

# Interim Financial Statements 30 June 2017



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# OPERATING AND FINANCIAL REVIEW



Revenue

**US\$169m**

**41% increase**  
from 6 months to 30 June 2016

The income from services provided utilising the Group's tower infrastructure

Adjusted EBITDA

**US\$56m**

**72% increase**  
from 6 months to 30 June 2016

Operating loss for 6 months ended 30 June 2017 was (\$21m) (30 June 2016: (\$9m))

Total sites

**6,501**

**18% increase**  
from 30 June 2016

The locations at which we own or manage infrastructure and provide services for one or more customers

Total colocations

**5,966**

**26% increase**  
from 30 June 2016

The sharing of tower space by multiple customers or technologies on the same tower

Tenancy ratio

**1.92x**

**3% increase**  
from 30 June 2016

The total number of tenancies divided by the total number of towers as of a given date representing the average number of tenants per site within our portfolio

**“We are continuing to deliver against our strategic priorities driving revenues by securing more tenancies and improving our tenancy ratio. We remain focused on driving continued growth, both organically and through selective acquisition opportunities that enable us to expand our coverage, increase co-locations and further consolidate our market-leading positions in the fast-growing telecommunications sector.**

**“We continue to make progress with our Business Excellence Programme, enhancing our performance and the service we offer to our customers, who rely on us to provide the crucial infrastructure to support their high customer service targets.”**

**Kash Pandya, Chief Executive Officer**

## FORWARD LOOKING STATEMENTS

**Certain statements included herein may constitute forward-looking statements. 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”, or “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 the quarterly report and include statements regarding our intentions, beliefs or current expectations concerning, amongst other things, our results in relation to operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. 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.**

Forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in these financial statements. In addition, even if our results of operations, financial condition and liquidity and the development of the industry in which we operate are consistent with the forward-looking statements contained in the quarterly report, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that could cause those differences include, but are not limited to:

- a reduction in the creditworthiness and financial strength of our tenants;
- increases in operating expenses;
- the ability of third-party contractors to perform in accordance with contractual terms and specifications;
- failure to protect our ground leases or renew these leases when they come due;
- the effects of potential consolidation or competition in the telecommunications tower industry in the countries in which we operate;
- technological changes in cellular and other telecommunications equipment used by our tenants;
- liquidated damages provisions contained in our site agreements;
- our inability to successfully execute our growth business strategy, which depends on factors outside our control;
- the competition in the telecommunications tower industry may create pricing pressure;

- foreign exchange risks;
- failure to construct build-to-suit towers due to factors outside our control;
- our ability to raise additional financing and to generate sufficient cash to service our debt and to control and finance our capital expenditures and operations;
- our ability to maintain our licenses and permits for our towers and other licenses and permits necessary for the conduct of our business;
- local community opposition;
- a reduction in demand for our services;
- the effects of changes in laws and regulations;
- liability under environmental laws;
- unforeseen damage for which our insurance may not provide adequate coverage;
- dependence on our ability to recruit, train, retain and motivate key employees;
- the effect of perceived health risks from radio emissions;
- the effect of disputes, material litigation and other legal proceedings;
- violations of anti-corruption laws, sanctions and regulations;
- unpredictable changes in the relevant tax systems;
- general political and economic conditions, including changes to the global, regional or domestic economy affecting our costs of financing and operations; and
- our success at managing the risks of the above factors and the other financial, business and operating risks referred to elsewhere in these financial statements. In light of these risks, uncertainties and assumptions, the forward-looking events described in the quarterly report may not occur.

These forward-looking statements speak only as of the date of the quarterly report. We do not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to either us or to persons acting on our behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in the quarterly report.

## STATISTICAL AND NON-IFRS MEASURES

We have included in the quarterly report statistical data relating to our business, such as the number of sites, number of tenancies and tenancy ratio. We have described the manner in which we calculated this data in the quarterly report. This data is derived from management estimates and is not part of our consolidated financial statements and has not been audited by auditors. You should note that other companies in the telecommunications tower industry may calculate and present this data in a different manner and, therefore, you should use caution in comparing our data with data presented by other companies, as the data may not be directly comparable.

Adjusted EBITDA, as well as the related ratios and certain measures, including leverage, interest coverage, gross debt and net debt, presented in these financial statements are supplemental measures of our performance and financial position that are not required by, or presented in accordance with, IFRS. We define “Adjusted EBITDA” as loss for the period, adjusted for loss for the period from discontinued operations, additional tax, income tax, finance costs, other gains and losses, investment income, loss on disposal of property, plant and equipment, amortisation and impairment of intangible assets, depreciation and impairment of property, plant and equipment, deal costs relating to unsuccessful tower acquisition transactions or successful tower acquisition transactions that cannot be capitalised, and exceptional items. Exceptional items are material items that are considered exceptional in nature by management by virtue of their size and/or incidence. Adjusted EBITDA is not a measurement of financial performance or liquidity under IFRS and should not be considered as an alternative to net profit, income from operations or any other performance measures derived in accordance with IFRS or as an alternative to cash flow from operating activities as a measure of liquidity. In addition, Adjusted EBITDA is not a standardised term and as a result, a direct comparison between companies using such term may not be possible.

We include as “capital expenditures” the additions of property, plant and equipment. Capital expenditures is not a standardized term, hence, a direct comparison between companies using such a term may not be possible. We define “maintenance capital expenditures” as capital expenditures for

periodic refurbishments and replacement of parts and equipment to keep existing sites in service.

We define “gross debt” as our total borrowings (non-current loans and current loans) excluding unamortised loan issue costs. We define “net debt” as our gross debt less cash and cash equivalents. Gross debt and net debt are not measurements of financial position under IFRS and should not be considered as alternatives to total debt outstanding, total liabilities or any other performance measure derived in accordance with IFRS. In addition, gross debt and net debt are not standardised terms, hence, a direct comparison between companies using such terms may not be possible.

We define “adjusted EBITDA margin” as Adjusted EBITDA divided by revenue.

Each of Adjusted EBITDA, gross debt, net debt and each other non-IFRS financial measure has limitations as an analytical tool, and you should not consider any of them in isolation from, or as a substitute for, analysis of our financial condition or results of operations, as reported under IFRS. For example, some of the limitations with respect to Adjusted EBITDA are:

- it does not reflect cash outlays for capital expenditures or contractual commitments;
- it does not reflect changes in, or cash requirements for, working capital;
- it does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments on indebtedness;
- they do not reflect income tax expense or the cash necessary to pay income taxes;
- although depreciation and amortisation are non-cash charges, the assets being depreciated and amortised will often have to be replaced in the future and Adjusted EBITDA does not reflect the cash requirements for such replacements; and
- other companies, including companies in our industry, may calculate these measures differently than as presented in these financial statements, limiting the usefulness of these measures for comparative purposes.

Accordingly, undue reliance should not be placed on Adjusted EBITDA or the other non-IFRS financial measures contained in the quarterly report.

**We are the sole independent telecommunications tower infrastructure company and own and operate more tower sites than any other operator in each of Tanzania, Democratic Republic of Congo, or DRC, and Congo Brazzaville. We are also a leading operator in Ghana with a strong urban presence. Our principal business is owning and operating telecommunications towers and related passive infrastructure in order to provide tower site space and related services to large mobile network operators, or MNOs, and other telecommunications providers which in turn provide wireless voice and data services, primarily to end-user subscribers.**

We provide our customers with opportunities to use space on existing towers alongside other telecommunications providers known as colocation, or to commission new towers for construction to the customer's specifications, known as build-to-suit. We also offer comprehensive tower-site related operational services, including site selection, site preparation, maintenance, security and power management.

Founded in 2009, we closed our first major African tower portfolio acquisition in 2010 when we acquired Tigo's towers in Ghana.

Over the next six years, we closed five more major tower portfolio acquisitions, the most recent being the acquisition of 967 towers from Airtel in DRC in 2016. As a result, we now operate a geographically diverse business in Tanzania, DRC, Congo Brazzaville and Ghana. We were the first independent tower company to enter each of our markets, and entered each in a manner designed to build committed long-term relationships with our key MNO

customers to provide a sustainable platform for long-term revenue and margin growth. After seven years of successful geographic expansion, we are now focused on leveraging these and other customer relationships to optimise our existing tower portfolios and grow our revenue and margins by adding tenancies, primarily through colocation but also strategic build-to-suit and in-market bolt-on acquisitions.

We provide space on our towers and related services under individual site agreements governed by long-term master lease agreements, or MLAs, of typically 10 to 15 years in duration, with provision for subsequent multiple renewals. The fees our customers pay under these long-term MLAs are typically indexed to a consumer price index, or CPI, and fuel and electricity prices to allow for escalation over the life of the agreement and provide a partial hedge against inflation and diesel and electricity prices, which are strongly correlated with the U.S. dollar.

We believe our geographically diverse tower portfolios, leading market positions, committed long-term customer relationships, experienced management team and strong operational capabilities leave us well positioned to capitalise on what we expect to be continued high demand for space on existing and new tower sites in our fast-growing markets. We plan to meet this demand primarily by adding colocation tenancies to our existing tower portfolios. Additional colocations are highly accretive to our operating margins, adding significant incremental revenue without requiring a significant increase in operating expense and typically requiring minimal capital expenditure.

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## WHO WE ARE

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## MATERIAL RECENT DEVELOPMENTS

### Vodacom Buyout

In February 2017 Vodacom Tanzania, HTA Holdings, Ltd and Helios Towers Tanzania entered into an agreement pursuant to which HTA Holdings, Ltd acquired a portion of the shareholder loan advanced by Vodacom Tanzania to HTT Infraco, a subsidiary of Helios Towers Tanzania, for US\$30 million in cash. Under the same agreement, HTA Holdings, Ltd received an option up to and including March 31, 2018 to acquire Vodacom Tanzania's shares in Helios Towers Tanzania and the remaining outstanding shareholder loan and accrued interest thereon. It is anticipated that the acquisition of such shares and outstanding loan amounts will be completed in 2017, following Fair Competition Commission approval which is currently being sought.

### Zantel Acquisition

During September 2016, we executed a sale and purchase agreement with Zanzibar Telecom Ltd ("Zantel"), pursuant to which we agreed to acquire 185 tower sites in mainland Tanzania (the "Zantel Acquisition") for approximately US\$6.7 million. We have also agreed to provide space on these towers (as well as other existing towers already owned by the Company) to Zantel under an MLA executed concurrently with the signing of the purchase and sale agreement. The closing of the Zantel Acquisition is subject to customary closing conditions, and is currently expected to occur in the second half of 2017. We intend to use a portion of the Bond proceeds to fund the purchase price of the Zantel Acquisition and approximately US\$3.9 million in related decommissioning and upgrade capital expenditures. Fair Competition Commission approval was granted in Q1 2017. On 8 September 2016, HTT Infraco and Zanzibar Telecom Ltd ("Zantel") signed a sale and purchase agreement for the acquisition of 185 tower sites in mainland Tanzania (the "Zantel Acquisition") for approximately US\$6.7 million. On 28 July 2017, HTT Infraco Limited completed its first close, acquiring 85 mainland towers sites from Zantel.

### Tanzanian IPO

Pursuant to the Electronic and Postal Communications Act of 2010 (the "EPOCA") as amended by the Finance Act, No. 2 of 2016 and further amended by the Finance Act in June 2017, each person holding a licence to provide network facilities in Tanzania before July 1, 2016 such as HTT Infraco, the primary

operating subsidiary in Tanzania, is required to offer shares equal to at least 25% of its total share capital to Tanzanian citizens on the Dar es Salaam Stock Exchange by no later than December 31, 2016. To that end HTT Infraco provided a draft prospectus to the CMSA on December 29, 2016, whereby HTT Infraco proposed to carry out an initial public offering of 25% of its total enlarged issued share capital. On February 1, 2017, HTT Infraco made an interim application to the CMSA, and submitted revised draft prospectus. As part of its preparation for the initial public offering and commitment to comply with the law, HTT Infraco is undertaking a capital reorganisation to transform the Company into one that is able to conclude a successful IPO. HTT Infraco has spent US\$1.6 million on IPO related costs. HTT Infraco has therefore engaged in discussions with the CMSA and the Tanzania Communications Regulatory Authority ("TCRA") with a view to allowing for such reorganisation to take place before the listing. While the CMSA and TCRA have not been willing to provide a formal deferment of the EPOCA requirements, they have been engaged in discussions with HTT Infraco on the inherent difficulties of listing the shares in HTT Infraco in its current corporate state and within the timeline set.

### Millicom stake sale plans

Millicom Holding, B.V. has informed us that it is seeking a purchaser for its current 22.83% equity interest in us and has begun a process to identify a purchaser. The shareholder agreement by and among us and our principal shareholders contains restrictions on to whom Millicom Holding, B.V. may transfer its interest. Without the prior written consent of 90% of the equity interest held by our other shareholders, Millicom Holding, B.V. cannot transfer its interest in us to, among others, (i) entities with significant participation in the telecommunication tower industry or (ii) entities that are named on certain lists promulgated by the United Nations Security Council and the World Bank or are otherwise the target of economic sanctions administered by the Office of Foreign Assets Control of the U.S. Department of the Treasury. Other prohibited transferees include certain individuals or entities entrusted with prominent public functions. No assurance can be given that Millicom Holding, B.V. will successfully identify a purchaser or complete a sale of its interest in us.

**The following discussion and analysis is intended to assist in the understanding and assessment of the trends and significant changes in our results of operations and financial condition.**

Historical results may not indicate future performance.

Some of the information in this section, including information in respect of our plans and strategies for the business, contains forward-looking statements that involve risk and uncertainties and is based on assumptions about our future business.

Actual results could differ materially from those contained in such forward-looking statements as a result of a variety of factors.

The following discussion should be read in conjunction with the consolidated financial statements, including accompanying notes, appearing elsewhere in the quarterly report.

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**MANAGEMENT'S  
DISCUSSION  
AND ANALYSIS  
OF FINANCIAL  
CONDITIONS  
AND RESULTS  
OF OPERATIONS**

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## FACTORS AFFECTING OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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**Our financial condition, results of operations and liquidity have been influenced in the quarters discussed in these financial statements by the following events, facts, developments and market characteristics. We believe that these factors are likely to continue to influence our operations in the future.**

### **Growth in the number of tenancies**

Our revenue is primarily driven by the number of tenancies across our site portfolio. We increase our number of tenancies in three ways: by adding colocations, by acquiring sites with existing tenancies and by means of build-to-suit construction of sites following a customer order.

### **Colocations**

Colocations are at the centre of our business model since they allow us to grow revenue and improve operating margins without significant additional capital expenditures. As of 30 June, 2017, we operated 6,501 total sites with 12,467 tenancies, reflecting a tenancy ratio of 1.92x. We have also recently entered into a number of new agreements with our customers regarding future colocation opportunities.

While additional colocations are accretive to our revenue, certain of our contractual arrangements provide discounts to anchor tenants as additional colocations occur on the respective towers, which may result in an incremental decrease in our average service rate per tenancy. However, because a significant portion of our direct operating costs at a tower site are fixed in nature, the addition of colocation tenancies incrementally improves our overall Adjusted EBITDA. As a result, our revenue for any fiscal period is affected not only by the number of tenancies during the period, but also by the mix of tenancies between anchor tenancies and colocations within our portfolio.

### **Acquisition of site portfolios**

Historically, we have increased the size of our site portfolio through the acquisitions of new site portfolios, which generate additional fees and, in most instances, the ability to add colocations. We acquire existing site

portfolios only when they meet our internal criteria, which include, among others, return on investment, the potential for future colocations, ease of ground leasing or purchasing land for sites, ease of community approvals, and the credit strength of the potential anchor tenant. We acquired an additional 967 sites in July 2016, primarily from a subsidiary of Airtel in DRC. Generally, the extent to which we can increase revenue and add colocations on our acquired sites depends on the fees payable for, and the existing tenancy ratio of, each acquired site. Our acquired site portfolios are often composed primarily of towers with a single anchor tenancy, which may deliver lower immediate margins compared to site portfolios with a higher tenancy ratio. We believe that such site portfolios are often available for purchase at more compelling valuations and include the potential for us to leverage our other customer relationships and operational expertise to attract incremental colocation tenancies.

Furthermore, our acquisition strategy of seeking site portfolios that are available at relatively lower purchase prices allows us the flexibility to set service rates at market levels that are attractive to our customers, which we believe reduces the risk of renegotiation upon contract expiration.

### **Build-to-suit construction**

We also capitalise on our existing relationships with top-tier telecommunications operators in order to drive organic growth through build-to-suit tower construction. We pursue build-to-suit construction only where it provides an attractive return derived from an anchor tenant of good credit strength, which allows us to manage the timing and amount of associated capital expenditures. We also complete an extensive site analysis prior to agreeing to the construction of a new site to ensure that the site is attractive for additional colocation tenancies.

The addition of tenancies through the acquisition of sites, the construction of our build-to-suit sites and the addition of colocations on these sites increases our revenue. However, tenancies and their associated revenue may be affected by cancellations of existing site agreements. Most of our site agreements with operators are non-cancellable; however, a site agreement may, in some instances, be cancelled upon the payment of a termination fee.

### **Contractual rate escalations to mitigate against volatility of primary Cost Components**

We often include annual contractual escalators in our site agreements to mitigate against inflation risk and volatility in diesel prices and electricity prices. The service fees payable by our customers under our MLAs are typically split into power and non-power Service rate components. Although we remain exposed to inflation and diesel and electricity price volatility in certain instances, we have significantly reduced our exposure to the volatility inherent to these critical costs, which helps us better predict future cash flows and plan for capital expenditures.

The contractual escalators related to inflation are typically linked to CPI in the countries in which we operate or that of the United States, depending on the underlying currency denomination of the fee, and typically are applied once per year based on the preceding 12-month period for the succeeding 12 months. As a result, the escalation of contracted rates is likely to increase our revenue on an annual basis, but because rate escalations are made annually, we may be subject to shorter periods within a fiscal year when our underlying costs have increased in price but our contract rates have not adjusted upwards.

Additionally, we utilize power escalation clauses in our site agreements to serve as a natural hedge, although there may be a time lag, by providing pass-through provisions in relation to increased diesel and electricity prices. The contractual escalators related to diesel and electricity provide for monthly, quarterly or annual increases for the succeeding same-length period in a corresponding amount to increases in the local unit prices for fuel and usage of the electric grid. Because a significant portion of our power escalation clauses adjust quarterly, we are less subject to periods where our cost of diesel and electricity has increased locally without comparable contract rate increases.

### **Cost and consumption of diesel**

Fluctuations in the price of oil and changes in foreign exchange rates affect the price of diesel, which is our largest single direct operating expense. The direct effect of falling oil prices is lower input costs, with the degree of reduction dependent on both foreign exchange effects (given we pay for diesel in the currency of the countries in which we operate) and our diesel requirements.

Unpredictable or rising costs of oil are likely to affect (positively or negatively) our operating expenses and financial condition. However, we utilize power escalation provisions in many of our site agreements to mitigate our exposure to fluctuations in oil prices.

In addition to changes in the price of diesel and our usage of the electric grid, our results of operations are affected by our efforts to reduce our overall diesel consumption by targeted investment in power system solutions to more efficiently provide power to the sites, including the use of hybrid and AC/DC generators and low power solar systems. The majority of our MLAs have adjustments linked to diesel unit price movements, with adjustments being made periodically (quarterly or annually) to the fuel portion of the lease rates. The variations of the volume of fuel consumed on site are not passed through to the customer and therefore reductions in the quantum of fuel used will result in cost savings contributing directly to our Adjusted EBITDA.

Our development of power system solutions is most developed in Tanzania and Ghana, and we will continue our efforts to reduce diesel consumption and utilize electricity as a less expensive source of power in addition to continuing to develop such alternative power solutions in DRC and Congo Brazzaville.

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## **FACTORS AFFECTING OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

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**FACTORS  
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**Contract damages**

Many of our long-term site agreements contain liquidated damages provisions in the event that we fail to meet the performance standards under our SLA. Our liquidated damages provisions generally require us to make a payment to the customer, most often by means of set-off against service fees payable by the customer, if we fail to uphold a specified level of uptime and service quality.

Beginning in the third quarter of 2015, our new management team implemented an Operational Excellence Program focused on process improvements to avoid a recurrence of liquidated damage payments. As a result, the operational difficulties that led to the incurrence of liquidated damages in 2015 have been corrected, and we have not incurred any significant liquidated damages under our contracts during the quarter ended 30 June 2017.

**Changes in network coverage and new technology in the Countries in which we operate**

Our customers' demand for additional tenancies on our tower sites is necessarily dependent on the changes and development of network coverage and new technologies in the countries in which we operate. Due to substantial population growth, urbanization and the growing dependency on mobile communications in the countries in which we operate, we anticipate significant growth in mobile penetration. For an MNO to expand its network and improve quality as subscribers, data usage and MOU increase, it must maintain effective capacity to ensure network stability and a lack of congestion. This in turn requires that MNOs increase their PoS, either by locating additional antennae equipment on existing towers or by building new towers to ensure greater network coverage and density. We expect an increasing need for further PoS to accommodate new areas of 2G coverage where coverage was previously unavailable and also to meet the range and capacity requirements of certain wireless technologies in more densely populated urban areas.

**Currency volatility and foreign exchange**

We consider revenue to be U.S. dollar-based where (i) revenue is both denominated and paid in U.S. dollars or (ii) although revenue is denominated in U.S. dollars in the relevant contract, the amount of local currency due is determined by reference to the U.S. dollar amount invoiced and paid at the spot rate for the purchase of U.S. dollars with the applicable currency at the time of the invoice. Our customer contracts in Tanzania and DRC are primarily U.S. dollar-based.

However, especially in Ghana, we have contracts denominated and settled in local currency, exposing us to local currency exchange rate fluctuations. Where our MLAs are denominated in U.S. dollars, we benefit from a hedge against the currency volatility described above, including in DRC, which is primarily a dollarized economy, with all site agreements denominated in U.S. dollars and payments made in U.S. dollars. The exchange rate between the U.S. dollar and the Ghanaian cedi has experienced recent volatility; however, Ghana's exchange rate outlook is expected to stabilize following an improving economic backdrop. Our customer contracts in Congo Brazzaville are primarily denominated in the Central African franc, which is pegged to the euro, allowing for a set euro exchange ratio.

While capital expenditures are predominantly paid in U.S. dollars, the majority of operating expenses are typically paid in the local currencies in which we operate. Accordingly, we are subject to fluctuations in the rates of currency exchange. However, our use of escalation provisions tied to local currency CPI and diesel and electricity prices mitigates our exposure to local currency volatility.

Additionally, certain operating expenses, such as U.S. dollar-denominated debt interest payments, certain maintenance contracts, limited remuneration payments to expatriate staff, some insurance and certain travel expenses are paid in U.S. dollars. During the period ended 30 June, 2017, 59% of our revenue was U.S. dollar-based or in currencies pegged to the Euro and 14% of our local currency was linked to the prices of fuel and electricity, which are strongly correlated with the U.S. dollar. Moreover, the local currency and fuel price linked components of our MLAs largely off-set local currency and fuel or electricity cost.

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**FACTORS  
AFFECTING  
OUR FINANCIAL  
CONDITION  
AND RESULTS  
OF OPERATIONS**

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## **FACTORS AFFECTING COMPARABILITY OF RESULTS OF OPERATIONS**

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**The factors listed below and their impact on our financial condition, results of operations and liquidity may affect the comparability of the quarters presented in these financial statements and may also impact the comparability of our results of operations in future years with historical results of operations.**

### **Completed acquisitions**

From time to time, we seek strategic acquisitions of existing tower portfolios that meet our internal criteria as they come to market. We acquired an additional 967 sites during 2016, primarily from Airtel in DRC. The tower portfolios we purchase generally have at least an existing anchor tenant and thus our acquisitions provide immediate revenue and the opportunity to increase revenue and margins by generating colocations following the date of completion. Similarly, our acquired portfolios result in increased cost of sales attributable to diesel costs, fuel costs, maintenance and security costs, and the increase to our overall asset base results in larger depreciation charges in future periods. Our past acquisition activity and continued pursuit of strategic acquisitions may affect the comparability of results on a period-to-period basis for the historical results of operations included in these financial statements and future periods with historical results of operations.

### **Airtel ancillary agreements**

In 2016, we executed two ancillary agreements with subsidiaries of Airtel related to our tower portfolio acquisition in DRC. First, our DRC operating subsidiary entered into an agreement whereby Airtel DRC provided us a right of first refusal to construct all of its build-to-suit tower requirements in DRC over the next five years in exchange for a US\$20 million payment. Second, we entered into a non-compete agreement with the Airtel Group in DRC and Congo Brazzaville, whereby Airtel agreed not to compete with us in DRC or Congo Brazzaville for one year from the date of first closing of our portfolio acquisition (July 7, 2016) and for which we issued shares with a fair value of US\$30 million. We recognised each of the right of first refusal and the non-compete agreement as an intangible asset to be amortised on a straight-line basis over its useful life, with such amortisation recorded as a component of administrative expense.

**Revenue**

Our revenue accrues substantially from fees received for the provision of space on our telecommunication sites and the provision of services to third parties.

**Cost of sales**

Our cost of sales are comprised of electricity costs, diesel costs, ground lease rental costs, insurance, field service, maintenance and security costs, site depreciation and other operational expenditures.

**Gross profit**

Gross profit is comprised of total revenue less cost of sales.

**Administrative expenses**

Administrative expenses are costs not directly related to the provision of services to customers but which support the business as a whole. They consist of professional fees (including for audits), depreciation and amortisation (other than site depreciation, which is a component of cost of sales), costs associated with aborted investments, rentals under operating agreements, administrative staff costs (including wages and salaries), foreign exchange movements on operating monetary items and other sundry costs.

**Loss on disposal of property, plant and equipment**

Loss on disposal of property, plant and equipment consists of the sale, exchange, abandonment, and involuntary termination of our property, plant and equipment.

**Finance costs**

Finance income consists of interest income from bank deposits and realised net foreign exchange gains from financing arrangements. Finance cost consists of interest expense and amortisation of deferred loan facility fees on borrowings, unwinding of discount on decommissioning liability, and unrealized net foreign exchange losses arising from financing.

**CERTAIN INCOME STATEMENT ITEMS**

## QUARTER-ON-QUARTER COMPARISON

### Condensed Consolidated Statement of Profit or Loss

For the 6 months ended 30 June, 2017

	6 months ended 30 June		3 months ended 30 June	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Revenue	168,996	119,788	85,971	60,430
Cost of sales	(141,531)	(99,816)	(68,144)	(50,722)
<b>Gross profit</b>	27,465	19,972	17,827	9,708
Administrative expenses	(48,268)	(28,269)	(26,848)	(12,951)
Profit on disposal of property, plant and equipment	206	111	296	82
<b>Operating loss</b>	(20,597)	(8,186)	(8,725)	(3,161)
Investment income	93	86	44	37
Finance costs	(56,747)	(26,220)	(18,886)	(14,143)
<b>Loss before tax</b>	(77,251)	(34,320)	(27,567)	(17,267)
Tax expense	(1,062)	(649)	(499)	(315)
<b>Loss for the period</b>	(78,313)	(34,969)	(28,066)	(17,582)

### Key metrics

	Group		Tanzania		DRC		Congo Brazzaville		Ghana	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Revenue for the quarter	\$86.0	\$60.4	\$34.4	\$29.9	\$35.8	\$17.2	\$5.8	\$5.4	\$10.0	\$7.9
Revenue for the year to date	\$169.0	\$119.8	\$67.9	\$59.0	\$70.2	\$34.8	\$11.2	\$10.7	\$19.7	\$15.3
Sites at beginning of the quarter	6,507	5,454	3,472	3,440	1,852	832	387	393	796	789
Sites at quarter end	6,501	5,512	3,475	3,496	1,836	835	384	393	806	788
Tenancies at beginning of the quarter	12,383	10,089	7,086	6,446	3,222	1,668	522	503	1,553	1,472
Tenancies at quarter end	12,467	10,239	7,089	6,554	3,280	1,686	524	510	1,574	1,489
Tenancy ratio at quarter end	1.92x	1.86x	2.04x	1.87x	1.79x	2.02x	1.36x	1.30x	1.95x	1.89x
Adjusted EBITDA for the quarter	\$28.8	\$16.7	\$12.5	\$8.9	\$15.3	\$7.5	\$2.1	\$2.2	\$3.6	\$1.5
Adjusted EBITDA for the year to date	\$56.3	\$32.7	\$23.7	\$17.5	\$28.4	\$15.4	\$4.6	\$4.0	\$7.0	\$2.3
Adjusted EBITDA Margin for the quarter	33.5%	27.6%	36.3%	29.8%	42.7%	43.8%	36.1%	41.3%	35.4%	19.4%

### Revenue

Revenue increased by 42% to US\$86 million in the quarter ended 30 June, 2017 from US\$60 million in the quarter ended 30 June, 2016. The increase in revenue was largely driven by the increase in total sites and tenancies, which were primarily attributable to the portfolio acquisition made from subsidiaries of Airtel in DRC of 967 towers, which initially closed in July 2016.

Increased revenue in Tanzania was primarily attributable to the increase in overall tenancies from 6,554 to 7,089 as of 30 June, 2016 to 30 June, 2017, an increasing number of colocations, and a decrease in gross liquidated damages of US\$1.3 million for the year to date.

Increased revenue in DRC resulted primarily from additional rent and power charges for equipment from the additional sites acquired from subsidiaries of Airtel in DRC.

Revenue improved in Ghana as a result of an increase in total tenancies from 1,489 as of 30 June, 2016 to 1,574 as of 30 June, 2017 and an increased tenancy ratio from 1.89x as of 30 June, 2016 to 1.95x as of 30 June, 2017. Revenue increased in Congo Brazzaville as a result of enhanced fees for anchor tenancies, colocations and other managed tenancies between the quarters.

## QUARTER-ON-QUARTER COMPARISON

## Cost of sales

	6 months ended 30 June				3 months ended 30 June			
	US\$'000		% of revenue		US\$'000		% of revenue	
	2017	2016	2017	2016	2017	2016	2017	2016
Diesel costs	31,806	20,393	18.8%	17.0%	16,455	10,088	19.1%	16.7%
Electricity costs	17,078	13,157	10.1%	11.0%	8,466	6,715	9.8%	11.1%
Maintenance and security costs	23,305	18,949	13.8%	15.8%	11,518	9,364	13.4%	15.5%
Ground lease rental costs	10,760	8,256	6.4%	6.9%	5,356	4,115	6.2%	6.8%
Insurance costs	415	340	0.2%	0.3%	203	165	0.3%	0.3%
Site depreciation	53,289	36,250	31.5%	30.2%	23,727	18,673	27.7%	30.9%
Other costs	4,878	2,471	2.9%	2.1%	2,419	1,602	2.8%	2.6%
<b>Total cost of sales</b>	<b>141,531</b>	<b>99,816</b>	<b>83.7%</b>	<b>83.3%</b>	<b>68,144</b>	<b>50,722</b>	<b>79.3%</b>	<b>83.9%</b>

The table below shows an analysis of the cost of sales on a country-by-country basis for the six month periods ended 30 June, 2017 and 2016.

	Tanzania		DRC		Congo Brazzaville		Ghana	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Diesel costs	9,762	8,902	19,445	8,010	1,117	1,412	1,482	2,069
Electricity costs	9,549	6,976	1,898	948	121	117	5,508	5,117
Maintenance and security costs	10,633	11,554	9,087	3,177	2,202	2,318	1,383	1,901
Ground lease rental costs	6,395	5,636	3,272	1,728	315	220	779	672
Insurance costs	166	159	154	74	24	28	71	79
Site depreciation	23,560	19,754	21,592	9,701	5,075	4,273	3,063	2,521
Other costs	1,663	315	1,990	897	521	635	704	624
<b>Total cost of sales</b>	<b>61,728</b>	<b>53,296</b>	<b>57,438</b>	<b>24,535</b>	<b>9,375</b>	<b>9,003</b>	<b>12,990</b>	<b>12,983</b>

The table below shows an analysis of the cost of sales on a country-by-country basis for the quarters ended 30 June, 2017 and 2016.

	Tanzania		DRC		Congo Brazzaville		Ghana	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Diesel costs	5,057	4,362	9,780	3,921	769	726	848	1,080
Electricity costs	4,718	3,599	954	466	59	53	2,735	2,597
Maintenance and security costs	5,156	5,670	4,504	1,600	1,154	1,126	704	938
Ground lease rental costs	3,206	2,836	1,555	872	179	77	416	330
Insurance costs	83	79	71	34	12	13	37	38
Site depreciation	11,906	10,051	7,628	5,155	2,556	2,171	1,638	1,324
Other costs	719	585	970	440	270	318	460	260
<b>Total cost of sales</b>	<b>30,845</b>	<b>27,182</b>	<b>25,462</b>	<b>12,488</b>	<b>4,999</b>	<b>4,484</b>	<b>6,838</b>	<b>6,567</b>

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## QUARTER-ON-QUARTER COMPARISON

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### Cost of sales (continued)

Cost of sales increased by 42% from 6 months ended 30 June, 2016 to 30 June, 2017. Quarter-on-quarter the increase was 34% to US\$68.1 million in the quarter ended 30 June, 2017 from US\$50.7 million in the quarter ended 30 June, 2016. The overall increase in cost of sales was primarily due to a larger portfolio of towers, most prominently an increase in diesel and electricity usage and increased cost related to depreciation of our sites, mainly in DRC. Site depreciation increased by 47% as a result of a higher asset base due to the purchase of approximately 967 towers from a subsidiary of Airtel in DRC in July 2016 and the recognition of remaining commitments for sites not yet transferred to us in DRC and Congo Brazzaville.

Our diesel costs and electricity costs increased by 63% and 26%, respectively, between quarters. The increase in diesel costs primarily consisted of a US\$5.9 million increase in DRC. The increased diesel costs in DRC were attributable to increased consumption largely as a result of the expansion of the site portfolio after the Airtel acquisition after July 2016 and decreased reliance on the electric grid. The increases in electricity cost primarily consisted of a US\$1.1 million increase in Tanzania and modest increases in our other countries of operation. In Ghana, the increase in electricity costs between quarters resulted from our utilization of increased grid availability as an alternative to relying on diesel and the imposition of a new electricity tariff that had the effect of increasing local pricing. A significant portion of the increase in cost attributable to local electricity price increases was mitigated through our power contract escalation provisions.

Maintenance and security costs increased by 23% between quarters and year on year as a result of increases in DRC. Tanzania, Congo Brazzaville and Ghana are relatively flat. Our improvements in maintenance costs in Tanzania are a result of the efforts of our new management team put in place during the third quarter of 2015 to centralize and embed our maintenance contractors closer to local management in each country to ensure each region has dedicated support. Increase in DRC is due to the effect of asset acquisition.

Our ground lease rental costs increased by 30% between quarters and year on year despite the higher proportionate increase in the number of sites, primarily as a result of overall tower lease rates. Other costs during the period ended 30 June, 2016 include approximately US\$1.9 million of liquidated damages recouped from suppliers mainly due to significant downtime in Tanzania with respect to our service level agreements related to service outages, compared to US\$0.6 million of liquidated damages recouped in Tanzania during the period ended 30 June, 2017. The reduction in overall liquidated damages is attributable to improvements in service performance resulting from our new management team's continued implementation of our Operational Excellence Program to improve our performance, especially the adoption of the zonal structure in Tanzania.

## QUARTER-ON-QUARTER COMPARISON

### Administrative expenses

Administrative expenses increased by 106.2% to US\$26.8 million in the quarter ended 30 June, 2017 from US\$13.0 million in the quarter ended 30 June, 2016. The increase in administrative expenses is primarily due to an US\$8.5 million increase in amortisation, in relation to the right of first refusal and non-compete agreements executed with Airtel effective from July 2016.

For the quarter ended 30 June,

	2017 US\$'000	2016 US\$'000	2017 % of revenue	2016 % of revenue
Staff costs	4,583	3,769	5.3%	6.2%
Other depreciation and amortisation	9,129	634	10.6%	1.0%
Office costs	1,354	1,185	1.6%	2.0%
Deal costs associated with aborted investments	3,306	55	3.8%	0.1%
Other administrative expense	8,476	7,308	9.9%	12.1%
<b>Total administrative expense</b>	<b>26,848</b>	<b>12,951</b>	<b>31.2%</b>	<b>21.4%</b>

For the six month period ended 30 June,

	2017 US\$'000	2016 US\$'000	2017 % of revenue	2016 % of revenue
Staff costs	8,955	7,996	5.3%	6.7%
Other depreciation and amortisation	18,559	1,507	11.0%	1.3%
Office costs	2,472	2,157	1.5%	1.8%
Deal costs associated with aborted investments	3,306	349	2.0%	0.3%
Other administrative expense	14,976	16,260	8.8%	13.5%
<b>Total administrative expense</b>	<b>48,268</b>	<b>28,269</b>	<b>28.6%</b>	<b>23.6%</b>

### Profit on disposal of property, plant and equipment

Profit on disposal of property, plant and equipment was US\$0.2 million in the quarter ended 30 June, 2017, compared to US\$0.1 million during the quarter ended 30 June, 2016. This increase in profit on disposal was primarily a result of sale of parts and equipment in Tanzania.

### Finance costs

Finance costs of US\$18.9 million for the quarter ended 30 June 2017, mainly comprise of interest accrual for the US\$600 million 9.125% bond where the first coupon payment due on 8 September 2017, partly offset by the FX difference movements during the quarter.

For the period ended 30 June,

	6 months ended 30 June		3 months ended 30 June	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Foreign exchange differences	8,973	4,124	(1,371)	1,478
Interest costs	34,808	18,506	20,482	9,944
Net interest (income)/cost on derivative financial instruments	(488)	1,554	(225)	1,400
Deferred loan cost amortisation	13,454	2,036	-	1,321
<b>Total finance costs</b>	<b>56,747</b>	<b>26,220</b>	<b>18,886</b>	<b>14,143</b>

## QUARTER-ON-QUARTER COMPARISON

### Tax expense

Our tax expense was US\$0.5 million in the quarter ended 30 June, 2017 as compared to US\$0.3 million in the quarter ended 30 June, 2016. Our tax expense is primarily due to an additional tax levied against certain entities in Tanzania and DRC as stipulated by law in these jurisdictions.

### Adjusted EBITDA

Adjusted EBITDA was US\$28.8 million in the quarter ended 30 June, 2017 compared to US\$16.7 million in the quarter ended 30 June, 2016. For the 6 month period ended 30 June 2017 Adjusted EBITDA was US\$56.3 million, compared to US\$32.7 million for the same period in 2016. The increase in Adjusted EBITDA between periods is primarily attributable to the changes in revenue, cost of sales and administrative expenses, as discussed above. See note 4 for more details.

### Consolidated Statements of cash flow data

For the period ended 30 June,

	6 months ended 30 June		3 months ended 30 June	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
<b>Cash flows from Operating Activities</b>				
Loss for the quarter	(77,251)	(34,320)	(27,567)	(17,267)
Net cash generated from/(used in) operating activities	20,572	(1,636)	13,517	(6,422)
Net cash (used in) investing activities	(59,457)	(73,263)	(32,669)	(19,095)
Net cash generated from/(used in) financing activities	173,058	211,549	(3,853)	189,583
Net increase/(decrease) in cash and cash equivalents	134,173	136,650	(23,005)	164,066
Cash and cash equivalents, beginning of period	133,737	88,290	288,790	60,681
Foreign exchange translation	(215)	(334)	1,910	(141)
<b>Cash and cash equivalents, end of period</b>	<b>267,695</b>	<b>224,606</b>	<b>267,695</b>	<b>224,606</b>

As at 30 June, 2017 we had US\$267.7 million of cash and cash equivalents.

Net cash generated from/(used in) operating activities increased from (US\$6.4) million during the quarter ended 30 June, 2016 to US\$13.5 million during the quarter ended 30 June, 2017. The increase in net cash generated from operating activities between quarters was primarily driven by an improvement in revenues and working capital management.

Net cash used in investing activities increased from US\$19.1 million during the quarter ended 30 June, 2016 to US\$32.7 million during the quarter ended 30 June, 2017. The increase in net cash used in investing activities between quarters was mainly the result of acquisition of property plant and equipment in the quarter.

Net cash generated by financing activities decreased from US\$189.6 million during the quarter ended 30 June, 2016 to US\$3.9 million used in financing activities during the quarter ended 30 June, 2017. The increase in net cash generated by financing activities between quarters was primarily the result of refinancing the Group.

## QUARTER-ON-QUARTER COMPARISON

### Capital expenditures

For the six month period ended 30 June,

	2017		2016	
	US\$'000	% of Total Capex	US\$'000	% of Total Capex
Acquisition capital expenditures	4.7	7.5%	1.9	2.7%
Build-to-suit capital expenditures	12.9	20.6%	23.6	34.5%
Upgrade capital expenditures	31.5	50.1%	27.0	39.6%
Maintenance capital expenditures	11.9	19.0%	14.3	20.9%
Corporate capital expenditures	1.8	2.8%	1.6	2.3%
<b>Total</b>	<b>62.8</b>	<b>100.0%</b>	<b>68.4</b>	<b>100.0%</b>

We incur capital expenditures in connection with our portfolio acquisition activity and build-to-suit construction activity. The cost of constructing a tower is principally comprised of steel for the tower, tower construction activities (including transportation and labor and, to a lesser extent, licenses), community approvals and shelter construction. Our upgrade capital expenditures relate to (i) structural, refurbishment and consolidation activities carried out on selected acquired sites, (ii) installation of colocation tenants and (iii) and investments in power management solutions. Maintenance capital expenditures consist of periodic refurbishments and the replacement of parts and equipment to keep our sites in service. We also incur corporate capital expenditures, primarily for furniture, fixtures and equipment. As we incur capital expenditures to acquire, build or upgrade our tower portfolios, our depreciation charges will increase in future periods as a result of the increased asset base. Historically, we have funded our capital expenditures through a combination of cash from operations, debt financing under our secured loan facilities and equity issuances.

Our build-to-suit capital expenditures generally range from US\$110,000 to US\$140,000 per tower. The capital expenditures required to co-locate a tenant generally range from US\$7,000 to US\$11,000. Our maintenance capital expenditures generally range from US\$3,000 to US\$5,000 per tower per year.

We currently expect to incur capital expenditures of approximately US\$166 million in 2017, which amount consists of:

- approximately US\$30.7 million of acquisition capital expenditures related to the pending acquisitions of remaining sites not yet closed in DRC, Congo Brazzaville and Tanzania;
- US\$17.7 million of build-to-suit capital expenditures;
- US\$93.2 million of upgrade capital expenditures, including (i) approximately US\$47.9 million for structural, refurbishment and consolidation activities carried out on selected acquired sites, (ii) approximately US\$17.1 million for installation of colocation tenants and (iii) approximately US\$28.2 million for continued investment in power management solutions;
- US\$20.7 million of maintenance capital expenditures; and
- US\$3.7 million of corporate capital expenditures for furniture, fixtures and equipment.

We also continuously evaluate portfolios available for purchase that we find to be attractive candidates for acquisition. To the extent we find a suitable opportunity, we have the flexibility to increase our capital expenditures which we would expect to fund with a combination of cash on hand, or debt or equity issuances.

### Off-Balance Sheet arrangements

We do not have any off-balance sheet arrangements, other than operating lease commitments disclosed in note 15.

### Indebtedness

As of 30 June, 2017 and 31 December 2016 the HTA Group's outstanding loans and borrowings were US\$607.3 million and US\$401.1 million respectively. For more details, see note 12 to the condensed consolidated interim financial statements for the period ended 30 June, 2017.

On 8 March 2017, HTA Group Limited, a wholly owned subsidiary of HTA Ltd, issued US\$600 million of 9.125% bonds due 2022 which are listed on the Irish Stock Exchange. Interest is payable semi-annually beginning on 8 September 2017. Third party loans were settled from the bond proceeds on 8 March 2017.

# Condensed Interim Financial Statements

## CONDENSED FINANCIAL STATEMENTS

**Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income**

For the 6 months ended 30 June, 2017

	Note	Unaudited 6 months ended 30 June		Unaudited 3 months ended 30 June	
		2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Revenue		168,996	119,788	85,971	60,430
Cost of sales		(141,531)	(99,816)	(68,144)	(50,722)
<b>Gross profit</b>		27,465	19,972	17,827	9,708
Administrative expenses		(48,268)	(28,269)	(26,848)	(12,951)
Profit on disposal of property, plant and equipment		206	111	296	82
<b>Operating loss</b>		(20,597)	(8,186)	(8,725)	(3,161)
Investment income		93	86	44	37
Finance costs	5	(56,747)	(26,220)	(18,886)	(14,143)
<b>Loss before tax</b>		(77,251)	(34,320)	(27,567)	(17,267)
Income tax expense	6	(1,062)	(649)	(499)	(315)
Loss for the period		(78,313)	(34,969)	(28,066)	(17,582)
<b>Other comprehensive loss:</b>					
Items that may be reclassified subsequently to profit and loss:					
Exchange differences on translation of foreign operations		3,939	(360)	296	13
<b>Total comprehensive loss for the period</b>		(74,374)	(35,329)	(27,770)	(17,569)
<b>Loss attributable to:</b>					
Owners of the Company		(67,759)	(26,299)	(24,579)	(13,657)
Non-controlling interests		(10,554)	(8,670)	(3,487)	(3,925)
<b>Loss for the period</b>		(78,313)	(34,969)	(28,066)	(17,582)
<b>Total comprehensive loss attributable to:</b>					
Owners of the Company		(64,677)	(26,876)	(24,395)	(13,631)
Non-controlling interests		(9,697)	(8,453)	(3,375)	(3,938)
<b>Total comprehensive loss for the period</b>		(74,374)	(35,329)	(27,770)	(17,569)

The notes on pages 27 to 39 form part of these financial statements

## CONDENSED FINANCIAL STATEMENTS

### Condensed Consolidated Statement of Financial Position

As at 30 June, 2017

	Notes	Unaudited 30 June, 2017 US\$'000	Audited 31 December, 2016 US\$'000
<b>Non current assets</b>			
Intangible assets	7	19,891	35,556
Property, plant and equipment	8	656,723	655,140
Investments in subsidiaries		132	132
Derivative financial assets	9	2,460	1,393
		679,206	692,221
<b>Current assets</b>			
Inventories		11,105	19,504
Trade and other receivables	10	124,765	126,929
Prepayments		36,463	34,752
Cash and bank balances		267,695	133,737
		440,028	314,922
<b>Total assets</b>		1,119,234	1,007,143
<b>Equity</b>			
<b>Issued capital and reserves</b>			
Share capital	11	909,134	909,134
Share premium		186,795	186,795
<b>Stated capital</b>		1,095,929	1,095,929
Other reserves		(11,693)	(11,693)
Minority interest buy-out reserve		(55,003)	(54,429)
Translation reserve		(76,630)	(79,712)
Accumulated losses		(600,124)	(532,365)
<b>Equity attributable to owners</b>		352,479	417,730
<b>Non controlling interest</b>		(45,486)	(36,322)
<b>Total equity</b>		306,993	381,408
<b>Non current liabilities</b>			
Loans	12	598,516	340,633
		598,516	340,633
<b>Current liabilities</b>			
Trade and other payables	13	146,449	166,700
Loans	12	8,816	60,516
Minority interest buy-out liability	14	58,460	57,886
		213,725	285,102
<b>Total liabilities</b>		812,241	625,735
<b>Total equity and liabilities</b>		1,119,234	1,007,143

The notes on pages 27 to 39 form part of these financial statements

## CONDENSED FINANCIAL STATEMENTS

## Condensed Consolidated Statement of Changes in Equity

For the 6 months ended 30 June, 2017

Unaudited	Share capital US\$'000	Share premium US\$'000	Other reserves US\$'000	Minority interest buy-out reserves US\$'000	Translation reserves US\$'000	Accumulated losses US\$'000	Available to the owners of the parent US\$'000	Non-controlling interest US\$'000	Total Equity US\$'000
<b>Balance at 1 January, 2016</b>	750,394	131,239	(11,283)	(54,063)	(77,102)	(437,283)	301,902	(18,906)	282,996
Loss for the period	-	-	-	-	-	(26,299)	(26,299)	(8,670)	(34,969)
Other comprehensive loss	-	-	-	-	(577)	-	(577)	217	(360)
Total comprehensive loss for the period	-	-	-	-	(577)	(26,299)	(26,876)	(8,453)	(35,329)
<b>Balance at 30 June, 2016</b>	750,394	131,239	(11,283)	(54,063)	(77,679)	(463,582)	275,026	(27,359)	247,667
<b>Period ended 30 June, 2017</b>									
<b>Balance at 1 January, 2017</b>	909,134	186,795	(11,693)	(54,429)	(79,712)	(532,365)	417,730	(36,322)	381,408
Capital from NCI	-	-	-	-	-	-	-	533	533
Minority buy-out liability	-	-	-	(574)	-	-	(574)	-	(574)
Loss for the period	-	-	-	-	-	(67,759)	(67,759)	(10,554)	(78,313)
Other comprehensive loss	-	-	-	-	3,082	-	3,082	857	3,939
Total comprehensive loss for the period	-	-	-	-	3,082	(67,759)	(64,677)	(9,697)	(74,374)
<b>Balance at 30 June, 2017</b>	909,134	186,795	(11,693)	(55,003)	(76,630)	(600,124)	352,479	(45,486)	306,993

The notes on pages 27 to 39 form part of these financial statements

## CONDENSED FINANCIAL STATEMENTS

### Condensed Consolidated Statements of Cash Flows

For the 6 months ended 30 June, 2017

	6 months ended 30 June		3 months ended 30 June	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
<b>Cash flows from operating activities</b>				
Loss for the period before taxation	(77,251)	(34,320)	(27,567)	(17,267)
<b>Adjustments for:</b>				
Finance costs	56,747	26,220	18,886	14,143
Investment income	(93)	(86)	(44)	(37)
Depreciation and amortisation	71,847	37,263	32,855	18,815
Profit on disposal	(206)	(111)	(296)	(83)
Movement in working capital:				
Decrease in inventories	(2,699)	(824)	(722)	(62)
Decrease/(increase) in trade and other receivables	6,679	(3,839)	4,215	(3,295)
Decrease/(increase) in prepayments	865	(4,098)	2,635	(1,915)
Increase in trade and other payables	(24,085)	(10,473)	(15,519)	(8,658)
<b>Cash generated from/(used in) operations</b>	31,804	9,732	14,443	1,641
Interest paid	(10,188)	(10,783)	-	(7,611)
Tax paid	(1,044)	(585)	(926)	(452)
<b>Net cash generated from/(used in) operating activities</b>	20,572	(1,636)	13,517	(6,422)
Cash flows from investing activities				
Payments to acquire property, plant and equipment	(57,905)	(72,078)	(32,179)	(18,450)
Payment to acquire intangible asset	(1,851)	(1,378)	(743)	(788)
Proceeds on disposal on assets	206	107	206	107
Interest received	93	86	44	37
<b>Net cash (used in)/generated from investing activities</b>	(59,457)	(73,263)	(32,669)	(19,094)
Cash flows from financing activities				
Gross proceeds from issue of equity share capital	-	174,309	-	174,309
Loan financing costs	(24,079)	-	(3,853)	-
Borrowing drawdowns	600,000	47,066	-	20,911
Borrowing repayments	(402,863)	(9,826)	-	(5,637)
<b>Net cash generated from financing activities</b>	173,058	211,549	(3,853)	189,583
Foreign exchange on translation movement	(215)	(334)	1,910	(141)
Net increase in cash and cash equivalents	134,173	136,650	(23,005)	164,066
Cash and cash equivalents at the beginning of period	133,737	88,290	288,790	60,681
<b>Cash and cash equivalents at end of period</b>	267,695	224,606	267,695	224,606

The notes on pages 27 to 39 form part of these financial statements

Notes to the  
Condensed  
Interim  
Financial  
Statements

## 1. Authorisation of financial statements and statement of compliance with IFRS

Helios Towers Africa, Ltd is a limited company incorporated and domiciled in the Republic of Mauritius. Helios Towers Africa, Ltd and its subsidiaries (collectively referred to as “the Group”) condensed financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs). The principal accounting policies adopted by the Group are set out in note 2.

## 2. Accounting Policies

### Basis of preparation

The unaudited condensed set of financial statements included in the quarterly financial report has been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRSs”). The condensed set of financial statements included in the quarterly financial report has been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting.

The information as of 31 December 2016 has been extracted from the audited financial statements for the year ended 31 December 2016.

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management’s best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

These financial statements do not constitute statutory accounts under the Companies Act.

### Going concern

The Directors believe that Helios Towers Africa, Ltd and its subsidiaries (collectively referred to as “the Group”) is well placed to manage its business risks successfully, despite the current uncertain economic outlook. The Group’s forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group should be able to operate within the level of its current committed facilities.

As part of their regular assessment of Group’s working capital and financing position, the directors have prepared a detailed trading and cash flow forecast for a period which covers at least twelve months after the date of approval of the interim financial statements. In assessing the forecast, the directors have considered:

- trading risks presented by the current economic conditions in the operating markets;
- the impact of macroeconomic factors, particularly interest rates and foreign exchange rates;
- the status of the Group’s financial arrangements;
- progress made in developing and implementing cost reduction programmes and operational improvements; and
- mitigating actions available should business activities fall behind current expectations, including the deferral of discretionary overheads and restricting cash outflows.

The directors have acknowledged the latest guidance on going concern. Management have considered the latest forecasts available to them and additional sensitivity analysis has been prepared to consider any reduction in anticipated levels of Adjusted EBITDA.

### Accounting policies

The accounting policies applied by the Group in this interim financial report are the same as those applied by the Group in its consolidated financial statements for the year ended 31 December 2016.



### 3. Segmental reporting (Continued)

#### 3 months ended 30 June 2017

	Ghana US\$'000	Tanzania US\$'000	DRC US\$'000	Congo Brazzaville US\$'000	Total operating companies US\$'000	Corporate US\$'000	Group Total US\$'000
Revenue	10,041	34,406	35,736	5,787	85,971	-	85,971
Adjusted EBITDA	3,550	12,476	15,250	2,087	33,363	(4,563)	28,800
Operating profit / (loss)	1,574	(1,215)	2,510	(590)	2,279	(11,004)	(8,725)
<b>Financing costs</b>							
Interest costs	(854)	(12,001)	(16,653)	(1,980)	(31,487)	11,005	(20,482)
Foreign exchange differences	(121)	(992)	(202)	2,626	1,311	60	1,371
Derivative financial instruments	-	-	8	-	8	217	225
	(975)	(12,993)	(16,847)	646	(30,168)	11,282	(18,886)
Investment income							44
<b>Loss before tax</b>							(27,567)

#### 3 months ended 30 June 2016

	Ghana US\$'000	Tanzania US\$'000	DRC US\$'000	Congo Brazzaville US\$'000	Total operating companies US\$'000	Corporate US\$'000	Group Total US\$'000
Revenue	7,943	29,903	17,161	5,423	60,430	-	60,430
Adjusted EBITDA	1,542	8,898	7,512	2,242	20,194	(3,552)	16,662
Operating profit / (loss)	337	(1,783)	2,447	(189)	812	(3,973)	(3,161)
<b>Financing costs</b>							
Interest costs	(373)	(14,736)	(3,236)	(1,320)	(19,665)	8,400	(11,265)
Foreign exchange differences	(42)	726	(142)	(1,265)	(723)	(755)	(1,478)
Derivative financial instruments	11	(597)	(814)	-	(1,400)	-	(1,400)
	(404)	(14,607)	(4,192)	(2,585)	(21,788)	7,645	(14,143)
Investment income							37
<b>Loss before tax</b>							(17,267)

#### Capital Additions, Depreciation and Amortisation

	6 months ended 30 June 2017		3 months ended 30 June 2017		Year ended 31 December 2016	
	Capital additions US\$'000	Depreciation and Amortisation US\$'000	Capital additions US\$'000	Depreciation and Amortisation US\$'000	Capital additions US\$'000	Depreciation and Amortisation US\$'000
Ghana	4,811	3,573	2,918	2,017	6,905	6,503
Tanzania	27,284	24,429	22,000	11,531	63,043	45,047
Democratic Republic of Congo	27,332	25,392	17,287	11,034	224,942	40,109
Congo Brazzaville	3,326	5,365	2,629	1,969	8,343	10,238
Total operating company	62,753	58,759	44,834	26,551	303,233	101,897
Corporate	40	13,088	40	6,305	30,000	16,996
<b>Total</b>	62,793	71,847	44,874	32,856	333,233	118,893

## 4. Adjusted EBITDA

The segment operating result used by chief operating decision makers is Adjusted EBITDA.

Management define Adjusted EBITDA as loss for the period, adjusted for loss for the period from discontinued operations, additional tax, income tax, finance costs, other gains and losses, investment income, loss on disposal of property, plant and equipment, amortization and impairment of intangible assets, depreciation and impairment of property, plant and equipment, deal costs relating to unsuccessful tower acquisition transactions or successful tower acquisition transactions that cannot be capitalised, and exceptional items. Exceptional items are material items that are considered exceptional in nature by management by virtue of their size and/or incidence. Adjusted EBITDA is reconciled to loss before tax as follows:

	6 months ended 30 June		3 months ended 30 June	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Adjusted EBITDA	56,300	32,715	28,800	16,662
<i>Adjustments applied in arriving at Adjusted EBITDA</i>				
Exceptional items:				
Tanzanian IPO <sup>1</sup>	(1,365)	-	(1,365)	-
Restructuring	-	(2,700)	-	(400)
Profit on disposals of assets	206	110	296	82
Deal costs	(3,306)	(300)	(3,306)	(200)
Recharged depreciation	(585)	(259)	(295)	-
Depreciation of property, plant and equipment	(54,851)	(37,004)	(24,186)	(19,067)
Amortisation of intangibles	(16,996)	(748)	(8,669)	(238)
Investment income	93	86	44	37
Finance costs	(56,747)	(26,220)	(18,886)	(14,143)
<b>Loss before tax</b>	<b>(77,251)</b>	<b>(34,320)</b>	<b>(27,567)</b>	<b>(17,267)</b>

<sup>1</sup> Advisory and other costs relating to the Group's preparation for the IPO of its Tanzania Subsidiary.

## 5. Finance costs

	6 months ended 30 June		3 months ended 30 June	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Foreign exchange difference	8,973	4,124	(1,371)	1,478
Interest costs	34,808	18,506	20,482	9,944
Net interest (income)/cost on derivative financial instruments	(488)	1,554	(225)	1,400
Deferred loan cost amortisation	13,454	2,036	-	1,321
	56,747	26,220	18,886	14,143

## 6. Tax expense

	6 months ended 30 June		3 months ended 30 June	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Additional taxes	1,062	649	499	315

Though entities in Congo B, Tanzania and DRC have continued to be loss making, minimum income tax has been levied based on revenue as stipulated by law in these jurisdictions.

The Company was a Category 2 - Global Business Licence Company (C2-GBLC) during the current and preceding financial periods. C2-GBLC is not subject to any income tax in Mauritius.

The applicable tax rates for the Company's subsidiaries range from 20% to 40%.

## 7. Intangible assets

The Group	Exclusivity right US\$'000	Non- complete agreement US\$'000	Computer software and licences US\$'000	Total US\$'000
<b>Cost</b>				
At 1 January 2017	35,000	30,000	11,403	76,403
Additions during the period	-	-	1,847	1,847
Foreign exchange	-	-	(133)	(133)
<b>At 30 June 2017</b>	<b>35,000</b>	<b>30,000</b>	<b>13,117</b>	<b>78,117</b>
<b>Amortisation</b>				
At 1 January 2017	(17,500)	(16,894)	(6,453)	(40,847)
Charge for period	(2,500)	(13,037)	(1,459)	(16,996)
Foreign exchange	-	-	(383)	(383)
<b>At 30 June 2017</b>	<b>(20,000)</b>	<b>(29,931)</b>	<b>(8,295)</b>	<b>(58,226)</b>
Net book value				
<b>At 30 June 2017</b>	<b>15,000</b>	<b>69</b>	<b>4,822</b>	<b>19,891</b>
<b>At 31 December 2016</b>	<b>17,500</b>	<b>13,106</b>	<b>4,950</b>	<b>35,556</b>

## 8. Property, plant and equipment

The Group	IT equipment US\$'000	Fixtures and fittings US\$'000	Motor vehicles US\$'000	Site assets US\$'000	Land US\$'000	Leasehold improvements US\$'000	Total US\$'000
<b>Cost</b>							
At 1 January 2017	3,882	817	4,741	911,548	5,808	891	927,687
Additions during the period	909	34	534	59,322	-	147	60,946
Disposals during the period	-	-	(267)	(1,153)	-	-	(1,420)
Reclassifications	-	-	-	974	(974)	-	-
Foreign exchange	(6)	4	(68)	(8,492)	126	(8)	(8,444)
<b>At 30 June 2017</b>	<b>4,785</b>	<b>855</b>	<b>4,940</b>	<b>962,199</b>	<b>4,960</b>	<b>1,030</b>	<b>978,769</b>
<b>Depreciation</b>							
At 1 January 2017	(1,912)	(480)	(2,725)	(267,189)	-	(241)	(272,547)
Charge for period	(434)	(97)	(375)	(53,865)	-	(80)	(54,851)
Disposals during the period	-	-	268	554	-	-	822
Foreign exchange	(118)	(3)	46	4,604	-	1	4,530
<b>At 30 June 2017</b>	<b>(2,464)</b>	<b>(580)</b>	<b>(2,786)</b>	<b>(315,896)</b>	<b>-</b>	<b>(320)</b>	<b>(322,046)</b>
Net book value							
<b>At 30 June 2017</b>	<b>2,321</b>	<b>275</b>	<b>2,154</b>	<b>646,303</b>	<b>4,960</b>	<b>710</b>	<b>656,723</b>
<b>At 31 December 2016</b>	<b>1,970</b>	<b>337</b>	<b>2,016</b>	<b>644,359</b>	<b>5,808</b>	<b>650</b>	<b>655,140</b>

## 9. Derivative financial instruments

The amounts recognised in the statement of financial position are as follows:

	30 June, 2017 US\$'000	31 December, 2016 US\$'000
Put and call options on listed bond	2,460	-
Interest rate swaps	-	1,393

The derivatives represent the fair value of the put and call options embedded within the terms of the Notes. The call options give the Group the right to redeem the bond instruments at a date prior to the maturity date (8 March 2022), in certain circumstances and at a premium over the initial notional amount.

The put option provides the holders with the right (and the Group with an obligation) to settle the Notes before their redemption date in the event of a change in control (as defined in the terms of the Notes, which also includes a major asset sale), and at a premium over the initial notional amount. The options are fair valued using an option pricing model that is commonly used by market participants to value such options and makes the maximum use of market inputs, relying as little as possible on the entity's specific inputs and making reference to the fair value of similar instruments in the market. Thus, it is considered a level 2 financial instrument in the fair value hierarchy of IFRS 13.

The key assumptions in determining the fair value are, the initial fair value of the bond (assumed to be priced at 100% on issue date), the credit spread (derived using Bloomberg analytics at issuance and based on credit market data thereafter), the yield curve and the probabilities of a change in control (0% assumed) and a major asset sale (0% assumed). The probabilities relating to change of control and major asset sale represent a reasonable expectation of those events occurring that would be held by a market participant.

As at reporting date, the call option had a fair value of US\$2.46 million (asset) while the put option had a fair value of US\$0 million (liability). During the period ended 30 June, 2017, a US\$0.2 million fair value adjustment was recognised through profit and loss.

Interest rate swaps derivatives held as at 31 December 2016 were fully settled during the first quarter of 2017.

## 10. Trade and other receivables

	30 June, 2017 US\$'000	31 December, 2016 US\$'000
Trade receivables	57,757	57,586
Allowance for doubtful debts	(1,729)	(1,289)
	56,028	56,297
Receivable from related parties	23,466	17,769
Receivable from non-controlling interests	14,346	26,015
Other receivables	24,776	15,404
VAT & Withholding tax receivable	6,149	11,444
	124,765	126,929

Trade receivables (as per the ageing analysis) represents the amounts which the Group does not consider as impaired as at reporting date as there has not been a significant change in credit quality and the amounts are still considered as recoverable. Allowance for impairment losses are recognised on a case-to-case basis for each trade receivables. As at reporting date, the allowance for impairment losses are not significant to the Group and will not affect the recoverability of the trade receivables amounts (as per the ageing analysis). Interest can be charged on past due debtors. The normal credit period of services is 30 days.

Trade and other receivables are classified as loans and receivables. These are initially recognised at fair value and subsequently at amortised cost.

Of the trade receivables balance at 30 June 2017, 64% (31 December 2016: 66%) is due from four of the Group's largest customers. The Group does not hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Group to the counterparty. The average trade receivables collection period is 40 days (31 December 2016: 54 days).

Ageing analysis of trade receivables not impaired:

	30 June, 2017 US\$'000	31 December, 2016 US\$'000
Not yet due	53,776	58,027
1-30 days	6,313	11,426
30-60 days	11,315	7,654
60-90 days	3,366	8,982
90+ days	19,070	13,992
	93,840	100,081

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The Directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

## 11. Share capital

The share capital as of 30 June, 2017 was as follows:

	Group and Company			
	30 June, 2017		31 December, 2016	
	Number of shares	US\$'000	Number of shares	US\$'000
<b>Authorised, issued and fully paid</b>				
Ordinary share capital class A of US\$1	390,410,138	390,410	390,410,138	390,410
Ordinary share capital class C of US\$100	100	10	100	10
Ordinary share capital class D of US\$1	100	-	100	-
Ordinary share capital class G of US\$1	518,714,176	518,714	518,714,176	518,714
	909,124,514	909,134	909,124,514	909,134

There were no share issuances during the period ended 30 June, 2017.

## 12. Borrowings

	30 June, 2017 US\$'000	31 December, 2016 US\$'000
<b>Term loans</b>		
US\$ 600 million 9.125% senior notes 2022	596,104	-
US\$ 77 million (LIBOR + 6.00%)	-	74,977
TZS 57.363 billion (TIBOR + 5.00%)	-	25,582
US\$ 60 million (LIBOR + 6.00%)	-	58,423
TZS 9.625 billion (TIBOR + 5.00%)	-	4,292
TZS 22.727 billion (TIBOR + 5.00%)	-	10,136
US\$ 23.8 million (LIBOR + 5.00%)	-	23,038
US\$ 15.0 million (LIBOR + 5.00%)	-	14,520
US\$ 40.0 million (LIBOR + 5.00%)	-	38,720
US\$ 15.0 million (LIBOR + 5.00%)	-	14,520
US\$ 70.0 million (LIBOR + 5.00%)	-	67,760
US\$ 5.0 million (LIBOR + 5.00%)	-	4,840
US\$ 8.146 million (LIBOR + 5.00%)	-	7,189
US\$ 10.0 million (LIBOR + 5.00%)	-	8,825
XAF 5.222 billion (LIBOR + 5.00%)	-	7,423
	596,104	360,245
<b>Shareholder loans</b>		
HTT Infraco Limited	2,732	32,850
HTG Managed Services Limited	2,414	2,414
HT DRC Infraco S.A.R.L	6,082	5,640
	11,228	40,904
<b>Total borrowings</b>	607,332	401,149
Current	8,816	60,516
Non-current	598,516	340,633
	607,332	401,149

On 8 March 2017, HTA Group Limited, a wholly-owned subsidiary of HTA Ltd, issued US\$600 million of 9.125% bonds due 2022 which are listed on the Irish Stock Exchange. Interest is payable semi-annually beginning on 8 September 2017. The bonds are guaranteed on a senior basis by the company, and certain of the HTA Ltd subsidiaries. The proceeds of the issuance were used, among other things, to refinance existing indebtedness of the company's subsidiaries (HTT Infraco Limited, HT DRC Infraco S.A.R.L and HT Congo Brazzaville Holding Limited).

Loans are classified as financial liabilities and measured at amortised cost.

The shareholder loans carry an interest rate ranging from 8% to 15% (2016: 5% to 15%).

### 13. Trade and other payables

	30 June, 2017 US\$'000	31 December, 2016 US\$'000
Trade payables	12,363	15,691
Amounts payable to related parties	1,277	922
Payable to non-controlling interest	19	1,349
Deferred income	53,209	60,386
Deferred consideration	11,553	13,453
Other payables and accruals	60,429	74,899
VAT & Withholding tax payable	7,599	-
	<b>146,449</b>	<b>166,700</b>

Trade creditors and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases is 28 days (2016: 45 days). No interest is charged on the trade payables. The Group has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms. Amounts payable to related parties are unsecured, interest free and repayable on demand.

## 14. Minority interest buy-out liability

The Group	30 June, 2017 US\$'000	31 December, 2016 US\$'000
Balance at start of the period	57,886	50,839
Options granted during the period	574	365
	58,460	51,204
Fair value movement in the period	-	6,682
<b>Balance at end of the period</b>	<b>58,460</b>	<b>57,886</b>

Vodacom Tanzania Ltd, a minority interest holder in Helios Towers Tanzania Ltd ('HTT') has a right to exchange its shares in HTT from 19 February 2014 to 31 December 2017 for shares in the Group. The exercise price is based on the fair market value of HTT shares at the time the option is exercised, either by independent valuation, or if the Group is being sold through an Initial Public Offering at the value agreed with the buyer, and then exchanged for shares accordingly in Helios Towers Africa, Ltd.

The put option granted to Vodacom results in an obligation for the Group to purchase through a share exchange the minority interest in the future and therefore represents a contract that contains an obligation for the Group to purchase its own equity instruments. The Group is required to recognise a financial liability for the present value of the redemption amount. At 30 June 2017, the Group recognised an aggregate financial liability of US\$58.5 million (31 December 2016: US\$57.9 million) being the present value of the contractual obligation which is deemed to be the market value of the minority interest at that date. The movement in the period of US\$0.6 million represents options granted in the period.

In the statement of financial position, US\$58.5 million has been categorised within Current Liabilities.

The value attributed to the liability to purchase the minority interest has been calculated as a percentage of the fair value of the minority interest holding in HTT at 30 June 2017. The fair value has been determined by using a recent valuation undertaken by the Group and agreed upon in principle with Vodacom.

In February 2017, Vodacom Tanzania, HTA Holdings, Ltd and Helios Towers Tanzania entered into an agreement pursuant to which HTA Holdings, Ltd acquired a portion of the shareholder loans advanced by Vodacom Tanzania for US\$30 million in cash. Under the same agreement, HTA Holdings, Ltd received an option up to and including March 31, 2018 to acquire Vodacom Tanzania's shares in Helios Towers Tanzania for approximately US\$58.5 million in cash and the remaining outstanding shareholder loans and accrued interest thereon advanced by Vodacom Tanzania for approximately US\$3.6 million in cash. It is anticipated that the acquisition of such shares and the outstanding loan amounts will be completed in 2017 subject to customary closing conditions, including, among other things, relevant government approvals.

## 15. Operating lease commitments

The Group's lease commitments as a lessee are as follows:

	30 June 2017 US\$'000	31 December 2016 US\$'000
Within one year	21,551	21,524
After one year but not more than five years	72,794	66,797
More than five years	239,039	226,173
	333,384	314,494

	6 months ended 30 June		3 months ended 30 June	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Minimum lease payments recognised as an expense in the period	11,566	9,208	5,768	4,464

## 16. Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

During the period, the Group companies entered into the following commercial transactions with related parties:

	6 months ended 30 June 2017		6 months ended 30 June 2016	
	Income from leased towers US\$'000	Purchase of goods US\$'000	Income from leased towers US\$'000	Purchase of goods US\$'000
Millicom Holding B.V. and subsidiaries	28,673	243	35,684	96
Vodacom Group Limited and subsidiaries	42,227	1,330	32,798	1,250

The following amounts were outstanding at the reporting date:

	As at 30 June 2017		As at 31 December 2016	
	Amount owed by US\$'000	Amount owed to US\$'000	Amount owed by US\$'000	Amount owed to US\$'000
Millicom Holding B.V. and subsidiaries	19,115	2,979	14,165	3,334
Vodacom Group Limited and subsidiaries	14,346	2,752	26,015	34,201
Helios Towers Africa LLP	4,352	-	3,604	-

Vodacom Tanzania is the non-controlling interest holder in Helios Towers Tanzania Ltd and Millicom Holding B.V. is a shareholder of Helios Towers Africa Ltd.

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by related parties.

During the period, the Group received advisory services from Helios Towers Africa LLP, an entity in which the Group has no economic benefits but which exerts significant influence over the Group by means of its service contract, for which fees of US\$3.9m (2016: US\$5.1m) were incurred.

At the period end, there was a receivable of US\$4.4m (2016: US\$3.6m) from Helios Towers Africa LLP for management fees. Amounts outstanding to related parties carry an interest charge ranging from 0% to 15%.

Amounts receivable from the related parties related to other group companies are short term and carry interest varying from 0% to 15% per annum charged on the outstanding trade and other receivable balances (note 10).

## 17. Contingencies

In the year ended 31 December 2015, the Democratic Republic of Congo's National Tax Services issued an assessment against The Group for the financial years ended 31 December 2014 and 31 December 2015 of approximately US\$3.4 million including interest and penalties. Also, in the year ended 31 December 2016, the Ghana Revenue Authority issued an assessment against the Company for the financial years ended 31 December 2010 to 31 December 2012 of approximately US\$4.9 million for unpaid direct and indirect taxes.

The Directors have appealed against these assessments and together with their advisors are in discussion with the tax authorities to bring the matter to conclusion based on the facts.

The Directors, having taken advice as appropriate, believe that there is no merit to these assessments and accordingly will defend their position vigorously and do not believe there will be a material impact to the Group.

The Group did not make a provision in respect of these matters for the period ended 30 June 2017 or the year ended 31 December 2016.

## 18. Subsequent events

On 8 September 2016, HTT Infraco and Zanzibar Telecom Ltd ("Zantel") signed a sale and purchase agreement for the acquisition of 185 tower sites in mainland Tanzania (the "Zantel Acquisition") for approximately US\$6.7 million. On 28 July 2017, HTT Infraco Limited completed its first close, acquiring 85 mainland towers sites from Zantel.

The interim financial statements for the period ended 30 June 2017 has been authorised by the board of Directors on 16 August 2017.



Kashyap Pushpkant Pandya



Simon Hillard Poole

## CERTAIN DEFINED TERMS AND CONVENTIONS

**We have prepared the quarterly report using a number of conventions, which you should consider when reading information contained herein as follows:**

All references to “we”, “us”, “our”, “HTA Group”, “our Group” and “the Group” are references to the Company and its subsidiaries taken as a whole.

**“2G”** means the second-generation cellular telecommunications network commercially launched on the GSM and CDMA standards.

**“3G”** means the third generation cellular telecommunications networks that allow simultaneous use of voice and data services, and provide high-speed data access using a range of technologies.

**“4G” or “4G LTE”** means the fourth generation cellular telecommunications networks that allow simultaneous use of voice and data services, and provide high-speed data access using a range of technologies (these speeds exceed those available for 3G).

**“5G”** means the forthcoming fifth generation cellular telecommunications networks, not expected to become commercially available until approximately 2020 or beyond. 5G does not currently have a publicly agreed upon standard; however, it is expected to provide high-speed data access using a range of technologies that exceed those available for 4G.

**“Airtel”** means Bharti Airtel International.

**“AIU”** means the annualised number of colocation tenancies added to our portfolio in a defined period of time divided by the average number of total sites for the same period of time, excluding colocations acquired as part of site acquisitions reported as of a certain date.

**“anchor tenant”** means the primary customer occupying each tower.

**“ARPU”** means average revenue per user.

**“average remaining life”** of certain agreements means the average of the periods through the expiration of the term under all such agreements.

**“build-to-suit”** means sites constructed by our Group on order by an MNO.

**“CAGR”** means compound annual growth rate.

**“CDMA”** means code division multiple access.

**“colocation tenant”** means each additional tenant on a tower in addition to the primary anchor tenant.

**“Company”** means Helios Towers Africa, Ltd.

**“Congo Brazzaville”** means the Republic of Congo, Congo Brazzaville or Congo.

**“contracted revenue”** means revenue contracted under our site agreements under all total tenancies, assuming no escalation of maintenance fees and no renewal upon the expiration of the current term.

**“CPI”** means Consumer Price Index.

**“DRC”** means Democratic Republic of Congo.

**“EUR” or “€”** means the currency introduced at the start of the third stage of the European Economic and Monetary Union pursuant to Article 123 of the treaty establishing the European Community, as amended.

**“G7 countries”** means each of the United States, Canada, France, Germany, Italy, Japan and the United Kingdom.

**“Ghana”** means the Republic of Ghana.

**“gsm”** means Global System for Mobile Communication, a standard for digital mobile communications.

**“guarantors”** means the Company, HTA Holdings, Ltd., HT Congo Brazzaville Holdco Limited, Helios Towers DRC S.A.R.L., Helios Towers Tanzania Limited, Helios Towers Congo Brazzaville SASU, HT DRC Infraco S.A.R.L., HTT Infraco Limited, Towers NL Coöperatief U.A., McTam International 1 B.V., Helios Towers Ghana Limited, HTG Managed Services Limited and McRory Investment B.V.

**“Helios towers DRC”** means Helios Towers DRC S.A.R.L.

**“Helios towers ghana”** means Helios Towers Ghana Limited.

**“Helios towers tanzania”** means Helios Towers Tanzania Limited.

**“HSE”** means Health, Safety and Environment.

**“HT Congo Brazzaville”** means HT Congo Brazzaville Holdco Limited.

**“IBS”** means in-building cellular enhancement.

**“ICAO”** means the International Civil Aviation Organization.

**“IFRS”** means International Financial Reporting Standards.

**“indenture”** means the indenture to be dated on the Issue Date between the Issuer, the Guarantors, the Security Agent and the Trustee.

**“independent tower company”** means a tower company that is not affiliated with a telecommunications operator.

**“ISA”** means individual site agreement.

**“LTE”** means Long-Term Evolution, designed to increase the capacity and speed of mobile telephone networks according to the standard developed by the 3GPP consortium, frequently referred to as “4G” or “4th generation”. Some of the key assumptions of the system are: (i) data transmission at speeds faster than 3G; (ii) ready for new service types; (iii) architecture simplified in comparison to 3G; and (iv) provisions for open interfaces.

**“maintained sites”** refers to sites that are maintained by the Company on behalf of a telecommunications operator but which are not marketed by the Company to other telecommunications operators for colocation (and in respect of which the Company has no right to market).

**“managed sites”** refers to sites that the Company currently manages but does not own due to either: (i) certain conditions for transfer under the relevant acquisition documentation, ground lease and/or law not yet being satisfied; or (ii) the site being subject to an agreement with the relevant MNO under which the MNO retains ownership and outsources management and marketing to the Company.

**“Mauritius”** means the Republic of Mauritius. **“Millicom”** means Millicom International Cellular SA.

**“mobile penetration”** means the measure of the amount of active mobile phone subscriptions compared to the total market for active mobile phones.

**“MOU”** means minutes of use.

**“MLA”** means master lease agreement.

**“MNO”** means mobile network operator.

**“MTN”** means MTN Group Ltd.

**“near investment grade”** means one notch below investment grade.

**“Orange”** means Orange S.A.

**“performance against SLA”** means, with respect to a given customer, the uptime achieved for a given period divided by the maximum required contractual downtime in such customer’s SLA, as applicable.

**“PoS”** means point of service.

**“site acquisition”** means a combination of MLAs, which provide the commercial terms governing the provision of tower space, and individual ISA, which act as an appendix to the relevant MLA, and include site-specific terms for each site.

**“site agreement”** means the MLA and ISA executed by us with our customers, which act as an appendix to the relevant MLA and includes certain site-specific information (for example, location and any grandfathered equipment).

**“SLA”** means service-level agreement.

**“Tanzania”** means the United Republic of Tanzania.

**“telecommunications operator”** means a company licensed by the government to provide voice and data communications services in the countries in which we operate.

**“tenancy”** means a space leased for installation of a base transmission site and associated antennas.

**“tenancy ratio”** means the total number of tenancies divided by the total number of our towers as of a given date and represents the average number of tenants per site within a portfolio.

**“Tigo”** refers to one or more subsidiaries of Millicom that operate under the commercial brand “Tigo”.

**“total sites”** means total live towers, IBS sites or sites with customer equipment installed on third-party infrastructure that are owned and/or managed by the Company with each reported site having at least one active customer tenancy as of a given date.

**“total tenancies”** means the individual tower occupancies by each customer as of a given date.

**“tower cash flow”** means gross profit plus site depreciation.

**“tower sites”** means ground-based towers and rooftop towers and installations constructed and owned by us on real property (including a rooftop) that is generally owned or leased by us.

**“trustee”** means Citibank, N.A., London Branch.

**“U.S. dollars” or “\$”** refers to the lawful currency of the United States of America.

**“United states” or “U.S.”** means the United States of America.

**“Vodacom”** means Vodacom Group Limited.

**“Vodacom Tanzania”** means Vodacom Tanzania Ltd.

**“Zantel”** means Zantel Tanzania.

## CERTAIN DEFINED TERMS AND CONVENTIONS

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**Integrity  
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Excellence**