

The Company is monitoring closely the evolving COVID-19 situation and public health concerns in the United Kingdom and elsewhere and will continue to have regard to developments over the coming weeks ahead of the General Meeting. However, given the UK Government's current guidance on social distancing and restrictions on public gatherings, shareholders are strongly encouraged not to attend the General Meeting in person. In the event that it becomes necessary or appropriate to revise these arrangements for the General Meeting, the Company will issue a further communication via a regulatory information service and the Company's website at www.heliostowers.com/investors. Shareholders may submit questions in advance of the General Meeting via email to investors@heliostowers.com.

Form of Proxy - General Meeting to be held on 4 June 2021



Cast your Proxy online...**It's fast, easy and secure!**
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917204

SRN:

PIN:



View the 2021 Circular online: www.heliostowers.com/investors/omantel-tower-portfolio-acquisition

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 2 June 2021 at 12.00 pm.**

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. As noted in the Notice of General Meeting, shareholders are strongly encouraged to appoint the Chair of the General Meeting as their proxy, which will ensure their votes are cast in accordance with their wishes, even where the shareholder, or any other person they might appoint as proxy, is unable to attend the meeting in person. Shareholders may also appoint one or more persons other than the Chairman of the General Meeting to be their proxy or proxies to exercise all or any of their rights at the General Meeting and such a proxy need not also be a Shareholder of the Company. **If you appoint someone other than the Chairman of the General Meeting as your proxy then, currently, your proxy may not be able to attend and vote on your behalf at the meeting.**
2. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001. Where more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to a different share or shares held by that shareholder.
5. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 703 6049 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
6. Any alterations made to this form should be initialled.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy



Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of Helios Towers plc to be held at **Linklaters LLP, One Silk Street, London EC2Y 8HQ** on **4 June 2021** at **12.00 pm**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Resolution

1. **THAT** the proposed acquisition by the Company of all of the issued share capital of a newly incorporated holding company into which passive tower infrastructure assets representing 2,890 sites will be contributed by Oman Telecommunications Company (S.A.O.G) (the "**Acquisition**", which is a "Class 1 transaction" under the Listing Rules), on the terms and subject to the conditions as set out in the Acquisition Agreements (as summarised and defined in the circular to shareholders dated 19 May 2021 (the "**Circular**")), be and is hereby approved and the directors of the Company (the "**Directors**") (or a duly authorised committee of the Directors) be and are hereby authorised to waive, amend, vary or extend any of the terms of the Acquisition Agreements (provided that any such waivers, amendments, variations or extensions are not of a material nature) and to do all such things as they may consider to be necessary or desirable to implement and give effect to, or otherwise in connection with, the Acquisition and any matters incidental to the Acquisition.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

EXT 0822

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HST

