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**IHS NETHERLANDS HOLDCO B.V. ANNOUNCES EARLY TENDER RESULTS  
FOR OUTSTANDING U.S.\$800,000,000 9.50% SENIOR NOTES DUE 2021  
(ISIN/US ISIN/ CUSIP: XS1505674751 / US44963LAA44 / 44963LAA4)**

**September 17, 2019**

IHS Netherlands Holdco B.V. (the "**Issuer**") announces the early tender results of its invitation to eligible holders of the outstanding U.S.\$800,000,000 9.50% Senior Notes due 2021 (the "**Notes**") to tender any and all such Notes for purchase by the Issuer for cash (such invitation, the "**Tender Offer**").

Holders of U.S.\$526,264,000 in aggregate principal amount of the Notes validly tendered and had not validly withdrawn their Notes at or prior to 5:00 p.m., New York City time, on September 16, 2019 (the "**Early Tender Deadline**"). Holders of such Notes shall receive the Total Consideration (as set forth below) (comprising the Tender Consideration (as set forth below) plus the Early Tender Premium (as set forth below)), plus Accrued Interest (as defined in the Tender Offer Memorandum) rounded to the nearest cent (with half a cent being rounded upwards).

Noteholders who validly tender their Notes after the Early Tender Deadline but on or prior to before 11:59 p.m., New York City time, on October 24, 2019, unless extended (such date and time, as may be extended, the "**Expiration Deadline**") are eligible to receive the Tender Consideration, which is the Total Consideration minus the Early Tender Premium, plus any Accrued Interest rounded to the nearest cent (with half a cent being rounded upwards).

The table below sets forth information with respect to the Notes that were validly tendered and not withdrawn at the Early Tender Deadline:

Description of Notes	CUSIP/ISIN	Aggregate Principal Amount Outstanding	Principal Amount Accepted	Tender Consideration(1)	Early Tender Premium(2)	Total Consideration(3)
U.S.\$800,000,000 9.50% Senior Notes due 2021	Reg S ISIN: XS1505674751  144A ISIN: US44963LAA44  144A CUSIP: 44963LAA4	U.S.\$800,000,000	U.S.\$526,264,000	U.S.\$1,023.75	\$5.00	\$1,028.75

- (1) Per \$1,000 principal amount of Notes validly tendered at or prior to the Early Tender Deadline and not validly withdrawn.
- (2) Per \$1,000 principal amount of Notes validly tendered at or prior to the Early Tender Deadline and not validly withdrawn.
- (3) Per \$1,000 principal amount of Notes validly tendered at or prior to the Early Tender Deadline and not validly withdrawn. Does not include Accrued Interest, but does include the Early Tender Premium.

**Redemption of Notes; Discharge**

The Issuer has, on September 3, 2019, published a conditional redemption notice notifying Noteholders in accordance with section 3.07(d) of the Indenture that, subject to the satisfaction of the Financing Condition (as defined in the Tender Offer Memorandum), it will redeem any outstanding Notes on October 28, 2019 (the "**Redemption Date**") at a redemption price of U.S.\$1,023.75 per U.S.\$1,000 in principal amount of Notes (the "**Redemption Price**"), plus accrued and unpaid interest, in accordance with the satisfaction and discharge procedures described in the Tender Offer Memorandum. Accordingly, Noteholders who do not participate in the Tender Offer, or whose Notes are not accepted for purchase by the Issuer, will have their Notes redeemed on the Redemption Date.

The Tender Consideration, plus accrued and unpaid interest, payable on the Final Settlement Date, is the same amount as the Redemption Price, plus accrued and unpaid interest, payable on the Redemption Date.

If the Financing Condition is satisfied, the Issuer intends to satisfy and discharge, in accordance with the provisions of the Indenture, all of the Notes that have not been tendered and accepted for purchase as of the Early Tender Deadline.

Noteholders tendering after the Early Tender Deadline but prior to the Expiration Deadline are expected to receive any payment on the Final Settlement Date from the Satisfaction and Discharge Account, and on the Final Settlement Date the beneficial interests represented by such Notes will be cancelled and no longer eligible for redemption. Any Noteholder tendering after the Early Tender Deadline expressly authorizes the Trustee (or its affiliate) and the Issuer to effect the release of the requisite funds from the Satisfaction and Discharge Account for payment of their tendered Notes or to pay the Tender Consideration, any Accrued Interest Payments to such Noteholder by such other means.

Subject to satisfaction of the Financing Condition, the Issuer will redeem any outstanding Notes on the Redemption Date at the Redemption Price, plus accrued and unpaid interest.

This announcement does not contain the full terms and conditions of the Tender Offer, which are contained in the Tender Offer Memorandum dated September 3, 2019 (the “**Tender Offer Memorandum**”). **Noteholders are advised to read carefully the Tender Offer Memorandum for full details of and information on the procedures for participating in the Tender Offer.** Copies of the Tender Offer Memorandum are available from the Tender Agent as set out below. Capitalized terms used in this announcement but not defined herein have the meanings given to them in the Tender Offer Memorandum.

The Issuer notes that there are certain conditions to the completion of the Tender Offer, including, for the avoidance of doubt, the Financing Condition, and the Issuer offers no assurances that the Tender Offer shall be completed.

Citigroup Global Markets Limited, Goldman Sachs International and Standard Chartered Bank are acting as Dealer Managers for the Tender Offer and Lucid Issuer Services Limited is acting as Tender Agent.

Questions and requests for assistance in connection with the Tender Offer may be directed to the Dealer Managers.

#### **THE DEALER MANAGERS**

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##### **Goldman Sachs International**

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##### **Standard Chartered Bank**

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Dubai  
United Arab Emirates

Attention: Liability Management Group  
Email: liability\_management@sc.com

Questions and requests for assistance in connection with the delivery of Tender Instructions may be directed to the Tender Agent.

#### **THE TENDER AGENT**

##### **Lucid Issuer Services Limited**

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Attention: Thomas Choquet  
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*This announcement constitutes a public disclosure of inside information by Steve Howden, SVP and Deputy CFO, on behalf of IHS Netherlands Holdco B.V. under Regulation (EU) 596/2014.*

**DISCLAIMER** This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Tender Offer. If you are in any doubt as to the contents of this announcement, the Tender Offer, the Tender Offer Memorandum or the action you should take, you are recommended to seek your own financial and legal advice, including tax advice relating to the tax consequences, immediately from your broker, bank manager, solicitor, accountant or other independent financial or legal advisor. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Tender Offer.

None of the Dealer Managers, the Tender Agent, the Issuer or any of their respective directors, officers, employees or affiliates makes any representation or recommendation whatsoever regarding this announcement, the Tender Offer Memorandum, the Tender Offer or any recommendation as to whether Noteholders should tender Notes in the Tender Offer or otherwise participate in the Tender Offer or subscribe for New Notes.

None of the Dealer Managers, the Tender and Information Agent (or any of their respective directors, employees or affiliates) assumes any responsibility for the accuracy or completeness of the information concerning the Issuer, the Notes, the Tender Offer or the New Notes contained in this announcement or in the Tender Offer Memorandum. None of the Dealer Managers, the Tender and Information Agent (or any of their respective directors, employees or affiliates) is acting for any Noteholder, or will be responsible to any Noteholder for providing any protections which would be afforded to its clients or for providing advice in relation to the Tender Offer, and accordingly none of the Dealer Managers, the Tender and Information Agent (or any of their respective directors, employees or affiliates) assumes any responsibility for any failure by the Issuer to disclose information with regard to the Issuer or the Notes which is material in the context of the Tender Offer and which is not otherwise publicly available.

#### **OFFER AND DISTRIBUTION RESTRICTIONS**

Neither this announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Tender Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by each of the Issuer, the Dealer Managers and the Tender and Information Agent to inform themselves about and to observe any such restrictions.

##### ***United Kingdom***

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the FSMA. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”)) or persons who are within Article 43(2) of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (such persons together being the “**Relevant Persons**”). The Tender Offer is only available to Relevant Persons and the transactions contemplated in this announcement and the Tender Offer Memorandum will be available only to, or engaged in only with, Relevant Persons, and this announcement, the Tender Offer Memorandum and any other documents and/or materials produced in connection with the Tender Offer must not be relied or acted upon by persons other than Relevant Persons.

##### ***France***

The Tender Offer is not being made, directly or indirectly, and neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offer have been or shall be distributed, to the public in the Republic of France, other than to qualified investors (*investisseurs qualifiés*), as defined in article 2 point (e) of the Prospectus Regulation, in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code Monétaire et Financier*. This announcement, the

Tender Offer Memorandum and any other document or material relating to the Tender Offer have not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

### **Italy**

None of the Tender Offer, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (“**CONSOB**”).

The Tender Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Noteholders, or beneficial owners of the Notes, can tender some or all of their Notes pursuant to the Tender Offer through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes or the Tender Offer.

### **Netherlands**

In the Netherlands, the Tender Offer will not, directly or indirectly, be made to, or for the account of, any person other than to qualified investors within the meaning of Article 2(e) of the Prospectus Regulation. Neither this announcement, the Tender Offer Memorandum nor any other documentation or material relating to the Tender Offer has been or will be submitted to the Dutch Authority for Financial Markets (*de Autoriteit Financiële Markten*, the “**AFM**”) for approval. Therefore, neither this announcement, the Tender Offer Memorandum nor any other documentation or material relating to the Tender Offer qualify as an approved prospectus as meant in Article 6 of the Prospectus Regulation. Accordingly, in the Netherlands, the Tender Offer may not be made by way of an “offer of securities to the public” within the meaning of Article 2(d) of the Prospectus Regulation and the Tender Offer may not be promoted and is not being made to, any person in the Netherlands (with the exception of “qualified investors” within the meaning of Article 2(e) in conjunction with Article 1(4)(a) of the Prospectus Regulation). This announcement, the Tender Offer Memorandum and any other documentation or materials relating to the Tender Offer (including memoranda, information circulars, brochures or similar documents) have not been forwarded or made available to, and are not being forwarded or made available to, directly or indirectly, any such person. With regard to the Netherlands, this announcement, the Tender Offer Memorandum has been transmitted only for personal use by the aforementioned qualified investors and only for the purpose of the Tender Offer. Accordingly, the information contained in this announcement, the Tender Offer Memorandum may not be used for any other purpose or be transmitted to any other person in the Netherlands.

### **Nigeria**

The Tender Offer is not being made, directly or indirectly, in the Federal Republic of Nigeria (“**Nigeria**”), except in compliance with the laws of Nigeria. Neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offer have been or shall be distributed to the public in Nigeria, and only Noteholders in Nigeria or their representatives are eligible to participate in the Tender Offer. This announcement and the Tender Offer Memorandum have not been and will not be submitted for clearance to nor approved by the Securities and Exchange Commission of Nigeria.

### **General**

Neither this announcement, the Tender Offer Memorandum nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes for purchase by the Issuer pursuant to the Tender Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer and any Dealer Manager or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Issuer in such jurisdiction.

Each Noteholder participating in the Tender Offer will be deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in “*Procedures for Participating in the Tender Offer*” of the Tender Offer Memorandum. Any tender of Notes for purchase by the Issuer pursuant to the Tender Offer from a Noteholder that is unable to make these representations will not be accepted.

Each of the Issuer and the Dealer Managers and the Tender Agent (on behalf of the Issuer) reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase by the Issuer pursuant to the Tender Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such tender or submission of Notes may be rejected.