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IHS Netherlands Holdco B.V.
(a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of The Netherlands)



Announcement of Solicitation of Consents relating to

Description of the Notes	Regulation S ISIN	Rule 144A ISIN / CUSIP	Principal Amount Outstanding	Consent Payment (per U.S.\$1,000 in principal amount of Notes)
U.S.\$510,000,000 7.125% Senior Notes due 2025	XS2051105778	US44963LAB27 / 44963L AB2	U.S.\$510,000,000	U.S.\$5.00
U.S.\$940,000,000 8.000% Senior Notes due 2027	XS2051106073	US44963LAC00 / 44963L AC0	U.S.\$940,000,000	

June 14, 2021 — IHS Netherlands Holdco B.V. (the “**Issuer**”), a wholly-owned subsidiary of IHS Holding Limited (the “**Company**”), has announced today that it has commenced a consent solicitation (the “**Solicitation**”) in respect of all of their outstanding 7.125% Senior Notes due 2025 (the “**2025 Notes**”) and 8.000% Senior Notes due 2027 (the “**2027 Notes**”, and with the 2025 Notes, the “**Notes**”). The Solicitation will expire at 5:00 p.m. (New York time) on June 18, 2021 (the “**Expiration Time**”), unless extended, amended or terminated.

The Issuer is soliciting consents from the holders (the “**Holders**”) of the Notes for certain amendments (the “**Proposed Amendments**”) to the indenture governing the Notes (the “**Indenture**”) such that the Company would become the parent of the “restricted group” under the Notes, which would result in the expansion of the “restricted group” to encompass the Company and all of the Company’s subsidiaries (other than any unrestricted subsidiaries), including, for the avoidance of doubt, the Nigeria Group (as defined in the Consent Solicitation Statement) (the “**Company Group**”), which would be subject to the covenants and events of default under the Indenture (as amended). The terms and conditions of the Solicitation are as set forth in a consent solicitation statement dated June 14, 2021 (the “**Consent Solicitation Statement**”). Capitalized terms used in this announcement and not defined herein have the meanings given to them in the Consent Solicitation Statement.

Upon the terms and subject to the satisfaction or waiver of all of the applicable conditions set forth in this Consent Solicitation Statement, the total consideration for each U.S.\$1,000 in principal amount of Notes for which a Consent is validly delivered prior to the Expiration Time and not validly revoked prior to the Revocation Deadline will be U.S.\$5.00 which will be payable within three (3) Business Days following the Expiration Time by the Issuer in consideration for and in respect of the consents relating to the Proposed Amendments.

For a detailed statement of the terms and conditions of the Solicitation, Holders of the Notes should refer to the Consent Solicitation Statement in respect of the Notes.

The Consent Solicitation Statement will be made available to the Holders of the Notes by Lucid Issuer Services Limited, the Tabulation Agent for the Solicitation. The Issuer has engaged Goldman Sachs Bank Europe SE and Standard Chartered Bank to act as the Solicitation Agents for the Solicitation.

Copies of the Consent Solicitation Statement may be obtained from Lucid Issuer Services Limited, the Tabulation Agent for the Solicitation at:

Lucid Issuer Services Limited
Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom
Attention: Thomas Choquet / Jacek Kusion
Email: lhs@lucid-is.com

Any persons with questions regarding the Solicitation should contact the Solicitation Agents for the Solicitation, Goldman Sachs Bank Europe SE and Standard Chartered Bank at:

Goldman Sachs Bank Europe SE
Marienturm
Taunusanlage 9-1060329
Frankfurt am Main
Germany

Attention: Liability Management group
Email: liability.management.eu@gs.com
Telephone: +49 69 7532 1615

Standard Chartered Bank
One Basinghall Avenue
London
EC2V 5DD
United Kingdom

Attention: Liability Management group
Email: liability_management@sc.com
Telephone: +44 207 885 5739

The Company's website address is www.ihstowers.com. The site provides access to the Company's historical financial information and an investor presentation dated June 14, 2021. The content of the Company's website is not incorporated by reference into this announcement.

Under no circumstances shall the Solicitation constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for any Notes in any jurisdiction.

Cautionary Statement

This notice is for informational purposes only and the Solicitation is only being made pursuant to the terms of the Consent Solicitation Statement. The Solicitation is not made, and consents are not being solicited from, Holders of Notes in any jurisdiction in which it is unlawful to make such Solicitation or grant such consent.