

Helios Towers plc (the “Company”)

Terms of Reference: Nomination Committee

as adopted by the board of directors of the Company on 14 October 2019

References to the “**Board**” shall mean the board of directors of the Company.

References to the “**Code**” shall mean the UK Corporate Governance Code, as amended.

References to the “**Committee**” shall mean the Nomination Committee.

References to the “**Committee Chair**” shall mean the chair of the Committee.

References to the “**Committee Secretary**” shall mean the secretary of the Committee.

References to the “**Group**” shall mean the Company together with its subsidiary undertakings.

The Nomination Committee is established as a committee of the Board. The Nomination Committee is vested with the authority, powers and duties set out in these Terms of Reference.

1 Membership

- 1.1 Members of the Committee and the Chair shall be appointed by the Board and shall comprise at least three directors, the majority of whom shall be independent non-executive directors. If the Board decides that a member of the Committee is no longer independent, and, as a result, a majority of the members of the Committee are not independent non-executive directors, that member will cease to be a member of the Committee.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as the Group Director of Corporate Services, and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for two additional periods of up to three years, provided that the director still meets the criteria for membership of the Committee.
- 1.4 The Board shall appoint the Committee Chair who should be the chair of the Board or an independent non-executive director.
- 1.5 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The chair of the Board shall not chair the Committee when it is dealing with the appointment of the chair’s successor.

2 Secretary

- 2.1 The Company Secretary or his or her nominee shall act as the Secretary of the Committee.

3 Quorum

- 3.1 The quorum necessary for the transaction of business shall be two members, both of whom must be independent non-executive directors.

- 3.2** A duly convened meeting of the Committee, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4 Frequency of Meetings

- 4.1** The Committee shall meet as and when the Committee Chair shall require to carry out the duties of the Committee.

5 Notice of Meetings

- 5.1** Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members, if he or she considers it necessary.

- 5.2** Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

6 Minutes of Meeting

- 6.1** The Secretary shall minute the proceedings and resolutions of the Committee, including recording the names of those present and in attendance.

- 6.2** The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

- 6.3** Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so (e.g. there is a conflict of interest).

7 Annual General Meeting

- 7.1** The Committee Chair shall attend the annual general meeting of the Company to answer any shareholder questions on the Committee's activities.

8 Duties

The Committee should carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate.

The Committee shall:

- 8.1** regularly review the structure, size and composition (including skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;

- 8.2** consider the length of service of the Board as a whole so that the membership of the Board is regularly refreshed;

- 8.3** ensure plans are in place for an orderly succession to Board and senior management positions and oversee the development of a diverse pipeline for succession;

- 8.4** ensure that appointments and succession plans are based on merit and objective criteria and, within that context, promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths;
- 8.5** keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 8.6** take an active role, working with human resources, in setting and meeting diversity objectives and strategies for the Company as a whole, and monitoring the impact of diversity initiatives;
- 8.7** take into account diversity of personal attributes in order to ensure the Board is comprised of individuals who display a range of social skills;
- 8.8** keep up to date and fully informed about strategic priorities and main trends and factors affecting the long-term success and future viability of the Company;
- 8.9** be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies, as and when they arise;
- 8.10** before any appointment is made by the Board, evaluate the balance of skills, experience and knowledge on the Board, and the future challenges affecting the business and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- 8.11** agree the process to be undertaken to identify, sift and interview suitable candidates for the role of the Board chair and non-executive directors, paying attention to how the interview process is conducted so that candidates from diverse backgrounds are not disadvantaged;
- 8.12** in identifying suitable candidates, the Committee shall:
 - 8.12.1** use open advertising or the services of external advisers to facilitate the search for the Board chair and non-executive directors;
 - 8.12.2** consider candidates from a wide range of backgrounds; and
 - 8.12.3** consider candidates on merit and against objective criteria and, within that context, promote diversity (as mentioned in 8.4 above), taking care that appointees have enough time available to devote to the position;
- 8.13** consider whether to set limits on the number and scale of other appointments that the Board chair and other non-executive directors may take;
- 8.14** for the appointment of a director, the Committee should prepare a job specification, including the time commitment expected. A proposed director's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;
- 8.15** prior to the appointment of a director, require the proposed appointee to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
- 8.16** ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;

- 8.17** ensure, in conjunction with the chair of the Board, that new directors receive a full, formal and tailored induction;
- 8.18** review the results of the Board performance evaluation process that relate to the composition of the Board;
- 8.19** review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
- 8.20** to oversee, with the chair of the Board, a formal and rigorous annual evaluation of the performance of the Board, its committees and individual directors and to determine with the chair whether the Board evaluation should be externally facilitated and, if so, the nature and extent of an external evaluator's contact with the Board, its committees and individual directors;
- 8.21** work and liaise, as necessary, with all other Board Committees;
- 8.22** consider and review the Board's policy on diversity on the Board, including gender, any measurable objectives that the Board has set for implementing the policy and progress on achieving those objectives; and
- 8.23** make recommendations to the Board, concerning:
 - 8.23.1** formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chairman and chief executive;
 - 8.23.2** suitable candidates for the role of Senior Independent Director;
 - 8.23.3** membership of the audit and remuneration committees, and any other Board committees as appropriate, in consultation with the chairman of those committees;
 - 8.23.4** the re-appointment of any non-executive director at the conclusion of their specified term of office or in accordance with the Company's articles of association or the Code, having given due regard to their performance and ability to continue to contribute to the Board and to the Company's long-term sustainable success in the light of the knowledge, skills and experience required;
 - 8.23.5** the re-election by shareholders of directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability to continue to contribute to the Board and to the Company's long-term sustainable success, in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board;
 - 8.23.6** any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company, subject to the provisions of the law and their service contract; and
 - 8.23.7** the appointment of any director to executive or other office.

9 Reporting Responsibilities

- 9.1** The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

- 9.2** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3** The Committee shall produce a report to be included in the Company's annual report about its activities, including:
- 9.3.1** the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
 - 9.3.2** how the evaluation of the Board has been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors, the outcomes and actions taken, and how it has or will influence Board composition;
 - 9.3.3** the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving those objectives; and
 - 9.3.4** the gender balance of those in the senior management and their direct reports.
- 9.4** Where an external search agency has been used in relation to appointments of the Board chair and the non-executive directors, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company or individual directors.

10 Other Matters

The Committee shall:

- 10.1** have access to sufficient resources in order to carry out its duties including access to the company secretariat for assistance as required;
- 10.2** be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.3** give due consideration to laws and regulations, including the general duties of directors set out in the Companies Act 2006, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate; and
- 10.4** arrange for periodic reviews of its own performance and at least annually review its constitution and these Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11 Authority

The Committee is authorised by the Board, in accordance with the Company's guidelines and at the Company's expense, in consultation with the Chair and the executive directors to:

- 11.1** seek and obtain outside legal or other independent professional advice on any matters within its terms of reference;
- 11.2** secure the attendance of other persons at its meetings, as and when considered necessary and appropriate; and
- 11.3** obtain the advice and assistance of any of the Company's executives provided their role in providing such advice and assistance is clearly separated from their role within the business.