

COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)

In accordance with article 226 of the Consolidated Text of the Spanish Securities Markets Law approved by the Royal Legislative Decree 4/2015, of 23 October, CELLNEX TELECOM, S.A. ("**Cellnex**" or "**the Company**") hereby notifies the Spanish National Securities Market Commission of the following

INSIDE INFORMATION

The Board of Directors of Cellnex has resolved to carry out a tap issue of senior unsecured convertible bonds due 2026 (the "**New Bonds**"), convertible into new or existing ordinary shares of the Company (the "**Shares**"), with shareholders having no preferred subscription right (the "**New Issue**"), further to the authorisation granted by the resolutions taken by the shareholders of the Company at the General Meeting held on 31 May 2018. The terms and conditions of the New Bonds (the "**Terms and Conditions**") will be those of the €600,000,000 1.50% senior unsecured convertible bonds due 2026 issued by Cellnex on 16 January 2018 (the "**Original Bonds**", and together with the New Bonds, the "**Bonds**"). The New Bonds will be consolidated and form a single series with the Original Bonds from the Issue Date (as defined below).

Cellnex is taking advantage of favourable market conditions to issue the New Bonds. Cellnex aims to increase its average debt maturity by issuing a new long-term instrument, at a cost materially lower than its current average cost of borrowing and with a prevailing conversion price which represents a substantial premium to Cellnex current share price. The proceeds from the New Issue will be used for general corporate purposes.

Cellnex has appointed BNP Paribas and Morgan Stanley & Co. International plc as Global Coordinators, Joint Bookrunners and Joint Lead Managers (the "**Joint Global Coordinators**"), to carry out an accelerated bookbuild process in order to obtain expressions of interest from qualified international investors for the subscription of the New Bonds. The accelerated bookbuild process in relation to the New Issue will begin immediately following the publication of this regulatory announcement.

The main terms and conditions of the New Issue are as follows:

- (a) The aggregate principal amount of the New Bonds to be issued will be €150 million which may be increased by an additional €50 million.
- (b) The New Issue will be exclusively targeted at professional investors.
- (c) As the Original Bonds, the New Bonds will mature on 16 January 2026. Any Bonds which have not been previously converted, redeemed or repurchased and cancelled by this time, will be redeemed in full at their principal amount.
- (d) The principal amount of the New Bonds will be €100,000. The New Bonds will be issued at an initial issue price (the "**Initial Tap Price**") between €100,250 and €101,250, plus accrued interest under the Original Bonds from the interest payment date falling on 16 January 2019 to, but excluding, the Issue Date (as defined below). The Initial Tap Price is expected to be determined upon conclusion of the accelerated bookbuild process. The final tap price will be at least equal to €100,000 and is expected to be announced later today.

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- (e) As the Original Bonds, the New Bonds will bear a fixed coupon, payable annually in arrear on 16 January in each year, commencing on 16 January 2020, at an interest rate of 1.50% per annum. After taxes, this fixed interest rate represents a cost for the Company of c. 0.8%.
- (f) As the Original Bonds, the New Bonds will be convertible, at the option of the bondholder, into newly-issued or previously-issued Shares (as decided by Cellnex), at the prevailing conversion price, which was initially set at €38.0829. The conversion price is subject to customary adjustments. The number of Shares initially underlying the New Bonds represent approximately up to 2.3% of the total issued share capital of Cellnex as at today's date.
- (g) Bondholders will receive, as a result of exercising their conversion right, a number of Shares which will be determined by dividing the principal amount of the Bonds to be converted, by the prevailing conversion price at the time of conversion.
- (h) Cellnex may redeem the Bonds in whole but not in part, at their principal amount plus accrued interest, if (i) on or after 18 July 2022, the market value of the underlying Shares per €100,000 principal amount of the Bonds exceeds €130,000 during a specified period of time; or (ii) at any time, more than 85% of the aggregate principal amount of the Bonds issued have been converted and/or redeemed and/or purchased and cancelled.
- (i) Bondholders may request Cellnex to repurchase the Bonds in the event of a change of control of the Company or in the event that a tender offer is made with respect to the Shares which leads to a change of control of Cellnex.
- (j) The capacity of Cellnex, its corresponding corporate resolutions and the ranking of the New Bonds will be governed by Spanish law. Except for the foregoing, the terms and conditions of the New Bonds, including all non-contractual obligations in connection therewith, will be governed by English law.
- (k) The New Bonds are expected to be admitted to trading on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange, where the Original Bonds are traded, on the Issue Date (as defined below).
- (l) It is expected that the New Bonds will be assigned a BBB- rating by Fitch Ratings.

Upon conclusion of the accelerated bookbuild process, Cellnex is expected to enter into a subscription agreement in connection with the New Bonds with the Joint Global Coordinators (the "**Subscription Agreement**"). In the context of the New Issue, Cellnex will commit to a lock-up of 30 days from the Issue Date (as defined below) in relation to the Shares and related securities, subject to certain exceptions.

The subscription and payment for the New Bonds is expected to take place on 21 January 2019 (the "**Issue Date**"), provided that the conditions established in the Subscription Agreement are met.

Madrid, 7 January 2019

IMPORTANT INFORMATION

NO ACTION HAS BEEN TAKEN BY THE COMPANY OR THE JOINT GLOBAL COORDINATORS OR ANY OF THEIR RESPECTIVE AFFILIATES THAT WOULD PERMIT AN OFFERING OF THE NEW BONDS OR POSSESSION OR DISTRIBUTION OF THIS DOCUMENT OR ANY OFFERING OR PUBLICITY MATERIAL RELATING TO THE NEW BONDS IN ANY JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. PERSONS INTO WHOSE POSSESSION THIS DOCUMENT COMES ARE REQUIRED BY THE COMPANY AND THE JOINT GLOBAL COORDINATORS TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.

THIS DOCUMENT IS NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES. THE NEW BONDS HAVE NOT BEEN AND WILL NOT BE REGISTERED IN THE UNITED STATES UNDER THE U.S. SECURITIES ACT OF 1933 (THE "**SECURITIES ACT**") AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION UNDER THE SECURITIES ACT OR AN APPLICABLE EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT. THIS DOCUMENT IS NOT AN OFFER TO SELL SECURITIES OR THE SOLICITATION OF ANY OFFER TO BUY SECURITIES, NOR SHALL THERE BE ANY OFFER OF SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER OR SALE WOULD BE UNLAWFUL.

THIS DOCUMENT AND THE NEW ISSUE WHEN MADE ARE ONLY ADDRESSED TO, AND DIRECTED IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA (THE "**EEA**") (OTHER THAN SPAIN, WHERE THE OFFERING OF THE NEW BONDS IS NOT PERMITTED) AT, PERSONS WHO ARE "**QUALIFIED INVESTORS**" WITHIN THE MEANING OF ARTICLE 2(1)(E) OF THE PROSPECTUS DIRECTIVE ("**QUALIFIED INVESTORS**"). FOR THESE PURPOSES, THE EXPRESSION "**PROSPECTUS DIRECTIVE**" MEANS DIRECTIVE 2003/71/EC, AS AMENDED.

SOLELY FOR THE PURPOSES OF THE PRODUCT GOVERNANCE REQUIREMENTS CONTAINED WITHIN: (I) EU DIRECTIVE 2014/65/EU, ON MARKETS IN FINANCIAL INSTRUMENTS, AS AMENDED ("**MIFID II**"); (II) ARTICLES 9 AND 10 OF COMMISSION DELEGATED DIRECTIVE (EU) 2017/593 SUPPLEMENTING MIFID II; AND (III) LOCAL IMPLEMENTING MEASURES (TOGETHER, THE "**MIFID II PRODUCT GOVERNANCE REQUIREMENTS**"), AND DISCLAIMING ALL AND ANY LIABILITY, WHETHER ARISING IN TORT, CONTRACT OR OTHERWISE, WHICH ANY "**MANUFACTURER**" (FOR THE PURPOSES OF THE MIFID II PRODUCT GOVERNANCE REQUIREMENTS) MAY OTHERWISE HAVE WITH RESPECT THERETO, THE NEW BONDS HAVE BEEN SUBJECT TO A PRODUCT APPROVAL PROCESS, WHICH HAS DETERMINED THAT: (I) THE TARGET MARKET FOR THE NEW BONDS IS ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ONLY, EACH AS DEFINED IN MIFID II; AND (II) ALL CHANNELS FOR DISTRIBUTION OF THE NEW BONDS TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE. ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE NEW BONDS (A "**DISTRIBUTOR**") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURERS' TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE NEW BONDS (BY EITHER ADOPTING OR REFINING THE MANUFACTURERS TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

THE TARGET MARKET ASSESSMENT IS WITHOUT PREJUDICE TO THE REQUIREMENTS OF ANY CONTRACTUAL OR LEGAL SELLING RESTRICTIONS IN RELATION TO ANY OFFERING OF THE NEW BONDS.

FOR THE AVOIDANCE OF DOUBT, THE TARGET MARKET ASSESSMENT DOES NOT CONSTITUTE: (A) AN ASSESSMENT OF SUITABILITY OR APPROPRIATENESS FOR THE PURPOSES OF MIFID II; OR (B) A RECOMMENDATION TO ANY INVESTOR OR GROUP OF INVESTORS TO INVEST IN, OR PURCHASE, OR TAKE ANY OTHER ACTION WHATSOEVER WITH RESPECT TO THE NEW BONDS.

THE NEW BONDS ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA. FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF: (I) A RETAIL CLIENT AS DEFINED

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IN POINT (11) OF ARTICLE 4(1) OF MIFID II; OR (II) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE 2002/92/EC, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR (III) NOT A QUALIFIED INVESTOR AS DEFINED IN THE PROSPECTUS DIRECTIVE. CONSEQUENTLY, NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE "**PRIIPS REGULATION**") FOR OFFERING OR SELLING THE NEW BONDS OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE NEW BONDS OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

IN ADDITION, IN THE UNITED KINGDOM THIS DOCUMENT IS BEING DISTRIBUTED ONLY TO, AND IS DIRECTED ONLY AT, QUALIFIED INVESTORS (I) WHO HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "**ORDER**") AND QUALIFIED INVESTORS FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER, AND (II) TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "**RELEVANT PERSONS**"). THIS DOCUMENT MUST NOT BE ACTED ON OR RELIED ON (I) IN THE UNITED KINGDOM, BY PERSONS WHO ARE NOT RELEVANT PERSONS, AND (II) IN ANY MEMBER STATE OF THE EEA OTHER THAN THE UNITED KINGDOM, BY PERSONS WHO ARE NOT QUALIFIED INVESTORS.

ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS DOCUMENT RELATES IS AVAILABLE ONLY TO (A) RELEVANT PERSONS IN THE UNITED KINGDOM AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS IN THE UNITED KINGDOM AND (B) QUALIFIED INVESTORS IN MEMBER STATES OF THE EEA (OTHER THAN THE UNITED KINGDOM).

ANY DECISION TO PURCHASE ANY OF THE NEW BONDS SHOULD ONLY BE MADE ON THE BASIS OF AN INDEPENDENT REVIEW BY A PROSPECTIVE INVESTOR OF THE COMPANY'S PUBLICLY AVAILABLE INFORMATION. NEITHER THE JOINT GLOBAL COORDINATORS NOR ANY OF THEIR AFFILIATES ACCEPT ANY LIABILITY ARISING FROM THE USE OF, OR MAKE ANY REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF, THIS DOCUMENT OR THE COMPANY'S PUBLICLY AVAILABLE INFORMATION. THE INFORMATION CONTAINED IN THIS DOCUMENT IS SUBJECT TO CHANGE IN ITS ENTIRETY WITHOUT NOTICE UP TO THE ISSUE DATE.

EACH PROSPECTIVE INVESTOR SHOULD PROCEED ON THE ASSUMPTION THAT IT MUST BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE NEW BONDS OR THE ORDINARY SHARES TO BE ISSUED OR TRANSFERRED AND DELIVERED UPON CONVERSION OF THE NEW BONDS AND NOTIONALLY UNDERLYING THE NEW BONDS (TOGETHER WITH THE NEW BONDS, THE "**SECURITIES**"). NEITHER THE COMPANY NOR THE JOINT GLOBAL COORDINATORS MAKE ANY REPRESENTATION AS TO (I) THE SUITABILITY OF THE SECURITIES FOR ANY PARTICULAR INVESTOR, (II) THE APPROPRIATE ACCOUNTING TREATMENT AND POTENTIAL TAX CONSEQUENCES OF INVESTING IN THE SECURITIES OR (III) THE FUTURE PERFORMANCE OF THE SECURITIES EITHER IN ABSOLUTE TERMS OR RELATIVE TO COMPETING INVESTMENTS.

THE JOINT GLOBAL COORDINATORS ARE ACTING ON BEHALF OF THE COMPANY AND NO ONE ELSE IN CONNECTION WITH THE NEW BONDS AND WILL NOT BE RESPONSIBLE TO ANY OTHER PERSON FOR PROVIDING THE PROTECTIONS AFFORDED TO CLIENTS OF THE JOINT GLOBAL COORDINATORS OR FOR PROVIDING ADVICE IN RELATION TO THE SECURITIES.

EACH OF THE COMPANY, THE JOINT GLOBAL COORDINATORS AND THEIR RESPECTIVE AFFILIATES EXPRESSLY DISCLAIMS ANY OBLIGATION OR UNDERTAKING TO UPDATE, REVIEW OR REVISE ANY STATEMENT CONTAINED IN THIS DOCUMENT WHETHER AS A RESULT OF NEW INFORMATION, FUTURE DEVELOPMENTS OR OTHERWISE.