

4 June 2019

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This announcement is an advertisement for the purposes of the Prospectus Rules of the Financial Conduct Authority (“FCA”) and not a prospectus and not an offer of securities for sale in any jurisdiction, including in or into the United States, Australia, Canada or Japan.

Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Investors should not subscribe for or purchase any ordinary shares referred to in this announcement except on the basis of information in the prospectus in its final form (the “**Prospectus**”) expected to be published by Airtel Africa Limited (the “**Company**”, and together with its subsidiaries and subsidiary undertakings, the “**Group**” or “**Airtel Africa**”) in due course in connection with the proposed admission of its ordinary shares to the premium segment of the Official List of the Financial Conduct Authority and to trading on the main market of the London Stock Exchange plc. A copy of the Prospectus will, following publication, be available for inspection from the Company’s registered office at First Floor, 53/54 Grosvenor Street, London, W1K 3HU and on the Company’s website at www.airtel.africa/investors.

Airtel Africa Limited

Confirmation of Intention to Float on the London Stock Exchange

Following the announcement by Airtel Africa Limited (the “**Company**”, and together with its subsidiaries and subsidiary undertakings, the “**Group**” or “**Airtel Africa**”), on 28 May 2019 regarding the publication of a Registration Document, Airtel Africa today confirms its intention to proceed with an initial public offering (the “**IPO**” or the “**Offer**”) and certain details of the Offer. The Company intends to apply for admission of its ordinary shares (“**Shares**”) to the premium listing segment of the Official List of the Financial Conduct Authority (the “**Official List**”) and to trading on the Main Market of the London Stock Exchange (the “**LSE**”) (“**Admission**”).

The indicative price range in respect of the Offer (the “**Price Range**”), as well as the number of Shares to be sold in the Offer, will be determined in due course and contained in the Prospectus expected to be published by Airtel Africa in the coming weeks. The final offer price in respect of the Offer (the “**Offer Price**”) will be determined following publication of the Prospectus and a book-building process, with Admission currently expected to occur in July 2019. Prior to Admission, the Company will be re-registered as a public company limited by shares and renamed Airtel Africa plc.

Confirmation of offer details

- A Premium listing on the Official List of the FCA and admission to trading on the Main Market for listed securities of the LSE.
- The Offer will comprise new Shares to be issued by the Company to raise gross proceeds of approximately \$750 million (excluding the Over-Allotment Option).
- The Company intends to use the net proceeds from the issue of New Shares to reduce net debt. Following Admission, the Company’s net debt to EBITDA ratio will be 2.5x (prior to any proceeds from the Over-Allotment Option). This is composed of net debt (excluding Finance Lease Obligations) to EBITDA of 1.5x¹ (prior to any proceeds from the Over-Allotment Option) and Finance Lease Obligations debt to EBITDA of 1.0x.
- The Company intends to distribute to its shareholders a minimum of 80 per cent. of consolidated free cash flow as long as a ratio of net debt to EBITDA between 2 to 2.5 times is maintained, subject to all regulatory, statutory and monetary restrictions. At the individual operating country level, the Company will recommend to the local boards a dividend pay-out of a minimum of 80 per cent. of the free cash flow at the country level as long as a ratio of net debt to EBITDA between 2.5 to 3.5 times is maintained, subject to all regulatory, statutory and monetary restrictions. The Company intends to distribute dividends in an interim and final divided format, with the first interim dividend expected to be declared following the half year results for the six months ending September 2019, subject to policy and approvals.
- Immediately following Admission, the Company intends to have a free float of at least 25 per cent. of the Company’s issued share capital and expects that it would be eligible for inclusion in the FTSE UK indices. Certain of the Company’s pre-IPO investors are expected to contribute towards the minimum 25 per cent. free float. In addition, it is expected that up to a further 15 per cent. of the Offer (100 per cent. primary) will be made available pursuant to the Over-Allotment Option.

- Each of the Company, its directors, Airtel Africa Mauritius Limited² (“AAML”) and each of the Company’s seven pre-IPO investors³ will agree to customary lock-up arrangements in respect of their shares for a period of time following Admission.
- The IPO will consist of an offer of Shares to institutional investors in qualifying jurisdictions (in the UK and elsewhere outside the United States in reliance on Regulation S and in accordance with locally applicable laws and regulations, and in the United States, only to qualified institutional buyers (“QIBs”) as defined in rule 144A under the US Securities Act of 1933, as amended, or another exemption from, or transaction not subject to, registration under the US Securities Act of 1933, as amended).
- The Company is considering a listing of its Shares on the Nigerian Stock Exchange. If the Company decides to proceed with a listing on the Nigerian Stock Exchange, such listing would only take place after the approval of the Nigerian Securities and Exchange Commission and the Nigerian Stock Exchange has been sought and obtained.
- The Company has engaged J.P. Morgan Securities plc as Sole Sponsor. BofA Merrill Lynch (“BofA Merrill Lynch”), Citigroup Global Markets Limited (“Citigroup”) and J.P. Morgan Securities plc (which conducts its United Kingdom investment banking activities as “J.P. Morgan Cazenove”) have been engaged to act as Joint Global Co-ordinators and Joint Bookrunners and Absa Group Limited (“Absa”), Barclays Bank PLC, acting through its Investment Bank (“Barclays”), BNP Paribas, Goldman Sachs International (“Goldman Sachs”), HSBC Bank plc and The Standard Bank of South Africa Limited have been engaged to act as Joint Bookrunners in the Offer.

¹The 1.5x is calculated as net debt (excluding Finance Lease Obligations) divided by the post-IFRS 16 EBITDA

²AAML is a subsidiary of Ni2i, which is a subsidiary of the Bharti Airtel Limited, which is a listed company in India

³Hero (the ultimate beneficial owner of which is Sunil Kant Munjal), ICIL (which is ultimately held by the Bharti Mittal family group), QIA, Singtel, Softbank, Temasek and Warburg Pincus Parties

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Important legal information

The contents of this announcement, which has been prepared by and is the sole responsibility of the Company, has been approved by J. P. Morgan Securities plc solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000 (as amended).

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada, Japan, India, Nigeria or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdictions.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for, or otherwise invest in, securities in the United States, Australia, Canada, Japan or Nigeria or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Shares referred to herein may not be offered or sold in the United States unless registered under the United States Securities Act of 1933 (the “**Securities Act**”) or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The Shares referred to herein may not be offered or sold in Nigeria unless registered with the Securities and Exchange Commission of Nigeria or pursuant to the Nigerian Investments and Securities Act of 2007 (the “**ISA**”). The offer and sale of Shares referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Shares referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan. There will be no public offer of the shares in the United States, Australia, Canada or Japan or elsewhere.

In any member state of the European Economic Area other than the United Kingdom (each, a “**Relevant Member State**”), this announcement and any offer if made subsequently is directed only at persons who are “qualified investors” within the meaning of the Prospectus Directive (Directive 2003/71/EC and any amendments thereto, including Directive 2010/73/EU), and any implementing measures in any Relevant Member State.

This announcement may include statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company’s business, results of operations, financial position, liquidity, prospects, growth and strategies. Forward-looking statements speak only as of the date they are made.

Each of the Company and J. P. Morgan Securities plc (which conducts its United Kingdom investment banking activities as J. P. Morgan Cazenove), Merrill Lynch International, Citigroup Global Markets Limited, Absa Bank Limited, Barclays Bank PLC, acting through its investment bank, HSBC Bank plc, BNP Paribas, Goldman Sachs International and The Standard Bank of South Africa Limited (the “**Banks**”) and their respective affiliates as defined under Rule 501(b) of Regulation D of

the Securities Act (“**affiliates**”), expressly disclaims any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

Any subscription or purchase of Shares in the proposed Offer should be made solely on the basis of the information contained in the Prospectus to be issued by the Company in connection with the Offer. The information in this announcement is subject to change. Before subscribing for or purchasing any shares, persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Prospectus when published. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any Shares or any other securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

The date of Admission may be influenced by a variety of factors which include market conditions. There is no guarantee that Admission will occur and you should not base your financial decisions on this announcement or on the Company’s intentions in relation to Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested.

Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Offer. The value of shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Offer for the person concerned.

None of the Banks or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for/ or makes any representation of warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith.

Each of the Banks is acting exclusively for the Company and no-one else in connection with the Offer. They will not regard any other person as their respective clients in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offer, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

Each of J. P. Morgan Securities plc, Merrill Lynch International, Citigroup Global Markets Limited, Barclays Bank PLC, HSBC Bank plc, BNP Paribas and Goldman Sachs International is authorised by the Prudential Regulation Authority and regulated by the Prudential Regulation Authority and the Financial Conduct Authority in the United Kingdom.

In connection with the Offer, each of the Banks and any of their respective affiliates, may take up a portion of the Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in the Prospectus, once published, to the shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by any of the Banks and any of their respective affiliates acting in such capacity. In addition, any of the Banks and any of their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they may from time to time acquire, hold or dispose of Shares. None of the Banks nor any of their respective affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In connection with the Offer, a stabilisation manager (the “**Stabilisation Manager**”), or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Shares or effect other transactions with a view of supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market. The Stabilisation Manager is not required to enter into such transactions and such transactions may be effected on any stock market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of the commencement of conditional dealings of the Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter. However, there will be no obligation on the Stabilisation Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilising measures, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the Shares above the offer price. Save as required by law or regulation, neither the Stabilisation Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offer.

In connection with the Offer, the Stabilisation Manager, may, for stabilisation purposes, over-allot Shares up to a maximum of 15 per cent. of the total number of Shares comprised in the Offer. For the purposes of allowing it to cover short positions resulting from any such over-allotments and/or from sales of Shares effected by it during the stabilisation period, the

Stabilisation Manager will enter into over-allotment arrangements with certain existing shareholders pursuant to which the Stabilisation Manager may purchase or procure purchasers for additional Shares up to a maximum of 15 per cent. of the total number of Shares comprised in the Offer (the “**Over-Allotment Shares**”) at the offer price. The over-allotment arrangements will be exercisable in whole or in part, upon notice by the Stabilisation Manager, at any time on or before the 30th calendar day after the commencement of conditional trading of the Shares on the London Stock Exchange. Any Over-allotment Shares made available pursuant to the over-allotment arrangements, including for all dividends and other distributions declared, made or paid on the Shares, will be purchased on the same terms and conditions as the Shares being issued or sold in the Offer and will form a single class for all purposes with the other Shares.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that the shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income or capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in related to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.