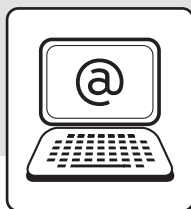


The Chair of Helios Towers plc (the 'Company') invites you to attend the Annual General Meeting of the Company to be held at Linklaters LLP, One Silk Street, London EC2Y 8HQ on 25 April 2024 at 10:00 AM.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 25 April 2024 at 10.00 AM



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

Control Number: 918908

SRN:

PIN:

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown above and agree to certain terms and conditions.

Visit the 2023 Annual Report and Financial Statements and 2024 Notice of AGM online: www.helios Towers.com/investors

Register at www.investorcentre.co.uk - manage your shareholding online, the easy way!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 23 April 2024 at 10:00 AM.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chair of the AGM, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 703 6049 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 703 6049 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card To be completed only at the AGM if a Poll is called.

Ordinary Resolutions

1.

To receive the Annual Report and Financial Statements for the year ended 31 December 2023.

For

Against

Vote Withheld

2.

To approve the annual statement by the Chair of the Remuneration Committee and the Directors' Remuneration Report.

For

Against

Vote Withheld

3.

To re-elect Sir Samuel Jonah, KBE, OSG as a Director.

For

Against

Vote Withheld

4.

To re-elect Tom Greenwood as a Director.

For

Against

Vote Withheld

5.

To re-elect Manjit Dhillon as a Director.

For

Against

Vote Withheld

6.

To re-elect Alison Baker as a Director.

For

Against

Vote Withheld

7.

To re-elect Richard Byrne as a Director.

For

Against

Vote Withheld

8.

To re-elect Helis Zulijani-Boye as a Director.

For

Against

Vote Withheld

9.

To re-elect Temitope Lawani as a Director.

For

Against

Vote Withheld

10.

To re-elect Sally Ashford as a Director.

For

Against

Vote Withheld

11.

To re-elect Carole Wamuyu Wainaina as a Director.

For

Against

Vote Withheld

12.

To reappoint Deloitte LLP as auditors of the Company.

For

Against

Vote Withheld

13.

To fix the remuneration of the auditors.

For

Against

Vote Withheld

14.

To authorise the Company to make political donations.

For

Against

Vote Withheld

15.

To authorise the Directors to allot shares.

For

Against

Vote Withheld

Special Resolutions

16.

To disapply pre-emption rights.

For

Against

Vote Withheld

17.

To allot equity securities for cash.

For

Against

Vote Withheld

18.

To authorise the Company to purchase its own shares.

For

Against

Vote Withheld

19.

To authorise the Directors to call a 14 day notice period for General Meetings.

For

Against

Vote Withheld

Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair of the AGM.

Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Helios Towers plc to be held at Linklaters LLP, One Silk Street, London, EC2Y 8HQ on 25 April 2024 at 10:00 AM, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

☒

Ordinary Resolutions

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Vote Withheld

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To authorise the Directors to call a 14 day notice period for General Meetings.

For

Against

Vote Withheld

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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