

Notice of Annual General Meeting

DIALOG AXIATA PLC (PQ 38)

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON WEDNESDAY, 8TH MAY 2013 AT 03:30 PM AT THE SRI LANKA EXHIBITION & CONVENTION CENTRE, NO 12, D.R WIJEWARDANA MAWATHA, COLOMBO 10.

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 31st December 2012 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, Dato' Sri Jamaludin Ibrahim, 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. Mohd Khairil Abdullah 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. Moksevi Rasingh Prelis, who attained the age of 76 years on 2nd July 2012 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. Moksevi Rasingh Prelis.

6. Ordinary Resolution 6

To re-elect as a Director, Mr. Jayantha Cudah Bandara Dhanapala, who attained the age of 74 years on 30th December 2012 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. Jayantha Cudah Bandara Dhanapala.

7. Ordinary Resolution 7

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

8. Ordinary Resolution 8

To authorise the Directors to determine and make donations.

Notice of Annual General Meeting contd.

AS SPECIAL BUSINESS

9. To consider and, if thought fit to pass the following Special / Ordinary Resolutions:-

(I) PROPOSED LONG TERM INCENTIVE PLAN FOR EMPLOYEES

AS SPECIAL RESOLUTIONS

a) Special Resolution 1

THAT the Long Term Incentive Plan ("LTIP") as described in the Circular to Shareholders dated 30th March 2013 be established by the Company, subject to the terms and conditions stated therein and the Rules attached to the Circular.

b) Special Resolution 2

THAT the Company shall, notwithstanding the provisions of Article 09 of the Articles of Association of the Company, issue up to a maximum of 407,188,920 ordinary shares to eligible employees under the aforesaid LTIP, in accordance with and subject to the terms and conditions set out in the aforesaid Circular to Shareholders dated 30th March 2013, without first offering the said shares to the existing shareholders of the Company at the time of such offer/issue and allotment and that these new shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing issued ordinary shares of the Company.

AS AN ORDINARY RESOLUTION:

c) Ordinary Resolution 9

THAT the Board of Directors of the Company be and are hereby authorised to;

- i) implement, administer and give effect to the LTIP in accordance with its Rules;
- ii) allot and issue from time to time, such number of new ordinary shares in such amounts as may be determined by it to eligible employees of the Group (including executive directors) under the LTIP on terms and conditions set out in the Circular to Shareholders and the Rules attached thereto.
- iii) do or procure to be done, all acts, deeds and things, and to take all such decisions, as they may be in their discretion deem fit, necessary, expedient and/or appropriate, and in the best interests of the Company to facilitate the implementation of the above LTIP.

AS OTHER BUSINESS

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

By Order of the Board



Ms. Viranthy Attygalle

Company Secretary

30 March 2013

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.