

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Millicom International Cellular S.A.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Manuel Reyna

Name of Person

Millicom International Services, LLC

Firm/Company

396 Alhambra Circle, Suite 1100

Address

Coral Gables, Florida, 33134

City/State and Zip code

manuel.reyna@millicom.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Manuel Reyna

786

495-4939

at (_____)

Name of Person

Area Code

Daytime Telephone Number

STATE OF FLORIDA
TALLAHASSEE
19 JUN 14 PM 4:30

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

Millicom International Cellular S.A.

1. _____
 (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Millicom International Cellular S.A. Corp.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Luxembourg 3. N/A
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 16, 1992 5. Perpetual
 (Date of incorporation) (Date of duration, if other than perpetual)

6. N/A (no business transacted in Florida prior to registration)
 (Date first transacted business in Florida, if prior to registration)
 (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2, rue du Fort Bourbon, Luxembourg, L-1249, Luxembourg.
 (Principal office address)

2, rue du Fort Bourbon, Luxembourg, L-1249, Luxembourg.
 (Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Yvette Wright

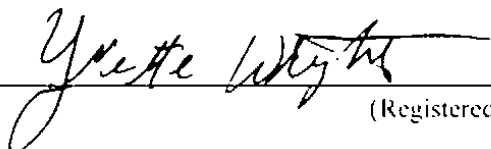
Office Address: 396 Alhambra Circle, Suite 1100

Coral Gables, Florida 33134
 (City) (Zip code)

RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 19 JUN 14 PM 4:30

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


 (Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: [PLEASE REFER TO ATTACHMENT / ADDENDUM FOR INFORMATION ON COMPANY DIRECTORS]

Address: _____

Vice Chairman: [PLEASE REFER TO ATTACHMENT / ADDENDUM FOR INFORMATION ON COMPANY DIRECTORS]

Address: _____

Director: [PLEASE REFER TO ATTACHMENT / ADDENDUM FOR INFORMATION ON COMPANY DIRECTORS]

Address: _____

Director: [PLEASE REFER TO ATTACHMENT / ADDENDUM FOR INFORMATION ON COMPANY DIRECTORS]

Address: _____

B. OFFICERS

President: [PLEASE REFER TO ATTACHMENT / ADDENDUM FOR INFORMATION ON COMPANY OFFICERS]

Address: _____

Vice President: [PLEASE REFER TO ATTACHMENT / ADDENDUM FOR INFORMATION ON COMPANY OFFICERS]

Address: _____

Secretary: [PLEASE REFER TO ATTACHMENT / ADDENDUM FOR INFORMATION ON COMPANY OFFICERS]

Address: _____

Treasurer: [PLEASE REFER TO ATTACHMENT / ADDENDUM FOR INFORMATION ON COMPANY OFFICERS]

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Salvador Escalon, EUP General Counsel

(Typed or printed name and capacity of person signing application)

19 JUN 15 PM 4:30
STATE OF FLORIDA
TALLAHASSEE

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA
ATTACHMENT / ADDENDUM TO APPLICATION OF
MILlicom INTERNATIONAL CELLULAR S.A.**

(...)

II. Names and business addresses of officers and/or directors:

A. Directors

- Name: Jose Antonio Rios
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Name: Odilon Almeida
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Name: Janet Davidson
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Name: Per Tomas Eliasson
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Name: Pernille Erenbjerg
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Name: Mercedes Johnson
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Name: Lars-Arke Norling
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Name: James Thompson
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

B. Officers

- Mauricio Ramos
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Tim Pennington
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Esteban Iriarte
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Susy Bobenrieth
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Rachel Samren
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

STATE
FLORIDA
TALLAHASSEE

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F-1166

- Xavier Rocoplan
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Salvador Escalon
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- HL Rogers
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg

- Mohamed Dabbour
- Address: 2, rue du Fort Bourbon, L-1249, Luxembourg, Grand Duchy of Luxembourg



Signature of Director or Officer

19 JUN 14 PM 4:30
REGISTRATION STATE
FALL MANAGEMENT FLORIDA

FILED



M^e Danielle **KOLBACH**, notary residing in Junglinster (Grand Duchy of

M^e Danielle **KOLBACH**
notary

L-6130 Junglinster, 3. route de Luxembourg

L-6101 Junglinster, B.P. 30

Phone: (+352) 78.90.52-1

Fax: (+352) 78.00.37

e-mail: info@kolbach.lu

CERTIFICATE

“MILlicom INTERNATIONAL CELLULAR S.A.”

(public limited company)

Registered office: L-1249 Luxembourg, 2. rue du Fort Bourbon

R.C.S. Luxembourg B 40630

THE UNDERSIGNED, M^e Danielle **KOLBACH**, notary residing in L-6130 Junglinster, 3. route de Luxembourg (Grand Duchy of Luxembourg), based on her examinations carried out at the Luxembourg Trade and Companies Registry, at the former official gazette, *Mémorial C, Recueil des Sociétés et Associations*, (the “**Mémorial C**”), as well as the electronic compendium of the Grand Duchy of Luxembourg, *Recueil Electronique des Sociétés et Associations*, (“**RESA**”), **HEREBY ATTESTS AND CERTIFIES WHAT FOLLOWS:**

1. **Incorporation & Extraordinary General Meetings**: The public limited company (“*société anonyme*”) governed by the laws of the Grand Duchy of Luxembourg “**MILlicom INTERNATIONAL CELLULAR S.A.**”, established and having its registered office in L-1249 Luxembourg, 2. rue du Fort Bourbon (Grand Duchy of Luxembourg), registered with the Trade and Companies Registry of Luxembourg, section B, under number 40630, (the “**Company**”), has been incorporated pursuant to a deed of M^e Joseph **KERSCHEN**, then notary residing in Luxembourg-Eich, dated June 16, 1992, published in the *Memorial C*, number 395 of September 11, 1992.

and the Company’s articles of association (the “**Articles**”) have been amended several times and for the last times pursuant to deeds of:

- M^e Danielle **KOLBACH**, then notary residing in Redange/Attert (Grand Duchy of Luxembourg), on May 4, 2018, published in RESA, on May 22, 2018 under number RESA_2018_112; and

- M^e Danielle **KOLBACH**, then notary residing in Junglinster (Grand Duchy of Luxembourg), on January 7, 2019, published in RESA, on February 6, 2019 under number RESA_2019_031.

2. **Legal status:** In form and contents the Company and its articles of association comply with legal provisions in force in the Grand Duchy of Luxembourg on commercial companies, particularly on public limited companies, and has a due legal status.

The Company disposes of the legal personality and can act rightfully by its executive organs, without any further condition or suspensive formality.

Pursuant to the Luxembourg legal provisions, said Company has, as legal entity, a legal status separate from those of the shareholders since the incorporation deed here above-mentioned.

As a consequence, the Company can validly take any commitments and make any transactions whatsoever which are directly or indirectly connected with its purposes and which are liable to promote their development or extension.

3. **Legal standing:**

✓ The Company has not submitted to me articles of merger or consolidation that have not yet become effective.

✓ The Company is not in the process of being wound up and dissolved.

✓ No proceedings have been instituted to strike the name and/or the inscription of the Company off the Luxembourg Trade and Companies Registry.

✓ According to the records of this office, the said Company is authorized to exercise all its powers, rights and privileges, and is in good legal standing in the Grand Duchy of Luxembourg.

No information is available in this office on the financial condition of this Company, but nothing has come to our attention about the fact that "**MILLICOM INTERNATIONAL CELLULAR S.A.**", in any country:

o has been bankrupt or affected by a conciliation procedure or the liquidation of his assets;

o had its assets fully or partly seized;

o has been sentenced for any offence, particularly for one of an economic nature.

4. **Duration:** The duration of the Company is unlimited.

5. **Share capital:** The share capital of the Company is set at **one hundred and fifty-two million six hundred and eight thousand eight hundred and twenty-five US Dollars and fifty Cents (USD 152,608,825.50)**, represented by **one hundred and one million seven hundred and thirty-nine thousand two hundred and seventeen (101,739,217)** shares with a par value of **one US Dollar and fifty Cents (USD 1.50)** each, fully paid-in.

6. **Purpose:** The Company has currently the full and entire legal capacity to manage its business and to take all actions of disposal and administration which are in line with its purpose, such purpose reading as follows:

"The Company's purpose is to engage in all transactions pertaining directly or indirectly to the

acquisition and holding of participating interests, in any form whatsoever, in any Luxembourg or foreign business enterprise, including but not limited to, the administration, management, control and development of any such enterprise.

The Company may, in connection with the foregoing purposes, (i) acquire or sell by way of subscription, purchase, exchange or in any other manner any equity or debt securities or other financial instruments representing ownership rights, claims or assets issued by, or offered or sold to, any public or private issuer, (ii) issue any debt instruments exercise any rights attached to the foregoing securities or financial instruments, and (iii) grant any type of direct or indirect assistance, in any form, to or for the benefit of subsidiaries, affiliates or other companies in which it holds a participation directly or indirectly, including but not limited to loans, guarantees, credit facilities, technical assistance.

In a general fashion the Company may carry out any commercial, industrial or financial operation and engage in such other activities as the Company deems necessary, advisable, convenient, incidental to, or not inconsistent with, the accomplishment and development of the foregoing."

7. Board of directors: The Company will be administered by a Board composed of at least 6 (six) members. Members of the Board need not be shareholders of the Company (the "**Board of Directors**" or the "**Board**").

The Board of Directors is currently composed as follows:

- Mr. Odilon **ALMEIDA**, company director, born in Sao Paulo (Brazil), on July 16, 1961, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg), his mandate will expire at the annual general meeting of 2020;

- Mrs. Janet **DAVIDSON**, company director, born in New Jersey (United States of America), on November 15, 1956, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg), her mandate will expire at the annual general meeting of 2020;

- Mr. Per Tomas **ELIASSON**, company director, born in Katrineholm (Sweden), on December 27, 1962, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg), his mandate will expire at the annual general meeting of 2020;

- Mrs. Pernille **ERENBJERG**, company director, born in Rødovre (Denmark), on August 21, 1967, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg), her mandate will expire at the annual general meeting of 2020;

- Mrs. Mercedes **JOHNSON**, company director, born in Buenos-Aires (Argentina), on March 4, 1954, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg), her mandate will expire at the annual general meeting of 2020;

- Mr. Lars-Åke **NORLING**, company director, born in Västerås (Sweden), on December 29, 1968, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg), his mandate will expire at the annual general meeting of 2020;

- Mr. José Antonio **RIOS GARCÍA**, company director, born in Venezuela (Bolivarian Republic of

Venezuela), on July 25, 1945, in with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg), his mandate will expire at the annual general meeting of 2020;

- Mr. James **THOMPSON**, company director, born in North Carolina (United States of America), on March 15, 1961, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg), his mandate will expire at the annual general meeting of 2020;

8. Representation of the Company - statutory power of signature:

The Company will be bound towards third parties by the joint signatures of any two Directors or by the individual signature of the person to whom the daily management of the Company has been delegated, within such daily management, or by the joint signatures or single signature of any persons to whom such signatory power has been delegated by the board, but only within the limits of such power.

9. Delegation of Powers.

The Board may delegate the daily management of the Company and the representation of the Company within such daily management to one or more Directors, officers, executives, employees or other persons who may but need not be Shareholders, or delegate special powers or proxies, or entrust determined permanent or temporary functions to persons or agents chosen by it.

10. Delegate(s) to the daily management: The following persons have been appointed, for an undetermined period of time, as delegates of the daily management of the Company, each of them is vested with the powers to validly bind the Company in any circumstances, within the daily management, by their individual signature:

- Mr. Odilon **ALMEIDA**, pre-named;

- Mrs. Janet **DAVIDSON**, pre-named;

- Mr. Jacques-François **DE PREST**, company director, born in Paris (France), on June 23, 1974, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg);

- Mr. Per Tomas **ELIASSON**, pre-named;

- Mrs. Pernille **ERENBJERG**, pre-named;

- Mr. Salvador **ESCALON**, company director, born in Miami (United States of America), on April 26, 1975, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg);

- Mr. Patrick **GILL**, company director, born in Auckland (New Zealand), on February 3, 1971, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg);

- Mrs. Mercedes **JOHNSON**, pre-named;

- Mr. Bruno **NIEUWLAND**, company director, born in 's-Gravenhage (The Netherlands), on May 8, 1970, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of

Luxembourg);

- Mr. Lars-Åke **NORLING**, pre-named;

- Mr. Timothy **PENNINGTON**, company director, born in Bolton (United Kingdom), on November 24, 1960, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg);

- Mr. Mauricio **RAMOS**, company director, born in Cali (Colombia), on October 25, 1968, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg);

- Mr. José Antonio **RIOS GARCÍA**, pre-named;

- Mr. James **THOMPSON**, pre-named;

- Mr. Bart Kristof **VANHAEREN**, company director, born in Leuven (Belgium), on June 15, 1979, with professional address at 2, rue du Fort Bourbon, L-1249 Luxembourg (Grand Duchy of Luxembourg).

11. Auditor: The supervision of the operations of the Company is entrusted to one or more auditors who need not be Shareholders and "**ERNST & YOUNG LUXEMBOURG**", a public limited company governed by the laws of the Grand Duchy of Luxembourg, established and having its registered office in L-1855 Luxembourg, 35E, avenue John F. Kennedy (Grand Duchy of Luxembourg), registered with the Trade and Companies Registry of Luxembourg, section B, under number 88019, has been appointed as auditor of the Company, its mandate will expire at the annual general meeting of 2020;

IN FAITH OF THE FOREGOING, the present certificate is issued and delivered for all legal intents and purposes and I, the undersigned notary have subscribed my name and set and affixed my seal of office in Junglinster (Grand Duchy of Luxembourg), this 6th, June, 2019.

M^e Danielle **KOLBACH**

(notary)



[Handwritten signature]