

**Millicom International Cellular S.A.**

*société anonyme*

Registered Address: 2, rue du Fort Bourbon, L-1249 Luxembourg

R.C.S. Luxembourg: B 40.630

("Millicom" or the "Company")

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF MILLICOM'S  
SHAREHOLDERS (THE "AGM")**

**THAT WILL BE HELD ON MAY 4, 2018 AT 12 noon (CET)**

**AT THE REGISTERED ADDRESS**

**THE FINAL MINUTES WILL BE POSTED FOLLOWING THE AGM**

**FIRST PROPOSED RESOLUTION**

To appoint Mr. Alexander Koch, attorney at law (*Rechtsanwalt/ Avocat à la Cour*), with professional address in Luxembourg, as Chairman of the AGM.

In case of absence of Mr. Alexander Koch, the Chairman of the Board of Directors of Millicom or in the absence of the Chairman of the Board of Directors, any member of the Board of Directors shall be empowered to appoint the person to preside over the AGM amongst the persons present at the meeting.

To empower the Chairman of the AGM to appoint the other members of the bureau, i.e. the Secretary and the Scrutineer, amongst the persons present at the meeting.

**SECOND PROPOSED RESOLUTION**

To receive the management report(s) of the Board of Directors (*rapport de gestion*) and the report(s) of the external auditor on the annual accounts and the consolidated accounts for the financial year ended December 31, 2017.

**THIRD PROPOSED RESOLUTION**

To approve the annual accounts and the consolidated accounts for the year ended December 31, 2017.

**FOURTH PROPOSED RESOLUTION**

To allocate the results of the year ended December 31, 2017. On a parent company basis, Millicom generated a loss of USD 384,414,983 which is proposed to be allocated to the profit or loss brought forward account of Millicom.

**FIFTH PROPOSED RESOLUTION**

To distribute a dividend in a total amount of USD 266,022,071 to the shareholders of Millicom pro rata to the paid-up par value of their shareholding in Millicom, corresponding to a dividend of USD 2.64 per share (other than the treasury shares) to be paid in two equal installments on May 15,

and November 14, 2018. To acknowledge and confirm that Millicom has sufficient available funds to make this dividend distribution.

#### **SIXTH PROPOSED RESOLUTION**

To discharge all the current Directors of Millicom for the performance of their mandates during the financial year ended December 31, 2017.

#### **SEVENTH PROPOSED RESOLUTION**

To resolve to set the number of Directors at eight (8).

#### **EIGHTH PROPOSED RESOLUTION**

To approve the re-election of Mr. Tom Boardman as a Director for a term starting on the day of the AGM and ending on the day of the next annual general meeting to take place in 2019 (the "2019 AGM").

#### **NINTH PROPOSED RESOLUTION**

To approve the re-election of Mr. Odilon Almeida as a Director for a term starting on the day of the AGM and ending on the 2019 AGM.

#### **TENTH PROPOSED RESOLUTION**

To approve the re-election of Ms. Janet Davidson as a Director for a term starting on the day of the AGM and ending on the 2019 AGM.

#### **ELEVENTH PROPOSED RESOLUTION**

To approve the re-election of Mr. Tomas Eliasson as a Director for a term starting on the day of the AGM and ending on the 2019 AGM.

#### **TWELFTH PROPOSED RESOLUTION**

To approve the re-election of Mr. Anders Jensen as a Director for a term starting on the day of the AGM and ending on the 2019 AGM.

#### **THIRTEENTH PROPOSED RESOLUTION**

To approve the re-election of Mr. José Antonio Ríos García as a Director for a term starting on the day of the AGM and ending on the 2019 AGM.

#### **FOURTEENTH PROPOSED RESOLUTION**

To approve the re-election of Mr. Roger Solé Rafols as a Director for a term starting on the day of the AGM and ending on the 2019 AGM.

#### **FIFTEENTH PROPOSED RESOLUTION**

To approve the election of Mr. Lars-Åke Norling as a Director for a term starting on September 1, 2018 and ending on the 2019 AGM.

### **SIXTEENTH PROPOSED RESOLUTION**

To approve the re-election of Mr. Tom Boardman as Chairman of the Board of Directors for a term ending on the day of the 2019 AGM.

### **SEVENTEENTH PROPOSED RESOLUTION**

To approve the Directors' remuneration for the period from the AGM to the 2019 AGM, including (i) a fee-based compensation amounting to SEK 5,775,000, and (ii) a share-based compensation amounting to SEK 3,850,000, such shares to be provided from the Company's treasury shares or alternatively to be issued from Millicom's authorized share capital to be fully paid-up out of the available reserves (i.e. for nil consideration from the relevant Directors).

### **EIGHTEENTH PROPOSED RESOLUTION**

To re-elect Ernst & Young S.A., Luxembourg as the external auditor for a term ending on the 2019 AGM and to approve the external auditor remuneration to be paid against approved account.

### **NINETEENTH PROPOSED RESOLUTION**

To approve a procedure on the appointment of the Nomination Committee and determination of the assignment of the Nomination Committee.

### **TWENTIETH PROPOSED RESOLUTION**

To authorize the Board of Directors, at any time between the AGM and the day of the 2019 AGM, provided the required levels of distributable reserves are met by Millicom at that time, either directly or through a subsidiary or a third party, to engage in a share repurchase plan of Millicom's shares to be carried out for all purposes allowed or which would become authorized by the laws and regulations in force, and in particular the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "1915 Law") (the "Share Repurchase Plan").

### **TWENTY- FIRST PROPOSED RESOLUTION**

To approve the guidelines for remuneration of senior management.

### **TWENTY- SECOND PROPOSED RESOLUTION**

To approve the share-based incentive plans for Millicom employees.