

TERMS OF REFERENCE

AXIATA ENTERPRISE INVESTMENT BOARD COMMITTEE

AXIATA GROUP BERHAD
(199201010685)
(242188-H)

Revision History

- 1) *Resolved by AIEB – 6 October
2020*

AXIATA GROUP BERHAD (242188-H)

**TERMS OF REFERENCE OF AXIATA ENTERPRISE INVESTMENT
BOARD COMMITTEE**

**1.0 OBJECTIVE OF THE AXIATA ENTERPRISE INVESTMENT BOARD COMMITTEE
("AEIB")**

The objective of the AEIB is to oversee a speedier and transparent execution of Axiata Group Berhad ("**Axiata**")'s enterprise business strategy within the ambit of the approved budget and Limits of Authority delegated by the Board.

2.0 COMPOSITION OF THE AEIB

2.1 The AEIB shall have at least three (3) Members, of which one (1) shall be a Independent Non-Executive Director of the Board of Axiata ("**INED Member**") and one (1) Executive Director ("**ED**"), all of which shall be appointed by the Board of Directors of Axiata ("**Board**").

2.2 For the avoidance of doubt, the total number of members of the AEIB may be as determined by the Board so long as it meets the provisions of paragraph 2.1 above.

2.3 The Chairman of the AEIB shall be appointed by the Board of Axiata from time to time from amongst the Members of the AEIB.

3.0 SECRETARY OF THE AEIB

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

3.2 The Secretary shall:

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

4.0 MEETING GUIDELINES OF THE AEIB

4.1 Quorum

The quorum for the conduct of a meeting of the AEIB shall be the presence of a minimum of two (2) Members comprising at least one (1) INED and one (1) ED as provided in paragraph 2.1 above.

4.2 Meetings

- 4.2.1 The AEIB shall meet at such time and frequency as decided by the Members. The AEIB 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 AEIB may establish procedures from time to time to govern its meetings, keeping of minutes and its administration.
- 4.2.2 The AEIB may request other Directors of Axiata, members of Board committees/ management, counsels and consultants as applicable to participate in the AEIB meetings, as necessary, to carry out the AEIB'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 AEIB unless he or she is a member of the AEIB.
- 4.2.3 A member of the AEIB 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 matter shall be referred to the Board for determination and/or direction.
- 4.2.4 A member of AEIB may participate in a meeting of AEIB 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 AEIB meeting shall be sent to all members of the AEIB and any other persons who may be required to attend.
- 4.2.6 Any resolution of a meeting of the AIEB shall be carried only if there is a unanimous vote of the members present and meeting the quorum of the meeting. In the absence of a unanimous vote on any matter presented before the meeting, the matter shall be so adjourned to the next meeting of the AIEB or escalated to the Board of Axiata as determined by the Chairman. For the avoidance of doubt, any matter so adjourned to the next meeting of the AEIB shall still be subject to the requirement for the unanimity of votes as provided herein.
- 4.2.7 The Chairman of the AEIB shall report to the Board of Axiata on any matter that should be brought to the Board's attention and provide recommendations of the AEIB that require the Board's approval at the Board meeting.
- 4.2.8 Notwithstanding any provision of this Terms of Reference, the Chairman shall have the authority to refer any matter presented before the AEIB to the Board for deliberation and/or decision if the Chairman is of the opinion that the Board is a better forum to address and determine such matter.

4.3 AEIB Circular Resolution

Decision of the AEIB made by Circular Resolution shall be valid provided it is approved by all Members. Circular Resolutions may be disseminated amongst and voted on by Members through electronic means.

5.0 ROLE OF THE AEIB

- 5.1 The role of the AEIB are to do as follows: -

- i) approve investments in enterprise business up to USD15 million. For avoidance of doubt, any investment exceeding USD15 million shall be tabled directly to Axiata Board. As per the Axiata Mergers & Acquisition (“**M&A**”) process, the investment still needs to adhere to the required M&A governance; and
- ii) approve divestment of enterprise business up to USD15 million provided it is an investment previously approved by AEIB; and
- iii) approve all M&A related expenses to be incurred by Axiata or by related Operating Company (“**OpCo**”) pursuant to the foregoing matters, provided that such expenses have been budgeted and approved by Axiata Enterprise division, Axiata or the respective OpCo as the case may be.

5.2 In determining the financial limit of the AEIB for investments that are not in the currency of the USD, the applicable forex rate between the said currency to the USD over the past 3 months to the transaction shall be used. If there are difficulties and/or uncertainties in determining the financial limits of the AEIB, the matter shall be referred to the Board for determination and/or direction.

5.3 In carrying out its responsibilities, the AEIB’s policies and procedures shall remain flexible to changes in circumstances and conditions that are in compliance with legal and regulatory requirements.

5.4 The AEIB shall also consider other matters as prescribed to the AEIB by the Board.

6.0 POWERS AND AUTHORITY OF THE AEIB

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

- i) Have the resources that 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 AEIB’s meetings (if required) and to brief the AEIB thereof if the AEIB considers this as necessary; and
- iv) Access to the advice and services of Group Company Secretary of Axiata; and
- v) The necessary authority to approve the following for investments approved by AEIB within the parameters as specified under the AEIB’s TOR herein and/or approved by AEIB:-
 - (i) Incorporation of new companies (“**Newco**”)/joint venture companies (“**JVCo**”) and succeeding subsidiaries of the Newco/JVCo in countries of Newco/JVCo’s operations as per approved business plan, and determination of, inter-alia, name, authorised and paid-up share capital, Directors and Company Secretary and subscribers’ shares;
 - (ii) Implement changes to Newco/JVCo shareholding structure and/or associated investments and divestments;

- iii) Increase of authorised and paid-up share capital of Newco/JVCo and its associated investments;
- viii) Use of the name 'Axiata';
- ix) Announcements to Bursa Securities Malaysia Berhad in relation to incorporation of Newco/JVCo and other announcements arising from the equity investments and/or changes in shareholding structure and/or divestments as required; and
- x) In the case of equity investments, where Axiata is a party, approval to enter into any definitive agreements in relation to equity investments such as Share Purchase Agreements, Shareholders' Agreements and Joint Venture Agreements (*not exhaustive*) including the execution of transfers and/or subscription documents for shares.

DATED 6 OCTOBER 2020
