragraph 1.0 & 5.1. Paragraph 1.0.** Approved by Axiata Board vide Directors' Circular Resolution No. [1-14] dated 5 June 2014
Paragraph 1.0 & 5.1. Paragraph 1.0. Approved by Axiata Board vide Directors' Circular Resolution No. [13-14] dated 8 July 2014
Renamed from AIB to AIOB due to enhanced role of AIOB pursuant to Axiata Group Governance Review. Approved by Axiata Board at the Board of Directors' Meeting held on 22 November 2017
Role of AIOB shall include authority to approve divestment of digital business resolved by AIOB earlier. Approved at the Board of Directors' Meeting held on 17 January 2018.