

# Audit Committee Charter

## 1. Overall purpose/objectives

- 1.1 The Audit Committee (the “Committee”) of Millicom International Cellular S.A. (the “Company”) is appointed by the Board of Directors (the “Board”).
- 1.2 The primary purpose of the Committee is to assist the Board in its responsibility for the robustness, integrity and effectiveness of financial reporting, risk management, internal controls, internal audit, the external audit process, as well as compliance with related laws and regulations.
- 1.3 The Committee will oversee:
  - 1.3.1 adequacy and effectiveness of the systems of internal control;
  - 1.3.2 adequacy and effectiveness of the processes and systems of risk management;
  - 1.3.3 robustness of accounting and financial reporting processes to ensure the balance, transparency and integrity of published financial statements and other financial information;
  - 1.3.4 effectiveness of the internal audit function;
  - 1.3.5 the independent audit process, including recommendation on appointment (subject to shareholder approval) and assessing the performance of the external auditor;
  - 1.3.6 the process for monitoring compliance with laws and regulations affecting financial reporting; and
  - 1.3.7 adequacy and competence of resources allocated in the performance of the above functions.
- 1.4 In performing its duties, the Committee will maintain effective working relationships with the Board, management, and the external and internal auditors. To perform his or her role effectively, each Committee member will need to develop and maintain his or her skills and knowledge, including an understanding of the Committee’s responsibilities and of the Company’s business, operations and risks.

## 2. Committee authority

- 2.1 The Board authorizes the Committee, within the scope of its responsibilities, to:
  - 2.1.1 Engage independent counsel and other advisers as it deems necessary to carry out its duties;
  - 2.1.2 Ensure the attendance of company officers at meetings as appropriate;
  - 2.1.3 Have unrestricted access to members of management, employees and relevant information, and have authority to investigate any matter brought

## Audit Committee Charter

- to its attention with full access to all Company books, records and personnel, using special counsel or outside experts when necessary or appropriate;
- 2.1.4 Recommend the appointment, compensation, retention, termination, and for the oversight of the work of any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company (subject, if applicable, to shareholder ratification). Each such accounting firm shall report directly to the Committee;
  - 2.1.5 Approve audit engagement fees and terms as well as reviewing policies for the provision of non-audit services by the external auditors;
  - 2.1.6 Oversee the work of the Company's internal audit function as outlined in paragraphs 4.21 to 4.26 of this Charter;
  - 2.1.7 Seek any information it requires from any employee or director of the Company, in order to perform its duties;
  - 2.1.8 Be responsible for the (pre)approval of related party transactions, including those required to be publicly disclosed under applicable securities laws; and
  - 2.1.9 Establish procedures pertaining to accounting-related and certain other types of complaints or concerns as outlined in paragraph 4.30 of this Charter.
- 2.2 The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of compensation to accounting firms, advisers and for ordinary administrative expenses.

### **3. Committee Membership and Meetings**

- 3.1 The Committee will comprise at least 3 (three) members and all of the members of the Committee are to be independent. The definition of independence for Paragraphs 3.1 and 3.2 will be as defined in the Swedish Code of Corporate Governance, Nasdaq Rule 5605(a)(2) and Rule 10A-3 under the U.S. Securities Exchange Act of 1934.
- 3.2 A quorum of any meeting will be 2 (two) members.
- 3.3 Each member shall have skills and experience appropriate to the Company's business and be financially literate. At least one member shall have competence in accounting and/or auditing in accordance with the Statutory Audit Directives (Directive 2006/43/EC as amended by Directive 2014/56/EU).
- 3.4 No Committee member may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

## Audit Committee Charter

- 3.5 Meetings shall be held not less than 4 (four) times a year and should correspond with the Company's financial reporting cycle.
- 3.6 The Committee should meet with the Company's Chief Legal and Compliance Officer as and when circumstances require, but at least on an annual basis. A meeting with the Company's outside legal counsel should be held if it is deemed necessary by the Committee. The Committee is entitled to retain outside counsel of its choice if it deems it necessary.
- 3.7 The Audit Committee will meet with the external auditors at least once a year without management present and when deemed necessary.

### 4. Committee role and responsibility

The Committee will:

#### Internal control

- 4.1 Evaluate the overall effectiveness of the internal control and risk management frameworks, including evaluation of fraud risk, and controls and processes related to fraud risks, and consider whether recommendations made by the internal and external auditors have been implemented by management.
- 4.2 Understand the internal controls systems implemented by management for the approval of transactions and the recording and processing of financial data.
- 4.3 With respect to the effectiveness of internal controls over financial reporting:
  - 4.3.1 Understand the controls and processes implemented by management to ensure that the financial statements derive from the underlying financial systems and comply with relevant standards and requirements;
  - 4.3.2 Review management's process for assessing the effectiveness of internal control over financial reporting in accordance with the 8th European Company Law on Statutory Audit (Directive 2006/43/EC as amended by Directive 2014/56/EU) and Section 404 of the Sarbanes-Oxley Act of 2002, as well as related reporting and disclosure requirements;
  - 4.3.3 Discuss with the external auditor any identified material weakness or significant deficiencies in internal control over financial reporting and any difference with management's assessment;
  - 4.3.4 Discuss with management its remediation plan to address internal control deficiencies, especially those resulting in a material weakness or significant deficiency; and
  - 4.3.5 Review the adequacy, clarity and completeness of disclosures describing any identified material weaknesses and management's remediation plans.

#### Financial reporting

## Audit Committee Charter

- 4.4 Monitor the periodic financial reporting process implemented by management.
- 4.5 Meet with management and the external auditors to review periodic and annual earnings releases, financial statements, annual reports (including the Form 20-F), key accounting policies and judgments, reporting issues, and the results of the external audit.
- 4.6 Ensure that significant adjustments, unadjusted differences, disagreements with management and critical accounting policies and practice are discussed with the external auditor.

### **Compliance with laws and regulations impacting the Company's financial statements**

- 4.7 Oversee regulatory compliance matters, including areas that may have a material impact on the Company's financial statements or compliance policies, as well as findings of any examinations by financial reporting regulatory agencies that have been considered in the preparation of the financial statements.

### **Risk Management**

- 4.8 Oversee the Company's risk management framework, as well as policies with respect to risk assessment and risk management, the Company's major litigation, and financial risk exposures, as well as the steps management has taken to monitor and control such exposures.

### **External Audit**

- 4.9 Consider the independence of the external auditor and any potential conflicts of interest as well as the appropriateness for the provision of permissible non-audit services and obtain from the external auditor regular updates on its independence.
- 4.10 Receive from the independent auditor a formal written statement delineating all relationships between the auditor and the Company consistent with applicable requirements of the PCAOB.
- 4.11 Review on an annual basis the performance of the external auditors and make recommendations to the Nomination Committee or Board (as applicable) for the appointment, reappointment or termination of the external auditors.
- 4.12 Review the external auditors' proposed audit scope and approach for the current year in the light of the Company's present circumstances and changes in regulatory and other requirements.
- 4.13 Ensure that significant findings and recommendations made by the external auditors and management's proposed response are received, discussed and appropriately acted on.
- 4.14 Be directly responsible for the resolution of disagreements between management and the auditor regarding the Company's financial reporting.

## Audit Committee Charter

- 4.15 Discuss with the external auditor the appropriateness of the accounting policies applied in the Company's financial reports.
- 4.16 Meet separately with the external auditors to discuss any matters that the Committee or auditors believe should be discussed privately.
- 4.17 Pre-approve the audit services and non-audit services (including the fees and terms thereof) to be provided by the Company's independent auditor pursuant to pre-approval policies and procedures established by the Committee.
- 4.18 Review compliance with rotation rules for the audit firm and its signing partner(s) as described in applicable laws.

### Information and Cybersecurity

- 4.19 The Compliance and Business Conduct Committee of the Board has primary oversight responsibility for information and cybersecurity issues.
- 4.20 The Audit Committee will review and oversee information and cybersecurity issues to the extent that they may affect the robustness, integrity and effectiveness of financial reporting, risk management, internal controls, internal audit, the external audit process, and/or compliance with related laws and regulations.

### Internal Audit

- 4.21 Review the activities, resources and organizational structure of the internal audit function and ensure no unjustified restrictions or limitations are made.
- 4.22 Participate in the appointment, promotion or dismissal of the internal audit head and discuss with the external auditor the standard of work of internal audit staff.
- 4.23 Review the effectiveness of the internal audit function and ensure that it has appropriate standing within the Company.
- 4.24 Meet separately with the head of internal audit to discuss any matters that the Committee or internal auditors believe should be discussed privately.
- 4.25 Ensure that all significant findings and recommendations made by the internal auditors and management's proposed response are received, and, except for those matters within the authority and responsibility of the Compliance and Business Conduct Committee, discussed and appropriately acted on.
- 4.26 Review and formally validate the proposed internal audit plan for the coming year, as well as any subsequent proposed changes and ensure that it addresses key areas of risk and that there is appropriate co-ordination with the external auditor.

### Reporting responsibilities

- 4.27 Regularly update the Board about Committee activities and make appropriate recommendations.



## Audit Committee Charter

- 4.28 Ensure the Board is aware of matters that may significantly impact on the financial condition or affairs of the business which includes inter alia informing the Board on the outcome of the statutory audit.
- 4.29 Prepare any reports required by law or listing rules or requested by the Board, for example a report on the Committee's activities and duties to be included in the section on corporate governance in the Company's annual report.

### **Procedures for complaints**

- 4.30 Review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

### **Evaluating performance**

- 4.31 Evaluate the Committee's own performance, both of individual members and collectively, on an annual basis.
- 4.32 Assess the achievement of the duties specified in the charter and report the findings to the Board.

### **Review of the Committee charter**

- 4.33 Review the Committee charter annually and discuss any required changes with the Board.
- 4.34 Ensure that the charter is approved or reapproved by the Board.

### **Limitations inherent in the Committee's Role**

- 4.35 It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with IFRS and applicable rules and regulations. This is the responsibility of management and the independent auditor.

\*\*\*\*\*