

**MILlicom INTERNATIONAL CELLULAR S.A.**  
**société anonyme**

**Registered office address:**

**2, rue du Fort Bourbon  
L-1249 Luxembourg, Grand-Duchy of Luxembourg  
- R.C.S. Luxembourg: B 40.630 –**

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**Complementary POWER OF ATTORNEY (item 24) – Direct Shareholders**

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I, the undersigned, \_\_\_\_\_ (*name of signatory*), with professional address at \_\_\_\_\_ (*address of registered office*), acting on behalf of \_\_\_\_\_ (*Individual capacity / Direct Shareholder's full name / Annex I*)<sup>1</sup>, with full capacity to represent the Direct Shareholder(s) at the AGM and EGM and vote in accordance with the voting instructions described below, holder of \_\_\_\_\_ (*number*) common shares in **Millicom International Cellular S.A.**, a Luxembourg public limited liability company (*société anonyme*) with registered office at 2, rue du Fort Bourbon L-1249 Luxembourg, Grand-Duchy of Luxembourg under the company number B 40.630 ("**Millicom**"), hereby gives special power of attorney, with full power of substitution, to: \_\_\_\_\_ (*name of the designated person /Chairman of the AGM/EGM as defined below*)<sup>2</sup> (the "**Attorney**") in order for the Attorney to individually under his/her sole signature to represent the undersigned at the annual general meeting (the "**AGM**") and an extraordinary general meeting (the "**EGM**") of the shareholders of Millicom, to be held on 4 May 2017 starting from 10:00 (CET) at 2, rue du Fort Bourbon, L-1249 Luxembourg, Grand Duchy of Luxembourg, or on any other date or at any other time or location should the AGM and/or the EGM be reconvened with the following agenda, and to vote as indicated in the table below, with reference to the proposals for each respective item of the agenda included in the Convening Notice for the AGM and the EGM, and there, for and on behalf of the undersigned.

The undersigned authorises and empowers the Attorney, for and on behalf of the undersigned, to sign all deeds and documents or do all acts necessary or useful in respect of the performance of this power of attorney even though not especially indicated, promising to ratify such acts and signatures if need be under this power of attorney, which shall be irrevocable for a period ending on 15 July 2017.

This power of attorney is governed by, and shall be construed in accordance with Luxembourg law. The courts of the district of Luxembourg City shall have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this power of attorney.

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<sup>1</sup> If acting on behalf of more than one Direct Shareholder, please include the list of shareholders and number of shares as Annex I – Investors can be grouped in one proxy as long as they vote equally and designate the same person as Attorney.

<sup>2</sup> The Chairman of the AGM and EGM will be given the power of attorney if no other designated person is indicated.

## **AGM**

**By ticking this box, the undersigned authorises the Attorney to vote on all the items of the agenda of the AGM as she/he considers appropriate** ☐

**Otherwise, please tick the boxes below to instruct the Attorney as considered appropriate:**

<b>Agenda of the AGM</b>	<b>Vote in favour</b>	<b>Vote against</b>	<b>Abstain from voting</b>
<p>24. To elect Mr. Roger Solé Rafols as a Director for a term ending on the day of the 2018 AGM; to approve Mr. Roger Solé Rafols' Director fee-based compensation, amounting to SEK 425,000 for the period from the AGM to the 2018 AGM and share-based compensation, amounting to SEK 425,000 for the period from the AGM to the 2018 AGM, such shares to be provided from the Company's treasury shares or alternatively to be issued within Millicom's authorised share capital to be fully paid-up out of the available reserves i.e. for nil consideration from Mr. Roger Solé Rafols; and to approve the corresponding adjustments to previous items of the AGM, as follows:</p> <p>(i) The increase of the number of Directors from eight (8), as set forth in the preceding item 7 of the agenda, to nine (9); and</p> <p>(ii) the increase of the Directors' overall fee-based compensation, as set forth in item 17 of the agenda, to SEK 6,200,000 (2016: SEK 5,725,000) for the period from the AGM to the 2018 AGM and share-based compensation, as set forth in item 17 of the agenda, to SEK 4,275,000 (2016: 3,800,000) for the period from the AGM to the 2018 AGM, such shares to be provided from the Company's treasury shares or alternatively to be issued within Millicom's authorised share capital to be fully paid-up out of the available reserves i.e. for nil consideration from the relevant Directors.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

and there, for and on behalf of the undersigned:

- to vote and take in the name and on behalf of the undersigned, all the resolutions with respect to the above agenda, and to take any other resolutions which might be considered useful or necessary.
- in general to do and perform any and all acts and deeds which may be necessary or useful in the accomplishment of the present power of attorney.

Given in \_\_\_\_\_ (place), on \_\_\_\_\_ 2017 (date)

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

**Annex I – List of Direct Shareholders represented in this Proxy**

\*The signatory of this proxy hereby confirms that he/she has the capacity to represent the Direct Shareholders listed below at the EGM and AGM and vote in accordance with the voting instructions described above.

<b>Name of the Shareholder</b>	<b>Number of shares</b>	<b>Address</b>

This Power of attorney (completed, dated and signed) must be sent to:

▪ Millicom (for the holders of shares):

- **by post**, to Millicom International Cellular S.A., 2, Rue du Fort Bourbon, L-1249 Luxembourg, Grand Duchy of Luxembourg, attention: Corporate Secretary,
- **by fax to**: + 352 27 759 996
- **or by e-mail to**: [information@millicom.com](mailto:information@millicom.com)

This Power of Attorney shall be received by Millicom no later than on 20 April 2017 (the "Record Date") at 23.59 CET. Shareholders who send the Power of Attorney by email or fax must ensure that the originals will follow by mail within 3 business days, so that it is received by Millicom on 25 April 2017.

**Please provide evidence of the signatory's power of representation in case the PoA is granted on behalf of a legal entity**