

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 –**

POWER OF ATTORNEY – Direct Shareholders

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*)¹, 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*)² (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.

¹ 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.

² 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:

Agenda of the AGM	Vote in favour	Vote against	Abstain from voting
1. To elect the Chairman of the AGM and to empower the Chairman of the AGM to appoint the other members of the bureau of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive the management report(s) of the Board of Directors (<i>rapport de gestion</i>) and the report(s) of the external auditor on the annual accounts and the consolidated accounts for the financial year ended 31 December 2016.	n/a	n/a	n/a
3. To approve the annual accounts and the consolidated accounts for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To allocate the results of the year ended 31 December 2016. On a parent company basis, Millicom generated a profit of USD 43,826,410, which is proposed to be allocated to the profit or loss brought forward account of Millicom.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the distribution by Millicom of a dividend in a total amount of USD 265,416,542.16 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) and to acknowledge and confirm that Millicom has sufficient available funds to make this dividend distribution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To discharge all the current Directors of Millicom for the performance of their mandates during the financial year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To set the number of Directors at eight (8).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Mr. Tom Boardman as a Director for a term ending on the day of the next annual general meeting to take place in 2018 (the " 2018 AGM ").	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Mr. Odilon Almeida as a Director for a term ending on the day of the 2018 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ms. Janet Davidson as a Director for a term ending on the day of the 2018 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Mr. Simon Duffy as a Director for a term ending on the day of the 2018 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Mr. Tomas Eliasson as a Director for a term ending on the day of the 2018 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda of the AGM	Vote in favour	Vote against	Abstain from voting
13. To re-elect Mr. Alejandro Santo Domingo as a Director for a term ending on the day of the 2018 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To elect Mr. Anders Jensen as a Director for a term ending on the day of the 2018 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To elect Mr. José Antonio Ríos García as a Director for a term ending on the day of the 2018 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To re-elect Mr. Tom Boardman as Chairman of the Board of Directors for a term ending on the day of the 2018 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To approve the Directors' fee-based compensation, amounting to SEK 5,775,000 (2016: SEK 5,725,000) for the period from the AGM to the 2018 AGM and share-based compensation, amounting to SEK 3,850,000 (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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To re-elect Ernst & Young S.A., Luxembourg as the external auditor of Millicom for a term ending on the day of the 2018 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To approve the external auditor's compensation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To approve a procedure on the appointment of the Nomination Committee and determination of the assignment of the Nomination Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To authorise the Board of Directors, at any time between 4 May 2017 and the day of the 2018 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 authorised 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").*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. To approve the guidelines for remuneration of senior management.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. To approve the share-based incentive plans for Millicom employees.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*More details are included under the notes of the convening notice to the AGM.

EGM

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

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

Agenda of the EGM	Vote in favour	Vote against	Abstain from voting
1. To elect the Chairman of the EGM and to empower the Chairman of the EGM to appoint the other members of the Bureau.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the possibility for the Company's Directors to approve unanimously circular resolutions either (i) by executing such resolutions directly manually or electronically by means of an electronic signature which is valid under Luxembourg law or (ii) via a consent in writing by e-mail to which an electronic signature (which is valid under Luxembourg law) is affixed and to amend article 8, paragraph 8, of the Company's articles of association accordingly.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To delete the requirement that annual general shareholders' meetings must be held at a time and at a venue specified in the Company's articles of association and to amend article 19 of the Company's articles of association accordingly.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorize electronic vote at any general shareholders' meetings of the Company and to amend article 21 of the Company's articles of association accordingly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the amendment to the threshold at which Millicom's Board should be notified of any acquisition / disposal of Millicom's shares from 3% to 5% and to amend article 6, last paragraph, of the Company's articles of association accordingly.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To fully restate the Company's articles of association and, inter alia, incorporate the amendments to the Company's articles approved in the foregoing resolutions.	<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.

Name of the Shareholder	Number of shares	Address

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

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