

Helios Towers plc

(the “Company”)

Division of Responsibilities between Chair, Chief Executive Officer and Senior Independent Director

as approved 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 “**Group**” shall mean the Company together with its subsidiary undertakings.

1 Background

- 1.1 This document sets out the division of responsibilities between the roles of the Chair, Chief Executive Officer and Senior Independent Director of the Company in accordance with Provision 14 of the UK Corporate Governance Code 2018 (the “**Code**”).
- 1.2 Only the Board may change any of the provisions of this memorandum.

2 Role of the Chair

- 2.1 The Chair leads the Board and is responsible for its overall effectiveness in directing the Company.
- 2.2 The Chair is not responsible for the day-to-day management of the Group.

3 The Chair’s Responsibilities

- 3.1 **Effective meetings:** To run the Board effectively by ensuring meetings are scheduled well in advance and with appropriate frequency, and to ensure that the Board agenda is forward-looking and reflects the important issues facing the Group, with an emphasis on strategy, performance, value creation, culture, stakeholders and accountability.
- 3.2 **Evaluation:** To ensure the frequency and depth of evaluation of the performance of the Board and its committees is in compliance with best practice and appropriate action is taken on the results of any such evaluation. To determine with the Nomination Committee whether the Board evaluation should be externally facilitated.
- 3.3 **Board composition:** To ensure, with the support of the Nomination Committee, that an appropriate balance is maintained on the Board as regards the number of executive and non-executive directors with the skills, experience and knowledge to provide effective guidance, challenge and oversight to the Board and the executive management team.
- 3.4 **Diversity:** To ensure that both 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.
- 3.5 **Succession:** To ensure that clear and timely Board and Board committee succession plans are in place.
- 3.6 **Delegation:** To ensure there is appropriate delegation of authority from the Board to executive management.

- 3.7 **Director interactions:** To promote culture of openness and debate and foster relationships based on trust, mutual respect and open communication between non-executive directors and the executive team in particular by facilitating the effective contribution of non-executive directors, and ensuring constructive relations between the members of the Board, that provide a genuine check and balance on the executive directors, and holds them accountable.
- 3.8 **Information:** To ensure, with the support of the Company Secretary, the Board receives accurate, clear and timely information to support sound decision-making and enable individual directors to fulfil their duties as directors, particularly their challenge function.
- 3.9 **Board procedures:** To ensure, with the support of the Company Secretary, compliance with Board approved procedures, such as the schedule of matters reserved to the Board and the terms of reference of each of the Board committees, and to ensure that they are reviewed by the Board at least annually.
- 3.10 **Meetings with NEDs only:** To hold meetings with the non-executive directors without executive directors or senior management present from time to time and to facilitate a full and frank airing of views.
- 3.11 **New directors:** To ensure, with the support of the Director of Sustainability and Organisational Development and the Company Secretary, that new directors are provided with a full, formal and tailored induction programme on joining the Board and guidance and mentoring.
- 3.12 **Director responsibilities:** To ensure that all directors are aware of their responsibilities.
- 3.13 **Director training:** To ensure, with the support of the Director of Sustainability and Organisational Development and the Company Secretary, that the development and on-going training needs of individual directors and the Board as a whole are reviewed regularly and agreed and that all directors continually update their skills, knowledge and familiarity with the Company.
- 3.14 **Relationship with the Chief Executive Officer and executive team:** To gain a detailed understanding of the business by forming effective relationships with the Chief Executive Officer and other executive directors and to maintain a dialogue with the Chief Executive Officer on the implementation of the business strategy agreed by the Board, as well as important issues facing the Group.
- 3.15 **Business plan:** To ensure that the Board reviews continuously all key metrics in line with the agreed business plan and ensure that the important, complex and contentious issues facing the Group are tested.
- 3.16 **Risks:** To ensure that the Board determines the nature and extent of significant risks the Company is willing to embrace in implementation of its strategy.
- 3.17 **Support for the Chief Executive Officer and executive team:** To provide advice, support and leadership to the Chief Executive Officer and guidance as appropriate to other key senior management across the business.
- 3.18 **Shareholder communication:** To ensure effective communication by the Group with its shareholders and engage directly and regularly with major shareholders to understand their views on governance, remuneration and performance against the Company's strategy.
- 3.19 **Understanding of shareholder views:** To ensure that the Board as a whole has a clear understanding of the views of shareholders.

- 3.20 **Stakeholders:** To represent the Company to its key stakeholders and ensure that the Board listens to and understands the views of the workforce, customers and other key stakeholders and to set up and review the effectiveness of engagement with stakeholders.
- 3.21 **Representation at the AGM:** To arrange for all directors to attend the Company's annual general meeting and to encourage the chairs of the audit, remuneration and nomination committees to make a statement on the activities of the committee over the year and to be available to answer questions at the Company's AGM.
- 3.22 **Conduct and standards of behaviour:** To oversee the development of the Group's business culture and standards in relation to the conduct of business and the behaviour of staff.
- 3.23 **Annual report:** To report on Board leadership and effectiveness in the annual report.
- 3.24 **Objectivity:** To demonstrate objective judgement throughout their tenure.
- 3.25 **Governance processes:** To periodically review whether the Board and the Company's governance processes are fit for purpose and to consider any improvements or initiatives that could strengthen the Company's governance.
- 3.26 **Committees:** To ensure that committees are properly structured and that their membership is periodically refreshed and that sufficient time is allowed for committees to report to the Board.

4 Role of the Chief Executive Officer

The Chief Executive Officer reports to the Chair and to the Board directly and is responsible for all executive management matters of the Group.

5 The Chief Executive Officer's Responsibilities

- 5.1 **Management:** To manage the Group on a day-to-day basis within the authority delegated by the Board.
- 5.2 **Strategy and operations:** To develop and propose Group strategy, annual budget and business plans and commercial objectives to the Board, having regard to the Company's responsibilities to its shareholders and the Group's responsibilities to its suppliers, customers, employees and other stakeholders.
- 5.3 **Executive team:** To lead the executive management team in the day-to-day management of the Group to pursue the successful achievement of the Group's commercial objectives and execution of strategy, as approved by the Board.
- 5.4 **Capital expenditure:** To examine all business investments and major capital expenditure proposed by the Group and make recommendations to the Board of those which in a Group context are material either by nature or cost.
- 5.5 **Acquisitions and disposals:** To identify and execute acquisitions and disposals subject to formal Board approval.
- 5.6 **Risk:** To manage the Group's risk profile in line with the risk appetite approved by the Board and to ensure that appropriate internal controls are in place.
- 5.7 **Performance:** To review regularly the Group's financial and operational performance and ensure remedial action is taken promptly to address issues arising.

- 5.8 **Board decisions:** To ensure, with the executive management team, that Board decisions are implemented effectively and that significant decisions made by the executive management team are communicated to the Board in line with authority proposals.
- 5.9 **Provision of information:** To ensure the executive management gives appropriate priority to providing accurate, clear and timely reports to the Board as well as the necessary resources for the Board to develop and update its knowledge and capabilities and access to company operations and members of the workforce. To ensure the Board knows the views of senior management on business issues in order to improve the standard of discussion in the Boardroom.
- 5.10 **Interactions with Chair and Board:** To maintain a dialogue with the Chair and the Board on important and strategic issues facing the Group.
- 5.11 **Support for the Chair:** To support the Chair to make sure appropriate standards of governance are met throughout the organisation.
- 5.12 **Contentious / sensitive issues:** To ensure the Chair is alerted to potential contentious or sensitive issues affecting the Group.
- 5.13 **Remuneration:** To make recommendations on remuneration policy, executive remuneration and terms of employment for the executive management teams.
- 5.14 **Succession and diversity:** To advise and make recommendations in respect of management succession planning for the executive team and ensure that the Company and Group develop strategies and make plans for the succession and replacement of key personnel, with regard to amongst other things, the need to promote diversity.
- 5.15 **Development:** To ensure that the development needs of the executive directors and senior management are identified and met.
- 5.16 **Acting within authority:** To ensure, with the support of the Company Secretary, that the executive team complies with the terms on which matters are delegated by the Board and the terms of reference of Board committees and to ensure matters outside the authority of the executive team are escalated to the Board.
- 5.17 **Shareholders:** To be the primary relationship with institutional shareholders and ensure effective communication with all shareholders and that appropriate, timely and accurate information is disclosed to the market, with issues escalated promptly to the Board where appropriate.
- 5.18 **Regulators:** To be the primary contact with the Group's regulators and to foster an open and honest relationship with the regulators and compliance with prudential and conduct requirements.
- 5.19 **Policies:** To oversee the development of Group policies for Board approval and implementation of them, including on anti-bribery and corruption, MAR, disclosure and communications.
- 5.20 **Culture:** To promote a Group culture that fosters a prudent, safe and sound business that has long term sustainability and that conducts itself with appropriate standards and behaviours.
- 5.21 **Workforce culture:** To set an example to the Company's workforce and to communicate to the workforce expectations in terms of culture and ensure operational policies and practices drive appropriate behaviour.

5.22 **Workforce engagement:** To ensure the Board is made aware of views gathered via workforce engagement.

5.23 **Procedures and controls:** To ensure procedures and controls are in place to ensure compliance with key Group policies including, but not limited to, insider information, share dealing, whistleblowing, anti-bribery, anti-money laundering, risk management and conduct risk generally.

5.24 **Attitude:** To be open, honest and transparent and willing to engage in constructive challenge and debate with the non-executive directors.

6 Role of the Senior Independent Director

6.1 The role of the Senior Independent Director is to provide a sounding board for the Chair and to act as an intermediary for the other directors and the shareholders.

7 The Senior Independent Director's responsibilities to shareholders

7.1 To be available to shareholders if they have concerns which contact through the normal channels of Chair, Chief Executive Officer or other executive directors has failed to resolve or for which such contact is inappropriate.

7.2 To attend sufficient meetings with and listen to the views of major shareholders to help to develop a balanced understanding of the issues and concerns of major shareholders.

7.3 To serve as an intermediary for shareholders when necessary.

8 The Senior Independent Director's responsibilities to the Chair and other Directors

8.1 To provide a sounding board for the Chair.

8.2 To serve as an intermediary for the other directors, when necessary.

8.3 To chair the Nomination Committee when it is considering succession to the role of Chair of the Board.

8.4 To lead the process for evaluating the performance of the Chair, including a meeting of the other non-executive directors without the Chair present at least once a year to appraise the Chair's performance and taking into account the views of the executive directors.

8.5 To lead meetings of the other non-executive directors without the Chair present whenever deemed necessary.

8.6 To work with the Chair and the other directors and/or the shareholders as appropriate to resolve significant issues.

8.7 To serve on committees of the Board as required to improve their knowledge of company governance.

8.8 To provide feedback to the Board on the independent non-executive directors' collective views on the following:

8.8.1 the perceived quality of the relationship between the Chair and the Chief Executive Officer;

8.8.2 the degree of openness between the Chief Executive Officer and the Board;

8.8.3 the visibility of checks and balances within the executive directors' team; and

8.8.4 whether all questions asked by the non-executive directors have been adequately addressed.