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HELIOS TOWERS ANNOUNCES OFFER TO PURCHASE FOR CASH ANY AND ALL OF THE OUTSTANDING 7.000% SENIOR NOTES DUE 2025

May 20, 2024 - HTA Group, Ltd (the "Offeror"), an indirect wholly owned subsidiary of Helios Towers plc (the "Company"), announces the launch of its offer to purchase for cash any and all of the 7.000% Senior Notes due 2025 issued by the Offeror and guaranteed on a senior basis by the Company and certain of its direct and indirect subsidiaries (the "Notes"), upon the terms and subject to the conditions set forth in the offer to purchase dated May 20, 2024 (the "Offer to Purchase"), including, but not limited to, the Financing Condition (as defined below) (the "Tender Offer"), which is available, subject to eligibility and registration, on the tender offer website (the "Tender Offer Website"): <https://projects.morrowsodali.com/HTA>.

The Offeror is making the Tender Offer, in combination with the New Notes Offering (as defined below), as a way of managing the financial liabilities and cost of debt financing of the Company and its consolidated subsidiaries. Subject to the minimum denomination of the Notes, the "Purchase Price" per U.S.\$1,000 principal amount of Notes validly tendered and accepted for purchase pursuant to the Tender Offer will be U.S.\$1,000.

The Tender Offer will expire at 5:00 p.m., New York City time, on May 30, 2024, unless extended or earlier terminated (such time and date, as the same may be extended, the "Expiration Deadline"). Holders who tender their Notes may withdraw such Notes at any time prior to 5:00 p.m., New York City time, on May 30, 2024 (such time and date, as the same may be extended).

The following table sets forth certain details of the Tender Offer:

Description of the Notes	ISIN/CUSIP	Outstanding Principal Amount	Purchase Price	Amount Subject to the Tender Offer
7.000% Senior Notes due 2025	Regulation S: XS2189784957 Rule 144A: US40435WAB63 / 40435WAB6	U.S.\$650,022,000	U.S.\$1,000 per U.S.\$1,000 in principal amount of Notes	Any and all

In addition to the Purchase Price, all holders of Notes accepted for purchase will also receive accrued and unpaid interest on such Notes, rounded to the nearest U.S.\$0.01, with half a cent rounded upwards, per U.S.\$1,000 principal amount of Notes, from and including the last interest payment date up to, but not including, the Settlement Date (the "Accrued Interest").

Concurrently with the announcement of the Tender Offer, the Offeror announced an offering of new U.S. dollar-denominated senior notes (the "New Notes"), subject to market conditions (the "New Notes Offering"). Subject to the successful closing of the New Notes Offering, a portion of the proceeds from the New Notes Offering is expected to fund the Tender Offer. This announcement does not constitute an offer to sell or a solicitation of an offer to buy any New Notes. No assurances can be given that the Offeror will complete the New Notes Offering. The Tender Offer is conditioned upon, among other things, the successful completion (in the sole determination of the Offeror) of the New Notes Offering (the "Financing Condition").

Following completion of the Tender Offer and provided the Financing Condition is met, the Offeror intends to redeem any remaining outstanding Notes pursuant to the terms of the indenture governing the Notes dated June 18, 2020 (as amended or supplemented, the "Indenture"). It is expected that such redemption would be completed on June 18, 2024, and would be at a price equal to 100% of the principal amount of each Note redeemed, plus accrued and unpaid interest (if any) to the applicable date of redemption. Nothing in this announcement constitutes a redemption notice.

The Offeror intends, in connection with the allocation of New Notes in the New Notes Offering, to consider among other factors whether or not the relevant investor seeking an allocation of the New Notes has validly tendered or indicated to the Offeror or the Dealer Managers a firm intention to tender any Notes it holds pursuant to the Tender Offer and, if so, the aggregate principal amount of such Notes tendered or intended to be tendered by such investor. When determining allocations of the New Notes, the Offeror intends to give some degree of preference to such investors. However, the Offeror will consider various factors in making allocation decisions and is not obliged to allocate any New Notes to an investor who has validly tendered or indicated to the Offeror or the Dealer Managers a firm intention to tender any Notes it holds pursuant to the Tender Offer and if allocated, the allocated amount may be more or less than the amount tendered and accepted to purchase.

Any potential allocation of the New Notes, while being considered by the Offeror as set out above, will be made in accordance with customary new issue allocation processes and procedures following the completion of the book building process for the offering of the New Notes and will be made at the sole discretion of the Offeror. In the event that a Holder validly tenders Notes pursuant to the Tender Offer, such Notes will remain subject to such tender and the conditions of the Tender Offer as set out in this Offer to Purchase irrespective of whether that Holder receives all, part or none of any allocation of New Notes for which it has applied.

The New Notes are expected to price and be allocated prior to the Expiration Deadline and as such, investors should contact either the Offeror or any of the Dealer Managers to provide firm indications that they intend to tender Notes pursuant to the Tender Offer as soon as possible, using the contact details in this announcement.

Guaranteed Delivery (DTC only)

If a Holder desires to tender the Notes held through DTC and if time will not permit such Holders to comply with the procedures of the relevant Clearing System to submit a valid tender instruction before the Expiration Deadline, the Holder may nevertheless tender the Notes, provided that the Holder delivers the Notice of Guaranteed Delivery and satisfies all other conditions set forth in the Offer to Purchase.

Significant Events, Dates and Times

Event	Expected Calendar Dates and Times	Description
Launch Date	May 20, 2024	Commencement of the Tender Offer and intention of the Offeror to issue the New Notes announced. Offer to Purchase and form of Notice of Guaranteed Delivery available from the Information and Tender Agent.
Expiration Deadline	5:00 p.m., New York City time, on May 30, 2024	The deadline for Holders to submit Tender Instructions (or, where applicable, Notices of Guaranteed Delivery) to be eligible for the Purchase Price plus Accrued Interest.
Withdrawal Deadline	5:00 p.m., New York City time, on May 30, 2024	Deadline for Holders to properly withdraw tenders of their Notes (or, where applicable, Notices of Guaranteed Delivery).
Announcement of Results of the Tender Offer	Expected to be on May 31, 2024	The Offeror expects to announce the aggregate principal amount of Notes to be accepted for purchase pursuant to the Tender Offer (assuming that the Financing Condition has been satisfied or waived and that Notes tendered in accordance with the Guaranteed Delivery Procedures are validly delivered by the Guaranteed Delivery Deadline).
Guaranteed Delivery Deadline	5:00 p.m., New York City time, on June 3, 2024	The last time and date for Holders to validly deliver Notes in respect of which a Notice of Guaranteed Delivery was delivered at or prior to the Expiration Deadline.
Settlement Date	Expected to be on June 4, 2024	The date we will deposit with the Clearing Systems the amount of cash necessary to pay, and the Clearing Systems will pay, to each Holder whose Notes are accepted for purchase but have not been previously purchased on the Settlement Date, the Purchase Price plus any Accrued Interest in respect of such Notes.
Guaranteed Delivery Settlement Date	Expected to be on June 4, 2024.	The date we will deposit with the Clearing Systems the amount of cash necessary to pay, and the Clearing Systems will pay, to each Holder whose Notes are accepted for purchase pursuant to the Guaranteed Delivery Procedures the Purchase Price plus any Accrued Interest in respect of such Notes. Accrued Interest will cease to accrue on the Settlement Date, and (in the case of Notes for which the Guaranteed Delivery Procedures are used) no additional accrued interest will be paid in respect of the period from the Settlement Date to the Guaranteed Delivery Settlement Date.

Subject to applicable law and the terms and conditions of the Offer to Purchase, the Offeror may terminate the Tender Offer,

waive any or all of the conditions of the Tender Offer prior to the Expiration Deadline, extend the Expiration Deadline or amend the terms of the Tender Offer.

None of the Offeror, the guarantors of the Notes, the dealer managers, the information and tender agent or the trustee (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 Merrill Lynch International, 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 +852 2319 4130 (Hong Kong), +44 20 4513 6933 (Europe), +1 203 609 4910 (U.S.) or by email to HTA@investor.morrowssodali.com. Questions regarding the Tender Offer may be directed to J.P. Morgan Securities plc by email to em_europe_lm@jpmorgan.com; Merrill Lynch International at +44 20 7996 5420 (Europe), +1 (888) 292-0070 (U.S. Toll Free) or by email to DG.LM-EMEA@bofa.com; the Standard Bank of South Africa Limited by email to LiabilityManagement@standardsbg.com or Standard Chartered Bank at +44 20 7885 5739 (Europe) or +1 212 667-0351 (U.S.) or 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 been 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 New Notes and the guarantees in respect thereof have not been and will not be registered under the United States Securities Act of 1933. The Tender Offer is not an offer to sell or a solicitation of an offer to buy the New Notes. No action has been or will be taken in any jurisdiction in relation to the New Notes to permit a public offering of securities.

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 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 announcement 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 or any of its contents.

France

This announcement and any other documents or offering materials relating to the Tender Offer may not be distributed in the Republic of France except to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1120, as amended.

Italy

None of this announcement 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 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 3 of CONSOB Regulation No. 11971 of 14 May 1999, as amended (the "Issuers' Regulation"). Accordingly, the Tender Offer is only addressed to holders of Notes located in the Republic of Italy who are "qualified investors" (*investitori qualificati*) as defined pursuant to and within the meaning of Article 2(1)(e) of the Regulation (EU) 2017/1129 and article 34-ter, paragraph 1, letter b) of the Issuers' Regulation. Holders or beneficial owners of the Notes that are resident and/or located in the Republic of Italy can tender Notes for purchase in the Tender Offer through authorized 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. 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

Neither this announcement nor 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 financiële 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 of the Belgian Law of April 1, 2007 on public takeover bids as amended (the "Belgian Takeover Law"), save in those circumstances where a private placement exemption is available. The Tender Offer is conducted exclusively under applicable private placement exemptions. The Tender Offer may therefore not be advertised and the Tender Offer will not be extended, and neither this announcement 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 (i) to "qualified investors" within the meaning of Article 2, e) of Regulation (EU) 2017/1129 and (ii) in any circumstances set out in Article Article 6, §4 of the Belgian Takeover Law. This announcement 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 this announcement may not be used for any other purpose or disclosed to any other person in Belgium.

Republic of Mauritius

This announcement has not been and will not be registered as a prospectus with the Financial Services Commission of Mauritius (the "FSC"). This announcement will not be approved by the FSC. This announcement 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 announcement.

Canada

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 the Dealer Managers 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 the Dealer Managers or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction. The terms "affiliate" or "affiliates" when used in relation to the Dealer Managers shall have the meaning conferred to such term under 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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