

Airtel Africa plc

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



Notice of Annual General Meeting

3 July 2024
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
Sunil Taldar
Jaideep Paul
Andrew Green
Awuneba Ajumogobia
Tsega Gebreyes
Annika Poutiainen
Ravi Rajagopal
Paul Arkwright
Akhil Gupta
Shravin Bharti Mittal
John Danilovich

Notice of Annual General Meeting

7 June 2024

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 3 July 2024 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). Shareholders are also able to attend and vote at the AGM electronically through the Computershare platform. Further information on how to join the meeting electronically can be found on pages 11 to 12 of this document.

If you would like to vote on the resolutions but cannot join the meeting, you can appoint a proxy by using one of the methods set out in the notes to the notice of AGM on pages 9 and 10 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 1 July 2024.

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 8 of this document.

Board recommendation

The Board considers that 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
Chair of Airtel Africa plc

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, United Kingdom and electronically via the Computershare electronic meeting platform on 3 July 2024 at 11:00am (UK time) to consider and, if thought fit, to pass Resolutions 1 to 18 inclusive as ordinary resolutions and 19 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 2024.

Resolution 2

To approve the directors' remuneration report in the form set out in the Company's annual report and accounts for the year ended 31 March 2024.

Resolution 3

To declare a final dividend for the year ended 31 March 2024 of US\$ 0.0357 for each ordinary share in the capital of the Company.

Resolution 4

To re-elect Sunil Bharti Mittal as a director.

Resolution 5

To elect Sunil Taldar as a director.

Resolution 6

To re-elect Jaideep Paul as a director.

Resolution 7

To re-elect Andrew Green as a director.

Resolution 8

To elect Paul Arkwright as a director.

Resolution 9

To re-elect Awuneba Ajumogobia as a director.

Resolution 10

To re-elect Tsega Gebreyes 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 Akhil Gupta as a director.

Resolution 14

To re-elect Shravin Bharti Mittal as a director.

Resolution 15

To reappoint Deloitte LLP as auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which the accounts and reports of the directors and auditor are laid.

Resolution 16

To authorise the Audit and Risk Committee of the Board to determine the remuneration of the auditor.

Resolution 17

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 is passed or during the period when this Resolution 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 2 October 2025 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 18

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 US\$ 623,568,646 provided that this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 2 October 2025, 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.

Special Resolutions

Resolution 19

THAT if Resolution 18 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 18 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 19) to any person or persons up to an aggregate nominal amount of US\$ 187,070,594,

and shall expire upon the expiry of the general authority conferred by Resolution 18 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 20

THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of US\$ 0.50 each of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 374,141,187 representing approximately 10% of the issued ordinary share capital of the Company as at 5 June 2024,
- (b) the minimum price (excluding expenses) which may be paid for any such ordinary share is US\$ 0.50;
- (c) the maximum price (excluding expenses) which may be paid for any such ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 20 will be carried out);

(d) the authority hereby conferred shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 2 October 2025 unless previously renewed, varied or revoked by the Company in general meeting; and

(e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

Resolution 21

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

Simon O'Hara
Group company secretary

7 June 2024

Airtel Africa plc

Incorporated and registered in England & 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 Chair will present the accounts and reports of the directors for the year ended 31 March 2024 to the AGM. These accounts were sent to shareholders on 7 June 2024.

Resolutions 2 – Directors’ Remuneration Report

The directors’ remuneration report is set out in the Annual Report on page 146.

Resolution 2 is an ordinary resolution to approve the directors’ remuneration report. 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 2024. 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.

At the 2023 AGM, the directors’ remuneration policy was approved by shareholders and is therefore not required to be approved at this year’s AGM. The policy will be put to shareholders for approval again no later than the Company’s AGM in 2026.

Resolution 3 – Final dividend

A final dividend of US\$ 0.0357 per ordinary share for the year ended 31 March 2024 is recommended for payment by the directors. If the recommended final dividend is approved by shareholders, it will be paid on 26 July 2024 to all ordinary shareholders who were on the Register of Members at the close of business on 21 June 2024.

Resolutions 4 to 14 – Election and re-election of directors

Resolutions 4 to 14 deal with the election and 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 or, in the case of Sunil Taldar and Paul Arkwright, election by the shareholders at this year’s AGM, with the exception of John Danilovich who will be stepping down at the conclusion of this AGM. Sunil and Paul joined the Board in July and May 2024 respectively.

Biographies of each of the directors seeking election or re-election can be found on pages 13 to 15 of this document together with the reasons why their contributions are, and continue to be, important to be Company’s long-term sustainable success. The Board has confirmed, following a performance evaluation, that all directors standing for election or re-election continue to perform effectively and demonstrate commitment to their roles.

Resolutions 7 to 12 (inclusive) relate to the election or re-election (as applicable) of Andrew Green, Paul Arkwright, Awuneba Ajumogobia, Tsega Gebreyes, 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 elect or 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 elected or 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 elect or re-elect that director, (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 election or re-election is approved by a majority vote of all shareholders at a second meeting, the director will then be elected or 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 elect or re-elect that director, (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 on pages 13 to 15. 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 judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, their judgement.

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 15 and 16 – Appointment of auditor and auditor's remuneration

Resolution 15 relates to the reappointment of Deloitte LLP as the Company's auditor to hold office until the next general meeting of the Company at which the accounts and reports of the directors and auditor are laid.

Resolution 16 authorises the Audit and Risk Committee of the Board to set their remuneration.

Resolution 17 – Political donations

Resolution 17 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 17. 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 17 is passed until the end of the next AGM of the Company or, if earlier, 2 October 2025. As permitted under the Companies Act 2006, Resolution 17 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

Resolution 18 – Allotment of share capital

Resolution 18 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 US\$ 623,568,646 representing one-third of the Company's issued ordinary share capital as at 5 June 2024 (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, 2 October 2025.

This authority is in line with the Investment Association ("IA") guidelines on directors' authority to allot shares which 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.

Special Resolutions

Resolution 19 – Disapplication of statutory pre-emption rights

Resolution 19 will give the directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 18 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 ten per cent. of a company's issued share capital for use on an unrestricted basis.

Resolution 19 will permit the directors to allot, pursuant to the authority sought in Resolution 18:

- (a) equity securities for cash and sell treasury shares up to a nominal amount of US\$ 623,568,646, representing one-third of the Company's issued share capital as at 5 June 2024 (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), subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the directors see fit; and
- (b) equity securities for cash and sell treasury shares up to a maximum nominal value of US\$ 187,070,594, representing approximately 10% of the issued ordinary share capital of the Company as at 5 June 2024 (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 19 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 directors confirm that they intend to follow the shareholder protections contained in Part 2B of the Pre-Emption Principles.

As noted in relation to Resolution 18 above, the directors have no current intention of issuing ordinary shares.

The authority contained in Resolution 19 will expire upon the expiry of the authority to allot shares conferred in Resolution 18 (that is at the end of the next AGM of the Company or, if earlier, 2 October 2025).

Resolution 20 – Authority to purchase own shares

Resolution 20 gives the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 2006. The authority limits the number of shares that could be purchased to a maximum of 374,141,187 (representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 5 June 2024 (the latest practicable date prior to publication of this document)) and sets minimum and maximum prices. This authority will expire at the end of the next AGM of the Company or, if earlier, on 2 October 2025.

On 1 March 2024, the Company announced the commencement of an up to US\$ 100 million share buyback programme, to be phased over two tranches. The first tranche, amounting to a maximum of US\$ 50 million is anticipated to end on or before 31 August 2024. Accordingly, the directors consider it prudent to obtain the flexibility this resolution provides. In considering whether to use this authority, the directors will take into account factors including the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

If Resolution 20 is passed at the AGM, it is the Company's current intention to cancel any shares purchased.

Explanatory notes to resolutions continued

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares while they are held in treasury and no voting rights attach to treasury shares.

As at 5 June 2024 (the latest practicable date prior to publication of this document), there were no outstanding warrants or options to subscribe for ordinary shares in the capital of the Company.

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 general meeting is time-sensitive and whether it is thought to be to the advantage of shareholders as a whole.

Voting and additional information

Notes:

Voting record date

1. To be entitled to attend and vote, whether in person or by proxy, at the Annual General Meeting (“AGM” or the “meeting”), members must be registered in the Register of Members of the Company at 6.30pm on 1 July 2024 (or, if the meeting is adjourned, at 6.30pm on the date which is two business 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 that member's 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 that member. 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 Chair of the meeting 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.
3. 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 alternatively, please call Computershare between 8:30 a.m. and 5:30 p.m. (London time) Monday to Friday (excluding public holidays in England and Wales) on 0370 703 0027 (or +44 (0)370 703 0027 if calling from outside of the UK); or for shareholders on the Nigerian Branch Register, please contact Coronation Registrars Limited via the 24/7 Contact Centre at customercare@coronationregistrars.com, or call +234 2012 272570. Alternatively, you can visit their office at 09 Amodu Ojikutu Street, Victoria Island, Lagos, Nigeria.

4. 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 some 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, Coronation Registrars Limited, 09 Amodu Ojikutu Street, Victoria Island, Lagos, no later than 11:00am (UK time) on 1 July 2024 (or 48 hours before any adjournment or postponement of the meeting (excluding any part of a day that is not a working day)).
5. As an alternative to completing a hard copy proxy form, proxies may be appointed electronically as set out on the form. Any member 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 11:00 am (UK time) on 1 July 2024 (or 48 hours before any adjournment or postponement of the meeting (excluding any part of a day that is not a working day)).
6. 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, Coronation Registrars 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.
7. 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).

8. 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 that Nominated Person and the member by whom that Nominated Person 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, that Nominated Person may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

CREST

9. 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 & International 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.

Voting and additional information continued

10. 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.

Proxymity

11. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11:00am (UK time) on 1 July 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Corporate representatives

12. 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

13. 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, www.airtel.africa.com/investors.

Questions

14. 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

15. 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 (a) 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; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, 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

16. As at 5 June 2024 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consists of 3,741,411,872 ordinary shares of US\$ 0.50 each, carrying one vote each. The total voting rights in the Company is 3,740,765,449 ordinary shares, carrying one vote each which reflects 646,423 shares purchased on 4 and 5 June 2024 which are yet to be cancelled in accordance with the ongoing share buyback programme..

17. 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.com/investors.

Documents on display

18. 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 (excluding Saturdays, Sundays and public holidays) and will be available at the place of the meeting from 10:45am (UK time) until its conclusion.

Electronic address

19. 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.

Data processing

20. The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to: (1) the shareholder, including name and contact details, the votes that the shareholder casts and any other personal data collected by the controller regarding the shareholder, e.g. the shareholder's reference/identification number; and (2) any person who is identified as a proxy by a shareholder via form of proxy, including their name and contact details. The Company will also process personal data of shareholders and/or their proxy to the extent that shareholders or their proxy attend meetings held by the Company and the Company documents or makes a recording of these meetings, in which case personal data processed by the data may include images and audio of the shareholder or their proxy which may be captured in the form of photographs and/or video and audio recordings.

21. Please note that if shareholders either provide the personal data of a proxy, or send a proxy to a meeting in their place, the Company requires the shareholder to communicate this privacy information to such proxy.

22. The Company and any third party to which it discloses the data (including the Company's Registrars) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders.

23. The Company's lawful bases for the processing described above, for the purposes described above, is that the processing is necessary in order for the Company to: (1) fulfil its legitimate interests; and (2) comply with its legal obligations.

24. All of this data will be processed in accordance with the Company's privacy notice which can be accessed at www.airtel.africa.

Attending the Meeting electronically

To log into the meeting on their electronic device (whether by smart phone, tablet or PC), shareholders on the UK register are requested to use their Shareholder Reference Number (SRN) and PIN shown on their attendance card/Form of Proxy. Shareholders on the Nigerian branch register who wish to attend the meeting electronically should contact Coronation Registrars Limited via email at customercare@coronationregistrars.com to request log-in details. For further information please refer to the section How to participate in online meetings on page 12 of the notice. Persons who are not shareholders of the Company (or their appointed proxy or corporate representative) will not be able to attend the AGM unless prior arrangements have been made with the Company.

Where a shareholder on the UK register is appointing a third party as their proxy to attend the meeting on their behalf or where a corporate shareholder on the UK register is appointing someone as their representative, please follow the instructions below.

Shareholders on the Nigerian branch register who wish for a proxy or corporate representative of theirs to attend the meeting electronically should contact Coronation Registrars Limited via email at customercare@coronationregistrars.com.

Appointment of proxies by shareholders on the UK register

A MEMBER IS ENTITLED TO APPOINT ANOTHER PERSON AS THEIR PROXY TO EXERCISE ALL OR ANY OF THEIR RIGHTS TO ATTEND AND TO SPEAK AND VOTE ON THEIR BEHALF AT THE ANNUAL GENERAL MEETING. A PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A SHAREHOLDER MAY APPOINT MORE THAN ONE PROXY IN RELATION TO THE ANNUAL GENERAL MEETING PROVIDED THAT EACH PROXY IS APPOINTED TO EXERCISE THE RIGHTS ATTACHED TO A DIFFERENT SHARE OR SHARES HELD BY THAT SHAREHOLDER.

Please contact Computershare Investor Services PLC by email on corporate-representatives@computershare.co.uk or alternatively call 0370 703 0027 or +44 (0) 370 703 0027, providing details of your proxy appointment including their email address so that unique credentials can be issued to allow the proxy to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. Lines are open 8.30am to 5.30pm Monday to Friday (excluding bank holidays).

Corporate representatives of shareholders on the UK register

A CORPORATION WHICH IS A SHAREHOLDER CAN APPOINT ONE OR MORE CORPORATE REPRESENTATIVES WHO MAY EXERCISE, ON ITS BEHALF, ALL ITS POWERS AS A MEMBER PROVIDED THAT NO MORE THAN ONE CORPORATE REPRESENTATIVE EXERCISES POWERS OVER THE SAME SHARE.

Please contact Computershare Investor Services PLC by emailing corporate-representatives@computershare.co.uk providing details of your appointment including their email address, confirmation of the meeting they wish to attend and a copy of the Letter of Representation, so that unique credentials can be issued to allow the corporate representative to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. If documentation supporting the appointment of the corporate representative is supplied later than the deadline for appointment of a proxy (48 hours prior to the meeting (excluding any part of a day that is not a working day)), issuance of unique credentials to access the meeting will be issued on a best endeavours basis.

Logging into the meeting

In order to participate at the meeting, you will need to visit meetnow.global/AIRTELAGM2024 on your device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. **It is highly recommended that you check your system capabilities in advance of the meeting day.**

If you are a shareholder on the UK register, you can use your unique Shareholder Reference Number and PIN as displayed on your Form of Proxy/Attendance Card. If you are a shareholder on the Nigerian branch register, an appointed proxy or a corporate representative you will have had to be provided with a unique invite code to enter the meeting and exercise your rights. These credentials will be issued one working day prior to the meeting, and in the case of proxies and corporate representatives will be conditional on evidence of your proxy appointment or corporate representative appointment having been received and accepted. If you have not been provided with your meeting access credentials, please ensure you contact Computershare (for shareholders on the UK register) or Coronation Registrars Limited (for shareholders on the Nigerian branch register) on the morning of the meeting, but no later than 1 hour before the start of the meeting.

Access to the meeting via meetnow.global/AIRTELAGM2024 will be available from 10:30am (UK time) on 3 July 2024. During the meeting, you must ensure you are connected to the internet at all times in order to vote when the Chair commences polling on resolutions being put to the meeting. Therefore, it is your responsibility to ensure connectivity for the duration of the meeting.

Accessing the telephone line

To be able to speak or ask a question verbally at the meeting, you must log into the meeting electronically where the telephone number and access code will be available once you have logged in. The telephone line will be available from 10:30am (UK time) on 3 July 2024.

Technical issues

If you experience any technical issues with the site you may either call our registrar on the telephone number provided on the site or once you have entered the meeting, you can raise your question using the chat function. If you have technical issues prior to the start of the meeting you should contact our registrar on the shareholder helpline.

How to participate in online meetings

Attending the meeting online

This year we will be conducting a hybrid meeting, giving you the opportunity to attend the meeting in-person or to participate 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 questions and submit your votes in real time.

Visit: meetnow.global/AIRTELAGM2024

You will need the latest version of Chrome, Safari, Edge or Firefox to participate online. Please note that Internet Explorer is not supported. Please ensure your browser is compatible in advance of the meeting.

Meeting Access

To access the meeting, you must have your log in details. For shareholders on the UK register, this is your Shareholder Reference Number and PIN as set out on the Form of Proxy. For shareholders on the Nigerian branch register, appointed proxies and corporate representatives, please see page 11 for more details on how to obtain log in details.

3 July 2024 at 10.30am

You will be able to log into the meeting from this time.

Access

Click **'JOIN MEETING NOW'**

For shareholders on the UK register:

Once the webpage above has loaded into your web browser, select **'Shareholder'** on the login screen and enter your Shareholder Reference Number and PIN.

If you are a third-party proxy, corporate representative or an invited guest, use the link on the email you will receive from Computershare prior to the meeting. Otherwise select 'Invitation' on the login screen then enter your personalised invitation code from the email.

If you are a shareholder on the Nigerian branch register, use the link on the email you will receive from Coronation Registrars Limited prior to the meeting. Otherwise select 'Invitation' on the login screen then enter your personalised invitation code from the email.

If you have trouble logging in, please follow the instructions on screen.

If you are a guest:

Select **'Guest'** on the login screen. As a guest you will be prompted to complete all relevant fields including title, first name, last name and email address.

Please note, guests will not be able to vote or ask questions.

Technical issues

If you experience any technical issues with the site you may either call our registrar on the telephone number provided on the site or once you have entered the meeting, you can raise your question using the chat function. If you have technical issues prior to the start of the meeting you should contact our registrar on the shareholder helpline.

Navigation

When successfully authenticated, the home screen will be displayed. You can view company information, ask questions, and watch the webcast.

If viewing on a computer, the webcast will appear automatically once the meeting has started.

Voting

Once the voting has opened, the voting options will be on your screen. To vote, simply select your voting direction from the options shown on screen.

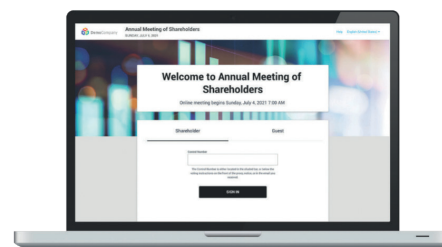
Your vote has been cast when the check mark appears. To change your vote, select **'Change My Vote'**.

Once the Chair of the meeting has opened the vote, you may vote (or change your vote) at any time during the meeting until voting is declared closed. At that point, your last choice will automatically be submitted.

Messaging

Any eligible member (or their appointed proxy or corporate representative) attending the meeting remotely is eligible to ask questions. Press the Q&A icon to submit your question.

Type your message into the box at the bottom of the screen and press the **'Send'** button. Messages can be submitted at any time during the Q&A session up until the Chair of the meeting closes the session.



Directors' Biographies

Biographies of each of the directors of the Company seeking election or re-election (as applicable) 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, Chair

Date appointed to Board: October 2018

Committee Membership: Nomination Committee (Chair)

Independent: no

Age: 66

Nationality: Indian

Skills, expertise and contribution: Sunil is the founder and chairperson of Bharti Enterprises, one of India's foremost first-generation corporations with interests in telecoms, financial services, processed food, real estate and hospitality. Bharti Airtel, the flagship company of Bharti Enterprises, is a global telecommunications company operating in 17 countries across South Asia and Africa and ranking among the top three mobile operators globally. Airtel is one of India's largest integrated telecoms providers and the second largest mobile operator in Africa, serving over half a billion customers.

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. Airtel has transformed the quality of lives of millions of people globally, providing connectivity and digital empowerment. As chair of the Board, his leadership has brought immense value to Airtel Africa through his futuristic vision, vast knowledge and industry expertise.

In 2020, Sunil led Bharti Global's partnership with the UK government to acquire OneWeb, a new-age space communications company. This will provide high-speed, low-latency broadband connectivity for the defence sector in remote areas and on maritime and aviation routes around the world.

Sunil is a recipient of the Padma Bhushan, one of India's highest civilian honours and an honorary KBE for services to UK-India business relations.

External commitments:

- Founder and chairperson of Bharti Enterprises and Bharti Airtel
- Co-Chair of Eutelsat Communications
- Member of the International Business Council, World Economic Forum (WEF)

- Member of the Global Board of Advisors, Council of Foreign Relations (CFR)
- Commissioner of the Broadband Commission
- Trustee at the Carnegie Endowment for International Peace (CEIP)
- Member of the Board of Qatar Foundation Endowment (QFE)
- Member of the India-US, India-UK, India-Japan and India-Sweden CEO Forums
- Co-chair of the India-Africa Business Council
- Chair of the B20 Action Council on African Economic Integration (under the Indian government's G20 presidency)

Previous roles:

Sunil has served on the boards of several international bodies. He was the chairperson of the International Chamber of Commerce (ICC) from June 2016 to June 2018 and the chairperson of GSM Association (GSMA) from January 2017 to December 2018. He was the president of the Confederation of Indian Industry (CII) from 2007 to 2008. Sunil is associated with spearheading Indian industry's global trade, collaboration and policy – he has served on the Prime Minister of India's Council on Trade and Industry.

Sunil has also served on the boards of several multinational companies including Unilever, Standard Chartered Bank and SoftBank Corp.

Sunil is a nominee of Bharti Airtel.

Sunil Taldar Chief executive officer

Date appointed to Board: 1 July 2024

Committee Membership: Sustainability Committee (Chair), Market Disclosure Committee

Independent: no

Age: 59

Nationality: Indian

Skills, expertise and contribution: Sunil holds responsibility for leading and overseeing key strategic initiatives aimed at transforming Airtel Africa's business and operations. He brings more than 30 years' business management experience in the FMCG and Telecommunications sectors. His extensive experience in General Management, Sales and distribution, Consumer Marketing, Media and Research as well as his proven track record in leading large teams across geographies in India, China, Indonesia and Singapore will enable him to deliver our strategic objectives and to lead the Group in the next stages of its development.

Other commitments: Board member of Bharti Airtel International (Netherlands) B.V., Airtel Mobile Commerce B.V and Airtel Networks Limited – all subsidiaries of the Group.

Previous roles: Prior to joining Airtel, Sunil was Director, Market Operations at Bharti Airtel. He was a member of the management board of Mondelez (Erstwhile Cadbury) China, India, and Indonesia. He also held the role of CEO and Director DTH Business and Director Homes.

Jaideep Paul Chief financial officer

Date appointed to Board: June 2020

Committee Membership: Audit and Risk Committee, Sustainability Committee

Independent: no

Age: 62

Nationality: Indian

Skills, expertise and contribution: Jaideep brings more than 30 years of leadership and financial experience to our Board, with 18 of these in the telecoms industry. He chairs our Finance Committee and attends all Board, Audit and Risk Committee and Sustainability Committee meetings.

Other commitments: Board member of Bharti Airtel International (Netherlands) B.V., Bharti Airtel Africa B.V. and Airtel Networks Limited – all subsidiaries of the Group.

Previous roles: Before becoming our chief financial officer in 2014, Jaideep was CFO at Airtel Nigeria, Fairtrade LLC Muscat and Bharti Retail. He has also held financial roles at Mumbai Circle and Bharti Airtel Delhi Circle, as well as senior roles at HCL, Telstra V-Com and Caltex. Jaideep started his career at Price Waterhouse and is a qualified chartered accountant.

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: 68

Nationality: British

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

Directors' biographies continued

External commitments:

- Group chair of Simon Midco Limited (the holding company of Lowell Group)
- Chair at Gentrack Group Limited (NZX/ASK)
- Non-executive director at Link Administration Holdings Limited (ASX)
- Commissioner at the National Infrastructure Commission
- Chair of Water Aid UK

Previous roles: Andy was previously senior independent director of ARM Holdings plc and chairperson of the Digital Catapult and IG Group plc. He was chief executive officer of Logica plc until its sale in 2012. His prior roles include those at BT Group plc, including CEO of BT Openworld, CEO of BT Global Services and CEO of Group Strategy and Operations and various roles at Shell and Deloitte. Andy has held several non-executive directorships in the US, Hong Kong, Germany and the UK.

Paul Arkwright Non-executive Director

Date appointed to Board: 9 May 2024

Committee Membership: Remuneration Committee

Independent: Yes

Age: 62

Nationality: British

Skills, expertise and contribution: Paul brings to the board a wealth of experience advising international business on investing and operating across Africa. As a skilled negotiator with excellent international networking and communication skills, Paul's expertise will play a pivotal role as we continue to capitalise on the growth opportunities across Africa. In 2016, he was awarded a CMG by her Majesty Queen Elizabeth II for services to international diplomacy.

External commitments:

- Member of the Advisory Panel of Africa Matters Ltd, a part of JS Held
- Member of the Central Council of the Royal Over-Seas League.
- Founder and Director at Arkwright Advisory Limited

Previous roles: Prior to his appointment to the board, Paul acted as a Special Advisor to the chair and board of Airtel Africa plc focusing on political, legal and regulatory issues pursuant to the terms of a consultancy agreement. Paul was a former British Ambassador in the UK Diplomatic Service with postings as the UK Ambassador to the Netherlands (2009-13), UK High Commissioner to Nigeria (2015-18), CEO of the UK-Africa Investment Summit (2019). He was also Acting UK Ambassador to DRC in 2020 and Regional Ambassador for Africa at the COP26 Summit.

Awuneba Sotonye Ajumogobia (née Iketubosin) Non-executive Director

Date appointed to Board: April 2019

Committee Membership: Remuneration and Audit & Risk Committees

Independent: yes

Age: 65

Nationality: Nigerian

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

External commitments:

- Executive director at Multistream Energy Limited
- Board chair at CAP Plc
- Governing council chair at Grange School, Lagos
- Board member of University of Ibadan Research Foundation
- Member of the Finance Committee of the Musical Society of Nigeria (MUSON)
- Executive council member of Women in Management, Business and Public Service (WIMBIZ)

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 held advisory and implementation roles with several national development projects in Nigeria.

Tsega Gebreyes Non-executive director

Date appointed to Board: October 2021

Independent: yes

Age: 54

Nationality: Ethiopian

Skills, expertise and contribution: Tsega brings deep financial services and commercial experience to the Board gained from global senior executive and non-executive roles in the financial services, international business, mergers and acquisitions, mobile commerce and technology sectors.

External commitments:

- Board member of London Stock Exchange Group plc
- Founding director at Satya Capital Limited
- Non-executive director of Mastercard Foundation and Mastercard Asset Management Corporation

Previous experience: Tsega was formerly a board director and senior executive at Celtel International, where she played an instrumental role in attracting capital for investments in Africa, and was a driving force behind the growth of the business through multi-country expansion across Africa. She has also held various roles at Citibank Group and McKinsey & Company.

In addition to her senior executive positions, Tsega has served as vice chair and senior independent director of SES and a director of Sonae Group.

Liisa Annika Poutiainen Non-executive Director

Date appointed to Board: April 2019

Committee Membership: Audit and Risk Committee, Sustainability Committee

Independent: yes

Age: 53

Nationality: Finnish

Skills, expertise and contribution: Annika's wide-ranging experience in audit and regulatory engagements contributes to her performance as a member of the Board and Audit and Risk Committee. With her legal background and deep knowledge of auditing, accounting, financial reporting and the payments industry, she brings a keen scrutiny to all governance and regulatory matters. Annika is our Board sustainability champion.

External commitments:

- Chief legal officer, Europe, of payments service provider Trustly Group AB
- Member of the Swedish Audit Academy
- Chair of the Carpe Diem Foundation, which runs the top-ranked Swedish elementary school, Fredrikshovs Slott Skola
- Board member and chair of audit committee of Truecaller

Previous experience: Annika has been executive chair of the Council for Swedish Financial Reporting Supervision; a board and audit committee member of listed companies eQ Abp, Hoist Finance AB, Saferoad AS (delisted in September 2018) and Swedbank AB; and industry advisor to strategic communications firm JKL Group. She advised the Swedish government on the national implementation of the reformed EU market abuse regime and was head of market surveillance Nordics at Nasdaq and head of unit, prospectuses, exchanges and clearing houses at the Swedish Financial Supervisory Authority. She was also an associate in the Capital Markets Group at Linklaters London and has been a practising solicitor in the UK.

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: 68

Nationality: British

Skills, expertise and contribution: With experience in diverse industries such as healthcare and consumer brands, as well as in chairing other audit committees, Ravi brings a wealth of recent financial experience and cultural insight to our Board and Audit and Risk Committee.

External commitments:

- Chairperson of Fortis Healthcare Limited, India
- Chairperson of Agilus Diagnostics, a subsidiary of Fortis Healthcare, India
- Member of the corporate board of Sanmar Group Corporate Board
- Advisor to CDPQ, the Canadian pension fund, and is their nominee on the board of Edelweiss Credit Limited and an observer on the board of Edelweiss Asset Reconstruction Company Ltd
- Trustee of the Science Museum Foundation, UK

Previous experience: Ravi held financial leadership roles at Diageo until retiring in 2015, including 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, Ravi held various roles at ITC India, including a secondment to West Africa with British American Tobacco. He has held numerous positions on various joint venture boards and was a non-executive director of United Spirits, a listed subsidiary of Diageo in India, as well as a member of Diageo's India advisory board. More recently, Ravi was an independent director and chair of the audit committee of Vedanta Resources Limited, UK and chairperson of JM Financial, Singapore Pte Ltd.

Akhil Kumar Gupta
Non-executive Director

Date appointed to Board: October 2018

Committee Membership: None

Independent: no

Age: 68

Nationality: Indian

Skills, expertise and contribution: Akhil brings vast financial, strategic and telecoms expertise to our Board and is invited to attend our Audit and Risk Committee meetings. He has played a pivotal role in the Bharti Group's phenomenal growth in the telecoms sector, both organically and through various acquisitions. His innovative thought leadership has helped Bharti Airtel achieve healthy margins while offering some of the lowest tariffs in the world.

External commitments:

- Vice chairman of Bharti Enterprises
- Patron member and former chairman of Digital Infrastructure Providers Association (DIPA)
- President emeritus of Telecom Sector Skill Council (TSSC)
- Board member of OneWeb Holdings Limited

Previous experience: Akhil 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 companies in the world, Indus Towers Ltd – 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.

Akhil is a nominee of Bharti Airtel.

Shravin Bharti Mittal
Non-executive Director

Date appointed to Board: October 2018

Committee Membership: None

Independent: no

Age: 36

Nationality: British

Skills, expertise and contribution: As the entrepreneurial founder of a top-performing global technology investment firm, Shravin brings diverse views and expertise in the tech sector to our discussions and decision-making. He is invited to attend our Remuneration Committee meetings.

External commitments:

- Founder of Unbound, a long-term investment firm aiming to build and back disruptive technology companies
- Board member of several technology companies benefiting from Unbound investment
- Managing director of Bharti Global Limited
- Bharti Space Ltd representative on the Eutelsat OneWeb Board

Previous experience: Shravin was previously at SoftBank Vision Fund, a \$100-billion fund investing in technology companies, and assistant director at Better Capital, a private equity firm in London where he turned around distressed retail and manufacturing businesses. Before this, he was involved in the launch of 3G at Airtel India and on the senior management team at Airtel Africa, where he spearheaded the post-acquisition integration of Zain. Before Airtel, he worked with J.P. Morgan investment bank covering technology, media and telecoms.

Shravin is a nominee of Bharti Airtel.



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