DRIVING THE GROWTH OF MOBILE COMMUNICATIONS ACROSS AFRICA AND THE MIDDLE EAST

Helios Towers plc

Annual Report and Financial Statements 2023

About us

WHO WE ARE

We are a leading independent telecoms infrastructure company, with one of the most extensive tower portfolios across Africa and the Middle East.

Our business model promotes tower infrastructure sharing and enables mobile network operators (MNOs) to deliver mobile connectivity more quickly, reliably, cost-effectively and with a lower carbon footprint. In turn, this supports the expansion and quality of mobile connectivity, driving sustainable development in our markets.

OUR PURPOSE

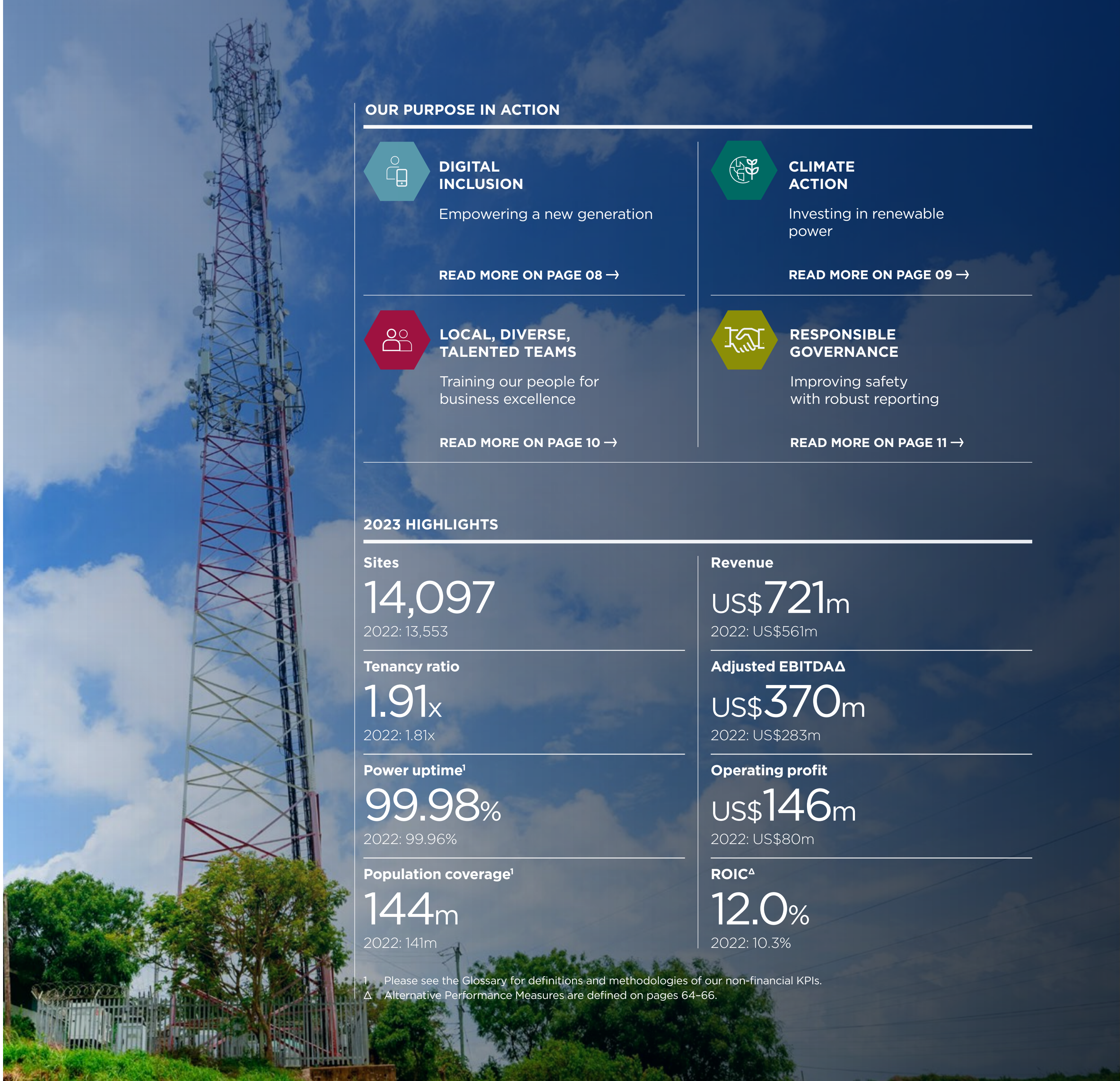
To drive the growth of mobile communications across Africa and the Middle East.

OUR MISSION

To deliver exceptional customer service through our business excellence platform, and create sustainable value for our people, environment, customers, communities and investors.

OUR VALUES

- Integrity
- Partnership
- Excellence



OUR PURPOSE IN ACTION

DIGITAL INCLUSION

Empowering a new generation

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CLIMATE ACTION

Investing in renewable power

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LOCAL, DIVERSE, TALENTED TEAMS

Training our people for business excellence

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RESPONSIBLE GOVERNANCE

Improving safety with robust reporting

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2023 HIGHLIGHTS

Sites
14,097
2022: 13,553

Revenue
US$721m
2022: US$561m

Tenancy ratio
1.91x
2022: 1.81x

Adjusted EBITDA Δ
US$370m
2022: US$283m

Power uptime[1]
99.98%
2022: 99.96%

Operating profit
US$146m
2022: US$80m

Population coverage[1]
144m
2022: 141m

ROIC[Δ]
12.0%
2022: 10.3%

1 Please see the Glossary for definitions and methodologies of our non-financial KPIs.
Δ Alternative Performance Measures are defined on pages 64–66.

WELCOME TO OUR ANNUAL REPORT AND FINANCIAL STATEMENTS

We apply integrated reporting as this best reflects our approach to sustainable business. We have a complementary Reporting Supplement, which includes additional ESG information and our disclosures against reporting frameworks such as the Global Reporting Initiative: heliostowers.com/investors.

We hope you find this report useful in understanding our business and performance, and we welcome any feedback at: investorrelations@heliostowers.com.

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Strategic Report

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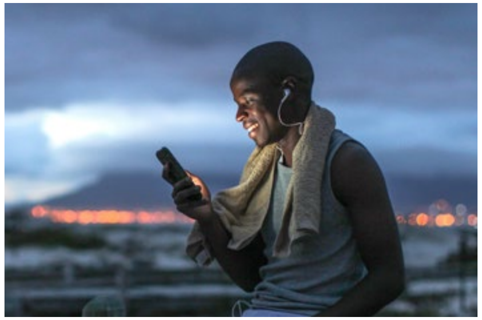
Governance Report



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STRATEGIC REPORT

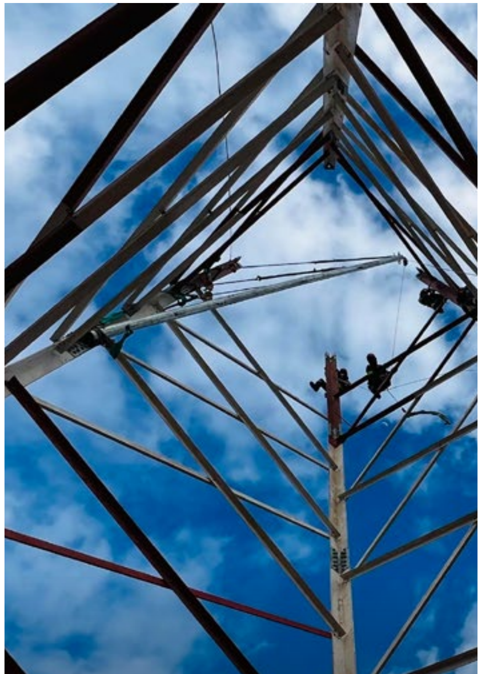
WHAT WE DO

We build, acquire, lease-up and operate telecommunications towers that can accommodate and power the needs of multiple tenants.

Our tenants are the major MNOs, and we serve them across nine high-growth markets. We offer a high-quality and comprehensive passive infrastructure solution that includes site selection and preparation, maintenance, security, power management and hosting of active equipment such as antennae.

Our infrastructure-sharing model supports the sustainable expansion of mobile connectivity. MNOs can roll out and densify mobile coverage faster, more reliably, more cost-effectively and with a lower environmental impact.

We are proud of our role in advancing access to mobile communications in our markets, which in turn contributes to social and economic development.

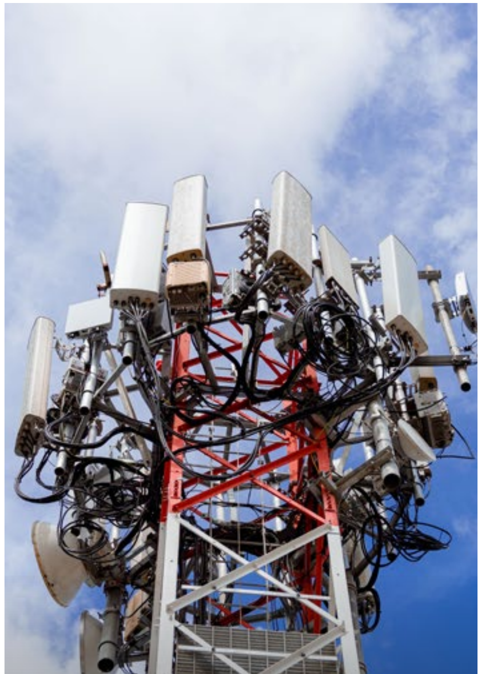


1

Build and acquire towers

We take a disciplined approach to acquisitions and building new sites, allocating capital to the highest returning opportunities.

Our build-to-suit (BTS) sites are driven by customer demand, with construction initiated only after we receive an order from at least one MNO.

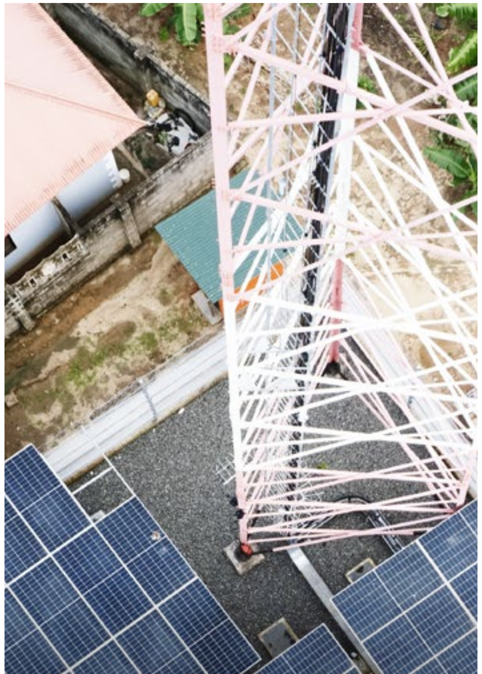


2

Colocation lease-up

Our primary focus is to add additional tenants to our towers, sharing space and power equipment.

Lease-up delivers robust earnings growth, with each new colocation delivering c.80% Adjusted EBITDA margin flow-through, and allows customers to roll out more quickly and cost-effectively.



3

Drive operational improvements

We also improve site performance and returns through power optimisation and utilising Lean Six Sigma (LSS) principles.

Investments in power solutions that reduce our reliance on fuel such as grid connections, hybrid or solar solutions, lowers our carbon emissions and delivers a financial return.

HOW WE DO IT

	OUR STRATEGY	OUR 2026 TARGETS	OUR IMPACT
	Overview	Strategic KPIs and 2026 targets	
Customer Service Excellence	Delivering the best customer service, including power uptime, network roll out speed, attractive pricing, capital efficiency and reduced carbon footprint enabled through our infrastructure-sharing model.	**Downtime per tower per week** <30 seconds **New site/colocation roll out** 90 days | 24 hours **Population coverage** 164m	Digital inclusion Climate action
People and Business Excellence	Investing in our people and partners, providing local employment, creating a culture of safety and embedding business excellence and Lean Six Sigma principles for more efficient and effective operations.	**Employees trained in Lean Six Sigma** 70% **Female employees** 30% **Local employees** >95%	Local, diverse, talented teams
Sustainable Value Creation	Disciplined approach to capital allocation and focus on efficiency drives the sustainable growth of our business, enabling mobile connectivity with fewer emissions and delivering value for all stakeholders.	**Tenancy ratio** 2.2x **Rural sites** 6,000 **Carbon reduction per tenant**[1] 46%	Responsible governance

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UNDERPINNED BY OUR VALUES

INTEGRITY
Striving to do the right thing

PARTNERSHIP
Based on mutual respect and benefit

EXCELLENCE
Our goal is to be the best we can be

1 2030 target reflects Scope 1 and 2 emissions and covers the five markets where we were operational in our 2020 baseline year.

OUR VALUE CREATION

As the costs of operating a tower are largely fixed, tower companies generate the most attractive returns by adding more tenants to a tower.

Following a period of transformational platform expansion across 2020 to 2022, in which we effectively doubled our towers, 2023 was focused on organic growth and colocation lease-up.

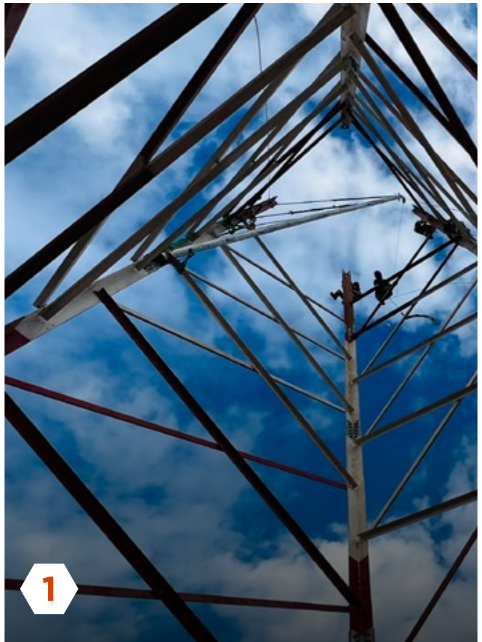
In 2023, we added a record number of organic tenancies (+2,433), supporting lease-up of +0.1x to achieve a tenancy ratio of 1.91x. Consequently, return on invested capital (ROIC) increased +1.7ppt to 12.0%. The Group's loss before tax was US$112.2 million, an improvement of US$50.3 million year-on-year.

We expect ongoing statutory Group losses in the short-term whilst embedding and expanding our newly acquired assets. Nevertheless, with our focus on tenancy growth and operational efficiencies, we anticipate improved profitability. This transformation is evident in our five established markets, where our business is evolving towards profitability.

Our demonstrated ability to lease-up reflects our uniquely positioned platform. We largely operate in markets where we have a leading or sole market position, feature over three mobile operators on average and have significant infrastructure requirements, characterised by low mobile penetration and population growth. Combined with a build programme focused on identifying locations with the highest lease-up potential, we are able to deliver robust tenancy growth.

Accordingly, we target reaching a tenancy ratio of 2.2x by 2026 (2023: 1.91x), supporting continued ROIC expansion and increased profitability.

1. For illustrative purposes only. Please see the Glossary for definitions.



1 Build and acquire towers

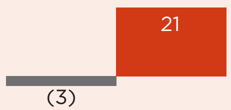
Tenancy ratio

1x

Indicative site ROIC[1]

12%

Indicative site Adjusted gross profit and profit/(loss) before tax (US$k)[1]



2 Colocation lease-up

Tenancy ratio

2x | 3x

Indicative site ROIC[1]

25% | 34%

Indicative site Adjusted gross profit and profit/(loss) before tax (US$k)[1]

3 Drive operational improvements

2022–2030 investment ('Project 100')

US$100m

Allocated to low-carbon solutions, which also drive cost reductions

$

Focus on business excellence and continuous improvement

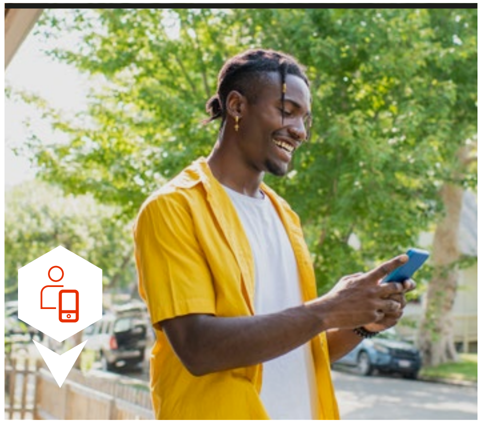
53%

Employees trained in Lean Six Sigma

OUR STAKEHOLDERS

At Helios Towers, we take great pride in the strong relationships we have built with our diverse and valued stakeholders – our customers, investors, people and partners, and the communities and environments we operate within.

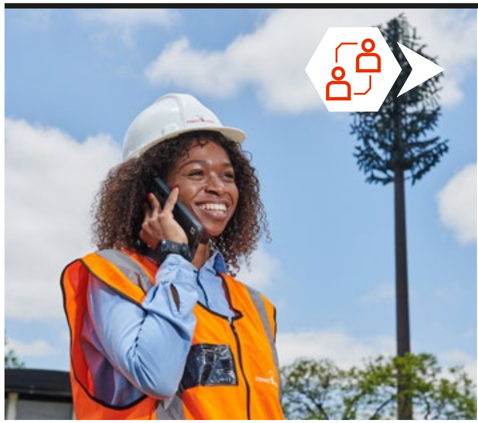
Together, these stakeholders form the pillars of our success, helping us to contribute towards and promote digital inclusion, sustainable development and prosperity in the markets where we operate.



Customers

Cost-effective tower usage: our leases are priced at a substantial discount to an MNO's total cost of ownership.

Reduction in MNOs' passive infrastructure capex requirements allows them to focus investment and resources on active equipment and technology upgrades.



Our people and partners

Employment, founded on a culture of safety, with training and development opportunities for a diverse localised workforce – for both us and our partners.

Investors

Opportunity to capture the unparalleled structural growth in mobile across Africa and the Middle East, with a robust and resilient business model.

Communities, economies and the environment

Supporting local economies and extending network coverage to reach rural locations, helping to connect the unconnected.

Reduced environmental footprint through infrastructure-sharing and power and maintenance efficiencies.

OUR IMPACT

We report progress on our Sustainable Business Strategy through four key impact areas.

Digital inclusion

By growing our business and increasing access to mobile connectivity, we are promoting digital inclusion across Africa and the Middle East. Mobile is helping to connect individuals and communities to a range of life-enhancing services.

We support our MNO customers to roll out mobile networks more efficiently and at a lower cost, allowing them to focus resources on active equipment and technology upgrades.

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Climate action

Our business model reduces the need for duplicate infrastructure and associated emissions, enabling a more integrated mobile network infrastructure to minimise environmental impact.

We strive to lower our carbon footprint as well as that of our customers, through deploying cleaner technologies where possible. Through Project 100, we are investing US$100 million in low-carbon solutions between 2022 and 2030.

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Local, diverse, talented teams

Our ambition is to build a diverse and talented workforce by fostering a safe and collaborative environment to deliver on our business goals. We create employment, training and promotion opportunities for local people – our own colleagues and those who work for our partners.

Successful collaboration with our partners is essential for the construction and maintenance of our assets and maximising power uptime.

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Responsible governance

We operate with a robust governance framework accredited to key ISO standards covering quality, environmental management, health and safety, information security and anti-bribery.

Our governance structures help us to deliver on our strategy, manage our performance and conduct business in an ethical and transparent manner. Our approach extends to our partners, through training and driving greater governance standards.

READ MORE ON PAGE 34 →

DIGITAL INCLUSION

EMPOWERING A NEW GENERATION

Supporting rural communities with digital connectivity

TANZANIA

In Tanzania, our largest market by site count, we continued to invest in rural expansion alongside our customers, supporting the Government's Digital Tanzania ambition for 80% of the population to receive network coverage by 2025[1].

Since 2019, we have built over 290 sites in rural locations in Tanzania. This rollout has been in support of the Universal Communication Service Access Fund (UCSAF), aimed at facilitating greater access to communications – particularly in rural and underdeveloped areas.

One example of the positive impact our site builds can have is Matuli village in eastern Tanzania, which has a population of around 8,000 people. Previously, villagers walked more than three kilometres to reach 'the wonder tree' – '*Mti wa Maajabu*' – to receive connectivity. With a new tower built, the villagers are now able to access a reliable connection across the village and neighbouring areas.

Alongside our infrastructure roll out, we also have a strategic community investment programme, which looks to enhance local communities' digital access and experience. We support schools local to our towers through our Group-wide ICT lab initiative. Working with our NGO partner, Camara, we contributed to a new ICT lab at Mkwajuni Secondary School in Zanzibar, ready in time for the new school year.

Together with our local maintenance partner, we refurbished and equipped the lab to a safe standard. Camara conducted an intensive five-day training programme for 79 members of the school, including school leaders, teachers and students.

The training provided attendees with the digital skills to effectively create educational materials for the school population. Over 900 students will have access to digital learning through the new lab.

The launch was attended by our Group CEO Tom Greenwood and representatives from the Ministry of Education, with speakers encouraging the students to harness technology as tools for their personal growth and transformation.

1 **Government of Tanzania, National Five Year Development Plan 2021-2026, 2021.**

The mobile and computer became a window to a world of knowledge that I had never seen before. It opened my eyes to new possibilities.

Mwanaidi Othumani
Student

Group sites in rural locations

41%

People under the coverage footprint of our towers across all markets

144m

CLIMATE ACTION

INVESTING IN RENEWABLE POWER

Project 100: Ghana solar rollout

GHANA

We deploy cleaner technologies wherever possible to reduce our carbon footprint and our operating costs. As part of Project 100, our initiative committing US$100 million between 2022–2030 towards carbon reduction initiatives, we selected Ghana as our carbon innovation hub in 2023.

Operating towers in Africa and the Middle East requires a unique skillset due to the infrastructure challenges that exist.

Average grid availability across our portfolio is around 17 hours compared to 24 hours per day in the EU. Our key strength as an organisation is providing consistently reliable power uptime, despite the infrastructure challenges in our markets.

Throughout 2023, we invested US$12 million in site and power upgrades Group-wide. Our dedicated Performance Engineering team continually analyses sites across our portfolio, and considers the most environmentally friendly and cost-effective solutions – balancing site design and power needs.

Our team in Ghana focused on deploying commercially viable solar technologies on sites to reduce carbon emissions and enhance financial returns. During the year, 313 sites were installed with solar panels, supplying power to 38% of sites across Ghana. Within the year, the solar panels at our sites avoided 168,000kg of CO_2e by reducing grid consumption.

To support, we trained 26 partners to effectively maintain the solar panels. The sites were also integrated onto our Remote Monitoring System (RMS), which supports the measurement of power consumption across our portfolio.

While solar has seen success in Ghana, it may not offer a universal solution that can be applied to all sites. Currently, powering a two-tenant site with solar would require space equivalent to a tennis court. However, with solar panel innovation, we have seen power outputs increase and over time solar could be rolled out more broadly across our portfolio. The learning from this rollout is also being leveraged in other markets.

Together with colocation lease-up, this initiative has supported a reduction in carbon emissions per tenant by 10% in Ghana from a 2020 baseline. This, in turn, has helped our customers reduce their carbon emissions, while keeping power uptime at world-class levels.

We are committed to creating a sustainable future. By harnessing the power of the sun, we can reduce our environmental impact and pave the way for a brighter, cleaner tomorrow.

Joyce Mensah
Head of Performance Engineering, Ghana

Percentage of Ghana sites with renewable power

38%

Partners upskilled

26

LOCAL, DIVERSE, TALENTED TEAMS

TRAINING OUR PEOPLE FOR BUSINESS EXCELLENCE

Continuous improvement through Lean Six Sigma

GROUP-WIDE

We deliver complex infrastructure projects in some of the most challenging locations globally. While our markets have a land mass of almost double the size of the EU, they feature less than one-tenth of the tarmac roads[1]. As a result, logistics and operations can be demanding in this context.

Our approach aligns to our Lean Six Sigma (LSS) programme, which focuses on reducing inefficiencies and variation, optimising processes to provide a reliable service to our customers. We introduced this approach in 2016 and have seen significant improvements across the organisation. For example, our new markets have delivered an average reduction in downtime per tower of 70% from acquisition closing to 2023. Group-wide we have also made progress on our target of colocation delivery within 24 hours and build-to-suit (BTS) towers on order by customers within 90 days.

By using our defined methodology, LSS delivers tangible results by aligning the organisation to our key business priorities and rigorously removing unnecessary steps in the process. This approach also supports our local partners to develop their skills in each market.

As one of our most established operating companies (OpCos), Helios Towers Tanzania is our benchmark OpCo and is used as a learning hub for the organisation. Through applying LSS principles, strong collaboration and streamlining processes, the team has delivered over 130 colocations in 24 hours during 2023. In addition, the team reduced BTS costs through improvements to logistics.

Similarly, in DRC we have also experienced the benefits of LSS. Our team focused on improving our 50-metre tower delivery time. The team was able to implement a new enhanced process, aimed at eliminating waste, resulting in a 44% reduction in lead time. The team consequently delivered sites in 113 days in 2023.

In September, our approach was recognised in the 'Excellence in Lean Six Sigma' category at the UK Excellence Awards, managed by the British Quality Foundation.

Lean Six Sigma has given the opportunity for all of our Helios Towers colleagues and external partners to take their career and company to the next level. Using LSS tools and techniques is transforming the way we operate.

Allan Fairbairn
Group Director, Business Excellence and Delivery

Invested in training programmes in 2023

US$1.5m

Target to train colleagues in LSS by 2026

70%

1 World Bank, CIA Factbook
Credit: Mobile Six Photography

RESPONSIBLE GOVERNANCE

IMPROVING SAFETY WITH ROBUST REPORTING

Virtual supervision enhancing safety governance

GROUP-WIDE

Keeping our people and partners safe in remote and disperse environments is a crucial part of our health and safety programme. Our strategy focuses on raising greater awareness of safe working practices and active monitoring, particularly as we work in markets with limited regulatory oversight and enforcement.

We implemented virtual supervision in 2023 to support our governance, oversight, and proactive learning in key risk areas including site monitoring and driving.

Driving is one of our most salient risks, with our partners completing approximately 17.5 million kilometres per year. All new vehicles are equipped with an in-vehicle monitoring system (IVMS) to manage driving behaviours. This helps us to proactively understand driving behaviours, statistically identify drivers who are at greater risk of accident and intervene with remedial actions. This has led to a 45% reduction in road traffic accidents since 2019.

Dashcams have supported us with additional monitoring, such as seatbelt compliance. Our intervention framework ensures that all fleet managers respond to any real-time driving violations and that the Safety, Health, Environment and Quality (SHEQ) team is brought in should there be recurring 'at-risk' driving behaviours.

To help us ensure that our safety expectations are met when new sites are built, we have also implemented an iAuditor virtual tool, prompting teams to conduct checks and stop work where minimum controls cannot be met. Teams then review if risks can be mitigated and advise on whether work can be continued in a safe manner.

To further advance this initiative, we have completed a proof of concept for a Group-wide smart helmet solution that will allow teams to conduct virtual site investigations. The pilot has proved positive and will be rolled out in Ghana and Madagascar in 2024.

We share our best practice with peers both internally and externally, as we consider this vital to moving standards forward across the industry in emerging markets.

Our SHEQ strategy, based on openness and transparency, has allowed both teams and partners to develop a learning culture that has significantly reduced the risk profile and incident rates across our operations.

Will Richardson-White
Group Head of HSE and Quality

Decrease in road traffic accident frequency rate (since 2019)

45%

Maintenance partners with in-vehicle monitoring system installed

94%

LEADING POSITIONS IN THE FASTEST GROWING MOBILE MARKETS

We operate in nine markets across Africa and the Middle East and have leading positions in seven. Our markets share similar attributes that support the potential for sustained growth and lease-up:

- unparalleled population growth of +44 million[1];
- low mobile penetration of 52%[2];
- +3x increase in data consumption[3]; and
- typically, three to four blue-chip MNOs in each market[2].

Consequently, it is independently forecast that there will be a requirement for over 32,000 new points of service (PoS) across our markets over the next five years, representing an organic growth opportunity larger than the size of Helios Towers' portfolio today (26,925 tenants).

We have a strong presence across each of our nine markets and proven operational expertise. Combined with a well-invested platform and markets that typically feature three to four MNOs, we anticipate strong lease-up across our markets and are targeting a tenancy ratio of 2.2x by 2026.

The growth is expected to be sustained, with Africa and the Middle East projected to see populations almost triple this century, compared to the rest of the world seeing relatively flat or declining populations.

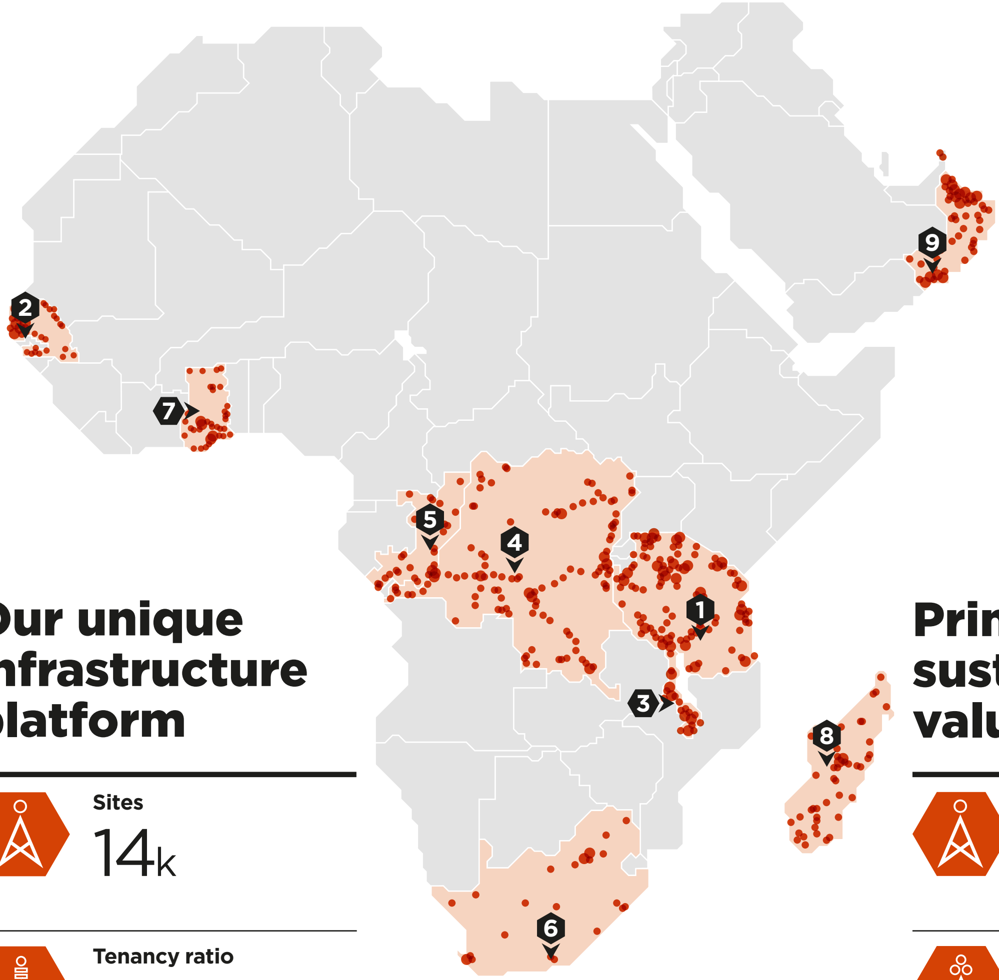
DRC and Tanzania are anticipated to host two of the three largest megacities globally, including Kinshasa, which is expected to have a population of 84 million by 2100[5], compared to 17 million today[1].

Our unique infrastructure platform

Sites
14k

Tenancy ratio
1.91x

Market leader
#1 7/9 markets



Key

- Helios Towers sites
- Countries of operation

1 Tanzania	#1	6 South Africa	
2 Senegal	#1	7 Ghana	
3 Malawi	#1	8 Madagascar	#1
4 DRC	#1	9 Oman	#1
5 Congo Brazzaville	#1		

Primed for sustainable value creation

New points of service[3]
+32k

Average MNOs[4]
3.4

Indicative site ROIC[6]
(tenancy ratio: 1x|2x|3x)
12% | 25% | 34%

1 UN World Population Prospects (2023-2028), July 2022.
2 GSMA database, accessed December 2023.
3 Data sourced from Analysys Mason (2023-2028), February 2024.
4 Calculated on a full year 2023 site weighted basis. MNOs with negligible market share are excluded.
5 World Economic Forum, July 2018.
6 For illustrative purposes only. Please see the Glossary for definitions.

UNIQUELY POSITIONED IN THE WORLD'S MOST EXCITING MOBILE MARKETS

I am delighted to welcome you to our 2023 Annual Report, which demonstrates the strong progress we have made on our platform during the year. Through successful acquisition integration and continued progress on our 2026 strategy, underpinned by a robust governance framework, the business is well-positioned to create sustainable value for our stakeholders.

This is my fifth letter as Chair of Helios Towers and as I reflect on our latest accomplishments detailed throughout this report, I am reminded of how the business has transformed over these years and effectively mitigated global challenges, delivering on our purpose of driving the growth of mobile communications across Africa and the Middle East.

Through the challenges of Covid-19 and subsequent macroeconomic volatility, the Company consistently demonstrates its qualities: the resilience to inflation and foreign currency movements in its revenues, its operational expertise to deliver best-in-class customer service, and the embedded organic growth and lease-up opportunities across its markets.

Following the platform expansion across 2020 to 2022, in which the business doubled its portfolio and diversified through entry into four new markets, the Company entered 2023 with the opportunity to demonstrate the quality of its enlarged portfolio, against the backdrop of macroeconomic volatility.

Our talented people and partners have once again ensured that Helios Towers has delivered excellent performance in 2023, exceeding both operational and financial expectations laid out at the beginning of the year. Our focus on Customer Service Excellence and People and Business Excellence has been matched by our unwavering commitment to responsible governance.

Sir Samuel Jonah KBE, OSG
Chair

With operational and financial performance exceeding guidance laid out at the beginning of the year, resulting in the fastest rate of organic growth and ROIC expansion since our Initial Public Offering (IPO), the quality of our enlarged platform, leadership and local teams is evident.

Our 2026 Sustainable Business Strategy

Our 2026 Sustainable Business Strategy is focused on creating value for all stakeholders and is reflected through targets within each of our three pillars: Customer Service Excellence, People and Business Excellence, and Sustainable Value Creation.

In the context of higher interest rates globally, we have updated our capital allocations principles to focus on organic growth and deleveraging, and as such target a slower pace of inorganic platform expansion. Combined with conviction in a faster pace of tenancy ratio expansion than previous guidance, the Board and management have adapted our prior target of '22 by 26' to '2.2x by 26'. The prior target being linked to portfolio scale and operating 22,000 towers by 2026, to now focus on portfolio utilisation and to deliver a 2.2x tenancy ratio by 2026.

We expect to achieve this through our uniquely positioned platform, proactive sales approach and our focus on Customer Service Excellence. This adaptation does not rule out acquisitions, which remain a key tool for us, but reflects our disciplined approach to capital allocation and focus on organic growth, lease-up and ROIC enhancement.

Our strategy is underpinned by our commitment to strong governance and ethics. The Board is satisfied that our strategy and actions reflect the requirements of, and our compliance with, Section 172(1), and there is more information relating to this throughout this Strategic Report. This includes our commitment to our workforce, customers, partners, suppliers, investors, communities and the environment, and our key impact areas of digital inclusion, climate action, local and talented teams and responsible governance.

Digital inclusion and climate action

Enabling digital inclusion in the communities we serve is one of the key reasons why we do what we do. Every new site, colocation or operational improvement we make furthers this ambition.

In 2023, our growth of +544 sites meant an additional 3.7 million people enjoyed the coverage provided by our towers. We also continued to improve power uptime at our sites, delivering 99.98% even though in many of our markets grid connectivity can be unreliable or inconsistent.

With significant population growth predicted and low mobile penetration in many of our regions today, we expect to see continued strong demand for tower infrastructure over the coming years.

While we seek to grow, we also understand the importance of minimising our carbon footprint. Alongside lower emissions, reducing our reliance on fuel supports improved financial performance. Between 2022–2030 we plan to invest US$100 million in low carbon solutions across the Group, including grid connections, hybrid and solar solutions. We look forward to further advancing our carbon reduction roadmap in 2024, including refreshing our carbon targets to include our four recent acquisitions.

Local, diverse, talented teams

The Board values our inclusive culture, believing it to be central to employee engagement and a crucial enabler for the long-term success of the Company. We were delighted once again to attract a 100% response rate to our Pulse Engagement Survey, which serves as a check-in between our biennial engagement survey.

We have been working to address the key feedback from our 2022 survey to further enrich our colleagues' experience of working with Helios Towers. Furthermore, we have implemented several initiatives including new wellbeing programmes, enhancing employee development and improving performance management across the Company.

Responsible governance

We fully appreciate the need for a strong governance framework to ensure we meet the high standards we set ourselves to work responsibly and comply with regulations.

At Board level, in relation to the Financial Conduct Authority's (FCA) Listing Rules target, FTSE Women Leaders Review recommendations and the Parker Review, we continue to exceed on ethnicity and have held 40% female representation on the Board, along with 24% in management positions. Following changes to Board roles announced in May 2023, we now also comply with the FTSE Women Leaders Review recommendation and FCA's Listing Rules target to have a female director in at least one of the senior board positions.

Our governance structures and policies help us to deliver on our strategy, manage our performance and ultimately support the value we create for all our stakeholders.

Outlook

Our performance in 2023 demonstrated the quality of our platform, uniquely positioned in some of the world's fastest growing mobile markets, as well as the dedicated, local teams and strong leadership throughout the Company. Looking forward, I am confident we will continue to drive the growth of mobile communications in our regions and deliver sustainable value for many years to come for all stakeholders.

Sir Samuel Jonah KBE, OSG
Chair

STRONG AND CONSISTENT DELIVERY ON OUR EXPANDED PLATFORM

I am thrilled to report on strong Group performance in 2023, a year in which we again have demonstrated the qualities of our enlarged platform and our resilience against a volatile macroeconomic backdrop. This performance is underpinned by our talented local teams who continue to deliver best-in-class service for our customers.

Following a period of transformational expansion across 2020 to 2022, investing over US$1 billion to double the size of our platform to almost 14,000 towers and expand into four new markets, we entered 2023 ready to demonstrate our ability to successfully integrate assets while at the same time further elevating our best-in-class customer service, driving lease-up and materially improving ROIC.

I am delighted that we exceeded many of our ambitious expectations laid out at the beginning of the year, delivering record organic tenancy additions and strong lease-up, accelerating Adj. EBITDA and portfolio free cash flow growth and reducing net leverage back to within our target range. It was the fastest rate of organic growth and ROIC expansion delivered since IPO.

At the same time, we continued to demonstrate our resilience to macroeconomic volatility. Despite average inflation of 6% and foreign currency volatility in some of our markets, notably Ghana and Malawi, our financial performance measured by Adj. EBITDA continued to track in line with tenancy growth. It is our robust business model that supports this resilience, reflected by US$5.4 billion of future

In my second year as CEO, and the first for the business in our enlarged nine-market platform, I am delighted with the team's performance on multiple fronts. Through the effective execution of our Sustainable Business Strategy, which prioritises delivering Customer Service Excellence through empowering our people, we took our customer service levels to new highs, successfully integrated our new acquisitions, delivered record organic tenancy growth and continued to drive sustainable value through robust colocation lease-up and ROIC enhancement.

Tom Greenwood
Group CEO

contracted revenues with investment grade or near investment grade customers, that is largely denominated in hard currencies with further protections through consumer price index (CPI) and power escalators.

It is from these strong foundations we drive value for all our stakeholders, captured in ambitious targets under our three pillars of Customer Service Excellence, People and Business Excellence, and Sustainable Value Creation.

Customer Service Excellence

Our philosophy for customers is simple: we are committed to delivering Customer Service Excellence in everything we do, whether that's in our core offerings of power delivery, roll out and site services, or by proactively anticipating and responding to our customers' needs.

One of our main KPIs is power availability, and in 2023 we achieved power uptime of 99.98% (2022: 99.96%). We continued to deliver at world-class levels, even in markets with limited grid availability and road infrastructure. All of our new markets have seen material improvements in power uptime since we started operations. For example, since entering Oman in December 2022 we reduced downtime per tower by 89% from nearly six minutes to 38 seconds. Similarly in Senegal, we reduced downtime per tower from six minutes in May 2021 to a record four seconds in December 2023. We remain focused on our Group goal of just 30 seconds of downtime per tower per week by 2026.

Another core customer service offering is the speed at which we can safely roll out new sites and get MNOs on air. We have internal targets focused on continuous improvement, covering multiple functions from supply chain management to operations and finance. In 2023, we took our performance to new levels, installing many colocations for our customers within 24 hours from order.

This focus on Customer Service Excellence has supported record organic tenancy growth in 2023. Coupled with our sustainable pricing strategy and continuous improvement ethos, it ensures we are positioned to support our customers and deliver excellence for the long-term, through the initial 10–15 year contract term and well beyond.

People and Business Excellence

Our second pillar focuses on integrating top talent and safe, efficient business practices to achieve Customer Service Excellence and in turn our overall success. While we are an asset-heavy business, our most important asset is always our people. We dedicate resources to nurture and enable our people and partners, equipping them with tools and training for data-driven decision-making, and personal development with people's health and safety of paramount importance in everything we do.

As a Lean Six Sigma (LSS) Black Belt, I'm committed to supporting colleagues through our Orange and Black Belt initiatives. As part of our LSS programme, colleagues are challenged to execute projects enhancing business efficiency and performance. During this year, I was delighted to be the mentor for Lujaina Al Amri, a female project engineer in Oman. This opportunity allowed me to directly contribute to discussing her project and business challenges, while nurturing our emerging talent and advocating for increased female representation in a historically male-dominated field.

LSS is at the core of our people development, and one of our strategic targets is to have 70% of our workforce trained to Orange or Black Belt by 2026.

We are making good progress, with 53% of our team trained by the end of the year. We've also invested in another cohort of next generation leaders, with 25 of our rising stars going to Cranfield University for leadership training, following 50 colleagues who completed the programme last year.

When it comes to enhancing our culture and leadership approach, the big themes this year have been empowerment, ownership and accountability. We viewed these as particularly important following our expansion across 2020 to 2022,

Employees trained in LSS

53%

2022: 42%

Power uptime

99.98%

2022: 99.96%

Local employees in our OpCos

96%

2022: 96%

As part of our Lean Six Sigma programme, colleagues are challenged to execute projects enhancing business efficiency and performance. During this year, I was delighted to be the mentor for Lujaina Al Amri, a female project engineer in Oman. This opportunity allowed me to directly contribute to discussing her project and business challenges, whilst nurturing our emerging talent and advocating for increased female representation in a historically male-dominated field.

We continued our investments to reduce our carbon footprint and improve operational efficiencies, investing US$12 million in 2023 on grid connections, solar and hybrid solutions.

which doubled the size of the business and meant our previous management operating model had to change to effectively manage the new scale. We held several off-site management meetings to promote our ethos of empowering colleagues across the business to make the right decisions quickly. We also held strategy days across each of our OpCos, enabling every employee to understand and contribute to the strategic development of the Company.

Our OpCo teams, which have 96% local staff across the Group, strongly mirror the communities we serve, fostering a rich business culture. We believe that the most effective business performance is achieved through empowering local leadership and teams to deliver. Female representation has remained at 28% in the year, with 24% at the senior management level and 40% at the Board level.

In 2023, we started a Board mentor programme connecting female Board members with our top 25 female leaders across the organisation, creating an environment for coaching and support for career enhancement. In 2024, we're initiating a female-male 'reciprocal mentoring' programme, which focuses on two-way mentorship between colleagues throughout the organisation.

Sustainable Value Creation

The third pillar in our strategy, Sustainable Value Creation, takes the successful output of our other two pillars and combines it with our disciplined approach to capital allocation. It is focused on value creation for all our stakeholders.

In 2023, we achieved record organic tenancy additions of +2,433, far exceeding our previous record of +1,601 tenancies in 2022. It was particularly pleasing to see our new market Oman deliver +358 tenancies in the first year of ownership, exceeding our initial expectations, as well as achieving over +1,000 organic tenancy additions in DRC for the very first time.

Notably, the majority of the tenancy additions came through lease-up on our existing towers, with our tenancy ratio expanding +0.10x year-on-year to 1.91x. This reflects our ability to identify uniquely positioned towers in each of our markets and our pro-active customer partnership approach. This approach supports our ongoing readiness to safely deliver new rollout in market-leading timescales.

As lease-up of our sites continues apace, and as we expand our portfolio, it's with real pride that we see the societal and environmental benefits that our tower-sharing model creates. Today, we estimate that our sites now cover 144 million people, compared to 141 million one year ago.

We also continued to invest in low carbon solutions, investing US$12 million in 2023 on grid connections, solar and hybrid solutions in addition to trialling wind technology for the first time.

Year-on-year carbon emissions per tenant were flat, with the benefit of colocation lease-up and power investments offset by higher grid emission factors in Tanzania and Senegal, as well as record tenancy growth in DRC, a fuel intensive market.

Tenancy ratio

1.91x

2022: 1.81x

Adjusted EBITDA US$m

370

2022: 283

Loss before tax US$m

(112)

2022: (163)

Our revised strategic goal of '2.2x by 26', reflects our capital allocation priorities and conviction in faster lease-up than previously guided.

Through our strong tenancy growth and operational investments, we achieved +31% Adj. EBITDA and +82% operating profit growth in 2023. This also supported ROIC increasing meaningfully, expanding from 10.3% to 12.0%. Loss before tax improved by US$50.3 million to a loss of US$112.2 million, reflecting improved operating profit.

2.2x by 26

In the context of higher interest rates, we have updated our capital allocation priorities and over the near-term we are focused on organic growth and deleveraging. We anticipate inorganic activity and platform growth to be at a slower pace than previously guided. As such, we have tweaked our internal target from 22,000 towers by 2026 to 2.2x tenancy ratio by 2026. This reflects our updated capital allocation priorities and conviction in faster lease-up than previously guided.

This does not rule out attractive acquisitions, but it does illustrate our continued disciplined approach to capital allocation and to ensure our strategy is adaptable to external factors to drive the best value for our stakeholders.

Embedding health and safety in our DNA

I am proud of all the ways we support our people, but at Helios Towers we know the single most important thing we can do for our colleagues is to protect their health and safety. In the last two to three years, we have worked hard at every level of the organisation to embed this fully into our culture. From working at height to tower construction to working with power set-ups, safety risks are always present for our people and partners, so we do everything we can to avoid accidents.

We are also very transparent in our health and safety disclosures, declaring the number of incidents not just in our own workforce, but also among the 11,500 partners in our contractor network. Transparency is key to achieving our safety culture, and I'm very pleased to see that our near miss reporting rate has increased by 50% year-on-year.

This improvement demonstrates open transparent communication through the business and increases our data pool, which allows us to learn, adapt and improve to ensure we are better able to keep our colleagues and partners safe when at work.

Furthermore, this year we have been leading the way in the wider telecoms community, for example by organising health and safety forums for the tower industry in Africa, in partnership with Nokia. We are breaking new ground in getting the whole industry together to ensure safety is our shared number one priority.

I am pleased that our commitment to health and safety, and sustainability more generally, also continues to deliver solid value to a range of stakeholders. Our sustainability credentials were confirmed this year by a AAA sustainability rating with MSCI, one of the leading providers of critical decision support tools and services for the global investment community.

Outlook

Following a strong 2023, in which we demonstrated the strength of our platform through accelerating organic growth and increasing returns, we expect to deliver more of the same over the coming years. Our revised strategic goal of '2.2x by 26', reflects our capital allocation priorities and conviction of faster lease-up than previously guided.

I expect our uniquely positioned platform with leading market share in some of the world's fastest growing markets, our dedicated focus on delivering Customer Service Excellence, alongside our talented local teams, will continue to drive sustainable value for all our stakeholders for many years to come.

Tom Greenwood
Group CEO

Tom Greenwood and Manjit Dhillon reflect on the Company's performance during 2023 and the strategic outlook.

Tom Greenwood
Group CEO

Manjit Dhillon
Group CFO

Q

Helios Towers continued its robust performance in 2023. What were your key highlights?

A

Tom: 2023 was our first full year demonstrating the calibre of our enlarged platform, having experienced rapid platform growth from 2020 to 2022, adding four new markets to our portfolio. The performance has been very impressive. We upgraded guidance twice, delivered our fastest Adj. EBITDA growth since IPO and delivered record organic tenancy growth. Alongside this, we also saw meaningful ROIC expansion of +1.7ppt to 12%, driven by our tenancy ratio expansion of 0.1x.

This reflects the "Helios Towers playbook". We focus on adding high-quality tower assets to our portfolio, and driving organic growth and returns on those assets through tenancy ratio expansion and operational efficiencies. While this is only the first year with all new acquisitions integrated, we are delighted with the progress we have made, particularly as it relates to lease-up.

Manjit: The business has navigated well through the tough global macroeconomic backdrop. Alongside achieving the fastest rate of organic growth and ROIC enhancement that the Company has delivered since IPO, we also successfully strengthened our financial position through decreasing net leverage by 0.7x to 4.4x and by extending our average maturity of debt by one year with a minimal increase in cost of debt, despite a higher rate environment. This reflected the improved diversification, increased hard-currency earnings and scale achieved by the Company since 2020.

Q

We see the five-year strategy has been refined to '2.2x by 26' from '22 by 26', what were the primary motivations for this change?

A

Tom: We've tweaked our strategic goal of expanding our portfolio to 22,000 towers by 2026 to achieving a tenancy ratio on our platform of 2.2x by 2026. Our prior target included the assumption of acquiring approximately 5,000 sites and, in the context of higher interest rates, we currently do not see attractive inorganic opportunities that meet our disciplined acquisition criteria.

This of course may change over the coming years, and we are extremely well-positioned for that opportunity within the Africa and Middle East region; however, today our focus is on organic growth, driving lease-up and maximising returns on our existing assets. Compared to our prior guidance, we expect a faster pace of colocation lease-up on our existing platform and now expect to deliver a 2.2x tenancy ratio by 2026, from 1.9x today.

Manjit: We have always had a disciplined approach to capital allocation, aiming to achieve a sufficient surplus to our cost of capital. As rates have increased, we have seen fewer inorganic opportunities available that meet our criteria, and believe the best opportunity to create value over the near term lies in organic investments – colocations, operational initiatives and highly selective BTS, as the returns on these are tremendous. We have a great expanded portfolio and see significant amounts of value accretive opportunities in these markets which will yield the greatest level of capital efficient growth.

Q

How do you think about the competitive environment in your markets?

A

Tom: As well as being well positioned across our markets, with leadership in seven of our nine markets, our primary focus is delivering best-in-class customer service.

However, we also recognise that our markets are some of the most attractive globally from a growth perspective and as such have seen the emergence of new tower companies in some of our markets over the last few years.

We welcome competition as it ensures we focus on delivering the best possible customer service. For example, we substantially improved our roll out delivery speed across the Group, with site and colocation roll out of 139 and 6 days respectively in 2023. We further improved power uptime too, increasing to 99.98% from 99.96% in the prior year.

Customers recognise this service level and choose us for new roll out, which led us to delivering record organic tenancy growth across the Group, in 2023.

Q

With the substantial expansion of the Company, how have you managed to ensure the customer service levels are maintained?

A

Tom: One of the core pillars of our business is Customer Service Excellence. We believe that if we can deliver for our customer, through our business excellence and LSS principles, we will support value creation for all our stakeholders.

We aim to provide the best service for our customers, in particular through power uptime and speed of delivery, which is highly valued in the markets we operate that feature power and infrastructure challenges.

Our best-in-class customer service levels are driven by our people and our partners. We develop talented local teams through a wide variety of training support, in particular Lean Six Sigma (LSS), which supports driving continuous improvement across the Company.

Manjit: In 2023, we also took a number of steps to drive strategic alignment across the Company, given the platform growth seen over the past few years. In particular, this included hosting strategy days across each of our markets where everyone in the Company is discussed our core priorities for the customer. We call these our 'must-win battles' and they cover our power uptime performance, speed of delivery, tenancy roll out and supply chain management. This gets everyone across the Company thinking about the customer and identifying ways in which we can further improve our service levels and deliver against our five-year Sustainable Business Strategy.

Q

And more broadly, how did you perform against your five-year Sustainable Business Strategy?

A

Tom: We're almost half-way through our five-year Sustainable Business Strategy, and I am really pleased with the progress we have made. From a customer perspective, we achieved power uptime of 99.98% in 2023, reducing our average downtime per tower by almost two minutes per week across the portfolio, and moving increasingly closer to our 2026 target of 30 seconds. At the same time, we also continued to improve our speed to market in terms of new site and colocation delivery, which is highly valued by our customers.

From a people perspective, we have trained 53% of our employees in LSS, increasing 11ppt from 42% in 2022. And we see the benefits of this throughout the organisation, from improving the customer experience mentioned above to improving internal processes and systems. We also maintained the percentage of local staff at 96% in the year, in line with our longer-term target of greater than 95%.

Finally, within Sustainable Value Creation, I am delighted with the progress in terms of tenancy ratio expansion, increasing from 1.81x to 1.91x, driven by all markets. Notably our new markets of Oman and Malawi increased their tenancy ratios by 0.13x and 0.09x respectively, and are tracking very well to our expectations.

This expansion has been captured within our financial performance. Adj. EBITDA expanded +31% and our ROIC expanded +1.7ppt year-on-year. In short, we are progressing very well against our strategic goals.

Q

How does the impact of higher interest rates change your strategic thinking?

A

Manjit: We are in a strong funding position. We have been largely shielded from interest rate rises to date, with over 80% of our debt being fixed rate with an average maturity of four years. At the same time, our credit profile has improved, reflecting the consistently strong performance, scale and diversification delivered between 2020 to 2022. This is best evidenced by the new term loan raise and partial tender offer in 2023. We extended our average maturity while our Group cost of debt saw only a minimal increase, despite global rates increasing significantly during the past couple of years. We were very pleased with this outcome and alongside the improved credit profile, this demonstrates the great support and backing from our lending partners.

As we enter 2024, we are beginning to see the business reach an inflection in free cash flow generation. Our core focus remains on driving capital efficient organic growth and returns, deleveraging and strengthening our funding position. Importantly, we will soon see the cash flow generation from our high-returning investments, and are reviewing options for the best uses of that capital.

OUR STRATEGIC KPIS

We monitor our performance using a range of KPIs and have set ambitious targets to ensure that we remain focused on delivering sustainable growth and value to all our stakeholders.

Financial performance

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Revenue US$m

721.0

2023	721.0
2022	560.7
2021	449.1

Adjusted EBITDA^Δ US$m

369.9

2023	369.9
2022	282.8
2021	240.6

Adjusted EBITDA margin^Δ %

51.3%

2023	51.3
2022	50.4
2021	53.6

Operating profit US$m

146.1

2023	146.1
2022	80.3
2021	59.0

Portfolio free cash flow^Δ US$m

268.2

2023	268.2
2022	201.4
2021	168.3

Return on invested capital^Δ %

12.0%

2023	12.0
2022	10.3
2021	11.8

Impact KPIs[1]

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DIGITAL INCLUSION

Sites #

14,097

2023	14,097
2022	13,553
2021	9,560

Tenancies #

26,925

2023	26,925
2022	24,492
2021	18,776

Tenancy ratio x

1.91x

2023	1.91x
2022	1.81x
2021	1.96x

Downtime per tower per week minutes

1:49

2023	1:49
2022	3:46
2021	2:50

Rural sites #

5,817

2023	5,817
2022	5,593
2021	3,289

Population coverage millions

144

2023	144
2022	141
2021	118

LOCAL, DIVERSE, TALENTED TEAMS

Local employees in our OpCos %

96%

2023	96
2022	96
2021	97

Female employees %

28%

2023	28
2022	28
2021	24

Employees trained in Lean Six Sigma %

53%

2023	53
2022	42
2021	31

CLIMATE ACTION

Carbon emissions per tenant[2, 3] tCO_2e

12.01

2023	12.01
2022	11.84
2021	11.14

RESPONSIBLE GOVERNANCE

ISO accreditations maintained %

100%

2023	100
2022	100
2021	100

Δ Alternative Performance Measures are defined on pages 64–66.
1 Please see the Glossary for definitions of our non-financial KPIs.
2 2021 and 2022 emissions, intensities and energy consumption have been restated to reflect data improvements.
3 Five established markets in 2020: DRC, Congo B, Ghana, South Africa and Tanzania.

Digital inclusion

Our infrastructure-sharing model enables mobile operators to roll out coverage quickly, cost effectively and with a lower carbon footprint, that in turn drives digital inclusion for communities across Africa and the Middle East.

Sites
14,097
2022: 13,553

Tenancies
26,925
2022: 24,492

Rural sites
5,817
2022: 5,593

Population coverage
144m
2022: 141m

Across our markets, communities are increasingly using connectivity provided by our towers to access life-enhancing mobile services for work, school, health and other vital services. We also recognise that mobile communications can make a significant contribution to the realisation of all 17 UN Sustainable Development Goals (SDGs)[1] and address inequalities. As such, keeping our towers powered and maintaining optimal services has an increasingly significant impact across the societies we serve.

Tackling the connectivity and infrastructure divide

Around 1.2 billion people across Africa and the Middle East do not use, or are not covered by, mobile broadband[2,3] – more than the entire combined population of Europe and North America. By 2050, the population in Africa and the Middle East is projected to increase by approximately 70% to 2.9 billion, far exceeding the 9% growth forecast across the rest of the world[4]. In line with this projected growth, telecommunications infrastructure must operate more efficiently, offering reliable network service, even in areas with limited grid availability.

Our infrastructure-sharing model helps connect more people and narrow the digital divide. Through the elimination of duplicate passive infrastructure, we enable mobile operators to expand mobile coverage faster, with greater cost efficiency and a reduced carbon footprint. We are proud to play our part in closing the infrastructure and connectivity gap and delivering long-term social and economic benefits in our markets.

1 GSMA Mobile Industry Impact report 2023.
2 GSMA The Mobile Economy Sub-Saharan Africa 2023.
3 UN World Population Prospects database July 2022.
4 GSMA The Mobile Economy Middle East & North Africa 2023.

In 2023, we grew our portfolio to 14,097 sites across our nine markets. This includes around 300 new sites in the DRC, particularly in rural areas, bringing mobile connectivity to nine previously unconnected communities for the first time.

We also added 2,433 tenancies in 2023, far exceeding our initial guidance provided at the beginning of the year. This performance reflects the ongoing infrastructure demand across our markets and our focus on Customer Service Excellence. Consequently, our tenancy ratio expanded at the fastest pace since our IPO in 2019, increasing from 1.81x to 1.91x.

We continued to see marked improvements in our rollout speed for customers, reducing our average colocation and BTS rollout delivery times by four and 34 days respectively compared to 2022. We are on track to achieve our key 2026 target of 24/90 – rolling out colocations in 24 hours and BTS in 90 days.

OPTIMISING TOWER DESIGNS WITH IN-HOUSE CAPABILITY

Our teams support continued improvement in the design of our towers.

By reducing the use of steel and concrete, we can reduce the environmental impact of our towers as well as delivery time and cost.

As an example, during 2023, we deployed a new strengthening solution in Oman, where no drilling or welding was required. Clamps were used to reinforce the structure, resulting in design innovation and cost efficiency.

We are also exploring bespoke tower designs for different wind speeds. These actions support our ongoing climate risk mitigation actions and prolong the life of assets.

Rural coverage

Across our markets, governments acknowledge the significant economic and social benefits of mobile connectivity and have set ambitious goals to ensure universal access for the whole population. With its vast geography, Africa has a high rural population, with around 58% of the total population classified as rural in Sub-Saharan Africa as of 2022[1]. In addition, more than half of the population in Sub-Saharan Africa does not use mobile internet despite living in an area with mobile internet coverage[2].

For MNOs, rural networks can be more expensive. Our infrastructure-sharing model ensures that our rural rollout is more economical, and our target is to own and operate 6,000 rural towers by 2026. In 2023, we brought our total to 5,817, representing 41% of our portfolio. By the end of the year we had more than 144 million people under the coverage footprint of our sites – up by around three million year-on-year. Our new markets also contributed to this growth. For example, in Madagascar, where we initiated operations in 2022, eight new areas were provided with coverage for the first time. Across the Group, we aim to cover over 164 million people with our towers by 2026.

Power uptime

99.98%

2022: 99.96%

Average downtime improvement across our new markets since acquisition

70%

1 **World Bank, Open Data (rural population), 2022.**
2 **GSMA The Mobile Economy Sub-Saharan Africa 2023.**

Maintaining reliable power

We take pride in providing world-class levels of power uptime, including in areas where grid electricity is unreliable or non-existent. That is how we can ensure our customers capture full mobile demand, and end-users benefit from a reliable mobile network to communicate, work and access financial services.

We provided power uptime of 99.98% in 2023, or one minute 49 seconds average downtime per tower per week – a 52% improvement on 2022. Our new markets have also all shown significant improvements in 2023. In Senegal, we achieved an all-time portfolio record at just four seconds downtime per tower per week. This is a significant achievement for our Senegal operation which previously had a downtime of six minutes at its launch in 2021.

In Oman, we achieved an 89% reduction in downtime per tower to 38 seconds in December 2023, following 12 months of operations.

By implementing our standardised procedures across these markets, we have seen stable performance and a consistent reduction in downtime, attesting to our performance management approach. We are on track to achieve our 2026 target of 30 seconds downtime per tower per week.

We take a holistic view of our towers to assess the optimal power configuration that will maximise uptime, lower fuel consumption and reduce greenhouse gas (GHG) emissions. Powering a site with fuel is both carbon intensive and expensive, which is why we seek to use grid electricity and other low-carbon solutions that not only reduce our environmental impact but also reduce cost.

Strategic community investment
Alongside the growth of the business supporting greater digital inclusion, we are also developing strategic, long-term projects and partnerships to support communities local to our towers. According to the industry body GSMA, Sub-Saharan Africa has the largest coverage gap globally, with communities living in rural areas 49% less likely to use mobile internet than their urban counterparts. In addition, women in the region are 35% less likely to use mobile internet than men[1].

We focus our strategic community investment on helping our communities benefit across three key areas:

- education, skills and digital inclusion;
- access to cleaner power and amenities; and
- climate and carbon.

We also prioritise women and rural communities due to the accessibility gaps that exist. We believe this approach will maximise our long-term community investment impact.

Helios Towers School of Engineers
In 2023, we continued to expand our Helios Towers School of Engineers programme to encourage employability skills and practical work experience among students. We progressed our tailored schemes with learnerships in South Africa, graduate schemes and internships in Senegal and national service in Ghana. We have been able to achieve our target of 50% women in each of these markets with 100% female intake achieved in South Africa through the learnership programme.

We continue to roll out the School of Engineers initiative to all markets, aligning with national programmes and frameworks to ensure it delivers the maximum impact for student intake.

1 **GSMA The Mobile Economy Sub-Saharan Africa 2023.**

Highlights from our markets

Congo Brazzaville
Colleagues in Congo Brazzaville volunteered to plant 1,000 trees along the Congo River to help prevent the risk of erosion and river flooding. Our team were delighted to connect with people from the local community as part of the initiative, which was supported by the National Environment Management Authority.

DRC
Our team in DRC completed delivery of three newly designed, fully renewable phone-charging stations. The stations were built adjacent to our rural sites in the northern province of Équateur, where there is limited grid availability, meaning communities would have to walk long distances to charge their phones. The station is free to use and has received continuous positive feedback since its installation.

Ghana
Our Ghana team completed construction of two solar lampposts in 2020, handing this over to the Nabu and Subrisu communities to serve as a source of free power to charge mobile devices. Refurbishment of the lampposts was then completed in December 2023 for both locations. This community-based project serves over 500 people in both communities and nearby towns.

Malawi
In March 2023, Cyclone Freddy caused widespread destruction in southern Malawi, displacing families and communities. It was the longest-lasting tropical cyclone event on record, with impacts lasting well beyond the event itself. Our team in Malawi, assisted by donations from colleagues in Tanzania, supported around 100 households with food packages and clothing donations.

Senegal
Our team in Senegal raised funds to support 1,000 students at a local primary school in the Thiés region with school supplies. This is part of a wider project to develop ICT facilities at the school, which has 60% girls as part of the student population. We have over 200 sites across the Thiés region.

South Africa
Our team in South Africa partnered with Food & Trees for Africa to take part in the Trees for All initiative, planting 65 trees at three Soweto-based schools near our sites. A further 160 trees will be allocated to two more schools in early 2024, together with a short permaculture workshop and garden resources to support the cultivation of plants and contribute to greener shared spaces.

Climate action

We are committed to expanding our infrastructure efficiently, while continuing to curb emissions. We are investing in low-carbon solutions to power our customers' networks, while also focusing on the resilience of our operations to the impacts of climate change.

Carbon emissions per tenant[6]

12.01

2022: 11.84

Sites with RMS installed

7,542

2023 investment in Project 100

US$12m

2022: US$9m

Average grid hours per day across portfolio

17

Africa and the Middle East are two regions that are vulnerable to the effects of climate change and impacted by more severe weather compared to the global average[1,2]. Africa accounts for less than 4% of global energy-related CO_2 emissions[3] with some of the world's lowest levels of access to electricity[4]. In contrast, the Middle East region collectively is at the upper end of energy consumption levels[5], with significant variations in access to power. The Middle East and North Africa (MENA) region represented 8% of global GHG emissions in 2022[3].

Reducing our environmental impact

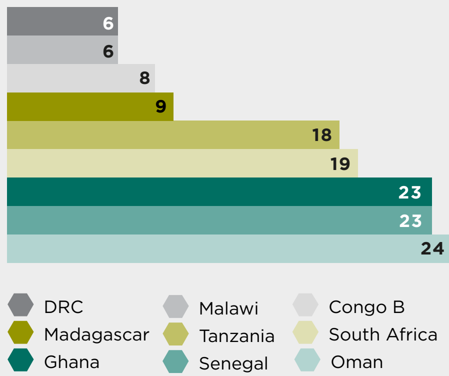
Each of our markets requires a bespoke approach to ensure we are making efficient use of our infrastructure to power our customers' networks while reducing emissions. This also supports our customers to meet their own reduction targets.

Our approach includes reducing our reliance on generators, connecting sites to the grid and using hybrid and solar solutions wherever possible. We are also targeting increased colocation on our towers, especially where we are maintaining reliable power and network services. On most multi-tenant sites, only a single power supply is needed to cater for customers' equipment, minimising generator fuel usage and site maintenance visits.

We, in conjunction with our maintenance partners, are committed to providing exceptional service to our MNO customers. Our operations teams, supported by our Network Operating Centres (NOC), ensure that sites run optimally. Our performance engineering teams conduct ongoing performance assessments and feasibility studies for operational improvement across each site. Part of our continuous improvement is focused on optimising power solutions. The teams identify and implement alternative energy sources, taking into consideration site-specific design constraints, commercial and technical feasibility, and the unique power requirements of each location.

We use RMS to monitor site performance. The system enables our teams to proactively maintain and optimise site power systems, and rectify issues as they arise. Using a real-time view, we can improve power reliability as well as reduce our fuel consumption and emissions. We have now installed RMS on over 7,542 of our sites with further rollout planned in 2024.

Average daily grid availability, hours[7]



7 Includes both on-grid and off-grid sites.

1 **UN, Addressing climate-related security risks in the Middle East and North Africa, 2021.**
2 **World Meteorological Organization, State of the Climate in Africa 2022.**
3 **Global Carbon Project, Global Carbon Atlas, 2022.**
4 **International Energy Agency, Africa Energy Outlook 2022.**
5 **International Energy Agency, World Energy Outlook 2023.**
6 Reflects carbon emissions per tenant for the five markets where we were operational in 2020.

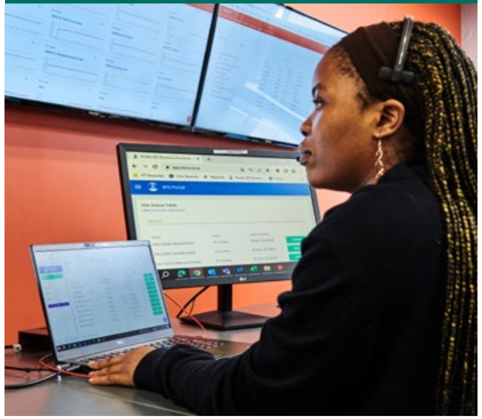
DRIVING OPERATIONAL EFFICIENCY

Through remote site configuration, RMS installation enables us to efficiently manage power, which is the highest cost for our business, as well as monitor customer power consumption. The outputs have been championed by our maintenance partners and customers.

With increasing knowledge of site outages, our teams are empowered to make the right decisions efficiently, limit callouts, and clearly communicate information to customers. Using the RMS, our Tanzania team has reduced average lead times for configuration of sites from three months to two weeks.

With real-time insights at our fingertips, we are better equipped than ever to make informed decisions and drive our business forward with confidence.

Deep Joshi, CEO, JD Electronics, Maintenance partner



Climate risk

Climate change poses important risks to our business, potentially affecting our operational capabilities and ability to deliver on our strategic objectives. As a front-line service supporting disaster relief communications, it is crucial that we keep our towers powered continuously, enabling a stable network. We conducted a comprehensive climate risk assessment over 2022 and 2023, in which we identified material climate risks and opportunities across our markets over the short, medium and long term.

We developed a dedicated climate risk register together with our Executive Committee (ExCo) as part of our overall risk management. Given the diversity of our markets, we work closely with both Group and OpCo teams to continually review risk mitigations. As we have been seeing more extreme weather events across our markets, a number of risk mitigations are already in place; for example, temporary tower and power solutions such as Cell on Wheels (CoWs), hybrid solutions for back-up power during grid outages, and tower structural audits. For annually recurring severe weather events, such as heavy rain seasons, we develop targeted plans to mitigate the impact on downtime and on our operations.

READ OUR TCFD DISCLOSURES ON PAGES 57–62 →

Carbon reduction initiatives

We are reducing our reliance on diesel through our carbon reduction programme, making use of more efficient and cleaner power solutions. The team identifies alternative energy sources depending on location, power requirements and commercial feasibility.

We are continually improving energy efficiency and the effectiveness of our maintenance programme to prolong the life of our assets. With the expected increase in energy demand needed for 4G and 5G technology due to equipment upgrades and increased mobile traffic, we are committed to exploring low-carbon innovative solutions to power our towers and reduce emissions.

We invest in the technical skills development of our partners, whose efficient and effective maintenance of our towers contributes to reducing our carbon emissions and prolonging the life of our assets. We will be launching a technical training hub to further support our partners with best practice in maintenance, as we look to develop our carbon reduction knowledge across the portfolio.

Grid connections

We primarily connect off-grid sites to grid, to reduce fuel consumption and ensure resilient supply. In 2023, we continued to invest in grid connections, which are the most effective power investment we can make. In Malawi, we continue to partner with the national electricity operator, ESCOM, to deploy new grid connections across 300 sites and restoration across 80 sites. We have connected 35 sites during 2023 with further sites to be connected in 2024.

Grid optimisation

We continue to improve our sites' utilisation of the grid. Grid power is often lower in emissions, has a stable supply and, in certain markets, is renewably generated. The data from RMS allows us to understand the quality of the grid, and potential improvements we can make to optimise power. Sites can maximise use of grid supply using equipment such as automatic phase selectors, and in turn minimise usage of diesel generators.

Hybrid solutions

Hybrid installations involve running the generators with improved efficiency by operating them at a higher load for a shorter time, with the remaining time covered by stored battery energy. We are transitioning to longer-life lithium battery technology, which we have seen continually improve in cost and power density over recent years.

CYCLONE IMPACT

During 2023, our markets experienced two major cyclones: Cyclone Freddy in Malawi; and Cyclone Tej in Oman. Due to the proactive approach of our teams and business continuity planning, severe impact was mitigated, with minimal downtime impacts across our portfolio.

Our teams ensured adequate fuel stocks, and set up a local response team with daily communications among partners and customers. Our team in Malawi was commended for ensuring rapid recovery time since taking on management of the towers, and a significant improvement compared to cyclones in previous years.Keeping our sites running ensures families and first responders are able to communicate during challenging situations.

Sites connected to the grid

79%

Hybrid sites

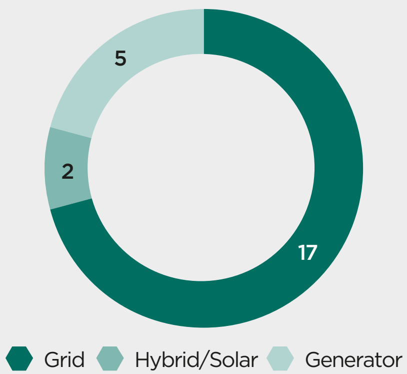
27%

Solar sites

6%

Note: Figures above do not sum to 100% as some grid connected sites are also equipped with hybrid and/or solar.

Average daily power consumption across portfolio during 2023 (hours)



Solar solutions

As part of our carbon reduction efforts, we are generating more energy from renewable sources and reviewing power stability. We use solar solutions where possible at off-grid and limited-grid sites, in particular for sites that are challenging to access and refuel. We are exploring larger panels on sites in Tanzania to determine the effectiveness of improved panel technology.

During 2023, we upgraded over 300 sites in Ghana with solar power as part of our approach to use the market as an innovation hub for trialling new technologies. As of December 2023, 38% of our network in Ghana is now covered by a renewable power source. By utilising solar as a complementary power source, together with hybrid batteries, we have reduced our use of grid consumption. We have also implemented solar solutions in Tanzania and DRC, and will be exploring further options for solar rollout as well as partnerships with mini-grid providers.

Wind technology

Wind technology is most effective where average wind speed exceeds five metres per second. Having analysed wind speeds across regions, we understand that wind power has potential in Oman, Senegal and Tanzania. The proof of concept is ongoing into 2024.

Alternative fuel

We are exploring advanced generator solutions, gas engines and fuel cells, that run on low carbon fuels, such as methanol, hydrotreated vegetable oil (HVO) and biogas. We intend to future-proof generators as low-carbon fuels become more available in our markets.

MINI-GRIDS

We continued to expand our partnership in DRC with a solar-based mini-grid company to supply renewable energy to selected off-grid, rural towers, with nine connections in 2023. Connecting to mini-grids has provided a reliable source of power, avoiding thousands of litres of generator diesel in 2023, with an average renewable grid availability of 18 hours a day. DRC averages around six hours a day across the rest of our portfolio. We are looking to further expand our site mini-grid connections through partnership in 2024.

Emissions and energy

Tracking our energy consumption and associated emissions is a key part of our carbon roadmap. We share data with our customers and collaborate with them to reduce our overall impact. By reducing emissions from our sites, we are helping customers to reduce their indirect emissions.

Recalculations

In line with our Recalculation Policy (see **Reports**), we have recalculated our 2020–2022 footprints and energy consumption as a result of:

- new acquisition: Oman, closed December 2022;
- data accuracy improvements (such as emissions intensity data from the International Energy Agency) and standardisation in our data methodologies; and
- Scope 3 historical emissions.

2023 carbon footprint

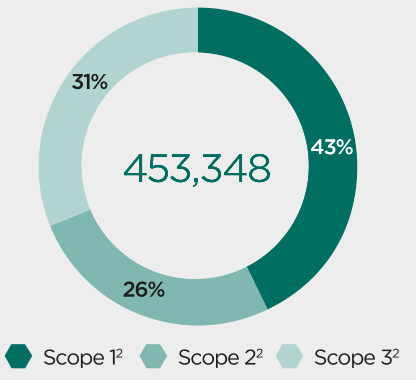
Our Scope 1 emissions have seen a 11% uplift from 2022, primarily due to an increase in diesel consumption in DRC, Tanzania and Malawi, broadly in line with average tenancy growth.

Scope 2 emissions also saw an increase due to tenancy growth and higher grid electricity emission factors for Tanzania, Ghana, Madagascar and Senegal. This was partially offset by the investment in solar panels on over 300 sites in Ghana.

Our Scope 3 emissions have increased in 2023 mainly due to the associated emissions from extracting, refining and distribution of fuels and electricity for our towers, constituting over 60% of 2023 Scope 3 emissions. Our focus on reducing fuel consumption will result in reduced emissions from this category.

We are adapting our approach as we understand more on reduction initiatives and have demonstrated that we can improve efficiency across our portfolio, whilst decoupling emissions from growth.

Our 2023 footprint[1] tCO_2e



Total emissions per year tCO_2e

	2020[3]	2022[3]	**2023**
Scope 1	154,378	175,589	**195,151**
Scope 2	116,824	108,631	**119,191**
Scope 3	151,725	135,208	**139,005**
Total	422,927	419,428	**453,348**

Our baseline year is 2020.

Our 2023 Scope 1, 2 and 3 (category 3) emissions have been externally assured.

FOR OUR ASSURANCE STATEMENT SEE OUR REPORTING SUPPLEMENT →

Energy efficiency

The largest source of energy consumption across our sites is diesel for our towers. We focus on reduced reliance on our generators and connect to grid electricity where possible as this has lower emissions.

Supported by our RMS data, we are also able to continually optimise maintenance visits, to avoid thousands of kilometres potentially driven each month.

Energy use (kWh)	
Tower grid electricity	353,387,871
Office grid electricity	1,149,590
Tower generator diesel	754,713,183
Vehicle diesel	6,120,340
Vehicle petrol	3,291,496
Total	**1,118,662,481**

UK Streamlined Energy and Carbon Reporting (SECR)

In accordance with SECR recommended requirements, the table provides a summary of GHG emissions and energy data for Helios Towers' UK operations, in comparison with global data. Our reporting is prepared in accordance with the WRI Greenhouse Gas Protocol: Corporate Standard, Revised Edition.

	2022[3]		**2023**	
	UK and Offshore	Global[4]	**UK and Offshore**	**Global[4]**
Scope 1 (tCO_2e)	0	175,589	**0**	**195,151**
Scope 2 (tCO_2e)	91	108,540	**54**	**119,138**
Scope 3 (tCO_2e)	5,566	129,642	**8,057**	**130,949**
Total gross Scope 1 and Scope 2 emissions (tCO_2e)	91	284,129	**54**	**314,289**
tCO_2e per tower	–	23.26	**–**	**23.82**
tCO_2e per tenant	–	12.64	**–**	**12.66**
Energy consumption used to calculate above emissions (kWh)	163,034	1,013,322,037	**93,725**	**1,118,568,756**

1 Our 2023 footprint includes all markets.
2 Scope 1 includes tower diesel, fuel used for company vehicles and refrigerants. Scope 2 includes tower grid electricity and electricity purchased for our offices. Scope 3 includes well-to-tank and transmission and distribution of energy, capital goods, purchased goods and services, business travel, freight, employee commuting and working from home emissions, and downstream leased assets. Scope 3 emissions include calculations using the Comprehensive Environmental Data Archive (CEDA).
3 2020 and 2022 emissions, intensities and energy consumption have been restated to reflect acquisitions in new markets and data improvements.
4 'Global' excludes UK and offshore. All markets are reflected.

Performance against target

Our target is to reduce carbon intensity per tenant by 46% by 2030. This target covers Scope 1 and 2 emissions, where we can make the most material impact, from a 2020 baseline year. This target translates to maintaining absolute emissions for these markets at 2020 levels, despite the substantial requirement for increased mobile infrastructure compared to developed markets.

Our carbon target, launched in late 2021, covers Tanzania, DRC, Ghana, South Africa and Congo Brazzaville – the five markets where we had operational data for the 2020 baseline year. These markets represent 71% of our total Scope 1 and 2 emissions in 2023.

Scope 1 and 2 emissions per tower and per tenant (tCO_2e)[1]

	2020	2022	**2023**
Tower	25.30	25.55	**27.00**
Tenant	12.03	11.84	**12.01**

We saw a 1% increase in intensity compared to 2022 and 0% movement compared to the 2020 baseline. This is slightly behind our target for 2023. Compared to our initial expectations, DRC, a fuel intensive market, has seen higher fuel consumption largely reflecting better-than-expected site and tenancy roll out, particularly in rural locations. Three of the five markets have shown reductions on a per tenant basis, with Tanzania's intensity reduction giving rise to the overall decrease in intensity since the baseline year.

During 2024, we will rebaseline our 2030 intensity target to include our acquisitions in Senegal, Madagascar, Malawi and Oman. Each market has differing energy requirements and we are looking to optimise our assets, considering this power landscape. This will also involve a review of our long-term net zero[2] ambition. We are required to balance this ambition with the current limitations and dynamics of our operating environment:

OUR 2030 TARGET

46% CO_2e reduction per tenant from 2020 baseline

HOW WE WILL ACHIEVE OUR TARGET
2022–2030

Colocation growth
Adding more tenants onto our towers

+

Carbon reduction programme
Building and scaling our current carbon reduction initiatives

+

Carbon reduction innovation
Investing in innovative solutions to further reduce our carbon

Project 100
US$100m investment

Strategic partnerships
with our customers and suppliers for low-carbon solutions

ENABLERS

Supportive public policy environment

+

Proliferation and decarbonisation of grid electricity

+

Innovation in battery and renewable solutions

- many of our markets rely heavily on fossil fuels like coal and diesel for power generation, and their electricity grid infrastructure is often underdeveloped and unreliable. Transitioning to cleaner energy sources like solar and wind power requires significant infrastructure investments and overcoming grid limitations in many regions;
- supportive government policies and regulations are essential for driving decarbonisation in the mobile industry. This includes policies and incentives promoting renewable energy adoption, the rollout of low-carbon technologies, and self-generation of renewable energy; and
- the expected 5G rollout will significantly increase the energy demand on our towers due to additional equipment.

We will continue to focus on energy efficiency through our asset optimisation supported by RMS, grid connectivity, battery storage, renewables and alternative biofuel technologies.

READ OUR TCFD DISCLOSURES ON PAGES 57–62 →

Project 100

We have committed to invest US$100 million between 2022 and 2030 on carbon reduction and innovation programmes. We are testing viable solutions across our markets and in particular, we are looking to improve our energy efficiency and reduce reliance on diesel generators.

During 2023, we spent US$12 million on upgrades to support site efficiency, including; renewables, grid connections and restorations, hybrid solutions and RMS equipment.

We are continuing to review the potential of each solution considering emissions intensity of the grid, renewable power potential and availability of Power Purchase Agreements (PPAs) and alternatives to define the best approach for each market.

1 Per tower and per tenant data is based on the average number of towers and tenants during the year, calculated using monthly data for our five markets that were operational in 2020.
2 Our net zero ambition does not refer to the Science Based Corporate Net-Zero standard. In practice, we have defined this as a 90% reduction in our Scope 1, 2 and 3 emissions from a 2020 baseline.

Local, diverse, talented teams

Our success is built on the diversity of our teams, and a working environment that is inclusive. We focus on developing an engaged workforce and embedding a culture of learning and development across the business.

Local employees in OpCos

96%

2022: 96%

Employees trained in LSS

53%

2022: 42%

Female employees

28%

2022: 28%

Investment in training

US$1.5m

We ensure that the Company's strategy and culture is well embedded throughout the organisation. Across 2020 to 2022, and as a consequence of our geographical footprint doubling, we saw headcount increase by 45%. Accordingly, in 2023 there was a strong focus on integrating our teams.

Engaging our people

It has been important to ensure interaction across the Group to leverage best practices. We have continued to hold regular Group-wide town halls, bi-annual strategy days and OpCo team meetings to maintain regular engagement with our teams to further embed our Sustainable Business Strategy. This year, we introduced functional off-site meetings, bringing together OpCo teams to further reinforce collaboration and strategy ownership across our markets.

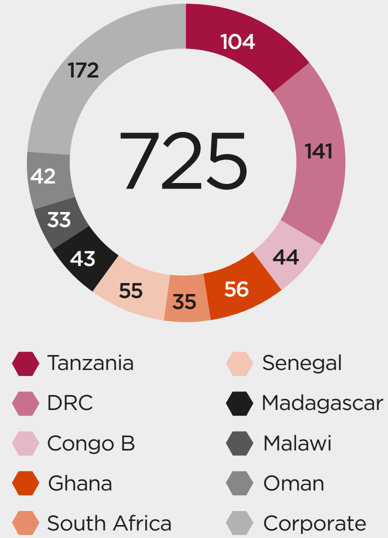
During the year, collectively our Group CEO, ExCo and multiple Board members visited all markets, taking the opportunity to talk to colleagues, and holding roundtables to discuss business plans.

Our designated Non-Executive Director for workforce engagement, Sally Ashford, also held a 'Voice of the Employee' engagement session with our new colleagues in Oman to support integration to the Group. The sessions involved one-to-one meetings with Managing Directors, Heads of Functions and local HR to gather feedback and understand areas for improvement, which have been captured in the action plan for 2024.

Developing a diverse, inclusive workforce

We aim to be a business whose workforce reflects the customers and communities we serve, and we actively work to create a culture that values different backgrounds and perspectives. Diversity, equity and inclusion (DEI) sits at the core of our values and our Sustainable Business Strategy and is a priority for the Board.

Employees by region[1]

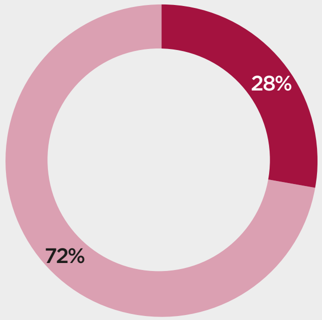


1 Includes permanent, fixed-term and temporary employees; reflects year-end data.

PULSE ENGAGEMENT SURVEY

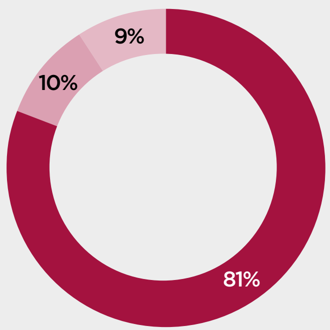
In 2023, we carried out a survey focused on employee engagement, which serves as a check-in alongside the main engagement survey that is held every two years. The results were used to assess the progress of localised action plans for each OpCo and included areas for improvement such as a focus on wellness, improving feedback culture and standardisation of internal processes. We were pleased that again 100% of eligible colleagues took part in the survey, demonstrating the interest in feedback on the effectiveness of our employee engagement action plans.

Gender (Group-wide)



Female – 202 Male – 523

Ethnicity (Group-wide)



Ethnically diverse
Other Not disclosed

READ MORE ON MANAGEMENT AND BOARD DIVERSITY IN THE NOMINATION COMMITTEE REPORT ON PAGE 92 →

WOMEN'S MENTORING CIRCLE

As part of our commitment to build a more inclusive culture where all our people thrive and progress, we launched the first Helios Towers mentoring circle, supporting potential women leaders.

The women's mentoring circle gave 25 colleagues across the Group the opportunity to take part in monthly mentoring sessions over six months. These have been facilitated by three of our female Board members who acted as mentors and hosted discussions on career and personal development, with resources to develop leadership skills and knowledge.

The forum provided the opportunity to learn from the mentors and each other, share experiences and network. We have taken feedback from the current cohort of mentees to help develop our next phase in mentoring through a reciprocal mentoring programme, where both colleagues will take on the role of mentor and mentee. Our aim is for participants to exchange insights and experiences, and to discuss forward-thinking ideas that will encourage DEI across Helios Towers.

This mentorship circle provided a safe space where any topic could be discussed among trusted mentors and colleagues. We were guided on how to effectively develop our learning agility to stretch our minds, build our knowledge and incorporate new learning.

Doreen Akonor
Group Director, People, Organisation and Development

We are committed to contributing to the local economy by hiring and empowering a localised workforce. In 2023, our OpCo workforce reflected 96% local employees, in line with our 2026 target of 95–100%, which allows flexibility for colleagues who wish to gain experience internally in different markets.

At the end of 2023, our ExCo comprised 27% women and we had 28% women working across our business (2022: 28%), nearing our 2026 target of a 30% female workforce.

We acknowledge that building a gender-diverse workforce can be challenging within our markets and the fields of engineering. We have a number of initiatives to support gender diversity across the business. During 2023, we launched our updated internal DEI policy which commits to equal opportunities and ensuring Helios Towers is a place where all colleagues feel a sense of belonging. In addition we have continued providing mandatory training for all staff on 'Your role in workplace diversity', reinforcing our commitments to DEI. Within our OpCos we focus on recruiting female engineers as part of our School of Engineers programme, which is targeting a 50% female intake.

To support leadership development, 25 of our female colleagues have been mentored during the year by our female Board members, who shared insights as part of our women's mentoring circle.

Supporting colleagues' wellbeing

Helping our people to stay safe, engaged and healthy has long been a priority for us, and we are committed to supporting colleagues in balancing personal and work-related commitments. Wellbeing and health were key areas of focus that emerged from our 2022 Employee Engagement Survey, and our teams often conduct localised initiatives throughout the year. In addition, we have relaunched our Group-wide employee assistance programme provided by ICAS, a 24-hour service supporting employees who may be facing crises.

WELLNESS INITIATIVES IN TANZANIA

Our colleagues in Tanzania have organised sessions each quarter to improve awareness of wellbeing, motivating teams to develop healthier habits. Sessions were held on keeping active, coping with loss and reaching out for help. A special session was also held to support men's wellness, supporting colleagues in a safe and open discussion session. We have seen an increase in the use of the employee assistance programme by male colleagues in Tanzania since the sessions this year.

During 2023, we also took action across all our OpCos to deliver reward initiatives aimed at retaining talent and supporting long-term careers for all colleagues. In the first quarter, we rolled out a salary increase off-cycle in certain markets aimed at alleviating inflationary pressures and deployed a new round of the HT SharingPlan. This plan, launched in 2021 and paid after three years, rewards our colleagues for collective performance as it is directly linked to the evolution of our share price over the three-year period. We also expanded the coverage of our long-term incentive plan (LTIP) to more colleagues, as a way to retain and reward key talent.

Learning and development across our business

Our learning and development programme is key to our success, supporting the upskilling of our colleagues and delivering field-based training to our maintenance partners to promote efficient operations. Our learning management system provides our workforce and partners with access to modules covering topics such as, business skills, compliance, health and safety, environment and field-based preventative maintenance. In 2023, on average our colleagues completed 33 hours of training and we invested US$1.5 million in programmes for our people.

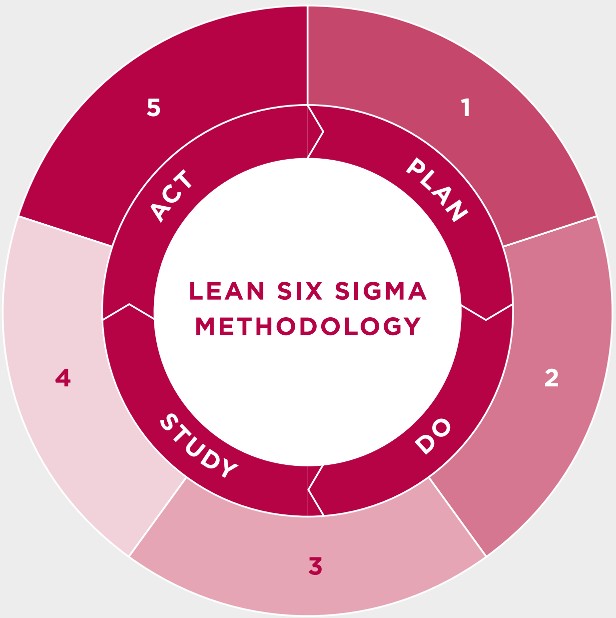
LEAN SIX SIGMA: OUR BUSINESS EXCELLENCE FOUNDATION

Lean Six Sigma (LSS) is a team-focused managerial approach, enabling our teams to ask why we are doing a particular activity, whether it needs to be done and to determine if it is an efficient and sustainable way of delivering a solution to our customers.

This has unlocked efficiencies across the business, and we were delighted to be recognised for 'Excellence in Lean Six Sigma' at the UK Excellence Awards, which are promoted and managed by the British Quality Foundation. As of 2023, 53% of our colleagues are trained in LSS, and we aim to increase that to 70% by 2026.

2023	**53%**
2022	42%
2021	31%

READ MORE ON OUR IMPACT IN ACTION PAGE 10 →



1.DEFINE
Define the problem

2.MEASURE
Quantify the problem

3.ANALYSE
Identify the cause of the problem

4.IMPROVE
Solve the root cause and verify improvement

5.CONTROL
Maintain gains and pursue perfection

CEO COMMENDATION AWARD

Our annual CEO Commendation Award is an opportunity to recognise colleagues for their contribution to Helios Towers and success in delivering our Sustainable Business Strategy. This year, we received more than 250 nominations from across all our markets and functions, with 13 winners from various OpCos.

From cost savings, efficiency improvement and revenue enhancement to stakeholder and customer service excellence and environmental impact, all winners had made a significant impact.

The winners were awarded with a cultural experience in Morocco hosted by the Group CEO and other members of the ExCo. The winners' initiatives are also featured in town halls, inspiring other colleagues to apply the learnings as part of their own projects.

Cochlea Production

Fostering local talent

We are committed to maximising the positive impact our business has by recruiting locally in our OpCos and providing the appropriate development support. We also develop skills internally and empower our management teams to promote from within. During 2023, we had 76 internal promotions. We have maintained our commitment to local employees, including four new Managing Director appointments this year from within the business. Following the launch of the Cranfield Leadership Programme during 2022, a selection of participants who took part have progressed further into leadership positions across Helios Towers.

Internal promotions

76

David Dzigba

David joined Helios Towers Ghana in 2010 as Head of Financial Reporting. Following 10 years of experience across OpCos, David was then promoted to Malawi Launch Director in 2021, managing its entry as the leading independent towerco, alongside site and tenancy expansion. David was promoted to Managing Director for Malawi in 2022.

Fatoumata Mbaye

Fatoumata joined Helios Towers in 2021 as Finance Director for Senegal, supporting the successful integration of the assets. Fatoumata holds an LSS Orange Belt and directly supported the Projects team in Senegal to improve cost efficiencies per site. Due to her expertise in managing projects across functions, Fatoumata was promoted to Deputy Managing Director for Senegal in January 2024.

Jadawy Al Riyamy

Jadawy joined Helios Towers in 2021 as MENA Business Development Director, and has been instrumental in supporting the integration of our newest OpCo Oman, leading the navigation of initial engagement to successful closure. Since launch, Jadawy has helped to establish strong governance across operations in Oman, with significant improvements in downtime per tower. Jadawy was promoted to Oman Managing Director in 2023.

Togani Ngotta

Togani joined Helios Towers in 2015 and possesses a vast experience of governance at Helios Towers through her previous roles in the Commercial team. In addition, Togani was also involved in supportive roles within HR and Compliance and holds a LSS Black Belt. After training at Cranfield, her role expanded during 2023 to Head of Business Support, where she manages both SHEQ and Property within Tanzania.

DEVELOPING THE LEADERS OF TOMORROW

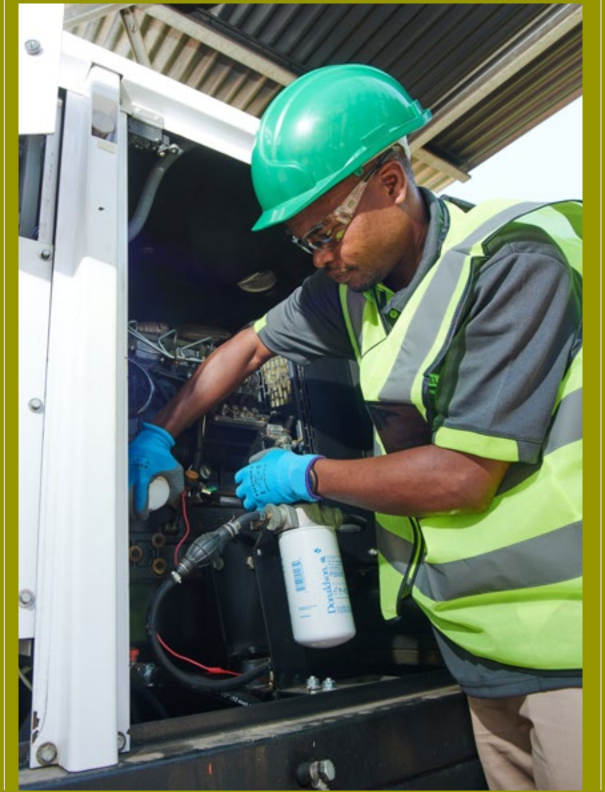
We continued with our third cohort at our Cranfield Leadership Development Programme in 2023, with 25 team members from various functions and markets taking part at the prestigious Cranfield School of Management.

We also developed a bespoke short programme, partnering with both Cranfield School of Management and other suppliers, to upskill senior leaders during our annual leadership conferences.

In 2024, we are looking to introduce two further specialised programmes. The first is aimed at managers, supporting leadership skills development, with the second aimed at strengthening the support available for our female leaders.

Responsible governance

Responsible governance underpins our Sustainable Business Strategy, guiding our delivery, keeping our people safe and managing our performance to create a positive impact for all stakeholders.



ISO accreditations maintained in 2023

100%

Maintenance partners with IVMS installed

94%

SHEQ partner audit score

96%

% spend with local suppliers

81%

The way we conduct business is reinforced by our values of integrity, partnership and excellence. We work with our colleagues, suppliers, contracted partners and peers to drive safe, responsible and ethical behaviour, and improve industry standards. To support integration in our newer markets, we trained both our own teams as well as our partners and third parties on our Group policies and procedures.

Sustainability Committee

We established a dedicated Sustainability Committee in 2023 as a Committee of the Board to ensure we are able to explore our social and environmental risks and opportunities even further, while proactively preparing for compliance with evolving regulations. The Committee monitors the implementation of the Group's Sustainable Business Strategy, policies and standards and reviews the Company's performance, taking into account the Company's purpose, values and culture.

READ MORE ON OUR SUSTAINABILITY COMMITTEE ON PAGE 94 →

Health and safety

The safety of our people and partners is a priority in everything we do and is one of our key human rights areas. We champion everyone – our colleagues and our contracted partners – to engage positively with our programme for health and safety throughout the year. We monitor and report on the safety and performance of our contracted partners in the same way we do our own people.

Our ambition is to significantly improve awareness of safe working practices, as we work in markets with limited regulatory oversight and enforcement of safety. We work closely with our field teams who build and maintain our towers, to create a shared safety culture and improve standards across the industry.

Reporting and learning culture

We have an open reporting culture that contributes to a more forward-looking and preventative approach to safety. We encourage our partners and colleagues to report observations, near misses and all incidents, enabling us to learn and reduce the risk of more serious incidents. As an example, our near miss reporting rate rose in 2023, due to greater incident reporting. The Group Incident Review Board reviews reported incidents and identifies lessons learned to drive reforms to our practices that will improve safety performance. We are also increasing visibility of Group statistics to improve operational controls and support our learning culture.

In 2023, we revisited our SHEQ due diligence with partners. We continue to develop stronger safety governance of our partner network, particularly focusing on the management of subcontractors. Since 2019, we have reduced major severity rates by over 67%, an improvement that demonstrates parity within the thresholds of UK industries – agriculture and fisheries, and construction, based on the Health and Safety Executive.

Lost-time incident frequency rate[1] %

2023	**0.18**
2022	0.52
2021	0.24

Total recordable case frequency rate[1] %

2023	**0.51**
2022	1.24
2021	0.66

Road traffic accident frequency rate[2] %

2023	**1.45**
2022	2.08
2021	2.44

Near miss reporting rate

139%

2022: 92%

Maintenance partners certified to ISO 45001

16/17

1 Per one million people hours worked.
2 Per one million kilometres driven.

Safety management and governance

Our culture of safety runs through the whole organisation – health and safety is the first item on the agenda from every Board meeting to our on-site briefings. We adhere to the highest international safety standards, with rigorous performance monitoring. Our management system across all nine OpCos complies with the ISO 45001 health and safety standard. We also provide active guidance to help our maintenance partners achieve this standard. In 2023, 16 of our 17 maintenance partners were ISO 45001 certified.

We continually look for ways to improve site safety when we build new towers and always explore new ways to improve safety monitoring. In 2023, we further expanded our virtual supervisor tools with in-vehicle monitoring systems (IVMS), dashcams, smart camera helmets and iAuditor (digital 'setting to work' tool). These tools allow us far greater visibility and control across our dispersed and outsourced operational footprint, providing 'virtual supervision' solutions where once these activities had been undertaken on a remote and lone working basis.

READ MORE ON OUR IMPACT IN ACTION PAGE 11 →

'Visible Felt Leadership' is one of our leading SHEQ initiatives, encouraging visibility from the top and an awareness of safety being a priority at all levels. With this initiative, the leadership team in each OpCo undertakes monthly site safety tours and our ExCo colleagues undertake site safety tours during their OpCo visits. This provides an opportunity for our leadership teams to engage with our partners, recognise good practices and share insights.

Our OpCo Managing Directors also review detailed assessments with maintenance partners every month. We use a bespoke quantitative benchmarking tool consisting of 127 SHEQ criteria to audit our partners. Performance is reviewed during SHEQ governance reviews at both Group and OpCo levels. During the year, our maintenance partners scored 96% overall in our audit.

Recognition of our safety performance

We were proud to be recognised in the 2023 Royal Society for the Prevention of Accidents (RoSPA) awards, achieving a Silver award in our first submission to the Society. The award indicates a high level of safety performance across Helios Towers, supported by strong management systems that are delivering consistent improvement.

Safety initiatives

We continue to implement safety initiatives to reduce our greatest areas of risk, that include working at height and driving, and look to utilise best-in-class technologies to efficiently support operations.

Driving

Driving continues to be the greatest physical risk to our workforce and our partners, with approximately 17.5 million kilometres completed per year across disperse sites, sometimes in remote locations with poor road conditions. We mandate that our vehicles, and those of our partners, are equipped with an IVMS, with 94% of our maintenance partners having this installed. This has improved driving behaviours and reduced our accident frequency rate.

To further support this we have introduced the use of dashcams, enabling us to capture more driving parameters that an IVMS cannot measure alone. We have found that where an IVMS has been fitted and where driving performance has remained consistently within our threshold limit, we have had no significant road traffic accidents requiring in-patient care during the year. We recognise good driving behaviours and reward partners that align with this consistently.

Working at height

All our partners have received specific training for safe mechanical lifting, with all lifting equipment being checked and certified as fit for use by a third party. We also partner with Gravity Training, a work-at-height specialist, to deliver courses with our colleagues and partners.

Raising industry standards

As we prioritise a learning culture, we also help to support the wider industry by sharing best practice and learnings from our own development.

We hold partner conferences, which include the opportunity to communicate on progress and reward teams for the best safety initiatives. During 2023, we held a conference with 15 partners in DRC, and safety days in Congo Brazzaville, Ghana, Oman and South Africa.

Externally, we participate in many events and groups to promote working safely and participate in government and industry initiatives. We were delighted to be invited to speak on safety at the fifth annual Lifting Safety to New Heights event, which promotes higher standards for health and safety in the telecoms industry in Africa, and at TowerXchange Africa on best practices in health and safety.

TOWER INNOVATION WITH MECHANICAL HOISTS

Working with Gravity Training, our team in Madagascar set out to build a large 72-metre-high tower using mechanical rather than manual lifting. The aim was to create a build process that was more efficient and offered superior build quality, while making no safety compromises and eliminating the use of casual labour. As a comparison, another identical tower was built in unison, using traditional methods.

The site build was monitored closely to ensure the tower was built with precision. The team using the new mechanical lifting technology completed the tower build three days faster than the other team. Seven out of nine markets have now completed the official training and we anticipate further improvement when this is delivered across all teams.

Governance and compliance

We apply the highest standards of governance and comply with all applicable laws and best practice and ensure that our commitment to ethical business conduct is never compromised wherever we do business. Our compliance programme is managed by our Group Legal function, with Board oversight. Compliance reviews are included as a standing agenda item on all Board, Audit Committee and Executive Leadership Team (ELT) meetings.

We also have Regional Compliance Managers in our Anglophone and Francophone markets. They are responsible for overseeing and embedding compliance across our operations, supported by a trained network of compliance champions in each market.

We expect all of our colleagues and our contracted partners to uphold our standards, as set out in our Code of Conduct and Third Party Code of Conduct. These Codes set out our commitment to business integrity and cover a broad range of topics including handling conflicts of interest, compliance issues, environmental, equal opportunity and non-discrimination standards. Both policies are supported by an internal Integrity Policy that addresses specific risks including bribery and corruption, as well as modern slavery.

In 2024, we will be rolling out additional conflict of interest guidelines, together with training sessions which will help to further clarify how to identify and manage actual and potential conflicts of interest. We conduct an annual Code of Conduct and associated policy declaration with all markets, raising awareness of the topic at year-end. 100% of employees completed the declaration in 2023.

Compliance monitoring and evaluation

We conduct a review of compliance monitoring in each of our OpCos. In 2023, the review was conducted by an external organisation, and a report summarising the findings was shared with OpCo management and the ELT, together with any remediation plans to be implemented. A summary report was also provided to the Audit Committee.

Our reporting hotline EthicsPoint® is also available to all employees and partners, should they wish to raise concerns about actual or potential non-compliance, confidentially and anonymously. The General Counsel and Company Secretary, Director of Human Resources and the Group Head of Compliance receive details of all incidents reported via the hotline. Ultimately, the Audit Committee has oversight of all cases that are logged on EthicsPoint®.

We investigate all hotline reports in line with Group policies, which include non-retaliation provisions. Appropriate disciplinary and remediation actions for non-compliance are identified and effected, as necessary. A simplified mobile portal is also available for reporting any potential concerns. While retaining the confidentiality of the process, outcomes of investigations have been shared with all OpCos as part of our training to ensure EthicsPoint® has greater visibility and promote confidence in the system.

Anti-bribery and corruption

We have a zero-tolerance policy for any form of bribery and corruption and expect all our colleagues and contracted partners to uphold our standards. We have robust policies and procedures in place, and are mindful of the elevated risk of bribery and corruption in our markets, as we regularly interact with third parties, including government officials, to obtain construction and operational permits. We have achieved ISO 37001 accreditation for our anti-bribery management system.

We use a third-party risk management platform that allows us to conduct screening checks on partners, in addition to the usual supply chain checks. The platform identifies third parties that are flagged on sanction lists and other enforcement watchlists.

Training our people and partners

All new employees are required to participate in a 90-minute initial compliance training session, which provides practical examples of our Code of Conduct in practice. Colleagues in higher-risk functions such as Supply Chain and Property are also required to take periodic refresher courses.

Group-wide training and knowledge sharing takes many forms, and in 2023 we:

- provided training to colleagues in our newer markets, including Oman;
- conducted investigation outcome training, based on cases logged on EthicsPoint®;
- maintained an officials register that includes all interactions where values are exchanged. The information contained in the register is shared with the Executive Management team every quarter as part of the compliance quarterly report to keep the teams informed;
- organised supplier forums with customers and suppliers in Ghana and Tanzania to discuss our Third Party Code of Conduct and develop capability in compliance. Similar forums will be organised in other markets in 2024;

- trained third-party organisations on anti-bribery and corruption through our risk management platform;
- provided Third Party Code of Conduct training to our partners in all markets; with Oman to complete in H1 2024; and
- launched communications campaigns on anti-corruption, sanctions screening and anti-fraud, complemented with online training modules and face to face discussions. 100% of our people completed the online training.

Responsible supply chain

Helios Towers works with suppliers around the world to meet the needs of our business and customers, with a strong focus on local sourcing wherever possible. As part of our Partner Engagement Programme, we work closely with our suppliers, contractors and peers to drive responsible and ethical behaviour, doing our utmost to keep everyone working in our operations safe from harm and treated fairly. We support an indirect workforce of more than 11,500[1] people who build, maintain and secure our sites.

Our product procurement typically comprises telecom towers, generators, rectifiers, solar and hybrid power units, and fuel. We engage local contractors as partners in services such as site maintenance, civil construction, power management and the provision of security. 81% of our spend is with local suppliers.

We believe in close collaboration with our contractors with a 'One Team, One Business' ethos. This includes sharing offices with our partners, embedding operational excellence and LSS principles across the team. Investing in the skills of our partners helps to develop the knowledge and capability of their field teams, which is critical to us meeting our power uptime targets and maintaining our assets in the long term. Our Learning and Development team undertakes skills gap assessments and delivers field-based training programmes that help them to align with international standards and best practice, which benefits their businesses as a whole and contributes to a more skilled local workforce.

Advancing labour and human rights

We are committed to conducting our business in a way that respects the human rights of all our stakeholders, including our employees, workers within our supply chain and the communities where we operate. We recognise that our most salient human rights impacts lie in the area of labour rights, in particular in relation to our third-party and contractor employees, and for workers in our wider supply chain.

1 This is based on monthly, voluntarily reported people hours from our partners in 2023.

Our commitment to respecting human rights is outlined in our Human Rights Policy and in our Code of Conduct. Helios Towers is also a member of the United Nations Global Compact Network and follows its guiding principles on labour and human rights. Our Third Party Code of Conduct applies the same strict labour standards requirements on our contractors, suppliers and partners and prohibits any form of modern slavery or child labour. We conduct annual Third Party Code of Conduct training and annual certification with all suppliers. We also check and inspect our partners' records and processes when needed, provide periodic compliance training and promptly investigate any concerns raised regarding potential violations of our Code. Read more about the measures we take to address the risk of modern slavery in our business and our supply chain in our **Modern Slavery and Human Trafficking Statement**.

In 2023, we completed a human rights due diligence exercise of our Oman operations to review the implementation of our policies and identify any opportunities to strengthen our approach. We have since reviewed the new labour law requirements and will look to adapt current processes, such as our year-end partner evaluations and site feedback mechanisms.

We also piloted a workers' rights survey in Ghana and discussed results with our suppliers as part of our supplier forum event. The survey is used as part of site visits as a spot check measure focusing on rest days, payments and fair treatment for any employee that is engaged to work for or on behalf of Helios Towers, in addition to ongoing monitoring conducted by our supply chain, operations and SHEQ teams. This will be reviewed as part of the wider supplier evaluation process in 2024. We will be launching a cross-functional human rights working group in 2024 to manage this risk holistically.

SUPPLIER FORUM IN GHANA

We carried out our first supplier forum in Ghana to encourage discussions on our Third Party Code of Conduct and collaboration with our partners.

The topics covered were anti-corruption and bribery, working conditions, health and safety, strategic community investment, carbon reduction and cyber security. Using the learnings from the session we will refine the format and roll out further forums to more markets next year.

Physical security

The security of our teams, partners and assets is critically important to us, and where possible we are introducing new processes to integrate technology for site access. We use a number of different strategies to protect sites including signage, motion sensors, electronic access locks and guards, in addition to site monitoring tools with our RMS and fuel alarms. We define security solutions according to the risk profiling of the sites in a given location and to supplement this, we are completing a security assessment with an external agency across our OpCos to determine areas for improvement. Ongoing monitoring is carried out to ensure our security practices are fit for purpose.

CYBER SECURITY AND DATA PRIVACY

Maintaining the security and integrity of our information systems is critical to operational excellence and stakeholders. Our incident management and response processes align with the Information Technology Infrastructure Library (ITIL®) framework which focuses on the areas of identification, containment, eradication, recovery and lessons learned.

Regular updates on cyber security and information security – including user security, supplier cyber security, network authentication and business continuity management – are provided to the Audit Committee by the Group IT Director throughout the year.

We focus our cyber security strategy on prevention and recoverability through:

- comprehensive measures based on industry best practice and National Cyber Security Centre guidance;
- regular operational assessments and testing validated by external third-party security partners; and
- Company-wide monthly training and education, monitored by our IT teams as a key element of risk reduction.

CYBER ESSENTIALS CERTIFIED PLUS

We continue to be compliant with the information security ISO 27001 and hold a Cyber Essentials Plus certification, further demonstrating our commitment to cyber security.

As part of our strategy, we have established a supplier cyber risk management framework to manage third-party risks and gain insight on current controls, providing guidance where required and promoting cyber security best practice.

Unlike MNOs, we do not have direct access to end consumers or their data. However, in our normal business operations, we need to process certain personal data such as employee compensation details, performance management and other categories of personally identifiable information.

We comply with the General Data Protection Regulation (GDPR) and any equivalent legislation in other jurisdictions. This governs the type of information we store, how we use it, how long we keep it and the steps we take to protect it.

READ MORE IN OUR AUDIT COMMITTEE REPORT ON PAGES 96–101 →

STRONG PERFORMANCE IN EXISTING AND NEW MARKETS

Following expansion into four new markets across 2020 to 2022, the Group shifted to a regional structure in 2023 and consequently updated its reporting structure to three segments – East & West Africa, Central & Southern Africa and Middle East & North Africa.

We have a disciplined market selection criteria, investing only in markets that feature strong growth, high lease-up potential and market dynamics that support a base of highly visible and resilient earnings.

In 2023, these attractive dynamics were best demonstrated through record organic tenancy additions and the fastest rate of lease-up since IPO, with both established and new markets contributing to this performance. Our four new markets continue to track broadly in line with or are ahead of our initial tenancy growth expectations.

Beneath the top-line growth, each region also demonstrated its resilience in another turbulent year for inflation and foreign currency movements, with Adjusted EBITDA continuing to grow in line with tenancy additions. While our largest markets of Tanzania, DRC and Oman benefited from a relatively stable macroeconomic environment, we did see volatility within Ghana and Malawi, with their currencies heavily depreciating against the dollar and inflation hitting multi-year highs.

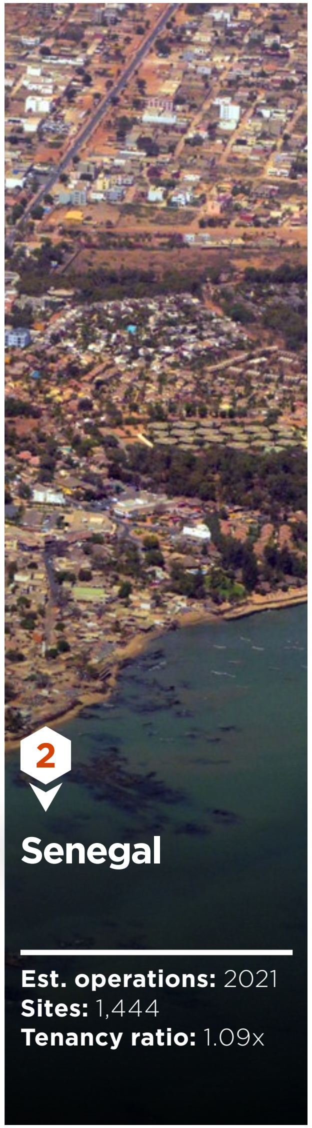
Our business model remains resilient, ensuring consistent delivery of strong operational and financial performance.

Region	Countries
East & West Africa	1. Tanzania 2. Senegal 3. Malawi
Central & Southern Africa	4. DRC 5. Congo Brazzaville 6. South Africa 7. Ghana 8. Madagascar
Middle East & North Africa	9. Oman

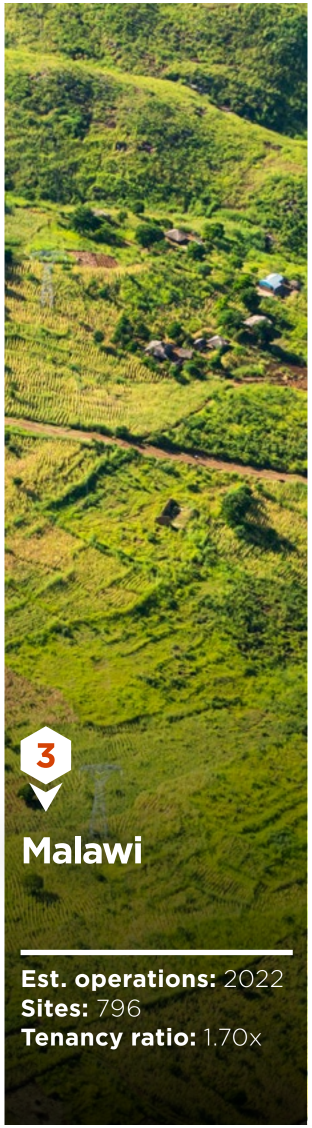
East & West Africa

READ MORE ON PAGES 41–42 →

1
Tanzania
Est. operations: 2011
Sites: 4,156
Tenancy ratio: 2.33x



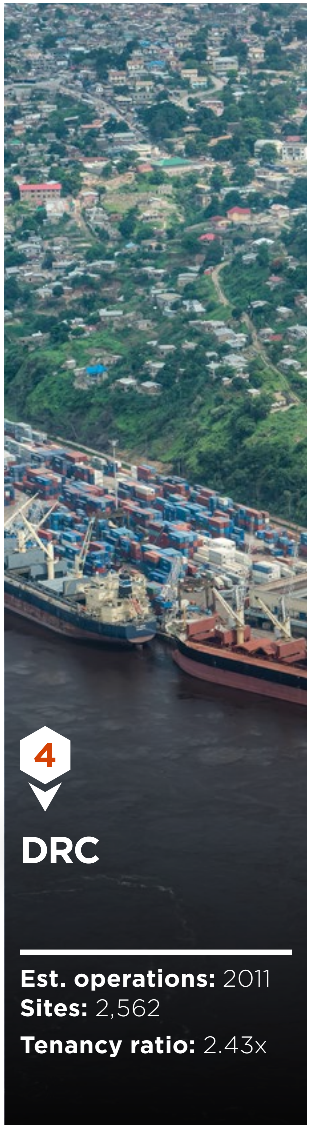
2
Senegal
Est. operations: 2021
Sites: 1,444
Tenancy ratio: 1.09x



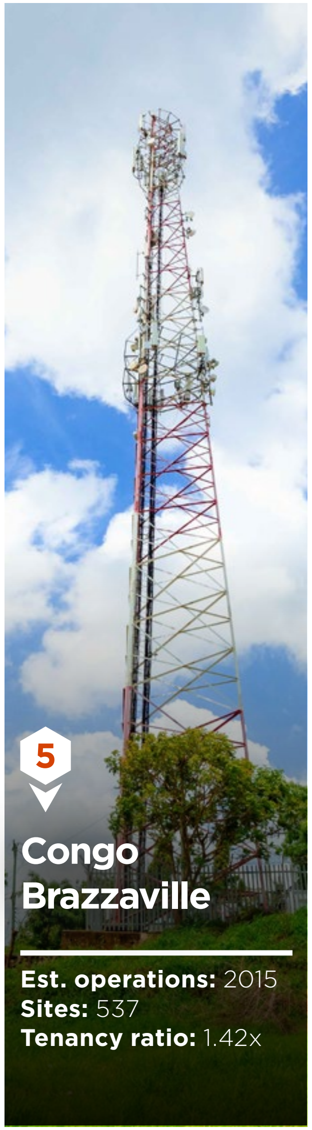
3
Malawi
Est. operations: 2022
Sites: 796
Tenancy ratio: 1.70x

Central & Southern Africa

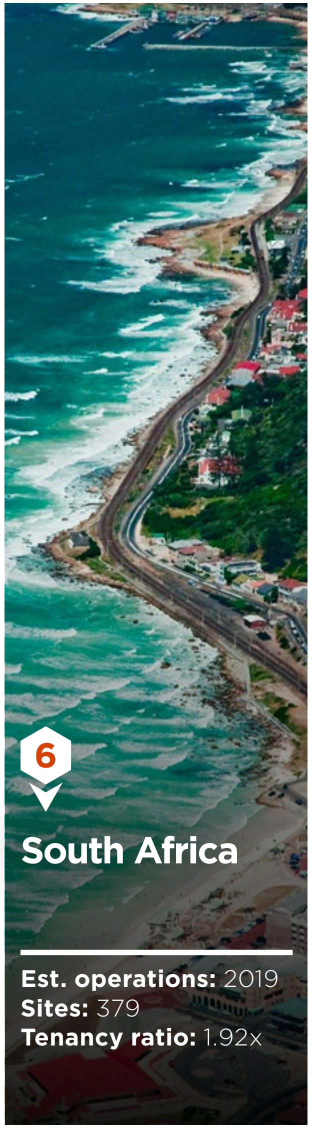
READ MORE ON PAGES 43–44 →



4
DRC
Est. operations: 2011
Sites: 2,562
Tenancy ratio: 2.43x



5
Congo Brazzaville
Est. operations: 2015
Sites: 537
Tenancy ratio: 1.42x



6
South Africa
Est. operations: 2019
Sites: 379
Tenancy ratio: 1.92x

7
Ghana
Est. operations: 2010
Sites: 1,097
Tenancy ratio: 2.24x

8
Madagascar
Est. operations: 2021
Sites: 591
Tenancy ratio: 1.27x

Middle East & North Africa

READ MORE ON PAGES 45–46 →

9
Oman
Est. operations: 2022
Sites: 2,535
Tenancy ratio: 1.33x

Population[1]	Population growth CAGR[1]	Mobile penetration[2]	Mobile connections CAGR[3]	PoS additions CAGR[3]
106m	3%	46%	5%	7%

EAST & WEST AFRICA

Tanzania · Senegal · Malawi

CUSTOMER SERVICE EXCELLENCE: SENEGAL

Best-ever downtime per tower per week of four seconds in December 2023 (December 2022: 15 seconds).

PEOPLE AND BUSINESS EXCELLENCE: MALAWI

During our first full year of operations, our team in Malawi delivered +123 tenancy additions, ahead of our expectations.

SUSTAINABLE VALUE CREATION: TANZANIA

Fastest rate of Adjusted EBITDA growth since 2018, at +21% (2022: +18%).

1 UN World Population Prospects (2023–2028), July 2022.
2 GSMA database, accessed December 2023.
3 Data sourced from Analysys Mason (2023-2028), February 2024, with figures weighted based on full year 2023 site count.

DAR ES SALAAM, TANZANIA

It has been a positive year in our markets across East & West Africa. The addition of +515 tenancies, contractual escalators and operational efficiencies, supported strong Adj. EBITDA growth of 23%.

In Tanzania, we added +258 tenancies, resulting in a year-on-year rise in our tenancy ratio of 0.08x. Our revenue and Adj. EBITDA grew 15% and 21% respectively. This was driven by tenancy growth and operational efficiencies.

In Senegal, we added +97 sites and +134 tenancies. Our revenue and Adj. EBITDA increased by 17%, and 15% respectively, driven by tenancy growth and efficiency improvements.

In Malawi, we expanded our network by adding +31 sites and +123 tenancies, leading to a year-on-year rise of 0.09x in our tenancy ratio. Our revenue and Adj. EBITDA expanded by 57% and 68% respectively, reflecting the full year benefit of the acquisition and organic tenancy growth, partially offset by foreign currency movements in the year.

2023 highlights:

- 515 tenancy additions (258 in Tanzania, 134 in Senegal and 123 in Malawi);
- 0.05x tenancy ratio expansion, from 1.92x to 1.97x;
- 19% growth in revenue (2022: 35%);
- 23% growth in Adj. EBITDA (2022: 29%); and
- 1.7ppt expansion in Adj. EBITDA margin to 63.9% (2022: 62.2%).

I am thrilled by our accomplishments in 2023. We elevated our customer service to unprecedented levels, nurtured and enhanced the skills of our talented local teams, and achieved strong financial results ahead of expectations.

Philippe Loridon
Regional CEO, Middle East, North, East & West Africa

Sites #

6,396

2023	**6,396**
2022	6,300
2021	5,237

Revenue US$m

312.6

2023	**312.6**
2022	261.8
2021	193.8

Tenancies #

12,608

2023	**12,608**
2022	12,093
2021	10,315

Tenancy ratio x

1.97x

2023	**1.97x**
2022	1.92x
2021	1.97x

Adjusted EBITDA US$m

199.8

2023	**199.8**
2022	162.9
2021	125.9

Adjusted EBITDA margin %

63.9

2023	**63.9**
2022	62.2
2021	65.0

TANZANIA

Local, diverse, talented teams

LEAN SIX SIGMA SUCCESS FOR HELIOS TOWERS TANZANIA

Lean Six Sigma (LSS) has helped Helios Towers Tanzania transform its business and enhance processes. We were delighted that this hard work saw us win the 'Excellence in Lean Six Sigma' award at the UK Excellence Awards.

Through applying LSS principles, strong collaboration and streamlining processes, the team have managed to deliver over 130 colocations for a customer in 24 hours during 2023. In addition, the team reduced build-to-suit tower costs.

Tanzania LSS trained staff

62%

2022: 44%

Tanzania Adj. EBITDA margin growth

70%

2022: 66%

Tanzania power uptime

100.00%

2022: 100.00%

Population[1]	Population growth CAGR[1]	Mobile penetration[2]	Mobile connections CAGR[3]	PoS additions CAGR[3]
233m	3%	38%	5%	9%

CENTRAL & SOUTHERN AFRICA

DRC · Congo Brazzaville · South Africa
Ghana · Madagascar

CUSTOMER SERVICE EXCELLENCE: DRC

Record organic tenancy growth in DRC with over 1,000 tenancies added in 2023.

PEOPLE AND BUSINESS EXCELLENCE: GHANA

90% of our team in Ghana has undergone LSS training, supporting best-in-class customer service and efficient operations.

SUSTAINABLE VALUE CREATION: CONGO BRAZZAVILLE

Our team in Congo Brazzaville delivered 24% year-on-year growth in Adjusted EBITDA, driven by tenancy growth and operational savings.

1 UN World Population Prospects (2023–2028), July 2022.
2 GSMA database, accessed December 2023.
3 Data sourced from Analysys Mason (2023-2028), February 2024, with figures weighted based on full year 2023 site count.

ACCRA, GHANA

We had a remarkable year for tenancy growth in our Central & Southern Africa segment, thanks to the dedication of our teams and their commitment to delivering against our strategic pillars.

The segment delivered record tenancy growth of +1,560 in the year, reflecting the structural growth and proactive relationship with our customers. DRC, South Africa and Ghana in particular saw strong colocation lease-up of 0.10x, 0.21x and 0.25x respectively, in the year.

Ghana also emerged as our innovation hub for power investments, installing solar on 313 sites in the year to drive operational efficiencies and a reduction in carbon emissions.

1. GSMA database, accessed December 2023.

In Madagascar, a market we entered in 2021, we continued to embed Customer Service Excellence – for instance, slashing our downtime per tower per week from 22 minutes to just five minutes 53 seconds between 2022 to 2023.

2023 highlights:
- Record +1,560 organic tenancy additions, including +1,023 additions in DRC;
- 0.14x expansion in tenancy ratio, reaching 2.12x (2022: 1.98x);
- 19% growth in revenue (2022: 16%);
- 12% growth in Adjusted EBITDA (2022: 4%); and
- Adjusted EBITDA margin decreased 3ppt year-on-year to 48% driven by the impact of higher fuel prices, which increases revenue and operating expenses comparably, reducing Adjusted EBITDA margin.

When everyone feels they have made contributions, they are motivated to do what is necessary. This collective effort has distinguished us this year and positioned the organisation for success.

Fritz Dzeklo
Regional CEO, Central Africa (DRC, Congo Brazzaville and Ghana)

I am delighted with the team delivering record tenancy growth across the segment in 2023. It reflects our proactive partnership with customers and structural growth across our markets.

Sainesh Vallabh
Chief Commercial Officer and Regional CEO, Southern Africa (South Africa and Madagascar)

Sites #

5,166

2023	5,166
2022	4,734
2021	4,323

Revenue US$m

350.9

2023	350.9
2022	295.3
2021	255.3

Tenancies #

10,942

2023	10,942
2022	9,382
2021	8,461

Tenancy ratio x

2.12x

2023	2.12x
2022	1.98x
2021	1.96x

Adjusted EBITDA US$m

167.6

2023	167.6
2022	149.1
2021	143.4

Adjusted EBITDA margin %

47.8

2023	47.8
2022	50.5
2021	56.2

DRC

Digital inclusion
RECORD TENANCY ROLL OUT

DRC is one of the most exciting markets globally for mobile development. 75 million of the 102 million population are not connected to mobile today, and the population is expected to increase by 3% over the next five years. The four mobile operators (Vodacom, Airtel Africa, Orange and Africell) continue to invest heavily in both densification across the major cities and rural expansion.

Our leading market position, with 81% of all marketable towers, combined with a focus on the best power uptime and speed to delivery, supported adding a record +1,023 tenants in 2023. This was achieved through the structural market dynamics as well as our proactive engagement with all MNOs to drive rollout across the country.

DRC tenancy additions

1,023

2022: 514

DRC unique mobile penetration[1]

27%

2022: 26%

Population[1]	Population growth CAGR[1]	Mobile penetration[2]	Mobile connections CAGR[3]	PoS additions CAGR[3]
5m	1%	91%	4%	7%

MIDDLE EAST & NORTH AFRICA

Oman

CUSTOMER SERVICE EXCELLENCE

Improved downtime per tower per week performance from nearly six minutes at acquisition to 38 seconds as of December 2023.

PEOPLE AND BUSINESS EXCELLENCE

Embedded Group practice of hiring locally, with over 95% employees in the OpCo being Omani.

SUSTAINABLE VALUE CREATION

0.1x lease-up in the first year of operation, exceeding the Group's ambitious expectations.

1 UN World Population Prospects (2023–2028), July 2022.
2 GSMA database, accessed December 2023.
3 Data sourced from Analysys Mason (2023-2028), February 2024, with figures weighted based on full year 2023 site count.

MUSCAT, OMAN

We closed the Oman acquisition in December 2022, and have demonstrated its qualities in the first full year of operations. The market features substantial growth and colocation lease-up opportunities, reflecting ongoing 5G rollout and the entry of new mobile operator, Vodafone.

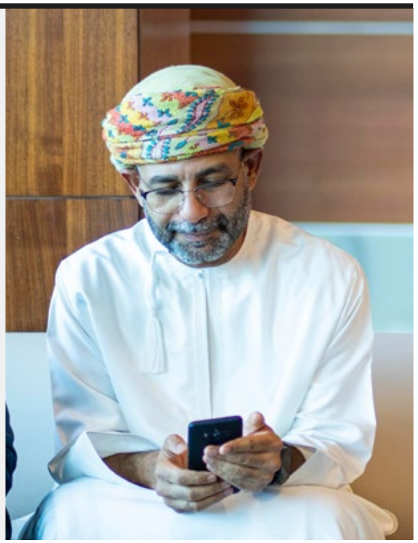
The OpCo's performance reflected these dynamics in 2023, delivering 0.13x tenancy ratio expansion and achieving Adj. EBITDA of US$38 million. Both metrics exceeded the Group's initial guidance.

This impressive growth is complemented by the hard-currency earnings profile of this market and further reinforces the resilience of Helios Towers' platform.

2023 highlights:
- Strong first year under ownership with +358 organic tenancy additions;
- 0.13x expansion in tenancy ratio, reaching 1.33x (2022: 1.20x);
- Revenue of US$57.5 million;
- Adj. EBITDA of US$38.5 million; and
- Adj. EBITDA margin expansion of +2.9ppt to 66.8% (2022: 63.9%).

Oman is on a growth trajectory, notably with the development of a new smart city underway. This initiative presents opportunities for innovation and the creation of new infrastructure developments.

Jadawy Al Riyamy
Managing Director, Oman



Sites #

2,535

2023	2,535
2022	2,519

Revenue US$m

57.5

2023	57.5
2022	3.6

Tenancies #

3,375

2023	3,375
2022	3,017

Tenancy ratio x

1.33x

2023	1.33x
2022	1.20x

Adjusted EBITDA US$m

38.5

2023	38.5
2022	2.3

Adjusted EBITDA margin %

66.8

2023	66.8
2022	63.9

OMAN

Climate action
CYCLONE TEJ

In October, we aided relief efforts for those affected by Cyclone Tej. In appreciation of the support, mobile operator Omantel extended its gratitude to the Helios Towers Oman team through a letter of commendation.

Omantel conveyed its appreciation for the effective deployment of back-up generators at designated sites in anticipation of imminent weather changes. Swift responses to real-time alarms were instrumental in sustaining a stable and dependable network during the cyclone's peak. This stability was critical in enabling emergency and relief communications.

Oman tenancy additions

+358

Oman downtime per tower per week (minutes)

0:38

At acquisition: 5:46

RECORD ORGANIC TENANCY GROWTH, ROIC ENHANCEMENT AND PROACTIVELY MANAGING OUR BALANCE SHEET

2023 was our most successful year for organic growth and ROIC expansion since IPO. With a record +2,433 organic tenancy additions delivered across our enlarged platform, we exceeded expectations for Adjusted EBITDA, operating profit and cash flow generation, while also reducing our net leverage back within our target range, ahead of schedule.

We also strengthened our funding position, partially reducing our 2025 Senior Notes through new loan facilities, which extended our average maturity by one year with only a minimal increase in our cost of debt, despite materially higher rates globally.

Our playbook in action

Our playbook is fairly simple – identify attractive high growth mobile markets with power and tower infrastructure gaps. Then identify compelling entry opportunities, either organically or more commonly inorganically through portfolio acquisitions, which create leading market positions, provide strong organic growth and lease-up opportunities and are underpinned by a robust base of revenues, often in hard currencies and supplemented by contractual escalators.

This has been demonstrated through the four new market acquisitions which have been integrated in the last couple of years. We are pleased with the performance of the new acquisitions, all of which have hit the ground running.

In 2023, we accelerated our organic growth, increased ROIC and strengthened our funding position, against the backdrop of a rising interest rate environment and continued global volatility. This performance reflects the strength and diversification of our enlarged platform, following two years of transformational expansion.

Manjit Dhillon
Group CFO

While our efficiency metrics were diluted in these acquisitive years (notably tenancy ratio, Adjusted EBITDA margin and ROIC), this not only reflected the relative infancy of these assets but also the opportunity. In 2023, we started to demonstrate the quality of these acquisitions, alongside the long-term embedded growth within all our markets.

Our record organic tenancy growth supported our tenancy ratio expanding by +0.1x, reflecting expansion in both our new markets, which are tracking in line with our expectations, as well as continued growth within our established platform, in particular DRC that added over 1,000 tenancies through the year.

Consequently, Group ROIC expanded at its fastest rate since IPO from 10.3% to 12.0% with portfolio free cash flow expanding +33% and substantially reduced capital intensity for the business, reflecting our disciplined approach to capital allocation which always targets investments with a meaningful surplus to our weighted average cost of capital (WACC).

Robust business model

Our strong performance is underpinned by our robust business model that continues to demonstrate its resilience through macroeconomic volatility. While we saw a 11% increase in fuel prices, 6% in CPI and 4% foreign currency movements against the dollar, our Adjusted EBITDA expanded 31%, in line with our average tenancy growth.

Our revenues are largely protected from inflation and foreign currency movements, through four of our markets being innately hard-currency, in addition to contractual CPI and power price escalations. In our quarterly earnings releases over the past few years, we continue to demonstrate this dynamic.

In addition to these escalations, our defence against macroeconomic volatility is established through a protective blend of sustainable pricing strategy, market diversity and a diverse portfolio of blue-chip customers.

Customer mix: Our customers comprise major MNOs across Africa and the Middle East, contributing around 98% of our revenues in 2023. This revenue stream is diversified across several blue-chip MNOs, with none representing more than 27% of our revenue for the year. Additionally, we maintain sustainable pricing, offering lease rates approximately 30% lower than the MNOs' overall cost of ownership.

Long-term contracts: Traditionally, our agreements span initial periods of 10–15 years, followed by automatic renewals. As at 31 December 2023, the Group had an average of 7.8 years remaining in the initial term across our contracts. This equates to US$5.4 billion in future revenue already secured, marking a 15% increase year-on-year, through organic growth and contract renewals.

Hard currency earnings: Another layer of safeguarding comes from our operation within hard currency markets. Countries like DRC, Senegal, Oman, and Congo Brazzaville are either dollarised or hard currency pegged. Within the Group, 71% of our Adjusted EBITDA comes from hard currency sources, strengthened by contractual escalations linked to power and CPI.

Through the year, we showcased how these attributes shield our Adjusted EBITDA and position us favourably to seize growth opportunities in a robust and resilient manner.

Our performance in 2023

We delivered record organic tenancy additions of +2,433, far exceeding our guidance of +1,600–2,100 provided at the beginning of the year, with the overachievement largely driven by lease-up. Consequently, we saw strong revenue and Adjusted EBITDA growth of 29% and 31% respectively. Our operating profit reached a record of US$146.1 million, marking an increase of 82% year-on-year.

Our Adjusted EBITDA margin increased by 1ppt from 50.4% in 2022 to 51.3% in 2023. Our Adjusted EBITDA margin was partially impacted by higher fuel prices in 2023, as both fuel-linked revenues and operating expenses increased comparably due to pricing and therefore decreased margin. Adjusting for this dynamic, our Adjusted EBITDA margin increased by 3ppt year-on-year, reflecting the strong lease-up delivered through the year.

The Group's loss before tax was US$112.2 million, an improvement of US$50.3 million year-on-year. The impact of foreign currency movements was US$86.1 million, largely reflecting the non-cash impact of intercompany loan movements. Nevertheless, with our focus on tenancy growth and operational efficiencies, we anticipate moving closer to profitability in the near term. This transformation is evident in our five established markets, where our business is evolving towards profitability.

Cash flow

Cash flow generated from our existing asset base, or portfolio free cash flow, increased by 33% to US$268.2 million. The increase was driven by Adjusted EBITDA growth and improved cash conversion, principally related to proportionately lower increases in payments of lease liabilities and taxes paid. Cash generated from operations increased by 65% to a record US$318.5 million (2022: US$193.2 million) driven by higher Adjusted EBITDA, lower deal costs and movements in working capital.

With portfolio free cash flow growth and a large decrease in capital expenditure in the year, our free cash flow improved materially from negative US$720.6 million to negative US$81.1 million and we continue to move towards reaching neutral free cash flow in 2024 and positive free cash flow thereafter.

ROIC %

+1.7ppt

2023	**12.0**
2022	10.3
2021	11.8

PFCF US$m

+33%

2023	**268.2**
2022	201.4
2021	168.3

Net leverage

(0.7)x

2023	**4.4x**
2022	5.1x
2021	3.6x

Balance sheet

In September, we raised up to US$720 million loan and credit facilities as part of a liability management exercise, to opportunistically partially tender our 2025 Senior Notes and repay our existing term loan. In total US$405 million was utilised, resulting in our average maturities extending by one year with a minimal increase in our cost of debt, despite the rising interest rate environment.

We believe this reflects the consistency of our performance delivery over the past few years, as well as the improved scale and diversification achieved through our platform expansion. Our expansion over the last few years has resulted in us having US$38.5 million of net liabilities at year-end, primarily driven by the depreciation on acquired assets and financing costs associated with those acquisitions, as well as the non-cash impact of foreign currency movements on our foreign currency asset base. As we lease-up those assets over the next few years, we expect the liability position to reverse. Our net current assets at year end remain strong at US$84.2 million.

At year-end our balance sheet debt remained in a solid position, with a four-year average remaining life and over 80% of it being fixed. However, we continue to be opportunistic in regard to our debt liability management and are currently reviewing options around refinancing in 2024.

We closed the year with net leverage of 4.4x, within our medium-term target range of 3.5–4.5x and ahead of expectations. Given the projected earnings growth ahead, we target to be below 4.0x by the end of 2024.

Capital allocation

We have a disciplined approach to capital allocation, in which every investment needs to achieve a sufficient spread above our cost of capital among other factors. While we have a strong platform, the higher interest rate environment in which we operate today requires us to adjust return requirements for each investment.

In this context, our primary focus for capital allocation looking forward revolves around maximising returns through highly selective organic investments and strengthening our balance sheet. Consistent with prior years our primary focus is on organic investments including colocations, operating expense initiatives and highly selective BTS. Following this, our capital allocation priorities shift from acquisitions in the short term to supporting a reduction in our net leverage to below 4.0x by year-end 2024.

With free cash flow anticipated to move into positive territory over the near term, we are now close to a juncture where the capital we generate allows us the capacity to make distributions to our investors, both debt and equity holders, while still having ample resources to invest in our growth.

Outlook

Our outlook and strategy is simple – consistently look for and invest in capital efficient opportunities to increase our return on invested capital and ensure we continue to exceed our cost of capital. We have an exciting year ahead where we will continue to prioritise our capital allocation on high returning organic growth while delivering exceptional customer experience.

In 2024 and beyond, our focus remains steadfast on these objectives, aiming to leverage the positive aspects of our high-growth markets combined with our robust business model for the benefit of all stakeholders.

This fundamental approach forms the core of our strategy. We've laid down the foundations that promise a strong growth trajectory irrespective of global market shifts.

Manjit Dhillon
Group CFO

Non-financial and sustainability information statement

The table below outlines where the key content requirements of the Non-Financial and Sustainability Information Statement for the financial year ended 31 December 2023 can be found within this document (as required by sections 414CA and 414CB of the Companies Act 2006). Helios Towers' sustainable business reporting also follows other international frameworks, including the Task Force on Climate-related Financial Disclosure (TCFD) recommendations, Global Reporting Initiative (GRI), and the GHG Reporting Protocol. All Helios Towers' policies and materials as referred to below can be found on the Company's website. Our performance is supported by rigorous due diligence processes across all areas of our business, including the Third Party Engagement and Due Diligence Policy, Code of Conduct and Third Party Code of Conduct.

A description of Helios Towers' business model can be found on pages 03–07.

Focus area	Helios Towers' policies	Section within this Annual Report	Page(s)
Environmental matters	Our business strategy and business practices have sustainability at their core – Environmental Policy – Sustainable Business Strategy	Strategic Report Impact of the Company's business on the environment (Climate action) TCFD disclosures: a) Governance; b) How climate-related risks and opportunities are identified, assessed and managed; c) How processes for identifying, assessing and managing climate-related risks are integrated into the Company's overall risk management process; d) Description of: (i) the principal climate-related risks and opportunities; and (ii) the time periods in which these are assessed. e) Actual and potential impacts of the principal climate-related risks and opportunities on the Company's business model and strategy; f) Resilience of the business model and strategy, taking into consideration different climate-related scenarios; g) Targets used by the Company to manage climate-related risks and realise climate-related opportunities and performance against targets; and h) KPIs used to assess the above targets and calculations on which these are based.	02–63 25–29 57–62
Community and social matters	Our aim is to maximise the benefits of our towers and network access for the communities where we live and work	Digital inclusion	22–24
Our people and culture	We support our employees equally, through training and opportunities, to achieve their full potential – Anti-Discrimination Policy – Code of Conduct – Diversity, Equity and Inclusion Policy	Lean Six Sigma Local, diverse, talented teams Responsible governance	32 30–33 34–38
Human rights	We conduct our business in a way that protects and respects the human rights of all our stakeholders – Modern Slavery Statement – Human Rights Policy	Responsible governance	34–38
Anti-bribery and anti-corruption	We have zero tolerance for any form of bribery or corruption – Code of Conduct – Third Party Code of Conduct – Integrity Policy	Responsible governance Risk Management and principal risks and uncertainties	34–38 51–56
Principal risks	Our principal risks and uncertainties address the key operational, regulatory and financial risks the business faces	Risk management and principal risks and uncertainties	51–56
Non-financial key performance indicators	We consider a range of operational and strategic KPIs to measure our progress against our Sustainable Business Strategy	Our strategic KPIs	21

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Risk appetite

The Group defines risk appetite as the amount of risk that the business is prepared to take in order to deliver safe, effective working practices while maintaining and growing the business. The Group dedicates resources and focus to understanding and ensuring risk is identified, assessed, managed and monitored. Controls and mitigating actions are designed as appropriate to reflect the risk appetite in each instance. Determining risk appetite for the Group is the responsibility of the Board. The current risk appetite has been defined as high, given the Group's particular countries of operation, and its experience in these markets. This represents no change on the 2022 Annual Report.

Risk governance

Risk management is integral to the Group's strategy and to achieving its long-term goals. The Group's continued success as an organisation depends on its ability to identify and pursue the opportunities generated by its business and the markets in which it operates. The Board has overall responsibility for risk management, compliance and internal controls, and is supported by the Audit Committee.

The Audit Committee, as delegated by the Board, monitors the nature and extent of risk exposure against the Group's risk appetite. The Committee is responsible for identifying, mitigating and managing risk, as well as setting the risk appetite for the business with advice from the ELT. The creation and maintenance of the Group risk register involves the whole business – with OpCo and functional head input being consolidated by Group Compliance into a register for discussion and agreement at executive level, prior to submission to the Audit Committee on behalf of the Board. The risk register is updated twice a year after these discussions and a review of the external environment for any emerging risks. All risks are classified into six broad risk types: Strategic, Reputational, Compliance (including Legal), Financial, Operational and People. All risks are assessed according to the probability and significance of the consequence of them materialising and a determination made to accept, avoid, or control and mitigate (in which case mitigating controls are clearly defined). Each risk has a risk owner.

There has been no material change in the nature, probability or potential impact of previously identified risks.

Governance structure

Emerging risks

During biannual discussions with the ELT and Group Functional Heads, potential emerging risks are also discussed. These may result from internal developments: changes in organisational structure/personnel; potential new products or markets being considered; or changes in the external environment such as regulatory changes, and socio-economic, political or health and safety matters.

Emerging risks related to increased supply chain and logistics management challenges, volatility associated with interest and exchange rate fluctuations, geopolitical instability, and continuing cyber security threats have also been identified for ongoing management and monitoring. Further detail on the Group's approach to climate risk management and ongoing work in this respect is outlined, separately, on pages 25–29.

The Group continues to monitor the geopolitical and economic environment given the high level of uncertainty and changeability. Business continuity plans are reviewed and updated on an ongoing basis, especially given the current election cycle in many of our markets.

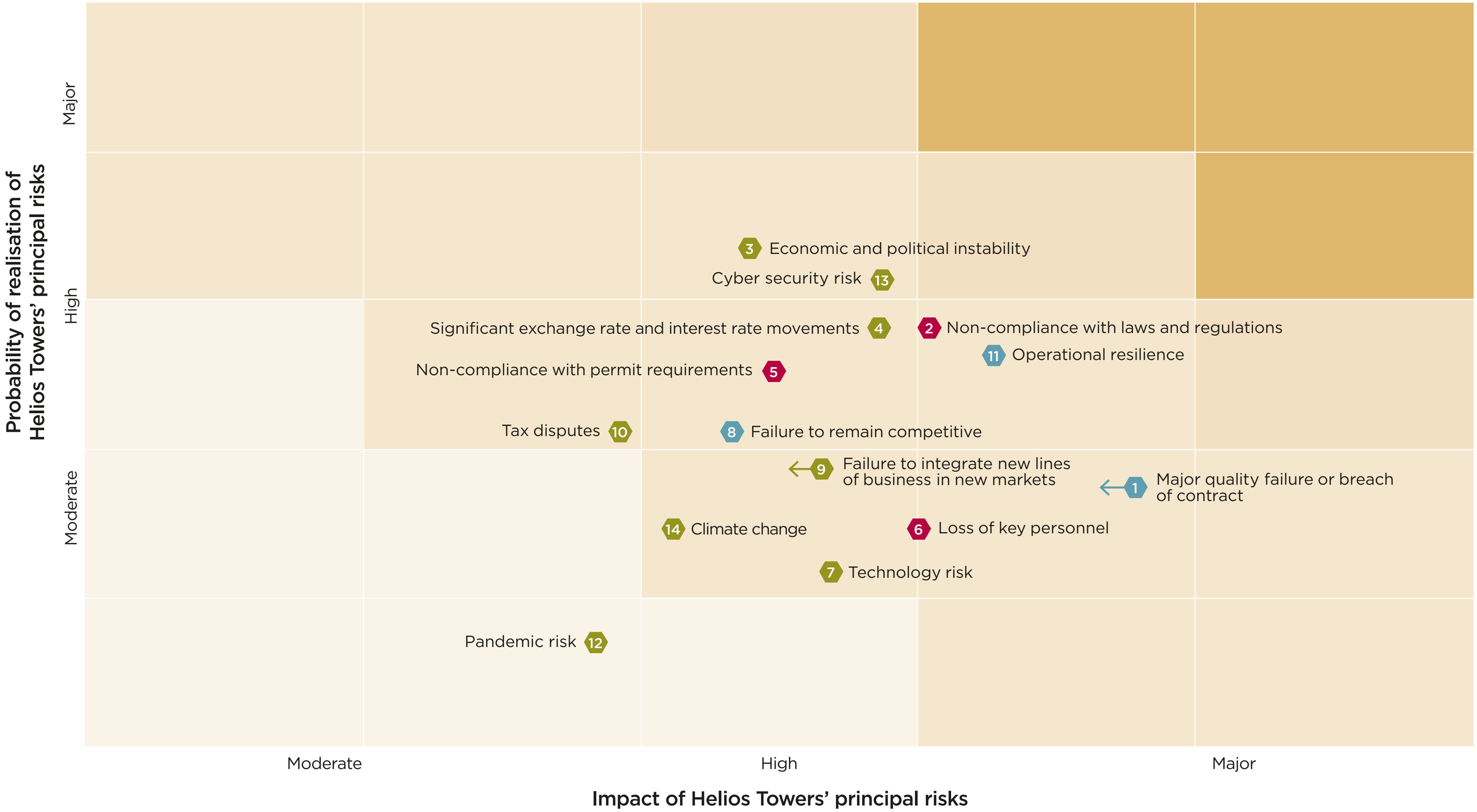
The impact of technological advances is monitored as are potential impacts on operations from a supply chain logistics and materials sourcing perspective. The Group continues to seek out regional and localised sourcing opportunities.

Regulatory change including updates to the Corporate Governance Code and the recently introduced Economic Crime and Corporate Transparency Act (ECCTA) is proactively managed.

Effectiveness of risk management and internal control

The monitoring and review of the effectiveness of the system of risk management and internal control is overseen by the Audit Committee on behalf of the Board. Further details can be found on page 99.

Principal risks heatmap



Key

- Sustainable Value Creation
- Customer Service Excellence
- People and Business Excellence

Risk	Category	Description	Mitigation	Status
1 **Major quality failure or breach of contract**	– Reputational – Financial	The Group's reputation and profitability could be damaged if the Group fails to meet its customers' operational specifications, quality standards or delivery schedules. A substantial portion of Group revenues is generated from a limited number of large customers. The loss of any of these customers would materially affect the Group's finances and growth prospects. Many of the Group's customer tower contracts contain liquidated damage provisions, which may require the Group to make unanticipated and potentially significant payments to its customers.	– Continued skills development and training programmes for the project and operational delivery team; – Detailed and defined project scoping and life-cycle management through project delivery and transfer to ongoing operations; – Contract and dispute management processes in place; – Continuous monitoring and management of customer relationships; and – Use of long-term contracting with minimal termination rights.	No change
2 **Non-compliance with laws and regulations, such as:** – Safety, health and environmental laws – Anti-bribery and corruption provisions	– Compliance – Financial – Reputational	Non-compliance with applicable laws and regulations may lead to substantial fines and penalties, reputational damage and adverse effects on future growth prospects. Sudden and frequent changes in laws and regulations, their interpretation or application and enforcement, both locally and internationally, may require the Group to modify its existing business practices, incur increased costs and subject it to potential additional liabilities.	– Constant monitoring of potential changes to laws and regulatory requirements; – In-person and virtual training on safety, health and environmental matters provided to employees and relevant third-party contractors; – Ongoing refresh of compliance and related policies including specific details covering anti-bribery and corruption; anti-facilitation of tax evasion, anti-money laundering; – Compliance monitoring activities and periodic reporting requirements introduced; – Ongoing engagement with external lawyers and consultants and regulatory authorities, as necessary, to identify and assess changes in the regulatory environment; – Third Party Code of Conduct communicated and annual certifications required of all high and medium risk third parties; – Supplier audits and performance reviews; – ISO certifications maintained; – Regionalisation of the Compliance function and recruitment of additional resource; – Internal Audit function adding additional checks and balances; and – Supplier/Partner forums continuing to be rolled out to all OpCos to build further third-party capability and competency.	No change
3 **Economic and political instability**	– Operational – Financial	A slowdown in the growth of, or a reduction in demand for, wireless communication services could adversely affect the demand for communication sites and tower space and could have a material adverse effect on the Group's financial condition and results of operations. There are significant risks related to political instability (including elections), security, ethnic, religious and regional tensions in each market where the Group has operations.	– Ongoing market analysis and business intelligence gathering activities; – Market share growth strategy in place; – Close monitoring of any potential risks that may affect operations; and – Business continuity and contingency plans in place and tested to respond to any emergency situations.	No change

Risk increasing Risk decreasing No change New risk

Risk	Category	Description	Mitigation	Status
4 **Significant exchange rate and interest rate movements**	– Financial	Fluctuations in, or devaluations of, local market currencies or sudden interest rate movements where the Group operates could have a significant and negative financial impact on the Group's business, financial condition and results. Such impacts may also result from any adverse effects such movements have on Group third-party customers and strategic suppliers. If interest rates increase materially, the Group may struggle to meet its debt repayments. This may also negatively affect availability of foreign currency in local markets and the ability of the Group to upstream cash.	– USD – and EURO-pegged contracts; – 'Natural' hedge of local currencies (revenue vs opex); – Ongoing review of exchange rate differences and interest rate movements; – Fixed rate debt/swaps in place – Maintain a prudent level of leverage; – Manage cash flows; and – Regular upstream of cash with the majority of cash held in hard currency i.e. US Dollar and Sterling at Group.	No change
5 **Non-compliance with permit requirements**	– Operational	The Group may not always operate with the necessary required approvals and permits for some of its tower sites, particularly in the case of existing tower portfolios acquired from a third party. Vagueness, uncertainty and changes in interpretation of regulatory requirements are frequent and often without warning. As a result, the Group may be subject to potential reprimands, warnings, fines and penalties for non-compliance with the relevant permitting and approval requirements.	– Inventory of required licences and permits maintained for each operating company; – Compliance registers maintained with any potential non-conformities identified by the relevant government authority with a timetable for rectification; – Periodic engagement with external lawyers and advisors and participation in industry groups; and – Active and ongoing engagement with relevant regulatory authorities to proactively identify, assess and manage actual and potential regulation changes.	No change
6 **Loss of key personnel**	– People	The Group's successful operational activities and growth is closely linked to the knowledge and experience of key members of senior management and highly skilled technical employees. The loss of any such personnel, or the failure to attract, recruit and retain equally high calibre professionals could adversely affect the Group's operations, financial condition and strategic growth prospects.	– Talent identification and succession-planning exit for key roles; – Competitive benchmarked performance-related remuneration plans; and – Staff performance and development/support plans.	No change
7 **Technology risk**	– Strategic	Advances in technology that enhance the efficiency of wireless networks and potential active sharing of wireless spectrum may significantly reduce or negate the need for tower-based infrastructure or services. This could reduce the need for telecommunications operators to add more tower-based antenna equipment at certain tower sites, leading to a potential decline in tenants, service needs and decreasing revenue streams. Examples of such new technologies may include spectrally efficient technologies that could potentially relieve certain network capacity problems or complementary voice over internet protocol access technologies that could be used to offload a portion of subscriber traffic away from the traditional tower-based networks.	– Strategic long-term planning; – Business intelligence; – Exploring alternatives, e.g. solar power technologies – Continuously improving product offering to enable adaptation to new wireless technologies; – Applying for new licences to provision active infrastructure services in certain markets; and – Technology committee in place with Board involvement/oversight.	No change
8 **Failure to remain competitive**	– Financial	Competition in, or consolidation of, the telecommunications tower industry may create pricing pressures that materially and adversely affect the Group.	– KPI monitoring and benchmarking against competitors; – Total cost of ownership (TCO) analysis for MNOs to run towers; – Fair and competitive pricing structure; – Business intelligence and review of competitors' activities; – Strong tendering team to ensure high win/retention rate; and – Continuous capex investment to ensure that the Group can facilitate customer needs quickly.	No change

Risk increasing Risk decreasing No change New risk

Risk	Category	Description	Mitigation	Status
9 **Failure to integrate new lines of business in new markets**	– Strategic – Financial – Operational	Multiple risks exist with entry into new markets and new lines of business. Failure to successfully manage and integrate operations, resources and technology could have material adverse implications for the Group's overall growth strategy and negatively impact its financial position and organisation culture.	– Pre-acquisition due diligence conducted with the assistance of external advisors with specific geographic and industry expertise; – Ongoing monitoring activities post-acquisition/agreement; – Detailed management, operations and technology integration plans; – Ongoing measurement of performance vs. plan and Group strategic objectives; and – Implementation of a regional CEO and support function governance and oversight structure.	No change
10 **Tax disputes**	– Compliance – Financial – Operational – Reputational	Our operations are based in certain countries with complex, frequently changing and administratively burdensome tax regimes. This may lead to significant disputes around interpretation and application of tax rules and may expose us to significant additional taxation liabilities.	– Frequent interaction and transparent communication with relevant governmental authorities and representatives; – Engagement of external legal and tax advisors to advise on legislative/tax code changes and assessed liabilities or audits; – Engagement with trade associations and industry bodies and other international companies and organisations facing similar issues; – Defending against unwarranted claims; and – Strengthening of the Group Tax team and continued recruitment of in-house tax expertise at both Group and OpCo levels.	No change
11 **Operational resilience**	– Strategic – Reputational – Operational	The ability of the Group to continue operations is heavily reliant on third parties, the proper functioning of its technology platforms and the capacity of its available human resources. Failure in any of these three areas could severely affect its operational capabilities and ability to deliver on its strategic objectives.	– Ongoing enhancements to data security and protection measures with third-party expert support; – Additional investment in IT resource and infrastructure to increase automation and workflow of business-as-usual activities; – Third-party due diligence, ongoing monitoring and regular supplier performance reviews; – Alternative sources of supply are previously identified to deal with potential disruption to the strategic supply chain; – Ongoing review and involvement of the human resources department at an early stage in organisation design and development activities; and – Buffer stock maintained of critical materials for site delivery.	No change
12 **Pandemic risk**	– Operational – Financial	In addition to the risk to the health and safety of our employees and contractors, the ongoing impact of Covid-19 or other such pandemic could materially and adversely affect the financial and operational performance of the Group across all of its activities. The effects of a pandemic may also disrupt the achievement of the Group's strategic plans and growth objectives and place additional strain on its technology infrastructure. There is also an increased risk of litigation due to the potential effects of a pandemic on fulfilment of contractual obligations.	– Health and safety protocols established and implemented; – Business continuity plans implemented with ongoing monitoring; – Financial modelling, scenario building and stress testing; – Continuous scanning of the external environment; – Increased fuel purchases; and – Review of contractual terms and conditions.	No change

Risk increasing   Risk decreasing   No change   New risk

Risk	Category	Description	Mitigation	Status
13 **Cyber security risk**	– Operational – Financial – Reputational	We are increasingly dependent on the performance and effectiveness of our IT systems. Failure of our key systems, exposure to the increasing threat of cyber attacks and threats, loss or theft of sensitive information, whether accidentally or intentionally, expose the Group to operational, strategic, reputational and financial risks. These risks are increasing due to greater interconnectivity, reliance on technology solutions to drive business performance, use of third parties in operational activities and continued adoption of remote working practices. Cyber attacks are becoming more sophisticated and frequent and may compromise sensitive information of the Group, its employees, customers or other third parties. Failure to prevent unauthorised access or to update processes and IT security measures may expose the Group to potential fraud, inability to conduct its business, damage to customers as well as regulatory investigations and associated fines and penalties.	– Ongoing implementation and enhancement of security and remote access processes, policies and procedures; – Regular security testing regime established, validated by independent third parties; – Annual staff training and awareness programme in place; – Security controls based on industry best practice frameworks, such as National Cyber Security Centre (NCSC) (www.ncsc.gov.uk/), National Institute of Standards and Technology (NIST) (www.nist.gov/), and validated through internal audit assessments; – Specialist security third parties engaged to assess cyber risks and mitigation plans; – Incident management and response processes aligned to ITIL® best practice – identification, containment, eradication, recovery and lessons learned; – New supplier risk management assessments and due diligence carried out; and – ISO 27001 (Information Security) and Cyber Essentials certification obtained during 2023.	
14 **Climate change**	– Operational – Financial – Reputational	Climate change is a global challenge and therefore critical to our business, our investors, our customers and other stakeholders. Regulatory requirements and expectations of compliance with best practice are also evolving rapidly. A failure to anticipate and respond appropriately and sufficiently to climate risks or opportunities could lead to an increased footprint, disruption to our operations and reputational damage. Business risks we may face as a result of climate change relate to physical risks to our assets, operations and personnel (i.e. events arising due to the frequency and severity of extreme weather events or shifts in climate patterns) and transition risks (i.e. economic, technology or regulatory changes related to the move towards a low-carbon economy). Governments in our operating markets, in addition to increasing qualitative and quantitative disclosure requirements, may take action to address climate change such as the introduction of a carbon tax or mandate Net Zero requirements which could impact our business through higher costs or reduced flexibility of operations.	– Carbon reduction intensity target to 2030 with an ambition to decarbonise our emissions to net zero (90% reduction in scope 1, 2, 3 emissions); – Monitoring changes to carbon legislation and regulations in all our markets; – Investing in solutions that reduce carbon footprint and reliance on diesel such as installing hybrid and solar solutions and connecting to grid power where possible; – Additional capital expenditure in carbon reduction innovation; – Factoring emissions and climate risk into strategy and growth plans. All operating companies' budgets and forecasts include calculated emissions to evaluate trends vs. our 2030 carbon target; – Reporting in alignment with TCFD recommendations and improving our understanding of the financial and operational impacts of climate-related risks and opportunities on our business; – Development of a new Group climate risk register covering both physical and transition risks for all OpCos; and – New Geographic Information System (GIS) modelling showing the impact of weather patterns on our tower portfolio and also the impact on key access points (e.g. critical roads).	

Note: Principal risks identified, may combine and amalgamate elements of individual risks included in the detailed Group risk register.

Risk increasing · Risk decreasing · No change · New risk

TCFD disclosures

Helios Towers plc has complied with the requirements of LR 9.8.6R by including Climate-related Financial Disclosure (CFD) aligned to the Task Force on Climate-related Financial Disclosures (TCFD) Recommendations and Recommended Disclosures (Guidance for All Sectors) with the following exceptions, which are explained further in the following section:

– Strategy: b

We continue our efforts to calculate financial impact of our material risks. Efforts this year have predominantly been on maturing the risk process and integrating it into wider frameworks. In 2024, we anticipate focusing more on the quantification of these risks and opportunities.

– Metrics and targets: a

Although Helios Towers tracks several internal KPIs relating to tower resilience and uptime, these are not currently connected to the risk process. In 2024, we will look to incorporate these and develop new metrics and targets that align better and measure our risk tolerance against the risks and opportunities identified.

We have explained next steps on the following pages to ensure future compliance. We are committed to improving our disclosure against the TCFD recommendations each year and will continue to report on our progress annually.

GOVERNANCE

TCFD a. Describe the Board's oversight of climate-related risks and opportunities

The Board maintains oversight of the Company's Sustainable Business Strategy, encompassing all climate-related matters, through the convening of regular meetings throughout the year. In 2023, the Board met six times and climate-related matters were discussed at every meeting as part of the standing sustainability update. During the meetings, the Chief Financial Officer (CFO), Group Head of Sustainability and Director of Operations and Engineering delivered briefings on progress against the climate action target, challenges in the carbon reduction strategy and operational obstacles throughout the year.

To strengthen the Board's oversight of the Company's Sustainable Business Strategy and its delivery and performance, the Board established a dedicated Sustainability Committee in 2023 comprising both Board members and senior executives, including the Chief Executive Officer (CEO) and CFO. As part of its duties, the Committee works closely with management on climate-related matters, including risk and opportunity assessment, climate action targets and KPIs, strategy, reporting and governance. The Committee convenes twice a year and the Chair of the Committee furnishes the Board and Board Committees with relevant information, advice and recommendations following each meeting.

The Committee met twice during 2023 and, among other matters, reviewed the Company's analysis of physical and transition climate risks and related quantification of key risk metrics and establishment of appropriate thresholds. Moving forward, the Committee will assume full ownership of the climate risk register to ensure both existing and emerging risks are effectively identified and managed by local teams. The Committee will also oversee investments in carbon reduction initiatives and innovation pursuant to Project 100, such as grid connectivity, battery storage, renewables and alternative clean fuel technologies, as well as any other climate-related opportunities identified by management.

The Audit Committee, acting under the Board's authority, maintains responsibility for monitoring and assessing regulatory and reporting requirements for climate-related disclosures. During 2023, the Chair of the Committee has tracked the Company's progress and alignment with the TCFD recommendations, encompassing the approval of our climate-related risk and opportunities, and communicated the findings to the Board for informed decision-making. Notably, the Chair of the Sustainability Committee is also a member of the Audit Committee, fostering enhanced climate governance.

The Technology Committee has contributed to the development and progression of our climate strategy through monitoring and evaluating the impact of technological developments that may help us to achieve our carbon targets. Examples include solar rollout at our sites in Ghana and review of the use of biofuels to power generators.

Read more about the roles and responsibilities of the Board Committees in the Governance Report on pages 72–119 and in the **Reporting Supplement**.

TCFD b. Describe management's role in assessing and managing climate-related risks and opportunities.

Aligns with CFD disclosure (A)

The Company's Sustainable Business Strategy falls under the responsibility of our Group CEO. The Group CEO is supported by our Group CFO, who oversees the assessment of climate risks and financial impacts, approval of investment in carbon reduction initiatives and innovations, and climate-related disclosures. Updates on carbon reduction initiatives and progress against targets are shared with the CEO on a monthly basis through Project 100 meetings and Board reports.

To strengthen the Company's governance, we have integrated managerial accountabilities for climate-related risks and opportunities into the respective business functions, with the CEO and CFO assisted by a number of senior management on climate-related matters:

- **Director of Operations and Engineering:** Member of the Executive Committee (ExCo) reporting to the CEO and leading the delivery of our carbon roadmap. The function is responsible for identifying opportunities and implementing solutions for low-carbon power to maximise power uptime while reducing our carbon emissions.
- **Group Head of Sustainability:** Member of the Executive Leadership Team (ELT) reporting to the CFO who leads reporting on climate action, oversees data assurance and climate risk assessment, and works with each business function to embed current and future climate-related considerations into operations and planning.
- **OpCo Managing Directors:** Members of the ELT who are responsible for managing physical climate-related risks, as well as transition risks such as market risks, and integrating these into local business continuity plans and operational and risk management processes.
- **Group Functional Heads:** Play an important role in managing transition risks. For example, the Head of Strategic Finance leads on financial modelling for Project 100 and analysing the associated impacts. The CEO also chairs Project 100 working group meetings involving the CFO and senior management from the Operations, Engineering, Sustainability and Finance teams. The Group reviews progress on carbon reduction, investment in lower-carbon technologies and stakeholder feedback on climate-related issues and provides relevant updates to the Board.

STRATEGY

TCFD a. Describe the climate-related risks and opportunities the organization has identified over the short, medium, and long term.

Aligns with CFD disclosures (D) i, ii

Physical and transition risks have been considered for all markets Helios Towers operates in, including markets we have recently acquired. For physical risks, we have focused on operational disruption as we expect impacts on our towers or to the surrounding areas to affect our ability to access sites. Any disruption to power uptime directly impacts our customers, so our modelling also takes this into account.

For transition risks, we have considered our whole value chain, i.e. upstream, direct operations and downstream. We included upstream because the goods we purchase are more exposed as part of the transition to a low carbon economy compared to physical climate events.

We selected two scenarios for consideration that cover low warming (1.8°C) and high warming (4°C).

	Low warming (1.8°C)	High warming (4°C)
Description	Action is taken at a global level to limit carbon emissions leading to the low-end of warming projections. We have modelled 1.8°C warming by 2100 to ensure consistency across our physical risk modelling.	No further global commitments beyond what has already been announced coupled failure to meet those commitments. This is viewed as a worst-case scenario where limited traction to transition leads to warming is 4°C by 2100.
Models used for physical risks	IPCC Model: SSP1-2.6 Sustainable Development Scenario. Global CO_2 emissions are strongly reduced with the objective of zero emissions is reached after 2050.	IPCC Model: SSP5-8.5 Fossil fuel-driven development scenario. This is the 'worst-case scenario'. Current levels of CO_2 emissions are almost doubled by 2050. The world economy grows rapidly, but this growth is driven by fossil fuel exploitation and very energy-intensive lifestyles.
Features of future scenario	Rapid energy transition leading to the adoption of renewables, wider electrification and the phasing out of fossil fuels. Global temperatures limited to 1.5–1.8°C by 2100. Smaller increases in extreme weather events compared to high warming scenario. Increased regulation in order to meet carbon reduction targets. Deployment of low carbon strategies and technologies.	Energy usage doubles, demand met through fossil fuels primarily and marginal increase in renewable energy. Global temperatures rise by 4°C by 2100, leading to 1.1 metre sea level rise and major changes to climate system. Significant increase in frequency and magnitude of extreme weather events. Little additional regulation or action to mitigate the impacts of climate change. Slow change in development and innovation for low carbon technologies.
Transition risks	Reports from IPCC, IEA forecasts and wider research.	

We have picked the low-warming scenario to give us a greater understanding for a future world where warming is limited to under 2°C. We have picked this rather than 1.5°C for two reasons. Firstly, global policies and commitments are not yet aligned to limit warming to this level and 1.8°C of warming therefore is a more likely and relevant to our operations. We will re-evaluate the scenario modelled if this changes. Secondly, there is greater availability of 1.8°C models for all physical risks that we have identified compared to 1.5°C models, which ensures greater consistency. For transition risks, we have chosen this scenario to understand how low-carbon technologies may become widespread and to assess our exposure to any regulations or government measures on carbon pricing.

The high-warming scenario, as a worst-case scenario, helps us to understand our exposure to the extreme projections of climate change. For transition risks this means a much slower transition of low-carbon technologies and higher demand for fossil fuels globally, which may impact the costs and availability of our diesel consumption.

For each scenario, we have looked at three timeframes: short-term (0–3 years), medium-term (3–10 years) and long-term (10–15 years). When considering the long-term timeframe, we also looked out to 2050 for transitional risks and 2080–2100 for physical risks where models allowed.

	Description
Short-term	Short-term horizons are considered to be between 0–3 years and could be any events that could affect the organisation almost immediately.
Medium-term	Typically, our medium-term strategic planning will look at roadmaps with horizons of 3–10 years. The average remaining contract term we hold with our customers is c.8 years.
Long-term	Long-term time horizons when considering climate risk are between 10–15 years. This aligns to the long-term nature of the initial contracts we establish with our customers.

Throughout 2022 and 2023, we conducted qualitative climate scenario modelling to identify and assess climate-related risks and opportunities. Below is a table of our material risks and opportunities. We have defined a climate risk as material if the risk rating is medium or higher on our risk matrix. Risk ratings are created using a combination of the likelihood of a risk occurring (exposure) and the severity of the impact if the risk were to occur. More detail on the types of impacts considered are covered within this statement. Each risk was assessed across two scenarios (high warming and low warming) which are described in more detail in Strategy: b and c pages 60–61.

Risk and opportunities		Scenario	Short-	Medium-	Long-term
Risk	River and rainfall flooding leading to infrastructure damage, increased capital costs for asset repair or replacement, inaccessibility of sites for maintenance, and tower downtime leading to service disruption.	Low warming			
		High warming			
	Storms leading to infrastructure damage, increased capital cost for asset repair or replacement, inaccessibility of sites for maintenance and tower downtime leading to service disruption.	Low warming			
		High warming			
	Cyclones leading to infrastructure damage, increased capital cost for asset repair or replacement, inaccessibility of sites for maintenance, and tower downtime leading to service disruption.	Low warming			
		High warming			
	Extreme heat reducing battery efficiency or damaging equipment, leading to increased diesel consumption and operational cost including increased reliance on cooling equipment.	Low warming			
		High warming			
	Drought leading to disruption of hydropower sources powering towers, thereby increasing reliance on back-up generators.	Low warming			
		High warming			
	Cost and availability of batteries due to global demand leading to increased cost of capital investments, insecure supply chain and additional maintenance costs to prolong asset lifetime.	Low warming			
		High warming			
	Increasing cost and availability of diesel as back-up power source leading to increased operating cost due to changing energy process, abrupt and unexpected shifts in energy procurement and potential disruption to tower uptime.	Low warming			
		High warming			
	Dependence on improvements in national grid proliferation and large-scale infrastructure. Delayed progress on this means the Company will be exposed to diesel cost increase and operational impact from volatile grid connectivity.	Low warming			
		High warming			
Opportunity	Cost savings as a result of reduced diesel usage in operations as stable grid connections provide better returns and reliability.	Low warming			
		High warming			

Risk scale

High Medium Low

We have looked at transition risks at a company level, factoring in any country-specific policies such as those pertaining to grid expansion and grid greening. For physical risks, we have assessed all our markets to evaluate the exposure at a country level. There is naturally some variance in the levels of exposure for each market. Generally, trends are consistent across countries for a single risk type and for some risk types. For example, for extreme rainfall, the projections in a high- and low-warming scenario will see similar percentage increases.

Physical risk type	Highly impacted market	Description
Drought	**DRC, Tanzania**	This is particularly impactful where the national grid is predominantly hydro powered, such as DRC and Tanzania. Droughts increase the likelihood of blackouts or brownouts occurring, requiring the Company to rely on diesel generators to power our towers, thereby increasing operating costs. Aqueduct data shows the level of drought lessening over the coming decades, therefore our overall risk rating is likely to decrease in the future.
Storms and cyclones	**Madagascar, Oman, Malawi**	Storms are much more likely to occur in Madagascar and Oman (165 and 14 storm events recorded respectively in the last 180 years). Other markets may be exposed to storms; however, the frequency is much lower. Cyclones are mainly concentrated to Madagascar and Oman; however, Malawi experienced its first cyclone in 2023. Modelling of storm intensities shows that they may become more intense in a high-warming scenario.
River flooding	**Tanzania, Madagascar**	Based on Aqueduct data, Oman, Ghana and South Africa are countries that are currently classed as having medium or low exposure to river flooding. Tanzania and Madagascar are classed as extremely high while the remaining markets are all classed as high. When looking at long-term projections the rating for each country is not anticipated to change.

We have also identified and considered the following risks and do not believe they are material. We will continue to assess these going forward and will update their materiality if circumstances change.

- **Physical risks:** Coastal flooding.
- **Transition risks:** Lack of skills to maintain low-carbon technologies; increased investor and customer demand and expectations around climate action, SBTs and Net Zero; Legislation restricting our ability to generate our own power; and increased carbon-related policy, regulation and taxation.
- **Transition opportunities:** Increased customer demand for our services from rapid decarbonisation.

TCFD b. Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning.

Aligns with CFD disclosure (E)

Material risks have been factored into our financial and strategic planning, particularly for risk mitigation. We have collated the current mitigation actions in place along with future mitigations that are planned in the section below. These actions supplement the broad measures we are taking to mitigate our climate-related risks through the reduction of our carbon emissions, as set out in more detail on pages 26–27.

Where towers may be damaged or inaccessible after a flood or storm, we work with our customers to protect equipment and ensure the safety of our staff by reducing site visits around projected climatic events. Where towers are damaged during climatic events, such as storms and flooding, nearby areas are likely to be inaccessible or dangerous to our staff and contractors. We work with our customers to protect equipment as far as possible and ensure the safety of our staff and contractors by reducing any non-critical site work until safe to work. Where towers are more vulnerable to stronger winds, we ensure additional maintenance and structural analysis is conducted. We also use temporary tower solutions such as Cell on Wheels (CoWs), which are portable and can be quickly installed. Moving forward, we plan to ensure sufficient battery installation and nearby fuel stocks are in place to operate towers when access is not possible. Additional reviews of towers in high-risk areas may lead to relocation or re-engineering where necessary.

Where the national grid is powered by hydro power, we ensure that there are reliable fuel stocks in place to mitigate any potential impacts caused by droughts. We consider renewable energy source where possible to reduce back-up power provided by diesel.

We are also investigating local renewable energy sourcing as an option to mitigate our dependence on national grid proliferation in remote parts of our markets.

With the availability and cost of diesel being our most material risk, we have already put in place mitigation actions to ensure we minimise the impact on our sites in the event of global shortages, including stockpiling diesel where necessary. This is predominantly focused on towers that do not currently have access to the national grid and, therefore, does not undermine our long-term goal to increase the number of towers running on less carbon intensive electricity.

We are in the process of creating a transition plan and endeavour to make this a focus for 2024. In 2023, we prioritised the development of our risk analysis and management processes to fully understand the risks that may impact us. We will be aligning to the Transition Plan Taskforce disclosure framework to create a robust plan that incorporates its three guiding principles; ambition, action and accountability.

We have not currently quantified the impact of our risks in monetary terms as we have used impact scales combining qualitative and quantitative measures. We will look to translate the impact of climate-related risks and opportunities in financial measures in 2024.

TCFD c. Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.

Aligns with CFD disclosure (F)

Scenario analysis continues to inform and quantify our resilience to climate change in markets that are particularly susceptible to the impacts of climate change. The scenarios used for the assessment were SSP1-2.6 and SSP5-8.5, which were chosen to provide a range of impacts to consider for both physical and transition risks. Scenario modelling has enabled us to develop insights into how our strategies will need to be adapted for climate resilience in the future. One example of this is in our use of diesel to power our towers, which is a key reduction lever for our decarbonisation journey and mitigating our climate impact. Failure to move away from diesel could increase our transition risk going forward. However, as flooding and extreme events may lead to grid connectivity issues, diesel fuel use is also a critical means to ensure tower uptime and ability to adapt to climate change. Diesel presents both a high level of risk but also high reward if reduction opportunities associated with new technology are realised.

In low- and high-carbon scenarios, climate change poses a similar level of risk across both physical and transition risk types. For the majority of our climate strategy, we expect to deploy the same measures for resilience for the future, distinguishing where our analysis has pointed towards distinct differences in the impact between the scenarios. For physical risks, this is currently different for river and rainfall flooding, suggesting that in a higher-carbon scenario, we would be more resilient by increasing flood defences and continuity planning for such events. However, in a high-warming scenario, our qualitative scenario analysis reveals certain transition risks may pose greater risk, especially in relation to the cost and availability of batteries and for diesel as a back-up power source. In a low-carbon scenario, there is expected to be greater demand and enforcement of carbon taxes on fossil fuel-based energy sources. The transition could have a greater impact, especially in the medium to long term. Our strategy to move away from diesel over the coming decade will enable us to develop resilience to transition risks.

Overall, our current strategy is resilient to low to medium risks in the short term and our processes and planning are designed to withstand impact from climatic events. For the long term, creating a transition plan will help us understand how to achieve a holistic strategy that reduces exposure to physical and transition risks in future.

RISK MANAGEMENT

TCFD a. Describe the organization's processes for identifying and assessing climate-related risks.

Aligns with CFD disclosure (B)

Climate change was identified as a principal risk through our risk identification and management process in 2021. We undertook a climate-related risk review in 2023 to develop our understanding of the risk of climate change on our operating companies through our assessment of both physical and transition risks and opportunities.

To identify and assess physical and transition risks and opportunities, we conducted workshops with the ELT, the Operations function and an external carbon consultancy on likelihood and the potential magnitude of impact. We also conducted a review of climate records and projections for each of our markets using the World Bank Climate Change Knowledge Portal and other open-source databases for qualitative risk modelling. This provided us with a matrix of relevant physical and transition risks for each OpCo. Material climate risks are those that could potentially have a significant effect on our tower downtime, the safety of our people, partners and assets, and on our costs. Throughout 2023, we have built on the learnings from 2022 to form the foundation of our risk management process, including the creation of a risk register for all material risks measured across two climate scenarios.

We have developed our approach to ensure consistency when assessing risks using climate scenario modelling whilst also utilising the expertise and experience of our OpCos when facing climate-related risks. We have aligned the management of our risks to our general risk management processes while allowing the identification and measurement to be climate-risk specific.

Identification

We use multiple sources to identify potential climate-related risks and opportunities:

- Market-specific knowledge from our OpCos on current and potential risks.
- Latest climate studies and science relevant to the telecoms sector and the potential climate impacts it may face.
- Risks and opportunities identified by peers in the telecoms sector.
- TCFD guidance on potential risks and opportunities.

While we have identified climate-related opportunities through our identification process, they are frequently the mirror image of the transition risks we face. For example, we may be exposed to increasing cost and availability of diesel if we do not switch to low-carbon forms of electricity generation. It is also an opportunity for us to avoid this exposure by transitioning more rapidly to low-carbon electricity generation compared to our peers.

Assessment

Upon identifying the potential risks we may face, each risk is assessed to understand its materiality. Each risk is evaluated by assessing the likely exposure and impact on our operations and likely time horizon for the risk occurring. Risks are assessed against two climate scenarios and across the short-, medium- and long-term time frames. Further details on scenarios and timeframes used can be found in the Strategy section on page 58.

Our risk rating framework is based on a combination of our likelihood and impact scales. When assessing impact, we look at multiple elements, including financial, operational, reputational, customer, employee and legal. Each type of impact has a qualitative or quantitative definition on a four-point scale. For example, the highest financial impact is defined to be a budget variance in EBITDA of +/- 10% for risks and opportunities. We assess the overall impact rating based on the highest impact seen across all six types of impact areas. We have not yet quantified financial impact across every risk and have assessed impacts by consulting stakeholders in different markets and functions throughout the Group.

To align with TCFD guidance, we have measured our risks through to 2050 at a minimum and, where climate models allow, to 2080–2100.

We will review our materiality assessment regularly to ensure that our material climate-related risks are accurate and up to date. To build our internal capacity in this area, our GIS modelling team underwent climate risk assessment training in 2023. The training enabled us to conduct quantitative modelling on key physical climate risks and improve the granularity of our modelling from country level to tower-specific level. The first risks to be assessed are flooding (river and rainfall related) along with extreme temperatures. We will update the risk scores as necessary due to changing circumstances within our business or where modelling allows improved data to be used.

In 2023, we assessed six physical risks and seven transition risks. In formulating the Group-level risk ratings, we assessed the likelihood and impact of each risk in all our markets. We will annually review this register with our OpCos to ensure it is still relevant and accurate.

TCFD b. Describe the organization's processes for managing climate-related risks.

TCFD c. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management.

Aligns with CFD disclosures (B) and (C)

Management and reporting

Climate change is a principal risk and, as such, is managed through the risk governance structure outlined on page 51. The Group CFO and Group Head of Sustainability updated the Sustainability Committee on the key physical and transition risks identified in 2023 and the Company's plans to prioritise mitigations over 2023–24. Throughout 2023, risk modelling has been a standing agenda item as part of the Sustainability Committee and has also been presented to the Board. The climate risk register will be overseen by the Sustainability Committee, who will assume responsibility for ensuring that new risks are identified periodically and are being managed locally by OpCos.

Once a risk is identified and assessed, it is communicated to our OpCos and integrated into our wider risk management process. This includes communicating the update to Managing Directors bi-annually as part of the principal risk review process. Each OpCo maintains their own risk register, which integrates all relevant climate risks and is reviewed bi-annually.

METRICS AND TARGETS

TCFD a. Disclose the metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management process.

We monitor several KPIs to assess our exposure to climate-related risks and opportunities. Some of these KPIs are highly specific to our business operations, markets and activities. For example, we have regularly modelled and reported on how our infrastructure-sharing model reduces emissions for multi-tenanted towers. Grid connectivity is also an important part of our carbon reduction strategy, a metric we monitor as we endeavour to increase connections over time.

We monitor the business impact of climate events we are already experiencing through some of our sustainable business KPIs, and use these for planning and budgeting. For example, after flooding, storms, cyclones and prolonged rainy seasons, we review the impact of our KPI of downtime per tower per week on operating costs and our carbon emissions.

In 2023, we extended our review of the potential financial impact of transition risks associated with projected cost increases in procuring energy and steel.

We report on metrics such as GHG emissions, carbon intensity per tenant and per tower, energy consumption, and our investment in carbon reduction (see pages 28–29). Further details on the methodologies underlying our carbon accounting calculations can be found in our basis of reporting, available at heliostowers.com/our-impact/reports.

We updated our long-term incentive plan (LTIP) to include performance against our carbon target, which will be effective from 2023. The Remuneration Committee is introducing an 'impact scorecard' for the 2023 LTIP award to supplement existing financial metrics. The impact scorecard includes three equally weighted, quantifiable metrics aligned to KPIs and targets set out in our Sustainable Business Strategy, including progress against our target of emissions per tenant. We track data against our 2020 base year and our reporting includes all years back to our baseline to allow for a year-on-year comparison.

We explored the use of an internal carbon pricing mechanism in 2023 but concluded that it was not feasible for current activities. We will reassess this periodically to review whether there is a case to apply a mechanism, and drive investment decisions in current and future technologies for carbon mitigation.

We have not developed specific metrics related to our climate-related risks and opportunities beyond the impact of our carbon emissions and various metrics and KPIs tracking performance efficiency and effectiveness. We will incorporate these into the development of our overall risk register in 2024.

TCFD b. Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks.

Scope 1, 2 and 3 emissions are the key metrics we use to measure our emissions, manage climate-related risks and assess opportunities in the energy transition. For our carbon footprint disclosure see pages 28–29).

For further details on our methodology, see our basis of reporting, available at heliostowers.com/our-impact/reports.

TCFD c. Describe the targets used by the organization to manage climate-related risks and opportunities, and performance against targets.

We address physical and transition climate risks by decarbonising our operational footprint. Our climate targets are focused on reducing carbon intensity; in late 2021, we set out an intensity target to reduce carbon emissions per tenant by 46% by 2030 against a 2020 baseline. Read more on page 29.

In 2023, we initiated a rebaselining exercise to review our carbon target and roadmap, which will be considered and approved by the Board. The target will include our new markets and will consider OpCo-specific initiatives and reduction feasibility. We are currently reviewing the changes to ensure the modelling is as accurate as possible prior to disclosing the new target in 2024. In the interim period, we continue to measure and report progress against our current target.

1. Assessment of prospects: Context

The Group's activities are long-term in nature, as is its business model. The Group is either the sole and/or leading independent operator in seven of its nine markets.

The Group has demonstrated consistent Adjusted EBITDA growth for the last five years, and from 2018 to 2023, operating loss has improved from US$(24) million to an operating profit of US$146 million. Following substantial inorganic expansion across 2020–2022, the Group focused on tenancy ratio expansion and organic growth on its enlarged platform in 2023. Consequently, the Group's loss before tax improved US$50 million to US$112 million year-on-year. Pages 3–7 describe how the Group's business model will generate profits in future years as the tenancy ratio further expands going forward.

Our recent expansion has resulted in US$39 million of net liabilities at year end, primarily driven by the depreciation on acquired assets and financing costs, including non-cash charges relating to intercompany loans. As we lease-up those assets over the next few years, we expect the liability position to reverse. Our net current assets at year end remain strong at US$84 million.

The Group closed the year with US$107 million cash and cash equivalents, in addition to c. US$400 million of undrawn debt facilities. In 2023, we raised a US$600 million term loan and up to US$120 million revolving credit facility (RCF). As of December 2023, US$405 million of the term loan was drawn, following a successful US$325 million tender offer of the 2025 Senior Notes, US$65 million repayment of the prior term loan and related fees and expenses.

This liability management resulted in the Group extending its average weighted maturity by one year, with a minimal increase in cost of debt, despite the higher interest rate environment.

Net leverage was 4.4x at the end of 2023, within the Group's medium-term target range of 3.5x–4.5x.

The Board continues to take a balanced approach to the Group's strategy and the focus is primarily on growing earnings and return on invested capital through organic tenancy expansion. Decisions relating to investments are made consistent with the Group's current risk appetite and are subject to robust commercial analysis, diligence and Board oversight and approval.

2. Key assumptions and the assessment process

Group prospects are assessed through its strategic planning process, which is led by the Group CEO and the Executive Management team and involves all relevant functions such as Finance, Commercial, Operations, Legal and Compliance. The Board, through its regularly scheduled meetings, oversees this process. The Board's role is to assess whether the strategic plan's outputs take account of external dynamics including political, social, technological and macroeconomic factors. The output of this process is a set of objectives, financial forecasts and an assessment of any key risks that may impact delivery of the plan. The latest updates to this strategic plan were finalised in 2023. This considered the Group's current positions and business prospects for the next four years, focusing on potential market expansion, growth opportunities in existing markets and the scope for new product development.

Based on this analysis, detailed financial forecasts were prepared for a five-year period. The forecasts for the first year represent the Group's operating budget, which is subject to ongoing review and formal monitoring during the year. A similar level of detail is included in the second year of the forecast and this is flexed, based on the actual results obtained in year one. Forecasts for the remaining years are extrapolated from these first two years, based on the overall content of the strategic plan. We consider it reasonable to assume that debt refinancing will be available at existing levels in all plausible market conditions as the related debt matures, and therefore there will be no material change to the Group's capital structure over the period. In practice, the Group expects to refinance proactively, in a manner that optimises the Group's overall capital structuring whilst safeguarding its liquidity. The forecasts take into account the Group's commitments with respect to the US$100 million capital spend required to meet its carbon target (see page 29).

The purpose of this summary is to set out the potential impact from key risks that could prevent the Group from achieving its strategy. Depending on the nature or impact of aspects of these principal risks, the Group's ability to continue in business in its current form could be affected, if these were realised. This was considered as part of the Group's viability assessment, outlined here.

While the Group's forecasts reflects the Directors' best estimates of the future prospects of the business, the Group has also considered a number of downside scenarios that reflect the principal risks of the Group, as explained on pages 51–56 of this Annual Report, by quantifying their potential financial impact and assessing the potential impact on planned delivery. All of the scenarios modelled represent 'severe but plausible' circumstances that could affect the Group, its operations and its business activities.

3. Assessment of viability

The assessment of viability started with the available headroom as of 31 December 2023 and considered the plans and projections prepared as part of the forecasting cycle and related downside scenarios that reflect the principal risks of the Group.

The results of this stress-testing, and assessment of significant quantitative and qualitative factors, demonstrated that the Group would be able to withstand these impacts over the period of its financial forecasts, and have liquidity available to the Company. While in a downside scenario headroom has been assessed to be tight against its covenants, it does not breach its covenants. This is due to the inherent stability of its core business and by making necessary adjustments to its business-as-usual operational and activity plans.

The Group also considered a number of 'break-case' scenarios, hypothetically calculating how much a change in portfolio structure (i.e. sites going offline) would be required for the business to run out of cash and available debt facilities. This testing highlighted that over 50% of its portfolio would need to go offline for the business to be not able to generate sufficient cash flows over a year to cover its fixed costs.

4. Viability statement

The Directors confirm that they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over this five-year period, based on the assessment of prospects and viability detailed above.

5. Going concern

The Directors also considered it appropriate to prepare the Financial Statements on a going concern basis, as explained in Note 2(a) to the Group Financial Statements included in this Annual Report.

Approval of Strategic Report

This Strategic Report has been prepared in accordance with the requirements of the Companies Act 2006 and has been approved and signed for on behalf of the Board.

Tom Greenwood
Group CEO
13 March 2024

The Group has presented a number of Alternative Performance Measures (APMs), which are used in addition to IFRS statutory performance measures.

The Group believes that these APMs, which are not considered to be a substitute for or superior to IFRS measures, provide stakeholders with additional helpful information on the performance of the business. These APMs are consistent with how the business performance is planned and reported within the internal management reporting to the Board. Some of these measures are also used for the purpose of setting remuneration targets.

Adjusted EBITDA and Adjusted EBITDA margin

Definition

Management defines Adjusted EBITDA as loss before tax for the year, adjusted for finance costs, other gains and losses, interest receivable, loss on disposal of property, plant and equipment, amortisation of intangible assets, depreciation and impairment of property, plant and equipment, depreciation of right-of-use assets, deal costs for aborted acquisitions, deal costs not capitalised, share-based payments and long-term incentive plan charges, and other adjusting items. Other adjusting items are material items that are considered one-off by management by virtue of their size and/or incidence.

Adjusted EBITDA margin is calculated as Adjusted EBITDA divided by revenue.

Purpose

The Group believes that Adjusted EBITDA and Adjusted EBITDA margin facilitate comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures (affecting interest and finance charges), tax positions (such as the impact of changes in effective tax rates or net operating losses) and the age and booked depreciation on assets. The Group excludes certain items from Adjusted EBITDA, such as loss on disposal of property, plant and equipment and other adjusting items because it believes they facilitate a better understanding of the Group's underlying trading performance.

Reconciliation between APM and IFRS	**2023 US$m**	2022 US$m
Loss before tax	**(112.2)**	(162.5)
Adjustments applied to give Adjusted EBITDA		
Adjusting items:		
Deal costs[1]	**3.3**	19.1
Share-based payments and long-term incentive plan charges[2]	**3.7**	4.5
Other/Restructuring	**0.9**	–
(Loss)/Gain on disposal of property, plant and equipment	**(3.1)**	0.4
Other gains and losses	**6.1**	51.4
Depreciation of property, plant and equipment	**160.9**	144.6
Amortisation of intangible assets	**26.1**	12.6
Depreciation of right-of-use assets	**32.0**	21.3
Interest receivable	**(1.3)**	(1.8)
Finance costs	**253.5**	193.2
Adjusted EBITDA	**369.9**	282.8
Revenue	**721.0**	560.7
Adjusted EBITDA margin	**51%**	50%

1 Deal costs comprise costs related to potential acquisitions and the exploration of investment opportunities, which cannot be capitalised. These comprise employee costs, professional fees, travel costs and set-up costs incurred prior to operating activities commencing.
2 Includes associated costs.

Adjusted gross profit and Adjusted gross margin

Definition

Adjusted gross profit means gross profit, adding back site and warehouse depreciation, divided by revenue.

Adjusted gross margin means Adjusted gross profit divided by revenue.

Purpose

This measure is used to evaluate the underlying level of gross profitability of the operations of the business, excluding depreciation, which is the major non-cash measure otherwise reflected in cost of sales. The Group believes that Adjusted gross profit facilitates comparisons of operating performance from period to period and company to company by eliminating potential differences caused by the age and booked depreciation on assets. It is also a proxy for the gross cash generation of its operations.

Reconciliation between IFRS and APM	2023 US$m	2022 US$m
Gross profit	**270.6**	194.8
Add back: Site and warehouse depreciation	**185.6**	158.1
Adjusted gross profit	**456.2**	352.9
Revenue	**721.0**	560.7
Adjusted gross margin	**63%**	63%

Portfolio free cash flow

Definition

Portfolio free cash flow is defined as Adjusted EBITDA less maintenance and corporate capital additions, payments of lease liabilities (including interest and principal repayments of lease liabilities) and tax paid.

Purpose

Portfolio free cash flow is used to value the cash flow generated by the business operations after expenditure incurred on maintaining capital assets, including lease liabilities, and taxes. It is a measure of the cash generation of the tower estate.

Reconciliation between IFRS and APM	2023 US$m	2022 US$m
Cash generated from operations	**318.5**	193.2
Adjustments applied:		
Movement in working capital	**48.1**	70.5
Adjusting items:		
Deal costs[1]	**3.3**	19.1
Adjusted EBITDA	**369.9**	282.8
Less: Maintenance and corporate capital additions	**(35.5)**	(20.3)
Less: Payments of lease liabilities[2]	**(45.3)**	(40.8)
Less: Tax paid	**(20.9)**	(20.3)
Portfolio free cash flow	**268.2**	201.4

1 Deal costs comprise costs related to potential acquisitions and the exploration of investment opportunities, which cannot be capitalised. These comprise employee costs, professional fees, travel costs and set-up costs incurred prior to operating activities commencing.

2 Payment of lease liabilities comprises interest and principal repayments of lease liabilities.

Gross debt, net debt and net leverage

Definition

Gross debt is calculated as non-current loans and current loans and long-term and short-term lease liabilities.

Net debt is calculated as gross debt less cash and cash equivalents. Net leverage is calculated as net debt divided by annualised Adjusted EBITDA[1].

Purpose

Gross debt is a prominent metric used by investors and rating agencies.

Net debt is a measure of the Group's net indebtedness that provides an indicator of overall balance sheet strength. It is also a single measure that can be used to assess the Group's cash position relative to its indebtedness. The use of the term 'net debt' does not necessarily mean that the cash included in the net debt calculation is available to settle the liabilities included in this measure.

Net leverage is used to show how many years it would take for a company to pay back its debt if net debt and Adjusted EBITDA are held constant.

Reconciliation between IFRS and APM	2023 US$m	2022 US$m
External debt	**1,650.3**	1,571.6
Lease liabilities	**239.4**	226.0
Gross debt	**1,889.7**	1,797.6
Cash and cash equivalents	**106.6**	119.6
Net debt	**1,783.1**	1,678.0
Annualised Adjusted EBITDA[1]	**403.0**	328.8
Net leverage	**4.4x**	5.1x

1 Annualised Adjusted EBITDA calculated as per the Senior Notes definition as the most recent fiscal quarter multiplied by four, adjusted to reflect the annualised contribution from acquisitions that have closed in the most recent fiscal quarter. This is not a forecast of future results.

Return on invested capital

Definition

Return on invested capital (ROIC) is defined as annualised portfolio free cash flow divided by invested capital.

Invested capital is defined as gross property, plant and equipment and gross intangible assets, less accumulated maintenance and corporate capital expenditure, adjusted for IFRS 3 and IAS 29 accounting adjustments and deferred consideration for future sites.

Purpose

This measure is used to evaluate asset efficiency and the effectiveness of the Group's capital allocation.

Reconciliation between IFRS and APM	2023 US$m	2022 US$m (Restated)[2]
Property, plant and equipment	**918.3**	907.9
Accumulated depreciation	**1,127.5**	934.0
Accumulated maintenance and corporate capital expenditure	**(260.3)**	(224.8)
Intangible assets	**546.4**	575.2
Accumulated amortisation	**75.6**	50.4
Accounting adjustments and deferred consideration for future sites	**(180.1)**	(70.7)
Total invested capital	**2,227.4**	2,172.0
Annualised portfolio free cash flow[1]	**268.2**	223.8
Return on invested capital	**12.0%**	10.3%

1 Annualised portfolio free cash flow is calculated as portfolio free cash flow for the respective period, adjusted to annualise the impact of acquisitions closed during the respective period.
2 Restatement on finalisation of acquisition accounting; see note 31, page 166.

Consolidated Income Statement
For the year ended 31 December

(US$m)	Year ended 31 December 2023	2022
Revenue	**721.0**	560.7
Cost of sales	**(450.4)**	(365.9)
Gross profit	**270.6**	194.8
Administrative expenses	**(127.6)**	(114.1)
Gain/(loss) on disposal of property, plant and equipment	**3.1**	(0.4)
Operating profit	**146.1**	80.3
Interest receivable	**1.3**	1.8
Other gains and losses	**(6.1)**	(51.4)
Finance costs	**(253.5)**	(193.2)
Loss before tax	**(112.2)**	(162.5)
Tax expense	**0.4**	(8.9)
Loss after tax	**(111.8)**	(171.4)
Loss attributable to:		
Owners of the Company	**(100.1)**	(171.5)
Non-controlling interests	**(11.7)**	0.1
Loss for the year	**(111.8)**	(171.4)
Loss per share:		
Basic loss per share (cents)	**(10)**	(16)
Diluted loss per share (cents)	**(10)**	(16)

Segmental key performance indicators

For the year ended 31 December

Following the Group's recent expansion into new countries and related internal management and reporting reorganisation, the Group's segments are now presented on a regional rather than a country basis, with comparative information re-presented accordingly.

	Group		Middle East & North Africa[2]		East & West Africa[3]		Central & Southern Africa[4]	
$ values are presented as US$m	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022
Sites at year end	**14,097**	13,553	**2,535**	2,519	**6,396**	6,300	**5,166**	4,734
Tenancies at year end	**26,925**	24,492	**3,375**	3,017	**12,608**	12,093	**10,942**	9,382
Tenancy ratio at year end	**1.91x**	1.81x	**1.33x**	1.20x	**1.97x**	1.92x	**2.12x**	1.98x
Revenue for the year	**$721.0**	$560.7	**$57.5**	$3.6	**$312.6**	$261.8	**$350.9**	$295.3
Adjusted gross margin^Δ	**63%**	63%	**77%**	73%	**69%**	67%	**56%**	59%
Adjusted EBITDA^Δ for the year[1]	**$369.9**	$282.8	**$38.5**	$2.3	**$199.8**	$162.9	**$167.6**	$149.1
Adjusted EBITDA margin^Δ for the year	**51%**	50%	**67%**	64%	**64%**	62%	**48%**	50%

1 Group Adjusted EBITDA for the year includes corporate costs of US$36.0 million (2022: US$31.5 million).
2 Middle East & North Africa segment reflects the Company's operations in Oman.
3 East & West Africa segment reflects the Company's operations in Tanzania, Senegal and Malawi.
4 Central & Southern Africa segment reflects the Company's operations in DRC, Congo Brazzaville, South Africa, Ghana and Madagascar.

Total tenancies as at 31 December

	Group		Middle East & North Africa[1]		East & West Africa[2]		Central & Southern Africa[3]	
	2023	2022	**2023**	2022	**2023**	2022	**2023**	2022
Standard colocations	**10,929**	9,611	**744**	498	**5,332**	5,080	**4,853**	4,033
Amendment colocations	**1,899**	1,328	**96**	–	**880**	713	**923**	615
Total colocations	**12,828**	10,939	**840**	498	**6,212**	5,793	**5,776**	4,648
Total sites	**14,097**	13,553	**2,535**	2,519	**6,396**	6,300	**5,166**	4,734
Total tenancies	**26,925**	24,492	**3,375**	3,017	**12,608**	12,093	**10,942**	9,382

1 Middle East & North Africa segment reflects the Company's operations in Oman.
2 East & West Africa segment reflects the Company's operations in Tanzania, Senegal and Malawi.
3 Central & Southern Africa segment reflects the Company's operations in DRC, Congo Brazzaville, South Africa, Ghana and Madagascar.

Δ Alternative Performance Measures are defined on pages 64-66

Revenue

Revenue increased by 28.6% to US$721.0 million in the year ended 31 December 2023 from US$560.7 million in the year ended 31 December 2022. The increase in revenue was driven by organic tenancy growth, especially in DRC, contractual CPI and power escalators and acquisitions in Malawi and Oman in 2022.

Cost of sales

	Year ended 31 December			
		% of Revenue		% of Revenue
(US$m)	2023	2023	2022	2022
Power	**177.3**	**24.6%**	131.3	23.4%
Non-power	**87.5**	**12.2%**	76.5	13.6%
Site and warehouse depreciation	**185.6**	**25.7%**	158.1	28.2%
Total cost of sales	**450.4**	**62.5%**	365.9	65.3%

The table below shows an analysis of the cost of sales on a region-by-region basis for the year ended 31 December 2023 and 2022.

	Group		Middle East & North Africa		East & West Africa		Central & Southern Africa	
(US$m)	2023	2022	2023	2022	2023	2022	2023	2022
Power	**177.3**	131.3	**7.4**	0.6	**60.4**	50.4	**109.5**	80.3
Non-power	**87.5**	76.5	**5.9**	0.5	**36.4**	35.0	**45.2**	41.0
Site and warehouse depreciation	**185.6**	158.1	**19.0**	2.2	**80.9**	78.3	**85.7**	77.6
Total cost of sales	**450.4**	365.9	**32.3**	3.3	**177.7**	163.7	**240.4**	198.9

Cost of sales increased to US$450.4 million in the year ended 31 December 2023 from US$365.9 million in the year ended 31 December 2022, due primarily to a full year of operations in Malawi and Oman (US$42.7 million) and organic site growth.

Administrative expenses

Administrative expenses increased by 11.8% to US$127.6 million in the year ended 31 December 2023 from US$114.1 million in the year ended 31 December 2022. Year-on-year administrative expenses as a percentage of revenue has decreased by 2.6%. The increase in administrative expenses is primarily due to the impact of acquisitions that increased amortisation and other administrative costs.

	Year ended 31 December			
		% of Revenue		% of Revenue
(US$m)	2023	2023	2022	2022
Other administrative costs	**86.4**	**12.0%**	70.0	12.5%
Depreciation and amortisation	**33.4**	**4.6%**	20.3	3.6%
Adjusting items	**7.8**	**1.1%**	23.8	4.2%
Total administrative expense	**127.6**	**17.7%**	114.1	20.3%

Adjusted EBITDA

Adjusted EBITDA was US$369.9 million in the year ended 31 December 2023 compared to US$282.8 million in the year ended 31 December 2022. The increase in Adjusted EBITDA between periods is primarily attributable to the changes in revenue, cost of sales and administrative expenses, as discussed above. Please refer to the Alternative Performance Measures section for more details and Note 4 of the Group Financial Statements for a reconciliation of aggregate Adjusted EBITDA to loss before tax.

Other gains and losses

Other gains and losses recognised in the year ended 31 December 2023 was a loss of US$6.1 million, compared to a loss of US$51.4 million in the year ended 31 December 2022. This is mainly related to the impacts of hyperinflation accounting in 2023 in Ghana and the non-cash US$2.1 million (2022: US$51.5 million) fair value movement of the embedded derivative valuation of the put and call options embedded within the terms of the Senior Notes. See Note 26 of the Group Financial Statements.

Finance costs

Finance costs of US$253.5 million for the year ended 31 December 2023 included interest costs of US$150.2 million which reflects interest on the Group's debt instruments, fees on available Group and local term loans and revolving credit facilities (RCF), withholding taxes and amortisation. The increase in interest costs from US$115.4 million in 2022 to US$150.2 million in 2023 is primarily due to a full year of interest costs for the Oman term loan. The increase in non-cash foreign exchange differences from US$52.3 million in 2022 to US$86.1 million in 2023 primarily reflects fluctuations of the Malawian Kwacha, Ghanaian Cedi and Tanzanian Shilling which declined against the US Dollar during the year.

	Year ended 31 December	
(US$m)	2023	2022
Foreign exchange differences	**86.1**	52.3
Interest costs	**150.2**	115.4
Interest costs on lease liabilities	**25.0**	25.5
Gain on refinancing	**(7.8)**	–
Total finance costs	**253.5**	193.2

Tax expense

Tax expense was US$0.4 million credit in the year ended 31 December 2023 as compared to US$8.9 million expense in the year ended 31 December 2022. The decrease in overall tax charge is predominantly driven by the recognition of previously unrecognised deferred tax assets in profitable territories.

Though entities in Congo Brazzaville and Senegal have continued to be loss-making for tax purposes, minimum income taxes or/and asset based taxes were levied, as stipulated by law in these jurisdictions. DRC, Ghana, Madagascar, Tanzania and two entities in South Africa are profitable for tax purposes and subject to corporate income tax thereon.

Contracted revenue

The following table provides our total undiscounted contracted revenue by country as of 31 December 2023 for each year from 2024 to 2028, with local currency amounts converted at the applicable average rate for US Dollars for the year ended 31 December 2023 held constant. Our contracted revenue calculation for each year presented assumes:

- no escalation in fee rates;
- no increases in sites or tenancies other than our committed tenancies;
- our customers do not utilise any cancellation allowances set forth in their MLAs;
- our customers do not terminate MLAs prior their current term; and
- no automatic renewal.

	Year ended 31 December				
(US$m)	2024	2025	2026	2027	2028
Middle East & North Africa	52.5	49.6	49.6	49.6	49.6
East & West Africa	278.3	287.4	247.2	231.8	227.8
Central & Southern Africa	362.1	334.7	300.8	271.5	256.6
Total	692.9	671.7	597.6	552.9	534.0

The following table provides our total undiscounted contracted revenue by key customers as of 31 December 2023 over the life of the contracts with local currency amounts converted at the applicable average rate for US Dollars for the year ended 31 December 2023 held constant. As at 31 December 2023, total contracted revenue was US$5.4 billion (2022: US$4.7 million), of which 99% is from multinational MNOs, with an average remaining life of 7.8 years (2022: 7.6 years).

(US$m)	Total committed revenues	% of total committed revenues
Multinational MNOs	5,363.2	99.0%
Other	54.0	1.0%
Total	**5,417.2**	**100.0%**

Management cash flow

	Year ended 31 December	
(US$m)	**2023**	2022
Adjusted EBITDA	**369.9**	282.8
Less:		
Maintenance and corporate capital additions	**(35.5)**	(20.3)
Payments of lease liabilities[1]	**(45.3)**	(40.8)
Corporate taxes paid	**(20.9)**	(20.3)
Portfolio free cash flow[2]	**268.2**	201.4
Cash conversion %[3]	**73%**	71%
Net payment of interest[4]	**(127.9)**	(97.7)
Net change in working capital[5]	**(47.1)**	(86.5)
Levered portfolio free cash flow[6]	**93.2**	17.2
Discretionary capital additions[7]	**(167.5)**	(745.0)
Cash paid for exceptional and one-off items, and proceeds on disposal assets[8]	**(6.8)**	7.2
Free cash flow	**(81.1)**	(720.6)
Transactions with non-controlling interests	**–**	(11.8)
Net cash flow from financing activities[9]	**75.7**	327.4
Net cash flow	**(5.4)**	(405.0)
Opening cash balance	**119.6**	528.9
Foreign exchange movement	**(7.6)**	(4.3)
Closing cash balance	**106.6**	119.6

1 Payment of lease liabilities comprises interest and principal repayments of lease liabilities.
2 Refer to reconciliation of cash generated from operating activities to portfolio free cash flow in the Alternative Performance Measures section.
3 Cash conversion % is calculated as portfolio free cash flow divided by Adjusted EBITDA.
4 Net payment of interest corresponds to the net of 'Interest paid' (including withholding tax) and 'Interest received' in the Consolidated Statement of Cash Flow, excluding interest payments on lease liabilities.
5 Working capital means the current assets less the current liabilities for the Group. Net change in working capital corresponds to movements in working capital, excluding cash paid for exceptional and one-off items and including movements in working capital related to capital expenditure.
6 Levered portfolio free cash flows have been represented based on the updated structure of the management cash flow. It is defined as portfolio free cash flow less net payment of interest and net change in working capital.
7 Discretionary capital additions includes acquisition, growth and upgrade capital additions.
8 Cash paid for exceptional and one-off items and proceeds on disposal of assets includes project costs, deal costs, deposits in relation to acquisitions, proceeds on disposal of assets and non-recurring taxes.
9 Net cash flow from financing activities includes gross proceeds from issue of equity share capital, share issue costs, loan drawdowns, loan issue costs, repayment of loan and capital contributions in the Consolidated Statement of Cash Flows.

Cash conversion has increased slightly from 71% for the year ended 31 December 2022 to 73% for the year ended 31 December 2023. This is driven by Adjusted EBITDA growing faster than corporate taxes paid and payment of lease liabilities.

Net change in working capital decreased by US$39.4 million year-on-year due to timing of cash payments to suppliers and improved collections from customers.

The Group's Consolidated Statement of Cash Flows is set out on page 135.

Cash flows from operations, investing and financing activities

Cash generated from operations increased by 64.9% to US$318.5 million (2022: US$193.2 million) driven by higher Adjusted EBITDA, lower deal costs and movements in working capital. Net cash used in investing activities was US$195.8 million for the year ended 31 December 2023, down from US$381.5 million in the prior year. The decrease was primarily due to lower organic and inorganic site growth in 2023. Net cash generated from financing activities during the year was US$43.2 million, which primarily related to loan drawdowns net of loan repayments.

Cash and cash equivalents

Cash and cash equivalents decreased by US$13.0 million year-on-year to US$106.6 million at 31 December 2023 (2022: US$119.6 million) as described above.

Capital expenditure

The following table shows our capital expenditure additions by category during the year ended 31 December:

	2023		2022	
	US$m	**% of total capex**	US$m	% of total capex
Acquisition	**20.2**	**10.0%**	557.4	72.9%
Growth	**112.5**	**55.4%**	171.2	22.4%
Upgrade	**34.8**	**17.1%**	16.3	2.1%
Maintenance	**31.3**	**15.4%**	17.9	2.3%
Corporate	**4.2**	**2.1%**	2.5	0.3%
Total	**203.0**	**100.0%**	765.3	100.0%

Acquisition capex in the year ended 31 December 2023 relates primarily to deferred consideration in Senegal.

Trade and other receivables

Trade and other receivables increased from US$228.1 million at 31 December 2022 to US$297.2 million at 31 December 2023, primarily due to increases from new markets entered, organic growth, customer billing profile and contract assets. Debtor days decreased from 57 days in 2022 to 47 days in 2023 (see Note 15).

Trade and other payables

Trade and other payables increased from US$239.4 million at 31 December 2022 to US$301.7 million at 31 December 2023. The increase is primarily driven by an increase in deferred income, as a result of the timing of customer billings, and an increase in accruals due to the timing of capital expenditure and other purchases around year-end.

Loans and borrowings

As of 31 December 2023 and 31 December 2022, the Group's outstanding loans and borrowings, excluding lease liabilities, were US$1,650.3 million (net of issue costs) and US$1,571.6 million respectively, and net leverage was 4.4x and 5.1x respectively. The year-on-year change in indebtedness largely reflects a US$325 million partial tender of the Group's Senior Notes due 2025 and US$65 million repayment of the Group's previous term loan using proceeds from new banking facilities completed during the year. Further details of loans and borrowings are provided in Note 20 of the Group Financial Statements.

GOVERNANCE REPORT

Each element of our governance structure enables the Board to collaborate effectively with the Executive Leadership Team and colleagues across the Group, ensuring the successful and continued implementation of the Sustainable Business Strategy.

Sir Samuel Jonah KBE, OSG
Chair

Number of Board members

10

2022: 10

Women on the Board %

40

2022: 40

Directors from ethnically diverse backgrounds %

40

2022: 40

Dear Shareholder I am pleased to present Helios Towers' Governance Report for the year ended 31 December 2023.

Our Governance Report sets out our governance framework, the operation of the Board and its committees, the Board's activities and Section 172(1) Statement, and the Board's engagement with stakeholders. Each element of our governance structure enables the Board to collaborate effectively with the Executive Leadership Team (ELT) and other colleagues across the Group, ensuring the successful and continued implementation of our Sustainable Business Strategy.

The Board and the ELT work closely together to promote the long-term sustainable success of the Company, setting the tone from the top and ensuring that the Company's culture, purpose, values and high standards of business conduct are embedded across the Group. The Board adopts a collaborative and supportive role with the ELT, whilst also providing appropriate challenge on key strategic decisions.

Sustainable Business Strategy

The Company has now completed two years of its five-year Sustainable Business Strategy and a two-year strategy check-in discussion was held at the Board meeting in December 2023. The Board remains committed and fully focused on achieving the five-year strategy set out in 2021, while recognising that the strategy will evolve as priorities change from both an external and internal perspective. The Board has overall responsibility for sustainability matters, with implementation discussed by the newly formed Sustainability Committee. Discussions on sustainability include the impact the Company has on the environment, looking at factors such as the work that is continuing in the operating companies to reduce the Company's carbon footprint by minimising diesel consumption and investing in renewable power.

Board composition

In May 2023, we announced a change in Board roles, with the appointment of Magnus Mandersson as Deputy Chair and Alison Baker as Senior Independent Director. The Company now complies with the FCA Listing Rules requirements and FTSE Women Leaders Review recommendations to have a female director in one of the senior Board positions. We have provided more detail on Board diversity in the Nomination Committee Report on pages 89–91.

As announced to the market on 26 January 2024, Magnus Mandersson will not seek re-election as a Director of the Company and will formally step down at the close of the Annual General Meeting on 25 April 2024. I would like to take this opportunity to express the Board's gratitude to Magnus for his contribution to the successful growth of the Company since the Initial Public Offering (IPO) in 2019.

Board Committees

The Board is committed to the continuous improvement of the Company's governance processes and procedures and as such, established the Sustainability and Technology Committees in 2023 and 2022 respectively. The Company now has five Committees of the Board: Audit, Nomination, Remuneration, Sustainability and Technology (as well as the Disclosure Committee). The governance framework stating the purpose of each Committee can be found on page 78.

We formed the Sustainability Committee with Carole Wainaina as Chair, in July 2023, to ensure a more focused approach to sustainability, which had previously been given 'whole Board' oversight, and to drive the Company's Sustainable Business Strategy across the Group. The Sustainability Committee will also monitor the Group's engagement with stakeholders and provide oversight of best practice and regulatory developments in corporate sustainability. Carole reports on the activities of the Sustainability Committee to the Board following each of its meetings. Further insight into the role of the Sustainability Committee can be found on page 94.

The Technology Committee, which is discussed in more detail on page 95, was formed in October 2022, holding one meeting before the end of 2022, and has now completed its first full year of meetings. This committee was set up to provide further focus on technological developments in mobile and power systems which may impact the Company. Magnus Mandersson chairs the Technology Committee and reports to the Board on its activities following each meeting.

Board visits

As part of the Board's commitment to supporting the operating companies and stakeholder engagement activities, Board members visited various operating companies during 2023, including Oman, South Africa and DRC. Engagement meetings with stakeholders were also held in Stockholm, London and Dubai to discuss technology developments of relevance to the Company. All Board members are encouraged to travel to our markets and liaise with colleagues in our operating companies and in order to support this, the Board will be holding a Board meeting in Tanzania during 2024.

Annual Board evaluation

2023 saw the first of a new three-year cycle of Board evaluations, with the completion of an internal evaluation of the Board and its Committees. I am pleased to confirm that the Board and its Committees remain effective in their performance and carrying out their duties. We discuss the internal evaluation process, outcomes and actions in more detail on pages 90–91.

I look forward to continuing to work with the Board, supporting management and colleagues in 2024, and to meeting shareholders at our 2024 Annual General Meeting (AGM) in April.

Sir Samuel Jonah KBE, OSG
Chair

GOVERNANCE HIGHLIGHTS

COMPLIANCE WITH 2018 UK CORPORATE GOVERNANCE CODE

The Board supports, and is committed to, the Company's compliance with the UK Corporate Governance Code 2018 (the Code), which is available to view on the website of the Financial Reporting Council (FRC) at www.frc.org.uk. As of 31 December 2023, the Board confirms that the Company has applied the principles, and complied with the provisions, set out in the Code. The Corporate Governance Report together with the Directors', Audit and Remuneration Reports, describe how the Company has addressed these requirements.

The current composition of the Board reflects the rights of the Company's largest shareholder, Quantum Strategic Partners Ltd, to appoint a Director to the Board under the Shareholders' Agreement. Lath Holdings Ltd's right to appoint a Director fell away in 2021 when its shareholding fell below 10%. However, Temitope Lawani (Lath's Non-Executive Director) was invited to stay on the Board. Further information on the independence of Board members and details of the Shareholders' Agreement can be found on page 88.

The following table shows where shareholders can find information in this report about the Company's application of, and compliance with, the principles and provisions of the Code.

1 Full details of the Remuneration Policy, approved at the 2023 AGM, can be found on pages 113-122 of the 2022 Annual Report and Financial Statements.

OUR BOARD

The Board has the relevant depth and variety of expertise and experience to support the business.

Key to Committees

- (A) Audit Committee
- (N) Nomination Committee
- (R) Remuneration Committee
- (S) Sustainability Committee
- (T) Technology Committee
- Committee Chair

SIR SAMUEL JONAH KBE, OSG
CHAIR

Appointed to the Board
12 September 2019

Committees
N (Chair) R

Sir Samuel has extensive listed company experience, having served on the boards of various public and private companies including Vodafone Group plc, Lonrho plc, the Global Advisory Council of the Bank of America Corporation and Standard Bank Group. He previously worked for Ashanti Goldfields and later became Executive President of AngloGold Ashanti Limited.

He has a master's in Management from Imperial College London and is a member of the American Academy of Engineering.

Other current appointments
Chair of Roscan Gold Corporation Inc., listed in Canada on the TSX Venture Exchange.

TOM GREENWOOD
GROUP CHIEF EXECUTIVE OFFICER

Appointed to the Board
12 September 2019

Committees
S T

Tom was appointed Group CEO in April 2022, having held numerous positions since joining, including two prior executive positions (COO and CFO). He has overseen many of the Company's key milestones, including all 15 major M&A transactions, the inaugural bond and IPO on the London Stock Exchange, as well as delivering record operational performance for customers.

Tom is a qualified Chartered Accountant of the Institute of Chartered Accountants of England and Wales.

Other current appointments
None

MANJIT DHILLON
GROUP CHIEF FINANCIAL OFFICER

Appointed to the Board
1 January 2021

Committees
S T

Manjit was appointed Group CFO in January 2021, having held the positions of interim CFO and Head of Investor Relations and Corporate Finance. He is the Head of the London Office, with Finance, Sustainability and IT also reporting into him.

He has overseen capital raisings of over US$4.0 billion, and the acquisitions of multiple tower portfolios. He also played a key role in the IPO on the London Stock Exchange.

Manjit is a qualified Chartered Accountant of the Institute of Chartered Accountants of England and Wales.

Other current appointments
None

MAGNUS MANDERSSON
DEPUTY CHAIR

Appointed to the Board
12 September 2019

Committees
A N T (Chair)

Magnus has more than 25 years of experience in the Telecommunications and Media sectors. He worked at Telefonaktiebolaget LM Ericsson for 14 years, where he held various positions including Executive Vice President.

Magnus has a Bachelor of Science in Business Administration from Lund University in Sweden.

Other current appointments
Chair of Tampnet AS and Karnov Group AB, a Sweden-listed company on NASDAQ.

Board member of Albert Immo Holding S.à.r.l., PMM Advisors S.A. and a member of the Advisory Council at Interogo Foundation.

ALISON BAKER
SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed to the Board
12 September 2019

Committees
A R

Alison has more than 25 years of experience in auditing, capital markets and assurance services and was previously a partner at PwC LLP and EY LLP.

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.

Other current appointments
SID of Rockhopper Exploration Plc, listed on the London Stock Exchange.

SID of Endeavour Mining Corp, listed on the Toronto and London Stock Exchanges.

NED Capstone Copper Corp, listed on the Toronto Stock Exchange.

RICHARD BYRNE
INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed to the Board
12 September 2019

Committees
A R T

Richard was previously a Director of Helios Towers, Ltd., since December 2010 and co-founded TowerCo in 2004, serving as President and Chief Executive Officer.

Before TowerCo, he was President of the tower division of SpectraSite Communications, Inc., and served as National Director of Business Development at Nextel Communications Inc. He was also a Director of the Wireless Infrastructure Trade Association in the US.

Other current appointments
None

HELIS ZULIJANI-BOYE
NON-EXECUTIVE DIRECTOR

Appointed to the Board
9 March 2022

Committees
T

Helis is a Managing Director at Paine Schwartz Partners (PSP), a private equity firm. Prior to joining PSP in 2024, she was a Managing Director of Newlight Partners LP, an independent investment manager.

She has over 15 years of experience in the private equity and investment banking industries, having previously worked at the Charterhouse Group, the Carlyle Group and JP Morgan.

Helis holds a BA in Economics and a Citation in German Language from Harvard University.

Other current appointments
Board member of ASSIST.

TEMITOPE LAWANI
NON-EXECUTIVE DIRECTOR

Appointed to the Board
12 September 2019

Committees
N

Temitope was previously a Director of Helios Towers, Ltd., serving since February 2010. He is co-founder and Managing Partner of Helios Investment Partners, is co-Chief Executive and Director of Helios Fairfax Partners Corporation and has over 25 years of principal investment experience.

He holds a BSc in Chemical Engineering, a Juris Doctorate (cum laude) and an MBA from Harvard Business School.

Other current appointments
NED of Pershing Square Holdings Ltd, listed on the London and Amsterdam Stock Exchanges.

Co-Chief Executive/Director of Helios Fairfax Partners Corporation, listed on the Toronto Stock Exchange.

SALLY ASHFORD
INDEPENDENT NON-EXECUTIVE DIRECTOR FOR WORKFORCE ENGAGEMENT

Appointed to the Board
15 June 2020

Committees
N R S

Sally has over 30 years' experience in the field of Human Resources (HR). She is currently Group HR Director at Informa plc, and has worked in a variety of senior HR roles in the Telecoms industry at BT, O2 and Telefonica. Prior to Informa plc, she was Chief HR Officer for Royal Mail.

She holds a BSc in Management Science from the University of Manchester and a Master's in Industrial Relations from the University of Warwick.

Other current appointments
None

CAROLE WAMUYU WAINAINA
INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed to the Board
13 August 2020

Committees
A N S

Carole is currently Senior Advisor to the CEO at the Africa50 Infrastructure Fund. She was previously Assistant Secretary General at the United Nations in the Department of Management, Executive Vice President and Chief HR Officer at Koninklijke Philips N.V., and also spent 13 years with The Coca Cola Company.

She holds a Bachelor of Business degree from the University of Southern Queensland in Australia.

Other current appointments
NED for Equatorial Coca-Cola Bottling Company.

NED of ofi.

Non-Executive Board member of Nairobi International Finance Centre.

OUR GROUP EXECUTIVE COMMITTEE

TOM GREENWOOD
GROUP CHIEF EXECUTIVE OFFICER

MANJIT DHILLON
GROUP CHIEF FINANCIAL OFFICER

PHILIPPE LORIDON
REGIONAL CEO – MIDDLE EAST, EAST & WEST AFRICA

SAINESH VALLABH
CHIEF COMMERCIAL OFFICER AND REGIONAL CEO – SOUTHERN AFRICA

FRITZ DZEKLO
REGIONAL CEO – CENTRAL AFRICA

ALLAN FAIRBAIRN
GROUP DIRECTOR, BUSINESS EXCELLENCE AND DELIVERY

LARA COADY
GROUP DIRECTOR, OPERATIONS AND ENGINEERING

DOREEN AKONOR
GROUP DIRECTOR, PEOPLE, ORGANISATION AND DEVELOPMENT

PAUL BARRETT
GENERAL COUNSEL AND COMPANY SECRETARY

Biographies of the ELT, including the Executive Committee (ExCo), Regional Directors, Country Managing Directors and functional specialists, can be found at heliostowers.com/who-we-are/leadership/executive-leadership-team/

The Company has established a governance framework that facilitates effective decision-making and oversight by the Board and its Committees. The framework is commensurate with the highest standards of corporate governance and integral to the successful delivery of the Company's strategy.

The Board has a Schedule of Matters Reserved for the Board, which was reviewed and approved by the Board in December 2023, and has delegated responsibility for certain matters to the Committees of the Board. Each Committee has terms of reference setting out roles and responsibilities, which were reviewed and approved by each Committee and the Board during 2023.

Schedule of Matters Reserved for the Board and Committee terms of reference can be found at heliostowers.com/investors/corporate-governance/documents/

Roles and responsibilities of Board members can be found on page 87 →

BOARD

The Board is responsible for the long-term sustainable success of the Company, ensuring leadership through effective oversight and setting the strategic direction for the Group. It sets the Group's purpose, values and culture, promotes the highest standards of corporate governance and oversees the implementation of appropriate risk management systems and internal controls to identify, manage and mitigate the Group's principal risk and uncertainties.

BOARD COMMITTEES

Audit Committee

Responsible for monitoring the integrity of financial and narrative reporting, reviewing the effectiveness of the Group's internal controls, risk management systems and the effectiveness of internal and external auditors.

Nomination Committee

Responsible for assisting the Board in discharging its responsibilities relating to the size, structure and composition of the Board and its Committees. The Nomination Committee also ensures a balance of skills, knowledge and experience of both the Board and senior executives and assists the Board on matters such as diversity and inclusion, succession planning, conflicts of interest and independence.

Remuneration Committee

Responsible for establishing the Company's remuneration policy and making recommendations to the Board on the remuneration of the Chair, Executive and Non-Executive Directors and senior management.

Sustainability Committee

Responsible for overseeing the implementation of the sustainable business strategy, monitoring the Group's engagement with stakeholders and providing oversight of best practice and regulatory developments in corporate sustainability.

Technology Committee

Responsible for monitoring and evaluating current and future trends in technology, the impact of technology developments on the Company, and the identification and management of key technology risks.

Disclosure Committee

Responsible for the identification and disclosure of inside information.

Executive Committee

Responsible for the day-to-day operations and management of the Group and the implementation of the Group's strategy.

The Company's purpose, values and culture

The Board's role is to promote the long-term success of the Company in line with its Sustainable Business Strategy and in accordance with regulatory and corporate governance requirements. It sets the Company's culture, purpose and values, which are embedded across the Group and discussed by the Board on a regular basis. The Board also sets the tone from the top and promotes the 'One Team, One Business' ethos, which is championed by the ExCo and the wider Group. The Board encourages and supports management in holding strategy workshops across the Group to encourage colleagues to contribute to the Company's strategic targets. In addition, the culture of continuous improvement and development enables colleagues to advance their careers across the Group.

The Executive Directors, supported by the Board, oversee the Group's operations, ensuring that risk management and internal controls are in place for the Group to meet its objectives. The day-to-day operations of the Company are delegated to an experienced and dedicated ExCo, which promotes the Group's strategy and its implementation. The ExCo, including the Executive Directors, meet regularly to discuss the ongoing management of the Group, and any significant matters are escalated to the Board in a timely manner.

Board activities

The following provides a summary of the principal matters considered and standing items addressed by the Board during the year. The Company's Section 172(1) Statement follows on pages 82–83.

Key

- Likely consequences of any decision in the long term
- The interests of the Company's employees
- The need to foster the Company's business relationships with suppliers, customers and others
- The impact of the Company's operations on the community and the environment
- The desirability of the Company maintaining a reputation for high standards of business conduct
- The need to act fairly between members of the Company

Key to stakeholders

- Customers
- Our people and partners
- Communities, economies and the environment
- Investors

Subject matters	Discussion topics	Outcomes
STRATEGY, BUSINESS DEVELOPMENT AND OPERATIONAL PERFORMANCE	Discussed matters in depth such as: – the Sustainable Business Strategy; – TCFD reporting; – Share price performance; – Business Excellence; – Operating company operations and performance; – Sales and marketing; – Investor Relations; and – Business development. Held an in-depth session discussing the first two years of the five-year Sustainable Business Strategy.	The Company has continued to adopt the Lean Six Sigma approach to drive efficiency. Engaging colleagues through workshops, town halls, strategy days and development opportunities. Improvements in project delivery have supported the achievement of organic tenancy additions during 2023, exceeding the number of additions in 2022. Following discussions on the first two years of the Sustainable Business Strategy, projects have been developed to drive business performance in 2024. **READ MORE ON PAGES 02–49 →**

Subject matters	Discussion topics	Outcomes
FINANCING	Reviewed and approved: – Group performance on a quarterly, half-yearly and full-year basis; – FY23 budget; – Tax and Treasury activity; and – Investor Relations engagement activities. Discussed in-depth: – TCFD disclosures; and – Refinancing Project.	Continued progress against compliance with TCFD disclosures demonstrates the Company's readiness for potential climate issues, setting the Company up for long-term viability and success. The Refinancing Project extended the Company's debt maturity profile. **READ MORE ON PAGES 02–63 →**
SAFETY, HEALTH, ENVIRONMENT AND QUALITY (SHEQ)	Discussed health & safety matters in depth. Received updates on: – SHEQ activities and training; and – OpCo specific incidents.	The Company regularly shares best practice on health & safety and quality with partners. The Company continues to deliver world-class safety and quality standards, which has enabled the delivery of record tenancy roll out. **READ MORE ON PAGES 34–38 →**
PEOPLE DEVELOPMENT, ENGAGEMENT AND SUCCESSION PLANNING	Discussed in depth: – voice of the employee workshops; – succession planning across the ELT; and – 2023 Internal Board Evaluation. Received updates on: – developing talent; – Cranfield University leadership training; – diversity initiatives; – CEO Commendation Award; – women's mentoring circle and leadership development programme; – employee engagement; and – supporting employee wellness.	The Non-Executive Director for workforce engagement (Sally Ashford) met with the local team in Oman and made recommendations to enhance best practice and collaborative working. Leadership training is developing a pipeline of leaders across the Group and enhancing overall Company performance. The whole Board has been involved in Company-wide engagement on the Company's commitment to DEI. The women's mentoring circle was launched in 2023, with Alison Baker, Sally Ashford, Carole Wainaina and Doreen Akonor, the Group Director, People, Organisation and Development, acting as mentors and hosting discussions with colleagues on career and personal development. **READ MORE ON PAGES 30–33 →**

Strategic Report
Governance Report
Financial Statements

Subject matters	Discussion topics	Outcomes
PROPERTY	Received updates on lease renewals, new sites and permits, and estate management from across the Group.	Both established and new markets contributed to the record organic tenancy additions during 2023. READ MORE ON PAGES 39–46 →
DIRECTOR TRAINING	Corporate governance and reporting reforms; Anti-bribery and corruption; and Geo-political awareness.	All Directors remain aware of their duties as directors of the Company and best practice corporate governance frameworks. Directors were also kept informed of potential UK corporate governance reforms. READ MORE ON PAGE 91 →

The below reports form part of the standing items at each Board meeting:

- CEO Report (covering SHEQ, strategy, people, operational performance, sales, business development and property);
- CFO Report (covering the Sustainable Business Strategy, finance and investor relations);
- Legal and Company Secretarial reports from the General Counsel & Company Secretary (covering litigation approvals, AGM planning and arrangements, Modern Slavery statement, regulatory updates, Group insurance approvals and Board training); and
- Reports and updates from the Chairs of the Audit, Nomination, Remuneration, Sustainability and Technology Committees.

Section 172(1) Statement

The Board has a duty to promote the success of the Company for the benefit of its members as a whole under Section 172(1) of the Companies Act 2006 (the Act). In doing so, the Board must have regard to a number of key issues (among other matters) including the interests of the Company's employees, its business relationships with customers, partners, investors, and the impact of its operations on communities and the environment.

The Directors have always, both collectively and individually, taken decisions for the long term and consistently aim to uphold the highest standards of business conduct.

The table below and the following stakeholder engagement tables comprise the Company's Section 172(1) Statement, setting out how the Board has had regard to the matters set out in (a) to (f) of s172(1) in its decision-making. The Directors are mindful of their duties, consider each s172(1) factor, and are aware of the impact of their decision-making, and as such, seek to understand the views and priorities of each stakeholder group. The Board is supported in its decision-making through information provided both formally and informally by the Executive Directors and the ExCo, in Board papers and through updates regarding stakeholder engagement activities and training. The Chair ensures there is appropriate time in Board meetings to consider all the matters and request clarification or assurance from the Executive Directors and / or the ExCo. The Company Secretary is also present at each Board meeting and ensures sufficient consideration is given to s172(1) factors and the views of stakeholders.

The Company's engagement with stakeholders and the ways in which they influence the operation of the business model and delivery of the Company's strategy are explained on page 06.

	Considered by the Board	Outcome
SUSTAINABLE BUSINESS STRATEGY	– The Board undertook a two-year review of the five-year Sustainable Business Strategy, to understand what had gone well to date and to identify areas for improvement in 2024. – The Board considered the Company's compliance with TCFD requirements, with a view to enhancing internal procedures to manage climate risk. – The Board was presented with an update on the use of the Geographic Information System (GIS) platform for building climate change projections into business planning.	– The Board identified a number of initiatives to improve customer service, drive cost efficiency and enhance cashflow returns. – The Board identified a number of areas for implementation during 2024 to enhance TCFD compliance, including specific quantitative modelling, building climate mitigation into business continuity plans and quantifying the impact of climate risk on revenues, assets and business activities. – Greater understanding of the risk of flooding and extreme temperatures in different climate change scenarios. **READ MORE ON PAGES 02-63 →**
SHEQ	– SHEQ forms part of the first item on the agenda for each Board meeting, as part of a continuous and company-wide focus. – The Board considered SHEQ performance against its KPIs in respect of training, protecting people, customers and communities and the culture of safety. – The Board reviewed how the key SHEQ priorities support the overall Sustainable Business Strategy. – The Board considered the progress achieved by the introduction of operational controls, including in-vehicle monitoring systems, dashboard cameras, fitness for work testing and community safety signage, which all help to ensure continuous improvement in safety performance.	– Continuous improvement by ensuring that safety is explicitly included in operational and organisational planning. – Senior leadership visibility whereby ExCo members attend at least one site safety visit on each OpCo visit. – Sharing of best practice with key partners by defining minimum training needs for all safety critical activities and extending the Company's e-learning platform to partner organisations where required. **READ MORE ON PAGES 34-38 →**
SITE SECURITY	– The Board considered the provision of security services across sites and ways to reduce theft levels and ensure the safety of onsite guards. – The Board reviewed the key strategic objectives for site security and the 2023 roadmap.	– Introduction of enhanced on-site security as a means of preventing theft and reducing the need for on site guards. – Opportunity to optimise security costs without compromising on quality, whilst also ensuring the safety of on site guards and continuing to evaluate technology related security developments. **READ MORE ON PAGE 34-38 →**

	Considered by the Board	Outcome
PEOPLE, CULTURE AND DIVERSITY, EQUITY AND INCLUSION	– The Board considered the Company's succession planning programme in detail. – The Non-Executive Director for Workforce Engagement, Sally Ashford, visited Oman in October 2023, undertaking a number of meetings with the local team to understand their views, concerns and challenges. – The Board considered the results of the Company's Pulse Engagement Survey conducted in September 2023, noting the 100% participation in the survey. – The Board considered and approved the Company's updated DEI Policy. – The Board was involved in a number of people initiatives throughout 2023, including National Inclusion Week, International Men's Day, International Women's Day and the introduction of the HT Women's Mentoring Circle. – The Board has initiated a mentor programme under which individual Board members mentor members of the ExCo.	– Continued focus by the Board on succession planning, with an emphasis on the Company's leadership development programme and targets to increase women in the workforce. – The outcomes and key challenges from focus discussion groups were reported to the Board. – Continued Board support for building a more inclusive culture both within the Company and with stakeholders, as well as raising awareness and understanding of DEI and gender equality across the Company's markets, as part of the Board's overriding aim to drive a culture where differences are valued and everybody is able to thrive. – Continued focus by the Board on supporting and engaging with employees to build on the diverse and inclusive culture across the Group. – Continued focus on the engagement and development of ExCo members, enhancing leadership skills. **READ MORE ON PAGES 30-33 →**
OPERATIONAL PERFORMANCE AND BUSINESS EXCELLENCE	– The Board discussed operational activity, including power uptime, Remote Monitoring System (RMS) roll out, security digitalisation and carbon performance. – The Board considered project delivery, supply chain initiatives, supply chain strategy review and the roll out of tower structure upgrades. – The Board was provided with an update on Business Excellence training across the Group, including the Lean Six Sigma training targets for 2023.	– RMS rollout continues to be effective across the operating companies, bringing long lasting benefits, including fuel and carbon reduction and greater visibility of power consumption. – Continued focus by the Board on operations and engineering activities across the business as a means of driving customer and business excellence and digital inclusion, supporting sustainable value creation through carbon reduction and generating cost savings. – Reduced tower costs, ongoing improvements in the delivery performance of the Group. – 70% of colleagues to be Lean Six Sigma trained by 2026 and enhanced understanding of business process amongst colleagues. – The delivery of projects inextricably linked to talent development. **READ MORE ON PAGES 10, 25-29 →**
BUSINESS DEVELOPMENT	– The Board was updated on the Company's customer strategy, engagement plans and key activities. – The Board considered how industry trends would support future growth.	– The Board was able to contribute to the Company's customer engagement plans, influencing how they drive organic sales through a clear understanding of customer strategies, market specific concerns and operating challenges. – A clear understanding of the impact of technological developments on the Company's business, and how such developments could contribute to revenue growth, opex reduction, diversification and sustainability. **READ MORE ON PAGES 02-63 →**

Stakeholder engagement

Stakeholder consideration and engagement forms an essential part of the Board's discussions and decision-making, with the Board challenging stakeholder engagement with the Executive Directors, ExCo and OpCo senior management. For the most part, the Executive Directors and members of the ExCo carry out engagement activities with the Company's stakeholders, frequently reporting to the Board on outcomes and raising any potential concerns with Board members. The Board reviews engagement methods on an ongoing basis to ensure their continued effectiveness.

The table below highlights the ways in which the Board engages with stakeholders and the reporting that is received by the Board at each meeting. Further information on how the Company engages with its stakeholders can be found on page 06.

Stakeholders	How the board seeks to engage	Reporting to the board
WORKFORCE	– The Executive Directors regularly run town hall meetings, engaging with the wider workforce, providing updates and answering questions on the Company's Sustainable Business Strategy, financial performance and Group diversity initiatives. – Board members carry out operating company visits each year to meet senior management and the wider workforce. – Sally Ashford, Non-Executive Director for Workforce Engagement, and Doreen Akonor, the Group Director, People, Organisation and Development, regularly hold 'Voice of the Employee' sessions with colleagues across the Group.	– Presentation of the results of the Pulse Survey carried out in 2023. – Reports on the discussions, outputs and actions from the 'Voice of the Employee' sessions. – Updates on employee matters from the Group Director, People, Organisation and Development.
CUSTOMERS	– Engagement with customers is carried out through the ExCo and teams in the OpCos.	– Reports from management to the Board on activities carried out with the Group's customers. – Voice of the Customer activities and outcomes are reported to the Board by management.
PARTNERS	– Engagement with partners is carried out through the ExCo and teams in the operating companies.	– Reports from management to the Board on activities carried out with the Group's partners. – Information relating to partner conferences, training and collaboration is reported to the Board by management.
COMMUNITY	– Engagement with communities is carried out through the ExCo and teams in the operating companies.	– Information from management relating to work that is carried out by our operating companies on the ground to support local communities. – Details of the Strategic Community Investment programme are reported to the Board on a regular basis.

Key to stakeholders

- Customers
- Our people and partners
- Communities, economies and the environment
- Investors

Stakeholders	How the board seeks to engage	Reporting to the board
CLIMATE/ENVIRONMENT	– Engagement is carried out by the Sustainability team in conjunction with the OpCos.	– The Chair of the Sustainability Committee, Carole Wainaina, reports to the Board on the committee's activities and discussions in relation to the implementation and progress of the Sustainable Business Strategy and any relevant regulation and legislation on sustainability matters.
INVESTORS	– All Directors, including the Chair, SID and Committee Chairs, are available to answer shareholders' questions at the AGM, and on any significant matters during the year. They are also available year-round for meetings with investors. – Direct engagement with the Company's institutional investors is carried out on a day-to-day basis by the Investor Relations team, with Directors engaging as and when appropriate.	– The Executive Directors and the Head of Investor Relations regularly report to the Board on the outcomes of investor engagement activities carried out throughout the year. These include formal roadshows, conferences, meetings, calls, quarterly results presentations and Q&As. – The Investor Relations Report is a standing item at all Board meetings.

INVESTOR RELATIONS ACTIVITIES DURING THE YEAR

Q1	Q2	Q3	Q4
Meetings with institutional investors: – hosted two non-deal roadshows; – participated in four investor conferences; and – held ad hoc meetings on request.	Meetings with institutional investors: – hosted one non-deal roadshow; – participated in five investor conferences including one ESG-focused; – took part in three fireside chats including one sustainability-targeted; and – held ad hoc meetings on request.	Meetings with institutional investors: – hosted four non-deal roadshows; – participated in two investor conferences; – took part in three fireside chats; and – held ad hoc meetings on request.	Meetings with institutional investors: – participated in one investor conference; and – held ad hoc meetings on request.
In total, met with 92 institutions across 83 investor meetings	**In total, met with 99 institutions across 60 investor meetings**	**In total, met with 132 institutions across 73 investor meetings**	**In total, met with 27 institutions across 23 investor meetings**
Webcast presentations and Q&As for full-year results	**Webcast presentations and Q&As for Q1 results**	**Webcast presentations and Q&As for H1 results**	**Webcast presentations and Q&As for Q3 results**
	Annual General Meeting		

Annual General Meeting

The 2023 AGM was held at 10.00 a.m. on Thursday 27 April 2023 at Linklaters, One Silk Street, London, EC2Y 8HQ as an open meeting, and shareholders were encouraged to attend and vote in person. All resolutions were passed on a poll by the requisite majority. The results of the 2023 AGM can be found at heliostowers.com/investors/shareholder-centre/general-meetings/.

The 2024 AGM will be held at 10.00 a.m. on Thursday 25 April 2024 at Linklaters, One Silk Street, London, EC2Y 8HQ as an open meeting, and shareholders are encouraged to attend and vote in person. The Notice of AGM will be sent to all shareholders as a separate document and will be available at heliostowers.com/investors/shareholder-centre/general-meetings/. The Notice will set out the resolutions to be proposed at the AGM, together with an explanation of each one.

Tax strategy framework

The Group is committed to complying with its statutory obligations in relation to the payment of tax, including full disclosure of all relevant facts to the appropriate tax authorities. Whilst the Board has ultimate responsibility for the Group's tax strategy, the day-to-day management rests with the Group CFO and the Group Head of Tax and Treasury, who reports directly to the Group CFO. Further information on the Group's tax strategy is available on the Company's website at heliostowers.com/investors/corporate-governance/policies/.

Risk management and internal control

The Board has overall responsibility for the Group's risk management and internal controls, and has delegated responsibility for these duties to the Audit Committee. These duties include setting the risk strategy, risk appetite and monitoring risk exposure consistent with the Company's strategic priorities. The Audit Committee regularly reviews the Group's risk management framework and established Group-wide system of risk management and internal controls, enabling management to evaluate and manage the Group's emerging and principal risks and uncertainties. Regular reporting by the Audit Committee to the Board on all these matters ensures the Board is able to consider the effectiveness of the risk management and internal control system, including material financial, operational and compliance (including climate) risks and controls and the appropriate mitigating steps.

The Board confirms that throughout 2023, and up to the date of approval of this Annual Report and Financial Statements, there have been rigorous processes in place to identify, evaluate and manage the emerging and principal risks faced by the Group.

WORKFORCE ENGAGEMENT

Sally Ashford, Non-Executive Director for Workforce Engagement, spent time with the local team in Oman in October 2023, as part of her continuing annual direct engagement with the workforce. Sally met with the local Managing Director (MD), the People, Organisation and Development team, held a working lunch with female colleagues, carried out a focus group with all colleagues and met with the Heads of Department. Discussions centred around being part of the Company's strong culture and an industry that is connecting communities and investing in the infrastructure in Oman, and the challenges faced by colleagues in a new operating company. Sally reported to the Board on the positive discussions, outcomes and also the issues highlighted by the Oman team, such as system automation and people development.

RISK MANAGEMENT REPORT:
PAGES 51–56 →

AUDIT COMMITTEE REPORT:
PAGES 96–101 →

OPERATING COMPANY AND REGULATOR ENGAGEMENT

Sir Sam Jonah visited two of the Company's OpCos, DRC and South Africa, with the Group CEO, Tom Greenwood, during 2023. The Congo Brazzaville management team also met with Sir Samuel and Tom during the DRC visit.

During his visits, Sir Sam spent time meeting the OpCo MDs and Finance Directors. He also took part in an ELT meeting, town hall meetings and roundtable discussions with colleagues, discussing operational priorities, the Company's Sustainable Business Strategy, values and culture.

Site visits were also carried out on each trip and external meetings held with customers, Government departments, the British Ambassador (in DRC), and with Clearwater Capital, a shareholder in the Company's subsidiary company in South Africa.

The Board is made up of a suitable combination of Executive and Non-Executive Directors, as noted on pages 75–76, with the roles of Chair and Chief Executive exercised by separate individuals and the role of Senior Independent Director held by Alison Baker, an independent Non-Executive Director. The distinct roles and responsibilities of all Board members are clearly defined, set out in writing, reviewed and approved each year by the Board.

Division of Responsibilities Statement: www.heliostowers.com/investors/corporate-governance/documents/

Board Biographies can be found on pages 75–76 →

Biographies of the ExCo: www.heliostowers.com/who-we-are/leadership/executive-leadership-team/

ROLES AND RESPONSIBILITIES

CHAIR

The Chair leads the Board and is responsible for its overall effectiveness. He ensures the Board is forward thinking and has an emphasis on strategy, performance, value, culture, stakeholders and accountability. He promotes a culture of openness and debate, and fosters relationships between the Non-Executive Directors and the ExCo. The Chair ensures the Board determines the nature and extent of significant risks that the Company is willing to accept. He also ensures effective communication and engagement by the Group with its stakeholders.

DEPUTY CHAIR

The Deputy Chair maintains a close dialogue with the Chair and the Executive Directors, supporting the implementation of the Company's Sustainable Business Strategy. The Deputy Chair also supports and deputises for the Chair as required, and promotes a culture of openness and debate, ensuring high standards of business conduct, representing the Company to, and liaising with, stakeholders as appropriate and ensuring all Directors are aware of their duties.

SENIOR INDEPENDENT DIRECTOR

The Senior Independent Director (SID) acts as a sounding board for the Chair and serves as an intermediary for the other Directors. The SID leads the process for evaluating the performance of the Chair, meets with the Non-Executive Directors without the Chair present and acts as an additional contact for shareholders.

EXECUTIVE DIRECTORS

Group Chief Executive Officer (Group CEO):
The Group CEO manages the Group on a day-to-day basis and develops and proposes Group strategy, annual budgets, business plans and commercial objectives to the Board. He leads and monitors the ExCo in the day-to-day management of the Group. He also identifies and executes acquisitions and disposals, examines all business investments and major capital expenditure proposed by the Group, and makes recommendations to the Board.

Group Chief Financial Officer (Group CFO):
The Group CFO develops and executes the Group strategy along with the ExCo, and develops and leads the Finance function. He also develops and maintains systems of financial internal control and manages the organic and inorganic growth of the Group. He engages with the global investor and analyst communities and manages the Company's capital resources to enable expansion and M&A. The IT, Investor Relations and Sustainability functions all report into the Group CFO.

NON-EXECUTIVE DIRECTORS

The Non-Executive Directors provide independent views, judgement, constructive challenge and specialist advice at Board and Committee meetings, and to the ExCo. They oversee the delivery, and scrutinise the achievement of the Group's strategy and satisfy themselves of the integrity of financial information, and the robustness of internal controls and risk management systems. The Non-Executive Director for Workforce Engagement engages with employees across the Group, holding 'Voice of the Employee' sessions and providing feedback to the Board.

COMPANY SECRETARY

The Company Secretary provides advice and support in relation to legal and corporate governance matters to the Board, its Committees, and to the Chair and Directors individually. He ensures the Board has access to Board and Committee papers (via a secure online portal) and the Company's policies and procedures, and receives information in a timely manner to enable Directors to function efficiently and effectively. He also facilitates inductions for new Directors and coordinates the Board evaluation process in conjunction with the Chair and the Nomination Committee. The Company Secretary also ensures Directors have access to independent professional advice to carry out their duties at the expense of the Company, if they believe it is necessary.

Board and Committee attendance

Directors' attendance at scheduled Board and Committee meetings during 2023 is set out below. Non-attendance at Board or Committee meetings reflects a Director's pre-existing commitment or illness. Some Directors also attended Committee meetings as invitees during the year. In addition, and not reflected in the table below, a number of meetings of a sub-Committee of the Board were held during the year to discuss and approve time-critical matters such as the Refinancing Project and the 2023 Group budget.

Director	Board (6)	Audit Committee (6)	Nomination Committee (3)	Remuneration Committee (6)	Sustainability Committee (2)	Technology Committee (2)
Sir Samuel Jonah	6		3	6		
Tom Greenwood	6				2	2
Manjit Dhillon	6				2	2
Magnus Mandersson	6	6	3			2
Alison Baker	6	6		6		
Richard Byrne	6	6		6		2
Helis Zulijani-Boye	6					2
Temitope Lawani	4		3			
Sally Ashford	6		3	6	2	
Carole Wamuyu Wainaina	6	4	3		2	

Shareholders' Agreement

Shortly before the Company's Admission in 2019, certain founders and early investors (the Principal Shareholders) entered into a Shareholders' Agreement with the Company, which included specific governance rights. Quantum Strategic Partners Ltd has the right to appoint a Director to the Board for such time as it and its associates are entitled to exercise or control 10% or more of the voting rights in the Company. Quantum Strategic Partners Ltd has taken up this right. Lath Holdings Ltd enjoyed the same right until 30 June 2021, when its shareholding fell below 10%. Notwithstanding that, the Board invited the Lath Director, Temitope Lawani, to remain on the Board in view of the skills and experience that he brings, and he agreed to do so. In view of this, Temitope is no longer considered a shareholder-appointed Non-Executive Director.

Managing conflicts of interest

A clear and formal process is in place for the Board to authorise and approve any potential conflicts of interest, in accordance with the Company's Articles of Association. As part of this process, the Directors first make the Chair and Company Secretary aware of any new external interests or appointments and any actual or perceived conflicts of interest. This is reported to the whole Board, who then considers each interest, appointment, or conflict on its own merit in conjunction with any existing external interest, appointment or conflict of interest, ensuring the Director's independent judgement is not compromised. The Company Secretary ensures the decision and approval are clearly recorded in the minutes of the meeting, and retains a record of all external interests and potential conflicts of interest for both the Board and the ExCo.

Directors' time commitments and external appointments

As part of the process to appoint a new Director to the Board, the Nomination Committee takes into account any significant commitments or other demands on a Director's time and an indication of the time involved, which are disclosed to the whole Board. On appointment to the Board, the average time commitment of each Director is clearly set out in their letter of appointment, with all Directors expected to devote sufficient additional time as may be required to fulfil their roles.

Directors have external interests as noted on pages 75–76. The number and nature of these are closely monitored as part of the conflicts of interest procedure explained above, ensuring that any additional external appointments do not adversely impact a Director's time commitment to their role with the Company, or breach the over-boarding limit endorsed by the proxy advisory firms. The Board believes that other commitments held by the Directors enhance the capability, skills and knowledge of the Board and is satisfied with the number of external directorships held by each of the Directors.

Directors' Independence

In accordance with the requirements of the Code, Director independence is assessed on an annual basis and following careful consideration by the Nomination Committee (as noted on page 89) and the Board during 2023, the Chair, who was independent on appointment, is deemed by the Company to continue to be independent, and five Non-Executive Directors (Magnus Mandersson, Alison Baker, Richard Byrne, Sally Ashford and Carole Wainaina) are also considered by the Company to be independent. In addition, there are two non-independent Non-Executive Directors, Temitope Lawani and Helis Zulijani-Boye.

Helis Zulijani-Boye was appointed in March 2022 under the Shareholders' Agreement as a representative Director nominated by Quantum Strategic Partners Ltd. Helis Zulijani-Boye remains the nominated representative Director of Quantum Strategic Partners Ltd, notwithstanding that she has now left Quantum Strategic Partners Ltd. Temitope Lawani is no longer a representative Director, as Lath Holdings Ltd's shareholding fell below 10% in 2021, and remains on the Board as a non-independent Non-Executive Director. Details of the Shareholders' Agreement can be found opposite.

Following careful consideration, the Nomination Committee and the Board continue to regard Richard Byrne as independent, notwithstanding his membership as a Director of the Board since 2010, and consider his continued membership of the Board is in the best interests of the Company. The Board is satisfied that Richard continues to demonstrate independence in carrying out his role as a Non-Executive Director and Chair of the Remuneration Committee. The Board considers that he continues to be independent in his character and perspective, and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his judgement.

SIR SAMUEL JONAH KBE, OSG
CHAIR, NOMINATION COMMITTEE

Committee membership and attendance

Member	Attendance (of 3)
Sir Samuel Jonah, KBE, OSG (Chair)	3
Magnus Mandersson	3
Temitope Lawani	3
Sally Ashford	3
Carole Wamuyu Wainaina	3

Women on the Board %

40

2022: 40

Directors from ethnically diverse backgrounds %

40

2022: 40

Dear Shareholder, I am pleased to present the report of the Nomination Committee (the Committee) for the year ended 31 December 2023, which sets out the activities of the Committee during the year and its key responsibilities.

Role of the Committee

The role of the Committee is to:

- regularly review the structure, size and composition of the Board and its committees, ensuring the right balance of skills, experience and knowledge for the future needs of the Group, and identify and nominate candidates for Board approval to fill Board vacancies;
- ensure plans are in place for the orderly succession to the Board and senior management positions, and oversee the development of a diverse pipeline for succession;
- oversee the annual evaluation of the performance of the Board, its committees and individual Directors; and
- consider and review the Company's policy on diversity and progress against that policy, and work with the People, Organisation and Development team to set and meet diversity objectives and strategies.

The Committee's terms of reference, which were reviewed and approved by the Board in December 2023, can be found at heliostowers.com/investors/corporate-governance/documents/.

Key activities during 2023

The Committee met three times in 2023, to consider and, where appropriate, approve the following key matters:

- Non-Executive Director independence assessment;
- re-election of Directors;
- Board gender diversity;
- Board succession planning;
- 2023 Internal Board evaluation; and
- approval of the Nomination Committee Report for the 2022 Annual Report and Financial Statements.

Independence

The Committee reviewed the composition of the Board and carried out an assessment of the independence of the Chair and each of the Non-Executive Directors in accordance with the Code during 2023. It concluded that Sir Samuel Jonah, Magnus Mandersson, Alison Baker, Richard Byrne, Sally Ashford and Carole Wainaina each remained independent and that Temitope Lawani and Helis Zulijani-Boye were non-independent due to their appointments under the Shareholders' Agreement, noted on page 88. The independence of Richard Byrne and the non-independence of Temitope Lawani and Helis Zulijani-Boye are explained in detail on page 88.

Annual Re-election

The Committee considered and put forward each Director for re-election at the 2023 AGM, in accordance with the Company's Articles of Association and the Committee's Terms of Reference. The Committee provides Non-Executive Directors with letters of appointment on joining the Board and these are available for shareholders to view at the Company's registered office, and before and after the AGM.

Training and induction

Following their appointment to the Board, the Committee ensures that all Non-Executive Directors receive a formal, tailored and comprehensive induction, including one-to-one meetings with the Chair, Group CEO and Group CFO, Non-Executive Directors and Company Secretary. Meetings are also arranged with the ExCo to gain an insight and understanding of the broader business. OpCo visits are encouraged and carried out wherever possible, often in conjunction with other Board or ExCo members.

Each year, training on recent and relevant topics is provided to all Board members by the Company's external advisers, and additional training needs are recognised and addressed as appropriate during the year. Board members are aware that it is essential that their skills and knowledge are kept up to date, and that they retain an awareness of recent and upcoming developments on matters that are relevant to the Company and individual Directors. During the year, Board members received training on corporate governance and reporting reforms, anti-bribery and corruption and geo-political awareness, as noted on page 81.

Diversity, equity and inclusion

The Board and the Committee remain committed to promoting diversity throughout the Group as a core element of the Company's Sustainable Business Strategy. A review of the Company's Group-wide Diversity, Equity and Inclusion Policy (DEI Policy) was carried out by the Group Director, People, Organisation and Development. This was then reviewed and approved by both the Committee and the Board during the year. The DEI Policy applies to the Board, each of its committees and the Group as a whole and includes all aspects of diversity and colleague equity and inclusion. The Committee is committed to working alongside the ExCo to ensure the Company has a Group-wide DEI Policy which enables it to attract, recruit, and retain diverse talent at both the Board and ExCo level, as well as across the Group. In addition, the Committee recognises that the continued success of the Company and its Sustainable Business Strategy depends on the recruitment of the best people based purely on merit, producing a diversely talented workforce. The Committee will continue to keep the DEI Policy, its objectives and implementation, under review.

The Committee recognises that the commitment and cooperation of all colleagues, including the Board, is required to encourage a diverse, equitable and inclusive environment. The Committee works with the ExCo to promote the DEI Policy across the Group, helping to drive stronger business performance, better decision-making, greater value creation for the Company's stakeholders and a culture where all colleagues feel valued, respected, supported and encouraged to succeed. Although the Company operates in a challenging sector in relation to gender diversity, the Board and Committee continue to support building a gender-diverse workforce, where the safety and security of all colleagues is paramount. The Board and the Committee actively encourage attracting and retaining the best female talent and creating an environment where women can thrive and build long-term careers with the Company.

During 2023, the Committee held discussions on the Board's diversity. The Board is proud to have a female Director in one of the senior Board positions (Chair, CEO, SID or CFO) following the role changes outlined on page 73 and female representation on the Board is at 40% as at 31 December 2023. Ethnicity of the Board was also at 40% at 31 December 2023, with four Directors from non-white ethnic groups. This composition complies with the FCA's Listing Rules requirements, FTSE Women Leaders Review recommendations and the Parker Review ethnicity target.

The Board is mindful of the Parker Review request for companies to set an ethnicity target for senior management and for that target to be achieved by December 2027. The Company takes great pride in the level of ethnic diversity it has achieved across senior management and will review its senior management ethnicity target during 2024, before formally confirming a target for December 2027 in the next Parker Review survey in 2024.

The Committee and the Board will continue to consider these targets and requirements as part of the Company's succession planning process.

On 26 January 2024, the Company announced that Magnus Mandersson will not seek re-election as a Director of the Company and will formally step down at the close of the AGM on 25 April 2024. The Committee has begun the process to appoint a new Non-Executive Director.

There have been no further changes to the Board between 31 December 2023 and the date of this report that would affect the Company's ability to meet one or more of the above targets.

The Committee will continue to keep gender and ethnicity under constant review alongside the assessment of the composition of the Board. Information relating to the Company's diverse workforce can be found on pages 30-33. The numerical data required by the FCA's Listing Rules and Board diversity data can be found on pages 92–93.

Succession planning and Board appointments

The Committee and the Board are committed to ensuring succession planning is in place for both the Board and senior management, and that colleagues have a personal development plan in place, which aligns with the Company's Sustainable Business Strategy. The Group Director, People, Organisation and Development regularly updates both the Committee and the Board on succession plans that are in place for the immediate, medium and long term and any changes to those plans in relation to the Board and the ExCo. As noted on page 81, the Board is kept up to date as part of the CEO Report on people development activities. People development is an area of focus for both the Board and the Committee which actively encourages and supports the development of talent both at Group and operating company level through leadership and executive training and development and skill-specific training.

One of the Committee's responsibilities is to review the structure, size and composition of the Board, including the skills, experience and diversity, tenure and independence of Directors. During 2023, the Committee carried out this review and in-depth discussions on the Board's skills and experience on a three to five-year basis, to ensure it has the right mix to support the Executive Directors and the ExCo in the implementation of the Company's Sustainable Business Strategy and the Company's future strategic direction.

A formal and rigorous process is carried out by the Committee for all Board appointments, with the Committee recommending any new Director to the Board for approval when it is appropriate to do so, taking into consideration succession plans, skills, experience, knowledge and diversity in all forms. No new appointments were made during 2023.

In February 2024, the Committee carried out an in depth review of the skills, knowledge and experience currently held by Board members, and in light of Magnus Mandersson's decision to step down from the Board, has begun the process to find a new Non-Executive Director. Further detail on the process will be provided in the Nomination Committee Report to the 2024 Annual Report and Financial Statements.

Information on the Board's diversity, skills, experience and tenure can be found on pages 92-93.

Board evaluation

In accordance with the requirements of the Code, the Company completed its three-year cycle of board evaluations, with its first external evaluation completed in 2022. Consequently, the first internal evaluation of a new three-year cycle was completed in 2023, with a second internal evaluation and external evaluation expected in 2024 and 2025 respectively. The Committee is responsible for the completion of formal evaluations of the Board, its Committees and its Non-Executive Directors each year, and as such, approved the process for the 2023 internal evaluation.

The Committee believes the evaluation process, whether it is carried out internally or by an independent external consultancy, provides an opportunity for the Board and its Committees to gain meaningful insight into their performance, composition and effectiveness, with the annual performance evaluation of each of the Non-Executive Directors demonstrating their contribution to decision-making at Board and Committee meetings.

Actions taken in 2023 following the 2022 external evaluation

The following actions were taken during 2023 in relation to the outcomes of the 2022 external evaluation:

Issues identified	Actions taken
Resetting Board agendas, moving from an operational to a more strategic focus which is forward looking and allows the Board to focus on the key drivers of the Company's success.	A review of the Board calendar and meeting agendas was undertaken, with agendas reordered and focus areas and priorities for 2023 discussed, agreed and reflected in Board agendas as appropriate.
Restructuring Board papers to ensure they address the core questions the Board need to consider.	Board papers were reviewed and a new approach was agreed with the Executive Directors, with the Company Secretary working closely with ExCo members to ensure appropriate information was included in the CEO and CFO Reports to the Board, helping to bring greater focus to Board discussions.
Continue to develop the sustainability agenda to balance the short, medium and long-term objectives of the sustainability strategy.	The introduction of a Sustainability Committee, to ensure greater visibility and monitoring of the milestones to achieve the Company's carbon reduction commitments, and consideration of the Company's impact on the environment and communities where it operates.

2023 internal evaluation

The Committee considered the 2022 external evaluation process and subject matters, and determined that the 2023 internal evaluation would focus on the effectiveness of both the Board and its Committees and performance evaluations of both the Chair and the Non-Executive Directors. The Committee approved the internal evaluation process and questionnaires, which were provided by the Company Secretary. No external independent consultancy was engaged to carry out the 2023 internal evaluation.

Each Director completed questionnaires relevant to the Board and the Committees on which they served during the year. The Company Secretary held meetings with the Chair and Non-Executive Directors individually to obtain additional feedback. A meeting was then held between the SID and the Company Secretary to provide anonymous feedback on the performance of the Chair, with the SID meeting with the Chair to discuss his performance.

Following completion of the questionnaires and individual meetings, the Company Secretary collated the results and shared these with the Chair. A detailed report covering performance outcomes, strengths and potential actions, was presented by the Chair and discussed with the Board at its December meeting. The outcomes will be implemented during 2024.

Findings

The overall view of the Board was positive with all Directors agreeing that the Board continues to work effectively, with no areas of concern raised, and that it adequately covers topics including the Company's culture, behaviours, communities and the environment. Directors also acknowledged that discussions were now more focused on strategic rather than operational matters, with good participation from all Board members.

Outcomes

Whilst the Directors acknowledged that the Board and its Committees remain effective and work well, the following improvement areas were identified, as areas that would further enhance effectiveness:

Board

- An increased focus on strategic matters.
- Provide further detail on people, organisation and development related topics, such as succession planning and employee diversity.
- Introduce measures to ensure the active engagement of those attending meetings virtually.
- Continue to evolve Board papers to ensure a more focused, strategic and concise approach.

Committees

- More concise approach to Audit Committee papers.
- Arrange bespoke training for Committee members on non-financial reporting and sustainability frameworks and rules.
- Undertake a deep dive on Board composition and succession planning.

The outcomes and actions noted above will be implemented and will form part of the discussions on Board composition to be held by the Committee during 2024. In addition, a number of quick wins were identified, which were immediately implemented, covering further enhancements to Board and Committee papers, organising a joint working session of the Audit and Sustainability Committees and additional geo-political analysis in Board meetings.

INTERNAL EVALUATION PROCESS 2023

September

- The Company Secretary prepared the evaluation process and Board and Committee questionnaires.

October

- The Committee approved the process and questionnaires, which were distributed to each of the Directors by the Company Secretary.
- The Directors completed their questionnaires, providing them to the Company Secretary.

End of October–mid-November

- The Company Secretary held meetings with the Chair and each of the Non-Executive Directors.
- The Company Secretary met with the SID to provide feedback on the performance of the Chair.
- The SID met with the Chair to discuss his performance.

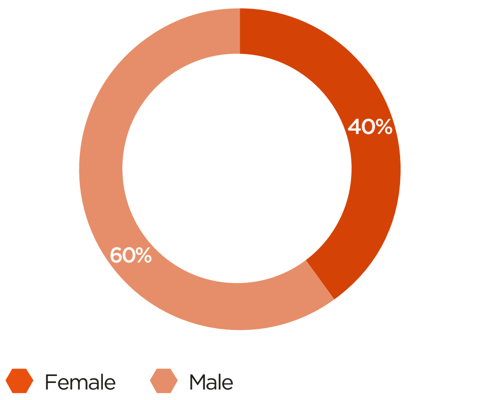
December

- The Chair presented the results of the internal evaluation to the Board, which were discussed at length. Improvement actions were agreed for implementation in 2024.

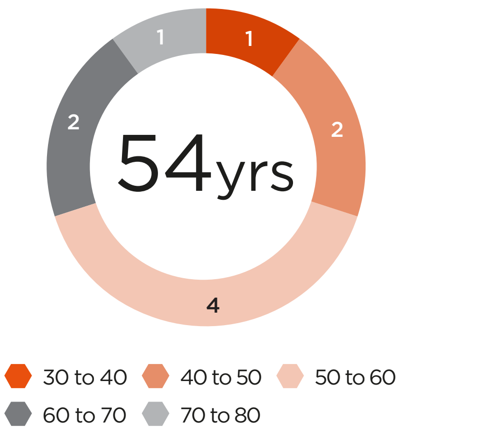
I look forward to discussing the Committee's role and activities with shareholders at the 2024 AGM.

Sir Samuel Jonah KBE, OSG
Chair, Nomination Committee
13 March 2024

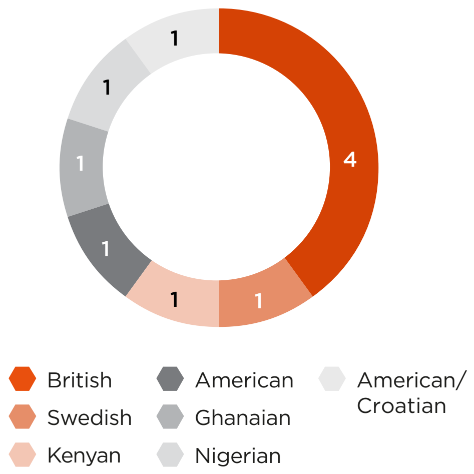
Gender of the Board



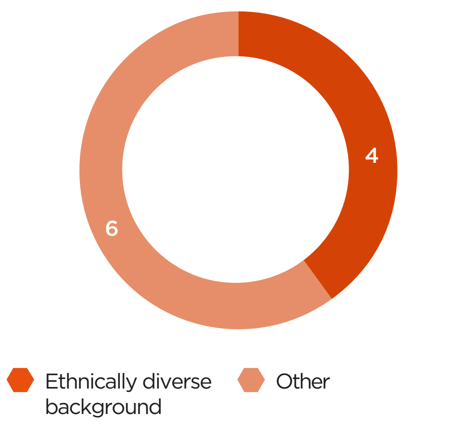
Average age of Directors



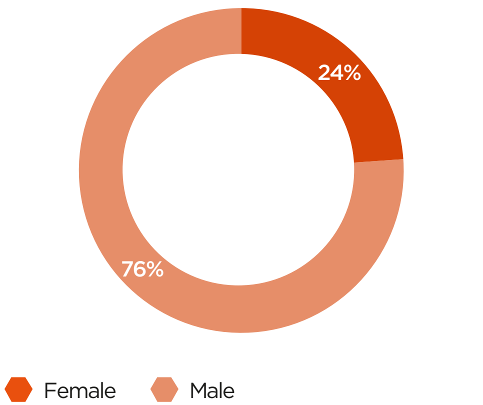
Directors' nationalities



Directors' ethnicity

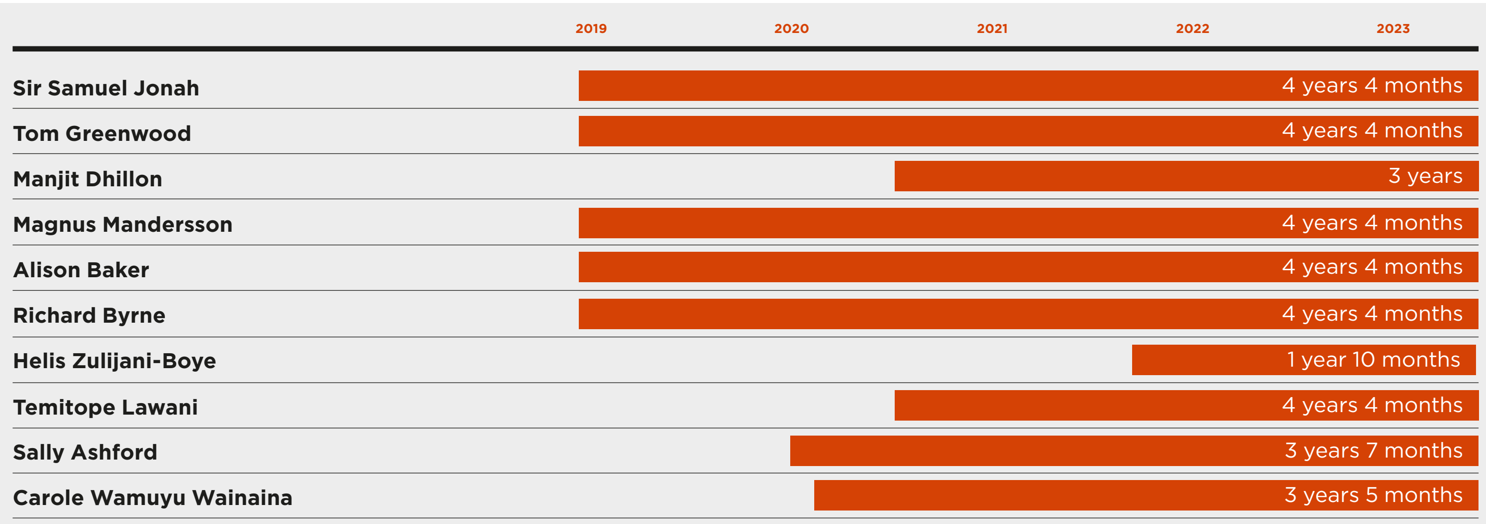


Gender of senior management and direct reports[1]



1 The definition of senior management and direct reports in this instance relates to the Code.

Directors' tenure



Board skills and experience
(number of Directors)

The Company is disclosing the numerical data below in accordance with LR 9.8.6R(10) and 14.3.33R(2) as at 31 December 2023. The Company has collated this data through established internal people, organisation and development processes.

Gender:

	Number of Board members[1]	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number of Executive Management[1,2]	Percentage of Executive Management
Men	6	60%	3	8	73%
Women	4	40%	1	3	27%

Ethnicity:

	Number of Board members[1]	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number of Executive Management[1,2]	Percentage of Executive Management
White British or other white	6	60%	2	6	55%
Asian/Asian British	1	10%	1	1	9%
Black/African/Caribbean/Black British	3	30%	1	2	18%
Mixed or Multiple or other ethnic group	–	–	–	2	18%

1 The Group CEO and Group CFO are included in both the Board and Executive Management figures.
2 Executive Management refers to the ExCo members as at 31 December 2023. ExCo members as at 1 January 2024 are noted on page 77.

CAROLE WAMUYU WAINAINA
CHAIR, SUSTAINABILITY COMMITTEE

Committee membership and attendance

Member[1]	Attendance (of 2)
Carole Wainaina	2
Sally Ashford	2
Tom Greenwood	2
Manjit Dhillon	2

1 The Group Head of Sustainability is also a member of the Committee.

Dear Shareholder, I am pleased to present the report of the Sustainability Committee (the Committee) for the year ended 31 December 2023, which sets out the role of the Committee and its activities during its first year of operation.

Role of the Committee

The role of the Committee includes:

- driving the sustainability agenda across the Group to ensure alignment with the Company's Sustainable Business Strategy;
- monitoring the implementation of the Group's policies and standards in relation to sustainability matters, and the Group's engagement with its stakeholders on sustainable business matters;
- providing oversight of best practice and ongoing awareness of trends and regulatory developments in corporate sustainability, as they apply to the Group;
- providing information, advice and/or recommendations on sustainable business matters as relevant, to support the Board, Audit, Nomination, Remuneration and Technology Committees; and
- reviewing the appropriateness and adequacy of non-financial disclosures in the Company's Annual Report and Financial Statements in relation to the Company's Sustainable Business Strategy.

The Committee's terms of reference, which were approved by the Committee at its inaugural meeting, and subsequently reviewed and approved by the Board in July 2023, can be found at heliostowers.com/investors/corporate-governance/documents/.

In 2023, the Board delegated the ongoing monitoring of the implementation of sustainability matters to the newly formed Sustainability Committee, to work closely with management to drive the continued success of the Company's Sustainable Business Strategy across the Group and to ensure the Company's compliance with evolving regulations. The Board however retains overall responsibility for the Sustainable Business Strategy and sustainability in general. As Committee Chair, I report the Committee's activities, discussions and outcomes to the Board following each meeting.

Key activities during 2023

The Committee met twice during 2023 to consider and, where appropriate, approve the following key matters:

- progress on, and reporting of, the Sustainable Business Strategy KPIs, data assurance, climate action targets, fuel management and carbon emissions targets;
- monitoring compliance with TCFD disclosures and the Company's carbon reduction programme;
- sustainability related regulatory updates, reporting standards (both financial and non-financial) and potential and future regulations, including TCFD and climate-related financial disclosures (CFD);
- sustainability benchmarking; and
- 2024 priorities and key sustainability issues, such as TCFD, climate risk and community investment.

At its first meeting, the Committee considered its scope in detail and how it will work collaboratively with other Board committees – in particular, the Audit Committee – to review and report on the Company's TCFD and non-financial disclosures. In relation to its wider scope, the Committee discussed the correlation between material sustainability issues and the Company's principal risks, and the impact and assessment of both from an economic, societal and environmental point of view. The Committee and the Audit Committee have collectively discussed the non-financial sustainability-related disclosures in this Annual Report and Financial Statements on page 21.

The Committee was kept up to date by the Group CFO and Group Head of Sustainability, and considered in detail any changes in sustainability-related regulations that may affect the Company and its operations. The Company's compliance with TCFD and CFD regulations was a particular focus point for the Committee's discussions in 2023.

During the year, the Committee discussed the progress of the Company's Sustainable Business Strategy and the sustainability KPIs from both a Group and OpCo perspective. Further information on KPIs can be found on page 21.

In addition, the Committee also focused its discussions on the climate risk register and the physical risk analysis undertaken by the Company, which conducts quantitative modelling for material climate risks in each of the Company's markets. The Committee received a demonstration from management of the effects of the climate modelling across different markets. Further detail on climate-related risks and qualitative modelling is described on pages 51-62.

I look forward to meeting shareholders and discussing the Committee's activities at the 2024 AGM.

Carole Wamuyu Wainaina
Chair, Sustainability Committee
13 March 2024

MAGNUS MANDERSSON
CHAIR, TECHNOLOGY COMMITTEE

Committee membership and attendance

Member[1]	Attendance (of 2)
Magnus Mandersson	2
Richard Byrne	2
Helis Zulijani-Boye	2
Tom Greenwood	2
Manjit Dhillon	2

1 Members of the ExCo, Sainesh Vallabh and Lara Coady and the Director of Digital Network Solutions are also members of the Committee.

Dear Shareholder, I am pleased to present the report of the Technology Committee (the Committee) for the year ended 31 December 2023, which sets out the role of the Committee and its activities during 2023.

Role of the Committee

The role of the Committee includes:

- monitoring and evaluating power technology evolution;
- assessing how industry trends, developments and innovations in technology may impact the Company;
- ensuring that the new product portfolio is aligned to the Company's strategy and customer requirements;
- providing recommendations to the Board with respect to technology related strategies, projects and investments that require Board approval; and
- providing assurance on the identification and management of key technology risks, and that business value is being delivered through the implementation of major technology change initiatives or new products.

The Committee's terms of reference, which were reviewed and approved by the Board in December 2023, can be found at heliostowers.com/investors/corporate-governance/documents/.

Key activities during 2023

The Committee met twice during 2023 to consider and, where appropriate, approve the following key matters:

- new product development activity, such as outdoor distributed antenna system (oDAS) and in-building solutions (IBS), antennas, edge data centres and low Earth orbit (LEO) satellites;
- GIS and the development of this technology;
- potential solar and wind technology solutions and the impact of weather conditions in the Company's markets;
- potential fuel alternatives to replace diesel and the potential impact on the Company's carbon emissions;
- the implementation of artificial intelligence (AI) and the impact of the AI market generally; and
- technology engagement activities.

The Committee focused its discussions at each meeting on two principal subjects encompassing the Committee's key responsibilities, namely digital network solutions and power technology, also with climate targets and carbon reduction at the forefront of the Committee's considerations. The Group IT Director provided an overview of the AI market and activities by the Company to adapt for the implementation of AI, including the challenges faced by businesses and the regulatory environment.

During the year, the Director of Digital Network Solutions led the Committee's discussions around the development of various digital solutions, the differing demands of MNOs and the progressive movement towards 4G and 5G rollout in the Company's markets. Site selection across dense urban, urban and rural settings and the differing tower solutions were explained in detail, with consideration given by the Committee to IBS, antennas, oDAS, edge data centres and LEO satellites.

The Director of Operations and Engineering led the Committee's discussions around power technology, in particular potential solar site rollout and solar offerings. The challenges of solar installation and usage, and carbon reduction across the Company's markets, were covered in detail with solutions for different markets and return on investment a particular focus.

Wind technology and the impact of wind conditions across the Company's markets were covered by the Committee, including wind installations in Tanzania and wind turbine manufacturers. Discussions also covered the level of energy production provided by wind technology and the impact weather conditions have on the amount of energy provided by the grid in markets such as Tanzania, Madagascar and Malawi.

The Committee discussed the use and potential impact of biofuels on the Company's carbon emissions, the biofuel supplier network across Africa and the Middle East and the performance levels and costs of biofuels.

I look forward to meeting shareholders and discussing the Committee's activities at the 2024 AGM.

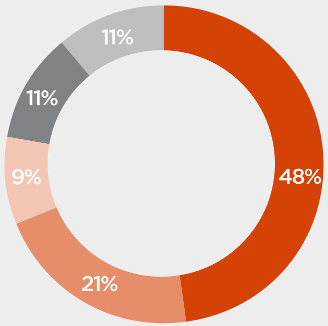
Magnus Mandersson
Chair, Technology Committee
13 March 2024

ALISON BAKER
CHAIR, AUDIT COMMITTEE

Committee membership and attendance

Member	Attendance (of 6)
Alison Baker	6
Magnus Mandersson	6
Richard Byrne	6
Carole Wamuyu Wainaina	4

Where we spent our time in 2023



Dear Shareholder, I am pleased to present our Audit Committee (the Committee) report for the year ended 31 December 2023.

Role of the Committee

The role of the Committee is to:

- provide effective governance and monitor the integrity of the Group's financial statements and any formal announcement relating to the financial performance;
- review significant financial reporting judgements, issues and estimates and confirm whether, taken as a whole, the Annual Report and Financial Statements is fair, balanced and understandable;
- review the performance of both the Internal Audit function and the external auditor; and
- oversee the Group's internal control systems, business risks and related compliance activities.

The Committee's terms of reference, which were updated in July 2023 to take into account the FRC's Guidance on Audit Committees and the External Audit: Minimum Standard document, can be found at heliostowers.com/investors/corporate-governance/documents/.

As the Group has continued to mature, the Committee has maintained its focus on the continuous improvement of the Company's internal control environment, monitoring compliance and continuing to navigate the challenging macroeconomic environment.

The Committee reports to the Board with its assessment of the effectiveness of governance in financial reporting, internal control and assurance processes, and on the procedures in place to identify and manage risk.

This report provides an overview of how the Committee operated, an insight into the Committee's activities and its role in ensuring the integrity of the Group's published financial information, and ensuring the effectiveness of its risk management controls and related processes.

In addition to the scheduled Committee meetings, I have met regularly with the Group CFO, Head of Internal Audit and the external audit partner to discuss their reports and any relevant issues. I have also visited the team in Madagascar to further understand the progress made in integrating this new market.

I also met with the local audit partner to understand their quality procedures and assessment of local risks and compliance processes.

Committee membership

In compliance with the Code, the Committee is composed exclusively of Non-Executive Directors, and each member is considered to be independent by the Company. Members' independence is explained on page 88. The Chair of the Company, Sir Sam Jonah is not a member of the Committee. There have been no changes to the membership of the Committee during the year.

The Committee has operated using a hybrid meeting format, combining meeting in person and video conferencing. Details of the members and attendance at each of the scheduled meetings is shown in the table opposite and the biographies and qualifications of the members are shown on pages 75-76.

The Board is satisfied that I have recent and relevant financial experience to chair the Committee. I am a Chartered Accountant and chair audit committees of other listed companies, and am recognised by the Board as being well qualified to undertake this role effectively.

I would like to thank my fellow Committee members Magnus Mandersson, Richard Byrne and Carole Wainaina, whose insightful contributions have enabled the Committee to perform its duties effectively. Their performance is reviewed on an annual basis as described on pages 90-91.

Various officers and senior leaders of the Company attend Committee meetings by invitation. These include the Chair, Group CEO, Group CFO, Group Finance Director & Financial Controller, General Counsel & Company Secretary, Group Head of Compliance and representatives from the external audit team.

After each meeting I, as the Chair of the Committee, report to the Board on the business undertaken.

Audit Committee effectiveness

The internal Board evaluation carried out in 2023 included specific feedback on the effectiveness of the Committee. Overall, the Committee was deemed to be functioning well and was effectively chaired. In conjunction with the Board and management, our primary area of focus for the coming year is the adoption of new requirements following the publication of the new Corporate Governance Code and continuing to mature the risk management and Internal Audit functions as the organisation continues to grow. We are also seeking to create more concise reporting to the Committee.

Detailed information regarding the 2023 internal evaluation of the Board and its committees, the process and outcomes can be found on pages 90–91.

Committee activity in 2023

In planning its own agenda and reviewing the audit plans of the internal and external auditor, the Committee takes account of significant issues and risks, both operational and financial, that may have an impact on the Group's Financial Statements and/or the execution and delivery of its strategy. The Committee requested management to provide a number of in-depth reviews as part of the meeting agenda. These reviews and other Committee activities in 2023 are summarised opposite. Following these reviews, action items were agreed, and progress against each item is being tracked and reviewed by the Committee.

INTERNAL CONTROLS, INCLUDING CONTINUING OBLIGATIONS COMPLIANCE UNDER FPPP

At each audit committee meeting we have a standing agenda item to review internal controls reporting, including the dashboard described below. We continue to mature the control environment and the committee discuss enhancements which are presented by management; for example at our most recent audit committee meeting we reviewed the proposed monthly declaration to be completed by Opco senior management. We also consider annually our FPPP procedures to ensure that this is up to date in compliance with our continuing obligations.

Controls dashboard

The Group operate controls in key processes on a monthly basis. Over the past year software has been implemented to help with the preparation and monitoring of key reconciliations within the financial statement close process. These are reviewed by management at both an operating company and Group level. The Committee receives updates at each of their meetings regarding the control environment and operating effectiveness, including any follow up actions or plans to enhance controls.

Example Dashboard:

December 2023

	Group	East and West Africa			MENA	Central and South Africa				
Process	**HoldCo**	**TZ**	**MW**	**SN**	**OM**	**DRC**	**GH**	**SA**	**CB**	**MG**
P2P				1		1	1		1	
Fin Reporting	2				2			2		
Inventories										
Fixed Assets			3		3	3				
Revenue										
Taxation										
IT										

Key

No control weaknesses · Minor process improvements required

Material process improvements required

Subject of review	Details of committee activity
Business process reviews, carried out in conjunction with Internal Audit	End-to-end process reviews, including process maps, risk and key control matrices and any internal audit findings and remediation activities. These were undertaken by the Group process and control owner: – site acquisitions and estate management; – fuel management process; – site security; – new Markets controls framework; – project delivery; – supplier IT processes and cyber security; and – UK Corporate Governance Reform.
Ongoing quarterly updates	Each quarter, the Committee reviews management papers covering the following key areas: – accounting judgements and estimates, including regulatory updates; – free rent, accrued revenue, receivables and deferred income; – tax risk management and reporting; – treasury management; – litigation update; – going concern assessment; – internal controls, including continuing obligations compliance under FPPP and Compliance Scorecard reports from each OpCo; – Internal Audit, including progress of the 2023 Internal Audit Plan; – compliance update, including whistleblower report and fraud risk management; and – risk management and disclosure, including emerging risk considerations.
IT update	Updates from the Group IT Director in relation to the overall IT strategy, in particular systems architecture and cyber risk.
Cyber security	Cyber security and information security, including user security, supplier security and cyber defence, network authentication and business continuity management from the Group IT Director.
Climate risk and TCFD plan	The Committee reviewed the Company's climate-related risk reporting, gained an understanding of sources and reliability of non-financial data and an understanding of the plans for meeting compliance with TCFD reporting and any other climate-related considerations as described on pages 57-62. The Committee works collaboratively with the Sustainability Committee to review TCFD and non-financial disclosures.

Accounting and financial reporting matters

The table below includes the key matters considered by the Committee during the financial year ended 31 December 2023, with support and challenge from the external auditor.

Key matters	Action taken by management	Action taken by the Committee	Response to challenge by auditor
Taxation	Due to the evolving nature of tax legislation and its application in our operating countries, management is required to make judgements and estimates in relation to tax risks, the outcomes of which can be less predictable than in other jurisdictions. Third-party experts are utilised in each market to advise on the likelihood of a range of outcomes. Management considers each tax case on an individual basis and makes an assessment of the probability of an outflow of cash arising and making provision or disclosure of such amounts according to IAS 37.	The Committee considered papers from management on the material tax cases. After receiving input from the Group CFO on the latest position with regards to ongoing matters, it concluded that the Group's tax position had been appropriately accounted for and that there was adequate disclosure in relation to the key known uncertain matters as set out in Note 10 to the Financial Statements. The Committee discussed with management the key judgements taken in recognising deferred tax assets in certain juristictions and consider that the level of deferred tax assets recognised is in line with the requirements of IAS 12.	The Committee considered the matters raised by Deloitte in their reports provided to the Committee during 2023. Following discussion of the work performed, the advice of local market experts and the key matters in Deloitte's report, the Committee concluded that the positions taken by management were reasonable.
Recoverability of receivables and accrued revenue	The Group's customer base is primarily large MNOs who account for 90% (Note 15) of the receivables balance. Accordingly, management's review for impairment of receivables focuses on the smaller operators, or where there is evidence of a customer dispute. Management is in regular discussion with customers regarding overdue balances and uses this information in assessing the appropriate credit risk rating for each balance. Details of management's considerations are set out on page 154.	The Committee received detailed analysis of the receivables and accrued revenue balances for consideration. The Committee challenged management on the recoverability of receivables, accrued revenue balances and revenue recognition for amounts under dispute to ensure the level of revenue recognised was in accordance with the Group's policy, and that there was appropriate supporting documentation to allow this to be recognised as revenue under the contract and that provisions were appropriately made for receivables.	The Committee has considered the matters raised by Deloitte and requested additional information from management which enabled the committee to be satisfied with the judgements and estimates made.
Impairment of goodwill and customer relationships	The Consolidated Financial Statements include the assets and liabilities acquired in business combinations in prior periods. IAS 36 requires that this is reviewed on an annual basis, or more often where an impairment indicator is identified. Management has prepared detailed business plans and value in use assessment for each Cash Generating Unit with material goodwill and intangible assets.	The Committee reviews and challenges the output from management's detailed business plans and value in use assessment. Given the acquisitions took place recently, it was expected that there was not significant headroom in light of an increased WACC. The Committee challenged the growth and profitability assumptions and requested further detailed analysis from management of each material customer relationship asset recognised. The Committee was satisfied with the analysis provided and the disclosure as shown in Note 11.	Deloitte challenges are set out in their audit report on pages 125-131. The Committee and Deloitte have discussed Deloitte's report and the Committee was satisfied that the management assumptions made are reasonable.
Hyperinflation accounting	In October 2023, Ghana was judged to have met the criteria of a hyperinflation economy under IAS 29 'Financial Reporting in Hyperinflationary Economies'. As a result, the Group has applied the requirements of IAS 29 for its operations with a Ghana Cedi functional currency.	The Committee met with the Group finance team in March 2024 to review and challenge the accounting treatment, key judgements and disclosures made in applying hyperinflation accounting.	Deloitte challenges are set out in their audit report on pages 125-131. The Committee considered the key judgements and methodology adopted and concluded that it had been applied appropriately in line with IAS29 requirements.

Going concern and long-term viability

The Committee reviewed and challenged management's assumptions in assessing the going concern basis of preparation and the scenarios and disclosure of longer-term viability.

With respect to going concern, the Committee:

- reviewed the detailed cash flow forecasts prepared by management and challenged the underlying assumptions including downside scenarios, the impact of macroeconomic factors and the necessary capital commitments to meet our carbon emission targets;
- assessed the Group's newly available facilities and headroom including compliance with existing and new bond and banking covenants;
- reviewed comments from Deloitte on the assumptions and judgements made; and
- satisfied with the robustness of the review, recommended to the Board for its approval the appropriateness of the going concern assumption and the related disclosures.

Further details on the Group's going concern assessment can be found in Note 2(a) to the Financial Statements.

With regard to the viability statement, the Committee:

- reviewed and challenged management on its recommended viability period as well as on its robust modelling, stress-testing scenarios and conclusions; and
- satisfied itself that a five-year outlook was appropriate. This period is driven principally by the fact that it is covered by the Group's strategic plan and reflects the nature of the Group's principal risks (some of which are external and have the potential to impact in the short term).

The viability statement, and a full explanation, can be found on page 63.

Alternative Performance Measures (APMs)

Historically, the tower industry has used a wide range of APMs to compare and assess business performance. This is a function of differing lease and capital structures, as well as asset life.

The Committee reviewed the APMs used within the Annual Report and Financial Statements and concluded that the disclosures were appropriate. The Committee requested that the external auditor specifically comment on the APMs against disclosure of the ESMA guidance.

The external auditor challenged the balance of APMs and importance of equal prominence of statutory measures and additional disclosures in relation to adjusting items. In order to ensure appropriate balance and to not give undue prominence, the Committee requested that management present all of the APM reconciliations and explanations in a separate section of the Annual Report and Financial Statements. This can be found on pages 64-66. Consistent with prior years, management have included a number of statutory measures provided in the front half of the Annual Report and Financial Statements.

Fair, balanced and understandable

The Board is responsible for ensuring that the Annual Report and Financial Statements is fair, balanced and understandable.

The Committee assessed and recommended to the Board (which it subsequently endorsed) that, taken as a whole, the 2023 Annual Report and Financial Statements is fair, balanced and understandable and provides the necessary information for shareholders to assess the Company's position and performance, business model and strategy.

In forming its opinion, the Committee reflected on information it had received from management, Internal Audit, external auditors and Committee discussions during the year. The Committee's assessment included:

- understanding the detailed process undertaken in drafting the Annual Report and Financial Statements;
- feedback from investors;
- work presented by Internal Audit on assurance surrounding non-financial KPIs and management information; and
- results from work undertaken by Deloitte on their review of the Annual Report and Financial Statements.

Risk management and internal control

With the assistance of the Internal Audit team, the Committee has, on behalf of the Board, monitored and regularly reviewed the effectiveness of internal controls and risk management systems, including ESG risk during the year ended 31 December 2023.

Internal control effectiveness

The Committee receives updates at each of their meetings regarding the control environment and operating effectiveness. The Committee performs deep dives into specific areas at each of their meetings. The areas covered in 2023 are specified on page 99.

The Committee continues to review the three internal lines of defence across the Group's departments. Workshops are held internally to ensure the plan is carried out as designed.

A particular area of focus was the entry into new markets over the last few years. The Committee received input from management and Internal Audit regarding the processes in place both at a Group and local level. A post-implementation report on the new operations in Oman was received from Internal Audit with no material concerns noted.

As part of the development of our second line of defence, going forward we will now have monthly compliance control "self assessment" declarations provided by each OpCo. These are presented by the Group Finance Director along with ongoing follow up actions in circumstances where the Finance team are not satisfied with the quality of the application of the control. This tool is focused on key financial controls and provides additional visibility to the Committee on the ongoing operation of these controls within each OpCo. Internal audit will review a sample when undertaking internal audits in each OpCo to test the veracity of these declarations.

The Committee was satisfied that an effective review of the system of risk management and internal control took place during the 2023 financial year.

Principal risks

The Committee reviewed and recommended to the Board for its approval the principal risk disclosures, including emerging risk considerations, for inclusion in the 2023 Annual Report and Financial Statements.

Following a robust assessment of the principal risks by the Committee during the year, no amendments were made.

Details on the Group's principal risks, how the Group implements its risk management framework and monitors its controls on a Group-wide basis are set out on pages 51-56.

Independent assurance

During the year, the Committee commissioned and reviewed reports to gain assurance over financial and non-financial metrics. Areas where the Committee received reports include emissions targets, site operational data, financial instrument valuation and documentation and purchase price accounting. The Committee is satisfied that there were no significant issues raised in these reports.

The Committee is also aware of other risk reporting such as ISO compliance audits and Health & Safety scorecard audits with our sub-contractor parties.

Compliance and whistleblowing

The Group Head of Compliance attends Committee meetings, providing updates on compliance activities, any whistleblowing incidents and ongoing investigations.

All Group employees and third parties have access to a confidential, and if desired, anonymous, whistleblowing hotline, EthicsPoint®. The Board through the Audit Committee have oversight of all incidents reported and logged on EthicsPoint®. We investigate all whistle-blower reports in line with the Group's policies, which include its non-retaliation provisions. Appropriate disciplinary and remediation actions are identified and effected, as necessary

The Committee assessed the adequacy of the Group's whistleblowing arrangements and the procedures for detecting fraud. No material frauds were experienced by the Company during the year. With the Economic Crime and Corporate Transparency Bill 2022 having received Royal Assent in October 2023, the Committee reviewed the Group's fraud risk management framework to ensure it adequately addresses the new legislation during 2024.

The Committee was satisfied with the outcomes from the investigations and compliance audits.

Internal Audit

I meet with the Head of Internal Audit outside of the formal meetings, typically monthly, to discuss the output from the Internal Audit (IA) function and aspects of risk management.

The Head of Internal Audit attends each of the Committee meetings and also has a private session with the Committee without management present.

At each meeting, the Committee considers the results of the internal audits undertaken and the appropriateness of management's response to matters raised. The Committee also tracks outstanding items.

I am satisfied that the Head of Internal Audit is receiving adequate support from the business to undertake the internal audit reviews and senior sponsorship is strong in ensuring that there is timely follow-through of recommendations.

At present, the rolling IA plan is addressing, in turn, each of the key business cycles across the operating companies and central functions where appropriate. The IA function has added an additional headcount this year, reflecting the growth in the business. The Committee will reassess the adequacy of the IA function over the coming year to ensure it continues to meet the Group's growth and emerging risk requirements.

Internal Audit effectiveness review

As noted last year, PwC undertook a review of the quality and effectiveness of the IA function. While the report noted that the function is in line with the Company's peers in the FTSE 250, the IA function has implemented the recommendations from PwC's review during 2023. The Committee will consider the timing of the next review during 2024 and is due to receive an assessment against the new IIA standards in 2024.

External auditor

During the year, the Group CFO and I have had regular discussions on accounting matters, internal control and fees with our external audit partner, in addition to the detailed discussions undertaken by the Committee.

Professional scepticism and challenge

The quality of the audit is of paramount importance to the Committee and the agenda and accounting matters presented to the Committee are often the outcome of many weeks or months of work undertaken by Deloitte and the Finance function. The regular discussions held outside of the Committee meeting allow me to assess the level of professional scepticism and challenge that our external auditor applies to management.

After each Committee meeting, the Committee also holds a private session with the external auditor, without management present, where the external auditor is challenged on whether they have maintained their independence and objectivity from management in considering key matters and whether there are areas of concern that they wish to bring to the Committee's attention.

In addition to the key matters set out on page 98, areas where the external auditor has challenged management included:

- key sources of estimation and inclusion of sensitivities to help users understand the impact of estimates including impairment testing, financial instruments valuation derivatives and hedging instruments) and deferred taxation;
- APM disclosures as set out on page 64; and
- Recognition of deferred tax assets.

The Committee received a detailed report from Deloitte in advance of the March 2024 meeting and I can report that all key matters and areas of challenge were satisfactorily resolved with no disagreements between the external auditor and management. Some immaterial audit differences were noted and reported to the Committee.

Audit Committee assessment of external auditor quality and effectiveness

In its assessment of audit quality, the Committee took into account:

- the detailed audit scope and strategy for the year, particularly with the growth from prior year acquisitions, including the coverage of emerging risks in all markets;
- Group materiality and component materiality;
- how the external auditor communicated any key accounting judgements and conclusions; and
- feedback from management on the performance of the external auditor.

The Committee reviewed the FRC's 2023 Audit Quality Inspection Report on Deloitte LLP which takes into account all of the Deloitte audits inspected by the FRC's Audit Quality Review Team. Of the audits inspected in the current cycle, none required significant improvement. The results highlighted the need to:

- improve audit of revenue and margin recognition, cash equivalents and cash flow statements, certain provisions and impairment reversals;
- obtain appropriate assurance that network firms are adhering to global policy; and
- ensuring a robust assessment of familiarity threats for individuals with long associations with audited entities.

There was no further engagement with the FRC in relation to the FY22 audit. The Committee considered that the audit process as a whole had been conducted robustly and the team had been effective and professional.

External auditor independence and objectivity

The Committee seeks to ensure the objectivity and independence of our external auditor through:

- a focus on the assignment and rotation of key personnel;
- the adequacy of audit resource and level of senior hours; and
- adherence to policies in relation to non-audit work.

The Committee also receives confirmation from Deloitte on the independence of the firm and in the small few cases where non-audit work is undertaken, the Committee are made aware of the safeguards that have been put in place.

Audit tendering

The lead audit engagement partner, Bevan Whitehead, has held this role for three years following the retendering of the external audit in 2021. Deloitte were reappointed following the comprehensive retendering performed in 2021 and have been the auditors of the Group since 2010. Details of the Committee's approach to the 2021 external auditor retender can be found on page 105 of the 2021 Annual Report and Financial Statements. The Committee will continue to review the auditor appointment and anticipates that the audit will next be put out to tender ahead of the 2030 audit when Deloitte will be unable to participate. The Company confirms that it was in compliance with the provisions of The Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014 during the year ended 31 December 2023.

Audit and non-audit fees

Total audit and non-audit fees payable to Deloitte LLP in the year ended 31 December 2023 are disclosed in Note 5b to the Financial Statements. Non-audit fees for 2023 were pre-approved by the Committee and in total are less than 15% of the average three-year annual audit fees. Services provided were for assurance over the first quarter's results and half year report. The Group's non-audit services policy incorporates the requirements of the FRC's Ethical Standard, including a 'whitelist' of permitted non-audit services which mirrors the FRC's Ethical Standard. The Committee reviews and approves all audit and non-audit fees payable to Deloitte LLP in line with the latest policy.

Looking ahead

In planning the Committee's 2024 agenda, the Committee will comply with the requirements of the Code and follow best practice guidance for audit committees.

The Committee will continue to receive in-depth presentations from management on the challenges faced by the business and the operation of internal controls across the business cycles. The Committee agenda will also continue to respond to the issues raised by our internal 'three lines of defence' – management, risk and compliance, and Internal Audit – as well as the evolving external risk landscape and regulatory environment.

Specific areas of focus in 2024 are:

- assessing our readiness to implement the internal control declarations in 2025;
- futureproofing our financial systems and platforms;
- revisiting processes which have evolved with the Group's expansion over the last few years;
- finalising our Audit and Assurance Policy;
- continuing to evolve our climate-related reporting, risk and governance processes; and
- cyber security governance and reporting.

We also seek to respond to shareholders' expectations in our reporting and, as always, welcome any feedback. I will be available in person at the AGM in April and welcome any questions relating to the work of the Committee and our forward agenda.

I hope to meet with you then.

Alison Baker
Chair, Audit Committee
13 March 2024

RICHARD BYRNE
CHAIR, REMUNERATION COMMITTEE

Committee membership and attendance

Member	Attendance (of 6)
Richard Byrne	6
Sir Samuel Jonah	6
Alison Baker	6
Sally Ashford	6

2023 AGM vote to approve:

The Directors' Remuneration Policy

96.6%

The annual statement by the Committee Chair and the Directors' Remuneration Report

81.5%

Dear Shareholder, On behalf of the Remuneration Committee (the Committee), I am pleased to present the Helios Towers Directors' Remuneration Report for the 2023 financial year.

For Helios Towers, 2023 was a year characterised by robust organic site and tenancy growth delivered across the geographically enlarged tower portfolio following four significant acquisitions during the preceding two years, enhancing financial performance and return on invested capital (ROIC). The Company also achieved a meaningful reduction in net leverage notwithstanding a higher interest rate environment and wider global uncertainties.

We thank our shareholders for their support at our 2023 AGM. The Directors' Remuneration Policy (the Policy) and the 2022 Directors' Remuneration Report were approved with 'votes for' representing 96.6% and 81.5% of total votes cast respectively.

The Committee met six times during the year to discuss and resolve agenda items. These included the new Policy, the 2022 Directors' Remuneration Report, salary increases for Executive Directors and the wider workforce, 2022 annual bonus and 2020 long-term incentive plan (LTIP) performance outcomes, 2023 annual bonus and 2023 LTIP performance measures and targets, and all-employee share-based award grants.

Executive Director remuneration in respect of the 2023 financial year

The Policy operated as intended in the year.

As disclosed in the 2022 Directors' Remuneration Report, the new salaries for the Executive Directors were effected from 1 April 2023. There were no further changes to their salaries during the year.

The annual bonus for the Executive Directors was based on Adjusted EBITDA, portfolio free cash flow, network performance, strategic projects and international standards targets. The performance targets for the bonus were set and approved by the Remuneration Committee in Q1 2023, having considered the appropriateness of the performance conditions, the 2023 business plan and market expectations.

The Committee considered the formulaic outcomes of the 2023 annual bonus and determined that no adjustments were necessary. Consequently, Tom Greenwood and Manjit Dhillon will receive annual bonus awards equal to 123% and 99% of salary respectively; this represents 70% and 66% of their maximum bonus opportunities respectively compared to a median of 74% for the wider workforce.

In accordance with the Policy to defer 50% of any bonus received above target, 9% of the Group CEO's bonus and 12% of the Group CFO's bonus will be deferred in shares for three years.

The 2021 LTIP awards granted to executives in March 2021 will vest in March 2024. The Committee considered the vesting of the 2021 LTIP award in the round including performance conditions, relative weightings, the amended targets disclosed and explained on pages 130-131 of the 2022 Directors' Remuneration Report, performance against those targets, resulting vesting levels and resulting vesting value of the award, and determined that no adjustments were necessary. The formulaic and final vesting level of the 2021 LTIP award is 58.5%.

In accordance with the Policy, the vested portion of the LTIP awards is subject to a further two-year holding period for the Executive Directors.

As in previous years, no dividends will be paid in respect of the financial year ended 31 December 2023, given the Company's recent expansion and the opportunity to invest in the enlarged asset base.

Executive Director remuneration in respect of the 2024 financial year

Most employees will receive pay increases based on a number of factors including individual performance, inflation and budgeted staff costs. The Company carefully considers pay rises in relation to these factors. To retain key personnel, specific targeted increases have also been considered for certain employees below Executive Director level.

Aligned to this framework for wider workforce increases, the Board has decided to increase each of the Group CEO and Group CFO salaries by 3%. This compares to an average nominal increase of 3.8%[1] for the wider UK workforce. Effective from 1 April 2024, the Group CEO and Group CFO salaries will be £647,000 and £404,500 respectively.

All other remuneration arrangements will remain unchanged.

The 2024 annual bonus performance measures and their weightings are set out on page 115. The targets are deemed commercially sensitive and will therefore be disclosed in full in next year's Directors' Remuneration Report.

The 2024 annual bonus will include an additional financial performance measure, Free Cash Flow as defined in the management cash flow table on page 70. It is a measure of the Company's cash flow generation available for capital providers and/or future investments. The Committee believes this new measure will appropriately incentivise the Executive Directors and the wider workforce to achieve the Company's target to be free cash flow neutral for the 2024 financial year.

1 Current view based on an ongoing wider workforce pay review to be completed in March 2024.

Targets for the 2024 LTIP performance measures are set out on page 116. Introduced in 2023, the award includes an 'impact scorecard' based on three equally weighted, quantifiable measures aligned to KPIs and targets set out in our Sustainable Business Strategy, specifically emissions per tenant (environmental impact), % female staff (diversity) and population coverage (digital inclusion). The other LTIP performance measures are Adjusted EBITDA per share, ROIC and relative total shareholder return (TSR)

The 2024 LTIP awards are expected to be granted during the second quarter of 2024. After the initial three-year vesting period, the awards will be subject to a further two-year holding period for Executive Directors, resulting in a total vesting and holding period of five years. Share-based schemes will be used for bonus deferrals and LTIP awards.

Changes to Non-Executive Director remuneration

In line with the Policy whereby Independent Non-Executive Directors are entitled to additional fees if required to perform any specific and additional services, Non-Executive Directors serving on the Technology Committee, established in October 2022, received additional fees from 1 April 2023. Similarly, Non-Executive Directors serving on the Sustainability Committee, established in May 2023, received additional fees from 1 May 2023. The fees received for serving on these two newly established Committees are commensurate with those of the Audit and Remuneration Committees, reflecting the increased responsibilities and time commitment required for these additional services.

In May 2023, Magnus Mandersson was appointed as Deputy Chair and relinquished his role as Senior Independent Non-Executive Director to Alison Baker. Pursuant to these appointments and with effect from 1 May 2023, Magnus and Alison receive a fee of £20,400 per annum for their respective roles.

For the 2024 financial year, Non-Executive Directors' fees will increase by 3% effective from 1 April 2024.

Payments to past Directors in 2023

Former CEO and former Non-Executive Deputy Chair, Kash Pandya, retired and stood down from the Board during the financial year ended 31 December 2022. In accordance with the previous Policy, his unvested 2021 LTIP award was prorated to a maximum 383,983 nil-cost options (from 809,319 initially granted) to reflect the proportion of the vesting period elapsed to the end of his notice period, with unchanged vesting dates. The 2021 LTIP award concluded its performance period on 31 December 2023 and will vest in March 2024. In accordance with the formulaic 58.5% vesting outcome shown on page 111, Kash will receive 224,646 nil-cost options on the vesting date. Post vest, the two-year holding period for LTIP awards continues to apply.

In accordance with the previous Policy, Kash retained his deferred bonus share awards following his retirement with unchanged vesting dates. 50% of the annual bonus received above target in respect of the financial year ended 31 December 2020 was deferred in shares for three years. Kash will receive 22,064 shares when the deferral period ends in March 2024.

All-employee HT SharingPlan 2023 award

The HT SharingPlan was created in 2021 pursuant to shareholder approval of the plan rules, allowing all employees of Helios Towers Group companies to share in our success.

During the year, all employees were granted a 2023 Award, of equal value and on the same terms regardless of their position or the country in which they work. The award has a three-year vesting period subject to continued employment and good leaver provisions.

The inaugural 2021 HT SharingPlan Award will vest during 2024.

Under the Policy, Executive Directors are not permitted to participate in the HT SharingPlan.

Engagement with the workforce

During the year, collectively the Group CEO, Group CFO, Executive Committee members and several board members visited all markets, taking the opportunity to talk to colleagues, and holding roundtables with each local team to discuss their plans for growth. Non-Executive Directors visited operating companies including DRC, South Africa and Oman.

The Company holds regular Group-wide town halls, bi-annual strategy days and OpCo team meetings to maintain regular engagement with teams and to further embed its Sustainable Business Strategy. This year the Company introduced functional off-site meetings to further reinforce collaboration across markets, and leadership training is developing a pipeline of leaders within the Group and enhancing overall Company performance.

The women's mentoring circle was launched in 2023, with Non-Executive Directors Alison Baker, Sally Ashford, Carole Wainaina and Group Director, People, Organisation and Development, Doreen Akonor, acting as mentors and hosting discussions with colleagues on career and personal development.

In her role as the designated Non-Executive Director for workforce engagement, Sally Ashford continued to hold regular 'Voice of the Employee' sessions with senior management and the wider workforce in Group and operating companies, including an engagement session with new colleagues in Oman. The sessions involve 1-to-1 meetings with Managing Directors, Heads of Functions and local HR to understand positive areas as well as areas for improvement. Feedback included strengthening processes and promoting training which have been captured in the action plan for 2024.

Sally will continue her workforce engagement activities during 2024, including considering wider workforce pay conditions and remuneration practices.

Engagement with shareholders

In Q1 2023, I wrote to the Company's pre-IPO shareholders and its 20 largest post-IPO active shareholders, setting out and requesting feedback on the Committee's intentions including with regards to the Remuneration Policy, exercising discretion to adjust 2020 LTIP vesting levels, amending 2021 LTIP target ranges, and increases to Non-Executive Director fees which had remained unchanged since the inaugural Policy was approved at the 2020 AGM.

In total, shareholders representing more than 80% of the Company's shareholder base were contacted. Upon request, I consulted with individual shareholders to respond to questions, provide further clarification and take heed of their views. The communication to shareholders was also shared with several prominent shareholder proxy advisors and comments received were taken into consideration by the Committee.

The 2023 Directors' Remuneration Report will be subject to an advisory vote at the AGM to be held on 25 April 2024.

We believe that our remuneration approach continues to align their interests with those of our shareholders, colleagues and wider stakeholders.

We remain committed to considering the views of all our shareholders and we welcome any comments you may have on this report.

Richard Byrne
Chair, Remuneration Committee

At a glance

2023 highlights

Sites	Tenancies	Revenue
14,097	26,925	$721m
+4%	+10%	+29%
Adjusted EBITDA	**Portfolio free cash flow**	**ROIC**
$370m	$268m	12.0%
+31%	+33%	+1.7ppt

Key objectives of approach to remuneration

Market competitive to attract and retain talent	Performance-linked incentives	Encourage outperformance
Align with shareholder interests	Align with UK corporate governance practices	Support sustainable growth

Executive Directors' remuneration in 2023

Further details regarding remuneration in respect of 2023 are disclosed on pages 109-114.

Overview of quantum

The following table sets out the base salary, benefits, pension, annual bonus and vesting LTIPs received by the Executive Directors in respect of the financial year ended 31 December 2023. The 2021 LTIP award concluded its performance period on 31 December 2023 and will vest in March 2024. The formulaic and final vesting level of the 2021 LTIP award is 58.5%. In accordance with the Policy, the vested portion of awards is subject to a further two-year holding period for the Executive Directors.

	Base salary £'000	Benefits £'000	Pension £'000	Annual bonus £'000	2021 LTIP award £'000[1]	Total £'000
Tom Greenwood, Group CEO	621	50	56	770	176	**1,673**
Manjit Dhillon, Group CFO	388	8	35	387	140	**958**

2023 LTIP award grant

The Group CEO and Group CFO were granted LTIP awards in respect of the 2023 financial year, equal to 200% and 150% of salary respectively. The performance measures of Adjusted EBITDA per share (30% weighting), ROIC (30% weighting), relative TSR (20% weighting) and impact scorecard (20% weighting) are assessed over the three-year period from 1 January 2023 to 31 December 2025. After the initial three-year vesting period, the awards are subject to a further two-year holding period for Executive Directors, resulting in a total vesting and holding period of five years.

Executive Directors' shareholding

as of 31 December 2023

	Shareholding requirement % of base salary	Shareholding % of base salary
Tom Greenwood, Group CEO	200%	744%
Manjit Dhillon, Group CFO	150%	63%

Manjit Dhillon was appointed Group CFO on 1 January 2021 and, under the Policy, has five years to attain the shareholding requirement. He held shares with a value equivalent to 63% of salary as of 31 December 2023. However, Manjit has the right under the shareholding requirement policy to sell a portion of these shares in the future because they were obtained prior to his appointment as Group CFO.

Payments to past Directors

Kash Pandya, former CEO and former Non-Executive Deputy Chair, retired and stood down from the Board in 2022. His prorated 2021 LTIP award will vest in March 2024 with the formulaic 58.5% vesting outcome shown on page 111. Kash will receive 224,646 nil-cost options with a value of £161k[1] on the vesting date. Post vest, the two-year holding period for LTIP awards continues to apply.

In accordance with the Policy, Kash retained his deferred bonus share awards following his retirement with unchanged vesting dates. In relation to the 2020 annual bonus, Kash will receive 22,064 shares with a value of £16k[1] when the deferral period ends in March 2024.

1 Calculated based on the Company's average closing share price on the London Stock Exchange during the fourth quarter of 2023 (£0.71475). No portion of the estimated value is attributable to share price appreciation from the grant date to the end of the performance period.

Application of the Remuneration Policy in 2024

Further details of the application of the Policy in 2024 are disclosed on pages 115–117.

Overview of quantum

	Base salary before 1 April 2024 £'000	Base salary from 1 April 2024 £'000	Pension % of base salary	Annual bonus[1] maximum % of base salary	LTIP maximum % of base salary
Tom Greenwood, Group CEO	628.0	647.0	9%	175%	200%
Manjit Dhillon, Group CFO	392.5	404.5	9%	150%	150%

1 The annual bonus will be calculated using base salary from 1 April 2024, aligned with the practice applied to the wider workforce.

2024 annual bonus operation

Performance measures and weightings:

Adjusted EBITDA
Financial
50%

Portfolio free cash flow
Financial
20%

Free cash flow
Financial
10%

Network performance
Non-Financial
7.5%

Strategic projects
Non-Financial
7.5%

International standards
Non-Financial
5%

The targets, and performance against them, will be fully disclosed in next year's Directors' Remuneration Report.

50% of any bonus amounts in excess of target performance levels will be deferred in shares with a three-year vesting period.

2024 LTIP operation

Performance measures are assessed over a three-year period with the following threshold (25%) vesting to maximum (100%) vesting ranges.

Adjusted EBITDA per share
30%
Targets:
8%–14%
3-year CAGR FY23–FY26

ROIC
30%
Targets:
8%–14%
FY26

Relative TSR
20%
Targets:
Median-upper quartile performance measured from Q4 2023–Q4 2026

Impact scorecard based on three equally weighted ESG measures
20%
Targets:
Emissions per tenant: (7%)–(17%)
% female staff: 28%–32%
Population coverage: 2.5%–6.0% CAGR

There is a two-year holding period post vesting, making a five-year vesting and holding period in total.

Malus and clawback

Cash bonuses can be clawed back within three years, and malus applied to any deferred bonus at any time prior to vesting.

LTIP awards can be clawed back within two years from vesting, and malus applied at any time prior to vesting.

Summary of the Directors' Remuneration Policy

The current Policy is set out in detail on pages 114–122 of the 2022 Annual Report and was approved at our AGM in April 2023, with 'votes for' representing 96.6% of total votes cast.

The Policy was prepared in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) (the Regulations), and based on the principles that:

- remuneration should be competitive with the market, but above-market pay should only be earned for outperformance against the market;
- remuneration should be sufficient to attract and retain talent in the event of the departure of an Executive Director; and
- the design of remuneration should follow similar principles and governance to other FTSE companies.

The Company is committed to achieving high standards of corporate governance. Therefore, the principles of the UK Corporate Governance Code 2018 (the Code) were taken into consideration when developing the Policy. In particular, the Committee believes the Policy is:

- simple, being in line with standard market practice for a UK-listed company;
- clear to both participants and shareholders;
- risk-aligned through features such as malus and clawback provisions and the Committee's ability to overrule formulaic incentive outcomes;
- ensuring a significant proportion of Executive Directors' pay is based on overall corporate performance, and particularly long-term performance;
- aligned to the culture and business strategy of Helios Towers, by using appropriate performance measures; and
- predictable through governing the minimum and maximum opportunities for the Executive Directors in relation to their annual bonuses and LTIP awards, providing clearly defined limits.

The Policy is intended to apply for three years, although the Company can choose to bring a new policy to a vote before the end of this period.

Policy item	Policy and operation	Maximum (% base salary)	Performance measures
Salary	– Broadly aligned to the median of the market benchmark – Reviewed annually	– None	– None
Benefits	– Market-competitive benefits including life and medical insurance – Relocation allowances may be offered where appropriate	– None	– None
Pension	– 9% of base salary – In line with wider workforce contributions	– None	– None
Annual Bonus	– Target for Group CEO: 100% of base salary – Target for other Executive Directors: 75% of base salary – Deferral in shares of 50% of any bonus awarded for above-target performance – Malus and clawback provisions apply	– Group CEO: 175% – Other Executive Directors: 150%	– At least 75% assessed against financial measures – Linear payout between threshold (0% payout) and target, and target and maximum
Long-Term Incentive Plan	– Granted annually – Three-year vesting period – Two-year holding period post vest – Performance conditions apply – Committee discretion to adjust vesting levels, consulting shareholders where appropriate – Malus and clawback provisions apply	– Group CEO: 200% – Other Executive Directors: 150%	– Financial, shareholder return and strategic performance targets – Straight line vesting between threshold (25% vest) and maximum – 2024 measures are Adjusted EBITDA per share, ROIC, relative TSR, impact scorecard
Shareholding requirement	– Group CEO: 200% of base salary – Other Executive Directors: 150% of base salary – 5 years to obtain the shareholding requirement – Retention of vested share awards expected until achieved – Two-year post-cessation requirement	– None	– None
Non-Executive Directors	– Annual base fee – Further fees for additional roles, responsibilities and/or services – No participation in incentive or share schemes – No pension entitlement	– Must not exceed the limit prescribed within the Company's Articles of Association	– None

ANNUAL REPORT ON REMUNERATION

This section of the report provides details of the Directors' remuneration for the financial year ending 31 December 2023 and how we propose to apply the Policy in 2024. This full Directors' Remuneration Report will be subject to an advisory vote at the AGM to be held on 25 April 2024.

The views of shareholders and their advisory bodies are also central to our thinking. We are committed to open dialogue with our shareholders and hope that the level of disclosure we provide here fully explains the Committee's decisions.

Remuneration Committee

Roles and responsibilities

The role of the Committee is to assist the Board in determining its responsibilities in relation to remuneration, including:

- establishing a formal and transparent procedure for developing executive remuneration policy;
- making recommendations to the Board on policy, including setting the overarching principles, parameters and governance framework of the Group's Remuneration Policy;
- aligning the approach to remuneration throughout the Company with long-term sustainable success;
- determining the individual remuneration and benefits package of each Executive Director and certain senior executives, including the Company Secretary;
- setting the remuneration for the Company Chair;
- reviewing wider workforce remuneration policies and practices when determining the approach for executives;
- reviewing and approving the design of performance-related pay schemes; and
- ensuring compliance with the Code in relation to remuneration.

The Committee meets at least three times a year and has formal terms of reference which can be viewed on the Company's website. Committee attendance during 2023 is set out on pages 88 and 102.

Membership

The Board considers the Group to be in compliance with the Code requirements relating to Committee composition and roles; specifically, a Remuneration Committee should comprise at least three members who are all Independent Non-Executive Directors, and that the Chair of the Board should not also chair the Remuneration Committee.

Independent Non-Executive Director	Date of appointment to the Committee
Richard Byrne (Remuneration Committee Chair)	12 September 2019
Sir Samuel Jonah	12 September 2019
Alison Baker	12 September 2019
Sally Ashford	15 June 2020

Aligning remuneration with Company strategy

Our approach to remuneration is designed to balance short-term goals with long-term ambitions to deliver the Company's strategy and create value for shareholders. To help the Board and the Executive Leadership Team assess delivery against this strategy, we track progress against a number of KPIs and Alternative Performance Measures – see pages 21 and 64–66.

We include several of these indicators as performance measures in assessing bonus and LTIP awards. This helps align the focus of Executive Directors with the interests of our shareholders, and makes it clear to all stakeholders the relationship between success against our strategy and the remuneration paid.

All employees with at least three months' service are eligible to receive an annual bonus, prorated to their time of service during the year and based on Company and individual performance. Its purpose is to reward activities that drive success in the near term. The annual bonuses awarded to Executive Directors are based on disclosed performance conditions, which are currently focused on:

- operating and financial performance: Adjusted EBITDA, portfolio free cash flow and free cash flow;
- customer service: network performance;
- strategic initiatives: strategic projects; and
- international standards: quality, environment, health and safety, anti-bribery and information security management systems.

Achieving our near-term objectives sets the foundation for attaining our longer-term growth strategy, generating the funds for us to invest further in our existing markets and pursue opportunities in new markets.

We grant LTIP awards to Executive Directors and other selected senior executives and key personnel to retain and incentivise them to deliver the longer-term business plan and sustainable long-term returns for shareholders.

The four LTIP performance conditions selected to incentivise value creation, profitable growth and sustainability are:

- Adjusted EBITDA per share: measures underlying operating performance on a per share basis;
- Return on invested capital: evaluates asset efficiency and the effectiveness of the Group's capital allocation;
- Relative total shareholder return: a market-based measure to assess the relative value created for our shareholders; and
- Impact scorecard: to ensure that long-term incentives are aligned to the initiatives and targets of our Sustainable Business Strategy.

While the impact scorecard comprises specific ESG measures, we believe the financial measures adopted for the LTIP are themselves inherently focused on performance against our Sustainable Business Strategy. Building telecommunications infrastructure and promoting infrastructure-sharing are central to our business model, creating sustainable value by increasing network access and population coverage while minimising the cost, waste, environmental impact and carbon footprint of duplicated communications networks. In turn, this provides growth and operating leverage that drives Adjusted EBITDA, portfolio free cash flow, free cash flow and ROIC.

Award	Performance measure	Customer Service Excellence	People and Business Excellence	Sustainable Value Creation
Annual bonus	Adjusted EBITDA[1]		✓	✓
	Portfolio free cash flow[1]		✓	✓
	Free cash flow[2]		✓	✓
	Network performance	✓	✓	
	Strategic projects	✓	✓	✓
	International standards		✓	✓
LTIP	Adjusted EBITDA[1] per share		✓	✓
	ROIC[1]		✓	✓
	Relative TSR			✓
	Impact scorecard	✓	✓	✓

1 Defined in the Alternative Performance Measures section on pages 64–66.
2 Introduced for the 2024 bonus; further details found on page 115.

To maintain the alignment of remuneration with both strategy and shareholder interests over time, the Committee will assess and adjust performance conditions as and when appropriate.

Main activities

The Committee met six times during the year. The agenda items discussed at these meetings included:

- the new Policy approved by shareholders at the 2023 AGM;
- the 2022 Directors' Remuneration Report;
- salary increases for the Executive Directors and the wider workforce;
- 2022 annual bonus performance outcomes;
- 2020 LTIP vesting performance outcomes;
- 2023 annual bonus performance measures and targets;
- 2023 LTIP performance measures and targets;
- all-employee HT SharingPlan awards granted during 2023; and
- advisory fees.

Statement on shareholder voting

The following table details the results of the shareholder votes for (i) the approvals for the Directors' Remuneration Report for the year ended 31 December 2022 and the Directors' Remuneration Policy at the 2023 AGM, held on 27 April 2023, and (ii) the all-employee share plans approved by shareholders at the 2021 AGM, held on 15 April 2021.

Resolution	Votes for	Votes against	% of issued share capital voted	Votes withheld
2023 AGM To approve the annual statement by the Chair of the Remuneration Committee and the Directors' Remuneration Report for the year ended 31 December 2022	659,273,295 81.5%	150,141,735 18.5%	77.1%	130,388,056
2023 AGM To approve the Directors' Remuneration Policy	832,070,477 96.6%	29,541,780 3.4%	82.0%	78,190,829
2021 AGM To approve the HT Global Share Purchase Plan	598,307,058 100.0%	646 0.0%	59.8%	–
2021 AGM To approve the HT UK Share Purchase Plan	598,307,058 100.0%	646 0.0%	59.8%	–

Details of service contracts and letters of appointment

The following table shows the current service contracts and terms of appointment for the Executive Directors.

Executive Director	Title	Effective date of contract	Notice period from Company	Notice period from Director
Tom Greenwood	Group CEO	12 Sep 2019	12 months	12 months
Manjit Dhillon	Group CFO	1 Jan 2021	12 months	12 months

The Chair and Non-Executive Directors receive letters of appointment. All Non-Executive Directors' appointments and subsequent reappointments are subject to annual re-election at the AGM. Dates of the Directors' letters of appointment are set out in the following table.

Non-Executive Director	Position/role	Date of appointment	Notice period
Sir Samuel Jonah	Chair of the Board	12 Sep 2019	3 months
Magnus Mandersson	Deputy Chair	12 Sep 2019	3 months
Alison Baker	Senior Independent Non-Executive Director	12 Sep 2019	3 months
Richard Byrne	Independent Non-Executive Director	12 Sep 2019	3 months
Sally Ashford	Independent Non-Executive Director	15 Jun 2020	3 months
Carole Wainaina	Independent Non-Executive Director	13 Aug 2020	3 months
Temitope Lawani	Non-Executive Director	12 Sep 2019	3 months
Helis Zulijani-Boye	Non-Executive Director	9 Mar 2022	3 months

The service contracts for the Executive Directors, and terms and conditions of appointment for Non-Executive Directors, are available for inspection by the public at the registered office of the Company.

Remuneration in 2023

As required by the Regulations, statutory figures for Helios Towers plc are reported for the financial years ended 31 December 2022 and 2023.

As disclosed in the 2022 Annual Report, the Group CEO and Group CFO base salaries were increased by 4.7% on 1 April 2023, compared to a median nominal increase of 9.0% for the wider workforce across all markets. The Executive Directors' other remuneration arrangements remained unchanged and aligned to the Policy.

The 2021 LTIP award, granted in March 2021, concluded its performance period on 31 December 2023. As a result, this award will vest in March 2024.

The Committee deemed the new Group CEO and Group CFO salary levels to be fair and appropriate with consideration to individual and Company performance, market levels, and increases to wider workforce pay in the then prevailing environment of high inflation and rising cost of living.

The following tables show the information mandated by the Remuneration Reporting Requirements for the financial years ended 31 December 2023 and 31 December 2022.

Statutory single figure table for the Executive Directors (audited)

Name	Role	Base salary £'000	Taxable benefits[1] £'000	Other benefits[1] £'000	Pension[2] £'000	Fixed remuneration £'000	Annual bonus £'000	LTIP vesting £'000	Variable remuneration £'000	Total remuneration £'000
Tom Greenwood	Group CEO									
2023		621	38	11	56	**727**	770	176[3]	**946**	**1,673**
2022[4]		548	35[5]	9	49	**640**	504	275[6]	**779**	**1,419**
Manjit Dhillon	Group CFO									
2023		388	1	7	35	**431**	387	140[3]	**527**	**958**
2022		369	1	7	33	**410**	281	55[6]	**336**	**746**

1 Taxable benefits received by Tom Greenwood in 2023 were worldwide medical insurance (excluding the US) and personal accident and illness insurance; Manjit Dhillon received gym membership and cycle-to-work benefits. The other benefit received by the Executive Directors was life insurance cover equal to 4x base salary. The most significant benefit received was medical insurance, representing 73% of taxable benefits and 50% of total benefits received.
2 The Executive Directors received a pension contribution equal to 9% of base salary, in line with the wider workforce. No Executive Director has a prospective defined benefit entitlement.
3 The 2021 LTIP award concluded its performance period on 31 December 2023 and is scheduled to vest in March 2024. The values presented are calculated based on the Company's average closing share price on the London Stock Exchange during the fourth quarter of 2023 (£0.71475). No portion of the estimated value is attributable to share price appreciation from the grant date to the end of the performance period.
4 Tom Greenwood was appointed Group CEO on 28 April 2022 from his previous Board role as Group COO. The 2022 remuneration figures reflect Tom's remuneration from both roles during the financial year ended 31 December 2022.
Former Group CEO and Non-Executive Deputy Chairman, Kash Pandya, retired and stood down from the Board in August 2022. His prorated total remuneration for the financial year ended 31 December 2022 was £865k, comprised of £402k base salary, £36k benefits, £35k pension and £392k prorated annual bonus.
5 Restated from the previously reported figure of £26k. The restated figure includes personal accident and illness insurance.
6 The 2020 LTIP award concluded its performance period on 31 December 2022 and vested on 24 March 2023. The estimated values presented in the 2022 Annual Report were based on the average closing share price on the London Stock Exchange during the fourth quarter of 2022 (£1.12289). The actual values shown in the single figure table above are based on the opening share price on the London Stock Exchange on the vesting date (£1.034) and are 7.9% lower than the estimates previously disclosed; (£1.034/£1.12289)–1 = -7.9%.

Annual bonus

The Policy was applied to setting the threshold, target and maximum awards for the Executive Directors for the 2023 annual bonus scheme. The maximum bonus opportunities for the CEO and CFO were 175% and 150% of base salary respectively, as applicable from 1 April 2023.

Name	Role	Threshold performance % of salary	Target performance % of salary	Maximum performance % of salary
Tom Greenwood	Group CEO	0% (£0)	100% (£628k)	175% (£1,099k)
Manjit Dhillon	Group CFO	0% (£0)	75% (£294k)	150% (£589k)

The performance conditions for the 2023 annual bonus scheme were set in Q1 2023 and based on achievement against Adjusted EBITDA, portfolio free cash flow, network performance, strategic projects and international standards targets.

The Committee considered the 2023 annual bonus scheme in the round, including performance conditions, relative weightings, targets, value of award, performance against targets and resulting levels of award and determined that no discretion be applied to the formulaic outcomes.

Tom Greenwood and Manjit Dhillon will receive annual bonuses equal to 122.7% and 98.7% of their salaries as of 1 April 2023 respectively. This represents 70.1% and 65.8% of their maximum bonus opportunities respectively compared to a median of 74.0% for the wider workforce.

We detail the bonus targets and achievement against them in the following table.

Performance measure	Weighting	Threshold	Target	Maximum	Actual	Group CEO bonus % of base salary	Group CFO bonus % of base salary
Adjusted EBITDA[1] (US$ millions)	50%	306.9	361.1	415.3	369.9	56.1%	43.6%
Portfolio free cash flow[1] (US$ millions)	30%	210.0	247.0	284.1	268.2	42.9%	35.4%
Network performance[2]	7.5%	90%	95%	100%	97.4%	10.2%	8.3%
Strategic projects[3]	7.5%					4.8%	3.9%
(a) Remote monitoring systems (RMS) installed and transmitting data	1.875%	4,667	5,833	7,000	7,019	3.3%	2.8%
(b) RMS connectivity	1.875%	80%	90%	100%	87.9%	1.5%	1.1%
(c) Tenant load positions captured	1.875%	80%	90%	100%	75.0%	0.0%	0.0%
(d) Fuel tank sizes recorded and fuel probes installed and calibrated	1.875%	80%	90%	100%	74.9%	0.0%	0.0%
International standards[4]	5%	0 accreditations retained	n/a	4 accreditations retained	4 accreditations retained	8.8%	7.5%
Formulaic bonus outcome							
– % of base salary						122.7%	98.7%
– % of maximum opportunity						70.1%	65.8%

1 Defined in the Alternative Performance Measures section on pages 64–66. Linear increase between Threshold and Target, and between Target and Maximum.
2 Based on compliance with each service level agreement (SLA) with all customers across our operating subsidiaries. Each SLA is measured monthly throughout the year. The performance targets are as follows:
– Customer SLAs are met or exceeded for 90% or less of measurements: no award (Threshold);
– Customer SLAs are met or exceeded for 90–95% of measurements: linear increase between Threshold and Target; and
– Customer SLAs are met or exceeded for 95–100% of measurements: linear increase between Target and Maximum.
3 Based on the implementation of RMS on sites to monitor and control power systems. The performance measure comprises four independently assessed elements with linear payouts between Threshold and Target, and Target and Maximum:
(a) The number of RMS installed on sites at year-end that are transmitting a minimum level of daily data points;
(b) The daily connectivity of RMS throughout the year or, if installed during the year, since installation;
(c) The percentage of the sites achieved in (a) with tenant load data captured; and
(d) The percentage of the sites achieved in (a) with generators that have fuel probes installed and calibrated.
4 The performance criteria for international standards was based on the retention of Group-wide accreditations (ISO 9001, ISO 14001, ISO 37001 and ISO 45001):
– No accreditations retained: no award.
– One accreditation retained: 25% of target. 1.25% of salary for the Group CEO; 0.9375% of salary for the Group CFO.
– Two accreditations retained: 50% of target. 2.5% of salary for the Group CEO; 1.875% of salary for the Group CFO.
– Three accreditations retained: 75% of target. 3.75% of salary for the Group CEO; 2.8125% of salary for the Group CFO.
– Four accreditations retained: Maximum. 8.75% of salary for the Group CEO; 7.5% of salary for the Group CFO.

The Committee is aware that some shareholders and proxy agencies expressed a view during the Covid-19 pandemic that annual bonuses should not be paid where the Company has cancelled dividends. As in prior years, no dividends will be paid for the year ended 31 December 2023 given the current opportunity to invest and grow the business. Therefore, the Committee did not consider it appropriate to adjust the annual bonus outcome on that basis.

In March 2024, the Committee approved the payment of the 2023 annual bonuses. In accordance with the Policy to defer 50% of any bonus received above target, 9.2% of the Group CEO's bonus and 12.0% of the Group CFO's bonus will be deferred in shares for three years.

Long-Term Incentive Plan awards vesting

The 2021 LTIP award, granted in March 2021, concluded its performance period on 31 December 2023. As a result, this award will vest in March 2024.

This 2021 award is subject to three equally weighted performance conditions: Adjusted EBITDA per share, ROIC and relative TSR. The amended threshold, target and maximum performance targets, as well as the reasons for the Committee's decision to amend the targets, were disclosed last year on pages 110, 128 and 130–131 of the 2022 Annual Report.

The Committee considered the vesting of the 2021 LTIP award in the round including performance conditions, relative weightings, targets, performance against targets, resulting vesting levels and resulting vesting value of the award and determined that no discretion would be applied to the formulaic outcomes.

The 2021 LTIP targets, achievement against them and the formulaic vesting outcome are detailed in the following table.

Performance measure	Weighting	Threshold 25% vesting	Target	Maximum 100% vesting	Actual	Vesting outcome % of performance measure	Vesting outcome % of initial LTIP grant
Adjusted EBITDA[1] per share 3-year CAGR FY20–FY23	33.3%	8%	Straight line vesting between threshold and maximum.	14%	15.8%[2]	100.0%	33.3%
ROIC[1] % in FY23	33.3%	8%	Straight line vesting between threshold and maximum.	14%	12.0%[3]	75.5%	25.2%
Relative TSR[4]	33.3%	Median TSR of the peer group (61 of 121)	Straight line vesting between threshold and maximum.	Ranked in upper quartile of the peer group (31 of 121)	109 of 121	0.0%	0.0%
Formulaic vesting outcome % of initial grant							58.5%

1 Defined in the Alternative Performance Measures section on pages 64–66.
2 CAGR calculated using (i) FY20 Adjusted EBITDA per share of US$0.2272 based on US$226.6 million Adjusted EBITDA and 997.5 million weighted average basic shares outstanding, and (ii) FY23 Adjusted EBITDA per share of US$0.3528 based on US$369.9 million Adjusted EBITDA and 1,048.5 million weighted average basic shares outstanding.
3 Calculated in the Alternative Performance Measures section on page 66.
4 Helios Towers plc's TSR relative to the FTSE 250 Index, excluding financial services and investment trusts, based on the average TSR over the three-months immediately prior to the start and end of the performance period.

The formulaic 58.5% vesting outcome as set out above compares to a vesting outcome of 52.5% based on the initial targets upon grant, which were amended to reflect the impact of acquisitions and disclosed in the 2022 Directors Remuneration Report (page 131 of the 2022 Annual Report).

The following table shows the number of options granted, forfeited and vested in respect of the 2021 LTIP award for the Group CEO and the Group CFO. Per the previous Policy, the vested awards are subject to a two-year holding period post vest.

Name	Role	Number of nil-cost options granted	Number of nil-cost options forfeited	Number of nil-cost options prior to vest	Proportion of nil-cost options vesting	Number of nil-cost options vesting	Value of nil-cost options vesting[1] £'000
Tom Greenwood[2]	Group CEO	421,254	–	421,254	58.5%	246,451	176
Manjit Dhillon	Group CFO	335,089	–	335,089	58.5%	196,041	140

1 The 2021 LTIP award is scheduled to vest in March 2024. The values presented are calculated based on the Company's average closing share price on the London Stock Exchange during the fourth quarter of 2023 (£0.71475). No portion of the estimated value is attributable to share price appreciation from the grant date to the end of the performance period.
2 Tom Greenwood was granted his 2021 LTIP award in his previous role as Group COO.

Deferred bonus share awards vesting

In accordance with the previous Policy, 50% of the annual bonus received above target in respect of the financial year ended 31 December 2020 was deferred in shares for three years. As a result, Tom Greenwood will receive 14,519 shares when the deferral period ends in March 2024.

Scheme interests awarded in the year (audited)

2023 LTIP award grants

In May 2023, the 2023 LTIP awards were granted to Executive Directors and other selected senior personnel of the Company. This is to ensure they are retained and incentivised to deliver longer-term business plans and sustainable long-term returns for shareholders.

The awards were granted in the form of nil-cost options. The maximum LTIP awards for the 2023 financial year are 200% of salary for the Group CEO and 150% of salary for the Group CFO. The quantum awarded to employees below Board level is based on an appropriate cascade. The values of the awards granted to the Executive Directors are detailed in the following table.

Name	Role	Award type	Base salary £'000	Face value of 2023 LTIP award % of base salary	Face value of 2023 LTIP award £'000	Nil-cost options granted[1]
Tom Greenwood	Group CEO	Conditional	628.0	200%	1,256.0	1,118,543
Manjit Dhillon	Group CFO	Conditional	392.5	150%	588.8	524,317

1 Calculated using a reference share price of £1.12289, equal to the arithmetic average of the closing prices on the London Stock Exchange during fourth quarter of 2022.

The 2023 LTIP awards are expected to vest in March 2026, subject to performance conditions measured over a three-year period from 1 January 2023 to 31 December 2025. Each performance condition for the LTIP is assessed independently. In addition to Adjusted EBITDA per share, ROIC and relative TSR, an impact scorecard comprising quantifiable performance measures was introduced to align long-term incentives with the Company's Sustainable Business Strategy. The scorecard incorporates three equally weighted performance targets related to digital inclusion (see pages 22–24), environmental impact (see pages 25–29) and diversity (see pages 30–33).

In accordance with the Policy, awards are subject to a two-year holding period post vest, making a five-year vesting and holding period in total. Malus and clawback apply.

The 2023 LTIP award performance conditions and targets are set out in the following table.

Performance measure	Purpose	Definition	Weighting	Threshold 25% vesting	Target	Maximum 100% vesting
Adjusted EBITDA[1] per share 3-year CAGR FY22–FY25	Measure of profitability	Adjusted EBITDA on a per share basis.	30%	8%	Straight-line vesting between threshold and maximum.	14%
ROIC[1] % in FY25	Measure of efficiency	ROIC is calculated as annualised portfolio free cash flow divided by invested capital.	30%	8%	Straight-line vesting between threshold and maximum.	14%
Relative TSR	Measure of shareholder value creation	Helios Towers plc's TSR relative to the FTSE 250 Index, excluding financial services and investment trusts, based on the average TSR over a three-month period immediately prior to the start and end of the performance period.	20%	At least the median of the peer group	Straight-line vesting between threshold and maximum.	Ranked in upper quartile of the peer group
Impact scorecard	Measure of progress against targets included in the Company's Sustainable Business Strategy	Scorecard components: – Environment: emissions per tenant[2] – Diversity: % female staff – Digital inclusion: Population coverage[4]	20% 6.7% 6.7% 6.7%	 (7%) 28% +2.5% CAGR	Straight-line vesting between threshold and maximum.	 (17%)[3] 32% +6% CAGR

1 Defined in the Alternative Performance Measures section on pages 64–66.
2 Reduction from 2022 levels.
3 Correction to previous disclosure: the emissions per tenant maximum 100% vesting target of -17% reflects the maximum target approved by the Committee in March 2023 prior to the publication of the 2022 Annual Report and the grant of the 2023 LTIP award. The corrected maximum target is more stretching than the -12% maximum target previously disclosed on pages 112 and 134 of the 2022 Annual Report. Vesting continues to be on a straight-line basis between threshold and maximum, making the corrected range more challenging for LTIP participants than previously disclosed.
4 Increase from 2022 levels.

2022 annual bonus deferral

As reported in 2022 Directors' Remuneration Report and in accordance with the Policy to defer 50% of any bonus received above target, since the 2022 bonus outcomes for the Executive Directors were below target, the 2022 bonuses awarded to the Group CEO, Group CFO and former CEO were paid in cash with no deferral in shares.

Changes to scheme interests during the year

In relation to outstanding scheme interests that were previously granted, there were no changes to the number of shares and/or share options granted or offered, nor the main conditions for the exercise of the rights, including the exercise price and date and any change thereof, during the financial year ended 31 December 2023.

Single figure table for Non-Executive Directors (audited)

The following table sets out the total remuneration for Non-Executive Directors and the Chair of the Board for the years ended 31 December 2023 and 31 December 2022.

As disclosed on page 135 of the 2022 Annual Report, Non-Executive Director fees increased by 20% with effect from 1 April 2023. This was the first fee increase since the inaugural Policy was approved at the AGM in April 2020 and reflects the increased time commitment that the Chair and Non-Executive Directors are being asked to dedicate to the Company due to the rise in governance demands, and as a result of the increased scale of the business following our expansion into four new markets during the past three years.

The Chair of the Board only receives an annual fee (i.e. no additional fees for serving on Committees).

In line with the Policy whereby Independent Non-Executive Directors are entitled to additional fees if they are required to perform any specific and additional services, Non-Executive Directors serving on the Technology Committee, established in October 2022, received additional fees from 1 April 2023. Similarly, Non-Executive Directors serving on the Sustainability Committee, established in May 2023, received additional fees from 1 May 2023. Additional fees received for serving on these two newly established Committees are commensurate with those received for serving on the Audit and Remuneration Committees, reflecting the increased responsibilities and time commitment required for these additional services. Directors do not receive fees for serving on the Nomination Committee.

In May 2023, Magnus Mandersson was appointed as Deputy Chair and relinquished his role as Senior Independent Non-Executive Director to Alison Baker. Pursuant to these appointments and with effect from 1 May 2023, Magnus and Alison receive an additional annual fee equal to £20,400 for these roles. Unchanged from previous years, Sally Ashford received an annual fee of £17,000 for her role as the designated Non-Executive Director for workforce engagement.

Non-Executive Directors representing certain legacy institutional shareholders do not receive fees.

				2023			2022		
Name	**Board position/role**	**Committee Chair**	**Committee Member**	**Fixed fees £'000**	**Benefits[1] £'000**	**Total fees £'000**	Fixed fees £'000	Benefits[1] £'000	Total fees £'000
Sir Samuel Jonah	Chair	Nomination	Remuneration	**276.0**	**–**	**276.0**	240.0	–	240.0
Magnus Mandersson	Deputy Chair[2]	Technology[3]	Audit, Nomination	**113.6**	**–**	**113.6**	85.5	–	85.5
Alison Baker	Senior Independent Non-Executive Director[2]	Audit	Remuneration	**111.9**	**–**	**111.9**	85.5	–	85.5
Richard Byrne	Independent Non-Executive Director	Remuneration	Audit, Technology[3]	**106.0**	**–**	**106.0**	85.5	–	85.5
Sally Ashford[4]	Independent Non-Executive Director		Remuneration, Sustainability[3], Nomination	**102.6**	**–**	**102.6**	85.5	–	85.5
Carole Wamuyu Wainaina	Independent Non-Executive Director	Sustainability[3]	Audit, Nomination	**92.4**	**–**	**92.4**	68.5	–	68.5
Temitope Lawani	Non-Executive Director		Nomination	**–**	**–**	**–**	–	–	–
Helis Zulijani-Boye[5]	Non-Executive Director		Technology[3]	**–**	**–**	**–**	–	–	–

1 No taxable benefits were paid to the Non-Executive Directors during the year.
2 New role effective from 1 May 2023.
3 Newly established Committee positions for which Independent Non-Executive Directors received additional fees in 2023.
4 Sally Ashford's figures include an annual fee of £17,000 per year for her role as the designated Non-Executive Director for workforce engagement.
5 On 9 March 2022, Helis Zulijani-Boye, a Managing Director of Newlight Partners LP, was appointed as a Non-Executive Director replacing David Wassong who resigned from the Board. David Wassong did not receive any fees while serving as a Non-Executive Director.

Statement of Directors' shareholding and share interests (audited)

The following table shows the interests of the Directors and connected persons in shares owned outright or vested, as of 31 December 2023. There have been no changes in the Directors' shareholdings and share interests between 31 December 2023 and the publication of this report.

To ensure close alignment with shareholder interests, the shareholding requirements for the Group CEO and Group CFO are 200% and 150% of salary respectively. The Group CEO met this requirement as of 31 December 2023, holding 744% of salary[1]. The Group CFO assumed his role on 1 January 2021 and, under the Policy, has five years to attain the shareholding requirement. As of 31 December 2023, the Group CFO held shares with a value equivalent to 63% of salary[1]; however, he has the right to sell the majority of these shares under the shareholding requirement policy (other than deferred bonus shares and vested options subject to performance) because they were attained prior to his appointment as Group CFO.

1 Calculated as the sum of shares held outright, deferred bonus shares, legacy incentive plan options and vested options subject to performance, multiplied by the closing price on the London Stock Exchange on 31 December 2023 (£0.89) and divided by base salary.

Director	Shares owned outright	Deferred bonus shares[1] (unvested)	Legacy incentive plan options[2] (vested)	Options subject to performance[3] (vested)	Options subject to performance[4] (unvested)	Total interest (shares and options)
Executive Directors						
Tom Greenwood, Group CEO	4,951,494	31,096	–	265,526	2,283,218	**7,531,334**
Manjit Dhillon, Group CFO	160,825	13,187	49,653	53,304	1,207,884	**1,484,853**
Non-Executive Directors						
Sir Samuel Jonah	–	–	–	–	–	**–**
Magnus Mandersson	–	–	–	–	–	**–**
Alison Baker	45,578	–	–	–	–	**45,578**
Richard Byrne	782,286	–	–	–	–	**782,286**
Sally Ashford	–	–	–	–	–	**–**
Carole Wamuyu Wainaina	–	–	–	–	–	**–**
Temitope Lawani	–	–	–	–	–	**–**
Helis Zulijani-Boye	–	–	–	–	–	**–**

1 50% of any bonuses awarded for above-target performance are deferred in shares for three years.
2 Legacy incentive plan nil-cost options that have vested and are exercisable.
3 Nil-cost options received from vested LTIP awards.
4 The 2021, 2022 and 2023 LTIP awards granted in March 2021, April 2022 and May 2023 respectively.

Payments to past Directors (audited)

Kash Pandya, former CEO and former Non-Executive Deputy Chair, retired and stood down from the Board during the financial year ended 31 December 2022. In accordance with the previous Policy, his unvested 2021 LTIP award was prorated to a maximum 383,983 nil-cost options (from 809,319 initially granted) to reflect the proportion of the vesting period elapsed to the end of his notice period, with unchanged vesting dates. The 2021 LTIP award concluded its performance period on 31 December 2023 and will vest in March 2024. In accordance with the formulaic 58.5% vesting outcome shown on page 111, Kash will receive 224,646 nil-cost options on the vesting date with an estimated value of £161k[1]. Post vest, the two-year holding period for LTIP awards continues to apply.

In accordance with the previous Policy, Kash retained his deferred bonus share awards following his retirement with unchanged vesting dates. 50% of the annual bonus received above target in respect of the financial year ended 31 December 2020 was deferred in shares for three years. As a result, Kash will receive 22,064 shares with a value of £16k[1] when the deferral period ends in March 2024.

1 Estimated based on the Company's average closing share price on the London Stock Exchange during the fourth quarter of the 2023 financial year (£0.71475).

Payments for loss of office (audited)

There were no payments for loss of office during the financial year ended 31 December 2023 (2022: £929k[1]).

1 Kash Pandya, former CEO and Non-Executive Deputy Chair, retired and stepped down from the Board in 2022. The 2022 figure shown is lower than the previously reported figure (£971k) which estimated the vesting value of Kash's 2020 LTIP award using the average closing share price during the fourth quarter of 2022 (£1.12289). The 2022 figure shown values Kash's vested 2020 LTIP award using the opening share price on the vesting date (£1.034 on 24 March 2023).

Application of the Remuneration Policy in 2024

Base salary

The Board has decided to increase the Executive Directors' salaries by 3% compared to an average nominal increase of 3.8%[1] for the wider UK workforce. Effective from 1 April 2024, Tom Greenwood and Manjit Dhillon's salaries will increase to £647,000 and £404,500 respectively.

The annual base salaries for the Executive Directors are shown in the following table. The Committee will continue to review salaries annually going forward.

		Base salary £'000	
Name	Role	Before 1 April 2024	From 1 April 2024
Tom Greenwood	Group CEO	628.0	647.0
Manjit Dhillon	Group CFO	392.5	404.5

1 Current view based on an ongoing wider workforce pay review to be completed in March 2024.

Pension

In accordance with Provision 38 of the Code, Executive Directors receive a pension contribution equal to 9% of base salary, in line with the wider workforce.

Benefits

Executive Directors are eligible for worldwide medical insurance, personal accident and illness insurance, life insurance coverage equal to 4x base salary, gym membership and 25 days' annual leave.

Annual bonus

For the 2024 financial year and in accordance with the Policy, the maximum bonus opportunities for the Group CEO and Group CFO are set out in the following table.

The levels of bonus awarded are subject to financial and non-financial performance conditions measured over the 2024 financial year. They are calculated on a straight-line basis between threshold and target performance, and target and maximum performance.

50% of bonus amounts earned above target will be deferred in shares for a three-year period.

		Annual bonus (% of base salary)		
Name	Role	Threshold performance	Target performance	Maximum performance
Tom Greenwood	Group CEO	0%	100%	175%
Manjit Dhillon	Group CFO	0%	75%	150%

The bonus performance conditions for the 2024 financial year are set out in the following table. The Committee approved the targets in March 2024, but they are deemed to be commercially sensitive; they will therefore be disclosed in full in next year's Directors' Remuneration Report, at around the time when the bonuses are paid.

The 2024 annual bonus will include an additional financial performance measure, Free Cash Flow as defined in the management cash flow table on page 70. It measures the cash flow generation available for capital providers and/or future investments. The Committee believes this new measure will appropriately incentivise the Executive Directors and the wider workforce to achieve the Company's target to be free cash flow neutral for the 2024 financial year.

Performance measure	Weighting	Rationale for inclusion as a performance measure
Adjusted EBITDA[1] (financial)	50%	Measures operating performance by eliminating differences caused by changes in capital structures (affecting interest and finance charges), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses) and the age and booked depreciation on assets. Adjustments are made for certain items that the Company believes are not indicative of underlying trading performance.
Portfolio free cash flow[1] (financial)	20%	Measures the cash flow generated by the business operations after expenditure incurred on maintaining capital assets, including lease liabilities and taxes. It is a measure of the cash generation of the tower estate.
Free cash flow[2] (financial)	10%	Free Cash Flow excludes cash flow from financing activities and transactions with non-controlling interests. It is a measure of the Company's cash flow generation available for capital providers and/or future investments.
Network performance (non-financial)	7.5%	Network performance is a key operational performance measure. It is a measure of uptime of the site network relative to levels specified in our customer service-level agreements.
Strategic projects (non-financial)	7.5%	Achievement of certain strategic initiatives identified for implementation during the financial year.
International standards (non-financial)	5%	Implementing and maintaining internationally recognised systems and processes, measured by the retention of our four ISO accreditations, as well as extending accreditations to new markets; ISO 9001 (Quality Management), ISO 14001 (Environmental Management), ISO 27001 (Information Security), ISO 45001 (Occupational Health & Safety) and ISO 37001 (Anti-Bribery Management).

1 Defined in the Alternative Performance Measures section on pages 64–66.
2 Defined in the management cash flow table on page 70.

Long-Term Incentive Plan awards

In March 2024, the Committee approved the performance conditions and targets for the 2024 LTIP awards to be granted to the Executive Directors and other senior employees. The awards are designed to ensure these key personnel are retained and incentivised to deliver the longer-term business strategy and sustainable long-term returns for shareholders.

The 2024 LTIP awards are expected to be granted during the year in the form of nil-cost options. The Committee intends to calculate the number of options granted using the Company's average closing share price on the London Stock Exchange during the fourth quarter of the previous financial year, being £0.71475 in Q4 2023.

The maximum LTIP awards granted for the 2024 financial year are 200% and 150% of salary for the Group CEO and the Group CFO respectively. The quantum awarded to senior employees below Board level is based on an appropriate cascade. The Committee considered the grant price compared to the prior year and concluded that it would not be appropriate to reduce the level of award on grant in light of the strong financial and operational performance delivered during 2023, with record tenancy additions driving the Company's fastest rate of organic growth and ROIC expansion since the IPO. The Committee has the flexibility to adjust the awards on vesting if the formulaic outcome is not considered to be an appropriate reflection of performance delivered (including for windfall gains).

The 2024 LTIP awards will vest in March 2027, subject to performance conditions which will be measured over a three-year performance period between 1 January 2024 and 31 December 2026. Each performance condition is assessed independently.

In addition to Adjusted EBITDA per share, ROIC and relative TSR, an impact scorecard condition is included to align incentives with the Company's Sustainable Business Strategy. The scorecard incorporates three equally weighted performance targets related to digital inclusion (see pages 22–24), environmental impact (see pages 25–29) and diversity (see pages 30–33).

In accordance with the Policy, the awards will be subject to a two-year holding period post vest, making a five-year vesting and holding period in total. Malus and clawback apply. The values of the awards to be granted to the Executive Directors are set out in the following table.

				Face value of 2024 LTIP award	
Name	Role	Award type	Base salary £'000	% of base salary	£'000
Tom Greenwood	Group CEO	Conditional	647.0	200%	1,294.0
Manjit Dhillon	Group CFO	Conditional	404.5	150%	606.8

The following table details the 2024 LTIP award performance measures, their weightings and their vesting target ranges.

Performance measure	Purpose	Definition	Weighting	Threshold 25% vesting	Target	Maximum 100% vesting
Adjusted EBITDA[1] per share 3-year CAGR FY23–FY26	Measure of profitability	Adjusted EBITDA on a per share basis.	30%	8%	Straight-line vesting between threshold and maximum.	14%
ROIC[1] % in FY26	Measure of efficiency	ROIC is calculated as annualised portfolio free cash flow divided by invested capital.	30%	8%	Straight-line vesting between threshold and maximum.	14%
Relative TSR	Measure of shareholder value creation	Helios Towers plc's TSR relative to the FTSE 250 Index, excluding financial services and investment trusts, based on the average TSR over a three- month period immediately prior to the start and end of the performance period.	20%	Ranked at least the median of the peer group.	Straight-line vesting between threshold and maximum.	Ranked in upper quartile of the peer group
Impact scorecard	Measure of progress against ESG targets included in the Company's Sustainable Business Strategy	Scorecard components: – Environment: emissions per tenant[2] – Diversity: % female staff – Digital inclusion: Population coverage[3]	20% 6.7% 6.7% 6.7%	 (7%) 28% +2.5% CAGR	Straight-line vesting between threshold and maximum.	 (17%) 32% +6% CAGR

1 Defined in the Alternative Performance Measures section on pages 64–66.
2 Reduction from 2023 levels.
3 Increase from 2023 levels.

Non-Executive Directors' fees

It is important that the Company can offer a competitive fee to the Chair and Non-Executives given the scarcity of relevant skills in a specialised and international industry. The Chair and Non-Executive Directors' fees will increase by 3% effective from 1 April 2024 and are summarised in the following table. Fees will continue to be reviewed annually.

	Fees £'000	
Position/role	**Before 1 April 2024**	**From 1 April 2024**
Chair of the Board	288.0	296.5
Independent Non-Executive Director fee	72.0	74.0
Non-Executive Director fee[1]	–	–
Additional fee for Deputy Chair	20.4	21.0
Additional fee for Senior Independent Director	20.4	21.0
Additional fee for Board Committee Chair[2]	20.4	21.0
Additional fee for Committee membership[2]	10.2	10.5

1 Relates to the Non-Executive Directors representing certain legacy institutional shareholders: Temitope Lawani (Lath) and Helis Zulijani-Boye (Quantum).
2 Excludes the Chair and members of the Nomination Committee for which there are no Director fees.

Non-Executive Directors are entitled to an additional fee if they are required to perform any specific additional services. Sally Ashford's additional annual fee for her role as the designated Non-Executive Director for workforce engagement will increase by 3% from £17,000 to £17,500, effective from 1 April 2024.

The aggregate Non-Executive Directors' fees remain within the cap for Directors' fees permitted under our Articles of Association.

Magnus Mandersson, Deputy Chair, will not seek re-election as a Director of the Company and will formally step down at the close of the AGM on 25 April 2024. A process to appoint a new Non-Executive Director is underway.

Other remuneration items

Engagement with shareholders

In Q1 2023, the Remuneration Committee Chair, Richard Byrne, wrote to the Company's pre-IPO shareholders and its 20 largest post-IPO active shareholders to set out and request feedback on the Committee's intentions including with regards to the Remuneration Policy, exercising discretion to adjust 2020 LTIP vesting levels, amending 2021 LTIP target ranges, and increases to Non-Executive Director fees which had remained unchanged since the inaugural Policy was approved at the 2020 AGM.

In total, shareholders representing more than 80% of the Company's shareholder base were contacted. Upon request, Richard had discussions with individual shareholders to respond to questions and provide further clarification. The communication to shareholders was also shared with several prominent shareholder proxy advisors and comments received were been taken into consideration by the Committee.

The Policy and the 2022 Directors' Remuneration Report were approved by shareholders at the 2023 AGM with 'votes for' representing 96.6% and 81.5% of total votes cast respectively.

Engagement with the workforce

During the year, collectively our Group CEO, Group CFO, Executive Committee members and several board members visited all markets, taking the opportunity to talk to colleagues, and holding roundtables with each local team to discuss their plans for growth. Non-Executive Directors visited operating companies including DRC, South Africa and Oman.

The Company holds regular Group-wide town halls, strategy days and OpCo team meetings to maintain regular engagement with our teams and to further embed its Sustainable Business Strategy. This year the Company introduced functional off-site meetings to further reinforce collaboration across markets, and leadership training is developing a pipeline of leaders within the Group and enhancing overall Company performance.

In her role as the designated Non-Executive Director for workforce engagement, Sally Ashford continued to hold regular 'Voice of the Employee' sessions with senior management and the wider workforce in Group and operating companies, including an engagement session with new colleagues in Oman. The sessions involve 1-to-1 meetings with Managing Directors, Heads of Functions and local HR to understand positive areas as well as areas for improvement. Feedback included strengthening processes and promoting training which have been captured in the action plan for 2024.

The women's mentoring circle was launched in 2023, with Non-Executive Directors Alison Baker, Sally Ashford, Carole Wainaina and Group Director, People, Organisation and Development, Doreen Akonor, acting as mentors and hosting discussions with colleagues on career and personal development.

The Board and senior management continue to work on addressing other key areas of feedback from the 2022 Employee Engagement Survey to further improve employees' experience of working with Helios Towers. Sally will continue her workforce engagement activities during 2024, including considering wider workforce pay conditions and remuneration practices.

HT SharingPlan: the all-employee share-based incentive scheme

In its third year of operation, the Board granted HT SharingPlan awards during 2023, enabling all employees to continue to receive an element of remuneration linked to the performance of the Helios Towers plc share price. With the continued aim of creating an inclusive culture that promotes our 'One Team, One Business' vision in all our countries, each employee was granted awards with the same value and on identical terms, regardless of their role or location.

The Board granted free awards in the form of notional shares that track the value of Helios Towers plc's ordinary shares. The 2023 Award was granted with a three-year vesting period, subject to continued employment and good leaver provisions.

The Board thanks shareholders for approving the HT Global Share Purchase Plan in 2021, which has enabled us to grant awards equally to all employees. In line with the Policy, Executive Directors do not participate in the HT SharingPlan.

Dilution limits

The Company's employee share plans are subject to dilution limits that are aligned to market practice and the Investment Association's Principles of Remuneration. Awards cannot be granted if the cumulative number of shares issued, or committed to be issued, under employee share plans exceeds 10% of the ordinary share capital of the Company in any ten-year rolling period. An equivalent 5% dilution limit applies to discretionary employee share plans.

Percentage change in remuneration of Directors, versus employee average

The following table shows the year-on-year percentage change in Directors' remuneration compared to that of the Company's employees in respect of the financial years 2020 through 2023. For comparability, annualised figures are used where appropriate; for example, where a Director was appointed to or resigned from the Board, or an employee began their employment, during a financial year.

Tom Greenwood's 13% year-on-year salary increase in 2023 reflects the full-year impact of the increase to his salary from £440,000 to £600,000 when he was appointed as Group CEO (from Group COO previously) on 28 April 2022, as well as a 4.7% salary increase from 1 April 2023 compared to a median nominal employee increase of 9%. The full-year impact of Tom's salary increase and his higher target bonus as the new Group CEO, combined with a higher 2023 annual bonus performance outcome vs. target, resulted in a 53% year-on-year increase in his annual bonus in 2023 compared to 2022.

The 15–35% range of fee increases for the Chair and Non-Executive Directors reflects (i) a 20% nominal fee increase effected from 1 April 2023, being the first fee increase since the inaugural Policy was approved in April 2020 and reflecting the increased time commitment that the Chair and Non-Executive Directors are being asked to dedicate to the Company due to the rise in governance demands, and as a result of the increased scale of the business since the IPO in 2019; (ii) additional fees received by certain Non-Executive Directors for serving on the two recently established Technology and Sustainability Committees, such fees being commensurate with those received for serving on the Audit and Remuneration Committees to reflect the increased responsibilities and time commitment required for providing these additional services; and (iii) Magnus Mandersson's appointment as Deputy Chair (no net fee impact) and Alison Baker's appointment as Senior Independent Non-Executive Director (additional annual fee of £20,400 effected from 1 May 2023).

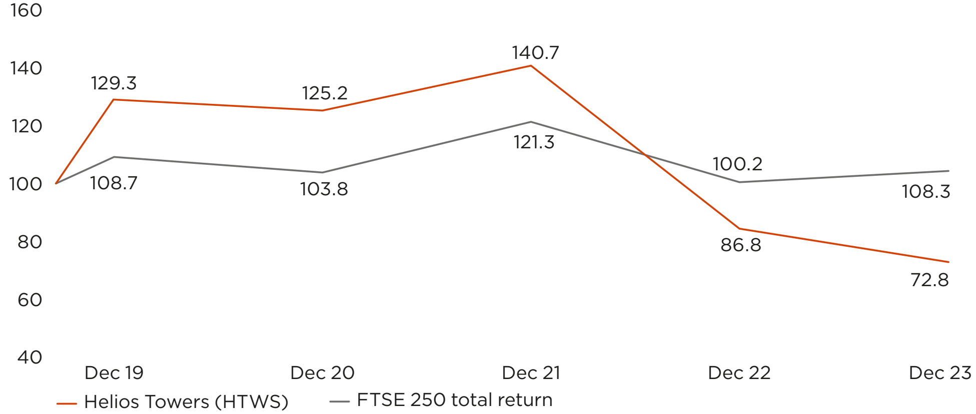
	YoY % increase/(decrease) in 2023 vs. 2022			YoY % increase/(decrease) in 2022 vs. 2021			YoY % increase/(decrease) in 2021 vs. 2020			YoY % increase/(decrease) in 2020 vs. 2019		
Director	**Salary/fees**	**Taxable benefits**	**Bonus**	Salary/fees	Taxable benefits	Bonus	Salary/fees	Taxable benefits	Bonus	Salary/fees	Taxable benefits	Bonus
Tom Greenwood[1]	**+13%**	**+10%**	**+53%**	+25%	+24%[2]	+36%	+24%	+42%[2]	+20%	–	+5%	(16%)
Manjit Dhillon[3]	**+5%**	**(50%)**	**+38%**	+5%	n/a	(5%)	n/a	n/a	n/a	n/a	n/a	n/a
Samuel Jonah	**+15%**	**–**	**–**	–	–	–	–	–	–	–	–	–
Magnus Mandersson[4]	**+33%**	**–**	**–**	–	–	–	+2%	–	–	+10%	–	–
Alison Baker[4]	**+31%**	**–**	**–**	–	–	–	+2%	–	–	+10%	–	–
Richard Byrne[4]	**+24%**	**–**	**–**	–	–	–	+2%	–	–	+10%	–	–
Sally Ashford[4]	**+20%**	**–**	**–**	–	–	–	–	–	–	n/a	n/a	n/a
Carole Wamuyu Wainaina[4]	**+35%**	**–**	**–**	–	–	–	–	–	–	n/a	n/a	n/a
Temitope Lawani[5]	**–**	**–**	**–**	–	–	–	–	–	–	–	–	–
Helis Zulijani-Boye[5]	**–**	**–**	**–**	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Helios Towers plc employees[6]	**n/a**	**n/a**	**n/a**	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Group employees[7]	**+9%**	**+12%**	**+22%**	+6%	+9%	+4%	+3%	+22%	+3%	+3%	+10%	+8%

1 Tom Greenwood's % salary and bonus increases in 2023 vs. 2022 are explained above and primarily relate to changes in pay conditions when he was appointed as Group CEO during 2022, a 4.7% salary increase effected in April 2023 and higher annual bonus outcomes in 2023 compared to 2022. Tom's % increase in 2022 reflects the change to his salary from 28 April 2022 when he was appointed as Group CEO (from Group COO previously). Tom's % increase in 2021 reflects the change to his salary from 1 January 2021 following his appointment as Group COO (from Group CFO previously).
2 Restated from the previously reported figure of +14% in 2022 (vs. 2021) and +17% 2021 (vs. 2020). The restated figures include personal accident and illness insurance in respect of the 2021 and 2022 financial years. The increase in taxable benefits in 2022 was also due to an increase in worldwide medical insurance premiums paid in US Dollars, combined with Sterling exchange rate movements.
3 Manjit Dhillon was appointed Group CFO on 1 January 2021; comparable prior year information is not available before this date. Manjit did not receive any benefits in 2021, therefore the 2022 year-on-year increase is not measurable.
4 Fee increases for the Non-Executive Directors in 2023 are explained above and relate to the first increase in Director fees, effected on 1 April 2023, since the inaugural Policy was approved by shareholders in April 2020, and additional fees received for increased Board and Committee responsibilities. The 2% year-on-year increase to fees earned in 2021 relates to additional fees for committee memberships that began in March 2020. 12 months of these additional fees were earned in 2021 compared to 10 months in 2020. Sally Ashford and Carole Wamuyu Wainaina were appointed to the Board of Directors during 2020; comparable prior year information is not available.
5 Non-Executive Directors representing legacy institutional shareholders: Temitope Lawani (Lath) and Helis Zulijani-Boye (Quantum, previously represented by David Wassong) do not receive remuneration for their Directorship roles on the Board.
6 Helios Towers plc, the parent company of the Group, did not have any employees during the financial years presented.
7 Median percentage increase for eligible employees of Helios Towers Group companies where comparable prior year information is available for individual employees. Employee eligibility for salary increases during the ordinary course annual salary review and annual bonus depends on several factors including employment start date, individual performance and recent off-cycle salary changes.

Total shareholder return performance graph

The following graph shows the TSR of the Company relative to the FTSE 250 Index, from 18 October 2019, when the Company's shares were admitted to trading on the Main Market of the London Stock Exchange, to 31 December 2023. The FTSE 250 is considered an appropriate comparator for Helios Towers because the Company has been a constituent of the index since December 2019.

Total shareholder return vs. FTSE 250



Source: Datastream from Refinitiv (rebased to 100)

Relative importance of expenditure on pay

The following table shows the Company's expenditure on pay compared to shareholders' distributions by way of dividend and share buyback. The 21% year-on-year increase in total employee pay in 2023 reflects an increase in the number of employees in 2023 versus 2022, primarily as a result of the acquisitions in Malawi and Oman that completed during 2022, as well as staff pay increases during 2023.

	2023 US$m	2022 US$m	Year-on-year % change
Distributions to shareholders	**–**	–	–
Total employee pay	**41.5**	34.4	+21%

CEO pay ratio and gender pay gap

With fewer than 250 UK employees, Helios Towers is not required at this stage to report or disclose our ratio of CEO to median employee pay, or gender pay gap information.

However, the Committee fully supports the focus on wider workforce pay and conditions, and is committed to take this into consideration when making decisions on executive remuneration. We are also mindful of shareholder expectations to promote fair and equal treatment of male and female employees in relation to remuneration, ensuring employees receive equal pay for performing the same job to the same standards. In the interest of transparency, the Company has voluntarily disclosed gender pay gap information on its website at heliostowers.com/join-us/diversity-inclusion/.

We regularly review pay rates throughout the Group and will keep our approach to disclosing a pay ratio and/or gender pay gap information, under review over the coming years.

Historic CEO remuneration

The following table shows the CEO's remuneration since admission to the London Stock Exchange on 18 October 2019.

	2023	2022	2021	2020	2019
CEO single figure total remuneration (£'000)					
Tom Greenwood, Group CEO	**1,673**	1,419			
Kash Pandya, Former CEO		865	1,420	1,323	292[1]
Annual bonus (% of maximum opportunity)					
Tom Greenwood, Group CEO	**70%**	55%			
Kash Pandya, Former CEO		56%	62%	64%	74%
LTIP vesting (% of maximum opportunity)					
Tom Greenwood, Group CEO	**59%**	60%			
Kash Pandya, Former CEO		–	–	–	–

1 The single figure of total remuneration for 2019 relates to the period from 18 October 2019 to 31 December 2019.

Advice to the Committee

Members of the Executive Leadership Team are invited to attend the Committee's meetings where appropriate, except when their own remuneration is being discussed. During the year, Tom Greenwood (Group CEO), Manjit Dhillon (Group CFO), Paul Barrett (General Counsel and Company Secretary) and Doreen Akonor (Group Director, People, Organisation and Development) attended certain meetings at the Committee's invitation.

During 2023, the Committee retained PwC to provide independent advice on remuneration matters. PwC was appointed to support the Company in the design of the Directors' Remuneration Policy prior to the IPO and was retained as Remuneration Committee advisor following the IPO. PwC is a member of the Remuneration Consultants' Group and, as such, operates voluntarily under its Group Code of Conduct in relation to executive remuneration consulting in the UK. The Committee was satisfied that the advice provided by PwC was independent and objective.

The firm also acted as tax adviser to the Company during the 2023 financial year. The Committee reviewed the nature of all the services provided during the year by PwC, and was satisfied that no conflict of interest exists or existed in providing these services. PwC has no other connections with the Company or its Directors.

Total fees received by PwC, in relation to remuneration advice that materially assisted the Committee during the financial year ended 31 December 2023, amounted to £96,815. PwC's services are charged on a fixed fee basis with additional items charged on a time and materials basis.

The Committee will continue to seek remuneration advice from PwC in 2024.

Approval

This report has been approved by the Board of Directors and is signed on its behalf by:

Richard Byrne
Chair, Remuneration Committee
13 March 2024

The Directors of Helios Towers plc present their Annual Report and audited Financial Statements for the year ended 31 December 2023.

Additional disclosures

This section, together with the Strategic Report, Governance Report, and Directors' Remuneration Report on pages 02–119 and other information cross-referenced in the table below, constitute the Directors' Report for the purposes of section 415 of the Companies Act 2006, and the information required by both schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 and Listing Rule (LR) 9.8.6R.

As per LR 9.8.6R(8), the Company's TCFD disclosures are explained in the Strategic Report on pages 57–62. No disclosures are required by the Company pursuant to LR 9.8.4R, except for LR 9.8.4R (4), (12) and (13) as noted below.

The Directors' Report, together with the Strategic Report on pages 02–63 constitute the management report for the purposes of rule 4.1.8R of the Disclosure Guidance and Transparency Rules (the 'DTR'). The Strategic Report and the Governance Report on pages 02-119 constitute the Corporate Governance Statement for the purposes of DTR 7.2.1R to 7.2.11R.

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Operations and performance

Results

Results for the year ended 31 December 2023 are set out in the detailed Financial Review on pages 67-71 and the Financial Statements on pages 124–173.

Dividends

The Directors do not intend to pay a final dividend for the year ended 31 December 2023.

Activities in research and development

The Company undertook no activities in research and development during the year ended 31 December 2023.

Branches outside the UK

The Company has no branches outside the UK.

Articles of Association

The Articles of Association set out the internal regulation of the Company and cover such matters as the rights of shareholders, the appointment and removal of Directors and the conduct of the Board and general meetings. The Articles of Association may be amended in accordance with the provisions of the Companies Act 2006 by way of a special resolution of the Company's shareholders. The Company's Articles of Association were last amended and approved by shareholders at the 2022 AGM and can be found on the Company's website at heliostowers.com/investors/corporate-governance/documents/.

Annual General Meeting

The Company's AGM will be held on Thursday 25 April 2024 at 10.00 am at Linklaters, One Silk Street, London, EC2Y 8HQ. The Chair, and the Audit and Remuneration Committee Chairs, will be present to answer shareholders' questions. Shareholders will be able to appoint a proxy electronically, either through our Registrar's website or CREST services, by 10.00 am on Tuesday 23 April 2024. A copy of the 2024 Notice of AGM can be found at heliostowers.com/investors/shareholder-centre/general-meetings/. Voting will be conducted by a poll and voting results will, after the conclusion of the AGM, be published on a Regulatory News Service and on the Company's website at heliostowers.com/investors/regulatory-news/.

Directors

The names, biographical details and Committee memberships of the Directors are set out on pages 75–76 and on the Company's website at heliostowers.com/who-we-are/leadership/board-of-directors/.

Appointment and replacement of Directors

The Company's Articles of Association set out the rules on the appointment and replacement of Directors. The Directors have the power to remove another Director by ordinary resolution and elect another person in his or her place. The Articles of Association require that all Directors be elected by shareholders at the AGM following their appointment to the Board. All Directors are required to retire at each AGM in accordance with Provision 18 of the Code.

Powers of the Directors

The Company's Articles of Association set out the powers of the Directors and allow the Board to exercise those powers.

Directors' and Officers' liability insurance and indemnities
To the extent permitted by English law and the Articles of Association, the Company indemnifies each Director against legal actions that may arise as a result of that Director's positions within the Group. Each UK subsidiary company also indemnifies its Directors. All indemnities given are 'qualifying indemnity provisions' as defined in s236 of the Companies Act 2006. The Company maintains Directors' and Officers' liability insurance in respect of legal actions brought against directors and officers as a result of their positions within the Group.

Shareholders and share capital
Share capital
Helios Towers plc is a public company limited by shares, incorporated in England and Wales, and has a premium listing on the London Stock Exchange (LSE). The Company's issued share capital is set out in Note 18 to the Financial Statements and consists of one class of share of 1p nominal value, which carries no right to fixed income. Each share carries the right to one vote at general meetings of the Company.

As at 31 December 2023, the Company's issued share capital comprised 1,050,500,000 ordinary shares of £0.01 each, all with voting rights.

Authority to purchase own shares
The Company has the authority, pursuant to the 2023 AGM, to make market purchases of its own shares of up to 105,050,000 ordinary shares of £0.01 each, representing 10% of its issued share capital as at the date of the Notice of the 2023 AGM. This authority, which was not exercised during 2023 or to the date of this report, will expire at the conclusion of the 2024 AGM, when the Directors will propose that the authority is renewed.

Rights, restrictions and transfer of shares
The rights attaching to the Company's shares, restrictions and any variation of rights are set out in the Articles of Association, which can be found on the Company's website at heliostowers.com/investors/corporate-governance/documents/.

Shares held by the EBT
The Company has established the EBT in connection with the Company's share plans, which holds treasury shares (as described in Note 18 to the Financial Statements) on trust for the benefit of employees of the Group. The trustee of the EBT (the Trustee) may vote or abstain from voting in respect of the Company's shares held unallocated in the EBT. In respect of any allocated shares, unless the Company requests otherwise, the Trustee must seek voting directions from beneficial holders of the shares and vote in accordance with any directions received (or otherwise abstain from voting).

In accordance with good practice, unless the Company directs otherwise, the Trustee will waive its entitlement to receive any dividends above a maximum of one pence in aggregate in respect of shares which are the beneficial property of the EBT.

Major shareholders
The Company had not been advised of any notifiable interests (whether directly or indirectly held) in its voting rights, in accordance with DTR 5, between 1 January 2023 and 31 December 2023. The Company has not received any notifications of any changes to this up to the date of this report.

Stakeholders and policies
Modern Slavery statement
The Company has approved, signed and published on its website its Modern Slavery and Human Trafficking Statement in accordance with the Modern Slavery Act 2015. The Statement can be found on the Company's website at heliostowers.com/modern-slavery-statement/.

Anti-Discrimination policy
The Company's Anti-Discrimination Policy applies to all Group employees, as well as contractors, consultants and any other workers, and adopts a zero-tolerance approach to any unlawful discrimination when a person is harassed or treated arbitrarily or differently due to a relevant protected characteristic. The Company encourages its entire workforce to report any instance of discrimination that they witness or which comes to their attention. The Policy makes it clear that selection for employment, promotion, training or any other benefit will be on the basis of aptitude and ability only. The Policy is reviewed periodically to take account of legislative changes.

Significant agreements
The Company is required to disclose any significant agreements that take effect, alter or terminate on a change of control of the Company following a takeover bid.

The Company has committed debt facilities and has issued US$650 million senior bonds and US$300 million unsecured convertible bonds, all of which are directly or indirectly subject to change of control provisions, albeit neither the facilities, the senior bonds nor the convertible bonds necessarily require mandatory prepayment on a change of control and the convertible bonds are not automatically converted on a change of control.

The Shareholders' Agreement, details of which are set out on page 88, will terminate either if: (i) the shares of the Company cease to be listed on the premium listing segment of the Official List and traded on the London Stock Exchange; (ii) no founding shareholder holds 3% or more of the shares of the Company; or (iii) there is only one founding shareholder who holds 3% or more of the shares in the Company and none of Quantum Strategic Partners, Ltd, Lath Holdings, Ltd or Millicom Holding B.V. holds 10% or more of the shares of the Company.

Political donations and expenditure

The Company made no donations to any political party or other political organisation during the year. The Company has the authority, pursuant to the 2023 AGM, to make political donations not exceeding £50,000 and incur political expenditure not exceeding £50,000 in total. Further details of this authority can be found in the Notice of the 2023 AGM. This authority, which was not exercised during 2023 or to the date of this report, will expire at the conclusion of the 2024 AGM, when the Directors will propose that the authority is renewed.

Employee share plans

The Company's shareholders approved the HT UK Share Purchase Plan and HT Global Share Purchase Plan (together the 'HT SharingPlan') at its 2022 AGM. The Board made one new award under the HT SharingPlan in 2023 to all colleagues, as noted on page 117.

Auditor and audit information

External auditor

A resolution to reappoint Deloitte LLP as external auditor will be proposed at the 2024 AGM.

Audit information

Each of the Directors at the date of the approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the Company's external auditor is unaware; and
- they have taken all reasonable steps as Directors to make themselves aware of any relevant audit information, and to establish that the Company's external auditor is aware of that information.

This confirmation is given, and should be interpreted, in accordance with the provisions of section 418 of the Companies Act 2006.

The Directors' Report was approved by the Board of Directors of Helios Towers plc on 13 March 2024 and signed on its behalf by:

Paul Barrett
General Counsel and Company Secretary
Helios Towers plc
Company Number 12134855

The Directors are responsible for preparing the Annual Report and Financial Statements, and the Group Financial Statements, in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under this law, the Directors are required to prepare the Group Financial Statements in accordance with United Kingdom adopted international accounting standards.

The Directors have elected to prepare the Company Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (UK GAAP), which is the United Kingdom Accounting Standards and applicable law, including the Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102). Under company law, the Directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Company, and of the profit and loss of the Company for that period.

In preparing the parent company's Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

In preparing the Group Financial Statements, International Accounting Standard 1 requires that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in international accounting standards are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company, and enable them to ensure that the Financial Statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and, therefore, for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' responsibility statement under the UK Corporate Governance Code
In accordance with Provision 27 of the 2018 UK Corporate Governance Code, the Directors consider that the Annual Report and Financial Statements, taken as a whole, is fair, balanced and understandable and provides information to enable shareholders to assess the Company's performance, business model and strategy.

Responsibility Statement
Each of the Directors whose names are listed on pages 75–76 confirm that to the best of their knowledge:

- the Group Financial Statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group and Company and the undertakings included in the consolidation taken as a whole;
- the Strategic Report includes a fair review of the development and performance of the business, the position of the Company, and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face; and
- the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

This responsibility statement was approved by the Board of Directors on 13 March 2024 and is signed on its behalf by:

Tom Greenwood
Group Chief Executive Officer

Manjit Dhillon
Group Chief Financial Officer

FINANCIAL STATEMENTS

Independent auditor's report to the members of Helios Towers plc

Report on the audit of the Financial Statements

1. Opinion

In our opinion:

- the Financial Statements of Helios Towers plc (the 'Company') and its subsidiaries (the 'Group') give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2023 and of the Group's loss for the year then ended;
- the Group Financial Statements have been properly prepared in accordance with United Kingdom adopted international accounting standards;
- the Company Financial Statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- the Financial Statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the Financial Statements which comprise:

- the Consolidated Income Statement;
- the Consolidated Statement of Other Comprehensive Income;
- the Consolidated and Company Statements of Financial Position;
- the Consolidated and Company Statements of Changes in Equity;
- the Consolidated Statement of Cash Flows;
- the Statement of compliance and presentation of Financial Statements; and
- the related notes to the Consolidated Financial Statements 1 to 31 and notes to the Company Financial Statements 1 to 8.

The financial reporting framework that has been applied in the preparation of the Group Financial Statements is applicable law and United Kingdom adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the Company Financial Statements is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

2. Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the Financial Statements section of our report.

We are independent of the Group and the Company in accordance with the ethical requirements that are relevant to our audit of the Financial Statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services provided to the Group and Company for the year are disclosed in note 5b to the Financial Statements. We confirm that we have not provided any non-audit services prohibited by the FRC's Ethical Standard to the Group or the Company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Summary of our audit approach

Key audit matters	The key audit matters that we identified in the current year were: – Recoverability of trade receivables; – Valuation of uncertain tax positions; and – Impairment of goodwill and other intangible assets. Within this report, key audit matters are identified as follows: Newly identified Increased level of risk Similar level of risk Decreased level of risk
Materiality	The materiality that we used for the Group Financial Statements was US$11.6m (2022: US$8.5m) which was determined based on a combination of 1.6% (2022: 1.5%) of revenue and 3.1% (2022: 3.0%) of Adjusted EBITDA (as defined in note 4) benchmarks based on the Group Financial Statements.
Scoping	We have performed a full scope audit on the Group's key trading entities in Democratic Republic of the Congo ("DRC"), Oman, Senegal and Tanzania. We have audited specified balances within the Group's trading entities in Republic of the Congo, Ghana, Madagascar, Malawi and South Africa, as well as specified balances within certain financing/head office entities. The balances and legal entities not covered by our audit scope were subject to analytical procedures. On this basis, our audit coverage was 92% of Group revenue (2022: 87%), 85% of Group Adjusted EBITDA (2022:85%) and 91% of Group net assets (2022: 79%).
Significant changes in our approach	In the current year, we included one new key audit matter, the impairment of goodwill and other intangible assets. This reflects the increased focus on possible impairment of goodwill and other intangible assets following material additions to these balances arising from a number of acquisitions in recent years, and the performance of underlying businesses acquired since acquisition. The valuation of acquired intangibles at initial recognition is no longer a key audit matter as there were no acquisitions in the current year. Revenue recognition is no longer a key audit matter as there have been no material new or modified contracts in the year.

Independent auditor's report to the members of Helios Towers plc continued

4. Conclusions relating to going concern

In auditing the Financial Statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the Financial Statements is appropriate.

Our evaluation of the directors' assessment of the Group's and Company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining an understanding of the relevant controls over the Group's forecasting process;
- Assessing the Group's financing facilities including the nature of facilities, their repayment terms and covenants;
- Challenging the linkage of the forecasts to the Group's business model and medium-term strategy, including considering its commitments in response to climate change;
- Assessing key assumptions used in the forecasts and sensitised forecasts, the amount of headroom, and performing further sensitivity analysis;
- Testing the mathematical accuracy of the model used to prepare the forecasts, testing of clerical accuracy of those forecasts;
- Assessing the historical accuracy of forecasts prepared by the directors; and
- Assessing the Financial Statement disclosures in respect of going concern.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and Company's ability to continue as a going concern for a period of at least twelve months from when the Financial Statements are authorised for issue.

In relation to the reporting on how the Group has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the Financial Statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

5. Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5.1. Recoverability of receivables

Key audit matter description	Trade receivables balance comprises amounts payable by MNOs and other wireless operators and represents revenues that have previously been recognised within the income statement or as deferred income. IFRS 9 Financial Instruments ("IFRS 9") requires the Group to record an impairment against receivable balances (expected credit loss ("ECL") provision) based on forward-looking information. As at 31 December 2023, the Group had recognised trade receivables totalling US$145.2m (2022: US$80.5m). The Group has recorded an expected credit loss provision of US$5.4m (2022: US$5.8m) against these receivables. We have identified a key audit matter in respect of the recoverability of receivable balances where there is evidence of liquidity issues or a dispute with the customer. Refer to note 2(a), 22 and the report of the Audit Committee on page 96 of the annual report.
How the scope of our audit responded to the key audit matter	In responding to this key audit matter, we performed the following procedures: - obtained an understanding of the Group's controls relevant to the identification of receivables at risk of default, assessing their recoverability and appropriate level of ECL; - identified receivables which may be disputed or may not be recoverable based on an analysis of aged items and discussions with Group and local management; - agreed a sample of the debtors balances outstanding as at year end to evidence of cash received since year-end, to the extent collected; - obtained confirmations of material debtors' balances and a sample of others, and where these differed we tested reconciling items, analysed subsequent cash receipts and tested open invoices as at year end to assess any remaining differences; - assessed the Group's provision estimates for ECL and any impairment of receivables for compliance with IFRS 9; and - assessed the disclosures in respect of material judgements made against the requirements of IFRS 9.
Key observations	We concluded that the estimates of provisions for ECL and impairment of receivables are reasonable and appropriately disclosed in the financial statements.

Independent auditor's report to the members of Helios Towers plc continued

5. Key audit matters (continued)

5.2. Valuation of uncertain tax positions

Key audit matter description	The Group operates in a variety of tax jurisdictions within Africa and the Middle East. There have been a number of tax investigations and inspections by local tax authorities, the findings of which could result in the imposition of fines and penalties. There is often estimation uncertainty associated with valuing uncertain tax positions ("UTPs") and contingent liabilities in these jurisdictions and we therefore consider this to be a key audit matter, as the range of possible outcomes of the investigations and inspections can be wide. These judgements can be complex as a result of the considerations required over multiple tax laws and regulations, and in the current year included consideration of ongoing tax audits in certain subsidiaries, where the estimated tax charge depends on uncertain interpretation and application of tax law. Refer to notes 2(a), 10, 19 and the report of the Audit Committee on page 96.
How the scope of our audit responded to the key audit matter	In responding to this key audit matter, we performed the following procedures: – obtained an understanding of the Group's controls relevant to the assessment of required provisions in respect of tax investigations and inspections and valuation of the UTPs; – engaged tax specialists in the UK and in the relevant jurisdictions to assist in assessing the technical treatment of UTPs and provisions and the directors' related judgements; – held discussions with Group and local management and local tax advisors to further understand current and historic UTPs; – assessed communication between the Group and the relevant tax authorities for all components whose tax balances are in scope, including for the post year end period; – tested the tax provision workings and considered whether these had been calculated in accordance with the applicable laws and regulations of the relevant jurisdiction; – assessed the Group's overall UTP provision and tax-related contingent liabilities estimates in the context of the Group's track record of resolving these in the past and considered whether there was any contradictory evidence; and – assessed the completeness and accuracy of disclosures related to tax valuation made in the annual report.
Key observations	We concluded that the tax provisions held by the Group were reasonable. We are satisfied that tax-related contingent liabilities and uncertainties are complete and appropriately disclosed in the financial statements.

5.3. Impairment of goodwill and other intangible assets

Key audit matter description	Acquisitions in recent years have resulted in material customer relationship intangible assets and goodwill being recognised in the financial statements. At 31 December 2023, total intangible assets were US$546.4m, of which US$40.7m was goodwill, US$489.6m customer relationships and US$16.1m other intangible assets. IAS 36 Impairment of Assets ("IAS 36") requires an annual impairment test for goodwill, and an annual impairment indicators assessment for other non-current assets. This involves estimating the recoverable amount for all Cash Generating Units (CGUs). The estimation of the recoverable amount for CGUs requires material assumptions around forecast revenue growth, costs, discount rates and terminal growth rate. We identified the impairment of goodwill and other intangible assets as a key audit matter due to the size of the balances following recent acquisitions, the level of complexity and judgement involved in estimating the recoverable amount, and the potential sensitivity of the impairment conclusion to changes in certain assumptions. Based on these factors, our work was focussed on the Oman and Madagascar CGUs. Refer to notes 2(a), 31 and the report of the Audit Committee on page 96.
How the scope of our audit responded to the key audit matter	In responding to this key audit matter, we performed the following procedures: – obtained an understanding of the Group's controls relevant to the estimation and review of the assumptions used in the impairment assessment; – challenged management's assessment of impairment indicators for customer relationships intangible assets by reviewing the current performance of each significant customer and comparing to previous forecasts; – reviewed the Group's methodology for performing impairment testing against the requirements of IAS 36; – assessed the Group's historical forecasting accuracy by comparing previous forecasts to actual results for the relevant periods; – reviewed publicly available market reports, new contracts and evidence of customer commitments to new sites and tenancies to evaluate the assumptions used; – assessed the capital costs included in the cash flow forecasts for consistency with the requirements of IAS 36 and for consistency with the Group's stated climate related commitments; – challenged whether changes in assumptions from those used in previous forecasts were reasonable; – with the assistance of our valuation specialists, assessed the assumptions applied in the calculation of the WACC rates and benchmarked to comparable companies; – performed sensitivity analysis on the key assumptions relative to the calculated headroom; – performed a stand-back analysis and considered whether the forecasts and underlying assumptions were reasonable including whether there was any indication of management bias; – assessed the disclosures made against the requirements of IAS 36 and IAS 1 Presentation of Financial Statements.

Independent auditor's report to the members of Helios Towers plc continued

Key observations	We concluded that the Group's impairment conclusions were reasonable and appropriately disclosed in the financial statements.

6. Our application of materiality

6.1. Materiality

We define materiality as the magnitude of misstatement in the Financial Statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the Financial Statements as a whole as follows:

	Group Financial Statements	Company Financial Statements
Materiality	US$11.6m (2022: US$8.5m).	Materiality US$ 14.0m (2022: US$13.9m).
Basis for determining materiality	Materiality has been determined as a combination of 1.6% (2022: 1.5%) of revenue and 3.1% (2022: 3.0%) of Adjusted EBITDA (as defined in note 4) benchmarks derived from the Group Financial Statements.	Company materiality used in our audit has been determined as 1% (2022: 1%) of net assets. For balances that form part of the Group financial statements this is capped at 40% (2022: 40%) of Group materiality, US$4.6m (2022: US$3.4m).
Rationale for the benchmark applied	We believe that the revenue and Adjusted EBITDA metrics reflect the underlying performance of the Group, and given the importance attached to these metrics by investors and other readers of the Financial Statements, we concluded that these were the most appropriate metrics to use.	The Company acts principally as a holding company and therefore net assets is a key measure for this entity.

6.2. Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the Financial Statements as a whole.

	Group Financial Statements	Parent company Financial Statements
Performance materiality	70% (2022: 70%) of Group materiality.	70% (2022: 70%) of Company materiality.
Basis and rationale for determining performance materiality	In determining performance materiality, we considered: – the Group's overall control environment; and – the low level of uncorrected misstatements identified in previous periods.	

6.3. Error reporting threshold

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of US$580,000 (2022: US$425,000), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the Financial Statements.

7. An overview of the scope of our audit

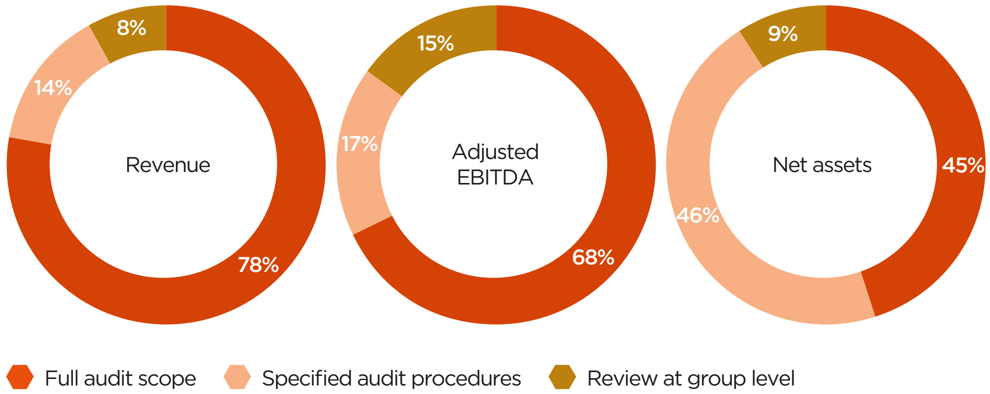
7.1. Identification and scoping of components

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including Group-wide controls, and assessing the risks of material misstatement at the Group level. Although the Group has operating companies within Tanzania, Democratic Republic of the Congo, Ghana, the Republic of the Congo, Senegal, South Africa, Madagascar, Malawi and Oman, the majority of its accounting function and supporting accounting records are located at its central back office in the United Kingdom.

Therefore, based on the above risk assessment, a significant proportion of our audit effort is concentrated at a Group level. There was limited use of local audit teams, under the Group team's direction, to perform certain specified audit procedures as further described in section 7.4 below.

The Group's operating companies in the Democratic Republic of Congo, Oman, Senegal and Tanzania were in full audit scope for the current year. We performed specified audit procedures on the other operating companies. Our component materiality ranged from US$2.6m to US$4.6m (2022: US$2.2m to US$3.6m).

Based on this approach, audit coverage over revenue was 92% (2022: 87%), Adjusted EBITDA 85% (2022: 85%) and net assets 91% (2022: 79%):



7.2. Our consideration of the control environment

In order to assess appropriateness of the controls over the financial reporting and revenue IT systems, we engaged our IT audit specialists to evaluate controls over change management, user access and segregation of duties. We also obtained an understanding of the relevant controls over receivables, expenses, inventories, fixed assets, budgeting and forecasting, taxation and financial reporting including journal entries.

We tested and were able to rely on manual controls over revenue (including accrued and deferred amounts at the period end).

Independent auditor's report to the members of Helios Towers plc continued

7. An overview of the scope of our audit (continued)

7.3. Our consideration of climate-related risks

In planning our audit, we have considered the potential impact of climate change on the Group's business and its Financial Statements.

As a part of our audit, we obtained the Group's climate-related risk assessment and held discussions with them to understand the process of identifying climate-related risks, the determination of mitigating actions and the impact on the Group's Financial Statements. As explained on page 144 the key areas considered in the consolidated Financial Statements were the impact of the Group's net zero commitments on forecasts used in the going concern model and impairment assessments. Other than the appropriate inclusion of these commitments in the Group's forecasts, they concluded there was no material impact arising from climate change on the judgements and estimates made in the current year Financial Statements as disclosed in note 2(b).

We performed our own qualitative risk assessment of the potential impact of climate change on the Group's account balances and classes of transaction and did not identify any reasonably possible risks of material misstatement arising from climate change. Our procedures included reading the Strategic Report, including commentary about the Group's climate change commitments and the TCFD disclosures to consider whether they are materially consistent with the Financial Statements and our knowledge obtained in our audit work, particularly our work on the Group's impairment and going concern cash flow forecasts.

7.4. Working with other auditors

Because of the level of centralisation in the operations of the Group, as described in section 7.1, the audits of all components were led by the Group audit team, with limited use of local audit teams to assist us in specific areas where local presence and/or knowledge was important, such as inventory counts, fixed asset verifications and assessment of uncertain tax positions. We exercised close supervision and oversight of local audit teams through the performance of the following procedures:

- sending detailed instructions to all local audit teams specifying the procedures required;
- including local audit teams in team briefings, planning meetings and component risk assessments as relevant to their work; and
- reviewing working papers prepared by local audit teams and related deliverables submitted to us.

As part of our oversight procedures, this year we visited three full scope components (DRC, Oman and Tanzania) and we have continued to communicate frequently with our local audit teams throughout the audit process, such as conducting meetings with local audit teams via video conferencing.

8. Other information

The other information comprises the information included in the annual report, other than the Financial Statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the Financial Statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the Financial Statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

9. Responsibilities of Directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the Financial Statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

10. Auditor's responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

A further description of our responsibilities for the audit of the Financial Statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Independent auditor's report to the members of Helios Towers plc continued

11. Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

11.1. Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- The nature of the industry and sector, control environment, geographical locations, and business performance including the design of the Group's remuneration policies, key drivers for directors' remuneration, bonus levels, performance targets and potential for bribery and kickbacks;
- Results of our enquiries of management, internal compliance, the directors and the audit committee about their own identification and assessment of the risks of irregularities, including those that are specific to the telecommunication sector;
- Any matters we identified having obtained and reviewed the Group's documentation of their policies and procedures relating to:
  - Identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - Detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
  - The internal controls established to mitigate risks of fraud or non-compliance with laws and regulations; and
- The matters discussed among the audit engagement team including component audit teams and relevant internal specialists, including tax, valuations, IT, and forensic specialists regarding how and where fraud might occur in the Financial Statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in relation to the assessment for impairment of goodwill and other intangible assets. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory frameworks that the Group operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the Financial Statements. The key laws and regulations we considered in this context included the UK Companies Act, UK Corporate Governance Code, Listing Rules and Tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the Financial Statements but compliance with which may be fundamental to the Group's ability to operate or to avoid a material penalty. These included the Group's adherence to telecommunication and environmental regulations.

11.2. Audit response to risks identified

As a result of performing the above, we identified impairment of goodwill and other intangible assets as a key audit matter related to the potential risk of fraud. The key audit matters section of our report explains the matter in more detail and also describes the specific procedures we performed in response to this key audit matter. In addition to the above, and based on input from our forensic specialists, our procedures to respond to fraud risks identified included the following:

- Reviewing the Financial Statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the Financial Statements;
- Enquiring of a broad cross section of management, the directors, the audit committee and in-house legal counsel concerning actual and potential litigation and claims;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- Reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with relevant tax and regulatory authorities;
- Reviewed output from the Group's whistleblowing hotline; and
- In addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists and significant component audit teams, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Independent auditor's report to the members of Helios Towers plc continued

Report on other legal and regulatory requirements

12. Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- The information given in the strategic report and the directors' report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements; and
- The strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the Company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

13. Corporate Governance Statement

The Listing Rules require us to review the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Group's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the Financial Statements and our knowledge obtained during the audit:

- the directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 72;
- the directors' explanation as to its assessment of the Group's prospects, the period this assessment covers and why the period is appropriate set out on page 72;
- the directors' statement on fair, balanced and understandable set out on page 99;
- the board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 51;
- the section of the annual report that describes the review of effectiveness of risk management and internal control systems on pages 99–100; and
- the section describing the work of the audit committee set out on page 99.

14. Matters on which we are required to report by exception

14.1. Adequacy of explanations received and accounting records

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- We have not received all the information and explanations we require for our audit; or
- Adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- The Company Financial Statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

14.2. Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made or the part of the directors' remuneration report to be audited is not in agreement with the accounting records and returns.

We have nothing to report in this regard.

15. Other matters which we are required to address

15.1. Auditor tenure

The Company was incorporated on 1 August 2019. We were appointed on 1 October 2019 by the directors to audit the Financial Statements for the period ended 31 December 2019 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments is 5 years, covering the years ended 31 December 2019 to 31 December 2023.

However, we were appointed on 18 November 2010 for other Group entities (including the former parent company Helios Towers Ltd) to audit the Financial Statements for the year ended 31 December 2010. Following a competitive tender process, we were reappointed to audit the Financial Statements for the period ending 31 December 2022 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments is therefore 14 years, covering the years ended 31 December 2010 to 31 December 2023.

15.2. Consistency of the audit report with the additional report to the audit committee

Our audit opinion is consistent with the additional report to the audit committee we are required to provide in accordance with ISAs (UK).

16. Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.15R – DTR 4.1.18R, these financial statements will form part of the Electronic Format Annual Financial Report filed on the National Storage Mechanism of the FCA in accordance with DTR 4.1.15R – DTR 4.1.18R. This auditor's report provides no assurance over whether the Electronic Format Annual Financial Report has been prepared in compliance with DTR 4.1.15R – DTR 4.1.18R.

Bevan Whitehead FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
13 March 2024

Consolidated Income Statement
For the year ended 31 December

	Note	2023 US$m	2022 US$m
Revenue	3	**721.0**	560.7
Cost of sales		**(450.4)**	(365.9)
Gross profit		**270.6**	194.8
Administrative expenses		**(127.6)**	(114.1)
Gain/(loss) on disposal of property, plant and equipment		**3.1**	(0.4)
Operating profit	5a	**146.1**	80.3
Interest receivable	8	**1.3**	1.8
Other gains and (losses)	24	**(6.1)**	(51.4)
Finance costs	9	**(253.5)**	(193.2)
Loss before tax		**(112.2)**	(162.5)
Tax expense	10	**0.4**	(8.9)
Loss after tax for the year		**(111.8)**	(171.4)
Loss attributable to:			
Owners of the Company		**(100.1)**	(171.5)
Non-controlling interests		**(11.7)**	0.1
Loss for the year		**(111.8)**	(171.4)
Loss per share:			
Basic loss per share (cents)	29	**(10)**	(16)
Diluted loss per share (cents)	29	**(10)**	(16)

All activities relate to continuing operations.

The accompanying Notes form an integral part of these Financial Statements.

Consolidated Statement of Other Comprehensive Income
For the year ended 31 December

	2023 US$m	2022 US$m
Loss after tax for the year	**(111.8)**	(171.4)
Other comprehensive (loss)/gain:		
Items that may be reclassified subsequently to profit and loss:		
Exchange differences on translation of foreign operations	**(1.8)**	(5.5)
Cash flow reserve (loss)/gain	**(14.7)**	–
Total comprehensive loss for the year, net of tax	**(128.3)**	(176.9)
Total comprehensive loss attributable to:		
Owners of the Company	**(117.1)**	(176.4)
Non-controlling interests	**(11.2)**	(0.5)
Total comprehensive loss for the year	**(128.3)**	(176.9)

The accompanying Notes form an integral part of these Financial Statements.

Consolidated Statement of Financial Position
As at 31 December

Assets	Note	2023 US$m	2022 US$m (Restated)[1]
Non-current assets			
Intangible assets	11	**546.4**	575.2
Property, plant and equipment	12	**918.3**	907.9
Right-of-use assets	13	**254.0**	226.5
Deferred tax asset	10	**13.6**	18.7
Derivative financial assets	26	**6.3**	2.8
		1,738.6	1,731.1
Current assets			
Inventories	14	**12.7**	14.6
Trade and other receivables	15	**297.2**	228.1
Prepayments	16	**42.6**	45.7
Cash and cash equivalents	17	**106.6**	119.6
		459.1	408.0
Total assets		**2,197.7**	2,139.1
Equity and liabilities			
Equity			
Share capital	18	**13.5**	13.5
Share premium	18	**105.6**	105.6
Other reserves		**(101.7)**	(87.0)
Convertible bond reserves	20	**52.7**	52.7
Share-based payments reserves	25	**25.5**	23.2
Treasury shares	18	**(1.8)**	(1.1)
Translation reserve		**(56.9)**	(93.5)
Retained earnings		**(105.2)**	(5.1)
Equity attributable to owners		**(68.3)**	8.3
Non-controlling interest		**29.8**	41.0
Total equity		**(38.5)**	49.3

1 Restatement on finalisation of acquisition accounting; see note 31 page 166

Liabilities	Note	2023 US$m	2022 US$m (Restated)[1]
Current liabilities			
Trade and other payables	19	**301.7**	239.4
Short-term lease liabilities	21	**35.5**	34.1
Loans	20	**37.7**	19.9
		374.9	293.4
Non-current liabilities			
Deferred tax liabilities		**25.9**	50.1
Long-term lease liabilities	21	**203.9**	191.9
Derivative financial liabilities	26	**14.6**	–
Loans	20	**1,612.6**	1,551.7
Minority interest buyout liability		**4.3**	2.7
		1,861.3	1,796.4
Total liabilities		**2,236.2**	2,089.8
Total equity and liabilities		**2,197.7**	2,139.1

The accompanying Notes form an integral part of these Financial Statements.

These Financial Statements were approved and authorised for issue by the Board on 13 March 2024 and signed on its behalf by:

Tom Greenwood

Manjit Dhillon

Consolidated Statement of Changes in Equity

For the year ended 31 December

	Note	Share capital US$m	Share premium US$m	Other reserves US$m	Treasury shares US$m	Share-based payments reserves US$m	Convertible bond reserves US$m	Translation reserve US$m	Retained earnings US$m	Attributable to the owners of the Company US$m	Non-controlling interest (NCI) US$m	Total equity US$m
Balance at 1 January 2022		13.5	105.6	(87.0)	(1.1)	19.6	52.7	(88.6)	153.3	168.0	–	168.0
Loss for the year		–	–	–	–	–	–	–	(171.5)	(171.5)	0.1	(171.4)
Other comprehensive loss		–	–	–	–	–	–	(4.9)	–	(4.9)	(0.6)	(5.5)
Total comprehensive loss for the year		–	–	–	–	–	–	(4.9)	(171.5)	(176.4)	(0.5)	(176.9)
Transactions with owners:												
Issue of share capital		–	–	–	–	–	–	–	13.1	13.1	–	13.1
Non-controlling interests	30	–	–	–	–	–	–	–	–	–	48.1	48.1
Share-based payments	25	–	–	–	–	3.6	–	–	–	3.6	–	3.6
Buyout obligation liability		–	–	–	–	–	–	–	–	–	(6.6)	(6.6)
Balance at 31 December 2022		13.5	105.6	(87.0)	(1.1)	23.2	52.7	(93.5)	(5.1)	8.3	41.0	49.3
Loss for the year		–	–	–	–	–	–	–	(100.1)	(100.1)	(11.7)	(111.8)
Movement in cash flow hedge reserve		–	–	(14.7)	–	–	–	–	–	(14.7)	–	(14.7)
Other comprehensive loss		–	–	–	–	–	–	(2.3)	–	(2.3)	0.5	(1.8)
Total comprehensive loss for the year		–	–	(14.7)	–	–	–	(2.3)	(100.1)	(117.1)	(11.2)	(128.3)
Transactions with owners:												
Share-based payments	25	–	–	–	–	1.6	–	–	–	1.6	–	1.6
Transfer of treasury shares		–	–	–	(0.7)	0.7	–	–	–	–	–	–
Translation of hyperinflationary results		–	–	–	–	–	–	38.9	–	38.9	–	38.9
Balance at 31 December 2023		**13.5**	**105.6**	**(101.7)**	**(1.8)**	**25.5**	**52.7**	**(56.9)**	**(105.2)**	**(68.3)**	**29.8**	**(38.5)**

Share-based payments reserves relate to share options awarded. See Note 25.

Translation reserve relates to the translation of the Financial Statements of overseas subsidiaries into the presentational currency of the Consolidated Financial Statements.

Included in other reserves is the merger accounting reserve which arose on Group reorganisation in 2019 and is the difference between the carrying value of the net assets acquired and the nominal value of the share capital and the cash flow hedge reserve.

The accompanying Notes form an integral part of these Financial Statements.

Consolidated Statement of Cash Flows
For the year ended 31 December

	Note	**2023 US$m**	2022 US$m
Cash flows from operating activities			
Loss for the year before tax		**(112.2)**	(162.5)
Adjustments for:			
Other gains and (losses)	24	**6.1**	51.4
Finance costs	9	**253.5**	193.2
Interest receivable	8	**(1.3)**	(1.8)
Depreciation and amortisation	11–13	**219.0**	178.5
Share-based payments and long-term incentive plans	25	**3.7**	4.5
(Loss)/Gain on disposal of property, plant and equipment		**(3.1)**	0.4
Operating cash flows before movements in working capital		**365.7**	263.7
Movement in working capital:			
(Increase) in inventories		**(3.1)**	(3.3)
(Increase) in trade and other receivables		**(88.1)**	(79.0)
(Increase) in prepayments		**(5.1)**	(2.0)
Increase in trade and other payables		**49.1**	13.8
Cash generated from operations		**318.5**	193.2
Interest paid		**(150.4)**	(121.8)
Tax paid	10	**(20.9)**	(20.3)
Net cash generated from operating activities		**147.2**	51.1

	Note	**2023 US$m**	2022 US$m
Cash flows from investing activities			
Payments to acquire property, plant and equipment		**(191.6)**	(244.4)
Payments to acquire intangible assets		**(4.8)**	(3.4)
Acquisition of subsidiaries (net of cash acquired)	31	**–**	(135.6)
Proceeds on disposal of property, plant and equipment		**(0.3)**	0.1
Interest received		**0.9**	1.8
Net cash used in investing activities		**(195.8)**	(381.5)
Cash flows from financing activities			
Transactions with non-controlling interests		**–**	11.8
Loan drawdowns		**489.6**	280.6
Loan issue costs		**(12.1)**	(7.2)
Repayment of loan		**(401.8)**	(341.0)
Repayment of lease liabilities		**(32.5)**	(18.8)
Net cash generated/(used in) from financing activities		**43.2**	(74.6)
Net (decrease) in cash and cash equivalents		**(5.4)**	(405.0)
Foreign exchange on translation movement		**(7.6)**	(4.3)
Cash and cash equivalents at 1 January		**119.6**	528.9
Cash and cash equivalents at 31 December		**106.6**	119.6

The accompanying Notes form an integral part of these Financial Statements.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023

1. Statement of compliance and presentation of financial statements
Helios Towers plc (the 'Company'), together with its subsidiaries (collectively, 'Helios', or the 'Group'), is an independent tower company, with operations across nine countries. Helios Towers plc is a public limited company incorporated and domiciled in the UK, and registered under the laws of England & Wales under company number 12134855 with its registered address at 10th Floor, 5 Merchant Square West, London, W2 1AS, United Kingdom. In October 2019, the ordinary shares of Helios Towers plc were admitted to the premium listing segment of the Official List of the UK Financial Conduct Authority and trade on the London Stock Exchange Plc's main market for listed securities.

The Company and entities controlled by the Company are disclosed on page 172. The principal accounting policies adopted by the Group are set out in Note 2. These policies have been consistently applied to all periods presented.

2(a). Accounting policies
Basis of preparation
The Group's Financial Statements are prepared in accordance with International Financial Reporting Standards as adopted by the United Kingdom (IFRSs), taking into account IFRS Interpretations Committee (IFRS IC) interpretations and those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

The Financial Statements have been prepared on the historical cost basis, except for the revaluation of certain financial instruments that are measured at fair value at the end of each reporting period and for the application of IAS 29 'Financial Reporting in Hyperinflationary Economies' for the Group's entities reporting in Ghanaian Cedi. The Financial Statements are presented in United States Dollars (US$) and rounded to the nearest hundred thousand (US$0.1 million) except when otherwise indicated. Comparatives are updated where appropriate.

The principal accounting policies adopted are set out below.

Basis of consolidation
The Consolidated Financial Statements incorporate the Financial Statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 December each year. Control is achieved when the Company:

- has the power over the investee;
- is exposed, or has rights, to variable return from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the Financial Statements of subsidiaries to bring the accounting policies used in line with the Group's accounting policies.

All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that have present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

Going concern
The Directors believe that the Group is well placed to manage its business risks successfully, despite the current uncertain economic outlook in the wider economy. The Group's forecasts and projections, taking account of possible changes in trading performance, show that the Group should remain adequately liquid and should operate within the covenant levels of its debt facilities (Note 20).

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

2(a). Accounting policies (continued)

Going concern (continued)

As part of their regular assessment of the Group's working capital and financing position, the Directors have prepared a detailed trading and cash flow forecast for a period which covers at least 12 months after the date of approval of the Consolidated Financial Statements, together with sensitivities and a 'reasonable worst case' stress scenario. In assessing the forecasts, the Directors have considered:

- trading and operating risks presented by the conditions in the operating markets;
- the impact of macroeconomic factors, particularly inflation, interest rates and foreign exchange rates;
- climate change risks and initiatives, including the Group's Project 100 initiative;
- the availability of the Group's funding arrangements, including loan covenants and non-reliance on facilities with covenant restrictions in more extreme downside scenarios;
- the status of the Group's financial arrangements;
- progress made in developing and implementing cost reduction programmes, climate change considerations and initiatives and operational improvements; and
- mitigating actions available should business activities fall behind current expectations, including the deferral of discretionary overheads and other expenditures.

In particular for the current year, the Directors have considered the impact of energy prices and the broader inflationary environment in some of the Group's operations. Our expansion over the last few years has resulted in us having US$38.5m of net liabilities at year end, primarily driven by the depreciation on acquired assets and financing costs associated with those acquisitions. As we lease-up those assets over the next few years, we expect the liability position to reverse. Our net current assets at year end remain strong at US$84.2m.

Based on the foregoing considerations, the Directors continue to consider it appropriate to adopt the going concern basis of accounting in preparing the Consolidated Financial Statements.

New accounting policies in 2023

In the current financial year, the Group has adopted the following new and revised Standards, Amendments and Interpretations. Their adoption has not had a material impact on the amounts reported in these Financial Statements:

- IFRS 17: Insurance contracts, Amendments to IAS 8: Definition of Accounting Estimates, Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction and Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of Accounting Policies.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination in accordance with IFRS 3 Business Combinations (IFRS 3) is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. The identifiable assets, liabilities and contingent liabilities (identifiable net assets) are recognised at their fair value at the date of acquisition. Acquisition-related costs are expensed as incurred and included in administrative expenses.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- uncertain tax positions and deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 Share-Based Payments at the acquisition date (see below); and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquired (if any) over the net of the fair values of acquired assets and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the gain is recognised in profit or loss. Goodwill is capitalised as an intangible asset with any subsequent impairment in carrying value being charged to the consolidated statement of profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (a period of no more than 12 months), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

2(a). Accounting policies (continued)

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. The carrying value of contingent consideration is the present value of those cash flows (when the effect of the time value of money is material).

Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date. Subsequently, changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments are recognised in the income statement, when contingent consideration amounts are remeasured to fair value at subsequent reporting dates.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the cash-generating units (CGU) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit. Any impairment loss is recognised directly in profit or loss. An impairment loss recognised for goodwill is not able to be reversed in subsequent periods. On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Revenue recognition

The Group recognises revenue from the rendering of tower services provided by utilisation of the Group's tower infrastructure pursuant to written contracts with its customers. The Group applies the five-step model in IFRS 15 Revenue from Contracts with Customers (IFRS 15). Prescriptive guidance in IFRS 15 is followed to deal with specific scenarios and details of the impact of IFRS 15 on the Group's Consolidated Financial Statements are described below. Revenue is not recognised if uncertainties over a customer's intention and ability to pay means that collection is not probable.

On inception of the contract a 'performance obligation' is identified based on each of the distinct goods or services promised to the customer. The consideration specified in the contract with the customer is allocated to a performance obligation identified based on their relative standalone selling prices. In line with IFRS 15, the Group has one material performance obligation, which is providing a series of distinct tower space and site services. This performance obligation includes fees for the provision of tower infrastructure, power escalations and tower service contracts. This is the only material performance obligation for the Group at the balance sheet date.

Revenue from these services is recognised as the performance obligation is satisfied over time using the time elapsed output method for each customer to measure the Group's progress under the contract. Customers are usually billed in advance creating deferred income which is then recognised as the performance obligation is met over a straight-line basis. Amounts billed in arrears are recognised as contract assets until billed.

Revenue is measured at the fair value of the consideration received or expected to be received and represents amounts receivable for services provided in the normal course of business, less VAT and other sales-related taxes. Where refunds are issued to customers, they are deducted from revenue in the relevant service period.

The entire estimated loss for a contract is recognised immediately when there is evidence that the contract is unprofitable. If these estimates indicate that any contract will be less profitable than previously forecasted, contract assets may have to be written down to the extent they are no longer considered to be fully recoverable. We perform ongoing profitability reviews of our contracts in order to determine whether the latest estimates are appropriate. Key factors reviewed include:

- transaction volumes or other inputs affecting future revenues which can vary depending on customer requirements, plans, market position and other factors such as general economic conditions;
- the status of commercial relations with customers and the implications for future revenue and cost projections; and
- our estimates of future staff and third-party costs and the degree to which cost savings and efficiencies are deliverable.

The direct and incremental costs of acquiring a contract including, for example, certain commissions payable to staff or agents for acquiring customers on behalf of the Group, are recognised as contract acquisition cost assets in the statement of financial position when the related payment obligation is recorded. Costs are recognised as an expense in line with the recognition of the related revenue that is expected to be earned by the Group; typically, this is over the customer contract period as new commissions are payable on contract renewal.

Foreign currency translation

The individual Financial Statements of each Group company are presented in the currency of the primary economic environment in which it operates (its functional currency). For the purpose of the Consolidated Financial Statements, the results and financial position of each Group company are expressed in United States Dollars (US$), which is the functional currency of the Company, and the presentation currency for the Consolidated Financial Statements.

In preparing the Financial Statements of the individual companies, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

For the purpose of presenting Consolidated Financial Statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date, with the exception of the Group's Ghanaian Cedi operations, which are subject to hyperinflation accounting.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

2(a). Accounting policies (continued)

Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a separate component of equity (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest become a financial asset), all of the exchange differences accumulated in a separate component of equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Hyperinflation Accounting

Ghana met the requirements to be designated as a hyperinflationary economy under IAS 29 'Financial Reporting in Hyperinflationary Economies' in the quarter ended 31 December 2023. The Group has therefore applied hyperinflationary accounting, as specified in IAS 29, to its Ghanaian operations whose functional currency is the Ghanaian Cedi.

In accordance with IAS 21 'The Effects of Changes in Foreign Exchange Rates', comparative amounts have not been restated.

Ghanaian Cedi denominated results and non-monetary asset and liability balances for the current financial year ended 31 December 2023 have been revalued to their present value equivalent local currency amount as at 31 December 2023, based on an inflation index, before translation to USD at the reporting date exchange rate of USD$1:GHS11.89.

For the Group's operations in Ghana:

- The gain or loss on net monetary assets resulting from IAS 29 application is recognised in the consolidated income statement within other gains & losses.
- The Group also presents the gain or loss on cash and cash equivalents as monetary items together with the effect of inflation on operating, investing and financing cash flows as one number in the consolidated statement of cash flows.
- The Group has presented the IAS 29 opening balance adjustment to net assets within currency reserves in equity. Subsequent IAS 29 equity restatement effects and the impact of currency movements are presented within other comprehensive income because such amounts are judged to meet the definition of 'exchange differences'.

The inflation index in Ghana selected to reflect the change in purchasing power was the consumer price index (CPI) issued by the Ghana Statistical Service, which has risen by 23.2% to 200.5 (2022: 162.8) during the current financial year.

The main impacts of the aforementioned adjustments on the consolidated financial statements are shown below.

	Year ended 31 December 2023 Increase/ (Decrease) US$m
Revenue	0.4
Operating Profit	(5.8)
Loss before tax	(14.0)
Non-current assets	30.8
Equity attributable to owners of the parent	(27.6)

Financial assets

Financial assets within the scope of IFRS 9 are classified as financial assets at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

At the current reporting period the Group did not elect to classify any financial instruments as fair value through OCI.

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

2(a). Accounting policies (continued)

Financial liabilities

Financial liabilities within the scope of IFRS 9 are classified, at initial recognition, as financial liabilities at fair value through profit or loss. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables and loans and borrowings.

The subsequent measurement of financial liabilities depends on their classification, as described below:

(a) Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied.

(b) Financial liabilities at amortised cost
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Embedded derivatives

A derivative may be embedded in a non-derivative 'host contract' such as put and call options over loans. Such combinations are known as hybrid instruments. If a hybrid contract contains a host that is a financial asset within the scope of IFRS 9, then the relevant classification and measurement requirements are applied to the entire contract at the date of initial recognition. Should the host contract not be a financial asset within the scope of IFRS 9, the embedded derivative is separated from the host contract, if it is not closely related to the host contract, and accounted for as a standalone derivative. Where the embedded derivative is separated, the host contract is accounted for in accordance with its relevant accounting policy, unless the entire instrument is designated at FVTPL in accordance with IFRS 9.

Hedge Accounting

The Group's activities expose it to the financial risks of changes in interest rates which it manages using derivative financial instruments. The use of financial derivatives is governed by the Group's policies approved by the Board of Directors, which provide written principles on the use of financial derivatives consistent with the Group's risk management strategy. The Group does not use derivative financial instruments for speculative purposes.

The Group designates certain derivatives as hedges of highly probable interest rate risks of firm commitments (cash flow hedges). Derivative financial instruments are initially measured at fair value on the contract date and are subsequently re-measured to fair value at each reporting date. Changes in values of all derivatives of a financing nature are included within financing costs in the income statement unless designated in an effective cash flow hedge relationship when the effective portion of changes in value are deferred to other comprehensive income. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, exercised or no longer qualifies for hedge accounting. When hedge accounting is discontinued, any gain or loss recognised in other comprehensive income at that time remains in equity and is recognised in the income statement when the hedged transaction is ultimately recognised in the income statement.

For cash flow hedges, when the hedged item is recognised in the income statement, amounts previously recognised in other comprehensive income and accumulated in equity for the hedging instrument are reclassified to the income statement. However, when the hedged transaction results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognised in other comprehensive income and accumulated in equity are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability. If a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the income statement.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Leases

The Group applies IFRS 16 Leases. The Group holds leases primarily on land, buildings and motor vehicles used in the ordinary course of business. Based on the accounting policy applied the Group recognises a right-of-use asset and a lease liability at the commencement date of the contract for all leases conveying the right to control the use of an identified asset for a period of time. The commencement date is the date on which a lessor makes an underlying asset available for use by a lessee.

The right-of-use assets are initially measured at cost, which comprises:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received; and
- any initial direct costs incurred by the lessee.

After the commencement date the right-of-use assets are measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability.

The Group depreciates the right-of-use asset from the commencement date to the end of the lease term. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. These include:

- fixed payments, less any lease incentives receivable.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

2(a). Accounting policies (continued)
The lease payments are discounted using the incremental borrowing rate at the commencement of the lease contract or modification. Generally, it is not possible to determine the interest rate implicit in the land and building leases. The incremental borrowing rate is estimated taking account of the economic environment of the lease, the currency of the lease and the lease term. The lease term determined by the Group comprises:

- non-cancellable period of lease contracts;
- periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and
- periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.

After the commencement date the Group measures the lease liability by:

- increasing the carrying amount to reflect interest on the lease liability;
- reducing the carrying amount to reflect lease payments made; and
- remeasuring the carrying amount to reflect any reassessment or lease modifications.

Property, plant and equipment
Items of property, plant and equipment are stated at cost of acquisition or production cost less accumulated depreciation and impairment losses, if any.

Assets in the course of construction for production, supply or administrative purposes, are carried at cost, less any recognised impairment loss. Cost includes material and labour and professional fees in accordance with the Group's accounting policy, and only those costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management are capitalised. Depreciation of these assets, on the same basis as other assets, commences when the assets are ready for their intended use. Borrowing costs are not capitalised as assets are generally constructed in substantially less than one year.

Freehold land is not depreciated.

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, using the straight-line method, on the following bases:

Site assets – towers	Up to 15 years
Site assets – generators	8 years
Site assets – plant & machinery	3–5 years
Fixtures and fittings	3 years
IT equipment	3 years
Motor vehicles	5 years
Leasehold improvements	5–10 years

Directly attributable costs of acquiring tower assets are capitalised together with the towers acquired and depreciated over a period of up to 15 years in line with the assets estimated useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in profit and loss.

Intangible assets
Contract-acquired-related intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. They are amortised on a straight-line basis over the life of the contract.

Intangible assets acquired in a business combination and recognised separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Amortisation is charged so as to write off the cost of assets over their estimated useful lives, using the straight-line method, on the following bases:

Customer contracts	Amortised over their contractual lives
Customer relationships	Up to 30 years
Colocation rights	Amortised over their contractual lives
Right of first refusal	Amortised over their contractual lives
Non-compete agreement	Amortised over their contractual lives
Computer software and licences	2–3 years

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised. Amortisation of intangibles is included within Administrative expenses in the Consolidated Income Statement.

Impairment of tangible and intangible assets
At each reporting date, the Directors review the carrying amounts of its tangible and intangible assets (other than goodwill, which is tested at least annually as described above) to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows (cash-generating units – 'CGUs'). Where the asset does not generate cash flows that are independent from other assets, the Directors estimate the recoverable amount of the CGU to which the asset belongs. The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss. Any impairment is allocated pro-rata across all assets in a CGU unless there is an indication that a class of asset should be impaired in the first instance or a fair market value exists for one or more assets. Once an asset has been written down to its fair value less costs of disposal then any remaining impairment is allocated equally among all other assets.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

2(a). Accounting policies (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (CGU) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (CGU) in prior years. Reversals are allocated pro-rata across all assets in the CGU unless there is an indication that a class of asset should be reversed in the first instance or a fair market value exists for one or more assets. A reversal of an impairment loss is recognised in the income statement immediately. An impairment loss recognised for goodwill is never reversed in subsequent periods.

Related parties

For the purpose of these Financial Statements, parties are considered to be related to the Group if they have the ability, directly or indirectly to control the Group or exercise significant influence over the Group in making financial or operating decisions, or vice versa, or where the Group is subject to common control or common significant influence. Related parties may be individuals or other entities.

Retirement benefit costs

Payments to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

Share-based payments

The Group's management awards employee share options, from time to time, on a discretionary basis which are subject to vesting conditions. The economic cost of awarding the share options to its employees is recognised as an employee benefit expense in the income statement equivalent to the fair value of the benefit awarded over the vesting period. For further details refer to Note 25.

Inventory

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits. Short-term deposits are defined as deposits with an initial maturity of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purposes of the Statement of Cash Flows.

Interest expense

Interest expense is recognised as interest accrues, using the effective interest method, to the net carrying amount of the financial liability.

The effective interest method is a method of calculating the amortised cost of a financial asset/financial liability and of allocating interest income/interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts/payments through the expected life of the financial assets/financial liabilities, or, where appropriate, a shorter period.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the statement of financial position liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised either for taxable temporary differences arising on investments in subsidiaries or on carrying value of taxable assets, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date. Deferred tax is charged or credited in the profit or loss, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

2(a). Accounting policies (continued)

Uncertain tax positions

Where required under applicable standards, provision is made for matters where Management assess that it is probable that a relevant taxation authority will not accept the position as filed in the tax returns, it is probable an outflow of economic benefits will be required to settle the obligation and the amount can be reliably estimated. The Group typically uses a weighted average of outcomes assessed as possible to determine the level of provision required, unless a single best estimate of the outcome is considered to be more appropriate. Assessments are made at the level of an individual tax uncertainty, unless uncertainties are considered to be related, in which case they are grouped together. Provisions, which are not discounted given the short period over which they are expected to be utilised, are included within current tax liabilities, together with any liability for penalties, which to date have not been significant. Any liability relating to interest on tax liabilities is included within finance costs.

Share capital

Ordinary shares are classified as equity.

Treasury shares

Treasury shares represents the shares of Helios Towers plc that are held by the Employee Benefit Trust (EBT). Treasury shares are recorded at cost and deducted from equity.

New accounting pronouncements

The following Standards, Amendments and Interpretations have been issued by the IASB and are effective for annual reporting periods beginning on or after 1 January 2024:

- Amendments to IAS 1 ‘Classification of liabilities and Non-current liabilities with Covenants’
- Amendments to IFRS 16 ‘Lease Liability in a Sale and Leaseback’
- Amendments to IAS 7 and IFRS 7 ‘Supplier Finance Arrangements’

The Group’s financial reporting will be presented in accordance with the above new standards from 1 January 2024. The Directors do not expect that the adoption of the above Standards, Amendments and Interpretations will have a material impact on the Financial Statements of the Group in future periods.

In the application of the Group’s accounting policies, which are described above, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Group’s accounting policies

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the Directors, have made in the process of applying the Group’s accounting policies and that have the most significant effect on the amounts recognised in the Financial Statements.

Revenue recognition

Revenue is recognised as service revenue in accordance with IFRS 15: Revenue from contracts with customers. In arriving at this assessment, the Directors concluded that there is not an embedded lease, given customer contracts provide for an amount of space on a tower rather than a specific location on a tower. Our contracts permit us, subject to certain conditions, to relocate customer equipment on our towers in order to accommodate other tenants. Customer consent is usually required to move equipment, however, this should not be unreasonably withheld. The Directors believe these substitution rights are substantive, given the practical ability to move equipment and the economics of doing so. In applying the requirements of IFRS 15, management makes an evaluation as to whether it is probable that the Group will collect the consideration that it is entitled to under the contract. The amount of revenue that the Group is contractually entitled to but has not recognised is disclosed in Note 22.

Contingent liabilities

The Group exercises judgement to determine whether to recognise provisions and the exposures to contingent liabilities related to pending litigations or other outstanding claims subject to negotiated settlement, mediation, arbitration or government regulation, as well as other contingent liabilities (see Note 27). Judgement is necessary to assess the likelihood that a pending claim will succeed, or a liability will arise.

Recognition of deferred tax assets

The Group has material unrecognised deferred tax assets across a number of jurisdictions (see Note 10) which have not been recognised to date due to current period tax losses, insufficient certainty as to future taxable profits and in the context of ongoing assessments from local tax authorities in certain jurisdictions (see Note 27). Successful resolution of such assessments from tax authorities and greater certainty over future taxable profitability may lead to partial recognition of currently unrecognised deferred tax assets with the next 12 months.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

2(b). Critical accounting judgements and key sources of estimation uncertainty

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Derivatives valuation
The group manages its interest rate risk using interest rate swap agreements. These are classified as financial instruments and recognised at fair value at the reporting date. The fair value is dependent on the future interest rate forward yield curve at the reporting date. This can have a material impact on the fair value of the interest rate swaps between periods. A 100 basis point movement will result in a change in value of US$19.5 million which will be recognised either in the income statement or in other comprehensive income depending on if hedge accounting has been applied and effective in the period.

The Directors have considered whether certain other estimates included in the financial statements meet the criteria to be key sources of estimation uncertainty, as follows:

Impairment testing
Following the assessment of the recoverable amount of goodwill allocated to the Group's CGUs, to which Goodwill of US$40.7 million is allocated, the Directors consider the recoverable amount of goodwill allocated to the operating companies to be most sensitive to the key assumptions in the number of tenancy opportunities in the relevant markets and the expected growth rates in these markets, future discount rates and operating cost and capital expenditure requirements.

In the current year sensitivities have been applied to the key assumptions and the Directors do not consider there to be a reasonable possible change that would have a material impact to the balance sheet valuation

Provisions for litigation
Provisions and exposures to contingent liabilities related to pending litigations or other outstanding claims subject to negotiated settlement, mediation, arbitration or government regulation (see Note 27) are subject to estimation uncertainty. Whilst the value of open claims across the Group is material in aggregate, based on recent experiences of closing such cases, the resulting adjustments are generally not material and provisions held by the Group have accurately quantified the final amounts determined. Therefore, the Directors consider the current provisions held by the Group to be appropriate and do not anticipate a significant risk of a material change to the amounts accrued and provided at 31 December 2023 within the next financial year.

Uncertain tax positions
Measurement of the Group's tax liability involves estimation of the tax liabilities arising from transactions in tax jurisdictions for which the ultimate tax determination is uncertain. Where there are uncertain tax positions, the Directors assess whether it is probable that the position adopted in tax filings will be accepted by the relevant tax authority, with the results of this assessment determining the accounting that follows. The Group uses tax experts in all jurisdictions when assessing uncertain tax positions and seeks the advice of external professional advisors where appropriate. The Group's tax provision for these matters is recognised within current tax liabilities and in the measurement of deferred tax assets as applicable. The provision reflects a number of estimates where the amount of tax payable is either currently under audit by the tax authorities or relates to a period which has yet to be audited. These areas include the tax effects of change of control events, which are calculated based on valuations of the company's operations in the relevant jurisdictions, and interpretation of taxation law relating to statutory tax filings by the Group.

The nature of the items, for which a provision is held, is such that the final outcome could vary from the amounts recognised once a final tax determination is made. To the extent the estimated final outcome differs from the tax that has been provided, adjustments will be made to income tax and deferred tax balances held in the period the determination is made. Whilst the value of open tax audit cases for all taxes across the Group is material in aggregate, based on recent experiences of closing tax audit cases, the resulting adjustments are generally not material and tax accruals and provisions held by the Group have accurately quantified the final amounts determined. Therefore, the Directors consider the current provisions held by the Group to be appropriate and do not anticipate a significant risk of a material change to the amounts accrued and provided at 31 December 2023 within the next financial year.

Climate-related matters on the financial statements
The Directors have considered the effects climate-related matters may have on the financial statements. In particular, consideration has been given to the potential impact climate matters may have on the carrying amount of the Group's property plant and equipment and inventories, the impact climate change considerations and initiatives have when assessing forecasts as part of our going concern assessment and impairment reviews, potential financial impact that future regulatory requirements may have on financial instruments the Group may use or the way it assesses the recognition of assets and liabilities.

While no adjustments have been made to the carrying amount of assets and liabilities in the current year, the Group's forecasts reflect the Group's planned spend in respect of carbon-intensity reduction targets. The Directors will continue to assess the impact climate-related matters may have on the financial position and performance of the Group and reflect those in future financial statements.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

3. Segmental reporting

The following segmental information is presented in a consistent format with management information considered by the CEO of each operating segment, and the CEO and CFO of the Group, who are considered to be the chief operating decision makers (CODMs). Operating segments are determined based on geographical location. Following the Group's recent expansion into new countries and related internal management and reporting reorganisation, the Group's segments are now presented on a regional rather than a country basis, with comparative information re-presented accordingly. All operating segments have the same business of operating and maintaining telecoms towers and renting space on such towers. Accounting policies are applied consistently for all operating segments. The segment operating result used by the CODMs is Adjusted EBITDA, which is defined in Note 4.

	Middle East & North Africa	East & West Africa		Central & Southern Africa		Corporate	Group
For the year to 31 December 2023	Oman US$m	Tanzania US$m	Other US$m	DRC US$m	Other US$m	US$m	US$m
Revenue	57.5	232.5	80.1	256.9	94.0	–	721.0
Adjusted gross margin[1]	77%	73%	57%	54%	62%	–	63%
Adjusted EBITDA[2]	38.5	162.3	37.5	123.0	44.6	(36.0)	369.9
Adjusted EBITDA margin[3]	67%	70%	47%	48%	47%	–	51%
Financing costs							
Interest costs	(36.0)	(37.8)	(28.3)	(54.7)	(24.1)	5.7	(175.2)
Foreign exchange differences	(0.6)	(37.9)	(31.7)	0.3	(30.2)	14.0	(86.1)
Gain on refinancing	–	–	–	–	–	7.8	7.8
Total finance costs	(36.6)	(75.7)	(60.0)	(54.4)	(54.3)	27.5	(253.5)
Other segmental information							
Non-current assets	509.4	281.9	300.3	383.4	251.6	12.0	1,738.6
Property, plant and equipment additions	13.1	34.2	24.2	68.1	36.3	3.0	178.9
Property, plant and equipment depreciation and amortisation	23.2	47.8	29.1	51.7	27.8	7.4	187.0

1 Adjusted gross margin means gross profit, adding back site and warehouse depreciation, divided by revenue.
2 Adjusted EBITDA is loss before tax for the year, adjusted for finance costs, other gains and losses, interest receivable, loss on disposal of property, plant and equipment, amortisation of intangible assets, depreciation and impairment of property, plant and equipment, depreciation of right-of-use assets, deal costs for aborted acquisitions, deal costs not capitalised, share-based payments and long-term incentive plan charges, and other adjusting items. Other adjusting items are material items that are considered one-off by management by virtue of their size and/or incidence.
3 Adjusted EBITDA margin is Adjusted EBITDA divided by revenue.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

3. Segmental reporting (continued)

For the year to 31 December 2022 (Represented)	Middle East & North Africa[4] Oman US$m	East & West Africa[5] Tanzania US$m	East & West Africa[5] Other US$m	Central & Southern Africa[6] DRC US$m	Central & Southern Africa[6] Other US$m	Corporate US$m	Group US$m
Revenue	3.6	201.4	60.4	205.9	89.4	–	560.7
Adjusted gross margin[1]	73%	70%	59%	57%	64%	–	63%
Adjusted EBITDA[2]	2.3	133.7	29.2	104.4	44.7	(31.5)	282.8
Adjusted EBITDA margin[3]	64%	66%	48%	51%	50%	–	50%
Financing costs							
Interest costs	(5.2)	(40.1)	(21.2)	(52.3)	(25.5)	3.3	(141.0)
Foreign exchange differences	(0.1)	(2.2)	(14.3)	0.30	(34.3)	(1.6)	(52.2)
Total finance costs	(5.3)	(42.3)	(35.5)	(52.0)	(59.8)	1.7	(193.2)
Other segmental information[7]							
Non-current assets	519.3	318.0	327.8	343.6	218.2	4.2	1,731.1
Property, plant and equipment additions	125.8	53.8	66.6	76.7	40.6	2.4	365.9
Property, plant and equipment depreciation and amortisation	1.7	52.9	21.6	53.3	21.3	6.4	157.2

1 Adjusted gross margin means gross profit, adding back site and warehouse depreciation, divided by revenue.
2 Adjusted EBITDA is loss before tax for the year, adjusted for finance costs, other gains and losses, interest receivable, loss on disposal of property, plant and equipment, amortisation of intangible assets, depreciation and impairment of property, plant and equipment, depreciation of right-of-use assets, deal costs for aborted acquisitions, deal costs not capitalised, share-based payments and long-term incentive plan charges, and other adjusting items. Other adjusting items are material items that are considered one-off by management by virtue of their size and/or incidence.
3 Adjusted EBITDA margin is Adjusted EBITDA divided by revenue.
4 Middle East & North Africa segment reflects the Company's operations in Oman.
5 East & West Africa segment reflects the Company's operations in Tanzania, Senegal and Malawi.
6 Central & Southern Africa segment reflects the Company's operations in DRC, Congo Brazzaville, South Africa, Ghana and Madagascar.
7 Restatement on finalisation of acquisition accounting; see Note 31, page 166.

Customer Concentration

A significant portion of our Group revenue is derived from a small number of large multinational customers (which operate across multiple segments). In the year ended 31 December 2023, revenue from our top four MNO customers, collectively accounted for 69.7% of our revenue (2022: 75.4%).

	Year ended 31 December			
	% of Revenue		% of Revenue	
(US$m)	**2023**	**2023**	2022	2022
Airtel Africa	**197.1**	**27.4%**	158.9	28.3%
Vodafone/Vodacom	**154.5**	**21.4%**	132.5	23.6%
Orange	**77.5**	**10.8%**	60.9	10.9%
Axian	**73.0**	**10.1%**	70.4	12.6%
Total	**502.1**	**69.7%**	422.7	75.4%

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023 continued

4. Reconciliation of aggregate segment Adjusted EBITDA to loss before tax

The key segment operating result used by chief operating decision makers (CODMs) is Adjusted EBITDA which is also used as an Alternative Performance Measure for the Group as a whole.

Management defines Adjusted EBITDA as loss before tax for the year, adjusted for finance costs, other gains and losses, interest receivable, loss on disposal of property, plant and equipment, amortisation of intangible assets, depreciation and impairment of property, plant and equipment, depreciation of right-of-use assets, deal costs for aborted acquisitions, deal costs not capitalised, share-based payments and long-term incentive plan charges, and other adjusting items. Other adjusting items are material items that are considered one-off by management by virtue of their size and/or incidence.

The Group believes that Adjusted EBITDA and Adjusted EBITDA margin facilitate comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures (affecting interest and finance charges), tax positions (such as the impact of changes in effective tax rates or net operating losses) and the age and booked depreciation on assets. The Group excludes certain items from Adjusted EBITDA, such as loss on disposal of property, plant and equipment and other adjusting items because it believes they are not indicative of its underlying trading performance.

Adjusted EBITDA is reconciled to loss before tax as follows:

	2023 US$m	2022 US$m
Adjusted EBITDA	**369.9**	282.8
Adjustments applied to give Adjusted EBITDA		
Adjusting items:		
Deal costs[1]	**(3.3)**	(19.1)
Share-based payments and long-term incentive plan charges[2]	**(3.7)**	(4.5)
Other/Restructuring	**(0.9)**	–
Loss on disposal of property, plant and equipment	**3.1**	(0.4)
Other gains and (losses)	**(6.1)**	(51.4)
Depreciation of property, plant and equipment	**(160.9)**	(144.6)
Amortisation of intangible assets	**(26.1)**	(12.6)
Depreciation of right-of-use assets	**(32.0)**	(21.3)
Interest receivable	**1.3**	1.8
Finance costs	**(253.5)**	(193.2)
Loss before tax	**(112.2)**	(162.5)

1 Deal costs comprise costs related to potential acquisitions and the exploration of investment opportunities, which cannot be capitalised. These comprise employee costs, professional fees, travel costs and set-up costs incurred prior to operating activities commencing.
2 Share-based payments and long-term incentive plan charges and associated costs.

5a. Operating profit

Operating profit is stated after charging the following:

	2023 US$m	2022 US$m
Cost of inventory expensed	**125.1**	89.0
Auditor remuneration (see Note 5b)	**2.9**	2.7
(Gain)/loss on disposal of property, plant and equipment	**(3.1)**	0.4
Depreciation and amortisation	**219.0**	178.5
Staff costs (Note 6)	**42.3**	35.0

5b. Audit remuneration

	2023 US$m	2022 US$m
Statutory audit of the Company's annual accounts	**0.8**	0.6
Statutory audit of the Group's subsidiaries	**1.8**	1.8
Audit fees	**2.6**	2.4
Interim review engagements	**0.3**	0.1
Other assurance services	**–**	0.2
Audit related assurance services	**0.3**	0.3
Total non-audit fees	**0.3**	0.3
Total fees	**2.9**	2.7

6. Staff costs

Staff costs consist of the following components:

	2023 US$m	2022 US$m
Wages and salaries	**38.9**	32.0
Social security costs – employer contributions	**2.6**	2.4
Pension costs	**0.8**	0.6
	42.3	35.0

An immaterial allocation of directly attributable staff costs is subsequently capitalised into the cost of capital work in progress.

The average monthly number of employees during the year was made up as follows:

	2023	2022
Operations	**320**	287
Legal and regulatory	**61**	61
Administration	**61**	59
Finance and IT	**120**	108
Sales and marketing	**36**	33
	598	548

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

7. Key management personnel compensation

	2023 US$m	2022 US$m
Salary, fees and bonus	**3.7**	3.8
Pension and benefits	**0.2**	0.2
Share based payment charge	**0.6**	1.6
	4.5	5.6

The above remuneration information relates to Directors in Helios Towers plc. Further details can be found in the Directors' Remuneration Report of the Annual Report.

8. Interest receivable

	2023 US$m	2022 US$m
Bank interest receivable	**1.3**	1.8

9. Finance costs

	2023 US$m	2022 US$m
Foreign exchange differences	**86.1**	52.2
Interest costs	**150.2**	115.5
Interest costs on lease liabilities	**25.0**	25.5
Gain on refinancing	**(7.8)**	–
	253.5	193.2

The year-on-year increase in foreign exchange differences is driven primarily by the fluctuations year-on-year of the Ghanaian Cedi, Malawian Kwacha and Tanzanian Shilling.

10. Tax expense, tax paid and deferred tax

	2023 US$m	2022 US$m
(a) Tax expense:		
Current tax		
In respect of current year	**24.7**	19.1
Adjustment in respect of prior years	**(0.6)**	(1.2)
Total current tax	**24.1**	17.9
Deferred tax		
Originating temporary differences on acquisition of subsidiary undertakings	**0.6**	(1.8)
Originating temporary differences on capital assets and losses	**(24.6)**	(5.9)
Adjustment in respect of prior years	**(0.5)**	(1.3)
Total deferred tax	**(24.5)**	(9.0)
Total tax expense	**0.4**	8.9
(b) Tax reconciliation:		
Loss before tax	**(112.2)**	(162.5)
Tax computed at the local statutory tax rate	**(26.4)**	(30.9)
Tax effect of expenditure not deductible for tax purposes	**20.8**	26.5
Fixed asset timing differences	**(3.2)**	0.3
Change in deferred income tax movement not recognised	**3.9**	9.7
Prior year (under)/over provision	**(1.2)**	(2.5)
Minimum income taxes	**0.3**	0.3
Different tax rates applied in overseas jurisdictions	**4.1**	4.8
Other	**1.3**	0.7
Total tax expense	**(0.4)**	8.9

The format of the tax charge presentation has changed in order to provide the users of the accounts with a more appropriate reflection of the Group's tax profile. The tax charge reported for the year ended 2023 relates to operating subsidiaries outside the UK, of which a majority have a corporate income tax rate above the effective UK tax rate of 23.5%.

The range of statutory corporate income tax rates applicable to the Group's operating subsidiaries is between 15% and 30%.

As stipulated by local applicable law, minimum income and asset based taxes apply to operating entities in Congo Brazzaville and Senegal respectively which reported tax losses for the year ended 31 December 2023. Minimum income tax rules do not apply to the loss-making entities in Malawi, Oman or South Africa.

A tax charge is reported in the Group consolidated financial statements despite a consolidated loss for accounting purposes, as a result of losses recorded in certain holding companies in Mauritius and UK. Such losses are not able to be group relieved against taxable profits in the operating company jurisdictions.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

10. Tax expense, tax paid and deferred tax (continued)

The profits of the Mauritius entities are subject to taxation at the headline rate of 15%, with eligibility for a statutory 80% exemption, subject to ongoing satisfaction of the Global Business License conditions.

Based on recent experience of closing tax audit cases, the provisions held by the Group have accurately quantified the final amounts determined. The Directors considered the current provisions held by the Group to be appropriate.

Tax paid	2023 US$m	2022 US$m
Income tax	(20.9)	(20.3)
Total tax paid	(20.9)	(20.3)

Deferred tax

As deferred tax assets and liabilities are measured at the rates that are expected to apply in the periods of the reversal, the deferred tax balance at the balance sheet date has been calculated at the rate at which the relevant balance is expected to be recovered or settled. Management has performed an assessment, for all material deferred income tax assets and liabilities, to determine the period over which the deferred income tax assets and liabilities are forecast to be realised. The deferred tax balances are calculated by applying the relevant statutory corporate income tax rates at the balance sheet date.

The following are the deferred tax liabilities and assets recognised by the Group and movements thereon during the current and prior reporting period:

	Accelerated tax depreciation US$	Short term timing differences US$m	Tax losses US$m	Intangible assets US$m	Total US$m
1 January 2022	(2.7)	1.3	1.2	(36.1)	(36.3)
Arising on acquisition	(1.2)	–	–	(8.5)	(9.7)
Charge for the year	0.4	8.0	(1.2)	1.8	9.0
Exchange rate differences	–	–	–	5.6	5.6
31 December 2022	(3.5)	9.3	–	(37.2)	(31.4)
Adjustment to opening reserves	(7.1)	–	–	–	(7.1)
Charge for the year	(1.4)	18.9	6.4	0.7	24.6
Exchange rate differences	–	–	–	1.6	1.6
31 December 2023	**(12.0)**	**28.2**	**6.4**	**(34.9)**	**(12.3)**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	2023 US$m	2022 US$m
Deferred tax liabilities	(25.9)	(50.1)
Deferred tax assets	13.6	18.7
Total	**(12.3)**	(31.4)

Unrecognised deferred tax

No deferred tax asset is recognised on US$140.6 million of tax losses at the balance sheet date, as the relevant businesses are not expected to generate sufficient forecast future taxable profits to justify recognising the associated deferred tax assets. Tax losses for which no deferred tax assets were recognised are as follows: US$94.7 million are subject to expiry under local statutory tax rules within periods of 3 to 5 years and US$45.9 million are not expected to expire. As at the balance sheet date, the geographical split of the unrecognised deferred tax assets in relation to losses is Mauritius US$77.8 million (tax effect $11.7 million), Oman US$16.6 million (tax effect US$2.5 million), South Africa US$19.4 million (tax effect US$5.4 million), Congo Brazzaville US$0.3 million (tax effect US$0.1 million) and UK US$26.5 million (tax effect US$6.2 million).

At the balance sheet date, no deferred tax liability is recognised on temporary differences relating to the aggregate amount of unremitted earnings of overseas operating subsidiaries of US$0.1m as the Group is able to control the timings of the reversal of these temporary differences and it is probable that they will not reverse in the foreseeable future.

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11. Intangible assets

	Goodwill US$m	Customer contracts US$m	Customer relationships US$m	Colocation rights US$m	Non-compete agreement US$m	Computer software and licence US$m	Total US$m
Cost							
At 1 January 2022	21.9	3.0	199.8	8.8	1.1	21.3	255.9
Additions during the year	–	–	–	–	–	5.6	5.6
Additions on acquisition of subsidiary undertakings (Note 31) (Restated)[1]	26.9	–	342.1	–	–	–	369.0
Transfers	–	–	–	–	–	19.2	19.2
Effects of foreign currency exchange differences	(4.6)	(0.1)	(17.7)	–	(0.2)	(1.5)	(24.1)
At 31 December 2022 (Restated)[1]	44.2	2.9	524.2	8.8	0.9	44.6	625.6
Additions during the year	**–**	**–**	**–**	**–**	**–**	**4.8**	**4.8**
Effects of foreign currency exchange differences	**(3.5)**	**(0.2)**	**(3.1)**	**(0.8)**	**0.1**	**(0.9)**	**(8.4)**
At 31 December 2023	**40.7**	**2.7**	**521.1**	**8.0**	**1.0**	**48.5**	**622.0**
Amortisation							
At 1 January 2022	–	(0.6)	(2.5)	(1.6)	(0.5)	(19.3)	(24.5)
Charge for year	–	(0.1)	(6.8)	(0.6)	(0.3)	(4.8)	(12.6)
Transfers	–	–	–	–	–	(12.5)	(12.5)
Effects of foreign currency exchange differences	–	–	(2.0)	–	–	1.2	(0.8)
At 31 December 2022	–	(0.7)	(11.3)	(2.2)	(0.8)	(35.4)	(50.4)
Charge for year	**–**	**(0.2)**	**(19.7)**	**(0.8)**	**(0.2)**	**(5.2)**	**(26.1)**
Effects of foreign currency exchange differences	**–**	**0.1**	**(0.5)**	**0.2**	**0.1**	**1.0**	**0.9**
At 31 December 2023	**–**	**(0.8)**	**(31.5)**	**(2.8)**	**(0.9)**	**(39.6)**	**(75.6)**
Net book value							
At 31 December 2023	**40.7**	**1.9**	**489.6**	**5.2**	**0.1**	**8.9**	**546.4**
At 31 December 2022 (Restated)[1]	44.2	2.2	512.9	6.6	0.1	9.2	575.2

1 Restatement on finalisation of acquisition accounting; see Note 31, page 166.

On 8 December 2022, the Group completed the acquisition of Oman Tech Infrastructure SAOC of the previously announced transaction with Omantel. The Group acquired 70% of the share capital of the entity which includes the passive infrastructure on 2,519 sites, colocation contracts and certain supplier contracts. The Group has treated this as a business combination transaction and accounted for it in accordance with IFRS 3 – Business Combinations using the acquisition method. Goodwill arising on this business combination has been allocated to the Oman CGU. The accounting for this transaction was provisional in 2022 and was finalised in 2023. Please refer to further details in Note 31 for finalisation of Purchase Price Allocation Accounting.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

11. Intangible assets (continued)
Impairment
The Group tests goodwill, irrespective of any indicators, at least annually for impairment. All other intangible assets are tested for impairment where there is an impairment indicator. If any such indication exists, then the CGU's recoverable amount is estimated. For goodwill, the recoverable amount of the related CGU is also estimated each year.

The carrying value of goodwill at 31 December was as follows:

Goodwill	**2023 US$m**	2022 US$m (Restated)[1]
2019 South Africa	**3.8**	4.2
2021 Senegal	**5.3**	5.0
2021 Madagascar	**10.0**	10.3
2022 Malawi	**5.0**	8.1
2022 Oman	**16.6**	16.6
Total	**40.7**	44.2

1 Restatement on finalisation of acquisition accounting; see Note 31, page 166.

The recoverable amount is determined based on a value in use calculation using cash flow projections for the next five years from financial budgets approved by the Board of Directors, which incorporates climate considerations (with the exception of Oman which has been calculated over 10 years, due to the anticipated growth profile of the business which has been based on contractual commitments in the SPA with Omantel).

Key assumptions used in value in use calculations
- number of additional colocation tenants added to towers in future periods. These are based on estimates of the number of tower opportunities in the relevant markets and the expected growth in these markets;
- discount rate; and
- operating cost and capital expenditure requirements.

The key assumptions used to assess the value in use calculations were a pre-tax discount rate (South Africa, 11.4%, Senegal 10.7%, Madagascar 13.1%, Malawi 11.3% and Oman 10.8%) and also estimated long-term growth rates assumed to be 2.0% across all markets.

The adjustment required to the discount rate to breakeven is an increase of 2.5% in Madagascar. The adjustment required to the future cash flows to breakeven is a decrease of 23.2% in Madagascar. The adjustment required to the long-term growth rate to breakeven is a decrease of 3.7% in Madagascar.

Notes to the Consolidated Financial Statements
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12. Property, plant and equipment

	IT equipment US$m	Fixtures and fittings US$m	Motor vehicles US$m	Site assets US$m	Land US$m	Leasehold improvements US$m	Total US$m
Cost							
At 1 January 2022	27.5	1.6	4.7	1,497.6	6.6	3.5	1,541.5
Additions	0.1	–	0.1	203.9	–	0.1	204.2
Additions on acquisition of subsidiary undertakings (Restated)[1]	–	–	–	161.7	–	–	161.7
Transfers	(19.2)	–	–	–	–	–	(19.2)
Disposals	–	–	–	(1.6)	–	–	(1.6)
Effects of foreign currency exchange differences	(0.5)	0.1	(0.5)	(43.5)	(0.1)	(0.2)	(44.7)
At 31 December 2022 (Restated)[1]	7.9	1.7	4.3	1,818.1	6.5	3.4	1,841.9
Additions	**0.1**	**0.1**	**0.6**	**177.9**	**0.1**	**0.1**	**178.9**
Disposals	**–**	**–**	**(0.1)**	**(6.8)**	**–**	**–**	**(6.9)**
Effects of foreign currency exchange differences	**(0.1)**	**–**	**(0.2)**	**(80.1)**	**(0.2)**	**–**	**(80.6)**
Hyperinflation impacts	**0.8**	**0.2**	**1.2**	**110.2**	**–**	**0.1**	**112.5**
At 31 December 2023	**8.7**	**2.0**	**5.8**	**2,019.3**	**6.4**	**3.6**	**2,045.8**
Depreciation							
At 1 January 2022	(20.1)	(1.4)	(3.5)	(805.0)	(0.1)	(3.2)	(833.3)
Charge for the year	(0.5)	(0.1)	(0.4)	(143.2)	(0.2)	(0.2)	(144.6)
Transfers	12.6	–	–	–	–	–	12.6
Disposals	–	–	–	8.2	–	–	8.2
Effects of foreign currency exchange differences	0.4	0.1	0.3	22.0	–	0.3	23.1
At 31 December 2022	(7.6)	(1.4)	(3.6)	(918.0)	(0.3)	(3.1)	(934.0)
Charge for the year	**(0.3)**	**(0.3)**	**(0.4)**	**(159.7)**	**(0.1)**	**(0.1)**	**(160.9)**
Disposals	**–**	**–**	**0.3**	**6.3**	**–**	**–**	**6.6**
Effects of foreign currency exchange differences	**0.1**	**–**	**0.2**	**43.0**	**–**	**–**	**43.3**
Hyperinflation impacts	**(0.8)**	**(0.2)**	**(1.1)**	**(80.3)**	**–**	**(0.1)**	**(82.5)**
At 31 December 2023	**(8.6)**	**(1.9)**	**(4.6)**	**(1,108.7)**	**(0.4)**	**(3.3)**	**(1,127.5)**
Net book value							
At 31 December 2023	**0.1**	**0.1**	**1.2**	**910.6**	**6.0**	**0.3**	**918.3**
At 31 December 2022 (Restated)[1]	0.3	0.3	0.7	900.1	6.2	0.3	907.9

1 Restatement on finalisation of acquisition accounting; see note 31, page 166.

At 31 December 2023, the Group had US$184.8 million (2022: US$129.6 million) of expenditure recognised in the carrying amount of items of site assets that were in the course of construction. On completion of the construction, they will remain within the site assets balance, and depreciation will commence when the assets are available for use.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

13. Right-of-use assets

	Land US$m	Buildings US$m	Motor vehicles US$m	Total US$m
Cost				
At 1 January 2023 (Restated)[1]	**288.9**	**14.0**	**0.4**	**303.3**
Additions	**44.3**	**13.3**	**1.1**	**58.7**
Disposals	**(19.6)**	**(2.2)**	**(0.2)**	**(22.0)**
Hyperinflation impacts	**25.6**	**2.4**	**–**	**28.0**
Effects of foreign exchange differences	**(12.2)**	**(0.6)**	**–**	**(12.8)**
At 31 December 2023	**327.0**	**26.9**	**1.3**	**355.2**
Depreciation				
At 1 January 2023	**(68.8)**	**(7.8)**	**(0.2)**	**(76.8)**
Charge for the year	**(27.2)**	**(4.1)**	**(0.7)**	**(32.0)**
Disposals	**14.1**	**2.1**	**0.3**	**16.5**
Hyperinflation impacts	**(11.4)**	**(1.4)**	**–**	**(12.8)**
Effects of foreign exchange differences	**3.7**	**0.2**	**–**	**3.9**
At 31 December 2023	**(89.6)**	**(11.0)**	**(0.6)**	**(101.2)**
Net book value				
At 31 December 2023	**237.4**	**15.9**	**0.7**	**254.0**
At 31 December 2022 (Restated)[1]	220.1	6.2	0.2	226.5

1 Restatement on finalisation of acquisition accounting; see note 31, page 166.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

14. Inventories

	2023 US$m	2022 US$m
Inventories	**12.7**	14.6

Inventories are primarily made up of fuel stocks of US$12.5 million (2022: US$10.5 million) and raw materials of US$0.2 million (2022: US$4.1 million). The impact of inventories recognised as an expense during the year in respect of continuing operations was US$125.1 million (2022: US$89.0 million).

15. Trade and other receivables

	2023 US$m	2022 US$m
Trade receivables	**145.2**	80.5
Loss allowance	**(5.4)**	(5.8)
	139.8	74.7
Contract Assets	**109.1**	91.6
Sundry Receivables	**33.1**	38.6
VAT and withholding tax receivable	**15.2**	23.2
	297.2	228.1

Loss allowance	2023 US$m	2022 US$m
Balance brought forward	**(5.8)**	(6.0)
Amounts written off/derecognised	**–**	–
Net remeasurement of loss allowance	**–**	–
Unused amounts reversed	**0.4**	0.2
	(5.4)	(5.8)

The Group measures the loss allowance for trade receivables, trade receivables from related parties and other receivables at an amount equal to lifetime expected credit losses (ECL). The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. Loss allowance expense is included within cost of sales in the Consolidated Income Statement.

Additional detail on provision for expected credit loss and impairment can be found in Note 26.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period. Interest can be charged on past due debtors. The normal credit period of services is 30 days.

US$55.0 million of new contract assets were recognised in the year and US$36.3 million of contract assets at 31 December 2022 were recovered from customers.

Of the trade receivables balance at 31 December 2023, 90% is due from large multinational MNOs. The Group does not hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Group to the counterparty.

Debtor days

The Group calculates debtor days as set out in the table below. It considers its most relevant customer receivables exposure on a given reporting date to be the amount of receivables due in relation to the revenue that has been reported up to that date. It therefore defines its net receivables as the total trade receivables and accrued revenue, less loss allowance and deferred income that has not yet been settled.

	2023 US$m	2022 US$m
Trade receivables	**145.2**	80.5
Accrued revenue[1]	**10.1**	22.9
Less: Loss allowance	**(5.4)**	(5.8)
Less: Deferred income[2]	**(56.5)**	(9.8)
Net receivables	**93.4**	87.8
Revenue	**721.0**	560.7
Debtor days	**47**	57

1 Reported within sundry receivables.
2 Deferred income, as per Note 19, has been adjusted for US$4.1 million (2022: US$0 million) in respect of amounts settled by customers at the balance sheet date.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The Directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

At 31 December 2023, US$26.8 million (2022: US$16.6 million) of services had been provided to customers which had yet to meet the Group's probability criterion for revenue recognition under the Group's accounting policies. Revenue for these services will be recognised in the future as and when all recognition criteria are met.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023 continued

16. Prepayments

	2023 US$m	2022 US$m
Prepayments	**42.6**	45.7

Prepayments primarily comprise advance payments to suppliers.

17. Cash and cash equivalents

	2023 US$m	2022 US$m
Bank balances	**106.6**	119.6

Cash and cash equivalents comprise cash at bank and in hand. Short-term deposits are defined as deposits with an initial maturity of three months or less.

18. Share capital and share premium

	2023		2022	
	Number of shares (million)	**US$m**	Number of shares (million)	US$m
Authorised, issued and fully paid ordinary shares of £0.01 each	**1,051**	**13.5**	1,051	13.5
	1,051	**13.5**	1,051	13.5

The share capital of the Group is represented by the share capital of the Company, Helios Towers plc.

The treasury shares represent the cost of shares in Helios Towers plc purchased in the market and held by the Helios Towers plc EBT to satisfy options under the Group Share options plan. Treasury shares held by the Group as at 31 December 2023 are 1,560,641 (31 December 2022: 2,827,852).

19. Trade and other payables

	2023 US$m	2022 US$m (Restated)
Trade payables	**31.3**	32.0
Deferred income	**60.6**	9.8
Deferred consideration	**33.5**	52.2
Accruals	**148.6**	126.9
VAT, withholding tax, and other taxes payable	**27.7**	18.5
	301.7	239.4

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases is 12 days (2022: 22 days). Payable days are calculated as trade payables and payables to related parties, divided by cost of sales plus administration expenses less staff costs and depreciation and amortisation. No interest is charged on trade payables. The Group has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms. Amounts payable to related parties are unsecured, interest free and repayable on demand.

Deferred income primarily relates to service revenue which is billed in advance.

The Group recognised revenue of US$9.8 million (2022: US$45.8 million) from contract liabilities held on the balance sheet at the start of the financial year. Contract liabilities are presented as deferred income in the table above.

Deferred consideration relates to consideration that is payable in the future for the purchase of certain tower assets which the Group is committed to when certain conditions are met, to enable the transfer of ownership to Helios Towers.

Accruals consist of general operational accruals, accrued capital items, and goods received but not yet invoiced.

Trade and other payables are classified as financial liabilities and measured at amortised cost. These are initially recognised at fair value and subsequently at amortised cost. These are expected to be settled within a year.

The Directors consider the carrying amount of trade payables approximates to their fair value due to their short-term nature.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

20. Loans

	2023 US$m	2022 US$m
Loans and bonds	**1,632.3**	1,564.3
Bank overdraft	**18.0**	7.3
Total loans and bonds	**1,650.3**	1,571.6
Current	**37.7**	19.9
Non-current	**1,612.6**	1,551.7
	1,650.3	1,571.6

In September 2023, the Group entered into new facilities representing a combined value of up to US$720 million, including a 5 year Term Loan of US$600 million and an up to US$120 million 4.5 year revolving credit facility (RCF). In October 2023, the new facilities were drawn down to buy back US$325 million principal of the 7.000% Senior Notes due 2025 and US$80 million to repay the previous term loan facility, which was extinguished alongside upon repayment, and related fees.

In December 2022, Oman Tech Infrastructure SAOC entered into banking facilities representing a combined US$260 million in Oman for the purposes of repaying loan balances due to its former owner, funding growth and upgrade capex and for general working capital purposes. The facilities include both OMR and USD denominated financing with tenors from 1 year (renewable) to 13 years. This includes a revolving credit facility of US$20 million. As at 31 December 2022, US$2.9 million of this was utilised. At 31 December 2022, US$200 million of the available term loans were drawn.

In March 2021 the Group issued US$250 million of convertible bonds with a coupon of 2.875%, due in 2027. The initial conversion price was set at US$2.9312. The conversion price is subject to adjustments for any dividend in cash or in kind, as well as customary anti-dilution adjustments, pursuant to the terms and conditions of the convertible bonds. The bondholders have the option to convert at any time up to seven business days prior to the final maturity date. Helios Towers have the right to redeem the bonds at their principal amount, together with accrued but unpaid interest up to the optional redemption date, from April 2026, if the Helios Towers share price has traded above 130% of the conversion price on twenty out of the previous thirty days prior to the redemption notice.

In June 2021 the Group tapped the above bond for an aggregate principal amount of US$50 million. On initial recognition of the convertible bond and the convertible bond tap, a liability and equity reserve component were recognised being US$242.4 million and US$52.7 million respectively including transaction costs.

In May 2021, Helios Towers Senegal entered into facilities representing a combined €120 million in Senegal for the purposes of partially funding the Senegal towers acquisition, funding the 400 committed BTS as part of the transaction and for general working capital purposes. The facilities include both EUR and XOF denominated financing with tenors ranging from 2 years to 9 years.

On 18 June 2020 HTA Group, Ltd., a wholly owned subsidiary of Helios Towers plc, issued US$750 million of 7.000% Senior Notes due 2025, guaranteed on a senior basis by Helios Towers plc and certain of its direct and indirect subsidiaries.

On 9 September 2020 HTA Group, Ltd issued a further US$225 million aggregate principal amount of its 7.000% Senior Notes due 2025.

The current portion of borrowings relates to accrued interest on the bonds, term loan interest and principal payable within one year of the balance sheet date.

Loans are classified as financial liabilities and measured at amortised cost. Refer to Note 26 for further information on the Group's financial instruments.

21. Lease liabilities

	2023 US$m	2022 US$m
Short-term lease liabilities		
Land	**30.2**	31.8
Buildings	**4.7**	2.2
Motor vehicles	**0.6**	0.1
	35.5	34.1

	2023 US$m	2022 US$m
Long-term lease liabilities		
Land	**193.1**	188.4
Buildings	**10.8**	3.4
Motor vehicles	**–**	0.1
	203.9	191.9

The below undiscounted cash flows do not include escalations based on CPI or other indexes which change over time. Renewal options are considered on a case-by-case basis with judgements around the lease term being based on management's contractual rights and their current intentions. Refer to Note 13 for the Group's Right-of-use assets.

The total cash paid on leases in the year was US$45.3 million (2022: US$40.8 million).

The profile of the outstanding undiscounted contractual payments fall due as follows:

	Within 1 year US$m	2–5 years US$m	6–10 years US$m	10+ years US$m	Total US$m
31 December 2023	**44.4**	**139.8**	**138.6**	**350.6**	**673.4**
31 December 2022	43.0	137.7	122.7	326.0	629.4

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

22. Uncompleted performance obligations

The table below represents uncompleted performance obligations at the end of the reporting period. This is total revenue which is contractually due to the Group, subject to the performance of the obligation of the Group related to these revenues. Management refers to this as contracted revenue.

	2023 US$m	2022 US$m
Total contracted revenue	**5,417.2**	4,705.0

Contracted revenue

The following table provides our total undiscounted contracted revenue by country as of 31 December 2023 for each year from 2024 to 2028, with local currency amounts converted at the applicable average rate for US Dollars for the year ended 31 December 2023 held constant. Our contracted revenue calculation for each year presented assumes:

- no escalation in fee rates;
- no increases in sites or tenancies other than our committed tenancies;
- our customers do not utilise any cancellation allowances set forth in their MLAs;
- no termination of existing customer MLAs prior to their current term; and
- no automatic renewal.

As at 31 December 2023, total contracted revenue was US$5.4 billion, with an average remaining life of 7.8 years.

	Year ended 31 December				
(US$m)	2024	2025	2026	2027	2028
Middle East & North Africa	52.5	49.6	49.6	49.6	49.6
East & West Africa	278.3	287.4	247.2	231.8	227.8
Central & Southern Africa	362.1	334.7	300.8	271.5	256.6
Total	692.9	671.7	597.6	552.9	534.0

23. Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this Note. Key management personnel comprise Executive and Non-Executive Directors of Helios Towers plc. Compensation of key management personnel is disclosed in note 7.

There were no other related party transactions during the financial year.

24. Other gains and losses

	2023 US$m	2022 US$m
Fair value gain/(loss) on derivative financial instruments	**2.1**	(51.5)
Net monetary gain/(loss) on hyperinflation	**(7.9)**	–
Fair value movement on forward contracts	**(0.3)**	0.1
	(6.1)	(51.4)

All fair values are Level 2, except for the fair value of the embedded derivatives, which are Level 3. Further detail can be found in Note 26.

25. Share-based payments

Pre-IPO LTIP

Ahead of the IPO certain Directors, former Directors, Senior Managers and employees of the Group were granted nil-cost options in respect of shares up to an aggregate value of US$10 million based on an offer price of 115 pence and a US Dollar to pounds Sterling conversion rate of US$1:£0.7948 (the HT LTIP).

The Company issued 6,557,668 shares to the trustee of the Trust (or as it directs) immediately prior to IPO in order to satisfy future settlement of awards under the HT LTIP and nil-cost options under the HT MIPs. The Trust is consolidated into the Group.

These options became exercisable in tranches over a three-year period post-IPO. The award participants were entitled to exercise some of the share options on IPO.

Number of options	2023	2022
As at 1 January	**774,553**	1,026,456
Granted during the year	**–**	–
Exercised during the year	**(252,500)**	(251,903)
Forfeited during the year	**–**	–
At 31 December	**522,053**	774,553
Of which:		
Vested and exercisable	**522,053**	774,553
Unvested	**–**	–

Fair value of options/share awards granted pre-IPO

The fair value at grant date is independently determined using a probability-weighted expected returns methodology, which is an appropriate future-orientated approach when considering the fair value of options/shares that have no intrinsic value at the time of issue. In this case the expected future returns were estimated by reference to the expected proceeds attributable to the underlying shares at IPO, as provided by management, including adjustments for expected net debt, transaction costs and priority returns to other shareholders. This is then discounted into present value terms adopting an appropriate discount rate. The capital asset pricing methodology was used when considering an appropriate discount rate to apply to the pay-out expected to accrue to the share awards on realisation.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

25. Share-based payments (continued)

Key assumptions:

- Expected exit dates 0 to 4 years;
- Probability weightings up to 25%;
- Expected range of exit multiples up to 10.0x;
- Expected forecast Adjusted EBITDA across two scenarios (management case and downside case) and respective probability weightings;
- Estimated proceeds per share; and
- Hurdle per share up to US$1.25.

The Group has in place one adopted discretionary share plan called the Helios Towers plc Employee Incentive Plan 2019 (the EIP), details of which are set out in this Note.

Employee Incentive Plan

Following successful admission to the London Stock Exchange, the Company has adopted a discretionary share plan called the Helios Towers plc Employee Incentive Plan 2019 (the EIP). The EIP is designed to provide long-term incentives for senior managers and above (including Executive Directors) to deliver long-term shareholder returns. Participation in the plan is at the Remuneration Committee's discretion, and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits. Shares received under the scheme by Executive Directors will be subject to a two-year post-vesting holding period. In all other respects the shares rank equally with other fully paid ordinary shares on issue.

The Group has granted Long-Term Incentive Plan awards under the EIP to the Executive Directors and selected key personnel. The equity settled awards comprise separate tranches which vest depending upon the achievement of the following performance targets over a three-year period:

- Relative TSR tranche;
- Adjusted EBITDA tranche;
- ROIC tranche; and
- Impact scorecard tranche (introduced in 2023).

Set out below are summaries of options granted under the EIP.

	2023 Number of options	2022 Number of options
As at 1 January	**10,534,604**	7,695,687
Granted during the year	**9,097,196**	4,233,199
Lapsed during the year	**(1,282,200)**	–
Exercised during the year	**(977,063)**	(6,131)
Forfeited during the year	**(806,772)**	(1,338,151)
As at 31 December	**16,565,765**	10,534,604
Vested and exercisable at 31 December	**954,734**	–

The IFRS 2 charge recognised in the Consolidated Income Statement for the 2023 financial year in respect to the EIP was US$2.1 million (2022: US$3.1 million). All share options outstanding as at 31 December 2023 have a remaining contractual life of 8.3 years.

The fair value at grant date is independently determined using the Monte Carlo model. Key assumptions used in valuing the share-based payment charge are as follows:

2022 LTIP Award

	Relative TSR	Adjusted EBITDA	ROIC
Grant date	28-Apr-22	28-Apr-22	28-Apr-22
Share price at grant date	£1.12	£1.12	£1.12
Fair value as a percentage of the grant price	51.6%	100.0%	100.0%
Term to vest (years)	2.68	n/a	n/a
Expected life from grant date (years)	2.68	2.68	2.68
Volatility	47.4%	n/a	n/a
Risk-free rate of interest	1.6%	n/a	n/a
Dividend yield	n/a	n/a	n/a
Average FTSE 250 volatility	42.7%	n/a	n/a
Average FTSE 250 correlation	27.7%	n/a	n/a
Fair value per share	£0.58	£1.12	£1.12

2023 LTIP Award

	Relative TSR	Adjusted EBITDA	ROIC	Impact Scorecard
Grant date	17-May-23	17-May-23	17-May-23	17-May-23
Share price at grant date	£0.918	£0.918	£0.918	£0.918
Fair value as a percentage of the grant price	42.0%	100.0%	100.0%	100.0%
Term to vest (years)	2.87	n/a	n/a	n/a
Expected life from grant date (years)	2.87	2.87	2.87	2.87
Volatility	38.3%	n/a	n/a	n/a
Risk-free rate of interest	3.9%	n/a	n/a	n/a
Dividend yield	n/a	n/a	n/a	n/a
Average FTSE 250 volatility	33.9%	n/a	n/a	n/a
Average FTSE 250 correlation	25.5%	n/a	n/a	n/a
Fair value per share	£0.385	£0.918	£0.918	£0.918

Notes to the Consolidated Financial Statements
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25. Share-based payments (continued)

HT SharingPlan

Shareholders voted to approve the all-employee share plan schemes at the 2021 AGM. In 2021, the Board granted inaugural 'HT SharingPlan' Restricted Stock Unit (RSU) awards under the HT Global Share Purchase Plan rules. Each employee was granted a 2021 award with a three-year vesting period. The Board also granted similar awards in 2022 and 2023, again with a three-year vesting period.

All employees were granted awards of equal value and on the same terms. The vesting of the awards is subject to continued employment with the Group.

	2023 Number of RSUs	2022 Number of RSUs
As at 1 January	**1,684,018**	729,528
Granted during the year	**1,762,150**	1,681,155
Forfeited during the year	**(143,483)**	(104,684)
Vested during the year	**(37,648)**	(621,981)
As at 31 December	**3,265,037**	1,684,018

Deferred Bonuses

	2023	2022
As at 1 January	**85,755**	36,583
Granted during the year	**–**	49,172
Forfeited during the year	**–**	–
Vested during the year	**–**	–
As at 31 December	**85,755**	85,755

26. Financial instruments

Financial instrument assets held by the Group at fair value had the following effect on profit and loss:

	31 December 2023 US$m	31 December 2022 US$m
Balance brought forward	**2.8**	57.7
Derivative financial instrument – 7.000% Senior Notes 2025	**3.5**	(55.2)
Currency forward contracts	**–**	0.3
Balance carried forward	**6.3**	2.8

Fair value measurements

Some of the Group's financial derivatives are measured at fair value at the end of each reporting period. The information set out below provides data about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

For those financial instruments measured at fair value, the Group has categorised them into a three-level fair value hierarchy based on the priority of the inputs to the valuation technique in accordance with IFRS 13. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure fair value fall within different levels of the hierarchy, the category level is based on the lowest priority level input that is significant to the fair value measurement of the instrument in its entirety. There are no financial instruments which have been categorised as Level 1. There were no transfers between the levels in the year.

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debt, which includes borrowings disclosed in Notes 20 and 21, cash and cash equivalents and equity attributable to equity holders of the Company, comprising issued capital, reserves and retained earnings as disclosed in the Statement of Changes in Equity.

Notes to the Consolidated Financial Statements
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26. Financial instruments (continued)

Gearing ratio
The Group keeps its capital structure under review. The gearing ratio at the year end is as follows:

	2023 US$m	2022 US$m
Debt (net of issue costs)	**1,889.7**	1,797.6
Cash and cash equivalents	**(106.6)**	(119.6)
Net debt	**1,783.1**	1,678.0
Equity attributable to the owners	**(68.3)**	8.3
Non-controlling interests	**29.8**	41.0
	(46.3x)	34.1x

Debt is defined as long-term and short-term loans and lease liabilities, as detailed in Notes 20 and 21 respectively.

Externally imposed capital requirements
The Group is not subject to externally imposed capital requirements.

Categories of financial instruments

	2023 US$m	2022 US$m
Financial assets		
Financial assets at amortised cost:		
Cash and cash equivalents	**106.6**	119.6
Trade and other receivables	**321.6**	204.9
	428.2	324.5
Fair value through profit or loss:		
Derivative financial assets	**6.3**	2.8
	434.5	327.3
Financial liabilities		
Amortised cost:		
Trade and other payables	**213.4**	216.5
Bank overdraft	**18.0**	7.3
Lease liabilities	**239.4**	226.0
Loans	**1,632.3**	1,571.6
	2,103.1	2,021.4

As at 31 December 2023 and 31 December 2022, the Group had no cash pledged as collateral for financial liabilities. The Directors estimate the amortised cost of cash and cash equivalents is approximate to fair value. The $650 million bond maturing in 2025 had a carrying value of US$650.0 million at 31 December 2023 and a fair value of US$638.2 million. The $300 million convertible bond maturing in 2027 had a carrying value of US$268.6 million at 31 December 2023 and a fair value of US$262.1 million. The Directors estimate the amortised cost of other loans and borrowings is approximate to fair value.

Financial risk management objectives and policies
The Group's Finance function provides services to the business, coordinates access to domestic and international financial markets, and monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

The Group's overall financial risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group's senior management oversees the management of these risks. The Finance function is supported by the Group's senior management, which advises on financial risks and the appropriate financial risk governance framework for the Group. Key financial risks and exposures are monitored through a monthly report to the Board of Directors, together with an annual Board review of corporate treasury matters.

Financial risk
The principal financial risks to which the Group is exposed through its activities are risks of changes in foreign currency exchange rates and interest rates.

Interest rate risk management
The Group is exposed to interest rate risk because entities in the Group borrow funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings and utilising interest rate swaps. At 31 December 2023 a change of 100 basis points would increase or decrease derivative financial liabilities and equity by US$19.5 million.

Foreign currency risk management
The Group undertakes transactions denominated in foreign currencies; consequently exposures to exchange rate fluctuations arise. The Group's main currency exposures were to the New Ghanaian Cedi (GHS), Malagasy Ariary (MGA), Tanzanian Shilling (TZS), Central African Franc (XAF), South African Rand (ZAR) and Malawian Kwacha (MWK) through its main operating subsidiaries. The Group has exposure to Sterling (GBP) and Euro (EUR) fluctuations on its financial assets and liabilities, however, this is not considered material. The Group manages foreign currency risks utilising forward contracts where considered appropriate.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Assets		Liabilities	
	2023 US$m	2022 US$m	2023 US$m	2022 US$m
New Ghanaian Cedi	**18.0**	15.7	**19.1**	20.8
Malagasy Ariary	**11.7**	10.9	**13.5**	11.8
Tanzanian Shilling	**61.9**	71.4	**85.1**	100.2
South African Rand	**6.1**	5.6	**16.0**	17.5
Central African Franc	**35.7**	35.7	**156.1**	137.0
Malawian Kwacha	**15.2**	15.4	**14.8**	19.8
Omani Rial	**35.5**	10.1	**85.7**	35.2
	184.1	164.8	**390.3**	342.3

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

26. Financial instruments (continued)

Foreign currency sensitivity analysis

The following table details the Group's sensitivity to foreign exchange risk. The percentage movement applied to the currency is based on the average movements in the previous three annual reporting periods of the US Dollar against the GHS, XAF, TZS, MGA, ZAR and MWK (2022: sensitivity based on a 10% movement), The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a change in foreign currency rates. A positive number below indicates an increase in profit and other equity where US Dollar weakens against the GHS, XAF, TZS, ZAR, MWK or OMR. For a strengthening of US Dollar against the GHS, XAF, TZS, ZAR, MWK or OMR, there would be an equal and opposite effect on the profit and other equity, on the basis that all other variables remain constant.

	Impact on profit or loss	
	2023 US$m	2022 US$m
New Ghanaian Cedi impact (27% movement)	**(0.3)**	0.5
Malagasy Ariary impact (5% movement)	**(0.1)**	0.1
Tanzanian Shilling impact (3% movement	**(0.7)**	2.9
South African Rand (8% movement)	**(0.8)**	1.2
Central African Franc Impact (4% movement)	**(3.8)**	10.2
Malawian Kwacha (24% movement)	**0.1**	0.5
Omani Rial (Pegged to USD)	**–**	2.5

This is mainly attributable to the exposure outstanding on GHS, MGA, XAF, TZS, ZAR, MWK and OMR receivables and payables in the Group at the reporting date. The amounts above generally correspond with the functional currency of the relevant subsidiary and the foreign currency exposures are therefore reflected in the Group's translation reserve.

The above sensitivities do not address the translation effects within equity of consolidating non-US Dollar denominated subsidiaries into the Group's US Dollar presentation currency, nor do they include the effects of foreign currency retranslation of intragroup balances which eliminate on consolidation and therefore have no impact on equity, but nonetheless give rise to foreign exchange differences within the Group's income statement. (see note 9).

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Default does not occur later than when a financial asset is 90 days past due (unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate). Write-off happens at least a year after a financial asset has become credit impaired and when management does not have any reasonable expectations to recover the asset.

The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group uses publicly available financial information and other information provided by the counterparty (where appropriate) to deliver a credit rating for its major customers. As of 31 December 2023, the Group has a concentration risk with regards to four of its largest customers. The Group's exposure and the credit ratings of its counterparties and related parties are continuously monitored and the aggregate value of credit risk within the business is spread amongst a number of approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by management. The carrying amount of the financial assets recorded in the Financial Statements, which is net of impairment losses, represents the Group's exposure to credit risk.

The Group uses the IFRS 9 ECL model to measure loss allowances at an amount equal to their lifetime ECL. The loss allowance on trade receivables represents the expected losses due to non-payment of amounts due from customers.

In order to minimise credit risk, the Group has categorised exposures according to their degree of risk of default. The use of a provision matrix is based on a range of qualitative and quantitative factors, based on the Group's historical experience, forward-looking macroeconomic data and informed credit assessments, that are deemed to be indicative of risk of default, and range from 1 (lowest risk of irrecoverability) to 5 (greatest risk of irrecoverability).

The below table shows the Group's trade and other receivables balance and associated loss allowances in each Group credit rating category.

		31 December 2023			31 December 2022		
Group Rating	Risk of impairment	**Gross exposure US$m**	**Loss allowance US$m**	**Net exposure US$m**	Gross exposure US$m	Loss allowance US$m	Net exposure US$m
1	Remote risk	**251.6**	**(0.3)**	**251.3**	184.1	(0.3)	183.8
2	Low risk	**27.0**	**(0.9)**	**26.1**	21.8	(0.8)	21.0
3	Medium risk	**0.9**	**(0.1)**	**0.8**	0.3	–	0.3
4	High risk	**5.9**	**(3.5)**	**2.4**	20.7	(3.8)	16.9
5	Impaired	**2.0**	**(0.6)**	**1.4**	2.5	(0.9)	1.6
Total		**287.4**	**(5.4)**	**282.0**	229.4	(5.8)	223.6

Liquidity risk management

The Group has long-term debt financing through Senior Loan Notes of US$650 million due for repayment in December 2025 and other debt as disclosed in Note 20. The Group has a revolving credit facility of US$120 million for funding general corporate and working capital needs. As at 31 December 2023 the facility was undrawn. This facility is available until December 2024. The Group has remained compliant during the year to 31 December 2023 with all the covenants contained in the Senior Credit facility. Please refer to Note 20 for further information in relation to debt facilities.

Ultimate responsibility for liquidity risk management rests with the Board. The Group manages liquidity risk by maintaining adequate reserves of liquid funds and banking facilities and continuously monitoring forecast and actual cash flows including consideration of appropriate sensitivities.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

26. Financial instruments (continued)

Non-derivative financial liabilities

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table below includes principal cash flows.

	Within 1 year US$m	1–2 years US$m	2–5 years US$m	5+ years US$m	Total US$m
31 December 2023					
Non-interest bearing	**213.4**	**–**	**–**	**–**	**213.4**
Fixed interest rate instruments	**44.4**	**789.8**	**438.6**	**350.5**	**1,623.4**
Variable interest rate instruments	**18.0**	**22.3**	**489.8**	**144.5**	**674.6**
	275.8	**812.1**	**928.4**	**495.0**	**2,511.4**
31 December 2022					
Non-interest bearing	216.5	–	–	–	216.5
Fixed interest rate instruments	43.0	39.7	1,441.3	493.8	2,017.8
Variable interest rate instruments	10.2	–	25.0	200.0	235.2
	269.7	39.7	1,466.3	693.8	2,469.5

Non-derivative financial assets

The following table details the Group's expected maturity for other non-derivative financial assets. The table below has been drawn up based on the undiscounted contractual maturities of the financial assets except where the Group anticipates that the cash flow will occur in a different period.

	Within 1 year US$m	1–2 years US$m	2–5 years US$m	5+ years US$m	Total US$m
31 December 2023					
Non-interest bearing	**282.0**	**–**	**–**	**–**	**282.0**
Fixed interest rate instruments	**106.6**	**–**	**–**	**–**	**106.6**
	388.6	**–**	**–**	**–**	**388.6**
31 December 2022					
Non-interest bearing	204.9	–	–	–	204.9
Fixed interest rate instruments	119.6	–	–	–	119.6
	324.5	–	–	–	324.5

Derivative financial instruments assets

The derivatives represent the fair value of the put and call options embedded within the terms of the Senior Notes. The call options give the Group the right to redeem the Senior Notes instruments at a date prior to the maturity date (18 December 2025), in certain circumstances and at a premium over the initial notional amount. The put option provides the holders with the right (and the Group with an obligation) to settle the Senior Notes before their redemption date in the event of a change in control resulting in a rating downgrade (as defined in the terms of the Senior Notes, which also includes a major asset sale), and at a premium over the initial notional amount.

The options are fair valued using an option pricing model that is commonly used by market participants to value such options and makes the maximum use of market inputs, relying as little as possible on the entity's specific inputs and making reference to the fair value of similar instruments in the market. The options are considered a Level 3 financial instrument in the fair value hierarchy of IFRS 13, owing to the presence of unobservable inputs. Where Level 1 (market observable) inputs are not available, the Helios Group engages a third-party qualified valuer to perform the valuation. Management works closely with the qualified external valuer to establish the appropriate valuation techniques and inputs to the model. The Senior Notes are quoted and it has an embedded derivative. The fair value of the embedded derivative is the difference between the quoted price of the Senior Notes and the fair value of the host contract (the Senior Notes excluding the embedded derivative). The fair value of the Senior Notes as at the valuation date has been sourced from an independent third-party data vendor. The fair value of the host contract is calculated by discounting the Senior Notes' future cash flows (coupons and principal payment) at US Dollar 3-month LIBOR plus Helios Towers' credit spread. For the valuation date of 31 December 2023, a relative 5% increase in credit spread would result in a nil valuation of the embedded derivatives.

As at the reporting date, the call option had a fair value of US$6.3 million (31 December 2022: US$2.5 million) on the US$650 million 7.000% Senior Notes 2025, while the put option had a fair value of US$0 million (31 December 2022: US$0 million). The increase in the fair value of the call option is attributable the tightening of the Group's credit spread, which is in line with the market movement.

The key assumptions in determining the fair value are: the quoted price of the bond as at 31 December 2023; the credit spread; and the yield curve. The probabilities relating to change of control and major asset sale represent a reasonable expectation of those events occurring that would be held by a market participant.

	Within 1 year US$m	1–2 years US$m	2–5 years US$m	5+ years US$m	Total US$m
31 December 2023					
Net settled:					
Embedded derivatives	**–**	**6.3**	**–**	**–**	**6.3**
	–	**6.3**	**–**	**–**	**6.3**
31 December 2022					
Net settled:					
Embedded derivatives	–	–	2.5	–	2.5
	–	–	2.5	–	2.5

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

26. Financial instruments (continued)

Risk management strategy of hedge relationships

The Group's activities expose it to the financial risks of changes in interest rates which it manages using derivative financial instruments. The objective of cash flow hedges is principally to protect the group against adverse interest rate movements. The Group does not use derivative financial instruments for speculative purposes.

Derivative financial instruments are initially measured at fair value on the contract date and are subsequently re-measured to fair value at each reporting date. Changes in values of all derivatives of a financing nature are included within finance costs in the income statement unless designated in an effective cash flow hedge relationship when the effective portion of changes in value are deferred to other comprehensive income. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, exercised or no longer qualifies for hedge accounting. When hedge accounting is discontinued, any gain or loss recognised in other comprehensive income at that time remains in equity and is recognised in the income statement when the hedged transaction is ultimately recognised in the income statement.

For cash flow hedges, when the hedged item is recognised in the income statement, amounts previously recognised in other comprehensive income and accumulated in equity for the hedging instrument are reclassified to the income statement.

If a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the income statement.

For hedges of foreign currency denominated borrowings and investments, the Group uses interest rate swaps to hedge its exposure to interest rate risk and enters into hedge relationships where the critical terms of the hedging instrument match with the terms of the hedged item. Therefore the Group expects a highly effective hedging relationship with the swap contracts and the value of the corresponding hedged items to change systematically in the opposite direction in response to movements in the underlying exchange rates and interest rates. The Group therefore performs a qualitative assessment of effectiveness. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness.

Hedge ineffectiveness may occur due to:

a) The fair value of the hedging instrument on the hedge relationship designation date if the fair value is not nil;
b) Changes in the contractual terms or timing of the payments on the hedged item; and
c) A change in the credit risk of the Group or the counterparty with the hedging instrument.

The hedge ratio for each designation will be established by comparing the quantity of the hedging instrument and the quantity of the hedged item to determine their relative weighting; for all of the Group's existing hedge relationships the hedge ratio has been determined as 1:1. The fair values of the derivative financial instruments are calculated by discounting the future cash flows to net present values using appropriate market rates and foreign currency rates prevailing at 31 December. The valuation basis is level 2 of the fair value hierarchy. This classification comprises items where fair value is determined from inputs other than quoted prices that are observable for the asset and liability, either directly or indirectly.

The table below summaries the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	On demand US$m	Less than 12 months US$m	1–2 years US$m	2–5 years US$m	>5 years US$m	Total US$m
31 December 2023						
Financial derivatives	**–**	**1.4**	**(5.5)**	**(12.7)**	**(2.1)**	**(18.9)**
	–	**1.4**	**(5.5)**	**(12.7)**	**(2.1)**	**(18.9)**

Interest Rate Swaps	Nominal amounts US$m	Carrying value US$m	Opening balance 1 Jan 2023 US$m	(Gain)/Loss deferred to OCI US$m	Closing balance 31 Dec 2023 US$m	Weighted average maturity year
USD Term Loans	**400**	**(14.7)**	**–**	**14.7**	**14.7**	**2029**

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

27. Contingent liabilities
The Group exercises judgement to determine whether to recognise provisions and make disclosures for contingent liabilities as explained in note 2b.

A claim arising from a prior period is outstanding from the Tanzania Revenue Authority for corporate income tax for the financial years ending 2018-2021 inclusive. The outstanding amount is approximately US$9.2m.

A claim arising from a prior period is outstanding from DRC tax authorities issued an assessment on a number of taxes amounting to $46.3 million for the financial years 2018 and 2019.

A claim arising from a prior period the DRC tax authorities issued a payment collection notice for environmental taxes amounting to $33.7 million for the financial years 2013 to 2016.

In the year ended 2023, the Congo Brazzaville tax authorities issued a claim for securities income tax, VAT and withholding tax. The outstanding amount is $10.1 million.

For all cases above, responses have been submitted to the relevant tax authority in relation to the assessments and remain under review with local tax experts. The Directors believe that the quantum of potential future cash outflows in relation to these tax audits is not probable cannot be reasonably assessed and therefore no provision has been made for these amounts; the balances above represent the Group's assessment of the maximum possible exposure for the years assessed. The Directors are working with their advisers and are in discussion with the tax authorities to bring the matters to conclusion based on the facts.

Other individually immaterial tax, and regulatory proceedings, claims and unresolved disputes are pending against Helios Towers in a number of jurisdictions. The timing of resolution and potential outcome (including any future financial obligations) of these are uncertain, but not considered probable and therefore no provision has been recognised in relation to these matters.

Legal claims
Other individually immaterial legal and regulatory proceedings, claims and unresolved disputes are pending against Helios Towers in a number of jurisdictions. The timing of resolution and potential outcome (including any future financial obligations) of these are uncertain, but no cash outflows are considered probable and therefore no provisions have been recognised in relation to these matters.

28. Net debt

	2023 US$m	2022 US$m
External debt	**(1,650.3)**	(1,571.6)
Lease liabilities	**(239.4)**	(226.0)
Cash and cash equivalents	**106.6**	119.6
Net debt	**(1,783.1)**	(1,678.0)

2023	**At 1 January 2023 US$m**	**Cash flows US$m**	**Other[1] US$m**	**At 31 December 2023 US$m**
Cash and cash equivalents	119.6	**(5.4)**	**(7.6)**	**106.6**
External debt	(1,571.6)	**(75.7)**	**(3.0)**	**(1,650.3)**
Lease liabilities	(226.0)	**54.1**	**(67.5)**	**(239.4)**
Total financing liabilities	(1,797.6)	**(21.6)**	**(70.5)**	**(1,889.7)**
Net debt	(1,678.0)	**(27.0)**	**(78.1)**	**(1,783.1)**

2022	At 1 January 2022 US$m	Cash flows US$m	Other[1] US$m	At 31 December 2022 US$m
Cash and cash equivalents	528.9	(405.0)	(4.3)	119.6
External debt	(1,295.5)	(261.2)	(14.9)	(1,571.6)
Lease liabilities	(181.9)	40.8	(84.9)	(226.0)
Total financing liabilities	(1,477.4)	(220.4)	(99.8)	(1,797.6)
Net debt	(948.5)	(625.4)	(104.1)	(1,678.0)

1 Other includes foreign exchange and non-cash interest movements.

Refer to Note 20 for further details on the year-on-year movements in loans.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

29. Loss per share

Basic loss per share has been calculated by dividing the total loss for the year by the weighted average number of shares in issue during the year after adjusting for shares held in the EBT.

To calculate diluted loss per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential shares. Share options granted to employees where the exercise price is less than the average market price of the Company's ordinary shares during the year are considered to be dilutive potential shares. Where share options are exercisable based on performance criteria and those performance criteria have been met during the year, these options are included in the calculation of dilutive potential shares.

The Directors believe that Adjusted EBITDA per share is a useful additional measure to better understand the performance of the business (refer to Note 4).

Loss per share is based on:

	2023 US$m	2022 US$m
Loss after tax for the year attributable to owners of the Company	**(100.1)**	(171.5)
Adjusted EBITDA (Note 4)	**369.9**	282.8

	2023 Number	2022 Number
Weighted average number of ordinary shares used to calculate basic earnings per share	**1,048,501,270**	1,047,039,919
Weighted average number of dilutive potential shares	**119,278,686**	114,017,600
Weighted average number of ordinary shares used to calculate diluted earnings per share	**1,167,779,956**	1,161,057,519

Loss per share	2023 cents	2022 cents
Basic	**(10)**	(16)
Diluted	**(10)**	(16)

Adjusted EBITDA per share	2023 cents	2022 cents
Basic	**35**	27
Diluted	**32**	24

The calculation of basic and diluted loss per share is based on the net loss attributable to equity holders of the Company entity for the year of US$100.1 million (2022: US$171.5 million). Basic and diluted loss per share amounts are calculated by dividing the net loss attributable to equity shareholders of the Company entity by the weighted average number of shares outstanding during the year.

The calculation of Adjusted EBITDA per share and diluted EBITDA per share are based on the Adjusted EBITDA earnings for the year of US$369.9 million (2022: US$282.8 million). Refer to Note 4 for a reconciliation of Adjusted EBITDA to net loss before tax.

30. Non-controlling Interest

Summarised financial information in respect of each of the Group's subsidiaries that have material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	Oman	
	2023 US$m	2022 US$m (Restated)[1]
Current assets	**39.7**	11.3
Non-current assets	**509.4**	519.6
Current liabilities	**(254.6)**	(114.8)
Non-current liabilities	**(247.2)**	(256.3)
Equity attributable to owners of the Company	**33.1**	111.9
Non-controlling interests	**14.2**	47.9

	Oman	
	2023 US$m	2022 US$m
Revenue	**57.5**	3.6
Expenses	**(81.4)**	(9.5)
Loss for the year	**(23.9)**	(5.9)
Loss attributable to owners of the Company	**(16.7)**	(4.1)
Loss attributable to the non-controlling interests	**(7.2)**	(1.8)
Loss for the year	**(23.9)**	(5.9)
Net cash inflow/(outflow) from operating activities	**22.9**	(4.6)
Net cash (outflow)/inflow from investing activities	**(13.5)**	–
Net cash inflow/(outflow) from financing activities	**(2.1)**	8.2
Net cash inflow/(outflow)	**7.3**	3.6

1 Restatement on finalisation of acquisition accounting.

Notes to the Consolidated Financial Statements
For the year ended 31 December 2023 continued

31. Acquisition of subsidiary undertakings

a) Finalisation of Oman acquisition purchase price accounting (December 2022)

On 8 December 2022, the Group completed the acquisition of Oman Tech Infrastructure SAOC of the previously announced transaction with Omantel. The Group has acquired 70% of the share capital of which includes the passive infrastructure on 2,519 sites, colocation contracts and certain supplier contracts. The Group has treated this as a single business combination transaction and accounted for it in accordance with IFRS 3 – Business Combinations (IFRS 3) using the acquisition method. The total consideration in respect of the transaction was US$494.6 million. Goodwill arising on this business combination has been allocated to the Oman CGU. The Goodwill is deductible for tax purposes. This acquisition is in line with the Group's strategy. On the same date, a 30% stake in the business was sold to Rakiza Telecommunications Infrastructure LLC as part of the same agreement for total consideration of US$89.1 million. Non-controlling interest is recognised under the fair value method as permitted under IFRS 3.

The breakdown of the acquisition price and goodwill generated by the acquisition is as follows:

	Previously reported US$m	Adjustment US$m	Final allocation US$m
Total consideration paid	494.6	–	494.6
Repayment of debt to seller	(328.8)	–	(328.8)
Consideration paid in cash for minority interest	(49.7)	–	(49.7)
Deferred receivable	(7.3)	–	(7.3)
IFRS Consideration	**108.8**	–	**108.8**
Non-controlling interest	49.7	–	49.7
Less: Net assets acquired	(135.0)	(6.9)	(141.9)
Resulting goodwill	**23.5**	**(6.9)**	**16.6**

Following completion of the purchase price accounting process and additional information received post-closing the fair value of the initial assets acquired have been adjusted as follows:

Identifiable assets acquired at 8 December 2022:	Previously reported US$m	Adjustment US$m	Final allocation US$m
Assets			
Fair value of property, plant and equipment	147.6	(23.3)	124.3
Fair value of intangible assets	322.8	(1.4)	321.4
Right of use assets	19.4	26.5	45.9
Other assets	0.7	–	0.7
Cash	0.6	–	0.6
Total assets	**491.1**	**1.8**	**492.9**
Liabilities			
Other liabilities	(7.9)	4.6	(3.3)
Lease liabilities	(19.4)	0.5	(18.9)
Loans	(328.8)	–	(328.8)
Total liabilities	**(356.1)**	**5.1**	**(351.0)**
Total net identifiable assets	**135.0**	**6.9**	**141.9**

Prior year comparatives have been restated in accordance with the above.

32. Subsequent events

There were no material subsequent events.

Company Statement of Financial Position
As at 31 December 2023

	Note	2023 US$m	2022 US$m
Non-current assets			
Investments	3	**1,317.1**	1,316.9
		1,317.1	1,316.9
Current assets			
Trade and other receivables	4	**76.1**	63.8
Prepayments		**0.6**	0.2
Cash and cash equivalents	5	**2.8**	5.9
		79.5	69.9
Total assets		**1,396.6**	1,386.8
Equity			
Issued capital and reserves			
Share capital	6	**13.5**	13.5
Share premium		**105.6**	105.6
Share-based payments reserves		**17.6**	16.0
Other reserves		**7.2**	7.2
Retained earnings		**1,215.6**	1,234.4
Total equity		**1,359.5**	1,376.7
Current liabilities			
Trade and other payables	7	**37.1**	10.1
Total liabilities		**37.1**	10.1
Total equity and liabilities		**1,396.6**	1,386.8

The loss for the year attributable to the shareholders of the Company and recorded through the accounts of the Company was US$18.8 million (2022: US$10.1 million).

The accompanying Notes form an integral part of these Financial Statements.

These Financial Statements were approved and authorised for issue by the Board on 13 March 2024 and signed on its behalf by:

Tom Greenwood **Manjit Dhillon**

Company Statement of Changes in Equity
For the year ended 31 December 2023

	Share capital US$m	Share premium US$m	Other reserves US$m	Share-based payments reserves US$m	Retained earnings US$m	Attributable to the owners of the Company US$m	Total equity US$m
Balance at 1 January 2022	13.5	105.6	7.2	12.4	1,244.5	1,383.2	1,383.2
Total comprehensive loss for the year	–	–	–	–	(10.1)	(10.1)	(10.1)
Transactions with owners:							
Share-based payments	–	–	–	3.6	–	3.6	3.6
Balance at 31 December 2022	13.5	105.6	7.2	16.0	1,234.4	1,376.7	1,376.7
Total comprehensive loss for the year	**–**	**–**	**–**	**–**	**(18.8)**	**(18.8)**	**(18.8)**
Transactions with owners:							
Share-based payments	**–**	**–**	**–**	**1.6**	**–**	**1.6**	**1.6**
Balance at 31 December 2023	**13.5**	**105.6**	**7.2**	**17.6**	**1,215.6**	**1,359.5**	**1,359.5**

Share-based payments reserves relate to share options awarded. For further information refer to details set out in Note 13 in the Consolidated Financial Statements of the Group.

Notes to the Company Financial Statements
For the year ended 31 December 2023

1. Statement of compliance and presentation of financial statements
Helios Towers plc ('the Company'), together with its subsidiaries (collectively, 'Helios', or 'the Group'), is an independent tower company, with operations across seven countries. Helios Towers plc is a public limited company incorporated and domiciled in the UK, and registered under the laws of England & Wales under company number 12134855 with its registered address at 10th Floor, 5 Merchant Square West, London W2 1AS, United Kingdom. The ordinary shares of Helios Towers plc were admitted to the premium listing segment of the Official List of the UK Financial Conduct Authority and trade on the London Stock Exchange plc's main market for listed securities. The Company is the parent and ultimate parent of the Group.

The principal accounting policies adopted by the Company are set out in Note 2. These policies have been consistently applied to all periods presented.

2. Accounting policies
Basis of preparation
The Company Financial Statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' (FRS 102), and with the Companies Act 2006.

The Financial Statements have been prepared on the historical cost basis. The Financial Statements are presented in United States Dollars (US$), and rounded to the nearest hundred thousand (US$0.1 million) except where otherwise stated, which is the functional currency of the Company. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Helios Towers plc meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its Financial Statements. Exemptions have been taken in relation to share-based payments, financial instruments, presentation of a cash flow statement, intra-Group transactions and remuneration of key management personnel.

The Company has taken advantage of section 408 of the Companies Act 2006 and has not included its own profit and loss account in these Financial Statements.

The principal accounting policies adopted are set out below.

Going Concern
The directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future as the Company has both positive net assets and current assets to meet its obligations in the future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Foreign currency translation
In preparing the Financial Statements of the individual companies, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined.

Financial instruments
Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

(i) Financial assets and liabilities
All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments that are classified as payable or receivable within one year on initial recognition, and which meet the above conditions, are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

(ii) Investments
Investments in subsidiaries and associates are measured at cost less impairment (which is tested when there is an indicator of potential impairment). For investments in subsidiaries acquired for consideration, including the issue of shares qualifying for merger relief, cost is measured by reference to the nominal value of the shares issued plus the fair value of other consideration.

(iii) Equity instruments
Equity instruments issued by the Company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

(iv) Impairment of assets
Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date and if such an indicator exists, an impairment test is performed. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss.

Related parties
For the purpose of these Financial Statements, parties are considered to be related to the Company if they have the ability, directly or indirectly to control the Company or exercise significant influence over the Company in making financial or operating decisions, or vice versa, or where the Company is subject to common control or common significant influence. Related parties may be individuals or other entities.

Taxation
Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Timing differences are differences between the Company's taxable profits and its results as stated in the Financial Statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the Financial Statements.

Notes to the Company Financial Statements

For the year ended 31 December 2023 continued

2. Accounting policies (continued)

Retirement benefit costs

Payments to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme. No employee remuneration is paid by the Company.

Share-based payment

The Company grants to its employees rights to the equity instruments of its Group. The fair value of awards granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to receive the awards. The fair value of the awards granted is measured using a pricing model, taking into account the terms and conditions upon which the awards were granted.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in Note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

A source of estimation uncertainty for the Company relates to the review for impairment of investment carrying values and the estimates used when determining the recoverable value of the investment. However, there is not considered to be a significant risk of material adjustment from revisions to these assumptions within the next financial year.

Financial risk management

The Company has exposure to market risk. The overall framework for managing risk that affects the Company is discussed in Note 2 to the Consolidated Financial Statements. All carrying values are considered to be fair values.

Foreign currency risk

The Company holds monetary assets and liabilities in currencies other than US Dollar. The majority of these relate to intercompany balances.

3. Investments

	2023 US$m	2022 US$m
Cost		
Brought forward	**1,316.9**	1,240.2
Additions in the year	**0.2**	76.7
Carried forward at 31 December	**1,317.1**	1,316.9
Provision for impairment		
Brought forward	**–**	–
Carried forward at 31 December	**–**	–
Net book value as at 31 December	**1,317.1**	1,316.9

The following UK subsidiaries will take advantage of the audit exemption set out within section 479A of the Companies Act 2006 for the year ended 31 December 2023.

Name	Company number
Helios Towers UK Holdings Limited	12861165
Helios Towers Malawi Holdings Limited	13074060
Helios Towers Bidco Limited	13325881
Helios Towers Madagascar Holdings Limited	13074064
Helios Towers Partners (UK) Limited	11849776
HTA(UK) Partner Limited	07564867
Helios Towers Africa LLP	OC352332
Helios Towers Gabon Holdings Limited	13636529
Helios Towers Chad Holdings Limited	13547961

The registered office address of all subsidiaries is included in the list of subsidiaries on page 172. Helios Towers Ghana Limited, Helios Towers South Africa Holdings (Pty) Ltd, HTA Holdings Ltd, Helios Towers DRC S.A.R.L., Helios Towers Tanzania Limited, HT Congo Brazzaville Holdco Limited, Helios Towers Chad Holdco Limited, Towers NL Coöperatief U.A., McRory Investment B.V., McTam International 1 B.V., HT Holdings Tanzania Ltd, Helios Towers UK Holdings Limited, HTA (UK) Partner Ltd, Helios Towers Bidco Limited, Helios Towers Limited and HTA (UK) Partner Limited are intermediate holding companies.

The principal activities of HTG Managed Services Limited, HT DRC Infraco S.A.R.L., HTT Infraco Limited, and Helios Towers Congo Brazzaville SASU, Helios Towers Senegal SAU, Madagascar Towers SA, Malawi Towers Limited, Oman Tech Infrastructure SAOC and the remaining South African entities are the building and maintenance of telecommunications towers to provide space on those towers to wireless telecommunication service providers in Africa and the Middle East.

All investments relate to ordinary shares.

Notes to the Company Financial Statements
For the year ended 31 December 2023 continued

3. Investments (continued)

The subsidiary companies of Helios Towers plc are as follows:

		Effective shareholding 2023		Effective shareholding 2022	
Name of subsidiary	Country of incorporation	Direct	Indirect	Direct	Indirect
Helios Towers Chad Holdco Limited	Mauritius	–	100%	–	100%
Helios Towers Africa LLP	United Kingdom	–	100%	–	100%
Helios Towers Bidco Limited	United Kingdom	–	100%	–	100%
Helios Towers Chad Holdings Limited	United Kingdom	–	100%	–	100%
Helios Towers Congo Brazzaville SASU	Republic of Congo	–	100%	–	100%
Helios Towers DRC S.A.R.L.	Democratic Republic of the Congo	–	100%	–	100%
Helios Towers FZ-LLC	United Arab Emirates	–	100%	–	100%
Helios Towers Gabon Holdings Limited	United Kingdom	–	100%	–	100%
Helios Towers Ghana Limited Company	Ghana	–	100%	–	100%
Helios Towers, Ltd	Mauritius	100%	–	100%	–
Helios Towers Madagascar Holdings Limited	United Kingdom	–	100%	–	100%
Helios Towers Malawi Holdings Limited	United Kingdom	–	100%	–	100%
Helios Towers Partners (UK) Limited	United Kingdom	–	100%	–	100%
Helios Towers Senegal SAU	Senegal	–	100%	–	100%
Helios Towers South Africa Holdings (Pty) Ltd	South Africa	–	100%	–	100%
Helios Towers South Africa (Pty) Ltd	South Africa	–	66%	–	66%
Helios Towers South Africa Services (Pty) Ltd	South Africa	–	100%	–	100%
Helios Towers (SFZ) SPC	Oman	–	100%	–	100%
Helios Towers Tanzania Limited	Tanzania	–	100%	–	100%
Helios Towers UK Holdings Limited	United Kingdom	100%	–	100%	–
HS Holdings Limited	Tanzania	–	1%	–	1%
HT Congo Brazzaville Holdco Limited	Mauritius	–	100%	–	100%
HT DRC Infraco S.A.R.L.	Democratic Republic of the Congo	–	100%	–	100%
HT Holdings Tanzania Ltd	Mauritius	–	100%	–	100%
HTA Group, Ltd	Mauritius	–	100%	–	100%
HTA Holdings Ltd	Mauritius	–	100%	–	100%
HTA (UK) Partner Ltd	United Kingdom	–	100%	–	100%
HTG Managed Services Limited Company	Ghana	–	100%	–	100%
HTSA Towers (Pty) Ltd	South Africa	–	100%	–	100%
HTT Infraco Limited	Tanzania	–	100%	–	100%
Madagascar Towers SA	Madagascar	–	100%	–	100%
McRory Investment B.V.	The Netherlands	–	100%	–	100%
McTam International 1 B.V.	The Netherlands	–	100%	–	100%
Towers NL Coöperatief U.A.	The Netherlands	–	100%	–	100%
HT Services Limited	Malawi	–	100%	–	100%
Helios Towers Group Services (Pty) Ltd	South Africa	–	100%	–	100%
Malawi Towers Limited	Malawi	–	80%	–	80%
Helios Towers Gabon S.A.	Gabon	–	100%	–	100%
Oman Tech Infrastructure SAOC	Oman	–	70%	–	70%

Notes to the Company Financial Statements
For the year ended 31 December 2023 continued

4. Trade and other receivables

	2023 US$m	2022 US$m
Amounts receivable from related parties	**75.7**	63.8

Amounts receivable from related parties are unsecured, interest free and repayable on demand.

5. Cash and cash equivalents

	2023 US$m	2022 US$m
Bank balances	**2.8**	5.9

6. Share capital

	2023		2022	
	Number of shares (millions)	**US$m**	Number of shares (millions)	US$m
Authorised, issued and fully paid Ordinary shares of £0.01 each	**1,051**	**13.5**	1,051	13.5
	1,051	**13.5**	1,051	13.5

The share capital is represented by the share capital of the Company, Helios Towers plc. The Company was incorporated on 1 August 2019 to act as the holding company for the Group.

7. Trade and other payables

	2023 US$m	2022 US$m
Amounts payable to related parties	**36.8**	10.1

Amounts payable to related parties are unsecured, interest free and repayable on demand.

8. Staff costs

The average monthly number of employees during the year was nil.

List of subsidiaries

Name of subsidiary	Registered office address
Helios Towers Africa LLP	10th Floor, 5 Merchant Square West, London, United Kingdom, W2 1AS
Helios Towers Partners (UK) Limited	10th Floor, 5 Merchant Square West, London, United Kingdom, W2 1AS
HTA (UK) Partner Ltd	10th Floor, 5 Merchant Square West, London, United Kingdom, W2 1AS
Helios Towers UK Holdings Limited	10th Floor, 5 Merchant Square West, London, United Kingdom, W2 1AS
Helios Towers Madagascar Holdings Limited	10th Floor, 5 Merchant Square West, London, United Kingdom, W2 1AS
Helios Towers Malawi Holdings Limited	10th Floor, 5 Merchant Square West, London, United Kingdom, W2 1AS
Helios Towers Chad Holdings Limited	10th Floor, 5 Merchant Square West, London, United Kingdom, W2 1AS
Helios Towers Gabon Holdings Limited	10th Floor, 5 Merchant Square West, London, United Kingdom, W2 1AS
Helios Towers Bidco Limited	10th Floor, 5 Merchant Square West, London, United Kingdom, W2 1AS
Helios Towers, Ltd.	Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius
HTA Holdings, Ltd	Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius
HTA Group, Ltd	Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius
HT Congo Brazzaville Holdco Limited	Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius
HT Holdings Tanzania, Ltd	Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius
Helios Chad Holdco Limited	Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius
Helios Towers Congo Brazzaville SASU	6th Floor, ECOBANK Building, Avenue Amilcar Cabral, Downtown, Brazzaville, Republic of Congo
Helios Towers DRC SARL	1st Floor, Tower LE 130, 130B, Avenue Kwango, Kinshasa, Gombe, DRC
HT DRC Infraco SARL	1st Floor, Tower LE 130, 130B, Avenue Kwango, Kinshasa, Gombe, DRC
Helios Towers Tanzania Limited	Ground Floor, Peninsula House, Plot No. 251 Toure Drive, P.O. Box 105297, Oysterbay, Dar Es Salaam, Tanzania
HTT Infraco Limited	Ground Floor, Peninsula House, Plot No. 251 Toure Drive, P.O. Box 105297, Oysterbay, Dar Es Salaam, Tanzania
HS Holdings Limited	Ground Floor, Peninsula House, Plot No. 251 Toure Drive, P.O. Box 105297, Oysterbay, Dar Es Salaam, Tanzania
Helios Towers Ghana Limited Company	No.31, Akosombo Road, Airport Residential Area, Private Mail Bag CT 409, Cantonments, Accra-Ghana
HTG Managed Services Limited Company	No.31, Akosombo Road, Airport Residential Area, Private Mail Bag CT 409, Cantonments, Accra-Ghana
Towers NL Cooperatief U.A.	EDGE Amsterdam West (Basisweg 10, 1043 AP, Amsterdam)
McTam International 1 B.V.	Oslo 1, 2993 LD Barendrecht, The Netherlands
McRory Investment B.V.	Oslo 1, 2993 LD Barendrecht, The Netherlands
Helios Towers South Africa Holdings (Pty) Ltd	First Floor, Hertford Office Park Block I, Bekker Road, Vorna Valley, Midrand, Gauteng, 1686
Helios Towers South Africa (Pty) Ltd	First Floor, Hertford Office Park Block I, Bekker Road, Vorna Valley, Midrand, Gauteng, 1686
Helios Towers South Africa Services (Pty) Ltd	First Floor, Hertford Office Park Block I, Bekker Road, Vorna Valley, Midrand, Gauteng, 1686
Helios Towers Group Services (Pty) Ltd	First Floor, Hertford Office Park Block I, Bekker Road, Vorna Valley, Midrand, Gauteng, 1686
HTSA Towers (Pty) Ltd	First Floor, Hertford Office Park Block I, Bekker Road, Vorna Valley, Midrand, Gauteng, 1686
Helios Towers FZ-LLC	DIC, Unit 102, Floor 1, Building 5, Dubai Internet City, United Arab Emirates
Helios Towers Senegal SAU	5e étage Batiment H, Résidence Malaado Plaza, Tour de l'œu
Helios Towers (SFZ) SPC	Salalah Free Zone, PO Box 87, Postal code: 217, Oman
HT Services Limited	2nd Floor, Glass House, Area 14, Lilongwe, Malawi
Helios Towers Malawi Limited	2nd Floor, Glass House, Area 14, Lilongwe, Malawi
Helios Towers Madagascar SA	Batiment Ariane 5 B - Rez-de chaussée – Zone GALAXY Adraharo - Antananarivo – Madagascar
Oman Tech Infrastructure SAOC	Salalah Free Zone / Salalah / Dhofar Governorate. P.O. Box: 87, Postal Code: 217, Sultanate of Oman
Helios Towers Gabon S.A	Immeuble Assia 1, 1er Etage, Haut de guegue, BP 936, Libreville, Gabon

Directors
Sir Samuel Jonah
Tom Greenwood
Manjit Dhillon
Magnus Mandersson
Alison Baker
Richard Byrne
Helis Zulijani-Boye
Temitope Lawani
Sally Ashford
Carole Wamuyu Wainaina

Company Secretary
Paul Barrett

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Registered number
12134855

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Auditor
Deloitte LLP
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Solicitor
Linklaters LLP
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EC2Y 8HQ

Financial PR
FTI Consulting
200 Aldersgate Street
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EC1A 4HD

Shareholder Information

Corporate website

The website provides information regarding the Company's:

- governance;
- Sustainable Business Strategy;
- business model; and
- values and approach.

There is also a dedicated Investors section which contains up-to-date information for shareholders and future investors including:

- results, reports and presentations;
- regulatory announcements;
- share price data;
- financial calendar; and
- recent M&A transactions and financing projects.

Registrar

Computershare Investor Services plc
The Pavilions
Bridgwater Road
Bristol
BS99 6ZZ

All general queries regarding holdings of ordinary shares in the Company should be addressed to the Company's Registrar at the above address or online at www-uk.computershare.com/Investor/#Home.

Telephone for both UK and overseas shareholders: +44 (0)370 703 6049

Electronic communications

We encourage our shareholders to receive documentation from Helios Towers plc electronically to benefit from:

- viewing the Annual Report and Financial Statements on their publication date;
- receiving email alerts when shareholder documents are available;
- casting their AGM vote electronically; and
- managing their shareholding quickly and securely online, through Computershare.

Receiving electronic shareholder communications also carries environmental benefits through reduced use of printing, paper and couriers. For further information and to register for electronic shareholder communications, visit www-uk.computershare.com/Investor/#Home.

Shareholder security

Companies have become increasingly aware of shareholders receiving unsolicited telephone calls or correspondence concerning investment matters. These callers typically cold-call investors offering worthless, overpriced, or potentially non-existent shares, or to buy shares at an inflated price in return for an upfront payment.

More detailed information on this or similar activity, and how to avoid investment scams, can be found on the Financial Conduct Authority's website.

We have prepared the annual report using a number of conventions, which you should consider when reading information contained herein as follows.

All references to 'we', 'us', 'our', 'HT Group', 'Helios Towers' our 'Group' and the 'Group' are references to Helios Towers, plc and its subsidiaries, taken as a whole.

'**2G**' means the second-generation cellular telecommunications network commercially launched on the GSM and CDMA standards.

'**3G**' means the third-generation cellular telecommunications networks that allow simultaneous use of voice and data services, and provide high-speed data access using a range of technologies.

'**4G**' means the fourth-generation cellular telecommunications networks that allow simultaneous use of voice and data services, and provide high-speed data access using a range of technologies (these speeds exceed those available for 3G).

'**5G**' means the fifth generation cellular telecommunications networks. 5G does not currently have a publicly agreed upon standard; however, it provides high-speed data access using a range of technologies that exceed those available for 4G.

'**Adjusted EBITDA**' is defined by management as loss before tax for the year, adjusted for finance costs, other gains and losses, interest receivable, loss on disposal of property, plant and equipment, amortisation of intangible assets, depreciation and impairments of property, plant and equipment, depreciation of right-of-use assets, deal costs for aborted acquisitions, deal costs not capitalised, share-based payments and long-term incentive plan charges, and other adjusting items. Adjusting items are material items that are considered one-off by management by virtue of their size and/or incidence.

'**Adjusted EBITDA margin**' means Adjusted EBITDA divided by revenue.

'**Adjusted gross margin**' means Adjusted Gross Profit divided by revenue.

'**Adjusted gross profit**' means gross profit adding back site and warehouse depreciation.

'**Airtel**' means Airtel Africa.

'**amendment revenue**' means revenue from amendments to existing site contracts when tenants add or modify equipment, taking up additional vertical space, wind load capacity and/or power consumption under an existing site contract.

'**anchor tenant**' means the primary customer occupying each site.

'**Analysys Mason**' means Analysys Mason Limited.

'**Annualised Adjusted EBITDA**' means Adjusted EBITDA for the last three months of the respective period, multiplied by four, adjusted to reflect the annualised contribution from acquisitions that have closed in the last three months of the respective period.

'**Annualised portfolio free cash flow**' means portfolio free cash flow for the respective period, adjusted to annualise for the impact of acquisitions closed during the period.

'**average remaining life**' means the average of the periods through the expiration of the term under certain agreements.

'**APMs**' Alternative Performance Measures are measures of financial performance, financial position or cash flows that are not defined or specified under IFRS but used by the Directors internally to assess the performance of the Group.

'**Average grid hours**' or 'average grid availability' reflects the estimated site weighted average of grid availability per day across the Group portfolio in the reporting year.

'**build-to-suit/BTS**' means sites constructed by our Group on order by a MNO.

'**CAGR**' means compound annual growth rate.

'Carbon emissions per tenant' is the metric used for our intensity target. The carbon emissions include Scope 1 and 2 emissions for the markets included in the target and the average number of tenants is calculated using monthly data.

'**Chad**' means Republic of Chad.

'**colocation**' means the sharing of site space by multiple customers or technologies on the same site, equal to the sum of standard colocation tenants and amendment colocation tenants.

'**colocation tenant**' means each additional tenant on a site in addition to the primary anchor tenant and is classified as either a standard or amendment colocation tenant.

'**committed colocation**' means contractual commitments relating to prospective colocation tenancies with customers.

'**Company**' means Helios Towers, Ltd prior to 17 October 2019, and Helios Towers plc on or after 17 October 2019.

'**Congo Brazzaville**' otherwise also known as the Republic of Congo.

'**contracted revenue**' means total undiscounted revenue as at that date with local currency amounts converted at the applicable average rate for US Dollars held constant. Our contracted revenue calculation for each year presented assumes: (i) no escalation in fee rates, (ii) no increases in sites or tenancies other than our committed tenancies (which include committed colocations and/or committed anchor tenancies), (iii) our customers do not utilise any cancellation allowances set forth in their MLAs (iv) our customers do not terminate MLAs early for any reason and (v) no automatic renewal.

'**corporate capital expenditure**' primarily relates to furniture, fixtures and equipment.

'**CPI**' means Consumer Price Index.

'**Downtime per tower per week**' refers to the average amount of time our sites are not powered across each week within our 7 markets that Helios Towers was operating in across 2022 and 2023.

'**DEI**' means Diversity, Equity and Inclusion.

'**Deloitte**' means Deloitte LLP.

'**DRC**' means Democratic Republic of Congo.

'**ESG**' means Environmental, Social and Governance.

'**Executive Committee**' means the Group CEO, the Group CFO, the regional CEO's, the Director of Business Development and Regulatory Affairs, the Director of Delivery and Business Excellence, the Director of Operations and Engineering, the Director of Human Resources, the Director of Property and SHEQ and the General Counsel and Company Secretary.

'**Executive Leadership Team**' means the Executive Committee, the regional directors, the country managing directors and the functional specialists.

'**Executive Management**' means Executive Committee.

'**FCA**' means 'Financial Conduct Authority'.

'**FRC**' means the Financial Reporting Council.

'**FRS 102**' means the Financial Reporting Standard Applicable in the UK and Republic of Ireland.

'**FTSE**' refers to 'Financial Times Stock Exchange'.

'**FTSE WLR**' means FTSE Women Leaders Review.

'**Free Cash Flow**' means Adjusted free cash flow less net change in working capital, cash paid for adjusting and EBITDA adjusting items, cash paid in relation to non-recurring taxes and proceeds on disposal of assets.

'**Gabon**' means Gabonese Republic.

'**Ghana**' means the Republic of Ghana.

'**GHG**' means greenhouse gases.

'**gross debt**' means non-current loans and current loans and long-term and short-term lease liabilities.

'**gross leverage**' means gross debt divided by annualised Adjusted EBITDA.

'**gross margin**' means gross profit, adding site and warehouse depreciation, divided by revenue.

'**growth capex**' or 'growth capital expenditure' relates to (i) construction of build-to-suit sites (ii) installation of colocation tenants and (ii) and investments in power management solutions.

'**Group**' means Helios Towers, Ltd (HTL) and its subsidiaries prior to 17 October 2019, and Helios Towers plc and its subsidiaries on or after 17 October 2019.

'**GSMA**' is the industry organisation that represents the interests of mobile network operators worldwide.

'**Hard currency Adjusted EBITDA**' refers to Adjusted EBITDA that is denominated in US Dollars, US$ pegged, US Dollar linked or Euro pegged.

'**Hard currency Adjusted EBITDA %**' refers to Hard currency Adjusted EBITDA as a % of Adjusted EBITDA

'**Helios Towers Congo Brazzaville**' or 'HT Congo Brazzaville' means Helios Towers Congo Brazzaville SASU.

'**Helios Towers DRC**' or 'HT DRC' means HT DRC Infraco SARL.

'**Helios Towers Ghana**' or 'HT Ghana' means HTG Managed Services Limited.

'**Helios Towers Oman**' or 'HT Oman' means Oman Tech Infrastructure SAOC.

'**Helios Towers plc**' means the ultimate Company of the Group.

'**Helios Towers South Africa**' or 'HTSA' means Helios Towers South Africa Holdings (Pty) Ltd and its subsidiaries.

'**Helios Towers Tanzania**' or 'HT Tanzania' means HTT Infraco Limited.

'**IAL**' means Independent Audit Limited.

'**IFRS**' means International Financial Reporting Standards as adopted by the European Union.

'**independent tower company**' means a tower company that is not affiliated with a telecommunications operator.

'**Indicative site ROIC**' is for illustrative purposes only, and based on Group average build-to-suit tower economics as of December 2023. Site ROIC calculated as site portfolio free cash flow divided by indicative capital expenditure. Site portfolio free cash flow reflects indicative Adjusted gross profit per site less ground lease expense and non-discretionary capex.

'**Indicative site Adjusted gross profit and profit/(loss) before tax**' is for illustrative purposes only, and based on Group average build-to-suit tower economics as of December 2023. Site profit/(loss) before tax calculated as indicative Adjusted gross profit per site less indicative selling, general and administrative (SG&A), depreciation and financing costs.

'**IPO**' means Initial Public Offering.

'**ISO accreditations**' refers to the International Organisation for Standardisation and its published standards: ISO 9001 (Quality Management), ISO 14001 (Environmental Management), ISO 45001 (Occupational Health and Safety) and ISO 37001 (Anti-Bribery Management), ISO 27001 (Information Security Management).

'IVMS' means in-vehicle monitoring system.

'**Lath**' means Lath Holdings, Ltd.

'**Lean Six Sigma**' is a renowned approach that helps businesses increase productivity, reduce inefficiencies and improve the quality of output.

'**lease-up**' means the addition of colocation tenancies to our sites.

'**Levered portfolio free cash flow**' means portfolio free cash flow less net payment of interest.

'**Lost Time Injury Frequency Rate**' means the number of lost time injuries per one million hours worked (12-month roll)

'**LSE**' means London Stock Exchange.

'**LTIP**' means Long Term Incentive Plan.

'**Madagascar**' means Republic of Madagascar.

'**Malawi**' means Republic of Malawi.

'**maintenance capital expenditure**' means capital expenditures for periodic refurbishments and replacement of parts and equipment to keep existing sites in service.

'**Mauritius**' means the Republic of Mauritius.

'**MENA**' means Middle East & North Africa.

'**Middle East**' region includes thirteen countries namely Hashemite Kingdom of Jordan, Kingdom of Bahrain, Kingdom of Saudi Arabia, Republic of Iraq, Republic of Lebanon, State of Kuwait, Sultanate of Oman, State of Palestine, State of Qatar, Syrian Arab Republic, The Republic of Yemen, The Islamic Republic of Iran and The United Arab Emirates.

'**Millicom**' means Millicom International Cellular SA.

'**MLA**' means master lease agreement.

'**MNO**' means mobile network operator.

'**mobile penetration**' means the amount of unique mobile phone subscriptions as a percentage of the total market for active mobile phones.

'**MTN**' means MTN Group Ltd.

'**MTSAs**' means master tower services agreements.

'**Near miss**' is an event not causing harm but with the potential to cause injury or ill health.

'**NED**' means Non- Executive Director.

'**net debt**' means gross debt less cash and cash equivalents.

'**net leverage**' means net debt divided by last quarter annualised Adjusted EBITDA.

'**net receivables**' means total trade receivables (including related parties) and accrued revenue, less deferred income.

'**Newlight**' means Newlight Partners LP.

'**Oman**' means Sultanate of Oman.

'**Orange**' means Orange S.A.

'**Organic tenancy growth**' means the addition of BTS or colocations.

'**our established markets**' refers to Tanzania, DRC, Congo Brazzaville, Ghana and South Africa.

'**our markets**' or 'markets in which we operate' refers to Tanzania, DRC, Congo Brazzaville, Ghana, South Africa, Senegal, Madagascar, Malawi and Oman.

'**Percentage of employees trained in Lean Six Sigma**' is the percentage of permanent employees who have completed the Orange or Black Belt training programme.

'**Population coverage**' refers to the Company estimated potential population that falls within the network coverage footprint of our towers, calculated using WorldPop source data.

'**Portfolio free cash flow**' defined as Adjusted EBITDA less maintenance and corporate capital additions, payments of lease liabilities (including interest and principal repayments of lease liabilities) and tax paid.

'**PoS**' means points of service, which is an MNO's antennae equipment configuration located on a site to provide signal coverage to subscribers. At Helios Towers, a standard PoS is equivalent to one tenant on a tower.

'**Power uptime**' reflects the average percentage our sites are powered across each month, and is a key component of our service offering to customers. For comparability, figures presented only reflect portfolios that are subject to power SLAs for both the current and prior reporting period. This includes Tanzania, DRC, Senegal, Congo Brazzaville, South Africa, Ghana and Madagascar.

'**Principal Shareholders**' refers to Quantum Strategic Partners Ltd, Helios Investment Partners and Albright Capital Management.

‘**Project 100**’ refers to our commitment to invest US$100 million between 2022 and 2030 on carbon reduction and carbon innovation.

‘**Quantum**’ means Quantum Strategic Partners, Ltd.

‘RMS’ means Remote Monitoring System.

‘**Road Traffic Accident Frequency Rate**’ means the number of work related road traffic accidents per one million kilometres driven (12-month roll).

‘**ROIC**’ means return on invested capital and is defined as annualised portfolio free cash flow divided by invested capital.

‘**Rural area**’ while there is no global standardised definition of rural, we have defined rural as milieu with population density per square kilometre of up to 1,000 inhabitants. These include greenfield sites, small villages and towns with a series of small settlement structures.

‘**Rural coverage**’ is the population living within the footprint of a site located in a rural area.

‘**Rural sites**’ means sites which align to the above definition of ‘Rural area’.

‘**Senegal**’ means the Republic of Senegal.

‘**Shares**’ means the shares in the capital of the Company.

‘**Shareholders Agreement**’ means the agreement entered into between the Principal Shareholders and the Company on 15 October 2019, which grants certain governance rights to the Principal Shareholders and sets out a mechanism for future sales of shares in the capital of the Company.

‘**SHEQ**’ means safety, health, environment and quality.

‘**site acquisition**’ means a combination of MLAs or MTSAs, which provide the commercial terms governing the provision of site space, and individual ISA, which act as an appendix to the relevant MLA or MTSA, and include site-specific terms for each site.

‘**site agreement**’ means the MLA and ISA executed by us with our customers, which act as an appendix to the relevant MLA and includes certain site-specific information (for example, location and any grandfathered equipment).

‘**SLA**’ means service-level agreement.

‘**South Africa**’ means the Republic of South Africa.

‘**standard colocation**’ means tower space under a standard tenancy site contract rate and configuration with defined limits in terms of the vertical space occupied, the wind load and power consumption.

‘**standard colocation tenant**’ means a customer occupying tower space under a standard tenancy lease rate and configuration with defined limits in terms of the vertical space occupied, the wind load and power consumption.

‘**strategic suppliers**’ means suppliers that deliver products or provide us with services deemed critical to executing our strategy such as site maintenance and batteries.

‘**Sub-Saharan Africa**’ or ‘**SSA**’ means African countries that are fully or partially located south of the Sahara.

‘**Tanzania**’ means the United Republic of Tanzania.

‘**TCFD**’ means Task Force on Climate-Related Financial Disclosures.

‘**telecommunications operator**’ means a company licensed by the government to provide voice and data communications services.

‘**tenancy**’ means a space leased for installation of a base transmission site and associated antennae.

‘**tenancy ratio**’ means the total number of tenancies divided by the total number of our sites as of a given date and represents the average number of tenants per site within a portfolio.

‘**tenant**’ means an MNO that leases vertical space on the tower and portions of the land underneath on which it installs its equipment.

‘**the Code**’ means the UK Corporate Governance Code published by the FRC and dated July 2018, as amended from time to time.

‘**the Regulations**’ means the Large and Medium-sized Companies and Groups (Accounts and Reports) regulations 2008 (as amended).

‘**the Trustee**’ means the trustee(s) of the EBT.

‘**Tigo**’ refers to one or more subsidiaries of Millicom that operate under the commercial brand ‘Tigo’.

‘**total colocations**’ means standard colocations plus amendment colocations as of a given date.

‘total recordable case frequency rate’ means the total recordable injuries that occur per one million hours worked (12-month roll).

‘**total tenancies**’ means total anchor, standard and amendment colocation tenants as of a given date.

‘**tower contract**’ means the MLA and individual site agreements executed by us with our customers, which act as a schedule to the relevant MLA and includes certain site-specific information (for example, location and equipment).

‘**towerco**’ means tower company, a corporation involved primarily in the business of building, acquiring and operating telecommunications towers that can accommodate and power the needs of multiple tenants.

‘**tower sites**’ means ground-based towers and rooftop towers and installations constructed and owned by us on property (including a rooftop) that is generally owned or leased by us.

‘**TSR**’ means total shareholder return.

‘**UK Corporate Governance Code**’ means the UK Corporate Governance Code published by the Financial Reporting Council and dated July 2018, as amended from time to time.

‘**UK GAAP**’ means the United Kingdom Generally Accepted Accounting Practice.

‘upgrade capex’ or **‘upgrade capital expenditure’** comprises structural, refurbishment and consolidation activities carried out on selected acquired sites.

‘US-style contracts’ means the structure and tenor of contracts are broadly comparable to large US-based companies.

‘Viettel’ means Viettel Tanzania Limited.

‘Vodacom’ means Vodacom Group Limited.

‘Vodacom Tanzania’ means Vodacom Tanzania plc.

Our customers, as well as certain other telecommunications operators named in this Annual Report, are generally referred to in this document by their trade names. Our contracts with these customers are typically with an entity or entities in that customer’s group of companies.

Annual Report and Financial Statements 2023: https://www.heliostowers.com/annual-report-2023.pdf

Reporting supplement to the Annual Report and Financial Statements 2023: https://www.heliostowers.com/annual-report-supplement-2023.pdf

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This document also contains industry, market and competitive position data and forecasts from our own internal estimates and research as well as from studies conducted by third parties, publicly available information, industry and general publications and research and surveys. This information involves a number of assumptions and limitations, and you are cautioned not to give undue weight to these estimates, as there is no assurance that any of them will be reached.

Industry publications, research, surveys and studies generally state that the information they contain has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Forecasts and other forward-looking information obtained from these sources and from our and third party estimates are subject to the same qualifications and uncertainties as the other forward-looking statements in this prospectus and as described above.

This document also contains non-GAAP financial information which the Directors believe is valuable in understanding the performance of the Group. However, non-GAAP information is not uniformly defined by all companies and therefore it may not be comparable with similarly titled measures disclosed by other companies, including those in the Group's industry. Although these measures are important in the assessment and management of the Group's business, they should not be viewed in isolation or as replacements for, but rather as complementary to, the comparable GAAP measures.

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