

1/22 **WELCOME ADDRESS**

- NOTED**
- 1.1 The Chairman of the Board welcomed the valued shareholders and all present in the Extra-ordinary General Meeting (EGM) of the Company.
 - 1.2 The Chairman wishes all present good health and well-being and hoped that their families are also safe during this distressing time of covid-19 pandemic.
 - 1.3 The Chairman informed shareholders that this EGM has been convened to approve three special businesses. He said that as the second largest mobile telecom operator in Bangladesh, the company has entered into the capital market through IPO for expansion of existing network and has raised BDT 5.23 billion and company was utilizing the proceeds as specified in the prospectus. Till 31st of December 2021, company utilized BDT4.5billion approximately (TK 4,519,222,642) which is 86.28% of total proceeds.
 - 1.4 The Chairman referred to the consent letter from the Bangladesh Securities and Exchange Commission (BSEC), where completion date of the project was mentioned as 23 June 2021, which was within 6 (six) months from 24 December 2020.
 - 1.5 While implementing the project, to minimize adverse impact of the covid pandemic, Robi has negotiated and secured better pricing and also extended payment terms with the equipment suppliers resulting in substantial cost savings and deferred payments of latter of credits (LC) till mid-2022. Moreover, due to change in dynamic network planning, some telecom equipment will not be required. The stable foreign exchange market also led to considerable forex savings than earlier projection (BDT 86.5 per USD exchange rate whereas we have secured the rate between BDT 84.80 to BDT 84.95 that led to residual amount in different cost lines.
 - 1.6 The Chairman added that unfavourable pandemic situation as well as the fact that the proceeds will be utilized for the purpose as specified in the prospectus under the broader head and objective of 'Network Expansion' and only the internal line items will be changed due to changes in network planning and pricing. Under this premise, it would be in the best interest of the company for approving the tabled agenda.
 - 1.7 The Chairman requested valued shareholders to approve these three agendas of this meeting.
 - 1.8 The Chairman then called the meeting to order.

2/22 **QUORUM**

- NOTED**
- The presence of the quorum was confirmed by the Company Secretary pursuant to Article 62 of the Articles of Association of Robi Axiata Limited ("Robi" or the "**Company**") and Chairman declared the Meeting duly convened.

3/22 NOTED	<u>NOTICE</u> The Notice of the EGM dated 2 January 2022 called by due notice of Meeting as per clause 25 of the Stock Exchanges (Listing) Regulations, 2015. The quorum being present, the Chairman called the Meeting to order.
4/22	<u>VOTING</u> 4.1 The Company Secretary informed that the meeting has been conducted virtually using Microsoft teams in the light of the covid-19 situation and there is no physical attendance by the shareholders and no live voting at this EGM. 4.2 Proxy forms submitted at least 72 hours before the EGM, the number of votes for and against each resolution had been checked and verified by the scrutinizer of the meeting. 4.3 Voting was conducted by poll, and the results of the poll for each resolution was announced during the course of this meeting. 4.4 The Company Secretary informed that all three (3) items on the agenda were Special Resolutions which will only be passed if 51% or more of the total votes cast by General Shareholders are in favour of the resolution, as per the directive of BSEC in this specific case.

5/22	<p><u>SPECIAL RESOLUTION NO. 1</u></p> <p><u>AMENDMENT OF THE 'UTILIZATION OF IPO PROCEEDS' FOR NETWORK EXPANSION</u></p> <p>PRESENTED AND NOTED</p> <p>a. The motion on the amendment of the 'Utilization of IPO Proceeds' for network expansion was proposed by the Chairman.</p> <p>b. The motion was put to the vote. The results on the votes cast for Special Resolution 1 by way of poll were as follows:</p> <p>Poll result of General Shareholders as per BSEC requirement:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Res. No.</th> <th rowspan="2">Total Number of Shares</th> <th colspan="2">For</th> <th colspan="2">Against</th> </tr> <tr> <th>No of Shares</th> <th>Percentage %</th> <th>No of Shares</th> <th>Percentage %</th> </tr> </thead> <tbody> <tr> <td>Special Resolution No 1</td> <td>57,320,809</td> <td>55,750,529</td> <td>97.26%</td> <td>1,570,280</td> <td>2.74%</td> </tr> </tbody> </table> <p>Poll result of all shareholders (including all sponsor shareholders):</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Res. No.</th> <th rowspan="2">Total Number of Shares</th> <th colspan="2">For</th> <th colspan="2">Against</th> </tr> <tr> <th>No of Shares</th> <th>Percentage %</th> <th>No of Shares</th> <th>Percentage %</th> </tr> </thead> <tbody> <tr> <td>Special Resolution No 1</td> <td>4,771,460,770</td> <td>4,769,890,490</td> <td>99.97%</td> <td>1,570,280</td> <td>0.03%</td> </tr> </tbody> </table> <p>c. Based on the polling results, the Chairman declared Special Resolution 1 carried.</p> <p>RESOLVED</p> <p>THAT the proposed amendment on the Utilization of IPO Proceeds against Network Expansion of Robi Axiata Limited as mentioned in the approved prospectus of the Company as attached in Annexure-A will be revised as Annexure-B procuring an extra quantity of telecom equipment in the same/relevant/others line items with the remaining proceeds to meet the present requirement of the Company be and is hereby approved by the shareholders of the Company.</p> <p>THAT the CEO/MD and/or Acting CEO/CFO of the Company and each of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to the Proposed Utilization of IPO Proceeds and/or the matters contemplated in this resolution.</p>	Res. No.	Total Number of Shares	For		Against		No of Shares	Percentage %	No of Shares	Percentage %	Special Resolution No 1	57,320,809	55,750,529	97.26%	1,570,280	2.74%	Res. No.	Total Number of Shares	For		Against		No of Shares	Percentage %	No of Shares	Percentage %	Special Resolution No 1	4,771,460,770	4,769,890,490	99.97%	1,570,280	0.03%
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6/22	<p><u>SPECIAL RESOLUTION NO. 2</u></p> <p><u>EXTENSION OF TIME FOR ‘UTILIZATION OF IPO PROCEEDS’</u></p> <p>a. The motion on the “Extension of Time for Utilization of IPO Proceeds’ was proposed by the Chairman.</p> <p>b. The motion was put to the vote. The results on the votes cast for Special Resolution 2 by way of poll were as follows:</p> <p>Poll result of General Shareholders as per BSEC requirement:</p> <table border="1"> <thead> <tr> <th rowspan="2">Res. No.</th> <th rowspan="2">Total Number of Shares</th> <th colspan="2">For</th> <th colspan="2">Against</th> </tr> <tr> <th>No of Shares</th> <th>Percentage %</th> <th>No of Shares</th> <th>Percentage %</th> </tr> </thead> <tbody> <tr> <td>Special Resolution No 2</td> <td>56,062,129</td> <td>53,412,190</td> <td>95.27%</td> <td>2,649,939</td> <td>4.73%</td> </tr> </tbody> </table> <p>Poll result of all shareholders (including all sponsor shareholders):</p> <table border="1"> <thead> <tr> <th rowspan="2">Res. No.</th> <th rowspan="2">Total Number of Shares</th> <th colspan="2">For</th> <th colspan="2">Against</th> </tr> <tr> <th>No of Shares</th> <th>Percentage %</th> <th>No of Shares</th> <th>Percentage %</th> </tr> </thead> <tbody> <tr> <td>Special Resolution No 1</td> <td>4,770,202,090</td> <td>4,767,552,151</td> <td>99.94%</td> <td>2,649,939</td> <td>0.06%</td> </tr> </tbody> </table> <p>c. Based on the polling results, the Chairman declared Special Resolution 2 carried.</p>						Res. No.	Total Number of Shares	For		Against		No of Shares	Percentage %	No of Shares	Percentage %	Special Resolution No 2	56,062,129	53,412,190	95.27%	2,649,939	4.73%	Res. No.	Total Number of Shares	For		Against		No of Shares	Percentage %	No of Shares	Percentage %	Special Resolution No 1	4,770,202,090	4,767,552,151	99.94%	2,649,939	0.06%
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RESOLVED	<p>THAT the proposed timeline extension for ‘Utilization of IPO Proceeds’ has been extended till 30 June 2022.</p>																																					

7/22	<p><u>SPECIAL RESOLUTION NO. 3</u></p> <p><u>THE USE OF RESIDUAL AMOUNT FROM IPO EXPENSES AND INTEREST INCOME GENERATED FROM BANK DEPOSITS ON IPO PROCEEDS</u></p> <p>PRESENTED AND NOTED</p> <p>a. The motion on the use of residual amount from IPO expenses and interest income generated from bank deposits on IPO proceeds at present and in future to be utilized against the revised and proposed network expansion was proposed by the Chairman.</p> <p>b. The motion was put to the vote. The results on the votes cast for Special Resolution 3 by way of poll were as follows:</p> <p>Poll result of General Shareholders as per BSEC requirement:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Res. No.</th> <th rowspan="2">Total Number of Shares</th> <th colspan="2">For</th> <th colspan="2">Against</th> </tr> <tr> <th>No of Shares</th> <th>Percentage %</th> <th>No of Shares</th> <th>Percentage %</th> </tr> </thead> <tbody> <tr> <td>Special Resolution No 3</td> <td>56,947,852</td> <td>53,912,572</td> <td>94.67%</td> <td>3,035,280</td> <td>5.33%</td> </tr> </tbody> </table> <p>Poll result of all shareholders (including all sponsor shareholders):</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Res. No.</th> <th rowspan="2">Total Number of Shares</th> <th colspan="2">For</th> <th colspan="2">Against</th> </tr> <tr> <th>No of Shares</th> <th>Percentage %</th> <th>No of Shares</th> <th>Percentage %</th> </tr> </thead> <tbody> <tr> <td>Special Resolution No 1</td> <td>4,771,087,813</td> <td>4,768,052,533</td> <td>99.94%</td> <td>3,035,280</td> <td>0.06%</td> </tr> </tbody> </table> <p>c. Based on the polling results, the Chairman declared Special Resolution 3 carried.</p> <p>RESOLVED</p> <p>THAT the use of residual amount from IPO expenses and interest income generated from bank deposits on IPO proceeds at present and in future to be utilized against the revised and proposed network expansion as attached in Annexure-B and Annexure-C.</p> <p>THAT the CEO/MD and/or Acting CEO/CFO of the Company and each of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to the Proposed use of residual amount from IPO expenses and interest income generated from bank deposits on IPO proceeds at present and in future to be utilized against the revised and proposed network expansion contemplated in this resolution.</p>	Res. No.	Total Number of Shares	For		Against		No of Shares	Percentage %	No of Shares	Percentage %	Special Resolution No 3	56,947,852	53,912,572	94.67%	3,035,280	5.33%	Res. No.	Total Number of Shares	For		Against		No of Shares	Percentage %	No of Shares	Percentage %	Special Resolution No 1	4,771,087,813	4,768,052,533	99.94%	3,035,280	0.06%
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8/22	<p><u>QUESTION & ANSWER SESSION</u></p> <p>8.1 Company Secretary moderated the Q&A sessions. Acting CEO of the Company addressed the questions which shareholders have submitted via the “live” chat function during this meeting.</p> <p>8.2 Shareholders’ questions were raised and addressed, as set out in the Annexure D to these minutes.</p> <p>8.3 The Company Secretary thanked all shareholders for their questions</p>
9/22	<p><u>VOTE OF THANKS AND CLOSING OF THE MEETING</u></p> <p>9.1 On behalf of the Board, the Chairman thanked valued shareholders for their presence in the EGM. He said that both Management and Board were very gratified by their loyal support of the Company.</p> <p>9.2 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.</p> <p>9.3 Since there was no other item for discussion and consideration, the meeting ended with vote of thanks to the Chair. The Chairman in response, warmly acknowledged the and thanked the members present and announced the closure of meeting. The Meeting ended at 3:30 P.M.</p>

CONFIRMED AS CORRECT RECORD



**THAYAPARAN SANGARAPILLAI
CHAIRMAN**

Date: 26 January 2022

Annexure-A

Fund Utilization Plan (As per Prospectus)		
Particulars	Specification	Total Cost (BDT)
Base Transceiver Station (BTS)	2G+3G+4G BTS with GL900+U2100	592,430,500
Base Transceiver Station (BTS)	2G+4G BTS with GL1800	136,716,422
Base Transceiver Station (BTS)	4G BTS with 900 Spectrum	244,794,160
Base Transceiver Station (BTS)	4G BTS with 1800 Spectrum	391,419,697
Base Transceiver Station (BTS)	4G BTS with New Spectrum	2,177,841,238
Antenna	BTS Antenna for New Site	168,171,815
Visitor Mobile Switching Center (VMSC)	New Active Subscriber Capacity	56,404,785
Mobile Number Portability (MNP)	Mobile Number Portability (MNP) Capacity	45,672,000
Home Location Register (HLR)	New Mobile User Capacity	171,840,900
IP Multimedia Subsystem (IMS)	New VoLTE User Capacity	171,270,000
Gateway Mobile Switching Center (GMSC)	Voice Call Capacity	26,211,663
GPRS Support Node (SGSN/GGSN)	3G Data Throughput Capacity	87,711,000
GPRS Support Node (SGSN/GGSN)	4G Data Throughput Capacity	390,028,500
Data network Analytics (DNA)	Data Usages Analysis Tool (UDN & DNA)	183,746,760
Microwave (MW)	New Site Transmission (Microwave) Connectivity	157,764,134
Provider Edge (PE) router	Transmission Architecture Modernization	155,700,000
Network Expansion		5,157,723,574
Estimated IPO Expenses		80,209,766
Total IPO Proceeds		5,237,933,340

Annexure-B

Fund Utilization Plan (Revised)		
Particulars	Specification	Total Cost (BDT)
Base Transceiver Station (BTS)	2G+3G+4G BTS with GL900+U2100	728,431,575
Base Transceiver Station (BTS)	2G+4G BTS with GL1800	136,716,451
Base Transceiver Station (BTS)	4G BTS with 900 Spectrum	244,794,135
Base Transceiver Station (BTS)	4G BTS with 1800 Spectrum	391,419,680
Base Transceiver Station (BTS)	4G BTS with New Spectrum	2,180,938,468
Antenna	BTS Antenna for New Site	168,171,830
Visitor Mobile Switching Center (VMSC)	New Active Subscriber Capacity	56,404,747
Mobile Number Portability (MNP)	Mobile Number Portability (MNP) Capacity	-
Home Location Register (HLR)	New Mobile User Capacity	171,839,900
IP Multimedia Subsystem (IMS)	New VoLTE User Capacity	80,940,977
Gateway Mobile Switching Center (GMSC)	Voice Call Capacity	26,211,663
GPRS Support Node (SGSN/GGSN)	3G Data Throughput Capacity	87,711,000
GPRS Support Node (SGSN/GGSN)	4G Data Throughput Capacity	390,028,503
Data network Analytics (DNA)	Data Usages Analysis Tool (UDN & DNA)	183,746,760
Microwave (MW)	New Site Transmission (Microwave) Connectivity	157,764,150
Provider Edge (PE) router	Transmission Architecture Modernization	155,700,000
Network Expansion		5,160,819,836
Estimated IPO Expenses		77,113,504
Total IPO Proceeds		5,237,933,340

Annexure-C

Utilization Plan (Proposed)		
Particulars	Specification	Total Cost (BDT)
Base Transceiver Station (BTS)	2G+3G+4G BTS with GL900+U2100	25,682,542
Total Interest Income (earned and projected)		25,682,542

Annexure-D

Shareholders' questions:

1. MOHAMMAD RIYADUZZAMAN RIYAD/1201890073982682/Individual

Any announcement about dividends?

Reply: We are still working on our 2021 year ended financials and our AGM will be in April 2022. Dividend may be announced after the account finalization.

2. MD. RAFIQUUL ISLAM/1203980043528961/Individual

আপনাদের (রবি) ভবিষ্যৎ পরিকল্পনা কি। রবি এর ইপিএস এত কম হওয়ার কারণ কি?

Reply: Robi is holding this EGM for amendment of IPO fund utilization and time extension till June 2022 to utilize the same.

We are still working on our 2021 year ended financials and our AGM will be in April 2022. EPS will be announced after the account finalization. Generally, 2% minimum tax imposed by National Board of Revenue have an adverse effect taking our Effective Tax Rate (ETR) to 66% to 78%.

Robi management is always committed to increase shareholders' value through an optimum mix of dividend decision as well as profit retention for the sustainable re-investment opportunity.

3. SANKAR KUMAR MALLICK/1204430015340656/Individual

Honorable chairman, please declared cash incentives and arrange physical AGM in coming years. Please let us know the details about future plan of our company. why the EPS it's Very sad?

Reply: We give highest priority to the health and safety of our valued shareholders. Due to covid, we are unable to hold any meeting physically.

We are still working on our 2021 year ended financials and our AGM will be in April 2022. EPS will be announced after the account finalization. Generally, 2% minimum tax imposed by National Board of Revenue have an adverse effect taking our Effective Tax Rate (ETR) to 66% to 78%.

4. S.M. RAFIQUUL ISLAM/1201830062640078/Individual

Yearly dividend kobe diben?

Reply: We are still working on our 2021 year ended financials and our AGM will be in April 2022. Dividend may be announced after the account finalization.