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**IHS NETHERLANDS HOLDCO B.V. ANNOUNCES TENDER OFFER
FOR OUSTANDING U.S.\$800,000,000 9.50% Senior Notes due 2021
(ISIN/US ISIN/ CUSIP: XS1505674751 / US44963LAA44 / 44963LAA4)**

September 3, 2019

IHS Netherlands Holdco B.V. (the "**Issuer**") has today launched an invitation to eligible holders (subject to the offer and distribution restrictions referred to below) of the outstanding notes detailed below (the "**Notes**") to tender any and all such Notes for purchase by the Issuer for cash (such invitation, the "**Tender Offer**"). The Tender Offer is made on the terms and subject to the conditions set out in the Tender Offer Memorandum dated September 3, 2019 (the "**Tender Offer Memorandum**").

Copies of the Tender Offer Memorandum are available from the Tender Agent as set out below. Capitalized terms used in this announcement but not defined herein have the meanings given to them in the Tender Offer Memorandum.

The Tender Offer will expire at 11:59 p.m., New York City time, on October 24, 2019, unless extended (such date and time, as may be extended, the "**Expiration Deadline**"). To receive the Total Consideration (as defined herein), plus any Accrued Interest Noteholders must tender their Notes on or prior to 5:00 p.m., New York City time, on September 16, 2019, unless extended (such time, as the same may be extended, the "**Early Tender Deadline**"). The Total Consideration includes an early tender premium of U.S.\$5 per U.S.\$1,000 principal amount of Notes (the "**Early Tender Premium**") validly tendered at or prior to the Early Tender Deadline and accepted for purchase pursuant to the Tender Offer. Noteholders who validly tender their Notes after the Early Tender Deadline but on or prior to the Expiration Deadline will only be eligible to receive the Tender Consideration, which is the Total Consideration minus the Early Tender Premium, plus any Accrued Interest rounded to the nearest cent (with half a cent being rounded upwards). Notes tendered may only be withdrawn on or prior to the Early Tender Deadline but, except as otherwise provided, not thereafter. The Tender Offer is subject to the satisfaction or waiver of certain conditions (the "**Tender Offer Conditions**"), as set out in the Tender Offer Memorandum.

<u>Description of Notes</u>	<u>CUSIP/ISIN</u>	<u>Aggregate Principal Amount Outstanding</u>	<u>Total Consideration</u>	<u>Early Tender Premium</u>	<u>Tender Consideration</u>	<u>Amount Subject to the Tender Offer</u>
U.S.\$800,000,000 9.50% Senior Notes due 2021 (the " Notes ")	Reg S ISIN: XS1505674751 144A ISIN: US44963LAA44 144A CUSIP: 44963LAA4	U.S.\$800,000,000	U.S.\$1,028.75 per U.S.\$1,000 in principal amount of Notes	U.S.\$5 per U.S.\$1,000 in principal amount of Notes	U.S.\$1,023.75 per U.S.\$1,000 in principal amount of Notes	Any and all

Financing Condition

The Issuer is not under any obligation to accept for purchase any Notes tendered pursuant to the Tender Offer. The acceptance for purchase by the Issuer of Notes tendered pursuant to the Tender Offer is at the sole and absolute discretion of the Issuer and tenders may be rejected by the Issuer for any reason. In addition, the Issuer intends, subject to market conditions, to issue new U.S. dollar-denominated senior fixed rate notes (the "**New Notes**") and to enter into a new credit facility.

The purchase of any Notes by the Issuer pursuant to the Tender Offer is subject, without limitation, to the successful closing (in the sole and absolute determination of the Issuer) of the issue of the New Notes and the receipt of advances under a new credit facility such that the proceeds received by the Issuer will be sufficient (in the sole and absolute discretion of the Issuer) for it to fund:

- the Total Consideration or the Tender Consideration, as applicable, plus Accrued Interest, in respect of any and all Notes tendered and accepted for purchase in the Tender Offer;
- the redemption of any Notes not purchased pursuant to the Tender Offer;
- certain other refinancing obligations of the Issuer and its affiliates; and
- all fees and expenses incurred in connection with the Tender Offer, the issuance of the New Notes and the entry into the new credit facility,

(the “**Financing Condition**”) or the waiver of such Financing Condition at the sole and absolute discretion of the Issuer.

A Noteholder that wishes to subscribe for New Notes in addition to tendering Notes for purchase pursuant to the Tender Offer may, at the sole and absolute discretion of the Issuer, receive priority (the “**New Issue Priority**”) in the allocation of the New Notes, subject to the issue of the New Notes, as fully described in the Tender Offer Memorandum.

New Issue Priority

A Noteholder that wishes to subscribe for New Notes in addition to tendering Notes for purchase pursuant to the Tender Offer may receive priority (the “**New Issue Priority**”) in the allocation of the New Notes, subject to the issue of the New Notes and such Noteholder making a separate application for the purchase of such New Notes to a Dealer Manager (in its capacity as a manager of the issue of the New Notes) in accordance with the standard new issue procedures of such manager. The aggregate principal amount of New Notes for which New Issue Priority may be given to such a Noteholder may be less than, equal to or greater than the aggregate principal amount of the Notes validly tendered by such Noteholder in the Tender Offer and accepted for purchase by the Issuer.

Procedure for obtaining New Issue Priority

To request New Issue Priority, a Noteholder should contact a Dealer Manager (in its capacity as a manager of the issue of the New Notes) on or prior to the pricing of the New Notes using the contact details on the last page of the Tender Offer Memorandum. Such Noteholder must:

- (a) confirm to such Dealer Manager its firm intention to submit a Tender Instruction on or prior to the Early Tender Deadline;
- (b) confirm its eligibility to purchase the New Notes; and
- (c) make an application to a Dealer Manager (in its capacity as a manager of the issue of the New Notes) for the purchase of the New Notes in accordance with the standard new issue procedures of such Dealer Manager.

For the avoidance of doubt, a Noteholder may request New Issue Priority for a principal amount of the New Notes that is equal to or less than the aggregate principal amount of Notes the subject of such Noteholder’s Tender Instruction. A Noteholder, if it so wishes, may elect to subscribe for New Notes in an aggregate principal amount exceeding the aggregate principal amount of Notes which are the subject of such Noteholder’s Tender Instruction but any additional New Notes requested for will be allocated (if at all) on a non-priority allocation basis, unless the Issuer otherwise determines.

An application for New Issue Priority shall not be binding on the Issuer or the managers of the issue of the New Notes. Notwithstanding any other provisions of the Tender Offer Memorandum, the aggregate principal amount of the New Notes, if any, for which New Issue Priority will be given to any Noteholder will be subject to the sole and absolute discretion of the Issuer.

Rationale for the Tender Offer

The purpose of the Tender Offer, in conjunction with the proposed issuance of New Notes, is to (i) proactively manage the Issuer's overall debt redemptions; (ii) extend the debt maturity profile of the Issuer (subject to satisfaction of the Financing Condition); and (iii) consolidate and simplify the existing overall debt of the Issuer.

Purchase Price

Subject to the Minimum Denomination, the purchase price payable per U.S.\$1,000 in aggregate principal amount of the Notes validly tendered on or prior to the Early Tender Deadline and accepted for purchase pursuant to the Tender Offer will be the Total Consideration of U.S.\$1,028.75, together with Accrued Interest.

Subject to the Minimum Denomination, the purchase price payable per U.S.\$1,000 in aggregate principal amount of the Notes validly tendered after the Early Tender Deadline but on or prior to the Expiration Deadline and accepted for purchase pursuant to the Tender Offer will be the Tender Consideration of U.S.\$1,023.75 (being the Total Consideration less the Early Tender Premium), together with Accrued Interest.

The Issuer has, on September 3, 2019, published a conditional redemption notice notifying Noteholders in accordance with section 3.07(d) of the Indenture that, subject to the satisfaction of the Financing Condition, it will redeem any outstanding Notes on October 28, 2019 (the "**Redemption Date**") at a redemption price of U.S.\$1,023.75 per U.S.\$1,000 in principal amount of Notes (the "**Redemption Price**"), plus accrued and unpaid interest, in accordance with the satisfaction and discharge procedures described in the Tender Offer Memorandum. Accordingly, Noteholders who do not participate in the Tender Offer, or whose Notes are not accepted for purchase by the Issuer, will have their Notes redeemed on the Redemption Date.

The Tender Consideration, plus accrued and unpaid interest, payable on the Final Settlement Date, is the same amount as the Redemption Price, plus accrued and unpaid interest, payable on the Redemption Date.

Redemption of Notes; Discharge

If the Financing Condition is satisfied, the Issuer intends to satisfy and discharge, in accordance with the provisions of the Indenture, all of the Notes that have not been tendered and accepted for purchase as of the Early Tender Deadline.

Noteholders tendering after the Early Tender Deadline but prior to the Expiration Deadline are expected to receive any payment on the Final Settlement Date from the Satisfaction and Discharge Account, and on the Final Settlement Date the beneficial interests represented by such Notes will be cancelled and no longer eligible for redemption. Any Noteholder tendering after the Early Tender Deadline expressly authorizes the Trustee (or its affiliate) and the Issuer to effect the release of the requisite funds from the Satisfaction and Discharge Account for payment of their tendered Notes or to pay the Tender Consideration, any Accrued Interest Payments to such Noteholder by such other means.

Subject to satisfaction of the Financing Condition, the Issuer will redeem any outstanding Notes on the Redemption Date at the Redemption Price, plus accrued and unpaid interest.

Indicative Timetable for the Tender Offer

<u>Date</u>	<u>Action</u>
September 3, 2019	<i>Commencement of the Tender Offer</i> Tender Offer announced. Tender Offer Memorandum available from the Tender Agent.

5:00 p.m., New York
City time, on
September 16, 2019

Early Tender Deadline / Withdrawal Deadline for Early Tender Deadline

The deadline for Noteholders to tender Notes in order to qualify for payment on the Early Settlement Date of the Total Consideration, which includes the Early Tender Premium, plus any Accrued Interest Payment.

The deadline for Holders to validly withdraw Notes validly tendered before this date and time, unless otherwise extended as described herein. Notes validly tendered prior to the Early Tender Deadline may only be withdrawn on or prior to the Early Tender Deadline. Notes validly tendered after the Early Tender Deadline and at or prior to the Expiration Time may not be withdrawn, except to the extent required by law.

As soon as reasonably
practicable after the
Early Tender
Deadline

Announcement of Early Results of Tender Offer

The Issuer will announce (i) whether the Financing Condition has been satisfied and (ii) its decision whether to accept Notes validly tendered on or prior to the Early Tender Deadline for purchase pursuant to the Tender Offer (subject to the satisfaction or waiver (at the sole and absolute discretion of the Issuer) of the Financing Condition if not already satisfied), including, if applicable, the Early Settlement Date for the Tender Offer, and the results of the Tender Offer as at the Early Tender Deadline in accordance with the methods set out in “*Terms and Conditions of the Tender Offer – Announcements*” below.

Expected to be
September 18, 2019

Early Settlement Date / New Issue Settlement Date

Payment of the relevant Total Consideration, plus any Accrued Interest Payment, for all Notes validly tendered on or prior to the Early Tender Deadline and not validly withdrawn and accepted for purchase pursuant to the Tender Offer.

Issue of the New Notes.

11:59 p.m., New York
City time, October 24,
2019

Expiration Deadline / Withdrawal Deadline for Expiration Deadline

The deadline for Noteholders to tender Notes pursuant to the Tender Offer in order to qualify for payment on the Final Settlement Date of the Tender Consideration, plus any Accrued Interest.

The deadline for Holders to validly withdraw Notes validly tendered after the Early Tender Deadline but before this date and time, unless otherwise extended as described herein. Notes validly tendered after the Early Tender Deadline may only be withdrawn on or prior to the Expiration Deadline.

As soon as reasonably
practicable after the
Expiration Deadline

Announcement of Result of Tender Offer

The Issuer will announce its decision whether to accept Notes validly tendered after the Early Tender Deadline but on or prior to the Expiration Deadline for purchase pursuant to the Tender Offer (subject to the satisfaction or waiver (at the sole and absolute discretion of the Issuer) of the Financing Condition if not already satisfied), including, if applicable, the Final Settlement Date for the Tender Offer, and the results of the Tender Offer in accordance with the methods set out in “*Terms and Conditions of the Tender Offer – Announcements*” below.

October 28, 2019

Final Settlement Date

Payment from the proceeds of the Satisfaction and Discharge Account of the Tender Consideration, plus any Accrued Interest Payments, for all Notes validly tendered after the Early Tender Deadline but on or prior to the

Expiration Deadline and accepted for purchase pursuant to the Tender Offer.

October 28, 2019

Redemption Date

The date on which any Notes still outstanding on such date following the Final Settlement Date will be redeemed pursuant to section 3.07(d) of the Indenture.

Unless stated otherwise, announcements in connection with the Tender Offer will be made by the issue of a press release through Euronext Dublin and by the delivery of notices to the Clearing Systems for communication to Direct Participants. Announcements may also be made by the issue of a press release to one or more Notifying News Service(s). Copies of all announcements, notices and press releases can also be obtained from the Tender Agent. Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Tender Agent for the relevant announcements during the course of the Tender Offer.

Tender Instructions

Only a Direct Participant in a Clearing System can properly instruct that Clearing System with regard to submitting Tender Instructions. In so instructing, the Direct Participant, and the tendering Noteholder on whose behalf it is acting, will be deemed to have read and agreed to be bound by the terms and conditions of the Tender Offer contained in the Tender Offer Memorandum.

If a Noteholder holds its Notes through a custodian or other Intermediary, such Noteholder may not submit a Tender Instruction directly. It should therefore contact its custodian or other Intermediary to instruct its custodian or Intermediary to submit a Tender Instruction on its behalf. In the event that the relevant custodian or Intermediary is unable to submit a Tender Instruction on its behalf by one of the methods described herein, the Noteholder should contact the Tender Agent for assistance in submitting its Tender Instruction. There can be no assurance that the Tender Agent will be able to assist any such Noteholders in successfully submitting a Tender Instruction.

To tender Notes for purchase pursuant to the Tender Offer, a holder of Notes should deliver, or arrange to have delivered on its behalf, via the relevant Clearing System and in accordance with the requirements of such Clearing System, a valid Tender Instruction that is received in each case by the Tender Agent by the Early Tender Deadline or the Expiration Deadline (as the case may be):

Tender Instructions must be submitted in respect of a principal amount of Notes of no less than the Minimum Denomination, being U.S.\$200,000 and may be submitted in integral multiples of U.S.\$1,000 thereafter.

Noteholders are advised to check with any bank, securities broker or other Intermediary through which they hold Notes when such Intermediary would require to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or revoke their instruction to participate in, the Tender Offer before the deadlines specified in the Tender Offer Memorandum. **The deadlines set by any such Intermediary and each Clearing System for the submission and withdrawal of Tender Instructions will be earlier than the relevant deadlines specified in the Tender Offer Memorandum.**

The tendering of Notes in the Tender Offer will be deemed to have occurred upon receipt by the Tender Agent via the relevant Clearing System of a valid Tender Instruction submitted in accordance with the requirements of such Clearing System. The receipt of such Tender Instruction by the relevant Clearing System will be acknowledged in accordance with the standard practices of such Clearing System and will result in the blocking of the relevant Notes in the Noteholder's account at the relevant Clearing System so that no transfers may be effected in relation to such Notes.

Noteholders are advised to read carefully the Tender Offer Memorandum for full details of and information on the procedures for participating in the Tender Offer.

A copy of the Tender Offer Memorandum is available to eligible persons upon request from the Tender Agent

Citigroup Global Markets Limited, Goldman Sachs International and Standard Chartered Bank are acting as Dealer Managers for the Tender Offer and Lucid Issuer Services Limited is acting as Tender Agent.

Questions and requests for assistance in connection with the Tender Offer may be directed to the Dealer Managers.

This announcement 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.

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Questions and requests for assistance in connection with the delivery of Tender Instructions may be directed to the Tender Agent.

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DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Tender Offer. If you are in any doubt as to the contents of this announcement, the Tender Offer, the Tender Offer Memorandum or the action you should take, you are recommended to seek your own financial and legal advice, including tax advice relating to the tax consequences, immediately from your broker, bank manager, solicitor, accountant or other independent financial or legal advisor. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Tender Offer.

None of the Dealer Managers, the Tender Agent, the Issuer or any of their respective directors, officers, employees or affiliates makes any representation or recommendation whatsoever regarding this announcement, the Tender Offer Memorandum, the Tender Offer or any recommendation as to whether Noteholders should tender Notes in the Tender Offer or otherwise participate in the Tender Offer or subscribe for New Notes.

None of the Dealer Managers, the Tender and Information Agent (or any of their respective directors, employees or affiliates) assumes any responsibility for the accuracy or completeness of the information concerning the Issuer, the Notes, the Tender Offer or the New Notes contained in this announcement or in the Tender Offer Memorandum. None of the Dealer Managers, the Tender and Information Agent (or any of their respective directors, employees or affiliates) is acting for any Noteholder, or will be responsible to any Noteholder for providing any protections which would be afforded to its clients or for providing advice in relation to the Tender Offer, and accordingly none of the Dealer Managers, the Tender and Information Agent (or any of their respective directors, employees or affiliates) assumes any responsibility for any failure by the Issuer to disclose information with regard to the Issuer or the Notes which is material in the context of the Tender Offer and which is not otherwise publicly available.

OFFER AND DISTRIBUTION RESTRICTIONS

Neither this announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Tender Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by each of the Issuer, the Dealer Managers and the Tender and Information Agent to inform themselves about and to observe any such restrictions.

United Kingdom

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the FSMA. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”)) or persons who are within Article 43(2) of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (such persons together being the “**Relevant Persons**”). The Tender Offer is only available to Relevant Persons and the transactions contemplated in this announcement and the Tender Offer Memorandum will be available only to, or engaged in only with, Relevant Persons, and this announcement, the Tender Offer Memorandum and any other documents and/or materials produced in connection with the Tender Offer must not be relied or acted upon by persons other than Relevant Persons.

France

The Tender Offer is not being made, directly or indirectly, and neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offer have been or shall

be distributed, to the public in the Republic of France, other than to qualified investors (*investisseurs qualifiés*), as defined in article 2 point (e) of the Prospectus Regulation, in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code Monétaire et Financier*. This announcement, the Tender Offer Memorandum and any other document or material relating to the Tender Offer have not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

Italy

None of the Tender Offer, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (“**CONSOB**”).

The Tender Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Noteholders, or beneficial owners of the Notes, can tender some or all of their Notes pursuant to the Tender Offer through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes or the Tender Offer.

Netherlands

In the Netherlands, the Tender Offer will not, directly or indirectly, be made to, or for the account of, any person other than to qualified investors within the meaning of Article 2(e) of the Prospectus Regulation. Neither this announcement, the Tender Offer Memorandum nor any other documentation or material relating to the Tender Offer has been or will be submitted to the Dutch Authority for Financial Markets (*de Autoriteit Financiële Markten*, the “**AFM**”) for approval. Therefore, neither this announcement, the Tender Offer Memorandum nor any other documentation or material relating to the Tender Offer qualify as an approved prospectus as meant in Article 6 of the Prospectus Regulation. Accordingly, in the Netherlands, the Tender Offer may not be made by way of an “offer of securities to the public” within the meaning of Article 2(d) of the Prospectus Regulation and the Tender Offer may not be promoted and is not being made to, any person in the Netherlands (with the exception of “qualified investors” within the meaning of Article 2(e) in conjunction with Article 1(4)(a) of the Prospectus Regulation). This announcement, the Tender Offer Memorandum and any other documentation or materials relating to the Tender Offer (including memoranda, information circulars, brochures or similar documents) have not been forwarded or made available to, and are not being forwarded or made available to, directly or indirectly, any such person. With regard to the Netherlands, this announcement, the Tender Offer Memorandum has been transmitted only for personal use by the aforementioned qualified investors and only for the purpose of the Tender Offer. Accordingly, the information contained in this announcement, the Tender Offer Memorandum may not be used for any other purpose or be transmitted to any other person in the Netherlands.

Nigeria

The Tender Offer is not being made, directly or indirectly, in the Federal Republic of Nigeria (“**Nigeria**”), except in compliance with the laws of Nigeria. Neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offer have been or shall be distributed to the public in Nigeria, and only Noteholders in Nigeria or their representatives are eligible to participate in the Tender Offer. This announcement and the Tender Offer Memorandum have not been and will not be submitted for clearance to nor approved by the Securities and Exchange Commission of Nigeria.

General

Neither this announcement, the Tender Offer Memorandum nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes for purchase by the Issuer pursuant to the Tender Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer and any Dealer Manager or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Issuer in such jurisdiction.

Each Noteholder participating in the Tender Offer will be deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in “*Procedures for Participating in the Tender Offer*” of the Tender Offer Memorandum. Any tender of Notes for purchase by the Issuer pursuant to the Tender Offer from a Noteholder that is unable to make these representations will not be accepted.

Each of the Issuer and the Dealer Managers and the Tender Agent (on behalf of the Issuer) reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase by the Issuer pursuant to the Tender Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such tender or submission of Notes may be rejected.