



THE SMARTPHONE NETWORK

NOTICE AND AGENDA OF THE 23RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of members of Airtel Malawi PLC (the Company) will be held virtually on the Zoom Platform hosted from Bingu International Conference Centre (BICC), Lilongwe on Thursday, 30th day of June 2022 at 10:00 hours:

PROCESS OF HOLDING THE VIRTUAL ANNUAL GENERAL MEETING

1. Considering the threat of 4th wave of COVID-19 pandemic and also the Articles of Association of the Company, the Board of Directors of the Company (the Board) has in the circumstances, deemed that it is necessary and prudent that the Annual General Meeting (AGM) be held by way of electronic participation only.
2. The following documentation have been availed to shareholders via email addresses provided by the shareholders and can also be accessed on the following website (www.airtel.mw). Physical copies can also be collected from the Company's registered office upon request:
 - Full Audited Financial Statements for the Company for the year ended 31st December 2021 (i.e. the full 2021 Annual Reports)
 - Minutes of the Annual General Meeting held on 24th June 2021
 - Proxy Forms
 - Proposed resolutions
3. Shareholders who wish to participate electronically either in person or by proxy are required to contact investor@mw.airtel.com or Custodymalawi@standardbank.co.mw, call or send a WhatsApp message to Investor Services on telephone number **+265 999 161 161** not later than the 22nd day of June 2022 for assistance on how they can participate in the AGM.
4. All questions and comments pertaining to the AGM should be channeled to investor@mw.airtel.com or custodymalawi@standardbank.co.mw or WhatsApp number **+265 999 161 161** not later than the 22nd day of June 2022. The consolidated questions shall then be published on the Company's website (www.airtel.mw) and social media platforms (Facebook, Instagram, Twitter, and LinkedIn).
5. The Company will hold the AGM online whose link will be provided to shareholders through their registered email addresses or WhatsApp.
6. Answers to the questions will be communicated to Shareholders during the AGM.

The business to be transacted at the meeting shall be as follows:

1. APPROVAL OF MINUTES

To consider and if deemed appropriate approve Minutes of the 22nd Annual General Meeting of the Company held on 24th June, 2021.

2. FINANCIAL STATEMENTS

To receive, consider and if thought fit, adopt the Financial Statements for the period ended 31st December, 2021.

3. DIVIDEND

To consider and if deemed appropriate to declare a dividend of **MK32,450,000,000** representing **MWK2.95** per share in respect of 2021 profits.

4. ORDINARY BUSINESS

To consider and, if deemed fit, to pass with or without modification the following ordinary resolutions:

4.1 DIRECTOR'S RE-APPOINTMENT

To re-appoint Mr. P.A. Chitsime, on recommendation of the Board, who has served on the Board for ten years and has exceeded the age limit of seventy (70) years in terms of Section 164 (2)(b) of the Companies Act 2013, to hold office until the next Annual General Meeting in line with Section 169 (6)(a) of the Companies Act, 2013.

4.2 DIRECTOR'S RETIREMENT

To re-elect Mr. Mark Mikwamba who retires by rotation in terms of Article 74 of Articles of Association but being eligible, has offered himself for re-election.

4.3 DIRECTOR'S RETIREMENT

To re-elect Mr. Alok Bafna who retires by rotation in terms of Article 74 of Articles of Association but being eligible, has offered himself for re-election.

4.4 DIRECTORS' REMUNERATION

To consider and, if deemed appropriate, to approve that the Directors' remuneration for their services after approval at the Annual General Meeting be maintained as follows:

a. Fees

Chairman - **MWK13,000,000** per annum payable quarterly in arrears.
Directors - **MWK7,000,000** per annum payable quarterly in arrears.

b. Sitting Allowance

Chairman - **MWK1,100,000** per sitting.
Directors - **MWK600,000** per sitting.

4.5 APPOINTMENT OF AUDITORS

To re-appoint Deloitte – Certified Public Accountants as Auditors for the ensuing year and to authorize the Directors to determine their remuneration.

5. OTHER BUSINESS

To transact such other business as may be transacted at an Annual General Meeting.

6. STATEMENT OF RIGHTS

The register of members will be closed from close of business on 8th July 2022 to 11th July 2022 both dates inclusive, and no transfer will be registered during that time. Only members whose names shall appear in the register as of 11th July 2022 shall be eligible for the dividend which will be payable on 25th July 2022.

A Member entitled to attend and vote at the meeting is entitled to appoint a representative (if it is a body corporate or unincorporated association), or proxy (or more than one proxy) to attend and vote in his/her/its stead. The proxy need not be a member of the company.

The instrument appointing a proxy or representative, and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the Company Secretary's office or sent to investor@mw.airtel.com not less than 48 hours before the time for holding the meeting and in default the instrument of proxy shall not be treated as valid. A copy of the proxy can be downloaded from the Company's website (www.airtel.mw).

Dated the 9th day of June, 2022

BY ORDER OF THE BOARD.

HLUPEKIRE CHALAMBA FCG
COMPANY SECRETARY

Registered office:
Airtel Complex, City Centre,
Off Convention Drive
LILONGWE.