



Notice of the 2023 Annual General Meeting of
HELIOS TOWERS PLC
to be held on Thursday 27 April 2023
at Linklaters LLP, One Silk Street, London EC2Y 8HQ
at 10.00 a.m. (London time)

This document is important and requires your immediate attention

If you are in any doubt as to the action you should take, please take advice immediately from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Helios Towers plc, please send this document, together with the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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LETTER FROM THE CHAIR**HELIOS TOWERS PLC**

(incorporated and registered in England and Wales under number 12134855)

10th Floor
5 Merchant Square West
London
W2 1AS

27 March 2023

To the holders of ordinary shares in Helios Towers plc

Dear Shareholder,

2023 ANNUAL GENERAL MEETING

The Annual General Meeting (the 'AGM') of Helios Towers plc (the 'Company') will be held at Linklaters LLP, One Silk Street, London EC2Y 8HQ on Thursday 27 April 2023 at 10.00 a.m. (London time).

RESOLUTIONS

The formal Notice of AGM is set out on the following pages of this document, detailing the Resolutions that shareholders are being asked to vote on along with explanatory notes of the business to be conducted at the AGM. The AGM provides shareholders with an opportunity to communicate with the Directors and we welcome your participation. A copy of this Notice of AGM and the Company's Annual Report and Accounts for the year ended 31 December 2022 can be viewed on our website at www.heliostowers.com/investors/annual-report.

The Directors encourage all shareholders to attend the AGM or submit a Form of Proxy appointing the Chair of the AGM as proxy. The Form of Proxy is enclosed with this Notice of AGM and should be completed in accordance with the instructions printed on it as soon as possible. It must be received by Computershare by 10.00 a.m. (London time) on Tuesday 25 April 2023. If appointed as proxy, the Chair of the AGM will, of course, vote in accordance with any instructions given to them. If the Chair of the AGM is given discretion as to how to vote, the Chair of the AGM will vote in favour of each of the Resolutions to be proposed at the AGM.

To support engagement, shareholders will also have the opportunity to ask questions relating to the business of the AGM by submitting questions in advance by email to investors@heliostowers.com by 10.00 a.m. on Tuesday 25 April 2023.

RECOMMENDATION

The Directors believe that the Resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole, and unanimously recommend that shareholders vote in favour of all of the Resolutions to be proposed at the AGM. The Directors who own ordinary shares in the Company intend to vote in favour of the Resolutions to be proposed at the AGM.

Voting on the business of the meeting will be conducted on a poll. The results of voting on the Resolutions will be posted on the Company's website immediately after the AGM and notified to the London Stock Exchange.

I look forward to seeing you at the AGM.

Yours faithfully

Sir Samuel Jonah, KBE, OSG
Chair

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Helios Towers plc (the 'Company') will be held at Linklaters LLP, One Silk Street, London EC2Y 8HQ on Thursday 27 April 2023 at 10.00 a.m. (London time) to consider and, if thought appropriate, pass the following resolutions of which Resolutions 1 to 17 will be proposed as Ordinary Resolutions and Resolutions 18 to 21 will be proposed as Special Resolutions.

ORDINARY RESOLUTIONS**Report and Accounts**

1. To receive the Annual Report and Accounts for the year ended 31 December 2022.

Directors' Remuneration

2. To approve the annual statement by the Chair of the Remuneration Committee and the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) set out on pages 109 to 137 of the Annual Report and Accounts for the year ended 31 December 2022.
3. To approve the Directors' Remuneration Policy set out on pages 114 to 122 of the Annual Report and Accounts for the year ended 31 December 2022, to take effect from 27 April 2023.

Directors

4. To re-elect Sir Samuel Jonah, KBE, OSG as a Director.
5. To re-elect Tom Greenwood as a Director.
6. To re-elect Manjit Dhillon as a Director.
7. To re-elect Magnus Mandersson as a Director.
8. To re-elect Alison Baker as a Director.
9. To re-elect Richard Byrne as a Director.
10. To re-elect Helis Zulijani-Boye as a Director.
11. To re-elect Temitope Lawani as a Director.
12. To re-elect Sally Ashford as a Director.
13. To re-elect Carole Wamuyu Wainaina as a Director.

Auditors

14. To reappoint Deloitte LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM, in 2024 (the '2024 AGM'), at which accounts are laid before the Company.
15. To authorise the Audit Committee of the Company, for and on behalf of the Directors, to fix the remuneration of the auditors.

Authority to make political donations

16. That, in accordance with Part 14 of the Companies Act 2006 (the '2006 Act'), the Company and all the companies that are subsidiaries of the Company at any time during the period for which this Resolution has effect be authorised in aggregate to:
 - (a) make political donations not exceeding £50,000.00 in total to: (i) political parties; (ii) political organisations other than political parties; and/or (iii) independent election candidates; and
 - (b) incur political expenditure not exceeding £50,000.00 in total (as such terms are defined in sections 363 to 365 of the 2006 Act), provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000.00 during the period beginning with the date of passing this Resolution and ending at the earlier of the conclusion of the 2024 AGM or close of business on 30 June 2024.

Directors' authority to allot shares

17. To generally and unconditionally authorise the Directors pursuant to and in accordance with Section 551 of the 2006 Act to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company:
 - (i) up to an aggregate nominal amount of £3,501,666.67; and
 - (ii) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £3,501,666.67 in connection with a pre-emptive offer,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire (unless previously renewed, varied or revoked by the Company) at the end of the 2024 AGM of the Company or at the close of business on 30 June 2024 whichever is earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this Resolution has expired.

For the purposes of this Resolution,

- (I) 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings (as nearly as may be practicable) and (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and
- (II) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

SPECIAL RESOLUTIONS**Disapplication of pre-emption rights**

18. Subject to the passing of Resolution 17 above, to authorise the Directors to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 17 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the 2006 Act did not apply to any such allotment or sale, pursuant to the authority given by paragraph (i) of Resolution 17 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, such authority to be limited to:

- (i) the allotment of equity securities or sale of treasury shares in connection with a pre-emptive offer;
- (ii) the allotment of equity securities or sale of treasury shares (otherwise than in connection with a pre-emptive offer), up to an aggregate nominal amount of £1,050,500.00; and
- (iii) otherwise than under paragraph (i) or (ii) above, the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount equal to 20 per. cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (ii) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

such authority to expire at the end of the 2024 AGM or at the close of business on 30 June 2024, whichever is earlier, but in each case so that the Company may, in each case, prior to its expiry, make offers, and enter into agreements, which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this Resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- (I) 'pre-emptive offer' has the same meaning as in Resolution 17 above;
- (II) references to an allotment of equity securities shall include a sale of treasury shares; and
- (III) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

19. Subject to the passing of Resolution 17 above and in addition to any authority granted under Resolution 18 above, to authorise the Directors to allot equity securities (as defined in the 2006 Act) for cash pursuant to the authority given by Resolution 17 above and/or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the 2006 Act did not apply to any such allotment, such authority to be limited to:

- (i) the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,050,500.00, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- (ii) otherwise than under paragraph (i) above, the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount equal to 20 per. cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (i) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the 2024 AGM or at the close of business on 30 June 2024, whichever is earlier, but in each case so that the Company may, in each case, prior to its expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this Resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

20. To unconditionally and generally authorise the Company for the purposes of Section 701 of the 2006 Act to make market purchases (as defined in Section 693(4) of the 2006 Act) of ordinary shares of £0.01 each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares which may be purchased is 105,050,000;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share shall be equal to the fixed nominal value in respect of such share, currently being £0.01;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the higher of: (i) 105 per. cent. of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out, as stipulated by the Technical Standards made by the Financial Conduct Authority pursuant to article 5(6) of the UK Market Abuse Regulation as regards exemptions for buy-back programmes and stabilisation of financial instruments; and

- (d) this authority shall expire at the conclusion of the 2024 AGM or, if earlier at the close of business on 30 June 2024 (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry), unless such authority is renewed prior to such time.

Notice of general meetings

21. To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.

By order of the Board

Paul Barrett

Company Secretary

27 March 2023

Helios Towers plc
Registered in England and Wales No. 12134855
Registered Office:
10th Floor
5 Merchant Square West
London
W2 1AS

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed Resolutions

Resolutions 1 to 17 are proposed as Ordinary Resolutions. For each of these Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 18 to 21 are proposed as Special Resolutions. For each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

ORDINARY RESOLUTIONS

Resolution 1: Report and Accounts

The first item of business is the receipt by the shareholders of the Annual Report and Accounts of the Company for the year ended 31 December 2022 (the '2022 Annual Report'). The Directors' report, the accounts and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration Report that are capable of being audited are contained within the 2022 Annual Report.

Resolution 2: Annual Remuneration Report

Shareholders are being asked in Resolution 2 to approve the annual statement by the Chair of the Remuneration Committee and the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 December 2022, which is set out on pages 109 to 137 of the 2022 Annual Report. The vote on this Resolution is advisory in nature.

Resolution 3: Directors' Remuneration Policy

The new Directors' Remuneration Policy can be found on pages 114 to 122 of the 2022 Annual Report. It sets out the proposed policy of the Company with respect to Directors remuneration. Under Section 439A of the 2006 Act, there must be a binding shareholder vote at least once every three years (unless the Directors wish to change the policy within that three-year period). Therefore, Resolution 3 seeks shareholder approval of the Directors' Remuneration Policy, which, if passed, will take effect at the conclusion of the AGM. Once effective, all future payments to Directors must normally comply with the terms of this policy, unless specifically approved by shareholders at a general meeting.

Resolutions 4 to 13: Re-election of Directors

In accordance with the Company's Articles of Association ('Articles'), all Directors duly elected at the AGM in 2022 are standing for re-election. Separate Resolutions are proposed for each re-election. In accordance with Provision 18 of the 2018 UK Corporate Governance Code (the 'Code'), it is the Board's intention that all Directors will be required to submit themselves for annual re-election by shareholders at each AGM in future years.

Biographical details of each of the Directors who are seeking re-election, and details of the Committees of which they are members, appear on pages 87 to 88 of the Company's 2022 Annual Report (and are unchanged as at the date of this Notice) and further details as to why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success are set out on pages 10 to 12 to this Notice of AGM.

A formal external Board evaluation process took place in 2022. Following this evaluation, the Board believes that each Director standing for re-election brings considerable and wide-ranging skills and experience to the Board as a whole and will continue to make an effective and valuable

contribution to the deliberations of the Board, that they perform effectively and demonstrate commitment to their role, and that by virtue of such skills and experience they have been and continue to be important to the Company's long-term sustainable success.

The Board carries out a review of the independence of its Directors on an annual basis, and this year considered and determined Magnus Mandersson, Alison Baker, Richard Byrne, Sally Ashford and Carole Wamuyu Wainaina to be 'independent Non-Executive Directors' within the meaning of the Code. In considering the independence of the independent Non-Executive Directors proposed for re-election, the Board has again taken into consideration the guidance provided by the Code. Accordingly, the Board considers that Magnus Mandersson, Alison Baker, Richard Byrne, Sally Ashford and Carole Wamuyu Wainaina continue to be independent in character and in judgement and believes that there are no relationships or circumstances that are likely to affect, or appear to affect, their judgement, in each case in accordance with Provision 10 of the Code.

Resolution 14: Reappointment of auditors

The auditors of a company must be appointed or re-appointed at each general meeting at which the accounts are laid. Resolution 14 proposes, on the recommendation of the Audit Committee, the reappointment of Deloitte LLP ('Deloitte') as the Company's auditors, until the conclusion of the next general meeting of the Company at which accounts are laid.

Deloitte were reappointed as the Company's auditors following a comprehensive audit tender process, which was performed in 2021, in accordance with the Statutory Audit Services for Larger Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014. Deloitte have been auditors of the Group since 2010.

Resolution 15: Remuneration of auditors

This Resolution seeks shareholder consent for the Audit Committee of the Company, on behalf of the Board, to set the remuneration of the Auditors.

Resolution 16: Political donations and expenditure

Part 14 of the 2006 Act prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to (i) political parties; (ii) other political organisations and (iii) independent election candidates, and from incurring political expenditure without shareholders' consent, subject to limited exceptions. The Company's policy is that neither it nor its subsidiaries will make political donations or incur political expenditure falling within Part 14 of the 2006 Act and the Directors have no intention of using the authority for that purpose. However, the legislation is very broadly drafted and may catch the Company's normal business activities such as supporting certain bodies involved in law reform and policy review. Accordingly, the Directors have decided to seek shareholder authority for political donations and political expenditure in case any of the Group's normal business activities are unintentionally caught by the legislation.

Resolution 17: Directors' authority to allot shares

The purpose of Resolution 17 is to grant the Directors power to allot shares. The authority in paragraph (i) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to approximately one third of the total issued ordinary share capital of the Company (exclusive of treasury shares) which as at 16 March 2023 (being the latest practicable date before publication of

this Notice of AGM) is equivalent to a nominal value of £3,501,666.67. The authority in paragraph (ii) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a pre-emptive offer up to a further nominal value of £3,501,666.67, which is equivalent to approximately one third of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 16 March 2023 (being the latest practicable date before publication of this Notice of AGM). This is in line with the Investment Association's Share Capital Management Guidelines issued in February 2023.

As at 16 March 2023 (being the latest practicable date before publication of this Notice of AGM), the Company did not hold any shares in treasury.

The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If the Resolution is passed the authority will expire on the earlier of the close of business on 30 June 2024 or the end of the 2024 AGM.

SPECIAL RESOLUTIONS

Resolutions 18 and 19: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), the 2006 Act requires that these shares are offered first to shareholders in proportion to their existing holdings (known as pre-emption rights).

Pre-emptive offers

Limb (i) of Resolution 18 seeks shareholder approval to allot a limited number of ordinary shares or other equity securities, or sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders, particularly those resident in certain overseas jurisdictions.

The Board considers the authority to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or pre-emptive rights issue having made appropriate exclusions or arrangements to address such difficulties.

Non pre-emptive offers – general disapplication

In addition, there may be circumstances when the Directors consider it to be in the best interests of the Company to allot a limited number of ordinary shares or other equity securities, or sell treasury shares, for cash on a non pre-emptive basis. The Pre-Emption Group Statement of Principles were last updated in November 2022. They support the annual disapplication of pre-emption rights in respect of allotments or shares and other equity securities and sales of treasury shares for cash where these represent no more than 10 per. cent. of the issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of limb (ii) of Resolution 18 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given in

Resolution 17, or sell treasury shares, for cash up to a nominal value of £1,050,500.00, without the shares first being offered to existing shareholders in proportion to their existing holdings. This amount is equivalent to approximately 10 per. cent. of the total issued ordinary share capital of the Company (excluding treasury shares).

As at 16 March 2023 (being the latest practicable date before publication of this Notice of AGM), the Company did not hold any shares in treasury.

Non-pre-emptive offers – acquisitions and specified capital investments

The Pre-Emption Group Statement of Principles ('Statement of Principles') also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash where these represent no more than an additional 10 per. cent. of issued ordinary share capital (exclusive of treasury shares), and are used only in connection with an acquisition or specified capital investment. The Pre-Emption Group Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, the purpose of Resolution 19 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 17, or sell treasury shares, for cash up to a further nominal amount of £1,050,500.00, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue.

This amount is equivalent to 10 per. cent. of the total issued ordinary share capital of the Company as at 16 March 2023 (being the latest practicable date before publication of this Notice of AGM), exclusive of treasury shares. Resolutions 18 and 19 have been drafted in line with the template resolutions published by the Pre-Emption Group in November 2022.

Follow-on offers

The Statement of Principles, which was published by the Pre-Emption Group in November 2022, introduces the concept of 'follow-on' offers to help existing and retail investors to participate in equity issues. This is in line with the recommendations for improving capital raising processes which were made by the UK Secondary Capital Raising Review in July 2022.

The purpose of Resolution 18 limb (i) and Resolution 19 limb (ii) is to give the Directors the flexibility to make a follow-on offer. This wording has been drafted in accordance with the template resolutions published by the Pre-Emption Group in November 2022.

The features of follow-on offers, which are set out in the Statement of Principles (in Part 2B, paragraph 3), include an individual monetary cap of not more than £30,000.00 per ultimate beneficial owner, limits on the number of shares issued in any follow-on offer (not more than 20 per. cent. of the number issued in the placing), and limits on the price (equal to, or less than, the offer price in the placing).

The maximum nominal amount which can be issued in a follow-on offer is £420,200.00. This amount is in addition to the amounts authorised for the general use authority and authority for acquisitions and specified capital investments described above, and, in total, is equivalent to 4 per. cent. of the total issued ordinary share capital of the Company (excluding treasury shares) as at 16 March 2023 (being the latest practicable date before publication of this Notice of AGM).

The Board considers Resolutions 18 and 19 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions/other appropriate explanation.

If Resolutions 18 and 19 are passed, the authority will expire on the earlier of the close of business on 30 June 2024 and the end of the Company's next AGM.

The Board confirms that it will follow the shareholder protections set out in Section 2B of the Pre-Emption Group's Statement of Principles and, for any follow-on offer made, the expected features set out in paragraph 3 of Section 2B of the Pre-Emption Group's Statement of Principles.

Resolution 20: Purchase of own shares

The effect of Resolution 20 is to renew the authority granted to the Company to purchase its own ordinary shares, up to a maximum of 105,050,000 ordinary shares, until the 2024 AGM or the close of business on 30 June 2024, whichever is earlier. This represents 10 per. cent. of the ordinary shares in issue as at 16 March 2023 (being the latest practicable date before publication of this Notice of AGM) (excluding shares held in treasury) and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable.

Pursuant to the 2006 Act, the Company can hold the ordinary shares which have been repurchased by itself as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. The Directors believe that it is desirable for the Company to have this choice and therefore intend to hold any ordinary shares purchased under this authority as treasury shares. Holding the repurchased ordinary shares as treasury shares will give the Company the ability to re-sell or transfer them in the future, and so provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

Ordinary shares will only be repurchased for use for the purposes of employee share schemes, or if the Directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Ordinary shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

Resolution 21: Notice of general meetings

Under the 2006 Act, the notice period required for all general meetings of the Company is 21 days, though shareholders can approve a shorter notice period for general meetings that are not AGMs, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. Shareholder approval will be effective until the Company's 2024 AGM, when it is intended that a similar Resolution will be proposed.

**BIOGRAPHIES OF DIRECTORS STANDING FOR
RE-ELECTION****Sir Samuel Jonah, KBE, OSG, Chair**

Chair of the Nomination Committee and member of the Remuneration Committee

Appointed to the Board: September 2019

Key strengths and experience:

- Significant African and emerging market experience
- Significant telecommunications sector experience
Director of Vodafone plc for over ten years

Sir Samuel Jonah has extensive listed company experience, having served on the boards of various public and private companies including Vodafone Group plc, Lonrho plc, the Global Advisory Council of the Bank of America Corporation and Standard Bank Group. He has also been Chair, since January 2020, of Roscan Gold Corporation Inc. and, since February 2019, a Non-Executive Director of Grit Real Estate Income Group Limited. He previously worked for Ashanti Goldfields and later became Executive President of Anglo Gold Ashanti Limited.

He was born and educated in Ghana and obtained a Master's degree in Management from Imperial College, London, and is a member of the American Academy of Engineering.

Tom Greenwood, Group Chief Executive Officer

Joined the Group: May 2010

Member of the Technology Committee

Appointed to the Board: September 2019

Key strengths and experience:

- Significant telecommunications sector experience
- Significant experience in M&A, capital raising and financial operations

Tom Greenwood joined Helios Towers in 2010, during the Company's formation, and was appointed Group CEO in April 2022. He has held numerous positions since joining, including two prior executive positions (Chief Operating Officer and Chief Financial Officer). Tom has overseen many of the Company's key milestones, including all 15 major M&A transactions, the inaugural 2017 bond and IPO listing, as well as delivering record operational performance for customers. Since 2020, under Tom's leadership the Company has doubled the size of its tower portfolio.

Tom joined Helios Towers from PwC, and is a qualified Chartered Accountant of the Institute of Chartered Accountants of England and Wales.

Manjit Dhillon – Group Chief Financial Officer

Joined the Group: October 2016

Member of the Technology Committee

Appointed to the Board: January 2021

Key strengths and experience:

- Significant relevant financial experience
- Significant experience in M&A, capital raising and financial operations

Manjit Dhillon joined Helios Towers in 2016. He was appointed Group CFO in January 2021, having held the positions of interim CFO and Head of Investor Relations and Corporate Finance. Manjit is the Head of the London Office with the Finance, Sustainability and IT functions reporting into him. Manjit has overseen transactions including capital raisings of c.US\$3.5 billion, substantially reducing the cost of capital, and the acquisitions of multiple tower portfolios across four new high-growth markets. He also played a key role throughout the successful IPO of Helios Towers on the London Stock Exchange in 2019. Prior to joining Helios Towers, Manjit held a number of positions in the financial services sector, including with Deloitte, Goldman Sachs and Lyceum Capital.

He is a qualified Chartered Accountant of the Institute of Chartered Accountants of England and Wales.

Magnus Mandersson, Senior Independent Non-Executive Director

Chair of the Technology Committee and member of the Audit and Nomination Committees

Appointed to the Board: September 2019

Key strengths and experience:

- Significant telecommunications sector experience
- Significant listed experience

Magnus Mandersson was appointed Senior Independent Non-Executive Director in September 2019. He has 26+ years of experience in the telecommunications and media sectors. Magnus worked at Telefonaktiebolaget LM Ericsson for 14 years, where he held various positions including Executive Vice President. He was also President and Chief Executive Officer of SEC, the parent company for Tele2 Europe, held a number of leadership positions in the IKEA Group and Millicom S.A. and was also Chair of Next Biometrics Group ASA. He is Chair of Tampnet AS, Karnov Group AB, and a board member of Albert Immo Holding S.à.r.l., PMM Advisors S.A. and Interogo Foundation.

He has a Bachelor of Science in Business Administration from Lund University in Sweden.

Alison Baker, Independent Non-Executive Director

Chair of the Audit Committee and member of the Remuneration Committee

Appointed to the Board: September 2019

Key strengths and experience:

- Significant recent and relevant financial experience
- Significant emerging markets experience

Alison Baker has more than 26+ years of experience in auditing, capital markets and assurance services. She has worked extensively in emerging markets, including those in Africa. Until January 2017, Alison was a partner at PwC LLP and, previously, a partner at EY LLP. She is Senior Independent Director of Rockhopper Exploration Plc and a Non-Executive Director of Endeavour Mining Plc and Capstone Copper Corp.

She is a qualified Chartered Accountant of the Institute of Chartered Accountants of England and Wales, and gained a Bachelor of Science in Mathematical Sciences from Bath University.

Richard Byrne, Independent Non-Executive Director

Chair of the Remuneration Committee and member of the Audit and Technology Committees

Appointed to the Board: September 2019

Key strengths and experience:

- Significant tower company sector experience
- Significant M&A experience

Richard Byrne was appointed to the Board in September 2019, having previously been a Director of Helios Towers, Ltd. since December 2010. Richard co-founded TowerCo in 2004, serving as the company's President and Chief Executive Officer. He was a member of the Board of Directors from its inception until his retirement in December 2018. Before TowerCo, he was President of the tower division of SpectraSite Communications, Inc. Richard has also served as National Director of Business Development at Nextel Communications Inc. From 2008 to 2018, he served on the board of directors of the Wireless Infrastructure Trade Association ('WIA') in the US.

Helis Zulijani-Boye, Non-Executive Director

Member of the Technology Committee

Appointed to the Board: March 2022

Key strengths and experience:

- Significant international experience
- Significant M&A and investment experience

Helis joined the Board in March 2022 and is a Managing Director of Newlight Partners LP, an independent investment manager formed in October 2018 when the Strategic Investments Group ('SIG') of Soros Fund Management LLC spun out. Helis has been with Newlight Partners LP (and its predecessor, SIG) since 2013 and primarily focuses on sourcing, executing and managing investments in acceleration of tech-enabled services.

She has over 15+ years experience in the private equity and investment banking industries, having previously worked at the Charterhouse Group, the Carlyle Group and JP Morgan. She currently serves on the boards of Ciklum (digital transformation services), BayoTech (on-site hydrogen production) and ASSIST (US-based non-profit organisation matching academically talented students with American independent high schools). Helis holds a BA in Economics and a Citation in German Language from Harvard University.

Temitope Lawani, Non-Executive Director

Member of the Nomination Committee

Appointed to the Board: September 2019

Key strengths and experience:

- Significant African experience
- Significant M&A and investment experience

Temitope Lawani was previously a Director of Helios Towers, Ltd., serving since February 2010. A Nigerian national, he is co-founder and Managing Partner of Helios Investment Partners ('Helios'), Co-Chief Executive and Director of Helios Fairfax Partners Corporation and has 26+ years of principal investment experience. He is also Non-Executive Director of Pershing Square Holdings Ltd.

Prior to forming Helios, Temitope was a principal in the San Francisco and London offices of TPG Capital, a global private equity firm. Temitope began his career as a corporate development analyst at the Walt Disney Company. He received a Bachelor of Science in Chemical Engineering from the Massachusetts Institute of Technology, a Juris Doctorate (cum laude) from Harvard Law School and an MBA from Harvard Business School.

**Sally Ashford, Independent Non-Executive Director
and Non-Executive Director for workforce engagement**

Member of the Nomination and Remuneration Committees

Appointed to the Board: June 2020

Key strengths and experience:

- Significant experience in human resources including workforce engagement
- Significant experience in executive remuneration

Sally Ashford joined the Board in June 2020 as Non-Executive Director for workforce engagement. Sally is currently Group Human Resources ('HR') Director at Informa plc, a role she commenced in June 2021. Sally has 30+ years experience in the field of HR, including significant expertise in reward, talent and business transformation. In her early career, Sally worked in HR research and consultancy before moving in-house. She spent 15 years working in a variety of HR roles in the Telecoms industry at BT, O2 and Telefonica, including European HR Director and Deputy Global HR Director. In 2015, Sally joined Royal Mail where she became Chief Human Resources Officer in June 2018, a role she held until February 2021.

Sally holds a Bachelor of Science degree in Management Science from the University of Manchester and a Master's in Industrial Relations from the University of Warwick.

**Carole Wamuyu Wainaina, Independent
Non-Executive Director**

Member of the Audit and Nomination Committees

Appointed to the Board: August 2020

Key strengths and experience:

- Significant emerging markets experience across multiple sectors
- Significant experience in strategic development, leading organisational/business transformations

Carole is currently Senior Advisor to the CEO at the Africa50 Infrastructure Fund. She joined Africa50 in 2017 as the COO. This followed her role as an Assistant Secretary General at the United Nations in the Department of Management. Carole was previously Executive Vice President and Chief HR Officer at Koninklijke Philips N.V., and also spent 13 years with The Coca-Cola Company, where, she held several senior roles in Europe, Eurasia and Africa and also worked as the Chief of Staff to the Global Chairman and CEO.

She is Non-Executive Director for the Equatorial Coca-Cola Bottling Company and Olam Food Ingredients, and is a Non-Executive Board member for the Nairobi International Finance Centre.

Carole holds a Bachelor of Business degree from the University of Southern Queensland in Australia, majoring in Marketing, HR and Organisational Development.

ADDITIONAL NOTES**1 Right to attend and vote**

- 1.1 Entitlement to vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6.00 p.m. (London time) on Tuesday 25 April 2023 or, if the meeting is adjourned, at close of business on the day that is two business days before the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded in determining the rights of any person to attend and vote at the meeting.

2 Proxy appointment

- 2.1 A shareholder is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, additional proxy form(s) may be obtained by contacting the Company's Registrar's helpline on 0370 703 6049 or by photocopying the Form of Proxy.

A Form of Proxy is enclosed and should be completed in accordance with the instructions set out on that form.

- 2.2 To appoint a proxy, the Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either:

- (a) sent to the Company's Registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY,
- (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 6 opposite, or
- (c) the proxy appointment must be registered electronically on the website at www.investorcentre.co.uk/eproxy or by using the QR Code printed on the Form of Proxy.

IMPORTANT: In each case, your electronic proxy appointment instructions or Form of Proxy must be received no later than 10.00 a.m. (London time) on Tuesday 25 April 2023.

3 Joint shareholders

- 3.1 In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names appear in the register of members in respect of the share.

4 Nominated persons

- 4.1 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the 2006 Act ('nominated persons'). Nominated persons may have a right under an agreement with the shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as

a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

5 Information about shares and voting

- 5.1 Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares (exclusive of treasury shares) in the Company on 16 March 2023, which is the latest practicable date before the publication of this document, is 1,050,500,000, each carrying one vote on a poll. Therefore, the total number of votes exercisable as at 16 March 2023 is 1,050,500,000.

6 CREST members

- 6.1 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual (available via www.euroclear.com/about/en/business/Keylegaldocuments.html). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
- 6.2 In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in Note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.
- 6.3 CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

6.4 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

7 Corporate representatives

7.1 Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

8 Audit concerns

8.1 Shareholders should note that, under Section 527 of the 2006 Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM for the financial year ended 31 December 2022; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year ended 31 December 2022 ceasing to hold office since the previous meeting at which annual accounts and reports were laid.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.

9 Questions

9.1 Any shareholder attending the meeting has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Shareholders are encouraged to submit questions in advance of the meeting by emailing investors@heliostowers.com by 10.00 a.m. (London time) on Tuesday 25 April 2023.

10 Website information

10.1 A copy of this Notice of AGM and other information required by Section 311A of the 2006 Act can be found at www.heliostowers.com/investors/.

11 Voting by poll

11.1 Each of the Resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Shareholders and proxies will be asked to complete a poll card to indicate how they wish to cast

their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

12 Use of electronic address

12.1 Members may not use any electronic address provided in either this Notice of AGM or any related documents (including the enclosed Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

13 Documents available for inspection

13.1 Copies of the Articles, the Executive Directors' service contracts and letters of appointment of the Non-Executive Directors may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at 10th Floor, 5 Merchant Square West, London W2 1AS up to and including the date of the AGM.

14 Communication

14.1 Except as provided above, shareholders who have general queries about the AGM should either call the Registrar's helpline on +44 (0)370 703 6049 or write to the Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE or go to www.investorcentre.co.uk/contactus. No other methods of communication will be accepted.

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