

Notice of Annual General Meeting

DIALOG AXIATA PLC (PQ 38)

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON TUESDAY, 9 MAY 2017 AT 3:30 PM AT THE GRAND BALLROOM, WATERS EDGE, NO. 316, ETHUL KOTTE ROAD, BATTARAMULLA.

AS ORDINARY BUSINESS

1. Ordinary Resolution 1

To receive and adopt the Report of the Directors and the Statement of Accounts for the Financial Year ended 31 December 2016 and the Auditors' Report thereon.

2. Ordinary Resolution 2

To declare a final dividend as recommended by the Board of Directors.

3. Ordinary Resolution 3

To re-elect as a Director, Dr. Hansa Wijayasuriya, who retires by rotation pursuant to Article 102 of the Articles of Association of the Company.

4. Ordinary Resolution 4

To re-elect as a Director, Mr. Dominic Paul Arena, who was appointed to the Board since the last Annual General Meeting pursuant to Article 109 of the Articles of Association of the Company.

5. Ordinary Resolution 5

To re-elect as a Director, Mr. Supun Weerasinghe, who was appointed to the Board since the last Annual General Meeting pursuant to Article 109 of the Articles of Association of the Company.

6. Ordinary Resolution 6

To re-elect as a Director, Datuk Azzat Kamaludin, who attained the age of 71 years on 08 September 2016 and retires pursuant to Section 210 of the Companies Act No. 07 of 2007 and to resolve that the age limit of 70 years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not be applicable to Datuk Azzat Kamaludin.

7. Ordinary Resolution 7

To re-elect as a Director, Mr. Mohamed Muhsin, who attained the age of 73 years on 16 October 2016 and retires pursuant to Section 210 of the Companies Act No. 07 of 2007 and to resolve that the age limit of 70 years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not be applicable to Mr. Mohamed Muhsin.

8. Ordinary Resolution 8

To re-appoint Messrs. PricewaterhouseCoopers, Chartered Accountants, as Auditors to the Company and to authorise the Directors to determine their remuneration.

9. Ordinary Resolution 9

To authorise the Directors to determine and make donations.

AS SPECIAL BUSINESS

10. Special Resolution 1

To consider and, if thought fit approve, by special resolution, the following revisions to the Long Term Incentive Plan established by the Company with the approval of the shareholders of the Company by special resolution passed on 8 May 2013 ("the LTIP"):-

- (a) revision of the duration of the LTIP by replacing the existing Rule 14 of the Rules of the LTIP with the following:

"14. The Scheme shall be in force for a period ten (10) years from 8 May 2013, being the date on which the approval of the shareholders of the Company was granted for the establishment of the Scheme. All unvested Shares under the Share Awards which are not vested shall forthwith lapse upon the expiry of the Scheme."

- (b) revision of the eligibility criteria for the LTIP to be eligible to benefit under the LTIP, as set forth in Rule 2.2 of the Rules of the LTIP (supplemented by paragraph 2.3 of the Circular dated 30 March 2013 issued by the Company to shareholders setting forth the salient terms of the LTIP for the purpose of obtaining the approval of shareholders for the setting up of the LTIP), to read as follows:

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“2.2 A person shall not be selected to be an Eligible Employee unless that person, as of any reference date determined by the Board for the purpose of assessing eligibility of persons for any Share Offer;

- a) has attained the age of eighteen years;
- b) is an executive director of the Company or has entered into a full-time or fixed term contract of employment with, and is on the payroll of a Group Company and whose service has been confirmed; and
- c) has fulfilled any other eligibility criteria which has been determined by the Board at its absolute discretion, as the case may be.

For the avoidance of doubt, the Board may determine any other eligibility criterion for the purposes of selecting an Eligible Employee at any time and from time to time, in the Board's sole discretion.”

- (c) revision of the provisions of the Rules of the LTIP as supplemented by the contents of the said Circular dated 30 March 2013 to incorporate the following new Rule numbered as Rule 6.6 in the Rules of the LTIP:

“6.6 Notwithstanding any provision to the contrary contained in the Rules of LTIP and the Circular to Shareholders dated 30 March 2013, relating to the vesting of share awards and the period for which Grantees shall maintain a minimum level of individual performance, the Board shall be entitled and empowered to determine the period of vesting of shares awarded under the LTIP and determine the period over which a Grantee must maintain a minimum level of individual performance for shares awarded to such employee to be vested in him, notwithstanding any provision to the contrary in the Rules of the LTIP or the said Circular and in particular to determine that the period of vesting or

the period of maintenance of the minimum level of individual performance relevant to a particular Share Award shall be one (1) year, two (2) years or three (3) years.”

11. To consider any other business of which due notice has been given.

By Order of the Board



Ms. Viranthi Attygalle
Group Company Secretary

31 March 2017
Colombo

Notes:

- i) Only persons who are shareholders of the Company and whose names appear on the Share Register as at the AGM date will be entitled to attend the above meeting.
- ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her place by completing the Form of Proxy enclosed herewith.
- iii) A proxy need not be a shareholder of the Company. However the proxy must be above 18 years of age.
- iv) Shareholders / Proxy holders are kindly advised to bring along with them their National Identity Card or a similar form of acceptable identity when attending the meeting.
- v) For more information, please refer Administrative Details enclosed herewith.