

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fifth Annual General Meeting ("25<sup>th</sup> AGM") of Digi.Com Berhad ("the Company") will be conducted virtually through livestreaming 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	: <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a>
Day and Date	: Friday, 13 May 2022 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 Shah Alam Selangor Darul Ehsan, Malaysia
Mode of Communication	: 1) Typed text in the Meeting Platform during the 25 <sup>th</sup> AGM. The Messaging window facility will open concurrently with the Meeting Platform, i.e. one (1) hour before the AGM, which is from 9.00 a.m. on Friday, 13 May 2022. 2) E-mail questions to <a href="mailto:invesrel@digicom.my">invesrel@digicom.my</a> or log into Boardroom Smart Investor Portal at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> prior to the 25 <sup>th</sup> AGM.

### AGENDA

#### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 and 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 are to retire pursuant to Article 98(A) of the Company's Articles of Association and being eligible, have offered themselves for re-election:
  - i. Mr. Haakon Bruaset Kjoel **Resolution 1**  
*(Please refer to Note 2 of the Explanatory Notes)*
  - ii. Mr. Lars Erik Tellmann **Resolution 2**  
*(Please refer to Note 2 of the Explanatory Notes)*
3. To re-elect Datuk Iain John Lo who retires pursuant to Article 98(E) of the Company's Articles of Association and being eligible, has offered himself for re-election.  
*(Please refer to Note 2 of the Explanatory Notes)* **Resolution 3**
4. To approve the payment of Directors' fees of up to RM900,000 for the Independent Non-Executive Directors and benefits payable to the Directors up to an aggregate amount of RM16,000 from 14 May 2022 until the next AGM of the Company. **Resolution 4**
5. 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****Resolution 6**

- **Retention of Puan Yasmin Binti Aladad Khan as Independent Non-Executive Director**

*(Please refer to Note 3 of the Explanatory Notes)*

THAT approval be and is hereby given to Puan Yasmin Binti Aladad Khan who will serve the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years on 23 July 2022, to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM.

**7. Ordinary Resolution****Resolution 7**

- **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")**

*(Please refer to Note 4 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 13 April 2022, 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.

**8. Special Resolution****Special Resolution****- Proposed Amendment to the Memorandum of Association of the Company**

*(Please refer to Note 5 of the Explanatory Notes)*

THAT the Clause 5 of the Company's Memorandum of Association of the Company be amended by deleting the first sentence "The capital of the Company is Ringgit Malaysia One Billion (RM1,000,000,000/-) only divided into 100,000,000,000 ordinary shares of RM0.01 each." and that amended Clause 5 shall be read as follows:-

"The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."

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 Amendment to the existing Memorandum 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.

**As Other Business**

9. 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

13 April 2022

## Notice of Annual General Meeting

**(A) NOTES**

- (i) As part of the continuing measures to stem the spread of the Coronavirus Disease (Covid-19), the 25<sup>th</sup> AGM of the Company will be conducted on virtual basis through live streaming and online voting using RPEV facilities at <https://meeting.boardroomlimited.my>. The procedures for members to register, participate and vote remotely via the RPEV facilities are provided in the Administrative Guides for the 25<sup>th</sup> AGM.
- (ii) Please follow the procedures set out in the Administrative Guides for the 25<sup>th</sup> AGM which is available on the Company's website at [www.digi.com.my/annualreport/index.html](http://www.digi.com.my/annualreport/index.html) 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 25<sup>th</sup> AGM of the Company to be present at the main venue in Malaysia. Shareholders/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to attend the 25<sup>th</sup> 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 5 May 2022 (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 25<sup>th</sup> 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, 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://investor.boardroomlimited.com> 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 Administrative Guide. A Member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.

## Notice of Annual General Meeting

- (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 2021**

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. Ordinary Resolutions 1 to 3 - Re-election of Directors**

The Board via the Nomination Committee has reviewed the performance of each Director subject for re-election, through an annual assessment, are satisfied with the performance, contribution and effectiveness of the Directors. Mr. Haakon Bruaset Kjoel, Mr. Lars Erik Tellmann and Datuk Iain John Lo being eligible, have offered themselves for re-election at this AGM.

These three (3) retiring Directors 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. The profiles of these retiring Directors are set out on pages 84, 86 and 88 of the Integrated Annual Report 2021.

**3. Ordinary Resolution 6 - Retention of Puan Yasmin Binti Aladad Khan as Independent Non-Executive Director**

The Board via the Nomination Committee, through an annual assessment, has reviewed and recommended the retention of Puan Yasmin Binti Aladad Khan who will serve the Board for more than nine (9) years on 23 July 2022 to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- She fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Puan Yasmin's vast experience enables her to provide the Board with a diverse set of experience, expertise, skills and competence. She has good understanding of the industry and the Company's business operations which enable her to participate actively and contribute effectively for robust discussion at the Audit and Risk Committee, Nomination Committee, Remuneration Committee and Board Meetings without compromising her independence and objective judgement.
- She has exercised due care and promotes good corporate governance practices during her tenure as Independent Non-Executive Director of the Company and carried out her duties in the best interest of the Company.

## Notice of Annual General Meeting

- Sufficient time is required by the Company to find a suitable successor for Puan Yasmin as an Independent Non-Executive Director, who is also the Chair of the Nomination Committee and a member of Audit and Risk Committee and Remuneration Committee to ensure an orderly succession plan.

Puan Yasmin has abstained from deliberation and decision on her retention as Independent Non-Executive Director at the Nomination Committee and Board meetings. She does not hold any shares in the Company and has no conflict of interests with the Company. The profile of Puan Yasmin is set out on page 87 of the Integrated Annual Report 2021.

#### 4. Ordinary Resolution 7 - Proposed Shareholders' Mandate

Ordinary Resolution 7 proposed under item 7 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.

#### 5. Special Resolution - Proposed Amendment to the Memorandum of Association of the Company

This Special Resolution proposed under item 8 of the Agenda, if passed, will allow the Company to remove the redundancy of the share capital clause under the no par value regime. The amendment will not have any effect on the issued share capital, substantial shareholders' shareholdings, net assets, gearing or earnings of the Company.

The Proposed Amendment to the Memorandum 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 25<sup>th</sup> AGM.

#### **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.*