RNS Number: 03920 Helios Towers PLC 28 September 2023

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HELIOS TOWERS ANNOUNCES EXTENSION OF EARLY TENDER TIME

September 28, 2023 - HTA Group, Ltd (the "Offeror"), an indirect wholly owned subsidiary of Helios Towers plc (the "Company"), announces that it has extended the Early Tender Time in respect of its previously announced offer to purchase for cash (the "Tender Offer") up to U.S.\$400 million aggregate principal amount (the "Maximum Tender Amount") of the 7.000% Senior Notes due 2025 issued by the Offeror, ISIN/CUSIP: XS2189784957/US40435WAB63/40435WAB6 (the "Notes") under an indenture dated June 18, 2020 (as amended or supplemented, the "Indenture") to 5.00 p.m. New York City time, on October 13, 2023, unless extended or earlier terminated. The Tender Offer is made upon the terms and subject to the conditions set forth in the offer to purchase dated September 14, 2023 (the "Offer to Purchase"), which is available, subject to holder registration and applicable restrictions, via the tender offer website (the "Tender Offer Website"): https://projects.morrowsodali.com/HTA. Capitalized terms used herein and not defined herein have the meaning given to them in the Offer to Purchase.

Other than the extension of the Early Tender Time, the terms of the Tender Offer remain unchanged (including the Withdrawal Deadline which will remain as 5:00 p.m. New York City time, on September 27, 2023). As a result, tendered Notes may no longer be withdrawn, except in certain limited circumstances where additional withdrawal rights are required by law (as determined by the Offeror).

None of the Offeror, the guarantors of the Notes, the dealer managers, the information and tender agent or the trustee or agents under the Indenture (nor any director, officer, employee, agent or affiliate of, any such person) makes any recommendation whether holders should tender or refrain from tendering Notes in the Tender Offer. Holders must make their own decision as to whether to tender Notes and, if so, the principal amount of the Notes to tender. Holders are urged to evaluate carefully all information in the Offer to Purchase, consult their own investment and tax advisers and make their own decisions whether to tender Notes in the Tender Offer, and, if so, the principal amount of Notes to tender.

The Offeror has retained J.P. Morgan Securities plc, The Standard Bank of South Africa Limited and Standard Chartered Bank to act as the dealer managers for the Tender Offer and Morrow Sodali Limited to act as information and tender agent for the Tender Offer. Questions regarding procedures for tendering Notes may be directed to Morrow Sodali Limited at +44 20 4513 6933 / +852 2319 4130 / +1 203 609 4910 or by email to https://projects.morrowsodali.com/HTA. Questions regarding the Tender Offer may be directed to J.P. Morgan Securities plc by email to memorgan.com or The Standard Bank of South Africa Limited by email to Limited by email to Liability_Management@standardsbg.com, or Standard Chartered Bank by email to liability_management@sc.com.

This announcement is for informational purposes only and does not constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful. The Tender Offer is only being made pursuant to the Offer to Purchase. Holders of the Notes are urged to carefully read the Offer to Purchase before making any decision with respect to the Tender Offer.

The Offer to Purchase has not be filed or reviewed by any U.S. federal or State or any foreign securities commission or regulatory authority, nor has any such commission or authority passed upon the accuracy or adequacy of the Offer to Purchase. Any representation to the contrary is unlawful and may be a criminal offense.

The distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions. Any failure to comply with these restrictions may constitute a violation of the laws of any such jurisdiction.

Offer and Distribution Restrictions

United Kingdom

The communication of this announcement, the Offer to Purchase 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 Financial Services and Markets Act 2000. Accordingly, this Offer to Purchase and such documents and/or materials are not being distributed to, and must not be passed on to, persons in the United Kingdom other than (i) 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 (the "Financial Promotion Order")), (ii) to those persons who are within Article 43(2) of the Financial Promotion Order, including existing members and creditors of the Offeror, (iii) to those persons who are outside the United Kingdom, or (iv) to any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as "Relevant Persons") and the transactions contemplated herein will be available only to, and engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act on or rely on this announcement, the Offer to Purchase or any of their contents.

France

The Tender Offer is not being made, directly or indirectly, to the public in France. None of this announcement, the Offer to Purchase or any other documents or offering materials relating to the Tender Offer, has been or shall be distributed to the public in France and only (i) providers of investment services relating to 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) acting for their own account, other than individuals, all as defined in, and in accordance with, Articles L411-1, L411-2 and D.411-1 of the French Code monétaire et financier, are eligible to participate in the Tender Offer. This announcement has not been submitted to the clearance procedures (visa) of the Autorité des marchés financiers.

Italy

None of this announcement, the Offer to Purchase or any other document or materials relating to the Tender Offer have been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* ("CONSOB") pursuant to Italian laws and regulations. The Tender Offer is being carried out in 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. Holders or beneficial owners of the Notes that are resident and/or located in Italy can tender Notes for purchase in the Tender Offer through authorized persons (such as

investment firms, banks or financial intermedianes permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with any other applicable laws and regulations and with any requirements imposed by CONSOB and 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.

Belgium

None of this announcement, the Offer to Purchase or any other documents or materials relating to the Tender Offer have been submitted to or will be submitted for approval or recognition to the Financial Services and Markets Authority (*Autorité des services et marchés financiers / Autoriteit voor financièle diensten en markten*) and, accordingly, the Tender Offer may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of April 1, 2007 on public takeover bids as amended or replaced from time to time. Accordingly, the Tender Offer may not be advertised and the Tender Offer will not be extended, and neither this Offer to Purchase nor any other documents or materials relating to the Tender Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than "qualified investors" in the sense of Article 10 of the Belgian Law of June 16, 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets, acting on their own account. This Offer to Purchase has been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Tender Offer. Accordingly, the information contained in the Offer to Purchase may not be used for any other purpose or disclosed to any other person in Belgium

Republic of Mauritius

The Offer to Purchase has not been and will not be registered as a prospectus with the Financial Services Commission of Mauritius (the "FSC"). The Offer to Purchase will not be approved by the FSC. The Offer to Purchase is not and should not be construed as advertisement or as an offer or sale of securities to the public. The FSC takes no responsibility for the contents of the Offer to Purchase.

General

This announcement does not constitute an offer to buy or the solicitation of an offer to sell Notes, and tenders of Notes in the Tender Offer will not be accepted from holders, 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 of the dealer managers or any of the dealer managers' 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 affiliate, as the case may be, on behalf of the Offeror in such jurisdiction. The terms "affiliates" when used in relation to the dealer managers shall have the meaning conferred to such termunder Rule 501(b) of Regulation D under the United States Securities Act of 1933.

Forward-Looking Information

Certain statements included herein may constitute forward-looking statements within the meaning of the securities laws of certain jurisdictions. Certain such forward-looking statements can be identified by the use of forward-looking terminology such as "believes", "expects", "may", "are expected to", "intends", "will", "will continue", "should", "would be", "seeks", "anticipates" or similar expressions or the negative thereof or other variations thereof or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this announcement and include statements regarding the intentions, beliefs or current expectations of the Offeror concerning, among other things, the results in relation to operations, financial condition, liquidity, prospects, growth and strategies of the Offeror and the industry in which it operates. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future.

These forward-looking statements speak only as of the date of this announcement. The Offeror does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required under Rule 14e-1 under the United States Securities Exchange Act of 1934.

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