

Company name            **Helios Twrs Fin Neth**  
Headline                    **Results of Consent Solicitation**

RNS Number : 0666W  
Helios Towers Fin Netherlands B.V.  
22 April 2016

**HELIOS TOWERS FINANCE NETHERLANDS B.V.**  
**(the "Issuer")**

**ANNOUNCEMENT OF RESULTS OF MEETING**

to the holders (the "**Noteholders**") of the outstanding  
U.S.\$250,000,000 8.375 per cent. Guaranteed Senior Notes due 2019  
(ISIN: XS1081230879)  
(the "**Notes**")

22 April 2016

Helios Towers Finance Netherlands B.V. (the "**Issuer**") hereby gives notice to Noteholders that the Extraordinary Resolution set out in the Notice of Meeting dated 29 March 2016 was duly passed at the meeting of Noteholders held today. Accordingly, the Issuer and the Guarantors intend to execute the Supplemental Trust Deed. The effectiveness of the waiver and modifications to the Trust Deed and the Notes made by the Supplemental Trust Deed will be subject to a condition precedent with respect to the completion of the Acquisition.

The payment of any Consent Fees is conditional upon the Nigerian Regulatory Approvals (being the NSEC Approval and the NCC Approval) being received. The Issuer will issue a further announcement as soon as reasonably practicable after receipt of both Nigerian Regulatory Approvals.

This notice is given by

**Helios Towers Finance Netherlands B.V.**  
Teleportboulevard 140  
1043 EJ, Amsterdam  
The Netherlands

Capitalised terms used in this notice but not otherwise defined have the same meanings as given to them in the Consent Solicitation Memorandum dated 29 March 2016.

Questions relating to this notice should be directed to the Solicitation Agent and/or the Tabulation Agent as set out below:

## CONTACTS

### **The Solicitation Agent:**

**BofA Merrill Lynch**  
Merrill Lynch International  
2 King Edward Street London EC1A 1HQ  
United Kingdom

Telephone: +44 20 7996 1103  
Attention: Liability Management Group  
Email: DG.LM\_EMEA@baml.com

### **The Tabulation Agent:**

**Lucid Issuer Services Limited**  
Tankerton Works  
12 Argyle Walk  
London WC1H 8HA  
United Kingdom

Telephone: +44 207 704 0880  
Attention: Thomas Choquet/Victor Parzyjagla  
Email: [htn@lucid-is.com](mailto:htn@lucid-is.com)

This announcement has been issued through the Companies Announcement Service  
of  
the Irish Stock Exchange.

Bank of America Merrill Lynch acted as Sole Solicitation Agent to HTN Towers Nigeria in respect of the successful covenant waiver on the \$250mn senior notes due 2019 in connection with its Acquisition by IHS Holdings Limited.