



Airtel Africa plc

Notice of Annual General Meeting 2020
to be held on 24 June 2020 at
11.00am (UK time)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from a stockbroker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Airtel Africa plc shares, please send this document, together with the accompanying documents (but not the personalised Form of Proxy), as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.



Airtel Africa plc

(incorporated and registered in England and Wales under number 11462215)

Registered office:

First Floor
53/54 Grosvenor Street
London
W1K 3HU
United Kingdom

Directors:

Sunil Bharti Mittal
Raghunath Mandava
Andrew Green
Awuneba Ajumogobia
Douglas Baillie
John Danilovich
Annika Poutiainen
Ravi Rajagopal
Arthur Lang
Akhil Gupta
Shravin Bharti Mittal

27 May 2020

Notice of Annual General Meeting

Dear Shareholder

I am pleased to be writing to you with details of the Airtel Africa plc (“**Airtel Africa**”, or the “**Company**”) Annual General Meeting (“**AGM**”, or the “**meeting**”) which we are holding on 24 June 2020 at 11.00am (UK time).

Participating in the Meeting

The AGM will be held at the Company’s registered office (First Floor, 53/54 Grosvenor Street, London, W1K 3HU, United Kingdom). However, in light of the UK Government’s current “Stay at Home” measures to combat the COVID-19 pandemic, which preclude public gatherings and restrict non-essential travel, shareholders **must not** attend the AGM venue in person. We very much regret that shareholders will not be able to attend the AGM this year, especially as this is the first AGM of the Company and any updates to the arrangements described in this document will be made available on our website at www.airtel.africa/investors. We are grateful to shareholders for their understanding in these challenging times and are pleased to have made arrangements for shareholders to attend and vote at the AGM electronically through the Lumi app. Further information on how to join the Meeting electronically can be found on page 8 of this document.

If you would like to vote on the resolutions but cannot join the Meeting electronically, you can appoint a proxy by using one of the methods set out in the notes to the notice of AGM on pages 6 to 12 of this document. You are encouraged to submit your proxy vote as soon as possible and, in any event, no later than 11.00am (UK time) on 22 June 2020. Given the “Stay at Home” measures described above, shareholders appointing a proxy are strongly advised to appoint the **chairman of the Meeting** to ensure that their vote is counted.

Resolutions

The formal notice of AGM is set out on pages 4 and 5 of this document, which sets out the business to be considered at the Meeting, together with explanatory notes to the resolutions on pages 6 to 12 of this document.

Board recommendation

The Board considers the resolutions are in the best interests of the Company and its shareholders as a whole and are, therefore, likely to promote the success of the Company. The directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely,

SUNIL BHARTI MITTAL
CHAIRMAN

Notice of AGM

Airtel Africa plc

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at First Floor, 53/54 Grosvenor Street, London W1K 3HU on 24 June 2020 at 11.00am (UK time) to consider and, if thought fit, to pass Resolutions 1 to 19 inclusive as ordinary resolutions and 20 to 21 inclusive as special resolutions:

Resolution 1

To receive the accounts and the reports of the directors and the auditor for the year ended 31 March 2020.

Resolution 2

To approve the directors' remuneration report, other than the part containing the directors' remuneration policy, in the form set out in the Company's annual report and accounts for the year ended 31 March 2020.

Resolution 3

To approve the directors' remuneration policy in the form set out in the directors' remuneration report in the Company's annual report and accounts for the year ended 31 March 2020.

Resolution 4

To declare a final dividend for the year ended 31 March 2020 of \$0.03 for each ordinary share in the capital of the Company.

Resolution 5

To re-elect Sunil Bharti Mittal as a director.

Resolution 6

To re-elect Raghunath Mandava as a director.

Resolution 7

To re-elect Andrew Green as a director.

Resolution 8

To re-elect Awuneba Ajumogobia as a director.

Resolution 9

To re-elect Douglas Baillie as a director.

Resolution 10

To re-elect John Danilovich as a director.

Resolution 11

To re-elect Annika Poutiainen as a director.

Resolution 12

To re-elect Ravi Rajagopal as a director.

Resolution 13

To re-elect Arthur Lang as a director.

Resolution 14

To elect Akhil Gupta as a director.

Resolution 15

To elect Shravin Bharti Mittal as a director.

Resolution 16

To appoint Deloitte LLP as auditor of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.

Resolution 17

To authorise the audit committee of the Board to determine the remuneration of the auditor.

Resolution 18

THAT in accordance with sections 366 and 367 of the Companies Act 2006 the Company and all companies which are subsidiaries of the Company at the date on which this Resolution 18 is passed or during the period when this Resolution 18 has effect be generally and unconditionally authorised to:

(a) make political donations to political parties or independent election candidates not exceeding £25,000 in total;

(b) make political donations to political organisations other than political parties not exceeding £25,000 in total; and

(c) incur political expenditure not exceeding £25,000 in total

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this Resolution and ending at the end of the next Annual General Meeting of the Company or, if earlier, on 24 September 2021 provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £25,000 and

for the purposes of this Resolution the authorised sum may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same.

Resolution 19

THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of \$626,358,584 provided that this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 24 September 2021, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired.

Resolution 20

THAT if Resolution 19 above is passed, the directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 19 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

(a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record dates as the directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 20) to any person or persons up to an aggregate nominal amount of \$93,953,787.60, and shall expire upon the expiry of the general authority conferred by Resolution 19 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Resolution 21

THAT a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the board

Simon O'Hara
Group company secretary
27 May 2020

Airtel Africa plc

(incorporated and registered in England and Wales under number 11462215)

First Floor
53/54 Grosvenor Street
London
W1K 3HU
United Kingdom

Explanatory notes to resolutions

Resolution 1

To receive the accounts and reports

The Chairman will present the accounts and reports of the directors for the year ended 31 March 2020 to the AGM. These accounts were sent to shareholders in May 2020.

Resolutions 2

Directors' Remuneration Report

The directors' remuneration report is set out in the Annual Report on pages 100 to 114.

Resolution 2 is an ordinary resolution to approve the directors' remuneration report, other than the part containing the directors' remuneration policy. Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any director.

The report gives details of the directors' remuneration for the year ended 31 March 2020. The report also includes a statement from the Chair of the Remuneration Committee and details of the remuneration committee's activities. The Company's auditor, Deloitte LLP, has audited those parts of the remuneration report which are required to be audited.

Resolution 3

Directors' Remuneration Policy

Resolution 3 is an ordinary resolution to approve the directors' remuneration policy which is set out in the directors' report in the Annual Report on pages 103 to 107.

Once the directors' remuneration policy has been approved, all payments by the Company to the directors and any former directors must be made in accordance with the new policy (unless a payment has been separately approved by a shareholder resolution).

If the directors' remuneration policy is approved and remains unchanged, it will be valid for up to three financial years without a new shareholder approval. If the Company wishes to change the directors' remuneration policy, it will need to put the revised policy to a vote again before it can implement the new policy.

Resolution 4

Final dividend

A final dividend of \$0.03 per ordinary share for the year ended 31 March 2020 is recommended for payment by the directors. If the recommended final dividend is approved by shareholders, it will be paid on 24 July 2020 to all ordinary shareholders who were on the register of members at the close of business on 3 July 2020.

Resolutions 5 to 15

Re-election of directors

Resolutions 5 to 15 deal with the re-election of the directors. In accordance with the requirements of the UK Corporate Governance Code and the Company's Articles of Association, all of the directors are standing for re-election by the shareholders at this year's AGM.

Biographies of each of the directors seeking re-election can be found on pages 13 to 16 of this document together with the reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success. The Board has confirmed, following a performance evaluation, that all directors standing for re-election continue to perform effectively and demonstrate commitment to their roles.

Resolutions 7 to 12 (inclusive) relate to the re-election of Andrew Green, Awuneba Ajumogobia, Douglas Baillie, John Danilovich, Annika Poutiainen and Ravi Rajagopal who are the directors that the Board has determined are independent directors for the purposes of the UK Corporate Governance Code. Under the Listing Rules, because Bharti Airtel Limited and Airtel Africa Mauritius Limited (an indirect subsidiary of Bharti Airtel Limited) are controlling shareholders of the Company (that is a person or group of people acting together who exercise or control more than 30% of the voting rights of the Company), the election or re-election of any independent director by shareholders must be approved by a majority vote of both:

- (1) the shareholders of the Company; and
- (2) the independent shareholders of the Company (that is the shareholders of the Company entitled to vote on the election of directors who are not controlling shareholders of the Company).

Resolutions 7 to 12 (inclusive) are therefore being proposed as ordinary resolutions which all shareholders may vote on, but in addition, the Company will separately count the number of votes cast by independent shareholders in favour of the resolution (as a proportion of the total votes of independent shareholders cast on the resolution) to determine whether the second threshold referred to in (2) above has been met. The Company will announce the results of the resolutions on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

Under the Listing Rules, if a resolution to re-elect an independent director is not approved by a majority vote of both the shareholders as a whole and the independent shareholders of the Company at the AGM,

a further resolution may be put forward to be approved by the shareholders as a whole at a meeting which must be held more than 90 days after but within 120 days of the first vote. Accordingly, if any of Resolutions 7 to 12 (inclusive) is not approved by a majority vote of the Company's independent shareholders at the AGM, the relevant director(s) will be treated as having been re-elected only for the period from the date of the AGM until the earlier of (i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM, to propose a further resolution to re-elect him, (ii) the date which is 120 days after the AGM and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the director's re-election is approved by a majority vote of all shareholders at a second meeting, the director will then be re-elected until the next AGM.

If any of Resolutions 7 to 12 (inclusive) is not approved by the shareholders of the Company as a whole at the AGM but is approved by the independent shareholders, the relevant director(s) may be re-appointed by the Board as a director from the date of the AGM until the earlier of (i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM, to propose a further resolution to re-elect him, (ii) the date which is 120 days after the AGM and (iii) the date of any announcement by the Board that it does not intend to hold a second vote.

The Company is also required to provide details of (i) any previous or existing relationship, transaction or arrangement between an independent director and the Company, its directors, any controlling shareholder or any associate of a controlling shareholder; (ii) why the Company considers the proposed independent director will be an effective director; (iii) how the Company has determined that the proposed director is an independent director; and (iv) the process by which the Company has selected each independent director. These details are provided for the independent directors as part of their respective biographies as set out below and on pages 13 to 16. The Company has received confirmation from each of the independent directors that there is no existing or previous relationship, transaction or arrangement that the independent directors have or have had with the Company, its directors, any controlling shareholder or any associate of a controlling shareholder.

Independence

Each Independent Director's independence was determined by reference to the relevant provisions of the 2018 UK Corporate

Governance Code. The Board also considers that each of the Independent Directors is independent in character and judgment and that there are no relationships or circumstances which are likely to affect, or could appear to affect, their judgment.

Selection

For each current Independent Director's selection the selection process involved, amongst other things, a detailed brief of the desired candidate profile against objective criteria, a process of interviews and assessments being carried out.

Resolutions 16 and 17 Appointment of auditor and auditor's remuneration

Resolution 16 relates to the appointment of Deloitte LLP as the Company's auditor to hold office until the next AGM of the Company.

Resolution 17 authorises the Audit Committee of the Board to set their remuneration.

Resolution 18 Political donations

Resolution 18 deals with political donations. Under the Companies Act 2006, political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to decide, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses and support for bodies representing the business community in policy review or reform, may fall within this.

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward Resolution 18. This will allow the Company to continue to support the community and put forward its views to wider business and Government entities without running the risk of being in inadvertent breach of the Companies Act 2006.

The authority is subject to a maximum amount of £25,000 and will cover the period from the date Resolution 18 is passed until the end of the next AGM of the Company or, if earlier, on 24 September 2021. As permitted under the Companies Act 2006, Resolution 18 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

Resolution 19 Allotment of share capital

Resolution 19 deals with the directors' authority to allot shares.

The Board considers it appropriate that directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of \$626,358,584 representing one-third of the Company's issued ordinary share capital as at 27 May 2020 (the latest practicable date prior to publication of this document). The power will last until the end of the next AGM of the Company or, if earlier, on 24 September 2021. The Investment Association ("IA") guidelines on directors' authority to allot shares state that IA members will regard as routine resolutions seeking authority to allot shares representing up to one-third of the Company's issued share capital.

The directors have no present intention of allotting new ordinary shares. However, the directors consider it appropriate to maintain the flexibility that this authority provides.

As at the date of this letter the Company does not hold any shares in the capital of the Company in treasury.

Resolution 20 Disapplication of statutory pre-emption rights

Resolution 20 will give the directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 19 above for cash without complying with the pre-emption rights in the Companies Act 2006 in certain circumstances.

This disapplication authority is in line with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles (the "**Pre-Emption Principles**") which allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include an authority over five per cent of a Company's issued share capital for use on an unrestricted basis.

Resolution 20 will permit the directors to allot:

(a) equity securities for cash and sell treasury shares up to a nominal amount of \$626,358,584, representing one-third of the Company's issued share capital as at 27 May 2020 (the latest practicable date prior to publication of this document) on an offer to existing shareholders on a pre-emptive basis (that is including a rights issue or an open offer); and

(b) equity securities for cash and sell treasury shares up to a maximum nominal value of \$93,953,787.60, representing approximately

5% of the issued ordinary share capital of the Company as at 27 May 2020 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

The Board considers that it is in the best interests of the Company and its shareholders generally that the Company have the flexibility conferred by Resolution 20 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise.

The Board confirms that, in accordance with the Pre-Emption Principles, it does not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period to those who are not existing shareholders without prior consultation with shareholders.

As noted in relation to Resolution 19 above, the directors have no current intention of issuing ordinary shares.

The authority contained in Resolution 20 will expire upon the expiry of the authority to allot shares conferred in Resolution 19 (that is at the end of the next AGM of the Company or, if earlier, on 24 September 2021).

Resolution 21 Length of notice of meeting

Resolution 21 is a resolution to allow the Company to hold general meetings (other than AGMs) on 14 days' notice.

The minimum notice period for general meetings of listed companies is 21 days, but companies may reduce this period to 14 days (other than for AGMs) provided that two conditions are met. The first condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The Board is therefore proposing Resolution 21 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval will be effective until the end of the next AGM of the Company, when it is intended that the approval be renewed. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the Meeting is time-sensitive and whether it is thought to be to the advantage of shareholders as a whole.

Voting and additional information

Important notice in relation to COVID-19:

In light of the UK Government's current "Stay at Home" measures to combat the COVID-19 pandemic, which preclude public gatherings and restrict travel, shareholders **must not** attend the AGM venue in person this year. Any updates to the arrangements described in this document will be made available on our website at www.airtel.africa/investors

Shareholders are able to attend the AGM electronically through the Lumi app. Further information on how to join the Meeting electronically can be found on page 10.

Instructions on how to appoint a proxy are set out below and shareholders appointing a proxy are strongly recommended to appoint the **chairman of the Meeting** to ensure that their vote is counted.

Notes:

Voting record date

1. To be entitled to attend and vote, whether in person or by proxy, at the Meeting, members must be registered in the Register of Members of the Company at 6.30pm (UK time) on 22 June 2020 (or, if the Meeting is adjourned, at 6.30pm (UK time) on the date which is two working days prior to the adjourned meeting). Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the Meeting or adjourned meeting.

Proxies

2. A member entitled to attend and vote at the Meeting may appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the Meeting. A member can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Your proxy could be the Chairman or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the Meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the Meeting and voting in person. **However, if you are appointing a proxy, please refer to the important notice in relation to COVID-19 set out above.**

A proxy form which may be used to make this appointment and give proxy instructions accompanies this notice. Details of how to appoint a proxy are set out in the notes to the proxy form. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrars, Computershare

Investor Services PLC (The Pavilions, Bridgwater Road, Bristol BS99 6ZY) or for shareholders on the Nigerian Branch Register, United Securities Limited (9 Amodu Ojikutu Street, Victoria Island, Lagos, Nigeria). In order to be valid, an appointment of proxy in paper form (together with a copy of the authority under which the appointment has been made certified notarially or in such other way approved by the directors must reach the Company's Registrars, Computershare Investor Services PLC (The Pavilions, Bridgwater Road, Bristol BS99 6ZY) or for shareholders on the Nigerian Branch Register, United Securities Limited (9 Amodu Ojikutu Street, Victoria Island, Lagos, Nigeria) no later than 11.00am (UK time) on 22 June 2020 (or 48 hours before any adjournment or postponement of the Meeting).

3. As an alternative to completing a hard copy proxy form, proxies may be appointed electronically as set out on the form. Any member (other than those on the Nigeria branch register) wishing to vote electronically in advance of the Meeting should visit www.investorcentre.co.uk/eproxy where there are full instructions on how to do this. Votes submitted electronically in advance should be submitted by no later than 11.00am (UK time) on 22 June 2020 (or 48 hours before any adjournment or postponement of the Meeting).
4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Computershare Investor Services PLC, or for shareholders on the Nigerian Branch Register, United Securities Limited. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are delivered or received

(whether in hard copy or electronically) in respect of the same share in respect of the same meeting, the one which is last received shall be treated as replacing and revoking the other or others provided that if the Company determines that it has insufficient evidence to decide whether or not a proxy appointment is in respect of the same share, it shall be entitled to determine which proxy appointment (if any) is to be treated as valid.

5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
6. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "**Nominated Person**"). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

CREST

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s),

should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID number – 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommend that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

Corporate representatives

9. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.

Voting at the Meeting

10. Voting on Resolutions 1 to 21 will be conducted by way of a poll. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the AGM, the results of the voting at the Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the Resolutions will be announced via a Regulatory Information Service and also placed on the Company's website.

Questions

11. The Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting which is put by a member attending the Meeting, except (i) if to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (ii) if the answer has already been given on a website in the form of an answer to a question, or (iii) if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Requisition rights

12. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any such statement that the Company has been required to publish on its website.

Total voting rights

13. As at 26 May 2020 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consists of 3,758,151,504 ordinary shares, carrying one vote each. The total voting rights in the Company are 3,758,151,504.
14. The contents of this notice of Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Meeting, details of the totals of the voting rights that members are entitled to exercise at the Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website: www.airtel.africa/investors.

Documents on display

15. Copies of the directors' service contracts with the Company and the terms and conditions of the non-executive directors are available for inspection at the registered office of the Company during usual business hours (Saturdays, Sundays and public holidays excepted) and will be available at the place of the Meeting from 10.45am (UK time) until its conclusion.

Electronic address

16. You may not use any electronic address provided in this notice of Meeting to communicate with the Company for any purposes other than those expressly stated.

Times

17. All references to times and dates in this document are UK time.

Attending the Meeting electronically

Electronic Meeting

The Company is enabling shareholders to attend and participate in the AGM electronically, should they wish to do so. This can be done by either downloading the dedicated “Lumi AGM” app or by accessing the AGM website, <https://web.lumiagm.com>

Downloading the AGM app

To access the AGM you will need to download the latest version of the dedicated AGM App, called “Lumi AGM”, onto your smartphone from the Google Play Store™ or the Apple® App Store. We recommend that you do this in advance of the Meeting date. Please note that the app is not compatible with older devices operating Android 4.4 (and below) or iOS 9 (and below).

Accessing the AGM website

Lumi AGM can also be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com> on the day.

Logging in

On accessing either the app or AGM website, you will be asked to enter a Meeting ID which is 139-570-549. You will then be prompted to enter your unique SRN and PIN. These can be found printed on your form of proxy. For shareholders on the Nigerian Branch Register, please contact United Securities Limited to obtain your password. Access to the meeting via the app or website will be available from 10.30am on 24 June 2020, however, please note that your ability to vote will not be enabled until the Chair formally opens the Meeting at 11.00am.

Audiocast

The electronic meeting will be broadcast in audio format with presentation slides. Once logged in, and at the commencement of the Meeting, you will be able to listen to the proceeding of the Meeting on your device, as well as being able to see the slides of the Meeting which will include the resolutions to be put forward to the Meeting, these slides will progress automatically as the Meeting progresses.

Voting

Once the Chair has formally opened the Meeting, they will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chair’s instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions in the Notice of Meeting, resolutions will not be put forward separately.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, “FOR”, “AGAINST” or “WITHHELD”. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to “cancel” your vote, select the “cancel” button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure at the end of the meeting.

Questions

Questions will be invited before the resolutions are formally put to the vote. Shareholders attending electronically may ask questions via the app or website by typing and submitting their question in writing – Select the messaging icon from within the navigation bar and type your question at the bottom of the screen.

Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user’s responsibility to ensure you remain connected for the duration of the Meeting.

Duly appointed proxies and corporate representatives

Please contact the Company’s registrar Computershare before 11.00am on 22 June 2020 by calling on 0370 703 0027 (or +44 370 703 0027 if you are calling from outside the UK) for your unique username and password. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales). For appointed proxies and corporate representatives on the Nigerian Branch Register, please contact United Securities Limited (9 Amodu Ojikutu Street, Victoria Island, Lagos, Nigeria) to obtain your password.

Online Shareholders' Guide 2020

This year we will be giving you the opportunity to participate in the AGM online, using your smartphone, tablet or computer.

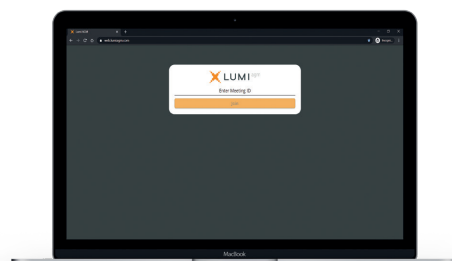
If you choose to participate online you will be able to view a live webcast of the Meeting, ask the Board questions and submit your votes in real time and you will need to either:

a) Download the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

b) Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible.

Meeting ID: 139-570-549

To login you must have your SRN and PIN



Access

Once you have either downloaded the **Lumi AGM app** or entered **web.lumiagm.com** into your web browser, you'll be prompted to enter the Meeting ID as above.

You will then be required to click 'I have a login' and enter your:

- a) SRN and
- b) PIN.

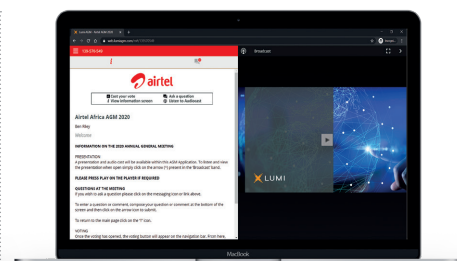
You will be able to log into the site on 24 June 2020 at 10.30am.

To enter as a shareholder, select '**I have a login**' and enter your SRN and PIN.

If you are a visitor, select '**I am a guest**'.

As a guest, you will be prompted to complete all the relevant fields, including title, first name, last name and email address.

Please note, visitors will not be able to ask questions or vote at the Meeting.



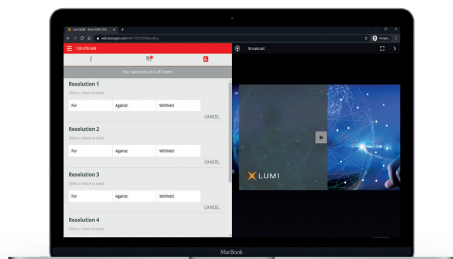
Audiocast

When successfully authenticated, the info screen will be displayed. You can view Company information, ask questions and listen to the audiocast.

If you would like to listen to the audiocast, press the broadcast icon at the bottom of the screen.

If viewing on a computer, the broadcast will appear at the side automatically once the Meeting has started.

Online Shareholders' Guide 2020 continued



Voting

The Chair will open voting on all resolutions at the start of the Meeting. Once the voting has opened, the polling icon will appear on the navigation bar at the bottom of the screen.

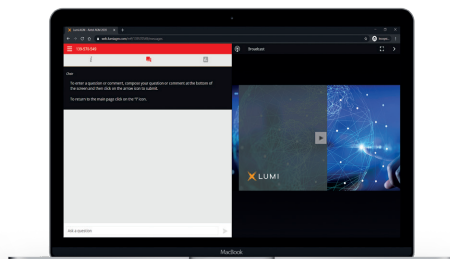
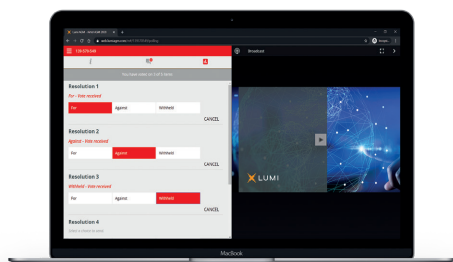
From here, the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

To change your vote, simply select another direction. If you wish to cancel your vote, please press Cancel.

Once the Chair has opened voting, voting can be performed at any time during the Meeting until the Chair closes the voting on the resolutions. At that point your last choice will be submitted.

You will still be able to send messages and view the webcast whilst the poll is open.



Questions

Any shareholder or appointed proxy attending the Meeting is eligible to ask questions.

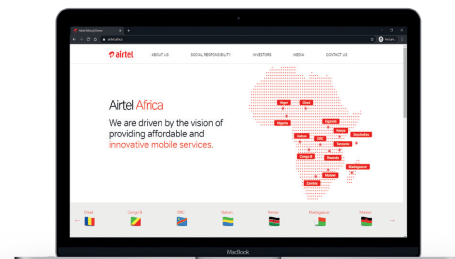
If you would like to ask a question, select the messaging icon.

Messages can be submitted at any time during the Q&A session up until the Chair closes the session.

Type your message within the chat box at the bottom of the messaging screen.

Once you are happy with your message, click the Send button.

Questions sent via the Lumi AGM online platform will be moderated before being sent to the Chair. This is to avoid repetition.



Downloads

Links are present on the info screen. When you click on a link, the selected document will open in your browser.

Data usage for streaming the annual shareholders' meeting or downloading documents via the AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and the network connection (3G, 4G).

Directors' biographies

Biographies of each of the directors of the Company seeking re-election at the AGM are set out below together with their key strengths and experience and the reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success.

Sunil Bharti Mittal

Chairman, Non-executive Director

Date appointed to Board: October 2018

Committee Membership: Nominations Committee (Chair)

Independent: no

Age: 62

Nationality: Indian

Skills, expertise and contribution:

Sunil is the Founder and Chairman of Bharti Enterprises, one of India's leading conglomerates with diversified interests in telecoms, insurance, real estate, agriculture and food, renewable energy and other ventures. Bharti Airtel, the flagship company of Bharti Enterprises, is among the world's largest telecoms companies, offering mobile, fixed broadband and digital TV solutions to over 400 million customers across India, South Asia and Africa.

Sunil is the pioneering force behind the mobile revolution in India – he revolutionised the business model at Bharti Airtel to make affordable voice and data services available to all. As Chair of the Board, his leadership has brought immense value to Airtel Africa through his futuristic vision, vast knowledge and industry expertise.

External commitments:

- Founder and Chairman of Bharti Enterprises and Bharti Airtel.
- Honorary Chairman of the International Chamber of Commerce (ICC).
- Member of the International Business Council, World Economic Forum (WEF).
- Commissioner of the Broadband Commission.
- Member, Global Board of Advisors, Council on Foreign Relations (CFR).
- Trustee at the Carnegie Endowment for International Peace (CEIP).
- Member, Board of Qatar Foundation Endowment (QFE).
- Member of the India-US, India-UK and India-Japan and India-Sweden CEO Forums.
- Co-chair of the India-Africa Business Council.

Previous roles:

- Served on the boards of several international bodies.
- Chairman of the International Chamber of Commerce (ICC) from June 2016 to June 2018.
- Chairman of GSM Association (GSMA) from January 2017 to December 2018.
- President of the Confederation of Indian Industry (CII) from 2007 to 2008.
- Closely associated with spearheading the Indian industry's global trade, collaboration and policy – Served on the Prime Minister of India's Council on Trade and Industry.
- Served on the boards of several multinational companies including Unilever PLC, Standard Chartered Bank PLC and SoftBank Corp.

Raghunath Venkateswarlu Mandava **Chief Executive Officer**

Date appointed to Board: July 2018

Committee Membership: Market Disclosure Committee

Independent: no

Age: 53

Nationality: Indian

Skills, expertise and contribution:

Raghu has held a variety of sales, marketing, customer experience and general management roles in the FMCG and telecoms industries. He joined Airtel Africa as chief operating officer in 2016 and took over as CEO in January 2017. To his role as CEO, he brings a deep understanding of telecoms and a strong belief that connectivity can accelerate growth by helping to bridge the digital divide and advance financial inclusion. He takes an innovative problem-solving approach to achieve disruptive growth and profitability. He has guided Airtel Africa in building a modernised 4G network. In his last role in Airtel India, he helped deliver a substantially improved customer experience while considerably reducing costs. He has an electronics engineering degree and an MBA specialising in marketing. He is participating in a targeted mentoring programme to enhance his UK listed plc experience.

Other commitments:

Board member of Bharti Airtel International (Netherlands) B.V., Bharti Airtel Africa B.V. and Airtel Networks Limited.

Previous roles:

- Held various roles at Airtel India starting in 2003 as chief operating officer for Tamil Nadu, Circle CEO for Rajasthan, chief marketing officer of the Mobile Business, regional operations director for East India Mobile Business, regional operations director for B2C Business for West India, and customer experience director for India.
- Held various sales, marketing and business operations roles at Hindustan Unilever.

Directors' biographies continued

Andrew James Green, CBE Senior Non-executive Director

Date appointed to Board: April 2019

Committee Membership: Market Disclosure Committee (Chair), Audit and Risk Committee, and Nominations Committee

Independent: yes

Age: 64

Nationality: British

Skills, expertise and contribution:

Andy brings many years of global financial and strategic experience to the Board. Through his work with a number of multinational organisations, he is able to draw on a wide knowledge of diverse issues and outcomes to provide constructive challenge and robust scrutiny of matters that come before the Board.

External commitments:

- Group Chairman of Simon Midco Limited (the holding company of Lowell Group).
- Non-executive director at Link Administration Holdings Limited.
- Commissioner at the National Infrastructure Commission.
- Trustee of WWF UK and Disasters Emergency Committee.

Previous roles:

- Senior independent director of Avanti Communications plc and ARM Holdings plc.
- Chairman of the Digital Catapult and IG Group plc.
- Group chief executive officer of Logica plc until its sale in 2012.
- Various roles at BT Group plc, including CEO of BT Openworld, CEO of BT Global Services and CEO of Group Strategy and Operations.
- Various roles at Shell and Deloitte.
- Held a number of non-executive directorships in the US, Hong Kong, Germany and UK.

Awuneba Sotonye Ajumogobia (née Iketubosin)

Non-executive Director

Date appointed to Board: April 2019

Committee Membership: Remuneration Committee

Independent: yes

Age: 61

Nationality: Nigerian

Skills, expertise and contribution:

Awuneba is a chartered accountant with broad professional experience in assurance, taxation, finance and advisory services across several industries. Her expertise as an assurance and finance specialist, garnered at leading professional service firms, make her an asset to Board decision-making.

External commitments:

- Executive director at Multistream Energy Limited.
- Board Chair at CAP Plc.
- Board member of UPDC (UACN Property Development Company) Plc.
- Governing Council Chair at Grange School, Lagos.
- Board Member of University of Ibadan Research Foundation.
- Member of Finance Committee MUSON (Musical Society of Nigeria).
- Executive council member of WIMBIZ (Women in Management, Business and Public Service).

Previous roles:

Awuneba was a board member at UAC of Nigeria Plc (UACN) from 2009 to 2019. During her tenure, she chaired the Risk Management Committee and was a member of the Statutory Audit Committee. Prior to this, she developed her career at Peat Marwick, Deloitte and Accenture. Awuneba has also had advisory and implementation roles with a number of national development projects in Nigeria.

Douglas Anderson Baillie Non-executive Director

Date appointed to Board: April 2019

Committee Membership: Remuneration Committee (Chair), Nominations Committee and Market Disclosure Committee

Independent: yes

Age: 64

Nationality: British

Skills, expertise and contribution:

Doug brings vast leadership experience in both private and public sectors to the Board and his role as the Chair of the Remuneration Committee. His background in diverse leadership roles and human resources is particularly useful to the Board when considering the Airtel culture, employee management, executive remuneration and other employee-related activities.

External commitments:

- Vice Chairman of the MasterCard Foundation.
- Director of the Leverhulme Trust.
- Non-executive director of the Huhtamaki Group.

Previous experience:

Doug spent 38 years at Unilever, and his roles there included president of Western Europe in the Netherlands until 2011, Group vice president of South Asia, CEO Hindustan Unilever in India until 2008, Group vice president Africa and the Middle East from 2004 until 2006, and chief HR officer from 2011 until 2016.

John Joseph Danilovich
Non-executive Director

Date appointed to Board: April 2019

Committee Membership: Remuneration Committee

Independent: yes

Age: 69

Nationality: American

Skills, expertise and contribution:

John has held executive leadership roles in international business and government for several decades. As a global business leader and distinguished diplomat, he has extensive experience in regional and international trade-related issues. He brings skills in building international partnerships and advocacy with policymakers, foreign dignitaries and business leaders to Airtel Africa, and provides constructive challenge and robust scrutiny of matters that come before the Board.

External commitments:

- Board member at d'Amico International Shipping.
- Board and council member at the Harvard Chan School of Public Health, the Center for Strategic International Studies (CSIS) and Chatham House (UK).
- Member of the Council on Foreign Relations (New York) and of the American Academy of Diplomacy.

Previous experience:

- Secretary General of the International Chamber of Commerce (ICC) in Paris from 2014 to 2018.
- CEO of the Millennium Challenge Corporation in Washington from 2005 to 2009.
- US ambassador to Brazil and to Costa Rica.
- While on the board of the Panama Canal Commission, he acted as Chairman of the Commission's Transition Committee prior to the handover of the canal by the US to Panama.
- Played a significant role in the Central American Free Trade Agreement (CAFTA).

Liisa Annika Poutiainen
Non-executive Director

Date appointed to Board: April 2019

Committee Membership: Audit and Risk Committee

Independent: yes

Age: 49

Nationality: Finnish

Skills, expertise and contribution:

Annika's wide-ranging experience in audit and regulatory engagements contributes to her role as the member of the Board and Audit and Risk Committee. With her legal background and deep knowledge of auditing, accounting and financial reporting, she brings a keen scrutiny to all governance and regulatory matters.

External commitments:

- Working Chair of the Council for Swedish Financial Reporting Supervision.
- Member of the Swedish Audit Academy.
- Member of the Nasdaq Helsinki Listing Committee.
- Board member of the Carpe Diem Foundation, which runs the top-ranked Swedish elementary school, Fredrikshovs Slott Skola.

Previous experience:

- Board and audit committee member of listed companies eQ Abp, Hoist Finance AB, Saferoad AS (delisted in September 2018) and Swedbank AB.
- Industry advisor to strategic communications firm JKL Group.
- Advised the Swedish government on the national implementation of the reformed EU market abuse regime.
- Head of market surveillance Nordics at Nasdaq.
- Head of unit, prospectuses, exchanges and clearing houses at the Swedish Financial Supervisory Authority.
- Solicitor in both the UK and Finland.

Ravi Rajagopal
Non-executive Director

Date appointed to Board: April 2019

Committee Membership: Audit and Risk Committee (Chair), Nominations Committee, and Market Disclosure Committee

Independent: yes

Age: 64

Nationality: British

Skills, expertise and contribution:

With experience in diverse industries such as healthcare and consumer brands, Ravi brings a wealth of recent and relevant financial experience and cultural insight to the Board and our Audit and Risk Committee.

External commitments:

- Chairman of Fortis Healthcare, India.
- Independent director and Chair of the Audit Committee of Vedanta Resources, UK.
- Chairman of JM Financial, Singapore Pte Ltd.
- Trustee of the Science Museum Foundation (UK).

Previous experience:

- Financial leadership roles at Diageo until retiring in 2015, such as group controller in the UK with responsibility for the spirits business across sub-Saharan Africa and global head of mergers and acquisitions.
- Starting in 1979, held various roles at ITC India, including a secondment to West Africa with BAT.
- Held numerous positions on various joint venture boards and Diageo's India advisory board, and was non-executive director of United Spirits in India.

Directors' biographies continued

Arthur Tao Yih Lang Non-executive Director

Date appointed to Board: October 2018

Committee Membership: None

Independent: no

Age: 48

Nationality: Singaporean

Skills, expertise and contribution:

Arthur brings powerful global telecoms experience and strong financial acumen to the Board. As CEO International at Singapore Telecommunications Limited (Singtel), he oversees the growth of regional associates across Africa, India, Indonesia, the Philippines and Thailand. This includes strengthening relationships with overseas partners and driving regional initiatives such as mobile, financial and gaming businesses.

External commitments:

- CEO International at Singtel.
- Board member of Globe Telecom, Bharti Infratel, NetLink NBN Trust, the Land Transport Authority of Singapore, the National Kidney Foundation and the Straits Times School Pocket Money Fund.
- On the advisory board of the Lee Kong Chian School of Business, Singapore Management University.

Previous experience:

- Group chief financial officer of CapitaLand, where he also ran the real estate fund management business.
- Co-head of Morgan Stanley's Southeast Asia investment banking division and chief operating officer of its Asia Pacific investment banking division.

Akhil Kumar Gupta Non-executive Director

Date appointed to Board: October 2018

Committee Membership: None

Independent: no

Age: 64

Nationality: Indian

Skills, expertise and contribution:

Akhil brings vast financial, strategic and telecoms expertise to our Board. He has played a pivotal role in the Bharti Group's phenomenal growth in the telecoms sector, both organically and through various acquisitions. With innovative thought leadership, he has helped Bharti Airtel to achieve healthy margins while offering some of the lowest tariffs in the world.

External commitments:

- Vice Chairman of Bharti Group.
- Executive Chairman of Bharti Infratel.
- Chairman of Tower and Infrastructure Providers Association (TAIPA).
- President of Telecom Sector Skill Council (TSSC).

Previous experience:

- Led the formation of various partnerships for Bharti with operators like British Telecom, Telecom Italia, Singapore Telecom and Vodafone, as well as with financial investors such as Warburg Pincus, Temasek, KKR, Qatar Foundation Endowment, AIF and Sequoia.
- He was behind the separation of passive mobile infrastructure and the formation of one of the largest tower company in the world – a notable example of collaborating at the back end while competing at the front end.
- He also executed the acquisition of Zain Group's mobile operations in 15 countries across Africa, the second largest outbound deal by an Indian company at the time.

Shravin Bharti Mittal Non-executive Director

Date appointed to Board: October 2018

Committee Membership: None

Independent: no

Age: 32

Nationality: British

Skills, expertise and contribution:

As the youngest Board member and the entrepreneurial founder of a top performing global technology investment firm, Shravin brings a diversity of view and expertise in the tech sector to our discussions and decision-making.

External commitments:

- Founder of Unbound, a long-term investment firm aiming to build and back technology companies.
- Managing director of Bharti Global Limited.
- On the Board of Softbank Energy.
- Board member of technology companies mPharma, Cars24, Syfe, Paack and FreightHub.

Previous experience:

- Previously at SoftBank Vision Fund, a \$100 billion fund investing in technology companies.
- Assistant director at Better Capital, a private equity firm in London where he turned around distressed retail and manufacturing businesses.
- Involved in the launch of 3G at Airtel India.
- Worked with J.P. Morgan investment bank covering technology, media and telecoms.