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10:30 a.m. 10 October 2016

**IHS TOWERS NETHERLANDS FINCO NG B.V. (FORMERLY KNOWN AS HELIOS TOWERS FINANCE NETHERLANDS B.V.) ANNOUNCES EARLY TENDER INSTRUCTIONS RECEIVED IN RESPECT OF TENDER OFFER FOR ITS US\$250,000,000 8.375 PER CENT. GUARANTEED SENIOR NOTES DUE 2019 (ISIN: XS1081230879)**

On 26 September 2016, IHS Towers Netherlands Finco NG B.V. (formerly known as Helios Towers Finance Netherlands B.V.) (the “**Offeror**”) announced 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**”). Capitalised terms used in this announcement but not defined herein have the meaning given to them in the Tender Offer and Consent Solicitation Memorandum.

As of the Early Participation Deadline, being 5:00 p.m. New York time on 7 October 2016, the Offeror had received Tender Instructions in respect of U.S.\$236,540,000 in principal amount of outstanding Notes, representing approximately 95 per cent. of the outstanding Notes. Based on the Tender Instructions received as of the Early Participation Deadline, the Offeror expects that the Meeting will be quorate and that the Extraordinary Resolution will be approved, assuming that all such Tender Instructions are valid, that the Offeror decides to accept all of the Notes subject to those Tender Instructions and that the conditions to the Offer will be satisfied.

The Tender Offer will expire at 11:59 p.m. (New York City time) on 24 October, 2016, unless extended or earlier terminated, as described in the Tender Offer and Consent Solicitation Memorandum. The Offeror’s acceptance of Notes for purchase in the Tender Offer remains conditional on, among other things, the New Financing Condition, the Extraordinary Resolution being approved and the Second Supplemental Trust Deed being signed by the parties thereto.

Copies of the Tender Offer and Consent Solicitation Memorandum are available from the Tender and Tabulation Agent as set out below.

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**

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Attention: Liability Management Group

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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

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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 announcement 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 *Autorite des marches 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).*