

## Nomination Committee Charter

### 1. Overall purpose/objectives

- 1.1 The Nomination Committee (the “Committee”) of Millicom International Cellular S.A. (the “Company”) is responsible for preparing proposals to be resolved by the Annual General Meeting of Shareholders (“AGM”) regarding:
  - 1.1.1 the number of members of the Board of Directors;
  - 1.1.2 candidates to be elected or re-elected as Directors and the term of their appointment;
  - 1.1.3 remuneration of the Directors;
  - 1.1.4 election of the external auditor and its remuneration;
  - 1.1.5 the Chairman of the annual general meeting; and
  - 1.1.6 the procedure for the appointment of the Nomination Committee.

### 2. Committee membership

- 2.1 The Committee shall consist of at least three members appointed by the largest shareholders of Millicom who have wished to appoint a member. The appointee of the largest shareholder shall act as the Nomination Committee’s convenor, and the members of the Nomination Committee will appoint the Nomination Committee’s Chairman at their first meeting. The Chairman of the Board of Millicom shall be invited to the Nomination Committee’s meetings as deemed appropriate by the Nomination Committee.
- 2.2 The majority of the members of the Committee are to be independent of the Company and its executive management. Neither the Chief Executive Officer (“CEO”) nor other members of the executive management of the Company are to be members of the Committee. At least one member of the Committee is to be independent of the Company’s largest shareholder in terms of votes, or any group of shareholders that act in concert in the governance of the Company.
- 2.3 If a member of the Committee resigns before the work is concluded, a replacement member may be appointed after consultation with the larger shareholders of the Company. The shareholder that appointed the resigning member shall be asked to appoint a new member, provided that the shareholder is still one of the largest shareholders in the Company. If that shareholder declines participation on the Committee, the Committee can choose to ask the next largest qualified shareholder to participate. If a large qualified shareholder reduces its ownership, the Committee can choose to ask the next largest shareholder to participate.
- 2.4 In all cases, the Committee reserves the right to reduce its membership as long as the number of members remains at least three. However, unless there are special

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circumstances, no changes to the composition of the Committee shall be made if there are only marginal changes in the number of votes, or if a change occurs less than three months prior to the AGM.

### **3. Committee authority and responsibilities**

- 3.1 As appropriate, the Committee shall actively seek, interview and evaluate individuals qualified to become board members for recommendation to the Board. In its proposals the Committee is to give particular consideration to the requirements regarding breadth and versatility on the Board, as well as the requirement to strive for gender balance.
- 3.2 Each member of the Committee is to consider carefully whether there is a conflict of interest before accepting the assignment.
- 3.3 The Committee shall have the sole authority for proposing the compensation of all directors of the Board for decision by the annual shareholders meeting.
- 3.4 The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
- 3.5 The Committee shall periodically review the independence of each director in connection with its evaluation of candidates, such that its recommendations comply with the Swedish Corporate Governance Code, applicable legislation, and the Company's corporate policies.
- 3.6 The Committee is to present proposals on the election and remuneration of the statutory auditor.
- 3.7 The Committee's proposals are to be presented in the convening notice for any shareholders' meeting where the election of Board members or auditor is to be held and on the Company's website.
- 3.8 When the notice of the AGM is issued, the Committee is to issue a statement on the Company's website explaining its proposals regarding the Board with regard to the requirements concerning the composition of the board contained in Rule 4.1 of the Code. If the outgoing CEO is nominated for the post of Chairman, reasons for this proposal are also to be fully explained.

### **4. Procedure on appointment of the Nomination Committee and determination of the assignment of the Committee**

- 4.1 Further instructions and information for the Committee to consider may be included in the "Procedure on appointment of the Nomination Committee and determination of the assignment of the Committee", as resolved upon by the AGM.

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