



A REASON TO IMAGINE

NOTICE AND AGENDA OF THE 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of members of Airtel Malawi PLC (**“the Company”**) will be held both virtually and physically from Bingu International Conference Centre, Lilongwe on 31st day of May 2024 at 10:00 hours.

PROCEDURE OF HOLDING THE 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 2023, 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 the 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 17th day of May 2024. The consolidated questions shall be shared via the Company's 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 24th Annual General Meeting of the Company held on 12th July 2023.

2. FINANCIAL STATEMENTS

To receive, consider and if thought fit adopt the Financial Statements for the period ended 31st December 2023.

3. DIVIDEND

To consider and if deemed appropriate to declare a dividend of MWK10,747,000,000 representing MWK0.977 per share.

4. DIRECTORS' RETIREMENT AND RE-ELECTION

- 4.1** To re-elect Ms. Monicah Kambo who retires by rotation in terms of Article 74 of the Company's Articles of Association, but being eligible has offered herself for re-election.

Ms. Monicah Kambo – 43 (Kenyan) - Brief Profile

Ms. Monicah Kambo is the Group Human Resources Director at Airtel Africa based in Dubai and Nairobi. She has more than 22 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 attended INSEAD/ALU courses.

- 4.2** To re-elect Apoorva Mehrotra who retires by rotation in terms of Article 74 of the Company's Articles of Association, but being eligible has offered himself for re-election.

Mr. Apoorva Mehrotra – 53 (Indian)- Brief Profile

Mr. Apoorva Mehrotra is the Regional Director for East Africa at Airtel Africa based in Dubai. He has more than 30 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.

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 be maintained as follows:

5.1 FEES

- Chairperson** - MWK11,500,000 per annum payable quarterly in arrears (2023: MWK11,500,000)
- Directors** - MWK7,000,000 per annum payable quarterly in arrears (2023: MWK7,000,000).

5.2 SITTING ALLOWANCE

- Chairperson** - MWK900,000 per sitting (2023: MWK900,000)
- Directors** - MWK600,000 per sitting (2023: MWK600,000).

6 APPOINTMENT OF AUDITORS

To re-appoint Deloitte – Chartered 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 June 2024 to 24th day of June 2024 both dates inclusive, and no transfer will be registered during that time. Only members whose names shall appear in the register as of 24th day of June 2024 shall be eligible for the dividend which will be payable on 9th day of July 2024.

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 8th day of May 2024
BY ORDER OF THE BOARD.**

**HLUPEKIRE CHALAMBA FCG
COMPANY SECRETARY**

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