

# FORM OF PROXY

DIGI.COM BERHAD  
Registration No. 199701009694 (425190-X)  
(Incorporated in Malaysia)

I/We \_\_\_\_\_  
(Name in full)

NRIC No./Company No. (New and Old NRIC No.) \_\_\_\_\_ CDS Account No. \_\_\_\_\_

of \_\_\_\_\_  
(Address)

and telephone no./email address \_\_\_\_\_ being a shareholder/shareholders of DIGI.COM BERHAD

("the Company"), hereby appoint \_\_\_\_\_  
(Name in full)

NRIC No. (New and Old NRIC No.) \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ (Address)

or failing him/her \_\_\_\_\_  
(Name in full)

NRIC No. (New and Old NRIC No.) \_\_\_\_\_ of \_\_\_\_\_  
(Address)

or failing him/her, the \*Chair of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Twenty-Third Annual General Meeting ("AGM") of the Company will be held on Monday, 1 June 2020 at 10.00 a.m. or any adjournment thereof, through a combination of:

- Majority remote participation via Tricor's website <https://tjih.online>
- Minimal physical participation at Yellow Arena, Digi Telecommunications Sdn Bhd, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia

This proxy is to vote on the resolutions set out in the Notice of the Meeting, as indicated with an 'X' in the appropriate spaces below. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

\*Please delete the words 'Chair of the Meeting' if you wish to appoint some other person to be your proxy.

Item No.	Agenda	Resolution	For	Against
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors thereon.			
2.	(a) To re-elect Mr Haakon Bruaset Kjoel as Director who is to retire pursuant to Article 98(A) of the Company's Articles of Association.	1		
	(b) To re-elect Ms Vimala A/P V.R. Menon as Director who is to retire pursuant to Article 98(A) of the Company's Articles of Association.	2		
3.	To re-elect Mr Lars Erik Tellmann as a Director who is to retire pursuant to Article 98(E) of the Company's Articles of Association.	3		
4.	To approve the payment of Directors' fees and benefits payable to the Independent Directors.	4		
5.	To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	5		
<b>Special Business</b>				
6.	<b>Ordinary Resolution:</b> Proposed Retention of Tan Sri Saw Choo Boon as a Senior Independent Non-Executive Director.	6		
7.	<b>Ordinary Resolution:</b> Proposed Renewal of Existing Shareholders' Mandate, and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, to be entered with Telenor ASA and Persons Connected with Telenor.	7		

For appointment of two (2) proxies, percentage of shareholdings to be represented by the proxies:

	No. of Shares	Percentage
Proxy 1		%
Proxy 2		%
<b>Total</b>		100%

No. of Shares	
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Signature of Shareholder(s) or Common Seal

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

Tel. No. \_\_\_\_\_

**Notes:**

- (i) Due to the ongoing Movement Control Order effective 18 March 2020, there may be some delay in the delivery of the hardcopies of the Company's Integrated Annual Report 2019, as requested by the Shareholders. The hardcopies will be delivered once they are made available to the Company.
- (ii) In respect of deposited securities, only Shareholders whose names appear on the Record of Depositors on 20 May 2020 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the meeting.
- (iii) Shareholders and representative of Corporate Shareholders who are not able to attend the meeting in person at the meeting venue may opt to participate and vote remotely at the meeting via the facility which is available on Tricor's TIH Online website at <https://tiah.online>. For further information on the remote participation, kindly refer to the annexure of the Administrative Details.
- (iv) A shareholder entitled to attend, participate, speak and vote at the AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote on his/her behalf. Where a Shareholder appoints more than one (1) proxy, the appointment shall not be valid unless he specifies the proportions of his/her shareholdings to be represented by each proxy.
- (v) 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 attend and vote at the meeting shall have the same rights as the Shareholder to speak at the Meeting.
- (vi) 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.
- (vii) 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.
- (viii) The instrument appointing a proxy together with the power of attorney (if any) or a certified copy thereof must be deposited at the Company's Share Registrar Office, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, Tricor's Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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. You can also have the option to submit the proxy appointment electronically via TIH Online website at <https://tiah.online> before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of proxy form, kindly refer to the annexure of the Administrative Details.
- (ix) Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the meeting or at any adjournment thereof, 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 did as chairman of such meeting;
  - (c) the validity of a poll demanded by him at such meeting; or
  - (d) the validity of the vote exercised by him at such meeting.
- (x) 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.

**Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 28 April 2020.

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Stamp  
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Share Registrars  
**TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD**  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite, Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
Malaysia

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