

IHS Holding Limited

Nominations and Corporate Governance

Committee Terms of Reference

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

1. Membership

1.1 Members of the Nominations and Corporate Governance Committee (the “**Committee**”) shall be appointed by the Board.

1.2 The Committee shall be comprised of at least three directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (“**NYSE**”), except as otherwise permitted by applicable NYSE rules, and meet all other eligibility requirements of applicable laws.

1.3 The Board shall appoint the Chair of the Committee.

1.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as the Head of Human Resources, the Chief Executive Officer,¹ and external advisors may be invited to attend any meeting, as and when appropriate and necessary.

1.5 The Company secretary or their nominee/delegate shall act as the secretary of the Committee.

2. Meetings

2.1 The Committee shall meet at least twice a year and otherwise as required.

2.2 A majority of the members of the Committee then serving constitutes a quorum at any meeting of the Committee.

2.3 A resolution put to vote at a Committee meeting shall be carried by the affirmative votes of a majority of the votes cast. The Chair of the Committee shall have a casting vote on all matters in the event of an equality of votes. In addition, a resolution in writing signed by all the members of the Committee entitled to

¹ References to positions or office/ team titles in this document shall be deemed to include any such position, office or team as renamed or re-designated from time to time by the Company.

receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of the Committee.

2.4 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chair of the Committee or any of its members.

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

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

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

3. Duties

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

The general duties of the Committee shall be to:

3.1 Regularly review and evaluate the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regards to any changes, including the nominees for election to the Board at the next annual meeting of shareholders where applicable.

3.2 Give full consideration to succession planning for management in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future.

3.3 Nominate candidates for approval of the Board to fill Board vacancies as and when they arise and, in consultation with the chairs of any committee of the Board, make recommendations to the Board as to the membership of the committees of the Board.

3.4 Review the determination of "independent" non-executive Directors in accordance with applicable rules.

3.5 Oversee the effective governance of the Board and its committees and, on an annual basis, review the terms of reference of the Board Committees and the matters reserved to the Board.

3.6 Develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

3.7 Make recommendations to the Board regarding governance matters, including but not limited to, the Company's Memorandum and Articles of Association, and the charters of the committees of the Board.

3.8 Oversee the self-evaluations of the Board.

3.9 Supervise the induction process for new directors and the on-going training and development of all Board members.

3.10 Review external governance developments likely to impact the operation of the Board and its committees.

4. Administration

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

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

5. Shareholders' Agreement.

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