



THE SMARTPHONE NETWORK

NOTICE AND AGENDA OF THE 22ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting of members of Airtel Malawi PLC (“the Company”) will be held virtually on the Zoom Platform hosted from the Company’s Main Boardroom, Airtel Complex, City Centre, Off Conventional Drive, Lilongwe on Thursday, 24th day of June, 2021 at 15:00 hours:

PROCESS OF HOLDING THE VIRTUAL ANNUAL GENERAL MEETING

- In light of the ongoing COVID-19 pandemic, the Board of Directors of the Company (**the Board**) in consultation with the Malawi Stock Exchange 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.
- 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, 2020 (i.e the full 2020 Annual Reports)
 - Minutes of the Annual General Meeting held on 17th July 2020.
 - Proxy Forms.
 - Proposed resolutions.
- 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 16th day of June 2021 for assistance on how they can participate in the AGM.
- 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 16th day of June 2021. The consolidated questions shall then be published on the Company’s website (www.airtel.mw) and social media platforms (Facebook, Instagram, Twitter, and LinkedIn).
- The Company will hold the AGM online whose link will be provided to shareholders through their registered email addresses or WhatsApp.
- 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 21st Annual General Meeting of the Company held on 17th July, 2020.

2. FINANCIAL STATEMENTS

To receive, consider and if thought fit, adopt the Financial Statements for the period ended 31st December, 2020.

3. DIVIDEND

To consider and if deemed appropriate, declare a dividend of MWK23, 100, 000, 000 representing MWK2.10 per share in respect of 2020 profits.

4. ORDINARY BUSINESS

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

4.1 DIRECTOR’S RE-ELECTION

To re-elect Mr. P.A. Chitsime, on recommendation of the Board, who has served on the Board for more than eight 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. Kayisi M’bwana Sadala who retires by rotation in terms of Article 74 of Articles of Association of the Company but being eligible, has offered himself for re-election.

4.3 DIRECTORS’ REMUNERATION

To consider and if deemed appropriate, approve that the Directors’ remuneration for their services after approval at the Annual General Meeting be 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.

4.4 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 at close of business on 30th July 2021 to 2nd August 2021 both dates inclusive, and no transfer will be registered during that time. Only members whose names shall appear in the register as at 30th July 2021 shall be eligible for the dividend which will be payable on 31st August 2021.

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 2nd day of June, 2021

BY ORDER OF THE BOARD.

HLUPEKIRE CHALAMBA FCG
COMPANY SECRETARY

Registered office:

Airtel Complex, City Centre,
Off Convention Drive
LILONGWE.