

Registered No: 12134855

Helios Towers plc
(the "Company")

The following resolutions relating to special business were passed by shareholders at the Annual General Meeting of the Company held at Linklaters LLP, One Silk Street, London, EC2Y 8HQ at 10.00a.m. on 28 April 2022:

Ordinary Resolutions

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 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 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 during the period beginning with the date of passing this Resolution and ending at the earlier of the conclusion of the next Annual General Meeting or close of business on 30 June 2023.

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 £3,493,333.33; and
 - (ii) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £3,493,333.33 in connection with an offer by way of a rights issue;

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 next Annual General Meeting of the Company or at the close of business on 30 June 2023, 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, "rights issue" means an offer to:

- (I) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (II) 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,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due, 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.

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 Section 560(1) of the 2006 Act) wholly for cash:

(i) pursuant to the authority given by paragraph (i) of Resolution 17 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, in each case:

(a) in connection with a pre-emptive offer; and

(b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £524,000 as if Section 561(1) of the 2006 Act did not apply to any such allotment; and

(ii) pursuant to the authority given by paragraph (ii) of Resolution 17 above in connection with a rights issue, as if Section 561(1) of the 2006 Act did not apply to any such allotment,

such authority to expire at the end of the Company's next Annual General Meeting or at the close of business on 30 June 2023, whichever is earlier, but so that the Company may make offers and enter into agreements during this period 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.

For the purposes of this Resolution:

(I) "rights issue" has the same meaning as in Resolution 17 above;

(II) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to 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 but subject 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;

(III) references to an allotment of equity securities shall include a sale of treasury shares; and

(IV) 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 Section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by Resolution 17 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act as if Section 561(1) of the 2006 Act did not apply to any such allotment, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £524,000; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of Directors of the Company determines to be an acquisition or other 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,

such authority to expire at the end of the Company's next Annual General Meeting or at the close of business on 30 June 2023, whichever is earlier, but so that the Company may, before such 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.

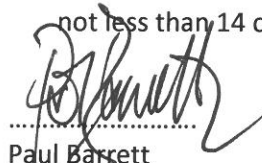
Authority to purchase own shares

20. To unconditionally and generally authorise the Company for the purpose 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 104,800,000;
- (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 Company's next Annual General Meeting or, if earlier at the close of business on 30 June 2023 (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.


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Paul Barrett

Company Secretary

Helios Towers plc

Registered Office:

10th Floor, 5 Merchant Square West, London, W2 1AS