



Notice of the 2026 Annual General Meeting of

HELIOS TOWERS PLC

to be held on Thursday 14 May 2026

at Linklaters LLP, 20 Ropemaker Street, London, EC2Y 9AR

at 10.00 a.m. (UK time)

This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, please take advice immediately from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Helios Towers plc, please send this document, together with the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Letter from the Chair

HELIOS TOWERS PLC

(incorporated and registered in England and Wales under number 12134855)

Level 21
8 Bishopsgate
London
EC2N 4BQ

30 March 2026

To the holders of ordinary shares in Helios Towers plc

Dear Shareholder,

2026 Annual General Meeting

The 2026 Annual General Meeting (the 'AGM') of Helios Towers plc (the 'Company') will be held at Linklaters LLP, 20 Ropemaker Street London EC2Y 9AR on Thursday 14 May 2026 at 10.00 a.m. (UK time).

Resolutions

The formal Notice of AGM is set out on the following pages of this document, detailing the Resolutions that shareholders are being asked to vote on along with explanatory notes of the business to be conducted at the AGM. The AGM provides shareholders with an opportunity to communicate with the Directors and we welcome your participation. A copy of this Notice of AGM and the Company's Annual Report and Financial Statements for the year ended 31 December 2025 can be viewed on our website at www.heliostowers.com/investors.

The Directors encourage all shareholders to attend the AGM or submit a Form of Proxy appointing the Chair of the AGM as proxy. The Form of Proxy is enclosed with this Notice of AGM and should be completed in accordance with the instructions printed on it as soon as possible. It must be received by Computershare by 10.00 a.m. (UK time) on Tuesday 12 May 2026.

If appointed as proxy, the Chair of the AGM will, of course, vote in accordance with any instructions given to them. If the Chair of the AGM is given discretion as to how to vote, the Chair of the AGM will vote in favour of each of the Resolutions to be proposed at the AGM.

I would also like to draw your attention to: (i) Resolutions 3-5 in relation to the approval of the Directors' Remuneration Policy and amendments to the Helios Towers plc Employee Incentive Plan 2019 and the HT Global Share Purchase Plan. In particular, the current remuneration policy was approved by shareholders at the 2023 AGM and is due for renewal. Following a comprehensive review by the Remuneration Committee, it was concluded that our overall remuneration framework remains appropriate for the Company, however some amendments are proposed to further drive and incentivise performance; and (ii) Resolution 22 which is proposed as a special resolution granting authority to the Company to make market purchases of ordinary shares from its largest remaining pre-IPO shareholder, Newlight Partners LP. Further details on the rationale for this resolution are set out in the explanatory notes to Resolution 22.

To support engagement, shareholders will also have the opportunity to ask questions relating to the business of the AGM by submitting questions in advance by email to investorrelations@heliostowers.com by 10.00 a.m. (UK time) on Tuesday 12 May 2026.

Recommendation

The Directors believe that the Resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole, and unanimously recommend that shareholders vote in favour of all of the Resolutions to be proposed at the AGM. The Directors who own ordinary shares in the Company intend to vote in favour of the Resolutions to be proposed at the AGM.

Voting on the business of the meeting will be conducted on a poll. The results of voting on the Resolutions will be posted on the Company's website immediately after the AGM and notified to the London Stock Exchange.

I look forward to seeing you at the AGM.

Yours faithfully

Sir Samuel Jonah, KBE, OSG

Chair

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Helios Towers plc (the 'Company') will be held at Linklaters LLP, 20 Ropemaker Street, London EC2Y 9AR, United Kingdom at 10.00am (UK time) on Thursday 14 May 2026, for the purposes of considering the following business.

At the time of publication of this Notice, it is anticipated that the AGM will proceed as a physical meeting. This means that shareholders will be able to attend and participate in the meeting, in person.

Resolutions numbered 1 to 18 are being proposed as ordinary resolutions and those numbered 19 to 23 are being proposed as special resolutions.

Ordinary Resolutions

Resolution 1: Annual Report and Financial Statements

1. To receive the Company's Annual Report and Financial Statements for the financial year ended 31 December 2025 (the '2025 Annual Report'), together with the Directors' reports and the auditor's report on those accounts.

Resolution 2: Directors' Remuneration

2. To approve the annual statement by the Chair of the Remuneration Committee and the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) set out on pages 101 to 130 of the 2025 Annual Report.

Resolution 3: Directors' Remuneration Policy

3. To approve the Directors' Remuneration Policy set out on pages 107 to 113 of the 2025 Annual Report to take effect at the conclusion of the AGM.

Resolution 4: Amendments to the Helios Towers plc Employee Incentive Plan 2019

4. That the amendments to the Helios Towers plc Employee Incentive Plan 2019 (the 'EIP'), the full terms of which are in the form produced in draft to the meeting and for the purposes of identification initialled by the Chair of the meeting, be approved and that the Directors are authorised to do all acts and things which they may consider necessary or expedient to carry the amended EIP into effect.

Resolution 5: Amendments to the HT Global Share Purchase Plan

5. That the amendments to the rules of the HT Global Share Purchase Plan (the 'GSPP'), the full terms of which are in the form produced in draft to the meeting and for the purposes of identification initialled by the Chair of the meeting, be approved and that the Directors are authorised to do all acts and things which they may consider necessary or expedient to carry the amended GSPP into effect.

Resolution 6-14: Re-election of Directors

6. To re-elect Sir Samuel Jonah, KBE, OSG as a Director.
7. To re-elect Tom Greenwood as a Director.
8. To re-elect Manjit Dhillon as a Director.
9. To re-elect Alison Baker as a Director.
10. To re-elect Richard Byrne as a Director.
11. To re-elect Sally Ashford as a Director.
12. To re-elect Carole Wamuyu Wainaina as a Director.
13. To re-elect Dana Tobak, CBE, as a Director.
14. To re-elect David Wassong as a Director.

Resolution 15: Reappointment of auditors

15. To reappoint Deloitte LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM in 2027 (the '2027 AGM').

Resolution 16: Auditors' remuneration

16. To authorise the Audit Committee of the Company, for and on behalf of the Directors, to determine the remuneration of the auditors of the Company.

Resolution 17: Authority to make political donations

17. To authorise, in accordance with Part 14 of the Companies Act 2006 (the '2006 Act'), the Company (and all companies that are subsidiaries of the Company at any time during the period for which this Resolution has effect) in aggregate to:
 - a) make political donations to political organisations or independent election candidates not exceeding £50,000 in total; and
 - b) incur political expenditure not exceeding £50,000 in total (as such terms are defined in sections 363 to 365 of the 2006 Act), provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of passing this Resolution and ending at the earlier of the conclusion of the 2027 AGM or close of business on 30 June 2027.

Resolution 18: Directors' authority to allot shares

18. To generally and unconditionally authorise the Directors, in substitution for all subsisting authorities, to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company:
 - (i) up to an aggregate nominal amount of £3,493,253.49; and
 - (ii) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £3,493,253.49 in connection with a pre-emptive offer,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire (unless previously renewed, varied or revoked by the Company) at the end of the 2027 AGM of the Company or at the close of business on 30 June 2027 (whichever is earlier), but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this Resolution has expired.

For the purposes of this Resolution,

- (I) 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings (as nearly as may be practicable) and (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and
- (II) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Special Resolutions

Resolutions 19 and 20: Disapplication of pre-emption rights

19. Subject to the passing of Resolution 18 above, to authorise the Directors to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 18 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the 2006 Act did not apply to any such allotment or sale, pursuant to the authority given by Resolution 18 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, such authority to be limited to:

- (i) the allotment of equity securities or sale of treasury shares in connection with a pre-emptive offer;
- (ii) the allotment of equity securities or sale of treasury shares (otherwise than in connection with a pre-emptive offer), up to an aggregate nominal amount of £1,047,976.00; and

(iii) otherwise, than under paragraph (i) or (ii) above, the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (ii) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights, as published by the Pre-Emption Group from time to time,

such authority to expire at the end of the 2027 AGM or at the close of business on 30 June 2027, whichever is earlier, but in each case so that the Company may, in each case, prior to its expiry, make offers, and enter into agreements, which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this Resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- (I) 'pre-emptive offer' has the same meaning as in Resolution 18 above;
- (II) references to an allotment of equity securities shall include a sale of treasury shares; and
- (III) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

20. Subject to the passing of Resolution 18 above and in addition to any authority granted under Resolution 19 above, to authorise the Directors to allot equity securities (as defined in the 2006 Act) for cash pursuant to the authority given by Resolution 18 above and/or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the 2006 Act did not apply to any such allotment, such authority to be limited to:

- (i) the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,047,976.00, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights, as published by the Pre-Emption Group from time to time; and

- (ii) otherwise than under paragraph (i) above, the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (i) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights, as published by the Pre-Emption Group from time to time,

such authority to expire at the end of the 2027 AGM or at the close of business on 30 June 2027, whichever is earlier, but in each case so that the Company may, in each case, prior to its expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this Resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

Resolution 21: Authority to purchase own shares

21. To unconditionally and generally authorise the Company for the purposes of Section 701 of the 2006 Act to make one or more market purchases (as defined in Section 693(4) of the 2006 Act) of its ordinary shares of £0.01 each ('ordinary shares'), such authority be limited to:

- a) the maximum number of ordinary shares which may be purchased is 104,797,605;
- b) the minimum price (exclusive of expenses) which may be paid for each ordinary share shall be equal to the fixed nominal value in respect of such share, currently being £0.01;
- c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the higher of:

- (i) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
- (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out, as stipulated by the Technical Standards made by the Financial Conduct Authority pursuant to article 5(6) of the UK Market Abuse Regulation as regards exemptions for buy-back programmes and stabilisation of financial instruments; and

- d) this authority shall expire at the conclusion of the 2027 AGM or, if earlier at the close of business on 30 June 2027 (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry), unless such authority is renewed prior to such time.

Resolution 22: Authority to purchase own shares from Pre-IPO Shareholder

22. To unconditionally and generally authorise the Company for the purposes of Section 701 of the 2006 Act to make one or more market purchases (as defined in Section 693(4) of the 2006 Act) of its ordinary shares of £0.01 each ('ordinary shares') through directed buybacks, such authority to be limited to:
- (a) purchases of ordinary shares from Newlight Partners LP (or its affiliates or nominees);
 - (b) the maximum number of ordinary shares which may be purchased is 115,062,729, provided that, in aggregate, the maximum number of ordinary shares which the Company may purchase under the authorities granted under Resolution 21 and this Resolution 22 shall not exceed 157,091,609;
 - (c) the minimum price (exclusive of expenses) which may be paid for each ordinary share shall be equal to the fixed nominal value in respect of such share, currently being £0.01;
 - (d) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out, as stipulated by the Technical Standards made by the Financial Conduct Authority pursuant to article 5(6) of the UK Market Abuse Regulation as regards exemptions for buy-back programmes and stabilisation of financial instruments; and
 - (e) this authority shall expire at the conclusion of the 2027 AGM or, if earlier at the close of business on 30 June 2027 (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry), unless such authority is renewed prior to such time.

Resolution 23: Notice of general meetings

23. To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.

By order of the Board

Paul Barrett

Company Secretary
30 March 2026

Helios Towers plc
Registered in England and Wales No. 12134855

Registered Office:
Level 21
8 Bishopsgate
London
EC2N 4BQ

Explanatory notes to the resolutions within the notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed Resolutions. Resolutions numbered 1 to 18 are being proposed as ordinary resolutions. For each of these Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions numbered 19 to 23 are being proposed as special resolutions. For each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Ordinary Resolutions

Resolution 1: Annual Report and Financial Statements

The Board of Directors will present the 2025 Annual Report, together with the Directors' reports and the auditor's report on those accounts. The Directors' report, the accounts and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration Report that are capable of being audited are contained within the 2025 Annual Report.

Resolution 2: Annual Remuneration Report

Resolution 2 is an advisory vote and seeks approval for the Directors' Remuneration Report for the year ended 31 December 2025, excluding the Directors' Remuneration Policy. The Directors' Remuneration Report has been prepared, is laid before the meeting in accordance with the 2006 Act and can be found on pages 101 to 130 of the 2025 Annual Report.

Resolution 3: Directors' Remuneration Policy

The Directors' Remuneration Policy can be found on pages 107 to 113 of the 2025 Annual Report. Under Section 439A of the 2006 Act, there must be a binding shareholder vote at least once every three years (unless the Directors wish to change the policy within that three-year period). The Company's Directors' Remuneration Policy was last approved at the 2023 annual general meeting. Therefore, Resolution 3 seeks shareholder approval of the Directors' Remuneration Policy, which, if passed, will take effect at the conclusion of the AGM. Once effective, all future payments to Directors must normally comply with the terms of this policy, unless specifically approved by shareholders at a General Meeting.

Resolution 4: To approve amendments to the Helios Towers plc Employee Incentive Plan 2019

This Resolution seeks shareholder approval to make certain minor updates to the EIP.

The EIP is the Group's discretionary share plan, designed to provide long-term incentives for Executive Directors and selected key personnel. The EIP was adopted in 2019, prior to admission of the Company to the London Stock Exchange.

The EIP currently places a limit on the number of shares that can be committed to be issued or transferred from treasury in respect of share plan awards in any ten-year rolling period to 10 per cent of the Company's share capital. The EIP also currently includes a subsidiary five per cent limit applying to the Company's discretionary plans. Following recent updates in investor guidance on remuneration (in particular, the Investment Association Principles of Remuneration), it is proposed to remove the subsidiary five per cent limit. The Company carefully monitors share plan grants against this dilution limit, and has no current expectation that grants under the EIP would exceed five per cent of share capital. However, the Company views the removal of the five per cent dilution limit appropriate to ensure that the Company has sufficient flexibility over the life of the plan. This aligns to the Investment Association's Principles of Remuneration, whereby the five per cent cap was removed in October 2024 to afford companies greater flexibility, while keeping the overall ten per cent market standard.

The other proposed amendments are as follows:

- (I) Amendments to enable dividend equivalents to be calculated by reference to ordinary dividends payable on vested shares between the grant date and the exercise date for options granted on or after 1 January 2023. Previously, dividend equivalents were only payable in respect of the period between the grant date and vesting.
- (II) Amendments to clarify that the restrictions on timing for the grant of awards under the plan, other than restrictions to comply with market abuse rules and dealing restrictions, only apply to Executive Directors in accordance with updated investor expectations and guidance.
- (III) The EIP currently only allows the Directors to make downwards adjustments to the vesting of awards under the plan. The proposed amendments permit a positive adjustment to be made, up to the number of shares under award at grant. As previously, the adjustments may only be made in certain circumstances (including where justified by Company or individual performance).
- (IV) If certain corporate events occur, the EIP provides that awards may be exchanged for an equivalent award over shares in the acquiring company. The proposed amendments include the flexibility for the new award to be granted over an equivalent number of shares to the original award, but without taking into account the potential impact of any performance conditions applying to the original award.

No other amendments are proposed to the EIP other than typographical updates.

Resolution 5: To approve amendments to the HT Global Share Purchase Plan

This Resolution seeks shareholder approval to make an update to the GSPP.

The GSPP is an international plan intended to provide shares to employees of the Company's group outside of the UK. The GSPP was adopted in 2021 and approved by shareholders at the annual general meeting held on 15 April 2021.

The GSPP currently includes a 10 per cent dilution limit and a five per cent subsidiary limit as per the EIP. For the same reasons as set out in the notes to Resolution 4, it is proposed to remove the five per cent limit in the GSPP.

Resolutions 6 to 14: Re-election of Directors

In accordance with the Company's Articles of Association ('Articles') and the 2006 Act, all Directors, with the exception of Temitope Lawani, duly elected at the AGM in 2025 will retire and seek re-election by shareholders at the 2026 AGM.

In accordance with Provision 18 of the 2024 UK Corporate Governance Code (the 'Code'), it is the Board's intention that all Directors will be required to submit themselves for annual re-election by shareholders at each AGM in future years.

The biographical details of those Directors who are seeking re-election, and details of the Committees of which they are members, appear on pages 69 to 71 of the 2025 Annual Report (and are unchanged as at the date of this Notice) and further details as to why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success are set out on pages 11 to 13 to this Notice of AGM.

Pursuant to the Code, a formal external Board review took place in 2025, details of which can be found on pages 90-91 of the 2025 Annual Report. Independent Audit's review concluded that the Board remained positive and that as a collective, the Board continues to work strategically and effectively, with no areas of concern raised. In addition, it was noted that the Chair continues to encourage participation by all Directors in Board meetings, and that all Directors contribute across the business outside of Board meetings, with OpCo visits reinforcing positive interaction with both senior management and colleagues across the Group.

The Board also continues to consider all Non-Executive Directors to be effective in their roles and to be committed to making the appropriate time available for Board meetings and other relevant duties.

The Board carries out a review of the independence of its Directors on an annual basis, and this year considered and determined Alison Baker, Richard Byrne, Sally Ashford, Carole Wamuyu Wainaina and Dana Tobak, CBE to be 'independent Non-Executive Directors' within the meaning of the Code.

In considering the independence of the independent Non-Executive Directors proposed for re-election, the Board has again taken into consideration the guidance provided by the Code. Accordingly, the Board considers that Alison Baker, Richard Byrne, Sally Ashford, Carole Wamuyu Wainaina and Dana Tobak, CBE continue to be independent in character and in judgement and believes that there are no relationships or circumstances that are likely to affect, or appear to affect, their judgement, in each case in accordance with Provision 10 of the Code.

For completeness, Richard Byrne continues to serve on the Board notwithstanding that he has served beyond nine years as a Non-Executive Director. Following careful consideration (including in relation to Provision 10 of the Code), the Board believes that he continues to provide constructive challenge and scrutiny of matters that come before the Board and the committees on which he serves. For further detail, refer to page 88 of the 2025 Annual Report.

The Board recommends that shareholders support the re-election of each of the Directors standing for re-election at the 2026 AGM.

Resolution 15: Reappointment of auditors

The Company is required, under the 2006 Act, to appoint an auditor each financial year, to hold office until the conclusion of the next general meeting at which the accounts are laid.

Resolution 15 proposes, on the recommendation of the Audit Committee, the reappointment of Deloitte LLP ('Deloitte') as the Company's auditors, until the conclusion of the next general meeting of the Company at which accounts are laid.

Deloitte were reappointed as the Company's auditors following a comprehensive audit tender process, which was performed in 2021, in accordance with the Statutory Audit Services for Larger Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014. Deloitte have been auditors of the Group since 2010.

Details of the work undertaken by the auditor, its remuneration and the non-audit work are set out on pages 99 to 100, and Note 5b of the Financial Statements, of the 2025 Annual Report.

Resolution 16: Auditor's remuneration

This Resolution seeks shareholder approval for the Audit Committee of the Company, on behalf of the Board, to be authorised to determine and set the remuneration of the auditors.

Resolution 17: Authority to make political donations and expenditure

This Resolution is in compliance with Part 14 of the 2006 Act which prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to (i) political parties; (ii) other political organisations and (iii) independent election candidates, and from incurring political expenditure without shareholders' consent, subject to limited exceptions.

The Company's policy is that neither it nor its subsidiaries will make political donations or incur political expenditure falling within Part 14 of the 2006 Act and the Directors have no intention of using the authority for that purpose. However, the legislation is very broadly drafted and may catch the Company's normal business activities such as supporting certain bodies involved in law reform and policy review. Accordingly, the Directors have decided to seek shareholder authority for political donations and political expenditure in case any of the Group's normal business activities are unintentionally caught by the legislation.

Resolution 18: Directors' authority to allot shares

The purpose of Resolution 18 is to grant the Directors power to allot shares. The authority in paragraph (i) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to approximately one third of the total issued ordinary share capital of the Company (exclusive of treasury shares) which as at 13 March 2026 (being the latest practicable date before publication of this Notice of AGM) is equivalent to a nominal value of £3,493,253.49. The authority in paragraph (ii) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into shares only in connection with a pre-emptive offer up to a further nominal value of £3,493,253.49, which is equivalent to approximately one third of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 13 March 2026 (being the latest practicable date before publication of this Notice of AGM). This is in line with the Investment Association's Share Capital Management Guidelines issued in February 2023.

As at 13 March 2026 (being the latest practicable date before publication of this Notice of AGM), the Company did not hold any shares in treasury.

The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If the Resolution is passed, the authority will expire on the earlier of the close of business on 30 June 2027 or the end of the 2027 AGM.

Special Resolutions

Resolutions 19 and 20: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), the 2006 Act requires that these shares are offered first to shareholders in proportion to their existing holdings (known as pre-emption rights).

Pre-emptive offers

Limb (i) of Resolution 19 seeks shareholder approval to allot a limited number of ordinary shares or other equity securities, or sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders, particularly those residents in certain overseas jurisdictions.

The Board considers the authority to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or pre-emptive rights issue having made appropriate exclusions or arrangements to address such difficulties.

Non pre-emptive offers – general disapplication

In addition, there may be circumstances when the Directors consider it to be in the best interests of the Company to allot a limited number of ordinary shares or other equity securities, or sell treasury shares, for cash on a non pre-emptive basis. The Pre-Emption Group Statement of Principles were last updated in November 2022. They support the annual disapplication of pre-emption rights in respect of allotments or shares and other equity securities and sales of treasury shares for cash where these represent no more than 10% of the issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of limb (ii) of Resolution 19 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given in Resolution 18, or sell treasury shares, for cash up to a nominal value of £1,047,976.00, without the shares first being offered to existing shareholders in proportion to their existing holdings. This amount is equivalent to approximately 10% of the total issued ordinary share capital of the Company (excluding treasury shares).

As at 13 March 2026 (being the latest practicable date before publication of this Notice of AGM), the Company did not hold any shares in treasury.

Non-pre-emptive offers – acquisitions and specified capital investments

The Pre-Emption Group Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash where these represent no more than an additional 10% of issued ordinary share capital (exclusive of treasury shares) and are used only in connection with an acquisition or specified capital investment. The Pre-Emption Group Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, the purpose of Resolution 20 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 18, or sell treasury shares, for cash up to a further nominal amount of £1,047,976.00, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue.

This amount is equivalent to 10% of the total issued ordinary share capital of the Company as at 13 March 2026 (being the latest practicable date before publication of this Notice of AGM), exclusive of treasury shares. Resolutions 19 and 20 have been drafted in line with the template Resolutions published by the Pre-Emption Group in November 2022.

Follow-on offers

The Statement of Principles, which was published by the Pre-Emption Group in November 2022, introduces the concept of 'follow-on' offers to help existing and retail investors to participate in equity issues. This is in line with the recommendations for improving capital raising processes which were made by the UK Secondary Capital Raising Review in July 2022.

The purpose of Resolution 19 limb (iii) and Resolution 20 limb (ii) is to give the Directors the flexibility to make a follow-on offer. This wording has been drafted in accordance with the template resolutions published by the Pre-Emption Group in November 2022.

The features of follow-on offers, which are set out in the Statement of Principles (in Part 2B, paragraph 3), include an individual monetary cap of not more than £30,000 per ultimate beneficial owner, limits on the number of shares issued in any follow-on offer (not more than 20% of the number issued in the placing), and limits on the price (equal to, or less than, the offer price in the placing).

The maximum nominal amount which can be issued in a follow-on offer is £419,190. This amount is in addition to the amounts authorised for the general use authority and authority for acquisitions and specified capital investments described above, and, in total, is equivalent to 4% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 13 March 2026 (being the latest practicable date before publication of this Notice of AGM).

The Board considers Resolutions 19 and 20 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions/other appropriate explanation.

If Resolutions 19 and 20 are passed, the authority will expire on the earlier of the close of business on 30 June 2027 and the end of the Company's next AGM.

The Board confirms that it will follow the shareholder protections set out in Section 2B of the Pre-Emption Group's Statement of Principles and, for any follow-on offer made, the expected features set out in paragraph 3 of Section 2B of the Pre-Emption Group's Statement of Principles.

Resolution 21: Authority to purchase own shares

On 6 November 2025, the Company announced a share buyback programme of its ordinary shares of 1 pence each. As at 13 March 2026 (being the latest practicable date before the publication of this Notice of AGM), the Company has repurchased and cancelled 16,023,953 ordinary shares at an aggregate purchase price of £26,236,762 (excluding transaction costs).

The effect of Resolution 21 is to renew the authority granted to the Company to purchase its own ordinary shares, up to a maximum of 104,797,605 ordinary shares, until the 2027 AGM or the close of business on 30 June 2027, whichever is earlier. This represents 10% of the ordinary shares in issue as at 13 March 2026 (being the latest practicable date before publication of this Notice of AGM) (excluding shares held in treasury) and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable. Pursuant to the 2006 Act, the Company can hold the ordinary shares which have been repurchased by itself as treasury shares and either resell them for cash, cancel them either immediately or at a point in the future, or use them for the purposes of its employee share schemes.

The Directors believe that it is desirable for the Company to have this choice. If the Directors decide to hold the repurchased ordinary shares as treasury shares, this will give the Company the ability to re-sell or transfer them in the future, and so provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

Ordinary shares will only be repurchased for use for the purposes of employee share schemes, or if the Directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Ordinary shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

Resolution 22: Authority to purchase own shares from Pre-IPO Shareholder

The effect of Resolution 22 is to grant an additional authority to the Company to purchase its own ordinary shares from Newlight LP (or its affiliates or nominees) (the 'Pre-IPO Shareholder') through directed buybacks.

The maximum number of ordinary shares that the Company may purchase under one or more directed buybacks from the Pre-IPO Shareholder under Resolution 22 shall not exceed 115,062,729 ordinary shares (representing approximately 11% of the Company's issued share capital) provided that, the maximum number of ordinary shares that the Company may repurchase under both Resolution 22 and Resolution 21 in aggregate shall not exceed 14.99% of the Company's issued share capital. The authority shall expire at the 2027 AGM or the close of business on 30 June 2027, whichever is earlier.

The Pre-IPO Shareholder has been a shareholder in the Company since before the Company's IPO in October 2019. Immediately after the IPO, the Pre-IPO Shareholder held approximately 16.45% of the issued share capital of the Company. As at 13 March 2026 (being the latest practicable date before publication of this Notice of AGM), the Pre-IPO Shareholder held 115,062,729 ordinary shares representing approximately 11% of the Company's issued share capital.

The Company considers that the continued presence of the Pre-IPO Shareholder on the Company's register creates a potential overhang to the market price of the ordinary shares and reduces liquidity because there is a market expectation that the Pre-IPO Shareholder may implement block trades in the future (through which investors may be able to purchase ordinary shares in volume).

The Company is therefore seeking the authority in Resolution 22 because the Company considers that such market purchases of its own shares from the Pre-IPO Shareholder may, in certain circumstances, be in the best interests of all shareholders for purposes of addressing the issues relating to market overhang and liquidity referred to above.

Pursuant to Resolution 22, the Company may agree with the Pre-IPO Shareholder to make market purchases of its ordinary shares at such times and at such prices as they may determine subject to the parameters set out in the Resolution. The Directors will only make such market purchases where, in light of market conditions prevailing generally at the time, they consider that such market purchases will be in the best interests of shareholders generally.

If approved, the intention is that the authority granted in Resolution 22 would be in addition to, and could be used in conjunction with, the authority granted in Resolution 21 which seeks to renew the general authority for the Company to purchase up to 10% of its issued share capital. However, the maximum number of ordinary shares that the Company may repurchase under both Resolution 22 and Resolution 21 in aggregate shall not exceed 14.99% of the Company's issued share capital.

The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable. Pursuant to the 2006 Act, the Company can hold the ordinary shares which have been repurchased by itself as treasury shares and either resell them for cash, cancel them either immediately or at a point in the future, or use them for the purposes of its employee share schemes.

The Directors believe that it is desirable for the Company to have this choice. If the Directors decide to hold the repurchased ordinary shares as treasury shares, this will give the Company the ability to re-sell or transfer them in the future, and so provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

Ordinary shares will only be repurchased for use for the purposes of employee share schemes, or if the Directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Ordinary shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

Resolution 23: Notice of General Meetings

Under the 2006 Act, the notice period required for all general meetings of the Company is 21 days, though shareholders can approve a shorter notice period for general meetings, that are not AGMs, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. Shareholder approval will be effective until the 2027 AGM, when it is intended that a similar Resolution will be proposed.

Biographies of Directors standing for re-election

Sir Samuel Jonah, KBE, OSG, Chair

Chair of the Nomination Committee and member of the Remuneration Committee

Appointed to the Board: September 2019

Key strengths and experience:

- Significant African and emerging market experience
- Extensive telecommunications sector experience

Sir Samuel Jonah, KBE, OSG, has extensive international board and executive experience, having served on the boards of Vodafone Group plc, Lonrho plc, the Global Advisory Council of the Bank of America Corporation and Standard Bank Group. He is currently Chair of Avanti Gold Corporation and was formerly Executive President of AngloGold Ashanti Limited, following a distinguished career with Ashanti Goldfields.

He was born and educated in Ghana and holds a master's degree in management from Imperial College London. A member of the American Academy of Engineering, he brings significant African and emerging market expertise, together with deep telecommunications sector experience gained from his board positions and executive career, which position him well to lead the Board in shaping the Group's strategy, culture and values.

Sir Samuel's international outlook, governance expertise and track record of leading high-performing and socially responsible organisations provide valuable insight into international markets, governance best practice and sustainable resource management. These attributes support the Company's geographic growth strategy and underpin its long-term sustainable success.

Tom Greenwood, Group Chief Executive Officer

Member of the Sustainability and Technology Committees

Appointed to the Board: September 2019

Key strengths and experience:

- Significant towers and telecommunications sector experience
- Extensive experience in M&A, capital raising and financial operations

Tom Greenwood joined Helios Towers in 2010 during the Company's formation and was appointed Group CEO in April 2022. He has previously served as Group Chief Operating Officer and Group Chief Financial Officer, providing him with significant towers and telecommunications sector experience and a deep understanding of the Company's operations and markets. Tom has overseen many of the Company's key milestones, including all 15 major M&A transactions, the inaugural 2017 bond and 2019 IPO listing, as well as delivering record operational performance for customers. Since 2020, under his leadership, the Company has doubled its tower portfolio.

A qualified Chartered Accountant of the Institute of Chartered Accountants of England and Wales and former PwC professional, Tom's combination of sector knowledge, operational expertise and financial discipline supports the Company's growth strategy, capital allocation priorities and long-term sustainable success.

Manjit Dhillon, Group Chief Financial Officer

Member of the Sustainability and Technology Committees

Appointed to the Board: January 2021

Key strengths and experience:

- Significant relevant financial experience
- Extensive experience in M&A, capital raising and financial operations

Manjit Dhillon joined Helios Towers in 2016 and was appointed Group CFO in January 2021, having previously served as interim Group CFO and Head of Investor Relations and Corporate Finance. In January 2025, he took on the role of Executive Chair of Helios Towers Oman, and is also Head of the London Office and leads the Investor Relations and Sustainability functions.

Manjit brings significant recent and relevant financial experience together with deep expertise in M&A, capital raising and financial operations. He has overseen transactions including capital raisings of c.US\$5.0 billion, substantially reducing the cost of capital, and the acquisition of multiple tower portfolios across six new high-growth markets. He also played a key role in the successful IPO of Helios Towers on the London Stock Exchange in 2019.

Prior to joining Helios Towers, Manjit worked in the financial services sector with Deloitte, Goldman Sachs and Lyceum Capital.

A qualified Chartered Accountant of the Institute of Chartered Accountants of England and Wales, his financial expertise and strategic decision-making skills play a fundamental role in driving Helios Towers towards its strategic goals.

Biographies of Directors standing for re-election continued

Alison Baker, Senior Independent Non-Executive Director

Chair of the Audit Committee and member of the Remuneration Committee

Appointed to the Board: September 2019

Key strengths and experience:

- Significant recent and relevant financial experience
- Significant emerging markets experience

Alison Baker has more than 25 years of experience in auditing, capital markets and assurance services. She has worked extensively in emerging markets, including those in Africa. Until January 2017, she was a partner at PwC LLP, having previously been a partner at EY LLP.

She is a member of Chapter Zero, the Directors' Climate Forum for UK NEDs and is currently SID of Endeavour Mining Plc and Rockhopper Exploration Plc, latter being a role she will retire from at the forthcoming AGM in June 2026. She also serves as a NED of Capstone Copper Corp, and since August 2025, of Central Asia Metals plc, which has been admitted to trading on AIM, a market of the London Stock Exchange.

She is a qualified Chartered Accountant of the Institute of Chartered Accountants of England and Wales, and gained a Bachelor of Science in Mathematical Sciences from Bath University. Her financial expertise and strategic focus strengthen the Board's oversight of governance, risk management and financial discipline, complementing the balance of skills on the Board and supporting the Company's long-term sustainable success.

Richard Byrne, Independent Non-Executive Director

Chair of the Remuneration Committee and member of the Audit and Technology Committees

Appointed to the Board: September 2019

Key strengths and experience:

- Significant tower company sector experience
- Significant M&A experience

Richard Byrne was appointed to the Board in September 2019, having previously been a Director of Helios Towers, Ltd. since December 2010. He brings significant tower company sector experience and deep expertise in M&A, having co-founded TowerCo in 2004 and serving as its President and Chief Executive Officer until his retirement in December 2018.

Prior to TowerCo, he was President of the tower division of SpectraSite Communications, Inc. Richard has also served as National Director of Business Development at Nextel Communications Inc. From 2008 to 2018, he was also a member of the board of directors of the Wireless Infrastructure Association in the US. His extensive industry knowledge and leadership experience in the global towers market provide valuable insight to the Board and strengthen the Company's ability to deliver its growth strategy.

Sally Ashford, Independent Non-Executive Director for Workforce Engagement

Member of the Nomination, Remuneration and Sustainability Committees

Appointed to the Board: June 2020

Key strengths and experience:

- Significant experience in human resources including workforce engagement
- Significant experience in executive remuneration

Sally Ashford joined the Board in June 2020 as the NED for Workforce Engagement. She is currently Group Human Resources (HR) Director at Informa plc, a role she has held since June 2021. Sally has over 30 years' experience in the field of HR, with significant expertise in reward, talent and business transformation.

In her early career, Sally worked in HR research and consultancy before moving in-house. She spent 15 years in the telecommunications industry with BT, O2 and Telefónica, including as European HR Director and Deputy Global HR Director. In 2015, she joined Royal Mail, becoming Chief Human Resources Officer in June 2018, a position she held until February 2021.

She holds a Bachelor of Science degree in Management Science from the University of Manchester and a master's degree in Industrial Relations from the University of Warwick. Her extensive HR experience, including in workforce engagement and executive remuneration, strengthens the Board's oversight of people strategy and culture, and she contributes significantly to Board discussions on people and reward matters, supporting the Company's continued focus on organisational effectiveness and performance.

Biographies of Directors standing for re-election continued

Carole Wamuyu Wainaina, Independent Non-Executive Director

Chair of the Sustainability Committee and member of the Audit and Nomination Committees

Appointed to the Board: August 2020

Key strengths and experience:

- Significant emerging markets experience across multiple sectors
- Significant experience in strategic development, leading organisational/business transformations

Carole Wamuyu Wainaina is currently Senior Advisor to the CEO at the Africa50 Infrastructure Fund, having joined the organisation in 2017 as the COO. This followed her role as an Assistant Secretary General at the United Nations in the Department of Management. Carole was previously Executive Vice President and Chief HR Officer at Koninklijke Philips N.V. and spent 13 years with The Coca-Cola Company, holding several senior roles across Europe, Eurasia and Africa, including serving as the Chief of Staff to the Global Chairman and CEO.

She is NED for the Equatorial Coca-Cola Bottling Company, Non-Executive Board Member of Olam Food Ingredients (ofi) and a Board Member of the Mastercard Foundation.

Carole holds a Bachelor of Business degree from the University of Southern Queensland, Australia, majoring in marketing, HR and organisational development. Her extensive emerging markets experience and proven leadership in strategic development and organisational transformation enhance the Board's expertise in governance, growth and business execution.

Dana Tobak, CBE, Independent Non Executive Director

Chair of Technology Committee and member of the Audit Committee

Appointed to the Board: September 2024

Key strengths and experience:

- Significant telecommunications sector experience
- Significant technology experience

Dana Tobak, CBE, was appointed to the Board in September 2024 as an Independent NED and Chair of the Technology Committee. She is the Co-founder and CEO of Hyperoptic, a role she has held since April 2010.

A pioneer in the fixed broadband industry, Dana has over two decades' experience of driving technological innovation and digital transformation. She was awarded a CBE in 2018 for her services to the digital economy.

Previously, Dana was the co-founder and CEO of Be Unlimited and was a founder of Sapient (now Publicis Sapient) in Europe, where she was an integral member of the leadership team, helping to grow and develop the business in the UK and Germany.

Dana holds a Bachelor of Science degree in Economics from the Massachusetts Institute of Technology and a Master of Arts degree in International Relations from Tufts University's Fletcher School of Law and Diplomacy. Her significant telecommunications and technology experience enhance the Board's insight into digital infrastructure, innovation and customer-led growth.

David Wassong, Non-Executive Director

Appointed to the Board: May 2024

Key Strengths and experience:

- Significant international experience
- Significant expertise in M&A and investment

David Wassong was reappointed to the Board in May 2024 having previously served as a Director from September 2019 to March 2022. Prior to the Company's listing on the London Stock Exchange, he had been a Director of Helios Towers, Ltd since January 2010. He brings significant international experience together with deep expertise in M&A and investment.

David is a Founder and Co-Managing Partner of Coventry Bay Group, which manages investments on behalf of Newlight Partners LP. David has spent his career as a business builder, advising and partnering with entrepreneurs. Prior to founding Coventry Bay, David was a Founder and Co-Managing Partner at Newlight Partners LP, and CoHead of the Strategic Investments Group at Soros Fund Management LLC, where he also served on the firm's Investment Committee. He was previously a Partner at Soros Private Equity Partners and a Vice President at Lauder Gaspar Ventures.

He holds an MBA from the Wharton School at the University of Pennsylvania and a bachelor's degree in economics from the University of Pennsylvania. His investment expertise and global perspective add to the Board's breadth of experience and support informed decision-making on growth and capital deployment.

Additional notes

1 Right to attend and vote

- 1.1 Entitlement to vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6.00p.m. (UK time) on Tuesday 12 May 2026 or, if the meeting is adjourned, at close of business on the day that is two business days before the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded in determining the rights of any person to attend and vote at the meeting.

2 Proxy appointment

- 2.1 A shareholder is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0)370 703 6049 or by photocopying the Form of Proxy.

A Form of Proxy is enclosed and should be completed in accordance with the instructions set out on that form.

- 2.2 To appoint a proxy:

- (a) the Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be sent to the Company's Registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY;
- (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 6 below or
- (c) the proxy appointment must be registered electronically on the website at www.investorcentre.co.uk/eproxy or by using the QR Code printed on the Form of Proxy.

IMPORTANT: In each case, your electronic proxy appointment instructions or Form of Proxy must be received no later than 10.00 a.m. (UK time) on Tuesday 12 May 2026.

3 Joint shareholders

- 3.1 In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names appear in the register of members in respect of the share.

4 Nominated persons

- 4.1 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the 2006 Act ('nominated persons'). Nominated persons may have a right under an agreement with the shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

5 Information about shares and voting

- 5.1 Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares (exclusive of treasury shares) in the Company on 13 March 2026, which is the latest practicable date before the publication of this document, is 1,047,976,047, each carrying one vote on a poll. Therefore, the total number of votes exercisable as at 13 March 2026, is 1,047,976,047.

6 CREST members

- 6.1 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

- 6.2 In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in Note 2.2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.

- 6.3 CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- 6.4 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

7 Corporate representatives

- 7.1 Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

8 Audit concerns

8.1 Shareholders should note that, under Section 527 of the 2006 Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM for the financial year ended 31 December 2025; or
- (ii) any circumstance connected with an auditor of the Company appointed for the financial year ended 31 December 2025 ceasing to hold office since the previous meeting at which annual accounts and reports were laid.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.

9 Questions

9.1 Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Shareholders are encouraged to submit questions in advance of the meeting by emailing investorrelations@heliostowers.com by 10.00 a.m. (UK time) on Tuesday 12 May 2026.

10 Website information

10.1 A copy of this Notice of AGM and other information required by Section 311A of the 2006 Act can be found at www.heliostowers.com.

11 Voting by poll

11.1 Each of the Resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Shareholders and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

12 Use of electronic address

12.1 Members may not use any electronic address provided in either this Notice of AGM or any related documents (including the enclosed Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

13 Documents available for inspection

13.1 Copies of the Articles, the Executive Directors' service contracts and letters of appointment of the Non- Executive Directors may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at Level 21, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom up to and including the date of the AGM.

13.2 The full terms of the rules of the Helios Towers plc Employee Incentive Plan 2019 and the HT Global Share Purchase Plan showing the proposed amendments are available for inspection at the National Storage Mechanism from the date on which this notice is sent and will be available at the venue of the AGM, from 09.45 a.m. (UK time) on Thursday 14 May 2026 until the end of the AGM.

14 Communication

14.1 Except as provided above, shareholders who have general queries about the AGM should either call the Registrar's helpline on +44 (0)370 703 6049 or write to the Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ or go to www.investorcentre.co.uk/contactus. No other methods of communication will be accepted.

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