

**Millicom International Cellular S.A.**

*société anonyme*

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

R.C.S. Luxembourg: B 40.630

("Millicom" or the "Company")

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF MILLICOM'S SHAREHOLDERS  
(THE "EGM")**

**THAT WILL BE HELD ON JANUARY 7, 2019 FROM 12 noon (CET)**

**AT THE REGISTERED OFFICE of MILLICOM**

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

**FIRST PROPOSED RESOLUTION**

To elect Mr. Marc Elvinger, attorney at law (*Avocat à la Cour*), with professional address in Luxembourg as Chairman of the EGM.

In case of absence of Mr. Marc Elvinger, any member of the Board of Directors shall be empowered to appoint the person to preside over the EGM amongst the persons present at the meeting.

To empower the Chairman of the EGM 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 acknowledge the resignation of Mr. Tom Boardman as a Director and the Chairman of the Board of Millicom effective on the day of the EGM.

**THIRD PROPOSED RESOLUTION**

To acknowledge the resignation of Mr. Anders Jensen as a Director of the Board of Millicom effective on the day of the EGM.

**FOURTH PROPOSED RESOLUTION**

To elect Ms. Pernille Erenbjerg as a new Director of the Board of Millicom for a term starting on the day of the EGM and ending on the day of the next annual general meeting to take place in 2019 (the "2019 AGM").

**FIFTH PROPOSED RESOLUTION**

To elect Mr. James Thompson as a new Director of the Board of Millicom for a term starting on the day of the EGM and ending on the day of the 2019 AGM.

**SIXTH PROPOSED RESOLUTION**

To elect Mr. José Antonio Rios García as new Chairman of the Board of Directors of Millicom for a term starting on the day of the EGM and ending on the day of the 2019 AGM.

**SEVENTH PROPOSED RESOLUTION**

To acknowledge that the new Directors' and Chairman's remuneration for the period from the EGM to the earlier of the first day of trading in the Millicom share pursuant to the planned second listing on the Nasdaq stock exchange in the U.S. (the "**Second Listing**") and the 2019 AGM, shall be in line with the remuneration approved by the annual general meeting held on May 4, 2018 (the "**2018 AGM**").

#### **EIGHTH PROPOSED RESOLUTION**

To approve the Directors' revised annual remuneration effective on a *pro rata temporis* basis for the period from the Second Listing to the 2019 AGM, including (i) fee-based compensation amounting to USD 687,500, and (ii) share-based compensation amounting to USD 950,000, 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).

#### **NINTH PROPOSED RESOLUTION**

To amend article 7 of the Company's Articles of Association to stipulate that the Nomination Committee rules and procedures of the Swedish Code of Corporate Governance shall be applied for the election of Directors to the Board of Directors of the Company, as long as such compliance does not conflict with applicable mandatory law or regulation or the mandatory rules of any stock exchange on which the Company's shares are listed.

The amended article 7 of the Articles of Association of the Company shall read as follows:

*Article 7. Board. The Company will be administered by a Board composed of at least 6 (six) members. Members of the Board need not be shareholders of the Company. The Directors, and the chairman of the Board (the "Chairman"), will be elected by the general meeting of shareholders ("General Meeting"), which will determine their number, for a period not exceeding 6 (six) years, and they will hold office until their successors are elected. Where a legal person is appointed as a director (the "Legal Entity"), the Legal Entity must designate a natural person as permanent representative (représentant permanent) who will represent the Legal Entity as a member of the Board in accordance with article 441-3 of the Law. In the event of a vacancy on the Board, the remaining Directors may meet and may elect by majority vote a director to fill such vacancy until the next General Meeting.*

*In proposing persons to be elected as Directors at the General Meeting, the Company shall comply with the nomination committee rules of the Swedish Code of Corporate Governance, so long as such compliance does not conflict with applicable mandatory law or regulation or the mandatory rules of any stock exchange on which the Company's shares are listed.*

*In the event that the Company does not comply with the nomination committee rules of the Swedish Code of Corporate Governance and a committee of the Board is established to propose persons to be elected as Directors at the General Meeting, any Shareholder holding at least 20% of the issued and outstanding shares of the Company, excluding treasury shares, shall have the right to designate:*

- 1. one of the then-serving Directors to be a member of such committee, so long as such designation and the Director so designated meet the requirements of any*

*applicable mandatory law or regulation or the mandatory rules of any stock exchange on which the Company's shares are listed, and*

*2. one person, who may or may not be a Director, to attend any meeting of such committee as an observer, without the right to vote at such meeting, so long as such attendance does not conflict with applicable mandatory law or regulation or the mandatory rules of any stock exchange on which the Company's shares are listed. Any designation made pursuant to the provisions of the immediately preceding paragraph shall lapse upon such designating Shareholder holding less than 20% of the issued and outstanding shares of the Company, excluding treasury shares."*