



**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO: FSD OF 2023 (DDJ)

BETWEEN

ORANJE-NASSAU DÉVELOPPEMENT S.C.A., FIAR

Plaintiff

AND

IHS HOLDING LIMITED

Defendant

ORIGINATING SUMMONS

TO: IHS HOLDING LIMITED, of Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman, KY1-9008, Cayman Islands

LET THE DEFENDANT, within 14 days after service of this Originating Summons on the Defendant, counting the day of service, return the accompanying Acknowledgment of Service to the Courts Office, P.O. Box 495G, George Town, Grand Cayman.

By this Originating Summons, which is issued on the application of Oranje-Nassau Développement S.C.A., FIAR, of 5 rue Pierre d'Aspelt, L-1142, Luxembourg, the Plaintiff seeks the following declarations and orders:

1 Declarations that:

- 1.1 The Plaintiff's written notice delivered to the Defendant on 26 May 2023 (the "**Section 8 and Article 60 Notice**") setting out certain resolutions (the "**Proposed Resolutions**") to amend the Defendant's Memorandum and Articles of Association (the "**Articles**") to be put to the Defendant's shareholders for a vote at the Defendant's annual general meeting on 7 June 2023 (the "**AGM**") was a valid notice under section 8 of the Shareholders Agreement between the Plaintiff, the Defendant and certain other shareholders of the Defendant dated 13 October 2021 (the "**Shareholders Agreement**"), being a notice: (i) signed by Locked-up Shareholders holding approximately 47.5% in aggregate of all issued and outstanding shares of the Defendant; and (ii) delivered to the Defendant within 20 Business Days of receipt of the notice convening the AGM.
 - 1.2 Further or alternatively, the Section 8 and Article 60 Notice was a valid notice under Article 60 of the Articles.
 - 1.3 The Defendant's failure to notify all of its shareholders of the Proposed Resolutions and put the Proposed Resolutions to the shareholders for a vote at the AGM was a breach of section 8 of the Shareholders Agreement.
 - 1.4 Further or alternatively, the foregoing failures were a breach of Article 60 of the Articles.
- 2 Orders for specific performance and/or an injunction requiring the Defendant to perform its obligations under section 8 of the Shareholders Agreement; further or alternatively under Article 60 of the Articles, in the following manner:
- 2.1 Within 7 days from the date of an Order of the Court, the Defendant provide written notice in accordance with the Defendant's Articles (the "**EGM Notice**") to all of the Defendant's shareholders convening an extraordinary general meeting of the Defendant (the "**EGM**") to be held not less than 20 and not more than 40 days after the date of the EGM Notice;

THIS ORIGINATING SUMMONS FILED by Maples and Calder (Cayman) LLP, attorneys for the Plaintiff, whose address for service is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: LRS/WAC/770297.02/74805275)

- 2.2 The EGM Notice include the Proposed Resolutions amongst the business to be considered at the EGM;
 - 2.3 The Defendant hold the EGM in accordance with the EGM Notice; and
 - 2.4 The Defendant put the Proposed Resolutions to the shareholders for a vote at the EGM.
- 3 An order that the Defendant pay the costs of this action to the Plaintiff, to be taxed if not agreed.
 - 4 Such further or other relief as the Court thinks fit.

If the Defendant does not acknowledge service, such judgment may be given or order made against or in relation to the Defendant as the Court may think just and expedient.

DATED this 30th day of June 2023

Maples and Calder (Cayman) LLP

Maples and Calder (Cayman) LLP

Attorneys-at-Law for the Plaintiff

NOTE - This Originating Summons may not be served later than 4 calendar months (or, if leave is required to effect service out of the jurisdiction, 6 months) beginning with that date unless renewed by order of the Court.

IMPORTANT

Directions for Acknowledgment of Service are given with the accompanying form.

THIS ORIGINATING SUMMONS FILED by Maples and Calder (Cayman) LLP, attorneys for the Plaintiff, whose address for service is PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: LRS/WAC/770297.02/74805275)

**DIRECTIONS FOR ACKNOWLEDGMENT OF SERVICE
OF ORIGINATING SUMMONS**

The accompanying form of Acknowledgment of Service should be completed by an Attorney acting on behalf of the Defendant or by the Defendant if acting in person. After completion it must be delivered or sent by post to the Law Courts, P.O. Box 495G, George Town, Grand Cayman.

Notes for Guidance

1. Each Defendant (if there are more than one) is required to complete an Acknowledgment of Service and return it to the Courts Office.
2. If you wish to defend claims made in the originating summons, or intend to attend the proceedings and to participate in them so far as necessary (although not necessarily in an adversarial manner) you should tick the "Yes" box in paragraph 2 of the acknowledgment of service.
3. For the purpose of calculating the period of 14 days for acknowledging service, a writ served on the Defendant personally is treated as having been served on the day it was delivered to the Defendant.
4. Where the Defendant is sued in a name different from the Defendant's own, the form must be completed by the Defendant with the addition in paragraph 1 of the words "sued as (the name stated on the Originating Summons)".
5. Where the Defendant is a FIRM and an attorney is not instructed, the form must be completed by a PARTNER by name, with the addition in paragraph 1 of the description "Partner in the firm of (.....)" after that Partner's name.
6. Where the Defendant is sued as an individual TRADING IN A NAME OTHER THAN THAT PERSON'S OWN, the form must be completed by the Defendant with the addition in paragraph 1 of the description "trading as (.....)" after that Defendant's name.
7. Where the Defendant is a LIMITED COMPANY the form must be completed by an Attorney or by someone authorised to act on behalf of the Company, but the Company can take no further step in the proceedings without an Attorney acting on its behalf.

8. Where the Defendant is a MINOR or a MENTAL PATIENT, the form must be completed by an Attorney acting for a guardian ad litem.
9. A Defendant acting in person may obtain help in completing the form at the Courts Office.

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ORANJE-NASSAU DÉVELOPPEMENT S.C.A., FIAR

Plaintiff

AND

IHS HOLDING LIMITED

Defendant

**ACKNOWLEDGMENT OF SERVICE
OF ORIGINATING SUMMONS**

If you intend to instruct an Attorney to act for you, give that Attorney this form IMMEDIATELY.

Important. Read the accompanying directions and notes for guidance carefully before completing this form. If any information required is omitted or given wrongly, THIS FORM MAY HAVE TO BE RETURNED.

1. State the full name of the Defendant by whom or on whose behalf the service of the Originating Summons is being acknowledged.

2. State whether the Defendant intends to contest or otherwise participate in the proceedings (tick appropriate box)

yes no

Service of the Originating Summons is acknowledged accordingly

(Signed).....

[Attorney] for

[Defendant in person]

Address for service:

Notes on address for service

Attorney: where the Defendant is represented by an attorney, state the attorney's place of business in the Cayman Islands. A Defendant may not act by a foreign attorney.

Defendant in person: where the Defendant is acting in person, the Defendant must give the Defendant's post office box number and the physical address of the Defendant's residence or, if the Defendant does not reside in the Cayman Islands, the Defendant must give an address in Grand Cayman where communications for the Defendant should be sent. In the case of a limited company, "residence" means its registered principal office.

Indorsement by Plaintiff's Attorney (or by plaintiff if suing in person) of the Plaintiff's name, address and reference, if any, in the box below.

<p>Maples and Calder (Cayman) LLP Attorneys-at-Law for the Plaintiff PO Box 309 Ugland House George Town Cayman Islands KY1-1104 (Ref: LRS/WAC/770297.02/74805275)</p>

Indorsement by Defendant's Attorney (or by Defendant if suing in person) of the Defendant's name, address and reference, if any, in the box below.

Empty box for Defendant's Attorney indorsement
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