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CONDITIONAL NOTICE OF REDEMPTION

IHS NETHERLANDS HOLDCO B.V.
(“ISSUER”)

September 3, 2019

Securities	ISIN / CUSIP / Common Code Number
\$800,000,000 9½% Senior Notes due 2021 (“Notes”)	Regulation S Notes: Common Code 150567475 ISIN Number XS1505674751 Rule 144A Notes: CUSIP 44963LAA4 ISIN Number US44963LAA44

This Notice of Redemption is Conditional

NOTICE IS HEREBY GIVEN in accordance with Sections 3.03 and 3.07(d) of the indenture dated as of October 27, 2016 as amended from time to time among, *inter alios*, the Issuer and Citibank N.A., London Branch, as trustee (the “**Trustee**”, and such indenture, the “**Indenture**”) governing the obligations of the \$800,000,000 9½% Senior Notes due 2021 (the “**Notes**”) of the Issuer, to the holders of the Notes that, in accordance with paragraph 5 of the applicable Notes and Section 3.07(d) of the Indenture, the Issuer has exercised its right to redeem, and does hereby call for redemption and will redeem on October 28, 2019 (the “**Redemption Date**”) (subject to the conditionality in paragraph 1 below), all Notes not heretofore delivered to the Trustee for cancellation at a redemption price of 102.375% of the principal amount of such Notes, plus accrued and unpaid interest thereon, to the Redemption Date (the “**Redemption**”).

The terms and conditions of the Redemption are as follows:

1. The Issuer hereby gives notice that the entire outstanding aggregate principal amount of the Notes on the Redemption Date will be redeemed in accordance with Section 3.07(d) of the Indenture. The Issuer’s obligation to redeem any of the Notes on the Redemption Date is conditioned upon the successful closing (in the sole and absolute determination of the Issuer) of the issue of new U.S. dollar-denominated senior fixed rate notes (the “**New Notes**”) and the receipt of advances under a new credit facility such that the net cash proceeds received by the Issuer will be sufficient (in the sole and absolute discretion of the Issuer) for it to fund the Redemption (including, without limitation, premium, Additional Amounts (if any) and accrued interest to the Redemption Date) (the “**Financing Condition**”). In the event that the Financing Condition shall not have been satisfied (or waived by the Issuer in its sole discretion) on or by the Redemption Date, the Redemption may not occur and this Notice of Redemption may be rescinded. Additionally, the Issuer may, in its sole discretion, cancel this notice at any time on or prior to the Redemption Date, or amend this notice at any time on or prior to the Redemption Date, including by amending the Redemption Date (such revised Redemption Date to be in accordance with the terms of the Indenture). The Issuer may, in its sole discretion, delay the Redemption until such time as the Financing Condition is satisfied. Accordingly, none of the Notes shall be deemed due and payable on the Redemption Date unless and until the Financing Condition is satisfied or waived by the Issuer in its sole and absolute discretion. If the Financing Condition is not satisfied or waived, any Notes previously surrendered to the Principal Paying Agent shall be returned to the Holders thereof. The Issuer will provide notice to the Trustee and the Principal Paying Agent of any such revocation of this Notice of Redemption on or before the Redemption Date.
2. The Redemption payments will be made on the same day as the Redemption Date. The record date will be October 25, 2019.

3. The Redemption price of the Notes is 102.375% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest from and including April 27, 2019 to (but excluding) the Redemption Date (the “**Redemption Price**”).
4. The Notes called for Redemption must be surrendered to Citibank, N.A. London Branch as Paying Agent, at Citigroup Centre, 25 Canada Square, Canary Wharf, London E14 5LB, United Kingdom: Fax: +44 20 7500 5877, Attention: The Trustee Directors, Agency & Trust to collect the Redemption Price.
5. Unless the Issuer defaults in making the Redemption payment, the Notes will become due and payable on the Redemption Date and interest and Additional Amounts (as defined in the Indenture), if any, on the Notes will cease to accrue on and after the Redemption Date, and the only right of the holders of the Notes is to receive payment of the Redemption Price, upon surrender to the Paying Agent of the Notes to be redeemed.
6. The ISINs, CUSIP or Common Code numbers, as applicable, in relation to the Notes being redeemed are as set forth above. No representation is made as to the correctness or accuracy of such numbers listed in this Notice of Redemption or printed on the Notes.

All capitalized terms used and not otherwise defined in this Notice of Redemption have the meaning given to them in the Indenture.

This Notice is given by:

IHS NETHERLANDS HOLDCO B.V., the Issuer.

Any questions regarding this notice of redemption should be directed to:
investorrelations@ihstowers.com

This notice constitutes a public disclosure of inside information by Steve Howden, SVP and Deputy CFO, on behalf of IHS Netherlands Holdco B.V. under Regulation (EU) 596/2014.