

MILlicom INTERNATIONAL CELLULAR S.A.

Société anonyme

Registered Address:

2, Rue du Fort Bourbon

L-1249 Luxembourg, Grand Duchy of Luxembourg

**- R.C.S. Luxembourg: B40630 -
("Millicom" or the "Company")**

SPECIAL REPORT

OF THE BOARD OF DIRECTORS TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGM") IN ACCORDANCE WITH ARTICLE 420-26 (5) OF THE LAW OF 10 AUGUST 1915 ON COMMERCIAL COMPANIES, AS AMENDED

We, the board of directors of the Company (the "**Board**"),

considering the contemplated EGM of the Company to be held on or about May 31, 2023 and which is to resolve, *inter alia*, to increase the authorized capital of the Company to three hundred and seventy five million United States Dollars (USD 375,000,000) divided into two hundred and fifty million (250,000,000) shares with a par value of one dollar fifty cents (USD 1.50) per share, in accordance with the requirements of Article 420-26 (5) of the law of 10 August 1915 on commercial companies, as amended (the "**Law**"), valid as from the date of the EGM until May 31, 2028, and

renew and increase the existing authorization of the Board to issue new shares up to a share capital of USD 375,000,000 divided into 250,000,000 shares with a par value of USD 1.50 per share, and remove or limit the preferential subscription right of the Shareholders in case of issue of shares against payment in cash to a maximum of new shares representing 10% of the then outstanding shares (including shares held in treasury by the Company itself), and

acknowledging that it is our legal duty to inform the EGM of the Company of the detailed reasons that motivate such renewal and increase in the authorized capital and authorization to the Board, therefore present this report to the EGM pursuant to Article 420-26 (5) of the Law.

We ask the EGM to renew and increase the authorized capital to maintain the ratio between authorized and issued share capital within the market practice, following the additional shares issued in the context of the rights offerings on 17 and 28 June 2022.

In the future, we may also have to use the authorized capital for various purposes, notably, without limitation, to finance the Company, to offer the possibility to third parties to subscribe for shares in the Company in the context of specific transactions entered into by the Company and/or its direct or indirect subsidiaries, as well as to afford employee incentives in the form of participation in the equity of the Company through the issuance of new shares.

Depending on the context and the purpose of any share issuance, the shares may be offered at a subscription price that may vary from the nominal value of the shares or the then market price of the outstanding shares, and shares may be issued with or without a premium.

The powers of the Board to realize any increase of the issued capital and to remove or limit the preferential subscription right of the shareholders when issuing new shares under the authorized capital (i.e., capped to a maximum of new shares representing 10% of the then outstanding shares) is extended until May 31, 2028, in order to give us the greatest possible flexibility when considering an increase of capital and an issue of new shares.

We further underline, that the power that we shall receive from the shareholders to create the authorized capital with the authorization to remove or limit the preferential subscription right of the shareholders when issuing new shares, may result in a change (dilution) of the shareholding participations and of the voting rights of the shareholders, as the case may be.

With this being said, article 5 of the articles of association of the Company shall read as follows:

The Company has an authorized capital of three hundred and seventy five million United States Dollars (USD 375,000,000) divided into two hundred and fifty million (250,000,000) shares with a par value of one dollar fifty cents (USD 1.50). The Company has an issued capital of two hundred fifty-eight million one hundred forty-four thousand four hundred fifty-seven United States dollars and fifty cents (USD 258,144,457.50) represented by one hundred seventy-two million ninety-six thousand three hundred and five (172,096,305) shares with a par value of one dollar and fifty cents (USD 1.50) each, fully paid-in.

*The authorized capital of the Company may be increased or reduced by a resolution of the shareholders of the Company (the “**Shareholder(s)**”) adopted in the manner required by the Law for amendment of these Articles.*

The Board is authorized and empowered to:

- (i) realize any increase of the issued capital within the limits of the authorized capital in one or several successive tranches, by issuing of new shares, against payment in cash or in kind, by conversion of claims, integration of distributable reserves or premium reserves, or in any other manner;*
- (ii) determine the place and date of the issue or the successive issues, the issue price, the terms and conditions of the subscription of and paying up on the new shares; and*
- (iii) remove or limit the preferential subscription right of the Shareholders in case of issue of shares against payment in cash to a maximum of new shares representing 10% of the then outstanding shares (including shares held in treasury by the Company itself).*

This authorization is valid until 31 May 2028, and it may be renewed by an extraordinary general meeting of the Shareholders for those shares of the authorized corporate capital which up to then will not have been issued by the Board.

Following each increase of the corporate capital realized and duly stated in the form provided for by the Law, the first paragraph of this article 5 will be modified so as to reflect the actual increase; such modification will be recorded in authentic form by the Board or by any person duly authorized and empowered by it for this purpose.

When issuing new shares and, as the case may be, removing or limiting the preferential subscription right of the shareholders, as applicable, we will always act in good faith and consider the Company's best interest.

For and on behalf of the Board,

Dated April 21, 2023