



A REASON TO IMAGINE

NOTICE AND AGENDA OF THE 24TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of members of Airtel Malawi PLC (“the Company”) will be held both virtually and physically from Mount Soche Hotel, Blantyre on 12th day of July 2023 at 10:00 hours.

PROCEDURE OF HOLDING THE VIRTUAL ANNUAL GENERAL MEETING

- The electronic pack of the Annual General Meeting (AGM) consisting of the Notice, Agenda, Minutes, a Proxy Form and audited Financial Statements for the Company for the year ended 31st December 2022, together with the reports of the Directors and Auditors and proposed resolutions will be sent to email addresses provided by the shareholders and can also be accessed on the Company's website (www.airtel.mw).
- Additionally, the physical copy of AGM pack can be collected from the Company's registered office or at the Company's Transfer Secretaries office at Standard Bank Head Office, Blantyre upon request. Shareholders are also requested to send up to date postal addresses to the Company's Transfer Secretaries to enable them send physical copies of the AGM Pack.
- 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 forty-eight (48) hours before start of meeting.
- 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 28th day of June 2023. The consolidated questions shall be shared via the Airtel website (www.airtel.mw).
- A link will be provided to shareholders on request through their registered email addresses or WhatsApp.

AGENDA OF THE AGM

BUSINESS TO BE TRANSACTED AT THE AGM

A. AS ORDINARY BUSINESS

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

1. APPROVAL OF MINUTES

To consider and if deemed appropriate approve Minutes of the 23rd Annual General Meeting of the Company held on 30th June 2022.

2. FINANCIAL STATEMENTS

To receive, consider and if thought fit adopt the Financial Statements for the period ended 31st December 2022.

3. DIVIDEND

To consider and if deemed appropriate to declare a dividend of MK27.5 billion representing MK2.50 per share in respect of 2022 profits.

4. DIRECTORS' APPOINTMENT, RE-ELECTION, AND RETIREMENT

4.1 To confirm the appointment of Ms. Monicah Kambo who was co-opted as a non-executive director during the year to fill a casual vacancy pursuant to Article. 73(1)(b) of the Company's Articles of Association.

Ms. Monicah Kambo – 42 (Kenyan) - Brief Profile

Ms. Monicah Kambo is the Group Human Resources Director at Airtel Africa based in Dubai. She has more than 21 years of rich experience in human resource management and general management. She joined Airtel Africa from WPP-Scan Group, where she was the Group Human Resource Director. In this role, she was instrumental in developing and up-scaling talent across the Africa operations. Prior to that she was Managing Director for Wavemaker and Ogilvy Africa, both subsidiaries for WPP-Scan Group. Other roles held include General Manager - McCann Worldwide Group amongst expatriation roles in South Africa and Uganda.

Ms. Kambo holds a Master's Degree in Global Human Resource management from the University of Liverpool, is an accredited MCIM (Chartered Institute of Marketing-UK) and recently attended INSEAD/ALU courses.

4.2 To confirm the appointment of Mr. Apoorva Mehrotra who was co-opted as a non-executive director during the year to fill a casual vacancy pursuant to Article. 73(1)(b) of the Company's Articles of Association.

Mr. Apoorva Mehrotra – 52 (Indian)- Brief Profile

Mr. Apoorva Mehrotra is the Regional Director for East Africa at Airtel Africa based in Dubai. He has more than 29 years of rich experience in strategic and general management. He previously worked for Airtel Networks Zambia Plc as Chief Executive Officer & Managing Director, Vodafone India as EVP & Business Head and Hutchinson Whampoa/ Vodafone as General Manager – Sales. Mr. Apoorva holds Master's Management Studies, MBA Equivalent from University of Mumbai and BA - Psychology, Political Science & Economics - University of Allahabad.

4.3 To confirm the appointment of Mr. Anthony Shiner who was co-opted as a non-executive director during the year to fill a casual vacancy pursuant to Art. 73(1)(b) of the Company's Articles of Association.

Mr. Anthony Shiner – 50 (Australian)- Brief Profile

Mr. Anthony Shiner is the Group Chief Commercial Officer at Airtel Africa based in Dubai. He has more than 25 years of rich experience in Commercial, Digital and Transformation in the telecommunications industry across Australia, Singapore, and the Middle East. He joined Airtel Africa from Emirates Integrated Telecommunications Company where he progressively held the role of Chief Digital, Transformation & Innovation Officer from 2018 to 2020 and Chief Customer & Channel Officer from 2020 until June 2022. Prior to that, he was Executive Director- Digital for Telstra. He also worked with Singtel in various roles including Chief Mobile Marketing and Chief Revenue Officer – Digital. Other roles include General Manager- Consumer Channels, General Manager- Optus Country, Vice President- Broadband, NBN, TV & Content for Optus. Mr. Shiner holds a Bachelor of Sports Science (Exercise Science), University of New South Wales Australia, Post-Graduate in Business Administration, MGSM, New South Wales Australia and a Master of Science in Management from Stanford University, Ca, USA.

4.4 To appoint Dr. Ngeyi Ruth Kanyongolo as an independent and non-executive director of the Board of the Company.

Dr. Ngeyi Ruth Kanyongolo – 53 (Malawian) - Brief Profile

Dr Ngeyi Ruth Kanyongolo is an Associate Professor of law with 30 years' experience as a lawyer and academic specialized in Labour Law, Corporate Governance, Social Protection and Gender. Dr Kanyongolo has served on a number of Boards, the most recent at national level being the Standard Bank Board, where she also served as Chairperson of the Board, and the Advisory Board of the National Planning Commission. At international level she serves on the Trustees Board of SASPEN a network of social protection experts and Equality Effect Board of Canada. She has also previously served in leadership positions as a Member of Senate, Dean of Faculty and Head of Department at the University of Malawi. She holds a Bachelor of Laws (Honours) from the University of Malawi (1991), Master of Laws from the University of London (1999) and a PhD from the University of Warwick (2007).

4.5 To re-elect Mr. Kayisi Sadala who retires by rotation in terms of Article 74 of the Company's Articles of Association, but being eligible has offered himself re-election.

Kayisi M'bwana Sadala – 59 (Malawian) Brief Profile

Mr. Kayisi M'bwana Sadala is the former CEO of Tobacco Commission. Mr Sadala previously held the position of Deputy CEO and Acting CEO at Malawi Savings Bank, Business Development Manager at Continental Discount House Limited and other senior management roles at National Bank of Malawi Plc and Indefund Limited. He has previously served on a number of Boards as Chairman of the Board of Lilongwe Water Board and ESCOM. He has also previously served as a member of the Board of National Oil Company, Competition and Fair Trading Commission, Malawi Switch Centre Limited and Malawi Towers Limited. He is a career banker with more than 30 years' experience in the financial services industry. His areas of specialization have mainly revolved around business development, corporate relationship management, retail and business banking, treasury management and international trade. He holds an MBA in Banking and Finance from the University of Wales in the United Kingdom, a Bachelor of Arts in Public Administration from the University of Malawi and a Diploma in Development and Management of Small Businesses and Industries from the Galilee College, Israel.

4.6 To retire Mr. P.A. Chitsime, who has served on the Board for eleven years and has exceeded the age limit of seventy (70) years in terms of Section 164 (2)(b) of the Companies Act No. 15 of 2013.

5. DIRECTORS' REMUNERATION

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

5.1 FEES

Chairman - MWK11,500,000 per annum payable quarterly in arrears (2022: MWK13,000,000).

Directors - MWK7,000,000 per annum payable quarterly in arrears (2022: MWK7,000,000).

5.2 SITTING ALLOWANCE

Chairman - MK900,000 per sitting (2022: MWK1,100,000).

Directors - MWK600,000 per sitting (2022: MWK600,000).

6. 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.

B. OTHER BUSINESS

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

7. STATEMENT OF RIGHTS

The register of members will be closed from close of business on 21st day of July 2023 to 24th day of July 2023 both dates inclusive, and no transfer will be registered during that time. Only members whose names shall appear in the register as of 21st day of July 2023 shall be eligible for the dividend which will be payable on 4th day of August 2023.

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 or Custodymalawi@standardbank.co.mw 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 20th day of June 2023

BY ORDER OF THE BOARD.

**HLUPEKIRE CHALAMBA FCG
COMPANY SECRETARY**

Registered office:

Airtel Complex, City Centre,
Off Convention Drive
LILONGWE.