

**RESOLUTIONS**  
**of**  
**AIRTEL AFRICA PLC**  
**PASSED ON 28 JUNE 2022**



At the annual general meeting of Airtel Africa plc (the "**Company**") duly convened and held at 53/54 Grosvenor Street, London on Tuesday 28<sup>th</sup> June 2022 at 11.00a.m., the following resolutions were duly passed, in the case of resolution 21 as an ordinary resolution and, in the case of resolutions 22 to 24, as special resolutions:

**ORDINARY RESOLUTION**

- 21 **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\$ 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 27 September 2023, 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**

- 22 **THAT** if Resolution 21 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 subparagraph (a) of this Resolution 22) to any person or persons up to an aggregate nominal amount of US\$ 93,953,787.60, and shall expire upon the expiry of the general authority conferred by Resolution 21 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.

- 23 **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 375,815,150 representing approximately 10% of the issued ordinary share capital of the Company as at 31 May 2022, (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 23 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 27 September 2023 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.
- 24 **THAT** a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.



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**Simon O'Hara**

**Company Secretary**