

IHS Holding Limited

Health, Safety and Environmental Committee

Terms of Reference

These Health, Safety and Environmental Committee Terms of Reference were adopted by the Board of Directors (the “**Board**”) of IHS Holding Limited, a Cayman Islands exempted company following completion of the migration of its corporate seat from the Republic of Mauritius, (the “**Company**”), on 30 September 2021, and will become effective upon the U.S. Securities and Exchange Commission’s declaration of effectiveness of the Company’s registration statement on Form F-1 of the Company’s initial public offering of its ordinary shares in the United States.

1. Membership

- 1.1 Members of the Health, Safety and Environmental Committee (the “Committee”) shall be appointed by the Board.
- 1.2 The Committee shall be comprised of at least two directors.
- 1.3 The Board shall appoint the Chair of the Committee.
- 1.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals, including relevant personnel and external advisors may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.5 The Company secretary or their nominee/delegate shall act as the secretary of the Committee.

2. Meetings

- 2.1 The Committee shall meet at least twice a year and otherwise as required.
- 2.2 A majority of the members of the Committee then serving constitutes a quorum at any meeting of the Committee.
- 2.3 A resolution put to vote at a Committee meeting shall be carried by the affirmative votes of a majority of the votes cast. The Chair of the Committee shall have a casting vote on all matters in the event of an equality of votes. In addition, a resolution in writing signed by all the members of the Committee entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of the Committee.
- 2.4 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chair of the Committee or any of its members.

2.5 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than three business days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

2.6 Meetings may be held physically, by telephone or by videoconference.

2.7 The Secretary shall circulate draft minutes of Committee meetings promptly to all members of the Committee. Once approved, minutes shall be included in the Board papers for a subsequent meeting, unless in the opinion of the Chair of the Committee, and in accordance with applicable law, it would be inappropriate to do so. The Chair of the Committee shall report to the Board on the proceedings of the Committee.

3. Duties

In addition to the duties and responsibilities expressly delegated to the Committee in these Terms of Reference, the Committee may exercise any other powers and carry out any other responsibilities consistent with these Terms of Reference, the purposes of the Committee, and the Company's Memorandum and Articles of Association.

The general duties of the Committee shall be to:

3.1 Review the status of the Company's health, safety and environmental performance, including processes to ensure compliance with internal policies and goals and applicable laws and regulations.

3.2 Review and providing input to the Company on the management of current and emerging health, safety and environmental issues, policies, laws and regulations.

3.3 Assist the Board with oversight of the Company's risk management processes.

3.4 Assist the Board with oversight of the Company's security processes.

3.5 Review the annual strategy and resources of the Company's health, safety and environmental organization.

3.6 Review management's synopsis of the Company's health, safety and environmental policies, systems and, where available, benchmarks against industry standards and best practices.

3.7 Review, at least annually, processes designed to mitigate key health, safety and environmental risks.

3.8 Review methods used to communicate the Company's core health, safety and environmental values to employees, including the use of notices concerning health, safety and environmental throughout the Company's facilities and training courses.

3.9 Review management's update to the Committee, which shall be provided annually, regarding the materials used in communicating the Company's core values concerning the proactive promotion of health and safety to employees and contractors that are retained through procurement and supply channels.

3.10 Review management's report to the Committee, which shall be provided at least annually and with the assistance of such independent experts as the Committee may deem appropriate, on key changes to significant health, safety and environmental industry standards in key countries in which the Company operates, as well as any areas of material noncompliance with any such standards.

3.11 Review periodic updates on significant health, safety and environmental policy issues in key countries of operation that may materially impact the Company's operations, finances or reputation, along with management's response to such matters.

3.12 Review health, safety and environmental audit results and findings, action plans instituted pursuant to health, safety and environmental audits and findings made as a result of any investigations into significant occurrences.

3.13 Make periodic visits to the Company's facilities and discussing environmental, health safety issues related to those facilities.

3.14 Review management reports regarding the Company's efforts with regard to environmental, social and governance (ESG) matters and matters related to operational risks, including any general or external reports, reporting and/or disclosures. Such reports may include the Company's policies, programs and strategies related to environmental stewardship, corporate citizenship and other social and public matters of significant to the Company.

4. Administration

4.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

4.2 In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee as permitted by applicable law.

5. Shareholders' Agreement

5.1 For so long as any Shareholders' Agreement is in effect, these terms of reference will be interpreted to be consistent with such agreement.