

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting (“24th AGM”) of Digi.Com Berhad (“the Company”) will be conducted on a fully virtual basis through live streaming and online voting via the Remote Participation and Electronic Voting (“RPEV”) Facilities, for the purpose of considering and if thought fit, passing the following resolutions set out in this notice:

Meeting Platform	: https://web.lumiagm.com
Day and Date	: Tuesday, 18 May 2021 or any adjournment thereof
Time	: 10.00 a.m.
Broadcast Venue	: Studio, Digi Telecommunications Sdn Bhd Lot 10, Jalan Delima 1/1 Subang Hi-Tech Industrial Park 40000 Subang Jaya Selangor Darul Ehsan, Malaysia
Mode of Communication	: 1) Typed text in the Meeting Platform during the 24 th AGM. The messaging window facility will be opened concurrently with the Meeting Platform, i.e. one (1) hour before the AGM, which is from 9.00 a.m. on Tuesday, 18 May 2021. 2) E-mail questions to invesrel@digicom.my or via Boardroom’s website at https://boardroomlimited.my prior to the 24 th AGM.

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of the Directors and Auditors thereon. (Please refer to Note 1 of the Explanatory Notes)
- To re-elect Ms Yasmin Binti Aladad Khan who retires by rotation pursuant to Article 98(A) of the Company’s Articles of Association and being eligible, has offered herself for re-election. **Resolution 1**
(Please refer to Note 2 of the Explanatory Notes)

Tan Sri Saw Choo Boon who also retires by rotation in accordance with Article 98(A) of the Company’s Articles of Association, has expressed his intention not to seek for re-election. Hence, he will retain his office as Director until the conclusion of the 24th AGM.

Consequently, Tan Sri Saw Choo Boon who has served the Board as a Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 9 December 2010 has also expressed his intention not to seek for re-election. Hence, he will retain his office as a Senior Independent Non-Executive Director of the Company until the conclusion of the 24th AGM.
- To re-elect the following Directors who are to retire pursuant to Article 98(E) of the Company’s Articles of Association and being eligible, have offered themselves for re-election:
 - Ms Randi Wiese Heirung **Resolution 2**
 - Ms Wenche Marie Agerup **Resolution 3**
- To approve the payment of Directors’ fees of up to RM900,000.00 for the Independent Non-Executive Directors and benefits payable to the Directors up to an aggregate amount of RM16,000.00 from the date of the forthcoming 24th AGM until the next AGM of the Company. **Resolution 4**
- To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

Notice of Annual General Meeting

As Special Business

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

6. Ordinary Resolution

- **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, to be entered with Telenor ASA ("Telenor") and Persons Connected with Telenor ("Proposed Shareholders' Mandate")**

Resolution 6

(Please refer to Note 3 of the Explanatory Notes)

That, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, 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 and persons connected with Telenor as specified in Section 2.3 of the Circular to Shareholders dated 15 April 2021, 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 Shareholders' Mandate shall be passed, at which time it will lapse, unless by a resolution passed at a general meeting, 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 Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is earlier.

And that the Directors of the Company be and are hereby authorised 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 Shareholders' Mandate."

7. Special Resolution

- **Proposed Amendments to the Articles of Association of the Company**

Special Resolution

(Please refer to Note 4 of the Explanatory Notes)

THAT the Proposed Amendments to the existing Articles of Association of the Company, as annexed as Appendix III in the Circular to Shareholders dated 15 April 2021, be and are hereby approved and adopted, with immediate effect.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments to the existing Articles of Association of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities."

Notice of Annual General Meeting

As Other Business

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

By Order of the Board

Choo Mun Lai (MAICSA No. 7039980)
(SSM PC No. 201908001003)
Tai Yit Chan (MAICSA No. 7009143)
(SSM PC No. 202008001023)
Company Secretaries

Selangor Darul Ehsan
15 April 2021

(A) NOTES

- (i) Due to the on-going Movement Control Order and as part of the continuing measures to stem the spread of the Coronavirus Disease (COVID-19), the 24th AGM of the Company will be conducted on a fully virtual basis through live streaming and online voting using RPEV facilities at <https://web.lumiagm.com>. The procedures for members to register, participate and vote remotely via the RPEV facilities are provided in the Administrative Guide for the 24th AGM.
- (ii) Please follow the procedures set out in the Administrative Guide for the 24th AGM which is available on the Company's website at www.digi.com.my/annualreport to register, attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely via the RPEV facilities.
- (iii) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chair of the 24th AGM of the Company to be present at the main venue in Malaysia. Shareholders/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to attend the 24th AGM in person at the Broadcast Venue on the day of the meeting. Any Shareholders or Proxies or Corporate Representatives who turn up at the Broadcast Venue would be requested to leave the venue politely.
- (iv) In respect of deposited securities, only Shareholders whose names appear on the Record of Depositors on 4 May 2021 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the meeting.
- (v) A shareholder entitled to participate at the 24th 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 not be valid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- (vi) 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.
- (vii) 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.
- (viii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his 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.
- (ix) 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 Ground Floor or 11th Floor, Menara Symphony

Notice of Annual General Meeting

No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan at least forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid. Alternatively, the Form of Proxy can be submitted electronically via <https://boardroomlimited.my> before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of Form of Proxy, kindly refer to the annexure of the Administrative Details.

- (x) Any Notice of Termination of Authority to act as Proxy must be received by the Company at least forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
 - a. the constitution of the quorum at such meeting;
 - b. the validity of anything he/she did as Chair of such meeting;
 - c. the validity of a poll demanded by him/her at such meeting; or
 - d. the validity of the vote exercised by him/her at such meeting.
- (xi) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM will put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

(B) EXPLANATORY NOTES

1. Audited Financial Statements for the financial year ended 31 December 2020

The Audited Financial Statements under Item 1 of the Agenda are laid in accordance with Section 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. Tan Sri Saw Choo Boon does not seek for re-election as a Director and Senior Independent Non-Executive Director

Tan Sri Saw Choo Boon had on 10 February 2021 informed of his intention not to seek for re-election as Director and Senior Independent Non-Executive Director, after having served on the Board for a cumulative term of more than nine (9) years since his appointment as Director of the Company on 9 December 2010.

Hence, he will retain his office as Director and Senior Independent Non-Executive Director until the conclusion of the 24th AGM, and will retire in accordance with Article 98(A) of the Company's Articles of Association.

3. Ordinary Resolution 6 - Proposed Shareholders' Mandate

Ordinary Resolution 6 proposed under item 6 of the Agenda, if passed, will allow the Company and its subsidiaries ("Group") to enter into recurrent related party transactions, in accordance with paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, without the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. The shareholders' mandate is subject to renewal on an annual basis.

4. Special Resolution - Proposed Amendments to the Articles of Association of the Company

This Special Resolution proposed under item 7 of the Agenda, if passed, will allow the Company to enhance administrative efficiency and will not have any effect on the issued share capital, substantial shareholders' shareholdings, net assets, gearing or earnings of the Company.

Notice of Annual General Meeting

The Proposed Amendments to the Articles of Association of the Company shall take effect once it has been passed by a majority of not less than seventy-five percent (75%) of such members of the Company who are entitled to participate in person or by proxy at the 24th AGM.

Please refer to the Circular to Shareholders dated 15 April 2021 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 AGM and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder'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 AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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.