

**Helios Towers plc**  
**(the “Company”)**

**Terms of Reference: Technology Committee**

as adopted by the Board of Directors of the Company on 4 December 2025

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

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

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

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

The Technology Committee is vested with the authority, powers and duties set out in these Terms of Reference.

**1 Membership**

- 1.1** Members of the Committee will be at least two Non-Executive Directors, one of whom shall be the Chair, the Executive Directors and members of senior management and such other individuals as the Committee see fit.
- 1.2** Only members of the Committee have the right to attend Committee meetings. However, other individuals, and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3** In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

**2 Secretary**

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

**3 Quorum**

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

**4 Frequency of Meetings**

- 4.1** The Committee meets as required and on a normal basis at least twice a year. Meetings are open to other directors of the Company who are non-voting. The Committee determines its own procedures for the conduct of the meetings.

**5 Notice of Meetings**

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

**5.2** Minutes of all meetings of the Committee are made available to the Board. The Committee Chair provides a report on matters not yet minuted and provides regular reports to the Board on the Committee's findings and the status of its oversight activities.

## **6 Minutes of Meeting**

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

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

## **7 Duties**

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

The Committee shall:

**7.1** monitor and evaluate existing and future trends in technology including how developments and innovations in technology impact the Company, including monitoring of overall industry trends.

**7.2** monitor and evaluate power technology evolution and advancements.

**7.3** ensure that the new product portfolio is aligned to the company strategy and customer requirements to cater for latest technology demands.

**7.4** provide recommendations to the Board with respect to technology-related projects and investments that require Board approval. The Committee may also make recommendations to the Board as to scope, direction, quality, investment levels and execution of the Company's technology strategies.

**7.5** provide assurance on the identification and management of key technology risks.

**7.6** provide assurance to the Board that business value is being delivered through implementation of major technology change initiatives or new products through the monitoring of programme's progress, adoption, and impact.

**7.7** Invite external speakers to present on relevant technology topics to enhance director education and to catalyse discussion.

**7.8** make recommendations/ presentations to the Board, concerning:

- 7.8.1** major New Product initiatives;
- 7.8.2** key technology changes and impacts; and
- 7.8.3** technology trends that would impact the Company.

**7.9** review of the Cyber Security strategy and effectiveness as part of the digitalisation programmes to provide assurance to the Audit Committee and Board that risks are properly and practically mitigated.

## **8      Reporting Responsibilities**

**8.1**    The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where a significant technology innovation or improvement is identified.

## **9. Authority**

9.1 The Committee is authorised by the Board to investigate any activity within its Terms of Reference and to have unrestricted access to information, resources and personnel necessary for the discharge of its duties. The Committee may obtain external professional advice at the Company's expense.

## **10. Review**

10.1 These Terms of Reference shall be reviewed annually and approved by the Board to ensure ongoing compliance with the UK Corporate Governance Code, the Companies Act 2006 and other relevant regulatory and telecommunications sector requirements.