



AIRTEL UGANDA LIMITED

**PUBLICATION OF SUPPLEMENTARY PROSPECTUS AND REVISION OF THE INCENTIVE SHARE
STRUCTURE IN RESPECT OF THE INITIAL PUBLIC OFFER OF 8,000,000,000 ORDINARY SHARES
IN AIRTEL UGANDA LIMITED**

Airtel Uganda Limited ("**Airtel Uganda**" or "**Company**") announces the publication of a supplementary prospectus ("**Supplementary Prospectus**") in respect to the Initial Public Offer ("**IPO**") of 8,000,000,000 existing ordinary shares of the Company (the "**Offer**" and "**Offer Shares**"), and the Prospectus published on 29 August 2023 ("**Prospectus**"), which has been approved by the Capital Markets Authority of Uganda ("**CMA**"). The Supplementary Prospectus mainly varies the Incentive Shares as determined pursuant to the terms and conditions in Section 16.9 of the Prospectus ("**Incentive Shares**") which are adjusted as indicated below:

Allocation	Original Number of Incentive Shares to be allocated	Revised Number of Incentive Shares to be allocated
Retail Investors		
Retail investors applying for >2 500 shares, and up to 18.5mn shares	5 Incentive Shares for every 100 Sale Shares allocated	10 Incentive Shares for every 100 Sale Shares allocated
Retail investors applying for >2 500 shares, and up to 18.5mn shares through m-IPO	Additional 1 Incentive Shares for every 100 Sale Shares allocated, In addition to the 5 Incentive Shares indicated above	Additional 1 Incentive Shares for every 100 Sale Shares allocated, In addition to the 10 Incentive Shares indicated above
Retail investors applying for >18.5mn shares, and up to 37mn shares	10 Incentive Shares for every 100 Sale Shares allocated	20 Incentive Shares for every 100 Sale Shares allocated
Retail Investors applying for >37mn shares	20 Incentive Shares for every 100 Sale Shares allocated	40 Incentive Shares for every 100 Sale Shares allocated
Professional Investors		
Professional Investors who apply for <40mn shares	No Incentive Shares	
Professional Investors who apply for >40mn shares, and up to 200mn shares	10 Incentive Shares for every 100 Sale Shares allocated	20 Incentive Shares for every 100 Sale Shares allocated
Professional Investors who apply for >200mn shares, and up to 400mn shares	15 Incentive Shares for every 100 Sale Shares allocated	30 Incentive Shares for every 100 Sale Shares allocated
Professional Investors who apply for >400mn shares, and <1,850mn shares	20 Incentive Shares for every 100 Sale Shares allocated (Previously for professional investors who applied for >400mn shares, and up to 2,850mn shares)	80 Incentive Shares for every 100 Sale Shares allocated
Professional Investors who apply for > or equal to 1,850mn shares	37.5 Incentive Shares for every 100 Sale Shares allocated (Previously for professional investors who applied for >2,850mn shares)	112 Incentive Shares for every 100 Sale Shares allocated

The Supplementary Prospectus automatically updates any reference to the Incentive Shares in the Prospectus. All investors who have previously applied for shares will receive the revised Incentive Shares indicated above.

The Offer Price, Offer Shares and other Terms and Conditions of the Offer remain unchanged as contained in the Prospectus published on 29 August 2023.

The enhancement to the Incentive Structure follows the extension of the Offer Period to 27 October 2023 as announced on 13 October 2023. These enhancements seek to improve the attractiveness of the Offer and further encourage participation by Ugandan investors.

This announcement has been approved by the CMA.

Airtel Uganda has appointed Absa Bank Uganda Limited as Lead Transaction Adviser, and Crested Capital as Lead Sponsoring Broker. Katende, Ssempebwa & Company Advocates has been appointed by the Company as Legal Adviser, with Ernst & Young Certified Public Accountants, as Reporting Accountants and Hudson Sandler as Communications and Media Consultants.

24 October 2023

ENQUIRIES

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IMPORTANT NOTICES

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Neither this announcement, nor anything contained or referred to 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 solely on the basis of the information contained in Airtel Uganda’s Prospectus (and any relevant supplements) approved by the CMA and published on Airtel Uganda’s website in connection with the offer of the ordinary shares in the Company and the possible admission of such shares for trading on the Main Investment Market Segment of the USE.

Copies of the Prospectus are available for inspection at Airtel Uganda’s registered office at Airtel Towers, 16A Clement Hill Road, Kampala, Uganda and on the Company’s website at www.airtel.co.ug, subject to certain access restrictions.

This announcement has been approved by the CMA as a securities advertisement. The approval of the CMA is not, and should not be considered as, an endorsement of the merits of this announcement or of the anticipated initial public offer to be undertaken by Airtel Uganda. As a matter of policy, the CMA does not assume responsibility for the correctness of any of the statements made, or opinions expressed, or reports contained in this announcement. The CMA’s approval of this announcement and the initial public offer merely advises that the legal requirements as per the Capital Markets Authority Act Cap. 84 (as amended) and the regulations made thereunder have been met.

Please note that this is a financial promotion and is not intended to be investment advice.

The contents of this announcement have been prepared by and are the sole responsibility of Absa Bank Uganda Limited and Crested Capital, as the Transaction Adviser and Lead Sponsoring Broker, respectively, acting on behalf of the Company.

This announcement does not constitute or form part of any offer for sale or subscription or any solicitation of any offer to buy or subscribe for any securities and neither this announcement nor any part of it forms the basis of or may be relied on in connection with or act as an inducement to enter into any contract or commitment for shares whatsoever.

The information contained in this announcement is for background purposes only and does not purport to be full or complete, nor does this announcement constitute or form part of any invitation or inducement to engage in investment activity. No reliance may be placed on the information contained in this announcement or its accuracy, fairness or completeness by any person for any purpose. The information

in this announcement is subject to change. Further, the contents of this announcement should not be construed as legal, financial, tax or investment advice.

Recipients of this announcement who intend to purchase or subscribe for shares in Airtel Uganda following the publication of the Prospectus by Airtel Uganda are reminded that such purchase or subscription should be made solely on the basis of the information contained in that Prospectus.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any State of the United States and the District of Columbia), the United Kingdom, Australia, Canada, Japan, 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 jurisdiction.

The securities referred to in this document have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) or with the regulatory authority of any state or jurisdiction of the United States and may not be offered, sold, pledged or otherwise transferred in the United States of America except on the basis of an applicable exemption from registration, or in a transaction not subject to the registration requirements of the Securities Act. There will be no public offering of securities in the United States of America.

In the United Kingdom, this announcement is directed only at persons who are “qualified investors” within the meaning of Article 1(4)(a) UK Prospectus Regulation (“**UK Qualified Investors**”). In any member state of the EEA, this announcement is directed only at persons who are “qualified investors” (“**EEA Qualified Investors**”) within the meaning of the Prospectus Regulation (Regulation (EU) 2017/1129 of the European Parliament and Council of 14 June 2017).

In South Africa, this announcement is directed only at persons who would fall within the categories of persons who are not regarded as members of the public in accordance with the South African Companies Act No 71 of 2008 (as amended) (the “**South African Companies Act**”). These include: (i) persons whose ordinary business, or part of whose ordinary business, is to deal in securities, whether as principals or agents; (ii) the Public Investment Corporation as defined in the Public Investment Corporation Act, No. 23 of 2004 (as amended); (iii) persons regulated by the Reserve Bank of South Africa; (iv) authorised financial services providers as defined in the Financial Advisory and Intermediary Services Act, No. 37 of 2002 (as amended); (v) financial institutions as defined in the Financial Services Board Act, No. 97 of 1990; (vi) a wholly owned subsidiary of the persons contemplated in (iii), (iv) and (v), acting as agent in the capacity of authorised portfolio manager for a pension fund registered in terms of the Pension Funds Act, No. 24 of 1956 or as a manager for a collective investment scheme registered in terms of the Collective Investment Schemes Control Act, No. 45 of 2002; (vii) any combination of the persons contemplated in (i) to (vi); or persons who, were they to subscribe for securities, would subscribe for a minimum amount of ZAR1 000 000 per single addressee acting as principal; and to whom the Offer is specifically addressed, and only by whom such offer will be capable of acceptance (“**South African Qualifying Investors**”).

Accordingly, neither this announcement nor other related materials constitute or is to constitute an “advertisement” or “registered prospectus”, as contemplated by the South African Companies Act and no prospectus has been, or will be, filed with the South African Companies and Intellectual Property Commission.

South African Qualifying Investors who seek to participate in the Offer must ensure that all necessary approvals are in place in order to participate in the Offer and ultimately receive and hold shares in Airtel

Uganda, including any exchange control approvals. By participating in the Offer, South African Qualifying Investors will be deemed to have warranted that this is the case.

This announcement must not be acted on or relied on (i) in the United Kingdom, by persons who are not UK Qualified Investors, and (ii) in any member state of the EEA, by persons who are not EEA Qualified Investors, and (iii) in South Africa, by persons who are not South African Qualifying Investors. Any investment, marketing or other investment activity to which this announcement relates is not available to any retail or other category of investors other than: (i) in the United Kingdom, the UK Qualified Investors, and (ii) in any member state of the EEA, the EEA Qualified Investors, and (iii) in South Africa, the South African Qualifying Investors.

This document contains statements that are, or may be deemed to be, “forward-looking statements” relating to the business of Airtel Uganda. These forward-looking statements can be identified by the use of forward-looking terminology such as “believes”, “expects”, “may”, “is expected to”, “will”, “will continue”, “should”, “would be”, “seeks” or “anticipates” or similar expressions, or other variations or comparable terminology, or by discussions of strategy, plans or intentions. These statements reflect the current views of Airtel Uganda with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance, or achievements of the Airtel Uganda to be materially different from the future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this document as anticipated, believed, estimated or expected. Airtel Uganda does not intend, and does not assume any obligation, to update industry information or forward-looking statements set out in this document. All subsequent oral or written forward looking statements attributable to Airtel Uganda or any member thereof or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statements. Airtel Uganda expressly disclaims any liability in respect of the content of any forward-looking statement and also expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein or to reflect any change in their expectations with regard thereto or any change in events, conditions or circumstances on which any such forward-looking statement is based, after the date of this document, except as may be required by law.

Each of the Company, Absa Bank Uganda Limited, Crested Stocks and Securities Limited and their respective affiliates, expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statements contained in this announcement and disclaims any obligation to update its view of any risks or uncertainties described herein or to publicly announce the results of any revisions to the forward-looking statements made in this announcement, whether as a result of new information, future developments or otherwise, except as required by law.

The timetable for the Offer, including the publication of the Supplementary Prospectus and/or the date of Listing, may be influenced by a range of circumstances, including market conditions. There is no guarantee that a Supplementary Prospectus will be published or that Listing will occur. Acquiring securities in connection to which this announcement relates may expose an investor to a significant risk of losing all or part of the amount invested in such securities. Persons considering making such an investment should consult a professional adviser specialising in providing such investments advice.

This announcement does not constitute a recommendation concerning the Offer, the Listing or the Offer for Shares. The value of shares and the income from them is not guaranteed and can rise and fall due to stock market and currency movements. On any sale of an investment an investor may get back less than he or she originally invested. Potential investors should consult a professional adviser as to the suitability of the Offer Shares for the person concerned before making any investment decision. Past performance cannot be relied upon by investors as a guide to future performance.

None of Absa Bank Uganda Limited and Crested Capital nor any of their respective affiliates, their respective directors, officers or employees, advisers, agents or any other person accepts any responsibility or liability whatsoever for the contents of, or makes any representations or warranties, express or implied, as to the accuracy, fairness or completeness of the information presented or contained in this announcement (or whether any information has been omitted from this announcement) or any other information relating to Airtel Uganda, its subsidiaries and their associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

Accordingly, each of Absa Bank Uganda Limited, Crested Capital, and their respective affiliates, their respective directors, officers or employees, and any other person acting on their behalf expressly disclaims, to the fullest extent possible, any and all liability whatsoever for any loss howsoever arising from, or in reliance upon, the whole or any part of the contents of this announcement, whether in tort, contract or otherwise which it might otherwise have in respect of this announcement or its contents or otherwise arising in connection therewith.

Each of Absa Bank Uganda Limited and Crested Capital is acting exclusively for Airtel Uganda and no-one else in connection with the Offer and Listing. It will not regard any other person as its respective clients in relation to the Offer and Listing and will not be responsible to anyone other than Airtel Uganda for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offer and Listing, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

Absa Bank Uganda Limited as Lead Transaction Adviser and Crested Capital as Lead Sponsoring Broker are regulated, and licensed respectively in Uganda by the Capital Markets Authority of Uganda.

For the avoidance of doubt, the contents of Airtel Uganda's website are not incorporated by reference into, and do not form part of, this announcement.

There will not be any stabilisation in respect of the Offer.