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## **HTA Group, Ltd launches repurchase of up to USD 120,000,000 in aggregate principal amount of its existing USD 300,000,000 Guaranteed Senior Unsecured Convertible Bonds due 2027**

HTA Group, Ltd (the "**Purchaser**"), a wholly owned subsidiary of Helios Towers plc, the independent telecommunications infrastructure company ("**Helios Towers**" or the "**Company**"), announces an invitation, on the terms and conditions set out below, to Eligible Bondholders (as defined below) of its existing USD 300,000,000 Guaranteed Senior Unsecured Convertible Bonds due 2027 with ISIN code: XS2317281710 (the "**Bonds**") to offer to sell their Bonds to the Purchaser for cash at the Repurchase Price (as defined below) in an aggregate principal amount up to the Target Amount (as defined below) by way of a reverse bookbuilding process (the "**Invitation**").

The Purchaser intends to repurchase up to USD 120,000,000 in aggregate principal amount of the Bonds (the "**Target Amount**"), subject to its absolute discretion on repurchase allocations and to repurchase more than or significantly less than the Target Amount or none at all. As at 4:30p.m. (BST) on Tuesday, 30 September 2025, USD 300,000,000 in aggregate principal amount of the Bonds remained outstanding.

The invitation period starts after 4:30p.m. (BST) on 30 September 2025 and ends at 8:00p.m. (BST) on 30 September 2025, subject to the right of the Purchaser, in its sole discretion, to extend, re-open, amend or terminate the Invitation at any time prior to announcement of the final aggregate principal amount of the Bonds accepted for purchase pursuant to the Invitation.

To the extent that the Purchaser, in its sole discretion, accepts any Bonds tendered by Eligible Bondholders in connection with the Invitation, such Eligible Bondholders will receive an amount in cash per USD 200,000 in principal amount of Bonds equal to USD 198,250 (the "**Repurchase Price**"), being the Bonds' ask price of 97.625%, corresponding to USD 195,250 per USD 200,000 on the day of launch of the reverse bookbuilding after market close (Tuesday, 30 September 2025), plus the repurchase premium of 1.50%, corresponding to USD 3,000 per USD 200,000.

The Purchaser will also pay, on the Settlement Date (as defined below), an amount in cash (rounded to the nearest USD 0.01, with USD 0.005 being rounded upwards) equal to interest accrued and unpaid on those Bonds accepted for purchase from and including 18 September 2025 (being the immediately preceding interest payment date of the Bonds) to but excluding the Settlement Date, which on the basis of the expected Settlement Date will amount to USD 351.39 per USD 200,000 in principal amount of the Bonds.

Bonds that are purchased pursuant to the Invitation will be delivered to the Purchaser and, as permitted by the terms and conditions of the Bonds, surrendered for cancellation.

Bonds that are not tendered and accepted for purchase pursuant to the Invitation will remain outstanding. The Invitation is not being made, and will not be made, directly or indirectly, in or into the United States by use of the mails or by any means or instrumentality (including, without limitation, e-mail, facsimile transmission, telephone, the internet and other forms of electronic communication) of interstate or foreign commerce, or of any facility of a national securities exchange of the United States and the Invitation cannot be accepted, and no Bonds can be offered for sale, by any such use, means, instrumentality or facility or from within the United States. The Invitation is not open to any persons located or resident in the United States, or persons acting for the account or benefit of any such persons, or in any other jurisdiction where the Invitation or any participation therein would be unlawful. The Invitation is targeted at Bondholders that are outside the United States and to whom the Invitation may otherwise be lawfully made and who are otherwise lawfully able to participate in the Invitation in accordance with the Invitation and Distribution Restrictions set out under "**Important Information**" below (such Bondholders being the "**Eligible Bondholders**").

Eligible Bondholders wishing to tender any or all of their Bonds to the Purchaser in connection with the Invitation must do so in accordance with the procedures set out in the invitation term sheet that has been prepared by the Purchaser in connection with the Invitation (the "**Invitation Term Sheet**"). The Invitation Term Sheet will be made available to Eligible Bondholders, at their request, by Jefferies International Limited (the "**Dealer Manager**") who is acting as dealer manager in respect of the Invitation.

The Purchaser expressly reserves the right, in its sole discretion, subject to applicable law, at any time, to amend any term of the Invitation in any respect (including, without limitation, any acceptance deadline). The Purchaser may continue, in its sole discretion, to also purchase Bonds through open market transactions.

The aggregate principal amount of Bonds accepted for purchase pursuant to the Invitation is expected to be announced on Wednesday, 01 October 2025.

Settlement of the repurchases pursuant to the Invitation is expected to occur on or around Friday, 10 October 2025 (the "**Settlement Date**").

**This announcement is released by Helios Towers plc and contains information in relation to the Bonds that qualified or may have qualified as inside information for the purposes of Article 7 of Regulation (EU) No 596/2014 as amended and as it forms part of United Kingdom domestic law ("UK MAR"). For the purposes of UK MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055 as it forms part of United Kingdom domestic law, this announcement is made by Manjit Dhillon, Helios Towers plc.**

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**IMPORTANT INFORMATION**

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AMENDED (THE "ITALIAN FINANCIAL SERVICES ACT") AND ARTICLE 35-BIS, PARAGRAPH 3, OF CONSOB REGULATION NO. 11971 OF 14 MAY 1999, AS AMENDED FROM TIME TO TIME (THE "ISSUERS' REGULATION"). ACCORDINGLY, THE INVITATION IS ONLY ADDRESSED TO HOLDERS OF BONDS 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, FIRST PARAGRAPH, LETTER B) OF THE ISSUERS' REGULATION.

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