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16:00 26 September 2016

**IHS TOWERS NETHERLANDS FINCO NG B.V. (FORMERLY KNOWN AS HELIOS TOWERS FINANCE NETHERLANDS B.V.) ANNOUNCES A TENDER OFFER AND CONSENT SOLICITATION FOR ITS US\$250,000,000 8.375 PER CENT. GUARANTEED SENIOR NOTES DUE 2019 (ISIN: XS1081230879)**

IHS TOWERS NETHERLANDS FINCO NG B.V. (formerly known as Helios Towers Finance Netherlands B.V.) (the “**Offeror**”) today announces its invitation (subject to certain offer and distribution restrictions referred to below) to the holders (the “**Noteholders**”) of its outstanding US\$250,000,000 8.375 per cent. Guaranteed Senior Notes due 2019 (ISIN: XS1081230879) (the “**Notes**”) to tender any or all of such Notes for purchase by the Offeror for cash (the “**Tender Offer**”) and to consent to amend by extraordinary resolution of the Noteholders (the “**Extraordinary Resolution**”) the Trust Deed and the Conditions to remove certain of the covenants and events of default therein (the “**Proposal**”, and together with the Tender Offer, the “**Offer**”), all on the terms and subject to the conditions set out in the Tender Offer and Consent Solicitation Memorandum dated 26 September, 2016 (the “**Tender Offer and Consent Solicitation Memorandum**”). Copies of the Tender Offer and Consent Solicitation Memorandum are available from the Tender and Tabulation Agent as set out below. Capitalised terms used in this announcement but not defined herein have the meaning given to them in the Tender Offer and Consent Solicitation Memorandum.

The Offer begins on 26 September, 2016 and will expire at 11:59 p.m. (New York City time) on 24 October, 2016, unless the Offer is extended or earlier terminated, as described in the Tender Offer and Consent Solicitation Memorandum (the “**Expiration Deadline**”).

The following table sets forth details of the Offer:

Description of the Notes	ISIN	Outstanding Principal Amount	Tender Offer Consideration per US\$1,000 principal amount of Notes	Early Consent Payment per US\$1,000 principal amount of Notes	Total Consideration per US\$1,000 principal amount of Notes tendered by the Early Participation Deadline	Minimum denominations accepted for tendered Notes
US\$250,000,000 8.375 per cent. Guaranteed Senior Notes due 2019	XS1081230879	US\$250,000,000	US\$1,000	US\$50	US\$1,050	US\$200,000 and integral multiples of US\$1,000 in excess thereof

*Overview*

The Offeror is inviting Noteholders (subject to certain offer and distribution restrictions referred to below) to tender any or all of such Notes for cash and to consent to amend by Extraordinary Resolution (i) the Trust Deed to remove certain covenants in Clause 7 (*Covenants*) thereof and (ii) to the Conditions to remove certain of the covenants in Condition 4 (*Covenants*) and events of default in Condition 9 (*Events of Default*) thereof, in each case on the terms and subject to the conditions set forth in the Tender Offer and Consent Solicitation Memorandum. These amendments will remove most of the covenants in the Trust Deed and the Conditions and substantially all of the events of default in the Conditions, other than in respect of payments and insolvency. In order to be valid, the tender of any Notes held by a Noteholder must be made by a Tender Instruction, which also includes an instruction from such Noteholder to vote to approve the Extraordinary Resolution. It will not be possible to tender Notes by way of a Tender Instruction without consenting to the Proposal.

IHS Netherlands Holdco B.V. (the “**New Notes Issuer**”) has also advised Offeror of its intention to issue new US dollar fixed rate notes (the “**New Notes**”) and the Offer is conditional on the issuance of such New Notes (see “*New Financing Condition*” below).

#### *The Offeror*

The Offeror is a private company with limited liability incorporated under the laws of The Netherlands on 23 June 2014, having its registered office at Strawinskylaan 3127, 1077ZX Amsterdam, The Netherlands, with state registration number 60913541. The Offeror is an indirect wholly owned subsidiary of the New Notes Issuer.

#### *Nigeria Group*

The New Notes Issuer (including its consolidated subsidiaries) is a leading independent telecommunications tower infrastructure owner and operator in Nigeria. Its primary business is leasing tower space for communications equipment to mobile network operators and other customers, who in turn provide wireless, voice and data services to their end users. It provides its customers with opportunities to lease space on existing towers alongside current tenants, known as co-location, or to commission new towers for construction to the customer’s specifications, known as build-to-suit. It also provides managed services in limited situations, such as maintenance, operations, marketing and leasing services, for certain towers owned by third parties. It provides services based on long-term contracts with annual contractual escalations. A significant proportion of its contracted tenant lease revenues are linked to US dollars. The New Notes Issuer is a wholly owned subsidiary of IHS Holding Limited.

#### *IHS*

IHS Holding Limited (together with its subsidiaries, the “**IHS Parent Group**”) is the leading independent telecommunications tower infrastructure company in Europe, the Middle East and Africa by tower count, and it benefits from the extensive experience of its shared management in all aspects of the tower industry value chain. As of 30 June 2016, the IHS Parent Group owned or provided managed services for 22,961 towers, with the number one market position in all jurisdictions in which it operates, including in Nigeria, Cameroon, Cote d’Ivoire, Rwanda and Zambia.

#### *Rationale for the Offer*

The rationale for the Tender Offer, the Proposal and the issue of the New Notes is part of the broader strategy of the IHS Parent Group to refinance and extend the average maturity of its indebtedness and centralise funding for the wholly-owned members of the Nigerian operations of the IHS Parent Group (which includes the New Notes Issuer, the Offeror and the guarantors of the Notes, IHS Towers NG Limited (formerly known as Helios Towers Nigeria Limited) and Tower Infrastructure Company Limited (the “**Guarantors**”). Upon settlement of the Offer and completion of the New Notes issuance, the New Notes Issuer and each of its subsidiaries as of such date (including the Offeror and the Guarantors) will guarantee the New Notes as well as borrowings by IHS Holding Limited pursuant to the Parent Revolving Credit Facility. In order for the Offeror and the Guarantors to provide such guarantees, certain restrictive covenants in the Conditions must be removed.

#### *The Offer*

Noteholders that submit Tender Instructions (thereby consenting to the Proposal) at or prior to the Early Participation Deadline will, to the extent their Notes are accepted for purchase, receive the Total Consideration for such Notes, which is comprised of the Tender Offer Consideration and the Early Consent Payment. Noteholders that validly tender their Notes and consent to the Proposal after the Early Participation Deadline but at or prior to the Expiration Deadline will, to the extent their Notes are accepted for purchase, receive only the Tender Offer Consideration, which does not include the Early Consent Payment. In any case, Noteholders that validly tender their Notes and consent to the Proposal will, to the extent the Notes are accepted for purchase, also receive Accrued Interest on such Notes as described further in the Tender Offer and Consent Solicitation Memorandum. The tender of any Notes in the Tender Offer will automatically result in such Notes being voted to approve the Extraordinary Resolution consenting to the Proposal.

### *New Financing Condition*

The Offeror will decide, in its sole discretion, whether to accept for purchase Notes validly tendered in the Tender Offer, subject to among other things, the Offeror being satisfied that the New Notes Issuer has received an amount by way of net proceeds of the issue of New Notes which would be sufficient (as determined by the Offeror in its sole discretion) to finance the payment by the Offeror of the aggregate amount of consideration payable by the Offeror of the Aggregate Settlement Amount.

The acceptance of Notes for purchase by the Offeror will also be subject to the Extraordinary Resolution being approved and the Second Supplemental Trust Deed being signed by the parties thereto.

The terms of the New Notes will include an event of default triggered by default by the New Notes Issuer or any of its Restricted Subsidiaries (as defined therein), including the Offeror, on indebtedness in an amount greater than \$25 million.

### *Priority Allocation Preference*

A Noteholder that wishes to subscribe for New Notes, in addition to tendering Notes for purchase pursuant to the Tender Offer and consenting to the Proposal, may request priority in the allocation of the New Notes, subject to the issue of the New Notes and as set out in the Tender Offer and Consent Solicitation Memorandum. Such priority will be given for an aggregate principal amount of New Notes up to the aggregate principal amount of Notes that are the subject of the Noteholder's valid Tender Instruction where an allocation of New Notes is also requested, subject to the acceptance for purchase by the Offeror of the Notes so tendered pursuant to the Offer. For the avoidance of doubt, a Noteholder may request a Priority Allocation Preference for a principal amount of New Notes that is equal to or less than the aggregate principal amount of Notes the subject of such Noteholder's Tender and Priority Allocation Preference Instruction. To receive a Priority Allocation Preference, a Noteholder will need to follow the procedures set out in the Tender Offer and Consent Solicitation Memorandum.

The receipt of a Priority Allocation Code from a Dealer Manager and Solicitation Agent in conjunction with any tender of Notes is not an application for the purchase of or an agreement to allocate New Notes. In order to apply for the purchase of the New Notes, such Noteholder must make a separate application in respect of the purchase of such New Notes.

### *Meeting and Announcement of Results*

There will be a Meeting of Noteholders to consider the Proposal at 10:00 a.m. (London time) on 26 October, 2016 at the offices of White & Case LLP, 5 Old Broad Street, London, EC2N 1DW, United Kingdom.

### *Participation in the Offer*

In order to be eligible to participate in the Offer, Noteholders must deliver, or arrange to have delivered on their behalf, through Euroclear or Clearstream, Luxembourg, and in accordance with the requirements of such applicable Clearing System, a valid Tender Instruction in the form specified by the relevant Clearing System for submission by Noteholders to the Tender and Tabulation Agent through the relevant Clearing System and in accordance with the requirements of such Clearing System at or prior to the Expiration Deadline, unless the Offer is extended, re-opened or terminated as provided in the Tender Offer and Consent Solicitation Memorandum.

The Offeror will accept tenders of Notes for purchase only in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof. No alternative, conditional or contingent tenders will be accepted.

### *General*

The Offeror may, in its sole discretion, extend, re-open, amend or waive any condition of, including the New Financing Condition, or terminate, the Offer at any time (subject to applicable law and as provided in the Tender Offer and Consent Solicitation Memorandum). Details of any such extension, re-opening, amendment, waiver, termination or withdrawal will be announced as provided in this announcement as soon as reasonably practicable after the relevant decision is made.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary needs to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer before the deadlines specified in the Tender Offer and Consent Solicitation Memorandum. The deadlines set by each Clearing System for the submission and withdrawal of Tender Instructions will also be earlier than the relevant deadlines specified in the Tender Offer and Consent Solicitation Memorandum.

For further information on the Offer and terms and conditions on which the Offer is made, Noteholders should refer to the Tender Offer and Consent Solicitation Memorandum. Questions and requests for assistance in connection with the (a) Offer may be directed to the Dealer Managers and Solicitation Agents; and (b) delivery of Tender Instructions may be directed to the Tender and Tabulation Agent, the contact details for all of which are below.

*Indicative Offer Timetable*

*This is an indicative timetable and is subject to change.*

**Date and time (all times are New York City time, unless otherwise stated)**

<b>Date and time (all times are New York City time, unless otherwise stated)</b>	<b>Event</b>
26 September 2016.....	<p><i>Launch Date</i></p> <p>Offer announced and Tender Offer and Consent Solicitation Memorandum available from the Tender and Tabulation Agent.</p> <p>The Launch Notice to be published on the Irish Stock Exchange.</p> <p>Notice of Meeting sent to Noteholders through the Clearing Systems.</p>
5:00 p.m., 7 October 2016.....	<p><i>Early Participation Deadline</i></p> <p>Deadline for receipt by the Tender and Tabulation Agent of all Tender Instructions, including all Tender and Priority Allocation Preference Instructions, in order for Noteholders to be eligible to receive the Total Consideration and the Accrued Interest on the Settlement Date.</p>
10 October 2016.....	<p><i>Announcement of Early Participation Results</i></p> <p>Announcement of results as of the Early Participation Deadline.</p>
10:00 a.m. (London time), 24 October 2016.....	<p><i>Voting Deadline</i></p> <p>Deadline for making any arrangements to vote with the relevant Clearing System (not later than 48 hours before the time fixed for the Meeting). The voting instructions included in Tender Instructions received after such time shall not be considered at the Meeting.</p>
11:59 p.m., 24 October 2016.....	<p><i>Expiration Deadline</i></p> <p>Deadline for receipt by the Tender and Tabulation Agent of all Tender Instructions.</p>
10:00 a.m. (London time), 26 October 2016.....	<p><i>Meeting and Announcement of Results</i></p> <p>Meeting to consider the Proposal and the Extraordinary Resolution in connection therewith to be held at the offices of White &amp; Case LLP, 5 Old Broad Street, London, EC2N 1DW, United Kingdom.</p>

**Date and time (all times are New York City time, unless otherwise stated)**

**Event**

	After the Meeting, the Offeror shall announce (i) the aggregate principal amount of Notes validly tendered and the results of the Offer; (ii) if known, whether the New Financing Condition has been satisfied or is otherwise expected to be waived by the Offeror, and (iii) the results of the Meeting.
27 October 2016.....	<i>Settlement Date</i>  Subject to satisfaction of the New Financing Condition, the approval of the Extraordinary Resolution and the other Conditions to the Offer, payment of the Total Consideration or Tender Offer Consideration (as the case may be), together with Accrued Interest, in respect of all Notes accepted for purchase.

Unless stated otherwise, the Offeror will make (or cause to be made) announcements regarding the Offer in accordance with applicable law: (i) by issue of a press release to a News Service; (ii) by delivery of notices to the Clearing Systems for communication to Direct Participants; (iii) on the relevant Reuters International Insider Screen; and (iv) by posting a notice on the Irish Stock Exchange website (www.ise.ie). Copies of all such announcements, press releases and notices can also be obtained from the Tender and Tabulation Agent, the contact details for which are at the bottom of this announcement. Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Tender and Tabulation Agent for the relevant announcements during the course of the Offer. In addition, Noteholders may contact the Dealer Managers and Solicitation Agents for information using the contact details which are at the bottom of this announcement. Noteholders are advised to read carefully the Tender Offer and Consent Solicitation Memorandum for full details of and information on the procedures for participating in the Offer.

Questions and requests for assistance in connection with the Offer may be directed to any of Dealer Managers and Solicitation Agents.

**Citigroup Global Markets Limited**

Citigroup Centre  
Canada Square  
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London E14 5LB  
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**Goldman Sachs International**

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E-mail: liabilitymanagement.eu@gs.com

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

**Lucid Issuer Services Limited**

Tankerton Works  
12 Argyle Walk  
London WC1H 8HA

United Kingdom  
Telephone: 44 207 704 0880  
Attention: Thomas Choquet/Arlind Bytyqi  
**Email:** htn@lucid-is.com

## **DISCLAIMER**

This announcement must be read in conjunction with the Tender Offer and Consent Solicitation Memorandum. This announcement and the Tender Offer and Consent Solicitation Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If you are in any doubt as to the contents of this announcement or the Tender Offer and Consent Solicitation Memorandum or the action you should take, you are recommended to seek your own financial and legal advice, including in respect of any tax consequences, immediately from your stockbroker, bank manager, legal adviser, accountant or other independent financial adviser. 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 offer Notes for exchange pursuant to the Offer. None of the Dealer Managers and Solicitation Agents, the Tender and Tabulation Agent or the Offeror makes any recommendation as to whether Noteholders should participate in the Offer.

This announcement is for informational purposes only. The Offer is being made only pursuant to the Tender Offer and Consent Solicitation Memorandum and only in such jurisdictions as is permitted under applicable law. None of this announcement, the Tender Offer and Consent Solicitation Memorandum nor any other documents or materials relating to the Offer constitutes an offer to purchase or the solicitation of an offer to tender or sell Notes to or from any person located or resident in any jurisdiction where such offer or solicitation is unlawful.

The Dealer Managers and Solicitation Agents and the Tender and Tabulation Agent (and their respective directors, employees or affiliates) make no representations or recommendations whatsoever regarding this announcement, the Tender Offer and Consent Solicitation Memorandum or the Offer. The Tender and Tabulation Agent is the agent of the Offeror and owes no duty to any Noteholder. None of the Offeror, the Dealer Managers and Solicitation Agents or the Tender and Tabulation Agent or any of their respective directors, employees or affiliates makes any recommendation as to whether or not the Noteholders should participate in the Offer or refrain from taking any action in the Offer with respect to any of Notes, and none of them has authorised any person to make any such recommendation.

## **OFFER AND DISTRIBUTION RESTRICTIONS**

### **General**

This announcement, the Tender Offer and Consent Solicitation Memorandum and any other documents or materials relating to the Offer do not constitute an offer to purchase, or the solicitation of an offer to tender or sell, or to exercise any voting rights with respect to any, Notes to or from, or by, any person located or resident in any jurisdiction where such offer or solicitation is unlawful, and tenders of Notes by Noteholders originating from any jurisdiction in which such offer or solicitation is unlawful will be rejected. In those jurisdictions where the securities laws or other laws require the Offer to be made by a licensed broker or dealer and any Dealer Manager and Solicitation Agent or any of its respective affiliates is such a licensed broker or dealer in such jurisdiction, the Offer shall be deemed to be made on behalf of the Offeror by such Dealer Manager and Solicitation Agent or affiliate (as the case may be) in such jurisdiction and the Offer is not made in any such jurisdiction where either a Dealer Manager and Solicitation Agent or any of its affiliates is not licensed. Neither the delivery of this announcement, the Tender Offer and Consent Solicitation Memorandum and any other documents or materials relating to the Offer nor any purchase of Notes shall, under any circumstances, create any implication that there has been no change in the affairs of the Offeror since the date hereof, or that the information herein is correct as of any time subsequent to the date hereof.

Each Noteholder participating in the Offer will be deemed to give certain representations in respect of the jurisdictions referred to below, and generally, on submission of Notes for tender in the Tender Offer and

submission of consent to the Proposal. Any tender of Notes for purchase pursuant to the Offer from a Noteholder that is unable to make these representations will be rejected. Each of the Offeror, the Dealer Managers and Solicitation Agents and the Tender and Tabulation Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Tender Offer, or submission of automatic consent to the Proposal, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender will be rejected.

## **United Kingdom**

This announcement and the Tender Offer Memorandum may only be communicated to persons in the United Kingdom in circumstances where section 21(1) of the Financial Services and Markets Act 2000 does not apply.

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 authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended (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 is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (i) persons who have professional experience in matters relating to investments, being investment professionals as defined in Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”); (ii) persons who fall within Article 43(2) of the Financial Promotion Order; or (iii) any other persons to whom these documents and/or materials may lawfully be made. Any investment or investment activity to which this Tender Offer Memorandum relates is available only to such persons or will be engaged only with such persons and other persons should not rely on it.

## **Italy**

None of this announcement, the Tender Offer and Consent Solicitation Memorandum nor any other documents or materials relating to the Offer have been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations. The 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 (the “**Issuers’ Regulation**”), as the case may be. This announcement, the Tender Offer and Consent Solicitation Memorandum and any other documents or materials relating to the Offer are also being carried out in compliance with article 35-bis, paragraph 7 of the Issuers’ Regulation.

A Noteholder located in the Republic of Italy may tender Notes through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, 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-a-vis* its clients in connection with Notes or the Offer.

## **Belgium**

In Belgium, the Offer will not, directly or indirectly, be made to, or for the account of, any person other than to qualified investors referred to in Article 10, § 1 of the Belgian law on the public offering of investment instruments and the admission of investment instruments to trading on regulated markets dated 16 June 2006, as amended from time to time (the “**Belgian Prospectus Law**”). Neither this announcement, the Tender Offer and Consent Solicitation Memorandum nor any other documentation or materials relating to the Offer has been or will be submitted to the Financial Services and Markets Authority (“*Autorite des services et marches*”).

*financiers / Autoriteit voorfinanciële diensten en markten*”) for approval. Accordingly, in Belgium, the Offer may not be made by way of a public offer within the meaning of article 3 of the Belgian Prospectus Law and article 3 of the Belgian act on public takeover offers dated 1 April 2007, as amended from time to time (the “**Belgian Takeover Act**”). Therefore, the Offer may not be promoted *vis-a-vis*, and is not being made to, any person in Belgium (with the exception of “qualified investors” within the meaning of article 10, § 1 of the Belgian Prospectus Law that are acting for their own account and without prejudice to the application of article 6 § 4 of the Takeover Act). This announcement, the Tender Offer and Consent Solicitation Memorandum and any other documentation or material relating to the 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 Belgium, this announcement, the Tender Offer and Consent Solicitation Memorandum and any other documents or materials relating to the Offer have been transmitted only for personal use by the aforementioned qualified investors and only for the purpose of the Offer. Accordingly, the information contained in this announcement, the Tender Offer and Consent Solicitation Memorandum and any other documents or materials relating to the Offer may not be used for any other purpose or be transmitted to any other person in Belgium (without prejudice to the application of article 6 § 4 of the Takeover Act).

### **France**

The Offer is not being made, directly or indirectly, to the general public in the Republic of France. Neither this announcement, the Tender Offer and Consent Solicitation Memorandum nor any other documentations or materials relating to the Offer (including memorandums, information circulars, brochures or similar documents) has been distributed to, or is being distributed to, the general public in the Republic of France. Only (i) persons that provide investment services in the field of portfolio management for the account of third parties (*personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) (that are not individuals) acting for their own account, in each case as defined in or pursuant to articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French *Code Monétaire et Financier*, may participate in the Offer. This announcement, the Tender Offer and Consent Solicitation Memorandum and any other documents or materials relating to the Offer have not been and will not be submitted to the clearance or approval procedures of the *Autorité des marchés financiers*.

### **Netherlands**

The Offer is not being made, directly or indirectly, in the Netherlands to any persons other than qualified investors (*gekwalificeerde beleggers*) within the meaning of article 1:1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) (which implements the definition of qualified investors in the EU Directive on the prospectus to be published when securities are offered to the public or admitted to trading dated 4 November 2003, as amended from time to time (the “**Prospectus Directive**”). The Tender Offer and Solicitation Memorandum and any other documentation or material relating to the Offer is directed only at such qualified investors and must not be acted on or relied on by persons who are not qualified investors.

### **Nigeria**

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

*This press release constitutes a public disclosure of inside information by Carolina Desmeules, Associate Communications Director, on behalf of IHS Towers Netherlands FinCo NG B.V. under Regulation (EU) 596/2014 (16 April 2014).*