

## **NOTICE OF ANNUAL GENERAL MEETING**

**DIALOG AXIATA PLC  
(PQ 38)**

**NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON TUESDAY, 17TH JUNE 2014 AT 3.30P.M. AT THE GRAND BALLROOM, WATERS EDGE, NO. 316, ETHUL KOTTE ROAD, BATTARAMULLA.**

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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 2013 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, Datuk Azzat Kamaludin, 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. Darke Mohamed Sani 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, Deshamanya Mahesh Dayalal Amalean 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, Mr. Moksevi Prelis, who attained the age of 77 years on 02nd July 2013 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 Prelis.
7. **Ordinary Resolution 7**  
To re-elect as a Director, Mr. Mohamed Muhsin, who attained the age of 70 years on 16th October 2013 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.

**By Order of the Board**

**Ms. Viranthi Attygalle**  
*Company Secretary*

16<sup>th</sup> May 2014  
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.*