



IHS GROUP WHISTLEBLOWING & NON-RETALIATION POLICY

December 2023

CHANGE RECORD

Date	Versions	Summary of revisions
February 2017	WB&NR 01 Rev 01	<ul style="list-style-type: none"> ▪ First release
December 2019	WB&NR 01 Rev 02	<ul style="list-style-type: none"> ▪ Minor wording improvements
October 2021	WB&NR 01 Rev 03	<ul style="list-style-type: none"> ▪ Alignment with listing requirements
December 2023	WB&NR 01 Rev 04	<ul style="list-style-type: none"> ▪ « Reporter » replaces « Whistleblower » as requested by Audit Committee ▪ Addition of a change record table ▪ Reformatting to align with policy template

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1 INTRODUCTION

IHS Holding Limited ("The Company" and with its subsidiaries "the Group" or "IHS") is committed to conducting the business in line with the highest ethical standards and in accordance with applicable laws of the countries where we operate. In line with that commitment the Company encourages employees and other stakeholders with concerns about any aspect of the Company's business to come forward and voice those concerns, rather than overlook them. The Company however discourages making complaints due to malicious intent.

2 PURPOSE

The purpose of this Policy is to establish standards and procedures to ensure strict compliance with IHS's zero tolerance for unethical behaviors and other actions that are not in the interest of the Company. The policy provides guidance for raising concerns in confidence about any actual or potential unethical behavior and other wrongdoings. Although in most of cases, employees with concerns should share those concerns in confidence with their line managers; it is recognized that certain cases will have to proceed on a confidential basis and reported via other channels defined in this policy. This policy makes it clear that employees can do so without fear of retaliation and provides the framework to protect reporters from any form of harassment.

3 SCOPE

This policy is intended to encourage and enable IHS's employees, shareholders, directors, contractors, suppliers and other stakeholders to raise concerns noted on.

The policy applies to all employees and these stakeholders, including those of IHS Holding Limited.

4 DEFINITIONS & ACRONYMS

#	Term or Acronym	Meaning
1.	Whistleblowing	Act of reporting a suspected wrongdoing or a risk of wrongdoing.
2.	Reporter	Individual who reports a suspected or actual wrongdoing and has reasonable belief that the information is true at the time of reporting.

#	Term or Acronym	Meaning
3.	Stakeholders	All individuals or entities that have an interest in or are affected by the Company's operations, including employees, shareholders, directors, customers, communities where we operate, contractors, and suppliers.
4.	Speak Up	The IHS whistleblowing system which employees and stakeholders can use to report wrongdoing or risk of wrongdoing in a confidential manner.
	Investigation	Systematic, independent and documented process for establishing facts and evaluating them objectively to determine if wrongdoing reported has occurred, is occurring or is likely to occur, and its extent.
5.	Retaliation	Any act or omission resulting in a harm to the reporter as an adverse consequence to the report made, including, but not limited to, dismissal, suspension, demotion, transfer, change in duties, alteration of working conditions, adverse performance ratings, disciplinary proceedings, reduced opportunity for advancement, denial of services, disclosing the reporter's identity to damage reputation, harassment, isolation, any form of physical or psychological harm.

5 ROLES AND RESPONSIBILITIES

#	Department/Group	Responsibility
1.	Audit Committee	<ul style="list-style-type: none"> At planned intervals, receive and review information about the content and operation of the whistleblowing system. Exercise adequate oversight of the implementation, integrity and improvement of the Company whistleblowing system.

#	Department/Group	Responsibility
2.	Executive Management	<ul style="list-style-type: none"> ▪ Review and approve the whistleblowing and non-retaliation policy. ▪ Ensure the Whistleblowing policy and non-retaliation policy operates as intended. ▪ Ensure the policy is supported by adequate system and resources. ▪ Promote the policy and the “speak up” culture. ▪ Periodically review whistleblowing reports and ensure impartial investigations are conducted. ▪ Ensure consistent and fair disciplinary actions. ▪ Ensure continuous improvement of the overall reporting system.
3.	Compliance Team	<ul style="list-style-type: none"> ▪ Update the policy as and when needed. ▪ Promote the policy. ▪ Undertake the preliminary review of reports to determine the merit for investigation. ▪ Ensure reports are investigated independently and fairly. ▪ Maintain records related to investigations. ▪ Periodically report to Executive Committee and Audit Committee. ▪ Take appropriate steps for continuous improvement.
4.	Employees	<ul style="list-style-type: none"> ▪ Report concerns through appropriate channels as outlined in this policy. ▪ Cooperate with any investigations related to reported concerns. ▪ Refrain from engaging in retaliatory actions against reporters or individuals involved in investigations.

6 POLICY STATEMENT

6.1 WHISTLEBLOWING

Whistleblowing is an act of exposing misconduct or risk of misconduct occurring in an organization. The alleged misconduct or risk of misconduct may be classified in many ways such as a violation of law, rule, regulation and/or a direct threat to public interest, such as fraud, health and safety violations, corruption and violation of any Company applicable policies or procedures. Any individual who witnesses, observes or is aware of any actual or potential violation is enjoined to take steps to blow the whistle by reporting the incident.

IHS Group is committed to making it an acceptable practice for employees, shareholders, consultants, contractors, suppliers, customers and members of the communities in which the Company operates to raise concerns about unethical conduct relating to any director, shareholder, employee, consultants/contractors, suppliers and members of the communities in which the Company operates.

6.2 CONCERNS THAT CAN BE RAISED

Employees and other stakeholders may raise concerns regarding actual or potential violations of the Code. These concerns may include, but are not limited to:

- Fraud, theft, bribery and corruption;
- Accounting irregularities, internal controls deficiencies, audit matters or questionable financial practices (referred to as "Accounting Complaints");
- Insider trading;
- Economic sanctions;
- Anti-trust issue;
- Conflicts of interest;
- Compromises to the Company's Health, Safety & Environment (HSE) standards;
- Any form of bullying, discrimination, harassment or other HR or employment related issues';
- Human rights abuses within our operations or supply chain including and not limited to forced labor and modern slavery;
- Violation of any applicable company policies or procedures;
- Specific regulatory risks;
- General inquiries or questions.

6.3 PROTECTION OF REPORTERS

IHS Group is committed to ensuring reporters do not suffer retaliation of any sort. The Company recognizes that the decision to report a concern can be a difficult one to make especially because of the fear of reprisal from those responsible for the alleged malpractice.

The Company shall not tolerate any retaliation by any member of management or any other person or group, directly or indirectly, against anyone who, in good faith, reports a wrongdoing or provides assistance to management or any other person or group investigating an allegation.

To the fullest extent possible, management shall not reveal the identity of any employee who reports an allegation of wrongdoing and who asks that his or her identity remain confidential.

Compliance Team is responsible for assisting management towards ensuring reporters do not suffer retribution because of reported incidents.

The Compliance Team shall follow-up with reporters to ensure acts of retaliation have not occurred. Compliance Team shall liaise with appropriate executive management in IHS to ensure suspected retaliations are treated with an ultimate focus of protecting the reporters.

If retaliation against a reporter is established, disciplinary actions will be taken against offending individuals. The decision on the appropriate action will be made by the EVP Chief Human Resources Officer in line with applicable disciplinary policy. In instances where the

retaliation originates from a Country Managing Director or an Executive Team Member, the EVP Group General Counsel and the EVP Chief Human Resources Officer will determine the appropriate action to be taken.

Employees who are already subject of disciplinary procedures would not have the procedure halted as a result of the employee's whistleblowing.

6.4 MALICIOUS ALLEGATIONS

A report made in good faith and that it is not substantiated upon investigation will not cause any disciplinary action against the reporter. However, if an investigation reveals that the allegation was made maliciously, vexatiously or with the intent to mislead the management, disciplinary actions will be taken against the individual who made such reporting in bad faith.

6.5 PROCEDURES FOR REPORTING VIOLATIONS

Employees can report concerns, depending on their level of comfort, as a first step, to their line manager, their manager's manager, their HR Manager or contact their IHS legal department, any member of IHS Compliance Team or, as appropriate, the Audit Committee.

Alternatively, concerns can be raised confidentially and anonymously through "Speak Up", the IHS Group ethics line available on <http://www.ihtowers.ethicspoint.com>. Speak Up is hosted by an independent third party. The system allows anyone to report confidentially concerns while protecting their identity.

Employees are not expected to prove the allegations but should provide sufficient grounds for concern.

The Compliance Team will review on its merit all allegations received via Speak Up, and jointly consult – when needed- with Executive Vice President Group General Counsel and Executive Vice President Chief Human Resources Officer about the appropriate next steps. Any significant instances of behavior which stand in conflict with the Code should be reviewed by the Audit Committee.

In addition, the Compliance Team should report any Accounting Complaints to the Audit Committee at least once each quarter and whenever else as deemed necessary.

It is a serious disciplinary offence for any person to seek to prevent a reporting of concerns or to impede any investigation, which he/she or anyone on his/her behalf may make.

6.6 CONSIDERATIONS FOR INVESTIGATING ALLEGATION REPORTS

Amongst any other factors that are appropriate under the circumstances, the following shall be considered in determining whether a reported allegation should be investigated:

- **Credibility:** the likelihood of confirming the allegation from credible sources is an important factor to be considered. The more credible the allegation, the more appropriate that an investigation would be undertaken. In assessing credibility, Compliance Team should consider all facts surrounding the allegation.

- **Seriousness:** if the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the Company, that factor alone may count in favor of conducting the investigation. Where necessary, especially for highly sensitive matters, outside auditors, counsels or other experts may be engaged to assist in the investigation.

7 POLICY CONFORMANCE

All employees, contractors and others working on behalf of IHS Group are required to comply with this policy. Failure to comply may result in disciplinary action including termination of employment or contractual relationships.

8 POLICY ADMINISTRATION

All records relating to reported incidents and investigations will be retained as required under applicable law and, in the case of Accounting Complaints, for five (5) years.

This policy shall be reviewed by Compliance Team in liaison with Group Human Resources and Group Legal every two (2) years or as business exigencies demand, it shall be reviewed and monitored by the Audit Committee. Any amendments to the policy must be approved by the Audit Committee apart from minor wording and formatting improvements.