

ROBI AXIATA LIMITED
Registered Office:
53 Gulshan South Avenue, Dhaka-1212

THE MINUTES OF THE 27TH ANNUAL GENERAL MEETING OF ROBI AXIATA LIMITED HELD ON TUESDAY, 25 APRIL 2023 AT 3.00 P.M. THROUGH DIGITAL PLATFORM AT THE CORPORATE OFFICE, 53 GULSHAN SOUTH AVENUE, DHAKA 1212, BANGLADESH

The Shareholders as recorded in the attendance register were present in the meeting.

Following Directors were also present in the meeting:

- | | |
|---------------------------------|----------------------|
| 1) Mr. Thayaparan Sangarapillai | Chairman |
| 2) Dr. Hans Wijayasuriya | Director |
| 3) Mr. Vivek Sood | Director |
| 4) Dr. M. Sadiqul Islam | Independent Director |
| 5) Mr. Nasir Uddin Ahmed | Independent Director |

IN ATTENDANCE:

Mr. Rajeev Sethi	Chief Executive Officer
Mr. M Riyaz Rasheed	Chief Financial Officer
Mr. Mohammad Shahedul Alam	Company Secretary & CCRO

SHAREHOLDERS PRESENT

As per the attendance list [Total: 459 representing 39,072,097 Ordinary shares]

PROXIES PRESENT

As per the attendance list [Total: 7 representing 4,714,139,101 shares, Axiata Shares of which 3,238,305,000 shares are represented by Chairman]

1.0 OPENING

Chairman welcomed all shareholders, proxies and invitees present at the 27th Annual General Meeting (“27th AGM”) of Robi Axiata Limited (“Robi” or “Company”) and introduced members of the Board, Independent scrutinizer and Robi senior management.

After obtaining consent from the Chairman, Company Secretary also welcomed all shareholders in Bangla.

2.0 QUORUM AND ADMINISTRATIVE MATTERS

The presence of quorum was confirmed by the Company Secretary pursuant to the Articles of Association (“Articles”) of the Company. Company Secretary was briefed on the voting procedures.

Chairman informed that the AGM is being conducted using the Hybrid System in combination of virtual meeting using Digital platform through the link in pursuant to relevant BSEC Directive [BSEC's Order No. SEC/SRMIC/94-231/91 dated 31 March 2021 issued by BSEC on allowing Virtual AGM]. The Chairman then called the meeting to order.

3.0 NOTICE AND AGENDA

The Chairman with the permission of the meeting proposed for the Notice of 27th AGM dated 25 April 2023 together with the Agenda to be taken as read and seconded by Md. Mahfuz Sobhan, a shareholder. The Company Secretary highlighted that the printed version of the Annual Report has been delivered to relevant authorities and digital version of Annual Report and Sustainability Report is downloadable from the Investor Relations section of Robi's corporate website.

4.0 APPOINTMENT OF INDEPENDENT SCRUTINIZER

Chairman confirmed the appointment of Ms. Jasmin Akter FCS as Independent Scrutinizer for ensuring voting rights of all shareholders in hybrid system.

5.0 OPENING SPEECH BY THE CHAIRMAN

In the introduction of his speech, the Chairman welcomed all Shareholders and extended Eid greetings to all in advance. Full verbatim copy of the Chairman's speech attached in the end of this minute as Annexure 1.

6.0 Q&A

Chairman handed over the proceeding to the Company Secretary to reply to queries from the shareholders. MSA, CEO of Robi and CFO replies to queries from the shareholders. Complete list of questions and replies are kept in record.

7.0 AGENDA 1

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 ("AUDITED FINANCIAL STATEMENTS") TOGETHER WITH THE REPORT OF THE DIRECTORS AND THE AUDITORS ("REPORT") THEREON

The detailed voting summary is as follows:

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	295	4,749,187,292	99.99%
Dissent	13	344,936	0.01%
Total	308	4,749,532,228	100%

Based on the aforesaid result, the following resolution was passed unanimously.

THAT the Audited Financial Statements of the Company for the year ended 31 December 2022, together with the Reports of the Auditors and Directors thereon be and are hereby received, considered and adopted.

There was no question raised by the shareholders/proxies on this agenda.

8.0 AGENDA 2

DECLARATION OF FINAL DIVIDEND AS RECOMMENDED BY THE BOARD

The detailed voting summary is as follows:

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	254	4,746,471,074	99.98%
Dissent	36	1,017,973	0.02%
Total	290	4,747,489,047	100%

Based on the aforesaid result, the following resolution was passed unanimously.

THAT the shareholders have approved Final Cash Dividend of 7.00% per share (i.e. total 7.00% Cash Dividend) on the paid-up share capital of the Company for the year ended 31 December 2022 and to be paid to the Equity shareholders, whose names appeared on the Companies share register or in the depository register on the record date on March 13, 2023.

Payment of final cash dividend shall be subject to tax deduction at source by the Company under the provisions of the Income Tax Ordinance & Rules, 1984 and as amended from time to time by the Government.

There was no question raised by the shareholders/proxies on this agenda.

9.0 AGENDA 3

a) ELECTION/RE-ELECTION OF DIRECTORS

The detailed voting summary is as follows:

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	243	4,741,426,418	99.87%
Dissent	30	6,104,729	0.13%
Total	273	4,747,531,147	100%

Based on the aforesaid result, the following resolution was passed unanimously.

RESOLVED THAT Mr. M. Sadiqul Islam, Dr Shridhir Sariputta Hansa Wijayasuriya and Mr Kamal Dua who retire in accordance with S.91(2) of the Companies (Bangladesh) Act, 1994 and upon consent of the Board be and is hereby accorded to appoint, who are being eligible, offer themselves for re-election, be re-elected as Directors of the Company.

There was no question raised by the shareholders/proxies on this agenda.

c) APPROVAL OF DIRECTORS' FEES

The detailed voting summary is as follows:

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	194	4,737,331,472	99.8%
Dissent	74	9,656,023	0.2%
Total	268	4,746,987,495	100%

Based on the aforesaid result, the following resolution was passed unanimously.

RESOLVED THAT approval be and is hereby given for Directors' fees/remuneration and allowances payable to the Directors of BDT 29,532,194 (Taka twenty-nine million five hundred thirty-two thousand one hundred and ninety four only) for the financial year ended 31 December 2022.

There was no question raised by the shareholders/proxies on this agenda.

10.0 AGENDA 4

a. APPOINTMENT OF STATUTORY AUDITORS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022 AND TO FIX THEIR REMUNERATION

The detailed voting summary is as follows:

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	238	4,746,307,771	99.99%
Dissent	30	693,087	0.01%
Total	268	4,747,000,858	100%

Based on the aforesaid result, the following resolution was passed unanimously.

RESOLVED THAT ACNABIN, *Chartered Accountants* be and is hereby appointed as the Auditor of the Company for the financial year ended 31 December 2023 until the conclusion of the next AGM.

FURTHER RESOLVED THAT approval be and is hereby given to fix Auditor's remuneration at BDT 1,600,000 (unchanged) for the statutory audit, BDT 1,000,000 (current fee of BDT 800,000 for 2022) for quarterly review and annual audit of group consolidation package and BDT 400,000 (current fee of BDT 390,000) for quarterly reviews of condensed FS of Robi Axiata Limited for the year 2023 i.e., in **total BDT 3,000,000** which is **7.5%** higher than the current total fees of **BDT 2,790,000**

There was no question raised by the shareholders/proxies on this agenda.

b. APPOINTMENT OF COMPLIANCE AUDITORS AND FIXATION OF THEIR REMUNERATION

The detailed voting summary is as follows:

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	256	4,746,783,388	99.99%
Dissent	25	517,720	0.01%
Total	281	4,747,301,108	100%

Based on the aforesaid result, the following resolution was passed unanimously.

RESOLVED THAT *Itrat Husain & Associates* be and is hereby appointed as auditors for certification for 2023 of the Company in relation to compliance provisions stipulated in the Corporate Governance Code (CGC) for the financial year ended 31 December 2023 until the conclusion of the next AGM.

FURTHER RESOLVED THAT the Directors be and are hereby authorised to fix their remuneration at the total fee of BDT100,000 (Taka One Lac only) excluding VAT and other taxes for the financial year ending 31 December 2023.

There was no question raised by the shareholders/proxies on this agenda.

11.0 ANY OTHER BUSINESS

Company Secretary confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

12.0 ANNOUNCEMENT OF POLL RESULTS

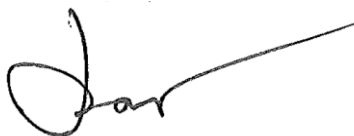
Ms. Jasmin Akter FCS, Independent Scrutinizer verified all the voting and confirmed the voting result. Ms. Akter confirmed that the poll voting results as projected on the screen in the meeting room have been verified. The poll voting results are attached as 'Annexure 2'. Based on the poll results verified by the Scrutineers, the Chairman declared all resolutions tabled at the 27th AGM carried and resolved accordingly.

13.0 TERMINATION OF MEETING

- A. Company Secretary confirmed that there was no notice received for any other business to be conducted at the 27th AGM.
- B. On behalf of the Board, the Chairman thanked valued shareholders for their presence in the AGM. He said that both Management and Board were very gratified by their loyal support to the Company. The Chairman also hoped and prayed that pandemic will be behind us soon, and we will have the opportunity to meet again face to face.
- C. Chairman in his closing remarks stated as follows:

"We are witnessing the dawning of a new era. Telecom sector is not just another sector, It is a gateway to the future. It is a time to imagine the future we want and to build it together. We sincerely hope that our shareholders are on board. We, as a partner to Smart Bangladesh, is not a mere business entity, we are essentially building the future".
- D. The Chairman concluded the Meeting and thanked all present. The Meeting was terminated at 3.40 p.m.

CONFIRMED AS A CORRECT RECORD



**THAYAPARAN A/L SANGARAPILLAI
CHAIRMAN**

Date: 25 April 2023

ANNEXURE 1

CHAIRMAN'S SPEECH

Having successfully achieved the Digital Bangladesh vision in 2021, the Government of Bangladesh didn't keep the country waiting for too long for the next vision to strive towards. With the unveiling of the Smart Bangladesh vision the telecom industry was given a clear roadmap for the future. It is particularly heartening for us to note that Robi completed 25 years of its journey as the country started its journey towards the new and worthy vision of Smart Bangladesh. The slogan for our 25 years celebration- "Ready for the Future", thus, clearly resonated with the national aspiration for the future.

Just like Bangladesh, when we look at the progress Robi made in 2022, I see plenty of reasons to be optimistic about the future of the company. The expression I would use to describe our performance in 2022, would be "solid and steady progress". The best part of it was this performance was that it can be sustainably improved upon and we are committed to ensure Robi has all the resources it needs to deliver on the potential it so clear has. Despite intense market competition, Robi is managing to stand out in the market in innovation. That, for me, is the biggest strength of the company as it pivots to a digital future through smooth transformation journey.

Our solid and steady progress in the market has been premised on strong governance practices. The most important resource of the company, it's people, are fully engaged to spur the company ahead. The elements of 4th industrial revolution- AI, IoT, Data Analytics,

Cloud Computing etc are all falling in place and have begun to unlock opportunities for us. I consider 2022 to be foundation year in this regard; as we go into the future, this phenomenon is only going to accentuate.

Smart Bangladesh, as rightly outlined by the Government, requires a complete rethink of the way the economy and society is structured. While the intention behind the vision is a timely and worthy one, we need to quickly go back to the drawing board to carve out a regulatory framework that can leverage the maximum from the telecom sector. While there are many aspects that needs immediate attention, withdrawal of the 2% minimum turnover tax and setting of a reasonable floor price for data would be a good start. Getting the right policies in place is going to be paramount to our journey towards Smart Bangladesh. Robi commits itself to this noble journey ahead having served Bangladesh for 25 glorious years.

ANNEXURE 2

CONSOLIDATED RESULT OF VOTING

Agenda No	Agenda	Agenda Description	Number of members voted in E-voting	Favour (Total number of votes cast Shares & Shareholder)	Favour (% of total number of votes cast)	Against (Total number of votes cast Shares & Shareholder)	Against (% of total number of votes cast)
1	Agenda-01/ আপোচনুটি-০১	Audited financial statements for the financial year ended 31 December 2022 (audited financial statements) together with the report of the directors and the auditors (report) thereon.	308	4749187292 (295 Shareholder/s)	99.99%	344936 (13 Shareholder/s)	0.01%
2	Agenda-02/ আপোচনুটি-০২	To approve dividend as recommended by the board.	290	4746471074 (254 Shareholder/s)	99.98%	1017973 (36 Shareholder/s)	0.02%
3	Agenda-03(a) / আপোচনুটি-০৩ (ক)	Election/re-election of directors.	273	4741426418 (243 Shareholder/s)	99.87%	6104729 (30 Shareholder/s)	0.13%
4	Agenda-03 (b) / আপোচনুটি-০৩ (খ)	To approve directors' fees of the company.	268	4737331472 (194 Shareholder/s)	99.8%	9656023 (74 Shareholder/s)	0.2%
5	Agenda-04 (a) / আপোচনুটি-০৪ (ক)	Appointment of statutory auditors for the financial year ending 31 December 2022 and to fix their remuneration.	268	4746307771 (238 Shareholder/s)	99.99%	693087 (30 Shareholder/s)	0.01%
6	Agenda-04 (b) / আপোচনুটি-০৪ (খ)	To appoint compliance auditors and fixation of their remuneration.	281	4746783388 (256 Shareholder/s)	99.99%	517720 (25 Shareholder/s)	0.01%