THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Prospectus, or as to what action you should take, you should immediately consult an appropriately authorized professional adviser.

This document constitutes a prospectus (the "**Prospectus**") for the purposes of Article 3 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**") and its implementing measures, relating to Cellnex Telecom, S.A. ("**Cellnex**" or the "**Company**" and, together with its subsidiaries, the "**Group**", unless otherwise indicated or the context otherwise requires). This Prospectus has been prepared in accordance with Annexes 1 and 11 of the Commission Delegated Regulation (EU) 2019/980 of March 14, 2019. This Prospectus has been approved by the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the "**CNMV**"), as competent authority under the Prospectus Regulation and its implementing measures, on March 30, 2021. Such approval relates only to the offering of the Preferential Subscription Rights (as defined below) and the New Shares (as defined below) that are to be admitted to trading on the Spanish Stock Exchanges (as defined below) as a regulated market for the purposes of the EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"). This Prospectus is available on the CNMV's website (www.cnmv.es) and on the Company's website (www.cellnextelecom.com).

Investing in the New Shares and/or the Preferential Subscription Rights involves certain risks. You should read this Prospectus in its entirety and in particular the risk factors set out in the section of this Prospectus entitled "*Risk Factors*" before investing in the New Shares and/or the Preferential Subscription Rights.

CELLNEX TELECOM, S.A.

(incorporated and registered in Spain as a public limited company (*sociedad anónima*))

OFFERING OF 192,619,055 NEW SHARES

BY MEANS OF A RIGHTS OFFERING OF NEW SHARES AT AN OFFERING PRICE OF €36.33 PER SHARE AND ADMISSION TO TRADING ON THE SPANISH STOCK EXCHANGES

This Prospectus relates to the offering of 192,619,055 new ordinary shares, each with a par value of €0.25 (the "**New Shares**"), of the Company pursuant to a rights offering (the "**Offering**").

Subject to the terms and conditions set out herein, the Company is granting transferable subscription rights ("**Preferential Subscription Rights**") to existing holders of the Company's ordinary shares (the "**Shares**" or individually, a "**Share**") who acquired their Shares on or before March 31, 2021 and whose transactions are settled on or before April 6, 2021 in Iberclear (as defined below) (the "**Eligible Shareholders**"). Each Share held by the Eligible Shareholders entitles its holder to receive one Preferential Subscription Right. The exercise of 48 Preferential Subscription Rights entitles the relevant Eligible Shareholder to subscribe for 19 New Shares in exchange for payment of a subscription price of €36.33 per New Share, which is referred to as the "**Subscription Price**".

The Shares are listed on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges (the "**Spanish Stock Exchanges**") and are quoted on the Automated Quotation System of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil or Mercado Continuo*) (the "**AQS**") under the symbol "CLNX". The Company expects the Preferential Subscription Rights to be listed on the Spanish Stock Exchanges and to be traded on the AQS during the period from 8:30 a.m. (CET) on April 1, 2021 to 5:30 p.m. (CET) on April 15, 2021. The Company will apply for admission to listing of the New Shares on the Spanish Stock Exchanges and quotation on the AQS (the "**Admission**").

The preferential subscription period will commence on the first calendar day following the publication of the Offering in the Spanish Commercial Registry Official Gazette (*Boletín Oficial del Registro Mercantil* or "**BORME**") and will last up to and including the 15th calendar day thereafter (the "**Preferential Subscription Period**"). During the Preferential Subscription Period, Eligible Shareholders will be able to sell all or part of their Preferential Subscription Rights or, alternatively, to subscribe, in whole or in part, for New Shares, subject to any applicable restrictions on transfer described in this Prospectus, while other investors may acquire Preferential Subscription Rights in the market in the required proportion and subscribe for the corresponding New Shares. Both Eligible Shareholders and other investors that acquire Preferential Subscription Rights and exercise their Preferential Subscription Rights, in whole or in part, may also subscribe for additional New Shares during the additional allocation period (the allocation of additional New Shares is expected to take place by no later than April 21, 2021) (the "**Additional Allocation Period**"), as described in this Prospectus.

Preferential Subscription Rights not exercised within the Preferential Subscription Period will expire without value. Assuming that the New Shares are fully subscribed, they will represent approximately 28.35% of the Company's issued and paid-up share capital immediately following the Offering.

Any New Shares, net of Committed Shares (as defined herein) (the "**Underwritten New Shares**"), that are not subscribed for during the Preferential Subscription Period or the Additional Allocation Period (the "**Rump Shares**") may then be offered by J.P. Morgan AG, Barclays Bank Ireland PLC, BNP PARIBAS and Goldman Sachs Bank Europe SE, each as joint global coordinator and joint bookrunner (together the "**Joint Global Coordinators**"), and Banco Santander, S.A., CaixaBank, S.A., Deutsche Bank AG, Morgan Stanley Europe SE, Mediobanca – Banca di Credito Finanziario S.p.A., Société Générale, Banco Bilbao Vizcaya Argentaria, S.A., Banco de Sabadell, S.A., Crédit Agricole Corporate and Investment Bank, Intesa Sanpaolo S.p.A., Mizuho Securities Europe GmbH, MUFG Securities (Europe) N.V., SMBC Nikko Capital Markets Europe GmbH and UniCredit Bank AG, Milan Branch, each as joint bookrunner (together the "**Joint Bookrunners**"), and ING Bank N.V., RBC Capital Markets (Europe) GmbH and NATIXIS, each as co-lead (together the "**Co-Leads**", and together with the Joint Global Coordinators and the Joint Bookrunners, the "**Managers**") in an underwritten international private placement to qualified investors during a discretionary allocation period (the discretionary allocation period is expected to begin at any time after the end of the Additional Allocation Period and end no later than 11:00 a.m. CET on April 22, 2021) (the "**Discretionary Allocation Period**"). Any Underwritten New Shares that remain unsold after such Discretionary Allocation Period will, subject to the terms of the Underwriting Agreement (as defined herein), be acquired by the Managers at the Subscription Price. Unless otherwise indicated, all amounts included in this Prospectus assume full subscription of the Offering.

Neither the Preferential Subscription Rights nor the New Shares have been, nor will be, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or under the securities laws of any state or other jurisdiction in the United States. The Preferential Subscription Rights and the New Shares may only be offered, sold, exercised or otherwise transferred in the following conditions: (i) within the United States to qualified institutional buyers as defined in Rule 144A under the Securities Act ("**Rule 144A**") ("**QIBs**"), in reliance on an exemption from, or in transactions not subject to, the registration requirements of the Securities Act, or (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act ("**Regulation S**"). Prospective investors are hereby notified that the sellers of New Shares and Preferential Subscription Rights may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. For a description of these and certain further restrictions on offers, sales, exercises and transfers of the Preferential Subscription Rights and the New Shares, see "*Notice to U.S. Investors*" and "*Transfer and Selling Restrictions*". The Preferential Subscription Rights may only be exercised (i) within the United States by QIBs that have executed and timely returned a QIB Investment Letter (as defined below), or (ii) outside the United States in offshore transactions (as defined in Regulation S) in reliance on Regulation S. In addition, the Managers may arrange for Rump Shares to be offered and sold (i) within the United States only to persons they reasonably believe are QIBs in reliance on Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, or (ii) outside the United States in offshore transactions (as defined in Regulation S) in reliance on Regulation S.

The New Shares are expected to be delivered through the book-entry facilities of the Spanish securities, clearance and settlement system (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.*) ("**Iberclear**"), subject to payment, on or about April 22, 2021 for New Shares subscribed during the Preferential Subscription Period or Additional Allocation Period and on or about April 28, 2021 for Rump Shares, if any, placed during the Discretionary Allocation Period.

This Prospectus was approved and registered by the CNMV on March 30, 2021. This Prospectus is valid (and therefore a supplement to this Prospectus may be published during that period) until the earlier of 12 months following its approval, or the admission to trading of the New Shares (as this Prospectus refers to the offering of such New Shares). Once this Prospectus is no longer valid, the Company will have no obligation to supplement this Prospectus in case of significant new factors, material mistakes or material inaccuracies.

Joint Global Coordinators and Joint Bookrunners

J.P. Morgan AG | **Barclays** | **BNP PARIBAS** | **Goldman Sachs Bank Europe SE**

Joint Bookrunners

Banco Santander | **CaixaBank BPI** | **Deutsche Bank**

Morgan Stanley | **Mediobanca** | **Société Générale**

BBVA | **Banco Sabadell** | **Crédit Agricole CIB**

IMI – Intesa Sanpaolo | **Mizuho Securities** | **MUFG**

SMBC Nikko | **UniCredit Corporate & Investment Banking**

Co-Leads

ING Bank N.V. | **RBC Capital Markets**

NATIXIS

Financial Advisor to the Company

AZ Capital

This Prospectus is dated March 30, 2021

IMPORTANT NOTICES

You agree to each of the notices set forth below by accepting delivery of this Prospectus.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL, OR A SOLICITATION OF AN OFFER TO SUBSCRIBE FOR, ANY OF THE NEW SHARES AND/OR THE PREFERENTIAL SUBSCRIPTION RIGHTS BY ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL FOR SUCH PERSON TO MAKE SUCH AN OFFER OR SOLICITATION. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL UNDER ANY CIRCUMSTANCES IMPLY THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF CELLNEX OR THE GROUP OR THAT THE INFORMATION SET FORTH HEREIN IS CORRECT AS OF ANY DATE SUBSEQUENT TO THE DATE HEREOF.

In making an investment decision, prospective investors must rely upon their own examination of the Company's business and the terms of this Prospectus, including the merits and risks involved in investing in the New Shares and the Preferential Subscription Rights.

This Prospectus has been prepared by the Company solely for use in the proposed placement through the offering of the New Shares and the Preferential Subscription Rights.

The Company has not authorized any person to give any information or to make any representations other than those contained in this Prospectus, and, if given or made, such information or representations must not be relied upon as having been authorized.

You are being provided with this Prospectus solely for the purpose of considering an investment in the New Shares and/or the Preferential Subscription Rights described in this Prospectus. All the information in this Prospectus has been furnished by the Company and you acknowledge and agree that the Managers make no representation or warranty, express or implied, regarding the accuracy, completeness or verification of the information given herein, and that nothing contained in this Prospectus is, or shall be relied upon as, a promise, warranty or representation by the Managers or any of their respective affiliates, advisers or selling agents whether as to the past or the future. The Managers do not assume any responsibility for its accuracy, completeness or verification and, accordingly, disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise that they might otherwise be found to have in respect of this Prospectus. Each person receiving this Prospectus acknowledges that (i) such person has not relied on the Managers or any person affiliated with the Managers in connection with any investigation of the accuracy of such information or its investment decision, (ii) it has relied only on the information contained herein, and (iii) no person has been authorized to give any information or to make any representation concerning the Company, the Preferential Subscription Rights or the New Shares (other than as contained herein and information given by the Company's duly authorized officers and employees in connection with investors' examination of the Company and the terms of this Offering) and, if given or made, any such other information or representation should not be relied upon as having been authorized by the Company or the Managers.

Neither the Company nor the Managers nor AZ Capital, S.L. (acting as the Group's financial advisor in connection with the Offering), nor any of their respective representatives, is making any representation to any offeree or purchaser of the New Shares and/or the Preferential Subscription Rights regarding the legality of an investment in the New Shares and/or the Preferential Subscription Rights by such offeree or purchaser under the laws applicable to such offeree or purchaser. Prospective investors should not consider any information contained in this Prospectus to be investment, legal, business or tax advice. Each prospective investor should consult its own counsel, business adviser, accountant, tax adviser and other advisers for legal, financial, business, tax and related advice regarding an investment in the New Shares and/or the Preferential Subscription Rights.

In connection with the Offering, any Manager and any of its respective affiliates may take up a portion of the New Shares and/or the Preferential Subscription Rights as a principal position and, in that capacity, may retain, purchase, sell, offer to sell, or otherwise deal for its or their own account(s) in such securities, any other securities of the Company or other related investments in connection with the Offering or otherwise. Accordingly, references in this Prospectus to the New Shares and/or the Preferential Subscription Rights being offered or otherwise dealt with should be read as including any offer to, or dealing by, the Managers or any of them and any of their affiliates acting in such capacity. In addition, certain of the Managers or their affiliates may enter into financing agreements and swaps with investors in connection with which such Managers (or their affiliates) may, from time to time, acquire, hold or dispose of the New Shares and/or the Preferential Subscription Rights. The Managers do not intend to disclose the extent of any such investment or transaction otherwise than in accordance with any legal or regulatory obligation to do so.

The Managers are acting exclusively for the Company and no one else in connection with the Offering. They will not regard any other person (whether or not a recipient of this Prospectus) as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Offering or any transaction or arrangement referred to herein.

You may not reproduce or distribute this Prospectus, in whole or in part, and you may not disclose any of the content of this Prospectus or use any information given herein for any purpose other than considering an investment in the New Shares and/or the Preferential Subscription Rights described in this Prospectus.

The distribution of this Prospectus and the offering, sale, exercise or transfer of the New Shares and the Preferential Subscription Rights in certain jurisdictions may be restricted by law. Thus, this Prospectus may not be used in connection with any offer or solicitation in any jurisdiction where, or to any person to whom, it is unlawful to make such offer or solicitation. Other than in Spain, no action has been taken or will be taken by the Company or the Managers that would permit a public offering of the New Shares or the Preferential Subscription Rights or the possession or distribution of a Prospectus in any jurisdiction where action for that purpose would be required. This Prospectus may not be used for, or in connection with, and does not constitute an offer of, or an invitation or solicitation to subscribe for or purchase, any securities in any jurisdiction in which such offer, invitation or solicitation would be unlawful. The Company and the Managers require persons into whose possession this Prospectus comes to inform themselves about and to observe any such restrictions. Neither the Company nor the Managers accept any responsibility for any violation by any person, whether or not such person is a prospective purchaser of the New Shares and/or the Preferential Subscription Rights described in this Prospectus, of any of these restrictions.

OFFERING RESTRICTIONS

Prospective investors must observe the selling and transfer restrictions set out under "*Transfer and Selling Restrictions*", as well as the other offering restrictions set forth below.

NOTICE TO U.S. INVESTORS

NONE OF THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER U.S. REGULATORY AUTHORITY HAVE APPROVED OR DISAPPROVED OF THE PREFERENTIAL SUBSCRIPTION RIGHTS OR THE NEW SHARES, OR PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

Neither the Preferential Subscription Rights nor the New Shares have been, or will be, registered under the Securities Act or under the securities laws of any state or other jurisdiction in the United States. The Preferential Subscription Rights and the New Shares may be offered, sold, exercised or otherwise transferred only under the following conditions: (i) within the United States to QIBs as defined in Rule 144A, in reliance on an exemption from, or in transactions not subject to, the registration requirements of the Securities Act, or (ii) outside the United States in offshore transactions in reliance on Regulation S. Any person in the United States wishing to exercise Preferential Subscription Rights to subscribe for New Shares must execute and timely deliver to the Company an investment letter (in the form separately provided by the Company) (the "**QIB Investment Letter**") addressed to the Company and the Managers to the effect that such person and any account for which it is subscribing New Shares is a QIB and satisfies certain other requirements.

In addition, the Managers may arrange for Rump Shares to be offered and sold within the United States only to persons they reasonably believe are QIBs in reliance on Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Purchasers of New Shares during the Discretionary Allocation Period in the United States, will not be required to provide a QIB Investment Letter.

Prospective investors are hereby notified that the sellers of New Shares may be relying on the exemption from the registration provisions of Section 5 of the Securities Act provided by Rule 144A.

By exercising the Preferential Subscription Rights or purchasing New Shares in the Discretionary Allocation Period, prospective investors will be deemed to have made the acknowledgments, representations, warranties and agreements set out under, and that they otherwise comply with the restrictions described in, "*Transfer and Selling Restrictions*".

The information contained in this Prospectus has been provided by the Company. Distribution of this Prospectus to any person other than the offeree specified by the Company and those persons, if any, retained to advise such offeree with

respect thereto, is unauthorized, and any disclosure of its contents, without the Company's prior written consent, is prohibited. This document is not a prospectus within the meaning of Section 10 of the Securities Act.

NOTICE TO INVESTORS IN THE UNITED KINGDOM

This Prospectus is only being communicated to and is only directed at persons outside the United Kingdom and in the United Kingdom (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**"), (ii) who are high net worth entities falling within Article 49(2)(a) to (d) of the Order or (iii) to whom it may otherwise be lawful to distribute it (all such persons together being referred to as "relevant persons"). This Prospectus must not be acted on or relied on by any person who is not a relevant person. The New Shares and the Preferential Subscription Rights are only available to, and any investment or investment activity to which this Prospectus relates will only be available to and will only be engaged in with, relevant persons.

The New Shares and the Preferential Subscription Rights may not be offered or sold to any person in the United Kingdom, other than to "qualified investors" (as defined in Section 86(7) of the Financial Services and Markets Act 2000 (as amended) ("**FSMA**")) or otherwise in circumstances that do not require an approved prospectus to be made available to the public, as set out in Section 86 of the FSMA.

NOTICE TO INVESTORS IN CANADA

The Preferential Subscription Rights may be exercised, and the New Shares may be subscribed, by investors in Canada so exercising or subscribing as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are also permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any sale or resale of the Preferential Subscription Rights or New Shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Any person in Canada wishing to exercise Preferential Subscription Rights to subscribe for New Shares must execute and deliver to the Company an investment letter (in the form of Canadian investment letter separately provided by the Company) addressed to the Company and the Managers to the effect that such person is an accredited investor and permitted client and satisfies certain other requirements. Purchasers of New Shares during the Discretionary Allocation Period in Canada will not be required to provide an investment letter. **The requirement to deliver a Canadian investment letter does not apply to an investment manager outside Canada that has full discretion to trade securities for the account of a client in Canada.**

Securities legislation in certain provinces or territories of Canada may provide a subscriber or purchaser with remedies for rescission or damages if this Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the subscriber or purchaser within the time limit prescribed by the securities legislation of the subscriber or purchaser's province or territory. The subscriber or purchaser should refer to any applicable provisions of the securities legislation of the subscriber's or purchaser's province or territory for particulars of these rights or should consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 *Underwriting Conflicts* ("**NI 33-105**"), the Managers are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with the international private placement of the Rump Shares during the Discretionary Allocation Period.

NOTICE TO INVESTORS IN JAPAN

The New Shares and the Preferential Subscription Rights offered hereby have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the "**Financial Instruments and Exchange Act**"). Accordingly, no Shares and no Preferential Subscription Rights will be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan) or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

In respect of the solicitation relating to the Preferential Subscription Rights in Japan, no securities registration statement under Article 4, Paragraph 1 of the Financial Instruments and Exchange Act has been filed, because such solicitation constitutes a solicitation only for QIIs, as defined in Article 23-13, Paragraph 1 of the Financial Instruments and Exchange Act.

Any resident in Japan wishing to exercise Preferential Subscription Rights to subscribe for New Shares will be deemed to have represented and agreed, among others, (i) it is a qualified institutional investor (the "**QII**") as defined in the Article 2, Paragraph 3, Item 1 of the Financial Instruments and Exchange Act, (ii) the Preferential Subscription Rights may not be transferred in Japan to any other person, unless such person is a QII and (iii) the New Shares issued as a result of exercising the Preferential Subscription Rights, which only QIIs can exercise, may not be transferred in Japan to any other person, unless such person is a QII.

NOTICE TO INVESTORS IN AUSTRALIA

The Company is not registered as a foreign company in Australia. This Prospectus is not a 'prospectus' or 'disclosure document' under Chapter 6D of the Corporations Act 2001 of Australia (the "**Corporations Act**") or a product disclosure statement under Part 7.9 of the Corporations Act. The provision of this Prospectus in the Commonwealth of Australia, any of its states, territories or possessions or any political subdivision thereof, or to any person in Australia, does not constitute an offer of New Shares or Preferential Subscription Rights in Australia or to any person in Australia or an invitation in Australia or to any person in Australia to apply for New Shares or Preferential Subscription Rights, and no action has been, or will be, taken to authorise or cause the extension of such offer or invitation, or the provision of the Prospectus (whether in definitive or draft form) or any other such document, in Australia or to any person in Australia. Any such offer or invitation will only be extended to a person in Australia if:

1. that person is a "wholesale client" for the purposes of section 761G of the Corporations Act, and the offer or invitation falls within the exemption for offers to sophisticated investors or professional investors for the purposes of sections 708(8) or 708(11) of the Corporations Act respectively or the offer or invitation does not otherwise require disclosure to investors under Parts 6D.2 or Chapter 7.9 of the Corporations Act 2001 of Australia, in each case a "wholesale investor";
2. such action does not require any document to be lodged with the Australian Securities Exchange or the Australian Securities and Investments Commission ("**ASIC**"); and
3. it is not made to a person who is a "retail client" (within the meaning of section 761G of the Corporations Act),

and the offer or invitation and all conduct in connection with it otherwise complies with all applicable laws and directives.

For additional information for investors in Australia, see "*Transfer and Selling Restrictions–Selling restrictions–Australia*".

INFORMATION FOR INVESTORS IN CERTAIN COUNTRIES

For information for investors in certain countries, see "*Transfer and Selling Restrictions*".

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SUMMARY

Prepared in compliance with Article 7 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.

1. INTRODUCTION AND WARNINGS

THIS SUMMARY SHOULD BE READ AS AN INTRODUCTION TO THE PROSPECTUS. ANY DECISION TO INVEST IN THE NEW SHARES AND THE PREFERENTIAL SUBSCRIPTION RIGHTS (PROVISIONAL ISIN CODE ES0105066049 AND ES0605066937, RESPECTIVELY) OF CELLNEX TELECOM, S.A. ("CELLNEX" OR THE "COMPANY" AND, TOGETHER WITH ITS SUBSIDIARIES, THE "GROUP") SHOULD BE BASED ON A CONSIDERATION OF THE PROSPECTUS AS A WHOLE BY THE INVESTOR. THE INVESTOR COULD LOSE ALL OR PART OF THE INVESTED CAPITAL.

WHERE A CLAIM RELATING TO THE INFORMATION CONTAINED IN, OR INCORPORATED BY REFERENCE INTO, THE PROSPECTUS IS BROUGHT BEFORE A COURT THE PLAINTIFF INVESTOR MIGHT, UNDER SPANISH LAW, HAVE TO BEAR THE COSTS OF TRANSLATING THE PROSPECTUS BEFORE THE LEGAL PROCEEDINGS ARE INITIATED.

CIVIL LIABILITY ATTACHES ONLY TO THOSE PERSONS WHO HAVE TABLED THE SUMMARY INCLUDING ANY TRANSLATION THEREOF, BUT ONLY IF THE SUMMARY IS MISLEADING, INACCURATE OR INCONSISTENT WHEN READ TOGETHER WITH THE OTHER PARTS OF THE PROSPECTUS OR IT DOES NOT PROVIDE, WHEN READ TOGETHER WITH OTHER PARTS OF THE PROSPECTUS, KEY INFORMATION IN ORDER TO AID INVESTORS WHEN CONSIDERING WHETHER OR NOT TO INVEST IN THE SHARES OF CELLNEX.

The address and phone number of the Company (legal entity identifier code (LEI): 5493008T4YG3AQUI7P67) are: Juan Esplandiú 11-13, 28007 Madrid, Spain, and +34 935 678 910, respectively.

The Prospectus was approved and registered by the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the "**CNMV**") on March 30, 2021. Investors may contact the CNMV at the following telephone number +34 900 535 015.

2. KEY INFORMATION ON THE ISSUER

2.1. Who is the issuer of the securities?

The legal name of the issuer is Cellnex Telecom, S.A. The trade name of the issuer is "Cellnex". Cellnex is a Spanish *sociedad anónima* incorporated on June 25, 2008, for an indefinite term. It is registered with the Madrid Commercial Registry. Cellnex's registered office is at Calle Juan Esplandiú, 11-13, Madrid, Spain, and holds Spanish tax identification number A64907306 and its legal entity identifier (LEI) code is 5493008T4YG3AQUI7P67.

Cellnex's business model focuses on the provision of services to mobile network operators ("**MNOs**"), broadcasters and other public and private companies acting as a neutral infrastructure provider (for example, by not having one or more MNOs as a significant shareholder represented in the Board of Directors and other governance bodies). This business model is based on innovative, efficient, sustainable, neutral and quality management to create value for the Group's shareholders, customers, employees and other stakeholders. The Group provides services related to infrastructure management for terrestrial telecommunications through the following three segments: (i) Telecom Infrastructure Services, (ii) Broadcasting Infrastructure, and (iii) Other Network Services.

- Telecom Infrastructure Services: this is the Group's largest segment by turnover. It provides a wide range of integrated network infrastructure services to enable access to the Group's telecom infrastructure by MNOs and other wireless telecommunications and broadband network operators, allowing such operators to offer their own telecommunications services to their customers.

- Broadcasting Infrastructure: this is the Group's second largest segment by turnover. The Group currently provides broadcasting services only in Spain, where it is the only operator offering nationwide coverage of the digital terrestrial television service (source: CNMC). Its services consist of the distribution and transmission of television and radio signals, the operation and maintenance of broadcasting networks, the provision of connectivity for media content and over-the-top broadcasting services and other services. Through the provision of broadcasting services, Cellnex has developed unique know-how that has helped to develop other services within its portfolio.

- Other Network Services: the Group provides the infrastructure required to develop a connected society by providing network services such as data transport, security and control, Smart communication networks including Internet of Things, Smart Services and managed services and consulting, as well as optic fiber services. As a telecom infrastructure operator, Cellnex can facilitate, streamline and accelerate the deployment of these services through the efficient connectivity of objects and people, in both rural and urban environments, helping to build territories enabled by genuine Smart infrastructure services. This constitutes a specialized business that generates relatively stable cash flows with potential for further growth.

The following table sets forth publicly available information with respect to the beneficial ownership of voting rights in the Company as of the date of this Prospectus:

Owner	Total voting rights (%)	
	Direct	Indirect
Edizione S.R.L[(1)]	-	13.025%
GIC Private Limited[(2)]	0.259%	6.730%
Abu Dhabi Investment Authority[(3)]	0.240%	6.730%
Fundacion Bancaria Caixa D' Estalvis i Pensions de Barcelona[(4)]	-	4.774%
Wellington Management Group LLT[(5)]	-	4.275%
Canada Pension Plan Investment Board	5.005%	-
FMR LLC[(6)]	-	3.763%

Blackrock, Inc[7]	-	3.403%
Capital Research and Management Company[8]	-	3.022%
Norges Bank	3.003%	-
Total (direct and indirect)	54.229%	

(1) Indirectly held through Connect Due S.r.l. ("**ConnecT Due**") wholly-owned by Sintonia, S.p.A. ("**Sintonia**") which in turn is wholly-owned by Edizione. Edizione is a holding company property of the Benetton family.
(2) GIC is a sovereign wealth fund established by the Government of Singapore to manage Singapore's foreign reserves, and holds directly 0.259% of the share capital of Cellnex. In addition, GIC holds 100% of the share capital of GIC Special Investments Private Limited ("**GICSI**"). GICSI provides direction and management to GIC Infra Holdings Private Limited, which in turn holds 100% of the share capital of Lisson Grove Investment Private Limited ("**Lisson**"). Lisson directly holds 6.730% of the share capital of Cellnex. The table sets forth publicly available information. However, by means of a information notice (*comunicación de información privilegiada*), published on March 26, 2021 (registry number 818), Edizione and Goldman Sachs International announced the sale to GIC of Shares representing approximately 2.5% of the Company's share capital (prior to the Offering).
(3) Abu Dhabi Investment Authority ("**ADIA**") holds directly 0.240% of the share capital of Cellnex. In addition, ADIA holds 100% of the share capital of Silver Holdings, S.A., which in turn holds 100% of the share capital of Infinity Investments, S.A. ("**Infinity**"), which in turn holds 100% of the share capital of Azure Vista C 2020 S.r.l. ("**Azure**"). Azure directly holds 6.730% of the share capital of Cellnex.
(4) Indirectly held through Criteria Caixa, S.A.U.
(5) Indirectly held through Wellington Management Company LLP and various portfolios and funds.
(6) Indirectly held through various portfolios and funds.
(7) Indirectly held through various portfolios and funds.
(8) Indirectly held through various portfolios and funds.

The following table sets forth publicly available information with respect to the beneficial ownership of voting rights in the Company granted by financial instruments as of the date hereof.

Owner	**Total voting rights granted by financial instruments (%)**
Atlantia, S.p.A.[1]	4.734%
Blackrock, Inc[2]	0.398%
GIC Private Limited[3]	0.042%

(1) Atlantia, S.p.A. holds a right to purchase up to 4.734% of the Company's outstanding Shares, which are currently owned by ConnecT Due.
(2) Indirectly held through various portfolios and funds.
(3) 162,263 shares representing 0.033% of Cellnex's share capital are lent to third parties for an indefinite term with the right to recall at any time.

As of the date of this Prospectus, the Board of Directors currently consists of eleven directors, although there is currently one vacancy. The key directors of the Company are the ten current members of the Board of Directors: Mr. Bertrand Kan (Non-executive Chairman), Mr. Tobías Martínez Gimeno (Chief Executive Officer), Mr. Giampaolo Zambeletti (Coordinating Director), Ms. Anne Bouverot, Ms. Concepción del Rivero Bermejo, Ms. María Luisa Guijarro Piñal, Mr. Christian Coco, Mr. Pierre Blayau, Mr. Leonard Peter Shore and Ms. Alexandra Reich.

Deloitte, S.L. ("**Deloitte**") is the appointed auditor of the Company.

2.2. What is the key financial information regarding the issuer?

Selected Income Statement Information

	For the year ended December 31,			
	2020 (audited)	**2019 (unaudited) (restated) (*)**	**2019 (audited)**	**2018 (audited)**
	(in thousands of €)			
Operating income	**1,604,772**	**1,030,845**	**1,030,845**	**897,871**
Operating profit	**158,290**	**141,465**	**142,492**	**112,530**
Consolidated net loss	**(150,736)**	**(18,692)**	**(18,503)**	**(17,742)**
Year on year revenue growth(**)	**55.7%**	**14.8%**	**14.8%**	**13.7%**
Adjusted EBITDA margin(***)	**75%**	**68%**	**68%**	**68%**
Earnings per share	**(0.35)**	**(0.03)**	**(0.03)**	**(0.06)**

(*) Restated in accordace with IFRS 3.
(**) Calculated as year on year growth in Operating income.
(***) Adjusted EBITDA margin is an alternative performance measure ("**APM**") as defined in the guidelines issued by the European Securities and Markets Authority on October 5, 2015 on alternative performance measures (the "**ESMA Guidelines**"), and corresponds to the "Operating profit" before "Depreciation and amortization" and after adding back certain non-recurring expenses (COVID-19 donations, redundancy provision, extra compensation and benefit costs, and costs and taxes related to acquisitions) and certain non-cash expenses (LTIP remuneration payable in shares) and advances to customers, and divided by operating income excluding elements passed through to customers from both expenses and revenues, mostly electricity costs (this concept only includes Services and Advances to customers and does not take into account Other operating income). The Company uses Adjusted EBITDA margin as an operating performance indicator.

Selected Balance Sheet Information

	As of December 31, 2020	As of December 31, 2019	As of December 31, 2019	As of December 31, 2018
	(audited)	(unaudited) (restated)(*)	(audited)	(audited)
		(in thousands of €)		
Total assets	**24,069,627**	**13,042,648**	**13,001,129**	**5,133,193**
Total net equity	**8,932,741**	**5,050,629**	**5,050,836**	**615,366**
Net Financial Debt(**)	**6,500,237**	**3,926,207**	**3,938,046**	**3,166,204**

(*) Restated in accordace with IFRS 3.

(**) Net Financial Debt is an APM as defined in the ESMA Guidelines, and corresponds to "Bond issues and other loans", "Loans and credit facilities" and "Lease liabilities" –not including any debt held by Group companies registered using the equity method of consolidation, "Derivative financial instruments" or "Other financial liabilities"–, less "Cash and cash equivalents". The Company uses Net Financial Debt as a measure of its solvency and liquidity as it indicates the current cash and equivalents in relation to its total debt liabilities.

Selected Cash flow Information

	For the year ended December 31,			
	2020 (audited)	2019 (unaudited) (restated)	2019 (audited)	2018 (audited)
		(in thousands of €)		
Total net cash flows from operating activities (I)	**791,649**	**419,557**	**419,557**	**396,278**
Total net cash flows from investing activities (II)	**(5,896,678)**	**(3,957,045)**	**(3,957,045)**	**(625,033)**
Total net cash flows from financing activities (III)	**7,434,181**	**5,423,110**	**5,423,110**	**395,500**

The Group's operating income increased for each year, mainly due to the changes in the Group's perimeter of consolidation (as a result of acquisitions made during such periods).

The Company's (i) annual audited consolidated financial statements as of and for the financial year ended December 31, 2020 (which include unaudited restated comparative financial information as of and for the financial year ended December 31, 2019), (ii) annual audited consolidated financial statements as of and for the financial year ended December 31, 2019 (which include unaudited comparative financial information as of and for the financial year ended December 31, 2018), and (iii) annual audited consolidated financial statements as of and for the financial year ended December 31, 2018 (which include unaudited restated comparative financial information as of and for the financial year ended December 31, 2017) ((i), (ii) and (iii), the "**Financial Statements**") have been audited by Deloitte. The respective auditors' reports on the Financial Statements were unqualified.

2.3. What are the key risks that are specific to the issuer?

The most material risk factors specific to the issuer are as follows:

- ***Risks related to the industry and businesses in which the Group operates***
  1. The business of the Group depends on the demand for the services that it provides and a substantial portion of the revenue of the Group is derived from a small number of major customers
  2. The expansion or development of the business of the Group, including through acquisitions or other growth opportunities, involves a number of risks and uncertainties that could adversely affect its operating results or disrupt its operations
  3. The triggering of a change of control clause contained in the contracts entered into by the Group or a breach of contractual obligations may result in an obligation to repay debt early or to sell back assets
  4. The Group's backlog estimates are based on certain assumptions and are subject to unexpected adjustments and cancellations and thus may not be converted to revenues in any particular fiscal period, if at all, or be a fully accurate indicator of the Group's future revenue or earnings
  5. The business of the Group may be affected by adverse economic and political conditions in the countries where the Group carries out its activities and globally
  6. The Group's status as a "significant market power" ("**SMP**") operator in the digital terrestrial television ("**DTT**") broadcasting transmission service market in Spain imposes certain detrimental obligations on it compared to its competitors
  7. Spectrum may not be secured in the future, which would prevent or impair the plans of the Group or limit the need for the Group's services and products and other basic resources to provide service may not be guaranteed
- ***Risks related to the financial information incorporated by reference in this Prospectus and other financial risks***
  8. The Group is subject to risks related to its indebtedness, including interest rate risk
  9. The historical consolidated financial information only takes into account the transactions completed as of each reporting period
  10. The Group is subject to foreign currency risks
- ***Risks related to the Hivory Acquisition***
  11. The Hivory Acquisition may fail to close if certain conditions precedent are not met or if none of Altice or Starlight HoldCo exercises its respective put option

3. KEY INFORMATION ON THE SECURITIES

3.1. What are the main features of the securities?

The 192,619,055 New Shares to be issued pursuant to the Offering are ordinary shares of Cellnex with a nominal value of twenty-five euro cents (€0.25) each, all of the same class and series as Cellnex's existing shares. The New Shares will be denominated in euro. The New Shares will be ordinary shares and their owners will be granted the same economic and voting rights as with respect to the existing ordinary shares of Cellnex, which are set forth in the Spanish Companies Act and in Cellnex's bylaws. There are no restrictions on the free transferability of the Company's ordinary shares in Cellnex's bylaws.

The ISIN code of the Shares is ES0105066007. The National Numbering Agency, an entity within the CNMV, has assigned the provisional ISIN code ES0605066937 to the Preferential Subscription Rights and the provisional ISIN code ES0105066049 to the New Shares. Once the New Shares are listed, the New Shares and Shares will trade under the same ISIN code.

The Company has approved a shareholders' remuneration policy, as amended from time to time, which aims to keep the appropriate balance between shareholder remuneration, the Company's profit generation and the Company's growth strategy, pursuing an adequate capital structure. In the implementation of the shareholders' remuneration policy, the Company is focused on distributing an annual dividend in an amount increased by 10% with respect to the dividend distributed the year before (understanding as dividend any distribution made to shareholders against either net profit or distributable reserves attributable to the Company for that financial year) (the "**Shareholders' Remuneration Policy**"). As a result, each year the Company distributes dividends against either net profit or distributable reserves attributable to the Company for the respective financial year. Notwithstanding the above, the Company's ability to distribute dividends depends on a number of circumstances and factors including, but not limited to, the amount of net profit attributable to the Company in any financial year, any limitations on the distribution of dividends included in the Company's financing agreements, and the Company's growth strategy. As a result of such or other circumstances and factors, the Company may modify the Shareholders' Remuneration Policy or may not pay dividends in accordance with the Shareholders' Remuneration Policy at any given time.

3.2. Where will the securities be traded?

The ordinary shares of the Company are listed on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges (the "**Spanish Stock Exchanges**") and are quoted on the Automated Quotation System of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil or Mercado Continuo*) (the "**AQS**") under the symbol "CLNX". The Company expects the Preferential Subscription Rights to be listed on the Spanish Stock Exchanges and to be traded on the AQS during the period from 8:30 a.m. (CET) on April 1, 2021 to 5:30 p.m. (CET) on April 15, 2021. The Company will apply for admission to listing of the New Shares on the Spanish Stock Exchanges and quotation on the AQS (the "**Admission**").

3.3. Is there a guarantee attached to the securities?

Not applicable.

3.4. What are the key risks that are specific to the securities?

The most material risk factors specific to the securities are as follows:

- ***Risks related to the Offering***
    1. The Underwriting Agreement between Cellnex and the Managers allows for the agreement to be terminated under certain circumstances. The underwriting commitment of the Managers is also subject to certain conditions precedent
    2. The Company cannot assure that it will be able to implement its Shareholders' Remuneration Policy or to pay dividends (and even if able, that the Company would do so)
    3. The price of the Shares may decline as a result of the Offering
    4. The Offering and the value of the New Shares, the Preferential Subscription Rights and the Shares may be affected by the Coronavirus Pandemic

4. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

4.1. Under which conditions and timetable can I invest in this security?

The Offering will be in respect of 192,619,055 New Shares at a Subscription Price of €36.33 per New Share (nominal amount of €0.25 plus a premium of €36.08). The Company is granting Preferential Subscription Rights to Eligible Shareholders. Each Share held by the Eligible Shareholders entitles its holder to receive one Preferential Subscription Right. The exercise of 48 Preferential Subscription Rights entitles the exercising holder to subscribe for 19 New Shares against payment of the Subscription Price in cash.

Eligible Shareholders who do not participate in the Offering will have their ownership interest diluted. If an Eligible Shareholder does not subscribe New Shares in the percentage corresponding to it as a result of its Preferential Subscription Rights, and assuming that the New Shares are fully subscribed by third parties, the ownership interest of such Eligible Shareholder will be diluted by 28.35%.

The Company expects net proceeds from the Offering of approximately €6,873 million: gross proceeds of approximately €6,998 million less (i) approximately up to €121 million of commissions payable to the Managers under the Underwriting Agreement and the Initial Underwriting Agreement (as defined below), assuming placement of all the New Shares and payment of the discretionary commission, and (ii) other expenses related to the Offering in the amount of approximately €4 million.

Subscription of New Shares

- Preferential Subscription Period. The period during which the Eligible Shareholders may exercise their Preferential Subscription Rights will commence on April 1, 2021 and last until April 15, 2021 (in each case inclusive of the start and end dates). Eligible Shareholders may exercise their Preferential Subscription Rights during the AQS trading days of this period. In accordance with the envisaged timetable, the AQS trading days are expected to begin on and include 8:30 a.m. CET on April 1, 2021 and end on and include 5:30 p.m. CET on April 15, 2021. Alternatively, Eligible Shareholders may sell their Preferential Subscription Rights in the market during the AQS trading days within such period, and purchasers of those Preferential Subscription Rights may subscribe for the corresponding number of New Shares, in each case, in compliance with applicable laws and regulations. During the Preferential Subscription Period, Eligible Shareholders or purchasers of Preferential Subscription Rights may exercise or sell their Preferential Subscription Rights, in whole or in part. Those having exercised their Preferential Subscription Rights in full may confirm their agreement to subscribe for additional New Shares in excess of their pro rata entitlement.
- Additional Allocation Period. The allocation of additional New Shares is currently expected to take place no later than 5:00 p.m. CET on the fourth AQS trading day immediately following the end of the Preferential Subscription Period (according to the envisaged timetable, the fourth AQS trading day following the end of the Preferential Subscription Period is expected to be April 21, 2021). To the extent that at the expiration of the Preferential Subscription Period there are New Shares that have not been subscribed for, the Company will allocate them to holders of Preferential Subscription Rights that have exercised all of their Preferential Subscription Rights and have indicated at the time of such exercise

their agreement to subscribe for additional New Shares in excess of the New Shares corresponding to their Preferential Subscription Rights.

- Discretionary Allocation Period and underwriting. If, following the Preferential Subscription Period and the Additional Allocation Period any New Shares remain unsubscribed, the Discretionary Allocation Period is expected to begin at any time after the end of the Additional Allocation Period and end no later than 11:00 a.m. CET on April 22, 2021, without prejudice to the ability of the Managers to terminate it prior to such time.

If there are New Shares, net of Committed Shares, not subscribed for during the Preferential Subscription Period or the Additional Allocation Period (the "**Rump Shares**"), the Managers have agreed, subject to the terms and conditions of the Underwriting Agreement, to use reasonable efforts to procure subscribers for the Rump Shares during the Discretionary Allocation Period and, failing which, to subscribe and pay for such Rump Shares at the Subscription Price pro rata to their respective underwriting commitments.

Holders of Preferential Subscription Rights who exercise their Preferential Subscription Rights during the Preferential Subscription Period or request for additional New Shares to be allocated during the Additional Allocation Period will not be able to revoke the subscriptions made during that period, except where a supplement to this Prospectus is published, in which case holders that have exercised their Preferential Subscription Rights to subscribe for the New Shares or requested additional New Shares to be allocated during the Additional Allocation Period will have the right, exercisable within three working days after publication of such supplement, to withdraw their subscriptions or requests, as applicable, provided that the new factor, mistake or inaccuracy to which the supplement refers arises before the closing of the offer (i.e. when the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary, which is expected to take place on April 22, 2021, the Execution Date). In the event a supplement to this Prospectus is published, investors who had acquired Preferential Subscription Rights in the market and revoke such subscriptions will lose such investment.

Requests for subscription of New Shares in the Discretionary Allocation Period are deemed to be firm, irrevocable and unconditional, except where a supplement to this Prospectus is published, in which case investors that have made such requests will have the right, exercisable within three working days after publication of such supplement, to withdraw subscription requests made before the publication of such supplement, provided that the new factor, mistake or inaccuracy to which the supplement refers arises before the closing of the offer (i.e. when the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary, which is expected to take place on April 22, 2021, the Execution Date) and does not relate to the termination of the Underwriting Agreement. In the event the Underwriting Agreement is terminated, the requests for subscription of New Shares in the Discretionary Allocation Period will be without effect.

Payment

Payments in respect of New Shares must be made by final shareholders who have subscribed the shares, with respect to:

- New Shares subscribed during the Preferential Subscription Period: upon subscription.
- New Shares subscribed during the Additional Allocation Period: no later than 10:00 a.m. CET on the Execution Date (before the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary). Notwithstanding the above, Participant Entities may require that holders of Preferential Subscription Rights requesting additional New Shares fund in advance the Subscription Price of additional New Shares requested by them at the time of such request.
- New Shares allocated during the Discretionary Allocation Period: no later than the settlement date, which is expected to be April 28, 2021. Notwithstanding the above, Managers may ask investors to provide funds in advance in order to ensure payment for the Subscription Price of any Rump Shares that may be allocated to them, where applicable.

The summary timetable set forth below lists certain important dates relating to the Offering:

Principal event	**On or about**
Approval of this Prospectus by the CNMV	March 30, 2021
Filing of regulatory information notice announcing the registration of the Prospectus with the CNMV and estimated date of the commencement and end of the Preferential Subscription Period	March 30, 2021
Announcement of the Offering in the BORME and last trading date of Shares "with rights"	March 31, 2021
Commencement of the Preferential Subscription Period and the period to request New Shares to be allocated (if applicable) during the Additional Allocation Period	April 1, 2021
First trading date of the Shares without rights (ex-date) and first date of trading of the Preferential Subscription Rights	April 1, 2021
Record Date (the date on which those persons or entities registered in Iberclear as shareholders become Eligible Shareholders)	April 6, 2021
End of trading of the Preferential Subscription Rights (guaranteed participation date)	April 15, 2021
End of the Preferential Subscription Period and the period to request New Shares to be allocated (if applicable) during the Additional Allocation Period	April 15, 2021
Additional Allocation Period (if applicable)	April 21, 2021
Filing of regulatory information notice announcing results of the Preferential Subscription Period and Additional Allocation Period (if applicable)	April 21, 2021
Commencement of the Discretionary Allocation Period (if applicable)	April 21, 2021
End of the Discretionary Allocation Period (if applicable)	April 22, 2021
Filing of regulatory information notice announcing results of the Offering and number of New Shares subscribed for in each period (if applicable)	April 22, 2021
Payment by the Participant Entities to the Agent Bank of the New Shares subscribed for during the Preferential Subscription Period and Additional Allocation Period (if applicable)	April 22, 2021
Payment (pre-funding) by the Pre-Funding Banks of the New Shares subscribed for in the Discretionary Allocation Period (if applicable)	April 22, 2021
Approval of the resolution regarding the capital increase	April 22, 2021
Granting of the notarized deed of capital increase before a public notary (Execution Date)	April 22, 2021
Registration with the Commercial Registry of the notarized deed of capital increase	April 23, 2021
Filing of regulatory information notice announcing registration of notarized deed of capital increase with the Commercial Registry	April 23, 2021
Registration of the New Shares with Iberclear	April 23, 2021
Admission to listing and trading of the New Shares by the CNMV and the Spanish Stock Exchanges	April 26, 2021
Execution of the Special Transaction for the transfer of Rump Shares allocated during the Discretionary Allocation Period (if applicable)	April 26, 2021
Expected commencement of trading of the New Shares on the Spanish Stock Exchanges	April 27, 2021

Settlement date of the Special Transaction for the transfer of Rump Shares allocated during the Discretionary Allocation Period (if applicable)..	April 28, 2021

Commitments from shareholders, Goldman Sachs International, Directors and members of the Senior Management

The following shareholders have irrevocably committed to exercise the Preferential Subscription Rights corresponding to the Shares held by each of them in an amount above 5% of the Offering, and to subscribe and pay for the corresponding New Shares:

- Lisson Grove Investment Pte. Ltd, has committed to subscribe approximately 9.23% of the Offering, and to subscribe and pay for the corresponding New Shares.
- Azure Vista C 2020 S.à r.l., has committed to subscribe approximately 5.01% of the Offering, and to subscribe and pay for the corresponding New Shares.

Other investors have committed to subscribe an aggregate of approximately 3.95% of the Offering, and to subscribe and pay for the corresponding New Shares.

Furthermore, by means of a regulatory information notice (*comunicación de información privilegiada*), published on March 26, 2021 (registry number 818), Edizione and Goldman Sachs International announced the sale by ConnecT Due to Goldman Sachs International of substantially all the Preferential Subscription Rights of the Company to which ConnecT Due expects to be entitled to in relation to the Offering. In connection therewith, Goldman Sachs International has committed to subscribe approximately 8.53% of the Offering, and to subscribe and pay for the corresponding New Shares.

As a consequence thereof, in aggregate, the above-referred entities (the "**Committed Principal Entities**") have committed to subscribe and pay for an aggregate amount of approximately 26.73% of the Offering, and to subscribe and pay for the corresponding New Shares (the "**Committed Shares from Principal Entities**").

The subscription of the New Shares by these investors will take place within the first ten calendar days of the Preferential Subscription Period. The Company will inform the market about such subscriptions through the corresponding regulatory information notice (*comunicación de otra información relevante*), upon confirmation from each Committed Principal Entity. If the Underwriting Agreement is terminated and a supplement to the Prospectus is published by the Company, such Committed Principal Entities shall be (i) released from their respective commitments, and (ii) entitled to withdraw the subscription of the Committed Shares from Principal Entities.

In addition, there are certain shareholders that have notified the Company of their intention to exercise their Preferential Subscription Rights in an aggregate amount corresponding to approximately 4.95% of the Offering, and to subscribe and pay for the corresponding New Shares. However, as of the date of this Prospectus, unlike the Committed Principal Entities, such shareholders have not entered into any legally binding agreement and therefore may finally decide not to exercise their Preferential Subscription Rights, in part or in full. If the Company is informed of such subscriptions, it will in turn inform the market about them through the corresponding regulatory information notice (*comunicación de otra información relevante*).

Certain Directors and members of the Senior Management holding shares in the Company (such Directors and members of the Senior Management, together with the Committed Principal Entities, the "**Committed Persons**") have irrevocably committed to subscribe and pay for an aggregate of approximately 0.04% of the Offering, and to subscribe and pay for the corresponding New Shares (together with the Committed Shares from Principal Entities, the "**Committed Shares**").

If upon termination of the Preferential Subscription Period, there is a failure by the Committed Persons to subscribe and pay in full for Committed Shares, in an amount representing an aggregate of 3% or more of the New Shares, this will be considered a significant factor which requires the publication of a supplement, on the terms indicated in this Prospectus and, consequently, the Company may declare the subscription incomplete.

4.2. Who is the offeror and/or the person asking for admission to trading?

The offeror of the New Shares is the Company (see Section 2 of this Summary in relation to the key information about the Company).

4.3. Why is this prospectus being produced?

The Company expects net proceeds from the Offering of approximately €6,873 million. The Company intends to use the net proceeds from the Offering to expand its existing portfolio of infrastructures in a way consistent with the Company's current strategy of growth through acquisitions. Subject to market conditions, the Company expects to invest or commit to invest the net proceeds from the Offering within a maximum period of eighteen months following the settlement of the Offering.

The Company intends to continue following its investment criteria in the analysis of future acquisitions, and believes that its past track record has demonstrated its ability to deliver value to its shareholders. The Company has identified a number of market opportunities with an estimated aggregate size of approximately €18 billion (based on enterprise value, assuming acquisition of 100% of the relevant targets and including Build-to-suit programs), of which an estimated aggregate size of approximately €9 billion have already been committed by the Company. The Company is actively evaluating certain market opportunities, including some transformational ones, at different stages for an estimated aggregate size of up to approximately €9 billion (based on enterprise value, assuming acquisition of 100% of the relevant targets and including Build-to-suit programs or the deployment of further initiatives). While there are projects in an early stage (origination, auction or due diligence phases), there are others being negotiated on an exclusive basis with advanced documentation in place. Although the Group expects that the Hivory Acquisition will be financed with a portion of the net proceeds from the Offering, it is possible that it may be finally totally or partially financed with available cash held by the Company, each in the amount that the Group decides at its sole discretion. In the event that the Hivory Acquisition fails to be completed, the Company will continue to actively evaluate suitable market opportunities to deploy the net proceeds from the Offering. The M&A Financing includes an undertaking by which (i) if any amounts are drawn under the bridge loan facility, the net proceeds from capital markets events (including the Offering) must be applied to its prepayment and (ii) whilst such bridge loan facility has not been drawn in full, any excess net proceeds from capital markets events (including the Offering), up to an aggregate amount of €5.9 billion, shall be maintained on the Group's balance sheet until, among other things, the payment of the Hivory Acquisition is made. If any of the above undertakings are breached, such bridge loan facility will become due and payable. In addition, any other market opportunities, if definitive agreements are entered into, may also be expected to be financed with the net proceeds from the Offering and/or debt, which may result in changes to the Company's leverage and credit rating. Cellnex is committed to assess these market opportunities following its M&A criteria, which are focused on substantially increasing the Recurring Leveraged Free Cash Flow per Share (RLFCF per Share). Pending the Company's use of the net proceeds of the Offering on one or more acquisitions, the Company plans to hold such proceeds as cash and cash equivalents.

The Company and certain of the Managers entered into an underwriting agreement dated February 3, 2021 (the "**Initial Underwriting Agreement**") which was terminated on March 30, 2021. On March 30, 2021, the Company and the Managers entered into the Underwriting Agreement governed by the laws of the Kingdom of Spain (*Derecho común español*) with respect to the Offering. In addition, the Managers' obligations under the Underwriting

Agreement are subject to certain conditions precedent, which include the confirmation from the Company (including through a publication of a regulatory information notice by the Company) that the Committed Persons have not failed to subscribe and pay in full for New Shares in an amount representing in aggregate 3% or more of the New Shares. If these conditions precedent are not fulfilled or waived, the Underwriting Agreement and the underwriting and pre-funding obligations of the Managers will not take effect.

In consideration of the Managers entering into the Underwriting Agreement and providing the services agreed thereunder, the Company has agreed to pay the Managers certain commissions. The Company has also agreed to pay certain commissions payable under the Initial Underwriting Agreement. To the extent the New Shares, net of Committed Shares, are not fully taken up during the Preferential Subscription Period and the Additional Allocation Period and subject to the terms set forth in the Underwriting Agreement, the Managers have agreed to use reasonable efforts to procure subscribers and, failing which, to subscribe for any New Shares not otherwise subscribed at the Subscription Price. In the event of termination of the Underwriting Agreement, or if the underwriting and pre-funding obligations of the Managers under the Underwriting Agreement do not come into force as a result of the failure to fulfil or waive any conditions precedent, this will be considered a significant factor which requires the publication of a supplement. In such event, holders of Preferential Subscription Rights that have exercised their Preferential Subscription Rights during the Preferential Subscription Period or requested additional New Shares to be allocated during the Additional Allocation Period will have the right, exercisable within three working days after publication of such supplement, to withdraw their subscriptions or requests, as applicable, if such significant factor arises before the closing of the offer (i.e. when the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary, which is expected to take place on April 22, 2021, the Execution Date).

From time to time certain of the Managers and their respective affiliates or branches may have provided the Company and/or its shareholders or their affiliates with investment banking, commercial banking (including the granting of loans) and other advisory services for which they would have received customary fees or commissions. They may provide the Company and/or its shareholders, their affiliates and/or companies directly or indirectly involved in the Offering with similar or other services, and engage in similar activities, in the future. In connection with the Offering, each Manager and any affiliate or branch, acting as an investor for its own account, may take up New Shares and, in that capacity, may retain, purchase or sell such New Shares (or related investments), for its own account and may offer or sell such New Shares (or other investments) otherwise than in connection with the Offering. In the ordinary course of their business activities, the Managers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Company, its shareholders or their affiliates.

RISK FACTORS

An investment in the New Shares and/or the Preferential Subscription Rights involves a high degree of risk. You should carefully consider the following risks and uncertainties, together with other information provided to you in this Prospectus (including the information incorporated by reference hereto), before deciding whether or not to invest in the New Shares and/or the Preferential Subscription Rights. If any of the following risks and uncertainties actually occur, the Company's business, prospects, results of operations, financial condition and cash flows could be materially affected. The trading price of the New Shares and/or the Preferential Subscription Rights could decline due to any of these risks and uncertainties, and you may lose all or part of your investment.

There may also be other risks and uncertainties of which the Company is currently unaware or that the Company does not currently believe are material that could harm the Group's business, prospects, results of operations, financial condition and cash flows and which, if they occur, could cause the trading price of the New Shares and/or the Preferential Subscription Rights to decline and you to lose all or part of your investment. Such risks and uncertainties include, among others, those related to industry trends and technological developments; the failure to comply with existing or new regulations and the impact –more generally- of new regulation; litigation or other legal proceedings; the failure to attract and retain high quality personnel; the risk inherent to the distribution of content broadcast by the Group's customers over the Group's network; and macroeconomic risks, including inflation and deflation risk (except as mentioned in this section). Consequently, the risks and uncertainties described below are not the only ones the Company is exposed to.

This Prospectus contains "forward-looking" statements that involve risks and uncertainties. The Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences are discussed below and elsewhere in this Prospectus (including the information incorporated by reference hereto). See "Presentation of Financial and Other Information—Forward-looking statements".

Investors should carefully review the entire Prospectus (including the information incorporated by reference hereto) and should reach their own views and decisions on the merits and risks of investing in the New Shares and/or the Preferential Subscription Rights. Furthermore, investors shall consult their financial, legal, and tax advisors to carefully review the risks associated with an investment in the New Shares and/or the Preferential Subscription Rights.

Risks related to the industry and businesses in which the Group operates

1. *The business of the Group depends on the demand for the services that it provides and a substantial portion of the revenue of the Group is derived from a small number of major customers*

The business of the Group includes the provision of services through its three different segments: (i) Telecom Infrastructure Services, (ii) Broadcasting Infrastructure and (iii) Other Network Services (see "*Business*" for further information). The Telecom Infrastructure Services segment is highly dependent on the demand for the Group's telecom and broadcast wireless infrastructures and a decrease in such demand may adversely affect the business of the Group. Within the Broadcasting Infrastructure segment, demand for communication services and equipment depends on the coverage needs from the Group's customers, which, in turn, depend on the demand for TV and radio broadcast by their customers. Likewise, for the Other Network Services segment, demand for connectivity, public protection and disaster relief ("**PPDR**") networks, operation and maintenance ("**O&M**"), smart city and Internet of Things ("**IoT**") services depends on the demand from public administrations as well as entities operating in the private and public sectors and optic fiber services. Any factor adversely affecting the demand for such services, some of which are not under the control of the Group (such as, for instance, those which are a consequence of the Coronavirus Pandemic (as defined herein)), could potentially have a material adverse effect on the business, prospects, results of operations, financial condition and cash flows of the Group.

The development and commercialization of new technologies designed to improve and enhance the range and effectiveness of wireless telecom networks, either by the Group's competitors or the Group itself, could significantly decrease demand for existing infrastructure. For example, the Broadcasting Infrastructure segment's business is threatened due to substitute new technologies such as cable TV, satellite TV or OTTs.

In the Telecom Infrastructure Services segment, the Group cannot anticipate the evolution of its complementary segments (such as 5G, "Small Cells" or distributed antenna system ("**DAS**"), a network of spatially separated antenna nodes connected to a common source via a transport medium that provides wireless service within a geographic area or structure—, data centers/edge computing and optic fiber), which may become dominant technologies in the future and render the current technologies and infrastructure of the Group obsolete.

The Group believes that any delays in 5G rollouts in Member States due to the Coronavirus Pandemic (as defined herein) are likely to be temporary rather than long lasting, considering the systemic importance of universal broadband access. However, 5G rollouts could also be adversely affected by growing concerns, fueled in part by unreliable sources propagated through social and other media, that 5G's radio waves could pose health risks, which could materially affect the Group's business, prospects, results of operations, financial condition and cash flows.

The Group's main clients are (i) in the Telecom Infrastructure Services segment, telecom operators (mostly mobile network operators ("**MNOs**")), (ii) in the Broadcasting Infrastructure segment, media broadcasters (TV channels and radio stations) and (iii) in the Other Network Services segment a small number of public administrations, at national, regional and/or local levels, safety and emergency response organizations, companies operating in the utility sector and certain telecom operators. The extent to which MNOs contract for sites or space on sites depends on a number of factors beyond the Group's control, including the level of demand for mobile services, the financial condition and access to capital of such MNOs, the strategy of MNOs with respect to owning or leasing sites, changes in telecommunications regulations, general economic conditions and population density. Demand for sites or space on sites can be adversely affected by changes in government regulations applicable to MNOs, which can negatively affect the number of users of mobile services or the expansion plans of MNOs, both of which could adversely affect the demand for sites or space on sites.

As European MNOs are moving towards a less infrastructural business model, the share trends in the telecommunications sector are increasing, especially given the upcoming 5G technological cycle. In this context, Cellnex may need to reinforce its offer in order to meet the needs of its customers, increasingly investing in asset-class businesses adjacent to telecommunication towers, such as fiber, edge computing and Small Cells (see "*Industry Overview*" for further information).

Moreover, the demand for the Group's services may be affected by MNOs utilizing shared equipment (both in the form of passive and active network sharing) rather than deploying new equipment. This may result in the decommissioning of equipment on certain existing infrastructures because parts of the customers' networks may become redundant. Any potential merger, strategic alliance (for example, active network sharing) or consolidation of the Group's customers would likely result in duplicate or overlapping networks, which may result in the termination or non-renewal of customer contracts (for example where they are co-customers using the same infrastructure) and in the loss of future commercial opportunities resulting in a lower number of potential customers for the Group. Generally, the Group's contracts with customers do not provide as a cause for termination the merger, strategic alliances or consolidation of such customers, and therefore, any termination as referred to above would entail a breach of contract.

A reduction in demand for sites or space on sites resulting from any of the factors described above could materially adversely affect the Group's business, prospects, results of operations, financial condition and cash flows.

The Group has two customers that contributed approximately 16% and approximately 13% (€259,942 thousand and €206,558 thousand, respectively) of its total operating income for year ended December 31, 2020. One of these customers contributed approximately 20% (€201,710 thousand) of the Group's total operating income for the year ended December 31, 2019, restated. The agreements reached with these two customers have a long-term initial maturity and may only be renewed for the entire portfolio and not for a portion thereof. The Group does not have any other customers that contributed more than 10% of its total operating income for the years ended December 31, 2020 or 2019, restated. The next five customers (after the two customers referred to above for the year ended December 31, 2020, and after the customer referred to above for the year ended December 31, 2019, restated) contributed in aggregate approximately 26% and 34% to the Group's total operating income for the years ended December 31, 2020 and for 2019, restated, respectively.

The Group is affected by changes in the creditworthiness and financial strength of a small number of major customers, especially the two major customers referred to above. The Group depends on the continued financial strength of such customers, which operate with substantial leverage and many of which are not investment grade or do not have a credit rating. Adverse changes in the creditworthiness and financial strength of any of the Group's major customers, including as a result of the Coronavirus Pandemic, may result in decreased demand for the Group's services, if at all, or expose the Group to the possibility of one or more breaches of their obligations to us, which may in turn materially adversely affect the Group's business, prospects, results of operations, financial condition and cash flows.

The Group cannot guarantee that contracts with its major customers will not be terminated (including contractual agreements to transfer or build sites under the Group's acquisition agreements, purchase commitments and Build-to-suit programs), or that these customers will renew their contracts with the Group on the same terms or at all, including due to disagreements regarding certain terms or matters or otherwise. Any of the above could potentially have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows. Further, the Group is exposed to constant renegotiation and renewal processes of its contracts with its customers (especially those related to the Other Network Services segment and Broadcasting Infrastructure segment), which may result in the current contractual arrangements being adversely amended, which could in turn affect the total value of its contracts. The Group completed last year a general cycle of renewal of contracts in the Broadcasting Infrastructures segment that has led to a downward revision of prices paid by the Group's customers. Contracts in the Other Network Services and the Broadcasting Infrastructure segments have generally shorter terms than contracts in the Telecom Infrastructures Services segment, and accordingly they need to be renewed more frequently.

In addition, the maturities of the lease contracts, sub-lease contracts and other types of contracts with third parties to operate and manage land and rooftops where the Group's telecommunications infrastructures are located, are generally shorter than the contracts that the Group has entered into with its customers for the provision of services in such infrastructures. As a result, there is a mismatch in the maturities of both contractual relationships which could prevent the

Group from successfully providing agreed upon services to its customers, as the Group may not have access to primary resources essential to execute such contractual obligations. The real property interests of the Group relating to its infrastructures consist primarily of ownership interests, fee interests, easements, licenses and rights-of-way. Land owners could decide not to renew, or to adversely amend the terms of, the land lease contracts with the relevant Group company, or landlords may lose their rights to the land they own, or they may transfer their land interests to third parties. In addition, members of the Group may in the future become involved in disputes with their landlords, which could interfere with the Group's operation of a given site or force the Group to build new sites in order to continue providing services to its customers. For additional information, see "*Business–Properties*". The Group's inability to negotiate rent renewals on attractive terms, or to protect its rights to the land on which its infrastructures are located, may result in an increase in costs and may interfere with the Group's ability to operate infrastructures and generate revenues. Any damage or destruction to the Group's infrastructure due to unforeseen events, including natural disasters or acts of vandalism, may impact the Group's ability to conduct its business. Additionally, if the loss of service is not deemed to be due to an unforeseeable force majeure event, the Group could be held responsible for failing to satisfy its obligations under its transmission contracts, which could result in service credit penalties or suspension of normal fees and annual charges. If any of these events were to occur to a significant extent, this could result in a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows.

In addition, some contracts entered into by the Group provide that certain expenses are passed through to the Group's customers, such as energy costs. The Group cannot guarantee that the pass through mechanism will protect 100% of the energy cost borne by the Group during the full term of the contract, which may have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows. If Cellnex were found to be engaged in the electricity resale business because it includes energy costs in the charges for which it bills its customers it could be required to change its business practices or be subject to fines or other remedies as electricity supply is a regulated activity in countries where Cellnex operates.

Although the expansion and increased geographical diversification of the Group has contributed to the diversification of its customer base, the Group's reliance on a relatively small group of major customers may adversely affect the development of its business. As such, the loss of one or more of any of the Group's main customers, resulting from, amongst others, a merger or a strategic alliance (for example, active network sharing), bankruptcy, insolvency, network sharing, loss of licenses, roaming, joint development, resale agreements or contract early termination may have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows.

2. ***The expansion or development of the business of the Group, including through acquisitions or other growth opportunities, involves a number of risks and uncertainties that could adversely affect its operating results or disrupt its operations***

The Group's strategy is aimed at strengthening and expanding its operations, including through the acquisition of assets, entities or minority interests (including minority stakes in companies where the Group already holds a majority interest), joint ventures, mergers and other arrangements in the countries where the Group currently operates or elsewhere, which could require, among other matters, new debt and the issuance of shares (of Cellnex or its affiliates) to finance such growth opportunities and in the case of acquisitions of minority interests as described above, payments of prices which are inflationary, strongly revaluated, or higher than the original price paid by the Group (as it is already agreed upon in the relevant shareholders agreements). Since the Shares were admitted to listing on the Spanish Stock Exchanges in May 2015 and until the date of this Prospectus, the Company has entered into numerous transactions by virtue of which the Company has invested or committed to invest approximately €36.3 billion in the acquisition or construction of up to 117.0 thousand infrastructures to be acquired or built by 2030 once the Iliad Poland Acquisition, the CK Hutchison Holdings Pending Transactions, the T-Mobile Infra Acquisition, the Hivory Acquisition and the Polkomtel Acquisition (all as defined herein) are closed (which, together with the infrastructures already owned at the time of such listing and those added to the portfolio as a result of other initiatives carried out throughout the 2015-2021 period, such as the acquisition of small portfolios that have not been disclosed separately, amount to an aggregate of up to 128.5 thousand infrastructures, a substantial part of which is subject to Build-to-suit programs). For additional information on the above transactions, including estimated purchase commitments for pending infrastructures (through M&A) as of the date of this Prospectus, and pending infrastructures to be acquired or built as of the date of this Prospectus, please see "*Business–Competitive strengths–Leading operator of critical infrastructure for MNOs and audiovisual media*". For information on risks associated with the comparability of the Group's consolidated financial information due to the transactions that the Group regularly enters into, see "*Risks related to the financial information incorporated by reference in this Prospectus and other financial risks–The historical consolidated financial information only takes into account the transactions completed as of each reporting period*". Please also see "*Operating and Financial Review–Key performance indicators–Average run-rate enterprise value/run-rate Adjusted EBITDA multiple".*

This growth strategy has contributed to the Group's accounting losses in recent years and exposes the Group to operational challenges and risks, such as the need to identify potential acquisition opportunities on favorable terms, the diversion of management's attention from existing business, the potential impairment of acquired intangible assets, including goodwill, or the acquisition of liabilities or other claims from acquired businesses, including liabilities under "successor liability"

doctrines in connection with employment, pension, tax, regulatory, environmental, accounting and other matters, which may significantly impact the value of the acquired target and the overall viability and success of the intended business.

Prior to entering into an acquisition agreement, the Group generally performs due diligence with respect to the target or the relevant assets, but such inspection is limited by its nature. Additionally, the Group's analysis and risk evaluation prior to entering into any acquisition agreements are based on the accuracy and completeness of the information available to the Group. The Group may not independently verify the accuracy or completeness of certain of the information made available to it in the context of its due diligence procedures.

Any assets acquired by the Group may be subject to hidden material defects that were not apparent or that otherwise the Group failed to discover or consider at the time of the acquisition. To the extent the Group or other third parties underestimated or failed to identify risks and liabilities associated with an acquisition, the Group may incur, directly or indirectly, in unexpected liabilities, such as defects in title, an inability to obtain permits enabling the Group to use the underlying infrastructure as intended, or other environmental, structural or operational defects or liabilities requiring remediation. Failure to identify any such defects, liabilities or risks or to adequately address any such defects, liabilities or risks could expose the Group to unanticipated costs and liabilities or could result in the Group having acquired assets which are not consistent with its investment strategy, which are difficult to integrate within its portfolio, which fail to perform in accordance with expectations, and/or which adversely affect the Group's reputation, which, in turn, could have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows.

In addition, achieving the benefits of new acquisitions depends in part on the timely and efficient integration of the acquired business operations, communications infrastructure portfolio and personnel. Integration may be difficult and unpredictable for many reasons, including, among other things, differing financial, accounting, reporting, information technology and other systems and processes, cultural differences, differences in customary business practices and conflicting policies, procedures and operations. In addition, integrating businesses may significantly burden management and internal resources. There could also be integration risks related to the commercialization of the spaces where newly acquired sites are located, as well as in connection with the transition of the payments, the retention of existing customers on newly acquired sites, including obtaining the necessary prior consents to assign the relevant service agreements, and the implementation of the Group's standards, controls, procedures and policies with regards to any newly acquired towers. The Group may also face the risk of failing to efficiently and effectively integrate the new assets into the Group's existing business or to use such assets to their full capacity.

The Group's growth strategy is also linked, among other factors, to the capacity to successfully decommission and build new infrastructures. The framework agreements signed with anchor customers may include agreements for the further acquisition or construction of infrastructures over a defined period of time or for the acquisition or construction of a maximum number of infrastructures. See "*Business–Competitive strengths–Leading operator of critical infrastructure for MNOs and audiovisual media*" for additional information on the Group's commitments as of the date of this Prospectus. Such framework agreements may or may not be wholly implemented, due to a potential integration or consolidation of the Group's customers or due to a change in their business strategy or to the impact of the Coronavirus Pandemic, among others. In addition, framework agreements with anchor customers may include the unilateral right of the customer to dismiss a low single-digit percentage of the total sites per year. Any of the foregoing could have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows. In addition, the Build-to-suit programs are executed on the basis of agreements with third-party suppliers or the customers that will use the new infrastructures, and so the Group relies on third parties to effectively execute its contractual obligations (for additional information, see "*Business—Strategy—Telecom Infrastructure Services—Build-to-Suit*"). Moreover, the Group may face additional challenges in managing its expansion into new countries or into countries where the Group may have limited knowledge and understanding of the local market, business relationships and familiarity with the local governmental procedures and regulations.

In the ordinary course of its business, the Group reviews, analyzes and evaluates potential transactions, assets, interests, activities or potential arrangements that the Group believes may add value to its business or its scope of services. Failure to timely identify growth opportunities may adversely affect the expansion or development of the Group's business. In addition, the failure to correctly assess the terms and conditions of potential transactions could imply unexpected costs to the Group, or could prevent the Group from obtaining the full benefit of the related business expansion (e.g., by way of changes in the expected perimeter of the relevant transaction upon closing), or any benefit at all, any of which could in turn materially and adversely affect the Group's business, prospects, results of operations, financial condition and cash flows. Moreover, the Group may fail to sufficiently assess the price adjustments that should be effected to account for potential changes in the perimeter of the target, or may fail to successfully effect them, which could imply unexpected costs to the Company and could materially and adversely affect the Group's business, prospects, results of operations, financial condition and cash flows.

The Group may face contingencies, including delays, in the implementation of its growth through acquisitions strategy (including due to the lack of suitable acquisitions, the failure to negotiate and agree acceptable purchase agreements or the failure to satisfactorily complete due diligence). In addition, the completion of any pending or future acquisitions may be subject to the satisfaction of certain conditions precedent, some of which may not be within the Group's control, and

failure to satisfy such conditions may prevent, delay or otherwise materially adversely affect the completion of the relevant acquisition. As such, there is no assurance that any such pending or future acquisitions will be completed or, if completed, that it will be completed on the same terms as are described in the transaction agreements. For example, necessary regulatory or administrative authorizations or approvals, including antitrust approvals, may be refused or may only be granted by way of the provision of certain remedies, involving divestitures or otherwise, on onerous terms, and any such refusal or imposition of remedies, involving divestitures or otherwise, on onerous terms may limit the Group's ability to grow its portfolio of assets in a particular market or jurisdiction as expected or at all, or may result in significant delays and/or significant unexpected costs in relation to a particular acquisition.

Even if compliant with antitrust legislation, the Group may not be able to consummate such transactions, undertake such activities or implement new services successfully due to disruptions in its activities, increased risk of operations or other consequences which could negatively impact the Group's business and its prospects. In addition, the loss of the Group's neutral position (for example, by having one or more MNOs as a significant shareholder represented in the Board of Directors and other governance bodies) may cause sellers of infrastructure assets to be reluctant to enter into new joint ventures, mergers, disposals or other arrangements with the Group, and adversely impact the organic growth of the Company. As the Group increases its size, management expects that large MNOs may be open to collaborating with the Group in several ways, such as by selling their sites or other infrastructure assets to Cellnex, including in exchange for Shares, which could negatively impact the Group's business and its prospects as this type of transactions could affect the perception of the Group's neutrality.

Market conditions and other factors, such as the Group's competitors' willingness to also expand their businesses through the acquisition of the same assets, entities or minority interests that the Group seeks to acquire, may also adversely affect the Group's ability to identify and execute acquisitions or increase the acquisition costs.

Additionally, the Group may experience at any time increased competition in certain areas of activity from established and new competitors, for example as a result of other infrastructure providers entering the European market. Further, any such competitors could become a significant landlord of the Group's portfolio. The Group's main competitors are Vantage Towers, Telxius (which has recently signed an agreement with American Tower for the sale of its telecommunication towers division in Europe), Inwit, TDF, Hivory (prior to the completion of the Hivory Acquisition), CTIL, MBNL, American Tower and Phoenix Tower. The industry is competitive and customers have access to alternatives in telecom infrastructure services and other network services, whereas for broadcasting TV the alternatives are more limited. Where the Group acts as a provider of services, competitive pricing from competitors could affect the Group's rates and services income. In addition, competition in infrastructure services could also increase the cost of acquisition of assets and limit the Group's ability to grow its business. Moreover, the Group may not be able to renew existing services agreements or enter into new ones. Higher prices for assets, combined with the competitive pricing pressure on services agreements, could make it more difficult for the Group to achieve its return on investment criteria. Increasing competition for the acquisition of infrastructure assets or companies in the context of the Group's business expansion could make the acquisition of high quality assets significantly more costly (in the current low interest rate business environment and taking into consideration the nature of the Group's business, with long-term contracts and fixed fees which are normally inflation-linked, infrastructure funds and private equity firms are showing increasing appetite towards this class of assets), and could materially and adversely affect the Group's business, prospects, results of operations, financial condition and cash flows. Some competitors are larger than the Group and may have greater financial resources, while other competitors may apply investment criteria with lower return on investment requirements. Likewise, the Group also faces competition or may face future competition from its peers. In addition, some of the Group's customers have set up their own infrastructure companies and more European MNOs are increasingly showing their willingness to establish their own infrastructure vehicles, which could lead to increases in the demand for assets for sale (thus leading to increases in asset prices), as well as increased competition in the normal course of the Group's business, limiting potential growth. If the Group is unable to compete effectively with such customers and other competitors, or effectively anticipate or respond to customer needs or consumer sentiment, it could lose existing and potential customers, which could reduce the Group's operating margins and have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows.

The Group is also subject to a number of construction, service provision, financing, operating, regulatory and other risks related to the development, expansion and maintenance of its infrastructure, many of which are beyond its control. The operation, administration, maintenance and repair of some of the Group's infrastructures requires coordination and integration of highly sophisticated and specialized hardware and software technologies and equipment, which, consequently, require significant operating expenses and capital expenditures, as well as highly-qualified personnel with the relevant technical know-how. Any failure in the functioning of any of such technologies or equipment may expose the Group to reputational risks, as well as the risk of losing clients, amongst others.

There are additional risks associated with doing business internationally, including changes in a specific country's or region's political or economic conditions, inflation, deflation or currency devaluation, expropriation or governmental regulation restricting foreign ownership or requiring reversion or divestiture, increases in the cost of labor (as a result of unionization or otherwise), power and other goods and services required for the Group's operations and changes in

consumer price indexes in foreign countries which could adversely affect the Group's results of operations. See "*–The business of the Group may be affected by adverse economic and political conditions in the countries where the Group carries out its activities and globally*".

As a result, the Group is unable to predict the timeline for the successful execution of its growth strategy and there is no guarantee that the Group will be successful in identifying such acquisitions or making any investments in a timely manner or at all. Generally, if the Group cannot identify, implement or integrate attractive acquisition opportunities on favorable terms or at all, or if the Group's foreign operations and expansion initiatives do not succeed as expected, they could adversely affect the Group's ability to execute its growth strategy. Any of the foregoing could materially and adversely affect the Group's business, prospects, results of operations, financial condition and cash flows.

3. The triggering of a change of control clause contained in the contracts entered into by the Group or a breach of contractual obligations may result in an obligation to repay debt early or to sell back assets

Certain material contracts entered into by the Group, including the Group's material debt agreements and most of the Group's agreements with anchor customers, could be modified or terminated if a change of control clause is triggered. A change of control clause may be triggered if a third-party, either alone or in conjunction with others, obtains "significant influence" and/or "control" (which is generally defined as having (i) more than 50% of shares with voting rights (except in a few exceptional cases where this threshold is defined as having 29% or more of shares with voting rights) or (ii) the right to appoint or dismiss the majority of the members of the board of directors) of the relevant Group company. A change of control clause may be triggered at the level of Cellnex or only at the level of the relevant subsidiary that has entered into the relevant contract. In certain contracts, the definition of control, and therefore of a change of control, makes specific reference to the applicable law in the relevant jurisdiction. Moreover, in relation with the consideration for the CK Hutchison Holdings Transactions in respect of the United Kingdom that is expected to be partially settled through the issuance to CK Hutchison Networks Europe Investments S.à.r.L. ("**Hutchison**") of new shares in Cellnex, if as a result of a takeover bid prior to closing of such transaction, a third party (alone or in concert with another shareholder) acquires the majority of the votes in Cellnex, Cellnex shall procure that Hutchison receives at closing such equivalent consideration as Hutchison would have received had it been a shareholder of Cellnex at the time of the takeover bid (see "*Business–Investments and material contracts– CK Hutchison Holdings Transaction*"). Additionally, in the context of the Polkomtel Acquisition, the Group will enter into a buyback agreement with Polkomtel (as defined herein) by virtue of which Polkomtel (or its nominee) will be granted the right to require Cellnex Poland or Cellnex to sell and transfer back the shares of Polkomtel Infrastruktura (sold pursuant to the Polkomtel SPA) to Polkomtel (or its nominee), at a discount to fair market value in certain circumstances (see "*Business–Investments and material contracts–Polkomtel Acquisition*").

With regards to the material contracts entered into by the Group with anchor customers, the triggering of a change of control provision is generally limited to events where the acquiring company is a competitor of the anchor customer. In such circumstances, the anchor customer may be granted an option to buy back assets (generally the infrastructures where they are being serviced). In addition, such buy back option can also be granted in the event that a direct competitor of the anchor customer acquires a significant portion of the relevant Group company's shares or obtains voting or governance rights which can be exercised in a way that can negatively affect the anchor customer's interests.

Additionally, the bonds issued under the EMTN Programme (as defined herein), the Convertible Bonds (as defined herein) and the bank financing contracts of the Group include certain change of control clauses which could trigger an early repayment under the respective debt arrangement. See "*Operating and Financial Review—Liquidity and capital resources–Borrowings*".

Finally, asset buy back options can also be exercised in case of an explicit breach by a Group company of the contractual obligations under services level agreements with its customers ("**SLAs**"). These asset buy back options will be executed at a price below fair market valuation. In addition, the Group may enter into contracts related to joint future investments that have a buy back clause whereby the customer has the right to acquire the related assets during defined periods. While the Group's management currently believes that the likelihood of exercising such option is not high, given it would require the customer to make a significant payment to the Group, the Group can provide no assurance that any such options will not be exercised.

If a change of control clause included in any of the Group's material contracts is triggered, or if a company of the Group fails to comply with its contractual obligations under an SLA or a joint investment agreement, it may materially and adversely affect the Group's business, prospects, results of operations, financial condition and cash flows.

4. The Group's backlog estimates are based on certain assumptions and are subject to unexpected adjustments and cancellations and thus may not be converted to revenues in any particular fiscal period, if at all, or be a fully accurate indicator of the Group's future revenue or earnings

Expected contracted revenues from service agreements (backlog) represent management's estimate of the amount of contracted revenues that the Group expects will result in future revenue from certain existing contracts. Backlog, as included in this Prospectus, is based on a number of assumptions and estimates, including assumptions related to the performance of a number of the existing contracts at a particular date, but does not include adjustments for inflation or

deflation (see "*Operating and Financial Review—Factors affecting the Group's results of operations and financial condition—Backlog*" and "*Operating and Financial Review–Key performance indicators*"). One of the main assumptions for calculating backlog is the automatic renewal of contracts for services with the Group's anchor customers. Most contracts with anchor customers of the Telecom Infrastructure Services segment have term extension clauses including, in some cases, "all-or-nothing" extension clauses that only allow the extension of the term of a contract for the entire portfolio (not the extension of a portion thereof) on terms that are generally pre-agreed and the application of which may result in an increase or a decrease in price of the service, within certain parameters. In addition, the Group calculates backlog assuming that acquisitions which are subject to the satisfaction of conditions precedent will be completed on the terms described in the applicable transaction agreements in their entirety. However, there is no assurance that any pending or future acquisitions will be completed or, if completed, that they will be completed on such same terms. For example, necessary regulatory or administrative authorizations or approvals, including antitrust approvals, may be refused or may only be granted by way of the provision of certain remedies, involving divestitures or otherwise, on onerous terms, which may limit the Group's ability to grow its portfolio of assets in a particular market or jurisdiction as expected or at all. As a result, the assumptions the Group uses to calculate backlog may prove to be incorrect, which in turn could have an adverse effect on the Group's backlog estimates.

The earliest contract renewals in the Telecom Infrastructure Services segment are expected to occur in 2022 and 2023 with Telefónica (as defined herein). This will be the first time that a contract containing an "all-or-nothing" extension clause is up for renewal. Contracts with most of the Group's customers in the Broadcasting Infrastructure segment will face a new cycle of renewals in 2025 (although one of the main contracts will be up for renewal in 2021). In addition, certain contracts for services with customers may be cancelled under certain circumstances by the customer at short notice without penalty. The termination of the contracts ("Churn") with customers in the Telecom Infrastructure Services and Broadcasting Infrastructure segments may materially and adversely affect the Group's business, prospects, results of operations, financial condition and cash flows. It should also be noted that contracts in place with Telefónica and Wind Tre (as defined herein) may be subject to changes in relation to the fees being applied at a time of a renewal, set within a predefined range taking into account the last annual fee (which reflects the cumulative inflation of the full initial term).

In addition, the Group's definition and calculation of backlog may not necessarily be the same as that used by other companies engaged in activities similar to that of the Group (See "*Operating and Financial Review—Factors affecting the Group's results of operations and financial condition—Backlog*"). As a result, the amount of its backlog may not be comparable to the backlog reported by such other companies. The realization of the Group's backlog estimates is further affected by its performance under contracts. The Group's ability to execute its backlog is dependent on its ability to meet its clients' operational needs, and if it is unable to meet such needs, the Group's ability to execute its backlog could be adversely affected, which could materially affect the Group's business, prospects, results of operations, financial condition and cash flows. There can be no assurance that the revenue projected in the Group's backlog will be realized or, if realized, will result in profit. Because of potential changes in the scope or schedule of the services the Group provides to its clients, it cannot predict with certainty when or if the Group's backlog will be realized. In the case of Engineering Services (as defined herein), that are pre-agreed and associated to incremental fees, they may be phased over a longer than expected period of time, reduced or even cancelled, seriously affecting the management's estimate of contracted revenues over time. Even where a project proceeds as scheduled, it is possible that the client may default and fail to pay amounts owed to the Group. Delays, payment defaults or cancellations, including as a result of the Coronavirus Pandemic, could reduce the amount of backlog currently estimated, and consequently, could inhibit the conversion of that backlog into revenues, which would in turn materially affect the Group's business, prospects, results of operations, financial condition and cash flows.

5. ***The business of the Group may be affected by adverse economic and political conditions in the countries where the Group carries out its activities and globally***

Notwithstanding the Group's diversification of its risk exposure through the internationalization of its operations, the Group cannot assure that the countries where it operates will not experience economic or political difficulties in the future.

The Group's customers in European markets such as Spain, Italy, France and the United Kingdom represent a significant portion of the operating income of the Group, therefore especially exposing it to risks affecting these countries. For the year ended December 31, 2020, approximately 33% (€530,328 thousand), 21% (€336,296 thousand), 19% (€309,759 thousand) and 9% (€144,339 thousand) of the Group's operating income was generated in Spain, Italy, France and the United Kingdom, respectively. In addition, the Group will expand its operations to Poland, and will increase its presence in Italy, the United Kingdom, the Netherlands and France, following completion of the Iliad Poland Acquisition, the Polkomtel Acquisition, the CK Hutchison Holdings Pending Transactions, the T-Mobile Infra Acquisition and the Hivory Acquisition, and therefore will also be especially exposed to risks affecting those countries.

Adverse economic conditions may have a negative impact on demand for the services the Group provides and on its customers' ability to meet their payment obligations. In periods of recession, the demand for services provided by the Group tends to decline, adversely affecting the Group's results of operations. A negative or low growth cycle could affect the Group in the European markets where the Group operates as of the date of this Prospectus and where the Group will operate following completion of the Iliad Poland Acquisition and the Polkomtel Acquisition (in particular, in those

countries where there are customers which represented a significant portion of the operating income of the Group as of December 31, 2020).

This may be further accentuated by a potential recession in the markets where the Group operates and in others as a result of the coronavirus COVID-19 pandemic (the "**Coronavirus Pandemic**") which began in China in late 2019 and has subsequently spread globally, significantly affecting the European markets where the Group operates as of the date of this Prospectus and where the Group will operate following completion of the Iliad Poland Acquisition and the Polkomtel Acquisition (in particular, in those countries where there are customers which represented a significant portion of the operating income of the Group as of December 31, 2020). The uncertainty surrounding the Coronavirus Pandemic and its effects on the global economy, as of the date of this Prospectus, are expected to significantly impact global growth in future periods, due to the restriction or suspension of production, operational and business activities, disruptions to travel and transportation and adverse impacts on labor supply affecting both supply and demand chains. In addition to affecting demand for the Group's services (or the Group's customers' services) and its customers' ability to meet their payment obligations, the Coronavirus Pandemic could, among other effects, also depress the value of the Group's assets and investments, limit the Group's ability to finance its future operations and capital needs, disrupt the Group's supply chain, generate or lead to deflation (reducing the revenue of the Group in the future, considering that most of the Group's contracts with customers are inflation-linked), disrupt the Group's growth plans and increase the likelihood and/or magnitude of other risks described in this Prospectus and otherwise affect the market value and trading of the Shares. While the Group's business activity has remained largely unaffected by the Coronavirus Pandemic, the extent to which the Coronavirus Pandemic impacts the Group's business and results of operations in the future will depend on future developments. For example, the Group could suffer delays in the execution of Build-to-suit programs, changes in the expected organic growth or severe disruptions due to its suppliers being unable to meet their current commitments. The Group cannot assure that any estimates, forecasts, forward-looking statements or opinions contained herein or which may have been expressed in the past will remain accurate or will not abruptly change as a result of the spread and effects of the Coronavirus Pandemic. Moreover, the Group's inability to reduce the impact of the foregoing could have a material and adverse effect on its business, results of operations, financial condition and prospects.

Likewise, the Group is directly exposed to adverse political conditions in the European markets where the Group operates as of the date of this Prospectus and where the Group will operate following completion of the Iliad Poland Acquisition and the Polkomtel Acquisition (in particular, in those countries where there are customers which represented a significant portion of the operating income of the Group as of December 31, 2020). Also, changes in the international financial markets' conditions as a result of the Coronavirus Pandemic pose a challenge to the Group's ability to adapt to them as they may have an impact on its business. The Group cannot predict how the economic and political cycle in such markets will develop in the short-term or in the coming years, or whether there will be a deterioration in political stability in them.

Therefore, the Group may be adversely affected by the adverse economic conditions or potential instability in the European markets where the Group operates as of the date of this Prospectus and where the Group will operate following completion of the Iliad Poland Acquisition and the Polkomtel Acquisition, while at the same time a more geographically diversified revenue source allows a lower risk exposure to specific country-related issues. In addition, the Group may be adversely affected by economic, social and political conditions in the countries in which its customers, suppliers and other counterparties operate.

Because of the Group's significant presence in the United Kingdom, it may face the risk of political and economic uncertainty derived from the United Kingdom's decision to leave the European Union (the "**EU**") which became effective on January 31, 2020 ("**Brexit**"). Prior to that, on January 24, 2020, the United Kingdom signed the Agreement on the withdrawal of the United Kingdom from the EU and the European Atomic Energy Community (the "**Withdrawal Agreement**"). Under the terms of the Withdrawal Agreement, a transition period ran until December 31, 2020, during which time the United Kingdom continued to benefit from, and was bound by, many EU laws. On December 24, 2020, the EU and the United Kingdom entered into three agreements setting out the terms of their future relationship. These are the Trade and Cooperation Agreement, the Agreement on Nuclear Cooperation, and the Agreement on Security Procedures for Exchanging and Protecting Classified Information, each of which applies provisionally until formally ratified by both parties. The Trade and Cooperation Agreement covers the general objectives and framework of the relationship between the United Kingdom and the EU, including in relation to trade, transport, visas, judicial, law enforcement and security matters, and mechanisms for dispute resolution. Under the terms of the Trade and Cooperation Agreement, the United Kingdom firms no longer benefit from automatic access to the EU single market and there is no longer free movement of people between the United Kingdom and the EU. As of the date of this Prospectus, the application of the Trade and Cooperation Agreement is unclear and its effect on the United Kingdom economy and markets is unknown. In addition, while domestic law derived from EU law, EU law directly applicable in the United Kingdom, and EU rights, powers, liabilities and obligations recognized and available in the United Kingdom, in each case immediately before December 31, 2020, were, subject to certain exceptions, retained by the United Kingdom, the United Kingdom's law may diverge from EU law in the future. The legal, political and economic uncertainty resulting from Brexit may adversely affect the Group's business, prospects, results of operations, financial condition and cash flows in the United Kingdom, in particular because of the Group's significant presence in the United Kingdom (which will be further increased upon completion of the CK Hutchison Holdings Pending Transaction with regards to Hutchison's tower business and assets in the United

Kingdom). For more information on the CK Hutchison Holdings Transactions, see "*Business– Investments and material contracts– CK Hutchison Holdings Transaction*".

Growing public debt, reduced growth rates and any measures of monetary policy that may be implemented in the future in the credit markets all could affect the Group's business. A change in any of these factors could affect the access of the Group to the capital markets and the terms and conditions under which it can access such capital, which could have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows. Moreover, as a significant portion of the contracts of the Group with operators are inflation-linked and some do not have a minimum limit or floor, deflationary macroeconomic circumstances will have an adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows. In addition, the Group cannot assure that any estimates, forecasts, forward-looking statements or opinions contained herein or which may have been expressed in the past will remain accurate or will not abruptly change as a result of the spread and effects of the Coronavirus Pandemic. Moreover, the Group's inability to reduce the impact of the foregoing could have a material and adverse effect on its business, results of operations, financial condition and prospects.

6. *The Group's status as a "significant market power" ("SMP") operator in the digital terrestrial television ("DTT") broadcasting transmission service market in Spain imposes certain detrimental obligations on it compared to its competitors*

In 2006, when the Spanish terrestrial TV broadcast market was articulated, the Group was classified as a SMP operator by the competition authorities. Given its dominant market position, the National Commission of Markets and Competition (*Comisión Nacional de los Mercados y de la Competencia*, or "**CNMC**", the former *Comisión del Mercado de las Telecomunicaciones*, or "**CMT**") imposed certain conditions (regulatory remedies) on it to allow it to operate in the broadcasting market which, amongst others, set out that if the Group is not able to reach a voluntary commercial agreement with an operator, the CNMC will dictate the commercial conditions of the agreements. The CNMC has introduced certain flexibility to those conditions as per the latest regulation of the market, carried out in 2019 which concluded on July 17, 2019 with the publication of the Resolution approving the definition and analysis of the wholesale market for the television broadcasting transmission service (Market 18/2003), as notified to the European Commission and the European Electronic Communications Regulators Entity. See "*Regulation*" for more details.

The competitors of the Group in the market who are not considered to be a SMP operator because of their low market share and limited coverage capacity are not subject to these obligations. These obligations and potential additional obligations imposed on the Group by the competition authorities vis-à-vis its competitors could materially and adversely affect the Group's business, prospects, results of operations, financial condition and cash flows.

7. *Spectrum may not be secured in the future, which would prevent or impair the plans of the Group or limit the need for the Group's services and products and other basic resources to provide service may not be guaranteed*

The Group and its customers are highly dependent on the availability of sufficient spectrum for the provision of certain services. The amount of spectrum available is limited and the process for obtaining it is highly complex and costly.

In the Broadcasting Infrastructure segment, the Group owns the infrastructures and equipment that TV and radio broadcasters use to compress and distribute their signals in Spain. In particular, the Group distributes and transmits signals for DTT, the leading TV platform in Spain. The evolution of technology standards, formats and coding technologies is likely to influence the future spectrum demand for broadcasting services. Even if the Group currently uses "multiplexing", a method by which multiple analogue signals or digital data streams are combined into one signal over a shared medium, with the aim of maximizing the limited capacity of the spectrum, the Group cannot guarantee that its customers or DTT broadcasters will have sufficient access to spectrum in the long-term to maintain and develop its current services.

The Spanish government is responsible for the allocation of spectrum in Spain. In this context, following the EU regulation in this matter, it passed Royal Decree 391/2019 approving the new National Technical Plan for DTT and the regulation of certain aspects of the liberalization of the "second Digital Dividend". This Royal Decree states that the sub-700 megahertz ("**MHz**") will continue to be used for television broadcasting until, at least, 2030. Nonetheless, since the allocation of spectrum is decided by the Spanish government, the Group is highly dependent on political decisions for the future of its DTT broadcasting business, which decisions are outside of its control. In the event that the number of MUXs (as defined herein) available for DTT is further reduced, the Group's customers could lose some of its current DTT multiplex spectrum currently licensed. See "*Regulation—Broadcasting Infrastructure*" for more details.

The Group depends upon spectrum allocation for many other wireless services that it provides, either in the Broadcasting Infrastructure segment, Telecom Infrastructure Services segment or Other Network Services segment, such as Frequency Modulation ("**FM**"), Digital Audio Broadcasting ("**DAB/DAB+**"), terrestrial trunked radio ("**TETRA**"), IoT and radio links. The Group cannot guarantee that the spectrum needed to appropriately render its services or the spectrum needed by its customers will be available in the future, and any change in spectrum allocation could have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows.

The licenses and assigned frequency usage rights that the Group uses for services such as connectivity have a finite maturity. The Group could be unable to renew or obtain its licenses and frequency usage rights necessary for its business upon expiration of their terms or it may have to make significant investments to maintain its licenses, either of which could have a material adverse effect on its business, prospects, results of operations, financial condition and cash flows.

8. Cyber-attacks, security breaches or other critical disruptions in the Group's technical or information infrastructure could result in material harm to its performance or its reputation

The Group works with sophisticated technical and advanced information technology infrastructure to operate its business and deliver its services to its customers. These systems and services could be vulnerable to interruptions or other failures resulting from, among other things, software, equipment or telecommunications failures, processing errors, computer viruses and malware, cyber-attacks or other security issues or supplier defaults. The Group's security measures could also be breached due to human error, malfeasance or otherwise. Such security measures could also be violated as a result of a third-party fraudulent attempt to access the Group's sensitive information, by means of inducing an employee to breach the system or directly violating its security measures. Cyber-attacks or breaches of security measures implemented to the Group's systems could impair its ability to adequately carry out its operations. Likewise, cyber-attacks, security breaches or intrusions upon the Group's information technology infrastructure could potentially compromise the security of information stored in or transmitted through its systems, or even potentially compromise the integrity of its technical systems more broadly. Cyber-security risks have been exacerbated by the remote working environment implemented worldwide as a result of the Coronavirus Pandemic. While the Group has been able to control cyber-attacks and security breaches in the past, there is no assurance that it will be able to continue to do so in the future, particularly due to the increasing occurrence and sophistication of cyber-attacks and security breaches. In the year ended December 31, 2020, the Group devoted € 1,484 thousand (€711 thousand in the year ended December 31, 2019) to enhancing its security measures to protect its information technology infrastructure. Disruptions of the Group's information technology infrastructure could result, among others, in a disruption of business operations and loss of service to customers, and any such cyber-attack or security breach could result in significant costs to the Group or harm its ability to successfully compete in one or more of its businesses, including reputational damage. Any of the foregoing could have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows.

Risks related to the financial information incorporated by reference in this Prospectus and other financial risks

9. The Group is subject to risks related to its indebtedness, including interest rate risk

The Group's present or future indebtedness could have significant negative consequences on its business, prospects, results of operations, financial condition, corporate rating and cash flows, including:

- placing the Group at a possible competitive disadvantage to less leveraged competitors and competitors that may have better access to capital resources, including with respect to acquisitions and forcing the Group to forego certain business opportunities;
- requiring the dedication of a substantial portion of cash flow from operations to service Group debt, thereby reducing the amount of cash flow available for other purposes, including, among others, capital expenditures and dividends;
- requiring the Group to issue debt or equity securities or to sell some of its core assets, possibly not on the best terms, to meet payment obligations;
- accepting financial covenants in the Group's financing contracts such as limitations on the incurrence of debt, restrictions in the amount and nature of the Group's investments or the obligation to pledge certain Group's assets;
- a potential downgrade from a rating agency, which can make obtaining new financing more difficult and expensive; and
- requiring the Group to early repay the outstanding debt in the event that the relevant change of control clause is triggered.

The Group is exposed to interest rate risk through its current and non-current borrowings. Borrowings issued at floating rates expose the Group to cash flow interest rate risk, while fixed-rate borrowings expose the Group to fair value interest rate risk.

As of the date of this Prospectus, the Group's fixed rate debt amounted to €10,400,258 thousand, representing 84% of its Gross Financial Debt excluding lease liabilities (€12,350,803 thousand), whereas the Group's variable rate debt amounted to €1,950,545 thousand, representing 16% of its Gross Financial Debt excluding lease liabilities. As of December 31, 2020, the Group's fixed rate debt amounted to €7,566,413 thousand, representing 81% of its Gross Financial Debt excluding lease liabilities (€9,389,445 thousand), whereas the Group's variable rate debt amounted to €1,823,032 thousand, representing 19% of its Gross Financial Debt excluding lease liabilities. The Group's Gross Financial Debt as

of December 31, 2020 is not equal to the total financial debt as of December 31, 2020 set forth in the Capitalization and Indebtedness table, as the total financial debt figure includes other financial liabilities and derivative financial instruments (see "*Capitalization and Indebtedness*"). As of December 31, 2020, non-current lease liabilities amounted to €1,478,759 thousand and current lease liabilities amounted to €284,060 thousand. As of December 31, 2019, restated, the Group's fixed rate debt amounted to €3,497,050 thousand representing 68% of its Gross Financial Debt excluding lease liabilities (€5,137,574 thousand), whereas the Group's variable rate debt amounted to €1,640,524 thousand representing 32% of its Gross Financial Debt excluding lease liabilities. "Gross Financial Debt" is an APM (as defined herein). See "*Presentation of Financial and Other Information—Alternative performance measures*" for additional information on this APM.

As of the date of this Prospectus, the Group's weighted average cost of debt (considering both drawn and undrawn borrowings) was 1.2% and the weighted average cost of debt (considering only drawn down borrowings) was 1.6%. As of December 31, 2020 the Group's weighted average cost of debt (considering both drawn and undrawn borrowings) was 1.1% (1.5% as of December 31, 2019, restated) and the weighted average cost of debt (considering only drawn down borrowings) was 1.6% (1.7% as of December 31, 2019, restated).

Any increase in interest rates would increase the Group's finance costs relating to its variable-rate indebtedness and increase the costs of refinancing its existing indebtedness and issuing new debt, which could adversely affect the Group's business, prospects, results of operations, financial condition and cash flows.

As of the date of this Prospectus, the estimated sensitivity in the Group's financial costs to a 1% change (increase or decrease) in the interest rate, both fixed and variable, is as follows. The amount of the Group's financial costs from fixed gross financial debt excluding lease liabilities would remain unchanged. The amount of the Group's financial costs from variable gross financial debt excluding lease liabilities would increase by €19,505 thousand in the event of a 1% interest rate increase and the amount of the Group's financial costs from variable gross financial debt excluding lease liabilities would decrease by €2,262 thousand in the event of a 1% interest rate decrease, as some of the Group's financing contracts include a EURIBOR/LIBOR floor.

10. The historical consolidated financial information only takes into account the transactions completed as of each reporting period

The Group has undertaken various significant transactions throughout the periods covered by the Financial Statements, and has also entered into other material agreements. See "*Business– Investments and material contracts*" for additional information.

In addition, between December 31, 2020 and the date of this Prospectus, the Group completed the CK Hutchison Holdings Swedish Transaction, within the framework of the CK Hutchison Holdings Transactions, which is not reflected in the 2020 Audited Consolidated Financial Statements. Also, both before and after December 31, 2020, the Group has entered into certain transactions which are still pending completion as of the date of this Prospectus, such as the Iliad Poland Acquisition, the CK Hutchison Holdings Pending Transactions (within the framework of the CK Hutchison Holdings Transactions), the T-Mobile Infra Acquisition, the Hivory Acquisition and the Polkomtel Acquisition. In accordance with IFRS 3, such transactions will be accounted for as of their respective dates of completion, such that the corresponding impact of each transaction is included in the Group's consolidated balance sheet as of the end of the reporting period in which it is completed. See "*Operating and Financial Review–Factors affecting comparability of the results of operations of the Group*" and "*Business– Investments and material contracts*" for additional information on the transactions that were completed after December 31, 2020 and those still pending completion as of the date of this Prospectus.

The Group regularly enters into transactions to acquire additional infrastructures, which are structured as asset acquisitions or share purchases, as the case may be, and undertakes Build-to-suit programs. Acquisitions are consolidated within the Group as of their respective dates of completion, such that, the corresponding impact of the operations of such acquisitions is reflected in the Group's consolidated income statement from their respective dates of completion and the value of acquisitions is included in the Group's consolidated balance sheet as of the end of the reporting period in which they were or are completed, as applicable. Limited or no historical financial information (audited or unaudited) is typically available for the acquired assets or business units prior to their date of incorporation into the Group.

As the Group regularly enters into these types of transactions and programs, it is difficult to compare the Group's historical and future infrastructure perimeter year-to-year on a like-for-like basis. Furthermore, as a result of these transactions and programs the financial condition and results of operations as of and for the financial periods discussed in this Prospectus are not fully comparable, may not be fully comparable with the Group's financial statements for future periods, and may not be indicative of the Group's current and future business, financial condition or results of operations.

11. The Group is subject to foreign currency risks

As the Group's reporting currency is the euro, fluctuations in the value of other currencies in which borrowings are instrumented and transactions are carried out with respect to the euro may have an effect on future commercial transactions, recognized assets and liabilities, and net investments in foreign operations.

Furthermore, the Group operates and holds assets in the United Kingdom, Switzerland, Denmark and Sweden, all of which are outside the Eurozone. It is therefore exposed to foreign currency risks and in particular to the risk of currency fluctuation in connection with exchange rate between the euro, on the one hand, and the pound sterling, the Swiss franc, the Danish krone and the Swedish krona, respectively, on the other. Following completion of the Iliad Poland Acquisition and the Polkomtel Acquisition, the Group will also operate and hold assets in Poland and will be exposed to currency fluctuations between the euro and the Polish zloty. The Group's strategy for hedging foreign currency risk in investments in non-euro currencies does not necessarily attempt to fully hedge this risk and tends towards a balanced hedge of this risk. In fact, the Group is open to assessing different hedging strategies, including allowing the Group to have significant positions not covered. These different hedging strategies might be implemented over a reasonable period depending on the market and the prior assessment of the effect of the hedge. Hedging arrangements can be instrumented via derivatives or borrowings in local currency, which act as a natural hedge.

The majority of the Group's transactions are denominated in euro. However, as of December 31, 2020 the contributions to the Group's income in a functional currency other than the euro amounted to €278,806 thousand (18% of the Group's operating income) (€98,528 thousand representing 9% of the Group's operating income as of December 31, 2019, restated). As of December 31, 2020, the contributions to the Group's total assets in a functional currency other than the euro amounted to €6,140,854 thousand (25% of the Group's total assets) (€2,191,501 thousand representing 17% of the Group's total assets as of December 31, 2019, restated). The volatility in the exchange rate between the euro, and, respectively, the pound sterling, the Swiss franc and the Danish krone, may have negative consequences on the Group, affecting its overall performance, business, results in operations, financial condition and cash flows.

As of December 31, 2020, the estimated sensitivity of the consolidated operating income and of the consolidated equity to a 10% change (increase) in the exchange rate of the main currencies in which the Group operates with regard to the rate in effect as of December 31, 2020 is as follows:

	+ 10%	
Functional currency	**Operating Income**	**Equity[(1)]**
	(in thousands of €)	
GBP	(13,122)	(166,077)
CHF	(12,497)	(69,846)
DKK	-	(31,711)

(1) Impact on equity from translation differences arising in the consolidation process.

12. Changes to tax rates or other provisions of the tax law may adversely affect the value of the Group's deferred tax assets and liabilities

The Group has significant deferred tax liabilities (amounting to €1,790,830 thousand as of December 31, 2020 and €881,764 thousand as of December 31, 2019, restated) and deferred tax assets (amounting to €464,531 thousand as of December 31, 2020 and €133,723 thousand as of December 31, 2019, restated). Changes to tax rates or other provisions of applicable tax laws (for example, the deductibility of items) which may be enacted in the regions where the Group operates, or to their interpretation, may affect the timing, valuation or realization of future deferred tax liabilities or assets. In particular, an increase in tax rates or the elimination of certain deductions could increase the expected future cost of existing deferred tax liabilities, which could have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows. In this regard, the Spanish government has approved limitations on the Spanish participation exemption in connection with dividends and capital gains under specific conditions. These measures could lead to increases in the Company's and the Group's Spanish effective corporate income tax rate.

In addition to the abovementioned risks, the Group is also exposed to the risk of changes to existing or new tax laws or international tax treaties, methodologies impacting the Group's international operations, or fees directed specifically at the ownership and operation of communications infrastructures or the Group's international acquisitions, which may be applied or enforced retroactively; as well as to the new interpretation of such regulations in a more adverse manner for the Group, especially with regards to the tax treatment of certain environmental or real estate-related taxable events, or tax regulations. Changes to how such laws, treaties, methodologies and fees are interpreted or applied, including adjustments to the interpretation of transfer pricing standards; laws or regulations that tax or otherwise restrict repatriation of earnings or other funds or otherwise limit distributions of capital and changes thereto; increases in the cost of labor (as a result of increases in social security charges or otherwise), and taxes and other charges applicable to power and other goods and services required for its operations; and price setting or other similar laws for the sharing of active and passive infrastructure. The occurrence of one or more of these events could have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows.

Risk related to the Company's ownership structure

13. The Company's significant shareholders' interests may differ from those of the Company

As of the date of this Prospectus, there are two significant shareholders of the Company represented in the Board of Directors with one director each: (i) Edizione S.R.L ("**Edizione**"), which pursuant to publicly available information holds approximately 13.03% of Cellnex's share capital; and (ii) GIC Private Limited ("**GIC**"), which pursuant to publicly available information holds approximately 6,99% of Cellnex's share capital. Pursuant to publicly available information, there are other significant shareholders with stakes above 5% of the share capital. For further information, see "*Principal Shareholders–Shareholders' agreements*".

The Company's principal significant shareholders may have an influence over those matters requiring shareholders' approval, including the appointment and dismissal of the members of the Board of Directors, the payment of dividends, changes in the issued share capital of the Company and the adoption of certain amendments to the bylaws. There can be no assurance that any current or future significant shareholder will act in a manner that is in the best interest of the Company, which could, in turn, adversely affect the Group's business, prospects results of operations, financial condition and cash flows.

By means of a regulatory information notice (*comunicación de información privilegiada*), published on March 26, 2021 (registry number 818), Edizione and Goldman Sachs International announced (i) the sale by ConnecT Due to Goldman Sachs International of substantially all the Preferential Subscription Rights of the Company to which ConnecT Due expects to be entitled to in relation to the Offering; (ii) that Goldman Sachs International has sought demand for approximately 17 million Shares from institutional investors and will establish inventory in the same number of Shares (through stock borrow transactions or otherwise); and (iii) the sale to GIC of Shares representing approximately 2.5% of the Company's share capital (prior to the Offering). Therefore, the equity interest of Edizione in Cellnex after the execution of the Offering and its subsequent influence in the Company will be diluted. GIC has irrevocably committed to exercise the Preferential Subscription Rights corresponding to its Shares (including those underlying the Shares purchased from Goldman Sachs International), held directly and indirectly, and to subscribe and pay for 17,781,929 New Shares in the Offering. As a result, GIC's equity interest in Cellnex's share capital will increase following the Offering. See "*Plan of Distribution–Commitments from shareholders, Directors and members of the Senior Management*".

Risks related to the Offering

14. The Underwriting Agreement between Cellnex and the Managers allows for the agreement to be terminated under certain circumstances. The underwriting commitment of the Managers is also subject to certain conditions precedent

The underwriting agreement entered into by the Company and the Managers on March 30, 2021 in connection with the Offering (the "**Underwriting Agreement**") may be terminated by the Managers under certain circumstances (see "*Plan of distribution—Underwriting Agreement*" for further information). In addition, the Managers' obligations under the Underwriting Agreement are subject to certain conditions precedent, which include the confirmation from the Company (including through a publication of a regulatory information notice by the Company) that the Committed Persons have not failed to subscribe and pay in full for New Shares in an amount representing in aggregate 3% or more of the New Shares. If these conditions precedent are not fulfilled or waived, the Underwriting Agreement and the underwriting and pre-funding obligations of the Managers will not take effect.

In the event that any Committed Shareholder fails to subscribe for the Committed Shares or in the event of termination of the Underwriting Agreement, or if the underwriting and pre-funding obligations of the Managers under the Underwriting Agreement do not come into force as a result of the failure to fulfil or waive any conditions precedent, the Offering could be incomplete, which could have an adverse impact on the value of the Shares, the New Shares and the Preferential Subscription Rights. If upon termination of the Preferential Subscription Period, there is a failure by the Committed Persons to subscribe and pay in full for Committed Shares, in an amount representing an aggregate of 3% or more of the New Shares, or in the event of termination of the Underwriting Agreement, or if the underwriting and pre-funding obligations of the Managers under the Underwriting Agreement do not come into force as a result of the failure to fulfil or waive any conditions precedent, this will be considered a significant factor which requires the publication of a supplement. In such event, holders of Preferential Subscription Rights that have exercised their Preferential Subscription Rights during the Preferential Subscription Period or requested additional New Shares to be allocated during the Additional Allocation Period will have the right, exercisable within three working days after publication of such supplement, to withdraw their subscriptions or requests, as applicable, if such significant factor arises before the closing of the offer (i.e. when the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary, which is expected to take place on April 22, 2021, the Execution Date). In addition, if the Underwriting Agreement is terminated and a supplement to the Prospectus is published by the Company, the Committed Principal Entities shall be (i) released from their respective commitments, and (ii) entitled to withdraw the subscription of the Committed Shares from Shareholders (as defined herein).

15. The Company may in the future issue additional Shares or convertible securities, which may dilute shareholders' interest in the Company

Following the Offering, the Company may decide to carry out additional issuances of Shares or issue convertible securities in the future. New Shares could be issued through a capital increase, either in exchange for a monetary or in-kind contribution, or through the exercise of conversion rights by holders of bonds convertible into Shares or similar instruments convertible into Shares. Shareholders could see their shareholding in Cellnex's share capital diluted by any such capital increases if they do not have preferential subscription rights in connection with the issuance, if they do not exercise their preferential subscription rights, or if such rights are totally or partially excluded, in accordance with the Spanish Companies Act approved by Royal Legislative Decree 1/2010, of July 2 (*Real Decreto Legislativo 1/2010, de 2 de Julio, por el que se aprueba el texto refundido de la Ley de Sociedades de Capital*) (the "**Spanish Companies Act**").

The ordinary general shareholders' meeting of the Company (the "**General Shareholders' Meeting**"), on March 29, 2021, passed a resolution authorizing the Board of Directors, in accordance with Articles 286, 297, 417 and 511 of the Spanish Companies Act, and Article 319 of the Regulations of the Commercial Registry (*Real Decreto 1784/1996, de 19 de julio, por el que se aprueba el Reglamento del Registro Mercantil*) to resolve on the issue of convertible bonds or any other security which could entitle holders thereof either directly or indirectly to subscribe for Shares of the Company without previously convening the General Shareholders' Meeting. In addition, the General Shareholders' Meeting also passed on March 29, 2021, a resolution authorizing the Board of Directors, in accordance with Article 297.1.b) of the Spanish Companies Act, to increase its share capital without previously convening the General Shareholders' Meeting by up to half of the Company's share capital as of the date of the resolution (i.e. €60,838,583.625 nominal value). This authorization included the power to exclude the preferential subscription rights of the shareholders, with respect to a share capital increase of up to 10% of the Company's share capital at the time of the resolution. The Board of Directors may exercise this authorization within five years, on one or more occasions and at any time, and subject to any conditions that it may deem appropriate. The New Shares will be issued pursuant to a share capital increase in exercise of the above authorization, for a total nominal amount of €48,154,763.75. Therefore, €12,683,819.875 nominal value of the above authorization will be outstanding, assuming the complete subscription of the New Shares.

As of the date of this Prospectus, Cellnex has issued Convertible Bonds (as defined herein) for an amount of €3,150 million, with an underlying number of Shares equivalent to approximately 12% of the Company's share capital. Any conversion at the discretion of the holders of such Convertible Bonds in the future would dilute the stake of the Company's shareholders in Cellnex's share capital at the time of the conversion. See "*Operating and Financial Review— Liquidity and capital resources–Borrowings*".

In addition, the General Shareholders' Meeting on March 29, 2021, passed a resolution approving a share capital increase by means of an in-kind contribution and the delegation of its execution to the Board of Directors, in accordance with Article 297.1.a) of the Spanish Companies Act, for the payment of a portion of the consideration for the CK Hutchison Holdings Pending Transaction in respect of the United Kingdom which is expected to be settled through the issuance and/or (if applicable) transfer of approximately €1.4 billion in new and/or treasury Shares, as applicable (with the exact number of Shares to be received by Hutchison based on the Cellnex share price at closing). The number of new Shares to be issued to Hutchison at closing of the CK Hutchison Holdings Pending Transaction in respect of the United Kingdom is expected to be of approximately 27 million Shares. Additionally, Cellnex expects to transfer such amount of treasury Shares as necessary to reach the approximately €1.4 billion consideration owed to Hutchison. The aggregate number of new Shares and/or treasury Shares to be transferred to Hutchison is subject to adjustment in case certain events relating to Cellnex's share capital occur prior to completion of the CK Hutchison Holdings Pending Transaction in respect of the United Kingdom, including, among others, issues of Shares in Cellnex by way of conferring subscription or purchase rights. Hutchison is expected to hold at closing of the CK Hutchison Holdings Pending Transaction in respect of the United Kingdom an interest of between approximately 4.4% and 6.2% in Cellnex's share capital, assuming that no adjustment events occur. Shareholders will not have preferential subscription rights in connection with such issuance, as it is a capital increase by means of in-kind contributions, pursuant to Article 304 of the Spanish Companies Act. The Shares subscribed by Hutchison in connection thereto will be subject to a 12-month lock-up on customary terms. The CK Hutchison Holdings Pending Transaction in respect of the United Kingdom is expected to be completed during 2022.

16. The price of the Shares may decline as a result of the Offering

The Offering will be in respect of 192,619,055 New Shares at a Subscription Price of €36.33 per New Share, which represents a 17.0% discount to the theoretical ex-rights price ("**TERP**") based on the closing price of the Shares on March 29, 2021. As a result, the Offering may result in a decline of the trading price of the Shares. Further, given that the trading price of the Preferential Subscription Rights depends on the price of the Shares, a significant decline in the public market trading price of the Shares would negatively affect the trading price of the Preferential Subscription Rights. In addition, there can be no assurance that the public market trading price of the Shares will not decline below the Subscription Price following holders' exercise of their Preferential Subscription Rights. Should this occur, such holders will have committed to buy the New Shares at a price above the prevailing market price of the Company's Shares, and such holders will suffer an immediate unrealized loss as a result. In addition, there can be no assurance that, following the exercise of such

Preferential Subscription Rights, holders of Preferential Subscription Rights will be able to sell their New Shares at a price equal to or greater than the Subscription Price.

17. The Offering and the value of the New Shares, the Preferential Subscription Rights and the Shares may be affected by the Coronavirus Pandemic

The uncertainty surrounding the Coronavirus Pandemic and its effects on the global economy, as of the date of this Prospectus, may increase volatility in the financial markets. The Coronavirus Pandemic could, among other effects, affect the market value and trading of the New Shares, the Preferential Subscription Rights and the Shares.

18. Eligible Shareholders and investors who exercise their Preferential Subscription Rights or who request additional New Shares during the Preferential Subscription Period will not be able to cancel their requests

Holders of Preferential Subscription Rights who exercise their Preferential Subscription Rights during the Preferential Subscription Period described herein or request for additional New Shares to be allocated during the Additional Allocation Period described herein, will not be able to revoke the subscriptions made during that period, except where a supplement to this Prospectus is published, in which case holders that have exercised their Preferential Subscription Rights to subscribe for the New Shares or requested additional New Shares to be allocated during the Additional Allocation Period will have the right, exercisable within three working days after publication of such supplement, to withdraw their subscriptions or requests, as applicable, provided that the new factor, mistake or inaccuracy to which the supplement refers arises before the closing of the offer (i.e. when the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary, which is expected to take place on April 22, 2021, the Execution Date).

In the event of termination of the Underwriting Agreement, or if the underwriting and pre-funding obligations of the Managers under the Underwriting Agreement do not come into force as a result of the failure to fulfil or waive any conditions precedent, this will be considered a significant factor which requires the publication of a supplement. In such event, holders of Preferential Subscription Rights that have exercised their Preferential Subscription Rights during the Preferential Subscription Period or requested additional New Shares to be allocated during the Additional Allocation Period will have the right, exercisable within three working days after publication of such supplement, to withdraw their subscriptions or requests, as applicable, if such significant factor arises before the closing of the offer (i.e. when the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary, which is expected to take place on April 22, 2021, the Execution Date). (See "*Plan of Distribution–Underwriting Agreement*" for more information on the events and consequences of termination of the Underwriting Agreement).

Requests for subscription of New Shares in the Discretionary Allocation Period are deemed to be firm, irrevocable and unconditional, except where a supplement to this Prospectus is published, in which case investors that have made such requests will have the right, exercisable within three business days after publication of such supplement, to withdraw subscription requests made before the publication of such supplement, provided that the new factor, mistake or inaccuracy to which the supplement refers arises before the closing of the offer (i.e. when the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary, which is expected to take place on April 22, 2021, the Execution Date) and does not relate to the termination of the Underwriting Agreement. In the event the Underwriting Agreement is terminated, the requests for subscription of New Shares in the Discretionary Allocation Period will be without effect.

19. The Company cannot assure that it will be able to implement its Shareholders' Remuneration Policy or to pay dividends (and even if able, that the Company would do so)

If there are any distributable profits, declaration of a dividend requires a resolution of the General Shareholders' Meeting upon the recommendation of the Board of Directors. In the implementation of the Company's Shareholders' Remuneration Policy (as defined herein), Cellnex is focused on distributing an annual dividend in an amount increased by 10% with respect to the dividend distributed the year before. The total dividend distributed against net profit or distributable reserves for the financial year ended December 31, 2018 was €0.09306 (€0.0535+€0.03956) gross per Share, amounting to an aggregate distribution of €24,211 thousand, and the total dividend distributed against net profit or distributable reserves for the financial year ended December 31, 2019, restated was €0.06909 gross per Share (€0.03842 + €0.03067), amounting to an aggregate distribution of €26,622 thousand. The total dividend distributed against net profit or distributable reserves for the financial year ended December 31, 2020 was €0.06655 gross per Share (€0.03067 + €0.03588), amounting to an aggregate distribution of €29,281 thousand.

However, the Company's ability to distribute dividends in an amount increased by 10% with respect to the dividend distributed the year before, depends on a number of circumstances and factors including, but not limited to, the amount of net profit attributable to the Company in any financial year, any limitations to the distribution of dividends included in the Company's financing agreements, and the Group's growth strategy. In the future, the Company may not have cash available to pay dividends in an amount increased by 10% with respect to the dividend distributed the year before or have the reserves legally required for the Company to be able to do so. Even if the Company does have adequate cash and

reserves, the Company's shareholders and Board of Directors may choose not to distribute dividends in an amount increased by 10% with respect to the dividend distributed the year before. In addition, the Company's ability to distribute dividends at all, depends on the same circumstances and factors and even if the Company does have adequate cash and reserves, the Company's shareholders and Board of Directors may choose not to distribute dividends at all.

Consequently, the Company cannot assure that it will pay a dividend in the future in compliance with the Company's Shareholders' Remuneration Policy, or that it will pay any dividend. See "*Dividend Policy*".

20. Investors in countries with currencies other than the euro are exposed to exchange rate fluctuations

The Preferential Subscription Rights and New Shares have been priced in euro on their primary trading market and any future payments of dividends on the New Shares will be denominated in euros. Any investment in Preferential Subscription Rights or New Shares by an investor whose principal currency is not the euro exposes the investor to foreign currency exchange risk. Fluctuations in the value of the euro against other currencies will affect the currency equivalent value of the price of the Preferential Subscription Rights, the New Shares or the dividends or other distributions paid on the New Shares.

21. The New Shares will not be freely transferable in the United States

Any New Shares offered and sold to investors located in the United States will be "restricted securities" (as defined in Rule 144(a)(3) under the Securities Act) and such shares may not be reoffered, resold, pledged or otherwise transferred, except: (i) outside the United States in accordance with Rule 904 under Regulation S; (ii) to a QIB in a transaction that is exempt from registration under the Securities Act and that meets the requirements of Rule 144A; (iii) pursuant to an effective registration statement under the Securities Act; (iv) in accordance with Rule 144 under the Securities Act; or (v) in another transaction not requiring registration under the Securities Act; and, in each case, in accordance with any applicable securities laws of any state of the United States or any other jurisdiction, including any applicable restrictions on foreign investment. The Preferential Subscription Rights will also be "restricted securities".

Risks related to the Hivory Acquisition

22. The Hivory Acquisition may fail to close if certain conditions precedent are not met or if none of Altice or Starlight HoldCo exercises its respective put option

Completion of the Hivory Acquisition (as defined herein) is subject to the exercise by both Altice and Starlight HoldCo (both as defined herein) of their respective put options as described herein and the satisfaction of certain conditions, some of which are not within the Group's control, and failure to satisfy such conditions may prevent, delay or otherwise materially adversely affect the completion of the Hivory Acquisition. Such conditions include the obtaining of an antitrust clearance decision by the relevant antitrust authority and the issuance of an investment control clearance decision by the French *Ministére de l'Economie* (for more information on the Hivory Acquisition see "*Operating and Financial Review–Hivory Acquisition*").

Both Altice and Starlight HoldCo, beneficiaries of the Hivory Put Option Agreement (as defined herein), have the right and not the obligation to require the Company to purchase their respective direct and indirect shareholdings in Hivory. In the event one or both beneficiaries do not exercise such options, the Hivory Put Option Agreement will be terminated with no costs, indemnities or penalty of any kind payable by or to any party, and the Hivory Acquisition will not be completed. There is no assurance that Altice and Starlight HoldCo will both exercise their respective put options, and that the Hivory Acquisition will be completed. For more information on the Hivory Put Option Agreement, see "*Operating and Financial Review–Hivory Acquisition*". Starting from February 3, 2021 and until the earlier of (i) the execution of the Hivory SPA and (ii) the expiry of a ten-month period from such date, Altice and Starlight HoldCo have irrevocably undertaken not to participate in any discussions or negotiations with any third party that could reasonably lead to any sale or transfer of all or part of Altice's and Starlight HoldCo's shareholding (direct and indirect, as applicable) in Hivory or all or part of the assets of Hivory.

As such, there is no assurance that the Hivory Acquisition will be completed or, if completed, that it will be completed on the terms described in the Hivory Transaction Agreements (as defined herein), including regarding the portfolio of wireless communications passive infrastructures owned by Hivory. For example, necessary regulatory or administrative authorizations or approvals, including antitrust approvals, may be refused or may only be granted by way of the provision of certain remedies on onerous terms, and any such refusal or imposition of remedies on onerous terms may limit the Group's ability to grow its portfolio of assets as expected or at all, or may result in significant delays and/or significant unexpected costs in relation to the Hivory Acquisition (see "*Risks related to the industry and businesses in which the Group operates–The expansion or development of the business of the Group, including through acquisitions or other growth opportunities, involves a number of risks and uncertainties that could adversely affect its operating results or disrupt its operations*" for additional information). The closing of the Offering is not conditioned on, and is expected to be consummated before, the closing of the Hivory Acquisition. Accordingly, investors who exercise Preferential

Subscription Rights or subscribe for New Shares should be willing to do so whether or not the Hivory Acquisition is completed.

If the Group fails to complete the Hivory Acquisition on the same terms as are described in the Hivory Transaction Agreements, it may not be able to obtain the expected synergies of the proposed business expansion represented by such transaction, and failure to complete the Hivory Acquisition could result in significant costs to the Company, all of which could materially and adversely affect the value of the Company's shares and the Group's expansion plans, business, prospects, results of operations, financial condition and cash flows. In the event of failure to complete the Hivory Acquisition, the Company will continue to actively evaluate suitable market opportunities to deploy the net proceeds from the Offering. For more information, see "*Use of Proceeds*".

23. Liabilities and defects may emerge that were hidden or unknown at the time of the execution of the Hivory Put Option Agreement

Prior to entering into any agreements relating to the Hivory Acquisition, the Group performed due diligence on Hivory to identify any risks, including any potential liability arising out of the business and defects of the acquired tower business. However, the Group's capacity to physically inspect the acquired towers was limited and such towers may be subject to defects or risks that were unknown at the time of the execution of the Hivory Put Option Agreement or at the time of completion of the Hivory Acquisition or were known but were not considered material.

In addition, the Group will assume all rights and liabilities attached to Hivory upon the closing of the Hivory Acquisition, including liabilities under "successor liability" doctrines in connection with employment, pension, tax, regulatory, environmental, accounting and other matters. The Group may be subject to unknown or non-disclosed liabilities or contingencies, including those resulting from tax, labor, regulatory or accounting matters, as well as new contingencies derived from past events which the Group is unaware of or could not anticipate.

To the extent that the Group failed to identify, fully quantify or assess the materiality of such risks, the Group may incur unexpected liabilities and further costs, relating to, among others, property, environmental, labor, tax or regulatory matters, as well as structural and operational defects.

The Group may be unable to adequately address any such risks and the realization of any such risks could expose the Group to unanticipated costs and liabilities and prevent or limit the Group from realizing the projected benefits of the Hivory Acquisition, which could adversely affect the Group's business, prospects, results of operations, financial condition and cash flows.

24. The Group could not independently verify the accuracy or completeness of the information on the Hivory Acquisition

The Group's analysis and risk evaluation prior to entering into any agreements relating to the Hivory Acquisition with Altice and Starlight Holdco assumed the accuracy and completeness of the information available to the Group. The Group could not independently verify the accuracy or completeness of certain of the information made available to it in the context of its due diligence procedures.

25. The Group may be unable to successfully integrate Hivory into the Group from an operational perspective

The operational integration of Hivory into the Group could prove to be difficult and complex, and the benefits and synergies from such integration may not be in line with the Group's expectations. This may imply difficulties and costs in integrating Hivory into the Group which are beyond the Group's control and exceed those foreseen at the time of the signing of the Hivory Transaction Agreements.

Difficulties may arise as a result of conflicts between control structures, procedures, standards, business cultures and policies, or compensation structures of the Group and those of Hivory, or the need to implement, integrate and harmonize diverse business operating procedures and financial, accounting, reporting, information technology and other systems, which could adversely affect the Group's ability to maintain relationships with Hivory's customers, employees, suppliers and other business partners following the acquisition.

There is also an integration risk related to the commercialization of the space where the sites operated by Hivory are located, as well as in connection with the transition of the payments, the retention of existing customers on sites operated by Hivory, including obtaining the necessary prior consents to assign the relevant service agreements and the maintenance of the Group's standards, controls, procedures and policies with regards to towers operated by Hivory.

The Group may also face the risk of failing to efficiently and effectively integrate the new assets into the Group's existing business or to use such assets to their full capacity. The Group expects to successfully combine both businesses; however, in the event it cannot reach its objectives within the anticipated timeframe, or at all, or if the underlying assumptions for its expectations prove to be incorrect, the anticipated benefits and cost savings of the Hivory Acquisition may not be fully realized, which could materially and adversely affect the Group's business and the value of the Company's shares, prospects, results of operations, financial condition and cash flows.

Additionally, the significant demands on the attention of the Group's management arising from the integration of Hivory could result in other areas of the Group's business not receiving the attention they require, which could have an adverse effect on its business. If the Group is unable to manage the expanded organization efficiently, this could result in a loss of market share and of key customers, in addition to any other difficulties that could arise if full integration of assets and resources of Hivory is not achieved, which could have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows.

DECLARATION OF RESPONSIBILITY AND COMPETENT AUTHORITY

Declaration of responsibility

Mr. José Manuel Aisa Mancho, Corporate Finance & M&A Director of Cellnex, acting in the name and on behalf of the Company as duly empowered representative of the Company by means of the resolution of the Company's Board of Directors of March 29, 2021, accepts responsibility for the information contained in this Prospectus. To the best of his knowledge, the information contained in this Prospectus is in accordance with the facts and it makes no omission likely to affect its import.

Competent authority

(a) This Prospectus has been approved by the CNMV, as competent authority under the Prospectus Regulation, on March 30, 2021.

(b) The CNMV only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation.

(c) Such approval should not be considered as an endorsement of Cellnex and the quality of the securities that are the subject of this Prospectus.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

This Prospectus incorporates by reference financial statements that have been prepared in accordance with the International Financial Reporting Standards ("**IFRS**") adopted by the EU ("**IFRS-EU**").

Consolidated financial statements

The following documentation is incorporated by reference in this Prospectus: (i) the Company's annual audited consolidated financial statements as of and for the financial year ended December 31, 2020 (which include unaudited restated comparative financial information as of and for the financial year ended December 31, 2019) (the "**2020 Audited Consolidated Financial Statements**"), (ii) the Company's annual audited consolidated financial statements as of and for the financial year ended December 31, 2019 (which include unaudited comparative financial information as of and for the financial year ended December 31, 2018) (the "**2019 Audited Consolidated Financial Statements**"), and (iii) the Company's annual audited consolidated financial statements as of and for the financial year ended December 31, 2018 (which include unaudited restated comparative financial information as of and for the financial year ended December 31, 2017) (the "**2018 Audited Consolidated Financial Statements**", and together with the 2019 Audited Consolidated Financial Statements and the 2020 Audited Consolidated Financial Statements, the "**Financial Statements**").

The Financial Statements are accompanied by the respective consolidated directors' reports including their respective annexes. The Financial Statements have been audited by Deloitte, S.L. ("**Deloitte**"). The respective auditors' reports on the Financial Statements were unqualified. The Financial Statements have been translated from Spanish to English, and in case of any discrepancy between the English version and the Spanish version, the Spanish version shall prevail. The above documentation is also incorporated by reference in this Prospectus.

The Financial Statements have been prepared in accordance with IFRS-EU. For more information on the basis of presentation of the financial information included herein, see Note 2 to each of the Financial Statements.

The financial information as of and for the year ended December 31, 2019 which is included in the 2020 Audited Consolidated Financial Statements as comparative unaudited financial information has been restated in accordance with IFRS 3 as a result of the completion of the purchase price allocation for certain acquisitions (see –"*Matters arising from the completion of the business combinations completed in the year ended December 31, 2019*" for more detailed information on this restatement).

Investors are strongly cautioned that the consolidated directors' reports contain information as of various historical dates and do not contain a full description of the Company's business, affairs or results. The information contained in the consolidated directors' reports has not been prepared for the specific purpose of this Prospectus. Accordingly, the consolidated directors' reports should be read together with the other portions of this Prospectus, and in particular the sections of this Prospectus entitled "*Risk factors*" and "*Operating and Financial Review*". Furthermore, the consolidated directors' reports include certain forward-looking statements that are subject to inherent uncertainty (see "*Forward-looking statements*" below). The consolidated directors' reports accompanying the Financial Statements have not been audited by Deloitte, although, as described in the auditors' reports, Deloitte has reviewed the consistency of the information presented therein with regards to the information contained in each of the respective Financial Statements.

See "*Additional Information–Documents on display*" for further information on certain documents of the Company.

Matters arising from the completion of the business combinations completed in the year ended December 31, 2019

All of (i) the consolidated balance sheet as of December 31, 2019 and (ii) each of the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in net equity and the consolidated statement of cash flows for the year ended December 31, 2019; which are all included in the 2020 Audited Consolidated Financial Statements as comparative unaudited financial information to the financial information as of and for the year ended December 31, 2019, have been restated, in accordance with IFRS 3, as a result of the completion of the purchase price allocation for the Iliad France Acquisition, the Iliad Italy Acquisition, the Swiss Infra Acquisition and the Cignal Acquisition (all as defined herein), and thus the financial information presented therein as of dates prior to December 31, 2020 and for periods prior to the year ended December 31, 2020, is comparable with the financial information presented in the 2020 Audited Consolidated Financial Statements as of and for the year ended December 31, 2020.

The reconciliation of the key figures of the Group's consolidated balance sheet, consolidated statement of changes in net equity, consolidated income statement and consolidated statement of cash flows for the year ended December 31, 2019, obtained before and after the completion of the purchase price allocation for the acquisitions mentioned above, is shown below.

Consolidated balance sheet as of December 31, 2019

	December 31, 2019 (audited)	Impact of IFRS 3 (unaudited)	December 31, 2019 (unaudited) (restated)
		(in thousands of €)	
Assets			
Non-current assets:			
Property, plant and equipment	2,986,142	(86,603)	2,899,539
Goodwill	1,486,410	(195,407)	1,291,003
Other intangible assets	4,251,825	343,795	4,595,620
Right-of-use assets	1,251,117	(11,404)	1,239,713
Investments in associates	2,832	-	2,832
Financial investments	146,909	(6,000)	140,909
Trade and other receivables	18,427	-	18,427
Deferred tax assets	136,581	(2,858)	133,723
Total non-current assets	**10,280,243**	**41,523**	**10,321,766**
Current assets:			
Inventories	2,149	-	2,149
Trade and other receivables	365,083	(4)	365,079
Receivables from associates	84	-	84
Financial investments	2,015	-	2,015
Cash and cash equivalents	2,351,555	-	2,351,555
Total current assets	**2,720,886**	**(4)**	**2,720,882**
Total assets	**13,001,129**	**41,519**	**13,042,648**

	December 31, 2019 (audited)	Impact of IFRS 3 (unaudited)	December 31, 2019 (unaudited) (restated)
		(in thousands of €)	
Equity and liabilities			
Equity			
Share capital and attributable reserves			
Share capital	96,332	-	96,332
Treasury Shares	(4,222)	-	(4,222)
Share premium	3,886,193	-	3,886,193
Reserves	191,871	(12)	191,859
Profit for the year	(9,245)	68	(9,177)
Equity attributable to owners of the parent	**4,160,929**	**56**	**4,160,985**
Non-controlling interests	889,907	(263)	889,644
Total net equity	**5,050,836**	**(207)**	**5,050,629**
Liabilities			
Bank borrowings and bond issues	5,093,696	-	5,093,696
Lease liabilities	944,529	(11,194)	933,335
Derivative financial instruments	3,593	-	3,593
Provisions and other liabilities	401,720	24	401,744
Employee benefit obligations	17,972	-	17,972
Deferred tax liabilities	827,860	53,904	881,764
Total non-current liabilities	**7,289,370**	**42,734**	**7,332,104**
Bank borrowings and bond issues	48,426	-	48,426
Lease liabilities	207,498	(645)	206,853
Employee benefit obligations	22,975	-	22,975
Payables to associates	25	-	25
Trade and other payables	381,999	(363)	381,636
Total current liabilities	**660,923**	**(1,008)**	**659,915**
Total net equity and liabilities	**13,001,129**	**41,519**	**13,042,648**

Consolidated income statement for the year ended December 31, 2019

	December 31, 2019 (audited)	Impact of IFRS 3 (unaudited)	December 31, 2019 (unaudited) (restated)
		(in thousands of €)	
Services	1,000,023	-	1,000,023
Other operating income	30,822	-	30,822
Operating income	**1,030,845**	-	**1,030,845**
Staff costs	(144,171)	-	(144,171)
Other operating expenses	(243,387)	-	(243,387)
Change in provisions	154	-	154
Losses on fixed assets	(135)	-	(135)
Depreciation and amortisation	(500,814)	(1,027)	**(501,841)**
Operating profit	**142,492**	**(1,027)**	**141,465**
Financial income	1,254	-	1,254
Financial costs	(127,430)	-	(127,430)
Interest expense on lease liabilities	(70,408)	645	(69,763)
Net financial profit/(loss)	**(196,584)**	**645**	**(195,939)**
Profit of companies accounted for using the equity method	82	-	82
Profit/(loss) before tax	**(54,010)**	**(382)**	**(54,392)**
Income tax	35,507	193	35,700
Consolidated net profit (loss)	**(18,503)**	**(189)**	**(18,692)**
Attributable to non-controlling interests	(9,258)	(257)	(9,515)
Net profit attributable to Cellnex	**(9,245)**	**68**	**(9,177)**
Earnings per share (Basic)	(0.03)	-	(0.03)
Earnings per share (Diluted)	(0.03)	-	(0.03)

Consolidated statement of changes in net equity for the year ended December 31, 2019

Total Net Equity as of December 31, 2019(*)	Share capital	Treasur y Shares	Share premium	Reserves	Profit for the year	Non-controlling interests	Net equity
				(in thousands of €)			
Net Equity before IFRS 3 impact	**96,332**	**(4,222)**	**3,886,193**	**191,871**	**(9,245)**	**899,907**	**5,050,836**
Impact of IFRS 3	-	-	-	(12)	68	(263)	(207)
Net Equity after IFRS 3 impact	**96,332**	**(4,222)**	**3,886,193**	**191,859**	**(9,177)**	**889,644**	**5,050,629**

(*) The amounts for the adjustments to equity are shown net of the related tax effects, if any, including the amounts both for fully consolidated companies as well as for those accounted for using the equity method, as applicable.

Consolidated statement of cash flows for the year ended December 31, 2019

	December 31, 2019 (audited)	Impact of IFRS 3 (unaudited)	December 31, 2019 (unaudited) (restated)
		(in thousands of €)	
Profit/(loss) for the year before tax	(54,010)	(382)	(54,392)
Adjustments to profit			
Depreciation and amortization	500,814	1,027	501,841
Gains/(losses) on derecognition and disposals of non-current assets	135	-	135
Change in provisions	(154)	-	(154)
Interest and other income	(1,254)	-	(1,254)
Interest and other expenses	197,838	(645)	197,193
Share of results of companies accounted for using the equity method	(82)	-	(82)
Other income and expenses	2,290	-	2,290
Changes in current assets/current liabilities			
Inventories	1,715	-	1,715

	December 31, 2019	Impact of IFRS 3	December 31, 2019
	(audited)	(unaudited)	(unaudited) (restated)
		(in thousands of €)	
Trade and other receivables	(61,334)	-	(61,334)
Other current assets and liabilities	59,520	-	59,520
Cash flows generated by operations			
Interest paid	(147,932)	-	(147,932)
Interest received	599	-	599
Income tax received / (paid)	(25,262)	-	(25,262)
Current provisions and employee benefit obligations	(53,326)	-	(53,326)
Total net cash flows from operating activities (I)	**419,557**	**-**	**419,557**
Business combinations and changes in the scope of consolidation	(3,059,586)	-	(3,059,586)
Purchases of property, plant and equipment and intangible assets	(894,224)	-	(894,224)
Non-current financial investments	(3,235)	-	(3,235)
Dividends received	-	-	-
Total net cash flows from investing activities (II)	**(3,957,045)**	**-**	**(3,957,045)**
Acquisition of treasury Shares	-	-	-
Issue of equity instruments	3,683,375	-	3,683,375
Proceeds from issue of bank borrowings	1,656,330	-	1,656,330
Bond issue	1,026,032	-	1,026,032
Repayment and redemption of bank borrowings	(651,344)	-	(651,344)
Repayment of bond issues and other loans	(62,835)	-	(62,835)
Net repayments of other borrowings	(26,978)	-	(26,978)
Net payment of lease liabilities	(174,151)	-	(174,151)
Dividends paid	(26,620)	-	(26,620)
Dividends to non-controlling interests	(808)	-	(808)
Others	109	-	109
Total net cash flows from financing activities (III)	**5,423,110**	**-**	**5,423,110**
Foreign exchange differences	10,063	-	10,063
Net (decrease) / increase in cash and cash equivalents from continuing operations (I)+(II)+(III)	**1,895,685**	**-**	**1,895,685**
Cash and cash equivalents at beginning of year	455,870	-	455,870
Cash and cash equivalents at year-end	**2,351,555**	**-**	**2,351,555**

Segment reporting

The Group's segment information included in its Financial Statements is presented in accordance with the disclosure requirements set forth in IFRS 8, Operating Segments. This information is structured, firstly, following a geographic distribution and, secondly, by business segment.

The Company has expanded its business in Europe and its strategic objectives include the continuation of this growth initiative through the acquisition of assets and businesses, along with other growth opportunities both in the countries in which the Company' is currently present and others. In this regard, as the Company continues to acquire sites in existing markets and is continuing to expand into new ones, its management analyzes the results of operations by geographical location.

In addition, the Company has organized its business in three different customer-focused segments, supported by an operations division and central corporate functions: (i) Telecom Infrastructure Services; (ii) Broadcasting Infrastructure; and (iii) Other Network Services.

Presentation of line items

The nomenclature used for certain line items included in the Financial Statements incorporated by reference in this Prospectus varies in the periods presented herein. Unless otherwise indicated, the Company has used the nomenclature used in the 2020 Audited Consolidated Financial Statements and accompanying consolidated directors' report.

Alternative performance measures

In addition to the financial information presented herein and prepared under IFRS-EU, the Company has included in this Prospectus certain alternative performance measures as defined in the guidelines issued by the European Securities and Markets Authority ("**ESMA**") on October 5, 2015 on alternative performance measures (the "**ESMA Guidelines**" and the "**APMs**"). The Group believes that the presentation of the APMs included herein complies with the ESMA Guidelines.

The Company has presented these APMs, which are unaudited, as supplemental information because they are used by the Group's management in making financial, operational and planning decisions and provide useful financial information that should be considered in addition to the financial statements prepared in accordance with the applicable accounting regulations (IFRS-EU), in assessing the Group's performance. In addition, Cellnex believes that the APMs presented herein may contribute to a better understanding of its results of operations by providing additional information on what the Company considers to be some of the drivers of its financial performance and because these APMs are in line with the main indicators used by the majority of the community of analysts and investors in the capital markets.

APMs are not defined under IFRS-EU, and should not be considered in isolation and may be presented on a different basis than the financial information included in the Financial Statements. In addition, they may differ significantly from similarly titled information reported by other companies, and may not always be comparable.

Prospective investors are cautioned not to place undue reliance on these measures, which should be considered as supplemental to, and not a substitute for, the financial information prepared in accordance with IFRS-EU included herein. The APMs included herein have not been audited by the Company's auditors or by any independent expert. The definition and determination of the APMs included herein are disclosed in the accompanying consolidated directors' reports to each of the Financial Statements, and their calculation has been validated by Deloitte.

Some of the limitations of these APMs are:

- they may not reflect the Company's cash expenditures or future requirements for capital expenditures or contractual commitments;
- they may not reflect changes in, or cash requirements for, the Company's working capital needs;
- they do not reflect the significant interest expense, or the cash requirements necessary, to service interest or principal payments, on the Company's debt;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often need to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements that would be required for such replacements;
- some of the exceptional items that are eliminated in calculating Adjusted EBITDA reflect cash payments that were made, or will be made in the future; and
- the fact that other companies in the industry may calculate Adjusted EBITDA differently than the Company does, which limits their usefulness as comparative measures.

As a result of the limitations of these APMs, investors are cautioned not to place undue reliance on these measures. Such measures should be reviewed by investors in conjunction with the section titled "*Operating and Financial Review*".

Rounding

Certain financial information contained in this Prospectus has been rounded. For this reason, in some cases, the sum of the figures in a given column may not conform exactly to the total figure presented in that same column. Figures that are represented in percentages in this Prospectus have not been calculated on the basis of rounded figures, but rather on those values prior to rounding.

Market and industry data

This Prospectus includes market share and industry data, which the Group has obtained from industry publications and surveys, industry reports prepared by governments, regulators, consultants, internal surveys and customer feedback. Market and industry data is principally based on, where available, official government or industry bodies. In particular, the Group has included the latest available market and industry data from the following third-party sources, among others: (i) ABI Research; (ii) Arthur D. Little; (iii) Cisco VNI Index; and (iv) the CNMC.

All third-party information, as outlined above has, to the Group's knowledge, been accurately reproduced and, as far as the Group is aware and has been able to ascertain, no facts have been omitted which would render the reproduced information inaccurate or misleading. The Group believes that this third-party market and industry data, to the extent quoted or referred to herein, are reliable. However, as the Group does not have access to all of the facts and assumptions underlying such market and industry data, the Group has not independently verified the information and cannot guarantee its accuracy or completeness.

In addition, in cases where third-party data does not cover the market or type of service or product, third-party data is not available or when the Group's operations constitute the majority of the market in a specific geography, the Group has included certain market and industry data reflecting its management's best estimates based upon information obtained from regulators, trade and business organizations and associations, consultants and other contacts within the industries in

which the Group operates as well as its senior management team's business experience and experience in the industry. For example, certain market share information and other statements presented herein regarding the Group's position relative to its competitors are not based on published statistical data or information obtained from independent third parties, but reflects its best estimates. The Group has based these estimates upon information obtained from its customers, trade and business organizations and associations and other contacts in the respective industries in which the Group operates.

Elsewhere in this Prospectus, statements regarding the Telecom Infrastructure Services, Broadcasting Infrastructure and Other Network Services segments, the position in the respective industries and geographies in which the Group operates, its market share and the respective market shares of various industry participants are based solely on its experience, its internal studies and estimates, and its own investigation of market conditions.

Any and all of the information set forth in this Prospectus relating to the operations, financial results or market share of the Group's competitors has been obtained from information made available to the public in such companies' publicly available reports and independent research, as well as from the Group's experience, internal studies, estimates and investigation of market conditions.

The Group believes that these internal surveys and market and industry estimates, to the extent included in this Prospectus, are reliable, but the Group has not independently verified this information and cannot guarantee its accuracy or completeness. The Group cannot assure you that any of the assumptions that it has made in compiling this data are accurate or correctly reflect its position in its markets or other matters relating to its business.

Forward-looking statements

This Prospectus (including the information incorporated by reference in this Prospectus) includes forward-looking statements that reflect the Group's intentions, beliefs or current expectations and projections about the Group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies, plans, opportunities, trends and the market in which the Group operates. The Group has tried to identify these and other forward-looking statements by using the words "may", "could", "will", "would", "should", "expect", "intend", "estimate", "anticipate", "guidance", "project", "future", "potential", "believe", "seek", "plan", "aim", "expect", "objective", "goal", "project", "strategy", "target", "continue", "run-rate" metrics or indications and similar expressions or their negatives. These forward-looking statements are based on numerous assumptions regarding the Group's present and future business and the environment in which the Group expects to operate in the future. Forward-looking statements may be found in the sections of this Prospectus entitled "*Risk Factors*", "*Operating and Financial Review*", "*Industry Overview*" and "*Business*" and elsewhere in this Prospectus (including the information incorporated by reference in this Prospectus, such as the consolidated directors' reports that accompany the Financial Statements).

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions and other factors that could cause the Group's actual business, results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies, plans or opportunities, as well as those of the markets the Group serves or intends to serve, to differ materially from those expressed in, or suggested by, these forward-looking statements. Investors should read the section entitled "*Risk Factors*" (including the information referred to in such section) and the description of the Group's segments in the section entitled "*Business*" for a more complete discussion of the factors that could affect the Group.

In light of these risks, uncertainties and assumptions, the forward-looking events described in this Prospectus may not occur. Additional risks that the Group may currently deem immaterial or that are not presently known to the Group could also cause the forward-looking events discussed in this Prospectus not to occur. These forward-looking statements speak only as of the date of this Prospectus. Except as otherwise required by Spanish, U.S. federal and other applicable securities law and regulations and by any applicable stock exchange regulations, the Group undertakes no obligation to update publicly or revise publicly any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason after the date of this Prospectus. Given the uncertainty inherent in forward-looking statements the Group cautions prospective investors not to place undue reliance on these statements.

THE OFFERING

General

The Offering will be in respect of 192,619,055 New Shares at a Subscription Price of €36.33 per New Share (nominal amount of €0.25 plus a premium of €36.08).

The New Shares will be Shares with a nominal value of twenty-five euro cents (€0.25) each, all of the same class and series as the Shares, represented in book-entry form and registered in the accounting records of Iberclear, with registered office at Plaza de la Lealtad 1, 28014, Madrid, and of its participant entities (the "**Participant Entities**"). The Shares are listed on the Spanish Stock Exchanges and are quoted on the AQS.

The New Shares will be issued pursuant to:

(i) the resolution adopted by the ordinary General Shareholders' Meeting of the Company, on March 29, 2021, authorizing the Board of Directors, in accordance with Article 297.1.b) of the Spanish Companies Act, to increase through cash contributions its share capital without previously convening the General Shareholders' Meeting on one or more occasions and at any time, within a period of five years, by up to half of the Company's share capital as of the date of the resolution (i.e. €60,838,583.625 nominal value). This authorization includes the power to exclude preferential subscription rights with respect to a share capital increase of up to 10% of the Company's share capital at the time of the resolution; and

(ii) the resolution of the Company's Board of Directors of March 29, 2021, approving the use of the authorization granted to the Board of Directors referred to in (i) above, to increase the share capital of Cellnex through the issue and placement into circulation of the New Shares. The capital increase has been agreed to be carried out with Preferential Subscription Rights in favor of Cellnex's shareholders. The possibility of an incomplete subscription (*suscripción incompleta*) has been expressly foreseen. The New Shares will be issued for a total nominal amount of €48,154,763.75. Therefore, €12,683,819.875 nominal value of the authorization referred to in (i) above will be outstanding, assuming the complete subscription of the New Shares.

The Shares are, and the New Shares will be, subject to the provisions of Spanish legislation and, particularly, the provisions of the Spanish Companies Act and the restated text of the Securities Market Act approved by Royal Legislative Decree 4/2015, dated October 23 (*texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*) (the "**Securities Market Act**"), and applicable implementing regulations. The Offering, including the exercise of Preferential Subscription Rights, the request for additional New Shares and subscription requests for Rump Shares shall be governed and interpreted in accordance with Spanish legislation. By exercising Preferential Subscription Rights or submitting requests for additional New Shares or subscription requests for Rump Shares, shareholders and investors irrevocably and unconditionally accept that the Courts and Tribunals of the city of Madrid shall have exclusive jurisdiction to resolve any disputes that might arise in relation to the Offering.

The ISIN code of the Shares is ES0105066007. The National Numbering Agency, an entity within the CNMV, has assigned the provisional ISIN code ES0605066937 to the Preferential Subscription Rights and the provisional ISIN code ES0105066049 to the New Shares. Once the New Shares are listed, the New Shares and the Shares will trade under the same ISIN code.

As of December 31, 2020 the net asset value per Share amounted to €18.4 per Share.

General terms of the Offering

The Company is granting Preferential Subscription Rights to Eligible Shareholders. Each Share held by the Eligible Shareholders entitles its holder to receive one Preferential Subscription Right. The exercise of 48 Preferential Subscription Rights entitles the exercising holder to subscribe for 19 New Shares against payment of the Subscription Price in cash.

The Subscription Price, which must be paid in euros, is €36.33 per New Share. The Subscription Price represents an implied discount of 17.0% on the theoretical ex-rights price (TERP) (€43.75 per Share based on the Share's closing price of €46.68 as of March 29, 2021).

The Offering, if all the New Shares are fully subscribed, will result in an increase of 192,619,055 issued Shares from 486,708,669 Shares to 679,327,724 Shares, corresponding to an increase of 39.58% before the Offering and an increase of 28.35% following the Offering.

Eligible Shareholders who do not participate in the Offering will have their ownership interest diluted. If an Eligible Shareholder does not subscribe New Shares in the percentage corresponding to it as a result of its Preferential Subscription Rights, and assuming that the New Shares are fully subscribed by third parties, the ownership interest of such Eligible Shareholder will be diluted by 28.35%.

The expenses charged to the holders of Preferential Subscription Rights will be those determined by their Participant Entity. The Participant Entities will charge, if applicable, fees in relation to the acquisition or transfer of Preferential Subscription Rights as well as, if applicable, any fees for the custody of the New Shares, all in accordance with the tariff brochures published by the Participant Entities, which are available at the Bank of Spain and the CNMV.

Preferential Subscription Rights

The Offering provides Eligible Shareholders with Preferential Subscription Rights to subscribe for New Shares in order to, among other things, maintain their current level of ownership in the Company, if they so choose. The Preferential Subscription Rights are options to subscribe for and purchase the New Shares and may be sold, subject to applicable laws and the restrictions set forth herein, to third parties, which the Company refers to as purchasers of Preferential Subscription Rights. In accordance with Article 306.2 of the Spanish Companies Act, the Preferential Subscription Rights will be freely transferable on the same terms as the New Shares in respect of which they are exercisable and will be tradable on the Spanish Stock Exchanges. Eligible Shareholders may, therefore, subscribe for New Shares at the Subscription Price, sell their Preferential Subscription Rights through banks or brokers in Spain, subject, in each case, to applicable laws and the restrictions set forth herein, or a combination of both. The Preferential Subscription Rights to subscribe for New Shares offered hereby do not have an established trading market. Although the Preferential Subscription Rights offered hereby will be admitted to listing on the Spanish Stock Exchanges for trading through the AQS during the Preferential Subscription Period described herein, the Company cannot assure holders of Preferential Subscription Rights that an active trading market will develop for these rights on Spanish Stock Exchanges or that any over-the-counter trading market in the Preferential Subscription Rights will develop or that there will be sufficient liquidity for such rights during such period.

Pursuant to Article 304 of the Spanish Companies Act, Eligible Shareholders may exercise, during the Preferential Subscription Period, their right to subscribe a number of New Shares in proportion to the nominal value of the Shares they hold. Eligible Shareholders who do not fully exercise their Preferential Subscription Rights during the Preferential Subscription Period described herein in the percentage to which their Preferential Subscription Rights entitle them will have their equity interest diluted by approximately 28.35% with respect to their interest in the Company's share capital on the record date (the date on which those persons or entities registered in Iberclear as shareholders become Eligible Shareholders), assuming all of the New Shares are subscribed for in full by other Eligible Shareholders or third parties. Even where an Eligible Shareholder sells unexercised Preferential Subscription Rights prior to the expiration of the Preferential Subscription Period, the consideration received by such Eligible Shareholder may not be sufficient to fully compensate such Eligible Shareholder for the dilution of its percentage ownership of the Shares that may result from the Offering. Furthermore, after the Preferential Subscription Period ends, Preferential Subscription Rights that have not been exercised will expire and holders that have not exercised those Preferential Subscription Rights will not receive compensation for any expired Preferential Subscription Rights.

Cellnex owns, directly, 92,062 treasury Shares, representing approximately 0.02% of its share capital, as of the date hereof. Pursuant to Article 148 of the Spanish Companies Act, directly held treasury shares do not generate Preferential Subscription Rights. The rights that would have accrued to these treasury Shares, accrue directly to the other shareholders. So as not to alter the calculation of the Preferential Subscription Rights needed for the subscription of the New Shares, Cellnex shall hold, directly, the same number of treasury Shares from the registration date of this Prospectus until the end of the Preferential Subscription Period.

The calculations performed to determine the number of Preferential Subscription Rights necessary in order to subscribe the New Shares are included below:

- Total number of Shares prior to the Offering: 486,708,669.
- Number of directly held treasury Shares as of the date hereof: 92,062.
- Number of Shares with Preferential Subscription Rights: 486,616,560 (excluding also 47 Preferential Subscription Rights, which one member of the Company's management team has undertaken not to exercise nor to sell in order to allow for the exchange ratio agreed for the Offering to consist of whole numbers).
- Number of New Shares: 192,619,055.

Based on the value of each Share prior to the Offering, amounting to €46.68 per Share (the closing price per Share on the Spanish Stock Exchanges on March 29, 2021), the underlying carrying amount of the Preferential Subscription Rights would be €2.93 which is the result of applying the following formula:

$$UCA = \frac{(CPS - SPE) \times NSI}{PNS + NSI}$$

Where:

UCA: Underlying carrying amount of the Preferential Subscription Rights.

CPS: Closing price per Share on the AQS on March 29, 2021 (i.e. €46.68 per Share).

SPE: Subscription price per Share (€36.33).

PNS: Number of Shares prior to the Offering (486,708,669 Shares).

NSI: Number of Shares to be issued (192,619,055 Shares).

However, Preferential Subscription Rights will be freely traded and it is therefore impossible to anticipate the future market value of these rights.

New Shares

The issue of the New Shares will be governed by, and construed in accordance with, Spanish law. The issue and Admission of the New Shares does not require any authorization or administrative pronouncement other than the general provisions on the CNMV's approval and registration of this Prospectus, and the registration of the public deed of capital increase with the Commercial Registry of Madrid, according to the provisions established in the Securities Market Act and its implementing regulations, and the Spanish Companies Act.

The Shares are listed on the Spanish Stock Exchanges and are quoted on the AQS under the symbol "CLNX". The bylaws of the Company do not contain any restrictions on the free transferability of the Shares. However, the acquisition, exercise and holding of Preferential Subscription Rights and Shares by an investor may be affected by legal or regulatory requirements of its own jurisdiction, which may include restrictions on the free transferability of such securities. Investors should consult their own advisors prior to making any investment in the Preferential Subscription Rights and/or the New Shares. Pursuant to the Offering, the Company is offering New Shares that are fungible with the Company's outstanding Shares as of the date of this Prospectus. The New Shares will be listed on the Spanish Stock Exchanges and quoted on the AQS. The owners of the New Shares will be able to liquidate their investment through its sale on the respective trading markets. However, liquidity problems could arise and sell orders may not be promptly matched by adequate buy orders.

There are no special regulations on mandatory takeover bids or squeeze-out and sell-out rules with respect to the Shares, except those deriving from regulations on public takeover bids set down in the Securities Market Act and its implementing regulations (currently, Royal Decree 1066/2007, of July 27, on public takeover bids).

The Company expects the New Shares issued in the Offering to start trading on the Spanish Stock Exchanges from on or about April 27, 2021. When issued, the New Shares will enjoy the same economic and voting rights and will rank *pari passu* with the Shares.

In particular, holders of the New Shares will have the following rights, in the terms foreseen in the bylaws of Cellnex and, as the case may be, in the applicable legislation:

(a) Dividend rights:

- Date or dates on which dividend rights accrue: the New Shares will grant their owners the right to participate in the distribution of corporate earnings and net assets resulting from liquidation under the same conditions as the Shares. The New Shares will give shareholders a right to participate in the dividends, remuneration and any other form of distribution that Cellnex might agree or pay to its shareholders from the date on which the Offering is declared to be subscribed and paid up (expected to be on April 22, 2021) (the "**Execution Date**").
- Time limit after which entitlement to dividend lapses and person in whose favor the lapse operates: according to Article 947 of the Spanish Commercial Code, the right to receive payment of an already declared and paid out dividend lapses and reverts to the Company if it is not claimed within five years from the date it becomes payable.
- Dividend restrictions and procedures for non-resident holders: the Company is not aware of any legal restrictions in Spain on the collection of dividends by non-resident holders, without prejudice to any withholdings which may be required under the Non-resident Income Tax, approved by Royal Legislative Decree 5/2004 of March 5, 2004, as amended (*Impuesto sobre la Renta de No Residentes*).
- Rate of dividend or method for its calculation, periodicity and cumulative or non-cumulative nature of payments: as with the currently outstanding Shares, the New Shares will not give their holders any right to receive a minimum dividend. Therefore, the right to a dividend for these shares shall only arise from the moment that the General Shareholders' Meeting or Board of Directors, as the case may be, agrees a distribution of earnings.

(b) Voting rights:

The New Shares will be Shares with voting rights. Their owners will be entitled to attend and vote at any General Shareholders' Meeting, and also to contest corporate resolutions, as provided for under the general regime of the Spanish Companies Act, but subject to the provisions set forth under the bylaws of Cellnex, and the applicable law, as the case may be, as set out below.

With regard to the right to attend any General Shareholders' Meeting, the Company's bylaws establish that shareholders holding at least 100 Shares who are duly registered in the book-entry records maintained by Iberclear and its Participant Entities at least five days prior to the day on which a General Shareholders' Meeting is scheduled may, in the manner provided in the notice for such meeting, attend and vote at such meeting.

The Company's shareholders may be represented by another person, whether another shareholder or not. The bylaws of Cellnex do not establish any restrictions on the maximum number of votes which a given shareholder or companies belonging to the same group may cast. The attendees at the General Shareholders' Meeting are entitled to one vote for every Share held.

Notwithstanding the above, in certain circumstances mandatory restrictions on voting may be applicable to the Shares to the extent the holders thereof may be affected by certain conflicts of interest as provided for under article 190.1 of the Spanish Companies Act.

(c) Preferential rights in offers for subscription of securities of the same class:

Pursuant to the Spanish Companies Act, all Shares grant their holders a preferential subscription right in capital increases with issue of new shares (ordinary and preferential), charged against cash contributions, and in the issue of bonds convertible into Shares, except in the event of the total or partial exclusion of such preferential subscription rights as provided for under Articles 308, 504, 505 and 506 (for capital increases), and 417 and 511 (for issues of convertible bonds) of the Spanish Companies Act.

Holders of Shares are also entitled to the free allocation right set forth in the Spanish Companies Act in the case of increases in the fully-paid up share capital of the Company.

(d) Right to share in the issuer's profits:

All of the Shares grant their owners the right to share in the Company's profits, in proportion to their nominal value.

(e) Rights to share in any surplus in the event of liquidation:

The New Shares will be Shares of the Company, and belong to the same class and series as the Shares currently outstanding. Therefore, the New Shares will grant the right, from the Execution Date, to share in any surplus resulting from liquidation, in the same terms and conditions as the currently outstanding Shares, pursuant to the Spanish Companies Act and the Company's bylaws.

Expected timetable of principal events

The summary timetable set forth below lists certain important dates relating to the Offering:

Principal event	On or about
Approval of this Prospectus by the CNMV	March 30, 2021
Filing of regulatory information notice announcing the registration of the Prospectus with the CNMV and estimated date of the commencement and end of the Preferential Subscription Period	March 30, 2021
Announcement of the Offering in the BORME and last trading date of Shares "with rights"	March 31, 2021
Commencement of the Preferential Subscription Period and the period to request New Shares to be allocated (if applicable) during the Additional Allocation Period	April 1, 2021
First trading date of the Shares without rights (ex-date) and first date of trading of the Preferential Subscription Rights	April 1, 2021
Record Date (the date on which those persons or entities registered in Iberclear as shareholders become Eligible Shareholders)	April 6, 2021
End of trading of the Preferential Subscription Rights (guaranteed participation date)	April 15, 2021
End of the Preferential Subscription Period and the period to request New Shares to be allocated (if applicable) during the Additional Allocation Period	April 15, 2021
Additional Allocation Period (if applicable)	April 21, 2021
Filing of regulatory information notice announcing results of the Preferential Subscription Period and Additional Allocation Period (if applicable)	April 21, 2021
Commencement of the Discretionary Allocation Period (if applicable)	April 21, 2021
End of the Discretionary Allocation Period (if applicable)	April 22, 2021
Filing of regulatory information notice announcing results of the Offering and number of New Shares subscribed for in each period (if applicable)	April 22, 2021
Payment by the Participant Entities to the Agent Bank of the New Shares subscribed for during the Preferential Subscription Period and Additional Allocation Period (if applicable)	April 22, 2021
Payment (pre-funding) by the Pre-Funding Banks of the New Shares subscribed for in the Discretionary Allocation Period (if applicable)	April 22, 2021
Approval of the resolution regarding the capital increase	April 22, 2021
Granting of the notarized deed of capital increase before a public notary (Execution Date)	April 22, 2021
Registration with the Commercial Registry of the notarized deed of capital increase	April 23, 2021
Filing of regulatory information notice announcing registration of notarized deed of capital increase with the Commercial Registry	April 23, 2021
Registration of the New Shares with Iberclear	April 23, 2021
Admission to listing and trading of the New Shares by the CNMV and the Spanish Stock Exchanges	April 26, 2021

Principal event	On or about
Execution of the Special Transaction for the transfer of Rump Shares allocated during the Discretionary Allocation Period (if applicable)........	April 26, 2021
Expected commencement of trading of the New Shares on the Spanish Stock Exchanges	April 27, 2021
Settlement date of the Special Transaction for the transfer of Rump Shares allocated during the Discretionary Allocation Period (if applicable)........	April 28, 2021

The specific dates for actions to occur in connection with the Offering that are set forth above and throughout this Prospectus are indicative only. There can be no assurance that the indicated actions will in fact occur on the cited dates or at all. If that is the case, the Company will as soon as possible publicly announce, via a regulatory information notice (*comunicación de información privilegiada o relevante*), such new dates and a revised expected timetable of principal events. Information will also be made available on the Company's website (www.cellnextelecom.com).

Notice

The Company expects to announce the capital increase and, therefore, the commencement of the Offering on March 31, 2021 in the BORME and the Spanish Stock Exchanges Official Gazette. The Company will communicate significant developments in the Offering via regulatory information notices (*comunicaciones de información privilegiada o relevante*) through the CNMV website in accordance with Spanish law. Information will also be made available on the Company's website (www.cellnextelecom.com).

Record date and time

Eligible Shareholders (that is, shareholders (other than the Company) who acquired their Shares on or before March 31, 2021 and whose transactions are settled on or before April 6, 2021 in Iberclear) are entitled to Preferential Subscription Rights. Such Eligible Shareholders will be allocated one right for each Share owned.

The exercise of 48 Preferential Subscription Rights entitles the exercising holder to subscribe for 19 New Shares against payment of the Subscription Price in cash.

Subscription of New Shares

The Company has established a three-staged procedure for the subscription of the New Shares.

Preferential Subscription Period

The period during which the Eligible Shareholders may exercise their Preferential Subscription Rights, or Preferential Subscription Period, will last 15 calendar days, beginning on the first calendar day following the publication of the notice of the Offering in the BORME. According to the envisaged timetable, this period will commence on April 1, 2021 and last until April 15, 2021 (in each case inclusive of the start and end dates). Eligible Shareholders may exercise their Preferential Subscription Rights during the AQS trading days of this period. In accordance with the envisaged timetable, the AQS trading days are expected to begin on and include 8:30 a.m. CET on April 1, 2021 and end on and include 5:30 p.m. CET on April 15, 2021. Alternatively, Eligible Shareholders may sell their Preferential Subscription Rights in the market during the AQS trading days within such period, and purchasers of those Preferential Subscription Rights may subscribe for the corresponding number of New Shares, in each case, in compliance with applicable laws and regulations. During the Preferential Subscription Period, Eligible Shareholders or purchasers of Preferential Subscription Rights may exercise or sell their Preferential Subscription Rights, in whole or in part. Those having exercised their Preferential Subscription Rights in full may confirm their agreement to subscribe for additional New Shares in excess of their pro rata entitlement.

To exercise Preferential Subscription Rights, Eligible Shareholders and purchasers of Preferential Subscription Rights during the Preferential Subscription Period should contact the Participant Entity in whose register such securities are registered, indicating their intention to exercise some or all of their Preferential Subscription Rights, and if they have elected to exercise their Preferential Subscription Rights in full, indicating whether they request additional New Shares in the Additional Allocation Period and, if so, specifying the whole number of additional New Shares. Holders of Preferential Subscription Rights may exercise all or part of their rights at their discretion.

Holders of Preferential Subscription Rights that have exercised all of their Preferential Subscription Rights in the Preferential Subscription Period may request the allocation of additional New Shares in excess of their pro rata entitlement in the Additional Allocation Period at the time they exercise their Preferential Subscription Rights. Holders of rights' requests are not subject to any maximum number of additional New Shares. While requests for additional New Shares may not be satisfied in full or at all, such requests shall nevertheless be considered firm and unconditional.

To request additional New Shares, holders of Preferential Subscription Rights should contact the Participant Entity with whom their Preferential Subscription Rights are deposited. The Participant Entities will be responsible for verifying that

each holder of Preferential Subscription Rights taking up additional New Shares has exercised his Preferential Subscription Rights in respect of all of the Preferential Subscription Rights deposited by such holders with such Participant Entity.

During the Preferential Subscription Period, the Participant Entities will notify BNP Paribas Securities Services, Sucursal en España, as the agent bank (the "**Agent Bank**") of the aggregate total number of New Shares in respect of which subscription orders have been made in accordance with the exercise of Preferential Subscription Rights by their holders and the number of additional New Shares requested since the start of the Preferential Subscription Period on each day of the Offering, no later than 5:00 p.m. CET by email or fax.

The Participant Entities should communicate to the Agent Bank, on behalf of their clients or in their own name (as applicable), the aggregate amount of subscription orders for New Shares received by them in accordance with the exercise of Preferential Subscription Rights and, separately, the total volume of additional New Shares requested, no later than 10:00 a.m. CET on the fourth AQS trading day following the end of the Preferential Subscription Period (according to the envisaged timetable, the fourth AQS trading day following the end of the Preferential Subscription Period is expected to be April 21, 2021) in accordance with the operative instructions established by the Agent Bank.

The communications to be sent by the Participant Entities to the Agent Bank containing the details of the New Shares subscribed for during the Preferential Subscription Period and of the request for additional New Shares must comply with the Practical Guide for Communication between Depositary Entities and the Agent Entity for the Processing of Corporate Events produced by AEB-CECA on September 1, 2017 (the "**Practical Guide**"). The files must be received by the Agent Bank with the breakdown of investors described in the aforementioned Practical Guide, without the Agent Bank being responsible under any circumstances for verifying the integrity and accuracy of the data provided by the Participant Entities. Only the Participant Entities will be responsible for errors or omissions in the information provided by Participant Entities, defects in the files or electronic transmissions sent and, in general, any failure on the part of the Participant Entities to comply with the provisions of this section, without the Agent Bank assuming any responsibility in this regard.

The Agent Bank is entitled to not accept communications from the Participant Entities that are submitted after the relevant deadline, or which do not comply with relevant current legislation or the relevant requirements set out in this Prospectus. If this occurs, neither the Agent Bank nor the Company accepts any responsibility, without prejudice to the potential responsibility of the relevant Participant Entity towards parties who have submitted their orders within the required timeframe and/or in the correct format.

Once the Preferential Subscription Period has ended and in the event that all New Shares are fully subscribed for during such Preferential Subscription Period, the Company may early terminate the Offering. In that case, the Agent Bank will inform the relevant Participant Entities of the definitive allocation of the New Shares during the Preferential Subscription Period upon the end of the Preferential Subscription Period. The Participant Entities will in turn inform each investor of the definitive New Shares allocated to such investor.

The possibility of reducing subscription orders already submitted in the Preferential Subscription Period has not been envisaged. Orders to take up New Shares received during the Preferential Subscription Period and requests to subscribe for additional New Shares will be deemed to be irrevocable, firm and unconditional and may not be cancelled or modified by holders of Preferential Subscription Rights (except where a supplement to this Prospectus is published, in which case investors who have already agreed to subscribe for New Shares will have the right, exercisable within three working days after publication of such supplement, to withdraw their subscriptions of New Shares in exercise of Preferential Subscription Rights and their request, if applicable, for additional New Shares, provided that the new factor, mistake or inaccuracy to which the supplement refers arises before the closing of the offer (i.e. when the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary, which is expected to take place on April 22, 2021, the Execution Date)). In the event a supplement to this Prospectus is published, investors who had acquired Preferential Subscription Rights in the market and revoke such subscriptions will lose such investment.

Additional Allocation Period

To the extent that at the expiration of the Preferential Subscription Period there are New Shares that have not been subscribed for, the Company will allocate them to holders of Preferential Subscription Rights that have exercised all of their Preferential Subscription Rights and have indicated at the time of such exercise their agreement to subscribe for additional New Shares in excess of the New Shares corresponding to their Preferential Subscription Rights. This is currently expected to take place no later than 5:00 p.m. CET on the fourth AQS trading day immediately following the end of the Preferential Subscription Period (according to the envisaged timetable, the fourth AQS trading day following the end of the Preferential Subscription Period is expected to be April 21, 2021).

Depending on the number of New Shares taken up in the Preferential Subscription Period and the applications the Company receives for additional New Shares, holders of Preferential Subscription Rights may receive fewer additional New Shares than they have requested or none at all (but, in any event, not more additional New Shares than those requested by them).

On the date of the Additional Allocation Period (which, according to the envisaged timetable, is expected to be April 21, 2021), the Agent Bank will determine the number of New Shares that have not been taken up in the Preferential Subscription Period. The Agent Bank will allocate the New Shares not taken up on the date of the Additional Allocation Period subject to the following allocation criteria:

- If the number of additional New Shares requested by holders of Preferential Subscription Rights who have exercised in full their Preferential Subscription Rights is equal to or less than the additional New Shares available, then the additional New Shares will be assigned to the holders of Preferential Subscription Rights who requested additional New Shares until their requests are fully satisfied.
- If the number of additional New Shares requested by holders of Preferential Subscription Rights who have exercised in full their Preferential Subscription Rights is greater than the additional New Shares available, the Agent Bank will apply the following pro rata allocation:
  - The number of New Shares will be allocated pro rata to the volume of additional New Shares requested by each holder of Preferential Subscription Rights. To this end, the Agent Bank will calculate the quotient, which will be rounded down to three decimals, of the number of additional New Shares a given holder of Preferential Subscription Rights has requested, divided by the aggregate of additional New Shares requested.
  - The Agent Bank will then allocate to the holders of Preferential Subscription Rights the number of additional New Shares that results from multiplying such quotient by the number of additional New Shares available, rounded down to the nearest whole number of additional New Shares.
  - If after the pro rata allocation, all available additional New Shares have not been allocated due to rounding, the Agent Bank will allocate these remaining additional New Shares, one by one, starting with the holder of Preferential Subscription Rights who has solicited the greatest number of additional New Shares. If two or more holders of Preferential Subscription Rights have requested the same number of additional New Shares, the Agent Bank will determine allocations by alphabetical order, taking the first letter of the field "name and last name or corporate name".

Allocation of the additional New Shares will take place by no later than 5:00 p.m. CET on the date of the Additional Allocation Period (which, according to the envisaged timetable, is expected to be April 21, 2021). Any additional New Shares allocated to holders of Preferential Subscription Rights during the Additional Allocation Period will be deemed subscribed during the Additional Allocation Period, not the Preferential Subscription Period. In no circumstances shall more additional New Shares be assigned to Eligible Shareholders or investors than those they have requested. The Agent Bank will inform the relevant Participant Entities of the definitive allocation of the additional New Shares during the Additional Allocation Period on the day of the Additional Allocation Period. The Participant Entities will in turn inform each investor of the definitive New Shares allocated to such investor.

If there are no New Shares remaining unsubscribed at the end of the Additional Allocation Period, the Discretionary Allocation Period will therefore not open and the Agent Bank will notify the Participant Entities no later than by 6:00 p.m. CET on such date. Likewise, promptly after the end of the Additional Allocation Period, the Company will publicly announce, via a regulatory information notice (*comunicación de información privilegiada o relevante*), the results of subscriptions during the Preferential Subscription Period and, as applicable, the number of additional New Shares requested in the Additional Allocation Period, results of prorating (if relevant) and the number of additional New Shares assigned.

In the event of termination of the Underwriting Agreement, or if the underwriting and pre-funding obligations of the Managers under the Underwriting Agreement do not come into force as a result of the failure to fulfil or waive any conditions precedent, this will be considered a significant factor which requires the publication of a supplement. In such event, holders of Preferential Subscription Rights that have exercised their Preferential Subscription Rights during the Preferential Subscription Period or requested additional New Shares to be allocated during the Additional Allocation Period will have the right, exercisable within three working days after publication of such supplement, to withdraw their subscriptions or requests, as applicable, if such significant factor arises before the closing of the offer (i.e. when the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary, which is expected to take place on April 22, 2021, the Execution Date).

Discretionary Allocation Period and underwriting

If, following the Preferential Subscription Period and the Additional Allocation Period any New Shares remain unsubscribed, the Agent Bank will notify the Managers by no later than 5:00 p.m. CET on the fourth AQS trading day following the end of the Preferential Subscription Period (according to the envisaged timetable, the fourth AQS trading day following the end of the Preferential Subscription Period is expected to be April 21, 2021) of the number of Rump

Shares to be allocated during the Discretionary Allocation Period. The Discretionary Allocation Period, if any, is expected to begin at any time after the end of the Additional Allocation Period (which, according to the envisaged timetable, is expected to be April 21, 2021) and end no later than 11:00 a.m. CET on April 22, 2021, without prejudice to the ability of the Managers to terminate it prior to such time.

The Company will announce the commencement of the Discretionary Allocation Period in a regulatory information notice (*comunicación de información privilegiada o relevante*).

If there are Rump Shares, the Managers have agreed, subject to the terms and conditions of the Underwriting Agreement, to use reasonable efforts to procure subscribers for the Rump Shares during the Discretionary Allocation Period and, failing which, to subscribe and pay for such Rump Shares at the Subscription Price pro rata to their respective underwriting commitments. The commitment of the Managers is subject to the satisfaction or waiver of certain conditions precedent, and the Underwriting Agreement and the underwriting commitments may be terminated by the Managers in certain circumstances. See "*Plan of Distribution*".

During the Discretionary Allocation Period, only persons who: (i) are in Spain and have the status of qualified investors in Spain, as this term is defined in Article 2(e) of the Prospectus Regulation, (ii) are in the United States and are QIBs within the meaning of Rule 144A or (iii) who are outside Spain and the United States and have the status of qualified investors pursuant to the applicable legislation in the relevant country (so that complying with the relevant regulations, the subscription and payment of the Rump Shares do not require registration or approval of any kind) may submit proposals to the Managers to subscribe for Rump Shares.

The subscription proposals will be deemed to be firm, unconditional and irrevocable and shall include the number of Rump Shares that each investor is willing to subscribe at the Subscription Price, except where (i) a supplement to this Prospectus is published, in which case investors that have made such proposals will have the right, exercisable within three business days after publication of such supplement, to withdraw subscription proposals made before the publication of such supplement provided that the new factor, mistake or inaccuracy to which the supplement refers arises before the closing of the offer (i.e. when the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary, which is expected to take place on April 22, 2021, the Execution Date) and does not relate to the termination of the Underwriting Agreement, or (ii) the Underwriting Agreement does not become effective due to the failure to fulfil or waive the conditions precedent or where the Underwriting Agreement is terminated, in which case requests for subscription of New Shares in the Discretionary Allocation Period will be without effect.

The Managers receiving proposals to subscribe for Rump Shares must communicate to the Company, on behalf of the submitting parties, prior to 8:00 a.m. CET on the day corresponding to the end of the Discretionary Allocation Period the total volume of Rump Shares subscription proposals received by them in accordance with the Underwriting Agreement. The Company shall determine after consultation with the Managers the definitive allocation of the Rump Shares to subscribers on the basis of their subscription requests notified by the Managers (acting reasonably, provided that the Company may only reject allocations to investors in the book for the Rump Shares so long as the Managers would not be forced as a result of any such rejection to purchase any such Rump Shares), which shall be communicated to the Managers and the Agent Bank not later than 8:00 a.m. CET on April 22, 2021. In turn, the Managers will communicate the definitive allocation of the Rump Shares to the submitting parties.

The transfer to qualified investors or the Managers, as the case may be, of New Shares allocated during the Discretionary Allocation Period (if any) will be effected by the Pre-Funding Banks (as defined below) by means of one or more "special transactions" (*operación bursátil especial*) (the "**Special Transaction**") outside of market hours. In accordance with the envisaged timetable, and if applicable, it is expected that the Special Transaction will be executed on April 26, 2021 and settled on April 28, 2021.

Notwithstanding the above, the Managers and the Company may agree to terminate the Discretionary Allocation Period at any time prior to its end, provided that the capital increase has been fully subscribed. If there are Rump Shares once the Additional Allocation Period for additional New Shares has ended, the Joint Global Coordinators may decide not to open the Discretionary Allocation Period or to close it early, in which case the Managers will subscribe directly the appropriate New Shares at the Subscription Price in proportion to their respective underwriting obligations.

Promptly after the end of the Discretionary Allocation Period, if any, the Company will publicly announce, via a regulatory information notice (*comunicación de información privilegiada o relevante*), the final results of the Offering, specifying the number of New Shares taken up or allocated in each period.

Payment

New Shares subscribed during the Preferential Subscription Period

Subscribers must make payment in full of the Subscription Price, comprising the nominal value and premium value, at the time of subscription for each New Share subscribed for during the Preferential Subscription Period. Subscribers should

make payment to the Participant Entity through which they have filed their subscription orders. Applications for New Shares in exercise of Preferential Subscription Rights for which payment is not received in accordance with the foregoing shall be deemed not to have been made. Preferential Subscription Rights not exercised or sold during the Preferential Subscription Period will lapse automatically and holders will not be compensated.

If an authorized Participant Entity has not received full payment of the Subscription Price for New Shares on or before the expiration date of the Preferential Subscription Period which, in accordance with the envisaged timetable, is expected to be April 15, 2021, the related Preferential Subscription Rights will lapse. Holders of Preferential Subscription Rights that lapse will not be compensated.

The Participant Entity with whom orders for the subscription of New Shares in exercise of Preferential Subscription Rights have been placed, shall pay in an account with the Agent Bank all amounts payable with respect to such New Shares, for same-day value, such that they are received by the Company no later than 10:00 a.m. CET on the Execution Date (before the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary).

If any of the Participant Entities, having paid up the amounts corresponding to these subscriptions within the aforementioned period, does not report the list of subscribers to the Agent Bank under the terms envisaged in this Prospectus, the Agent Bank will allocate the New Shares paid on behalf of the aforementioned Participant Entity to such Participant Entity, without the Agent Bank or the Company assuming any liability and without prejudice to any possible liability that may be incurred by the infringing Participant Entity with regard to the holders that have timely placed their subscription orders for New Shares with such Participant Entity.

New Shares subscribed during the Additional Allocation Period

Full payment of the Subscription Price for each New Share allocated during the Additional Allocation Period will be made by each holder of Preferential Subscription Rights having been allocated additional New Shares, no later than 10:00 a.m. CET on the Execution Date (before the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary), via the Participant Entity through which such holder of Preferential Subscription Rights solicited the additional New Shares. Applications for additional New Shares in respect of which payment is not received in accordance with the foregoing will be deemed not to have been made.

Notwithstanding the above, Participant Entities may require that holders of Preferential Subscription Rights requesting additional New Shares fund in advance the Subscription Price of the additional New Shares requested by them at the time of such request. If a requesting holder of Preferential Subscription Rights prefunds and the number of additional New Shares finally allocated to such requesting holder of Preferential Subscription Rights is less than the number of additional New Shares requested and prefunded by the requesting holder, the Participant Entity will return to such holder of Preferential Subscription Rights, without deduction for expenses and fees, the amount corresponding to the excess subscription monies or, as the case may be, the whole Subscription Price for any additional New Shares the subject of such a revocation, all in accordance with the procedures applicable to such Participant Entity. If a delay in the return occurred, the Participant Entity must pay the late payment interest at the applicable legal rate, which will accrue from the date on which the funds should have been returned until this return effectively takes place.

The Participant Entities receiving requests for additional New Shares shall pay all amounts payable, for same-day value, through the channels made available by Iberclear, such that they are received by the Company in an account with the Agent Bank no later than 10:00 a.m. CET on the Execution Date.

If any of the Participant Entities that has made the payment in full of the Subscription Price subsequently fails to confirm to the Agent Bank the list of subscribers on behalf of whom such payment has been made, the Agent Bank shall allocate the New Shares subscribed to such Participant Entity, without any liability whatsoever for the Agent Bank or the Company, without prejudice to any claim the holder of Preferential Subscription Rights(s) in question may have against the defaulting Participant Entity.

New Shares allocated during the Discretionary Allocation Period

Full payment of the Subscription Price for each Rump Share allocated during the Discretionary Allocation Period shall be made by the qualified institutional investors that have subscribed for such Rump Shares by no later than the settlement date (which, according to the envisaged timetable, is expected to be April 28, 2021), without prejudice to the pre-funding obligations envisaged in this section.

Managers that receive subscription requests for any Rump Shares may ask investors to provide funds in advance in order to ensure payment for the Subscription Price of any Rump Shares that may be allocated to them, where applicable. If their subscription proposal is rejected, the corresponding funds provided by such investors must be returned to them, free of any expenses or fees, with a value date of the working day following the end of the Discretionary Allocation Period. If a subscription proposal is partially rejected, only the funds provided for the portion of the subscription proposal that was

rejected will be returned. If there is a delay in returning the funds, the Managers must pay the late payment interest at the applicable legal interest rate, which will accrue from the date on which the funds should have been returned until this return effectively takes place.

For operational purposes, to allow the admission of the New Shares to listing to take place as soon as possible, the Joint Global Coordinators (the "**Pre-Funding Banks**") have agreed to subscribe for and prefund in full the subscription monies corresponding to the Rump Shares allocated to qualified institutional investors during the Discretionary Allocation Period or otherwise to be acquired by the Managers pursuant to their underwriting commitments, subject to the satisfaction or waiver of the conditions contained in the Underwriting Agreement. Such prefunded subscription monies must be received by the Company, without deduction of any underwriting or other commissions and expenses, by no later than 10:00 a.m. CET on April 22, 2021 (the "**Pre-funding Time**").

This payment must be made all at once on the same value date through a funds transfer order. The total amount corresponding to the payment of the New Shares subject to pre-funding will be deposited by the Pre-Funding Banks in a bank account opened in the name of the Company with the Agent Bank.

Registrations, delivery, admission to trading and commencement of trading in Spain of the New Shares

Following receipt of subscription monies due, the Company shall declare the share capital increase executed (fully or partially, as the case may be) and proceed to the granting of the corresponding capital increase deed before a Spanish public notary for its subsequent registration with the Commercial Registry.

Registration of the capital increase with the Commercial Registry of Madrid is, in accordance with the envisaged timetable, expected to take place on April 23, 2021. Following the registration, the public deed of capital increase will be delivered to the CNMV, Iberclear and the Madrid Stock Exchange, as the lead stock exchange for the listing of the Shares. New Shares issued as a result of exercising Preferential Subscription Rights and pursuant to the allocation of New Shares in the Additional Allocation Period and the Rump Shares in the Discretionary Allocation Period will be registered with Iberclear as soon as practicable after registration of the public deed of capital increase with the Commercial Registry of Madrid.

The Company will request verification of compliance with the requirements for admission to trading of the New Shares by the CNMV and the admission to trading on the Spanish Stock Exchanges and on the AQS (which, in accordance with the envisaged admission timetable is expected to take place on April 26, 2021). Iberclear will notify the Eligible Shareholders and investors of the book-entry references of their respective holdings of New Shares (subscribed during the Preferential Subscription Period and the Additional Allocation Period) via the Participant Entities. Iberclear will also notify the Pre-Funding Banks, on a temporary basis, of the book entry-references of their holdings of New Shares (allocated during the Discretionary Allocation Period), in accordance with their pre-funding obligations or underwriting commitments, as applicable. The Pre-Funding Banks will transfer the New Shares subject to pre-funding to the final investors or the Managers, as the case may be, through the execution of the Special Transaction.

The Special Transaction is expected to take place on April 26, 2021. In turn, the Managers must send the Agent Bank files with the information on the final successful bidders for the New Shares corresponding to the Discretionary Allocation Period (or, if applicable, the relevant information on the Managers), which must comply with the specifications indicated in the Practical Guide, no later than 5:30 p.m. CET on the day the aforementioned Special Transaction occurs.

Following the transfer of New Shares allocated during the Discretionary Allocation Period from the Pre-Funding Banks to the investors or the Managers, as the case may be, the Agent Bank will notify Iberclear via the Spanish Stock Exchanges of the information relating to the entities that have been allocated New Shares, so that registration is made in accordance with the information received from the Managers.

The New Shares will be registered with the Iberclear Central Registry once the public deed of capital increase is registered with the Commercial Registry of Madrid. On the same day as the registration with the Iberclear Central Registry takes place, the Participant Entities will carry out the corresponding registrations in their accounting records in favor of the investors or the Managers who subscribed the New Shares.

The new shareholders will have the right to obtain the certificates of ownership corresponding to their Shares from the Participant Entities in which the New Shares are registered, in accordance with the provisions of Royal Decree 878/2015, of October 2. Participant Entities must issue these certificates prior to the end of the AQS trading day following that on which they were requested by the subscribers.

Announcement of the result of the Offering

The Company will report the results of the Preferential Subscription Period and the Additional Allocation Period for New Shares through the publication of the related regulatory information notice (*comunicación de información privilegiada o relevante*) on or around April 21, 2021, indicating whether the Discretionary Allocation Period will be opened. If opened,

the results of the Offering will be reported after the end of the Discretionary Allocation Period (i.e. on or prior to April 22, 2021).

Withdrawal and termination

No grounds for termination or revocation of the Offering that is the subject matter of this Prospectus are envisaged other than those that may arise from the application of the law or compliance with a court or administrative ruling or with that set forth below.

The Underwriting Agreement may be terminated by the Joint Global Coordinators (on behalf of the Managers) (thereby terminating the envisaged underwriting and pre-funding obligations of the Managers), if, at any time between March 30, 2021 and the granting of the notarial deed relating to the capital increase, there has been (i) a breach by the Company of any of the representations or warranties contained in the Underwriting Agreement or any of such representations and warranties is not, or has ceased to be, true and correct, or (ii) a material breach by the Company of any of the undertakings contained in the Underwriting Agreement.

The underwriting and pre-funding obligations of the Managers under the Underwriting Agreement are subject to compliance with certain conditions precedent, which include the confirmation from the Company (including through a publication of a regulatory information notice by the Company) that the Committed Persons have not failed to subscribe and pay in full for New Shares in an amount representing in aggregate 3% or more of the New Shares, and which generally must be met no later than the Pre-Funding Time on the Execution Date, the date on which the capital increase deed is expected to be executed. If these conditions precedent are not fulfilled or waived, the underwriting and pre-funding obligations of the Managers shall not enter into force. The termination of the Underwriting Agreement will be reported by the Company through a regulatory information notice (*comunicación de información privilegiada o relevante*) as soon as it occurs.

If any such conditions are not satisfied or waived, or any of the specified circumstances arises, or the Underwriting Agreement is otherwise terminated, then the subscription of Rump Shares during the Discretionary Allocation Period by investors or the Managers, as applicable, will not occur and requests for the subscription of such Rump Shares will be without effect. In such a case, any amounts funded in advance by investors will be returned by the Managers, free of any expenses or fees, with a value date of the next working day. If there is a delay in returning the funds, the Managers must pay the late payment interest at the applicable legal interest rate, which will accrue from the date on which the funds should have been returned until this return effectively takes place.

In addition, in the event of termination of the Underwriting Agreement, or if the underwriting and pre-funding obligations of the Managers under the Underwriting Agreement do not come into force as a result of the failure to fulfil or waive any conditions precedent, this will be considered a significant factor which requires the publication of a supplement. In such event, holders of Preferential Subscription Rights that have exercised their Preferential Subscription Rights during the Preferential Subscription Period or requested additional New Shares to be allocated during the Additional Allocation Period will have the right, exercisable within three working days after publication of such supplement, to withdraw their subscriptions or requests, as applicable, if such significant factor arises before the closing of the offer (i.e. when the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary, which is expected to take place on April 22, 2021, the Execution Date). Any amounts funded in advance by the holders of Preferential Subscription Rights which have exercised their Preferential Subscription Rights or that have requested additional New Shares will be returned by the relevant Participant Entity, without deduction for expenses and fees, all in accordance with the procedures applicable to such Participant Entity. If a delay in the return occurred, the Participant Entity must pay the late payment interest at the applicable legal rate, which will accrue from the date on which the funds should have been returned until this return effectively takes place. Investors who had acquired Preferential Subscription Rights in the market and revoke such subscriptions will lose such investment.

Shareholders resident in certain unauthorized jurisdictions

No action has been taken, or will be taken, in any jurisdiction other than Spain that would permit a public offering of the Preferential Subscription Rights or the New Shares, or possession or distribution of this Prospectus or other offering or publicity materials issued in connection with this Offering, in any country or jurisdiction where action for that purpose is required.

Accordingly, the Preferential Subscription Rights and the New Shares may not be exercised, offered or sold, directly or indirectly, and neither this Prospectus nor any other offering or publicity materials issued in connection with this Offering may be distributed or published, in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction.

USE OF PROCEEDS

The Company expects net proceeds from the Offering of approximately €6,873 million: gross proceeds of approximately €6,998 million less (i) approximately up to €121 million of commissions payable to the Managers under the Underwriting Agreement and the Initial Underwriting Agreement (as defined below), assuming placement of all the New Shares and payment of the discretionary commission, and (ii) other expenses related to the Offering in the amount of approximately €4 million.

The Company intends to use the net proceeds from the Offering to expand its existing portfolio of infrastructures in a way consistent with the Company's current strategy of growth through acquisitions as disclosed in "*Business—Strategy*" and "*Business— Pipeline— Potential transactions*". Subject to market conditions, the Company expects to invest or commit to invest the net proceeds from the Offering within a maximum period of eighteen months following the settlement of the Offering.

Following the Company's investment criteria in the analysis of acquisitions, since 2015 the Company has invested or committed to invest approximately €36.3 billion in the acquisition or construction of up to 117.0 thousand infrastructures to be acquired or built by 2030, once the Iliad Poland Acquisition, the CK Hutchison Holdings Pending Transactions, the T-Mobile Infra Acquisition, the Hivory Acquisition and the Polkomtel Acquisition are closed (which, together with infrastructures already owned at such time and those added to the portfolio as a result of other initiatives carried out throughout the 2015-2021 period such as the acquisition of small portfolios that have not been disclosed separately, amount to an aggregate of up to 128.5 thousand infrastructures), resulting in a historical investment pace of approximately €6.1 billion and approximately 19.8 thousand infrastructures per year since 2015 and with an estimated average run-rate enterprise value/run-rate Adjusted EBITDA multiple of approximately 11x (approximately 15x under IAS 17), based only on transactions announced in the 2019-2021 period (including transactions signed but not yet closed as of the date of this Prospectus). The average run-rate enterprise value/ run-rate Adjusted EBITDA multiple is calculated as the total funds that the Group estimates are needed for the complete acquisition and deployment of the infrastructures related to transactions announced in the 2019-2021 period (including transactions signed but not yet closed), divided by the total annual Adjusted EBITDA that the Group estimates such transactions will generate upon completion of all related purchase commitments and Build-to-suit programs, as applicable. See "*Operating and Financial Review–Key performance indicators*" for more information on the average run-rate enterprise value/run-rate Adjusted EBITDA multiple. "Adjusted EBITDA" is an APM (as defined herein). See "*Presentation of Financial and Other Information—Alternative performance measures*" for additional information on this APM. Run-rate Adjusted EBITDA is based on management's estimates and is subject to assumptions that could cause actual Adjusted EBITDA to differ from those reflected in this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*".

The Company intends to continue following its investment criteria in the analysis of future acquisitions, and believes that its past track record has demonstrated its ability to deliver value to its shareholders. As of the date of this Prospectus, the Company has identified a number of market opportunities with an estimated aggregate size of approximately €18 billion (based on enterprise value, assuming acquisition of 100% of the relevant targets and including Build-to-suit programs), of which an estimated aggregate size of approximately €9 billion have already been committed to by the Company.

In relation to the above, the Company is actively evaluating certain market opportunities, including some transformational ones as presented in "*Business–Pipeline–Potential Transactions*", at different stages for an estimated aggregate size of up to approximately €9 billion (based on enterprise value, assuming acquisition of 100% of the relevant targets and including Build-to-suit programs or the deployment of further initiatives). While there are projects in an early stage (origination, auction or due diligence phases), there are others being negotiated on an exclusive basis with advanced documentation in place.

Although the Group expects that the Hivory Acquisition will be financed with a portion of the net proceeds from the Offering, it is possible that it may be finally totally or partially financed with available cash held by the Company, each in the amount that the Group decides at its sole discretion. In the event that the Hivory Acquisition fails to be completed, the Company will continue to actively evaluate suitable market opportunities to deploy the net proceeds from the Offering. The M&A Financing (as defined herein) includes an undertaking by which (i) if any amounts are drawn under the bridge loan facility, the net proceeds from capital markets events (including the Offering) must be applied to its prepayment and (ii) whilst such bridge loan facility has not been drawn in full, any excess net proceeds from capital markets events (including the Offering), up to an aggregate amount of €5.9 billion, shall be maintained on the Group's balance sheet until, among other things, the payment of the Hivory Acquisition is made. If any of the above undertakings are breached, such bridge loan facility will become due and payable. For more information, see "*Risks related to the Hivory Acquisition–The Hivory Acquisition may fail to close if certain conditions precedent are not met or if none of Altice or Starlight HoldCo exercises its respective put option*", and "*Operating and Financial Review–Hivory Acquisition*". In addition, any other market opportunities, if definitive agreements are entered into, may also be expected to be financed with the net proceeds from the Offering and/or debt, which may result in changes to the Company's leverage and credit rating.

Cellnex is committed to assess these market opportunities following its M&A criteria, which are focused on substantially increasing the Recurring Leveraged Free Cash Flow per Share (RLFCF per Share). Pending the Company's use of the net proceeds of the Offering on one or more acquisitions as described in "*Business— Pipeline— Potential transactions*", the Company plans to hold such proceeds as cash and cash equivalents.

DIVIDEND POLICY

The dividends the Company intends to distribute against distributable reserves and/or against the net profit attributable to the Company for the year ending December 31, 2021, will be equivalent to the dividend distributed corresponding to the year ended December 31, 2020, increased by 10%.

The Company has approved a shareholders' remuneration policy, as amended from time to time, which aims to keep the appropriate balance between shareholder remuneration, the Company's profit generation and the Group's growth strategy, pursuing an adequate capital structure. In the implementation of the Shareholders' Remuneration Policy, the Company is focused on distributing an annual dividend in an amount increased by 10% with respect to the dividend distributed the year before (understanding as dividend any distribution made to shareholders against either net profit or distributable reserves attributable to the Company for that financial year) (the "**Shareholders' Remuneration Policy**"). As a result, each year the Company distributes dividends against either net profit or distributable reserves attributable to the Company for the respective financial year.

According to the Shareholders' Remuneration Policy, (i) the shareholder remuneration corresponding to the fiscal year 2021 will be equivalent to that of 2020 (€29.3 million) increased by 10% (to €32.2 million) and (ii) the shareholder remuneration corresponding to the fiscal year 2022 will be equivalent to that of 2021, increased by 10% (to €35.4 million).

The payment of these dividends distributed against distributable reserves and/or against the net profit attributable to the Company for the period, will be made on the specific dates to be determined in each case and will be duly announced.

Notwithstanding the above, the Company's ability to distribute dividends against distributable reserves and/or against the net profit attributable to the Company for the period, depends on a number of circumstances and factors including, but not limited to, the amount of net profit attributable to the Company in any financial year, any limitations on the distribution of dividends included in the Company's financing agreements (as of the date of this Prospectus, there is no covenant limiting the distribution of dividends in any financing agreement entered into by the Company, other than the Nexloop Senior Facility (as defined herein) and the syndicated facilities agreement entered into by Swiss Towers, which include covenants restricting the distribution of dividends by Nexloop and by Cellnex Switzerland and Swiss Towers, respectively, subject to certain conditions), and the Group's growth strategy. As a result of such or other circumstances and factors, the Company may modify the Shareholders' Remuneration Policy or may not pay dividends in accordance with the Shareholders' Remuneration Policy at any given time. See "*Risks related to the Offering— The Company cannot assure that it will be able to implement its Shareholders' Remuneration Policy or to pay dividends (and even if able, that the Company would do so)*". In any case, the Company will duly announce any future amendment to the Shareholders' Remuneration Policy.

The conditions under which the Company may declare to distribute dividends against distributable reserves and/or against the net profit attributable to the Company for the period, in accordance with Spanish law and the Company's bylaws are described under "*Description of Capital Stock—Dividend and liquidation rights*". There can be no assurance that any additional dividends distributed against distributable reserves and/or against the net profit attributable to the Company for the period, will be declared and paid with respect to the year ending December 31, 2021 or any future periods. Any dividends or cash available to be distributed in the future against distributable reserves and/or against the net profit attributable to the Company for the period will be subject to tax under Spanish law. See "*Taxation—Spanish tax considerations*". Spanish law requires companies incorporated in Spain to contribute at least 10% of their net income each year to a legal reserve until the balance of such reserve is equivalent to at least 20% of the respective company's issued share capital. A company's legal reserve is not available for distribution to its shareholders except upon such company's liquidation. The Company's legal reserve as of December 31, 2020 was €19,000 thousand which, as of the date of this Prospectus, is equivalent to approximately 15.6% of the Company's issued share capital (below the minimum legal threshold).

On May 31, 2018, the General Shareholders' Meeting approved a distribution against the share premium reserve of Cellnex amounting up to €63,000 thousand, to be paid upfront or through installments during the years 2018, 2019 and 2020, and delegated in the Board of Directors the determination of the specific amount and date of each distribution, always within the above limit.

During 2018, in accordance with the Company's Shareholders' Remuneration Policy and pursuant to the authority granted by resolution of the General Shareholders' Meeting of May 31, 2018, the Board of Directors, approved the distribution of cash against the share premium reserve in the amount of €11,816 thousand, which represented €0.051 gross per Share. In addition, on November 8, 2018, the Board of Directors approved the distribution of an additional distribution of cash against the share premium reserve account in the amount of €12,395 thousand, which represented €0.0535 gross per Share.

During 2019, in accordance with the Company's Shareholders' Remuneration Policy and pursuant to the authority granted by resolution of the General Shareholders' Meeting of May 31, 2018, the Board of Directors approved a distribution of cash against the share premium reserve in the amount of €11,816 thousand, which represented €0.03956 gross per Share. In addition, on November 14, 2019, the Board of Directors approved the distribution of an additional distribution of cash

against the share premium reserve account in the amount of €14,804 thousand, which represented €0.03842 gross per Share.

During 2020, in accordance with the Company's Shareholders' Remuneration Policy and pursuant to the authority granted by resolution of the General Shareholders' Meeting of May 31, 2018, the Board of Directors approved a distribution of cash against the share premium reserve in the amount of €11,818 thousand, which represented €0.03067 gross per Share.

On July 21, 2020, the General Shareholders' Meeting approved a distribution against the share premium reserve of Cellnex amounting to up to €109,000 thousand, to be paid upfront or through installments during the years 2020, 2021, 2022 and 2023, and delegated in the Board of Directors the determination of the specific amount and date of each distribution, always within the above limit.

On November 3, 2020, in accordance with the Company's Shareholders' Remuneration Policy and pursuant to the authority granted by resolution of the General Shareholders' Meeting of July 21, 2020, the Board of Directors approved the distribution of an additional distribution of cash against the share premium reserve in the amount of €17,463 thousand, which represented €0.03588 gross per Share.

Thus, the total dividend distributed against net profit or distributable reserves for the financial year ended December 31, 2018 was €0.09306 (€0.0535+€0.03956) gross per Share, amounting to an aggregate distribution of €24,211 thousand, and the total dividend distributed against net profit or distributable reserves for the financial year ended December 31, 2019, restated was €0.06909 gross per Share (€0.03842 + €0.03067), amounting to an aggregate distribution of €26,622 thousand. Together with the additional dividend expected to be distributed in 2021, the total dividend distributed against net profit or distributable reserves for the financial year ended December 31, 2020 would be €0.06017 gross per Share, calculated on the basis of Cellnex's share capital as of December 31, 2020 (€0.03588 + €0.02429), amounting to an aggregate distribution of €29,285 thousand.

Dividend payments per Share for each fiscal year corresponding to the historical financial information

The following table sets forth the dividend per Share distributed by the Company against net profit or reserves for each financial year ended December 31, 2020, 2019 and 2018:

	2020(*)	2019	2018
Dividend Per Share (in euro)	0.060	0.069	0.093

(*) The dividend per Share distributed by the Company against net profit or reserves for the year ended December 31, 2020 calculated on the basis of Cellnex's share capital as of December 31, 2020.

Other information relating to dividends

Any dividends will be paid in euros. Dividends are declared and paid pro rata according to the number of Shares held by each shareholder. Dividends declared but not yet paid do not bear interest. Dividends paid on the Shares are subject, if this is the case according to the applicable legislation (See "*Taxation*" for further information), to deduction of Spanish withholding tax. Therefore, the amount of dividends paid to shareholders will be reduced in the withholding tax amount that may be applied.

CAPITALIZATION AND INDEBTEDNESS

The following table sets forth (i) the Company's capitalization and indebtedness as of December 31, 2020, (ii) the adjustments to the Company's capitalization and indebtedness required to reflect the Offering and the net proceeds thereof (assuming the Offering is fully subscribed), as well as for the impact of the CK Hutchison Holdings Swedish Transaction, the Triple-tranche Bond and the CHF Bond (all the above impacts, the "**Adjustments**"); and (iii) the Company's total capitalization and indebtedness adjusted to reflect the Adjustments. The Adjustments do not include the impact of the Iliad Poland Acquisition, the CK Hutchison Holdings Pending Transactions, the T-Mobile Infra Acquisition, the Hivory Acquisition and the Polkomtel Acquisition, all of which were entered into before or after December 31, 2020 and are subject to completion as of the date of this Prospectus, or the use of proceeds of the Offering.

In the Company's opinion, its working capital is sufficient to meet its present requirements over at least 12 months. The net proceeds from the Offering have not been taken into account in the working capital calculation.

Capitalization

	As of December 31, 2020[1]	Adjustments to reflect the impact of the Adjustments	As adjusted
		(in thousands of €)	
Total Current Debt (including current portion of non-current debt)	**361,166**	-	**361,166**
Guaranteed[2]	16,405	-	16,405
Secured	-	-	-
Unguaranteed / unsecured	344,761	-	344,761
Total Non-Current Debt (including current portion of non-current debt)	**10,804,332**	**2,635,514**	**13,439,846**
Guaranteed[2]	1,240,047[3]	2,635,514	3,875,561
Secured	62,742[4]	-	62,742
Unguaranteed / unsecured	9,501,543	-	9,501,543
Shareholder equity	**8,932,741**	**6,872,602**	**15,805,343**
Share capital	8,664,939[5]	6,872,602[6]	15,537,541
Legal reserves	19,000	-	19,000
Other reserves	248,802	-	248,802
Total	**20,098,239**	**9,508,116**	**29,606,356**

(1) Consolidated financial figures as of December 31, 2020 extracted from the 2020 Audited Consolidated Financial Accounts.

(2) Guaranteed Current Debt and Guaranteed Non-Current Debt corresponds to Debt personally guaranteed by Cellnex.

(3) Corresponds to the total amount drawn down under the 5-year term loan facility entered into by Cellnex UK (€660,000 thousand) and subsequently assigned to Cellnex Finance; and all other bilateral agreements assigned to Cellnex Finance by Cellnex, plus accrued interest less arrangement expenses.

(4) Corresponds to the total amount drawn down under the Nexloop Senior Facility plus accrued interest less arrangement expenses.

(5) Share Capital includes Share capital, Treasury Shares, Share premium, Profit for the period and Non-controlling interests.

(6) Net proceeds from the Offering calculated assuming 192,619,055 New Shares at a subscription price of €36.33 per Share minus €125,248 thousand in commissions and expenses related to the Offering, including certain commissions payable under the Initial Underwriting Agreement.

Indebtedness

	As of December 31, 2020[1]	Adjustments to reflect the impact of the Adjustments	As adjusted
		(in thousands of €)	
A Cash[2]	4,652,027	8,649,154[3]	13,301,181
B Cash equivalents[2]	-	-	-
C Other current financial assets	-	-	-
D Liquidity (A+B+C)	**4,652,027**	**8,649,154**	**13,301,181**
E Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	285,357	-	285,357
F Current portion of noncurrent financial debt	75,809	-	75,809
G Current financial indebtedness[4](E+F)	**361,166**	-	**361,166**
H Net current financial indebtedness (G-D)	**(4,290,861)**	**(8,649,154)**	**(12,940,015)**
I Non-current financial debt (excluding current portion and debt instruments)	10,794,589	2,635,514	13,430,103
J Debt instruments	9,743	-	9,743
K Non-current trade and other payables	-	-	-
L Non-current financial indebtedness[4] (I+J+K)	**10,804,332**	**2,635,514**	**13,439,846**

M Total financial indebtedness (H+L)	**6,513,471**	**(6,013,640)**	**499,831**

(1) Consolidated financial figures as of December 31, 2020 extracted from the 2020 Audited Consolidated Financial Accounts.

(2) There are no restricions on the availability of Cash and Cash equivalents.

(3) €6,872,602 thousand net proceeds from the Offering (net of expenses in the amount of approximately up to €125,248 thousand) plus €2,446,620 thousand net proceeds from the issuance of the Triple-tranche Bond (net proceeds) and €134,610 thousand net proceeds from the issuance of the CHF Bond (net proceeds) (see "*Operating and Financial Review—Liquidity and capital resources–Borrowings–Bond issues and Other Loans–EMTN Programme*") minus €804,679 thousand related to the cash payment made in connection with the CK Hutchison Holdings Swedish Transaction completed on January 25, 2021.

(4) Current financial indebtedness and Non-current financial indebtedness include Bond and other loans, loans and credit facilities, derivative financial instruments, Other financial liabilities and Lease liabilities. Short-term lease liabilities amount to €284,060 thousand, while long-term lease liabilities amount to €1,478,759 thousand.

Capitalization and indebtedness analysis

The total enterprise value for the CK Hutchison Holdings Swedish Transaction, was €804,679 thousand, which was financed with available cash. The Triple-tranche Bond was issued in an aggregate amount of €2,500,000 thousand. The CHF Bond was issued in an aggregate amount of €135,514 thousand (CHF 150,000 thousand). For additional information, see "*Operating and Financial Review—Liquidity and capital resources–Borrowings–Bond issues and Other Loans EMTN Programme*". Assuming the Offering is fully subscribed, the Company expects net proceeds thereof of approximately €6,873 million (gross proceeds of approximately €7,000 million less approximately up to €121 million of commissions payable to the Managers under the Underwriting Agreement and the Initial Underwriting Agreement, assuming placement of all the New Shares and payment of the discretionary commission, and other expenses related to the Offering in an amount of approximately €4 million).

The information as of December 31, 2020 in the table above reflects the effect of transactions that had been completed as of December 31, 2020. The Adjustments have been made in order to reflect (i) the effect of the CK Hutchison Holdings Swedish Transaction which was completed on January 25, 2021, (ii) the additional financing which has been obtained after December 31, 2020 and up to the date of this Prospectus, in particular the net proceeds from the Triple-tranche Bond and the CHF Bond, and (iii) the Offering and the net proceeds thereof. Cash and cash equivalents as of December 31, 2020 (€4,652,027 thousand) have been adjusted upwards in the amount of €9,453,832 thousand to reflect the net proceeds from the Triple-tranche Bond and the CHF Bond and the net proceeds from the Offering and downwards in an amount of €804,679 thousand to reflect the cash payment made in connection with the CK Hutchison Holdings Swedish Transaction. Total Current and Non-Current Debt as of December 31, 2020 (€11,165,498 thousand, including, among others, €284,060 thousand and €1,478,759 thousand of Current and Non-Current Lease Liabilities respectively) have been adjusted upwards in an amount of (€2,635,514 thousand) to reflect the Triple-tranche Bond and the CHF Bond. Share capital as of December 31, 2020 (€121,677 thousand) has been adjusted upwards in an amount of €48,155thousand to reflect the increase in share capital arising from the Offering (assuming 192,619,055 New Shares at a nominal value of €0.25 per share). Finally, share premium as of December 31, 2020 (€7,769,936 thousand) has been adjusted upwards in an amount of €6,824,447 thousand (calculated as the difference between the net proceeds from the Offering and the increase in share capital from the Offering).

The Group has entered into certain transactions that are still pending completion as of the date of this Prospectus, and which payment will occur upon each respective closing; completion of the Iliad Poland Acquisition will result in an investment of approximately €955,000 thousand; completion of the CK Hutchison Holdings Pending Transaction, with regards to Italy will result in an investment of approximately €3,335,000 thousand; completion of the CK Hutchison Holdings Pending Transaction with regards to the United Kingdom will result in an investment of approximately €3,680,000 thousand (of which approximately €2,300,000 thousand is expected to be paid to Hutchison in cash and the remaining consideration is expected to be satisfied by the issuance and/or (if applicable) transfer of approximately €1,400,000 thousand in new and/or treasury Shares, as applicable); completion of the Hivory Acquisition will result in an initial investment of approximately €5,200,000 thousand; and completion of the Polkomtel Acquisition will result in an investment of approximately €1,540,000 thousand. Additionally, DIV will acquire T-Mobile Infra and will then perform a contribution in kind of 100% of the share capital of T-Mobile Infra to Cellnex Netherlands, in exchange for a stake of 37.65% in the share capital of Cellnex Netherlands (amounting to a total value of approximately €397,000 thousand). As of the date of this Prospectus, no payment has been made in relation to any of the above, as payment will occur upon each respective closing. The Group expects that the investments made in connection with these transactions in the year ending December 31, 2021, upon completion of the Iliad Poland Acquisition, the CK Hutchison Holdings Pending Transaction with regards to Italy, the T-Mobile Infra Acquisition and the Hivory Acquisition, will amount to approximately €9,900,000 thousand in aggregate. The Group expects that the investments made in connection with these transactions in the year ending December 31, 2022, upon completion of the CK Hutchison Holdings Pending Transaction with regards to the United Kingdom and the Polkomtel Acquisition, will amount to approximately €5,220,000 thousand in aggregate.

The above investments are expected to be financed with available liquidity, approximately €1,400,000 thousand in the form of new and/or treasury Shares upon closing of the CK Hutchison Holdings Pending Transaction with regards to the United Kingdom, approximately €397,000 thousand in the form of Cellnex Netherlands shares upon closing of the T-

Mobile Infra Acquisition, and the net proceeds from the Offering. For additional information, see "*Operating and Financial Review–Factors affecting comparability of the results of operations of the Group*", "*–Hivory Acquisition*" and "*Business– Investments and material contracts*". As of the date of this Prospectus, the impact of these transactions on the Company's capitalization and indebtedness cannot be accurately calculated as the overall financing mix is still pending. As a result, these transactions (and the use of proceeds of the Offering) are not reflected in the above table.

Other than as disclosed in this Prospectus and in the 2020 Audited Consolidated Financial Statements, no significant change in the financial or trading position of the Company has occurred since December 31, 2020.

SELECTED FINANCIAL INFORMATION

The following tables present selected consolidated financial information as of and for each of the years ended December 31, 2020, 2019 and 2018.

The selected audited consolidated financial information as of and for each of the years ended December 31, 2020, 2019 and 2018 is derived from, and should be reviewed in conjunction with, the Financial Statements, including the related notes, prepared in accordance with IFRS-EU. The Financial Statements are incorporated by reference into this Prospectus.

The 2020 Audited Consolidated Financial Statements include unaudited restated comparative financial information, in accordance with IFRS 3, as a result of the completion of the purchase price allocation for the Iliad France Acquisition, the Iliad Italy Acquisition, the Swiss Infra Acquisition and the Cignal Acquisition. The columns labelled as "restated" reflect such restatement. See "*Presentation of Financial and Other Information*."

The following tables should be read in conjunction with "*Presentation of Financial and Other Information*,", "*Operating and Financial Review*" and the Financial Statements and the related notes thereto incorporated by reference in this Prospectus.

Consolidated balance sheet

Consolidated balance sheet as of December 31, 2020, December 31, 2019 and December 31, 2018

	As of December 31, 2020	As of December 31, 2019	As of December 31, 2019	As of December 31, 2018
	(audited)	(unaudited) (restated)	(audited)	(audited)
		(in thousands of €)		
Assets				
Non-current assets:				
Property, plant and equipment	4,197,827	2,899,539	2,986,142	1,903,742
Intangible assets	12,041,295	5,886,623	5,738,235	1,904,332
Right-of-use assets	2,133,560	1,239,713	1,251,117	573,565
Investments in associates	3,431	2,832	2,832	2,803
Financial investments	28,042	140,909	146,909	19,593
Derivative financial instruments	6,116	-	-	-
Trade and other receivables	35,671	18,427	18,427	19,950
Deferred tax assets	464,531	133,723	136,581	55,322
Total non-current assets	**18,910,473**	**10,321,766**	**10,280,243**	**4,479,307**
Current assets:				
Inventories	2,158	2,149	2,149	3,864
Trade and other receivables	502,070	365,079	365,083	193,152
Receivables from associates	832	84	84	79
Financial investments	2,067	2,015	2,015	921
Cash and cash equivalents	4,652,027	2,351,555	2,351,555	455,870
Total current assets	**5,159,154**	**2,720,882**	**2,720,886**	**653,886**
Total assets	**24,069,627**	**13,042,648**	**13,001,129**	**5,133,193**

	As of December 31, 2020	As of December 31, 2019	As of December 31, 2019	As of December 31, 2018
	(audited)	(unaudited) (restated)	(audited)	(audited)
		(in thousands of €)		
Equity and liabilities				
Equity				
Share capital and attributable reserves				
Share capital	121,677	96,332	96,332	57,921
Treasury Shares	(8,078)	(4,222)	(4,222)	(5,572)
Share premium	7.769,936	3,886,193	3,886,193	314,522
Reserves	267,802	191,859	191,871	126,002
Profit for the year	(133,100)	(9,177)	(9,245)	(14,983)
Equity attributable to owners of the parent	**8,018,237**	**4,160,985**	**4,160,929**	**477,890**
Non-controlling interests	914,504	889,644	889,907	137,476
Total net equity	**8,932,741**	**5,050,629**	**5,050,836**	**615,366**
Liabilities				
Bank borrowings and bond issues	9,315,830	5,093,696	5,093,696	2,996,773

	As of December 31, 2020 (audited)	As of December 31, 2019 (unaudited) (restated)	As of December 31, 2019 (audited)	As of December 31, 2018 (audited)
		(in thousands of €)		
Lease liabilities	1,478,759	933,335	944,529	423,955
Derivative financial instruments	9,743	3,593	3,593	1,255
Provisions and other liabilities	1,453,278	401,744	401,720	236,533
Employee benefit obligations	17,194	17,972	17,972	16,196
Deferred tax liabilities	1,790,830	881,764	827,860	333,306
Total non-current liabilities	**14,065,634**	**7,332,104**	**7,289,370**	**4,008,018**
Bank borrowings and bond issues	76,941	48,426	48,426	130,833
Lease liabilities	284,060	206,853	207,498	102,382
Derivative financial instruments	165	-	-	-
Employee benefit obligations	26,860	22,975	22,975	35,465
Payables to associates	116	25	25	2
Trade and other payables	683,110	381,636	381,999	241,127
Total current liabilities	**1,071,252**	**659,915**	**660,923**	**509,809**
Total net equity and liabilities	**24,069,627**	**13,042,648**	**13,001,129**	**5,133,193**

Consolidated income statement

Consolidated income statement for the years ended December 31, 2020, 2019 and 2018

	For the year ended December 31,			
	2020 (audited)	2019 (unaudited) (restated)	2019 (audited)	2018 (audited)
		(in thousands of €)		
Services	1,562,262	1,000,023	1,000,023	867,449
Other operating income	42,510	30,822	30,822	30,422
Operating income	**1,604,772**	**1,030,845**	**1,030,845**	**897,871**
Staff costs	(165,861)	(144,171)	(144,171)	(172,650)
Other operating expenses	(301,799)	(243,387)	(243,387)	(209,807)
Change in provisions	(4,553)	154	154	983
Losses on fixed assets	(205)	(135)	(135)	(1,021)
Depreciation and amortization	(974,064)	(501,841)	(500,814)	(402,846)
Operating profit	**158,290**	**141,465**	**142,492**	**112,530**
Financial income	4,969	1,254	1,254	3,461
Financial costs	(220,248)	(127,430)	(127,430)	(97,831)
Interest expense on lease liabilities	(142,523)	(69,763)	(70,408)	(54,454)
Net financial loss	**(357,802)**	**(195,939)**	**(196,584)**	**(148,824)**
Profit of companies accounted for using the equity method	52	82	82	113
Loss before tax	**(199,460)**	**(54,392)**	**(54,010)**	**(36,181)**
Income tax	48,724	35,700	35,507	18,439
Consolidated net loss	**(150,736)**	**(18,692)**	**(18,503)**	**(17,742)**
Attributable to non-controlling interests	(17,636)	(9,515)	(9,258)	(2,759)
Net loss attributable to Cellnex	**(133,100)**	**(9,177)**	**(9,245)**	**(14,983)**
Earnings per share (Basic)	(0.35)	(0.03)	(0.03)	(0.06)
Earnings per share (Diluted)	(0.35)	(0.03)	(0.03)	(0.06)

Consolidated cash flow statement

Consolidated cash flow statement for the years ended December 31, 2020, 2019 and 2018

	For the year ended December 31,			
	2020 (audited)	2019 (unaudited) (restated)	2019 (audited)	2018 (audited)
		(in thousands of €)		
Profit/(loss) for the year before tax	(199,460)	(54,392)	(54,010)	(36,181)
Adjustments to profit				
Depreciation and amortization	974,064	501,841	500,814	402,846
Gains/(losses) on derecognition and disposals of non-current assets	205	135	135	1,021
Change in provisions	4,553	(154)	(154)	(983)
Interest and other income	(4,969)	(1,254)	(1,254)	(3,461)

	For the year ended December 31,			
	2020 (audited)	2019 (unaudited) (restated)	2019 (audited)	2018 (audited)
	(in thousands of €)			
Interest and other expenses	362,771	197,193	197,838	152,285
Share of results of companies accounted for using the equity method	(52)	(82)	(82)	(113)
Other income and expenses	2,909	2,290	2,290	1,487
Changes in current assets/current liabilities				
Inventories	(9)	1,715	1,715	(2,316)
Trade and other receivables	(63,928)	(61,334)	(61,334)	1,585
Other current assets and liabilities	53,511	59,520	59,520	2,765
Cash flows generated by operations				
Interest paid	(259,977)	(147,932)	(147,932)	(119,797)
Interest received	1,048	599	599	840
Income tax received / (paid)	(38,577)	(25,262)	(25,262)	(20,219)
Current provisions and employee benefit obligations	(40,440)	(53,326)	(53,326)	16,519
Total net cash flows from operating activities (I)	**791,649**	**419,557**	**419,557**	**396,278**
Business combinations and changes in the scope of consolidation	(5,113,152)	(3,059,586)	(3,059,586)	(38,154)
Purchases of property, plant and equipment and intangible assets	(759,648)	(894,224)	(894,224)	(575,912)
Payments for financial investments	(53,878)	(3,235)	(3,235)	(10,967)
Proceeds from financial investments	30,000	-	-	-
Dividends received	-	-	-	-
Total net cash flows from investing activities (II)	**(5,896,678)**	**(3,957,045)**	**(3,957,045)**	**(625,033)**
Acquisition of treasury Shares	(6,509)	-	-	(5,035)
Issue of equity instruments	4,018,436	3,683,375	3,683,375	62,480
Proceeds from issue of bank borrowings	1,018,087	1,656,330	1,656,330	543,404
Bond issue	3,982,682	1,026,032	1,026,032	591,615
Repayment and redemption of bank borrowings	(1,061,142)	(651,344)	(651,344)	(603,663)
Repayment of bond issues and other loans	-	(62,835)	(62,835)	-
Net repayments of other borrowings	(1,014)	(26,978)	(26,978)	(11,220)
Net payment of lease liabilities	(487,078)	(174,151)	(174,151)	(151,596)
Dividends paid	(29,281)	(26,620)	(26,620)	(24,211)
Dividends to non-controlling interests	-	(808)	(808)	(6,987)
Others	-	109	109	713
Total net cash flows from financing activities (III)	**7,434,181**	**5,423,110**	**5,423,110**	**395,500**
Foreign exchange differences	(28,680)	10,063	10,063	(6,048)
Net (decrease) / increase in cash and cash equivalents from continuing operations (I)+(II)+(III)	**2,300,472**	**1,895,685**	**1,895,685**	**160,697**
Cash and cash equivalents at beginning of year	2,351,555	455,870	455,870	295,173
Cash and cash equivalents at year-end	**4,652,027**	**2,351,555**	**2,351,555**	**455,870**

OPERATING AND FINANCIAL REVIEW

The following discussion and analysis should be read together with the Financial Statements, including the accompanying notes, incorporated by reference in this Prospectus, as well as the respective accompanying consolidated directors' reports and auditors' reports, which are all incorporated by reference in this Prospectus. The Financial Statements have been prepared in accordance with IFRS-EU. This discussion and analysis should also be read together with the information contained in the section titled "Business". Some of the information in the discussion and analysis set forth below and elsewhere in this Prospectus (including the information incorporated by reference in this Prospectus) includes forward-looking statements that involve risks and uncertainties. See "Presentation of Financial and Other Information — Forward-looking statements" and "Risk Factors" for a discussion of important factors that could cause actual results to differ materially from the results described in the forward-looking statements contained in this Prospectus (including the information incorporated by reference in this Prospectus).

Overview

The Group provides services related to infrastructure management for terrestrial telecommunications through the following three segments: (i) Telecom Infrastructure Services, (ii) Broadcasting Infrastructure, and (iii) Other Network Services.

- Telecom Infrastructure Services: this is the Group's largest segment by turnover. It provides a wide range of integrated network infrastructure services to enable access to the Group's telecom infrastructure by MNOs and other wireless telecommunications and broadband network operators, allowing such operators to offer their own telecommunications services to their customers. The Telecom Infrastructure Services segment contributed 79% of the Group's operating income in the year ended December 31, 2020, amounting to €1,272,583 thousand, and contributed 67% of the Group's operating income in the year ended December 31, 2019, restated, amounting to €694,248 thousand.
- Broadcasting Infrastructure: this is the Group's second largest segment by turnover. The Group currently provides broadcasting services only in Spain, where it is the only operator offering nationwide coverage of the DTT service (source: CNMC). Its services consist of the distribution and transmission of television and radio signals, the operation and maintenance of broadcasting networks, the provision of connectivity for media content and over-the-top ("**OTT**") broadcasting services and other services. Through the provision of broadcasting services, Cellnex has developed unique know-how that has helped to develop other services within its portfolio. The Broadcasting Infrastructure segment contributed 14% of the Group's operating income in the year ended December 31, 2020, amounting to €227,257 thousand, and contributed 23% of the Group's operating income in the year ended December 31, 2019, restated, amounting to €235,383 thousand.
- Other Network Services: the Group provides the infrastructure required to develop a connected society by providing network services such as data transport, security and control, Smart communication networks including IoT, Smart Services and managed services and consulting, as well as optic fiber services. As a telecom infrastructure operator, Cellnex can facilitate, streamline and accelerate the deployment of these services through the efficient connectivity of objects and people, in both rural and urban environments, helping to build territories enabled by genuine Smart infrastructure services. This constitutes a specialized business that generates relatively stable cash flows with potential for further growth. The Other Network Services segment contributed 7% of the Group's operating income in the year ended December 31, 2020, amounting to €104,932 thousand, and contributed 10% of the Group's operating income in the year ended December 31, 2019, restated, amounting to €101,214 thousand.

Recent Trading

The Group currently expects its results of operations for the three-month period ended March 31, 2021 to show broadly the same trends compared to the same period of 2020, with primarily acquisitions driving changes in results.

The Group expects to disclose its results of operations for the three-month period ended March 31, 2021 on or about May 7, 2021.

Hivory Acquisition

On February 3, 2021, Cellnex (through its subsidiary Cellnex France) entered into a put option agreement with Altice France, S.A.S. ("**Altice**") and Starlight HoldCo S.à r.l ("**Starlight HoldCo**"), which gives the right to Altice and Starlight HoldCo to require the Group to purchase, on an exclusive basis, their respective direct and indirect ownerships in the share capital of Hivory, S.A.S. ("**Hivory**"), which in aggregate amounts to approximately 100% of Hivory's share capital, for an estimated consideration (Enterprise Value) of approximately €5.2 billion to be paid by Cellnex (the "**Hivory Acquisition**"). Hivory owns and operates approximately 10,535 sites in France. Completion of the Hivory Acquisition is

subject to certain conditions precedent, as described in more detail below, and closing is expected in the second half of 2021.

Additionally, pursuant to the Hivory MSA Amendment (as defined below), Hivory has agreed to the deployment of up to 2,500 sites by 2028, and other agreed initiatives in France, with an estimated investment of approximately €0.9 billion.

The description of the Hivory Acquisition and certain financial information relating to Hivory presented below is derived from publicly available information and information provided to the Group by Altice and Starlight HoldCo, including the unaudited financial statements of Hivory for the year ended December 31, 2020 ("**Hivory's 2020 unaudited financial statements**"), as well as the Group's management estimates and projections.

Structure and rationale of the Hivory Acquisition

Hivory is a company of the Altice group, the French leader in telecommunications infrastructures, owning and operating approximately 10,535 sites in France (wireless communications passive infrastructures relating to towers and rooftops, towers with access restrictions and micro sites located on the sites).

Altice and Starlight BidCo, S.A.S. ("**Starlight BidCo**"), a wholly-owned subsidiary of Starlight HoldCo, own shares representing 50.01% and 49.99%, respectively, of the share capital and voting rights of Hivory. There is also a minority interest holding less than 0.01% of the share capital of Hivory, which is outside the scope of the Hivory Acquisition. Following the Exercise Condition (as defined herein) and subject to the exercise of the put options by both Altice and Starlight HoldCo, the Group (through its subsidiary Cellnex France) has undertaken to purchase Altice's and Starlight HoldCo's respective direct and indirect share ownerships in Hivory.

Through the Hivory Acquisition, the Group expects to grow its presence in France and to become an enabler of digitalization and 5G rollout in France by facilitating a quick and efficient network deployment for all players. Additionally, the Hivory Acquisition reinforces the Group's position as a leading independent tower operator, with the acquisition of approximately 10,535 sites with a tenancy ratio of 1.3 per site. Consequently, following the Hivory Acquisition, the Group will operate 20,847 sites in France (without taking into account any additional Build-to-suit sites to be executed). The Hivory Acquisition will entail long-term agreements with three anchor tenants in France: Société Française du Radiotéléphone ("**SFR**"), Orange and Free.

The Group will pay an estimated consideration (Enterprise Value) of approximately €5.2 billion in connection with the Hivory Acquisition, subject to customary price adjustments. Although the Group expects to finance the Hivory Acquisition with a portion of the net proceeds from the Offering, it is possible that it may be finally totally or partially financed with available cash held by the Company, each in the amount that the Group decides at its sole discretion (see "*Use of Proceeds*").

Information on Hivory

Overview

Hivory is a French *société par actions simplifiée*, incorporated under the laws of France on April 12, 2018. Its registered office is at 124 Boulevard de Verdun – 92400 Courbevoie, and is registered with the registry of trade and companies of Nanterre under number 838 867 323. Its corporate name is Hivory, S.A.S.

Hivory operations and properties

Hivory owns and operates a portfolio of wireless communications passive infrastructures present in both rural and urban areas (infrastructures relating to towers and rooftops, towers with access restrictions and micro sites located on the sites). Hivory ensures the deployment and maintenance of this passive infrastructure portfolio, as well as its optimization and development to increase its quality and efficiency. Hivory has the full ownership of its passive infrastructure portfolio, which it manages and operates.

Hivory operates in two business lines: (i) offering operators in France a choice of relevant and qualified sites to install their active equipment and thus extend and densify their networks, and (ii) offering landlords an optimal valuation of their assets through a unique and simplified management of the agreements with the operators. In addition, Hivory offers a complete management and security service to host operators at each of its sites and it performs the study and research of new sites and engineering and site development.

As of December 31, 2020, Hivory had approximately 10,535 sites, with a tenancy ratio of 1.3 per site.

Hivory's customers include mainly three French telecommunications operators, but also IoT players who transfer data over a low-frequency network such as remote meter reading or private mobile radio networks. Hivory is also preparing

for the launch of 5G, for its infrastructure portfolio to enable operators to deploy latest-generation networks to build home environments and smart cities.

In particular, Hivory is a party to a master services agreement with SFR, entered into on November 30, 2018, for the provision of certain services by Hivory to SFR, with an initial term of 20 years, to be extended for subsequent 5-year periods on an "all-or-nothing" basis, with undefined maturity (the "**Hivory MSA**").

In addition, pursuant to an amendment letter to the Hivory MSA between Altice and Cellnex entered into on February 3, 2021 (the "**Hivory MSA Amendment**"), the parties have a commitment to execute an amendment to the Hivory MSA providing for revised Build-to-suit, decommissioning and evolution works and studies programs. The Build-to-suit program provides for a commitment of SFR to require Hivory to construct 1,000 new sites in France until December 31, 2028 and a possibility for SFR to require Hivory to construct up to 2,500 sites in France in aggregate. The search and construction of sites is outsourced by Hivory to SFR. Hivory also has the possibility to propose, and SFR to elect at its sole discretion, an existing site of Hivory's portfolio in France instead of having to build a new site. The Hivory MSA Amendment further provides for an annual increase of 2% of the hosting fees to be paid by SFR.

The Company is currently working with certain financial institutions on a financing program for a potential anticipated payment to Altice of a portion of the net proceeds of the Build-to-suit program under the Hivory MSA, as amended by the Hivory MSA Amendment.

Regulatory Framework

The tower segment activity that Hivory develops in France is not subject to sector-specific regulation.

Material Contracts of the Hivory Acquisition

Cellnex France, Altice and Starlight HoldCo have entered into, or will enter into on or prior to the closing date of the Hivory Acquisition, as applicable, the following agreements in the context of the Hivory Acquisition (each of which, is further described below) (the "**Hivory Transaction Agreements**"):

- a put option agreement, dated February 3, 2021, by means of which Altice and Starlight HoldCo have the option to require the Group, on an exclusive basis, to purchase their respective direct and indirect ownerships in the share capital of Hivory, amounting to approximately 100% of Hivory's share capital (the "**Hivory Put Option Agreement**"); and
- a sale and purchase agreement between Cellnex France, Altice and Starlight HoldCo, to be entered into upon the exercise by both Altice and Starlight HoldCo of their put option in accordance with the terms and conditions set forth in the Hivory Put Option Agreement, for the sale and purchase of 50.01% and 49.99% (indirectly owned through Starlight BidCo), respectively, of Hivory's share capital (the "**Hivory SPA**").

Hivory Put Option Agreement

Pursuant to the Hivory Put Option Agreement, Altice and Starlight HoldCo have an option to sell (*promesse unilatérale d'achat,* within the meaning of Article 1124 of the French Civil Code) their respective direct and indirect ownerships in the share capital of Hivory (both direct and indirect, as applicable) to Cellnex France, who has irrevocably undertaken, subject to such options being exercised by both Altice and Starlight HoldCo in accordance with the terms and conditions set forth therein, to acquire all of their respective shareholdings in Hivory.

Pursuant to the Hivory Put Option Agreement, the put option (i) shall be exercisable by both Altice and Starlight HoldCo for a period that started on February 3, 2021 and that will end on the earlier of (y) four months after February 3, 2021 or (z) 15 business days after the Exercise Condition (as defined below) is met, and (ii) is subject to the central social and economic committee of the economic and social unit of SFR and the social and economic committee of Hivory being informed and consulted with respect to the contemplated transaction in order for them to issue an opinion on the transaction (the "**Information and Consultation Process**"). The Information and Consultation Process shall be considered completed at the earlier of: (x) the date such opinions are issued and (y) in the absence of such formal opinions, the expiry of a deadline set forth in applicable French law (the "**Exercise Condition**"). The Group believes the Information and Consultation Process could be completed in the weeks following the date of this Prospectus.

If none of Altice or Starlight HoldCo exercises its respective put option, the put option shall automatically lapse without any action by any party, and each party shall be automatically released from its obligations under the Hivory Put Option Agreement, which shall become null and void (except for certain surviving provisions, which will continue to apply), with no costs, indemnities or penalty of any kind payable to or by any party.

As consideration for granting the put option, starting from February 3, 2021 and until the earlier of (i) the execution of the Hivory SPA and (ii) the expiry of a ten-month period from such date, Altice and Starlight HoldCo have irrevocably

undertaken not to participate in any discussions or negotiations with any third party that could reasonably lead to any sale or transfer of all or part of Altice's and Starlight HoldCo's shareholding (direct and indirect, as applicable) in Hivory or all or part of the assets of Hivory. The Hivory Put Option Agreement contains certain representations and warranties by Altice and Starlight HoldCo.

Hivory SPA

Pursuant to the Hivory SPA, Altice and Starlight HoldCo will sell to Cellnex France their respective ownerships of Hivory's share capital (that is, 50.01% ownership of Altice in Hivory and 49.99% ownership of Starlight BidCo in Hivory). Additionally, Starlight HoldCo will sell to Cellnex France 100% of the share capital of Starlight BidCo, as well as all rights of Starlight HoldCo towards Starlight BidCo under a shareholder's loan agreement entered into between Starlight HoldCo and Starlight Bidco. In consideration thereof, the Group shall pay approximately €5.2 billion, subject to certain potential price adjustments to account for the financial debt, cash, working capital position, a warranty liability insurance and certain balance sheet items of Hivory and Starlight BidCo, at closing of the Hivory Acquisition.

The closing of the Hivory SPA, which is expected to take place within the second half of 2021, will be subject to the following conditions precedent being obtained:

- the decision by the relevant antitrust authority declaring, under the applicable merger control regulations, that the contemplated transaction under the Hivory SPA can be completed; and
- the French *Ministére de l'Economie* authorizing the contemplated transaction under the Hivory SPA by means of the issuance of an investment control clearance decision.

The Hivory SPA will contain certain representations and warranties by Altice and Starlight HoldCo and certain indemnification obligations in case of breach thereof. It will also include certain covenants regarding the management of Hivory and Starlight BidCo until closing of the Hivory Acquisition, as well as certain specific indemnities provided by Altice.

Financial information of the Hivory Acquisition

Basis of financial information provided

Based on the information provided by Altice and Starlight HoldCo in connection with the Hivory Acquisition, the Group estimates that the Hivory Acquisition would have impacted the Group's income statement and balance sheet in the manner set forth below as of and for each of the years ended December 31, 2020 and 2019. The Group has not independently verified the information provided by Altice and Starlight HoldCo and cannot guarantee its accuracy or completeness and therefore, the accuracy or completeness of the following financial estimates.

Certain income statement line items

Firstly, the Group estimates that the majority of Hivory's revenues will result from long-term, inflation-linked contracts with MNOs for site sharing arrangements. Based on Hivory's 2020 unaudited financial statements, the Group estimates that total site sharing revenues of Hivory would have amounted, in the Group's income statement, to approximately €264 million for the year ended December 31, 2020 (approximately €257 million for the year ended December 31, 2019), comprising the revenue recognized from different customers. The Group estimates that the two largest customers in terms of revenues would have represented an aggregate of approximately 94% of such revenues for the year ended December 31, 2020 (an aggregate of approximately 94% for the year ended December 31, 2019) with the largest customer representing approximately 86% of such revenues for the year ended December 31, 2020 (approximately 86% for the year ended December 31, 2019).

Based on Hivory's 2020 unaudited financial statements, the Group estimates that Hivory's revenues related to the upgrade or replacement of sites would have amounted, in the Group's income statement, to approximately €36 million for the year ended December 31, 2020 (approximately €48 million for the year ended December 31, 2019).

As a result of the above, based on Hivory's 2020 unaudited financial statements, the Group estimates that the total revenue of Hivory would have amounted, in the Group's income statement, to approximately €300 million for the year ended December 31, 2020 (approximately €305 million for the year ended December 31, 2019).

Furthermore, based on Hivory's 2020 unaudited financial statements, the Group estimates that the annual costs to be borne by Hivory for the year ended December 31, 2020, would have amounted to (i) approximately €80 million as cost of sales including rent, materials, power costs and taxes, related to the installations activity (approximately €84 million for the year ended December 31, 2019), and (ii) approximately €8 million as operating costs, including headcount costs, capitalised costs and third party costs (operational, marketing & communications, legal and professional fees, among others) (approximately €8 million for the year ended December 31, 2019).

Certain balance sheet line items

Based on Hivory's 2020 unaudited financial statements, the Group estimates that the assets of Hivory would have had, in the Group's balance sheet, a total book-value of approximately €782 million as of December 31, 2020 (approximately €700 million as of December 31, 2019), of which approximately €492 million would have corresponded to non-current assets as of December 31, 2020 (approximately €462 million as of December 31, 2019) and approximately €290 million would have corresponded to current assets as of December 31, 2020 (approximately €237 million as of December 31, 2019).

IFRS 16

In relation to the above, and pursuant to the information provided by Altice and Starlight HoldCo to the Group, IFRS 16 "Leases"'s ("**IFRS 16**") impact on Hivory's unaudited balance sheet as of December 31, 2020 is estimated as follows: (i) the recording of a right of use asset amounting to approximately €389 million, (ii) the elimination of prepayments amounting to approximately €17 million, and (iii) the recording of lease liabilities amounting to approximately €403 million. Moreover, pursuant to the information provided by Altice and Starlight HoldCo to the Group, IFRS 16's impact on Hivory's unaudited income statement for the 2020 financial year is estimated as follows: (i) the elimination of rent expenses amounting to €71 million, (ii) the recording of depreciation expenses amounting to approximately €62 million, and (iii) the recording of interest expenses amounting to approximately €12 million.

As a result of the above, based on Hivory's 2020 unaudited financial statements, the Group estimates that the EBITDA of Hivory including the impact resulting from the implementation of IFRS 16 impact, would have amounted to approximately €280 million for the year ended December 31, 2020 (approximately €284 million for the year ended December 31, 2019).

Significant contributions to key financial metrics

Based on information provided by Altice and Starlight HoldCo in connection with the Hivory Acquisition, the Group has prepared the following projections. Upon the closing of the Hivory Acquisition, the Group will acquire approximately 10,535 sites in France. The Hivory Acquisition, together with the up to approximately 2,500 sites to be deployed in France, is expected to generate up to an estimated €460 million of annual Adjusted EBITDA once the sites are deployed, and up to an estimated €250 million of Recurring Leveraged Free Cash Flow in 2028 upon completion of the full contracted perimeter, with the Group accounting for the Hivory Acquisition from the date of completion (which is expected in the second half of 2021) in accordance with IFRS 3. "Adjusted EBITDA" and "Recurring Leveraged Free Cash Flow" are APMs (as defined herein). They are based on management's estimates, and they are therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual metrics to materially differ from those expressed in, or suggested by, these forward-looking metrics. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*". Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for more information on these APMs.

Description of Hivory's Acquisition Financing

Although the Group expects that the Hivory Acquisition will be financed with a portion of the net proceeds from the Offering, it is possible that it may finally be totally or partially financed with available cash held by the Company, each in the amount that the Group decides at its sole discretion. On February 24, 2021, the Group amended and restated the facilities agreement by virtue of which the M&A Financing was granted (for further information on the M&A Financing see "*Operating and Financial Review—Liquidity and capital resources–Borrowings*") and, among others, cancelled €1,600,000 thousand out of the €7,500,000 thousand bridge loan facility granted thereunder, amended its maturity to 2 years, and amended its purpose to, among other things, contemplate the financing of the Hivory Acquisition. As of the date of this Prospectus, no amounts have been drawn thereunder. Such financing will bear interest at a margin above EURIBOR and, will be unsecured and unsubordinated. Additionally, the M&A Financing (as amended and restated) provides that (i) if any amounts are drawn under the bridge loan facility, the net proceeds from capital markets events (including the Offering) must be applied to its prepayment and (ii) whilst such bridge loan facility has not been drawn in full, any excess net proceeds from capital markets events (including the Offering), up to an aggregate amount of €5.9 billion, shall be maintained on the Group's balance sheet until, among other things, the payment of the Hivory Acquisition is made. If any of the above undertakings are breached, such bridge loan facility will become due and payable.

Factors affecting comparability of the results of operations of the Group

As a result of the following events, the financial condition and results of operations as of and for certain of the financial periods presented in this Prospectus may not be directly comparable with the Group's financial condition and results of

operations as of and for other financial periods discussed herein or future financial periods. See also "*Operating and Financial Review—Factors affecting the Group's results of operations and financial condition*".

Changes in the scope of consolidation and business combinations

See Note 2 to each of the Financial Statements for a description of the most significant changes in the scope of consolidation and in the companies included in it during each financial period. See Note 6 to the 2020 Audited Consolidated Financial Statements, Note 5 to the 2019 Audited Consolidated Financial Statements and Note 6 to the 2018 Audited Consolidated Financial Statements for details on the most significant business combinations.

The legal entities acquired by the Group have been fully consolidated within it as of the dates of completion of the transactions by means of which they were acquired, such that the corresponding impact of the operations of such entities has been reflected in the Group's consolidated income statement since their respective acquisition dates and the value of all of their assets and liabilities has been included in the Group's consolidated balance sheet, as of the end of the reporting period in which they were acquired.

In addition to the acquisitions referred to below, all of which were completed before December 31, 2020, the Group also completed a transaction between December 31, 2020 and the date of this Prospectus, and there are also certain transactions that have been entered into both before and after December 31, 2020, which are still pending completion as of the date of this Prospectus. In the second half of 2020, the Group entered into the CK Hutchison Holdings Transactions, for the acquisition of the European tower business and assets of Hutchison in Austria, Denmark, Ireland, Italy, the United Kingdom and Sweden by way of six separate transactions (i.e. one transaction per country). On January 25, 2021, the CK Hutchison Holdings Swedish Transaction was completed and, consequently, the Group acquired Hutchison's European tower business and assets in Sweden, comprising approximately 2,500 sites. Cellnex also anticipates further deployment requests of up to 2,677 new sites in Sweden by 2025. In addition, upon completion of the CK Hutchison Holdings Pending Transactions, the Group will acquire Hutchison's European tower business and assets in Italy and the United Kingdom, comprising approximately 9,140 and 6,000 sites, respectively. Cellnex also anticipates further deployment requests of up to 860 and 600 new sites in Italy and the United Kingdom, by 2027 and 2022, respectively. Moreover, in the second half of 2020 the Group entered into the Iliad Poland Acquisition, and, upon closing thereof, the Group will own and operate approximately 7,428 sites in Poland, and has agreed to the deployment of a minimum of 1,871 sites by 2030, although the deployment of up to approximately 4,462 new sites in Poland is expected by the Group.

Between December 31, 2020 and the date of this Prospectus, the Group entered into the T-Mobile Infra Acquisition (as defined below), and, upon closing thereof, the Group will own and operate approximately 3,150 sites in the Netherlands, and anticipates further deployment requests of a minimum of 180 new sites in the Netherlands, by 2027. Likewise, in the first quarter of 2021 the Group entered into the Hivory Acquisition (as defined above), and, upon closing thereof, the Group will own and operate approximately 10,535 sites in France, and has agreed to the deployment of approximately up to 2,500 additional sites in France, by 2028. Also in the first quarter of 2021, the Group entered into the Polkomtel Acquisition (as defined below) and, upon closing thereof, the Group will own and operate approximately 7,000 passive infrastructure and active infrastructures in Poland, and has agreed to the deployment of approximately a minimum of 1,000 sites in Poland, upon request of Polkomtel, by 2030, although the deployment of up to approximately 1,500 sites is expected by the Group.

Given the significance of these transactions with regards to the expansion of the European markets in which the Group operates and the size of the portfolio of sites it owns and has committed to deploy, they are expected to materially affect the Group's future business, financial condition and results of operations and, therefore, the financial condition and results of operations as of and for the financial periods discussed in this Prospectus may not be fully comparable with the Group's financial statements for future periods, and may not be indicative of the Group's future business, financial condition or results of operations. For more information on the above transactions, see "*Business–Investments and material contracts*".

On March 12, 2021, Cellnex (through its subsidiaries Cellnex Switzerland, of which Cellnex owns 72.22%, and Swiss Towers, of which Cellnex Switzerland owns 100%) entered into an agreement with Matterhorn to acquire 10% of the share capital of Swiss Infra from Matterhorn, for CHF 146 million (with a Euro value of €131.5 million as of the date of completion). Pursuant to this acquisition, which was completed on March 18, 2021, Swiss Towers holds 100% of Swiss Infra.

See below a description of the most significant changes in the scope of consolidation and in the companies included in it during each financial period.

Changes in the year ended December 31, 2020

Acquisition of Cellnex Portugal subgroup (formerly Belmont Infra Holding subgroup)

In the first quarter of 2020, Cellnex acquired 100% of the share capital of CLNX Portugal, S.A. ("**Cellnex Portugal**" – formerly Belmont Infra Holding, S.A.) from Belmont Infra Investments B.V. and PT Portugal SGPS, S.A. (sellers of 75%

and 25% of Cellnex Portugal's share capital, respectively) and the credit rights under certain capital contributions (*prestações acessórias*) made by Belmont Infra Investments B.V. and PT Portugal SGPS, S.A. to Cellnex Portugal. Cellnex Portugal holds all the shares of Omtel, Estruturas de Comunicaçoes, S.A. ("**Omtel**"), which currently operates a nationwide portfolio of approximately 3,000 sites in Portugal. The consideration for the acquisition was approximately €800 million (equivalent Enterprise Value, considering the initial payment and debt assumption plus deferred payment discounted at the investment's internal return rate), estimated as of the date of the transaction, subject to certain price adjustments. On January 2, 2020, Cellnex paid €300 million in cash, assumed €233 million of debt of the acquired subgroup, which Cellnex fully repaid after closing of the acquisition and incorporated €43 million of cash balances. The remaining balance of the consideration (which, as of the date of signing, was 50% of the total fair market value of Cellnex Portugal, amounting to a deferred payment of €570 million) will be paid on the earlier of December 31, 2027 or upon the occurrence of certain events of default. Additionally, Omtel and MEO (as defined herein) are party to the Omtel MSA (as defined herein), which, among other things, provides for the construction or transfer of up to approximately 500 sites by December 15, 2023. The Company expects that this program could be increased by up to at least 600 additional sites by 2027. The related capital expenditure for this Build-to-suit program, including the expected 600 additional sites, is expected to amount to at least approximately €140 million, which the Group expects to finance with cash generated by the portfolio. In the event the Omtel MSA is terminated by MEO for cause, MEO will have a buy-back right with respect to Omtel's sites. See Note 6 to the 2020 Audited Consolidated Financial Statements for additional information.

Incorporation of Nexloop

In the first half of 2020, Cellnex and Bouygues Telecom, S.A. ("**Bouygues Telecom**") reached a strategic agreement ("**Bouygues Telecom Strategic Agreement**") through which they became shareholders of Nexloop France, S.A.S. ("**Nexloop**") a newly incorporated company (49% owned by Bouygues Telecom and 51% owned by Cellnex, although, taking into account both the signed shareholders' agreement and the financing structure agreed for the new company, Cellnex will have in practice an effective right to 100% of the expected cash flows generated after debt service up until 2055, subject to certain limitations, either through shareholder loan remuneration or through preferred dividends). This company will deploy a national optic fiber network in France to provide mobile and fixed fiber based connectivity and especially accelerate the roll-out of 5G in the country. The agreement comprises the roll-out of a network of up to 31,500 km, interconnecting the telecommunications rooftops and towers providing service to Bouygues Telecom (approximately 5,000 of which belong to and are operated by Cellnex) with the network of "metropolitan offices" for housing data processing centers (Edge Computing). The agreement covers the deployment of up to 90 new "metropolitan offices". The estimated investment up to 2027, amounts to up to approximately €1.1 billion. As of June 30, 2020, the usual regulatory requirements had already been approved.

Bouygues Telecom is the anchor tenant of the new company, with whom Nexloop signed an MSA, with an initial term of 30 years, to be automatically extended for an additional five year period, on an all or nothing basis, and with a 1% fixed fee escalator.

During 2020, Cellnex France Groupe ("**Cellnex France**") incorporated Nexloop with an initial share capital of €100 through the creation of 100 shares with a nominal value of €1 per share, and a share premium amounting to €900 in total.

Subsequently, on May 29, 2020, Nexloop carried out a capital increase amounting to €30,499 thousand through the issuance of 3,049,900 new shares at a subscription price of €10 per each new share (corresponding to a nominal value of €1 and a share premium of €9), which was fully subscribed and paid. As a result of the foregoing, the share capital of Nexloop increased to €3,050 thousand represented by 3,050,000 shares with a nominal value of €1 per share, each of them fully paid up. The share premium increased to €27,450 thousand. The capital increase was fully subscribed by Cellnex France and Bouygues Telecom, resulting in Cellnex France holding 51% of the share capital of Nexloop and Bouygues Telecom holding 49% of the share capital of Nexloop.

As a result of this transaction, as of December 31, 2020, Cellnex, through its wholly-owned subsidiary, Cellnex France, holds 51% of the share capital and voting rights and 100% of the effective economic rights over the expected cash flow after debt generated up until 2055, subject to certain limitations, as mentioned above, of Nexloop. Cellnex exercises effective control over Nexloop, as it holds ownership interests of over 50% and by virtue of the shareholders' agreement entered into with Bouygues Telecom, which gives Cellnex decision-making capacity over the investees' relevant activities and also the control over the returns of the investment, whereas Bouygues Telecom has certain protective rights. Finally, the signed shareholders' agreement includes certain exit agreements and provides Bouygues Telecom with a call option over Nexloop's shares held by Cellnex France, upon the expiry of a given period of time (for instance, a 20-year period from the execution of the shareholders' agreement) and subject to certain conditions which the Group believes make its execution challenging.

See Note 7 to the 2020 Audited Consolidated Financial Statements for additional information.

Acquisition of Ukkoverkot subgroup

In the second half of 2020, Cellnex acquired 100% of the share capital of Ukkoverkot Oy, the parent company of Edzcom Oy ("**Edzcom**"), for an amount of €30 million (Enterprise Value). Edzcom provides end-to-end Private LTE Networks for

critical markets based on Edge Connectivity solutions. Through this acquisition, the Group believes it is better positioned to provide greater added value to its customers as Edge Connectivity is expected to become a cornerstone for digitalization and to build the smart industries of the future.

Acquisition of On Tower UK subgroup

In the second half of 2019, Cellnex and Cellnex UK entered into an agreement with Arqiva Holdings Limited, a company of the Arqiva Group (the "**Arqiva Group**"), for the sale and purchase of 100% of the issued and paid up share capital of On Tower UK Ltd. ("**On Tower UK**" and the "**Arqiva Acquisition**"), a company to which the Arqiva Group carved-out the telecom towers business of the Arqiva Group in the United Kingdom, following a full reorganization of assets, liabilities and activities. On July 8, 2020, the Group completed the Arqiva Acquisition, after all the conditions precedent were satisfied, and acquired full ownership of the share capital of On Tower UK, which is the owner of approximately 7,400 held sites and the rights to market approximately 900 sites located in the United Kingdom.

Consequently, Cellnex (through its subsidiary Cellnex UK) acquired 100% of the share capital of On Tower UK which, in turn, owns all the shares of On Tower UK 1 Ltd, On Tower UK 2 Ltd, On Tower UK 3 Ltd, On Tower UK 4 Ltd and On Tower UK 5 Ltd.

The Group paid an aggregate consideration of approximately GBP 2 billion (€2.2 billion). The Group financed the Arqiva Acquisition with available cash (from a combination of the net proceeds from the offering of shares executed on November 5, 2019 and other sources) and the GBP 600,000 thousand term loan facility of the GBP Facilities (€660 million).

See Note 6 to the 2020 Audited Consolidated Financial Statements for additional information.

Acquisition of On Tower Portugal, S.A. (formerly NOS Towering Gestão de Torres de Telecomunicações, S.A.)

In the first half of 2020, Cellnex reached an agreement with the Portuguese mobile operator NOS, SGPS S.A. ("**NOS**"), for the acquisition, through its subsidiary Cellnex Portugal (formerly BIH - Belmont Infrastructure Holding, S.A.), from NOS Comunicações, S.A. of shares representing 100% of On Tower Portugal, S.A.'s (formerly NOS Towering Gestão de Torres de Telecomunicações, S.A.) ("**On Tower Portugal**") share capital and the assignment to the Group of the credit rights under certain capital contributions (*prestações acessórias*) made by NOS Comunicações, S.A. to On Tower Portugal, for a preliminary consideration (Enterprise Value) of approximately €374 million (the "**NOS Towering Acquisition**"), although the final consideration amounted to approximately €399 million. Following the carve out from On Tower Portugal of certain assets and employees, On Tower Portugal operates a portfolio of approximately 2,000 sites in Portugal. Additionally, the Group agreed to acquire up to approximately 400 additional new or existing sites from the NOS group by 2026 (the Group treats this commitment as a Build-to-suit program and expects that this program can be increased by at least 250 additional sites), and other agreed initiatives, with an estimated investment of at least approximately €175 million. The transaction was completed in the second half of 2020, upon the satisfaction of all conditions precedent. The Group financed this acquisition with available cash and expects to finance the deployment of new or existing additional sites using cash flows generated by the portfolio and other internal resources. See Note 6 to the 2020 Audited Consolidated Financial Statements for additional information.

Acquisition of Metrocall

In the last quarter of 2020, Cellnex reached an agreement with Intertelco, S.A. ("**Intertelco**"), a subsidiary of Indra Sistemas, S.A. at the time of the agreement, for the acquisition (through its subsidiary Cellnex Telecom España, S.L.U. – "**Cellnex Spain**"), of 60% of the share capital of Metrocall, S.A. ("**Metrocall**") for a total consideration (Enterprise Value) of approximately €43 million. Metro de Madrid holds the remaining 40% of Metrocall's share capital. Metrocall, which was incorporated in 2000, provides service to the main mobile operators, with whom it has a long-term service contract (ten years), for use of their infrastructures to provide coverage and mobile connectivity to users of the Madrid underground system. With this acquisition, Cellnex reinforces the portfolio of telecommunications infrastructures that it currently manages for transport networks and suburban environments. See Note 2 to the 2020 Audited Consolidated Financial Statements for additional information.

Acquisitions by virtue of the CK Hutchison Holdings Transactions

In the second half of 2020, the Group entered into the CK Hutchison Holdings Transactions, for the acquisition of Hutchison's (both as defined herein) European tower business and assets in Austria, Denmark, Ireland, Italy, the United Kingdom and Sweden by way of six separate transactions (i.e. one transaction per country). See Notes 6 and 21 to the 2020 Audited Consolidated Financial Statements for additional information.

<u>Austria</u>

Cellnex, pursuant to the CK Hutchison Holdings Transactions (through its fully owned subsidiary Cellnex Austria GmbH, "**Cellnex Austria**") has acquired 100% of the share capital of CK Hutchison Networks (Austria) GmbH ("**Networks Co Austria**"), owner of approximately 4,500 sites located in Austria, for a total consideration of €1.2 billion (Enterprise Value) (subject to certain adjustments). Additionally, Cellnex has agreed to the deployment of up to 450 sites in Austria

to be requested by 2026. The acquisition of Networks Co Austria was completed in December 2020, following the receipt of several administrative authorizations.

Ireland

Cellnex, pursuant to the CK Hutchison Holdings Transactions (through its fully owned subsidiary Cellnex Ireland Limited, "**Cellnex Ireland**") has acquired 100% of the share capital of CK Hutchison Networks (Ireland) Limited ("**Networks Co Ireland**"), owner of approximately 1,120 sites located in Ireland, for a total consideration of €0.6 billion (Enterprise Value) (subject to certain adjustments). Additionally, Cellnex has agreed to the deployment of up to 133 sites in Ireland to be requested by 2025. The acquisition of Networks Co Ireland was completed in December 2020, following the receipt of several administrative authorizations.

Denmark

Cellnex, pursuant to the CK Hutchison Holdings Transactions (through its fully-owned subsidiary Cellnex Denmark ApS, "**Cellnex Denmark**"), acquired 100% of the share capital of HI3G Networks Denmark ApS ("**Networks Co Denmark**"), owner of approximately 1,300 sites located in Denmark for a total consideration of €0.4 billion (Enterprise Value) (subject to certain adjustments). Additionally, Cellnex has agreed to the deployment of up to 564 sites in Denmark to be requested by 2024. On December 21, 2020, Networks Co Denmark changed its legal name to On Tower Denmark ApS ("**On Tower Denmark**"). The acquisition of On Tower Denmark was completed in December 2020, following the receipt of several administrative authorizations.

Incorporation of Cellnex Finance Company

In the second half of 2020, Cellnex incorporated its wholly-owned subsidiary Cellnex Finance Company, S.A.U. ("**Cellnex Finance**") with an initial share capital of €60.2 thousand through the creation of 60,200 shares all of which are fully subscribed and paid-up, with a nominal value of €1 per share. In addition, on December 2020, Cellnex contributed to Cellnex Finance €1 billion. The corporate purpose of Cellnex Finance is to carry out financing activities or financing-related support activities for the benefit of the companies within the Group by means of, among others, the issuance of bonds or other debt securities, as well as the entry into any banking financing, any other kind of financings, or the issuance of any instruments with a financing purpose; the management, optimization and distribution of monetary resources and assistance to the companies in the Group; and the granting of all kinds of financings, as well as grant of guarantees of any kind and nature to guarantee the obligations assumed by any of the Group companies. See Note 15 to the 2020 Audited Consolidated Financial Statements for additional information.

Changes in the year ended December 31, 2019

Acquisition of On Tower France, S.A.S. (formerly Iliad 7, S.A.S.)

In the first half of 2019, the Group entered into a long-term industrial alliance with the Iliad7 group of companies by virtue of which the Group acquired, through its fully-owned subsidiary Cellnex France (as defined herein), 70% of the share capital of On Tower France, S.A.S. (formerly Iliad 7, S.A.S., "**On Tower France**"), owner of approximately 5,700 sites located in France (the "**Iliad France Acquisition**"). Additionally, Cellnex has agreed to the deployment of 2,500 sites in France by 2026, for an estimated total consideration of up to approximately €0.9 billion. The transaction was completed on December 23, 2019 following the settlement of several administrative authorizations. The total consideration paid by the Group amounted to approximately €1.4 billion (for additional information, see Note 5 to the 2019 Audited Consolidated Financial Statements).

Acquisition of business unit from Iliad Italia, S.p.A.

In the first half of 2019, the Group entered into a long-term industrial alliance with the Iliad7 group of companies by virtue of which Cellnex entered into an agreement to acquire (through its fully-owned subsidiary Cellnex Italia, S.p.A. ("**Cellnex Italy**")) a business unit containing approximately 2,200 sites located in Italy from Iliad Italia, S.p.A. for an estimated aggregate consideration of approximately €600 million (the "**Iliad Italy Acquisition**"). Additionally, Cellnex has agreed to the deployment of 1,000 sites in Italy by 2025, for an estimated total consideration of up to approximately €290 million. While the transaction was completed on December 3, 2019, the transfer of the business unit is being carried out gradually in order to allow for the completion of formal administrative procedures with landlords and local administrations. As of December 31, 2020, approximately 2,173 sites had been transferred to Cellnex (for additional information, see Note 6 to the 2020 Audited Consolidated Financial Statements and Note 5 to the 2019 Audited Consolidated Financial Statements).

Acquisition of Swiss Infra Services SA

In the first half of 2019, the Group entered into a long-term industrial alliance with Matterhorn Telecom SA ("**Matterhorn**") by virtue of which Swiss Towers (a fully-owned subsidiary of Cellnex Switzerland, of which Cellnex owns 72.2% of the share capital) purchased 90% of the share capital of Swiss Infra Services SA ("**Swiss Infra**"), owner of approximately 2,800 sites located in Switzerland for a total consideration of approximately €770 million (the "**Swiss Infra Acquisition**"). Additionally, Cellnex has agreed to the deployment of 500 sites in Switzerland, by 2027, for an

estimated total consideration of up to approximately €150 million. The transaction was completed on August 5, 2019. See Notes 2.i.ii and 5 to the 2019 Audited Consolidated Financial Statements.

Acquisition of Cignal Infrastructure Limited

During the second half of 2019, Cellnex acquired 100% of the share capital of Cignal Infrastructure Limited ("**Cignal**") from InfraVia Capital Partners, owner of 546 sites in Ireland, for a total consideration (Enterprise Value) of approximately €210 million paid by Cellnex, and agreed on the deployment of up to 600 new additional sites by 2026 by Cignal (the "**Cignal Acquisition**"), for an estimated total consideration of up to approximately €60 million.

Cellnex Switzerland – Exercise of DTCP Put Option

Pursuant to the DTCP Put Option Agreement (as defined herein), Deutsche Telekom Capital Partners ("**DTCP**") exercised its rights to transfer the total amount of its shareholding in Cellnex Switzerland, AG ("**Cellnex Switzerland**") to Cellnex. As a result, Cellnex acquired, on December 16, 2019, an additional 9% of the share capital of Cellnex Switzerland for CHF 109,876 thousand (with a Euro value of €101,231 thousand as of December 31, 2019) (see Note 17.a.i to the 2019 Audited Consolidated Financial Statements). Following this acquisition, as of December 31, 2019, Cellnex held 72.2% of the share capital of Cellnex Switzerland.

Cellnex Switzerland – Capital Increase

On July 30, 2019, in the context of the Swiss Infra Acquisition (see *"–Acquisition of Swiss Infra Services SA"*), Cellnex Switzerland carried out a capital increase amounting to CHF 460 million, which was fully subscribed by Cellnex and Swiss Life. As a consequence, the stake that Cellnex held in Cellnex Switzerland increased from 54% to 63% at the date of the aforementioned transaction. By not subscribing to this capital increase, DTCP's stake in Cellnex Switzerland was diluted from 18% to 9% at the date of this transaction. Cellnex subsequently acquired DTCP's 9% stake (see "*Cellnex Switzerland – Exercise of DTCP Put Option*" above).

Acquisition of On Tower Netherlands BV

During the second half of 2019, Cellnex reached an agreement to acquire 100% of the share capital of On Tower Netherlands BV ("**On Tower Netherlands**") from its shareholders which, in turn, owns all the shares of six other On Tower Netherlands subsidiaries, for a total consideration (Enterprise Value) of €40 million (the "**On Tower Netherlands Acquisition**"). As a result of the acquisition, which was completed on July 12, 2019, Cellnex directly owns all the shares of On Tower Netherlands and, consequently, all the shares of its subsidiaries. The actual cash outflow for the Group in relation to this transaction was €39 million following the incorporation of €1 million of cash balances on the balance sheet of the acquired subgroup. As a result of this acquisition, Cellnex acquired 114 additional infrastructures.

Changes in the year ended December 31, 2018

Acquisition of Zenon Digital Radio, S.L.

During the first quarter of 2018, Tradia acquired, from Palol Inversiones, S.L.U., 100% of Zenon Digital Radio, S.L. ("**Zenon**") for a total of €2 million. The main corporate purpose of the acquired company, located in Barcelona, includes the commercialization, development, installation and maintenance of TETRA systems.

Acquisition of Xarxa Oberta de Catalunya

During the second half of 2018, Cellnex reached an agreement for the acquisition of 100% of the share capital of Xarxa Oberta de Comunicació i Tecnologia de Catalunya, S.A. ("**XOC**") from Imagina, S.A. ("**Imagina**"), a subsidiary of the Mediapro Group for a total of approximately €33 million. XOC is a concessionary company dedicated to the management, maintenance and construction of the optic fiber network of the Generalitat de Catalunya, and the concession expires in 2031. Additionally, through this agreement, Cellnex acquired a set of assets for an amount of €3 million, which were owned by companies of the Mediapro Group. As a result, the total acquisition price of the transaction amounted to €36 million (Enterprise Value). The actual cash outflow in relation to this transaction has been €34 million following the incorporation of €2 million of cash balances on the balance sheet of the acquired company.

Other material transactions

In addition to the acquisitions described above, the Group has undertaken other acquisitions and commitments throughout the periods covered by the Financial Statements (including acquisitions of sites and other infrastructure which have been undertaken pursuant to the agreements that were entered into in connection with the acquisitions described above), which also affect the comparability of the historical and future results of operations of the Group.

See Notes 7 and 8 to the 2020 Audited Consolidated Financial Statements, Notes 6 and 7 to the 2019 Audited Consolidated Financial Statements and Notes 7 and 8 to the 2018 Audited Consolidated Financial Statements for information on other acquisitions and commitments.

Subsequent events affecting the comparability of the historical and future results of operations of the Group

As indicated previously, between December 31, 2020 and the date of this Prospectus, the Group completed the CK Hutchison Holdings Swedish Transaction, within the framework of the CK Hutchison Holdings Transactions, which is not reflected in the 2020 Audited Consolidated Financial Statements. In addition, the Group has also entered into certain transactions both before and after December 31, 2020, which are still pending completion as of the date of this Prospectus, such as the Iliad Poland Acquisition, the CK Hutchison Holdings Pending Transactions (within the framework of the CK Hutchison Holdings Transactions), the T-Mobile Infra Acquisition, the Hivory Acquisition and the Polkomtel Acquisition. See "*Business–Investments and material contracts*" for additional information on the transactions that were completed after December 31, 2020 and those still pending completion as of the date of this Prospectus. Additionally, for further information on how these transactions are expected to affect the Group's capitalization and indebtedness, see "*Capitalization and Indebtedness*".

In accordance with IFRS 3, the above-mentioned transactions will be accounted for as of their respective dates of completion, such that the corresponding impact of such transactions will be included in the Group's consolidated balance sheet as of the end of the reporting period in which they are completed.

In addition, the Company has significant commitments to acquire or build sites under the Group's acquisition agreements, purchase commitments and Build-to-suit programs.

Given the significance of the above-mentioned transactions, the financial condition and results of operations as of and for the financial periods discussed in this Prospectus may not be fully comparable with the Group's financial statements for future periods, and may not be indicative of the Group's current and future business, financial condition or results of operations (see "*–Changes in the scope of consolidation and business combinations*").

Coronavirus Pandemic

Global economic conditions rapidly deteriorated in 2020 as a result of the Coronavirus Pandemic which began in China in late 2019 and subsequently spread globally, significantly affecting the European markets where the Group operates as of the date of this Prospectus and where the Group will operate following completion of the Iliad Poland Acquisition and the Polkomtel Acquisition. While the Coronavirus Pandemic has not had a significant effect on the Group's business, financial condition or results of operations as of December 31, 2020 and, therefore, has not had a significant effect on the 2020 Audited Consolidated Financial Statements, its future evolution is uncertain. See "*—Factors affecting the Group's results of operations and financial condition —Macroeconomic conditions*", "*Industry Overview–Key drivers supporting demand for tower infrastructure–Optic fiber*" and "*Business–Competitive strengths*". As a result, the 2020 Audited Consolidated Financial Statements may not be fully comparable with the Group's financial statements for future periods, and may not be indicative of the Group's current and future business, financial condition or results of operations. Moreover, the Group cannot assure that any estimates, forecasts, forward-looking statements or opinions contained herein and those used to prepare the Financial Statements will remain accurate or will not abruptly change as a result of the spread and effects of the Coronavirus Pandemic.

Factors affecting the Group's results of operations and financial condition

The Group's results of operations and financial condition are affected by a variety of factors, a number of which are outside its control. Set out below is a discussion of the most significant factors that have affected the Group's results of operations and financial condition during the periods under review and which the Group expects to affect its results of operations and financial condition in the future. Factors other than those set forth below could also have a significant impact on the Group's results of operations and financial condition in the future. See "*Risk Factors*".

Demand for telecom and broadcasting infrastructures

The Group's business depends on the demand for services that it provides through three different segments. The customers' demand for such services depends in turn on end-users' demand and capacity to pay for wireless voice and data services as well as TV and radio broadcast bandwidth and the availability of spectrum to deploy their services. In particular, the Telecom Infrastructure Services segment is highly dependent on the demand for the Group's telecom and broadcasting infrastructures and a decrease in such demand may adversely affect the Group's business. Within the Broadcasting Infrastructure segment, demand for communications depends on the population coverage needs from the Group's customers, which, in turn, depend on the demand for TV and radio broadcast by their customers. For the Other Network Services segment, demand for connectivity, PPDR networks, O&M, smart city and IoT services depends on the demand from public administrations as well as entities operating in the private and public sectors.

The willingness or ability of the Group's customers to use the Group's communications infrastructures, contract its services, or renew or extend existing contracts on the Group's communications infrastructures on the same terms, can be affected by numerous factors, including macroeconomic conditions (see "*Macroeconomic conditions*" below).

Within the Telecom Infrastructure Services segment, increases in the market demand for coverage related services such as antenna space generally translates into revenue growth for the Group, which may be supported by an increase in the number of infrastructures, points of presence (which refers to an artificial demarcation point or interface point between communicating entities, each tenant on a given site is considered a point of presence ("**PoP**")) and/or prices linked to a consumer price index ("**CPI**"); while the overall market need for more antennas is driven by 4G/Long-Term Evolution ("**LTE**") deployment and improvement of current 3G coverage. The Group's overall growth will depend on the Group's ability to capture a share of this market growth and on the pace of such growth. The roll-out of 5G is expected to increase market demand and revenue growth for the Group, as it will likely entail an increase in mobile data traffic which might in turn require an increase in the number of infrastructures and points of presence. In addition, it will require the Group's investment in asset-class businesses adjacent to telecommunication towers, such as optic fiber and edge computing centers (see "*Industry Overview*" for further information) to increase. Within the Broadcasting Infrastructure segment, the Group relies on CPI-linked revenue growth, as there is limited additional demand for coverage-related services such as antenna space. Within the Other Network Services segment, revenue growth is linked to the Group's ability to secure new contracts with private and local government administrations (basically smart city and IoT services projects).

Number of infrastructures in operation

The Telecom Infrastructure Services segment's revenues are generated from service contracts with MNOs in relation to the Group's telecom and broadcast wireless infrastructures. The annual payments vary considerably depending upon numerous factors, such as the number of infrastructures related to service contracts, infrastructure location, the number and type of equipment on the infrastructure or at the infrastructure, ground space required by the customer, the customer ratio (the average number of customers per infrastructure, taking into account changes in the consolidation perimeter), and the remaining infrastructure capacity. In particular, revenues generated from Small Cells (both for outdoor coverage and indoor coverage using DAS) and fiber also depend upon the number of Small Cells or DAS used for the deployment of a new coverage project, and the amount of fiber infrastructure both in terms of length and capacity used by telecom operators.

The Group's global network of existing infrastructures (i.e. excluding infrastructures committed to be acquired or built and infrastructures under management but not owned – that is, infrastructures in respect of which the Group has marketing rights–) consisted of 61,108 infrastructures as of December 31, 2020 (38,466 infrastructures as of December 31, 2019 and 25,032 infrastructures as of December 31, 2018). Further, the number of infrastructures has increased since December 31, 2020 as a result of additional infrastructure acquisitions completed after December 31, 2020 (see "*Operating and Financial Review–Factors affecting comparability of the results of operations of the Group", "Business– Investments and material contracts*" and "*Business– Competitive strengths–Leading operator of critical infrastructure for MNOs and audiovisual media*"). The Group believes that its growth will depend on its ability to identify and consummate additional acquisitions of infrastructures in the future. The Group follows a proven partnership-driven approach of pursuing attractive targets through a diligent and selective acquisition strategy, which it believes will support its future growth strategy.

Customer ratio and impact on co-location by MNOs

The Group can generate additional revenues by attracting new customers at existing infrastructures and by adding additional services and equipment to existing infrastructures with little additional cost. This phenomenon of providing services to several MNOs at a single infrastructure is known as "co-location". The Group's main customers in the Telecom Infrastructure Services segment are MNOs who increasingly seek to reduce their costs through infrastructure sharing. The Group aims to increase its customer ratios and its return on investment by adding new customers, adding new services and installing new equipment for existing customers. As of December 31, 2020 the Group had a 1.46x customer ratio (defined as the average number of customers per infrastructure, without taking into account changes in the consolidation perimeter) for the total telecom infrastructures (1.44x and 1.60x as of each of December 31, 2019 and December 31, 2018, respectively, taking into account changes in the consolidation perimeter). Due to the relatively fixed nature of the Group's costs, accommodating additional customers in an infrastructure or adding additional equipment to such infrastructures, may create significant value for the Group's business.

When acquiring infrastructures from MNOs, the Group enters into long-term agreements under which it assigns the selling MNOs a reserved configuration in the acquired infrastructures, while the Group remains neutral in terms of technology and frequency to allow infrastructure sharing.

Availability and allocation of spectrum

The Group and its customers are highly dependent on the availability of sufficient spectrum for the provision of services that require information technology. The amount of spectrum available is limited and the process for obtaining it is highly complex and costly. For further information, see "*Industry Overview*".

The Group depends upon spectrum allocation for other wireless services that it provides, either in the Broadcasting Infrastructure segment or Other Network Services segment, such as FM, DAB/DAB+, TETRA, IoT and radio links. Any

change in this spectrum allocation may have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows. See "*Risk factors— Risks related to the industry and businesses in which the Group operates— Spectrum may not be secured in the future, which would prevent or impair the plans of the Group or limit the need for the Group's services and products and other basic resources to provide service may not be guaranteed*" for more details.

Backlog

The Group benefits from strong visibility of its future revenues. The Group measures its estimated backlog presented in this Prospectus as the estimated amount of the contracted revenues that it expects will result in future revenue from certain existing contracts, excluding any inflation or deflation adjustment. On the foregoing basis, the estimated backlog as of December 31, 2020 was €36 billion (€19 billion as of December 31, 2019), assuming contracts were renewed to their maximum permitted terms by the Group, counterparties or both, as the case may be and not including the effect of the infrastructures committed (including after such date) to be acquired or built that had not yet been transferred to Cellnex as of that date. If such infrastructures were to be considered, the estimated backlog of the Group would increase to approximately €86 billion, on a run-rate basis, as of December 31, 2020 (compared to €44 billion as of December 31, 2019). The estimated backlog as of the date of this Prospectus, including transactions entered into between December 31, 2020 and the date of this Prospectus, amounts to approximately €110 billion, including the effect of the infrastructures committed (including after the date of this Prospectus) to be acquired or built that have not yet been transferred to Cellnex as of the date of this Prospectus. For additional information on these agreements, see "*Business–Investments and material contracts*".

Run-rate backlog is a forward-looking metric based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the Group's actual backlog to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*".

Backlog at any point in time is affected by the timing of entry into new contracts. The Group calculates backlog assuming that acquisitions which are subject to the satisfaction of conditions precedent will be completed on the terms described in the applicable transaction agreements in their entirety. However, there is no assurance that any pending or future acquisitions will be completed or, if completed, that they will be completed on such same terms. For example, necessary regulatory or administrative authorizations or approvals, including antitrust approvals, may be refused or may only be granted by way of the provision of certain remedies, involving divestitures or otherwise, on onerous terms. As a result, the assumptions the Group uses to calculate backlog may prove to be incorrect, which in turn could have an adverse effect on the Group's backlog estimates. Additionally, contracts for services are occasionally modified by mutual consent of the parties and in some instances may be cancelled under certain circumstances by the customer on short notice without penalty. As a result, the Group's estimated backlog as of any particular date may not be indicative of the actual operating results for any future period. See "*Risk factors— Risks related to the industry and businesses in which the Group operates— The Group's backlog estimates are based on certain assumptions and are subject to unexpected adjustments and cancellations and thus may not be converted to revenues in any particular fiscal period, if at all, or be a fully accurate indicator of the Group's future revenue or earnings*".

Regulatory matters

All of the Group's activities are subject to various regulations, such as competition law, regulatory decisions on network sharing, regulations related to electromagnetic emission and other regulations.

Key regulations applicable to the Group include the availability and licensing of spectrum and on-going charges for its utilization, electromagnetic emissions, the commercial framework for the commercialization of the terrestrial broadcast assets and the obligations imposed on the Group by the Spanish antitrust authorities for the Broadcasting Infrastructure segment. For a general overview of regulation of the communications industry in the countries in which the Group operates, see "*Regulation*".

Macroeconomic conditions

Adverse economic conditions may have a negative impact on the demand for the services the Group provides and on its customers' ability to meet their payment obligations. See "*Risk Factors—Risks related to the industry and businesses in which the Group operates—The business of the Group may be affected by adverse economic and political conditions in the countries where the Group carries out its activities and globally*". Global economic conditions rapidly deteriorated in 2020 as a result of the Coronavirus Pandemic which began in China in late 2019 and subsequently spread globally, significantly affecting the European markets where the Group operates as of the date of this Prospectus and where the Group will operate following completion of the Iliad Poland Acquisition and the Polkomtel Acquisition. The Coronavirus

Pandemic has resulted in authorities implementing numerous measures attempting to contain its spread and impact, such as travel bans and restrictions, quarantines, shelter in place orders, and limitations on business activity, including closures. These measures have, among other things, severely restricted global economic activity, disrupting global supply chains, lowering asset valuations, significantly increasing unemployment and underemployment levels, decreasing liquidity in markets for certain securities and causing significant volatility and disruptions in the financial markets. These measures have also negatively impacted, and could continue to negatively impact, businesses, market participants, the Group's counterparties and customers, and the global economy for a prolonged period of time. While the Company's management cannot predict the full impact of the Coronavirus Pandemic, should current economic conditions persist or continue to deteriorate, this macroeconomic environment could lead to decreased demand for the Group's services (or the Group's customers' services), as the Group's current and potential customers, including anchor customers, may choose to curtail spending on investments in current and/or new technologies, and possibly delay payments, based on liquidity concerns or in response to decreased demand for their own services. In addition, the Group's supply chain could be affected, which could cause disruptions to the Group's ability to meet customer demand or its contractual commitments. Moreover, the Coronavirus Pandemic has created significant uncertainty within capital markets such that access to sufficient additional capital resources, if needed, may not be available at a reasonable cost or at all.

Macroeconomic conditions may also deteriorate as a result of Brexit. See "*Risk Factors–Risks related to the industry and businesses in which the Group operates–The business of the Group may be affected by adverse economic and political conditions in the countries where the Group carries out its activities and globally*".

Critical accounting policies

The preparation of the Financial Statements requires the Group to make certain estimates, judgments and assumptions under IFRS-EU that the Group believes are reasonable based upon the information available. These estimates, judgments and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. Furthermore, changes to IFRS-EU or interpretations thereof may cause the Group's future reported results of operations and financial position to differ significantly from its historical results or from current expectations regarding its future results. Furthermore, changes to IFRS-EU or interpretations thereof may cause its historical results to differ from those previously reported due to the adoption of accounting standards on a retrospective basis. The Group believes that the following significant accounting policies involve a high degree of judgement: property, plant and equipment; intangible assets; impairment losses on non-financial assets; derivative financial instruments; fair value of assets and liabilities in business combinations; financial liabilities; deferred tax assets and income tax; employee benefits; provisions and contingencies; and right-of-use assets and leases.

Given the number and significance of acquisitions completed in recent years, the accounting of business combinations is particularly material. These combinations are complex transactions which include contractual agreements the recognition of which in the consolidated financial statements requires the directors to make significant judgements and estimates. Also, in order to preliminarily determine the fair value of the assets acquired, liabilities and contingent liabilities assumed, and of the goodwill arising on the acquisition date, significant judgements and estimates need to be made. For example, the making of future cash flow forecasts requires assumptions regarding revenue growth, cost inflation and the discount rate. Current legislation allows the allocation of the fair value of the assets and liabilities acquired as a result of business combinations to be reestimated during a period of one year from the acquisition date.

See Note 3 to each of the Financial Statements for a description of the main accounting policies used when preparing the Financial Statements, in accordance with IFRS-EU, as well as the interpretations in force when drawing up these consolidated accounts (namely regarding property, plant and equipment, intangible assets, impairment losses on non-financial assets, investments and other financial assets (excluding derivative financial instruments), derivative financial instruments, inventories, cash and cash equivalents, net equity, earnings per share, treasury shares, financial liabilities, income tax, employee benefits, government grants, provisions and contingencies, revenue recognition, expense recognition, leases, activities affecting the environment, related party transactions, consolidated statement of cash flows and transactions in foreign currencies).

The main critical accounting policies identified by the Group are detailed below:

Intangible assets in telecom infrastructures

The intangible assets are disclosed at their acquisition cost minus the accumulated amortization as well as any impairment losses. The useful life of such assets is assessed on the basis of prudent estimates. In the case of intangible assets in telecom infrastructures, the Group records the amounts paid in the business combinations that correspond to the fair value of the net assets acquired, mainly consisting of:

- *Concession intangible assets*. The contracts signed with MNOs and the locations of the telecom infrastructures used which are subject to administrative concession. The amount recognized represents the discounted cash flow that the site where the infrastructure is located is expected to generate from the various operators. This asset is depreciated in the period over which the Group is able to obtain income from the network coverage area. In this

case, the only intangible asset recorded by the Group corresponds to the business combination of the company TowerCo S.p.A. ("**TowerCo**") and it is amortized on a straight-line basis until 2038.

- *Customer Network Services Contracts.* This intangible asset relates to the customer base existing at the acquisition date due to the infrastructure service contracts with the relevant anchor customer(s) and to the future returns expected to be generated because of the relationships with customers beyond the periods covered by the contracts.
- *Network Location.* This intangible asset represents the incremental revenues and cash flows from additional infrastructure service agreements with carriers not yet present at the date of acquisition. The Network Location is considered an intangible asset, valued independently from the remaining intangible assets, because it meets the requirement of separability, given that the excess available capacity can be used to offer network access services to third parties.

For the valuation of these intangible assets, the Company has used the multi-period earnings methodology, according to the financial projections of the different businesses affected. This method considers the use of other assets in the generation of the projected cash flows of a specific asset in order to isolate the economic benefit generated by the intangible asset. The contribution of the other assets such as fixed assets, working capital, labor and other intangible assets to the total cash flows is estimated through charges for contributing assets. This adjustment is made to separate the value of the specific assets from the portion of the purchase price that has already been allocated to net tangible assets and other intangible assets used. Therefore, the value of intangible assets is the present value of projected cash flows after potentially attributable taxes, net of the return on the fair value attributable to the tangible and intangible assets.

Acquired Customer Network Services Contracts and Network Location intangibles are amortized over the shorter of the term of the corresponding ground lease taking into consideration lease renewals or up to 20 years, since the Group considers these intangibles to be directly related to the infrastructure assets.

Current and non-current financial investments

The "Advances to customers" heading of the consolidated balance sheet includes, with regards to the acquisitions of telecom infrastructures undertaken by the Group, the multi-annual commercial costs assumed by the Group in order to obtain the service provision agreements with the MNOs that are expected to generate future economic profit, through the purchase, from these operators, of the telecom infrastructures, the dismantling of which has been agreed to along with the related cost. It must be noted that the dismantling expenses do not represent a legal obligation to dismantle the telecom infrastructures, but rather a commercial decision made by the Group and these costs will be capitalized as they are incurred. These amounts are recognized as an advance of the subsequent services agreement with the MNO, which is recognized in the consolidated income statements included in the Financial Statements on a straight-line basis as a reduction to "revenue from services rendered" according to the term of the services agreement entered into with the operator.

The "Other advance payments" heading includes payments made to the seller in the context of business combinations, which relate to assets included in the purchase price which have not yet been transferred to the Group at the balance sheet date. Once these assets are transferred, the corresponding amount will be reclassified to the appropriate balance sheet item in accordance with the related purchase price allocation. As of December 31, 2020 and December 31, 2019, restated, other advance payments related mainly to payments made to Iliad Italy, S.p.A. in the context of the Iliad Italy Acquisition, which relate to sites in the business unit not yet transferred as at such dates. The transfer of sites has continued taking place in tranches during the year ended on December 31, 2020 and through the date of this Prospectus.

Provision for asset retirement obligation

This relates to the Group's best estimate of the legal obligation in relation to the retirement of tangible assets with long useful lives, such as, for example, infrastructures for MNOs. It is calculated using estimates of the present value of the cash payments required to dismantle the assets, taking into consideration all the information available at the balance sheet date.

Due to the uncertainties inherent to the estimations necessary for determining the amount of the provision, the actual expenses may differ from the amounts originally recognized on the basis of the estimates made.

Explanation of income statement items

In order to better understand the discussion of the Group's operating results, details regarding certain line items have been provided below.

Services

Services primarily include the Group's revenues derived from the provision of services and the hosting of equipment from MNOs, radio and TV broadcast companies, government agencies and municipalities as well as customers in a number of other industries, distributing and transmitting digital TV and radio signals and providing complementary services such as connectivity and O&M services, net of deferred commercial costs relating to decommissioned sites.

Most of the Group's revenue relates to income earned on a recurrent basis as it derives from services provided under the terms of medium- or long-term contracts. Revenues from services are recognized when the service is provided and there are no material seasonal effects.

Other operating income

Other operating income includes mainly income from re-charging costs related to activities for providing services to third parties in relation to the Group's infrastructures.

Staff costs

Staff costs consist mainly of wages and salaries, Social Security contributions, accruals related to share-based payment, retirement benefits and other contingencies, commitments or employee benefits.

Other operating expenses

Other operating expenses include items such as repairs and maintenance, leases and fees, utilities, taxes other than income tax and other operating costs such as legal and other consultancy expenses and professional insurance. Other operating costs include non-recurrent expenses and do not represent a cash flow.

Change in provisions

Change in provisions includes allowance for doubtful debts, provisions for on-going litigation and other non-current provisions.

Depreciation and amortization

This line item mainly includes property, plant and equipment depreciation charges and amortization of intangible assets, such as goodwill.

Financial income

Financial income consists mainly of interest and other financial income such as income earned on deposits.

Financial costs

Financial costs represent mainly the interest expense on loans, bonds and credit facilities of credit entities and others.

Interest expense on lease liabilities

Interest expense on lease liabilities consists mainly of interest associated with leases.

Income tax

Income tax consists of current tax payable on the taxable profit for the period after applying allowable deductions, changes in deferred tax assets and liabilities, and tax credits.

Results of operations

Comparison of the years ended December 31, 2020 and December 31, 2019, restated

The following table shows the Group's results of operations for the years indicated below. Comparative unaudited financial information as of and for the financial year ended December 31, 2019 has been restated in accordance with IFRS 3 (see – "*Matters arising from the completion of the business combinations completed in the year ended December 31, 2019*" for more detailed information on this restatement).

	For the year ended December 31,		
	2020 (audited)	**2019 (unaudited) (restated)**	**% change**
		(in thousands of €)	
Services	1,562,262	1,000,023	56.2%
Other operating income	42,510	30,822	37.9%
Operating income	**1,604,772**	**1,030,845**	55.7%
Staff costs	(165,861)	(144,171)	15.0%
Other operating expenses	(301,799)	(243,387)	24.0%
Change in provisions	(4,553)	154	(3,056.5)%
Losses on fixed assets	(205)	(135)	51.9%
Depreciation and amortization	(974,064)	(501,841)	94.1%
Operating profit	**158,290**	**141,465**	11.9%
Financial income	4,969	1,254	296.3%
Financial costs	(220,248)	(127,430)	72.8%

	For the year ended December 31,		
	2020 (audited)	2019 (unaudited) (restated)	% change
		(in thousands of €)	
Interest expense on lease liabilities	(142,523)	(69,763)	104.3%
Net financial loss	**(357,802)**	**(195,939)**	82.6%
Profit of companies accounted for using the equity method	52	82	(36.6)%
Loss before tax	**(199,460)**	**(54,392)**	266.7%
Income tax	48,724	35,700	36.5%
Consolidated net loss	**(150,736)**	**(18,692)**	706.4%
Attributable to non-controlling interests	(17,636)	(9,515)	85.3%
Net loss attributable to Cellnex	**(133,100)**	**(9,177)**	**1,350.4%**

Services

Services increased by 56.2% to €1,562,262 thousand in the year ended December 31, 2020 from €1,000,023 thousand in the year ended December 31, 2019, restated. This increase was mainly due to the changes in the Group's perimeter of consolidation (as a result of acquisitions made during the year) and, to a lesser extent, to organic growth.

Other operating income

Other operating income increased by 37.9% to €42,510 thousand in the year ended December 31, 2020 from €30,822 thousand in the year ended December 31, 2019, restated.

Operating income

As a result of the above, operating income increased by 55.7% to €1,604,772 thousand in the year ended December 31, 2020 from €1,030,845 thousand in the year ended December 31, 2019, restated. This increase was mainly due to an increase in Services as described above.

Staff costs

Staff costs increased by 15.0% to €165,861 thousand in the year ended December 31, 2020 from €144,171 thousand in the year ended December 31, 2019, restated. This increase was mainly due to the impact of the changes in the Group's perimeter of consolidation, partially offset by the savings resulting from the implementation of the Employment Reorganization Plan (as defined herein).

The impact of the Employment Reorganization Plan (as defined herein) in the year ended December 31, 2020 amounted to €3.4 million (€5 million in the year ended December 31, 2019, restated), and related to the execution of an incentivised redundancy scheme which was contemplated in the initial agreement reached in 2018. As a result of the continued execution of the plan, during 2020, 18 employees were made redundant with a related cost of €3.4 million (65 employees were made redundant during the year ended December 31, 2019, restated, for a cost of €19 million). As of December 31, 2020, the Employment Reorganization Plan had already been finalized. For further information on the Employment Reorganization Plan, see Note 19 to the 2020 Audited Consolidated Financial Statements.

The table below shows the composition of the Group's staff costs for the years discussed.

	For the year ended December 31,		
	2020 (audited)	2019 (unaudited) (restated)	% change
		(in thousands of €)	
Wages and salaries	(122,163)	(106,114)	15.1%
Social Security contributions	(25,790)	(22,351)	15.4%
Retirement fund and other contingencies and commitments	(8,735)	(9,255)	(5.6)%
Other employee benefit costs	(9,173)	(6,451)	42.6%
Total	**(165,861)**	**(144,171)**	**15.0%**

Other operating expenses

Other operating expenses increased by 24.0% to €301,799 thousand in the year ended December 31, 2020 from €243,387 thousand in the year ended December 31, 2019, restated. This increase was mainly due to changes in the Group's perimeter of consolidation (as a result of acquisitions made during the year), partially offset by cost savings achieved as a result of the implementation of an efficiency plan which mainly comprises the renegotiation of the ground services contracts to achieve better terms.

	For the year ended December 31,		
	2020 (audited)	2019 (unaudited) (restated)	% change
		(in thousands of €)	
Repairs and maintenance	(50,783)	(35,596)	42.7%
Leases	(11,118)	(11,102)	0.1%
Utilities	(102,359)	(84,798)	20.7%
Other operating costs	(137,539)	(111,891)	22.9%
Total	**(301,799)**	**(243,387)**	**24.0%**

Change in provisions

Change in provisions decreased by 3,056.5% to negative €4,553 thousand in the year ended December 31, 2020, from €154 thousand in the year ended December 31, 2019, restated, due to the net change in allowances for doubtful debts and changes in other non–current provisions.

Depreciation and amortization

Depreciation and amortization increased by 94.1% to €974,064 thousand in the year ended December 31, 2020 from €501,841 thousand in the year ended December 31, 2019, restated. This increase was due to changes in the Group's perimeter of consolidation (as a result of acquisitions made during the period) and the amortization of sites (the number of which increased throughout these years). Specifically, depreciation and amortization in connection with intangible assets increased by 225.9% in the year ended December 31, 2020 due to the increase in the Group's perimeter of consolidation as of December 31, 2020 following the Iliad Italy Acquisition, the Iliad France Acquisition, the Swiss Infra Acquisition, the Omtel Acquisition, the Arqiva Acquisition and the NOS Towering Acquisition.

The table below shows the split of the depreciation and amortization between property, plant and equipment, right-of-use assets and intangible assets.

	For the year ended December 31,		
	2020 (audited)	2019 (unaudited) (restated)	% change
		(in thousands of €)	
Property, plant and equipment	(301,928)	(212,462)	42.1%
Right-of-use assets	(306,226)	(177,116)	72.9%
Intangible assets	(365,910)	(112,263)	225.9%
Total	**(974,064)**	**(501,841)**	**94.1%**

Net financial loss

Financial income increased by 296.3% to €4,969 thousand in the year ended December 31, 2020 from €1,254 thousand in the year ended December 31, 2019, restated.

Financial costs increased by 72.8% to €220,248 thousand in the year ended December 31, 2020 from €127,430 thousand in the year ended December 31, 2019, restated. This increase was mainly due to the issuances of new bonds and loans and credit facilities, as well as expenses related to entering into such new debt arrangements to finance the Group's growth.

Interest expense on lease liabilities increased by 104.3% to €142,523 thousand in the year ended December 31, 2020 from €69,763 thousand in the year ended December 31, 2019, restated. This increase was mainly due to the increase in lease liabilities accounted for during that period (associated mainly with the increase of the perimeter of consolidation).

As a result of the above, net financial loss increased by 82.6% to €357,802 thousand in the year ended December 31, 2020 from €195,939 thousand in the year ended December 31, 2019, restated.

Loss before tax

As a result of the foregoing (primarily, the increase in depreciation and amortization and net financial loss) the Group's loss before tax increased by 266.7% to a loss of €199,460 thousand in the year ended December 31, 2020 from a loss of €54,392 thousand in the year ended December 31, 2019, restated.

Income tax

The Group's total income tax increased by 36.5% to €48,724 thousand in the year ended December 31, 2020 from €35,700 thousand in the year ended December 31, 2019, restated.

Consolidated net loss for the year

As a result of the foregoing, the Group's consolidated loss for the year ended December 31, 2020 increased by 706.4% to €150,736 thousand compared to a loss of €18,692 thousand for the year ended December 31, 2019, restated.

Attributable to non-controlling interests

Net loss attributable to non-controlling interests was a loss of €17,636 thousand in the year ended December 31, 2020, compared to a loss of €9,515 thousand in the year ended December 31, 2019, restated.

Comparison of the years ended December 31, 2019 and December 31, 2018

The following table shows the Group's results of operations for the years indicated below. Audited financial information as of and for the financial year ended December 31, 2019 is based on historical data.

	For the year ended December 31,		
	2019 (audited)	**2018 (audited)**	**% change**
		(in thousands of €)	
Services	1,000,023	867,449	15.3%
Other operating income	30,822	30,422	1.3%
Operating income	**1,030,845**	**897,871**	**14.8%**
Staff costs	(144,171)	(172,650)	(16.5)%
Other operating expenses	(243,387)	(209,807)	16.0%
Change in provisions	154	983	(84.3)%
Losses on fixed assets	(135)	(1,021)	(86.8)%
Depreciation and amortization	(500,814)	(402,846)	24.3%
Operating profit	**142,492**	**112,530**	**26.6%**
Financial income	1,254	3,461	(63.8)%
Financial costs	(127,430)	(97,831)	30.3%
Interest expense on lease liabilities	(70,408)	(54,454)	29.3%
Net financial loss	**(196,584)**	**(148,824)**	**32.1%**
Profit of companies accounted for using the equity method	82	113	(27.4)%
Loss before tax	**(54,010)**	**(36,181)**	**49.3%**
Income tax	35,507	18,439	92.6%
Consolidated net loss	**(18,503)**	**(17,742)**	**4.3%**
Attributable to non-controlling interests	(9,258)	(2,759)	235.6%
Net loss attributable to Cellnex	**(9,245)**	**(14,983)**	**(38.3)%**

Services

Services increased by 15% to €1,000,023 thousand in the year ended December 31, 2019 from €867,449 thousand in the year ended December 31, 2018. This increase was mainly due to the changes in the Group's perimeter of consolidation (as a result of acquisitions) and, to a lesser extent, to organic growth.

Other operating income

Other operating income increased by 1% to €30,822 thousand in the year ended December 31, 2019 from €30,422 thousand in the year ended December 31, 2018.

Operating income

As a result of the above, operating income increased by 15% to €1,030,845 thousand in the year ended December 31, 2019 from €897,871 thousand in the year ended December 31, 2018. This increase was mainly due to an increase in Services as described above.

For the year ended December 31, 2019, approximately 49% of the Group's total operating income was generated in Spain (€504,710 thousand), approximately 26% was generated in Italy (€266,907 thousand), approximately 10% was generated in France (€104,675 thousand), approximately 8% was generated in Switzerland (€84,993 thousand), and approximately 7% was generated in other countries (€69,560 thousand). For additional information, see Note 18 to the 2019 Audited Consolidated Financial Statements.

Staff costs

Staff costs decreased by 17% to €144,171 thousand in the year ended December 31, 2019 from €172,650 thousand in the year ended December 31, 2018. This decrease was mainly due to the lower retirement fund and other contingencies and commitments during such year, with respect to the previous year, during which an employment reorganization plan was agreed and, correspondingly, higher costs were recorded (the "**Employment Reorganization Plan**"), as well as the savings resulting from the implementation of such plan, which offset the impact of the changes in the Group's perimeter of consolidation.

The Employment Reorganization Plan refers to the plan carried out by the Group in agreement with the workers' representatives of Retevisión-I, S.A.U. ("**Retevisión**") and Tradia, regarding a collective redundancy procedure to

conclude up to 180 employment contracts in 2018 and 2019. This Employment Reorganization Plan fits into the reorganization process relating to the broadcasting business that is being undertaken by the Group's subsidiaries, under which the Group is seeking to adapt its structure to the new business models, which have been widely modernized in recent years with the introduction of equipment, which can be maintained remotely, without the necessity to physically travel to the sites where the equipment is installed. The Employment Reorganization Plan comprises: (i) income plans for employees who were 57 or older as of December 31, 2017 and, (ii) the lump-sum indemnity payments as a result of the voluntary termination of employment contracts for other employees not included in the annuity plan. As of December 31, 2018, a provision was recognized in connection with the Employment Reorganization Plan, with a cost of €55 million. As of December 31, 2019, the impact of the Employment Reorganization Plan on the 2019 Audited Consolidated Financial Statements amounted to €5 million. During the year ended December 31, 2019, as a result of the continued execution of this plan, 65 employees were made redundant under the Employment Reorganization Plan with a related cost of €19 million (111 employees were made redundant during 2018 for a cost of €31 million). For further information on the Employment Reorganization Plan, see Note 17.b)II) to the 2019 Audited Consolidated Financial Statements.

The table below shows the composition of the Group's staff costs for the years discussed.

	For the year ended December 31,		
	2019 (audited)	2018 (audited)	% change
	(in thousands of €)		
Wages and salaries	(106,114)	(90,407)	17.4%
Social Security contributions	(22,351)	(19,529)	14.5%
Retirement fund and other contingencies and commitments	(9,255)	(56,837)	(83.7)%
Other employee benefit costs	(6,451)	(5,877)	9.8%
Total	**(144,171)**	**(172,650)**	**(16.5)%**

Other operating expenses

Other operating expenses increased by 16% to €243,387 thousand in the year ended December 31, 2019 from €209,807 thousand in the year ended December 31, 2018. This increase was mainly due to changes in the perimeter of consolidation (as a result of acquisitions), partially offset by cost savings achieved as a result of the implementation of an efficiency plan which mainly comprises the renegotiation of the ground services contracts to achieve better terms.

	For the year ended December 31,		
	2019 (audited)	2018 (audited)	% change
	(in thousands of €)		
Repairs and maintenance	(35,596)	(32,223)	10.5%
Leases	(11,102)	(11,537)	(3.8)%
Utilities	(84,798)	(72,312)	17.3%
Other operating costs	(111,891)	(93,735)	19.4%
Total	**(243,387)**	**(209,807)**	**16.0%**

Change in provisions

Change in provisions decreased by 84% to €154 thousand in the year ended December 31, 2019, from €983 thousand in the year ended December 31, 2018, due to the net change in allowances for doubtful debts and changes in other non–current provisions.

Depreciation and amortization

Depreciation and amortization increased by 24% to €500,814 thousand in the year ended December 31, 2019 from €402,846 thousand in the year ended December 31, 2018. This increase was due to changes in the perimeter of consolidation (new acquisitions) and the amortization of sites (which number increased throughout these periods).

The table below shows the split of the depreciation and amortization between intangible assets and property, plant and equipment, as well as right-of-use assets.

	For the year ended December 31,		
	2019 (audited)	2018 (audited)	% change
	(in thousands of €)		
Property, plant and equipment	(213,358)	(185,677)	14.9%
Right-of-use assets	(177,268)	(135,929)	30.4%
Intangible assets	(110,188)	(81,240)	35.6%

Total	(500,814)	(402,846)	24.3%

Net financial loss

Financial income decreased by 64% to €1,254 thousand in the year ended December 31, 2019 from €3,461 thousand in the year ended December 31, 2018.

Financial costs increased by 30% to €127,430 thousand in the year ended December 31, 2019 from €97,831 thousand in the year ended December 31, 2018. This increase was mainly due to interest payments associated with new bonds, loans and credit facilities as well as expenses related to entering into such new debt arrangements to finance the Group's growth.

Interest expense on lease liabilities increased by 29% to €70,408 thousand in the year ended December 31, 2019 from €54,454 thousand in the year ended December 31, 2018. This increase was mainly due to the increase of lease liabilities accounted for during that period (associated mainly with the increase of the perimeter of consolidation).

As a result of the above, net financial loss increased by 32% to €196,584 thousand in the year ended December 31, 2019 from €148,824 thousand in the year ended December 31, 2018.

Loss before tax

As a result of the foregoing, primarily the increase in net financial loss, the Group's loss before tax increased by 49% to €54,010 thousand in the year ended December 31, 2019 from €36,181 thousand in the year ended December 31, 2018.

Income tax

The Group's total income tax increased by 93% to a gain of €35,507 thousand in the year ended December 31, 2019 from a gain of €18,439 thousand in the year ended December 31, 2018, primarily due to the impact of updating the tax rate in certain subsidiaries, which resulted in a positive impact of €19,153 thousand for the year ended December 31, 2019.

Consolidated net loss for the year

As a result of the foregoing, the Group's consolidated net loss for the year ended December 31, 2019 increased by 4% to €18,503 thousand from a loss of €17,742 thousand for the year ended December 31, 2018.

Attributable to non-controlling interests

Net loss attributable to non-controlling interests was a loss of €9,258 thousand in the year ended December 31, 2019, compared to a loss of €2,759 thousand in the year ended December 31, 2018.

Segment information

The segment information included in the Financial Statements is presented in accordance with the disclosure requirements set forth in IFRS 8 "Operating Segments". This information is structured, firstly, following a geographic distribution and, secondly, by business segment.

The Group has expanded its business in Europe and its strategic objective is to continue growing through the acquisition of assets and businesses, along with other growth opportunities both in the countries in which the Group is currently present and others. In this regard, as the Group continues to acquire sites in existing markets and it is continuing to expand into new ones, the Group's management analyzes its results of operations by geographical location. Starting in December 31, 2020, the Group reports information based on the following geographic breakdown: Spain, Italy, France, Switzerland, United Kingdom, Portugal and Other countries (which includes the Netherlands and Ireland). In prior periods, the Group did not report information for Portugal. For the year ended December 31, 2019, restated, Other countries included the United Kingdom, the Netherlands and Ireland. For the year ended December 31, 2019, Other countries included the United Kingdom, the Netherlands and Ireland. For the year ended December 31, 2018, as presented in the 2019 Audited Consolidated Financial Statements, Other countries included the United Kingdom and the Netherlands. As a result, the information included below for the years ended December 31, 2020, 2019 (restated and audited) and 2018 is presented on a different basis.

In addition, the Group has organized its business in three different customer-focused segments, supported by an operations division and central corporate functions: (i) Telecom Infrastructure Services; (ii) Broadcasting Infrastructure; and (iii) Other Network Services.

Geographic reporting

Net profit for the years ended December 31, 2020, 2019 and 2018 by country

The tables below show the reporting of the Group's net profit for the years ended December 31, 2020, 2019 (restated and audited) and 2018 by country.

	For the year ended December 31, 2020 (audited)							
	Spain	**Italy**	**France**	**Switzerland**	**United Kingdom**	**Portugal**	**Other countries**	**Total**[(*)]
	(in thousands of €)							
Operating income	530,328	336,296	309,759	137,467	144,339	69,286	77,297	**1,604,772**
Operating expenses	(235,853)	(95,769)	(38,666)	(16,756)	(44,604)	(8,133)	(32,637)	**(472,418)**
Depreciation and amortization	(174,711)	(173,391)	(270,366)	(121,794)	(106,732)	(81,792)	(45,278)	**(974,064)**
Net Interest	(179,861)	(52,531)	(57,800)	(28,459)	(22,334)	(13,779)	(3,038)	**(357,802)**
Profit of companies accounted for using the equity method	52	-	-	-	-	-	-	**52**
Income tax	23,878	5,369	11,817	3,813	(1,805)	5,327	325	**48,724**
Attributable non-controlling interest	99	-	(9,415)	(8,320)	-	-	-	**(17,636)**
Net profit attributable to Cellnex	**(36,265)**	**19,974**	**(35,841)**	**(17,409)**	**(31,136)**	**(29,091)**	**(3,332)**	**(133,100)**

(*) Corresponds to the contribution of each country segment to the consolidated income statement. Therefore, these figures include the impact of the intercompany transactions that have been carried out during the year ended on December 31, 2020. Additionally, this income statement by country incorporates all of the non-recurring and non-cash items detailed in section 3 of the consolidated directors' report corresponding to the 2020 Audited Consolidated Financial Statements and Note 20.d to the 2020 Audited Consolidated Financial Statements.

	For the year ended December 31, 2019 (unaudited) (restated)					
	Spain	**Italy**	**France**	**Switzerland**	**Other countries**	**Total**[(*)]
	(in thousands of €)					
Operating income	504,710	266,907	104,675	84,994	69,559	1,030,845
Operating expenses	(237,683)	(87,322)	(24,205)	(14,382)	(23,947)	(387,539)
Depreciation and amortization	(136,825)	(146,330)	(87,561)	(78,891)	(52,234)	(501,841)
Net Interest	(122,520)	(26,960)	(23,930)	(17,222)	(5,306)	(195,939)
Profit of companies accounted for using the equity method	82	-	-	-	-	82
Income tax	5,133	(4,259)	9,070	3,698	22,058	**35,700**
Attributable non-controlling interest	1	-	-	(9,516)	-	**(9,515)**
Net profit attributable to Cellnex	**12,898**	**2,037**	**(21,951)**	**(12,287)**	**10,131**	**(9,177)**

(*) Corresponds to the contribution of each country segment to the consolidated income statement. Therefore, these figures include the impact of the intercompany transactions that have been carried out during the year ended on December 31, 2019, restated. Additionally, this income statement by country incorporates all of the non-recurring and non-cash items detailed in section 2 of the consolidated directors' report corresponding to the 2019 Audited Consolidated Financial Statements.

	For the year ended December 31, 2019 (audited)					
	Spain	**Italy**	**France**	**Switzerland**	**Other countries**	**Total**[(*)]
	(in thousands of €)					
Operating income	504,710	266,907	104,675	84,993	69,560	**1,030,845**
Operating expenses	(237,683)	(87,322)	(24,205)	(14,382)	(23,947)	**(387,539)**
Depreciation and amortization	(136,825)	(146,330)	(87,561)	(78,147)	(51,950)	**(500,814)**
Net Interest	(122,520)	(26,960)	(23,930)	(17,868)	(5,306)	**(196,584)**
Profit of companies accounted for using the equity method	82	-	-	-	-	**82**
Income tax	5,133	(4,259)	9,070	3,541	22,022	**35,507**
Attributable non-controlling interest	1	-	-	(9,259)	-	**(9,258)**
Net profit attributable to Cellnex	**12,896**	**2,036**	**(21,951)**	**(12,604)**	**10,379**	**(9,245)**

(*) Corresponds to the contribution of each country segment to the consolidated income statement. Therefore, these figures include the impact of the intercompany transactions that have been carried out during the year ended on December 31, 2019. Additionally, this income statement by country incorporates all of the non-recurring and non-cash items detailed in section 2 of the consolidated directors' report corresponding to the 2019 Audited Consolidated Financial Statements.

	For the year ended December 31, 2018 (audited)					
	Spain	**Italy**	**France**	**Switzerland**	**Other countries**	**Total**(*)
	(in thousands of €)					
Operating income	467,787	254,393	65,686	56,041	53,964	**897,871**
Operating expenses	(263,620)	(82,495)	(14,272)	(8,133)	(13,975)	**(382,495)**
Depreciation and amortization	(135,021)	(126,397)	(56,073)	(45,588)	(39,767)	**(402,846)**
Net Interest	(105,421)	(22,566)	(11,086)	(9,315)	(436)	**(148,824)**
Profit of companies accounted for using the equity method	113	-	-	-	-	**113**
Income tax	15,053	(2,741)	2,160	823	3,144	**18,439**
Attributable non-controlling interest	94	-	-	(2,853)	-	**(2,759)**
Net profit attributable to Cellnex	**(21,203)**	**20,194**	**(13,585)**	**(3,319)**	**2,930**	**(14,983)**

(*) Corresponds to the contribution of each country segment to the consolidated income statement. Therefore, these figures include the impact of the intercompany transactions that have been carried out during the year ended on December 31, 2018. Additionally, this income statement by country incorporates all of the non-recurring and non-cash items detailed in section 2 of the consolidated directors' report corresponding to the 2019 Audited Consolidated Financial Statements.

Business segment reporting

Operating income for the years ended December 31, 2020, 2019 and 2018 by business segment

The tables below show the reporting of the Group's operating income for the years ended December 31, 2020, 2019 and 2018 by business segment:

	For the year ended December 31, 2020 (audited)			
	Telecom Infrastructure Services	**Broadcasting Infrastructure**	**Other Network Services**	**Total**
	(in thousands of €)			
Services (gross)	1,233,006	227,257	104,932	**1,565,195**
Advances to customers	(3,659)	-	-	**(3,659)**
Other income	43,236	-	-	**43,236**
Operating income	**1,272,583**	**227,257**	**104,932**	**1,604,772**

	For the year ended December 31, 2019 (unaudited) (restated)			
	Telecom Infrastructure Services	**Broadcasting Infrastructure**	**Other Network Services**	**Total**
	(in thousands of €)			
Services (gross)	667,216	235,383	101,214	**1,003,813**
Advances to customers	(3,790)	-	-	**(3,790)**
Other income	30,822	-	-	**30,822**
Operating income	**694,248**	**235,383**	**101,214**	**1,030,845**

	For the year ended December 31, 2019 (audited)			
	Telecom Infrastructure Services	**Broadcasting Infrastructure**	**Other Network Services**	**Total**
	(in thousands of €)			
Services (gross)	667,216	235,383	101,214	**1,003,813**
Advances to customers	(3,790)	-	-	**(3,790)**
Other income	30,822	-	-	**30,822**
Operating income	**694,248**	**235,383**	**101,214**	**1,030,845**

	For the year ended December 31, 2018 (audited)			
	Telecom Infrastructure Services	Broadcasting Infrastructure	Other Network Services	Total
	(in thousands of €)			
Services (gross)	555,719	232,773	82,340	**870,832**
Advances to customers	(3,383)	-	-	**(3,383)**
Other income	30,422	-	-	**30,422**
Operating income	**582,758**	**232,773**	**82,340**	**897,871**

Liquidity and capital resources

The Group's liquidity policy consists of maintaining sufficient cash and cash equivalents available and relying on existing credit facilities of financial institutions, issuances in the capital markets and cash generated from its operations. The Group uses these sources of liquidity primarily to fund its organic and inorganic growth, optimize and maintain its network as well as to make dividend payments. As of the date of this Prospectus, the Company's management believes that the Group has liquidity and access to medium and long-term financing that allows it to ensure the necessary resources to meet its commitments in respect of its pending acquisitions as well as for future investments.

In this regard, the Company's management is continuously assessing different alternatives to maintain a flexible approach regarding its capital structure, these alternatives being (i) the issuance of bonds and convertible bonds; (ii) the entry into funding commitments and corporate lending arrangements, such as the GBP Facilities and the Nexloop Senior Facility (both as defined herein); (iii) reaching agreements from time to time with existing or new shareholders at the business unit level, such as Cellnex Switzerland and Nexloop, or at Cellnex, including pursuant to which they would invest in the Group; (iv) or executing capital increases, such as the one contemplated in this Prospectus. In order to do so, the management of the Company takes into consideration market conditions, the Group's pipeline and the feasibility to sign a potential transaction. Cellnex has the ambition to execute such pipeline (in part or entirely) in accordance with its strict financial M&A criteria and expand its existing portfolio of telecom infrastructures consistently with the business strategy of the Group.

The Group manages its capital to ensure that it will be able to continue to deliver returns to its shareholders and seeks to maintain an optimal capital structure and low costs. The Group monitors its capital resources using a leverage ratio along with other financial ratios (e.g., net financial debt as a multiple of EBITDA and Recurring Leveraged Free Cash Flow (as defined herein)) in line with standard industry practice.

Cash flow analysis

Cash and cash equivalents include cash on hand and demand deposits in banks. The following table sets forth details of the Group's cash and cash equivalents as of December 31, 2020, 2019 and 2018.

	As of December 31,		
	2020 (audited)	2019 (audited)	2018 (audited)
	(in thousands of €)		
Cash on hand and at banks	1,478,027	2,271,555	405,870
Deposits at credit institutions	3,174,000	80,000	50,000
Cash and cash equivalents	**4,652,027**	**2,351,555**	**455,870**

The following table sets forth consolidated cash flow data for the years ended December 31, 2020, 2019 (restated and audited) and 2018.

	For the year ended December 31,			
	2020 (audited)	2019 (unaudited) (restated)	2019 (audited)	2018 (audited)
	(in thousands of €)			
Net cash generated by operating activities	791,649	419,557	419,557	396,278
Net cash from/(used) in investing activities	(5,896,678)	(3,957,045)	(3,957,045)	(625,033)
Net cash from/(used) in financing activities	7,434,181	5,423,110	5,423,110	395,500
Cash and cash equivalents at beginning of year	2,351,555	455,870	455,870	295,173
Foreign exchange differences	(28,680)	10,063	10,063	(6,048)
Cash and cash equivalents at year-end	**4,652,027**	**2,351,555**	**2,351,555**	**455,870**

For information regarding the components of net cash generated by operating, investing and financing activities, see "*Selected Financial Information–Consolidated cash flow statement for the years ended December 31, 2020, 2019 and 2018*".

Operating activities

For purposes of the consolidated statements of cash flows, operating activities include the Company's principal revenue-producing activities and other activities that are not investing or financing activities.

The Group's cash generated by operating activities increased by 88.7% to €791,649 thousand for the year ended December 31, 2020 from €419,557 thousand for the year ended December 31, 2019, restated. This change was mainly due to the changes in the Group's perimeter of consolidation (as a result of acquisitions made both during 2020 and 2019), organic growth and the normal course of business (see "*Operating and Financial Review—Results of operations— Comparison of the years ended December 31, 2020 and December 31, 2019, restated*"), partly offset mainly by higher interest payments. The main items are the following:

- Depreciation and amortization (positive €974,064 thousand), which mainly includes the property, plant and equipment, right-of-use assets and intangible assets depreciation charges and amortization.
- Interest and other expenses (positive €362,771 thousand), which include the total interest and other financial expenses of the year ended December 31, 2020 accrued but not paid.
- Trade and other receivables (negative €63,928 thousand), which mainly include outstanding receivables and current tax receivables. Its change is a result of changes in the scope of consolidation and outstanding amounts from customers.
- Other current assets and liabilities (positive €53,511 thousand), which mainly include the amounts payable for trade purchases made by the Group, other taxes payable to the tax authorities and deferred revenues. Its change is a result of changes in the scope of consolidation, deferred revenues and outstanding amounts payable to suppliers.
- Interest paid (negative €259,977 thousand), which includes payments for financial expenses during the year ended December 31, 2020 as a result of increases in the Group's average debt levels.
- Income tax paid (negative €38,577 thousand), which mainly includes both payments on account of corporate income tax 2020 and outstanding payments of corporate income tax relating to 2019.

The Company's cash generated by operating activities increased by 6% to €419,557 thousand in the year ended December 31, 2019 from €396,278 thousand in the year ended December 31, 2018. This change was mainly due to the acquisitions completed during these periods, organic growth and the normal course of business (see "*Operating and Financial Review—Results of operations— Comparison of the years ended December 31, 2019 and December 31, 2018*"), partly offset mainly by higher interest payments and payments related to current provisions and employee benefit obligations. The main items are the following:

- Interest and other expenses (positive €197,838 thousand), which include the total interest and other financial expenses of the year ended December 31, 2019 accrued but not paid.
- Trade and other receivables (negative €61,334 thousand), which mainly include outstanding receivables and current tax receivables.
- Other current assets and liabilities (positive €59,520 thousand), which mainly include the amounts payable for trade purchases made by the Group, other taxes payable to the tax authorities and deferred revenues.
- Interest paid (negative €147,932 thousand), which includes payments for financial expenses during the year ended December 31, 2019 as a result of increases in the Group's average debt levels.
- Income tax paid (negative €25,262 thousand), which mainly includes both payments on account of corporate income tax 2019 and outstanding payments of corporate income tax relating to 2018.
- Current provisions and employee benefit obligations (negative €53,326 thousand), which mainly include the repayment of an amount utilized under the non-recourse factoring agreements (€44,201 thousand) and the payment of phase 2017-2018 of the 2017-2019 LTIP (€4,591 thousand).

Investing activities

For purposes of the Group's consolidated statements of cash flows, investing activities include the acquisition and disposal of long-term assets and other investments not included in cash and cash equivalents. See Note 6 to the 2020 Audited Consolidated Financial Statements, Note 5 to the 2019 Audited Consolidated Financial Statements and Note 6 to the 2018 Audited Consolidated Financial Statements.

The table below shows the components of net cash generated by investing activities.

	For the year ended December 31,			
	2020 (audited)	**2019 (unaudited) (restated)**	**2019 (audited)**	**2018 (audited)**
	(in thousands of €)			
Net cash flows from investing activities				
Business combinations and changes in the scope of consolidation	(5,113,152)	(3,059,586)	(3,059,586)	(38,154)
Purchases of property, plant and equipment and intangible assets	(759,648)	(894,224)	(894,224)	(575,912)
Payments for financial investments	(53,878)	(3,235)	(3,235)	(10,967)
Proceeds from financial investments	30,000	-	-	-
Dividends received	-	-	-	-
Total net cash flows from investing activities (II)	**(5,896,678)**	**(3,957,045)**	**(3,957,045)**	**(625,033)**

The Group's cash used in investing activities increased to €5,896,678 thousand in year ended December 31, 2020, from €3,957,045 thousand in the year ended December 31, 2019, restated. This increase responded mainly to acquisitions closed and commitments made during the year. For additional information on these agreements, see "*Business– Investments and Material contracts*". In the year ended December 31, 2020 business combinations and changes in the scope of consolidation includes the investment in the shareholding of companies, after integrating into the consolidated balance sheet mainly the cash and cash equivalents of the acquired companies and the contribution of minority shareholders, and mainly corresponds to the Omtel Acquisition, the Arqiva Acquisition, the NOS Towering Acquisition, and the CK Hutchison Holdings 2020 Completed Transactions (see "*–Factors affecting comparability of the results of operations of the Group*"). In the year ended December 31, 2020, purchases of property, plant and equipment and intangible assets mainly includes acquisitions of sites made in relation with the On Tower Spain Acquisition, the ongoing Build-to-suit agreements mainly with Bouygues Telecom and the Bouygues Telecom Strategic Agreement to deploy fiber optic network in France and transfers of sites in relation to the Iliad Italy Acquisition, investments in relation to built-to-suit agreements reached with several anchor tenants in Italy, Switzerland, Portugal and Ireland and other additional related to the business expansion and maintenance of the Group's operations, as well as investments in relation to Engineering Services agreed with different clients, including ad-hoc capex eventually required (see "*–Factors affecting comparability of the results of operations of the Group",* "*Business–Properties*" and Note 7 to the 2020 Audited Consolidated Financial Statements). In the year ended December 31, 2020 payments for financial investments and proceeds from financial investments related mainly to advances to customers, deposits and other advance payments.

The Group's cash used in investing activities increased to €3,957,045 thousand in the year ended December 31, 2019 from €625,033 thousand in the year ended December 31, 2018. Such increase responded to acquisitions closed and commitments made during the period. For additional information on these agreements, see "*Business– Investments and material contracts*". In the year ended December 31, 2019, business combinations and changes in the scope of consolidation includes the investment in the shareholding of companies, after integrating into the consolidated balance sheet mainly the cash and cash equivalents of the acquired companies and the contribution of minority shareholders and mainly corresponds to the Iliad France Acquisition, Iliad Italy Acquisition, Swiss Infra Acquisition, Cignal Acquisition and On Tower Netherlands Acquisition and the transactions regarding Cellnex Switzerland (see "*–Factors affecting comparability of the results of operations of the Group*"). In the year ended December 31, 2019, purchases of property, plant and equipment and intangible assets mainly includes acquisitions of sites during the period, primarily in relation with the Iliad France Acquisition as well as other transactions (the Iliad Italy Acquisition, Swiss Infra Acquisition, Cignal Acquisition and On Tower Spain Acquisition) (see "*–Factors affecting comparability of the results of operations of the Group"* and "*Business–Properties*").

Financing activities

For purposes of the Group's consolidated statements of cash flows, financing activities include activities that result in changes in the size and composition of the Group's net assets and of the liabilities which do not form part of the operating activities.

The table below shows the components of net cash generated by financing activities.

	For the year ended December 31,			
	2020 (audited)	**2019 (unaudited) (restated)**	**2019 (audited)**	**2018 (audited)**
	(in thousands of €)			
Net cash flows from financing activities				
Acquisition of treasury Shares	(6,509)	-	-	(5,035)
Issue of equity instruments	4,018,436	3,683,375	3,683,375	62,480
Proceeds from issue of bank borrowings	1,018,087	1,656,330	1,656,330	543,404
Bond issue	3,982,682	1,026,032	1,026,032	591,615
Repayment and redemption of bank borrowings	(1,061,142)	(651,344)	(651,344)	(603,663)
Repayment of bond issues and other loans	-	(62,835)	(62,835)	-

	For the year ended December 31,			
	2020 (audited)	2019 (unaudited) (restated)	2019 (audited)	2018 (audited)
	(in thousands of €)			
Net repayments of other borrowings	(1,014)	(26,978)	(26,978)	(11,220)
Net payment of lease liabilities	(487,078)	(174,151)	(174,151)	(151,596)
Dividends paid	(29,281)	(26,620)	(26,620)	(24,211)
Dividends to non-controlling interests	-	(808)	(808)	(6,987)
Others	-	109	109	713
Total net cash flows from financing activities (III)	**7,434,181**	**5,423,110**	**5,423,110**	**395,500**

The Group's net cash generated by financing activities increased to €7,434,181 thousand in the year ended December 31, 2020 from €5,423,110 thousand in the year ended December 31, 2019, restated. This increase was mainly attributable to an increase in the issue of equity instruments and bond issues carried out during the year, partly offset by a decrease in proceeds from issue of bank borrowings and an increase in repayment and redemption of bank borrowings. The Group's net cash generated by financing activities increased to €5,423,110 thousand in the year ended December 31, 2019 from €395,500 thousand in the year ended December 31, 2018. This increase was mainly attributable to an increase in the issue of equity instruments and bond issues, as well as proceeds from issue of bank borrowings. The Group's net cash generated by financing activities decreased to €395,500 thousand in the year ended December 31, 2018 from €668,802 thousand in the year ended December 31, 2017, restated. This decrease was attributable to a lower amount of net additional borrowings (for additional information, see "*–Borrowings*").

In the year ended December 31, 2020 issue of equity instruments includes equity associated with the issuance of new Shares (€4,018,436 thousand, which includes the share capital increase executed on August 17, 2020, by means of which the share capital was increased by €25,345,535, and 101,382,140 new Shares were issued with a nominal value of €0.25 each), as well as the equity associated with the issuance of the 2020 Convertible Bond (as defined herein). In the year ended December 31, 2020, bond issue includes (i) the Euro-denominated bond issuance for a notional amount of €450,000 thousand; (ii) the CHF-denominated bond issuance for a notional amount of CHF 185,000 thousand (€171,265 thousand as of December 31, 2020); (iii) the dual-tranche Euro-denominated bond issuance for notional amounts of €165,000 thousand and €750,000 thousand, respectively; (iv) the Euro-denominated bond issuance for a notional amount of €1,000,000 thousand; and (v) the CHF-denominated bond issuance for a notional amount of CHF 100,000 thousand (€92,575 thousand as of December 31, 2020), all issued under the EMTN Programme, as well as; (vi) the 2020 Convertible Bond for an aggregate principal amount of €1,500,000 thousand (excluding the equity component). Proceeds from issue of bank borrowings resulted mainly from the Nexloop Senior Facility (as defined herein) the term loan facility entered into by Cellnex UK to partially finance the Arqiva acquisition and other loans. For the same year, repayment and redemption of bank borrowings includes mainly the repayment of credit facilities and the debt assumed on the Omtel Acquisition, and net repayment of other borrowings includes mainly the repayment of other financial liabilities, which include liabilities related to the PROFIT Program (as defined herein) (for more information on the above, see "*–Borrowings–Other financial liabilities*"). Also for the same year, net payment of lease liabilities includes the cash outflows in relation to lease agreements relating to payments of lease installments in the ordinary course of business and cash advances to landlords.

In the year ended December 31, 2019 issue of equity instruments includes equity associated with the issuance of new Shares (€3,616,135 thousand, which includes the share capital increases executed on March 25, 2019, by means of which the share capital was increased by €16,747,453.25, and 66,989,813 new Shares were issued with a nominal value of €0.25 each of them; and November 5, 2019, by means of which the share capital was increased by €21,663,369, and 86,653,476 new Shares were issued with a nominal value of €0.25 each of them, as well as the equity associated with the issuance of the Additional Convertible Bond (as defined herein) and the 2019 Convertible Bond (as defined herein)). Proceeds from issue of bank borrowings resulted mainly from the financing agreements entered into in 2019. Bond issue resulted mainly from the Additional Convertible Bond for an aggregate principal amount of €200,000 thousand, and the 2019 Convertible Bond for an aggregate principal amount of €850,000 thousand (both excluding the equity component), as well as the bond issued under the EMTN Programme for a notional amount of €60,500 thousand. For the same year, repayment and redemption of bank borrowings includes mainly the repayment of credit facilities, and net repayment of other borrowings includes mainly the repayment of a recourse factoring agreement reached during 2018 in relation to balances for VAT receivables derived from acquisitions of mobile telecom infrastructures in France. (For more information on the above, see "*–Other financial liabilities*"). Also for the same year, net payment of lease liabilities includes the cash outflows in relation to lease agreements relating to payments of lease installments in the ordinary course of business and cash advances to landlords. Also, dividends to non–controlling interests includes the dividends paid by Adesal Telecom, S.L., subsidiary of Cellnex, to its non–controlling interests.

In the year ended December 31, 2018, issue of equity instruments includes equity associated with the issuance of the Original Convertible Bond for an aggregate principal amount of €600,000 thousand, proceeds from issue of bank borrowings includes proceeds from credit facilities of Cellnex and Cellnex Switzerland and bond issue includes the

issuance of the Original Convertible Bond, excluding the equity component, and net of the arrangement expenses paid in relation to the bond issued, as well as the promissory notes and commercial paper issued. For the same year, repayment and redemption of bank borrowings includes the repayment of loans' principal as well as the cancellation of credit facilities, mainly of Cellnex and Cellnex Switzerland, due to the refinancing of its syndicated facility, and net repayment of other borrowings includes the net of the proceeds and repayment of other financial liabilities, which include the liabilities in relation to the PROFIT Program (as defined herein), as well as the agreements reached for recourse factoring in relation to balances for tax receivables. For more information on the above, see "*–Borrowings*". Also for the same year, net payment of lease liabilities includes the total amount of cash outflows in relation to lease agreements, excluding the interest payments on lease liabilities. Dividends paid includes the amounts paid by Cellnex to its shareholders as dividend distribution during the financial year ended December 31, 2018. Also, dividends to non–controlling interests includes the dividends paid by Cellnex Switzerland and Adesal Telecom, S.L., subsidiaries of Cellnex, to its non–controlling interests.

Borrowings

The following table sets forth all of the Group's financing contractual obligations, as of the dates indicated below, which have been drawn down. The contractual obligations set forth in the table below also reflect those obligations the Group believes that in the ordinary course of its operations are customary and necessary in light of the activities in which it engages. In particular, many of the obligations set forth below are designed to maintain or grow the Group's operations through medium- to long-term investments (excluding investments in new sites to be deployed pursuant to Build-to-suit commitments). The Group believes that its cash flow from operations will be sufficient to satisfy the obligations set forth below, as well as its other operating costs and remuneration to its shareholders.

	As of December 31,								
	2020 (audited)			2019 (audited)			2018 (audited)		
	(in thousands of €)								
	Non-current	Current	Total	Non-current	Current	Total	Non-current	Current	Total
Bond issues and other loans(*)	7,478,501	56,456	**7,534,957**	3,460,798	40,326	3,501,124	2,410,286	99,890	2,510,176
Loans and credit facilities(*)	1,835,135	19,353	**1,854,488**	1,630,027	6,423	1,636,450	582,730	2,831	585,561
Other financial liabilities	2,194	1,132	**3,326**	2,871	1,677	4,548	3,757	27,932	31,689
Borrowings	**9,315,830**	**76,941**	**9,392,771**	**5,093,696**	**48,426**	**5,142,122**	**2,998,028**	**130,833**	**3,128,861**

(*) These concepts are net of arrangement expenses, and are calculated by subtracting the respective "Arrangement expenses" caption. See "*Borrowings–Borrowings by maturity*".

During the year ended December 31, 2020, the Group increased its borrowings from bond issues and loans and credit facilities (which do not include any debt held by Group companies registered using the equity method of consolidation, derivative financial instruments or other financial liabilities) by €4,251,871 thousand to €9,389,445 thousand.

The increase in the Group's borrowings from bond issues and other loans as of December 31, 2020 is mainly due to the six issuances of straight bonds that have been carried out during 2020, together with the issuance of the 2020 Convertible Bond (for additional information, see "*—Bond issues and other loans*").

The increase in the Group's loans and credit facilities as of December 31, 2020 is mainly due to the GBP 600,000 thousand (€665,262 thousand as of December 31, 2020) 5-year term loan facility entered into by Cellnex UK and guaranteed by Cellnex, which was fully drawn to partially finance the Arqiva Acquisition, and the €620,000 thousand financing entered into by Nexloop and a pool of banks on May 29, 2020 (which consists of a €600,000 thousand term loan facility with a 8-year bullet maturity, to partially finance, among other things, the deployment of the fiber network by Nexloop, and a €20,000 thousand revolving credit facility with a 7-year-and-10-months bullet maturity to finance or reimburse VAT amounts related to Nexloop's project costs (the "**Nexloop Senior Facility**"), of which €73,359 thousand had been drawn down as of December 31, 2020. This increase was partially offset by the repayment of loans and credit facilities with the proceeds from the bonds issuances.

In addition, during the year ended December 31, 2020, the Group amended a credit facility for a total of €100,000 thousand to extend its maturity, increased by net €40,000 thousand the limits from other credit facilities in aggregate, and cancelled a bridge loan for GBP 1,400,000 thousand (€1,551,676 thousand as of July 2, 2020 upon cancellation) and term loans for €50,000 thousand and CHF 450,000 thousand (€414,174 thousand as of September 1, 2020 upon cancellation), respectively.

Moreover, on November 13, 2020, the Group signed a €10 billion financing agreement consisting of (i) a €7,500,000 thousand bridge loan facility with a maturity of up to 3 years; (ii) a €1,250,000 thousand term loan facility with a 3-year bullet maturity; and (iii) a €1,250,000 thousand term loan facility with a 5-year bullet maturity (as amended and restated as described below, the "**M&A Financing**"). The purpose of the M&A Financing was to partially finance the CK Hutchison Holdings Pending Transactions, as well as other M&A opportunities. On February 24, 2021, the Group amended

and restated the facilities agreement by virtue of which the M&A Financing was granted and, among others, cancelled €1,600,000 thousand out of the €7,500,000 thousand bridge loan facility granted thereunder, amended the maturity of said bridge loan facility to 2 years, and amended its purpose to, among other things, contemplate the financing of the Hivory Acquisition. As of the date of this Prospectus, no amounts have been drawn thereunder. Such financing will bear interest at a margin above EURIBOR, will be unsecured and unsubordinated. Additionally, the M&A Financing (as amended and restated) provides that (i) if any amounts are drawn under the bridge loan facility, the net proceeds from capital markets events (including the Offering) must be applied to its prepayment and (ii) whilst such bridge loan facility has not been drawn in full, any excess net proceeds from capital markets events (including the Offering), up to an aggregate amount of €5.9 billion, shall be maintained on the Group's balance sheet until, among other things, the payment of the Hivory Acquisition is made.

Finally, on December 9, 2020, all the loans and credit facilities held by Cellnex were transferred to Cellnex Finance with exactly the same conditions, adhering Cellnex as a guarantor. The bonds issued under the EMTN Programme and the Convertible Bonds were not transferred and continue to be held by Cellnex. Furthermore, any facilities held at a subsidiary level were similarly not transferred and will continue to be held by the corresponding subsidiaries.

As of December 31, 2020, 2019, restated, and 2018, the average interest rate of all available borrowings would have been 1.1%, 1.5% and 1.9%, respectively, in the event they had been entirely drawn down. The average weighted interest rate as of December 31, 2020 of all available borrowings drawn down was 1.6% (1.7% as of December 31, 2019, restated, and 2.2% as of December 31, 2018).

On February 12, 2021, as amended on March 12, 2021, the Group entered into a 5-year facility agreement amounting to €253 million, in relation to the T-Mobile Infra Acquisition (see "*Business–Investments and material contracts–T-Mobile Infra Acquisition*").

The Group's bank borrowings were arranged under market conditions and, therefore, their fair value does not differ significantly from their carrying amount.

In accordance with the foregoing and with regard to the financial policy approved by the Board of Directors, the Group prioritizes securing sources of financing at the Cellnex (parent company) level. The aim of this policy is to secure financing at a lower cost and longer maturities while diversifying its funding sources. In addition, this encourages access to capital markets and allows greater flexibility in financing contracts to promote the Group's growth strategy.

As of December 31, 2020 and 2019 the breakdown, by maturity, type of debt and by currency of the Group's borrowings (excluding debt with companies accounted for using the equity method of consolidation) is as follows.

Borrowings by maturity

The maturities of the Group's borrowings based on the stipulated repayment schedule as of December 31, 2020 are shown in the table below.

		Current	Non-current					
	Limit	Less than 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Total
				(in thousands of €)				
Bond issues and other loans(*)	7,729,340	69,534	602,358	2,394	752,431	593,189	5,603,452	**7,623,358**
Arrangement expenses	-	(13,078)	(12,856)	(12,392)	(11,134)	(10,242)	(28,699)	**(88,401)**
Loans and credit facilities(*)	12,920,485	24,481	169,347	2,500	171,913	669,885	847,656	**1,885,782**
Arrangement expenses	-	(5,128)	(6,351)	(6,078)	(5,004)	(4,274)	(4,459)	**(31,294)**
Other financial liabilities	-	1,132	643	483	472	323	273	**3,326**
Total	**20,649,825**	**76,941**	**753,141**	**(13,093)**	**908,678**	**1,248,881**	**6,418,223**	**9,392,771**

(*) These items are gross value and, consequently, do not include "Arrangement expenses".

The maturities of the Group's borrowings based on the stipulated repayment schedule as of December 31, 2019, restated are shown in the table below.

		Current	Non-current					
	Limit	Less than 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Total
				(in thousands of €)				
Bond issues and other loans(*)	3,600,500	47,039	-	600,000	-	750,000	2,142,687	**3,539,726**
Arrangement expenses	-	(6,713)	(6,962)	(6,629)	(6,051)	(4,677)	(7,570)	**(38,602)**

		Current	Non-current					
	Limit	Less than 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Total
	(in thousands of €)							
Loans and credit facilities(*)	5,877,303	9,715	32,500	223,374	116,169	1,076,758	192,125	**1,650,641**
Arrangement expenses	-	(3,292)	(3,335)	(2,943)	(2,836)	(1,564)	(221)	**(14,191)**
Other financial liabilities	-	1,677	694	707	509	531	430	**4,548**
Total	**9,477,803**	**48,426**	**22,897**	**814,509**	**107,791**	**1,821,048**	**2,327,451**	**5,142,122**

(*) These items are gross value and, consequently, do not include "Arrangement expenses".

Borrowings by type of debt

	As of December 31,					
	2020 (audited)			2019 (unaudited) (restated)		
	Limit	Drawn (notional)	Undrawn	Limit	Drawn (notional)	Undrawn
	(in thousands of €)					
Bond issues and other loans(*)	7,729,340	7,729,340	-	3,600,500	3,600,500	-
Loans and credit facilities(*)	14,783,431	1,864,215	12,919,216	5,877,303	1,643,971	4,233,332
Total(**)	**22,512,771**	**9,593,555**	**12,919,216**	**9,477,803**	**5,244,471**	**4,233,332**

(*) These concepts include the notional value of each caption, and are not the gross or net value of the caption. See "*–Borrowings by maturity*".

(**) This table does not include Other financial liabilities, as they do not have "limits" nor can they be drawn or undrawn.

As of December 31, 2020, the total limit of loans and credit facilities available was €14,783,431 (€5,877,303 thousand as of December 31, 2019, restated), of which €3,324,205 thousand corresponded to credit facilities and €11,459,225 thousand corresponded to loans (€2,290,227 thousand corresponded to credit facilities and €3,587,076 thousand corresponded to loans as of December 31, 2019, restated).

Furthermore, of the €14,783,431 thousand of loans and credit facilities available as of December 31, 2020 (€5,877,303 thousand as of December 31, 2019, restated), €3,811,306 thousand can be drawn down either in Euros (€) or in other currencies, such as Pound Sterling (GBP), Swiss franc (CHF) and U.S. dollar (USD) as of December 31, 2020 (€5,472,678 thousand as of December 31, 2019, restated).

As of December 31, 2020 the total amount drawn down of the loans and credit facilities was €1,864,215 thousand (€1,643,971 thousand drawn down as of December 31, 2019, restated).

Borrowings by currency

	As of December 31,		
	2020 (audited)	2019 (unaudited) (restated)	2019 (audited)
	(in thousands of €)		
Euro(*)	7,698,417	3,780,528	3,784,121
GBP(*)	840,443	331,631	331,631
CHF(*)	973,606	1,082,756	1,082,756
Borrowings	**9,512,466**	**5,194,915**	**5,198,508**

(*) The amounts shown in this table relate to the cash flows set forth in the contracts, which differ from the carrying amount of the borrowings due to the effect of applying IFRS-EU criteria, especially IFRS 9 "Financial Instruments".

The foreign exchange risk on the net investment of operations of the Group companies denominated in non-Euro currencies is managed by means of borrowings denominated in the corresponding foreign currency.

In this regard, as of December 31, 2020, Cellnex arranged a cross currency swap with strong financial counterparties for €450,000 thousand and an equivalent sterling value of GBP 382,455 thousand, which has been designated together with the Euro-denominated bond issuance under the EMTN Programme of €450,000 thousand executed in January 2020, as a natural hedge of the net investment made in the Group's United Kingdom subsidiaries. As of December 31, 2020 and December 31, 2019, restated, the Group maintained debts in GBP, which acted as a natural hedge of the net investments held by the Group in the United Kingdom. These borrowings amounted to GBP 750,000 thousand with a Euro value of

€840,443 thousand as of December 31, 2020, and GBP 282,152 thousand with a Euro value of €331,631 thousand as of December 31, 2019, restated, and are held by means of various credit facilities denominated in GBP. These non-derivative financial instruments were assigned as net investment hedges against the net assets of the Cellnex UK Limited ("**Cellnex UK**", formerly the Shere Group) group. The maturities of these borrowings were between 2022 and 2023.

In addition, as of December 31, 2020, the Group maintained bonds and borrowings in CHF, which acted as a natural hedge of the net investment in Cellnex Switzerland. Such borrowings amounted to CHF 183,000 thousand with a Euro value of €169,413 thousand as of December 31, 2020 (CHF 639,525 thousand with a Euro value of €589,207 thousand as of December 31, 2019, restated) and are held by means of various facilities denominated in CHF. These borrowings mature in 2024. On January 29, 2020, the Group successfully completed the pricing of a CHF-denominated bond issuance for an amount of CHF 185,000 thousand, maturing in February 2027. Additionally, on June 22, 2020, the Group successfully completed the pricing of a CHF-denominated bond issuance for an amount of CHF 100,000 thousand, maturing in July 2025. These non-derivative financial instruments are assigned as net investment hedges against the net assets of the Group's Switzerland subsidiaries. For additional information on the above issuances, see "*–Bond issues and Other Loans–EMTN Programme*".

Furthermore, in the context of the Swiss Towers Acquisition, the Group also maintained through its subsidiary Swiss Towers additional borrowings in CHF amounting to CHF 535,669 thousand with a Euro value of €502,928 thousand as of December 31, 2020 (CHF 535,698 thousand with a Euro value of €493,549 thousand as of December 31, 2019, restated).

Bond issues and Other Loans

a) EMTN Programmes

In May 2015, the Group established a Euro Medium Term Note Programme (the "**EMTN Programme**") through Cellnex. This EMTN Programme is registered on the Irish Stock Exchange plc, trading as Euronext Dublin, is renewed annually and its latest renewal date was May 2020. As of December 31, 2020, the EMTN Programme allowed for the issue of bonds up to an aggregate amount of €10,000 million.

In March 2016 Cellnex was added to the list of companies whose corporate bonds are eligible for discount at the European Central Bank. Since May 2015, under the aforementioned EMTN Programme, Cellnex has issued the bonds described in the table below.

Issue	Initial duration	Maturity	Fitch / S&P rating	Coupon rate	Initial Notional (thousands of €)	Notional as of December 31, 2020 (thousands of €)
27/07/2015	7 years	27/07/2022	BBB-/BB+	3.125%	600,000	600,000
10/08/2016	7 years	16/01/2024	BBB-/BB+	2.375%	750,000	750,000
16/12/2016	16 years	20/12/2032	BBB-/NA	3.875%	65,000	65,000
18/01/2017	8 years	18/04/2025	BBB-/BB+	2.875%	335,000	335,000
07/04/2017	9 years	07/04/2026	BBB-/NA	€6M+2.27%(1)	80,000	80,000
03/08/2017	10 years	03/08/2027	BBB-/NA	€6M+2.20%	60,000	60,000
31/07/2019	10 years	31/07/2029	BBB-/NA	1.90%	60,500	60,500
20/01/2020	7 years	20/04/2027	BBB-/BB+	1.0%	450,000	450,000
18/02/2020	7 years	18/02/2027	BBB-/NA	0.775%	171,265	171,265
26/06/2020	5 years	18/04/2025	BBB-/BB+	2.88%	165,000	165,000
26/06/2020	9 years	26/06/2029	BBB-/BB+	1.88%	750,000	750,000
17/07/2020	5 years	17/07/2025	BBB-/NA	1.12%	92,575	92,575
23/10/2020	10 years	23/10/2030	BBB-/BB+	1.75%	1,000,000	1,000,000
Total					**4,579,340**	**4,579,340**

(1) Coupon rate hedged by IRS (as defined herein). See "*–Derivative financial instruments*".

The bond issues have certain associated costs, customary in this type of transaction such as arrangement expenses and advisers' fees, which amounted to €59,175 thousand as of December 31, 2020 in relation to the bonds issued, which the Group defers over the life of the bonds and are taken to the consolidated income statement following a financial criteria. In this regard, an amount of €88,401 thousand and €38,602 thousand was deducted from bond issues in the consolidated balance sheet as of December 31, 2020 and December 31, 2019, restated, respectively. The arrangement expenses and adviser's fees accrued in the consolidated income statement for the year ended December 31, 2020 and the year ended December 31, 2019, restated in relation to the bond issues amounted to €9,376 thousand and €5,619 thousand, respectively.

On January 9, 2020, the Group successfully completed the pricing of an Euro-denominated bond issuance (with ratings of BBB- by Fitch Ratings and BB+ by Standard&Poor's) aimed at qualified investors for an amount of €450,000 thousand, maturing in April 2027 and with a coupon of 1.0%. Simultaneously, the Group entered into several cross-currency swap agreements with reputable financial counterparties by which Cellnex lent the €450,000 thousand received and borrowed

the equivalent amount in GBP at an agreed exchange rate, enabling Cellnex to obtain approximately GBP 382,455 thousand at a cost of 2.2%. In addition, on January 29, 2020, the Group successfully completed the pricing of a CHF-denominated bond issuance (with a rating of BBB- by Fitch Ratings) for an amount of CHF 185,000 thousand (€171,265 thousand as of December 31, 2020), maturing in February 2027 and with a coupon of 0.775%. On June 16, 2020, the Group successfully completed the pricing of a dual-tranche Euro-denominated bond issuance (with ratings of BBB- by Fitch Ratings and BB+ by Standard&Poor's) aimed at qualified investors, including a tap of the bond maturing in April 2025 for an amount of €165,000 thousand, and with an equivalent coupon of 1.4%; and a new bond for an amount of €750,000 thousand, maturing in June 2029 and with a coupon of 1.875%. In addition, on June 22, 2020, the Group successfully completed the pricing of a CHF-denominated bond issuance (with a rating of BBB- by Fitch Ratings) for an amount of CHF 100,000 thousand (€92,575 thousand as of December 31, 2020), maturing in July 2025 and with a coupon of 1.1%. On October 14, 2020, the Group successfully completed the pricing of a Euro-denominated bond issuance (with ratings of BBB- by Fitch Ratings and BB+ by Standard&Poor's) for an amount of €1,000,000 thousand, maturing in October 2030 and with a coupon of 1.75%.

In December 2020, Cellnex Finance established a Guaranteed Euro Medium Term Note Programme, guaranteed by Cellnex, registered on the Irish Stock Exchange plc, trading as Euronext Dublin, and allowing for the issue of bonds up to an aggregate amount of €10,000 million (the "**Guaranteed EMTN Programme**"). From 2021 onwards, it is envisaged that Cellnex Finance will be the main debt financing entity of the Group.

Between December 31, 2020 and the date of this Prospectus, Cellnex Finance has issued the bonds described in the table below under the Guaranteed EMTN Programme.

Issue	Initial duration	Maturity	Fitch / S&P rating	Coupon rate	Initial Notional (thousands of €)
15/02/2021	5 years	15/11/2026	BBB-/BB+	0.750%	500,000
15/02/2021	7 years	15/01/2029	BBB-/BB+	1.250%	750,000
15/02/2021	12 years	15/02/2033	BBB-/BB+	2.000%	1,250,000
10/03/2021	5 years	10/03/2026	BBB-/NA	0.935%	135,514(*)
Total					**2,635,514**

(*) The exchange rate used to calculate this amount is as of March 10, 2021.

On February 10, 2021, the Group successfully completed the pricing of a triple-tranche EUR-denominated bond issuance (with ratings of BBB- by Fitch Ratings and BB+ by Standard&Poor's) aimed at qualified investors for an aggregate amount of €2,500,000 thousand, including a bond for €500,000 thousand maturing in November 2026 and with a coupon of 0.75%; a bond for €750,000 thousand maturing in January 2029 and with a coupon of 1.25%; and a bond for €1,250,000 thousand maturing in February 2033 and with a coupon of 2.000% (the "**Triple-tranche Bond**"). On March 10, 2021 the Group successfully completed the pricing of a CHF-denominated bond issuance (with a rating of BBB- by Fitch Ratings) for an amount of CHF 150,000 thousand (€135,514 thousand as of March 10, 2021), maturing in March 2026 and with a coupon of 0.935% (the "**CHF Bond**").

The bond issuances denominated in Swiss francs are listed on the Swiss Stock Exchange (SIX) and the euro denominated issuances are listed on the Irish Stock Exchange, plc. trading as Euronext Dublin.

The net proceeds from the issuance of the above bonds are being used for general corporate purposes, including but not limited to, in certain cases, the refinancing of existing indebtedness.

b) Convertible Bonds

The Group has issued the Convertible Bonds (as defined herein) as set out in the table below.

Issue	Initial duration	Maturity	Fitch / S&P rating	Coupon rate	Balance as of December 31, 2020 (thousands of €)
16/01/2018	8 years	16/01/2026	BBB-/NA	1.50%	558,469
21/01/2019	7 years	16/01/2026	BBB-/NA	1.50%	183,964
05/07/2019	9 years	05/07/2028	BBB-/NA	0.50%	823,711
20/11/2020	11 years	20/11/2031	BBB-/NA	0.75%	1,400,343
Total					**2,966,487**

In January 2018, Cellnex issued senior unsecured convertible bonds for an aggregate principal amount of €600,000 thousand (the "**2018 Convertible Bond**"). Additionally, in January 2019, Cellnex resolved to carry out an additional tap

issuance of senior unsecured convertible bonds, under the same terms and conditions applicable to the 2018 Convertible Bond, which consolidated and currently forms a single series with it, for an aggregate principal amount of €200,000 thousand (the "**Additional Convertible Bond**" and, together with the 2018 Convertible Bond, the "**Original Convertible Bonds**", with an aggregate principal amount of €800,000 thousand). The underlying number of Shares of the Original Convertible Bonds is equivalent to c.5.2% of the Company's share capital adjusted to take into account the share capital increases executed on March 25, 2019, November 5, 2019 and August 17, 2020.

The Original Convertible Bonds carry a coupon of 1.5% of the notional amount payable annually in arrears (resulting in an implied yield to maturity of approximately 1.45%). Cellnex may opt to redeem all (but not part) of the Original Convertible Bonds on or after July 18, 2022, if the market value of the underlying Shares per €100,000 of principal amount of the Original Convertible Bonds exceeds €130,000 during a specified period of time, or, at any time, if more than 85% of the aggregate principal amount of the Original Convertible Bonds has been converted and/or redeemed and/or purchased and cancelled. The Original Convertible Bonds will reach maturity in January 2026, and are rated BBB- by Fitch. Any Original Convertible Bonds which have not been previously converted, redeemed or repurchased and cancelled by then, will be redeemed in full at a redemption price equal to 100% of their principal amount, implying a yield to maturity of 1.5% per annum. Bondholders may request Cellnex to repurchase the Original Convertible Bonds (i) in the event of a change of control of the Company; or (ii) in the event that a tender offer is made with respect to the Shares which leads to a change of control of Cellnex.

Furthermore, in July 2019, Cellnex issued senior unsecured convertible bonds for an aggregate principal amount of €850,000 thousand (the "**2019 Convertible Bond**"). The underlying number of Shares of the 2019 Convertible Bond is equivalent to c.3.5% of the Company's share capital adjusted to take into account the share capital increase executed on November 5, 2019 and August 17, 2020. Bondholders may request Cellnex to repurchase the 2019 Convertible Bond (i) in the event of a change of control of the Company; (ii) in the event that a tender offer is made with respect to the Shares which leads to a change of control of Cellnex; or (iii) on January 5, 2027.

The 2019 Convertible Bond has a coupon of 0.5% of the notional amount payable annually in arrears. Cellnex may opt to redeem all (but not part) of the 2019 Convertible Bonds on or after July 26, 2026, if the market value of the underlying Shares per €100,000 of principal amount of the Convertible Bonds exceeds 150% of the accreted principal amount of the 2019 Convertible Bonds during a specific period of time or, at any time, if more than 85% of the aggregate principal amount of the Original Convertible Bonds have been converted and/or redeemed and/or purchased and cancelled. The 2019 Convertible Bonds will reach maturity in July 2028, and are rated BBB- by Fitch. Any 2019 Convertible Bonds which have not been previously converted, redeemed or repurchased and cancelled by then, will be redeemed in full at a redemption price equal to 108.57% of their principal amount, implying a yield to maturity of 1.40% per annum.

In November 2020, Cellnex issued senior unsecured convertible bonds for an aggregate principal amount of €1,500,000 thousand (the "**2020 Convertible Bond**" and together with the Original Convertible Bonds and the 2019 Convertible Bond, the "**Convertible Bonds**"). The underlying number of Shares of the 2020 Convertible Bond is equivalent to c.3.2% of the Company's share capital as of the issue date. Bondholders may request Cellnex to repurchase the 2020 Convertible Bond (i) in the event of a change of control of the Company; or (ii) in the event that a tender offer is made with respect to the Shares which leads to a change of control of Cellnex.

The 2020 Convertible Bond has a coupon of 0.75% per annum (0.25% after tax) of the notional amount payable annually in arrears. Cellnex may opt to redeem all (but not part) of the 2020 Convertible Bonds on or after December 11, 2028, if the market value of the underlying Shares per €100,000 of principal amount of the Convertible Bonds exceeds 150% of the accreted principal amount of the 2020 Convertible Bonds during a specific period of time or, at any time, if more than 85% of the aggregate principal amount of the 2020 Convertible Bonds has been converted and/or redeemed and/or purchased and cancelled. The 2020 Convertible Bonds will reach maturity in November 2031, and are rated BBB- by Fitch. Any 2020 Convertible Bonds which have not been previously converted, redeemed or repurchased and cancelled by then, will be redeemed in full at a redemption price equal to 107.37% of their principal amount, implying a yield to maturity of 1.375% per annum.

The initial conversion price of the 2020 Convertible Bond was €97.07, which represented a premium of 70% over the placement price per existing Share, determined pursuant to a simultaneous placement of existing Shares on behalf of certain subscribers of the 2020 Convertible Bond, who wished to sell these existing Shares to purchasers in order to hedge their market risk with respect to the 2020 Convertible Bonds, and was subject to customary adjustments. As a result of the agreed redemption price, the effective conversion price is €104.2241.

The Convertible Bonds are trading on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange. The Convertible Bonds had an aggregate balance of €2,966,487 thousand as of December 31, 2020.

Clauses regarding changes of control

The terms and conditions of the bonds issued under the EMTN Programme and of the Convertible Bonds include a change of control put clause (at the option of bondholders), which could result in their respective early repayment.

For the bonds issued under the EMTN Programme, the put option can only be triggered if a change of control event occurs and there is a rating downgrade caused by the change of control event (as defined in the terms and conditions of the EMTN Programme). For the Convertible Bonds, the put option can only be triggered if a change of control occurs or if a tender offer triggering event occurs (as defined in the terms and conditions of the Convertible Bonds).

Under the EMTN Programme and the Convertible Bonds, a "change of control event" is defined as the acquisition of more than 50% of the voting rights in respect of Cellnex or the right to appoint or dismiss all or the majority of the members of the Board of Directors of Cellnex.

Bonds obligations and restrictions

As of the date of this Prospectus, Cellnex and Cellnex Finance had no restrictions regarding the use of proceeds from its bond offerings, had not provided any collateral for any obligations in connection with its outstanding bonds and the bonds ranked *pari passu* with the rest of Cellnex's unsecured and unsubordinated borrowings.

c) ECP Programme

In June 2018 Cellnex established an Euro-Commercial Paper Programme (the "**ECP Programme**") with the Irish Stock Exchange, plc. trading as Euronext Dublin, which was renewed in June 2020. The ECP Programme has a limit of €500 million or its equivalent in GBP, USD and CHF.

As of December 31, 2020 and December 31, 2019, restated, there were no amounts drawn down in euros under the ECP Programme (€44,200 thousand was drawn down as of December 31, 2018). As of December 31, 2020 and as of December 31, 2019, restated, there were no amounts drawn down in GBP or CHF (as of December 31, 2018 no amount was drawn down in GBP and CHF 21,000 thousand (with a Euro value of €18,635 thousand) was drawn down).

ECP Programme obligations and restrictions

As of the date of this Prospectus, Cellnex and Cellnex Finance had no restrictions regarding the use of capital resources nor had it guarantees and the bonds rank *pari passu* with the rest of the unsecured and unsubordinated borrowings.

d) Loans and credit facilities

As of December 31, 2020, the total limit of loans and credit facilities available was €14,783,431 thousand (€5,877,303 as of December 31, 2019, restated, and €1,606,398 thousand as of December 31, 2018), of which €3,324,205 thousand corresponded to credit facilities and €11,459,225 thousand corresponded to loans (€2,290,227 thousand corresponded to credit facilities and €3,587,076 thousand corresponded to loans as of December 31, 2019, restated, and €1,287,415 thousand corresponded to credit facilities and €318,983 thousand corresponded to loans as of December 31, 2018).

On February 12, 2021, as amended on March 12, 2021, the Group entered into a 5-year facility agreement amounting to €253 million, in relation to the T-Mobile Infra Acquisition (see "*Business–Investments and material contracts–T-Mobile Infra Acquisition*").

On November 13, 2020, the Group signed a €10 billion financing agreement consisting of (i) a €7,500,000 thousand bridge loan facility with a maturity of up to 3 years; (ii) a €1,250,000 thousand term loan facility with a 3-year bullet maturity; and (iii) a €1,250,000 thousand term loan facility with a 5-year bullet maturity. The purpose of the M&A Financing was to partially finance the CK Hutchison Holdings Pending Transactions, as well as other M&A opportunities. On February 24, 2021, the Group amended and restated the facilities agreement by virtue of which the M&A Financing was granted and, among others, cancelled €1,600,000 thousand out of the €7,500,000 thousand bridge loan facility granted thereunder, amended the maturity of said bridge loan facility to 2 years, and amended its purpose to, among other things, contemplate the financing of the Hivory Acquisition. As of the date of this Prospectus, no amounts have been drawn thereunder. Such financing will bear interest at a margin above EURIBOR, will be unsecured and unsubordinated. Additionally, the M&A Financing (as amended and restated) provides that (i) if any amounts are drawn under the bridge loan facility, the net proceeds from capital markets events (including the Offering) must be applied to its prepayment and (ii) whilst such bridge loan facility has not been drawn in full, any excess net proceeds from capital markets events (including the Offering), up to an aggregate amount of €5.9 billion, shall be maintained on the Group's balance sheet until, among other things, the payment of the Hivory Acquisition is made.

Moreover, on May 29, 2020 Nexloop signed the Nexloop Senior Facility, a €620,000 thousand financing with a pool of banks, consisting of a €600,000 thousand term loan facility with a 8-year bullet maturity, to partially finance the deployment of the fiber network by Nexloop, and a €20,000 thousand revolving credit facility with a 7-year-and-10-months bullet maturity to finance or reimburse VAT amounts related to Nexloop's project costs. As of December 31, 2020, the total amount drawn down in relation to these facilities was €73,359 thousand.

In addition, during the year ended December 31, 2020, the Group amended a credit facility for a total of €100,000 thousand to extend its maturity, increased by net €40,000 thousand the limits from other credit facilities in aggregate, and cancelled a bridge loan for GBP 1,400,000 thousand (€1,552,279 thousand as of December 31, 2020) and term loans for €50,000 thousand and CHF 450,000 thousand (€415,397 thousand as of December 31, 2020) respectively.

On July 2, 2019 Cellnex signed a €100 million loan with the Spanish Official Credit Institute (ICO) to finance the Group's international expansion (the "**ICO Loan**"). The ICO Loan has a final maturity of twelve years, including a two-year interest-only period, from the date of signature. The proceeds have been used to finance new investments abroad, such as in France.

Additionally, on July 17, 2019 Cellnex signed a total of €2.6 billion financing with a pool of banks to increase its liquidity position and to finance the Iliad France Acquisition, the Iliad Italy Acquisition and the Swiss Infra Acquisition (the "**Financing Scheme**") (see Note 5 of the 2019 Audited Consolidated Financial Statements for additional information). The Financing Scheme has a variable interest rate, with an average interest rate of approximately 1%. The Financing Scheme is composed of the following three facilities agreements:

- a syndicated loan of CHF 183,000 thousand (€168,928 thousand as of December 31, 2019), which mainly replaced the existing CHF 190,000 thousand (€175,390 thousand as of December 31, 2019) facility while extending the maturity until 2024;
- a syndicated facilities agreement entered into by Swiss Towers for CHF 620,000 thousand (€572,325 thousand as of December 31, 2019) consisting of a CHF 400,000 thousand (€387,704 thousand as of December 31, 2019) term loan and a CHF 220,000 thousand (€203,083 thousand as of December 31, 2019) revolving facility, both maturing in 2024 (these facilities replace the existing facility of CHF 180,000 (€166,159 thousand as of December 31, 2019) thousand granted in favor of Cellnex Switzerland); and
- a syndicated facilities agreement consisting of a €1,500,000 thousand multicurrency revolving credit agreement, refinancing the existing €500,000 thousand revolving credit facility, and a CHF 450,000 thousand (€415,397 thousand as of December 31, 2019) term loan, to fund the equity contribution into Cellnex Switzerland, to finance the Swiss Infra Acquisition, and to partially refinance the existing CHF 190,000 thousand (€175,390 thousand as of December 31, 2019) facility.

Further, on November 5, 2019, the Group signed a GBP 2 billion (€2,217,541 thousand as of December 31, 2019) financing consisting of a GBP 1,400,000 thousand (€1,645,510 thousand as of December 31, 2019) term loan facility in favor of Cellnex with a maturity of up to 3 years and a GBP 600,000 thousand (€705,219 thousand as of December 31, 2019) term loan facility entered into by Cellnex UK and guaranteed by Cellnex, with a 5-year bullet maturity, to partially finance the Arqiva Acquisition (the "**GBP Facilities**") (see Note 19.b of the 2019 Audited Consolidated Financial Statements for additional information). As of December 31, 2020, the GBP 600,000 thousand (€705,219 thousand as of December 31, 2019) term loan facility had been completely drawn and the GBP 1,400,000 thousand (€1,645,510 thousand as of December 31, 2019) term loan facility had been cancelled.

In addition, during the year ended December 31, 2019, Cellnex amended certain credit facilities for a total of €370,000 thousand and GBP 100,000 thousand (€110,877 thousand as of December 31, 2019) to extend their maturities and reduce their margins, and has cancelled a credit facility by €10,000 thousand.

During the year ended December 31, 2018, the Company arranged two credit facilities of €100,000 thousand and GBP 100,000 thousand (€110,877 thousand as of December 31, 2018), respectively, with maturities in 2022 and 2023, respectively. In addition, the Company repaid a €50,000 thousand loan, cancelled credit facilities amounting to €50,000 thousand, and refinanced the CHF 190,000 thousand (€175,390 thousand as of December 31, 2018) syndicated loan (notional) into a CHF 150,000 thousand loan (€138,466 thousand as of December 31, 2018) and a CHF 40,000 thousand (€36,924 thousand as of December 31, 2018) revolving facility (after a temporary limit of CHF 40,449 thousand (€37,339 thousand as of December 31, 2018)). As of December 31, 2018, Cellnex Switzerland refinanced and amended the CHF 170,000 thousand (€156,928 thousand as of December 31, 2018) syndicated facility into a CHF 180,000 thousand (€166,159 thousand as of December 31, 2018) revolving facility with a maturity of five years (2023). As a result of the refinancing, the new CHF revolving facility does not have any covenants nor share pledges requirements.

Clauses regarding changes of control

For the loans and credit facilities entered into by Cellnex, the change of control trigger is at the Cellnex level. For the syndicated facilities agreement entered into by Swiss Towers, the change of control trigger is measured with respect to Cellnex Switzerland, Swiss Towers and Swiss Infra (as defined below). For the GBP Facilities, the change of control trigger is measured with respect to Cellnex UK as well as at the Cellnex level. For the Nexloop Senior Facility, the change of control trigger is measured with respect to Nexloop. For the facility agreement entered into in relation to the T-Mobile Infra Acquisition, the change of control trigger is measured with respect to Cellnex Netherlands and T-Mobile Infra. A "change of control event" is generally triggered when a third party, alone or together with others, acquires either 50% of shares with voting rights, or obtains the right to appoint or dismiss the majority of the members of the board of directors of the relevant company.

Loans and credit facilities obligations and restrictions on use of available funds

As of the date of this Prospectus, most of Cellnex's outstanding loans and credit facilities do not impose restrictions on the use of available funds. However, certain of the Group's outstanding loans and credit facilities, including the Nexloop

Senior Facility and the M&A Financing, impose restrictions on the use of drawn amounts (for example, the M&A Financing may only be used to pay for acquisitions). See "*Operating and Financial Review– Hivory Acquisition*" for more information on restrictions on use of available funds from this financing.

Security interests and other covenants and undertakings

As of the date of this Prospectus, most of the outstanding loans and credit facilities entered into by Cellnex and its subsidiaries are unsecured and unsubordinated and rank *pari passu* with the rest of the Group's unsecured and unsubordinated borrowings. However, from time to time, the Group may enter into senior and secured loans and credit facilities, such as the Nexloop Senior Facility, under which the Group granted a security package in favor of several creditors and hedge counterparties consistent with certain agreed security principles, including pledges over the Group's shares in Nexloop and certain receivables including any debt instruments held by the Group in Nexloop (such as the Group's credit rights under the Nexloop Shareholder Facility, as defined herein).

In addition, while most of the Group's loans and credit facilities are subject to cross-default provisions and generally do not require Cellnex nor its subsidiaries to comply with any financial ratio, certain of them are subject to certain financial covenants and various restrictions, including but not limited to, (i) requiring Cellnex to maintain a minimum rating of Ba2 by Moody's Investors Service, Inc., or BB by Fitch Ratings Ltd. or Standard & Poor's Financial Services LLC, (ii) requiring shares to be pledged and provided as collateral if certain financial ratios are not satisfied, and (iii) imposing restrictions on additional indebtedness and on the Group's ability to create or permit to subsist certain security interests. The aforementioned financial conditions are mainly associated with the EIB and ICO loans. Additionally, prepayment obligations under certain of the Group's loans and credit facilities, including the Nexloop Senior Facility, may be triggered as a result of the availability of certain proceeds and cash flows and breaches of certain covenants and undertakings. The financing contracts of the Group do not contain any limitations on the distribution and payment of dividends, other than the Nexloop Senior Facility and the syndicated facilities agreement entered into by Swiss Towers, which include covenants restricting the distribution of dividends by Nexloop and by Cellnex Switzerland and Swiss Towers, respectively, subject to certain conditions. As of December 31, 2020, the Group fully complied with the covenants of its loans and credit facilities.

Other financial liabilities

"Other financial liabilities" relates mainly to certain grants awarded (arranged as repayable advances) to other Group companies (Retevisión and Tradia) under the then Ministry for Industry, Tourism and Trade's PROFIT program (*Programa de Fomento de la Investigación Técnica* in Spanish). According to the technical-financial terms of the grant resolutions, the repayable advances bear no interest.

As of December 31, 2020, and December 31, 2019, restated, the Group did not have any agreements for recourse factoring in relation to balances for VAT receivables derived from the acquisition of mobile telecom infrastructures. As of December 31, 2018, the Group had reached agreements for recourse factoring in relation to balances for VAT receivables derived from the acquisition of mobile telecom infrastructures in France amounting to €25,268 thousand.

Corporate rating

As of the date of this Prospectus, Cellnex holds a long-term "BBB-" (Investment Grade) with stable outlook according to the international credit rating agency Fitch Ratings Ltd as confirmed by a report issued on March 4, 2021 and a long-term "BB+" with stable outlook according to the international credit rating agency Standard & Poor's Financial Services LLC as confirmed by a report issued on November 17, 2020.

Derivative financial instruments

The Group has used interest rate swaps ("**IRS**") and interest rate and/or cross currency swaps, in accordance with the financial risk management policy described in "*–Quantitative and qualitative disclosure about market risk*" and "*–Liquidity and capital resources*".

Interest rate swaps

The bond issued in April 2017 for €80 million and maturing in April 2026 was hedged with floating-to-fixed IRS, converting the floating rate of the bond to a fixed rate. The notional amount and the maturity of the IRS match those of the underlying bond. As a result of the contracted IRS the final interest rate on the €80 million bond is 2.945%. Additionally, during the year ended December 31, 2020, Nexloop arranged a floating-to-fixed IRS to hedge a significant portion of the amounts drawn from the €600,000 thousand term loan facility within the Nexloop Senior Facility, for an increasing nominal value of up to €448 million.

Cross currency interest rate swaps

During the year ended December 31, 2020, the Group arranged the following derivative financial instrument agreements: (i) a cross currency swap for €450,000 thousand and an equivalent sterling value of GBP 382,455 thousand, at a cost of

2.2%, which has been designated, together with the Euro-denominated bond issuance under the EMTN Programme of €450,000 thousand executed in January 2020, as a natural hedge of the net investment made in United Kingdom Group's subsidiaries; and (ii) three cross currency swaps for a total amount of USD 328 million and an equivalent total euro value of €300 million to hedge three deposits amounting to a total of USD 328 million. As of December 31, 2020, these three cross currency swaps had been cancelled.

Additionally, Cellnex has designated the cash maintained in GBP amounting to GBP 1,200 million to hedge the disbursement made in relation to the investment commitment undertaken in connection to the Arqiva Acquisition, which closed on July 8, 2020.

Guarantees provided to third parties, provisions and contingent liabilities

The latest available information regarding the guarantees provided to third parties, provisions and contingent liabilities is as of December 31, 2020.

Direct and indirect guarantees

As of December 31, 2020, guarantees with third parties amounting to €84,050 (€78,329 thousand as of December 31, 2019, restated) have been granted on behalf of the Group by banking entities. These relate mainly to guarantees provided by financial institutions before public authorities in connection with grants and technical guarantees, and before third parties in connection with rental guarantees.

Additionally, as of December 31, 2020, Cellnex had provided three guarantees amounting to €32.5 million in the aggregate to cover the dispute with the CNMC described in "*Business—Legal proceedings*".

The Group considers that any additional liabilities arising from guarantees given as of December 31, 2020 should not be material.

Provisions and contingent liabilities

The detail of "Provisions and other liabilities" as of December 31, 2020 and as of December 31, 2019 (restated and audited) and 2018 is as follows:

	As of December 31,			
	2020 (audited)	2019 (unaudited) (restated)	2019 (audited)	2018 (audited)
	(in thousands of €)			
Deferred payment on the Omtel Acquisition	475,836	-	-	-
Provision for other responsibilities[1]	622,608	196,834	196,810	41,847
Asset Retirement Obligation	218,470	152,803	152,803	84,275
CNMC Sanction	32,473	32,473	32,473	23,000
Deferred income and other liabilities	103,892	19,634	19,634	20,896
Put option Cellnex Switzerland AG	-	-	-	66,515
Provisions and other liabilities	**1,453,278**	**401,744**	**401,720**	**236,533**

[1] In accordance with IFRS 3, Cellnex recognises contingent liabilities assumed in business combinations at the acquisition date even if it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

In the context of the Omtel Acquisition, deferred payment on the Omtel Acquisition includes the remaining balance of the consideration (which, as of the date of signing, was 50% of the total fair market value of Cellnex Portugal, amounting to a deferred payment of €570 million), which will be paid on the earlier of December 31, 2027 or upon the occurrence of certain events of default (including certain defaults by Cellnex under unrelated indebtedness). The amount of the aforementioned deferred payment is updated to its present value, at an annual discount rate for accounting purposes of 2.65%, at each period end. Therefore, as of December 31, 2020, the present value of the deferred payment amounted to €476 million as stated in the 2020 Audited Consolidated Financial Statements. See "*Business–Investments and material contracts–Omtel Acquisition*".

As of December 31, 2020, the Group has also recognized €622,608 thousand (€196,834 thousand as of December 31, 2019, restated) regarding contingent liabilities from business combinations (which are accounted for, in accordance with IFRS 3.23, even if it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation), and €103,892 thousand (€19,634 thousand as of December 31, 2019, restated) for claims in ongoing litigation from Group companies and contingent considerations from an acquisition contract. See Note 19 of the 2020 Audited Consolidated Financial Statements and Note 17 of the 2019 Audited Consolidated Financial Statements for additional information on the sources of these contingent liabilities. Note that provision for other responsibilities captures mainly provisions for contingent liabilities made during the purchase price allocation process for the business combination, which are a result of present obligations arising from events occurred in past financial periods, where the fair value can be reliably measured.

As a provision in relation to asset retirement obligations, as of December 31, 2020 the Group has accounted for €218,470 thousand (€152,803 thousand as of December 31, 2019, restated) to comply with the contractual obligation to dismantle and decommission the mobile telecom infrastructures. In addition, with regards to the possible sanctions levied by the CNMC, as of December 31, 2020 the Group has provisioned €32,473 thousand (€32,473 thousand as of December 31, 2019, restated) (see "*Business—Legal proceedings*" for more information on these sanctions).

Regarding the DTCP Put Option Agreement (as defined herein), in December 2019, DTCP exercised its rights to transfer the total amount of its shareholding in Cellnex Switzerland to Cellnex. Initially, the purchase price for the shares was to be calculated according to certain formulae included in the DTCP Put Option Agreement, using a base of CHF 65 million (with a Euro value of €58 million), increasing it by the higher of fair market value and an approximately low double digit return per year. In October 2019, the parties amended the DTCP Put Option Agreement and agreed to a fixed price for the purchase of shares. Cellnex could choose to pay the purchase price either in cash or with Shares. As a result, Cellnex acquired an additional 9% of the share capital of Cellnex Switzerland (DTCP's stake in Cellnex Switzerland at the date of execution) for CHF 109,876 thousand (with a Euro value of €101,231 thousand as of December 31, 2019), which was paid in cash. Following this acquisition, as of December 31, 2019, Cellnex held 72.2% of the share capital of Cellnex Switzerland. See "*—Factors affecting comparability of the results of operations of the Group– Changes in the scope of consolidation and business combinations– Changes in the year ended December 31, 2019*" for additional information.

The detail of "Employee benefit obligations" as of December 31, 2020, 2019, restated and 2018 is as follows:

	As of December 31,								
	2020 (audited)			2019 (unaudited) (restated)			2018 (audited)		
	(in thousands of €)								
	Non-current	Current	Total	Non-current	Current	Total	Non-current	Current	Total
Defined benefit obligations	6,114	49	**6,163**	4,421	150	**4,571**	3,304	92	**3,396**
Employee benefit obligations	11,080	26,811	**37,891**	13,551	22,825	**36,376**	12,892	35,373	**48,265**
Employee benefit obligations	**17,194**	**26,860**	**44,054**	**17,972**	**22,975**	**40,947**	**16,196**	**35,465**	**51,661**

Regarding the defined benefit obligations, pension commitments and obligations are covered using insurance policies/separate entities, with the amounts not included in the balance sheet. Nevertheless, this heading includes the hedges (relevant obligations and assets) for which there is a continued legal obligation or implied obligation to meet the agreed benefits. As of December 31, 2020, the Group accounted €6,114 thousand under "Non-current provisions" and €49 thousand under "Current provisions", relating to the measurement of the main employee commitments arising from certain non-current obligations related to employees' length of service with the Group. As of December 31, 2019, restated, the Group accounted €4,421 thousand (€3,304 thousand as of December 31, 2018) under "Non-current provisions" and €150 thousand (€92 thousand as of December 31, 2018) under "Current provisions", relating to said measurement.

The Group has also recognized provisions in relation to certain Long Term Incentive Plans formalized to retain key personnel and incentivize the sustainable creation of value for the shareholders (see "*Management and Board of Directors–Compensation–Other remuneration for Directors and Senior Management*" for more information on these Long Term Incentive Plans). As of December 31, 2020, the Group recognized a provision of €3.7 million and €3.6 million in the short-term employee benefit obligations and reserves, respectively, regarding the 2018-2020 LTIP, a €6.4 million in reserves regarding the 2019-2021 LTIP, and a €3.4 million in reserves regarding the 2020-2022 LTIP, all as defined herein. As of December 31, 2019, restated, the Group recognized a provision of €6.1 million and €3.1 million in the short-term employee benefit obligations and reserves, respectively, regarding the 2017-2019 LTIP, a provision of €2.3 million and €2.3 million in the long-term employee benefit obligations and reserves, respectively, regarding the 2018-2020 LTIP, a €2.9 million in reserves regarding the 2019-2021 LTIP, and no provision regarding the 2020-2022 LTIP.

In addition, as of December 31, 2020, the Group recorded €9.9 million and €0.3 million in the long and short term, respectively, regarding employee benefit obligations related to the Employment Reorganization Plan (see Note 19.b of the 2020 Audited Consolidated Financial Statements for additional information). As of December 31, 2019, restated, the Group recorded €10.0 million and €0.2 million in the long and short term, respectively, regarding employee benefit obligations related to the Employment Reorganization Plan (see Note 17.b of the 2019 Audited Consolidated Financial Statements for additional information). For more information on this plan, see "*–Results of operations–Comparison of the years ended December 31, 2019 and December 31, 2018–Staff costs*".

Purchase commitments

As of December 31, 2020, the Group had purchase commitments for property, plant and equipment amounting to €5,992 million (€2,582 million as of December 31, 2019, restated, and €953 million as of December 31, 2018). These purchase commitments are mainly related to the agreements reached with Bouygues Telecom during the period 2016-2020, through

its subsidiaries Cellnex France and Towerlink France, to acquire or for Bouygues Telecom to build, as applicable, up to approximately 5,500 sites that will be gradually transferred to Cellnex by 2027. It also includes the Bouygues Telecom Strategic Agreement, through which Nexloop will deploy a national optic fiber network in France to provide mobile and fixed fiber based connectivity and especially accelerate the roll-out of 5G in the country. For additional information, see Note 7 to the 2020 Audited Consolidated Financial Statements and Note 6 to the 2019 Audited Consolidated Financial Statements.

As of December 31, 2020, the Group held purchase commitments for intangible assets (excluding those intangible assets that may arise as a result of business combinations) amounting to €333 thousand (€1,130 thousand as of December 31, 2019, restated, and, €37 thousand as of December 31, 2018). For additional information, see Note 8 to the 2020 Audited Consolidated Financial Statements and Note 7 to the 2019 Audited Consolidated Financial Statements.

The Iliad Poland Acquisition and the CK Hutchison Holdings Pending Transactions, which as of December 31, 2020 were not completed, entail purchase commitments which are not accounted for in the 2020 Audited Consolidated Financial Statements, in accordance with IFRS 3. From December 31, 2020 to the date of this Prospectus, the Group has entered into certain purchase commitments in relation to the T-Mobile Infra Acquisition, the Hivory Acquisition and the Polkomtel Acquisition. For more information, see *"Business–Competitive strengths*", *"Business– Investments and material contracts"* and "*Operating and Financial Review–Factors affecting comparability of the results of operations of the Group—Subsequent events affecting comparability of the historical and future results of operations of the Group"*.

With regards to the payment of each commitment, the Group generally analyzes the different financing alternatives at the time each payment is due, which may include the issuance of debt or equity securities or the entering into of a loan or credit facility.

Quantitative and qualitative disclosure about market risk

The Group is exposed to various types of financial risks, the most significant of which are foreign currency risk, interest rate risk, credit risk, liquidity risk, inflation and deflation risk and risks related to Group indebtedness. To manage this exposure, the Group employs risk management strategies including the use of derivatives such as interest rate swap agreements, and employ risk management systems such as risk identification, measurement, concentration limitation and supervision systems. Financial risk management is controlled by the Corporate Finance and Treasury Department following authorization by the most senior executive officer of the Company, as part of the respective policies adopted by the Board of Directors. See Note 4 to the 2020 Audited Consolidated Financial Statements, Note 4 to the 2019 Audited Consolidated Financial Statements and Note 5 to the 2018 Audited Consolidated Financial Statements for further details on the referred risks.

Foreign currency risk

As the Group's reporting currency is the euro, fluctuations in the value of other currencies in which borrowings are instrumented and transactions are carried out with respect to the euro may have an effect on future commercial transactions, recognized assets and liabilities, and net investments in foreign operations.

Furthermore, the Group operates and holds assets in the United Kingdom, Switzerland, Denmark and Sweden, all of which are outside the Eurozone. It is therefore exposed to foreign currency risks and in particular to the risk of currency fluctuation in connection with exchange rate between the euro, on the one hand, and the pound sterling, the Swiss franc, the Danish krone and the Swedish krona, respectively, on the other. Following completion of the Iliad Poland Acquisition and the Polkomtel Acquisition, the Group will also operate and hold assets in Poland and will be exposed to currency fluctuations between the euro and the Polish zloty. The Group's strategy for hedging foreign currency risk in investments in non-euro currencies does not necessarily attempt to fully hedge this risk and tends towards a balanced hedge of this risk. In fact, the Group is open to assessing different hedging strategies, including allowing the Group to have significant positions not covered. These different hedging strategies might be implemented over a reasonable period depending on the market and the prior assessment of the effect of the hedge. Hedging arrangements can be instrumented via derivatives or borrowings in local currency, which act as a natural hedge.

The majority of the Group's transactions are denominated in euro. However, as of December 31, 2020 the contributions to the Group's income in a functional currency other than the euro amounted to €278,806 thousand (18% of the Group's operating income) (€98,528 thousand representing 9% of the Group's operating income as of December 31, 2019, restated). As of December 31, 2020, the contributions to the Group's total assets in a functional currency other than the euro amounted to €6,140,854 thousand (25% of the Group's total assets) (€2,191,501 thousand representing 17% of the Group's total assets as of December 31, 2019, restated). The volatility in the exchange rate between the euro, and, respectively, the pound sterling, the Swiss franc and the Danish krone, may have negative consequences on the Group, affecting its overall performance, business, results in operations, financial condition and cash flows.

As of December 31, 2020, the estimated sensitivity of the consolidated operating income and of the consolidated equity to a 10% change (increase) in the exchange rate of the main currencies in which the Group operates with regard to the rate in effect as of December 31, 2020 is as follows:

	+ 10%	
Functional currency	**Operating Income**	**Equity**[1]
	(in thousands of €)	
GBP	(13,122)	(166,077)
CHF	(12,497)	(69,846)
DKK	-	(31,711)

[1] Impact on equity from translation differences arising in the consolidation process.

Interest rate risk

The Group is exposed to interest rate risk through its current and non-current borrowings. Borrowings issued at floating rates expose the Group to cash flow interest rate risk, while fixed-rate borrowings expose the Group to fair value interest rate risk. Additionally, any increase in interest rates would increase the Group's finance costs relating to variable-rate indebtedness and increase the costs of refinancing existing indebtedness and issuing new debt. As of December 31, 2020 there is financing granted by third parties covered by interest rate hedging mechanisms (see Note 11 to the 2020 Audited Consolidated Financial Statements). See "*–Liquidity and Capital Resources–Borrowings–Derivative financial instruments*".

Any increase in interest rates would increase the Group's finance costs relating to its variable-rate indebtedness and increase the costs of refinancing its existing indebtedness and issuing new debt. Any of these factors could adversely affect the Group's business, prospects, results of operations financial condition and cash flows.

Credit risk

A significant portion of the revenues of each of the Group's main business segments is obtained from a limited number of customers (see "*Risk factors—Risks related to the industry and businesses in which the Group operates — The business of the Group depends on the demand for the services that it provides and a substantial portion of the revenue of the Group is derived from a small number of major customers*"), many of which are long-term customers and have high-value contracts with the Group.

The Group is sensitive to changes in the creditworthiness and financial strength of its customers. The Group depends on the continued financial strength of its customers, such as MNOs, media broadcasters and public administrations which operate with substantial leverage, and many of which are not investment grade or do not have a credit rating. The Group's customers may be adversely affected by the effects of the Coronavirus Pandemic.

Credit risk also arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, and other debt, including unsettled receivables and committed transactions.

The loss of significant customers, or the loss of all or a portion of the Group's expected services agreements revenues from certain customers and an increase in the Group's level of exposure to credit risk, or the Group's failure to actively manage it, could have a material adverse effect on its business, prospects, results of operations, financial condition and cash flows.

Liquidity risk

Liquidity risk arises from a mismatch between the Group's cash requirements and the sources thereof. The Group carries out a prudent management of liquidity risk and, given the dynamic nature of its businesses, the Group's policy is to maintain flexibility in funding sources through the availability of committed credit facilities. Due to this policy, the Group has available liquidity of approximately €17.6 billion, considering cash and available credit lines, as of the date of this Prospectus.

However, the Company has significant payment obligations, including in respect of pending acquisitions (see "*Operating and Financial Review–Factors affecting comparability of the results of operations of the Group— Subsequent events affecting the comparability of the historical and future results of operations of the Group*") and the Group may not be able to draw down or access liquid funds in a sufficient amount and at a reasonable cost to meet its payment obligations at all times. Failure to maintain adequate liquidity levels may materially and adversely affect the Group's business, prospects, results of operations, financial condition and cash flows, and, in extreme cases, threaten its future as a going concern and lead to insolvency.

Inflation and deflation risk

A significant portion of the Group's operating costs could rise as a result of higher inflation. Further, most of the Group's infrastructure services contracts are indexed to inflation. As a consequence, the Group's results of operations could be affected by inflation and/or deflation.

Risks related to Group indebtedness

The Group's indebtedness may increase, from time to time, due to, among others, potential new acquisitions, fundamental changes to corporate structure or joint ventures and issuances made in connection with any of the foregoing, as well as fundamental changes in business conditions. The Group's present or future leverage could have significant negative consequences, including:

- placing the Group at a possible competitive disadvantage to less leveraged competitors and competitors that may have better access to capital resources, including with respect to acquisitions and forcing the Group to forego certain business opportunities;
- requiring the dedication of a substantial portion of cash flow from operations to service Group debt, thereby reducing the amount of cash flow available for other purposes, including, among others, capital expenditures and dividends;
- requiring the Group to issue debt or equity securities or to sell some of its core assets, possibly not on the best terms, to meet payment obligations;
- accepting financial covenants in the financing contracts such as limitations on the incurrence of debt, restrictions in the amount and nature of the Group's investments or the obligation to pledge certain assets of the Group;
- a potential downgrade from a rating agency, which can make obtaining new financing more difficult and expensive; and
- requiring the Group to early repay the outstanding debt in the event that the relevant change of control clause is triggered.

Alternative performance measures

In addition to financial information presented or incorporated by reference herein and prepared under IFRS-EU, this Prospectus includes certain APMs as defined in the ESMA Guidelines, including "**Adjusted EBITDA**", "**Adjusted EBITDA margin**", "**Gross and Net Financial Debt**", "**Maintenance, Expansion and M&A capital expenditure**" and "**Recurring Leveraged Free Cash Flow**". The Group believes that the presentation of the APMs included herein complies with the ESMA Guidelines. The 2020 Audited Consolidated Financial Information, the 2019 Audited Consolidated Financial Information and the 2018 Audited Consolidated Financial Information also include these APMs. The APMs included herein have not been audited by the Company's auditors or by any independent expert. **The definition and determination of the APMs included herein are disclosed in the accompanying consolidated directors' reports to each of the Financial Statements, and their calculation has been validated by Deloitte.**

Prospective investors are cautioned not to place undue reliance on these measures, which should be considered as supplemental to, and not a substitute for, the financial information prepared in accordance with IFRS-EU included or incorporated by reference herein. See "*Presentation of Financial and Other Information—Alternative performance measures*" for certain information on the limitations of APMs.

The criteria used to calculate Adjusted EBITDA, Gross Financial Debt, Net Financial Debt and Recurring Leveraged Free Cash Flow as of and for the year ended December 31, 2020, differs from the criteria used in prior periods (other than the APMs presented as of and for the year ended December 31, 2019 as comparative unaudited financial information to the 2020 Audited Consolidated Financial Statements which have been restated for comparative purposes) as a result of, in accordance with IFRS 3, the completion of the purchase price allocation for the Iliad France Acquisition, the Iliad Italy Acquisition, the Swiss Infra Acquisition and the Cignal Acquisition (all as defined herein). Therefore, the APMs presented in prior periods (other than as of and for the year ended December 31, 2019, restated) are not fully comparable to the ones as of and for the year ended December 31, 2020. See "*Presentation of Financial and Other Information– Consolidated financial statements"* and *"–Matters arising from the completion of the business combinations completed in the year ended December 31, 2019"*.

Adjusted EBITDA

Adjusted EBITDA, as used in this Prospectus, relates to the "Operating profit" before "Depreciation and amortization" and after adding back certain non-recurring expenses (such as COVID-19 donations, redundancy provision, extra

compensation and benefit costs, and costs and taxes related to acquisitions), certain non-cash expenses (LTIP remuneration payable in shares) and advances to customers.

The Company uses Adjusted EBITDA as an operating performance indicator of its business units and is widely used as an evaluation metric among analysts, investors, rating agencies and other stakeholders. At the same time, it is important to highlight that Adjusted EBITDA is not a measure adopted in accounting standards and, therefore, should not be considered an alternative to cash flow as an indicator of liquidity. Adjusted EBITDA does not have a standardized meaning and, therefore, cannot be compared to the Adjusted EBITDA of other companies.

One commonly used metric that is derived from Adjusted EBITDA is Adjusted EBITDA margin, as described below.

The following table sets forth a reconciliation of Adjusted EBITDA to the Group's operating profit for the same years.

	For the year ended December 31,			
	2020 (audited)	**2019** (unaudited) (restated)	**2019** (audited)	**2018** (audited)
	(in thousands of €)			
Operating profit	158,290	141,465	142,492	112,530
Depreciation and amortization	974,064	501,841	500,814	402,846
Non-recurring and non-cash expenses[1]	45,712	38,461	38,461	72,067
Advances to customers[1]	3,659	3,790	3,790	3,383
Adjusted EBITDA	**1,181,725**	**685,557**	**685,557**	**590,826**

(1) Certain non-recurring expenses, certain non-cash expenses and advances to customers as broken down below.

Non-recurring expenses, non-cash expenses and advances to customers breakdown	For the year ended December 31,			
	2020 (audited)	**2019** (unaudited) (restated)	**2019** (audited)	**2018** (audited)
	(in thousands of €)			
Service contract cancellation costs[1]	-	1,545	1,545	-
Advances to customers[2]	3,659	3,790	3,790	3,383
Redundancy provision[3]	4,912	5,552	5,552	56,160
LTIP remuneration payable in shares and extra compensation and benefit costs[4]	8,771	11,079	11,079	2,300
COVID-19 donations[5]	5,620	-	-	-
Costs and taxes related to acquisitions[6]	26,409	20,285	20,285	13,607
Total non-recurring expenses, non-cash items and advances to customers	**49,371**	**42,251**	**42,251**	**75,450**

(1) This item relates to the cancellation expense concerning the change of the administration and treasury services provider. This change took place in order to implement a new industrial model at the Group level, to help ensure the optimization and standardization of policies, processes and procedures in all the countries (non-recurring item).

(2) This item includes the amortization of amounts paid for infrastructures to be dismantled and their corresponding dismantling costs, which are treated as advances to customers in relation to the subsequent services agreement entered into with the customer (MNOs). These amounts are deferred over the life of the service contract with the operator as they are expected to generate future economic benefits in existing infrastructures (non-cash item).

(3) This item mainly includes the amounts recorded in accordance with the Employment Reorganization Plan detailed in Note 19.a to the 2020 Audited Consolidated Financial Statements, Note 17.b to the 2019 Audited Consolidated Financial Statements and Note 18.b to the 2018 Audited Consolidated Financial Statements (non-recurring item).

(4) This item corresponds to the LTIP remuneration accrued as of December 31, 2020, 2019 and 2018, respectively, which is payable in Shares, and to extra non-conventional bonus for the employees (non-recurring item). See Note 19.a to the 2020 Audited Consolidated Financial Statements, Note 17.b to the 2019 Audited Consolidated Financial Statements and Note 18.b of to the 2018 Audited Consolidated Financial Statements (non-cash item).

(5) This items relates to financial contributions by the Group to different institutions in the context of the Coronavirus Pandemic.

(6) Mainly includes expenses incurred during acquisitions processes during the corresponding periods (non-recurring item) and the stamp duty paid on some of the acquisitions carried out (non-recurring item).

Adjusted EBITDA margin

Adjusted EBITDA margin corresponds to Adjusted EBITDA (as defined above), divided by operating income excluding elements passed through to customers from both expenses and revenues, mostly electricity costs (this concept only includes Services and Advances to customers and does not take into account Other operating income). The Company uses Adjusted EBITDA margin as an operating performance indicator and it is widely used as an evaluation metric among analysts, investors, rating agencies and other stakeholders.

	For the year ended December 31,			
	2020	2019	2019	2018
	(audited)	(unaudited) (restated)	(audited)	(audited)
	(in thousands of €)			
Operating income(*)	1,565,921	1,003,813	1,003,813	870,832
Adjusted EBITDA	1,181,725	685,557	685,557	590,826
Adjusted EBITDA margin (%)	**75%**	**68%**	**68%**	**68%**

(*) Operating income excluding elements passed through to customers from both expenses and revenues, mostly electricity costs (this concept only includes Services and Advances to customers and does not take into account Other operating income).

Gross Financial Debt

The Gross Financial Debt corresponds to "Bond issues and other loans", "Loans and credit facilities" and "Lease liabilities", and does not include any debt held by Group companies registered using the equity method of consolidation, "Derivative financial instruments" or "Other financial liabilities". "Lease liabilities" is calculated as the present value of the lease payments payable over the lease term, discounted at the rate implicit or at the incremental borrowing rate.

The Gross Financial Debt calculation as of December 31, 2020, 2019 (restated and audited) and 2018 was as follows:

	As of December 31,			
	2020 (audited)	2019 (unaudited) (restated)	2019 (audited)	2018 (audited)
	(in thousands of €)			
Bond issues and other loans(*)	7,534,957	3,501,124	3,501,124	2,510,176
Loans and credit facilities	1,854,488	1,636,450	1,636,450	585,561
Lease liabilities	1,762,819	1,140,188	1,152,027	526,337
Gross Financial Debt	**11,152,264**	**6,277,762**	**6,289,601**	**3,622,074**

(*) These concepts are net of arrangement expenses, and are calculated by subtracting the respective "Arrangement expenses" caption. See – *Liquidity and capital resources—Borrowings–Borrowings by maturity*".

Net Financial Debt

The Net Financial Debt corresponds to "Gross Financial Debt" less "Cash and cash equivalents". Together with Gross Financial Debt, the Company uses Net Financial Debt as a measure of its solvency and liquidity as it indicates the current cash and equivalents in relation to its total debt liabilities. One commonly used metric that is derived from Net Financial Debt is "Net Financial Debt / Adjusted EBITDA" which is frequently used by analysts, investors and rating agencies as an indication of financial leverage.

The Net Financial Debt calculation as of December 31, 2020, 2019 (restated and audited) and 2018 was as follows:

	As of December 31,			
	2020 (audited)	2019 (unaudited) (restated)	2019 (audited)	2018 (audited)
	(in thousands of €)			
Gross Financial Debt	11,152,264	6,277,762	6,289,601	3,622,074
Cash and cash equivalents	(4,652,027)	(2,351,555)	(2,351,555)	(455,870)
Net Financial Debt	**6,500,237**	**3,926,207**	**3,938,046**	**3,166,204**

As of December 31, 2020, the Group's Net Financial Debt amounted to €6,500 million (€3,926 million as of December 31, 2019, restated), including a consolidated cash and cash equivalents position of €4,652 million (€2,352 million as of December 31, 2019, restated). As of December 31, 2019, restated, the Group's Net Financial Debt amounted to €3,938 million (€3,166 million as of December 31, 2018), including a consolidated cash and cash equivalents position of €2,352 million (€456 million as of December 31, 2018).

Capital expenditures

The Company considers capital expenditures as an important indicator of its operating performance in terms of investment in assets, including their maintenance, organic and Build-to-suit expansion, and acquisition. This indicator is widely used in the industry in which the Company operates as an evaluation metric among analysts, investors, rating agencies and other stakeholders.

The Group classifies its capital expenditures in four main categories:

- Maintenance capital expenditures corresponds to investments in existing tangible or intangible assets, such as investment in infrastructure, equipment and information technology systems, and are primarily linked to keeping sites in good working order, but which excludes investment in increasing the capacity of sites.
- Expansion capital expenditures, or organic growth capital expenditure, includes site adaptation for new tenants, ground leases (cash advances), and efficiency measures associated with energy and connectivity, and early site adaptation to increase the capacity of sites. Thus, it corresponds to investments related to business expansion that generates additional Recurring Leveraged Free Cash Flow (including decommissioning, telecom site adaptation for new tenants and prepayments of land leases).
- Expansion capital expenditures (mainly Build-to-suit programs), corresponds to committed Build-to-suit programs (consisting of sites, backhaul, backbone, edge computer centers, DAS nodes or any other type of telecommunication infrastructure as well as any advanced payment related to it) as well as Engineering Services with different clients. Ad-hoc maintenance capital expenditure required eventually may be included.
- M&A capital expenditures, corresponds to investments in shareholdings of companies (excluding the amount of deferred payments in business combinations that are payable in subsequent periods) as well as significant investments in acquiring portfolios of sites or land (asset purchases).

Total capital expenditures for the years ended December 31, 2020, 2019 and 2018 are summarized as follows:

	For the year ended December 31,		
	2020 (audited)	2019 (audited)	2018 (audited)
		(in thousands of €)	
Maintenance capital expenditures	52,381	40,556	30,653
Expansion capital expenditures	145,618	97,110	93,746
Expansion capital expenditures (Build-to-suit programs)	559,417	229,500	147,341
M&A capital expenditures	5,619,565	3,663,285	395,305
Total capital expenditures	**6,376,981**	**4,030,451**	**667,063**

The Group's ability to maintain a high level of service depends on its ability to develop, expand and maintain its infrastructure, which requires substantial amounts of capital and other long-term expenditures, including those relating to the renewal, optimization or improvement of existing networks, as well as regarding its ability to obtain sufficient financing to finance these projects and the performance of third party technical suppliers for the implementation of its expansion projects. The Group has financed these expenditures in the past through a variety of means, including internally generated cash flows, external borrowings and equity issuances. In the future, it expects to make use of a combination of some of these sources, including bank and capital markets debt and equity market transactions, to manage its balance sheet and meet its financing requirements, although obtaining additional financing may be more costly or otherwise more difficult in the future as a result of the Group's leverage and the deterioration of economic conditions. The actual amount and timing of the Group's future capital requirements may also differ from its estimates as a result of, among other things, unforeseen delays or cost overruns in implementing a project, regulatory reforms, unanticipated expenses, engineering and design changes and technological changes, such as unexpected phase-out of technologies. There can be no assurance that financing from external sources will be available at the time or in the amounts necessary or at competitive rates to meet the Group's requirements, which could limit the Group's ability to maintain its current operations or expand in the future.

Recurring Leveraged Free Cash Flow

The Company considers that the Recurring Leveraged Free Cash Flow is one of the most important indicators of its ability to generate stable and growing cash flows which allows it to create value over time for its shareholders.

The Recurring Leveraged Free Cash Flow calculation for the years ended December 31, 2020, 2019 and 2018 was as follows:

	For the year ended December 31,		
	2020 (audited)	2019 (audited)	2018 (audited)
		(in thousands of €)	
Adjusted EBITDA[1]	1,181,725	685,557	590,826
Payments of lease installments in the ordinary course of business and interest payments[2]	(365,483)	(192,038)	(166,493)
Maintenance capital expenditure[3]	(52,381)	(40,556)	(30,653)
Changes in current assets/current liabilities[4]	(10,426)	(99)	2,034
Net payment of interest[5]	(104,593)	(76,925)	(64,503)
Income tax payment[6]	(38,577)	(25,262)	(20,219)
Net dividends to non-controlling interests[7]	-	(699)	(6,274)

	For the year ended December 31,		
	2020	**2019**	**2018**
	(audited)	**(audited)**	**(audited)**
		(in thousands of €)	
Recurring Leveraged Free Cash Flow	**610,265**	**349,978**	**304,718**

(1) See above for a reconciliation of Adjusted EBITDA to the Group's operating profit.
(2) Corresponds to interest payments on lease liabilities and payments of lease installments in the ordinary course of business excluding short-term pre-payments and interest payments on lease liabilities.
(3) Calculated as investment in existing tangible or intangible assets, such as investment in infrastructure, equipment and information technology systems, which are primarily linked to keeping sites in good working order, but which excludes investment in increasing the capacity of sites.
(4) See "Changes in current assets/current liabilities" in the consolidated statement of cash flows included in the Financial Statements.
(5) Corresponds to the net of "interest paid" and "interest received" in the consolidated statement of cash flows included in the Financial Statements excluding "interest payments on lease liabilities" and non-recurring financing costs related to M&A projects.
(6) See "Income tax paid" in the consolidated statement of cash flows included in the Financial Statements.
(7) Corresponds to the net of "Dividends to non-controlling interests", "Dividends received" and "Others" in the consolidated statement of cash flows included in the Financial Statements.

Key performance indicators

The Group closely monitors the following key drivers of its businesses.

Customer ratio

Customer ratio relates to the average number of operators in each site. It is obtained by dividing the number of operators by the number of TIS sites at period end. It has decreased as a consequence of changes in the perimeter (at a lower customer ratio). The table below shows the Group's customer ratio as of and for the years ended December 31, 2020, 2019 and 2018 on a historical basis.

	As of and for the year ended December 31,		
	2020 (historical)	**2019 (historical)**	**2018 (historical)**
Total number of TIS sites (at period end)	56,422	34,821	21,831
Customer ratio	1.40x	1.44x	1.55x

Backlog

Backlog represents management's estimate of the amount of contracted revenues that Cellnex expects will result in future revenue from certain existing contracts. Backlog is calculated as the sum of the contracted fees with Cellnex's anchor tenants until the expiration of the relevant contracts, including agreed renewal periods besides the initial term (based on the assumption that they will be renewed until the final contract term provided in the agreement on an "all-or-nothing" basis). For those contracts that have an undefined term, the calculation assumes the initial term together with three renewals. This calculation does not include adjustments for inflation when annual adjustments are linked to inflation. Only fixed escalators are considered. Contracted fees with customers of the Broadcasting Infrastructure and Other Network Services are also considered.

This amount is based on a number of assumptions and estimates, including assumptions related to completion of any transactions that are subject to the satisfaction of conditions precedent on the terms described in the applicable transaction agreements in their entirety or the performance of a number of the existing contracts at a particular date. One of the main assumptions relates to contract renewals; however, contracts for services may not be renewed or may be cancelled under certain circumstances by the customer at short notice without penalty. See "*Risk factors— Risks related to the industry and businesses in which the Group operates— The Group's backlog estimates are based on certain assumptions and are subject to unexpected adjustments and cancellations and thus may not be converted to revenues in any particular fiscal period, if at all, or be a fully accurate indicator of the Group's future revenue or earnings*".

The estimated backlog as of December 31, 2020 was €36 billion (€19 billion as of December 31, 2019), assuming contracts were renewed to their maximum permitted terms by the Group and its counterparties and not including the effect of the infrastructures committed (including after such date) to be acquired or built that had not yet been transferred to Cellnex as of such date. If such infrastructures were to be considered, the estimated backlog of the Group would increase to approximately €86 billion, on a run-rate basis, as of December 31, 2020 (compared to €44 billion as of December 31, 2019). The estimated backlog as of the date of this Prospectus, including transactions entered into between December 31, 2020 and the date of this Prospectus, amounts to approximately €110 billion, including the effect of the infrastructures

committed (including after the date of this Prospectus) to be acquired or built that have not yet been transferred to Cellnex as of the date of this Prospectus. For additional information on these agreements, see "*Business–Investments and material contracts*".

See "*Operating and Financial Review—Factors affecting the Group's results of operations and financial condition — Backlog*" for additional information on this key performance indicator.

Average run-rate enterprise value/run-rate Adjusted EBITDA multiple

The average run-rate enterprise value/run-rate Adjusted EBITDA multiple, is calculated as the total funds that the Group estimates are needed for the full acquisition and deployment of the infrastructures related to transactions announced in the 2019-2021 period (including transactions signed but not yet closed as of the date of this Prospectus), divided by the total annual Adjusted EBITDA that the Group estimates such transactions will generate upon completion of all related purchase commitments and Build-to-suit programs, as applicable. "Adjusted EBITDA" is an APM (as defined herein). See "*Presentation of Financial and Other Information—Alternative performance measures*" for additional information on this APM. Run-rate Adjusted EBITDA is based on management's estimates and is subject to assumptions that could cause actual Adjusted EBITDA to differ from those reflected in this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*".

Following the Company's investment criteria in the analysis of acquisitions, since 2015 the Company has invested or committed to invest approximately €36.3 billion in the acquisition or construction of up to 117.0 thousand infrastructures to be acquired or built by 2030, once the Iliad Poland Acquisition, the CK Hutchison Holdings Pending Transactions, the T-Mobile Infra Acquisition, the Hivory Acquisition and the Polkomtel Acquisition are closed (which, together with infrastructures already owned at such time and those added to the portfolio as a result of other initiatives carried out throughout the 2015-2021 period such as the acquisition of small portfolios that have not been disclosed separately, amount to an aggregate of up to 128.5 thousand infrastructures), resulting in a historical investment pace of approximately €6.1 billion and approximately 19.8 thousand infrastructures per year since 2015 and with an estimated average run-rate enterprise value/run-rate Adjusted EBITDA multiple of approximately 11x (approximately 15x under IAS 17), based only on transactions announced in the 2019-2021 period (including transactions signed but not yet closed as of the date of this Prospectus).

The total funds that the Group estimates are needed for the full acquisition and deployment of the infrastructures related to transactions announced in the 2019-2021 period (including transactions signed but not yet closed as of the date of this Prospectus) amounts to approximately €33,873 million as of the date of this Prospectus (which comprises initial considerations and expansion capital expenditures, mainly Build-to-suit programs, amounting to approximately €32,552 million, plus considerations for the potential acquisition of minority interests regarding the Iliad France Acquisition, Swiss Infra Acquisition and Iliad Poland Acquisition, amounting to approximately €1,321 million). The total annual Adjusted EBITDA that the Group estimates for the transactions announced in the 2019-2021 period, upon completion of all related purchase commitments and Build-to-suit programs, as applicable, amounts to approximately €3,100 million as of the date of this Prospectus. Therefore, the average run-rate enterprise value/run-rate Adjusted EBITDA multiple under IFRS 16 is approximately 11x. Under IAS 17, the total annual Adjusted EBITDA that the Group estimates the transactions announced in the 2019-2021 period will generate upon completion of all related purchase commitments and Build-to-suit programs, as applicable, amounts to approximately €2,300 million as of the date of this Prospectus, and therefore the average run-rate enterprise value/run-rate Adjusted EBITDA multiple is approximately 15x. This is due to the impact of land leases being taken into account as operating expenses under IAS 17.

INDUSTRY OVERVIEW

The Group's activities are concentrated in three segments:

A. Telecom Infrastructure Services.

B. Broadcasting Infrastructure.

C. Other Network Services.

The Group acts primarily as an owner and operator of what it believes to be essential telecom infrastructure assets, used to provide services to enterprises in the communications and media industries as well as to public administration entities. The Group's assets and the quality of its services play a crucial role in its customers' ability to serve their clients. Therefore, the various market dynamics which affect the Group's business in each segment can be classified in two different categories:

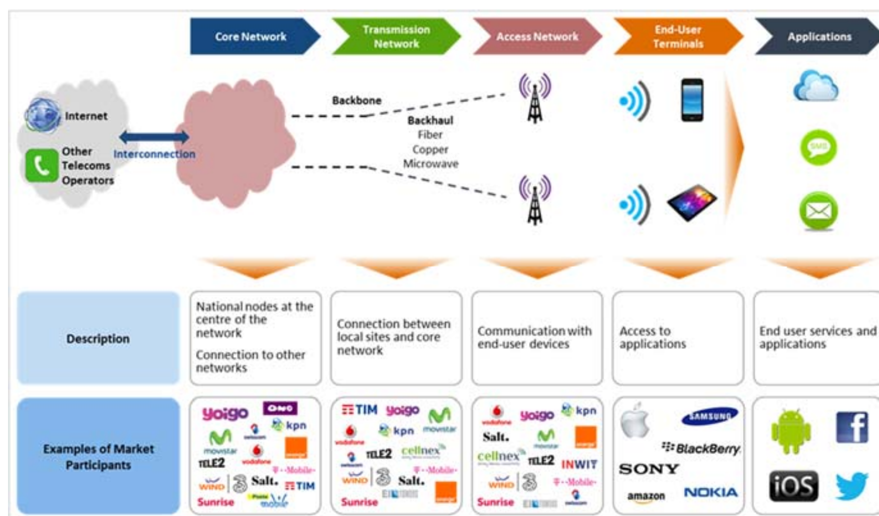
- The dynamics of the markets in which the Group's clients operate as the Group's clients' evolving operating and technological environments have long-term implications on the Group's growth opportunities.
- The structure and trends affecting the telecom infrastructure markets where the Group and similar infrastructure companies operate. The Group operates in an industry where typically only a very limited number of players provide the services it provides. This situation is largely the result of a number of structural factors, notably the amount of capital and asset intensity required for the provision of the Group's services, the significant economies of scale inherent in the Group's business and the complexity of the technical skills required to satisfy the stringent SLAs demanded by its customers.

A. Telecom Infrastructure Services

The wireless telecom tower infrastructure market

In order to provide wireless communication services to their customers, MNOs require a high quality transmission network and access network infrastructure. As illustrated below, the Group focuses on providing access network services and transmission network services which occupy a critical part of the wireless communication services value chain. Access services primarily include the operation of physical tower infrastructure. Transmission network services include the provision of intermediate links between the core network and the wireless access infrastructures.

The wireless communication value chain



Key drivers supporting demand for tower infrastructure

Demand drivers

Mobile data traffic growth

The proliferation of sophisticated mobile devices (smartphones, tablets, IoT devices, etc.) with continuously enhanced hardware capabilities and functions (larger screens, better cameras, faster processers, etc.) as well as the omnipresence of data-intensive mobile applications/services are expected to keep driving growth in data volumes on the cellular network.

In Western Europe, region where Cellnex is exclusively present, mobile data traffic is expected to grow at a compound annual growth rate ("**CAGR**") of approximately 30% from 2019 through 2025, of which data traffic growth over 5G networks is expected to grow at approximately a 190% CAGR in the same period, and over 4G/3G/2G at approximately a 17% CAGR in the same period (source: Ericsson Mobility Report, Arthur D. Little analysis, 2020).

Beyond these trends, the Coronavirus Pandemic has provoked an anticipated boost in data consumption, not only in fixed networks but also in mobile. Telefónica in Spain is a case in point, having experienced a 40% increase in traffic on IP networks and a 25% jump in the use of mobile data (source: Telefónica Press Offices, March 2020). While this significant increase was mainly due to the quarantine, new trends such as teleworking or replacing physical travelling/meetings with videoconferences could be dramatically intensified, representing a new wave of mobile data consumption that will require further network densification and speed up 5G rollout. Moreover, segments such as mobile-only households (around 15% of households in Spain (source: Deloitte, Mobile-only: Wireless home internet is bigger than you think, 2018)), may be a source of upgrades to unlimited tariffs, further reinforcing the need for mobile networks.

To support this increase in data traffic, operation of resilient and efficient networks will be essential, which will strengthen the demand for tower infrastructure in the future.

Lower latency and high reliability needs

In addition to increased traffic, new applications being developed across multiple industries require increasingly low latency as well as high reliability capabilities. Some examples are mission critical applications such as industrial internet, smart grids, remote surgery or intelligent transportation systems as well as other use cases including gaming, high frequency trading in capital markets or AR/VR apps. While some of these use cases are still at an early stage of development, the roll-out of 5G and the evolution of networks will accelerate the demand for these applications.

For the applications relying exclusively on mobile networks (e.g. mobile gaming apps, autonomous vehicles, etc.), fast links to a dense and efficient network of base stations will be critical to obtain the low latency required, and connectivity infrastructures such as the ones the Group owns will play a vital role. The Group expects that neutral telecom infrastructure operators like itself will reinforce their value proposition and face increased demand for their services by being uniquely positioned to provide additional telecom infrastructures for increasing bandwidth and latency requirements from operators.

Supply drivers

Densification

Two main factors are currently leading to antenna densification in mobile networks. Firstly, as the data traffic per cell continues to grow reaching maximum capacity, MNOs have the need to further densify their grid by deploying more antennas. Additionally, given there is generally a limited availability of spectrum, mobile operators need to resort to increasing the number of antennas in order to ensure adequate network capacity.

As antenna densification outgrows the available capacity of macro sites, there is an increasing need for the proliferation of new technologies such as Small Cells and DAS. The former can be placed in regular urban furniture (street lamps, bus stops, etc.), while the latter is better suited to cover large crowded areas (stadiums, shopping malls, etc.).

Solutions combining macrocells and Small Cells/DAS are in development as they can offer the higher network capillarity and increased capacity MNOs need. As such, revenues associated with Small Cells and in-building wireless systems are expected to grow globally by approximately 25% per year (CAGR 2017-2024), according to Wintergreen research.

With proven expertise in all these solutions, the Group is ideally positioned to capture densification growth from its clients.

Adoption of 5G communication standard

5G is the key next step of mobile network evolution. The European Commission ("**EC**") presented a 5G adoption roadmap named "5G for Europe: an action plan", which foresees a common EU calendar for a coordinated 5G commercial launch. In addition to the allocation of the 3,500 MHz band in almost every country in the EU, the calendar envisages allocation of 700 Mhz 5G spectrum and commercial launch of 5G networks in all Member States in 2020, and subsequent roll-out of 5G infrastructure and transition to "Gigabit Society" with 5G available in key cities by 2025. The Group believes that any delays in 5G rollouts in Member States due to the Coronavirus Pandemic are likely to be temporary rather than long lasting, considering the systemic importance of universal broadband access. However, 5G rollouts could also be adversely affected by growing concerns, fueled in part by unreliable sources propagated through social and other media, that 5G's radio waves could pose health risks, which in turn has led to a wave of acts of vandalism on telecom infrastructures across Europe and other parts of the world. If the rollout of 5G is delayed, whether due to the Coronavirus Pandemic, growing movements against the implementation of 5G technology in certain countries or otherwise, or if the Group's assets are

affected by acts of vandalism or other attacks, this could materially affect the Group's business, prospects, results of operations, financial condition and cash flows.

While the specific industrial standard of 5G networks is currently being developed, it is clear that 5G will trigger the deployment of macro and Small Cells due to its expected densification requirements (and will also require the investment in asset-class businesses adjacent to telecommunication towers, such as optic fiber and edge computing centers). Such deployment will entail heavy investments for operators, and may make them reconsider their traditional roll-out strategy; neutral tower operators could take advantage of the situation, promoting new sharing agreements and extending existing ones. In addition, the roll-out of 5G will increase mobile data traffic which will in turn require an increase in the number of points of presence and wider telecom infrastructure.

Network outsourcing growth

As a response to pressure on their profitability and shareholder returns, European MNOs are increasingly looking for ways to outsource their tower portfolios as demonstrated by multiple recent sales of tower infrastructure assets. Tower outsourcing provides MNOs with significant benefits. It raises cash proceeds and achieves reduction in operating expenditures and capital expenditure while enhancing network quality through improved maintenance and technical expertise. Furthermore, it allows MNOs to focus on their core operations while at the same time reducing time to market for their network expansion.

In this regard, neutral tower operators such as the Group offer MNOs a win-win situation where MNOs' networks capacity is enhanced while decreasing costs. At the same time, tower operators can capture significant organic growth.

Network design

From a network design perspective, 5G will bring significant changes. The roll-out of 5G networks involves a reinforcement of existing infrastructure, new active equipment in existing macro sites and a completely new set of assets and technologies. These include Small Cells and DAS, fiber backhaul, edge computing, hyper-scale data centers or connectivity technology such as MIMO (Multiple-input Multiple-output). All this will require significant investments, but at the same time will bring opportunities for MNOs and telecom infrastructure providers. In addition to forcing operators to look for the most efficient way to deploy these networks (i.e. network outsourcing), the new network design will also place additional value on other connectivity assets beyond towers and fiber, which may be carved out for revaluation and sharing purposes.

In this context, independent neutral operators like the Group are strongly positioned as an attractive solution for mobile operators to update their networks both in terms of cost and speed of execution. Cellnex is pioneering 5G networks deployments in Europe, being the agreement between the Group and Bouygues Telecom in France (which encompasses edge computing centers) an example.

New technologies and services

Aside from the steady spread of portable devices (i.e. smartphones and tablets) and expected 5G adoption, a number of technological developments that enable the diffusion of new radio technologies for the connection of devices to the network are driving the growth in mobile services demand.

Advances in the IoT Ecosystem should lead to significant growth in the number of Machine to Machine ("**M2M**") devices connected to mobile networks. Cisco VNI estimates that the number of devices connected to the internet worldwide will rise from 18.4 billion in 2018 to 29.3 billion in 2023 (CAGR of approximately 10%) (source: Cisco Annual Internet Report Highlights Tool, 2018). With the boost of connected devices, current operators will need to adapt their networks to a massive number of communications.

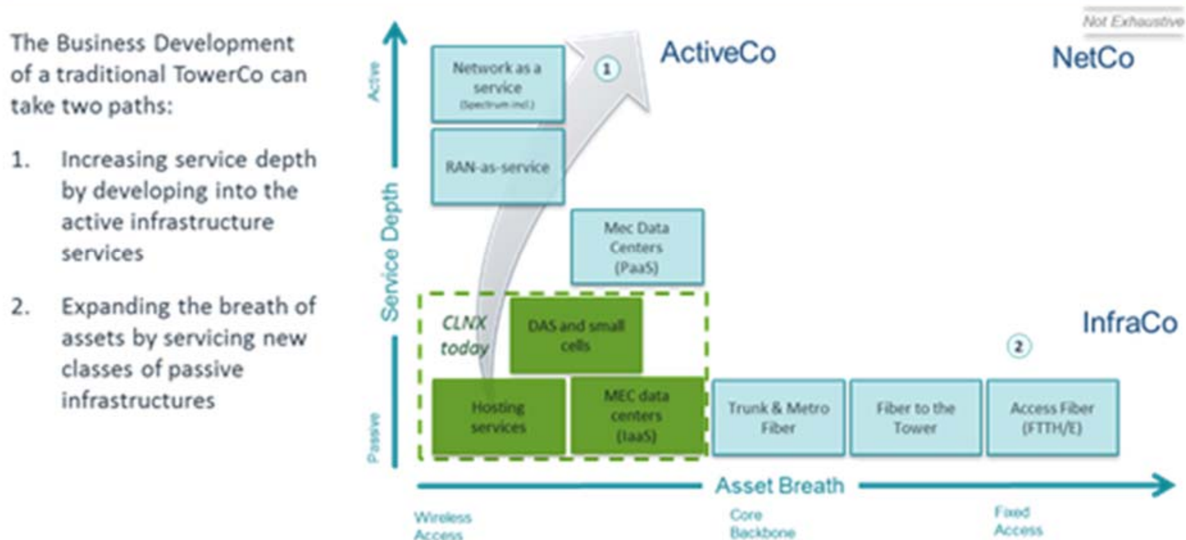
As one example of the key IoT applications in the near future, proliferation of self-driving cars is expected to significantly accelerate after 2020 (the global autonomous vehicle market is expected to expand at a CAGR of 35.6% during the forecast period from 2019 to 2025 (source: ResearchAndMarkets, Report on the Global Autonomous Vehicle Market (2019 to 2027), February 2020). Commercial application of partially and fully autonomous vehicles will require deployment of sophisticated and dense mobile networks, with high connection speeds, reliability and low latency.

This increase may require further development of new infrastructure requirements in areas that may be strategic for MNOs.

Optic fiber

The adoption of the 5G standard and the forecasted growth in IoT will also increase the need for optic fiber to connect the infrastructures (i.e. macro cells, DAS and Small Cells) and the edge computing facilities, as the forecasted increase in data traffic will also result in an increased need for backhauling capacity. The Group has already started to invest in asset-class

businesses adjacent to telecommunication towers such as optic fiber and edge computing centers. Optic fiber is increasingly playing a key role in the 5G world, and the Group is analyzing this evolution and assessing several strategic alternatives (the main of which are depicted below). As of the date of this Prospectus, the Group has not undertaken to follow any of the specific paths depicted below. The Group is committed to preserve its business model (i.e., a B2B business model, deep industrial rationale within the telecommunications ecosystem, with anchor tenants securing the majority of the expected future cash flows of projects, long term contracts with fixed fees that are CPI-linked or have a fixed escalator, ability to commercialize infrastructure to third parties and low maintenance capex) and its M&A criteria in the analysis of future acquisitions and opportunities to expand into adjacent links of its value chain.



B. Broadcasting Infrastructure

TV broadcasting market overview

The Group is the reference provider of DTT transmission services to public and private broadcasting groups in Spain. The long-term prospects of the DTT platform are important for its business, which in turn depends on DTT continuing to be both (i) an attractive platform to receive TV from the perspective of end users and (ii) a key media from the point of view of its public and commercial TV channel clients.

The positioning of DTT in Spain as a TV delivery platform

In Western Europe, TV is watched through a variety of platforms that differ with respect to the underlying technology used to carry the signal to viewers. The various platforms—terrestrial, cable, broadband ("**IPTV**") and satellite—are conditioned by different competing players. Each technology and player have unique competitive advantages and their own history, and the proportion of households that use a specific platform as their primary access to content varies greatly from one country to another.

In Spain, the terrestrial platform is the most commonly used to watch TV. The audience share of DTT in Spain is one of the highest in the Western European region reaching 74% in December 2020 (latest available data). The other platforms include cable/IPTV (24% audience share) and satellite (2% audience share) as of December 2019 (source: CNMC).

DTT is the only platform in Spain that is free of charge and widely present in rural areas, and it is one of the main sources of entertainment for viewers. DTT's leading position is expected to remain strong in the mid to long-term as it is supported by a number of features and trends and significant advantages relative to other platforms.

Funding of TV in Spain

TV broadcasting infrastructure activities are business critical and are based on mid-term fixed and recurrent fee contracts, making the Group's cash flow relatively independent of short-term dynamics in sources of funding of TV revenues (advertising, public funds and, to a much lesser extent, subscription fees). Broadcasting service fees account for a small share of the costs of TV channels, for which programming and operating expenses are much larger cost items. However,

long-term developments in the sources of funding of TV revenues are important for the Group as they support the Group's clients' future investments in content and audience growth.

TV broadcasting infrastructure market overview

DTT is broadcasted through private multiplexs ("**MUX**"), which refer to each of (i) the processing equipment used to send multiple signals or streams of information at the same time in the form of a single, complex and digital signal; (ii) the spectrum resources shared by several content providers that agree to broadcast a TV signal over the same geographical area; and (iii) the broadcasting network, designed to transmit a signal, which aggregates a determined number of channels within a specific frequency and geography, and according to certain population coverage requirements and SLAs.

National DTT, which is the core service provided by the Group within the Broadcasting Infrastructure business segment, is widely received by Spanish households with more than 99% coverage as most households are equipped with appropriate receivers and antennas (source: Televisión Digital. Gobierno de España, CNMC, December 2019).

Radio broadcasting market overview

Radio broadcasting in Spain is a mature market dominated by four major groups (which are the Group's main customers for this sector) with a combined audience share of approximately 86% of the generalist and thematic markets. FM is the most popular broadcast platform for radio content combining extensive coverage with good sound quality. The growing influence of Internet radio may change the market dynamics in the near future.

C. Other Network Services

Mission Critical and Private networks (MC&PN)

MC&PN services consist of the provisioning of emergency network services to public administration agencies to ensure mission critical terrestrial or maritime communications, as well as providing private networks to businesses and campuses with critical communications needs. MC&PN services are typically provided through stringent SLAs, and demand the highest level of service availability usually backed by redundant infrastructures and continuous monitoring through 24/7 always-on network operation centers.

Basic services for security and emergency users or public protection and disaster relief ("**PPDR**") agencies are voice services such as group calls and short data services, including communication of position data or status messages. Networks are mainly based on TETRA (Terrestrial Trunked Radio), Tetrapol technologies in the 380-400 MHz frequency band or the recent LTE Business critical services. MC&PN networks can be contracted to carriers (for example, Telefónica in Spain or EE in the United Kingdom), managed directly by public bodies (for example, in Finland, Sweden, Belgium), owned by the government and operated and maintained by third parties, and owned by third parties in the case of private networks. The latest trend in the MC&PN arena is the deployment of LTE services, which include new services through data apps, such as Thermo imaging, emergency photo and video, among others.

Connectivity services

In the connectivity services market, demand for backhaul and data transport services is driven by telecom operators such as fixed network operators ("**FNOs**"), public administrations, and small and medium enterprises.

Urban telecom infrastructure

The IoT can be defined as the next generation of information and communications technology, whereby objects interact, potentially independently, with each other and with their environment. This interaction in the form of transmission of data between objects is sometimes also referred to as machine-to-machine communication, or M2M communication.

O&M

In order to ensure the quality of networks and prevent defects or malfunctions of the passive and active network equipment, telecom carriers or corporate users increasingly outsource O&M to third-party service providers. O&M services typically include operations around supervision and control, engineering and consultancy, and preventive and corrective maintenance of networks and equipment.

BUSINESS

Overview

Cellnex's business model focuses on the provision of services to MNOs, broadcasters and other public and private companies acting as a neutral infrastructure provider (for example, by not having one or more MNOs as a significant shareholder represented in the Board of Directors and other governance bodies). This business model is based on innovative, efficient, sustainable, neutral and quality management to create value for the Group's shareholders, customers, employees and other stakeholders.

The Group provides services related to infrastructure management for terrestrial telecommunications through the following three segments: (i) Telecom Infrastructure Services, (ii) Broadcasting Infrastructure, and (iii) Other Network Services.

- Telecom Infrastructure Services: this is the Group's largest segment by turnover. It provides a wide range of integrated network infrastructure services to enable access to the Group's telecom infrastructure by MNOs and other wireless telecommunications and broadband network operators, allowing such operators to offer their own telecommunications services to their customers. The Telecom Infrastructure Services segment contributed 79% of the Group's operating income in the year ended December 31, 2020, amounting to €1,272,583 thousand, and contributed 67% of the Group's operating income in the year ended December 31, 2019, restated, amounting to €694,248 thousand.
- Broadcasting Infrastructure: this is the Group's second largest segment by turnover. The Group currently provides broadcasting services only in Spain, where it is the only operator offering nationwide coverage of the DTT service (source: CNMC). Its services consist of the distribution and transmission of television and radio signals, the operation and maintenance of broadcasting networks, the provision of connectivity for media content and OTT broadcasting services and other services. Through the provision of broadcasting services, Cellnex has developed unique know-how that has helped to develop other services within its portfolio. The Broadcasting Infrastructure segment contributed 14% of the Group's operating income in the year ended December 31, 2020, amounting to €227,257 thousand, and contributed 23% of the Group's operating income in the year ended December 31, 2019, restated, amounting to €235,383 thousand.
- Other Network Services: the Group provides the infrastructure required to develop a connected society by providing network services such as data transport, security and control, Smart communication networks including IoT, Smart Services and managed services and consulting, as well as optic fiber services. As a telecom infrastructure operator, Cellnex can facilitate, streamline and accelerate the deployment of these services through the efficient connectivity of objects and people, in both rural and urban environments, helping to build territories enabled by genuine Smart infrastructure services. This constitutes a specialized business that generates relatively stable cash flows with potential for further growth. The Other Network Services segment contributed 7% of the Group's operating income in the year ended December 31, 2020, amounting to €104,932 thousand, and contributed 10% of the Group's operating income in the year ended December 31, 2019, restated, amounting to €101,214 thousand.

With the latest available data as of the date of this Prospectus, Cellnex has 60,604 sites, operating 24%, 26%, 7%, 21%, 23%, 41%, 36%, 48%, 27%, 16% and 21% of the infrastructures in Spain, Italy, the Netherlands, the United Kingdom, France, Switzerland, Ireland, Portugal, Austria, Denmark, and Sweden, respectively (source: Arthur D. Little, latest available data). Upon the completion of the Iliad Poland Acquisition, the Polkomtel Acquisition, the CK Hutchison Holdings Pending Transactions, the T-Mobile Infra Acquisition, the Hivory Acquisition, the Group will own and operate approximately 14,428, 9,140, 6,000, 3,150 and 10,535 additional sites in Poland, Italy, the United Kingdom, the Netherlands and France, respectively.

The Group has two customers that contributed approximately 16% and approximately 13% (€259,942 thousand and €206,558 thousand, respectively) of its total operating income for year ended December 31, 2020. One of these customers contributed approximately 20% (€201,710 thousand) of the Group's total operating income for the year ended December 31, 2019, restated. The agreements reached with these two customers have a long-term initial maturity and may only be renewed for the entire portfolio and not for a portion thereof. The Group does not have any other customers that contributed more than 10% of its total operating income for the years ended December 31, 2020 or 2019, restated. The next five customers (after the two customers referred to above for the year ended December 31, 2020, and after the customer referred to above for the year ended December 31, 2019, restated) in terms of their aggregate contribution to the Group's total operating income, contributed approximately 26% and 34% for the years ended December 31, 2020 and for 2019, restated, respectively.

Competitive strengths

Leading operator of critical infrastructure for MNOs and audiovisual media

The Company believes to be the leading neutral telecom infrastructure operator in Europe operating, as of the date of this Prospectus, 24%, 26%, 7%, 21%, 23%, 41%, 36%, 48%, 27%, 16% and 21% of the infrastructures in Spain, Italy, the Netherlands, the United Kingdom, France, Switzerland, Ireland, Portugal, Austria, Denmark, and Sweden, respectively (source: Arthur D. Little, latest available data). The Group has significantly increased the number of sites it owns and operates since 2014, becoming a prominent player in the European market, and following completion of the Iliad Poland Acquisition, the CK Hutchison Holdings Pending Transactions, the T-Mobile Infra Acquisition, the Hivory Acquisition and the Polkomtel Acquisition, it will operate up to approximately 126 thousand sites and will have presence in twelve European markets (with the addition of Poland), also considering pending sites to be completed from Build-to-suit programs.

See "*Business– Investments and material contracts*" for additional information regarding the transactions entered into by the Group, the related acquired infrastructure, and each associated completion date.

Below please find a table summarizing the Group's infrastructure by country, with the latest available data as of the date of this Prospectus.

	Total Telecom Infrastructure Services ("TIS") sites as of the date of this Prospectus	**Pending TIS sites (through M&A) as of the date of this Prospectus**	**Pending TIS sites (through Build-to-suit (BTS)) as of the date of this Prospectus (1)**	*Estimated purchase commitments for pending TIS sites (through M&A) as of the date of this Prospectus (in millions of €) (2)*	*Estimated capex for pending TIS sites (through BTS) as of the date of this Prospectus (in millions of €) (3)*	*Expected completion date (4)*	**Total TIS sites run-rate**	**Broadcasting sites as of the date of this Prospectus**	**DAS nodes as of the date of this Prospectus**	**Existing infrastructures as of the date of this Prospectus (5)**	**Run-rate infrastructures (1) (6)**
Italy	10,610	c.9,140 (7)	Up to 2,954 (7)	*c.3,335 (7)*	*c.640*	*2030*	Up to 22,704		2,104	12,714	Up to 24,808
France	10,312	c.10,535 (8)	Up to 5,968 (8)	*c.5,200 (8)*	*c.3,285*	*2029*	Up to 26,815			10,312	Up to 26,816
Spain	8,645						8,645	1,682	745	11,072	11,072
UK	7,996	c.6,000 (9)	Up to 600 (9)	*c.2,300 (9)*	*c.530*	*2030*	c.14,596		124	8,120	c.14,720
Switzerland	5,315		Up to 803 (10)		*c.200*	*2027*	Up to 6,118		3	5,318	Up to 6,121
Portugal	5,052		Up to 808 (11)		*c.300*	*2027*	Up to 5,860		22	5,074	Up to 5,882
Ireland	1,781		Up to 629 (12)		*c.80*	*2030*	Up to 2,410		6	1,787	Up to 2,416
Netherlands	924	c.3,150 (13)	Up to 240 (13)		*c.15*	*2028*	Up to 4,314			924	Up to 4,314
Poland	-	c.14,428 (14)	Up to 5,962 (14)	*c.2,495 (14)*	*c.1,864 (14)*	*2030*	Up to 20,390				Up to 20,390
Sweden	2,500	-	Up to 2,677 (15)	-	*c.225 (15)*	*2030*	Up to 5,177			2,500	Up to 5,177
Austria	4,470		Up to 450 (16)		*c.190 (16)*	*2030*	Up to 4,920			4,470	Up to 4,920
Denmark	1,317		Up to 564 (17)		*c.55 (17)*	*2030*	Up to 1,881			1,317	Up to 1,881
	58,922	**c.43,253**	**Up to 21,655 (1)**	*c.13,330 (2)*	*c.7,380 (3)*		**Up to c.123,830 (1)**	**1,682**	**3,004**	**63,608**	**Up to 128,516 (1) (6)**

(1) Based on management's estimates and assuming that all sites to be transferred or built in the future under the Group's acquisition agreements, purchase commitments and Build-to-suit programs (which transfer or building, as applicable, is subject to certain conditions) including those in connection with transactions that are subject to completion, are actually transferred or built, as applicable, by each relevant date. See "*Business– Investments and material contracts*". Only the minimum Build-to-suit contractual commitments have been considered, except for Poland regarding the Iliad Poland Acquisition, and the CK Hutchison Holdings Pending Transaction with regards to the United Kingdom, where there are strong economic incentives in place for the customers and thus the Group believes that the likelihood of completing these programs in amounts greater than the minimum Build-to-suit contractual commitments is high.

(2) This column only includes the consideration to be paid in relation to purchase commitments of pending TIS sites (through M&A transactions) as of the date of this Prospectus, and does not include any investments to be deployed in relation to Build-to-suit programs. For Italy, this figure consists of the consideration of c.€3,335 million to be paid upon closing of the CK Hutchison Holdings Pending Transaction with regards to Italy. For France, this figure consists of the consideration of c.€5,200 million to be paid upon closing of the Hivory Acquisition. For the United Kingdom, this figure consists of the consideration of c.€2,300 million to be paid upon closing of the CK Hutchison Holdings Pending Transaction with regards to the United Kingdom, which excludes the payment in kind of approximately c.€1,400 million (which is expected to be satisfied by the issuance and (if applicable) transfer of c.€1.4 billion in new and/or treasury Shares), assuming a GBP/€ 1.1 exchange rate. For Poland, this figure consists of c.€955 million to be paid upon closing of the Iliad Poland Acquisition, assuming a €/PLN 4.449 exchange rate, and approximately €1,540 million to be paid upon closing of the Polkomtel Acquisition, assuming a €/PLN 4.59 exchange rate. Please see

"*Capitalization and Indebtedness*" for information on how the consideration to be paid in relation to purchase commitments of pending TIS sites (through M&A transactions) is expected to be financed.

(3) This column sets forth the estimated investments to be made in connection with Build-to-suit programs assuming the maximum number of expected build-to-suit sites is deployed (see "*Glossary*") and are expressed under an up to approximately basis. For the United Kingdom, this figure consists of certain investments that the Group expects to make to upgrade certain infrastructure acquired in connection with the Arqiva Acquisition and the CK Hutchison Holdings Pending Transaction with regards to the United Kingdom. Upgrade programs are also expected in Poland and Italy following completion of the Iliad Poland Acquisition and the CK Hutchison Holdings Pending Transaction with regards to Italy. Please note that the expected execution period in some cases is longer than the Build-to-suit period as more items are contracted and therefore the total investment phase may exceed the execution of Build-to-suit programs. The estimated investments to be made in connection with Build-to-suit programs are expected to be financed through the cash-flow generated by the respective portfolios. Please note the total figure.

(4) This information takes into account not only the execution of the different Build-to-suit programs but also other contracted initiatives committed through the expansion capital expenditures (mainly Build-to-suit programs) that sometimes require longer execution periods.

(5) Existing infrastructures include TIS sites, broadcasting sites and DAS nodes, and does not include the 300 sites under management (but not owned) in France (in respect of which the Group has marketing rights) in connection with certain agreements entered into by the Group and the SANEF group in 2017, the 220 sites under management (but not owned) in the United Kingdom (in respect of which the Group has marketing rights) in connection with the BT Transaction, the 900 sites under management but not owned in the United Kingdom (in respect of which the Group has marketing rights) in connection with the Arqiva Acquisition, and the 900 sites under management (but not owned) in Spain (in respect of which the Group has marketing rights) related to the agreement with ECI.

(6) Run-rate infrastructures include total TIS sites run-rate, broadcasting sites and DAS nodes, and does not include the 300 sites under management (but not owned) in France (in respect of which the Group has marketing rights) in connection with certain agreements entered into by the Group and the SANEF group in 2017, the 220 sites under management (but not owned) in the United Kingdom (in respect of which the Group has marketing rights) in connection with the BT Transaction, the 900 sites under management (but not owned) in the United Kingdom in connection with the Arqiva Acquisition (in respect of which the Group has marketing rights), and the 900 sites under management (but not owned) in Spain (in respect of which the Group has marketing rights) related to the agreement with ECI. It includes an equivalent of 3,833 sites in accordance with certain agreements to be entered into upon completion of the CK Hutchison Holdings Pending Transaction with regards to the United Kingdom by a Hutchison group company and a Group company (including, among others, an enhanced economic benefit agreement, the CK Hutchison EEBA (as defined herein) pursuant to which Hutchison irrevocably assigns to Cellnex UK rights and obligations in relation to the sites (passive infrastructures) currently managed by a joint operation between Hutchison and a third party (such joint operation currently manages both active and passive infrastructures). Following the termination of this joint operation, which is expected to occur in 2031, the legal title to a minimum of 3,000 of these sites will be transferred to a member of the Group. Cellnex will bear certain costs associated with such interests.

(7) In accordance with the agreements reached with Wind Tre (as defined herein) in 2015 and its extension, the Group has committed to build up to 1,200 sites by 2025, of which a total of 106 sites have been built as of the date of this Prospectus. Cellnex Italy will be the beneficial owner of these additional sites and Wind Tre will be entitled to operate its DAS nodes on these additional sites. Additionally, in connection with the Iliad Italy Acquisition, approximately 2,173 sites had been transferred to the Group as of December 31, 2020, and 1,000 sites will be built by Iliad Italia, S.p.A. by December 31, 2025. Finally, upon closing of the CK Hutchison Holdings Pending Transaction with regards to Italy, c.9,140 sites will be transferred and c.860 sites will be built by a company within the Hutchison group by December 31, 2027. Please note that 2,954 Build-to-suit sites correspond to up to 1,094 pending sites with Wind Tre, up to 1,000 pending sites, in connection with the Iliad Italy Acquisition and up to 860 pending sites, in connection with the CK Hutchison Holdings Pending Transaction with regards to Italy.

(8) In accordance with the agreements reached with Bouygues Telecom during 2016, 2017, 2018 and 2020, as of the date of this Prospectus, the Group has committed to acquire from Bouygues Telecom and for Bouygues Telecom to build, as applicable, up to c.5,500 sites that will be gradually transferred to Cellnex by 2027 (see Note 7 of the 2020 Audited Consolidated Financial Statements and accompanying directors' report). Of such c.5,500 total committed sites with Bouygues Telecom, a total of 4,078 sites have been acquired and built as of the date of this Prospectus. Additionally, in accordance with the Iliad France Acquisition, c.5,700 sites were transferred to the Group, and 2,500 sites will be built by Free Mobile by December 31, 2026, of which a total of 548 sites have been built as of the date of this Prospectus. Additionally, following the Hivory Acquisition, the Group expects to own c.10,535 additional telecommunications sites in France with an estimated purchase commitment of c.€5.2 billion, and the Group has agreed to deploy up to 2,500 sites by 2028. Please note that 5,968 Build-to-suit sites correspond to up to 1,516 pending sites with Bouygues Telecom, up to 1,952 pending sites, in connection with the Iliad France Acquisition and up to 2,500 pending sites, in connection with the Hivory Acquisition.

(9) This figure refers to the 2,167 sites expected to be transferred upon completion of the CK Holdings Hutchison Pending Transaction with regards to the United Kingdom and an equivalent of 3,833 sites in accordance with certain agreements to be entered into upon completion of the CK Hutchison Holdings Pending Transaction with regards to the United Kingdom by a Hutchison group company and a Group company (including, among others, an enhanced economic benefit agreement, the CK Hutchison EEBA (as defined herein) pursuant to which Hutchison irrevocably assigns to Cellnex UK rights and obligations in relation to the sites (passive infrastructures) currently managed by a joint operation between Hutchison and a third party (such joint operation currently manages both active and passive infrastructures). Following the termination of this joint operation, which is expected to occur in 2031, the legal title to a minimum of 3,000 of these sites will be transferred to a member of the Group. In addition, the parties have agreed to execute a Build-to-suit program of up to 600 sites by 2022 (the Group believes that there is a strong economic incentive in place for the customer, so that the likelihood of completing the program in an amount greater than the minimum Build-to-suit contractual commitment is high in the opinion of the Group). Both the estimated purchase commitment for pending TIS sites (through M&A) and estimated capex for pending TIS sites (through Build-to-suit programs) have been considered assuming a GBP/€ 1.1 exchange rate. The estimated purchase commitments for pending TIS sites (through M&A) of c.€2,300 million upon closing of the CK Hutchison Holdings Pending Transaction with regards to the United Kingdom excludes the payment in kind of approximately c.€1,400 million (which is expected to be satisfied by the issuance and (if applicable) transfer of c.€1.4 billion in new and/or treasury Shares).

(10) In accordance with the agreements reached with Sunrise in 2017 and 2018, a Build-to-suit program of up to 475 sites has been committed and is expected to be built by 2027. Of the 475 total committed sites with Sunrise, a total of 141 sites have been built as of the date of this Prospectus. Additionally, pursuant to the Swiss Infra Acquisition, 500 sites will be built by Salt Mobile by 2027, of which a total of 31 sites have been built as of the date of this Prospectus. Please note that 803 Build-to-suit sites correspond to up to 334 pending sites with Sunrise and up to 469 pending sites, in connection with the Swiss Infra Acquisition.

(11) In accordance with the Omtel MSA (as defined herein), entered into between Omtel and MEO within the context of the Omtel Acquisition, the parties have committed to deploy or transfer up to c.500 sites by December 15, 2023 under a Build-to-suit program (the Group expects that this program can be increased by up to at least 600 additional sites by 2027; these sites are not factored into the numbers above), of which a total of 92 sites have been built as of the date of this Prospectus. In connection with the NOS Towering Acquisition, Cellnex completed an MLA with NOS as anchor tenant and certain entities of the NOS group, setting forth, among other things, the acquisition of up to c.400 additional new or existing sites from the NOS group by 2026 (the Group treats this commitment as a Build-to-suit program and expects that this program can be increased by at least 250 additional sites; these sites are not factored into the numbers above). Please note that 808 Build-to-suit sites (including the acquisition of transferred sites) correspond to up to 408 pending sites with MEO and up to c.400 pending sites with NOS.

(12) In accordance with the Cignal Acquisition, the Group agreed to procure up to 600 infrastructures, which commitment will be fulfilled by Cignal by 2026. Of the preceding up to c.600, a total of 104 sites have been built as of the date of this Prospectus. In addition, pursuant to the CK Hutchison Holdings 2020 Completed Transactions, up to 133 sites will be requested to be built in Ireland by December 31, 2025. Please note that 629 Build-to-suit sites correspond to up to 496 pending sites, in connection with the Cignal Acquisition, and up to 133 pending sites, in connection with the CK Hutchison Holdings 2020 Completed Transactions.

(13) In accordance with the MLA between the Group and KPN, which the parties amended in the first half of 2020, the parties have committed to deploy up to c.60 sites under a Build-to-suit program by 2024. Additionally, upon closing of the T-Mobile Infra Acquisition (whereby DIV will make a contribution in kind of 100% of the share capital of T-Mobile Infra to Cellnex Netherlands in exchange for a stake of 37.65% of the share capital in Cellnex Netherlands), the Group will own and operate c.3,150 sites in the Netherlands and has agreed to the deployment of a minimum of 180 sites by December 31, 2027. Please note that 240 Build-to-suit sites correspond to up to 60 pending sites with KPN and to up to 180 pending sites, in connection with the T-Mobile Infra Acquisition.

(14) Pursuant to the Iliad Poland Acquisition, c.7,428 sites of Play in Poland will be transferred to Cellnex upon completion of such transaction (including the initial 6,911 sites and 517 additional sites to be constructed and completed before the Iliad Poland Completion Date, as defined herein)). Pursuant to the Iliad Poland MSA, the Group has agreed to the deployment of a minimum of 1,871 sites by 2030, although the deployment of up to approximately 4,462 new sites in Poland is expected by the Group, as there is a strong economic incentive in place for the customer and thus the Group believes that the likelihood of completing these programs in amounts greater than the minimum Build-to-suit contractual commitments is high. The estimated purchase commitment for pending TIS sites (through M&A) reflects the consideration of c.€955 million to be paid in connection with this transaction upon closing. Both the estimated purchase commitment for pending TIS sites (through M&A) and the estimated capex for pending TIS sites (through Build-to-suit programs, of up to c.€1,264 million) have been considered assuming a €/PLN 4.449 exchange rate. Additionally, pursuant to the Polkomtel Acquisition, c.7,000 existing passive infrastructure and active infrastructures in Poland will be transferred to Cellnex upon completion and the Group has agreed to the deployment of approximately a minimum of 1,000 sites in Poland, upon request of Polkomtel, by December 31, 2030, although the deployment of up to approximately 1,500 sites is expected by the Group (out of which the 1,000 sites have been contracted). The estimated purchase commitment for pending TIS sites (through M&A) reflects the consideration of c.€1,540 million to be paid in connection with this transaction upon closing. Both the estimated purchase commitment for pending TIS sites (through M&A) and the estimated capex for pending TIS sites (through Build-to-suit programs, of up to c.€600 million) have been considered assuming a €/PLN 4.59 exchange rate. Please note that 5,962 Build-to-suit sites correspond to up to 4,462 pending sites, in connection with the Iliad Poland Acquisition, and up to 1,500 pending sites in connection with the Polkomtel Acquisition.

(15) Following the completion of the CK Hutchison Holdings Swedish Transaction in January 2021, 2,500 existing sites in Sweden were transferred to the Group, and the Group agreed to the request for the deployment of up to 2,677 additional sites by December 31, 2025. The estimated capex for pending TIS sites (through Build-to-suit programs) has been considered assuming a SEK/€ 0.96 exchange rate.

(16) Pursuant to the CK Hutchison Holdings 2020 Completed Transactions, up to 450 sites will be built in Austria, which are expected to be requested by December 31, 2026.

(17) Pursuant to the CK Hutchison Holdings 2020 Completed Transactions, up to 564 sites will be built in Denmark, which are expected to be requested by December 31, 2024. The estimated capex for pending TIS sites (through Build-to-suit programs) has been considered assuming a DKK/€ 0.13 exchange rate.

The Company is the main broadcasting infrastructure operator in Spain and it enjoys the number one position in DTT nationwide broadcasting coverage.

The Company's commitment to operational excellence has resulted in strong commercial relationships with blue-chip MNOs and TV and radio broadcasters, as well as with public administrations and utility companies to whom it provides its services.

Favorable underlying markets with a positive outlook

The Company's clients operate in markets driven by the strong demand for highly reliable, resilient and high-quality communication services. The Company's business is not cyclical and is not affected by seasonal changes. The Company believes its portfolio of infrastructures is attractive due to, among others, the reasons set forth in "*Industry Overview—Telecom Infrastructure Services—Key drivers supporting demand for tower infrastructure*".

The Company mainly operates in markets with a limited number of competing players and a rational competitive environment. Regarding Telecom Infrastructure Services, the Company believes it currently is the leading neutral operator in Europe (see –"*Leading operator of critical infrastructure for MNOs and audiovisual media*"), as it estimates that it owns and operates a significant portion of the outsourced telecom infrastructures in the countries where the Group operates as of the date of this Prospectus.

Unique and dense portfolio of infrastructures and network assets

The Company's telecom and broadcasting infrastructure network is technically complex and its competitors would require high investments to replicate it. This is due to several factors such as high capital expenditure, the difficulty of finding new locations (particularly in areas with greater population density), the complexity of the administrative processes to obtain the necessary authorizations, the strict limits on electromagnetic radiation and the high costs of migration from one infrastructure provider to another (switching costs).

Attractive, resilient business model underpinning strong revenue visibility, high-levels of profitability and recurring cash flow generation

The Company enjoys strong revenue visibility as the largest portion of its revenues arises from existing long-term contracts. The estimated backlog of the Group as of December 31, 2020 was €36 billion assuming contracts were renewed to their maximum permitted terms by the Group, counterparties or both, as the case may be and not including the effect of

the telecom infrastructures committed (including after such date) to be acquired or built that had not yet been transferred to Cellnex as of that date. If such infrastructure were to be considered, the estimated backlog of the Group would increase to approximately €86 billion, on a run-rate basis, as of December 31, 2020. The estimated backlog as of the date of this Prospectus, including transactions entered into between December 31, 2020 and the date of this Prospectus, amounts to approximately €110 billion including the effect of the infrastructures committed (including after the date of this Prospectus) to be acquired or built that have not yet been transferred to Cellnex as of the date of this Prospectus. See "*Operating and Financial Review—Factors affecting the Group's results of operations and financial condition — Backlog*". The Company's operating income has increased at a CAGR of approximately 24% from the year ended December 31, 2014 to the year ended December 31, 2020.

In the Telecom Infrastructure Services segment, the Company's contracts with anchor customers tend to have 10 to 20-year initial maturities, with potential for renewals with automatic extensions and undefined maturities in some cases, unless cancelled. The renewal of some contracts with anchor customers is only possible for the entire portfolio and not for a portion thereof. The earliest contract renewals in the Telecom Infrastructure Services segment are expected to occur between 2022 and 2025; the related contracts represented, in the aggregate, approximately 4% of the Group's total operating income for the year ended December 31, 2020. Agreements in the Broadcasting Infrastructure segment and Other Network Services segment typically have 3 to 10-year maturities.

The Company has a high Adjusted EBITDA margin (calculated as the ratio between Adjusted EBITDA and operating income), excluding elements passed through to its customers from both expenses and revenues (namely electricity and in some cases ground rental costs), amounting to 75%, 68% and 68% respectively, for the years ended December 31, 2020, December 31, 2019, restated, and December 31, 2018 respectively. "Adjusted EBITDA margin" is an APM (as defined herein). Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for additional information on this APM. The Company's operating leverage is driven by an efficient, controlled, predominantly CPI-capped and scalable cost base from which it benefits. In this regard, only part of the costs are usually increased as a result of acquisitions, mainly energy, leases and royalties and repairs and maintenance, although certain expenses such as energy costs are sometimes passed through to its customers, and, in the case of certain anchor telecom infrastructure customers, also the rent for the land. The Company's contracts also typically benefit from price escalators linked to an index such as the Spanish, Italian, Dutch, Swiss, Polish, Irish, Portuguese, Austrian, Swedish or Danish CPI and British RPI, as applicable, which may result in additional revenue and EBITDA growth as well as EBITDA margin expansion where CPI is positive. In France, the price escalator is generally fixed at 2% annually with regards to the transactions with Bouygues Telecom (except for the Bouygues Telecom Strategic Agreement, with a 1% price escalator) and 1% annually regarding the Iliad France Acquisition.

The Company has contained maintenance capital expenditure requirements which amounted to c.3%, c.4% and c.3% of its consolidated operating income for the years ended December 31, 2020, December 31, 2019, restated, and December 31, 2018, respectively. Expansion capital expenditure is typically incurred only after the Company signs one or more medium- and/or long-term contracts that generate attractive returns. The Company's utilization of existing telecom infrastructure to provide additional services reduces the required amount of incremental capital expenditure, driving short payback periods on invested capital. The Company also benefits from the sharing of infrastructure among its different activities. In addition, the Company's Recurring Leveraged Free Cash Flow has more than quadrupled from approximately €151 million in the year ended December 31, 2014 to €610 million in the year ended December 31, 2020.

Proven strong platform to capture organic growth and telecom infrastructure roll-up opportunities

The Company believes that it is well-positioned to capture the numerous organic growth opportunities offered in the markets where it operates and believes that since 2015 (and excluding certain transactions that were not relevant for Cellnex) it has captured the majority of the tower outsourcing opportunities in Europe as of the date of this Prospectus in such markets. The Company believes it has the potential to organically grow customer rates on its existing portfolio of approximately 61,108 infrastructures (including DAS nodes) as of December 31, 2020, by capturing additional PoP in the wireless telecom markets it operates both by capturing new PoP in its unique telecom infrastructure portfolio or by rationalization projects (a process consisting of decommissioning one infrastructure and moving equipment to another one, so that out of two infrastructures only one remains) with other infrastructures with existing PoP nearby. The Company has the opportunity to deploy capital in decommissioning existing infrastructures which results in an increase in the number of PoP per infrastructure. The Company also has an opportunity to deploy further capital in land acquisitions and Build-to-suit or infrastructure decommissioning on behalf of one or more MNOs who will then use those infrastructures under infrastructure services agreements, among others.

The Company believes to be well-positioned to acquire and integrate portfolios of wireless telecom infrastructures, especially in countries where it already operates. The Company has a best-in-class track record of infrastructure asset roll-up in Europe with the acquisition of, and commitment to develop, more than 90,400 thousand infrastructures in twelve different countries in the 2019-2021 period, which the Company believes is greater than the acquisition track-record of any of its European peers. The Company has developed a history of value creation through cost optimization and leasing

up acquired infrastructures. The Company obtains benefits from operational synergies and market knowledge in the markets it operates in. As an integral part of its growth strategy, the Company continues to consider acquisitions of telecom infrastructure portfolios in the markets in which it is present, as well as in new markets. Additionally, the Company follows a proven partnership driven approach of attractive sourcing of proprietary merger and acquisitions opportunities with a diligent and selective acquisition strategy. Throughout its history, the Company has built substantial credibility with MNOs due to the tailor-made approach on its client-focused culture, as well as its understanding of frequency planning and active equipment operations inherited from the Broadcasting Infrastructure segment. The Company maintains a highly disciplined approach to control operating investments and acquisitions through strict pre-defined investment criteria and prudent business planning.

Experienced management team with a track record of delivering growth

The Company's management team has substantial experience in the management of wireless telecom infrastructures: most of the members of its management team have been with the Group for over ten years, and the team is led by the Group's founder and current Executive Director. The Company has built, maintained and developed long-term relationships with key customers and regulators and has established a management organization committed to the highest standards of corporate governance. The Company's management team follows a clear, well-defined strategy to deliver the business' next phase of growth. The Company believes it is the leading telecom infrastructure operator in Europe that has articulated and implemented a wireless telecom infrastructure growth strategy. The Company differentiates from its competitors due to its neutrality within the market and the difficulty in replicating its value proposition, which features substantial cost savings for MNOs and low execution risk. The management team has a strong track record of successfully executing transactions with seamless integration. See "*Management and Board of Directors*".

The Company has also demonstrated a track record of delivering tangible results. The current management team has consolidated the broadcasting market and built one of the largest wireless telecom infrastructure businesses in Europe, generating substantial value for its shareholders. The Company successfully sells technical know-how in international markets, and believes it is highly regarded by key customers as an effective and commercially reliable partner, which is demonstrated by its high contract renewal rate with non-anchor customers (none of its contracts with anchor customers has reached its maturity). The Company also has a proven history of implementing operational efficiencies for its customers over the past years.

Strategy

The Company's long-term vision is to enhance its position as a leading European neutral provider of telecom infrastructure by providing innovative services and network end-to-end solutions to MNOs and media broadcasting operators. Through long-term partnerships with its customers and its role as a trusted partner, resulting from its operational excellence of delivering value-added services, the Company has been able to acquire infrastructures from MNOs at favorable terms, and it aims to continue its strategy of rolling up the European telecom infrastructure market.

With respect to its operating costs and capital expenditures, the Company aims to continue delivering cost efficiency programs to reduce the cost of providing services while increasing its ability to expand the offer of these services with limited increases in human and technical resources. The Company plans to selectively invest in the acquisition of plots of land where its infrastructures are located, as long as they are available at attractive prices and are accretive to its long-term returns. The Company intends to continue investing in IT systems to improve its ability to proactively offer its customers the most suitable solutions for their strategic objectives. The Company also plans to maintain its infrastructures and active equipment in strong technical condition to continue offering high quality services to its customers. The main contributor to this efficiency plan is expected to be savings from ground leases. In this regard, the Company seeks to continue leveraging the following strategies: straight rent renegotiations to reduce the annual rent being paid and also extend the duration of ground services contracts, and cash advances, which are based on a lump sum being paid in advance in exchange for a reduction of the amount to be paid and an extension of the contract.

Telecom Infrastructure Services

In the Telecom Infrastructure Services segment, the Company believes to be the leading neutral wireless telecom infrastructure provider in Europe. The Company's aim is to remain as such through organic growth as well as through selective acquisitions of telecom infrastructure portfolios.

The Company's acquisition strategy of infrastructure portfolios is based on a disciplined and selective approach based on the business case for each acquisition. Its investments follow rigorous analysis criteria including both target equity internal rates of return for its shareholders and the quality of the relevant assets. The Group's growth strategy in new countries is based on the acquisition of an initial portfolio allowing for a subsequent market consolidation. The Company is primarily focused on pursuing acquisitions, and particularly believes that it can generate value accretive transactions in markets in

which it already has a presence. By pursuing follow-on acquisitions in markets where it is already present, the Company believes it can benefit from economies of scale and synergies between the infrastructure portfolios.

The Company intends to pursue additional follow-on acquisitions in the markets in which it operates (or in which it will operate, following completion of the Iliad Poland Acquisition and the Polkomtel Acquisition) and to replicate this follow-on acquisition strategy in other attractive European markets, although it is also exploring the possibility that this strategy will be implemented also through the acquisition of minority interests or other growth opportunities such as joint ventures or M&A arrangements or, in general, any structure with the potential to add value to the Company as long as its rigorous investment criteria are met. For these investment criteria, see "*Business—Pipeline—General-Acquisition strategy*".

The Company's organic growth strategy is based on four different business models: (i) multiple allocation, (ii) Build-to-suit, (iii) rationalization, and (iv) tower-adjacent assets.

Multiple allocation

The Telecom Infrastructure Services segment has seen strong organic growth in the year ended December 31, 2020, with an increase in PoPs of c.5.4% (year-on year) mainly due to multiple allocation (that means more customers on its infrastructures because they require additional locations for their 4G roll-out, reduction of coverage gaps and higher densification). The Company intends to continue its strategy of acquiring infrastructures from MNOs through transactions based on long-term infrastructure services contracts and offering these carriers certain coverage related services and co-location benefits, including substantial savings in network costs and capital expenditure and improved network availability. The Company plans to continue leveraging its extensive existing infrastructure to expand the provision of infrastructure services to MNOs and capitalizing on the growth in the number of PoPs in its markets to maximize the customers' ratios on its infrastructures. The Company also plans to strengthen its long-term relationships with MNOs and continue developing a sophisticated understanding of key trends that influence their strategies and infrastructure needs (including 5G and white space frequencies, among others) and to maintain its relentless commitment to operational excellence. The Company aims to remain well-positioned to address its clients' requirements with efficient, innovative and strategic infrastructure and infrastructure sharing solutions. The Company plans to drive profitability by managing the terms of its services agreements and by setting pricing levels that reflect the distinctive features and unique locations of its rural and urban infrastructures.

Build-to-suit

The Company aims to deploy Build-to-suit infrastructures for MNOs in certain instances as a way to capture future growth in co-location demand, subject to its internal return criteria. Build-to-suit programs are executed on the basis of agreements with third-party suppliers who are responsible for the building of the relevant infrastructures. The MNOs that will use these infrastructures can be responsible for their building. The Company is the beneficial owner of the new infrastructures and the relevant MNO is entitled to use and operate its equipment in such new infrastructure in accordance with service agreements entered into with the Company, typically the MSA/MLA (both as defined herein) in place with the relevant customer. The Company retains the ability to enter into service agreements with other customers to use and operate their equipment in such new infrastructures.

- In accordance with the agreements reached with Sunrise in 2017 and 2018, a Build-to-suit program of up to 475 sites has been committed and is expected to be built by 2027. Of the 475 total committed sites with Sunrise, a total of 141 sites have been built as of the date of this Prospectus.
- The Company has contractually agreed with Bouygues Telecom to deploy or procure up to approximately 5,500 sites, to be built by Bouygues Telecom, that will be gradually transferred to Cellnex by 2027. As of the date of this Prospectus, 4,078 of such sites have been acquired and built. In addition, Cellnex France and Bouygues Telecom reached the Bouygues Telecom Strategic Agreement to deploy a national optic fiber network in France to provide mobile and fixed fiber based connectivity and especially accelerate the roll-out of 5G in the country. The agreement comprises the roll-out of a network of up to 31,500 km, interconnecting the telecommunications rooftops and towers providing service to Bouygues Telecom (approximately 5,000 of which belong to and are operated by Cellnex) with the network of "metropolitan offices" for housing data processing centers (Edge Computing). The agreement covers the deployment of up to 90 new "metropolitan offices" by 2027, which are included within the approximately 5,500 sites, to be built by Bouygues Telecom.
- The Company has entered into an agreement with Wind Tre by virtue of which Cellnex Italy will procure up to 1,200 sites by 2025, of which a total of 106 sites have been built as of the date of this Prospectus.
- Additionally, pursuant to the Swiss Infra Acquisition, 500 sites will be built by Salt Mobile by 2027, of which a total of 31 sites have been built as of the date of this Prospectus.
- In connection with the Iliad France Acquisition and the Iliad Italy Acquisition, the Company has contractually agreed to procure a minimum of 2,500 and 1,000 infrastructures, respectively, to be built by Free Mobile and

Iliad Italia, S.p.A., respectively, by 2026 and 2025, respectively. As of the date of this Prospectus, a total of 548 sites have been built in connection with the Iliad France Acquisition.

- In Ireland, the Company contractually agreed to procure up to 600 infrastructures, a commitment which will be fulfilled by Cignal by 2026. As of the date of this Prospectus, 104 of such sites have been built.
- Omtel and MEO – Serviços De Comunicações E Multimédia, S.A. ("**MEO**") are party to the Omtel MSA within the context of the Omtel Acquisition, which, among other things, provides for the construction or transfer of up to approximately 500 sites by December 15, 2023. The Company expects that this program can be increased by up to at least 600 additional sites by 2027. As of the date of this Prospectus, 92 of such sites have been built. The related capital expenditure of the new sites will be fully funded by the Group.
- In connection with the NOS Towering Acquisition, Cellnex entered into an MLA with NOS as anchor tenant and certain entities of the NOS group, setting forth, among other things, the acquisition of up to approximately 400 additional new or existing sites from the NOS group by 2026 (the Group treats this commitment as a Build-to-suit program and expects that this program can be increased by at least 250 additional sites).
- In accordance with the MLA between the Group and KPN, which the parties amended in the first half of 2020, the parties have committed to deploy up to approximately 60 sites under a Build-to-suit program by 2024.
- In connection with the CK Hutchison Holdings 2020 Completed Transactions, the Company has contractually agreed to deploy up to 133 infrastructures in Ireland, up to 450 infrastructures in Austria and up to 564 infrastructures in Denmark, to be built by Networks Co Ireland, Networks Co Austria, and On Tower Denmark, respectively, by 2025, 2026 and 2024, respectively. Regarding the CK Hutchison Holdings Swedish Transaction, the Company has contractually agreed to deploy up to 2,677 infrastructures in Sweden to be built by HI3G Networks AB ("**Networks Co Sweden**") by 2025.
- In connection with the Iliad Poland Acquisition, which is subject to completion, the Group has agreed for the deployment by Iliad of a minimum of 1,871 sites by 2030, although the deployment of up to approximately 4,462 new sites in Poland is expected by the Group, as there is a strong economic incentive in place for the customer, and thus the Group believes that the likelihood of completing these programs in amounts greater than the minimum Build-to-suit contractual commitments is high.
- Regarding the CK Hutchison Holdings Pending Transactions, which are subject to completion, the Company has contractually agreed to deploy up to 860 sites in Italy and 600 sites in the United Kingdom to be built by CK Hutchison Networks Italia S.p.A. ("**Networks Co Italy**") and CK Hutchison Networks (UK) Limited ("**Networks Co UK**"), respectively, by 2027 and 2022, respectively. With regards to the CK Hutchison Holdings Pending Transaction in respect of the United Kingdom, the Group believes that there is a strong economic incentive in place for the customer, so that the likelihood of completing the program in an amount greater than the minimum Build-to-suit contractual commitment is high in the opinion of the Group.
- In connection with the T-Mobile Infra Acquisition, which is subject to completion, the Group agreed to the deployment of a minimum of 180 new sites in the Netherlands by 2027.
- Additionally, following the Hivory Acquisition, which is subject to completion, the Group has agreed to the deployment of up to 2,500 new sites in France by 2028.
- In connection with the Polkomtel Acquisition, which is subject to completion, the Group has agreed to the deployment of a minimum of 1,000 sites in Poland by 2030, upon request of Polkomtel, although the deployment of up to approximately 1,500 sites is expected by the Group (out of which 1,000 sites have been contracted).

See "*–Leading operator of critical infrastructure for MNOs and audiovisual media*" for more information on the status of the Group's Build-to-suit commitments by country, as of December 31, 2020.

The Company believes that it can capture future opportunities in this area due to its engineering and maintenance know-how. For additional information on the above Build-to-suit deployment agreements, see "*Business– Investments and material contracts*" and for information regarding pending Build-to-suit deployments as of the date of this Prospectus, see "*Business–Competitive strengths*".

Rationalization

The Company possesses valuable know-how to proactively drive MNO infrastructure sharing initiatives by acquiring telecom infrastructures from several MNOs and decommissioning redundant infrastructures and equipment transfers. Following a strict capital return deployment criteria, the Company plans to expand its presence in Europe by carefully identifying opportunities to acquire sizeable infrastructure portfolios which can become the building blocks of subsequent in-market consolidation transactions. The Company estimates that there are significant annual cost saving opportunities for MNOs in all the markets where it operates (or in which it will operate, following completion of the Iliad Poland

Acquisition and the Polkomtel Acquisition). The Company believes that it can capture future opportunities due to its rationalization and radio frequency planning know-how.

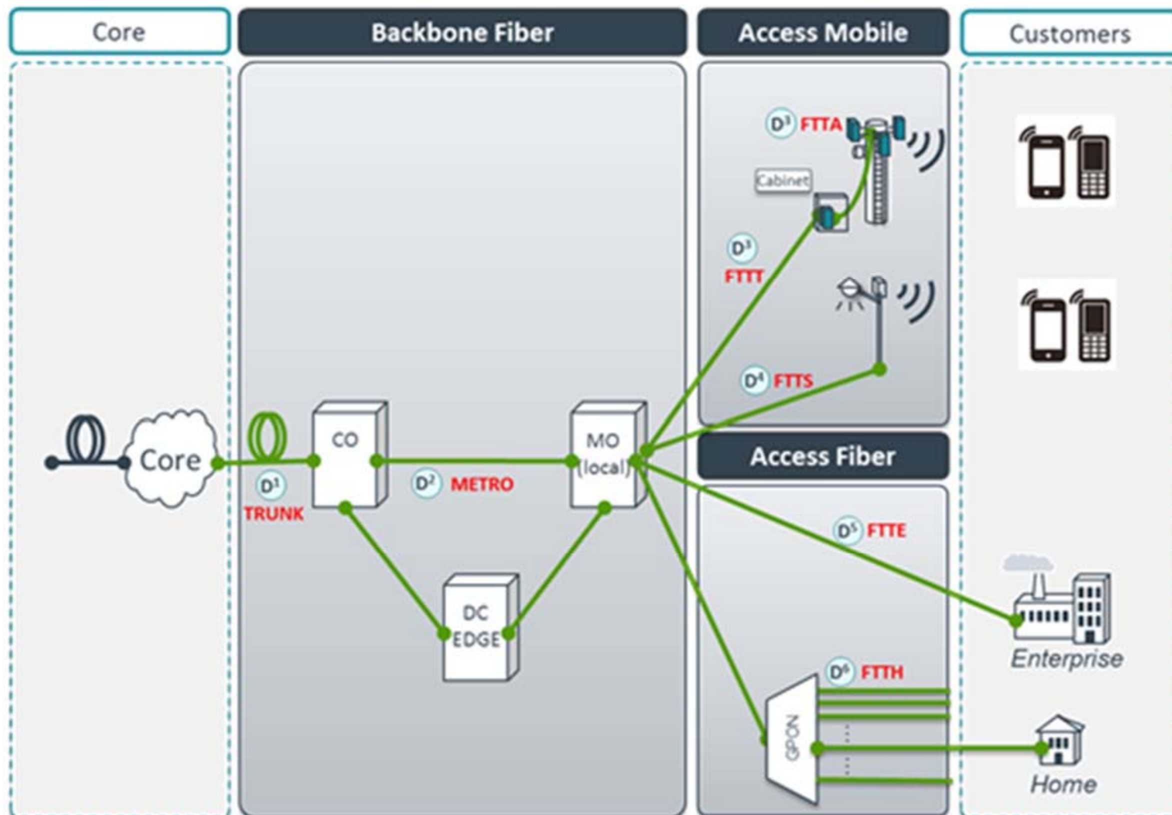
Tower-adjacent assets

In addition to the traditional telecom infrastructure business, the Company is pursuing its strategy in the DAS/Small Cells segment where it believes there are attractive opportunities for growth. In particular, the Group is assessing tailor-made projects through Small Cells and DAS to provide mobile broadband connectivity through metropolitan transport systems, inter-city communications and motorway and railway environments. The Company believes it holds a strong technical position to become a neutral host for connected mobility and indoors solutions.

DAS is a network of spatially distributed antennas connected to a common source, thus providing wireless service within a specific geographic area. The system can support a wide variety of technologies and frequencies, obviously including 2G, 3G, 4G and 5G in the future. The Company works as a real neutral host, together with the MNOs, in order to provide the optimal solution for the increasing need for coverage and densification in complex scenarios. The Company manages the complete life cycle of the solution: infrastructure acquisition, design, installation, commissioning, O&M, supervision and service quality assurance.

In 2016, the Company acquired CommsCon Italia, S.r.L. ("**CommsCon**") (currently Cellnex Italy), an Italian operator and provider of innovative Small Cell solutions for mobile broadband coverage in large open and closed spaces, and as of the date of this Prospectus it has already deployed approximately 3,000 DAS nodes, with a customer ratio of three MNOs per infrastructure, in venues such as stadiums, skyscrapers, shopping malls, dense outdoor areas, airports, underground lines and railway stations. The Company expects its DAS/Small Cells activity to grow approximately 51% per year from 2019 due to Metrocall's acquisition.

With regards to optic fiber (which is not uniquely part of the Telecom Infrastructure Services segment, as the allocation of these services to the Group's segments is driven by who the relevant customer is (with optic fiber services provided to MNOs being part of the Telecom Infrastructure Services segment)), increased fiber availability is essential to meet the exponentially increasing data demand from 5G-based applications. As such, greater capillarity in terms of optic fiber reach is expected in the coming years throughout the whole mobile network across its diverse varieties (FTTT -Fiber to the tower-, FTTA -fiber to the antenna-, FTTS -fiber to the Small Cell-), and European MNOs are shifting from copper- or microwave-based technologies towards fiber technologies in order to meet such bandwidth increased requirements.



Moreover, MNOs are moving towards a business model less reliant on the full ownership of the infrastructure resource layer, with accelerating trends involving all kind of telecom infrastructure assets being shared across MNOs, and which will imply a natural evolution of the tower companies' legacy business model towards an infrastructures companies' business profile with more exposure to different asset classes, including optic fiber.

These assets are expected to provide co-location services offered by a neutral provider, similarly to the Group's current Telecom Infrastructure Services segment and potentially with comparable economic principles in terms of long-term contract duration, price escalators and potential for upselling to third parties. Moreover, fiber assets are synergetic with the current footprint of the Group, which will in turn improve the Group's current Company's offering, customer loyalty and diversification of revenues.

In this regard, in the first half of 2020, Cellnex and Bouygues Telecom reached the Bouygues Telecom Strategic Agreement through which they became shareholders of Nexloop, a newly incorporated company (49% owned by Bouygues Telecom and 51% owned by Cellnex, although, taking into account both the signed shareholders' agreement and the financing structure agreed for the new company, Cellnex will have in practice an effective right to 100% of the expected cash flows generated after debt service up until 2055, subject to certain limitations, either through shareholder loan remuneration or through preferred dividends). This company will deploy a national optic fiber network in France to provide mobile and fixed fiber based connectivity and especially accelerate the roll-out of 5G in the country. The agreement comprises the roll-out of a network of up to 31,500 km, interconnecting the telecommunications rooftops and towers providing service to Bouygues Telecom (approximately 5,000 of which belong to and are operated by Cellnex) with the network of "metropolitan offices" for housing data processing centers (Edge Computing). The agreement covers the deployment of up to 90 new "metropolitan offices". The estimated investment up to 2027, amounts to up to approximately €1.1 billion. This project offers the above-mentioned comparable economic principles, visibility in terms of future cash flow (as it relies on a key anchor tenant that generates the majority of those flows) and potential for upselling to third parties.

The Company believes this is a blueprint model, replicable across other geographies and consistent with the strategy executed by the Group (as it has been investing in asset-class businesses adjacent to telecommunication towers since 2016 when the Group acquired CommsCon, a DAS-nodes specialized company).

The Company has announced the 5GMED project, which aims to bring a sustainable 5G deployment model for future mobility in the Mediterranean Cross-Border Corridor, through 5G application scenarios in Cooperative Connected and Automated Mobility (CCAM) and Future Railway Mobile Communications System services (FRMCS) between Figueres (Spain) and Perpignan (France). The Company expects that the infrastructure will support a remote driving use case, advanced traffic management, applications and business service continuity in railway, and follow-me infotainment both in highway and railway scenarios. In July 2020, a consortium led by the Company and the MASMOVIL group was granted by Red.es the development of a 5G pilot project in the metropolitan area of Barcelona, and in November 2020, BASF and the Company announced an agreement to deploy the first private 5G network in a chemical plant in Spain. In October 2020, Cellnex acquired 60% of the share capital of Metrocall, the neutral operator that manages and operates the telecommunications infrastructure and services in Madrid's suburban transport network.

In addition, in July 2020, Cellnex acquired the full share capital of Ukkoverkot Oy, the parent company of Edzcom, a company that provides end-to-end Private LTE Networks for critical markets based on Edge Connectivity solutions. Through this acquisition, the Group believes it is better positioned to provide greater added value to its customers, as Edge Connectivity is expected to become a cornerstone for digitalization and to build the smart industries of the future.

Broadcasting Infrastructure

As of the date of this Prospectus, the Company provides Broadcasting Infrastructure services in Spain only. The Company's strategy in this segment is to maintain its strong market position while capturing potential organic growth. The Company plans to maintain its leadership position in the Spanish national digital TV sector (in which it is the sole operator of national TV MUXs) by leveraging its technical knowledge of infrastructure and network infrastructure, its market understanding and the technical expertise of its staff. The contract fees with the blue-chip customers are CPI-linked. The Company plans to continue working closely with regulatory authorities in relation to technological developments in both the TV and radio broadcasting markets and to leverage its existing infrastructure and client relationships to obtain business in adjacent areas where it benefits from competitive advantages.

In addition to pursuing its growth strategy of internationalization and client diversification for its Telecom Infrastructure Services segment, the Company may also consider potential transactions related to its Broadcasting Infrastructure segment, provided that: (i) they allow the Company to consolidate a leading position in a country other than Spain, or (ii) if the relevant assets are part of a portfolio of infrastructures similar to its portfolio (e.g., that apart from being used for broadcasting services, they may also be used by MNOs). Any potential opportunity needs to meet the Company's strict investment criteria and be value accretive.

Other Network Services

In Other Network Services, the Company's strategy is based on capturing market growth to reinforce its market position. The Company aims to expand and increase its data transmission connectivity services, for both MNOs backhaul and corporate data access, by focusing on services and solutions where its valuable network can be leveraged to differentiate

its proposition from its competitors, and by taking advantage of its favorable position to provide mutualized high speed data transmission to MNOs in its infrastructures. The Company plans to leverage its infrastructure and frequency planning know-how to design, roll-out and operate advanced telecom services for public administrations in the field of PPDR networks, including TETRA and LTE services networks. The Company aims to be a frontrunner in new types of infrastructure services including urban telecom infrastructure solutions.

In October, 2020, the Company and Everynet entered into an agreement to deploy Smart IoT networks based in LoRaWAN technology in Italy, the United Kingdom and Ireland.

In addition, the Company provides fiber connectivity in Spain following the acquisition of XOC. Its main customer is the public administration.

History and development

In 2000 the Company's predecessor, Acesa Telecom, S.A. ("**Acesa**"), a company within the Abertis Infraestructuras, S.A. group ("**Abertis**"), embarked upon its journey in the audiovisual sector and in mobile radio-communications for security and emergency corps by acquiring 100% of the shares of Tradia. The Group started the Telecom Infrastructure Services segment in 2001 on the back of its experience in broadcasting services.

From 2012 onwards, it started an expansion process with the acquisition of 1,000 telecommunication infrastructures from Telefónica Móviles, S.A. ("**Telefónica**") and the acquisition of 1,854 infrastructures from Telefónica and Xfera Móviles, S.A.U. ("**Yoigo**"). In 2014, the Group started its international expansion by acquiring TowerCo and its portfolio of telecom infrastructures as of the time of acquisition along Italian motorways. Also, it deployed the first IoT network in Spain, positioning itself as a reference player in the construction of an "IoT Ecosystem" in Spain.

In 2015, the Group continued its expansion in Italy through the acquisition of 90% of Cellnex Italy, owner of approximately 7,377 sites, over which it would obtain entire ownership in 2017. On May 7, 2015, the Shares were admitted to listing on the Spanish Stock Exchanges under the symbol "CLNX" and, as a consequence of its initial public offering, Abertis sold 66% of Cellnex's share capital.

In 2016, six new DTT channels began their emissions, all of which had signed contracts with the Group. Also in 2016, the Group started its operations in the Netherlands and continued its expansion in Italy through the acquisition of CommsCon, owner of 949 nodes. That same year, the Group started its operations in France with the agreement reached with Bouygues Telecom to acquire 500 sites and also entered into an agreement for the acquisition of the Shere Group, owner of 1,004 sites (currently Cellnex UK) in the United Kingdom. In 2016, the IBEX 35 Technical Advisory Committee approved the entry of Cellnex into the main stock index of the Spanish market.

On January 19, 2017, the managers of the FTSE4GOOD sustainability index announced that Cellnex had been incorporated into that index. Also in the first quarter of 2017, the Group reached an agreement with Bouygues Telecom for the acquisition of 1,800 sites and building of an additional 1,200 urban infrastructures in France. Additionally, in 2017 JCDecaux and the Company announced its commercial alliance in Italy and Spain to speed up the roll-out of DAS networks and "Small Cells" to improve the capacity and quality of 4G coverage (and 5G in the future) in urban areas.

Also in 2017, the Company entered into a framework agreement with Iliad Italia, S.p.A. providing full flexibility for the MNO's network deployment. That same year, Cellnex Switzerland acquired from Sunrise Communications International S.A. ("**Sunrise**") and Skylight S.à.r.l. 100% of the share capital of Swiss Towers AG ("**Swiss Towers**"), a subsidiary of the Swiss mobile operator, in a consortium with Swiss Life and DTCP at Cellnex Switzerland level (of which Cellnex owned a 63% stake at the time) (the "**Swiss Towers Acquisition**"). This acquisition involved the integration of 2,239 telecommunication sites located in Switzerland. In addition, the Group signed a contract with Infracapital F1 S.à.r.l. to purchase 100% of the share capital of Infracapital Alticom B.V. ("**Alticom**"), owner of 30 sites located in the Netherlands, consolidating the Group's position among neutral telecommunications infrastructure operators in the Netherlands and integrating key elements to the future roll-out of 5G.

In the first half of 2018, the Group acquired, from Palol Inversiones, S.L.U., 100% of Zenon, and acquired from MASMOVIL 85 sites in Spain for an amount of approximately €3.4 million. Also, during the first half of 2018, Cellnex Switzerland and Heliot, S.A., Sigfox's operator in Switzerland, signed an agreement to roll-out the first global IoT network operated in Switzerland.

In July 2018, Cellnex reached an agreement for the acquisition of 100% of the share capital of XOC, a concessionary company dedicated to the management, maintenance and construction of the optic fiber network of the Generalitat de Catalunya, and the expiration date of the concession is 2031. Also during the second half of 2018, Cellnex signed an agreement with Nearby Sensors S.L. ("**Nearby Sensors**") under which the Company indirectly acquired an ownership interest of approximately 15% in the share capital of Nearby Sensors in exchange for a contribution of €0.5 million, which was increased in the first half of 2019 by an additional 15% in exchange for a further contribution of €0.5 million (amounting to a 30% ownership interest of Cellnex in Nearby Sensors's share capital). Nearby Sensors, established in

2013, is based in Barcelona and its business relates to the rolling out IoT, edge computing, and the automation of IT-OT hybrid processes (industrial IoT) that are expected to emerge with the roll-out of 5G.

In the second half of 2018, Cellnex reached an agreement with Bouygues Telecom to build up to 88 strategic telecom centers in a five-year term, and to acquire up to 62 additional strategic telecom centers. These centers are strategic facilities with traffic concentration capabilities which will play a key role in the future deployment of 5G networks.

In the fourth quarter of 2018, Cellnex extended the agreement between Cellnex Switzerland and Sunrise, including an additional acquisition of 133 sites in Switzerland for an amount of CHF 39 million (€34 million), which were transferred to Swiss Towers on January 1, 2019, and also an extension of the Build-to-suit project with Sunrise agreed in up to 75 additional sites to be built (increasing the agreement to build sites from up to 400 to up to 475 sites). Also in the fourth quarter of 2018, Cellnex acquired from MNOs in Spain, through Cellnex's fully owned subsidiary On Tower Telecom Infraestructuras, S.A.U. ("**On Tower Spain**"), 375 sites for an amount of €45 million.

In the first half of 2019, the Company, through its subsidiary Cellnex Italia, S.r.L. (currently Cellnex Italy), entered into an extension of the agreement with Wind Tre S.p.A. ("**Wind Tre**") which was entered into in the context of the acquisition of Cellnex Italy in 2015, through an increase in the Build-to-suit project of up to 800 additional sites (increasing the agreement to build sites from up to 400 to up to 1,200), which Cellnex Italy will build in a 10-year term from the 2015 agreement, with a total investment of up to €70 million. Also in the first half of 2019, the Group entered into an agreement with BT to operate and market 220 high towers located in the United Kingdom for a period of 20 years. The consideration paid amounted to GBP 70 million, approximately (approximately €79 million). The agreement included a pre-emptive right of acquisition of Cellnex Connectivity Solutions Limited of up to 3,000 sites from BT during the following six years.

Also in the first half of 2019, the Group entered into the Iliad France Acquisition and the Iliad Italy Acquisition, a long-term industrial alliance with the Iliad7 group of companies by virtue of which the Group purchased 70% of the share capital of Iliad, owner of approximately 5,700 sites located in France, and acquired approximately 2,200 sites located in Italy, for an estimated aggregate consideration of approximately €1.4 billion and €600 million, respectively. Additionally, Cellnex agreed to the deployment of 2,500 and 1,000 sites in France and Italy, respectively, over a seven-year term. Among other effects, these transactions allowed Cellnex to strengthen its footprint in the French market as the leading independent telecommunications infrastructures operator with a network of dense and capillary sites that will play a key role in the deployment of 5G in France and also allowed Cellnex to strengthen its footprint in the Italian market. Also in the first half of 2019 the Group entered into the Swiss Infra Acquisition, a long-term industrial alliance with Matterhorn by virtue of which Swiss Towers purchased 90% of the share capital of Swiss Infra, owner of approximately 2,800 sites located in Switzerland, for an aggregate consideration of approximately €770 million. Additionally, Cellnex agreed to the deployment of 500 sites in Switzerland in an eight-year term. Among other effects, this transaction allowed Cellnex to strengthen its footprint in the Swiss market. On March 12, 2021, Cellnex (through its subsidiaries Cellnex Switzerland, of which Cellnex owns 72.22%, and Swiss Towers, of which Cellnex Switzerland owns 100%) entered into an agreement with Matterhorn to acquire 10% of the share capital of Swiss Infra from Matterhorn, for CHF 146 million (with a Euro value of €131.5 million as of the date of completion). Pursuant to this acquisition, which was completed on March 18, 2021, Swiss Towers holds 100% of Swiss Infra.

In the second half of 2019, the Group reached an agreement to acquire 100% of the share capital of On Tower Netherlands from its shareholders which, in turn, owns all the shares of the On Tower Netherlands subsidiaries, for a total consideration (Enterprise Value) of €40 million. As a result of this acquisition, Cellnex acquired 114 additional infrastructures in the Netherlands. Also in the second half of 2019, Cellnex acquired from, amongst others, InfraVia Capital Partners, 100% of the share capital of Cignal Infrastructure Limited, owner of 546 sites in Ireland and agreed on the deployment of up to 600 new additional sites by 2026 by Cignal, for a total consideration (Enterprise Value) of approximately €210 million.

Also in the second half of 2019 Cellnex and Cellnex UK entered into an agreement with Arqiva Holdings Limited, for the sale and purchase of the Arqiva Group's UK Tower Business (as defined herein), which was completed in July, 2020, acquiring full ownership of the share capital of On Tower UK, which is the owner of approximately 7,400 held sites and the rights to market approximately 900 sites located in United Kingdom. The Group paid an aggregate consideration of approximately GBP 2 billion.

In the last quarter of 2019, Cellnex (through its subsidiaries On Tower Spain and Towerlink Portugal, Unipessoal Lda) and El Corte Inglés, S.A. ("**ECI**") signed a long-term strategic agreement according to which Cellnex acquired the rights to operate and market the connectivity infrastructure of approximately 900 sites located mainly throughout Spain for a period of 50 years. The acquisition price amounted to approximately €66 million. Also, Cellnex (also through On Tower Spain) reached an agreement with Orange Espagne, S.A.U. ("**Orange Spain**") for the acquisition of 1,500 telecom sites in Spain for a total consideration (Enterprise Value) of €260 million.

In the first quarter of 2020, Cellnex acquired 100% of the share capital of Cellnex Portugal from Belmont Infra Investments B.V. and PT Portugal SGPS, S.A. (sellers of 75% and 25% of Cellnex Portugal's share capital, respectively) and the credit rights under certain capital contributions (*prestações acessórias*) made by Belmont Infra Investments B.V. and PT Portugal SGPS, S.A. to Cellnex Portugal. Cellnex Portugal holds all the shares of Omtel, which currently operates a nationwide

portfolio of 3,000 sites in Portugal. The consideration for the acquisition was approximately €800 million (equivalent Enterprise Value), estimated as of the date of the transaction, subject to certain price adjustments. On January 2, 2020, Cellnex paid €300 million in cash, assumed €233 million of debt of the acquired subgroup, which Cellnex fully repaid after closing of the acquisition and incorporated €43 million of cash balances. The remaining balance of the consideration (which, as of the date of signing, was approximately 50% of the total fair market value of Cellnex Portugal, amounting to a deferred payment of €570 million) will be paid on the earlier of December 31, 2027 or upon the occurrence of certain events of default. Additionally, Omtel and MEO are party to the Omtel MSA (as defined herein), which, among other things, sets forth a Build-to-suit program of up to approximately 500 sites by December 15, 2023. The Company expects that this program could be increased by up to at least 600 additional sites by 2027. The related capital expenditure for this Build-to-suit program, including the expected 600 additional sites, is expected to amount to at least approximately €140 million, which the Group expects to finance with cash generated by the portfolio. Among other effects, this transaction allowed Cellnex to incorporate a new market leader client in Portugal (MEO) and joins a diversified mix of clients in Europe, covering the leading operators in the markets in which the Group operates. In addition, in view of the arrival of 5G, requiring network densification and efficient roll-out, it will enable the Group to propose an attractive solution to mobile operators both in terms of cost and speed of execution.

In the second quarter of 2020, Cellnex reached an agreement with the Portuguese mobile operator NOS, for the acquisition from NOS Comunicações, S.A. of shares representing 100% of On Tower Portugal's share capital and the assignment to the Group of the credit rights under certain capital contributions (*prestações acessórias*) made by NOS Comunicações, S.A. to On Tower Portugal, for a preliminary consideration (Enterprise Value) of approximately €374 million, although the final consideration amounted to approximately €399 million. Upon completion of the NOS Towering Aquisition in the second half of 2020, On Tower Portugal operates a portfolio of approximately 2,000 sites in Portugal. Additionally, the Group expects to acquire up to approximately 400 additional new or existing sites from the NOS group by 2026 (the Group treats this commitment as a Build-to-suit program and expects that this program can be increased by at least 250 additional sites) and other agreed initiatives, with an estimated investment of at least approximately €175 million. The Group financed this acquisition with available cash and expects to finance the deployment of new or existing additional sites using cash flows generated by the portfolio and other internal resources. The NOS Towering Acquisition strengthened the Group's industrial project in Portugal.

In the first half of 2020, Cellnex and Bouygues Telecom reached the Bouygues Telecom Strategic Agreement through which they became shareholders of Nexloop, a newly incorporated company (49% owned by Bouygues Telecom and 51% owned by Cellnex, although, taking into account both the signed shareholders' agreement and the financing structure agreed for the new company, Cellnex will have in practice an effective right to 100% of the expected cash flows generated after debt service up until 2055, subject to certain limitations, either through shareholder loan remuneration or through preferred dividends). This company will deploy a national optic fiber network in France to provide mobile and fixed fiber based connectivity and especially accelerate the roll-out of 5G in the country. The agreement comprises the roll-out of a network of up to 31,500 km, interconnecting the telecommunications rooftops and towers providing service to Bouygues Telecom (approximately 5,000 of which belong to and are operated by Cellnex) with the network of "metropolitan offices" for housing data processing centers (Edge Computing). The agreement covers the deployment of up to 90 new "metropolitan offices". The estimated investment up to 2027, amounts to up to approximately €1.1 billion. Also during the first half 2020, Cellnex acquired the full share capital of Ukkoverkot Oy, the parent company of Edzcom, a company that provides end-to-end Private LTE Networks for critical markets based on Edge Connectivity solutions. Through this acquisition, the Group believes it is better positioned to provide greater added value to its customers, as Edge Connectivity is expected to become a cornerstone for digitalization and to build the smart industries of the future.

In the second half of 2020, Cellnex incorporated Cellnex Finance to carry out financing activities or financing-related support activities for the benefit of the companies within the Group, and a consortium led by the Company and the MASMOVIL group was granted by Red.es the development of a 5G pilot project in the metropolitan area of Barcelona. Also in the second half of 2020, Cellnex entered into an agreement with Intertelco, a subsidiary of Indra Sistemas, S.A. at the time of the agreement, by virtue of which the Group acquired 60% of the share capital of Metrocall, the neutral operator that manages and operates the telecommunications infrastructure and services in Madrid's suburban transport network, being the remaining 40% of its share capital still controlled by Metro de Madrid, for a total consideration of approximately €43 million (Enterprise Value), which has ten year-term service contracts with the main mobile operators for the use of their infrastructure to provide coverage and mobile connectivity to users of the Madrid underground system.

Also in the second half of 2020, Cellnex reached an agreement with Hutchison for the acquisition of Hutchison's European tower business and assets in Austria, Denmark, Ireland, Italy, the United Kingdom and Sweden by way of six separate transactions (i.e. one transaction per country). Pursuant to the CK Hutchison Holdings Transactions, the Group will acquire shares representing 100% of the share capital of six companies (Networks Co Austria, On Tower Denmark, Networks Co Ireland, Networks Co Italy, Networks Co UK and Networks Co Sweden) which, in aggregate, operate a portfolio of approximately 24,560 telecommunications sites located in Austria, Denmark, Ireland, Italy, the United Kingdom and Sweden (approximately 4,500, 1,300, 1,120, 9,140, 6,000 and 2,500 sites, respectively). Combined, the CK Hutchison Holdings Transactions contemplate a total consideration (subject to certain adjustments) of approximately €10 billion. Additionally, Cellnex anticipates further deployment requests of up to 5,284 new sites, which are expected to be rolled out

in Austria, Denmark, Ireland, Italy, the United Kingdom and Sweden, by 2026, 2024, 2025, 2027, 2022 and 2025, respectively. The estimated investment in connection with such additional new sites and further initiatives amounts to up to €1.1 billion. As of December 31, 2020, the CK Hutchison Holdings Pending Transactions were not completed, and therefore, in accordance with IFRS 3, they are not accounted for in the 2020 Audited Consolidated Financial Statements.

Also in the last quarter of 2020, the Company and Everynet entered into an agreement to deploy Smart IoT networks based in LoRaWAN technology in Italy, the United Kingdom and Ireland, and BASF and the Company announced an agreement to deploy the first private 5G network in a chemical plant in Spain.

As of December 31, 2020, in accordance with the agreements entered into with Bouygues Telecom since 2016 and up to December 31, 2020, Cellnex, through its subsidiaries Cellnex France, Towerlink France and Nexloop, committed to acquire or for Bouygues Telecom to build, as applicable, up to approximately 5,500 sites by 2027, of which 4,078 sites have been acquired or built as of the date of this Prospectus, as well as to the roll-out of a network of up to 31,500 km, interconnecting the telecommunications rooftops and towers providing service to Bouygues Telecom (approximately 5,000 of which belong to and are operated by Cellnex) with the network of "metropolitan offices" for housing data processing centers (Edge Computing). As of December 31, 2020, approximately 9% of the €1.1 billion available had been invested.

Between December 31, 2020 and the date of this Prospectus, the Group entered into an agreement with DTAG, for the contribution in kind, through DIV, of 100% of the share capital of T-Mobile Infra, which owns approximately 3,150 sites, and will have €253 million of debt upon closing, to Cellnex Netherlands in exchange for a stake of 37.65% of the share capital in Cellnex Netherlands. Additionally, T-Mobile Infra and T-Mobile have agreed to the deployment of a minimum of 180 additional sites in the Netherlands by 2027.

Also in the first quarter of 2021, the Group entered into the Hivory Put Option Agreement with Altice and Starlight HoldCo pursuant to which Altice and Starlight HoldCo have the option to require Cellnex France to purchase their ownership in the share capital of Hivory for an estimated total consideration (Enterprise Value) of approximately €5.2 billion. Hivory owns and operates approximately 10,535 sites in France. In addition, Hivory has agreed to the deployment of up to 2,500 additional sites in France by 2028, with an estimated investment of approximately €0.9 billion.

In the first quarter of 2021, Play and Cellnex Poland agreed to modify the structure of the Iliad Poland Acquisition (as defined herein), agreed in the second half of 2020, regarding the acquisition by Cellnex Poland of 60% of the share capital of On Tower Poland owned by Play. Pursuant to the Iliad Poland SPA (as defined herein), Cellnex Poland has agreed to acquire 60% of the share capital of On Tower Poland, which will own the tower portfolio in Poland of P4, a wholly-owned subsidiary of Play, with an initial portfolio of approximately 7,428 sites (including the initial 6,911 sites and 517 additional sites to be constructed and completed before the Iliad Poland Completion Date (as defined herein)), for an estimated total consideration (Enterprise Value) for the funding of the acquisition by On Tower Poland of the telecommunications passive infrastructures business unit of P4 of approximately zl 6,706 million (€1,507 million, assuming a €/zl 4.449 exchange rate), which will be funded by Cellnex Poland and Iliad in proportion to their respective shareholder stake in On Tower Poland (corresponding to approximately zl 3,684 million for the 60% stake to be acquired by Cellnex Poland (€828 million, assuming a €/zl 4.449 exchange rate)) plus the investment committed for the deployment of 517 sites prior to the Iliad Poland Completion Date (as defined herein) amounting to zl 566 million (€127 million assuming a €/zl 4.449 exchange rate), which represents a total payment to be made by Cellnex of zl 4,250 million (€955 million assuming a €/zl 4.449 exchange) upon completion of Iliad Poland Transaction. Additionally, P4 will undertake the firm commitment to propose to On Tower Poland to purchase a minimum of 1,871 sites on or before December 31, 2030, although the deployment of up to approximately 4,462 new sites is expected by the Group. As of December 31, 2020, the Iliad Poland Acquisition was not completed, and therefore, in accordance with IFRS 3, it is not accounted for in the 2020 Audited Consolidated Financial Statements.

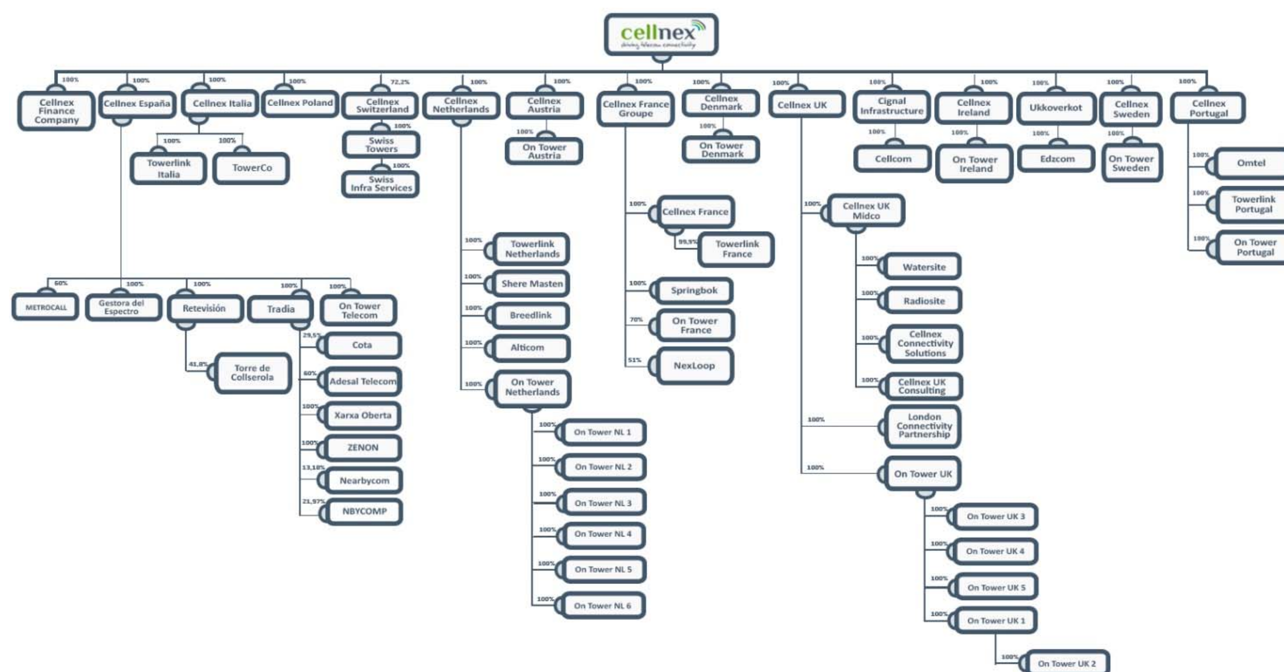
Also in the first quarter of 2021, Cellnex Poland entered into an agreement with Cyfrowy Polsat s.a. ("**Cyfrowy**") and Polkomtel sp. z.o.o. ("**Polkomtel**") to acquire 99.99% of the share capital of Polkomtel Infrastruktura sp. z.o.o. ("**Polkomtel Infrastruktura**"), for an estimated total consideration (Enterprise Value) of approximately zl 7,070 million (€1,540 million, assuming a €/zl 4.59 exchange rate). Polkomtel Infrastruktura manages a portfolio of approximately 7,000 passive infrastructure and active infrastructures (approximately 37,000 radio carriers covering relevant bands used by 2G, 3G, 4G and 5G technologies in Poland, approximately 11,300 km of fibre backbone and fibre-to-the-tower backhaul and a national network of microwave radiolinks) in Poland. Additionally, Cellnex Poland agreed to the deployment of a minimum of 1,000 sites, upon request of Polkomtel, before the tenth anniversary of the date of the Polkomtel MSA (as defined herein), although the deployment of up to approximately 1,500 sites is expected by the Group, and to provide with an aggregate of 15,000 additional emission services, all of these services for the estimated total consideration of approximately €600 million (assuming a €/zl 4.59 exchange rate).

Also in the first quarter of 2021, Cellnex Connectivity Solutions Limited was awarded a 25-year concessionary contract by Network Rail Infrastructure Limited by virtue of which Cellnex Connectivity Solutions Limited will act as the neutral host and provide uninterrupted cellular internet, mobile reception and fibre services along the London - Brighton Mainline route.

Corporate structure

Cellnex is the parent company of the Group, which as of the date of this Prospectus, is comprised of 68 companies. The Group conducts its operations through directly and indirectly owned subsidiaries and joint ventures. For a complete list of the companies of the Group, see "*Additional Information–Group companies*".

The following summary chart sets forth the Group's corporate structure as of the date of this Prospectus.



Operations

Telecom Infrastructure Services

Overview

Operating income from the Group's Telecom Infrastructure Services segment was €1,272,583 thousand for the year ended December 31, 2020, which represented 79% of the Group's consolidated operating income for such period, and €694,248 thousand and €582,758 thousand for the years ended December 31, 2019, restated, and 2018, respectively, which represented 67% and 65% of the Group's consolidated operating income for such periods, respectively.

The Group's backlog as of December 31, 2020 and as of December 31, 2019 for the Telecom Infrastructure Services segment was approximately €35,283,069 thousand and €19,006,281 thousand, respectively.

Services

The Group provides to its customers in Telecom Infrastructure Services coverage related services and access to the Group's telecom or broadcasting infrastructures for MNOs to co-locate their equipment on the Group's infrastructures, offering additional services that allow MNOs to rationalize their networks and optimize costs, through the dismantling of duplicate infrastructures (decommissioning) and building up new infrastructures (Build-to-suit) in strategic sites that can offer service to one or more MNOs. These services have the aim to complete the deployment of 4G and 5G in the future, reduce areas with no signal coverage and extend network densification. The Group acts as a neutral operator for MNOs (for example, by not having one or more MNOs as a significant shareholder represented in the Board of Directors and other governance bodies) and other telecom operators who generally require complete access to network infrastructure in order to provide services to end users.

The Group acts as a multi-infrastructure operator. Its customers are responsible for the individual communication equipment hosted in the Group's telecom and broadcasting infrastructures. Revenue is primarily generated from customer

services agreements. The Group generally receives monthly payments from customers, payable under long-term contracts (which in the case of anchor customers have long or undefined maturities with automatic extensions, unless cancelled). The annual payments vary considerably depending upon numerous factors, including, but not limited to, the infrastructure location, the number and type of customer's equipment on the infrastructure, ground space required by the customer, customer ratio, equipment at the infrastructure and remaining infrastructure capacity. The main costs typically include related services (which are primarily fixed, with annual cost escalations) such as energy and ground costs, property taxes and repairs and maintenance.

The majority of the land and rooftops where the Group's infrastructures are located are operated and managed via lease contracts, sub-lease contracts or other types of contracts with third parties. In general, MNOs engage in the maintenance of their own equipment under their responsibility, although in some cases they may subcontract to the Group the maintenance of their equipment as a separate and additional service. In these cases, the maintenance services are usually awarded through bidding processes to companies capable of providing such services, such as vendors of equipment, maintenance and installation companies and other companies with sufficient capacity to provide the services, such as the Group itself.

The Group has an extensive experience in DAS network solutions. The Group has deployed approximately 3,000 DAS nodes, with a customer ratio of three MNOs per infrastructure, in venues such as stadiums, skyscrapers, shopping malls, dense outdoor areas, airports, underground lines and railway stations. DAS is a network of spatially distributed antennas connected to a common source, thus providing wireless service within a specific geographic area. The system can support a wide variety of technologies and frequencies, obviously including 2G, 3G, 4G and 5G in the future. The Group works as a real neutral host, together with the MNOs, in order to provide the optimal solution for the increasing need for coverage and densification in complex scenarios. The Group manages the complete life cycle of the solution: infrastructure acquisition, design, installation, commissioning, O&M, supervision and service quality assurance. The Group also operates active equipment of the network in relation to the DAS nodes that the Company manages.

The Group is also developing capabilities in fiber to the tower and edge computing centers infrastructure, in order to offer its clients the data processing capacity distributed in the network, without which the potential of 5G could not be realized. As such, in 2017 the Group acquired Alticom, a Dutch company that owns a portfolio of sites which has data centers, in 2018 and 2019 Cellnex signed an agreement to build 88 and acquire 62 edge computing centers for Bouygues Telecom and in 2020 it extended the scope to build another 90 sites of such characteristics with Bouygues Telecom in the context of the fiber co-investment deal to roll-out a transport network (backhaul and backbone) connecting all key elements of the telecom network of Bouygues Telecom through optic fiber.

Customers and contracts

The Group estimates, based on public information including annual reports, investor presentations and other published data, that it is the leading neutral operator (for example, by not having one or more MNOs as a significant shareholder represented in the Board of Directors and other governance bodies) of telecom and broadcasting infrastructures in Europe by number of infrastructures as of December 31, 2020. As such, the Group's customer base includes the main MNOs in Spain, Italy, the Netherlands, the United Kingdom, France, Switzerland, Ireland Portugal, Austria and Denmark and it has close and long-standing relationships with some of the largest European MNOs and Spanish media broadcasting operators.

MNOs require the Group's services mainly to increase network coverage, optimize their operating costs and reduce capital expenditures and avoid any difficulties in the co-location of their networks among MNOs.

The Group has existing Master Service Agreements ("**MSAs**") and Master Lease Agreements ("**MLAs**") with the main MNOs, including Telefónica; Yoigo; Wind Tre; KPN; Bouygues Telecom; Sunrise; Iliad; Salt; Orange Spain; MEO; EE and BT; NOS; CK Hutchison Holdings; and Play Communications; T-Mobile; SFR; and Cyfrowy Polsat (upon completion of the Iliad Poland Acquisition, the T-Mobile Infra Acquisition, the Hivory Acquisition and the Polkomtel Acquisition, respectively). Such agreements are framework agreements providing certain terms that govern the contractual relationships related to the Group's infrastructures with such MNOs during the term of the MSA / MLA. In particular, the MSAs / MLAs specify the services that the Group provides and the economic terms of the agreement. In the case of smaller MNOs, the Group may enter into individual separate agreements negotiated ad hoc for each particular case as opposed to MSAs / MLAs.

In general, the Group's services contracts for co-location services with anchor customers have an initial non-cancellable term of 10 to 20 years, with multiple renewal terms (which in the case of anchor customers have long or undefined maturities with automatic extensions, unless cancelled), and payments that are typically revised based on an inflationary index like the consumer price index ("**CPI**") or on fixed escalators. The Group's customer contracts have historically had a high renewal rate. In this regard, the Group has experienced a high renewal rate of its MSAs / MLAs with MNO customers over the last 10 years although no agreement with anchor customers has reached its initial term. Contracts in place with Telefónica and Wind Tre may be subject to change in terms of the fees being applied at the time of a renewal, within a predefined range of the last annual fee (that reflects the cumulative inflation over the full initial term).

In the majority of cases, the service contracts with costumers may not be terminated prior to the end of their current term except in extraordinary cases, such as loss of a license or failure to perform by the Group. In general, each customer contract that is renewable will automatically renew at the end of its term unless the customer provides prior notice of its intent not to renew. The Group believes that its customers tend to renew their service agreements because of the quality of the services provided by the Group, and also suitable alternative infrastructures may not exist or be available and repositioning an infrastructure in their network may be expensive and may adversely affect the quality of their network. The majority of the contracts with the Group's anchor customers may only be renewed for the entirety of the infrastructures and not for a portion thereof ("all-or-nothing" clause), none of which have been renegotiated as of the date hereof.

Competition

The Group estimates, based on public information including annual reports, investor presentations and other published data, that it is the leading neutral wireless telecom infrastructure operator in Europe by number of infrastructures, with presence in Spain, Italy, the Netherlands, the United Kingdom, France, Switzerland, Ireland, Portugal, Austria, Denmark and Sweden. In all countries in which the Group operates, it competes primarily against other infrastructures operators who provide regional co-location services. Its main competitors within this segment are Vantage Towers, Telxius (which has recently signed an agreement with American Tower for the sale of its telecommunication towers division in Europe), Inwit, TDF, Hivory, CTIL, MBNL, American Tower and Phoenix Tower. Furthermore, MNOs often operate their own infrastructures or share infrastructures with other MNOs. In general, it faces competition for infrastructure services from various companies, such as other neutral wireless telecom infrastructure owners or operators, including owners or operators of towers, rooftops, water infrastructures, Small Cells, broadcast infrastructures, or utility poles, among others.

Broadcasting Infrastructure

Overview

Operating income from the Group's Broadcasting Infrastructure segment was €227,257 thousand for the year ended December 31, 2020, which represented 14% of the Group's consolidated operating income for such period, and €235,383 thousand and €232,773 thousand for the years ended December 31, 2019, restated, and 2018, respectively, which represented 23% and 26% of the Group's consolidated operating income for such periods, respectively.

The Group's backlog as of December 31, 2020 and December 31, 2019 for the Broadcasting Infrastructure segment was approximately €577,901 thousand and €234,244 thousand, respectively.

The Group's Broadcasting Infrastructure segment consists of the distribution and transmission of TV and radio signals as well as the O&M of broadcasting networks, the provision of connectivity for media contents, OTT broadcasting services and other services. As of the date of this Prospectus, the Company provides Broadcasting Infrastructure services in Spain only.

The provision of these services requires unique high mast infrastructures that, in most cases, only the Group owns, substantial spectrum management know-how, and the ability to comply with very stringent service levels. In Spain, the broadcast infrastructures the Group manages provide more than 99% of population coverage with DTT and radio, which is a combined portfolio larger than all of its competitors combined.

The Group's Broadcasting Infrastructure segment is characterized by predictable, recurrent and stable cash flows as well as by the high technical know-how that allows the Group to provide consulting services.

Services

The Group classifies the services that it provides to its customers as a broadcast network operator in three groups: (i) Digital TV, (ii) Radio and (iii) Other broadcasting services.

<u>Digital TV (distribution and broadcasting of DTT, DTT premium & Hybrid TV)</u>

The Group operates as a media distribution player throughout the entire broadcasting value chain by owning the infrastructures and equipment that TV broadcasters use to compress and distribute the signal in Spain.

The TV value chain encompasses a wide range of contractual relationships between a highly diverse set of market players and from a contractual and technical point of view consists of six key steps. These include content production (which can be done internally or externally), content aggregation, media operations (i.e. programming), compression and multiplexing, signal distribution and signal transmission. The Group is a leading player in the latter three stages of the value chain and a growing player in media operations.

The digital TV spectrum is owned by the Spanish State and is typically licensed to public TV entities for non-limited time periods and to the various media groups which own private TV channels for 15-year periods, with automatic renewal. Most of the current licenses are valid until 2025, with some of them until 2030, with expected automatic renewal afterwards (source: CNMC). However, to the extent broadcasters do not own any equipment or infrastructures (and do not intend to own them), the Group acts as an infrastructure and network services provider to the channels, effectively being responsible for bringing the signal from studios to the broadcasting infrastructures and transmitting it to the end users.

DTT's strong position, with a screen share of 74% (as of December 2020) in Spain is expected to remain stable in the mid to long term as it is supported by a number of features and trends and significant advantages relative to other platforms: (i) it is the only TV platform to offer more than 30 channels in the Spanish language free of charge and with coverage of more than 99% of the population (source: Televisión Digital. Gobierno de España); (ii) the most popular public and commercial channels are broadcast on DTT (source: Televisión Digital. Gobierno de España); (iii) it is less costly for a TV entity to reach a TV household in Spain via DTT than via direct-to-home ("**DTH**"); (iv) hybrid TV services, which take benefit of broadband and broadcast, were launched nationally in the third quarter of 2018 and are expected to bring interactivity, enrich the DTT platform and yield new revenue streams for the broadcasters (source: Televisión Digital. Gobierno de España); (v) the diversity and the quality of the channels available are expected to increase with the wide adoption of new technologies keeping the DTT platform innovative and competitive; (vi) its superior coverage and traffic capacity; and (vii) the Spanish regulator has stated on numerous occasions that they are highly supportive of DTT and, to date, is working on the spectrum roadmap for the next decade in order to bring certainty to the broadcast industry according to the Decision (EU) 2017/899 (see "*Regulation—Broadcasting Infrastructure—Digital Dividend and UHF band*").

The Group is the technological provider of the HbbTV of LOVEStv, the new audiovisual platform of DTT developed by the public radio broadcaster RTVE and the two large Spanish private radio broadcasting groups, Atresmedia and Mediaset Spain. This platform will allow the viewer to see the contents of the last week from the television, as well as viewing programs from the beginning even if they have already started.

Radio (distribution and transmission of analogue and digital radio)

The Group is one of the main players in the value chain of Spanish radio infrastructure. It is able to provide services across the whole radio broadcasting value chain. The Group distributes radio signals, both analogue and digital, with analogue FM being the dominant platform in Spain. Regarding the analogue FM radio, the Group owns and manages a network infrastructure and the necessary equipment to provide broadcasting services to public and private customers. The Group also hosts radio stations that want to self-broadcast using its infrastructure.

The Group believes it is the largest radio broadcast operator in Spain. It broadcasts FM, AM and DAB services and the largest players in Spain broadcast using the Group's infrastructures. The Group is also a significant provider of infrastructures to the other players although these tend to rely more on self-broadcasting.

Other broadcasting services (O&M, connectivity and others)

The Group provides maintenance and connectivity services to its broadcasting customers.

Customers and contracts

The Group's customers within the Broadcasting Infrastructure segment include all national and most regional and local TV broadcasters as well as leading radio station operators in Spain. Some of the key customers for DTT services include Atresmedia, CTTI, Mediaset España, Net Televisión, Veo Televisión and RTVE.

The DTT broadcasting contracts do not have any volume risk, they have instead stable and visible pricing of MUXs, are compliant with applicable regulations and contain attractive indexation terms. The main features of the Group's DTT broadcasting contracts are:

- Medium-term contracts with high renewal rates. Complying with legal limitations, the Group usually enters into either 5-year or 4-year maximum term contracts. The Group has experienced a high rate of renewal for these types of contracts in the recent past, although price pressure from customers can be possible when renegotiating contracts (as it has been the case in the recent cycle of contract renewals the Group has just faced).
- No volume risk. For each MUX distributed, the Group receives a "flat fee", as long as the conditions attached to the audiovisual licenses for TV channels do not change.
- Stable and visible pricing. The prices the Group charges to its customers are negotiated between the parties although the Group has to fulfil a series of regulatory requirements. In order to price its services, the Group uses a method which has been fully disclosed to the telecom regulator and competition authorities.
- Indexation to CPI that allows the Group to cover increases in operational costs where CPI is positive.

The Group's key customers for radio services include CATRADIO, Cope, Grupo Radio Blanca, Onda Cero, RAC1 and RNE. The Group's contracts with radio stations typically have a term of five years and the prices are usually indexed to inflation.

The main customers for the Group's other broadcasting services (O&M, connectivity and others) include, amongst others, TVC, Junta de Castilla y León and RTVE. These contracts have an initial term of three years.

Competition

According to the CNMC, the Group is the leading audiovisual media infrastructure operator in Spain with an overall audiovisual broadcasting market share (TV and radio) of approximately 87% as measured by revenues as of December 2019 (latest available). According to the CNMC, the total audiovisual broadcasting services at the national and regional level generated €209,000 thousand of operating income for the same period, not including pay TV and subsidies. The Group currently enjoys the number one position in DTT nationwide broadcasting coverage.

Other Network Services

Overview

Operating income from the Group's Other Network Services segment was €104,932 thousand for the year ended December 31, 2020 which represented 7% of the Group's consolidated operating income for such period, and €101,214 thousand and €82,340 thousand for the years ended December 31, 2019, restated, and 2018, respectively, which represented 10% and 9% of the Group's consolidated operating income for such periods, respectively.

The Group's backlog as of December 31, 2020 and December 31, 2019 for this segment was approximately €242,749 thousand and €162,499 thousand, respectively.

Services

The Group classifies the type of services that it provides in this segment in five groups:

1. *Connectivity services*: these services include connectivity between different nodes of the telecommunication networks (backhaul) of the Group's clients and/or connectivity with its customers' premises (enterprise leased lines), using radio-links, fiber or satellite. The Group also provides specialized leased lines to telecom operators such as MNOs or FNOs, public administrations, and small and medium enterprises as well as companies in rural areas of Spain enabling high speed connectivity.
2. *MC&PN services*: the Group operates seven regional and two municipal TETRA networks in Spain which are critical for the communication needs of regional governments and municipalities where the networks are located and a highly reliable Global Maritime Distress and Safety System (GMDSS) for the Maritime Rescue Service for the Safety of Life at Sea, which provides communication services to ships in distress and risk situations in the coastal areas around Spain. The Group also operates the Automatic Identification System (AIS) for the Spanish Maritime Safety Agency, an arm of the Spanish Ministry of Transport, Mobility and Urban Agenda.
3. *O&M*: the Group manages and operates infrastructure (as opposed to outsourcing it to third parties) and provides maintenance services of customer equipment and infrastructure to the Group's customers (other than its broadcasting customers that are serviced by the Broadcasting Infrastructure segment).
4. *Urban telecom infrastructure*: the Group provides communications networks for smart cities and specific solutions for efficient resource and service management in the cities.
5. *Optic fiber*: the Group uses optic fiber to connect its, or its clients', infrastructures (macro cells, DAS and Small Cells) and edge computing facilities. The Group acquired XOC in 2018, a concessionary company dedicated to the management, maintenance and construction of the optic fiber network of the Generalitat de Catalunya, that also provides optic fiber capacity to Spanish telcos and to enterprises (FTTE). Please note that when the main customer is the public administration, and not a MNO, this business is reported under the Other Network Services business segment.

Customers and contracts

The Group's main customers for its connectivity services are BT, Orange Spain, COLT, and Vodafone. Connectivity contracts usually have an initial term of three years and the fees charged are linked to the number of circuits deployed and the capacity used.

The Group serves multiple national, regional and local public entities for which it acts as a trusted supplier of mission critical services and infrastructure. Some of the key customers for the public safety and emergency networks services include the Gobierno de Navarra, the Spanish National Maritime Rescue, the Generalitat of Catalonia and the Generalitat of Valencia.

The main customers for O&M services are Endesa and Lyntia. Although it varies depending on the particular service, the O&M contracts usually have an initial term from two to 10 years and the fees that the Group charges its customers are linked to the quantity of equipment to be maintained and the particular type of maintenance provided.

The key customers for the urban telecom infrastructure services are the city council of Barcelona, Red Eléctrica, Sigfox and Securitas Direct. Some of the customers of other services are Ferrocarrils de la Generalitat of Catalonia and Asco-Vandellos Nuclear Association.

Competition

The Group's main competitors in the provision of connectivity services are MNOs providing wholesale access such as Orange Spain, Telefónica and Vodafone.

Within the PPDR activity, the Group's main competitor in Spain is Telefónica's TETRAPOL network. In the other services that the Group provides within this segment there is a wide range of competitors operating.

The Group's main competitors in the provision of O&M services and trading are Ericsson, Huawei and others. The Group's main competitors in the provision of urban telecom infrastructure services are companies such as Indra and Telefónica.

Pipeline

General – Acquisition strategy

As an integral part of its growth strategy, the Company considers acquisitions of infrastructure portfolios in the markets in which it operates, as well as in new markets. The Group's acquisition strategy of infrastructure portfolios is based on a disciplined and selective approach based on the business case for each acquisition targeting long term results based on deep industrial roots. The Group's investments are based upon rigorous investment criteria based on a number of factors, such as an expected equity levered return of at least 10% on a standalone basis, the accretion of the Recurring Leveraged Free Cash Flow per Share expected following between two to three years from the acquisition (on a consolidated basis), the estimated improvement of the business risk profile (on the back of the impact on the Company's backlog and the quality of the assets being acquired and the increased diversification both in terms of customer and geographic exposure) and the ability to maintain the same business model (with the anchor tenant securing the majority of the cash flows, CPI-linked or fixed escalator revenues, the ability to commercialize to third parties, and low maintenance capital expenditure of approximately 3% of revenues) when investing in adjacent businesses to the tower business. As to the financing of each project, the Group generally analyzes the different financing alternatives when each payment is due, which may include the deployment of the net proceeds from the Offering.

Potential transactions

Below is a summary description of the Company's pipeline of identified market opportunities. Whether any of these opportunities will be realized will depend, among other factors, on the Group's entry into acceptable purchase agreements with third parties. Accordingly, the Group's actual investments may be different from its current expectations. Moreover, the consummation of any of the identified market opportunities under consideration, analysis or negotiation may not be realized during the time periods currently expected by the Company or at all. Furthermore, the Company faces risks relating to market conditions and other factors which may yield different results from those that are currently expected. See "*Risk Factors— The expansion or development of the business of the Group, including through acquisitions or other growth opportunities, involves a number of risks and uncertainties that could adversely affect its operating results or disrupt its operations*". Some of these opportunities are currently being assessed and the relevant agreements could be signed at any moment following the execution of the Offering.

- Acquisition of telecom infrastructures from MNOs and/or joint ventures between MNOs, as well as the acquisition of the share capital of existing independent infrastructures providers, in current and new markets, including acquisitions of telecom infrastructures from MNOs which have existing agreements with the Group in markets where the Group is already present.
- Build-to-suit opportunities with current or new customers in order to increase the density of their current telecommunication network and provide coverage in rural areas or to provide backbone and backhaul optic fiber to the infrastructures.

- Transactions involving an asset combination or other transformational business opportunities with large MNOs involving the contribution of more than 15,000 sites in a single transaction, in which Cellnex could acquire these infrastructures in exchange for cash and/or issuances of new shares (payment in kind) of Cellnex or its affiliates.
- Whilst the Company will prioritize the pursuit of the types of market opportunities described above, it also intends to expand its business model by developing and focusing on new services and moving upstream into complementary segments of the telecom infrastructure industry such as 5G, Small Cells, DAS, IoT, data centers/edge computing, fiber and radio active network sharing of active equipment (see *"Business– Investments and material contracts–Polkomtel Acquisition")*, focusing on the acquisition of strategic infrastructures in the context of the future roll-out of 5G in order to strengthen the Company's presence in the 5G ecosystem. In fact, the Group is also assessing tailor-made projects through Small Cells and DAS to provide mobile broadband connectivity through metropolitan transport systems, inter-city communications and motorway and railway environments. The Company believes it holds a strong technical position to become a neutral host for connected mobility and indoors solutions.
- Opportunities that involve all elements of the sites beyond passive infrastructure, traditionally related to the towerco's business model. Similar to the Polkomtel Acquisition, Cellnex aims to continue expanding its services throughout the value chain in order to provide higher value-added services to its customers, through active infrastructure management (radio active network equipment, antennas, etc.), a business model defined as the "augmented towerco". As such, the Group expects to further promote radio active network sharing among its customers relying on its neutrality and to benefit from an additional source to capture organic growth.

Investments and material contracts

For information on the investments and material contracts related to the Hivory Acquisition, please see "*Operating and Financial Review–Hivory Acquisition*".

Polkomtel Acquisition

On February 26, 2021, Cellnex Poland entered into an agreement with Cyfrowy and Polkomtel to acquire 99.99% of the share capital of Polkomtel Infrastruktura, for an estimated total consideration (Enterprise Value) of approximately zl 7,070 million (€1,540 million, assuming a €/zl 4.59 exchange rate) (the "**Polkomtel Acquisition**"). Polkomtel Infrastruktura manages a portfolio of approximately 7,000 passive infrastructure and active infrastructures (approximately 37,000 radio carriers covering relevant bands used by 2G, 3G, 4G and 5G technologies in Poland, approximately 11,300 km of fiber backbone and FTTT backhaul and a national network of microwave radiolinks) in Poland. Cellnex expects to finance this acquisition with available cash.

The closing of the Polkomtel Acquisition is expected to take place in the second half of 2021, following receipt of the customary regulatory and administrative authorizations, including, if applicable, foreign investment approval. In accordance with IFRS 3, given that the Polkomtel Acquisition was not completed as of December 31, 2020 it is not accounted for in the 2020 Audited Consolidated Financial Statements.

Pursuant to the Polkomtel MSA (as defined below), Polkomtel will undertake to submit pre-orders requesting Polkomtel Infrastruktura to construct a minimum of 1,000 sites before the tenth anniversary of the date of the Polkomtel MSA, although the deployment of up to approximately 1,500 sites is expected by the Group. Additionally, pursuant to the Polkomtel MSA, each of Polkomtel and Aero will undertake, before the tenth anniversary of the date of the Polkomtel MSA, to submit pre-orders requesting Polkomtel Infrastruktura to provide each of Polkomtel and Aero with 10,000 and 5,000 additional emission services, respectively. The estimated total consideration to be received by Polkomtel Infrastruktura for all the above services amounts to approximately €600 million (assuming a €/zl 4.59 exchange rate).

The Polkomtel Acquisition, together with all the additional new sites expected to be deployed in Poland pursuant to the Polkomtel MSA, are expected to contribute up to an estimated approximately €330 million of annual Adjusted EBITDA once the sites are deployed. "Adjusted EBITDA" is an APM (as defined herein). This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*". Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for more information on this APM.

In connection with the Polkomtel Acquisition, the Group entered into, or will enter into, the agreements explained below.

Polkomtel SPA

On February 26, 2021, Cellnex Poland entered into an agreement with Cyfrowy and Polkomtel to acquire 99.99% of the share capital of Polkomtel Infrastruktura (the "**Polkomtel SPA**"), for an estimated total consideration (Enterprise Value) of approximately zl 7,070 million (€1,540 million, assuming a €/zl 4.59 exchange rate). In order to secure the performance by Polkomtel Infrastruktura and Cellnex Poland of their respective obligations towards Cyfrowy and Polkomtel after completion of the transaction, Polkomtel will retain ownership of 0.01% of Polkomtel Infrastruktura's share capital and Polkomtel Infrastruktura will, at or prior to completion, adopt new bylaws to give Polkomtel the benefit of certain personal rights contained in the new bylaws. The Polkomtel SPA contains certain representations and warranties of Cyfrowy and Polkomtel and certain indemnification obligations in case of breach thereof.

Polkomtel Buyback Agreement

Upon completion of the Polkomtel Acquisition, Polkomtel, Cellnex Poland and Cellnex will enter into a buyback agreement ("**Polkomtel Buyback Agreement**") by virtue of which Polkomtel (or its nominee) will be granted the right to require Cellnex Poland or Cellnex to sell and transfer back the shares of Polkomtel Infrastruktura (sold pursuant to the Polkomtel SPA) to Polkomtel (or its nominee), at a discount to fair market value in the event (i) shares in Polkomtel Infrastruktura are issued or sold to a Restricted Entity (as such term is defined in the Polkomtel Buyback Agreement), (ii) there is a change of control, without the prior written consent of Polkomtel, by means of which a Restricted Entity gains majority ownership or control over Polkomtel Infrastruktura or any of its holding companies (other than Cellnex), (iii) there is a change of control, without the prior written consent of Polkomtel, by means of which a Restricted Entity gains ownership of more than 30% of Cellnex or gains control over Cellnex, or (iv) in certain circumstances, if a critical failure under the Polkomtel MSA occurs. In the event any of the triggering events (i) to (ii) occurs, Polkomtel may opt to exercise its right pursuant to the Polkomtel Buyback Agreement within three months or, alternatively, to have the fees of the Polkomtel MSA reduced by 50%. The Polkomtel Buyback Agreement shall terminate if (a) there is a change of control of Polkomtel or Cyfrowy or (b) the Polkomtel MSA is terminated by Polkomtel upon execution of a master services agreement with another provider with substantially the same scope as the Polkomtel MSA.

Polkomtel MSA

Upon completion of the Polkomtel Acquisition, Polkomtel Infrastruktura, Polkomtel and Aero 2 sp. z.o.o., a MNO within the Polkomtel Group ("**Aero**", and together with Polkomtel, the "**Polkomtel Customers**"), will enter into a master services agreement whereby Polkomtel Infrastruktura will provide access to its passive infrastructures, render the services necessary to maintain the technical conditions that are necessary to provide the transmission of radio signals of a cellular telecommunication network and provide transmission "backhaul", among other ancillary services, to the Polkomtel Customers (the "**Polkomtel MSA**"). In the event any of the triggering events (i) to (ii) described in the above paragraph occurs, or Polkomtel Infrastruktura sells or leases (or similar) its business or an organized part of its business without the prior written consent of Polkomtel, the fees of the Polkomtel MSA shall be reduced by 50% (unless Polkomtel exercises its rights pursuant to the Polkomtel Buyback Agreement). The initial term of the Polkomtel MSA will be 25 years, subject to automatic extensions for successive 15-year periods on an "all-or-nothing" basis.

Pursuant to the Polkomtel MSA, Polkomtel will undertake to submit pre-orders requesting Polkomtel Infrastrucktura to construct a minimum of 1,000 sites before the tenth anniversary of the date of the Polkomtel MSA, although the deployment of up to approximately 1,500 sites is expected by the Group. Additionally, pursuant to the Polkomtel MSA, each of Polkomtel and Aero will undertake, before the tenth anniversary of the date of the Polkomtel MSA, to submit pre-orders requesting Polkomtel Infrastruktura to provide each of Polkomtel and Aero with 10,000 and 5,000 additional emission services, respectively. The estimated total consideration for all the above services amounts to approximately €600 million (assuming a €/zl 4.59 exchange rate).

The required level of services to be provided pursuant to the Polkomtel MSA will be regulated in the services level agreements that form part of the Polkomtel MSA.

T-Mobile Infra Acquisition

On January 21, 2021, Cellnex and Cellnex Netherlands, B.V. ("**Cellnex Netherlands**") signed a framework agreement with Deutsche Telekom A.G. ("**DTAG**"), Deutsche Telecom Europe, B.V. ("**DTEU**") and Digital Infrastructure Vehicle 1 SCSp ("**DIV**"), which sets forth among others, the conditions to and the steps and arrangements to achieve the contribution in kind, through DIV, of 100% of the share capital of T-Mobile Infra, B.V. ("**T-Mobile Infra**"), which owns approximately 3,150 sites, and will have €253 million of debt upon closing, to Cellnex Netherlands in exchange for a stake of 37.65% in the share capital of Cellnex Netherlands (the "**T-Mobile Infra Acquisition**"). Additionally, pursuant to the T-Mobile Infra MLA (as defined below), T-Mobile Infra and T-Mobile Netherlands, B.V. ("**T-Mobile**") have agreed to the deployment of approximately up to 180 additional sites in the Netherlands, over a seven-year term.

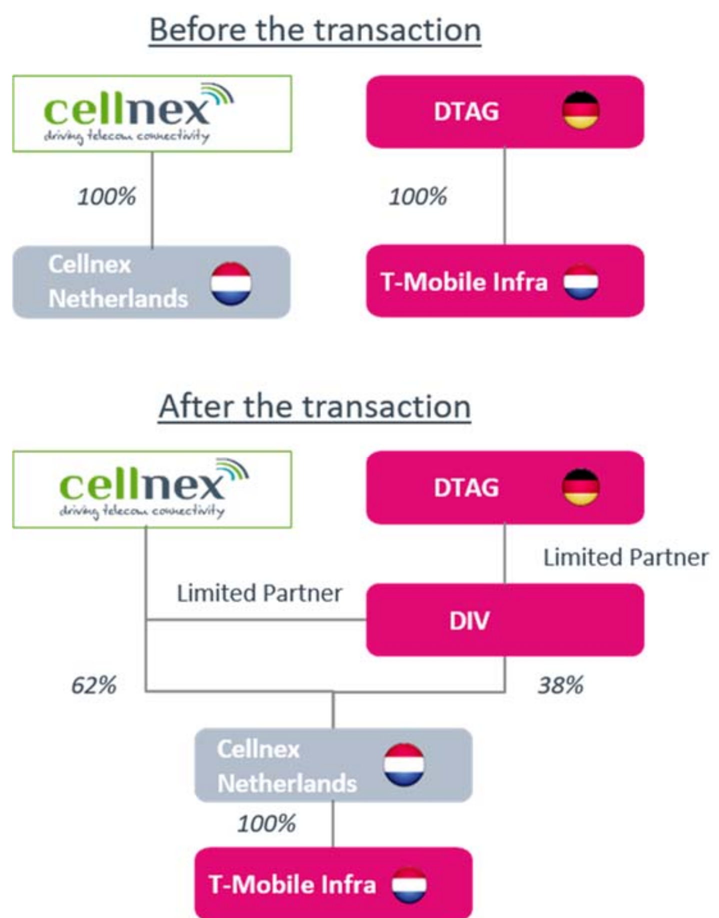
The closing of the T-Mobile Infra Acquisition is expected to take place in the first half of 2021, following receipt of, among others, customary regulatory authorizations. The Group does not exclude the possibility of the structure of the T-

Mobile Infra Acquisition being modified before completion and therefore the final terms of some of the related agreements may differ from those described herein, in particular, with regards to the possibility of another entity within the DIV group assuming certain of DIV's rights and obligations under such related agreements. In accordance with IFRS 3, given that the T-Mobile Infra Acquisition was not completed as of December 31, 2020 it is not accounted for in the 2020 Audited Consolidated Financial Statements.

The T-Mobile Infra Acquisition, together with the up to approximately 180 additional new sites to be deployed in the Netherlands, are expected to contribute up to an estimated approximately €63 million of annual Adjusted EBITDA once the sites are deployed. "Adjusted EBITDA" is an APM (as defined herein). This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*". Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for more information on this APM.

In connection with the T-Mobile Infra Acquisition, the Group has entered or will enter into several agreements, including those explained below.

T-Mobile Infra Framework Agreement



Pursuant to the framework agreement entered into on January 21, 2021 between Cellnex, Cellnex Netherlands, DTAG, DTEU and DIV, the parties will take the steps and arrangements set forth therein, so that 100% of the share capital of T-Mobile Infra is contributed in kind, through DIV, to Cellnex Netherlands, in exchange for a stake of 37.65% in Cellnex Netherlands' share capital. T-Mobile Infra owns approximately 3,150 sites with an initial tenancy ratio of c.1.2 per site (the "**T-Mobile Infra Framework Agreement**").

DIV is an investment fund managed by Digital Transformation Capital Partners Luxembourg GP S.à.r.l. and anchored by DTAG and Cellnex (through an investment vehicle) as initial limited partners (initially holding 67% and 33% of DIV's share capital, respectively), among others, with a mandate to invest mainly into European digital infrastructure assets such as towers, fiber and data centers. Upon closing of the T-Mobile Infra Acquisition, DIV will become an alternative investment fund. As part of the T-Mobile Infra Acquisition, Cellnex signed a commitment letter, pursuant to which it has committed to invest €200 million in DIV, of which Cellnex expects to initially invest approximately €131 million, on or prior to closing, in order to finance a portion of the amounts payable by DIV under the T-Mobile Infra SPA and in connection with the T-Mobile Infra Acquisition, which the Group expects to finance with available cash. As soon as other investors become limited partners in DIV, DIV will refund part of Cellnex's initial investment of approximately €131 million to adjust it to its resulting stake in DIV. Cellnex Netherlands, Towerlink Netherlands, B.V., Shere Masten, B.V., and Alticom (as guarantors), T-Mobile Infra, and Banco Santander, S.A. also signed on February 12, 2021 a facility agreement, amended on March 12, 2021, pursuant to which Banco Santander, S.A. made available to T-Mobile Infra, subject to certain conditions of utilization, a 5-year term-loan facility amounting to €253 million.

Upon closing of the T-Mobile Infra Acquisition, Cellnex and DIV will sign a deal flow agreement which sets forth Cellnex's right to co-invest with a stake of 51%, subject to certain conditions, in opportunities originated by DIV in relation to towers, rooftops, masts, small cells or Build-to-suit programs.

T-Mobile Infra SPA

As part of the T-Mobile Infra Acquisition, DIV signed on January 21, 2021 a sale and purchase agreement with DTEU (and DTAG as guarantor) for 100% of the shares of T-Mobile Infra, for a consideration amounting to approximately €397 million, financed by DIV with available cash obtained from its limited partners (the "**T-Mobile Infra SPA**"). The final shareholder structure upon completion of the T-Mobile Infra Acquisition is shown in the image above.

T-Mobile Infra SCA

In addition, on January 21, 2021 Cellnex, Cellnex Netherlands and DIV entered into a subscription and contribution agreement, pursuant to which Cellnex Netherlands will issue new shares amounting to 37.65% of its share capital, to be fully subscribed by DIV, which will be paid in full by DIV through the contribution of 100% of the shares of T-Mobile Infra (obtained pursuant to the T-Mobile Infra SPA) to Cellnex Netherlands (the "**T-Mobile Infra SCA**"). Pursuant to the T-Mobile Infra SCA, DIV will also assign its position under the T-Mobile Infra SPA to Cellnex Netherlands pursuant to a transfer and assignment agreement. The T-Mobile infra SCA contains certain warranties made by Cellnex. The final shareholder structure upon completion of the T-Mobile Infra Acquisition is shown in the image above.

T-Mobile Infra SHA

Also as part of the T-Mobile Infra Acquisition, Cellnex, Cellnex Netherlands, DIV and a Dutch foundation or other legal entity to be nominated by DIV prior to closing, will enter into a shareholders' agreement upon closing of the T-Mobile Infra Acquisition which sets forth, among other matters, certain rights and obligations of the parties as direct shareholders of Cellnex Netherlands and indirect shareholders of Cellnex Netherlands' subsidiaries, including T-Mobile Infra, as appropriate, and the procedures for the conduct of the affairs and the management of Cellnex Netherlands and its subsidiaries (including T-Mobile Infra) (which include certain financial and business restrictions and policies) and which governs transfers of the shares of Cellnex Netherlands, including certain rights of first offer and tag-along and drag-along provisions, as well as a put option granted to DIV in the terms described below (the "**T-Mobile Infra SHA"**).

Cellnex, DIV and a Dutch foundation or other legal entity to be nominated by DIV prior to closing, will enter into a put option agreement upon closing, which sets forth the right of DIV to sell its 37.65% non-controlling interest to Cellnex, at a price to be calculated pursuant to said agreement.

T-Mobile Infra MLA

Additionally, upon closing T-Mobile Infra will enter into an amended and restated MLA with T-Mobile as anchor tenant setting forth, among other things, the terms and conditions of certain co-location services to be provided by T-Mobile Infra and the deployment of up to approximately 180 sites over a seven-year term, for an estimated total consideration of up to approximately €10 million to be financed with cash generated by the portfolio (the "**T-Mobile Infra MLA**"). Pursuant to the T-Mobile Infra MLA, if T-Mobile Infra ceases to be an affiliate of T-Mobile, T-Mobile Infra undertakes that it shall not (and shall procure that its affiliates shall not) carry on, or own interests in, any business that operates or provides electronic communications network or services during a 5-year period in any country in which T-Mobile or its affiliates provide fixed or mobile telecommunications and/or electronic communications services. In the event the T-Mobile Infra MLA is terminated by T-Mobile for cause or upon the occurrence of certain events, T-Mobile will have a buy-back right with respect to T-Mobile Infra's sites. The fees under the T-Mobile Infra MLA are CPI-linked. The T-Mobile Infra MLA has an initial duration of 15 years, to be automatically extended for additional 10-year periods, on an "all-or-nothing" basis, with undefined maturity.

CK Hutchison Holdings Transactions

On November 12, 2020, Cellnex announced it had reached agreement with Hutchison for the acquisition of Hutchison's European tower business and assets in Austria, Denmark, Ireland, Italy, the United Kingdom and Sweden by way of six separate transactions (i.e. one transaction per country) (the "**CK Hutchison Holdings Transactions**"). See Notes 6 and 21 to the 2020 Audited Consolidated Financial Statements for additional information.

Pursuant to the CK Hutchison Holdings Transactions, the Group agreed to acquire shares representing 100% of the share capital of six companies (Networks Co Austria, On Tower Denmark, Networks Co Ireland, Networks Co Italy, Networks Co UK and Networks Co Sweden) which operate a portfolio of approximately 24,560 telecommunications sites in aggregate of which approximately 4,500 are located in Austria, approximately 1,300 in Denmark, approximately 1,120 in Ireland, approximately 9,140 in Italy, approximately 6,000 in the United Kingdom and approximately 2,500 in Sweden.

The CK Hutchison Holdings Transactions in respect of Austria, Denmark and Ireland were completed at the end of December 2020 following satisfaction or waiver of all applicable conditions precedent (the "**CK Hutchison Holdings 2020 Completed Transactions**") and, consequently, as of the end of December 2020, the Group fully owned Networks Co Austria, On Tower Denmark and Networks Co Ireland. In addition, the CK Hutchison Holdings Transaction in respect of Sweden was completed on January 25, 2021 following satisfaction or waiver of all applicable conditions precedent (the "**CK Hutchison Holdings Swedish Transaction**"). Completion of the CK Hutchison Holdings Transactions in respect of

Italy and the United Kingdom remains subject to certain remaining conditions precedent, including in connection with customary anti-trust and foreign investment clearances (the "**CK Hutchison Holdings Pending Transactions**").

In accordance with IFRS 3, given that the CK Hutchison Holdings Swedish Transaction and the CK Hutchison Holdings Pending Transactions had not been completed as of December 31, 2020, the relevant target businesses were not accounted for in the 2020 Audited Consolidated Financial Statements.

The CK Hutchison Holdings Transactions contemplate a total consideration (subject to certain adjustments) of approximately €10 billion, of which a total of approximately €8.6 billion is expected to be paid in cash. As of the date of this Prospectus, the Group has paid aggregate cash consideration to Hutchison of approximately €2.2 billion pursuant to the CK Hutchison Holdings 2020 Completed Transactions and approximately €805 million pursuant to the CK Hutchison Holdings Swedish Transaction, all of which were financed with the Group's available cash. Cellnex expects to finance the cash consideration for the CK Hutchison Holdings Pending Transactions with available cash and other liquidity instruments.

The consideration for the CK Hutchison Holdings Transaction in respect of the United Kingdom is expected to be settled upon closing partly in cash and partly by the issue to Hutchison of new Shares and (if applicable) the transfer to Hutchison of treasury Shares. Under the terms of the transaction in respect of the United Kingdom, Hutchison is expected to receive approximately €1.4 billion in Shares (with the exact number of Shares to be received by Hutchison based on the Cellnex share price at closing). The issuance of the new Shares has been approved by Cellnex's General Shareholders' Meeting held on March 29, 2021. However, in case the new Shares are not issued by Cellnex, payment is to be made fully in cash. In relation to the consideration for the CK Hutchison Holdings Transaction in respect of the United Kingdom that is expected to be partially settled through the issuance to Hutchison of new Shares and (if applicable) the transfer to Hutchison of treasury Shares in Cellnex, if as a result of a takeover bid prior to closing of such transaction a third party (alone or in concert with another shareholder) acquires the majority of the votes in Cellnex, Cellnex shall procure that Hutchison receives at closing such equivalent consideration as Hutchison would have received had it been a shareholder of Cellnex at the time of the takeover bid.

In connection with the CK Hutchison Holdings Transactions, Cellnex anticipates further deployment requests of up to approximately 5,284 new sites in aggregate which are expected to be rolled out in Austria, Denmark, Ireland, Italy, the United Kingdom and Sweden, by the end of 2026, 2024, 2025, 2027, 2022 and 2025, respectively. The estimated investment for these additional new sites and further initiatives amounts to up to €1.1 billion, which the Group expects to finance with cash flows generated by the portfolio.

The CK Hutchison Holdings Transactions, together with the up to approximately 5,284 additional new sites in aggregate to be deployed and further initiatives, are expected to contribute up to an estimated annual Adjusted EBITDA of approximately €970 million once such sites are deployed. This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place undue reliance on them, see "*Presentation of Financial and Other Information—Forward-looking statements*". "Adjusted EBITDA" is an APM (as defined herein). Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for more information on this APM.

Although the CK Hutchison Holdings Transactions comprise six separate transactions (i.e. one transaction per country), Cellnex and Hutchison entered into one sale and purchase agreement in relation to the acquisition of the companies outside of the United Kingdom and a separate sale and purchase agreement in relation to the acquisition of the United Kingdom company.

Agreements in respect of Austria, Denmark, Ireland, Italy and Sweden

Pursuant to a sale and purchase agreement dated November 12, 2020, Hutchison agreed to sell 100% of the share capital of Networks Co Austria, On Tower Denmark, Networks Co Ireland, Networks Co Italy and Networks Co Sweden, to Cellnex Austria, Cellnex Denmark, Cellnex Ireland, Cellnex Italy and Cellnex Sweden AB ("**Cellnex Sweden**"), respectively (fully-owned subsidiaries of Cellnex, which acts as guarantor) (the "**CK Hutchison Europe SPA**"), in consideration for the payment of an aggregate price of approximately €6.3 billion (subject to certain adjustments).

For each of the countries contemplated under the CK Hutchison Europe SPA, closing of the relevant transaction was or is subject to the satisfaction or waiver of applicable conditions precedent, including in relation to administrative authorizations, anti-trust authorizations and shareholder approvals, as required. As of the date hereof the only conditions precedent pending to be satisfied or waived are the administrative authorizations and anti-trust authorizations applicable to the acquisition of the share capital of Networks Co Italy, which are expected to be satisfied in the second or third quarter of 2021. In the event the Italian antitrust authorization is not received by December 31, 2021, the CK Hutchison Europe SPA contemplates a break fee payable by Cellnex to Hutchison in certain circumstances.

Pursuant to the CK Hutchison Europe SPA, a company within the Hutchison group and each of Networks Co Austria, On

Tower Denmark, Networks Co Ireland, Networks Co Italy and Networks Co Sweden agreed to enter into a master services agreement upon completion of each corresponding transaction, whereby the relevant Group company will provide co-location services to a company within the Hutchison group at the sites managed by the Group (the "**CK Hutchison Europe MSAs**"). The CK Hutchison Europe MSAs in respect of Austria, Denmark and Ireland were entered into on December 21, 2020 upon completion of each of the relevant CK Hutchison Holdings 2020 Completed Transactions and the CK Hutchison Europe MSA in respect of Sweden was entered into on January 25, 2021. The price to be paid by the relevant company within the Hutchison group in exchange for the above services in accordance with the CK Hutchison Europe MSAs is subject to certain annual increases in connection with the local CPI. The initial term of each CK Hutchison Europe MSA is 15 years, with possible extensions for a further 15-year period and subsequent 5-year periods, on an "all-or-nothing" basis (except for the CK Hutchison Europe MSA in respect of Austria, where the agreement provides for an indefinite term, subject to termination rights as agreed by the parties).

Additionally, the CK Hutchison Europe MSAs set forth, among others, (i) certain restrictive covenants by which each of Cellnex Austria, Cellnex Denmark, Cellnex Ireland, Cellnex Sweden and Cellnex Italy agreed or will agree, as appropriate, that none of them, nor their respective affiliates, shall carry or own more than a certain level of interest in any mobile network operator and other similar parties (other than the relevant Hutchison companies that are parties to the CK Hutchison Europe MSAs) in the relevant countries for a limited period, and (ii) the terms on which the Group expects to be requested to build up to approximately 4,684 sites in aggregate at each due date, as appropriate, representing, together with further initiatives, an estimated total consideration of up to approximately €811 million (which the Group expects to finance with cash generated by the portfolio). Further, the CK Hutchison Europe MSA in respect of Austria provides, upon termination of said agreement, subject to applicable law and under the terms and conditions established therein, for a buy-back right of the purchased facilities in favor of Hutchison.

Additionally, a company within the Hutchison group and each of Networks Co Austria, On Tower Denmark, Networks Co Ireland, Networks Co Italy and Networks Co Sweden, agreed to enter into a separate transitional services agreement pursuant to which Hutchison, or a company within its group, will provide certain transitional services to each of these companies upon completion of each respective transaction. It was also agreed that a reverse transitional services agreement would be entered into between a company within the Hutchison group and On Tower Denmark pursuant to which On Tower Denmark will provide certain transitional services to Hutchison, or a company within its group of companies, upon completion of the transaction in Denmark. The transitional services agreements in respect of Austria, Denmark and Ireland, and the reverse transitional services agreement in respect of Denmark, were entered into upon completion of each of the relevant CK Hutchison Holdings 2020 Completed Transactions in respect of each of such countries. The transitional services agreement in respect of Sweden was entered into on January 25, 2021.

Agreements in respect of the United Kingdom

Pursuant to a sale and purchase agreement dated November 12, 2020, Hutchison agreed to sell to Cellnex UK (a fully-owned subsidiary of Cellnex, which acts as guarantor) 100% of the share capital of Networks Co UK and to Cellnex the debt rights in respect of certain amounts owed to Hutchison by Networks Co UK (the "**CK Hutchison UK SPA**").

Under the terms of the CK Hutchison UK SPA, the parties agreed that upon completion of the acquisition contemplated thereby, 2,167 sites will be transferred to the Group, and a Hutchison group company and a Group company will enter into certain agreements (including, among others, an enhanced economic benefit agreement (the "**CK Hutchison EEBA**")) (the "**CK Hutchison New Agreements**"), pursuant to which Hutchison irrevocably assigns to Cellnex UK rights and obligations in relation to the sites (passive infrastructures) currently managed by a joint operation between Hutchison and a third party (such joint operation currently manages both active and passive infrastructures), an equivalent of which amounts to approximately 3,833 sites (6,000 sites in aggregate). Following the termination of this joint operation, which is expected to occur in 2031, the legal title to a minimum of 3,000 of these sites will be transferred to a member of the Group. The execution of the CK Hutchison New Agreements at closing is conditional upon On Tower UK or Hutchison 3G UK Limited receiving from the HM Revenue and Customs a positive VAT ruling in relation to the initial consideration under the CK Hutchison EEBA or the parties agreeing on and implementing an alternative structure to the CK Hutchison EEBA (the "**EEBA VAT Condition**") unless the EEBA VAT Conditions is waived, subject to the terms and conditions set forth in the CK Hutchison UK SPA.

The consideration payable upon closing by the Group under the CK Hutchison UK SPA and the CK Hutchison EEBA is expected to amount to approximately €3.7 billion, of which approximately €2.3 billion is expected to be paid to Hutchison in cash. The remaining consideration is expected to be satisfied by the issuance and/or (if applicable) transfer of approximately €1.4 billion in new and/or treasury Shares, as applicable (with the exact number of Shares to be received by Hutchison based on the Cellnex share price at closing). The number of new Shares to be issued to Hutchison at closing of the CK Hutchison Holdings Pending Transaction in respect of the United Kingdom is expected to be of approximately 27 million Shares. Additionally, Cellnex expects to transfer such amount of treasury Shares as necessary to reach the approximately €1.4 billion consideration owed to Hutchison. The aggregate number of new Shares and/or treasury Shares to be transferred to Hutchison is subject to adjustment in case certain events relating to Cellnex's share capital occur prior to completion of the CK Hutchison Holdings Pending Transaction in respect of the United Kingdom, including, among others, issues of Shares in Cellnex by way of conferring subscription or purchase rights ("**Adjustment Events**").

Hutchison is expected to hold at closing of the CK Hutchison Holdings Pending Transaction in respect of the United Kingdom an interest of between approximately 4.4% and 6.2% in Cellnex's share capital, assuming that no Adjustment Events occur. The Shares subscribed by Hutchison in connection thereto will be subject to a 12-month lock-up on customary terms. Issuance of the new Shares has been approved by Cellnex's General Shareholders' Meeting held on March 29, 2021.

The completion of the CK Hutchison Holdings Pending Transaction in respect of the United Kingdom is subject to the satisfaction or waiver of applicable conditions precedent, including in relation to anti-trust and national security clearances, as required. As of the date hereof, certain conditions precedent are pending to be satisfied or waived, and are expected to be satisfied during 2022. If the CK Hutchison UK SPA terminates due to the failure to obtain antitrust authorization, the CK Hutchison UK SPA contemplates a break fee payable by Cellnex to Hutchison in certain circumstances.

Pursuant to the CK Hutchison UK SPA, it was also agreed that a Hutchison group company and a Group company would enter into a master services agreement whereby the Group will provide co-location services to Hutchison at the sites controlled by the Group (the "**CK Hutchison UK MSA**") in terms similar to those of the CK Hutchison Europe MSAs. The price to be paid by Hutchison in exchange for the above services in accordance with the CK Hutchison UK MSA will be annually adjusted to the CPI. The initial term of the CK Hutchison UK MSA is 15 years, with possible extensions for a further 15-year period and subsequent 5-year periods, on an "all-or-nothing" basis. Additionally, the CK Hutchison UK MSA sets forth the terms under which the Group will build up to approximately 600 sites by 2022 (the Group believes that there is a strong economic incentive in place for the customer, so that the likelihood of completing the program in an amount greater than the minimum Build-to-suit contractual commitment is high in the opinion of the Group), for an estimated total consideration of up to approximately €550 million (which the Group expects to finance with cash generated by the portfolio), including further initiatives.

Additionally, it was agreed that Cellnex UK (or another Group company) and/or Networks Co UK will also enter into a transitional services agreement and a reverse transitional services agreement with a Hutchison group company, both substantially in the same form as those signed in the context of the CK Hutchison Non-United Kingdom agreements, as contemplated above, and that such parties would also enter into an advisory agreement.

Iliad Poland Acquisition

On October 22, 2020, Cellnex Poland sp. z.o.o. ("**Cellnex Poland**") reached an agreement with Iliad Purple SAS ("**Iliad Purple**"), a wholly-owned subsidiary of Iliad S.A. (jointly, "**Iliad**") to acquire 60% of the share capital of a new Polish telecommunications tower company (Elphin Sp. z o.o., to be renamed as On Tower Poland sp. z.o.o. ("**On Tower Poland**")) which will own the tower portfolio in Poland of P4 sp. z.o.o. ("**P4**"), a wholly owned subsidiary of Play Communications S.A. ("**Play**") (the "**Iliad Poland Acquisition**"). The transaction was signed in the context of the takeover bid launched by Iliad over Play on September 21, 2020 and completed on November 25, 2020.

On February 23, 2021, Play and Cellnex Poland agreed to modify the structure of the Iliad Poland Acquisition and agreed that Play would sell to Cellnex Poland 60% of the share capital of On Tower Poland, with an initial portfolio of approximately 7,428 sites (including both telecommunications rooftops and towers), while the remaining 40% would be sold to Iliad Purple. Consequently, Cellnex's stake will be owned through its subsidiary Cellnex Poland and the remaining share capital will continue to be indirectly owned by Iliad, in line with the structure agreed between that Cellnex and Iliad for the sites formerly operated indirectly by Iliad in France. Cellnex expects to finance this acquisition with available cash.

Following the Iliad Poland Completion Date (as defined below), P4 will sell to On Tower Poland the assets (and related liabilities) comprising its telecommunications passive infrastructures business unit, with an initial portfolio of approximately 7,428 sites (including the initial 6,911 sites and 517 additional sites to be constructed and completed before the Iliad Poland Completion Date), for an estimated total consideration (Enterprise Value) of approximately zl 6,706 million (€1,507 million, assuming a €/zl 4.449 exchange rate), which will be funded by Cellnex Poland and Iliad in proportion to their respective shareholder stake in On Tower Poland (corresponding to approximately zl 4,250 million for the 60% stake to be acquired by Cellnex Poland and the investment fully committed for the deployment of 517 sites prior to the Iliad Poland Completion Date (€955 million, assuming a €/zl 4.449 exchange rate)). Total estimated consideration (Enterprise Value) of approximately zl 6,706 million corresponds to zl 6,140 million for the initial 6,911 sites (€1,380 million, assuming a €/zl 4.449 exchange rate), plus zl 566 million for the 517 additional sites (€127 million, assuming a €/zl 4.449 exchange rate) to be constructed before the Iliad Poland Completion Date.

The sale will be structured as a sale of an organized part of enterprise (within the meaning of Article 4a(4) of the Polish Corporate Income Tax Act and Article 2(27e) of the Polish Value Added Tax Act).

In addition, the Iliad Poland SHA (as defined below) will contemplate the right of Iliad Purple to sell to Cellnex Poland, and the right of Cellnex Poland to acquire from Iliad Purple, the 40% interest in On Tower Poland to be owned by Iliad Purple.

In accordance with IFRS 3, given that the Iliad Poland Acquisition was not completed as of December 31, 2020 it is not accounted for in the 2020 Audited Consolidated Financial Statements. The Iliad Poland Acquisition will be completed following the receipt of customary regulatory authorizations, which the Group expects to occur in the weeks following the date of this Prospectus (the "**Iliad Poland Completion Date"**).

Additionally, pursuant to the Iliad Poland SPA (as defined below), it was agreed that P4 and On Tower Poland will enter into a master services agreement for the provision of hosting services, together with other ancillary services, by On Tower Poland to P4 for an initial term of 20 years (the "**Iliad Poland MSA**"). Pursuant to the Iliad Poland MSA, P4 will undertake the firm commitment to propose to On Tower Poland to purchase a minimum of 1,871 sites on or before December 31, 2030, although the deployment of up to approximately 4,462 new sites is expected by the Group (the Group believes there is a strong economic incentive in place for the customer, so that the likelihood of completing the program in an amount greater than the minimum Build-to-suit contractual commitment is high in the opinion of the Group). The Iliad Poland MSA will also envisage the construction by P4 and acquisition by On Tower Poland of additional sites.

There is no audited historical financial information on a standalone basis or audited reported segment information available in relation to the Iliad Poland Acquisition. Based on information provided by Iliad in connection with the Iliad Poland Acquisition, the Iliad Poland Acquisition, together with the up to approximately 4,462 additional sites expected to be deployed in Poland, are expected to contribute up to an estimated approximately €225 million (assuming a €/zl 4.449 exchange rate) of annual Adjusted EBITDA, once all the sites in Poland are deployed. This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*". "Adjusted EBITDA" is an APM (as defined herein). Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for more information on this APM.

In connection with the Iliad Poland Acquisition, the Group entered into the agreements explained below.

Iliad Poland SPA

On October 22, 2020, a sale and purchase agreement was originally entered into whereby Iliad Purple (subsequently replaced by Play) agreed to sell 60% of the share capital of On Tower Poland to Cellnex Poland. Following the execution of the takeover bid launched by Iliad over Play, on November 26, 2020, Iliad Purple assigned its rights and obligations under the Iliad Poland SPA to Play.

On February 23, 2021, Play and Cellnex Poland entered into an amended and restated sale and purchase agreement (the "**Iliad Poland SPA**") which regulates the sale by Play to Cellnex Poland of 60% of the share capital of On Tower Poland. The estimated total consideration (Enterprise Value) for the funding of the acquisition by On Tower Poland of the telecommunications passive infrastructures business unit of P4 is of approximately zl 6,706 million (€1,507 million, assuming a €/zl 4.449 exchange rate), which will be funded by Cellnex Poland and Iliad in proportion to their respective shareholder stake in On Tower Poland (corresponding to approximately zl 3,684 million for the 60% stake to be acquired by Cellnex Poland (€828 million, assuming a €/zl 4.449 exchange rate)) plus the investment fully committed for the deployment of 517 sites prior to the Iliad Poland Completion Date amounting to zl 566 million (€127 million assuming a €/zl 4.449 exchange rate), which represents a total payment to be made by Cellnex of zl 4,250 million (€955 million assuming a €/zl 4.449 exchange) upon completion of Iliad Poland Acquisition. The Iliad Poland SPA contains certain representations and warranties made by Play and certain indemnification obligations in case of a breach of such representations and warranties. Additionally, it also includes certain covenants with regards to the operation of the passive infrastructure.

Iliad Poland SHA

It has been agreed that on the Iliad Poland Completion Date, Cellnex Poland and Iliad Purple will enter into a shareholders' agreement which will set forth, among other matters, certain rights and obligations of both parties as shareholders of On Tower Poland, the procedures for the conduct of the affairs and the management of On Tower Poland and the regime applicable to the transfers of shares of On Tower Poland, including certain tag-along rights and rights of first offer (the "**Iliad Poland SHA**").

Additionally, pursuant to the terms of the Iliad Poland SHA, the parties thereto shall not transfer the stake they respectively hold in On Tower Poland for a five-year period following the Iliad Poland Completion Date except for certain permitted transfers and other transfers subject to certain conditions.

Also, the Iliad Poland SHA will set forth the conditions for Iliad Purple's right to sell (i) a 10% (and not less than 10%) of the share capital and voting rights of On Tower Poland to Cellnex Poland during a 30-day period following the first anniversary of the Iliad Poland Completion Date; and (ii) all (and not less than all) of the share capital and voting rights of On Tower Poland to Cellnex Poland during a period starting on the 62nd business day following the first anniversary of the Iliad Poland Completion Date and ending on the fourth anniversary of the Iliad Poland Completion Date (excluded)

subject to certain conditions; in both cases at a price to be calculated pursuant to said agreement (the price of this acquisition is uncertain and expected to be inflationary given the favorable performance of such assets).

Likewise, the Iliad Poland SHA will provide Cellnex Poland with a right to buy from Iliad Purple (i) a 10% (and not less than 10%) interest held by Iliad Purple in On Tower Poland during a 30-day period after the lapse of the 30-day period during which Iliad Purple could exercise its first put option right as described in the paragraph above; and (ii) all of (and not less than all) Iliad Purple's interest in On Tower Poland during a three-year period starting on the fourth anniversary of the Iliad Poland Completion Date; in both cases at a price to be calculated pursuant to said agreement. Cellnex Poland has the right, but not the obligation, to purchase this interest.

Iliad Poland MSA

It has been agreed that on the Iliad Poland Completion Date, P4 and On Tower Poland will enter into a master services agreement whereby On Tower Poland will provide hosting and certain power supply services, together with other ancillary services, to P4. The initial term of the Iliad Poland MSA will be 20 years from the Iliad Poland Completion Date, subject to automatic extensions for successive 10-year periods, on an "all-or-nothing" basis, with undefined maturity. The fees agreed in the Iliad Poland MSA are annually adjusted in accordance with the Polish CPI (Communications section) provided that the increase shall not exceed 4% per year.

Additionally, pursuant to the Iliad Poland MSA, P4 will undertake the firm commitment to propose to On Tower Poland to purchase a minimum of 1,871 sites on or before December 31, 2030, although the deployment of up to approximately 4,462 new sites is expected by the Group (the Group believes there is a strong economic incentive in place for the customer, so that the likelihood of completing the program in an amount greater than the minimum Build-to-suit contractual commitment is high in the opinion of the Group). The MSA also sets forth the commitment from On Tower Poland to purchase such newly deployed sites, for an estimated total consideration of up to approximately zl 5,625 million (€1,264 million, assuming a €/zl 4.449 exchange rate) if 4,462 new sites are built, which the Group expects to finance with cash flows generated by the portfolio.

NOS Towering Acquisition

In the first half of 2020, Cellnex reached an agreement with NOS for the acquisition from NOS Comunicações, S.A. of shares representing 100% of On Tower Portugal's share capital and the assignment to the Group of the credit rights under certain capital contributions (*prestações acessórias*) made by NOS Comunicações, S.A. to On Tower Portugal, for a preliminary consideration (Enterprise Value) of approximately €374 million, although the final consideration amounted to approximately €399 million. Following the carve outs from On Tower Portugal of certain assets and employees, On Tower Portugal operates a portfolio of approximately 2,000 sites in Portugal. Additionally, the Group agreed to acquire up to approximately 400 additional new or existing sites from the NOS group by 2026 (the Group treats this commitment as a Build-to-suit program and expects that this program can be increased by at least 250 additional sites), and other agreed initiatives, with an estimated investment of at least approximately €175 million. The transaction was completed in the second half of 2020, upon the satisfaction of all conditions precedent. The Group financed this acquisition with available cash and expects to finance the deployment of new or existing additional sites using cash flows generated by the portfolio and other internal resources.

The Group entered into a share purchase agreement with NOS Comunicações, S.A. governing the terms and conditions of the NOS Towering Acquisition. In addition, the Group entered into an MLA with NOS Comunicações, S.A. and certain entities of the NOS group setting forth, among other things, the terms and conditions of certain co-location services to be provided by On Tower Portugal on its sites to certain entities of the NOS group and the sale of up to approximately 400 new or existing sites to On Tower Portugal by certain entities of the NOS group by 2026 (the Group treats this commitment as a Build-to-suit program and expects that this program can be increased by at least 250 additional sites) (the "**NOS Towering MLA**"). The fees under the NOS Towering MLA are CPI-linked. The NOS Towering MLA has an initial duration of 15 years, to be automatically extended for additional 15-year periods, on an "all-or-nothing" basis, with undefined maturity, under which NOS will continue to use the sites that Cellnex will operate, locating its voice and data signal transmission equipment in such sites. The Group also entered into a co-location services agreement with NOS Comunicações, S.A. setting forth, among other things, the terms and conditions of certain co-location services to be provided by Omtel on its sites to certain entities of the NOS group.

The NOS Towering Acquisition strengthened the Group's industrial project in Portugal. The NOS Towering Acquisition, together with the up to approximately 400 additional new or existing sites to be acquired from the NOS group by 2026, are expected to contribute up to an estimated approximately €50 million of annual Adjusted EBITDA once the sites are acquired. "Adjusted EBITDA" is an APM (as defined herein). This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*". Please see

"*Presentation of Financial and Other Information—Alternative performance measures*" for more information on this APM.

Omtel Acquisition

In the first half of 2020 Cellnex acquired 100% of the share capital of Cellnex Portugal (formerly, Belmont Infra Holding, S.A.) from Belmont Infra Investments B.V. and PT Portugal SGPS, S.A. (sellers of 75% and 25% of Cellnex Portugal' share capital, respectively) and the credit rights under certain capital contributions (*prestações acessórias*) made by Belmont Infra Investments B.V. and PT Portugal SGPS, S.A. to Cellnex Portugal (the "**Omtel Acquisition**"). Cellnex entered into separate share purchase and assignment agreements with each of Belmont Infra Investments B.V. and PT Portugal SGPS, S.A. in connection with the Omtel Acquisition. The consideration for the acquisition was approximately €800 million (equivalent Enterprise Value, considering the initial payment and debt assumption plus deferred payment discounted at the investment's internal return rate), estimated as of the date of the transaction, subject to certain price adjustments, including in the event that Cellnex resells 100% of the share capital of Cellnex Portugal within three years from completion. On January 2, 2020, Cellnex paid €300 million in cash, assumed €233 million of debt of the acquired subgroup, which Cellnex fully repaid after closing of the Omtel Acquisition and incorporated €43 million of cash balances.

The remaining balance of the consideration (which, as of the date of signing, was approximately 50% of the total fair market value of Cellnex Portugal, amounting to a deferred payment of €570 million) will be paid on the earlier of December 31, 2027 or upon the occurrence of certain events of default (including certain defaults by Cellnex under unrelated indebtedness). The Group has financed the initial payment of this acquisition with available cash.

As a result of the Omtel Acquisition, Cellnex directly owns all the shares of Cellnex Portugal and Omtel. Omtel currently operates a nationwide portfolio of approximately 3,000 sites in Portugal, with an initial tenancy ratio of c.1.25 per site.

Omtel and MEO entered into an MSA (as amended on March 18, 2019 and on May 19, 2020, the "**Omtel MSA**") whereby Omtel agreed to provide certain services (including services for the hosting of MEO's equipment on Omtel's sites, fiber connection services and additional ancillary services) to MEO on certain sites owned by Omtel on a non-exclusive basis to support the electronic communication services provided by MEO to its customers. The fees under the Omtel MSA are CPI-linked. The initial term of the Omtel MSA is of 20 years, subject to automatic extensions for additional 5-year periods, unless cancelled. As part of the Omtel MSA, the parties have committed to deploy new sites under a Build-to-suit program. The Build-to-suit program, among other things, provides for the construction or transfer of up to approximately 500 sites by December 15, 2023. As of the date of this Prospectus, 92 of such sites have been built. The Company expects that this program could be increased by up to at least 600 additional sites by 2027. The Company estimates that the related capital expenditure for this Build-to-suit program, including the expected 600 additional sites, is expected to amount to at least approximately €140 million, which the Group expects to finance with cash generated by the portfolio. In the event the Omtel MSA is terminated by MEO for cause, MEO will have a buy-back right with respect to Omtel's sites.

The Omtel Acquisition, together with the additional sites to be deployed in accordance with the Build-to-suit program set forth in the Omtel MSA, are expected to contribute up to an estimated approximately €90 million of annual Adjusted EBITDA once the sites are deployed. This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*". "Adjusted EBITDA" is an APM (as defined herein). Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for more information on this APM.

On Tower Spain Acquisition

On December 3, 2019, Cellnex (through its subsidiary On Tower Spain) reached an agreement with Orange Spain for the acquisition of 1,500 telecom sites in Spain for a total consideration of €260 million (the "**On Tower Spain Acquisition**"). As of the date of this Prospectus, all the sites have been transferred to Cellnex. The Group has financed this acquisition with available cash.

Also on December 3, 2019, Cellnex (through its subsidiary On Tower Spain) and Orange Spain entered into an MLA agreement (the "**On Tower Spain MLA**") and a transitional services agreement (the "**On Tower Spain TSA**"). The On Tower Spain MLA sets forth, among other things, the terms and conditions of certain co-location services to be provided by On Tower Spain to Orange Spain on the sites acquired pursuant to the On Tower Spain Acquisition. The initial term of the On Tower Spain MLA is 10 years commencing on December 3, 2019, subject to an automatic extension for one additional 10-year period and subsequent automatic extensions for 1-year periods, unless cancelled. The On Tower Spain TSA sets forth, among other things, the terms and conditions of certain maintenance and management services to be provided by Orange Spain to On Tower Spain on the sites acquired pursuant to the On Tower Spain Acquisition (which will be provided by On Tower Spain after the term of the On Tower Spain TSA). The initial term of the On Tower Spain

TSA is 9 months commencing on December 3, 2019, subject to automatic extensions for one-month periods up to a total of 15 months.

ECI Transaction

On December 11, 2019, Cellnex (through its subsidiaries On Tower Spain and Towerlink Portugal, Unipessoal Lda) and ECI signed a long-term strategic agreement according to which Cellnex acquired the rights to operate and market the connectivity infrastructure of approximately 900 sites (the "**ECI Transaction**") for a term of 50 years. In consideration for such rights, Cellnex paid a price of approximately €66 million on December 11, 2019 and will pay a share of the revenues obtained from the operation and marketing of the sites on a quarterly basis.

Arqiva Acquisition

In the second half of 2019, Cellnex and Cellnex UK entered into an agreement with Arqiva Holdings Limited, a company of the Arqiva Group, for the sale and purchase of 100% of the issued and paid up share capital of On Tower UK, a company to which the Arqiva Group carved-out the telecoms towers business of the Arqiva Group in the United Kingdom (the "**UK Tower Business**"), following a full reorganization of assets, liabilities and activities between the Arqiva Group and On Tower UK. In the second half of 2020, the Group completed the Arqiva Acquisition, after all the conditions precedent were satisfied, and acquired full ownership of the share capital of On Tower UK, which is the owner of approximately 7,400 held sites and the rights to market approximately 900 sites located in United Kingdom, with a tenancy ratio of 1.4 per site. Following the Arqiva Acquisition, the Group operates over 8,000 sites in the United Kingdom (excluding sites which the Group has only the rights to market).

There is no audited historical financial information on a standalone basis or audited reported segment information available for the UK Tower Business, as the UK Tower Business has historically been combined with other businesses of the Arqiva Group for purposes of financial reporting. Based on information provided by the Arqiva Group in connection with the Arqiva Acquisition, the Group projects the UK Tower Business is expected to generate up to an estimated GBP 170 million of annual Adjusted EBITDA (approximately €190 million). This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information— Forward-looking statements*". "Adjusted EBITDA" is an APM (as defined herein). Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for more information on this APM.

The Group paid an aggregate consideration of approximately GBP 2 billion (€2.2 billion) in connection with the Arqiva Acquisition. The Group has financed the Arqiva Acquisition with available cash (from a combination of the net proceeds from the offering of shares executed on November 5, 2019 and other sources) and the GBP 600,000 thousand term loan facility of the GBP Facilities (€660 million) (see "*Operating and Financial Review— Liquidity and capital Resources–Borrowings*" and Note 2 to the 2020 Audited Consolidated Financial Statements).

Certain Cellnex and Arqiva group companies have entered into several agreements in the context of the Arqiva Acquisition, including those explained below.

<u>*Arqiva SPA*</u>

Pursuant to a sale and purchase agreement, Arqiva Holdings Limited sold to Cellnex UK 100% of the entire issued share capital of On Tower UK for approximately GBP 2 billion (€2.2 billion) the "**Arqiva SPA**").

<u>*Arqiva MSSA*</u>

Pursuant to a master site share agreement, On Tower UK provides Arqiva Limited (a company of the Arqiva Group) with access to and use of the UK Tower Business site portfolio for Arqiva Limited's broadcast and M2M business and related site services (the "**Arqiva MSSA**"). The initial term of the Arqiva MSSA is 20 years commencing from July 1, 2020, with an automatic extension of 10 years at Arqiva Limited's discretion. Arqiva Limited can request works and space on the UK Tower Business site portfolio based on a demand planning process. The price to be paid by Arqiva Limited in exchange for the above services in accordance with the Arqiva MSSA involves a rate card specifying the license fees, power charges and rates payable and other additional fees payable by Arqiva Limited including for site services (annually adjusted to the CPI).

<u>*Third-Party MSSAs*</u>

Pursuant to master site share agreements with certain third parties, the Group or On Tower UK, as applicable, provides, among other things, certain rights and services, including access to and use of a portfolio of sites and acquisition, deployment, installation, maintenance and ancillary services to certain third parties engaged in the business of providing telecommunications services to businesses and consumers (the "**Third-Party MSSAs**"). The initial term of the Third-

Party MSSAs is 10 years from 2020, subject to certain extension rights at the third parties' discretion. The third parties may request the deployment of additional sites based on a deployment planning process.

Arqiva PMA

Pursuant to a portfolio management agreement, Arqiva Limited provides On Tower UK with, among other things: (i) rights of access to and use of the existing 1,492 site portfolio (in addition to the 7,400 held sites acquired, and including active and inactive sites) for On Tower UK customer's equipment and services; and (ii) exclusive rights to market site space for MNO customers and to receive 100% of revenues in connection with such site space (the "**Arqiva PMA**"). The initial term of the PMA is 30 years from July 1, 2020, with recurring and automatic extensions of five years at On Tower UK's discretion. The price to be paid by On Tower UK in exchange for the above services in accordance with the Arqiva PMA involves a rate card specifying the power charges, rates and rent payable and other additional fees payable by On Tower UK including for site services (annually adjusted to the CPI).

Cignal Acquisition

In the second half of 2019, Cellnex acquired from, amongst others, InfraVia Capital Partners, 100% of the share capital of Cignal Infrastructure Limited owner of 546 sites in Ireland with a tenancy ratio of c.2 per site, for a total consideration (Enterprise Value) of approximately €210 million paid by Cellnex, and agreed on the deployment of up to 600 new additional sites by 2026 by Cignal, for an estimated total consideration of up to approximately €60 million. As of the date of this Prospectus, 104 of such sites have been built. Cellnex financed the acquisition of 100% of the share capital of Cignal using existing cash and expects to finance the deployment of new additional sites using cash flows generated by the portfolio. Such acquisition, together with the 600 additional sites to be deployed, are expected to contribute up to an estimated approximately €20 million of annual Adjusted EBITDA once the sites are deployed. This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information— Forward-looking statements*". "Adjusted EBITDA" is an APM (as defined herein). Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for more information on this APM.

Iliad France Acquisition

In the first half of 2019, the Group entered into a long-term industrial alliance with the Iliad7 group of companies by virtue of which the Group acquired, through its fully-owned subsidiary Cellnex France, 70% of the share capital of On Tower France, owner of approximately 5,700 sites located in France, for an estimated aggregate upfront consideration of approximately €1.4 billion. Additionally, Cellnex has agreed to the deployment of 2,500 sites in France, over a seven-year term, of which a total of 548 sites have been built as of the date of this Prospectus. The transaction was completed in the last quarter of 2019, once several administrative and an antitrust authorizations were satisfied. Among other effects, this transaction allowed Cellnex to strengthen its footprint in the French market as the leading independent telecommunications infrastructures operator with a network of dense and capillary sites that will play a key role in the deployment of 5G in France. The Group financed the Iliad France Acquisition with the Financing Scheme (see "*Operating and Financial Review— Liquidity and capital Resources–Borrowings– Loans and credit facilities*").

The Iliad France Acquisition, together with the 2,500 additional sites to be deployed in France, are expected to contribute up to an estimated approximately €305 million of annual Adjusted EBITDA, once the sites in France are deployed. This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*". "Adjusted EBITDA" is an APM (as defined herein). Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for more information on this APM.

In connection with the Iliad France Acquisition, the Group entered into several agreements, including those explained below.

Iliad France SPA

Pursuant to a sale and purchase agreement, Iliad, S.A. sold 70% of the share capital of On Tower France, to Cellnex France in exchange for an estimated aggregate upfront consideration of approximately €1.4 billion (the "**Iliad France SPA**"). Prior to that, Free Mobile, S.A.S. ("**Free Mobile**"), a wholly-owned subsidiary of Iliad, S.A., contributed a business unit containing the sites, to On Tower France. The Iliad France SPA contains certain representations and warranties of Iliad, S.A. and certain indemnification obligations in case of breach thereof.

Iliad SHA

Cellnex France and Iliad, S.A., as shareholders of On Tower France, entered into a shareholders' agreement which set forth, among other matters, certain rights and obligations of both parties as shareholders of On Tower France, and the procedures for the conduct of the affairs and the management of On Tower France (including certain financial and business restrictions and policies) and govern transfers of the shares of On Tower France (the "**Iliad SHA**"). Additionally, the Iliad SHA sets out Iliad, S.A.'s right to sell (*promesse d´achat*) its 30% (and not less than 30%) non-controlling interest in On Tower France to Cellnex France, which will have the obligation to purchase this non-controlling interest, subject to certain conditions and at a price to be calculated pursuant to said agreement (the price of this acquisition is uncertain and expected to be inflationary given the favorable performance of such assets). In addition, the Iliad SHA sets out Cellnex France's right (*promesse de vente*), but not the obligation, to purchase this non-controlling interest, and, if exercised, Iliad, S.A. will have the obligation to sell.

Iliad France MSA

On Tower France and Free Mobile entered into a master services agreement whereby On Tower France will provide co-location services to Free Mobile at the sites managed by On Tower France and will undertake to build at least 50 new sites on a yearly basis (within the commitment to build a minimum of 2,500 sites) in coordination with Free Mobile (the "**Iliad France MSA**"). The initial term of the Iliad France MSA is 20 years, subject to automatic extensions for successive 10-year periods, on an "all-or-nothing" basis. Additionally, the Iliad France MSA regulates the terms under which Free Mobile will build a minimum of 2,500 sites and potentially, although there is no firm commitment to do so, up to 4,500 sites in France by December 31, 2026, for an estimated total consideration of up to approximately €0.9 billion for the minimum commitment (to be financed by On Tower France with cash generated by the portfolio).

Iliad Italy Acquisition

In the first half of 2019, the Group entered into a long-term industrial alliance with the Iliad7 group of companies by virtue of which, Cellnex entered into an agreement to acquire, through its fully-owned subsidiary Cellnex Italy, a business unit containing approximately 2,200 sites located in Italy from Iliad Italia, S.p.A. for an estimated aggregate consideration (Enterprise Value) of approximately €600 million. As of December 31, 2020, approximately 2,173 sites had been transferred to the Group. Additionally, Cellnex has agreed to the deployment of 1,000 sites in Italy over a seven-year term. The transaction was completed in the last quarter of 2019, once several administrative authorizations have been satisfied. Among other effects, this transaction decisively allowed Cellnex to strengthen its footprint in the Italian market. The Group financed the Iliad Italy Acquisition with the Financing Scheme (see "*Operating and Financial Review— Liquidity and capital Resources–Borrowings– Loans and credit facilities*").

The Iliad Italy Acquisition, together with the 1,000 additional sites to be deployed in Italy, are expected to contribute up to an estimated approximately €100 million of annual Adjusted EBITDA, once the sites in Italy are deployed. This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*". "Adjusted EBITDA" is an APM (as defined herein). Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for more information on this APM.

In connection with the Iliad Italy Acquisition, the Group entered into several agreements, including those explained below

Iliad Italy Framework Agreement

Pursuant to a sale and purchase agreement, Cellnex Italy acquired from Iliad Italia, S.p.A. a business unit containing approximately 2,200 sites, in exchange for a consideration (Enterprise Value) of approximately €600 million (the "**Iliad Italy Framework Agreement**") The Iliad Italy Framework Agreement contains certain representations and warranties by Iliad Italia, S.p.A. and certain indemnification obligations in case of a breach thereof, and does not include indirect taxes (RETT).

Since the transaction is structured as an asset acquisition and considering the technical complexity of the business unit, the transfer of said business unit will be performed in one or more tranches, and the infrastructures involved are being gradually integrated into, and operated by, Cellnex Italy. This gradual process allows for the completion of formal administrative procedures with landlords and local administrations. As of December 31, 2020 approximately 2,173 sites had been transferred to Cellnex

Iliad Italy MSA

Cellnex Italy and Iliad Italia, S.p.A. entered into a master services agreement whereby Cellnex Italy will provide co-location services to Iliad Italia, S.p.A. at the sites managed by Cellnex Italy (the "**Iliad Italy MSA**"). The initial term of the Iliad Italy MSA is 20 years, subject to automatic extensions for successive 10-year periods, on an "all-or-nothing" basis and with undefined maturity. Additionally, the Iliad Italy MSA regulates the terms under which Iliad Italia, S.p.A. will build a minimum of 1,000 sites and potentially, although there is no firm commitment to do so, up to 2,000 sites in

Italy by December 31, 2025, for an estimated total consideration of up to approximately €290 million for the minimum commitment (to be financed by Cellnex Italy with cash generated by the portfolio).

Swiss Infra Acquisition

In the first half of 2019, the Group entered into a long-term industrial alliance with Matterhorn by virtue of which Swiss Towers (fully-owned by the Consortium (as defined below), of which Cellnex owned a 65% stake at the time) purchased 90% of the share capital of Swiss Infra (a subsidiary of such Swiss mobile operator), owner of approximately 2,800 sites located in Switzerland, for a total consideration (Enterprise Value) of approximately €770 million. Additionally, Cellnex agreed to the deployment of 500 additional sites in Switzerland in an eight-year term. As of the date of this Prospectus, 31 of such sites have been built. This transaction was completed during the second half of 2019, following the satisfaction of the closing conditions which included the granting of several administrative authorizations. Among other effects, this transaction allowed Cellnex to strengthen its footprint in the Swiss market. The Group financed the Swiss Infra Acquisition with the Financing Scheme (see "*Operating and Financial Review— Liquidity and capital resources–Borrowings– Loans and credit facilities*").

Such acquisitions, together with the 500 additional sites to be deployed, are expected to contribute up to an estimated €105 million of annual Adjusted EBITDA once the sites are deployed (see "*Presentation of Financial and Other Information–Forward–looking statements*"). This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*". "Adjusted EBITDA" is an APM (as defined herein). Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for more information on this APM.

On March 12, 2021, Cellnex (through its subsidiaries Cellnex Switzerland, of which Cellnex owns 72.22%, and Swiss Towers, of which Cellnex Switzerland owns 100%) entered into an agreement with Matterhorn to acquire 10% of the share capital of Swiss Infra from Matterhorn, for CHF 146 million (with a Euro value of €131.5 million as of the date of completion). Pursuant to this acquisition, which was completed on March 18, 2021, Swiss Towers holds 100% of Swiss Infra.

In connection with the Swiss Infra Acquisition, Swiss Towers entered into several agreements, including those explained below.

Salt SPA

Matterhorn sold 90% of the share capital of Swiss Infra to Swiss Towers for a total consideration (Enterprise Value) of approximately €770 million, pursuant to a sale and purchase agreement (the "**Salt SPA**"). The Salt SPA contains certain representations and warranties by the parties and certain indemnification obligations in case of a breach thereof.

Salt SHA

In addition, Swiss Towers and Matterhorn entered into a shareholders' agreement, as shareholders of Swiss Infra, (the "**Salt SHA**"), setting forth, among other things, the rights and obligations of both parties as shareholders of Swiss Infra and the procedures for the conduct of the affairs and the management of Swiss Infra (including certain financial and business restrictions and policies) and governing the transfers of the shares of Swiss Infra.

Salt MSA

Swiss Infra and Salt Mobile S.A. ("**Salt Mobile**"), a subsidiary of Matterhorn, entered into a master services agreement for the provision of co-location services to Salt Mobile in Switzerland (the "**Salt MSA"**). The initial term of the Salt MSA is 20 years, subject to automatic extensions for successive 10-year periods, on an "all-or-nothing" basis.

Additionally, the Salt MSA regulates, among other things, the terms under which Salt Mobile will build a minimum of 500 sites and potentially, although there is no firm commitment to do so, up to 880 sites by June 30, 2027, for an estimated total consideration of up to approximately €150 million for the minimum commitment, to be financed by Swiss Infra with cash generated by the portfolio.

British Telecommunications Transaction

In the first half of 2019, Cellnex (through its subsidiary Cellnex Connectivity Solutions Limited) and BT signed a long-term strategic agreement according to which Cellnex acquired the rights to operate and market 220 high towers located in the United Kingdom for a period of 20 years (the "**BT Transaction**"). The consideration amounted to approximately GBP 70 million (approximately €79 million) paid by Cellnex Connectivity Solutions Limited.

The BT Transaction additionally included a commitment to explore further opportunities between the two companies in the United Kingdom, which consists of the pre-emptive right of acquisition of up to 3,000 sites from BT during the next six years (the "**Right of First Offer**"). In addition, according to the agreement, Cellnex will have a period of time in which to make a further and final offer, to match with a third-party offer (the "**Right to Match**"), that BT could receive regarding these 3,000 sites. The corresponding value assigned by Cellnex in relation to both Right of First Offer and Right to Match, amounted to GBP 30 million approximately (approximately €34 million).

Wind Tre Agreement

In the first quarter of 2015, the Company reached an agreement with Wind Tre for the acquisition, through its subsidiary Cellnex Italia, S.r.L. (currently merged into Cellnex Italy), of 90% of the share capital of Cellnex Italy, with an initial portfolio of 7,377 sites, for an estimated total consideration of approximately €690 million. In the first half of 2017, Wind Tre exercised its pre-emptive rights for the transfer of its entire ownership interest of Cellnex Italy for approximately €88 million, pursuant to a put option contract. Pursuant to this acquisition, Cellnex Italia, S.r.L. held 100% of the share capital of Cellnex Italy. Several ancillary agreements (shareholders, transitory services, infrastructure services and option agreements) were executed in the context of the acquisition laying the basis for a long-term relationship between the Group and Wind. In the first quarter of 2019, the Company, through its subsidiary Cellnex Italia, S.r.L., entered into an agreement with Wind Tre by virtue of which Cellnex Italy will build up to 1,200 sites in a 10-year term from the 2015 agreement, with a total investment of up to €70 million, which the Group expects to finance with cash generated by the portfolio. As of the date of this Prospectus, 106 of such sites have been built. Cellnex Italy will be the beneficial owner of these additional sites and Wind Tre will be entitled to operate its DAS nodes on these additional sites.

Bouygues Telecom Agreements

Since 2016, the Group has entered into various agreements with Bouygues Telecom, the main terms of which are described below.

Bouygues I Transaction

In the third quarter of 2016, Cellnex France reached an agreement with Bouygues Telecom to acquire approximately 500 infrastructures in two phases. The transaction allowed the Group to enter the French market and to consolidate its position as a key neutral telecom infrastructure operator with extensive presence in European markets. In addition, the transaction with Bouygues Telecom could lead to additional business opportunities such as the construction of new infrastructures on demand or the deployment of new technologies such as Small Cells for extension of mobile coverage.

In connection with the acquisition, Cellnex entered into, among others, the agreements explained below.

Bouygues MPA

Under a master purchase agreement, Cellnex France and Bouygues Telecom agreed on the acquisition of approximately 500 infrastructures in France in two phases, which were completed in the third and fourth quarter of 2016, respectively, for an aggregate amount of €147 million (the "**Bouygues MPA**"). Since both transactions were structured as asset acquisitions, the infrastructures involved in the two batches acquired were gradually integrated into Cellnex France and operated by such company. This gradual process allowed the completion of the formal administrative procedures with landlords and local administrations.

Bouygues MSA

A master services agreement entered into between Cellnex France and Bouygues Telecom established the conditions under which Cellnex will provide, on a non-exclusive basis, a range of services to Bouygues Telecom until December 31, 2037 (the "**Bouygues MSA**"). Unless the agreement is terminated under the terms described therein, Bouygues Telecom may confirm the expiration of the agreement following such term or renew it for all the infrastructures covered for two additional periods of five years each.

Under the terms of the Bouygues MSA, Cellnex shall provide Bouygues Telecom with a value added integrated set of highly qualified services to allow and support Bouygues Telecom to set up, develop and manage its network in order to provide undisturbed and continuous mobile communication services to its clients. These services include the identification, acquisition and management of an infrastructure within a relevant geographical area, infrastructure engineering, infrastructures and infrastructure construction, encompassing: (i) infrastructure management activities, (ii) roll-out of new customers and equipment upgrades, (iii) assumption, performance on enforcement of all rights and obligations pursuant to hospitality agreements with third parties, (iv) hospitality of customers in new areas, (v) construction of infrastructure in new areas, (vi) infrastructure upgrades, and (vii) static verification. In addition, Cellnex France may have to provide additional support services related to the roll-out of additional customers on the infrastructures.

Bouygues Telecom has the right to install, maintain, connect and provide services with its own equipment on any Cellnex infrastructure, as well the right to remove, modify and, with Cellnex prior written consent, relocate its equipment on any

infrastructure. Bouygues Telecom undertakes not to market, or in any way commercially exploit, the space it uses at any infrastructure of Cellnex.

The fees agreed in the Bouygues MSA in exchange for the services will increase by a 2% annual fixed fee escalator. The Bouygues MSA is subject to French law.

Bouygues II Transaction

In the first quarter of 2017, Cellnex France reached a new agreement with Bouygues Telecom for the acquisition and building of up to 3,000 urban infrastructures in France, structured around two separate projects.

The first one related to the acquisition of up to 1,800 sites for a total enterprise value of €500 million and involved urban sites in the main cities of France (approximately 85% located in areas with a population above 400,000 inhabitants) which were transferred to Cellnex France over a period of approximately two years. The Company had also agreed with Bouygues Telecom on a second project for the building by Bouygues Telecom of up to 1,200 sites for a total investment of €354 million. This Build-to-suit project related to sites to be built over an estimated period of five years.

Additionally, in the first quarter of 2017, Cellnex France and Bouygues Telecom entered into an agreement whereby Bouygues Telecom may repurchase these assets from Cellnex France under certain circumstances, including in case of material breach in terms of service delivery by Cellnex France, a change of control of Cellnex France or the insolvency or bankruptcy of Cellnex France.

In the third quarter of 2017, Cellnex France and Bouygues Telecom agreed to increase the number of infrastructures to be acquired by Cellnex up to a maximum of 600 additional urban sites in France for an amount of €170 million paid by Cellnex France, which have been transferred to Cellnex France.

In December 2017, Cellnex France and Bouygues Telecom agreed to increase the perimeter of the Build-to-suit agreement by 1,000 additional sites to be built by Bouygues Telecom by 2022, for an amount of €283 million to be paid by Cellnex France. Considering this, Cellnex France agreed in 2017 to acquire and Bouygues Telecom to build up to an aggregate maximum of 5,100 sites in France, for a total enterprise value of up to, approximately, €1,454 million to be paid by Cellnex France.

The Group strengthened its position in France by becoming the second largest neutral infrastructure operator, reinforcing its long-term partnership with Bouygues Telecom and setting the foundations to continue capturing organic growth in the country through future densification needs.

Bouygues Telecom is the main customer of this portfolio of infrastructures, with whom the Company has signed a tailor-made Master Service Agreement, in line with the Bouygues MSA, for an initial period of 15 years that can be extended up to 15 additional years, and with a 2% annual fixed fee escalator.

Bouygues III Transaction

In the second half of 2018, Cellnex France reached an agreement with Bouygues Telecom for the latter to build up to 88 strategic telecom centers in a 5-year term for an amount of €250 million paid by Cellnex France. Such deployment is expected to be carried out until 2024, with the execution to be primarily back loaded. In addition, Cellnex France reached an agreement whereby it may acquire up to 62 additional strategic telecom centers from Bouygues Telecom, which would be gradually transferred to Towerlink France from 2020 to 2021 subject to the fulfilment of certain conditions for an amount of €330 million paid by Cellnex France. These centers are strategic facilities with traffic concentration capabilities which will play a key role in the future deployment of 5G networks as they will also provide processing capabilities in order to reduce data latency. The transaction allowed the Group to strengthen the industrial collaboration between Cellnex and Bouygues Telecom, as well as the Group's presence in the French 5G ecosystem.

These new assets are expected to contribute up to an estimated €44 million of annual Adjusted EBITDA, once all the sites have been built or acquired, as applicable. This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the project's actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking Statements*". "Adjusted EBITDA" is an APM (as defined herein). See "*Presentation of Financial and Other Information—Alternative performance measures*" for additional information on this APM.

Bouygues Telecom will be the main customer of these assets and thus, both companies, Cellnex and Bouygues Telecom, have also signed an agreement for the provision of services (Master Services Agreement) in line with the existing contracts between the two companies.

Bouygues Telecom Strategic Agreement

In the first half of 2020, Cellnex France and Bouygues Telecom reached the Bouygues Telecom Strategic Agreement, through which they became shareholders of Nexloop, a newly incorporated company (49% owned by Bouygues Telecom

and 51% owned by Cellnex, although, taking into account both the signed shareholders' agreement and the financing structure agreed for the new company, Cellnex will have in practice an effective right to 100% of the expected cash flows generated after debt service up until 2055, subject to certain limitations, either through shareholder loan remuneration or through preferred dividends). This company, among other things, will deploy a national optic fiber network in France to provide mobile and fixed fiber based connectivity and especially accelerate the roll-out of 5G in the country. The agreement comprises the roll-out of a network of up to 31,500 km, interconnecting the telecommunications rooftops and towers providing service to Bouygues Telecom (approximately 5,000 of which belong to and are operated by Cellnex) with the network of "metropolitan offices" for housing data processing centers (Edge Computing). The agreement covers the deployment of up to 90 new "metropolitan offices". The estimated investment up to 2027, amounts to up to approximately €1.1 billion. As of June 30, 2020, the usual regulatory requirements had already been approved.

Nexloop's planned investments will be financed mainly via contributions made by Cellnex (through equity and shareholder loans under the Nexloop Shareholder Facility, as defined herein), the Nexloop Senior Facility and cash flows generated by Nexloop. On May 29, 2020 Cellnex France Group granted Nexloop a €500,000 thousand facility, which Nexloop may utilize in one or more drawdowns during an availability period of ten years and which Nexloop must repay on a yearly basis using certain available cash flows (the "**Nexloop Shareholder Facility**"). See "*Operating and Financial Review—Borrowings*" for more information on the Nexloop Senior Facility. Subject to certain conditions, Cellnex France may be required to contribute additional equity or grant additional shareholder loan facilities to Nexloop.

Bouygues Telecom is the anchor tenant of the new company, with whom Nexloop signed an MSA, with an initial term of 30 years, to be automatically extended for an additional five year period, on an all or nothing basis, and with a 1% fixed fee escalator.

The optic fiber network and the new sites are expected to contribute up to an estimated €80 million of annual Adjusted EBITDA, once the network and all the sites have been built or acquired, as applicable. This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking Statements*". "Adjusted EBITDA" is an APM (as defined herein). See "*Presentation of Financial and Other Information—Alternative performance measures*" for additional information on this APM.

Cellnex exercises effective control over Nexloop, as it holds ownership interests of over 50% and by virtue of the shareholders' agreement entered into with Bouygues Telecom, which gives Cellnex decision-making capacity over the investees' relevant activities and also the control over the returns of the investment, whereas Bouygues Telecom has certain protective rights. Finally, the signed shareholders' agreement includes certain exit agreements and provides Bouygues Telecom with a call option over Nexloop's shares held by Cellnex France, upon the expiry of a given period of time (for instance, a 20-year period from the execution of the shareholders' agreement) and subject to certain conditions which the Company believes makes its execution challenging.

As of December 31, 2020, in accordance with the agreements entered into with Bouygues Telecom since 2016 and up to December 31, 2020, Cellnex, through its subsidiaries Cellnex France, Towerlink France and Nexloop, has committed to acquire or for Bouygues Telecom to build, as applicable, up to approximately 5,500 sites by 2027, of which 4,078 sites have been acquired or built as of the date of this Prospectus, as well as to the roll-out of a network of up to 31,500 km, interconnecting the telecommunications rooftops and towers providing service to Bouygues Telecom (approximately 5,000 of which belong to and are operated by Cellnex) with the network of "metropolitan offices" for housing data processing centers (Edge Computing). As of December 31, 2020, approximately 9% of the €1.1 billion available had been invested.

Swiss Towers Transaction

In the third quarter of 2017, Cellnex Switzerland acquired, from Sunrise, 100% of the share capital of Swiss Towers, a subsidiary of the Swiss mobile operator for a total of €438 million, in a consortium with Swiss Life and DTCP at Cellnex Switzerland level (the "**Consortium**", of which Cellnex owned a 63% stake at the time). This Swiss Towers Acquisition involved the integration of 2,239 telecommunication sites located in Switzerland. The actual cash outflow for Cellnex Switzerland in relation to the Swiss Towers Acquisition (Enterprise Value) was €400 million following the incorporation of €38 million of cash balances on the balance sheet of Swiss Towers.

In connection with the Swiss Towers Acquisition, the Consortium entered into several agreements, including those explained below.

In order to partially finance the Swiss Towers Acquisition, the Consortium entered into a CHF 170 million (equivalent to €145 million) facility agreement with a syndicate of banks with Cellnex Switzerland (of which, CHF 155 million (equivalent to €133 million) corresponds to a loan and CHF 15 million (equivalent to €13 million) to a credit facility); and

Cellnex has entered into a loan agreement with a limit of CHF 190 million (equivalent to €162.4 million). For additional information, see "*Operating and Financial Review—Borrowings– Loans and credit facilities*".

Swiss Towers SPA

Pursuant to an agreement for the sale and purchase of all of the shares in Swiss Towers, AG (the "**Swiss Towers SPA**"), Sunrise and Skylight S.à.r.l. sold 100% of the share capital of Swiss Towers to the Consortium in exchange for a consideration of approximately €438 million payable on the closing date. The Swiss Towers SPA contains certain representations and warranties of Sunrise and certain indemnification obligations in case of breach thereof. The actual cash outflow for Cellnex Switzerland in relation to this transaction (Enterprise Value) was €400 million following the incorporation of €38 million of cash balances on the balance sheet of the acquired company.

Swiss Towers MSA

The MSA establishes the conditions under which Swiss Towers will provide, on a non-exclusive basis, a range of services relating to radio equipment to Sunrise for a period of 20 years starting on January 1, 2017, extendible by a further 20 years in two 10-year periods (the "**Swiss Towers MSA**").

Pursuant to the terms of the MSA, Swiss Towers shall provide Sunrise with infrastructure management services in consideration for an annual fee which may be adjusted to reflect changes of scope of the agreement and certain other events, and indexed to the Swiss CPI. The Swiss Towers MSA (as well as the Swiss Towers SPA and the Swiss Build-to-suit Agreement) is subject to Swiss law.

Swiss Build-to-suit Agreement

Under a Build-to-suit agreement for the deployment of additional infrastructures (the "**Swiss Build-to-suit Agreement**"), Swiss Towers and Sunrise agreed on the terms for the building of 400 additional sites (by Swiss Towers) within the next ten years from January 1, 2017, for an estimated total consideration of approximately €80 million, which the Group expects to finance with cash generated by the portfolio. Swiss Towers will be the beneficial owner of these additional sites and Sunrise will be entitled to operate its radio equipment and ancillary equipment on these additional sites in accordance with the Swiss Towers MSA.

DTCP Put Option Agreement

DTCP and Cellnex entered into a put option agreement (the "**DTCP Put Option Agreement**"), in which DTCP had a put option to sell its stake (9% at the time of the DTCP Put Option Agreement, pursuant to the non-subscription by DTCP of the capital increase carried out by Cellnex Switzerland on July 30, 2019 which diluted its stake from 18% to 9%) to Cellnex, payable in cash or in Shares (the "**DTCP Put Option**"). During the second half of 2019, DTCP exercised its rights to transfer its shares in Cellnex Switzerland to Cellnex. As a result, Cellnex acquired, on December 16, 2019, an additional 9% of the share capital of Cellnex Switzerland for CHF 109,876 thousand (with a Euro value of €101,231 thousand as of December 31, 2019) (see Note 17.a.i to the 2019 Audited Consolidated Financial Statements), which was paid in cash. As a result of the foregoing, as of December 31, 2019, Cellnex held 72.2% of the share capital of Cellnex Switzerland.

In the fourth quarter of 2018, Cellnex extended the agreement between Cellnex Switzerland and Sunrise, including an additional acquisition of 133 sites in Switzerland for an amount of CHF 39 million (€34 million) paid by Swiss Towers to Sunrise, which have been transferred to Swiss Towers on January 1, 2019, and also an extension of the Build-to-suit project with Sunrise in up to 75 additional sites to be built by Swiss Towers, for an estimated total consideration of approximately €15 million, which the Group expects to finance with cash generated by the portfolio (increasing the agreement to build sites from up to 400 to up to 475 sites, of which a total of 141 sites have been built as of the date of this Prospectus). Such acquisition, together with the additional 75 sites to be deployed, are expected to contribute up to an estimated €3 million of annual Adjusted EBITDA once the sites are deployed (see "*Presentation of Financial and Other Information–Forward-looking statements*"). This expected annual Adjusted EBITDA is based on management's estimates, and is therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the projects' actual annual Adjusted EBITDA to materially differ from that expressed in, or suggested by, this forward-looking metric. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*". "Adjusted EBITDA" is an APM (as defined herein). Please see "*Presentation of Financial and Other Information—Alternative performance measures*" for more information on this APM.

Properties

As of December 31, 2020, the Group either owned or leased its network of approximately 61,108 infrastructures which transmit signals for several of the services that it provides. Many of these infrastructures are used for more than one activity (for example, MNO equipment hosted on broadcasting infrastructures), generating economies of scale in the Group's business. Most of the telecom infrastructures and most broadcasting infrastructures are remotely monitored.

As of the date of this Prospectus, the Group owned and operated substantially all of its infrastructures (with infrastructures leased to third parties remaining a minority, and excluding nodes), with a nationwide portfolio of 10,327 sites in Spain, 10,610 sites in Italy, 10,312 sites in France, 7,996 sites in the United Kingdom and 18,859 sites in the aggregate Netherlands, Switzerland, Ireland, Portugal, Austria, Denmark and Sweden. See "*–Competitive Strengths*" for more information on the Group's sites and other infrastructures as of December 31, 2020, and "*Business– Investments and material contracts*" for information on the Group's commitments regarding infrastructures as of the date of this Prospectus.

As of December 31, 2020, the Group's carrying amount for property, plant and equipment amounted to €4,197.8 million, increasing by 45% from €2,899.5 million as of December 31, 2019, restated. This was due to acquisitions of sites during the period, primarily in relation with the completion of the Omtel Acquisition, the ongoing Build-to-suit agreements with Bouygues Telecom, the Arqiva Acquisition, the NOS Towering Acquisition and the CK Hutchison Holdings 2020 Completed Transactions. For additional information, see Note 7 to the 2020 Audited Consolidated Financial Statements. As of December 31, 2019, the Group's carrying amount for property, plant and equipment amounted to €2,986.1 million, increasing by 57% from €1,903.7 million as of December 31, 2018. This was due to acquisitions of sites during the period, primarily in relation to the completion of the Iliad France Acquisition as well as other transactions (the Iliad Italy Acquisition, the Swiss Infra Acquisition, the Cignal Acquisition, and the On Tower Spain Acquisition). For additional information, see Note 6 to the 2019 Audited Consolidated Financial Statements.

As of December 31, 2020, the Group's carrying amount for goodwill and other intangible assets amounted to €12,041.3 million, increasing by 105% from €5,886.6 million as of December 31, 2019, restated. This is mainly due to the completion of the Omtel Acquisition, the Arqiva Acquisition, the NOS Towering Acquisition, and the CK Hutchison Holdings 2020 Completed Transactions. For additional information, see Note 8 to the 2020 Audited Consolidated Financial Statements. As of December 31, 2019, the Group's carrying amount for goodwill and other intangible assets amounted to €5,738.2 million, increasing by 201% from €1,904.3 million as of December 31, 2018. This is primarily due to changes in the scope of consolidation and business combinations, corresponding to the impact of the completion of the Iliad France Acquisition as well as other transactions (the Iliad Italy Acquisition, the Swiss Infra Acquisition, the Cignal Acquisition, and the On Tower Spain Acquisition). For additional information, see Note 7 to the 2019 Audited Consolidated Financial Statements.

As stated above, the Group owns the majority of its telecommunications infrastructures. Nevertheless, the majority of the land and rooftops where these infrastructures are located is operated and managed via lease contracts, sub-lease contracts or other types of contracts with third parties. Thus, for various reasons, land owners could decide not to renew, or to adversely amend the terms of, the land lease contracts with the relevant Group company. Landlords may also lose their rights to the land they own, or they may transfer their land interests to third parties. In particular, the increasing presence of land lease aggregators may negatively affect the Group's ability to renew those contracts under commercially acceptable terms or at all. In addition, members of the Group may in the future become involved in disputes with their landlords, which could interfere with the Group's operation of a given site or force the Group to build new sites in order to continue providing services to its customers. The Group also has long-term rights to use third-party infrastructures and the non-compliance with its obligations would lead to the loss of the right to use these infrastructures. Lastly, at expiration of certain concession agreements, the Group must revert back certain assets to the corresponding governmental authorities under the terms of such concession agreements (for instance, TowerCo underlying assets must be reverted back to the corresponding government authority in 2038).

In addition, the maturities of the lease contracts, sub-lease contracts and other types of contracts with third parties to operate and manage land and rooftops where the Group's telecommunications infrastructures are located, are generally shorter than the contracts that the Group has entered into with its customers for the provision of services in such infrastructures. As a result, there is a mismatch in the maturities of both contractual relationships which could prevent the Group from successfully providing agreed upon services to its customers, as the Group may not have access to primary resources essential to execute such contractual obligations. The real property interests of the Group relating to its infrastructures consist primarily of ownership interests, fee interests, easements, licenses and rights-of-way. The Group's inability to negotiate rent renewals on attractive terms, or to protect its rights to the land on which its infrastructures are located, may result in an increase in lease-related costs and a loss of access to certain sites. The loss of access to certain sites could result in interruptions to the Group's ability to provide services and the need to incur in additional capital expenditures or costs to construct new alternative sites for the Group's customers. In addition, any damage or destruction to the Group's infrastructure due to unforeseen events, including natural disasters or acts of vandalism, may impact the Group's ability to conduct its business. Also, if the loss of service is not deemed to be due to an unforeseeable force majeure event, the Group could be held responsible for failing to satisfy its obligations under its transmission contracts, which could result in service credit penalties or suspension of normal fees and annual charges. If the Group is unable to provide services to its customers, it could lead to a loss of customers, resulting in a corresponding material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows. See Annex 2 of the consolidated directors' report corresponding to the 2020 Audited Consolidated Financial Statements.

Insurance

The Group maintains insurance coverage for property damage, employer's liability, and public and private liability, at levels which the Company believes are customary in its industry. It also maintains other types of insurance that are typical in its industries at customary industry levels, such as environmental and pollution, cyber-risks or electronic equipment. The Group's insurance policies are subject to customary deductibles and exclusions.

Environmental

Cellnex's key objective is to generate sustained value in the short, medium and long term, through responsible management of the business, incorporating the interests and expectations of the Company's stakeholders. References to countries in this section correspond to the operations of the Group in the relevant geography.

This commitment is set forth in the Cellnex 2016-2020 corporate social responsibility master plan (the "**CSR Master Plan**"), which constitutes the reference framework and the tool for systematizing the strategic objectives, monitoring indicators and the actions and programmes under way for each of the axes of the CSR Master Plan. One of these axes is related to sustainable development of the business.

In this sense, Cellnex has developed a sustainability and climate change policy for the entire Group in line with the United Nations Sustainable Development Goals (the "**SDG**s") and is working to implement a global environmental management system that seeks to ensure compliance with local environmental regulations and will seek to continuously improve the environmental management processes of its activities and facilities.

Cellnex considers that in the context of its operations it complies with applicable environmental protection laws and the Company has procedures designed to encourage and ensure such compliance. For the years ended December 31, 2020, 2019 and 2018, the Group did not account for any provision to address potential environmental risks since it considered that there were no significant contingencies associated with potential lawsuits, indemnities or other items, as its operations comply with environmental protection laws and as procedures are in place to foster and ensure compliance.

It is the Group's policy to pay maximum attention to environmental protection and conservation, and it seeks to adopt the necessary measures to minimize the environmental impact of the infrastructure and the telecommunications networks that it manages and ensure the maximum degree of integration into the surrounding area.

With the aim to raise the level of the company's responsibility in the field of sustainability, Cellnex defined a strategic sustainability plan, which was approved by the company's senior management during the year ended December 31, 2019 (the "**Strategic Sustainability Plan**"). The project aims to raise the level of the Group's responsibility in the field of sustainability to work towards becoming a leader in environmental management. The plan also seeks to achieve a high level of commitment among the Group's stakeholders that contributes to increasing their environmental awareness. The Strategic Sustainability Plan covers five years (2019-2023).

The Strategic Sustainability Plan is part of the Group's daily activities and is structured around 11 lines linked to the SDGs. To that end, the Group carried out an analysis of risks and opportunities in order to identify the SDGs that Cellnex may influence, beginning with the definition of three strategic goals related to sustainability: (i) leading the sustainability indexes of the telecommunications sector; (ii) reducing the Group's carbon footprint by 30% by 2025, 50% by 2030 and 100% by 2050 (in line with the United Nations' goal); and (iii) improving infrastructure resilience to climate change. On the basis of the corporate goals, it will set up specific goals for the different geographical areas and standardize global management systems and regulations at Group level.

The first strategic line of the Strategic Sustainability Plan consists of planning and management of sustainability, for which an action plan will be devised (the "**Action Plan**"). The Action Plan will include more detailed actions that facilitate the execution of the Strategic Sustainability Plan in order to plan, communicate, train and implement a certifiable management system. Over the coming years, the development of the Action Plan aims to design the implementation and future certification of a global integrated management system under a number of International Standards (ISO 9001, ISO 14001, ISO 45001, AS8000, with a focus on energy certification ISO 50001) for all business units.

Following this strategy, Cellnex implemented several actions during 2020: actions to complete the screening of the Scope 3 (as defined herein) of Cellnex's carbon footprint calculation, actions to identify sites in protected areas and associated regulations –specifically sites located in areas of the Natura 2000 Network–, a Life cycle assessment for the Telecom Infrastructure Service, and the update of the assessment of risks and opportunities related to climate change, following the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).

The increasing regulation in Europe in the field of sustainability, the greater awareness of those aspects beyond the purely economic ones, as well as the challenges faced by organizations such as Cellnex (greater transparency, shareholder involvement, climate change, risks in the value chain, circular economy, SDGs, etc.) have made the Company to bolster its commitment to Environmental, Social and Governance ("**ESG**") issues in recent years. In this regard, in 2020 the Company's ESG strategy set out in the CSR Master Plan, was updated by defining a new ESG Master Plan (2021-2025)

(the “**ESG Master Plan**”) at Group level. Together with the ESG Master Plan, the current CSR policy of the Group has been updated by the new ESG Policy, drafted in line with the Good Governance Code (as defined herein). The ESG Master Plan was approved by the Board of Directors in December 2020 and the ESG Policy was approved in February 2021. The ESG Master Plan is aligned with the SDGs.

Within the environmental management system already implemented and certified, Cellnex Spain periodically updates the identification and evaluation of its environmental aspects, risks and opportunities related to the Company’s activity and the derived environmental impacts, as well as the significance criteria. The most significant impacts are extracted from these evaluations, to which end a monitoring system is established and actions are planned to mitigate them.

Owing to the nature of Cellnex’s business, the most important material environmental aspect is energy. In this context, Cellnex monitors its energy consumption to achieve maximum efficiency and the lowest possible impact on the environment and hence on society.

The energy transition is Cellnex’s great challenge for the upcoming years. The Global Energy department is finalizing an energy transition plan, for which the Sustainability department is collaborating by setting appropriate guidelines in carbon emissions reduction calculation and SBTi (as defined herein) management. The aim is to achieve emission reduction targets of 50% by 2030 and 100% by 2050 (the “**Energy Transition Plan**”). The Energy Transition Plan will be a key lever to achieve Cellnex’s carbon footprint reduction goals via, amongst other actions, ensuring that energy supplies to Cellnex are from renewable sources. This Energy Transition Plan will be implemented in all countries in which Cellnex operates. The Energy Transition Plan will be based on (i) Energy 4.0 principles like smart metering or digitalization of energy related processes and procedures; (ii) purchase of renewable energy; and (iii) energy efficiency. Cellnex Spain has been working on negotiating Green Power Purchase Agreements (“**PPA**”) in 2020. In November 2020, the Company entered into a PPA with Endesa, whereby Endesa will be the preferred supplier of 100% of Cellnex’s energy in Spain for the next ten years, with a minimum of 20% of the energy contracted produced completely from renewable sources of energy. In Italy, PPA discussions are being held, in order to acquire 30% of Cellnex Italy’s energy consumption from a green-certified supply. In the United Kingdom and the Netherlands, 100% of the energy consumed is green.

Thanks to these actions, from January 2021 40% of Cellnex’s energy consumption is green energy, certified with Guarantees of Origin, without considering the increase in scope derived from the latest acquisitions, especially the CK Hutchison Holdings Transactions. Moreover, Cellnex will actively promote and closely work with its customers to ensure that 100% of the Group’s energy, based on its actual perimeter, will be green by 2025, and in not more than 3 years for any new acquisition.

In terms of energy efficiency, Cellnex continued working towards achieving more efficient procedures and taking initiatives to reduce energy consumption. One of the main energy efficiency measures implemented on sites is a type of cooling system that lowers the air temperature of the sites by using external cool air which leads to a more efficient air conditioning than traditional systems. These free-cooling systems have already been installed at numerous sites in Spain, Italy and the Netherlands.

Cellnex measured and obtained independent third-party confirmation of its carbon footprint, to ascertain the Company's impact on climate change and to set a baseline for managing and reducing its emissions. Since 2015, the carbon footprint has been calculated yearly at the Group level. Each year, the companies acquired by Cellnex are incorporated into the carbon footprint calculation. The operational scope is based on the ISO 14064-1:2018 as well as the Greenhouse Gas Protocol criteria. Cellnex carried out in 2020 a complete screening of its indirect emissions for the eight countries where Cellnex is already operating, in order to determine their significance as per the Greenhouse Gas Protocol Corporate Value Chain (“**Scope 3**”) and the ISO 14064-1:2018. This will be the basis on which the emission reduction targets will be defined to keep the increase in global temperature below 1.5 °C, as marked by the Science Based Target initiative (“**SBTi**”) to which Cellnex has joined. These relevant categories have also been included in the carbon footprint calculation, that has been verified following the ISO 14064-1:2018 Standard.

As part of its efforts to manage greenhouse gas emissions, in 2020 Cellnex Spain offsetted 2.850t CO2 by purchasing 2.850 VER (Verified Emissions Reductions) credits on the voluntary market Rio Taquesi Hydroelectric Power Project in Bolivia, with the Verified Carbon Standard (VCS), to achieve neutrality in Scope 1 carbon footprint emissions from all countries.

In October of 2019 (signature in July), Cellnex undertook to develop a Science-Based Emission Reduction Target over the next 24 months, which will be recognized by the SBTi (https://sciencebasedtargets.org/).

In the same month, Cellnex joined the UN Global Compact initiative “Business ambition for 1.5ºC”. This is a global initiative, signed by more than a hundred companies, 10% of which are Spanish. This initiative defines two areas of action: “Science-based 1.5 °C targets”, adapting their Greenhouse Gas Protocol emissions from all relevant areas to 1.5 °C emission scenarios, and “Zero emissions commitment”, setting a public target of zero emissions by 2050. In this way, Cellnex is committed to setting science-based targets with a view to containing the global temperature increase to 1.5 °C above pre-industrial levels.

Once again Cellnex also took part in the Carbon Disclosure Project (CDP), one of the most highly recognized organizations for its work on climate change, which seeks to assess the quality of – and systems for reporting – the information provided by private companies or by the public sector in the sustainability and environment area. This year Cellnex was rated the "A" score, the highest score allocated by the CDP

The Group is also implementing a Corporate Social Responsibility Management System based on the requirements of the international SA8000 standard, with the purpose of achieving its future certification. As a driver of the Integrated Management System and in its commitment to quality and excellence, Cellnex Spain, Cellnex Italy and Cellnex UK hold the ISO 14001 Standard for an Environmental Management System certification, issued by TÜV Rheinland, apart from those certified at Group level.

As part of its effort to continue improving, Cellnex Spain has set the objective of reinforcing its Management System with the ISO 50001 (Energy) and ISO 20000 Standard for Service Management.

The Company has invested significant amounts in environmental activities regarding civil works, equipment and environmental licensing projects. The cost related to these activities for the years ended December 31, 2020, 2019 and 2018 amounted to €7,447 thousand, €6,789 thousand and €5,780 thousand, respectively, and the related accumulated depreciation and amortization was €3,312 thousand, €3,015 thousand and €2,724 thousand for the years ended December 31, 2020, 2019 and 2018, respectively. Expenditure on protecting and improving the environment accounted for directly in the consolidated income statement amounted to €507 thousand, €425 thousand and €403 thousand for the years ended December 31, 2020, 2019 and 2018, respectively, mainly corresponding to consulting services and external waste management costs.

The Company considers that the potential contingencies, indemnities and other environmental risks associated with its activities are adequately covered by civil liability insurance policies that the Company has subscribed.

Employees

The Cellnex team is distributed geographically, as of the date of this Prospectus, in Spain, Italy, France, the Netherlands, the United Kingdom, Switzerland, Ireland, Portugal, Austria, Denmark and Sweden. Upon the completion of the Iliad Poland Acquisition and the Polkomtel Acquisition, the Cellnex team will also be present in Poland. This multidisciplinary team is key to a successful business, which enables Cellnex to be one of the main telecommunications infrastructure operators in Europe.

The workforce is predominantly male, reflecting the current situation of the sector. Regarding equity, diversity and inclusion, during the year ended December 31, 2020 the Group worked on the roll-out across the countries where the Group operates of the Equity, Diversity and Inclusion Programme for the 2019-2022 period. Additionally, Cellnex approved a Protocol against harassment and discrimination based on sexual orientation or gender identity within the Group. Additionally, an inclusive language manual has been prepared including the five diversity axes of the Group (gender, generational, affective-sexual, cultural and functional), the Group's current equality plans are being updated and a new Equality Plan for the Group will be prepared. As of the date of this Prospectus, the Group continues to implement remote working policies applicable to all its employees.

The number of employees of the Group as of December 31, 2020, 2019 and 2018, broken down by gender and job category, was as follows:

	As of the date of this Prospectus			As of December 31,								
				2020			2019			2018		
Number of employees	**Male**	**Female**	**Total**	**Male**	**Female**	**Total**	**Male**	**Female**	**Total**	**Male**	**Female**	**Total**
Executive Director	1	-	1	1	-	1	1	-	1	1	-	1
Senior Management	8	1	9	7	1	8	7	-	7	7	1	7
Middle Management	247	79	326	240	75	315	138	36	174	112	30	142
Other Employees	1,179	543	1,722	1,166	518	1,684	1,056	372	1,428	976	311	1,286
Number of employees at the period-end	**1,435**	**623**	**2,058**	**1,414**	**594**	**2,008**	**1,202**	**408**	**1,610**	**1,096**	**341**	**1,437**

The Group does not employ a significant number of temporary employees.

Information Systems

The Group depends on its ability to effectively manage information systems and programs, which may be sub-contracted to third parties. This requires significant resources and expertise, along with the development of uniform standards,

controls, procedures and policies. Likewise, managing information systems and programs requires a periodic review of such systems and programs and the elimination of those not useful for the Group's business. Effective information systems and programs are necessary, among others, for:

- managing the collection of payments from the Group's service agreements;
- managing and allocating costs between the Group's customers or providers and the Group;
- quoting, accepting and inputting customer orders for services;
- provisioning, installing and delivering services;
- billing for services; and
- establishing an organized and updated inventory of the Group's infrastructures, the conditions of the Group's agreements with its customers and the conditions of the contracts for the land/rooftop which are particularly important under IFRS 16.

In addition, the Group works with sophisticated technical and advanced information technology infrastructure such as firewalls and reverse proxies to operate its business and deliver its services to its customers. These systems and services are vulnerable to interruptions or other failures resulting from, among other things, software, equipment or telecommunications failures, processing errors, computer viruses and malware, hackers or other security issues or supplier defaults. The Group's security measures may also be breached due to human error, malfeasance or otherwise. Such security measures may also be violated as a result of a third party fraudulent attempt to access the Group's sensitive information, by means of inducing an employee to breach the system or directly violating its security measures. A breach of security measures implemented to its systems could impair the Group's ability to adequately carry out its operations. Likewise, a security breach or intrusion upon its information technology infrastructure could compromise the security of information stored in or transmitted through its systems, or even compromise the integrity of its technical systems more broadly.

The Group seeks to protect its computer systems and network infrastructure from physical intrusion as well as security breaches and other disruptions that could affect its telecom and information infrastructure. Security, backup and disaster recovery measures, however, may not be adequate or implemented properly to avoid errors, processing inefficiencies, security breaches, inability to use the systems or process transactions, loss of customers or other business disruptions. The Group's technical or information infrastructure could be attacked or compromised by means of the broadly accessible networks. Although it takes measures to maintain the security of these externally-facing networks, it is not possible to completely eliminate the risk created by the need for such accessible information infrastructure.

Research, Development and Innovation

As part of the Group's business, it is committed to investing in Research, Development and Innovation ("**R&D+i**"). The Group's R&D+i is closely linked to its strategy, and this is embodied in its aim to be a company that generates value for society, customers and shareholders, through innovative, efficient, neutral and high-quality management in delivering service and contributing technological solutions. This commitment to R&D+i represents one of the main challenges for Cellnex in the current global context, characterized by its strong innovative character and for being a company that is strongly linked to the digital world and the communication technologies.

In this sense, the Group works on different projects to be prepared towards innovation, specifically in two areas: innovation and product strategy. This model also embodies a cross-cutting approach, where working procedures are defined in multidisciplinary teams and enhanced cooperation with the stakeholders that deal with the Group:

- Funded innovation projects: projects in collaboration with public and private entities. These are three-year term projects that are in their first experimental phase and which are usually partially subsidized by a public body. The most relevant projects fall into three areas: 5G, IoT/security and ITS (Intelligent Transport Systems).
    - Regarding 5G Technologies, the "5G Catalunya Pilot" consists of seven use cases based on 5G technology, and it is aimed at developing holographic solutions for the education sector; autonomous and connected transport vehicles for industrial environments; immersive remote shopping experiences in urban markets; as well as the optimization of mobility, control and management of radio network with a large number of people, among others. It will also facilitate the development of state-of-the-art 5G networks for the management of citizen security and emergencies in Barcelona, as well as the application of 5G in remote television broadcasts through mobile devices. The Group is also working on 5G rural environments in projects like Lean that explores the various possibilities for deploying a 5G network in selected rural areas in an economically viable manner.
    - In IoT/Security, the Group has several initiatives like AI Mars, a project in collaboration with the Spanish military police, aiming to investigate technologies and methodologies to support surveillance

and prevention of incidents in areas with high concentration of people, and Resisto, a cybersecurity and physical security project for critical infrastructure such as Torre de Collserola, Torrespaña, seaports, etc.

  - Regarding ITS, the Group participates in Estiba, aimed at the development of 4.0 technologies for the digitalization of Spanish ports, Resiltrak, a project focused on the railway world and its maintenance and repair, and Bicisendas, the development of innovative cycle lanes.

- New Strategic products: projects that are in a more advanced stage of the innovation process in which the short and long term potential of the products that could be added to the Group's portfolio is analysed. They are classified in three areas: Site of the future, Broadcast evolution and Portfolio enrichment.
  - The product strategy department continued enhancing Media Services such as HbbTV services as well as his flagship application, Loves TV. This year also supposed a milestone in Ultra High Definition, with the first 8K transmission enabled by the Group.
  - The Group looks for increasing its portfolio in several strategic areas such as is scouting and developing products in several strategic areas such as Next generation central office or Non terrestrial networks. Furthermore, the Group is exploring how the combination of DAS and MEC (Multi-Access Edge Computing) opens the door to a new generation of services that will increase the demand for these network infrastructures.
  - In the site of the future, the Group is evaluating and testing new radio access technologies (OpenRAN, C-RAN…) and edge computing with operators.

- Supporting activities: together with these areas, the Group is driving open innovation, in order to explore external capabilities to be introduced into new potential products either from start-ups or other relevant corporations. At the same time, it aims to share knowledge, making innovation accessible to other internal areas, such as business or operations.
  - In this regard, the Group participated in "Madrid in motion", a mobility hub with the Madrid City Council and the local transport authorities that is aimed at solving Madrid's significant mobility challenges by identifying start-ups and innovative solutions capable of generating value with a real impact on the city. At the same time, the Group joined the "Europe in motion" initiative expanding the scope of the mobility and innovation principles of Madrid in motion.
  - Moreover, the Group collaborated in The Collider, an entrepreneurship program from the Mobile World Capital. The programme is designed to identify early-stage technological initiatives and provide them with business and economic support.
  - In the same line of innovation, the Group joined the Telecom Infra Project ("**TIP**"), a global community of companies working together to accelerate the development and deployment of open and disaggregated technology solutions to deliver high quality connectivity. The Group is currently engaging in some initiatives with TIP mainly in Ireland.
  - Under the umbrella of the UK 5G Create project, the Group, along with the British Consulate is scouting start-ups and middle sized companies that can benefit the Group's value chain.
  - The Group also participated in Enterprise challenge, a program organised by the BEST (Barcelona Education in Science and Technology) Foundation, which fosters Open Innovation through collaboration between companies and universities.
  - Furthermore, the Group is a relevant technological player at the global level, being part of the board and cooperating with several research centers and universities, such as Eurecat, i2Cat, Gradiant, Tecnalia. University of Bristol and many others.

The Group has an efficient and consolidated innovation model based on streamlined integration processes, as well as on standardizing the development of innovative activity. This model fosters a culture of innovation throughout the Group that encourages everyone to continue working in line with the vision of cross-cutting integration of innovation, and working with multidisciplinary teams, both within and outside the Group.

Legal proceedings

At any given time, the Group may be a party to litigation or be subject to non-litigated claims arising out of the normal operations of its business. The results of legal and regulatory proceedings cannot be predicted with certainty. The Group cannot guarantee that the results of current or future legal or regulatory proceedings or actions will not harm the Group's business, prospects, results of operations, financial condition and cash flows, nor can it guarantee that it will not incur losses in connection with current or future legal or regulatory proceedings or actions that exceed any provisions that it may

have set aside in respect of such proceedings or actions or that exceed any available insurance coverage, which may have an adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows.

As of the date of this Prospectus the material legal proceedings outstanding are summarized below and they all refer to antitrust and state aid proceedings where the Company and Retevisión are involved. If any of these legal proceedings were not resolved in the Group's favor, it could have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows.

- On May 19, 2009, the CNMC imposed a fine of €22.7 million on Cellnex (at the time, Abertis Telecom, S.A.U.) for an alleged abuse of dominant position in the market for transportation and broadcasting of TV signal in Spain, contrary to article 2 of Spanish Act on Defense of Competition (*Ley 15/2007, de 3 de julio, de Defensa de la Competencia*, "**LDC**") and article 102 of the Treaty on the Functioning of the EU ("**TFEU**"). In the opinion of the CNMC, the Company had allegedly abused its market power by (i) demanding substantial sums of money from its customers as a penalty for early termination of contracts; (ii) establishing contracts of excessive duration; and (iii) offering discounts if customers purchased more than one service. The decision also imposed on the Company a duty to grant certain customers of carrier support services (Sogecable, Telecinco and Net TV) the right to terminate certain contracts unilaterally and for whatever reason, by giving three months' prior notice. Such notice can be given both for a partial termination of any of the regional territories (*placas regionales*) or for the entire national territory. The Company requested the deferral of the payment of the fine until the Court ruled on the matter, a deferral that was granted on January 10, 2010. The Company also appealed the decision of the CNMC before the Spanish High Court (*Audiencia Nacional*) which on February 16, 2012 denied the appeal and upheld the decision on all grounds. The Company further appealed the decision of the Spanish High Court to the Supreme Court on June 12, 2012. The Supreme Court ruled on April 23, 2015 and partially granted the appeal and declared that the CNMC resolution regarding the calculation of the fine was not in accordance with law and ordered the CNMC to recalculate it. On September 29, 2016 the CNMC issued a decision recalculating the aforementioned amount (€18.7 million), which was appealed to the Spanish High Court on December 9, 2016. Furthermore, on April 4, 2017 Cellnex filed a claim which was responded by the Spanish State Attorney. As of December 31, 2020, the Group has a recorded provision for a total of €18.7 million, the same amount that was recorded as of December 31, 2019, restated. The Spanish High Court has not yet issued a ruling on the matter.

- On February 8, 2012, the Spanish antitrust authorities imposed a fine of €13.7 million on Cellnex (at the time, Abertis Telecom, S.A.U.) for an alleged abuse of dominant position in the DTT-signal transport business in Spain contrary to article 2 LDC and article 102 of the TFEU. The alleged infringement derived from the Company establishing margin squeezing prices for (i) wholesale access to its broadcast centers and infrastructures in Spain; and (ii) retail transport services for distribution of DTT signals. The Company filed an appeal against the Spanish antitrust authorities' decision before the Spanish High Court (*Audiencia Nacional*) on March 21, 2012 and also requested the deferral of the payment of the fine until the Court rules on the matter, a deferral that was granted on June 18, 2012. The Spanish High Court ruled on February 20, 2015 and partially upheld the appeal of Cellnex. Cellnex further appealed the decision of the Spanish High Court to the Supreme Court on May 26, 2015. On March 23, 2018, the Supreme Court dismissed Cellnex's appeal and therefore confirmed the existence of an abuse of dominant market position and also set out that the CNMC shall recalculate the fine. A nullity incident was filed by Cellnex before the Supreme Court which was dismissed in July 19, 2018. On October 10, 2018 Cellnex appealed before the Constitutional Court (*Tribunal Constitucional*) the decision of the Supreme Court. On February 13, 2019 the Constitutional Court dismissed Cellnex's appeal. The original bank guarantee was delivered on February 4, 2020. Following the corresponding calculation procedure, the CNMC has ruled that the amount of the fine should not be amended. Cellnex has filed an appeal against such decision. With regard to these proceedings, Cellnex registered a provision of €13.7 million as of December 31, 2020, the same amount that was recorded as of December 31, 2019, restated.

  Moreover, and as a result of the spin-off of Abertis Telecom, S.A.U. (currently Abertis Telecom Satélites, S.A.U., "**Abertis Telecom Satélites**") on December 17, 2013, Cellnex assumed any rights and obligations that may arise from the aforementioned legal proceedings, as they relate to the spun-off business (terrestrial telecommunications). An agreement has therefore been entered into between Cellnex and Abertis Telecom Satélites stipulating that if the aforementioned amounts have to be paid, Cellnex will be responsible for paying these fines. As of December 31, 2020, Cellnex has provided three guarantees amounting to €32.5 million (€46.3 million and €32.5 million at December 31, 2019, restated, and 2018, respectively) to cover the disputed rulings with the CNMC explained above, in addition to the provisions recorded and referred to in the paragraphs above.

- On October 1, 2014, the EC issued a decision concluding that Retevisión and other terrestrial and satellite platform operators had received state aid in the form of a €56.4 million scheme to finance the digitalization and extension of the terrestrial TV network in remote areas of Castile-La Mancha (a Spanish region) during the digital switch-over process and that such state aid was incompatible with the EU rules. The decision ordered the Kingdom of Spain through the regional government of Castile-La Mancha to recover the aid. On October

29, 2015, the government of Castile-La Mancha began an aid recovery proceeding for €719 thousand, which the Group is opposing and was declared lapsed *ex officio* on July 4, 2016. On December 15, 2016 the General Court of the European Union passed a ruling which dismissed the appeals. The Group filed on February 23, 2017 an appeal with the European Court of Justice. On April 26, 2018 the European Court of Justice has issued a judgment dismissing the Group's appeal, confirming the abovementioned decision of the EC. Notwithstanding, the Kingdom of Spain also filed an appeal which was dismissed by the European Court of Justice on September 20, 2018. On November 26, 2018, the government of Castile–La Mancha restarted the aid recovery proceeding for an amount of €719 thousand. In March and May, 2019, the government of Castile-La Mancha received such amount. In any case, the Group has filed an appeal against such decision. The Group has not recorded any provisions regarding the above decision. As of the date of this Prospectus, the amount ordered by the EC to be recovered in relation to Retevisión is €719 thousand.

- In July 3, 2018, the Company received a notice from the Spanish authority of initiation of a tax audit for the concepts corporate income tax (consolidated group), corresponding to the 2015 and 2016 fiscal years, and value added tax, corresponding to the periods between April and December of 2015 (individual) and 2016 (VAT group). On June 12, 2020, the Company signed "tax-assessment proposals in agreement" as well as "assessments with previous agreement" regarding corporate income tax corresponding to fiscal years 2015-2018. Regarding fiscal years 2015 and 2016, the referred tax assessment proposals are final. In turn, the tax-assessment proposals for fiscal years 2017 and 2018 are provisional given that the tax audits were limited to the verification of the income reduction derived from specific intangible assets. The total amount of tax due is €3,072 thousand. The Board of Directors has estimated that the criteria applied by the tax authorities do not have a material impact on the years open to tax audit. Furthermore, on June 9, 2020, the Company signed, in disagreement, proposals of tax assessments regarding value added tax. The tax-assessment proposals amount to €2,413 thousand. The purpose of the value-added-tax audits is the regularization of the consideration exchanged for the financial activities carried out by the Company and its effects in connection with the deductibility of value added tax. The arguments put forward by Cellnex were not accepted and on December 22, 2020 final assessments were communicated. In January 2021 Cellnex appealed the final assessments before the Economic-Administrative Court and requested for the adjournment of the assessments by granting a bank guarantee to the Spanish Tax Authorities. The tax authorities have considered that the Group's approach was reasonable and have expressly stated that no penalties should be imposed. On January 28, 2020, the Irish Tax Authorities notified the initiation of a tax audit in relation to corporate income tax and VAT for fiscal years 2016, 2017 and 2018. The first visit at the Cellnex Ireland's offices should have been on March 3, 2020. However, due to the Coronavirus Pandemic it was postponed *sine die*. Cellnex considers that no material impacts shall derive from this tax audit. At the beginning of 2020, the Swiss Tax Authorities notified the initiation of a tax audit in relation to corporate income tax for fiscal years 2017 and 2018. In January 2021 the Swiss Tax Authorities closed the audit process with no relevant impact for the Swiss companies.

Profit forecasts and targets

The Group has previously published profit forecasts for the year ending December 31, 2021 that are considered valid by the Group as of the date of this Prospectus (the "**2021 Profit Forecasts**") and which are described below.

As a result of the expected contribution of assets and companies acquired, especially during the year ended December 31, 2020, and their progressive integration into the Group as a whole, as well as expected organic growth, the Group expects to increase various key indicators by at least 50% for the year ending December 31, 2021 compared to the year ended December 31, 2020.

The Group expects its revenues for the year ending December 31, 2021 to increase to approximately between €2,405 million and €2,445 million and its Adjusted EBITDA for the year ending December 31, 2021 to increase to approximately between €1,815 million and €1,855 million, as a result of (i) the full-year effect of the Arqiva Acquisition (compared to approximately five and a half months in 2020) and the NOS Towering Acquisition (compared to approximately three months in 2020); (ii) the contribution of the CK Hutchison Holdings 2020 Completed Transactions (which will be accounted for during approximately twelve months in 2021); and (iii) the contribution of the transactions closed between January 1, 2021 and the date of this Prospectus or previously entered into and expected to be closed during 2021; such transactions being: the CK Hutchison Holdings Swedish Transaction (which will be accounted for during approximately eleven months in 2021), the Iliad Poland Acquisition (which is expected to be accounted for during approximately nine months in 2021), the T-Mobile Infra Acquisition (which is expected to be accounted for during approximately eight months in 2021), the CK Hutchison Holdings Pending Transaction with regards to Italy (which is expected to be accounted for during approximately six months in 2021) and the Hivory Acquisition (which is expected to be accounted for during approximately three months in 2021). The Group expects the CK Hutchison Holdings Pending Transaction with regards to the United Kingdom and the Polkomtel Acquisition to close in 2022 so no contribution to the Group's revenues and Adjusted EBITDA for the year ending 2021 is expected from these transactions. The above increases are net of the effect

of the new economic terms of contracts in the Broadcasting Infrastructure segment, following the recently completed contract renewal cycle, and certain other offsetting factors such as Group adaptation costs (corporate functions).

The Group expects its Recurring Leveraged Free Cash Flow (RLFCF) for the year ending December 31, 2021 to be in the range of €905 million to €925 million (an approximately 50% increase from €610 million in 2020), assuming maintenance capital expenditures to revenues to be approximately in the range of 3% to 4% of the operating income for the year ending December 31, 2021, change in working capital to remain stable, interest cost to amount to approximately 1.5% of the cost of debt and corporate taxes paid to be approximately 3% of the operating income for the year ending December 31, 2021.

The Group also expects an increase in PoPs above 5% during the year ended December 31, 2021.

The 2021 Profit Forecasts are based on the following assumptions (the "**2021 Assumptions**"):

- *Integration of acquisitions in the Group.* The 2021 Profit Forecasts are based on the assumption that certain significant acquisitions that the Group has closed during the year ended December 31, 2020 and during 2021 up to the date of this Prospectus, and other significant acquisitions that it has entered into and expects to close during the remaining of 2021, will progressively be integrated into the Group as a whole, in the amounts and at the times expected as of the date of this Prospectus.

- *Deployment of Build-to-suit programs.* The 2021 Profit Forecasts are based on the assumption that there will be a gradual contribution of sites by the Group, in the amounts and at the times expected, as a consequence of the expected deployment during the remaining of 2021 of the different Build-to-suit projects as of the date of this Prospectus, in line with contractual obligations.

- *Organic growth and efficiencies.* The 2021 Profit Forecasts are based on the assumption that the Group will continue to experience organic growth and increased efficiencies during 2021, in the amounts and at the times expected as of the date of this Prospectus.

- *Group adaptation costs.* The 2021 Profit Forecasts are based on the assumption that there will be certain Group adaptation costs during 2021, in the amounts and at the times expected as of the date of this Prospectus, as a result of recent growth execution affecting the Group's corporate functions.

Additionally, the Group has previously issued long-term targets through 2025 that are considered valid by the Group as of the date of this Prospectus (the "**2025 Targets**"). The 2025 Targets are underpinned by highly visible financials, targeting a revenue CAGR of approximately 21% in the 2020 – 2025 period, an Adjusted EBITDA CAGR of approximately 24% for the same period and a Recurring Leveraged Free Cash Flow (RLFCF) CAGR of approximately 28% for the same period. The Group also expects an increase in PoPs above 5% per annum in the 2020 – 2025 period.

The 2025 Targets are based on the following assumptions (the "**2025 Assumptions**", and together with the 2021 Assumptions, the "**Assumptions**"):

- *Integration of acquisitions in the Group.* The 2025 Targets are based on the assumption that certain significant acquisitions that the Group has closed during the year ended December 31, 2020 and during 2021 up to the date of this Prospectus, and other significant acquisitions that it has entered into and expects to close during the remaining of 2021 and 2022, will progressively be integrated into the Group as a whole, in the amounts and at the times expected as of the date of this Prospectus. The 2025 Targets do not take into account the potential contribution that any acquisitions that might be entered into by the Group after the date of this Prospectus and up to 2025 could have on the Group's revenue, Adjusted EBITDA or RLFCF.

- *Deployment of Build-to-suit programs.* The 2025 Targets are also based on the assumption that there will be a gradual contribution of sites by the Group, in the amounts and at the times expected, as a consequence of the expected deployment in the 2021–2025 period of the different Build-to-suit projects as of the date of this Prospectus, in line with contractual obligations.

- *Organic growth and efficiencies.* The 2025 Targets are based on the assumption that the Group will continue to experience organic growth in the 2021–2025 period, in the amounts and at the times expected as of the date of this Prospectus.

- *Synergies and efficiencies.* The 2025 Targets are based on the assumption that long-term benefits from the Group's ground lease optimization approach and the extraction of network synergies from the Group's multi-tenant approach will continue to be experienced, in the amounts and at the times targeted as of the date of this Prospectus (approximately €90-€100 million targeted recurring Opex and lease savings by 2025).

The table below summarizes the 2021 Profit Forecasts and 2025 Targets.

	Actual for the year ended December 31, 2020	2021 Profit Forecast for the year ending December 31, 2021	2025 Targets (2021-2025)	CAGR (2020-2025)
	(audited)	(unaudited) (range)	(unaudited) (range)	(unaudited)
		(in millions of €)		(%)
Revenues	1,608	2,405-2,445	4,100-4,300	c.21%
Adjusted EBITDA	1,182	1,815-1,855	3,300-3,500	c.24%
RLFCF	610	905-925	2,000-2,200	c.28%

All of the Assumptions relate to factors which are outside the full control of the Board of Directors. The 2021 Profit Forecasts have been compiled and prepared on a basis which is both comparable with the historical financial information and consistent with the Group's accounting policies.

The 2021 Profit Forecasts, the 2025 Targets and the Assumptions are based on management's estimates and targets as of the date of this Prospectus, and are therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the Group's results to materially differ from those expressed in, or suggested by, this section. For further information on forward-looking statements and why investors should not place on them undue reliance, see "*Presentation of Financial and Other Information—Forward-looking statements*".

REGULATION

Telecom Infrastructure Services segment

At European level, there is a new common regulation as the European institutions agreed on the Directive (EU) 2018/1972 of the European Parliament and of the Council, of December 11, 2018, that establishes the European Electronic Communications Code (the "**CODE**" or the "**EECC**"). The EECC is meant to be the framework regulation for the electronic communication services within the EU in the future, being ─among others─ the umbrella for the 5G roll-out in Europe.

At national level, telecom acts are the laws regulating the electronic communications sector, including network operations (the "**Telecom Acts**"), and with the exclusion of services regulated by audiovisual acts (the "**Audiovisual Acts**").

On a general basis, Telecom Acts provide an overall framework within which operators can develop their activity based on the principles of transparency, non-discrimination and proportionality in order to promote free competition and interoperable networks and services. The Telecom Acts also regulate ─among others and depending on the jurisdiction─ the following aspects relevant to the development of the Group's activity:

- rights of operators and deployment of public electronic communications networks, which is the general framework for the implementation and deployment of the networks;
- infrastructure and public electronic communications networks in buildings (affects the reception of broadcast services provided by the Company);
- radio public domain, because the Company is required to verify that its customers have the authorization certificates needed to perform their activity;
- taxes on telecommunications; and
- inspection and sanction system.

The Member States were required to transpose the EECC into their national legal regimes, as Telecom Acts, by December 21, 2020. That means the passing of 28 new Telecom Acts in the EU or the modification of the existing ones.

In Spain, the General Telecommunications Act (Law 9/2014, of May 9) (the "**GTA"**) is the law establishing the framework for the regulation of the electronic communications sector, including network operations and the provision of electronic communications services and associated facilities.

The GTA implements the EU regulations on the matter in Spain, including, among others, (i) Directive 2002/21/EC of the European Parliament and of the Council of March 7, 2002 on a common regulatory framework for electronic communications networks and services, as further amended; (ii) the Commission Recommendation of October 9, 2014, on Relevant Product and Service Markets (2014/710/EC) (the "**2014 Commission Recommendation"**) regarding the relevant markets of products and services within the electronic communications sector that are eligible for *ex ante* regulation pursuant to Directive 2002/21/CE, which has been recently replaced by Commission Recommendation (EU) 2020/2245 of 18 December 2020 on relevant product and service markets within the electronic communications sector susceptible to *ex ante* regulation in accordance with Directive (EU) 2018/1972 of the European Parliament and of the Council establishing the European Electronic Communications Code (the "**2020 Commission Recommendation**"); and (iii) the Guidelines 2002/C165/03 on market analysis and the assessment of significant market power under the European regulatory framework for electronic communications networks and services.

As to the process for the transposition of the EECC into the Spanish legal regime, the draft of new General Telecommunications Act, which is the legal instrument intended to transpose the CODE, was published on September 11, 2020 (the "**Draft GTA**"). On that same date, the Spanish government launched a public consultation for any interested party to comment on the Draft GTA, which ended on October 13, 2020. As of the date of this Prospectus, the Spanish government has not finalized the implementation of the EECC Code into national legislation, as the Draft GTA has not yet been passed.

Among the main changes introduced in the Spanish legislation by the Draft GTA, the Draft GTA intends to extend its scope in order to include, among others, number-independent interpersonal communication services, as well as the installation of public electronic communication networks. It modernizes the concept of universal service, among others, by including a detailed list of services to which users shall have access through the service, and it substantially reinforces users' rights. It also reorganizes and reviews the rules applicable to the radio-electric spectrum in order to facilitate the sharing of such use among operators and to stimulate the 5G network development.

The Draft GTA, once approved, may introduce some amendments to the regulation applicable to some of the activities of the Group. Among other things, the Draft GTA reinforces the regulation of "associated facilities". In this respect, along with others, article 9 of the Draft GTA ─following article 20 of the CODE─ sets forth the obligation for companies installing and/or offering those associated facilities, as well as those installing or providing associated services and digital infrastructures (including internet exchange points and data processing centers), and any other agents in the market to provide the necessary information, including financial information, to the corresponding authorities for the purposes identified in such article 9 (which include, among others, compliance with the conditions set forth for the provision of services or the installation or exploitation of electronic communication networks, and developing analysis in order to define the reference markets).

The Group is only subject to specific sector-related regulation in Portugal, where entities that hold or operate passive hosting infrastructure used by telecom operators must comply with Decree-Law 123/2009 (the "**Decree-Law**"), according to which infrastructures shall be run as open platforms and, insofar as technically possible, access shall be granted to all telecom operators requesting access or use, under equalitarian, transparent and non-discriminatory conditions. The Decree-Law also establishes a general cost orientation principle on remuneration which will be further developed in a regulation to be issued by the Portuguese regulator (*Autoridade Nacional de Comunicações* or ANACOM). A draft of the regulation has already been prepared and was subject to public consultation but its final version is still pending.

Broadcasting Infrastructure segment

The Broadcasting Infrastructure segment is also an "electronic communications segment" regulated by the EECC and the respective Telecom Acts. In Spain, it is subject to the GTA which may be eventually modified in accordance with the terms set forth in the Draft GTA.

European regulations

In order to promote competition in the provision of electronic communications networks and services and following the prior European legislation, the EECC contemplates that national regulation authorities ("**NRAs**") shall carry out periodic market reviews consisting of three main steps:

- *Relevant market definition*: identify markets displaying characteristics, which may justify the imposition of *ex ante* regulatory obligations. Any market which satisfies the following three criteria in the absence of regulation will be subject to *ex ante* regulation: barriers to entry, low tendency towards competition, and insufficiency of *ex post* competition law remedies.
- *SMP operators' identification*: NRAs must carry out an analysis of the relevant markets, taking into account the guidelines set by the European regulations. Where an NRA concludes that there is no effective competition in a market, it must identify the operators with SMP in that market; and
- *Imposition of ex ante obligations on the SMP operators in the market*: taking into account the circumstances and particularities of the market, the NRA may impose the appropriate *ex ante* obligations to attempt to ensure the maintenance of an effective competition in the analysed market.

The 2014 Commission Recommendation mentioned above identified in its annex the markets that shall require an analysis by the NRAs. Those markets do not include the wholesale broadcasting transmission services, identified as "Market 18" (a market in which the Company operates), as it was excluded from those that, prima facie, require an analysis of the NRAs by the prior recommendation on this matter issued by the Commission (Recommendation 2007/879/EC of December 17, 2007, the "**2007 Commission Recommendation**"). To reach this conclusion the 2007 Commission Recommendation argued that:

- significant changes were underway, with greater competition between platforms due to the transition from analogue to digital TV;
- certain obligations could solve platform accessibility problems that certain TV channels could face, so that *ex ante* regulation was no longer necessary; and
- the NRAs have the power to impose infrastructure sharing obligations without regulating the market.

The 2020 Commission Recommendation, which has replaced the 2014 Commission Recommendation, also considers "Market 18" excluded from those markets that require an analysis by the NRAs.

In any case, NRAs maintain the capacity to apply the three criteria test established in the European regulations to any electronic communications market in order to assess whether, on the basis of national circumstances, a market not included in the 2020 Commission Recommendation might nonetheless still be subject to *ex ante* regulation in a particular Member State of the EU.

The GTA contains, and the Draft GTA will contain, the standards to carry out market reviews under the terms described therein.

Definition and market analysis of the television broadcasting transmission service

Prior reviews of Market 18 declaring the Company an SMP operator

The CMT (before the creation of the CNMC) conducted three reviews of the Market 18, the audio visual market according to Commission Recommendations, that were approved in 2006, 2009 and 2013.

In its resolutions of the Market 18, the market for broadcasting transmission services by terrestrial waves was defined as that which "*includes technical activities consistent in making available audio visual content produced by broadcasters to the public through telecommunication services as a distribution channel by means of terrestrial waves*". Additionally, it geographically distinguished the following markets: (i) one national market; (ii) 19 regional markets corresponding to each of the territories of the autonomous communities and autonomous cities; and (iii) 291 local geographical markets defined in terms of boundaries contained in the technical television plan.

The CMT concluded in its resolutions that the market was non-competitive, susceptible to *ex ante* regulation and therefore imposed certain obligations on the Company due to its deemed condition of being an SMP operator.

The CMT considered that there were certain high and non-transitory barriers to market entry in the broadcasting transmission services market mainly because (i) sunk costs were particularly relevant in the market; (ii) there were significant economies of scale that allow the historical operators to obtain relevant reductions in average unit costs; (iii) the service required an infrastructure that is not easily reproducible and under which no alternative supply is available; and (iv) the existence of legal obstacles to the occupation of the public domain for the installation of networks.

Latest review of Market 18 introducing flexibility to the obligations imposed to the Company as an SMP operator

On October 6, 2018, the CNMC published a public consultation process to analyse and carry out a further review (the fourth) of the television broadcasting transmission market. With this new process, the CNMC aimed at maintaining the Company's status as SMP operator while advocating for a more flexible regulatory framework to foster the number of agreements to access the Company's infrastructure and, thus, increasing the number of alternative suppliers for broadcasters. In particular, the proposal aimed (i) to replace the cost-oriented pricing obligation by an obligation to set reasonable prices for access; (ii) to make equally available the access to co-location and interconnection to the Company's infrastructures; and (iii) to remove the obligation to publish the Reference Offer for Access to Issuers Sites of Cellnex (*Oferta de Referencia para el Acceso a los Centros emisores de Cellnex*).

After completion of the public consultation process on November 7, 2018 and receipt of observations or suggestions from any third-party during such public consultation process, the CNMC published on July 17, 2019 its Resolution approving the definition and analysis of the wholesale market for the television broadcasting transmission service (Market 18/2003) and notified to the European Commission and the European Electronic Communications Regulators Entity ("**CNMC Resolution 2019**"). The CNMC Resolution 2019 entered into force the day after its publication in the Spanish National Official Gazzette (*Boletín Oficial del Estado*), i.e. July 25, 2019.

The CNMC Resolution 2019 maintains the Company's status as SMP operator but introduces some flexibility in the main obligations imposed on the Company as briefly described herein below:

- *Access to other operators*. Obligation to provide access to the Company's national network of broadcasting centers to other operators. Generic obligation of access to the Company's sites which are part of its DTT broadcasting network, by virtue of which the Company will have to negotiate in good faith the access of third-party operators to its centers, either in co-location and interconnection modes, making equally available the access through both systems to Company infrastructure. The Company shall not limit access based on the use to be made of its centers or the technology to be used by the alternative operator, as far as the service to be provided consists on the broadcasting of television signals or any related services such as transportation.

- *Non-discrimination*. The Company shall apply equivalent conditions under similar circumstances to other operators that provide equivalent services. The Company shall also provide to third parties services and information of the same quality as those provided for its own services or to its affiliates, as well as to other third-party operators.

- *Transparency*. The Company shall provide to third parties a reference offer for the provision of the wholesale service, which must be sufficiently detailed in order to ensure that payment is not required for resources that are not necessary for the service at stake. If the Company modifies the offer, it shall inform the CNMC. The CNMC may require the introduction of changes in the reference offer, according to article 69.2 of the EECC and article 7.3 of the Royal Decree 2296/2004, of December 10, approving the Regulation on electronic communications markets, network access and numbering (*Real Decreto 2296/2004, de 10 de diciembre, por el que se aprueba el Reglamento sobre mercados de comunicaciones electrónicas, acceso a las redes y numeración*). Article 18.1.a) of the Draft GTA, which intends to transpose into the Spanish legal regime article 69.2 of the EECC, does not

expressly grant such discretion to the CNMC. However, section 7 of that same article 18 states that a royal decree will be passed identifying the specific obligations that the CNMC may impose in the referenced markets, which may eventually include the granting of such power to the CNMC.

- *Price Control*. The Company is subject to four obligations related with price control: (i) replacement of the cost-oriented pricing obligation by an obligation to set reasonable prices for the provision of access services; in no case those prices shall be excessive or result in an operating margin squeeze preventing the entry of an efficient operator into the market; in order to determine whether prices are reasonable, CNMC will take into account the prices charged by the Company to broadcasters for the provision of the broadcasting service under comparable conditions and the additional costs to co-location and interconnection services that an operator must incur in providing the broadcasting service to a broadcaster; (ii) notwithstanding the suppression of the cost-oriented pricing obligation, the cost accounting and separate accountability obligations remain as a source of ancillary information for the regulator in order to determine whether Company's prices are reasonable; (iii) obligation to publish the prices for the access services and their modifications in the reference offer; and (iv) obligation to communicate to the CNMC the contracts with the broadcasters at a national level, and any amendment to those already in force.

The GTA regulation

In general, any natural or legal person who wants to provide services in the electronic communications market must obtain the appropriate authorization certificate. Each country manages their own certificates and has a sort of registry for operators. The Company holds the necessary authorization certificates for the transmission services of signals using the radio spectrum (the only service offered by the electronic communications market) and it is registered where it is necessary.

The spectrum used by wireless telecom networks (such as FM, DTT, mobile or PDDR, among others) is a scarce resource that is managed and controlled by the competent organizations of the public administration in each country. Specifically, although the allocation of the different uses of the spectrum is governed by general principles applicable at the European and international level, member states of the EU ("**Member States"**) are responsible for setting the frequency bands authorized for each of the applications. Specifically, in Spain the Spanish Secretary of State for the Telecommunications and Digital Infrastructures (*Secretaría de Estado de Telecomunicaciones e Infraestructuras Digitales* or "**SETID"**) is responsible for this, ARCEP in France, OFCOM in the United Kingdom or AGCOM in Italy for instance. The frequency allocation is performed in the National Frequency Allocation Tables, determining which frequencies are valid for each of the applications and the technical conditions of use thereof.

The appropriate authorization certificates required for the use of the radio spectrum for radio and television broadcast are not held by the Company and are held by its clients (i.e. the different operators that provide final telecom services such as TV broadcasters, FM/AM radio broadcasters, etc.). The Company is required to verify that its clients have those authorization certificates prior to providing transmission and broadcasting service of the signal.

Audio visual broadcasting services regulation

At the EU level, Directive 2010/13/EU on the coordination of certain provisions laid down by law, regulation or administrative action in Member States concerning the provision of audio visual media services (the "**Audio visual Media Services Directive**"), as amended by Directive (EU) 2018/1808 of the European Parliament and the Council, approved on November 14, 2018 (the "**Directive 2018/1808**") (jointly, the "**AVMSD**") is meant to be the framework for the audio visual services for the coming years, and will be the umbrella for the broadcasters business. The Member States were required to transpose the AVMSD into their national legal regimes by September 19, 2020 and that means new Audiovisual Acts in most of the European countries or the modification of the existing ones.

In Spain, the process for the transposition is still ongoing. A draft of a new General Audiovisual Communications Act, which is the legal instrument intended to transpose such Directive, was published on November 6, 2020 (the "**Draft ACA**"). On that same date, a public consultation for any interested party to provide allegations was initiated, which ended on December 3.

Under the current Spanish Audio visual Communication Act (Law 7/2010, of March 31) (the "**ACA**"), which implemented the Audio visual Media Services Directive, radio and audio visual broadcasting services are general interest services in Spain that can generally be provided in a competitive environment by anybody, subject to prior notice to SETID, and only subject to the constraints derived from the limitations of the spectrum and the protection of the interests of citizens (as per the Draft ACA, radio broadcasting services –other than public services– would in principle no longer be identified as general interest services). In any case, the audiovisual media services provided by the Spanish Government, however, are considered a public service. The regime prior to the passing of the ACA, which was based on administrative concessions, was substituted by a license regime by means of the ACA. Services requiring the use of radio spectrum will have to follow a tender process to obtain the relevant licenses. These licenses generally have terms of 15 years, with renewal mechanisms. The Draft ACA substantially maintains the license regime established by the ACA. The changes proposed mainly apply to the procedure to obtain such licenses.

The civil radio spectrum allocated to each DTT operator consists of a specific bandwidth that allows them to broadcast one or more channels within a digital MUX. For audio visual content to reach viewers, DTT operators need a broadcast network that carries the DTT signal from the DTT operators at production centers. This broadcast network consists of a series of transmitters and relay stations where the transmission systems, infrastructure telecommunications equipment, power cables, air conditioning and other equipment which are installed to enable the DTT signal to be carried.

Audio visual licenses granted to national DTT broadcasters in Spain require nearly complete coverage on population basis: a 96% population coverage requirement for commercial operators and a 98% population coverage requirement for public operators.

Digital Dividend and UHF Band

The analogue switch-off (ASO) and the implementation of DTT in Spain were completed in April 2010. As a consequence of its successful implementation and due to the DTT providing higher spectrum efficiency (more and better services in less spectrum), the 800MHz band was allocated to mobile services on the so-called Digital Dividend process which was completed on 2015. A second Digital Dividend, the 700MHz band, was envisaged for 2020 (plus 2 years depending on the country) in all Europe, which has been delayed due to the Coronavirus Pandemic, as explained below. A third Digital Dividend is not expected to take place in the foreseeable future as per the Decision (EU) 2017/899 of the European Parliament and of the Council of May 17, 2017, on the use of the 470-790 MHz frequency band in the Union (the "**UHF Decision**"), by which the EU ensures the allocation of the remaining spectrum for broadcasting services until, at least, 2030.

First Digital Dividend, 800MHz band

The Spanish government is responsible for the allocation of spectrum in Spain. On September 24, 2014, Royal Decree 805/2014, of September 19, was published in the Official Gazette approving the National Technical Plan for DTT (the "**National Technical Plan for DTT**"). Among other matters, this new Technical Plan allowed the release of the so-called "Digital Dividend", so that the 800 MHz band used by DTT was made available from March 2015 to mobile operators which were awarded the frequencies through auctions conducted in 2011. As a consequence of the reallocation of the frequencies, the number of MUXs available for DTT service was reduced from eight to seven at national level and, on a general basis, from two to one at regional level.

On April 17, 2015, the Spanish government approved a resolution published in the Spanish Official Gazette on April 18, 2015 stating the basis for a public tender for the award of six new DTT national licenses: two standard definition (SD) channels (one on the RGE2 MUX and the other on the MPE4 MUX), and three high definition (HD) channels within a new MPE5 MUX. The licenses were awarded to: Grupo Secuoya, Kiss and 13TV (SD licenses) and Mediaset, Atresmedia and Real Madrid (HD licenses). These new channels began their emissions in April 2016.

Second Digital Dividend, 700MHz band

The World Radio Communication Conference 2015 (WRC 2015) held in Geneva during November 2015 made important decisions on the UHF band:

- *700MHz band (694 – 790MHz)*: the WRC15 agreed on the technical details in order to be used by electronic communication services and defined the co-primary allocation of the band to broadcast and mobile services.
- *Sub 700MHz band (470 – 694MHz)*: the WRC15 agreed on keeping the primary use of the band for DTT and to avoid any new debate about the use of the band until the World Radio Communication Conference to be celebrated in 2023.

After the WRC Decision and several years of debate, the EU made its choice as per the mentioned UHF Decision setting up the spectrum usage until 2030:

- *700MHz band (the second Digital Dividend)*: Member States shall allow by June 30, 2020 the use of the 700 MHz frequency band for terrestrial systems capable of providing wireless broadband electronic communications services only under harmonized technical conditions established by the EC. Member States may, however, delay allowing the use of the 700 MHz frequency band for up to two years on the basis of one or more of the duly justified reasons set out in the EC's decision.
- *Sub 700MHz band*: Member States shall ensure availability at least until 2030 of the sub-700 MHz frequency band for the terrestrial provision of broadcasting services, including free television, and for the use by wireless audio PMSE (programme-making and special events) on the basis of national needs, while taking into account the principle of technological neutrality. Member States shall ensure that any other use of the sub-700 MHz frequency band on their territory is compatible with the national broadcasting needs in the relevant Member State and does not cause harmful interference to, or claim protection from, the terrestrial provision of broadcasting services in a neighbouring Member State.

In addition, no later than June 30, 2018, Member States were requested to adopt and publish their respective national plan and schedule ("national roadmap"), including detailed steps for fulfilling their obligations as set out above. Member States had to draw up their national roadmaps after consulting all relevant stakeholders.

The Spanish government published on June 29, 2018 its national roadmap for the liberalization of the second Digital Dividend after several public consultations, which was originally expected to conclude by June 30, 2020, following the EU calendar. A massive consensus among relevant stakeholders (including both the telecommunication and broadcasting sectors) on the need for a non-disruptive transition and on keeping the DTT competitively by ensuring the current number of MUXs, drove the process. Among the main milestones of the roadmap calendar, it was declared that several legal instruments were to be approved by the end of 2018 in order, among others, to approve the new National Technical Plan for DTT, and to approve a compensation regime for the costs of adaptation of reception facilities to new frequencies and to compensate the forced updates in broadcasters' transmission equipment.

As a consequence, on June 21, 2019, the Spanish government passed Royal Decree 391/2019 approving the new National Technical Plan for DTT and the regulation of certain aspects of the liberalization of the second Digital Dividend.

This Royal Decree regulates how the 700 MHz band will be liberalized and how the radio-electric channels and the new digital MUXs will be distributed among the Spanish Public Radio and Television Corporation and other license holders, obligations of minimum range of reception and the technical specifications that the television services have to meet. The current number of MUXs (and their coverages) on the sub 700MHz band will be maintained, as well as the offer of DTT channels. The Royal Decree also states that the 700 MHz band shall not be used by audio visual communication service providers by June 30, 2020, in order to make it available for the 5G mobile services from that date onwards. The Royal Decree further establishes that the sub-700 MHz will continue to be used for television broadcasting until, at least, 2030.

On the same date, the Spanish government approved Royal Decree 392/2019, which regulates the direct granting of subsidies to compensate the costs in the reception of or access to television audio visual communication services in buildings, as a consequence of the liberalization of frequency bands in the range 694-790 MHz (the second Digital Dividend).

The subsidies are granted to homeowners associations and will be affected to compensate for costs and investments arising from the necessary actions in order to ensure the reception of or the access to the television communication services in buildings affected by the liberalization of the second Digital Dividend. The abovementioned actions have to respect the principle of technological neutrality, in a way that does not favor a particular platform. The beneficiaries may choose any available technology allowing reception of or access to the audio visual television services in the affected buildings. The concession of the subsidies will be carried out by the public entity Red.es and will be made by a direct concession procedure, in view of the exceptional nature of the process of liberalization of the second Digital Dividend, involving the relocation of numerous public and private television channels, and the existence of reasons of public and social interest consisting in avoiding the loss of access to the television services for a part of the Spanish population, until the adaptation of their reception equipment is completed.

A few months later, the Spanish government passed Royal Decree 579/2019, of October 11, which regulates the direct granting of subsidies to public audio visual television service providers at national and regional levels, for the purpose of compensating the costs arising from the simultaneous and transitory emission of their tv channels during the process of liberalization of the second Digital Dividend.

This Royal Decree (i) declares as service of general economic interest the simultaneous and transitory broadcasting by public audio visual television service providers of their channels in the frequencies affected by the second Digital Dividend and, as a consequence, (ii) grants subsidies, of up to €10 million, to compensate the costs arising from the simulcast during the transitory period.

In this same context, the Spanish government passed Royal Decree 706/2020, of 28 July, which rules the direct granting of subsidies to private providers of television audiovisual communication services for the purpose of compensating the costs derived from the changes to be made in their transmission equipment for its adaptation to the new planned frequencies as per the process of liberalization of band 700 MHz (second Digital Dividend). The total amount of subsidies shall not exceed €10 million. A list of potential beneficiaries of these subsidies is listed in an Annex to the regulation.

On that same date, Royal Decree 707/2020, of 28 July, that governs the direct concession of subsidies to providers of the public service of television audiovisual communication at a national and regional level, for the purpose of compensating the costs derived from the simultaneous and transitory emission of their tv channels during the process of liberalisation for the frequency band 694-790 MHz (second Digital Dividend) between July 1, 2020 and September 30, 2020, and that modifies Royal Decree 392/2019, was passed. This Royal Decree governs the process of granting those subsidies up to a total amount of €5,193,750. The granting process is to be followed before the public entity Red.es.

Due to the sanitary crisis caused by the Coronavirus Pandemic, the Spanish government declared the state of alarm by means of Royal Decree 463/2020, of March 14. In this context, the government decided to temporarily postpone (not suspend) the execution of the pending phases for the implementation of the liberalization of the second Digital Dividend.

As explained by the Ministry of Economic Affairs and Digital Transformation in a press note released on March 30, 2020, the above measures had been communicated to the European Commission. Notwithstanding the above, due to the ending of the state of emergency on June 21, 2020, the Spanish Council of Ministers of June 23, 2020 extended the deadline for the implementation of the release of the second Digital Dividend until October 31, 2020 (by means of Royal Decree-Law 23/2020). The release of the second Digital Dividend was fully completed by such date. Furthermore, it was agreed that the simulcast emissions (simultaneous emission of a TV channel through the new and old frequencies) were to be maintained until September 30, 2020, in order to facilitate the adaptation of users' facilities to the reception of the new planned frequencies.

The bidding for the allocation of 700Mhz frequency bands for 5G services has been set on the first trimester of 2021. The Spanish government launched on December 15, 2020 a public consultation on the conditions to apply to the 5G frequency auction process, which ended on January 17, 2021.

Also, while the bidding for the allocation of 700Mhz frequency bands for 5G services was to occur on the first quarter of 2021, it appears to be postponed to the second quarter of 2021. Furthermore, the bidding of the 3.5Ghz band which also affects the development of 5G, was carried out in February 2021.

With regards to 5G, a further draft of an act ruling security in 5G electronic communications networks and services (the "**Draft 5G Cybersecurity**") was published by the Spanish government on December 14, 2020. Also, a public hearing and information process was initiated for any individuals or entities wishing to comment on the document, which ended on January 14, 2021.

The scope of this the Draft 5G Cybersecurity, which is one of the initiatives contained in the Digital Spain 2025 Plan (seeking, among others, to promote the full implementation of high-speed and ultra-fast networks in Spain), is to create a safe and reliable framework for the development of and investment in 5G technology. For that purpose, it establishes measures to be adopted by 5G networks and service operators, distributors of hardware and software for 5G (including providers of services for the functioning of 5G services), manufacturers and entities providing connected terminal equipment and devices, and certain corporate users (with the right to use the radioelectric public domain for exploiting networks or for the self-provision of capacities based on 5G technology), in order to safely deploy those new electronic communication networks.

Other Network Services segment

The activities undertaken by the Group in its Other Network Services segment are not subject to specific sector-related regulation.

Competition Law

Practices restricting competition are prohibited in the EU under applicable competition regulations. Such practices include, among others, (i) the abuse of a dominant position, and (ii) prohibited collusive agreements or concerted practices.

The prohibition of competition-restricting practices is the result of both EU and national law. European and national competition laws (articles 101 and 102 of the TFEU and articles 1 and 2 of the LDC, as well as implementing regulations) regulate these practices in a similar manner. In general, EU laws regulate any prohibited practices that may affect trade between Member States, and national laws regulate practices that have a domestic effect.

If the relevant competition authorities (generally the EC on the European level, and the national competition authority in each relevant Member State on the national level, as well as, in the case of Spain, certain regional authorities in their jurisdictions) determine that a company has abused its dominant position or is party to a prohibited agreement, they may order the Company to cease such anticompetitive practices and/or impose sanctions which may include fines. Fines imposed by the EC are computed on the basis of the revenues obtained in the affected market by the offending company and capped at 10% of the total consolidated revenues obtained by the group of the offending company (companies sharing a common control structure) in the year preceding the decision. In the case of Spain, fines imposed by the CNMC or the regional authorities are computed as up to a 10% of the total consolidated revenues obtained by the offending company in the year preceding the decision (in case of an anticompetitive agreement or concerted practice between competitors or an abuse of dominance by a monopolist or quasi-monopolist or a company enjoying special rights) or up to 5% (in case of an anticompetitive agreement or concerted practice between non-competitors or other instances abuse of dominance).

Actions constituting abuse of a dominant position, or any clauses in agreements prohibited by the competition regulations, are void and therefore not enforceable. Engaging in competition-restricted practices may trigger the filing of civil claims by third parties that suffered an economic loss as a result thereof.

The competition regulations prohibit as especially serious infringements any agreement or concerted practice between competitors aimed at price fixing, either directly or indirectly, or other relevant commercial conditions, limiting production, allocation of markets or customers, or boycott to third parties.

The competition regulations also prohibit certain practices in connection with the supplier-customer relationship. In this case, there are no absolute prohibitions (other certain hardcore restrictions related to the fixing of resale prices and limits as to where or to whom the customer may resale the products) as they depend on the market share of the parties, duration of the clauses and characteristics of the restrictions of competition.

Regarding the abuse of a dominant position, the Company must enjoy a dominant position in the market affected by the practice as a pre-condition. Thus, before examining whether a specific conduct is abusive, it is necessary to determine the relevant market and the Company's position in such market. Defining the relevant market is of great importance because it determines the Company's position in the market. This definition must be done from two perspectives: product/service and geographical. It is therefore crucial to assess the substitutability between goods and services and the homogeneity of competition conditions between regions.

A dominant position is defined as a position of economic or commercial strength that enables a party to behave independently of its suppliers, competitors and customers. There is no legal definition of dominant position under EU and national regulations, however there are different criteria that are used to assess whether such a position exists or not. The main such criterion is market share which gives an indication of the existence of dominance. In this regard, market shares below 40% entail a presumption that there is no dominance. In any event, the particular circumstances applicable to each case should be carefully analysed.

Abuse may take different forms. Article 102 of the TFEU and its national equivalent list the most important: (i) application of non-equitable prices or other trading conditions or services; (ii) limiting production, distribution or technical development to the unreasonable detriment of companies or consumers; (iii) unjustified refusal to satisfy purchases of products or services demands; (iv) applying discriminatory conditions to commercially equivalent situations, which places some competitors at a disadvantage compared to others; or (v) the subordination of certain services to contracting others that are not related to them.

As per the nature of its business, the sharing of infrastructures, the behavior of the Company is to promote competition, especially given that the fast and efficient roll-out of the upcoming 5G technology is a cross-cutting key priority for the EC in order to ensure the European industry's competitiveness in an increasingly digital society.

In this regard, recent European developments on the telecom and infrastructures markets are pointing to the benefit of the citizen and the roll-out of telecom networks acquiring a more prominent role as legal interests that deserve being protected by means of competition regulations enforcement. So, more attention to efficiencies that actually benefit telecom customers in the competition and regulatory examinations might be expected (as for instance in the EC's decision of March 6, 2020, case M.9674 Vodafone Italia/TIM/INWIT JV and the General Court of the EU's judgement of May 28, 2020, case T-399/16 CK Telekoms UK Investments v Commission).

Risks associated with the regulations that govern the Group and its business

Without prejudice to the above, the business of the Group and those of its customers are subject to the national, regional and local regulations of all jurisdictions in which the Group operates as well as the regulatory framework applicable in the EU). The existing laws or regulations under which the Group operates may be repealed, amended or overruled, and new regulations may be promulgated at any time. Such regulations could be applied or enforced retroactively or the interpretation of such regulations by the competent authority may differ from that of the Group. The Group cannot guarantee that existing or future laws or regulations, including national, regional and local tax laws, will not adversely affect the Group's business, generate delays in its projects or result in additional costs.

Failure to comply with applicable regulations may lead to civil penalties or require the Group to assume indemnification obligations or result in the Group breaching certain of its contractual provisions. Furthermore, if applicable laws and regulations are not enforced equally against its competitors in a particular market, the compliance with such laws and regulations may put the Group at a competitive disadvantage vis-à-vis competitors who do not have to comply with such requirements.

Moreover, the Group cannot guarantee that the interpretation of applicable laws or regulations will coincide with the one of the relevant governmental agencies or courts enforcement of such laws or regulations. These factors may have a material adverse effect on the Group's business, prospects, results of operations, financial condition and cash flows.

The Group depends on the obtaining, maintaining and periodically renewing of several licenses, authorizations, and administrative and regulatory permits in all jurisdictions where the Group operates. The Group is unable to assure that such licenses, authorizations and permits will be fully granted at all times or renewed upon their expiration. Also, most of the industries in which the Group's customers operate also require the application for licenses or authorizations, as well as adjudication/concession and renewal processes beyond the Group's control.

There can be no assurance that breaches of any applicable regulations have not occurred or will not occur or be identified or that these laws will not change in the future in a manner that could have a material adverse effect on the business, prospects, results of operations, financial condition and cash flows of the Group.

MANAGEMENT AND BOARD OF DIRECTORS

Directors

Spanish corporate law provides that a company's board of directors is responsible for the management, administration and representation of a company in all matters concerning the business of the company, subject to the provisions of such company's bylaws and the powers granted by shareholders' resolutions.

The Company's bylaws provide for a Board of Directors consisting of between four and thirteen members (each, a "**Director**"). The Board of Directors currently consists of eleven Directors, although there is currently one vacancy. The composition of the Board of Directors as of the date of this Prospectus and the status of its members in accordance with the provisions of the bylaws and the Board of Directors regulations (*Reglamento del Consejo de Administración* or "**Board of Directors Regulations**") of the Company are shown below:

Name	Nature	Title	Date of Appointment or election or re-election	Term Expires
Mr. Tobías Martínez Gimeno	Executive	Chief Executive Officer	May 9, 2019	May 9, 2022
Mr. Bertrand Kan	Independent	Non-executive Chairman	May 31, 2018	May 31, 2021
Mr. Giampaolo Zambeletti	Independent	Coordinating Director	May 31, 2018	May 31, 2021
Ms. Anne Bouverot	Independent	Director	May 31, 2018	May 31, 2021
Ms. Concepción del Rivero Bermejo	Independent	Director	July 21, 2020	July 21, 2023
Ms. María Luisa Guijarro Piñal	Independent	Director	May 31, 2018	May 31, 2021
Mr. Christian Coco	Proprietary(1)	Director	July 21, 2020	July 21, 2023
Mr. Pierre Blayau	Independent	Director	May 31, 2018	May 31, 2021
Mr. Leonard Peter Shore	Independent	Director	May 31, 2018	May 31, 2021
Ms. Alexandra Reich	Proprietary(2)	Director	March 29, 2021	March 29, 2024

(1) Proprietary director representing Edizione.

(2) Proprietary director representing GIC.

Mr. Jaime Velázquez Vioque is Secretary non-Director of the Board of Directors, and Ms. Virginia Navarro Virgós is Vice Secretary non-Director of the Board of Directors.

The business address of the Directors and senior managers is currently Juan Esplandiú 11-13, 28007, Madrid, Spain.

During the financial year ended December 31, 2020, the Board of Directors held 12 meetings. Since the beginning of the current year and until the date of this Prospectus, the Board of Directors has met on 8 occasions.

The Directors are elected by the Company's shareholders to serve for a term of three years and may be re-elected to serve for an unlimited number of terms, provided that the Directors will cease to qualify as independent Directors once they have served as Directors for a continuous term exceeding 12 years. If a Director does not serve out his or her term, the Board of Directors may fill the vacancy by appointing a replacement Director to serve until the next General Shareholders' Meeting. Any natural or legal person may serve on the Board of Directors, except for persons specifically prohibited by applicable law. A Director may be removed from office by the shareholders at a General Shareholders' Meeting.

The Board of Directors is governed by the Company's bylaws and the Board of Directors Regulations. The Board of Directors Regulations develop the Company's bylaws and establish the principles for the functioning of the Board of Directors, including the basic rules for its organization and functions and the standards of conduct for the Board of Directors.

The Company's bylaws provide that the Board of Directors shall ordinarily meet at least once every three months. The Chairperson of the Board of Directors may call a meeting whenever he or she considers such a meeting necessary or suitable, and the Chairperson of the Board of Directors is also required to call a meeting at the request of one third of the Directors, who shall be entitled to call the meeting by themselves if the Chairperson does not attend such request within the following month. The Company's bylaws provide that a majority of the members of the Board of Directors (represented in person or by proxy by another member of the Board of Directors) constitutes a quorum.

Except as otherwise provided by law or specified in the bylaws and Board of Directors Regulations, resolutions of the Board of Directors are passed by an absolute majority of the Directors present or represented at a Board of Directors' Meeting (a "**Board Meeting**").

Biographical information

Below is a brief description of the qualifications and professional experience of the Directors.

Mr. Tobías Martínez Gimeno

Mr. Tobías Martínez Gimeno is the current Chief Executive Officer ("**Executive Director**") of Cellnex. He joined Acesa Telecom (Abertis Group) in the year 2000, first as board member and director general of Tradia, and subsequently of Retevisión. Before joining the Abertis Group, he headed his own business project in Information and Telecommunication Systems for more than 10 years. He studied Telecommunications Engineering and holds a Diploma in Top Management from the IESE Business School (PADE) and a Diploma in Marketing Management from the Instituto Superior de Marketing de Barcelona (Higher Institute of Marketing of Barcelona).

Mr. Bertrand Kan

Mr. Bertrand Kan is an independent Director of Cellnex and the current Non-executive Chairman of the Board of Directors. He has extensive professional experience in investment banking and focused on the telecoms, media and technology sector in particular. He spent most of his career at Morgan Stanley where he became a managing director and head of the European Telecoms Group. Subsequently in 2006 he moved to Lehman Brothers, where he was Co-Head of the Global Telecoms Team and was a member of the European Operating Committee. In 2008, he became Head of the Global Telecoms, Media and Technology Group at Nomura and was a member of Nomura and served on the Investment Banking Global Executive Committee. He left investment banking in 2012. Among other responsibilities, in addition to the Cellnex Board of Directors, he is currently a member of the Advisory Council of Wadhwani Asset Management, Chairman of Sentient Blue and Chairman of the board of UWC Netherlands. Mr. Bertrand Kan graduated with B.Sc. and an M.Sc. degrees in Economics from the London School of Economics.

Mr. Giampaolo Zambeletti

Mr. Giampaolo Zambeletti is an independent Director of Cellnex and the current Coordinating Director. He has spent much of his professional career in the chemicals/pharmaceuticals and telecoms sectors. He currently holds the position vice-president of Unidad Editorial, S.A. He was previously founder and managing director of Zambeletti España, president and CEO of Zambeletti Group, president of Italgas S.p.A. and president and managing director of Ellem Industria Farmaceutica S.p.A. He served as vice president of the pharma labs association, Farmindustria. In 2001 he has been appointed group senior vice president international affairs of Telecom Italia. He has furthermore been a member of the board of directors of Telecom Italia International (Netherlands), Auna, S.A. (Spain), Avea (Turkey), Oger Telecom (Dubai), Ojer Telekomunikasyon (Turkey) and Telekom Austria. Mr. Giampaolo Zambeletti holds a degree in Chemistry from the Università degli Studi di Pavia, is an international trustee of the Friends of the Prado Museum Foundation in Madrid, and received the Isabel la Católica Award from King Felipe VI in 2015.

Ms. Anne Bouverot

Ms. Anne Bouverot is an independent Director of Cellnex. Ms. Anne Bouverot is currently chairperson of the board of Technicolor, as well as senior advisor of TowerBrook Capital Partners and board director at Capgemini and Edenred. She is also chairperson of Foundation Abeona, whose motto is "Data Science for Fairness and Equality", working on social impact of AI and digital technology. Previously she was CEO of Morpho, a biometrics and cybersecurity company (between 2015 and 2017) and general director of the GSMA (between 2011 and 2015). She also held several international management positions in companies in the telecommunications sector such as France Telecom / Orange (executive vice president of Mobile Services from 2009 to 2011), Global One Communications, Equant and Telmex. Ms. Anne Bouverot has a degree in Mathematics and a PhD in Artificial Intelligence from the École Normale Supérieure in Paris, and a degree in Engineering from Telecom Paris.

Ms. Concepción del Rivero Bermejo

Ms. Concepción del Rivero Bermejo is an independent Director of Cellnex. Ms. Concepción del Rivero Bermejo is also an independent director of Gestamp Automoción and non-executive chairperson of Onivia. She is a member of the advisory board of the Mutual Society of Lawyers and of the "Made in Möbile". She has been global marketing director of Telefónica, deputy managing director to the digital commercial managing director of Telefónica, CEO of Nokia Iberia, senior advisor of Ericsson, partner of Seeliger & Conde and chairperson of International Women's Forum Spain. She was one of 'The 500 Most Influential Women in Spain' in 2018, 2019 and 2020 according to 'El Mundo'; she was one of 'The Top 100 Women Leaders 2018' by Mujeres & Cía, and she was recognized as the 'Best Executive 2017' by the Spanish Association of Business Women. She is the author of the book 'Smart Cities: a vision for the citizen'. Ms. Concepción del Rivero Bermejo is a member of the management board of the Spanish Directors Association (AED), AMP by IESE, EP by Singularity University and executive coach certified by ECC. In 2019, she attended the 'Workshop in Global Leadership' provided by the Harvard Kennedy School. Ms. Concepción del Rivero Bermejo is BA in Business Administration by University Autónoma of Madrid (UAM).

Ms. María Luisa Guijarro Piñal

Ms. María Luisa Guijarro Piñal is an independent Director of Cellnex. Ms. María Luisa Guijarro has worked most of her career in the Telefónica group, from 1996 until 2016, where she held positions including Global Marketing and Sponsorship manager, CEO of Terra España, director of Marketing and Business Development in Spain and, in her later

years at the company, member of the Executive Committee in Spain as head of Strategy and Quality. She is proprietary director on behalf of EQT in Adamo Telecom Iberia, S.A. and Adamo Telecom, S.L. She has a degree in Economics from the Universidad Autónoma de Madrid.

Mr. Christian Coco

Mr. Christian Coco is a Director of Cellnex. Mr. Christian Coco is Investment Director at Edizione S.r.l. He is also a director of the companies of Edizione Group, Benetton S.r.l. and CEO of ConnecT Due, as well as non-executive chairman of Benetton Group S.r.l. He began his professional career in strategic planning in the energy sector and in 2002 he joined Mediobanca in the acquisition finance department. From 2007 to 2011 he worked in private equity firms, focusing especially on investments in the infrastructure sector in Europe. Subsequently, and until joining the Edizione Group in 2015, he was head of Planning, Control and M&A of the CIR Group of the De Benedetti family. Mr. Christian Coco has an engineering degree from Milan Polytechnic, and a post graduate degree in Utility Companies from MIP Milan (Politecnico's Business School).

Mr. Pierre Blayau

Mr. Pierre Blayau is an independent Director of Cellnex. He is currently holding the position of president of CCR (Caisse Centrale de Reassurance), member of the strategic committee of SECP (Canal+ Group), censor of FIMALAC, senior advisor of Bain & Company and Chairman of Harbour Conseils. He was previously chief executive officer of Pont à Mousson, PPR, Moulinex, Geodis, and executive director of SNCF. He has also served as executive director of La Redoute, as a member of the board of directors of FNAC, and independent director of Crédit Lyonnais and president of the board of directors of Areva. Mr. Pierre Blayau is a Public Finance Inspector of the French Ministry of Finance, and graduated from the École Nationale d'Administration de Paris and the École Normale Supérieure de Saint-Cloud.

Mr. Leonard Peter Shore

Mr. Leonard Peter Shore is an independent Director of Cellnex. Mr. Leonard Peter Shore has extensive experience in the telecommunications and tech sector. He held the position of chairman of Arqiva in the United Kingdom from 2007-2014. He has also been Chairman of Uecomm, Lonely Planet Publications, the Hostworks Group and Airwave. Shore was group managing director at Telstra in Australia, CEO of MyPrice (Aust/NZ) and managing director of Media/Communications/Partners. He has served as a Director of Objectif Telecomunications Limited, Foxtel, SMS Management and Technology and OnAustralia. He was furthermore a member of the advisory board of Siemens Australia. He also served as member of the corporate board of the National Society for the Prevention of Cruelty to Children and board of the Australia-United Kingdom Chamber of Commerce. He is also currently Chairman of Gigacomm Pty Ltd, a private Australian broadband service provider. Mr. Leonard Peter Shore holds a degree in Applied Mathematics and Computing Science from the University of Adelaide.

Ms. Alexandra Reich

Ms. Alexandra Reich is a Director of Cellnex. Ms. Alexandra Reich has 20 years' experience in the telecommunications industry, after starting her career in investment banking. She is currently member of the board of Directors of the Dutch company Delta Fiber. She has been senior advisor at Telenor, CEO of Telenor in Thailand - DTAC from 2018 to 2020, CEO of Telenor Hungary from 2016 to 2018, and Chairperson of the boards of Telenor Serbia and Telenor Bulgaria. She also held various management positions at Swisscom between 2009 and 2016, and Sunrise between 2007 and 2009, in Switzerland. Ms. Reich also held various management positions at Hutchison between 2005 and 2007, and United Telecommunications between 2004 and 2005, in Austria. Ms. Reich has a degree in Business Administration and a Masters degree from the Vienna University of Economics and Business Administration.

The table below sets out all relevant entities in which the Directors have been members of the administrative, management or supervisory bodies or partner at any time during the five year period preceding the date of this document, as reported to Cellnex by the Directors, indicating whether or not each person is still a member of the administrative, management or supervisory bodies or partner in any such entities.

Director	Company(*)	Position	Status
Mr. Tobías Martínez Gimeno................	AMETIC Cataluña	Vice Chairman	Non-current
	Pleno de la Cambra de Comerç de Barcelona	Member	Non-current
	Broadcast Networks Europe (BNE)	Chairman	Non-current
	Hispasat, S.A.	Director	Non-current
Mr. Bertrand Kan	UWC Netherlands	Chairman	Current
	Síminn hf.	Chairman	Non-current
	Sentient Blue S.r.l.	Chairman	Current
Mr. Giampaolo Zambeletti....................	Tages Group	Director	Non-current
	Italgas S.p.A.	Chairman	Non-current
	RCS Investimenti	Chairman	Non-current
	Unidad Editorial S.A.	Vice Chairman	Current
	Banca Farmafactoring	Director	Non-current
Ms. Anne Bouverot	Technicolor	Chairperson of the Board	Current

Director	Company(*)	Position	Status
	Capgemini	Director	Current
	Edenred	Director	Current
	TowerBrook Capital Partners	Member of Senior Advisory Board	Current
	Morpho	Chair & CEO	Non-current
Ms. Concepción del Rivero Bermejo	Made in Möbile	Member of Advisory Board	Current
	Telefónica	Senior Manager	Non-current
	Seeliger & Conde	Managing Partner	Non-current
	Gestamp Automotive	Director	Current
	Mutualidad Abogacía	Director	Current
	Pentacom	Chairperson	Non-current
	Onivia	Chairperson	Current
Ms. María Luisa Guijarro Piñal	Telefónica, S.A.	Senior Manager	Non-current
	Adamo Telecom Iberia, S.A.	Director	Current
	Adamo Telecom, S.L.	Director	Current
Mr. Christian Coco	KOS Spa	Director	Non-current
	LLIS, Switzerland	Director	Non-current
	Sorgenia Spa	Director	Non-current
	Olimpias S.r.l.	Director	Non-current
	Benetton Group S.r.l.	Chairman	Current
	Benetton S.r.l.	Director	Current
	ConnecT	Director	Non-current
	MMairo S.r.l.	Director	Current
	ConnecT Due	CEO	Current
Mr. Pierre Blayau	CCR (Caisse Central de Reassurance)	Chairman	Current
	FIMALAC	Censor	Current
	SECP (Société d'édition de Canal Plus)	Member of the strategic committee	Current
	Areva	President of the board of directors	Non-current
	Harbour Conseils	Chairman	Current
	Geodis	Chairman and CEO	Non-current
	Newrest	Director	Current
Mr. Leonard Peter Shore	Bluejay Technologies Ltd.	Chairman	Current
	Gigacomm Pty Ltd	Chairman	Current
Ms. Alexandra Reich	Delta Fiber	Director	Current
	Telenor Thailand	CEO	Non-current
	Telenor Hungary	CEO	Non-current
	Telenor Serbia	Chairperson	Non-current
	Telenor Bulgaria	Chairperson	Non-current

(*) The Company considers that the term "company" refers to all types of entities other than family owned asset-holding companies and merely instrumental non-operative companies.

Board Committees

Audit and Risk Management Committee

The Board of Directors Regulations provide that the Audit and Risk Management Committee shall be composed of a minimum of three and a maximum of five members that must be non-executive Directors. Furthermore, most of its members must have the status of independent Directors and shall be appointed, especially its Chairperson, taking into account his or her knowledge and experience in accountancy, auditing and risk management, both financial and non-financial.

On April 17, 2015, the Board of Directors approved the creation of the Audit and Control Committee (currently, the Audit and Risk Management Committee). As of the date of this Prospectus, the composition of the Audit and Risk Management Committee is as follows:

Name	Position	Nature
Mr. Leonard Peter Shore	Chairman	Independent
Mr. Bertrand Kan	Member	Independent
Ms. Anne Bouverot	Member	Independent
Mr. Christian Coco	Member	Proprietary
Ms. Virginia Navarro Virgós	Secretary	-

The members of the Committee shall be appointed for a maximum term of four years, may be re-elected and will cease when they do so in their capacity as directors or when so agreed by the Board of Directors. The Board of Directors shall also appoint a Chairperson for the Audit and Risk Management Committee from among its independent members for a

four-year term. The Audit and Risk Management Committee shall appoint a Secretary and may also appoint a Vice-Secretary, who may not be members of the Committee.

The Audit and Risk Management Committee shall meet as often as necessary for the performance of its functions and shall be convened by its Chairperson, either on her or his own initiative or at the request of the Chairperson of the Board of Directors or two members of the Audit and Risk Management Committee. During the financial year ended December 31, 2020, this Committee held 8 meetings. Since the beginning of the current year and until the date of this Prospectus, this Committee has met on 3 occasions.

The Audit and Risk Management Committee's responsibilities include reporting to the General Shareholders' Meeting on the matters within its competence and, in particular, on the result of the audit, explaining how it has contributed to the integrity of the financial and non-financial information and the role that the Audit and Risk Management Committee has taken in this process; proposing to the Board of Directors for submission to the General Shareholders' Meeting the selection, appointment, reappointment and removal of the auditors of the Company, taking responsibility for the selection process; monitoring and evaluating the preparation and presentation of financial and non-financial information as well as the control and management systems of financial and non-financial risks; monitoring the effectiveness of the Company's internal control, internal audit and the risk management systems; monitoring the unit handling the internal audit function; establishing appropriate relationships and communications with the auditors or external audit firms to receive information on issues which may threaten their independence, to be analyzed by the Audit and Risk Management Committee, and any other issues related to the process of account auditing, and where appropriate, the authorization of services other than those prohibited in the terms contemplated in the applicable regulations, in relation to the independence regime; issuing an annual report, prior to the issuance of the audit report, stating an opinion on whether the independence of the statutory auditors or audit firms has been compromised; reporting to the Board of Directors on the economic conditions of the structural and corporate modification operations that the Company plans and its accounting impact including the proposed exchange ratio; informing the Board of Directors on the financial information that the Company must periodically make public; and reporting on any situations and transactions that involve or could involve situations of conflicts of interest, as well as periodically review situations of potential conflicts of interest, among other responsibilities.

Nominations, Remunerations and Sustainability Committee

The Board of Directors Regulations provide that the Nominations, Remunerations and Sustainability Committee shall consist of a minimum of three and a maximum of five members, all of them qualifying as non-executive Directors. Further, most of whom must have the status of independent Directors.

On April 17, 2015, the Board of Directors approved the creation of the Nominations and Remuneration Committee (currently, the Nominations, Remunerations and Sustainability Committee). As of the date of this Prospectus, the composition of the Nominations, Remunerations and Sustainability Committee is as follows:

Name	Position	Nature
Ms. Concepción del Rivero Bermejo	Chairwoman	Independent
Mr. Giampaolo Zambeletti	Member	Independent
Mr. Pierre Blayau	Member	Independent
Ms. María Luisa Guijarro Piñal	Member	Independent
Ms. Alexandra Reich	Member	Proprietary
Ms. Virginia Navarro Virgós	Secretary	-

The members of the Committee shall be appointed for a maximum term of four years, may be re-elected and will cease when they do so in their capacity as directors or when so agreed by the Board of Directors. The Board of Directors shall also appoint a Chairperson for the Nominations, Remunerations and Sustainability Committee from among its independent members. The Nominations,Remunerations and Sustainability Committee shall appoint a Secretary and may also appoint a Vice-Secretary, who may not be members of the Committee.

The Nominations, Remunerations and Sustainability Committee shall meet each time the Board of Directors or its Chairperson requests a report or the adoption of proposals and, in any case, whenever advisable for the proper performance of its functions. The Nominations, Remunerations and Sustainability Committee shall be convened by its Chairperson, either on her or his own initiative or at the request of the Chairperson of the Board of Directors or two members of the Nominations, Remunerations and Sustainability Committee. During the financial year ended December 31, 2020, this Committee held 12 meetings. Since the beginning of the current year and until the date of this Prospectus, this Committee has met on 4 occasions.

The Nominations, Remunerations and Sustainability Committee shall be validly formed when a majority of its members concurred, either present or represented. Resolutions shall be adopted by a majority of the members present or represented.

The Nominations, Remunerations and Sustainability Committee's responsibilities include evaluating the skills, knowledge and experience of the members of the Board of Directors; setting a goal of having female members present on the Board of Directors; submitting to the Board of Directors the proposals for appointment of independent Directors to be appointed

on an interim basis or for submission to the decision of the General Shareholders' Meeting, as well as proposals for re-election or removal of such Directors by the General Shareholders' Meeting; reporting on proposals for appointment of other Directors on an interim basis or for submission to the decision of the General Shareholders' Meeting, as well as proposals for re-election or removal of appointments by the General Shareholders' Meeting; reporting on proposals for appointment and removal of Senior Management; proposing to the Board of Directors the members that should be part of each of the Board Committees; coordinating the performance assessment of the Board of Directors and its Committees; reporting to the Board of Directors on the non-financial information that the Company must disclose periodically; supervising compliance with corporate governance rules and internal codes of conduct; monitoring the implementation of the general policy regarding the communication of economic, financial, non-financial, and corporate information, as well as communication and contacts with shareholders, investors, proxy advisors and other interest groups; evaluating and periodically reviewing the corporate governance system and the environmental and social policy of the Company, in order to comply with their mission of promoting corporate interest and take into account, as appropriate, the legitimate interests of the remaining interest groups; monitoring that the Company's practices in environmental and social matters comply with the strategy and policies established; supervising and evaluating the relationship processes with the different interest groups; reviewing and informing on the Annual Sustainability Report prior to its presentation to the Board of Directors; proposing to the Board of Directors the remuneration policy for Directors and Senior Management, or for those individuals who perform their Senior Management functions reporting directly to the Board of Directors, executive committees or CEOs, as well as the individual remuneration and other contractual conditions for executive directors; verifying observance of the remuneration policy established by the Company; reviewing periodically the Directors and Senior Managers remunerations policy; verifying the information on Directors and Senior Managers remunerations contained in the various corporate documents, including the annual report on directors' remunerations and proposing to the Board of Directors, for submission to a consultative vote at the General Shareholders' Meeting the preparation of the aforementioned annual report, among other responsibilities.

Senior Management

The Company's Senior Management ("**Senior Management**") is composed by the Executive Director and the people identified below:

Name	Title
Mr. Lluís Deulofeu Fuguet	Senior Advisor and President of the Cellnex Foundation
Mr. José Manuel Aisa Mancho	Corporate Finance & M&A Director
Mr. José Mª Miralles Prieto	General Counsel - Legal & Regulatory Affairs
Mr. Antoni Brunet Mauri	Corporate & Public Affairs Director
Mr. Alberto López Prior	Global Resources Director
Mr. Àlex Mestre Molins	Deputy Chief Executive Officer
Ms. Virginia Navarro Virgós	Legal M&A & Financing Director
Mr. Sergio Tórtola Pérez	Global Operations Director
Mr. Òscar Pallarols Brossa	Global Commercial Director

Below is a brief description of the qualifications and professional experience of the members of the Company's Senior Management who do not serve on the Board of Directors.

Mr. Lluís Deulofeu Fuguet

Mr. Lluís Deulofeu Fuguet is Senior Advisor and President of the Cellnex Foundation. From March 2018 to December 2020 he worked as Deputy Chief Executive Officer of Cellnex. He has been managing director of SANEF, president and managing director of SAPN (2014-2018) and president of HIT (Holding d'Infrastructures de Transport). He was previously managing director for Internal Resources and Efficiency at Abertis Infraestructuras, CTO of La Caixa and a Director of various companies related to the La Caixa group. Earlier in his career he spent eight years as a senior manager of Andersen Consulting (now Accenture). He holds a Telecommunications Engineering degree from the Universitat Politecnica de Catalunya and PDG from the IESE School of Barcelona.

Mr. José Manuel Aisa Mancho

Mr. José Manuel Aisa Mancho is Corporate Finance & M&A Director at Cellnex. He is also responsible for coordinating and leading the areas of Strategic Planning, Management Control, Investor Relations, Finance, Tax and Corporate Development. Since 1999 he has worked in the corporate development area, participating in Abertis Group's main Merger and Acquisition (M&A) projects. In 2011, he took over Strategic Planning and Corporate Development Management of the Abertis Group. He graduated in Business Administration, MBA, from the ESADE Business School and also has a Master in International Management from the London School of Economics.

Mr. José Mª Miralles Prieto

Mr. José Mª Miralles is the Company's General Counsel and responsible for Legal & Regulatory Affairs, Insurance and Intellectual Property at Cellnex. He is director of several companies within the Group, Data Protection Officer and

Chairman of the Ethics and Compliance Committee. He has worked in the Group since 2002 during which time he has held different positions until his appointment as Corporate Legal Director. He worked previously at Auna. He has a degree in Law from the University of Barcelona (UB) and Master in Law and Business Advice from the San Pablo University CEU, as well as a Postgraduate in Corporate Law and Commercial Registry from ESADE, in Urban Law and Public Administration Assets from Pompeu Fabra University (UPF) and in Economic and Legal Analysis of Competition from the UB.

Mr. Antoni Brunet Mauri

Mr. Antoni Brunet Mauri is Corporate & Public Affairs Director at Cellnex and coordinates the Company's corporate communication area, institutional relationships and corporate responsibility policies. Before his current responsibilities at Cellnex, he joined the Abertis group in 2005, as director of the Studies and Communication area, and subsequently moved on to the European Affairs and Presidency areas. He has a degree in philosophy, a Diploma in Senior Management from the IESE Business School and in Business Management from the ESADE Business School. He also studied Politics and Sociology at the Autonomous University of Barcelona (UAB).

Mr. Alberto López Prior

Mr. Alberto López Prior is Global Resources Director at Cellnex. He previously worked in the La Caixa group, where his functions included running the Media Area at Criteria Caixa, S.A.U. and managing the Media and IT Services Area at La Caixa group. Prior to that, he was associate manager at the Accenture group. He holds a degree in Economics and Business Administration from the Autonomous University of Barcelona and has a PDG (General Management Program) from IESE Business School in Barcelona.

Mr. Àlex Mestre Molins

Mr. Àlex Mestre Molins is Deputy Chief Executive Officer, and, as such, works closely with the Chief Executive Officer in the overall management of the Company, maintaining a special focus on identifying and achieving inorganic growth opportunities, as well as having direct responsibility in monitoring the evolution and growth of the business units in all the countries where the Group operates. He holds a degree in Telecommunications Engineering from the Polytechnic University of Catalonia and an International MBA from La Salle (Universitat Ramón Llull). He also holds a Master's Degree in International Cooperation from the Open University of Catalonia.

Ms. Virginia Navarro Virgós

Ms. Virginia Navarro is Director of Legal M&A & Financing at Cellnex. Prior to that, she was senior manager of the Legal Department at Abertis Infraestructuras, where she spent ten years actively participating in the group's M&A and financing projects, both national and cross-border. Previously, she worked at Linklaters in Spain as associate in the Corporate Department, and in the legal department of Morgan Stanley. She has a Law degree from Pompeu Fabra University (UPF) and a Master in International Legal Practice from Instituto de Empresa (IE).

Mr. Sergio Tórtola Pérez

Mr. Sergio Tórtola is Global Operations Director at Cellnex. As such, he is responsible for coordinating and leading the areas of Technical Operations, Site Management, Energy Management, Comprehensive Security and Efficiency. Since 2001 he has held various positions at Cellnex Telecom, as director of Technology, director of Business and director of Organization and Efficiency. He is a Senior Telecommunications Engineer from the Polytechnic University of Catalonia (UPC) with a PDD from IESE.

Mr. Òscar Pallarols Brossa

Mr. Òscar Pallarols is Global Commercial Director at Cellnex. He is responsible for Product Innovation and Strategy, Product Lines (Telecom Infrastructure, DAS & Small Cells, Connectivity, Smart & IoT and Mission & Critical Business Networks) and Marketing and Sales. He joined Cellnex in 2016, having worked previously at Mobile World Capital Barcelona - GSMA for 4 years leading the Vision2020 programme for Spanish operators, and also worked at Accenture for 11 years in the telecommunications industry. He holds a degree in Telecommunications Engineering from the Polytechnic University of Catalonia (UPC).

The table below sets out all entities (except those family owned asset-holding companies not relevant for the Group) in which the members of Senior Management, other than the Executive Director, have been appointed as members of the administrative, management or supervisory bodies or in which they have held shareholdings at any time during the five-year period preceding the date of this Prospectus, indicating whether or not each person is still a member of such bodies or holds any shares in any such entities.

Senior Manager	Company(*)	Position	Status
Mr. Lluís Deulofeu Fuguet	Emetteur Groupe Sanef	President	Non-current
	GSA Location	Representative of President SANEF	Non-current
	Autoroute de Liaison Seine-Sarthe - ALIS	Representative of director Societè des Autoroutes Paris-Normandie - SAPN	Non-current

Senior Manager	Company[*]	Position	Status
	Sanef (SA)	Member of the Board of Directors	Non-current
	Holding d'Infraestructures de Transport (SAS)	President	Non-current
	Holding d'Infraestructures de Transport 2 (SAS)	President	Non-current
	Eurotoll (SAS)	Representative of President SANEF	Non-current
	Leonord Exploitation (SAS)	Representative of President SANEF	Non-current
	Bip&Go (sas)	Representative of President SANEF	Non-current
	Société des Autoroutes Paris Normandie - SAPN- (SA)	President and General Director	Non-current
Mr. Alberto López Prior	APE SOFTWARE COMPONENTS, S.L.	Representative of director CAIXA CAPITAL TIC, S.C.R., S.A	Non-current
Ms. Virginia Navarro Virgós	Hispasat, S.A.	Member of the Board of Directors	Non-current
	Bip & Drive, E.D.E., S.A.	Member of the Board of Directors	Non-current
	Abertis Motorways UK Ltd	Secretary and member of the Board of Directors	Non-current

(*) The Company considers that the term "company" refers to all types of entities other than family owned asset-holding companies and merely instrumental non-operative companies.

Conflicts of interest

As set forth above, Mr. Christian Coco is also an officer and/or employee of companies within the Edizione group. In addition, Ms. Concepción del Rivero Bermejo has been appointed non-executive chairperson of Onivia, which is active in the wholesale market of optic fiber for the FTTH -fiber to the home- operators in the retail segment, and Ms. María Luisa Guijarro Piñal has been appointed proprietary director of Adamo Telecom Iberia, S.A. and Adamo Telecom, S.L., which are also active in the wholesale market of optic fiber for the FTTH operators in the retail segment and in the sale of retail FTTH optic fiber for final consumers. In relation to the above appointment of Mr. Christian Coco, the Nominations, Remunerations and Sustainability Committee issued a favourable report upon his appointment as Director, in which his position as officer and/or employee of companies within the Edizione group was taken into account. In relation to the above appointments of Ms. Concepción del Rivero Bermejo and Ms. María Luisa Guijarro Piñal, the Nominations, Remunerations and Sustainability Committee resolved that there were no conflicts of interest.

Other than as set out in the paragraph above and the "*Related Party Transactions*" section, there are no potential conflicts of interest between any duties owed by the Directors or Senior Management to Cellnex and their private interests or other duties.

The Board of Directors Regulations in Article 4, provide that Directors act in the interest of the Company and in compliance with legal, statutory and derived functions oriented towards the corporate interest, respecting, in particular, the requirements imposed by law, fulfilling in good faith the explicit and implicit contracts with employees, suppliers, financiers and customers and, in general, observing the ethical duties reasonably imposed by a responsible business conduct. The Company has adopted a number of mechanisms that restrict the powers of the Directors and Senior Management who may be disqualified on conflicts of interest.

On March 19, 2015, the Board of Directors adopted the Internal Code of Conduct in matters concerning Securities Markets (*Reglamento Interno de Conducta*) (the "**Internal Code of Conduct**"), as amended on July 28, 2016, December 19, 2019 and February 19, 2021. Article VIII of the Internal Code of Conduct defines a conflict of interest as a clash between the interests of the Company and the personal interests the Directors and Management are subjected through their family relationships, personal assets, their activities outside the Company or any other cause. The Internal Code of Conduct considers a potential conflict of interest any conflict arising from personal holdings when said holdings arise in relation to a company in which the director holds a management post or is an administrator or has a significant stake (which is understood to mean a total stake, direct or indirect, in excess of twenty per cent of its total issued share capital).

The conflicts of interest of the Directors of the Company are governed by the Internal Code of Conduct and additionally by the Board of Directors Regulations.

Article 27 of the Board of Directors Regulations establishes that Directors shall notify the Board of Directors of the existence of conflicts of interest, direct or indirect, that he/she or any person related to him/her may have in relation with the interests of the Company and refrain from intervening agreements or decisions of the Company in the transaction to which the conflict refers.

In particular, the duty to avoid conflicts of interest obliges Directors to refrain from, inter alia, transactions with the Company, unless specifically waived by any of the mechanisms established for that purpose in the Board of Directors Regulations or, in case of ordinary operations, such operations are made under standard conditions for customers and are immaterial (i.e. not relevant in the fair presentation of the assets, financial position and results of operations).

Regarding Senior Management, the mechanisms regulating conflicts of interest are mainly based on the obligations established for the persons affected by the Internal Code of Conduct and defined in that regulation. In this regard, pursuant

to Article VIII of the Internal Code of Conduct, a senior manager shall notify the Secretariat of the Board of Directors of any potential conflicts of interest that may arise and shall act at all times with loyalty to the Company and regardless of their own interests or those of others and refrain from intervening or influencing on decisions of matters affected by the conflict and from accessing confidential information affecting any such conflict.

Corporate governance

The Company has implemented a defined and transparent set of rules and regulations for corporate governance which is compliant with all applicable Spanish governance standards.

The Internal Code of Conduct regulates, among other things, the directors' and managers' conduct with regard to the treatment, use and disclosure of the Company's material non-public information. The Internal Code of Conduct applies to, among other persons, all members of the Board of Directors, Senior Management and employees who have access to material non-public information and to the Company's external advisors when they handle such material non-public information.

The Internal Code of Conduct, among other things:

- establishes the restrictions on, and conditions for, the purchase or sale of the Company's securities or other financial instruments by persons subject to the Internal Code of Conduct and by those who possess material non-public information;
- provides that persons subject to the Internal Code of Conduct shall not engage in market manipulation with respect to the Company's securities or other financial instruments; and
- provides that persons report potential conflicts of interest.

As of the date of this Prospectus, the Company believes that it substantially complies with the recommendations of the Spanish Unified Good Governance Code for listed companies, in its version approved as of June 25, 2020 (*Código de buen gobierno de las sociedades cotizadas* or the "**Good Governance Code**"). Certain of the Company's corporate practices as of the date of this Prospectus, however, currently vary from the Good Governance Code in certain respects, as set forth below.

- Recommendation number 16: the percentage of proprietary directors is 22.22% of the aggregate number of non-executive directors (i.e. two out of the nine non-executive directors currently appointed), representing 20.01% of the Company's share capital. Except for Edizione and GIC, no other significant shareholder with a stake above 3% of the Company's share capital is represented in the Board of Directors (and the proprietary director representing ADIA resigned during 2020). Taking into account that the free float is approximately 41%, the Company believes that there is an adequate balance between independent and proprietary directors.
- Recommendation number 48: the Board of Directors has not approved to separate the Nominations and Remunerations Committee in two different committees, as the current Nominations, Remunerations and Sustainability Committee is capable to address both functions together. Additionally, the size of Cellnex's Board of Directors, which is smaller than that of other listed companies with similar capitalization, makes it advisable not to duplicate the presence of directors on mandatory committees, thus maintaining the concentration in the Nominations, Remunerations and Sustainability Committee.
- Recommendation number 59: although the Company has assessed the implementation of a "malus" clause (understood as being applied *ex-ante*, that is, entailing the reduction of the variable remuneration to the point of not receiving an amount accrued and not paid), it has decided not to implement it. Instead, the Company has implemented a "clawback" clause (applicable *ex-post*, that is, it allows the Company to recover a payment already made in the past) and has extended its application to one year in the case of the annual bonus. In relation to the LTIP, the clawback clause is maintained for three years.
- Recommendation number 64: in the event of termination of the Executive Director's contract, the Executive Director is entitled to a termination payment equal to a fixed amount equivalent to two years of total annual remuneration and, additionally, to a non-compete compensation equal to a fixed amount equivalent to one year of total annual remuneration as consideration of a post-contractual non-compete obligation, in such a manner that if the Executive Director breaches the non-compete obligation, the Executive Director must return the amount received and pay an additional amount equivalent to another year of fixed remuneration.

The Company also has a corporate website (www.cellnextelecom.com) through which it informs its shareholders, investors and the market at large of any significant events. Neither the Company's website nor any of its contents form part or is

incorporated into this Prospectus, whether by reference or otherwise, except as otherwise provided herein. The CNMV has not examined nor approved the Company's website nor any of its contents.

In addition, the Group has a code of conduct (the "**Ethics' Code**") approved by the Board of Directors and communicated to all employees. The Group has created a corporate compliance function to improve compliance with the Group's Ethics' Code, implemented through specific regulations for each country and the establishment of whistle-blowing channels and the supervision of oversight and control measures to prevent criminal acts.

The Group has also established an Internal Control over Financial Reporting System ("**ICFRS**") and it has a corporate risk control unit that is responsible for carrying out tests to verify compliance with the policies, manuals and procedures defined for the ICFRS, and for validating the effectiveness of controls in place to mitigate the risks related to these processes.

In relation to the Group's last completed financial year, with respect to members of the administrative, management or supervisory bodies, there are no potential material impacts on the corporate governance, including possible changes in the Board's and Board Committees' composition, already decided by the Board and/or the General Shareholders Meeting.

Share ownership

The table below sets out the Shares directly or indirectly held by members of the Board of Directors and Senior Management as of the date of this Prospectus.

Director	Number of shares	%
Mr. Bertrand Kan	21,028	0.004
Mr. Tobías Martínez Gimeno	133,705	0.027
Ms. Anne Bouverot	4,251	0.001
Mr. Pierre Blayau	2,502	0.001
Mr. Giampaolo Zambeletti	4,500	0.001
Total	**165,986**	**0.034**

Senior Manager	Number of shares	%
Mr. José Manuel Aisa Mancho	31,380	0.006
Mr. Lluís Deulofeu Fuguet	105,644	0.022
Mr. Antoni Brunet Mauri	18,302	0.004
Mr. Alexandre Mestre Molins	29,539	0.006
Mr. Alberto López Prior	9,758	0.002
Mr. José Mª Miralles Prieto	2,707	0.000
Ms. Virginia Navarro Virgós	855	0.000
Mr. Sergio Tórtola Pérez	12,543	0.003
Mr. Òscar Pallarols Brossa	13,392	0.003
Total	**224,120**	**0.046**

As of the date of this Prospectus, no Director or member of the Senior Management has been granted options to purchase Shares, nor is there any other Director or member of the Senior Management holding Shares, directly or indirectly. See "–*Compensation*" for further information on the remuneration policy of the Directors and members of the Senior Management.

Compensation

Compensation of Directors

In accordance with the provisions of the Company's bylaws and the Board of Directors Regulations, the remuneration of the Directors, in their capacity as such, shall consist of a fixed annual amount, which will not exceed the quantity set forth to this end by the remuneration policy approved by the General Shareholders' Meeting, which as of the date of this Prospectus is €2,200 thousand. The remuneration policy for the Directors is approved by the General Shareholders' Meeting at least every three years with a prior proposal from the Board of Directors that is supported by a specific report from the Nominations, Remunerations and Sustainability Committee.

On March 29, 2021 the General Shareholders' Meeting approved the new remuneration policy for the Directors for the years 2021, 2022 and 2023, including the contents required by the Spanish Companies Act, which reaffirms the policy in force in the last years and additionally includes (i) the modification of the maximum total annual remuneration to be paid to all Directors in their capacity as such, and (ii) the modification of the annual fixed and multi-year variable remuneration of the Executive Director. The 2020 annual report on the remuneration of Directors ("**2020 Annual Report on Remuneration of Board Members**") is incorporated by reference to this Prospectus including information on the remuneration policy of the Company for the current financial year, an overall summary of how the remuneration policy was applied during the most-recently closed period, details of the individual remuneration of each of the Directors and other information of interest.

The Nominations, Remunerations and Sustainability Committee is responsible for proposing to the Board of Directors the remuneration of directors for their appointment as such (including the maximum annual amount, which must be approved by the General Shareholders' Meeting). The Board of Directors is responsible for setting the exact amount to be paid within the aforementioned limit and the distribution of that amount among the different directors, taking each director's duties and responsibilities on the Board of Directors and any board committees into account, as well as any other objective circumstances that the Board of Directors deems relevant.

For independent Directors, the Board of Directors and the Nominations, Remunerations and Sustainability Committee shall take all measures within their powers to ensure that the remuneration of the independent Directors reflects their actual dedication and offers incentives for such dedication while not constituting an obstacle to their independence.

Executive Directors will be entitled to receive additional remuneration for the executive functions they perform in accordance with the relevant contract entered into between the Director and the Company. The Board of Directors shall fix the remuneration for the performance of executive duties and the terms and conditions applicable to the contracts entered into by the Company in accordance with the remuneration policy approved by the General Shareholders' Meeting.

The Company has entered into an executives and directors civil liability policy for the Directors, the Executive Director, all directors of the companies of the Group, and senior management, at a cost amounting to €538 thousand as of December 31, 2020.

The table below shows the remuneration paid for the year ended December 31, 2020 to the directors in office during such year in thousands of €.

Name	Fixed remuneration	Per diem allowances	Remuneration for belonging to the Board Committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Compensation	Other items	Total 2020
Mr. Franco Bernabè(*)	250	0	0	0	0	0	0	0	250
Mr. Tobías Martínez Gimeno	111	0	0	1,000	1,335	550	0	0	2,996
Mr. Pierre Blayau	0	0	145	0	0	0	0	0	145
Mr. Leonard Peter Shore	0	0	145	0	0	0	0	0	145
Mr. Giampaolo Zambeletti	0	0	172	0	0	0	0	0	172
Mr. Bertrand Kan	0	0	172	0	0	0	0	0	172
Ms. Concepción del Rivero Bermejo	0	0	145	0	0	0	0	0	145
Ms. María Luisa Guijarro	0	0	145	0	0	0	0	0	145
Ms. Anne Bouverot	0	0	145	0	0	0	0	0	145
Mr. Carlo Bertazzo(*)	0	0	17	0	0	0	0	0	17
Ms. Elisabetta De Bernardi(*)	0	0	70	0	0	0	0	0	70
Mr. Mamoun Jamai(*)	0	0	0	0	0	0	0	0	0
Ms. Alexandra Reich	0	0	0	0	0	0	0	0	0
Mr. Christian Coco	0	0	113	0	0	0	0	0	113
TOTAL									4,515

Name	Fixed remuneration	Per diem allowances	Remuneration for belonging to the Board Committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Compensation	Other items	Total 2020

(*) As of the date of this Prospectus, such individuals are no longer directors of the Company.

Only the Executive Director is the beneficiary of share-based remuneration schemes. For the year ended December 31, 2020, the gross profit from vested shares or financial instruments during the year accrued to the Executive Director amounted to €1,100 thousand. In addition, only the Executive Director is the beneficiary of a defined contribution pension plan, implemented by a collective insurance policy. For the year ended December 31, 2020, the annual contribution to this pension plan was €250 thousand (the amount of accumulated funds was €1,150 thousand). In addition, the Executive Director received €28 thousand as remuneration for other items. Therefore, the total remuneration for the Executive Director for the year ended December 31, 2020 amounted to €4,374 thousand (which includes the items set out in the table above).

In the event of termination of the Executive Director's contract, he is entitled to a termination payment equal to a fixed amount equivalent to two years of his total annual remuneration and, additionally, to a non-compete compensation equal to a fixed amount equivalent to one year of his fixed annual remuneration as consideration of a post-contractual non-compete obligation.

As of December 31, 2020, no member of the Board of Directors has obtained any remuneration for their seat on the boards of other Group companies.

Compensation of Senior Management

Fixed and variable remuneration for the year ended December 31, 2020 for members of Senior Management (not including, for the avoidance of doubt, the Executive Director) amounted to €4,547 thousand and accrued €2,424 thousand, for the achievement of the multi-annual objectives established in all the "Long Term Incentive Plan" that consolidates in December 2020 (assuming 100% of accomplishment). In addition, members of Senior Management received, as other benefits, contributions made to cover pensions and other remuneration in kind in an aggregate amount of €333,7 thousand and €174 thousand, respectively.

The Company has entered into an executives and directors civil liability policy for the Directors, the Executive Director, all directors of the companies of the Group, and senior management, at a cost amounting to €538 thousand as of December 31, 2020.

As of December 31, 2020, no member of the Senior Management has obtained any remuneration for their seat on the boards of other Group companies.

No member of the Senior Management is entitled to receive any benefit upon termination of its employment.

Members of the Senior Management receive annual bonuses based on the achievement of objectives.

Annual variable compensation based on objectives is in a range of between 40% and 75% of base compensation, assuming full achievement of such objectives, which may be increased if the objectives are overachieved by 50%. Other benefits include the right to use a company car and life and medical insurance, among others.

Other remuneration for Directors and Senior Management

The amounts considered by the Group in relation to the Long Term Incentive Plans which were formalized in 2018, 2019 and 2020 with the objective to retain key personnel and incentivize the sustainable creation of value for the shareholders, is based on the variables described below (see Note 19 to the 2020 Audited Consolidated Financial Statements for more information):

Rolling Long-term Incentive Plan (2017-2019)

On April 27, 2017, the Board of Directors approved the 2017-2019 LTIP, and decided to make the Long–term Incentive Plan a rolling plan going forward to further incentivize the retention of the beneficiaries, which included the Executive Director, the Senior Management and some of the Group's key employees (up to a maximum of 50 employees).

The 2017-2019 LTIP was divided into two phases: (i) 2017-2018, and (ii) 2018-2019. Its objectives were as follows:

For phase 2017-2018 of the 2017-2019 LTIP:

- With a weighting of 50%, achieving certain Recurring Leveraged Free Cash Flow per Share (RLFCF per Share) figures according to the market consensus and at constant scope, following a scale of achievement. The scale of

achievement is: 50% if the figure is 5% below the target, 100% if the figure matches the target and 125% if the target is beaten by 5% or more.

- With a weighting of 30%, the accumulated increase in the price of the Shares, compared for these purposes against the accumulated revaluation of a basket of companies comparable to the Company (70%) and of the IBEX 35 (30%), following a scale of achievement. The scale of achievement is from 75% to 125% depending on the share price performance compared to IBEX 35 and certain European and American peers.

- With a weighting of 20%, the achievement of an Adjusted EBITDA according to the market consensus and at constant scope, following a scale of achievement. The scale of achievement is: 50% if the figure is 5% below the target, 100% if the figure matches the target and 125% if the target is beaten by 5% or more.

With regards to this phase 2017-2018, the weighted average degree of fulfilment of the three objectives was 125%. For the first objective, which was related to the RLFCF per Share, the percentage of attainment was 125%, for the second objective, which was related the Share price appreciation, the percentage of attainment was 125%, and for the third objective, which was related to the Adjusted EBITDA, the percentage of attainment was 125%.

For phase 2018-2019 of the 2017-2019 LTIP:

- With a weighting of 50%, achieving certain Recurring Leveraged Free Cash Flow per Share (RLFCF per Share) figures according to the market consensus and a constant scope of consolidation, following a scale of achievement. The scale of achievement is: 50% if the figure is 5% below the target, 100% if the figure matches the target and 125% if the target is beaten by 5% or more.

- With a weighting of 50%, the accumulated increase in the price of the Shares, compared for these purposes against the accumulated revaluation of a basket of companies comparable to the Company (70%) and of the IBEX 35 (30%), following a scale of achievement. The scale of achievement is from 75% to 125% depending on the share price performance compared to IBEX 35 and certain European and American peers.

The achievement of the objectives established in the 2017-2019 LTIP will be assessed by the Nominations, Remunerations and Sustainability Committee at the end of each phase and payment of any accrued amounts, if applicable, will be (i) in relation to the first phase, following approval of the annual consolidated financial statements of the Company as of and for the year ended December 31, 2018 by the General Shareholders' Meeting and (ii) in relation to the second phase, following approval of the annual consolidated financial statements of the Company as of and for the year ended December 31, 2019 by the General Shareholders' Meeting.

For the 2017–2019 LTIP, Senior Management and certain employees must receive a minimum of 30% of their LTIP remuneration in Shares and for the Executive Director and Deputy Executive Director, the minimum amount is 40% of their LTIP remuneration. For the rest of the beneficiaries, this minimum percentages varies depending on the position of the employee. The share based compensation of this LTIP has been grossed up to partially offset the tax impact on the beneficiaries.

The cost of phase 2017–2018 of the 2017-2019 LTIP was €5 million, and the cost of phase 2018–2019 of the 2017-2019 LTIP was €9.9 million, which as of December 31, 2020 has been paid in full.

Rolling Long-term Incentive Plan (2018-2020)

On September 27, 2018 the Board of Directors approved the 2018-2020 LTIP. The beneficiaries include the Executive Director, the Deputy Executive Director, the Senior Management and other key employees (approximately 55 employees). This plan has the same characteristics as the 2017-2019 LTIP.

The amount to be received by the beneficiaries was determined by the degree of fulfilment of two objectives, each with a weight of 50%:

- With a weighting of 50%, attaining a certain RLFCF per Share figure according to the market consensus and the constant scope of consolidation. The scale of achievement is: 50% if the figure is 5% below the target, 100% if the figure matches the target and 150% if the target is beaten by 5% or more; and

- With a weighting of 50%, the Share price increase, calculated using the initial starting price of the period and the average price in the last quarter of 2020, weighted by the volume ("vwap"). The scale of attainment is from 75% to 125% depending on the Share price performance compared to IBEX 35 and certain European and American peers.

The achievement of the objectives established in the 2018-2020 LTIP will be assessed by the Nominations, Remunerations and Sustainability Committee and payment of any accrued amounts, if applicable, will be following approval of the annual

consolidated financial statements of the Company as of and for the year ended December 31, 2020 by the General Shareholders' Meeting.

For the 2018–2020 LTIP, the Executive Director and Deputy Executive Director must receive the minimum amount of 50% of their LTIP remuneration in Shares. The rest of the Senior Management and certain employees must receive the minimum amount of 40% of their LTIP remuneration in Shares. For the rest of the beneficiaries, this minimum percentages varies depending on the position of the employee. The Share based compensation of this LTIP has been grossed up to partially offset the tax impact on the beneficiaries.

As of December 31, 2020, the cost of the 2018-2020 LTIP was €7.3 million, which will be paid once the Group's financial statements corresponding to the 2020 financial year are approved.

Rolling Long-term Incentive Plan (2019-2021)

In November 2018, the Board of Directors approved the 2019-2021 LTIP. The beneficiaries include the Executive Director, the Deputy Executive Director, the Senior Management and other key employees (approximately 57 employees).

The amount to be received by the beneficiaries will be determined by the degree of fulfilment of the Share price increase, calculated using the average price in the three months prior to November 2019 (initial starting price of the period) and the average price in the three months prior to November 2021 (final target price of the period), both weighted by the volume ("**vwap**").

The achievement of the objectives established in the 2019-2021 LTIP will be assessed by the Nominations, Remunerations and Sustainability Committee and payment of any accrued amounts, if applicable, will be following approval of the annual consolidated financial statements of the Group as of and for the year ended December 31, 2021 by the General Shareholders' Meeting.

For the 2019–2021 LTIP, the Executive Director must receive a minimum amount of 30% of their LTIP remuneration in Shares. The rest of the Senior Management must receive a minimum amount of 50% of their LTIP remuneration in Shares. The outstanding 70% or 50% may be paid in options. The rest of the beneficiaries must receive 100% of their LTIP remuneration in Shares. The Share based compensation of this LTIP will be grossed up to partially offset the tax impact on the beneficiaries.

As of December 31, 2020, the estimated cost of the 2019-2021 LTIP was approximately €8.8 million. The cost of the 2019-2021 LTIP assuming full achievement of the Group's objectives was estimated at approximately €11.0 million.

Rolling Long-term Incentive Plan (2020-2022)

In December 2019, the Board of Directors approved the 2020-2022 LTIP. The beneficiaries include the Executive Director, the Deputy Executive Director, the Senior Management and other key employees (approximately 105 employees).

The amount to be received by the beneficiaries will be determined by the degree of fulfilment of the Share price increase, calculated using the average price in the three months prior to December 31, 2019 (initial starting price of the period) and the average price in the three months prior to December 31, 2022 (final target price of the period), both weighted by the vwap.

The achievement of the objectives established in the 2020-2022 LTIP will be assessed by the Nominations, Remunerations and Sustainability Committee and payment of any accrued amounts, if applicable, will be following approval of the annual consolidated financial statements of the Group as of and for the year ended December 31, 2022 by the General Shareholders' Meeting.

For the 2020–2022 LTIP, the Executive Director must receive a minimum amount of 30% of their LTIP remuneration in Shares and the outstanding 70% may be paid in options. The Deputy Executive Director and the rest of the Senior Management must receive a minimum amount of 40% of their LTIP remuneration in Shares and the outstanding 60% may be paid in options. Certain beneficiaries must receive 70% of their LTIP remuneration in Shares and the outstanding 30% may be paid in option while others must receive 100% of their LTIP remuneration in Shares.

As of December 31, 2020, the estimated cost of the 2020-2022 LTIP was approximately €10.2 million.

Pension benefit obligations

The Company outsources the pension obligations to third parties through an insurance policy, which removes the liability from its balance sheet. However, the Group recognizes certain provisions relating to payment obligations that would arise depending on the employees' term of service with the Company. For more information on these defined benefit obligations, see "*Operating and Financial Review— Guarantees provided to third parties, provisions and contingent liabilities*".

Family relationships

There are no family relationships and no “close relatives” (as this term is defined in applicable regulations for related party transactions and, in particular, in Order EHA/3050/2004, of September 15, 2004, on information to be disclosed by listed companies regarding related party transactions) among the Directors, the Directors and other members of the Company’s Senior Management or the members of the Company’s Senior Management.

No convictions and other negative statements

To the best of the Company’s knowledge, none of the Directors or members of the Senior Management have, in the five years preceding the date of this Prospectus: (i) been convicted in relation to fraudulent offenses; (ii) acted as directors of entities affected by bankruptcy, receivership or liquidation; (iii) been publicly incriminated and/or sanctioned by statutory or regulatory authorities (including designated professional bodies); or (iv) been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer of securities or from acting in the management or conduct of the affairs of any issuer.

PRINCIPAL SHAREHOLDERS

As of the date of this Prospectus, the Company's share capital is €121,677,167.25, consisting of 486,708,669 Shares of €0.25 par value each.

The following table sets forth publicly available information with respect to the beneficial ownership of voting rights in the Company as of the date hereof. For a description of certain transactions between the Company and its principal shareholders see "*Related Party Transactions*".

Owner	Total voting rights (%)	
	Direct	Indirect
Edizione S.R.L[(1)]	-	13.025%
GIC Private Limited[(2)]	0.259%	6.730%
Abu Dhabi Investment Authority[(3)]	0.240%	6.730%
Fundacion Bancaria Caixa D' Estalvis i Pensions de Barcelona[(4)]	-	4.774%
Wellington Management Group LLT[(5)]	-	4.275%
Canada Pension Plan Investment Board	5.005%	-
FMR LLC[(6)]	-	3.763%
Blackrock, Inc[(7)]	-	3.403%
Capital Research and Management Company[(8)]	-	3.022%
Norges Bank	3.003%	-
Total (direct and indirect)	54.229%	

(1) Indirectly held through Connect Due S.r.l. ("**ConnecT Due**") wholly-owned by Sintonia, S.p.A. ("**Sintonia**") which in turn is wholly-owned by Edizione. Edizione is a holding company property of the Benetton family.

(2) GIC is a sovereign wealth fund established by the Government of Singapore to manage Singapore's foreign reserves, and holds directly 0.259% of the share capital of Cellnex. In addition, GIC holds 100% of the share capital of GIC Special Investments Private Limited ("**GICSI**"). GICSI provides direction and management to GIC Infra Holdings Private Limited, which in turn holds 100% of the share capital of Lisson Grove Investment Private Limited ("**Lisson**"). Lisson directly holds 6.730% of the share capital of Cellnex. The table sets forth publicly available information. However, by means of a regulatory information notice (*comunicación de información privilegiada*), published on March 26, 2021 (registry number 818), Edizione and Goldman Sachs International announced the sale to GIC of Shares representing approximately 2.5% of the Company's share capital (prior to the Offering).

(3) Abu Dhabi Investment Authority ("**ADIA**") holds directly 0.240% of the share capital of Cellnex. In addition, ADIA holds 100% of the share capital of Silver Holdings, S.A., which in turn holds 100% of the share capital of Infinity Investments, S.A. ("**Infinity**"), which in turn holds 100% of the share capital of Azure Vista C 2020 S.r.l. ("**Azure**"). Azure directly holds 6.730% of the share capital of Cellnex.

(4) Indirectly held through Criteria Caixa, S.A.U.

(5) Indirectly held through Wellington Management Company LLP and various portfolios and funds.

(6) Indirectly held through various portfolios and funds.

(7) Indirectly held through various portfolios and funds.

(8) Indirectly held through various portfolios and funds.

The following table sets forth publicly available information with respect to the beneficial ownership of voting rights in the Company granted by financial instruments as of the date hereof.

Owner	Total voting rights granted by financial instruments (%)
Atlantia, S.p.A.[(1)]	4.734%
Blackrock, Inc[(2)]	0.398%
GIC Private Limited[(3)]	0.042%

(1) Atlantia, S.p.A. holds a right to purchase up to 4.734% of the Company's outstanding Shares, which are currently owned by ConnecT Due (See *"—Shareholders' agreements– Shareholders' agreement entered into between Edizione, Atlantia, Sintonia and ConnecT Due*" in this section).

(2) Indirectly held through various portfolios and funds.

(3) 162,263 shares representing 0.033% of Cellnex's share capital are lent to third parties for an indefinite term with the right to recall at any time.

The amounts and percentages of Shares beneficially owned by each shareholder are reported on the basis of CNMV rules governing the determination of beneficial ownership, and the information is not necessarily indicative of beneficial ownership for other purposes. The Company's capital is represented by a single class of Shares, with the same voting rights. Each Share gives the right to one vote. Consequently, shareholders have no different voting rights. Further details relating to the Shares are set out in "*Description of Capital Stock*".

In addition, as partial consideration for the CK Hutchison Holdings Pending Transaction with regards to the United Kingdom and subject to the Adjustment Events (as defined herein), Hutchison is expected to hold upon closing of the transaction an interest of between approximately 4.4% and 6.2% in Cellnex, assuming that no Adjustment Events occur. Further details are set out in "*Business—Investments and material contracts—CK Hutchison Holdings Transactions*".

As of the date of this Prospectus none of the principal shareholders, whether individually or together, controls the Company.

Shareholders’ agreements

Shareholders’ agreement entered into between Sintonia, Infinity and Raffles

On May 22, 2020, Edizione announced that Sintonia, Infinity and Raffles Infra Holdings Limited (“**Raffles**”) had entered into a framework agreement (the “**Shareholders’ Agreement**”) in relation to the full non-proportional spin-off of ConnecT resulting in the allocation of the shares of Cellnex formerly held by ConnecT to ConnecT Due, Azure and Prisma Holdings S.r.l. (“**Prisma**”). As provided in the Shareholders’ Agreement, the term “Raffles” includes any affiliates of Raffles holding the shares of Cellnex assigned through the spin-off of ConnecT. Following the execution of the Shareholders’ Agreement, Prisma sold its 6.730% stake in the share capital of Cellnex to Lisson, who is the current holder of the stake as of the date of this Prospectus. Each of Raffles, Prisma and Lisson are 100% owned by GIC Infra Holdings Private Limited.

The Shareholders Agreement regulates, among other matters, certain obligations in relation to the initial appointment of their respective proprietary directors in Cellnex following completion of ConnecT’s spin-off in order to allow a proportional representation in the Board of Directors.

On June 10, 2020 Edizione published certain clauses of the Shareholders’ Agreement which qualify as a disclosable shareholder agreement (*pacto parasocial*) under Spanish law. In accordance with the information made public by Edizione, the Shareholders’ Agreement foresees, among other matters:

- Once Raffles informs Infinity and Sintonia of its request to have a person nominated by it appointed as a proprietary director of Cellnex, the obligation of Infinity and Sintonia to formally request, and do their best efforts to cause, any proprietary director of Cellnex nominated by them to, subject to their fiduciary duties as members of the Board of Directors, support the appointment of the person nominated by Raffles as a new director of Cellnex.
- Sintonia’s obligation to cause ConnecT Due to attend, either by being present or by proxy, the shareholders’ meeting of Cellnex where the person nominated by Raffles will be appointed or (if appointed by the Board of Directors as director by co-optation) re-elected as a director of Cellnex and cast its votes for the appointment or re-election, as appropriate, of the person nominated by Raffles as a director of Cellnex, subject to certain conditions.
- Infinity’s obligation, at the request of Raffles and provided that a proprietary director of Raffles has been appointed in accordance with the above, upon the appointment as a proprietary director of Cellnex of the person nominated by Raffles, to formally request, and do its best efforts to cause, its proprietary director to resign from his current position as member of Cellnex’s Nominations, Remunerations and Sustainability Committee on May 9, 2022 and each of Sintonia, ConnecT Due, Infinity and Azure to formally request, and do its best efforts to cause, any proprietary director of Cellnex nominated by them to, subject to their fiduciary duties, support the appointment of the proprietary director nominated by Raffles as a new member of Cellnex’s Nominations, Remunerations and Sustainability Committee.

The above obligations will cease to be effective and applicable as soon as the provisions regarding the appointment of the person nominated by Raffles as new proprietary director of Cellnex (or, as the case may be, his/her ratification and re-election) by the shareholders’ meeting of Cellnex has been complied with or on the date on which the 2021 ordinary General Shareholders’ Meeting of Cellnex is held, whatever occurs first. Ms. Alexandra Reich’s appointment by the Board of Directors by co-optation (*cooptación*), as proprietary director representing GIC, has been ratified and she has been re-elected by the General Shareholders’ Meeting held on March 29, 2021. By way of exception, the provisions described on the last bullet will survive until June 30, 2022.

Shareholders’ agreement entered into between Edizione, Atlantia, Sintonia and ConnecT Due

On July 24, 2018, Edizione announced the subscription of a co-investment agreement in relation to Cellnex between Edizione, Atlantia, Sintonia and ConnecT. Such agreement was amended on July 16, 2020 and, as a consequence of the spin-off referred to in the preceding section, ConnecT Due replaced Connect as a party therein (the agreement, as amended, the “**Co-investment Agreement**”).

In accordance with the information made public to the market, ConnecT Due has irrevocably and unconditionally granted to Atlantia the right to purchase, directly or indirectly, an interest corresponding to 5.98% of the share capital of Cellnex outstanding on the date of exercise of such right by Atlantia, at any time until July 12, 2021 (the “**Investment Option**”).

Moreover, Sintonia has also granted to Atlantia (i) a right of first offer (the “**ROFO**”) and (ii) a right to match (the “**Right to Match**”) in the event that on or before July 12, 2025 Sintonia intends to transfer, in whole or in part, the shares in SPV owned by it, or SPV intends to transfer, in whole or in part, its Shares (the Right to Match and the ROFO, the “**Preferential Rights**”).

According to the Co-investment Agreement, the Preferential Rights are limited to the 10% of the share capital of Cellnex. Moreover, the combined result of Atlantia's exercise of the Preferential Rights and of the Investment Option may not lead to the acquisition of Atlantia of a stake exceeding 10% of the share capital of Cellnex.

Finally, ConnecT Due has also granted to Atlantia a right of first refusal on all or part of the (unexercised) options attributed to ConnecT Due resulting from any future rights issues approved by Cellnex until July 12, 2025 (the "**ROFR**"), whereby ConnecT Due shall notify Atlantia no later than 1 business day from the public announcement relating to such capital increase, informing that (a) Cellnex has resolved upon such capital increase; and (b) the number of option rights attributed to ConnecT Due and which it intends not to exercise (if any). Atlantia may in turn exercise the ROFR by sending a notice no later than two business days from receipt of the prior notice, stating the number of unexercised options it intends to purchase and its unconditional and irrevocable intention to purchase them.

Furthermore, by means of a regulatory information notice (*comunicación de información privilegiada*), published on March 26, 2021 (registry number 818), Edizione and Goldman Sachs International announced the sale by ConnecT Due to Goldman Sachs International of substantially all the Preferential Subscription Rights of the Company to which ConnecT Due expects to be entitled to in relation to the Offering. This sale was made following receipt of Atlantia's decision not to acquire the Preferential Subscription Rights. For additional information, see *"Plan of Distribution– Commitments from shareholders, Directors and members of the Senior Management"*.

RELATED PARTY TRANSACTIONS

The Group has not entered into any agreements or contracts that it believes would merit consideration as related party transactions, except for those arm's length agreements or contracts that are executed in the ordinary course of business. The Group carries out all related party transactions at market value and transfer prices are adequately documented. In particular, transfer pricing is adequately supported by internal documentation.

See Note 24 to the 2020 Audited Consolidated Financial Statements, Note 22 to the 2019 Audited Consolidated Financial Statements and to the 2018 Audited Consolidated Financial Statements for more information on related party transactions for the financial periods covered. The Audit and Risk Management Committee issued a report in relation to the related-party transactions of the Company corresponding to the year ended December 31, 2020, stating that the Company and the companies belonging to the Group did not carry out any transaction with its directors or its related parties (within the meaning of article 231 of the Spanish Companies Act) which, in accordance with the legislation in force during the year or with the provisions of the Company's Board of Directors Regulations, would require the prior authorization by the Board of Directors. Transactions that are significant due to their amount, or relevant due to their subject matter, carried out between the Company or the companies belonging to the Group and the shareholders holding a legally significant stake in the Company or its related parties (within the meaning of article 231 of the Spanish Companies Act) are detailed in the 2020 Annual Corporate Governance Report which is included as an annex within the accompanying consolidated directors' report to the 2020 Audited Consolidated Financial Statements.

Related party transactions with Cellnex significant shareholders

Related party transactions with Atlantia

As of the date of this Prospectus, Edizione holds 13.03% of the Company's share capital through ConnecT Due, wholly-owned by Sintonia which in turn is wholly-owned by Edizione. Sintonia is, in turn, the largest shareholder of Atlantia. As a result, as of the date of this Prospectus, Edizione, together with its group of companies, is considered a party related to the Group.

The Group, through its wholly-owned subsidiary TowerCo, has an agreement with Autostrade per l'Italia S.p.A. by virtue of which the Group can locate certain assets to provide Telecom Infrastructure Services in Italian motorways that are under the concession of Atlantia until 2038. TowerCo, since its incorporation in 2004, has had this agreement with Atlantia, which was then obtained by Cellnex through its acquisition of TowerCo in 2014. Pursuant to the terms of this agreement, the consideration for such location amounts to an annual fee of approximately €4 million. The consideration paid by TowerCo as of December 31, 2020 amounted to approximately €3.9 million.

Related party transactions with Abertis

In July 12, 2018, Abertis sold 29.9% of the Company's share capital, no longer being a party related to the Group. However, as explained above, Sintonia is a subholding company wholly-owned by Edizione and, in turn, Sintonia is the largest shareholder of Atlantia. Separately, Atlantia controls Abertis. As a result, as of December 31, 2020, Abertis, together with its group of companies, is still being considered a related party to the Group. In accordance with disclosure requirements, the transactions carried out by the Group with Abertis and its subsidiaries during the years ended December 31, 2020, December 31, 2019 and December 31, 2018 are detailed below.

The Group entered into several agreements with Abertis for the provision by them of several services, with the following having been signed during 2015 and up to the date of this Prospectus:

- The sublease agreement entered into among Abertis (acting as lessor) and Cellnex, Retevisión, Tradia and On Tower Spain (acting as lessees) dated March 30, 2015 and effective since January 1, 2015, under which Abertis subleased to the Group the corporate offices located at Paseo de Castellana 39, Madrid and the supplies associated therewith. This agreement has been terminated.
- Cellnex entered into an agreement with Hispasat, S.A., whereby the latter provides capacity lease services for certain satellite transponders over the entire life of the transponders, which the parties amended in July 2020. The Group allocates the leased capacity essentially to the distribution service via satellite for terrestrial television and radio broadcasting. As of December 31, 2019, restated and December 31, 2018 the services received by Cellnex in relation to this contract amounted to €10 million and €5 million, respectively. As a result of the change of control described below, these figures correspond to the services provided by Hispasat until the date of such change of control.
- Cellnex also entered into an agreement with Abertis Autopistas España, S.A. on November 19, 2015 being effective since August 31, 2015 whereby Cellnex re-invoices the expenses related to the lease of the offices located in Barcelona, Av. Parc Logistic, 12-20, which is shared by Cellnex and Autopistas España, S.A. as tenants.

The contract has an estimated term until December 31, 2021 being the term the same as the one of the lease agreement with the owner's offices.

During the second half of 2019, there was a change of control in Hispasat whereby Abertis (a related party of Cellnex) no longer exercises control over Hispasat. In this regard, as of December 31, 2020 and as of December 31, 2019, Hispasat no longer has the status of a related company of Cellnex.

Related party transactions with senior managers and directors

During the period from 2018 to December 31, 2020 and up to the date of this Prospectus, the Group has not entered into any arrangements with the Group's senior managers or Directors other than in relation to any compensation or benefits paid to them, including pursuant to any of the Group's compensation plans. See "*Management and Board of Directors—Compensation*".

MARKET INFORMATION

Except for the New Shares, the Shares are currently admitted to trading on the Spanish Stock Exchanges and are quoted through the AQS (*Sistema de Interconexión Bursátil*, *SIB* or *Mercado Continuo*). The Company will apply to list the New Shares on the Spanish Stock Exchanges and to have the New Shares quoted through the AQS.

In 2020, the highest closing share price of the Shares was €60.78 and the lowest closing share price was €35.49. On March 29, 2021, the trading day of the approval of the capital increase by the Board of Directors, the closing price of the Shares on the AQS was €46.68.

Automated quotation system

The AQS links the four Spanish Stock Exchanges, providing those securities listed on it with a uniform continuous market that eliminates certain of the differences between the local exchanges. The principal feature of the system is the computerized matching of bid and offer orders at the time of entry of the relevant order. Each order is executed as soon as a matching order is entered, but can be modified or cancelled until it is executed. The activity of the market can be continuously monitored by investors and brokers. The AQS is operated and regulated by Sociedad de Bolsas, S.A. ("**Sociedad de Bolsas**"). All trades on the AQS must be placed through a brokerage firm, a dealer firm or a credit entity that is a member of a Spanish Stock Exchange.

In a pre-opening session held from 8:30 a.m. to 9:00 a.m. (CET) each trading day, an opening price is established for each security traded on the AQS based on a real time auction in which orders can be entered, modified or cancelled but not executed. During this pre-opening session, the system continuously displays the price at which orders would be executed if trading were to begin at that moment. Market participants only receive information relating to the auction price (if applicable) and trading volume permitted at the current bid and offer price. If an auction price does not exist, the best bid and offer price and associated volumes are shown. The auction terminates with a random period of 30 seconds in which share allocation takes place. Until the allocation process has finished, orders cannot be entered, modified or cancelled. In exceptional circumstances (including the inclusion of new securities on the AQS) and after giving notice to the CNMV, Sociedad de Bolsas may establish an opening price without regard to the reference price (the previous trading day's closing price), alter the price range for permitted orders with respect to the reference price or modify the reference price.

The computerized trading hours are from 9:00 a.m. to 5:30 p.m. (CET). During the trading session, the trading price of a security is permitted to vary up to a maximum so called "static" range of the reference price, provided that the trading price for each trade of such security is not permitted to vary in excess of a maximum so called "dynamic" range with respect to the trading price of the immediately preceding trade of the same security. If, during the trading session, there are matching bid and offer orders for a security within the computerized system which exceed any of the above "static" and/or "dynamic" ranges, trading on the security is automatically suspended and a new auction is held where a new reference price is set, and the "static" and "dynamic" ranges will apply over such new reference price. The "static" and "dynamic" ranges applicable to each particular security are set up and reviewed periodically by Sociedad de Bolsas. From 5:30 p.m. to 5:35 p.m. (CET), known as the closing auction, orders can be entered, modified and cancelled, but no trades can be made.

Information with respect to the computerized trades which take place between 9:00 a.m. CET and 5:30 p.m. CET is made public immediately, and information with respect to trades which occur outside the computerized matching system is reported to the Sociedad de Bolsas by the end of the trading day and is also published in the Stock Exchange Official Gazette (*Boletín de Cotización*) and on the computer system by the beginning of the next trading day.

Clearance and settlement system

The Spanish clearing, settlement and recording system was adapted by Act 11/2015, of June 18, 2015, on the recovery and resolution of credit institutions and investment firms (*Ley 11/2015, de 18 de junio, sobre recuperación y resolución de entidades de crédito y empresas de servicios de inversión*) and Royal Decree 878/2015, of October 2, 2015 (*Real Decreto 878/2015, de 2 de octubre, sobre compensación, liquidación y registro de valores negociables representados mediante anotaciones en cuenta, sobre el régimen jurídico de los depositarios centrales de valores y de las entidades de contrapartida central y sobre requisitos de transparencia de los emisores de valores admitidos a negociación en un mercado secundario oficial*) to the provisions set forth in Regulation (EU) No 909/2014 of the European Parliament and of the Council of July 23, 2014, on improving securities settlement in the EU and on central securities depositories, amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012. Following the implementation of this reform, in the Spanish clearing, settlement and registry procedures of securities transactions allows the connection of the post-trading Spanish systems to the European system Target 2 Securities.

Additionally, as of April 27, 2016, transactions carried out for equity securities on the AQS are cleared through BME Clearing, S.A., as central clearing counterparty (CCP), and settled and recorded through Iberclear, as central securities depository. Shares of listed Spanish companies are represented in book-entry form. Iberclear and its participant entities

are responsible for keeping records in book-entry form (*anotaciones en cuenta*). The recording system is a 2-tier level registry: the keeping of the central record corresponds to Iberclear and the keeping of the detail records corresponds to the participant entities in Iberclear.

Only participant entities of Iberclear are entitled to use it, and access to become a participant entity is restricted to authorized members of the Spanish Stock Exchanges, the Bank of Spain (when an agreement, approved by the Ministry of Economic Affairs and Digital Transformation, is reached with Iberclear) and, with the approval of the CNMV, other brokers not members of the Spanish Stock Exchanges, banks, savings banks and foreign settlement and clearing systems. Iberclear is owned by *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros. S.A.* (Spanish Exchanges and Markets, Holding Company of Markets and Financial Systems), a holding company which holds a 100% interest in each of the Spanish official secondary markets and settlement systems.

Iberclear manages the central registry, which reflects (i) one or several proprietary accounts which shows the balances of the participant entities' proprietary accounts; (ii) one or several general third-party accounts that shows the overall balances that the participant entities hold for third parties; (iii) individual accounts opened in the name of the owner, either individual or legal person; and (iv) individual special accounts of financial intermediaries which use the optional procedure of settlement of orders. Each participant entity maintains the detail records of the owners of such shares.

As a result of the above, Spanish law shall consider the owner of the shares to be:

- the participant entity appearing in the records of Iberclear as holding the relevant shares in its own name;
- the investor appearing in the records of the participant entity as holding the shares; or
- the investor appearing in the records of Iberclear as holding shares in a segregated individual account.

Obtaining legal title to shares of a company listed on a Spanish Stock Exchange requires the participation of a Spanish official stockbroker, broker-dealer or other entity authorized under Spanish law to record the transfer of shares. To evidence title to shares, at the owner's request the relevant participant entity must issue a certificate of ownership. If the owner is a participant entity, Iberclear is in charge of the issuance of the certificate with respect to the shares held in the participant entity's name.

BME Clearing is the CCP in charge of the clearing of transactions closed on the Spanish Stock Exchanges. BME Clearing interposes itself on its own account as seller in every stock purchase and as buyer in every stock sale. It calculates buy and sell positions vis-à-vis the participants designated in such buy or sell instructions. The CCP then generates and sends to Iberclear the relevant settlement instructions. The settlement and registration platform managed by Iberclear (operating under the trade name of ARCO), receives the settlement instructions from BME Clearing and forward them to the relevant Iberclear participant entities involved in each transaction. ARCO operates under a "T+2 Settlement Standard", by which any transactions must be settled within two AQS trading days following the date on which the relevant transaction was completed.

Euroclear and Clearstream

Shares deposited with depositories for Euroclear Bank, SA/NV, as operator of the Euroclear System ("**Euroclear**"), and Clearstream Banking, société anonyme ("**Clearstream**") and credited to the respective securities clearance account of purchasers in Euroclear or Clearstream against payment to Euroclear or Clearstream will be held in accordance with the Terms and Conditions Governing Use of Euroclear and Clearstream, the operating procedures of the Euroclear System, as amended from time to time, the Management Regulations of Clearstream and the Instructions to Participants of Clearstream as amended from time to time, as applicable. Persons on whose behalf accounts at Euroclear or Clearstream are maintained and to which shares have been credited ("investors") shall have the right to receive the number of shares equal to the number of shares so credited, upon compliance with the foregoing regulations and procedures of Euroclear or Clearstream.

With respect to the shares that are deposited with depositories for Euroclear or Clearstream, such shares will be initially recorded in the name of Euroclear or one of its nominees or in the name of Clearstream or one of its nominees, as the case may be. Thereafter, investors may withdraw shares credited to their respective accounts if they wish to do so, upon payment of the applicable fees described below, if any, and upon obtaining the relevant recording in the book-entry registries kept by the members of Iberclear.

Under Spanish law, only the record holder of the shares according to the registry kept by Iberclear is entitled to receive dividends and other distributions and to exercise voting, pre-emptive and other rights in respect of such shares. Euroclear or its nominee or Clearstream or its nominee will be the sole record holder of the shares that are deposited with the depositories for Euroclear and Clearstream, respectively, until such time as investors exercise their rights to withdraw such shares and cause them to obtain the recording of the investor's ownership of the shares in the book-entry registries kept by the members of Iberclear.

Cash dividends or cash distributions, as well as stock dividends or other distributions of securities, received in respect of the shares that are deposited with the depositories for Euroclear and Clearstream will be credited to the cash accounts maintained on behalf of the investors at Euroclear and Clearstream, as the case may be, after deduction for applicable withholding taxes, in accordance with the applicable regulations and procedures of Euroclear and Clearstream. See "*Taxation*".

Each of Euroclear and Clearstream will endeavor to inform investors of any significant events of which they have notice affecting the shares recorded in the name of Euroclear or its nominees and Clearstream or its nominees and requiring action to be taken by investors. Each of Euroclear and Clearstream may, at its discretion, take such action as it shall deem appropriate in order to assist investors to direct the exercise of voting rights in respect of the shares. Such actions may include (i) acceptance of instructions from investors to execute or to arrange for the execution of, proxies, powers of attorney or other similar certificates for delivery to the Company, or the Company's agent or (ii) voting of such shares by Euroclear or its nominees and Clearstream or its nominees in accordance with the instructions of investors.

If the Company offer or cause to be offered to Euroclear or its nominees and Clearstream or its nominees, as the record holders of the shares that are deposited with the depositories for Euroclear and Clearstream, respectively, any rights to subscribe for additional shares or rights of any other nature, each of Euroclear and Clearstream will endeavor to inform investors of the terms of any such rights issue of which it has notice in accordance with the provisions of its regulations and procedures referred to above. Such rights will be exercised, insofar as practicable and permitted by applicable law, according to written instructions received from investors, or such rights may be sold and, in such event, the net proceeds will be credited to the cash account maintained on behalf of the investor with Euroclear or Clearstream.

Tender offers

Tender offers are governed in Spain by the Securities Market Act and Royal Decree 1066/2007, of July 27 (the "**Regulations**"), which have implemented Directive 2004/25/EC of the European Parliament and of the European Council of April 21, 2004.

Tender offers in Spain may qualify as either mandatory or voluntary offers.

Mandatory public tender offers must be launched for all the shares of the target company or other securities that might directly or indirectly give the right to subscription thereto or acquisition thereof (including convertible and exchangeable bonds) at an equitable price when any person acquires control of a Spanish listed company, whether such control is obtained:

- by means of the acquisition of shares or other securities that directly or indirectly give voting rights in such company;
- through agreements with shareholders or other holders of said securities; or
- as a result of other situations of equivalent nature as provided in the Regulations (i.e. indirect control acquired through mergers, share capital decreases, target's treasury stock variations or securities exchange or conversion, etc.).

A person is deemed to have obtained the control of a target company, individually or jointly with concerted parties, whenever:

- it acquires directly or indirectly a percentage of voting rights equal to or greater than 30%; or
- it has acquired a percentage of less than 30% of the voting rights and appoints, in the 24 months following the date of acquisition of said percentage, a number of directors that, together with those already appointed, if any, represent more than one half of the members of the target company's board of directors. The Regulations also set forth certain situations where directors are deemed to have been appointed by the bidder or persons acting in concert therewith unless evidence to the contrary is provided.

Notwithstanding the above, Spanish regulations establish certain exceptional situations where control is obtained but no mandatory tender offer is required, including, among others, subject to the CNMV's approval:

- acquisitions or other transactions resulting from the conversion or capitalization of credit rights into shares of listed companies the financial feasibility of which is subject to serious and imminent danger, even if the company is not undergoing bankruptcy proceedings, provided that such transactions are intended to ensure the company's financial recovery in the long-term; or
- in the event of a merger, provided that those acquiring control did not vote in favor of the merger at the relevant general shareholders' meeting of the offeree company and provided also that it can be shown that the primary purpose of the transaction is not the takeover but an industrial or corporate purpose; and

- when control has been obtained after a voluntary bid for all of the securities, if either the bid has been made at an equitable price or has been accepted by holders of securities representing at least 50% of the voting rights to which the bid was directed.

For the purposes of calculating the percentages of voting rights acquired, the Regulations establish the following rules:

- percentages of voting rights corresponding to (i) companies belonging to the same group of the bidder; (ii) members of the board of directors of the bidder or of companies of its group; (iii) persons acting in concert with or for the account of the bidder; (iv) voting rights which may be exercised freely and over an extended period by the bidder under proxy granted by the actual holders or owners of such rights, in the absence of their specific instructions with respect thereto; and (v) shares held by a nominee, such nominee being understood as a third-party whom the bidder totally or partially covers against the risks inherent in acquisitions or transfers of the shares or the possession thereof, will be deemed to be held by the bidder (including the voting rights attaching to shares that constitute the underlying asset or the subject matter of financial contracts or swaps when such contracts or swaps cover, in whole or in part, against the risks inherent in ownership of the securities and have, as a result, an effect similar to that of holding shares through a nominee);

- both the voting rights arising from the ownership of shares and those enjoyed under a usufruct or pledge or under any other title of a contractual nature will be counted towards establishing the number of voting rights held;

- the percentage of voting rights shall be calculated based on the entire number of shares carrying voting rights, even if the exercise of such rights has been suspended; treasury shares held directly or indirectly by the target company as per the information available on the date of calculation of the percentage of voting rights shall be excluded; and non-voting shares shall be taken into consideration only when they carry voting rights pursuant to applicable law; and

- acquisitions of securities or other financial instruments giving the right to the subscription, conversion, exchange or acquisition of shares which carry voting rights will not result in the obligation to launch a tender offer until such subscription, conversion, exchange or acquisition occurs.

Notwithstanding the foregoing, upon the terms established in the Regulations, the CNMV will conditionally dispense the person who, directly or indirectly, has acquired a percentage of voting rights equal to, or greater than, 30% from the obligation to launch a mandatory bid when another person or entity not concerted with the potential bidder directly or indirectly holds an equal or greater voting percentage in the target company.

The price of the mandatory tender offer is deemed equitable when it is at least equal to the highest price paid or agreed to be paid by the bidder or by any person acting in concert therewith for the same securities during the 12 months prior to the announcement of the tender offer. When the mandatory tender offer must be made without the bidder having previously acquired the shares over the above—mentioned 12—month period, the equitable price shall not be less than the price calculated in accordance with other rules set forth in the regulations. In any case, the CNMV may change the price so calculated in certain circumstances (extraordinary events affecting the price, evidence of market manipulation, etc.).

Mandatory offers must be launched as soon as possible and at any event within one month from the acquisition of the control of the target company.

Voluntary tender offers may be launched when a mandatory offer is not required. Voluntary offers are subject to the same rules established for mandatory offers except for the following:

- they might be subject to certain conditions (such as amendments to the bylaws or adoption of certain resolutions by the general shareholders' meeting of the target company, acceptance of the offer by a minimum number of securities, approval of the offer by the general shareholders' meeting of the bidder; and any other condition deemed by the CNMV to be in accordance with law), provided that such conditions can be met and this fact may be verified before the end of the acceptance period of the offer; and

- they must not be launched at an equitable price.

Notwithstanding the foregoing, by way of exception, the price in a voluntary tender offer must be the higher of (i) the equitable price and (ii) the price resulting from an independent valuation report, and must at least consist of cash as an alternative if certain circumstances have occurred during the two years prior to the announcement of the offer (basically, the trading price for the shares being affected by price manipulation practices, market or share prices being affected by natural disasters, force majeure, or other exceptional events, or the target company being subject to expropriation or confiscation resulting in significant impairment of the target company's real value).

The Regulations set forth further provisions, including:

- the board of directors of the target company will be exempt from the prohibition to carry out defensive actions against a foreign bidder provided the latter's board of directors is not subject to equivalent passivity rules and subject to prior approval by the company's general meeting of shareholders within the 18-month period before the date of the public announcement of the tender offer;
- defensive measures included in a listed company's bylaws and transfer and voting restrictions included in agreements among a listed company's shareholders will remain in place whenever the company is the target of a tender offer, unless the shareholders resolve otherwise (in which case any shareholders whose rights are diluted or otherwise adversely affected will be entitled to compensation at the target company's expense); and
- squeeze out and sell out rights will apply provided that following a mandatory tender offer (or as a result of a voluntary offer for all the target's share capital) the bidder holds securities representing at least 90% of the target company's voting capital and the tender offer has been accepted by the holders of securities representing at least 90% of the voting rights over which the offer was launched.

DESCRIPTION OF CAPITAL STOCK

The following summary provides information concerning the Company's share capital and briefly describes certain significant provisions of the Company's bylaws (*estatutos sociales*) and Spanish corporate law, including the restated text of the Spanish Companies Act, Spanish Act 3/2009 on Structural Amendments of Private Companies (*Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles*), the restated text of the Securities Market Act and Royal Decree 878/2015, dated October 2, 2015, on clearing, settlement and registry of negotiable securities in book-entry form, and transparency requirements for issuers of securities admitted to trading on an official secondary market.

This summary does not purport to be complete and is qualified in its entirety by reference to the Company's bylaws, the Spanish Companies Act and other applicable laws and regulations. Copies of the Company's bylaws are available (in Spanish with an English translation for information purposes) at the Company's principal headquarters and on the Company's website (https://www.cellnextelecom.com/relacion-con-inversores/estatutos-sociales/). Neither the Company's website nor any of its contents forms part of or is incorporated into this Prospectus, whether by reference or otherwise, except as otherwise provided herein. The CNMV has not examined nor approved the Company's website nor any of its contents.

General

The Company's corporate purpose includes the establishment and operation of any type of communications infrastructures and/or networks, as well as the provision, management, marketing and distribution, for itself and for third parties, of all manner of services based on or through said infrastructures and networks; and the planning, technical support, processing, organization, coordination, management, maintenance and upkeep of the aforementioned installations and services, under any of the contractual forms permitted by law, particularly through administrative contracting. The aforementioned activities may be conducted by the Company either directly or indirectly, through shareholdings or equity interests in companies of a similar nature, or by means of any other forms admitted by law.

As of the date of this Prospectus, the Company's issued share capital amounts to €121,677,167.25, divided into a single series of 486,708,669 Shares, with a par value of €0.25 each. As of the date hereof, the Company holds 92,062 treasury Shares, which represent 0.02% of the Company's share capital. As of December 31, 2020 the net asset value per Share amounted to €18.4 per Share.

On March 25, 2019 the share capital was increased by €16,747,453.25, by means of the issuance of 66,989,813 new Shares with a nominal value of €0.25 each. On November 5, 2019 the share capital was again increased by €21,663,369, by means of the issuance of 86,653,476 new Shares with a nominal value of €0.25 each. On August 17, 2020 the share capital was again increased by €25,345,535, by means of the issuance of 101,382,140 new Shares with a nominal value of €0.25 each.

The Shares have been allocated by the Spanish National Agency for the Codification of Securities (*Agencia Nacional de Codificación de Valores Mobiliarios*), an entity dependent upon the CNMV, the ISIN code ES0105066007. All of the Shares are fully subscribed and paid-up. Non-residents of Spain may hold Shares and vote, subject to the restrictions described under "*Restrictions on Foreign Investment*".

The Shares are represented by book-entries, the entity responsible for maintaining the corresponding accounting records being Iberclear, with registered office at Plaza de la Lealtad, 1, 28014 Madrid, Spain.

Pre-emptive rights and increases of share capital

Pursuant to the Spanish Companies Act and the Company's bylaws, shareholders have pre-emptive rights to subscribe for any new Shares issued against monetary contributions and for any new bonds convertible into shares. Such pre-emptive rights may be excluded when so required by the corporate interest under special circumstances by a resolution passed at a general shareholders' meeting or by the board of directors (when the company is listed and the general shareholders' meeting delegates to the board of directors the right to increase the capital stock or issue convertible bonds and exclude pre-emptive rights), in accordance with Articles 308, 417, 504, 505, 506 and 511 of the Spanish Companies Act.

The General Shareholders' Meeting passed a resolution on March 29, 2021 authorizing the Board of Directors, in accordance with Article 297.1.b) of the Spanish Companies Act, to increase its share capital without previously convening the General Shareholders' Meeting by up to half of the Company's share capital as of the date of the resolution (i.e. €60,838,583.625 nominal value). This authorization included the power to exclude the preferential subscription rights to the shareholders, with respect to a share capital increase of up to 10% of the Company's share capital at the time of the resolution. The Board of Directors may exercise this authorization within five years, on one or more occasions and at any time, and subject to any conditions that it may deem appropriate. The New Shares will be issued pursuant to a share capital increase in exercise of the above authorization, for an amount of €48,154,763.75 in nominal value. Therefore, €12,683,819.875 of the above authorization will be outstanding, assuming the complete subscription of the New Shares. In addition, the General Shareholders' Meeting on March 29, 2021, passed a resolution approving a share capital increase by means of an in-kind contribution and the delegation of its execution to the Board of Directors, in accordance with

Article 297.1.a) of the Spanish Companies Act, for the payment of a portion of the consideration for the CK Hutchison Holdings Pending Transaction in respect of the United Kingdom which is expected to be settled through the issuance to Hutchison of new shares in Cellnex. Shareholders will not have preferential subscription rights in connection with such issuance, as it is a capital increase by means of in-kind contributions, pursuant to Article 304 of the Spanish Companies Act.

Also, holders of Shares have the right of free allotment recognized in the Spanish Companies Act in the event of capital increase against reserves.

Furthermore, the pre-emptive rights, in any event, will not be available in an increase in share capital against non-cash contribution, by means of capitalization of credit rights, or to honor the conversion into Shares of convertible bonds or in a merger in which Shares are issued as consideration. Pre-emptive rights are transferable, may be traded on the AQS and may be of value to existing shareholders because new Shares may be offered for subscription at prices lower than prevailing market prices.

As of the date of this Prospectus, Cellnex has issued Convertible Bonds for an amount of €3,150 million, with an underlying number of Shares equivalent to approximately 12% of the Company's share capital. Any conversion at the discretion of the holders of such Convertible Bonds in the future would dilute the stake of the Company's shareholders in Cellnex's share capital at the time of the conversion. See "*Operating and Financial Review—Liquidity and capital resources–Borrowings*".

Shareholders' meetings and voting rights

Pursuant to the Company's bylaws, rules of the General Shareholders' Meeting (the "**General Shareholders Meeting Regulations**") and Spanish corporate law, the annual ordinary General Shareholders' Meeting shall be held during the first six months of each financial year on a date fixed by the Board of Directors.

Extraordinary General Shareholders' Meetings may be called by the Board of Directors whenever the Board of Directors deems it appropriate or at the request of shareholders representing at least 3% of the Company's share capital. Notices of all General Shareholders' Meetings shall be published in the Commercial Registry's Official Gazette (*Boletín Oficial del Registro Mercantil*) or in a local newspaper of wide circulation in the province where the Company is domiciled (currently Madrid, Spain) and on the Company's website and the CNMV website. General Shareholders' Meeting must generally be called at least one month before the date on which such meeting is to be held. Exceptionally, under the Spanish Companies Act, when the Company provides all shareholders with electronic vote, an extraordinary General Shareholders' Meeting may be called 15 days before the date on which the meeting is to be held.

Action is taken at the ordinary General Shareholders' Meetings on the following matters (i) the approval of the management of the Company by the Directors during the previous financial year, (ii) the approval of the financial statements from the previous financial year, and (iii) the application of the previous financial year's income or loss. All other matters can be considered at either an extraordinary General Shareholders' Meeting or at an ordinary General Shareholders' Meeting if the matter is within the authority of the meeting and is included on the agenda (with certain exceptional items which do not need to be included on the agenda to be validly passed, like the dismissal of a Director or the decision to bring the liability action against the Directors). Liability actions against the Directors shall be brought by the Company pursuant to a General Shareholders' Meeting decision, which may be adopted at the request of any shareholder even where not included on the agenda. The bylaws cannot require qualified majority for the adoption of such resolution. The decision to bring an action or reach a settlement shall entail the removal of the relevant directors. The approval of the financial statements shall not preclude action for liability nor constitute a waiver of the action agreed or brought.

According to the Spanish Companies Act —and in addition to the matters referred to in the previous paragraph and any other matters as provided by law, the Company's bylaws or the General Shareholders' Meeting Regulations—, the following matters fall within the authority of the General Shareholders' Meeting: (a) the appointment and removal of Directors, the Company's liquidators and the Company's auditors, as well as the exercise of corporate action for liability against any of them; (b) the amendment of the Company's bylaws; (c) the increase or reduction of the share capital —or granting authority to the Board of Directors to increase the share capital—; (d) the exclusion or limitation of shareholders' preferential subscription rights —or granting authority to the Board of Directors to exclude or limit such rights —; (e) the transformation, merger, spin-off or globally assign the Company's assets and liabilities, moving the Company's registered offices abroad; (f) the dissolution of the Company and the approval of transactions that have the effect of winding up the Company; (g) the approval of the final winding up balance sheet; (h) the acquisition, disposal or transfer of core assets to another company; (i) the transfer of core activities previously carried out by the Company to its subsidiaries, even if the Company retains full control of the activities; and (j) the approval of the Directors' remuneration policy on the terms provided by the law.

Also, the General Shareholders' Meeting shall vote separately on substantially independent matters. Even if included in the same item on the agenda, the following shall be voted separately: (i) the appointment, re-election, ratification or

separation of Directors; (ii) the advisory vote on the annual report on Directors' remuneration; and (iii) in resolutions to amend the bylaws, each substantially independent article or group of articles.

Each Share entitles the holder to one vote and there is no limit as to the maximum number of voting rights that may be held by each shareholder or by companies of the same group. Any shareholder having the right to attend a General Shareholders' Meeting may also be represented by a proxy. Proxies must be granted in writing or in electronic form acceptable under the internal regulations of the Company and are valid for a single General Shareholders' Meeting. Proxies may be given to any person and may be revoked, either expressly or by attendance by the shareholder at the meeting. Proxy holders will be required to disclose any conflict of interest prior to their appointment. In the event a conflict of interest arises after the proxy holder's appointment, such conflict of interest must be immediately disclosed to the relevant shareholder. In both cases, the proxy holder shall not exercise the shareholder's rights unless the latter has given specific voting instructions for each resolution in respect of which the proxy holder is to vote on behalf of the shareholder. A person acting as a proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented. Where a proxy holder holds proxies from several shareholders, he/she will be able to cast votes for a shareholder differently from votes cast for another shareholder.

Shareholders holding 100 or more Shares who are duly registered in the book-entry records maintained by Iberclear and its member entities at least five days prior to the day on which a General Shareholders' Meeting is scheduled may, in the manner provided in the notice for such meeting, attend and vote at such meeting.

The Spanish Companies Act provide that, on the first call of an ordinary or extraordinary General Shareholders' Meeting, the presence in person or by proxy of shareholders representing at least 25% of the Company's voting capital will constitute a quorum. If on the first call a quorum is not present, the meeting can be reconvened by a second call, which according to Spanish corporate law requires no quorum. Resolutions are passed by simple majority of the votes cast, which implies having more votes in favor than against.

However, a resolution in a General Shareholders' Meeting to increase or decrease the Company's share capital, issue bonds, suppress or limit the pre-emptive subscription right over newly issued Shares, transform, merge, spin-off, globally assign the Company's assets and liabilities, transfer the Company's registered address abroad or otherwise modify the Company's bylaws, requires on first call the presence in person or by proxy of shareholders representing at least 50% of the Company's voting capital and on second call the presence in person or by proxy of shareholders representing at least 25% of the Company's voting capital. On first call, resolutions shall be adopted by absolute majority. On second call, and in the event that less than 50% of the Company's voting capital is represented in person or by proxy, such resolutions may only be passed upon the vote of shareholders representing 2/3 of the Company's capital present or represented at such meeting.

The interval between the first and the second call for a General Shareholders' Meeting must be at least 24 hours.

Voting on the resolutions included in the agenda of a General Shareholders' Meeting may be exercised by shareholders by post or electronic means received by the Company prior to the General Shareholders' Meeting, and provided that the identity of the shareholder who exercises his right to vote is duly verified and the formalities determined by the Board of Directors through resolution and subsequent notification in the call announcement of the General Shareholders' Meeting are complied with. In such resolution, the Board of Directors will define the applicable conditions to the voting via electronic means in order to ensure the proper identification of the shareholder or its representative.

Due to the Coronavirus Pandemic, Royal Decree-Law 34/2020 of 17 November, on urgent measures to support business solvency and the energy sector, and on tax matters ("**Royal Decree-Law 34/2020**") provides that, during 2021, shareholders can attend general shareholders' meetings and vote remotely, even if such possibility is not contemplated in the company's bylaws and the general shareholders' meeting regulations. Royal Decree-Law 34/2020 also provides that general shareholders' meetings may be held anywhere in Spain. In addition, Royal Decree-Law 5/2021 of March 12 on extraordinary measures to support business solvency in response to the Coronavirus Pandemic ("**Royal Decree-Law 5/2021**"), amending Royal Decree-Law 34/2020, provides that during 2021, general shareholders' meetings can be held exclusively remotely, without physical attendance of shareholders or proxies, provided that it is accompanied by reasonable guarantees to ensure the identity of the person exercising their voting rights and that the possibility of participating in the meeting is offered in each and every one of the following ways: (i) remote attendance; (ii) proxy conferred remotely to the chairperson of the general shareholders' meeting; and (iii) prior remote voting; as well as the possibility that directors may attend the meeting, which shall be deemed to be held at the registered office regardless of where the Chairperson of the General Meeting is located, by audio or video conference. In addition, the CNMV and the Association of Registrars issued a joint public communication on March 18, 2021, which sets forth that Royal Decree-Law 8/2020 of 17 March on urgent extraordinary measures to address the social and economic impact of the Coronavirus Pandemic will be applicable to Spanish companies which securities are admitted to trading on a regulated EU market, where Spanish companies have convened a general shareholders' meeting including the possibility of being held exclusively remotely depending on the evolution of the Coronavirus Pandemic, said possibility must be specified by means of a supplementary announcement at least five days before the date set for the general shareholders' meeting.

Under Spanish law, shareholders who voluntarily aggregate their Shares so that the capital stock aggregated is equal to or greater than the result of dividing the total capital stock by the number of Directors have the right, provided there are vacancies on the Board of Directors, to appoint a corresponding proportion of the members of the Board of Directors (disregarding fractions). Shareholders who exercise this right (in person or by proxy) may not vote on the appointment of other Directors.

A resolution passed at a General Shareholders' Meeting is binding on all shareholders, although a resolution which is (i) contrary to law or the Company's bylaws or the General Shareholders' Meeting Regulations, or (ii) prejudicial to the interest of the Company and beneficial to one or more shareholders or third parties, may be contested. Damage to company's interest is also caused when the resolution, without causing damage to corporate assets, is imposed in an abusive manner by the majority. An agreement is understood to have been imposed in an abusive manner when, rather than responding reasonably to a corporate need, the majority adopts the resolution in their own interests and to the unjustifiable detriment of the other shareholders. In the case of listed companies, the required fraction of the company's share capital needed to be able to contest is 0.1%. The right to contest would apply to those who were shareholders at the time when the resolution was taken, directors and interested third parties. In the event of resolutions contrary to public order, the right to contest would apply to any shareholders (even if they acquired such condition after the resolution was taken), and any director or third-party.

In certain circumstances (such as change or significant amendment of the corporate purpose, transformation or transfer of registered address abroad), the Spanish Companies Act gives dissenting or absent shareholders (including non–voting shareholders) the right to withdraw from the company. If this right were exercised, the company would be obliged to purchase the relevant Shares at the average market price of the Shares in the last quarter in accordance with the procedures established under the Spanish Companies Act.

Dividend and liquidation rights

Holders of Shares have the right to participate in distributions of the Company's profits and proceeds from liquidation, proportionally to their paid-up share capital. However, there is no right to receive a minimum dividend or minimum liquidation proceeds.

Payment of dividends is proposed by the Board of Directors and must be authorized by the Company's shareholders at a General Shareholders' Meeting. Holders of Shares shall participate in such dividends from the date agreed by a General Shareholders' Meeting. Additionally, interim dividends (*dividendo a cuenta*) may also be distributed among shareholders directly upon approval by the Board of Directors provided that: (i) there is sufficient liquidity to pay the interim dividend; and (ii) the amount distributed does not exceed the amount resulting from deducting from the earnings booked since the end of the previous year, the sum of previous years' losses, the amounts earmarked for the legal or bylaws' reserves, and the estimated tax due on the aforesaid earnings. The Spanish Companies Act requires each company to allocate at least 10% of its net income each year to a legal reserve until the balance of such reserve is equivalent to at least 20% of such company's issued share capital. A company's legal reserve is not available for distribution to its shareholders except upon such company's liquidation. As of December 31, 2020, the Company's legal reserve amounted to €19,000 thousand which, as of the date of this Prospectus, is equivalent to approximately 15.6% of the Company's issued share capital (below the minimum legal threshold).

According to the Spanish Companies Act, dividends may only be paid out of profits or distributable reserves (after the compulsory allocation to mandatory reserves, including the legal reserve, and only if the value of the Company's net worth is not, and as a result of distribution would not be, less than the Company's share capital).

In addition, no profits may be distributed unless the amount of distributable reserves is at least equal to the amount of the research and development expenses recorded as an asset on the Company's balance sheet.

In accordance with Article 947 of the Spanish Commercial Code, the right to a dividend lapses and reverts to the Company if it is not claimed within five years after it becomes payable.

The Company is not aware of any restriction on the collection of dividends by non-resident shareholders. All holders will receive dividends through Iberclear and its member entities, without prejudice to potential withholdings on account of the Non-resident Income Tax, approved by Royal Legislative Decree 5/2004 of March 5, 2004, as amended (*Impuesto sobre la Renta de No Residentes*) that may apply.

In the event of the Company's liquidation, the Company's shareholders would be entitled to receive proportionately any assets remaining after payment of the Company's debts and all applicable taxes and expenses.

The Company's ability to pay dividends or repurchase its Shares will depend on the availability of distributable reserves which, in turn, will depend on the Company's results and other factors such as the Company's profitability and cash flow generation. As of December 31, 2020, Cellnex Telecom, S.A. had voluntary reserves and share premium (distributable reserves) amounting to €114,474 thousand and €7,769,936 thousand, respectively.

The Company's ability to distribute dividends in the near future will depend on a number of circumstances and factors including, but not limited to, the amount of net profit attributable to the Company in any financial year, or any limitations to the distribution of dividends included in the Company's financing agreements, and the Group's growth strategy. For further details, see "*Dividend Policy*". As a result of such or other circumstances and factors, the Company may modify the Shareholders' Remuneration Policy from time to time. See "*Risks related to the Offering— The Company cannot assure that it will be able to implement its Shareholders' Remuneration Policy or to pay dividends (and even if able, that the Company would do so)*".

Shareholder actions

Under the Spanish Companies Act, Directors are liable to the Company, shareholders and creditors for their acts or omissions that are illegal or violate the bylaws and for failure to carry out their legal duties with diligence.

Under Spanish law, shareholders must generally bring actions against the Directors as well as any other actions against the Company or challenging corporate resolutions before the courts of the judicial district of the Company's registered address (currently Madrid, Spain).

Registration and transfers

The Shares are in registered book-entry form. Joint holders of one Share must designate a single person to exercise their shareholders' rights, but they are jointly and severally (*solidariamente*) liable to the Company for all the obligations arising from their status as shareholders. Iberclear, which manages the Spanish clearance and settlement system of the Spanish Stock Exchanges, maintains the central registry reflecting the number of shares held by each of its member entities (*entidades participantes*). Each member entity, in turn, maintains a registry of the owners of such Shares.

The Shares are freely transferable in accordance with the Spanish Companies Act, the Securities Market Act and any implementing regulation.

As a general rule, transfers of shares quoted on the Spanish Stock Exchanges must be made through or with the participation of a member of a Stock Exchange. Brokerage firms, or dealer firms, Spanish credit entities, investment services entities authorized in other Member States and investment services entities authorized by their relevant authorities and in compliance with the Spanish regulations are eligible to be members of the Spanish Stock Exchanges. Transfer of shares quoted on the Spanish Stock Exchanges may be subject to certain fees and expenses.

Restrictions on foreign investment

Exchange controls and foreign investments are regulated under Law 19/2003, of July 4 ("**Law 19/2003**"), as amended pursuant to Royal Decree-Law 8/2020, of March 17; Royal Decree-Law 11/2020, of March 31; and Royal Decree-Law 34/2020, of November 17. Foreign investments were generally liberalized prior to the enactment of article 7 bis of Law 19/2003 in March 2020.

Article 7 bis of Law 19/2003 establishes a screening mechanism (the "**Screening Mechanism**") based on public order, public health and public security reasons for specific investments (with a minimum investment of €1 million) made by:

- non-EU and non-EFTA residents; and
- EU/EFTA residents beneficially owned by non-EU and non-EFTA residents, that is, those in which a non-EU and non-EFTA resident ultimately owns or controls more than 25% of the share capital or voting rights of, or otherwise exercises control over, the EU/EFTA resident.

In addition, until June 30, 2021, the Screening Mechanism applies to the closing of specific investments in listed companies, (or with an investment value over €500 million in private companies) made by:

- EU or EFTA residents in countries other than Spain; and
- Spanish residents beneficially owned by EU or EFTA residents in countries other than Spain, that is, those in which a EU or EFTA resident other than in Spain ultimately owns or controls more than 25% of the share capital or voting rights of, or otherwise exercises control over, the Spanish resident.

The Screening Mechanism can be summarized as follows:

- Under the ordinary procedure, prior authorization from the Spanish Council of Ministers (*Consejo de Ministros*) is required to close foreign direct investments subject to it. The legal term to issue a decision is six months.
- On a transitional basis, until the Screening Mechanism is further developed, a fast-track 30-day procedure, whose resolution is to be issued by a lower-tier authority (the General Directorate for International Trade and Investments

—*Dirección General de Comercio Internacional e Inversiones*—), applies for investments (i) agreed but not closed prior to March 18, 2020; and (ii) those below €5 million.

- Under both the ordinary and fast-track procedures, the investment will be deemed unauthorized if the relevant authority does not respond to the authorization request within the corresponding legal term.

Foreign direct investments are:

- investments that result in a foreign investor reaching a stake of at least 10% of the share capital of a Spanish company; and
- any corporate transaction, business action or legal transaction by which a foreign investor acquires control over a Spanish company; the possibility of exercising decisive influence as a result of an agreement or through the ownership of shares or interests in another person (directly or indirectly) is deemed to constitute "control" for these purposes.

Not all foreign direct investments are subject to the Screening Mechanism, as that circumstance will depend on: (i) the sector in which the target carries out its business; and (ii) the personal circumstances of the foreign investor, regardless of the business of the target.

Foreign direct investments in the following sectors are subject to the Screening Mechanism:

- Critical infrastructure, whether physical or virtual, including energy, transport, water, health, communications, media, data processing or storage, aerospace, defense, electoral or financial infrastructure, sensitive facilities, and land and real estate crucial for the use of such infrastructure.
- Critical and dual-use technologies, key technologies for industrial leadership and training, and projects of particular interest to Spain, including telecommunications, artificial intelligence, robotics, semiconductors, cyber security, aerospace, defence, energy storage, quantum and nuclear technologies, nanotechnologies, biotechnologies, advanced materials and advanced manufacturing systems.
- Supply of critical inputs, including energy, strategic connectivity services, raw materials and food security.
- Sectors with access to sensitive information, including personal data, or the ability to control such information.
- Media.
- Other sectors designated by the Spanish government from time to time that may affect public security, order or health (currently none).

Foreign direct investments by the following non-EU and non-EFTA investors are also subject to the Screening Mechanism, regardless of the business of the target:

- Investors directly or indirectly controlled by a non-EU and non-EFTA government, including state bodies, armed forces or sovereign wealth funds; the possibility of exercising decisive influence as a result of an agreement or through the ownership of shares or interests in another person (directly or indirectly) is deemed to constitute "control" for these purposes.
- Investors who have already made an investment affecting national security, public order or public health in another EU Member State, including an investment in any of the above-mentioned sectors.
- If there exists a serious risk that the investor engages in illegal or criminal activities affecting national security, public order or public health in Spain.

Gun jumping the Screening Mechanism will render the transaction invalid and without any legal effect, until the required authorization is obtained. In addition, fines of up to the value of the investment could be imposed.

In addition, Royal Decree 664/1999, of April 23 establishes that non-Spanish foreign investors who are not resident in a tax haven are required to file a notification with the Spanish Registry of Foreign Investments following an investment or divestment, if any; this is, solely for statistical, economic and administrative purposes. Where the investment or divestment is made in shares of Spanish companies listed on any of the Spanish Stock Exchanges, the duty to provide notice of a foreign investment or divestment lies with the relevant entity with whom the shares (in book-entry form) have been deposited or which has acted as an intermediary in connection with the investment or divestiture.

If the foreign investor is a resident in a tax haven, as defined under Spanish law (Royal Decree 1080/1991, of July 5), notice must be provided to the Registry of Foreign Investments prior to making the investment, as well as after consummating the transaction. However, prior notification is not necessary in the following cases:

- investments in listed securities, whether or not traded on an official secondary market;
- investments in stakes in investment funds registered with the CNMV; and

- foreign shareholdings that do not exceed 50.0% of the capital of the Spanish company in which the investment is made.

Additional regulations apart from those described above apply to investments in specific industries, including air transportation, mining, the manufacturing and sale of weapons and explosives for civil use and national defense, radio, television, and telecommunications. These restrictions do not apply to investments made by EU residents, other than investments by EU residents in activities relating to the Spanish defense sector or the manufacturing and sale of weapons and explosives for non-military use.

Exchange control regulations

Pursuant to Royal Decree 1816/1991, of December 20, relating to economic transactions with non-residents as amended by Royal Decree 1360/2011 of October 7, and EC Directive 88/361/EEC, charges, payments or transfers between non-residents and residents of Spain must be made through a registered entity, such as a bank or another financial institution registered with the Bank of Spain and/or the CNMV (*entidades registradas*), through bank accounts opened abroad with a foreign bank or a foreign branch of a registered entity, in cash or by check payable to bearer. All charges, payments or transfers which exceed €6,010 (or its equivalent in another currency), if made in cash or by check payable to bearer, must be notified to the Spanish exchange control authorities.

Reporting requirements

Pursuant to Royal Decree 1362/2007, of October 19, by which the Securities Market Act is developed with regard to disclosure requisites relative to information on issuers whose securities are listed in a secondary official market or in another EU regulated market ("**Royal Decree 1362/2007**"), any individual or legal entity which, by whatever means, purchases or transfers shares which grant voting rights in the Company, must notify the Company and the CNMV, if, as a result of such transaction, the proportion of voting rights held by that individual or legal entity reaches, exceeds or falls below a threshold of 3.0%, 5.0%, 10.0%, 15.0%, 20.0%, 25.0%, 30.0%, 35.0%, 40.0%, 45.0%, 50.0%, 60.0%, 70.0%, 75.0%, 80.0% and 90.0% of the total voting rights.

The individual or legal entity obliged to carry out the notification must serve the notification by means of the form approved by the CNMV from time to time for such purpose, as soon as possible and, in any event, within four trading days from the date on which individual or legal entity acknowledged or should have acknowledged the circumstances that generate the obligation to notify (Royal Decree 1362/2007 deems a transaction to be acknowledged within two trading days from the date on which such transaction is entered into).

The reporting requirements apply not only to the purchase or transfer of shares, but also to those transactions in which, without a purchase or transfer, the proportion of voting rights of an individual or legal entity reaches, exceeds or falls below the threshold that triggers the obligation to report as a consequence of a change in the total number of voting rights of a company on the basis of the information reported to the CNMV and disclosed by it. In such a case, the transaction is deemed to be acknowledged within two trading days from the date of publication of the regulatory information notice (*comunicación de información privilegiada o relevante*) regarding such transaction.

Should the individual or legal entity effecting the transaction be a non-resident of Spain, notice must also be given to the Spanish Registry of Foreign Investments maintained by the General Bureau of International Commerce and Investments.

Regardless of the actual ownership of the Shares, any individual or legal entity with a right to acquire, transfer or exercise voting rights granted by the Shares, and any individual or legal entity which acquires, transfers or holds, whether directly or indirectly, other securities or financial instruments, which grant a right to acquire Shares with voting rights, will also have an obligation to notify the Company and the CNMV of the holding of a significant stake in accordance with applicable regulations.

From November 27, 2015, the foregoing also applies to holders of financial instruments giving rise to a similar economic exposure than the securities or financial instruments mentioned above regardless of whether or not the instrument is to be settled at the option of the holder physically or in cash. Moreover, from November 27, 2015, holdings of voting rights attributable to shares and those attributable to financial instruments are aggregated for the purposes of determining whether a reporting threshold has been met.

Moreover, the obligation also applies to any person which, directly or indirectly, hold, acquire, transfer or has the possibility to exercise the voting rights associated to or attributed to the shares or other financial instruments where the aggregated proportion of the voting rights reaches, exceeds or falls below the thresholds referred to above.

Should the person or group effecting the transaction be resident in a tax haven (as defined under Royal Decree 1080/1991, of July 5), the threshold that triggers the obligation to disclose the acquisition or transfer of the Shares is reduced to 1.0% (and successive multiples thereof).

Pursuant to Article 19 of Regulation 596/2014 of April 16, on market abuse ("**Regulation 596/2014**") and Article 230 of the Securities Market Act, persons discharging managerial responsibilities and any persons having a close link (*vínculo estrecho*) with any of them must similarly report to the Company and the CNMV any acquisition or disposal of the Shares, derivative or financial instruments linked to the Shares within three working days after the date of the transaction is made, provided that transactions carried out by the relevant person within the calendar year reach €20,000 in aggregate. The notification of the transaction must include particulars of, among others, the type of transaction, the date of the transaction and the market in which the transactions were carried out, the number of Shares traded and the price paid.

In certain circumstances established by Royal Decree 1362/2007, the notification requirements on the acquisition or transfer of Shares also apply to any person or legal entity that, independently of the ownership of the Shares, may acquire, transmit or exercise the voting rights granted by those Shares, provided that the proportion of voting rights reaches, increases above or decreases below, the percentages set forth by Spanish law.

Moreover, pursuant to Article 30.6 of Royal Decree 1362/2007, in the context of a takeover bid, the following transactions should be notified to the CNMV: (i) any acquisition reaching or exceeding 1.0% of the voting rights of the Company, and (ii) any increase or decrease in the percentage of voting rights held by holders of 3.0% or more of the voting rights in the Company. The CNMV will immediately make public this information.

Shareholders' agreements

The Securities Market Act and Articles 531, 533 and 535 of the Spanish Companies Act require parties to disclose certain types of shareholders' agreements that affect the exercise of voting rights at a general shareholders' meeting or contain restrictions or conditions on the transferability of shares or bonds that are convertible or exchangeable into shares of listed companies.

If the Company's shareholders enter into such agreements with respect to the Shares, they must disclose the execution, amendment or extension of such agreements to the Company and to the CNMV, file such agreements with the appropriate commercial registry and publish them through a regulatory information notice (*comunicación de información privilegiada o relevante*). Failure to comply with these disclosure obligations renders any such shareholders' agreement unenforceable and constitutes a violation of the Securities Market Act.

Such a shareholders' agreement will have no effect with respect to any restrictions or limitations to the right to vote in a General Shareholders' Meeting and restrictions or conditions on the free transferability of the Shares and bonds convertible into Shares until such time as the aforementioned notifications, deposits and publications are made.

Upon request by the interested parties, the CNMV may waive the requirement to report, deposit and publish the relevant shareholders' agreement if the publication thereof could cause harm to the company involved.

For a description of a shareholders' agreement entered into by certain of the Company's shareholders, see "*Principal Shareholders—Shareholders' Agreements*".

Net short positions

In accordance with Regulation (EU) No 236/2012 of the European Parliament and of the Council of March 14, 2012 on short selling and certain aspects of credit default swaps ("**Regulation 236/2012**") (as further supplemented by several delegated regulations regulating technical aspects necessary for its effective enforceability and to ensure compliance with its provisions), net short positions on shares listed on the Spanish Stock Exchanges equal to, or in excess of, 0.2% of the relevant issuer's share capital and any increases or reductions thereof by 0.1% are required to be disclosed to the CNMV.

If the net short position reaches 0.5%, and also at every 0.1% above that, the CNMV will disclose the net short position to the public. Such Regulation also restricts uncovered short sales in shares, providing that a natural or legal person may enter into a short sale of a share admitted to trading on a trading venue only where one of the conditions established in Article 12 of the Regulation 236/2012 has been fulfilled.

The notification or disclosure mentioned above shall be made not later than at 15.30 (CET) on the following trading day.

Notification is mandatory even if the same position has been already notified to the CNMV in compliance with transparency obligations previously in force in that jurisdiction.

The information to be disclosed is set out in Table 1 of Annex I of Commission Delegated Regulation 826/2012 of June 29, 2012 ("**Delegated Regulation 826/2012**"), according to the format approved as Annex II of this Delegated Regulation 826/2012. The information will be published, where appropriate, on a web page operated or supervised by the CNMV.

Moreover, pursuant to Regulation 236/2012, where the CNMV considers that (i) there are adverse events or developments that constitute a serious threat to financial stability or to market confidence (serious financial, monetary or budgetary problems, which may lead to financial instability, unusual volatility causing significant downward spirals in any financial instrument, etc.); and (ii) the measure is necessary and will not be disproportionately detrimental to the efficiency of

financial markets in view of the advantages sought, it may, following consultation with ESMA, take any one or more of the following measures:

- impose additional notification obligations by either (a) reducing the thresholds for the notification of net short positions in relation to one or several specific financial instruments; and/or (b) requesting the parties involved in the lending of a specific financial instrument to notify any change in the fees requested for such lending; and
- restrict short selling activity by either prohibiting or imposing conditions on short selling.

In addition, according to Regulation 236/2012, where the price of a financial instrument has fallen significantly during a single day in relation to the closing price on the previous trading day (10.0% or more in the case of a liquid share), the CNMV may prohibit or restrict short selling of financial instruments for a period not exceeding the end of the trading day following the trading day on which the fall in price occurs.

Finally, Regulation 236/2012 also vests powers to ESMA in order to take measures similar to the ones described above in exceptional circumstances, when the purpose of these measures is to deal with a threat affecting several EU member states and the competent authorities of these member states have not taken adequate measures to address it.

Share repurchases

Pursuant to the Spanish Companies Act, the Company may only repurchase its own Shares within certain limits and in compliance with the following requirements:

- the repurchase must be authorized by the General Shareholders' Meeting in a resolution establishing the maximum number of Shares to be acquired, the titles for the acquisition, the minimum and maximum acquisition price and the duration of the authorization, which may not exceed five years from the date of the resolution;
- the repurchase, including the Shares already acquired and currently held by the Company, or any person or company acting in its own name but on the Company's behalf, must not bring the Company's net worth below the aggregate amount of the Company's share capital and legal or non-distributable bylaws' reserves. For these purposes, net worth means the amount resulting from the application of the criteria used to draw up the financial statements, subtracting the amount of profits directly allocated to such net worth, and adding the amount of share capital subscribed but not called and the share capital par value and issue premium recorded in the Company's accounts as liabilities;
- the aggregate value of the Shares directly or indirectly repurchased, together with the aggregate par value of the Shares already held by the Company, must not exceed 10% of the Company's share capital; and
- Shares repurchased for valuable consideration must be fully paid-up. A repurchase shall be considered null and void if (i) the shares are partially paid-up, except in the case of free repurchase, or (ii) the shares entail ancillary obligations.

Treasury Shares do not have voting rights or economic rights (for example, the right to receive dividends and other distributions and liquidation rights). Such economic rights except the right to receive bonus Shares, will accrue proportionately to all of the Company's shareholders. Treasury Shares are counted for purposes of establishing the quorum for shareholders' meetings as well as majority voting requirements to pass resolutions at general shareholders' meetings.

Regulation 596/2014 establishes rules in order to ensure the integrity of European Community financial markets and to enhance investor confidence in those markets. This regulation maintains an exemption from the market manipulation rules regarding share buy-back programs by companies listed on a stock exchange in an EU Member State. Commission Delegated Regulation (EU) 2016/1052, of March 8, 2016, implements Regulation 596/2014 with regard to the regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures ("**Delegated Regulation 2016/1052**"). According to the provisions included in the Delegated Regulation 2016/1052, in order to benefit from the exemption, an issuer implementing a buy-back program must comply with the following requirements:

(a) Prior to the start of trading in a buy-back program, the issuer must ensure the adequate disclosure of the following information:

- The purpose of the program. According to Article 5.2 of Regulation 596/2014, the buy-back program must have as its sole purpose (a) to reduce the capital of the issuer; (b) to meet obligations arising from debt financial instruments convertible into equity instruments; or (c) to meet obligations arising from share option programs, or other allocations of shares, to employees or to members of the administrative, management or supervisory bodies of the issuer or of an associate company;
- The maximum pecuniary amount allocated to the program;
- The maximum number of shares to be acquired; and

- The period for which authorization for the program has been granted.

(b) The issuer must ensure that the transactions relating to the buy-back program meet the conditions included on Article 3 of Delegated Regulation 2016/1052. Specifically, that the purchase price is not higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out. Furthermore, issuers must not purchase on any trading day more than 25% of the average daily volume of shares on the corresponding trading venue.

(c) Issuers shall not, for the duration of the buy-back program, engage on (a) selling of own shares; (b) trading during the closed periods referred to in Article 19.11 of Regulation 596/2014; and (c) trading where the issuer has decided to delay the public disclosure of inside information.

On November 27, 2019, the CNMV approved Circular 2/2019 on liquidity contracts entered into by issuers with financial institutions for the management of its treasury shares. This regulation entered into force on March 10, 2020. It repealed and replaced the CNMV's Circular 1/2017 and introduced new specific limits of daily volume that the financial intermediary can trade under the liquidity agreement and new rules which must be complied with by the financial intermediary in its operations in the auction periods.

If an acquisition or series of acquisitions of shares reaches or exceeds or causes a company and its affiliates' holdings to reach or exceed 1% of its voting shares, such company must notify the final holding of treasury shares to the CNMV. If such threshold is reached as a result of a series of acquisitions, such reporting obligation will only arise after the closing of the acquisition which, taken together with all acquisitions made since the last of any such notifications, causes the company and its affiliates' holdings to exceed 1% of the voting shares. Sales and other transfers of the treasury shares will not be deducted in the calculation of such threshold. This requirement would also apply if the shares were acquired by one of the company's majority owned subsidiaries.

Moreover, pursuant to Spanish Companies Act, the audited financial statements of a company must include a reference to any treasury shares.

Amendment to the Spanish Companies Act

On March 24, 2021, the Spanish Parliament approved the text of the draft act amending the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010 of 2 July, and other financial regulations, with regard to the promotion of long-term shareholder involvement in listed companies (the "**Act amending the Spanish Companies Act**"). The Act amending the Spanish Companies Act is currently pending publication in the Official State Gazette (*Boletín Oficial del Estado*), following which it will enter into force after a twenty-day period.

The following are the main amendments of the Act amending the Spanish Companies Act affecting the Company:

- Pursuant to Articles 182 bis and 521 of the Act amending the Spanish Companies Act, a listed company's general shareholders' meeting may approve by shareholders holding at least two thirds of the share capital attending in person or by proxy, to include in its company's bylaws, the convening of general shareholders' meetings to be held entirely online and without the physical attendance of the shareholders or their proxies, subject to the following conditions: (i) the identity and legitimisation of the shareholders and their proxies is duly guaranteed; (ii) that all attendees are able to participate effectively in the meeting by means of appropriate remote communication, such as audio or video, supplemented by the possibility of written messages during the course of the meeting; (iii) that shareholders may also delegate or vote in advance by among others, post or electronic means, and provided that the identity of the shareholder who exercises its rights is duly verified and the security of electronic communications is ensured; and (iv) the minutes of the meeting shall be drawn up by a notary public.
- Pursuant to Article 503 of the Act amending the Spanish Companies Act, the minimum pre-emption rights exercise period for listed companies would be reduced from 15 to 14 calendar days.
- Pursuant to Articles 504 and 510 of the Act amending the Spanish Companies Act, the exclusion of pre-emptive rights in share issues and convertible bonds shall require an independent expert's report when the capital raising (underlying in the case of convertible bonds) exceeds 20% of the share capital at the time of the general shareholders' meeting authorization. If the exclusion of the pre-emptive subscription rights is below 20% of the share capital, the nominal value of the shares to be issued, plus, where applicable, the amount of the issue premium, must correspond to the fair value resulting from the board of directors' report, which will be generally presumed to be the market value established by reference to the stock exchange price with a discount of up to 10%. Shares may be issued at a price lower than their fair value, but the board of directors' report must justify this issuance price and an independent expert's report shall be issued in the terms of Article 504 of the Act amending the Spanish Companies Act. For convertible bonds with underlying share issue below 20% of the share capital (at the time of the general shareholders' meeting authorization), no expert reports will be required.

- Pursuant to Articles 506, and 510 of the Act amending the Spanish Companies Act, a listed company's general shareholders' meeting can only authorize directors to exclude pre-emption rights in share issues and convertible bonds of up to 20% of the share capital at the time of the general shareholders' meeting authorization.
- Pursuant to Article 508 of the Act amending the Spanish Companies Act, the delivery and transfer of new shares in a capital raise carried out by a listed company will be allowed once the relevant public deed has been granted and before it is registered with the Spanish commercial registry. If shares are delivered before the public deed is registered, shareholders will not be entitled to restitution of the subscription price if the public deed is not filed for registration within six months.
- Pursuant to Articles 527 ter and *et seq*. of the Act amending the Spanish Companies Act, a company's general shareholders' meeting may approve by at least 60% of the share capital attending in person or by proxy, when at least 50% of the company's voting capital attends, or at least 65% of the share capital attending in person or by proxy, when the presence in person or by proxy of shareholders representing at least 25% of the company's voting capital, to include in its company's bylaws the alteration of the ratio between the nominal value of the share and the voting rights in order to confer a double vote on each share held by the same shareholder for two consecutive uninterrupted years from the date of registration in the special register to that end. Shareholders must request their inclusion in such special register, as it is an "opt-in" system. A double vote shall mean twice the number of votes corresponding to each share according to their nominal value. Double loyalty votes shall be taken into account for the purpose of determining the quorum for general shareholders' meetings and for the calculation of the voting majorities required for the adoption of resolutions. Double loyalty votes shall be taken into account for the purposes of the obligation to disclose significant shareholdings and of the of significant shareholdings and of the regulations on takeover bids, as well as for the purposes of reporting requirements pursuant to Royal Decree 1362/2007 as well as tender offers governed by the Regulations. Double loyalty votes shall be extinguished as a consequence of the direct or indirect transfer by the shareholder of the number of shares, or part thereof, to which they are associated (unless if the transfer is due to, among others, *succession mortis causa*, any Structural Amendments of Private Companies, or within the same group of companies). Double loyalty votes shall automatically benefit shares allotted free of charge on the occasion of capital increases in relation to loyalty voting shares already held.

TAXATION

Spanish tax considerations

The following section is a general description of the tax regime applicable under Spanish legislation currently in force (and implementing regulations and under the administrative interpretations thereof) as of the date of approval of this Prospectus to the subscription, acquisition, ownership and, as the case may be, subsequent disposition of the New Shares.

This analysis does not address all of the potential tax consequences of the aforementioned transactions, or the regime applicable to all categories of investors, some of whom (such as, financial institutions, collective investment undertakings, pension funds cooperatives and look-through entities, etc.) may be subject to special rules. In addition, this description does not consider regional tax regimes in force applicable in the Historical Territories of the Basque Country and the Historical Autonomous Region of Navarre ("*Concierto*" and "*Convenio Económico*", respectively) or the regulations adopted by the different Spanish Autonomous Regions (*Comunidades Autónomas*) that may apply to investors regarding particular taxes.

In particular, the applicable rules are set forth in: (i) Law 35/2006, of November 28, on the Personal Income Tax and on the partial amendment of the Corporate Income Tax, Non-resident Income Tax and Wealth Tax Law (the "**PIT Law**") and its implementing regulations, as approved by Royal Decree 439/2007, of March 30; (ii) the amended consolidated text of the Non-resident Income Tax Law (the "**NRIT Law**") approved by Royal Legislative Decree 5/2004, of March 5, and its implementing regulations, as approved by Royal Decree 1776/2004, of July 30; (iii) Law 27/2014, of November 27 on Corporate Income Tax (the "**CIT Law**"); and (iv) Royal Decree 634/2015, of July 10, approving the regulations for the CIT Law.

Investors are advised to consult their tax advisors or lawyers concerning the specific tax consequences in light of their particular circumstances.

Likewise, investors should consider any potential changes to the legislation currently in effect occurring in the future (which may have retroactive effects), and on the interpretations that may be made on such legislation by the Spanish tax authorities, which could differ from the interpretation set out below.

Prospective investors should consult their own tax advisers who can provide them with personalized advice based on their particular circumstances.

Indirect taxation on the acquisition and disposition of the New Shares

The subscription and, as the case may be, subsequent disposition of the New Shares is exempt from Transfer Tax, Stamp Duty and Value Added Tax.

Direct taxation on the ownership and subsequent disposition of the New Shares

Shareholders resident in Spanish territory

This section considers the tax treatment applicable to investors considered resident in the Spanish territory for tax purposes. In general, and without prejudice to the provisions of the double taxation treaties entered into by Spain (the "**Double Taxation Treaties**"), investors considered to be resident in Spain for these purposes include entities resident in Spain pursuant to Article 8 of the CIT Law and individuals whose permanent available home is in Spain, as defined in Article 9.1 of the PIT Law, together with those resident abroad who are members of Spanish diplomatic missions, Spanish Consuls and other official bodies, as set down in Article 10.1 thereof. Likewise, investors considered resident in Spain for tax purposes also include individuals with Spanish nationality who, while ceasing their tax residency in Spain, demonstrate their new tax residency to be in a tax haven, during the tax period in which the change of residence takes place and the following four periods, pursuant to Article 8.2 of the PIT Law.

Individuals who acquire tax residency in Spain as a result of moving to Spanish territory may opt to pay Personal Income Tax ("**PIT**") or Non-Resident Income Tax ("**NRIT**") during the period in which the change of residency takes place, and the five subsequent years, providing the requirements set forth in Article 93 of the PIT Law are met.

Spanish resident individuals

Personal income tax

Capital income

Pursuant to Article 25 of the PIT Law, capital income shall be considered to include dividends, considerations paid for attending at shareholders' meetings, income from the creation or assignment of rights of use or enjoyment of the New

Shares and, in general, the participation in the Company's profits, and any other income received from the entity in his or her position as shareholder of the Company.

Capital income obtained by the shareholder as a result of ownership of the New Shares shall be deducted by any administration and custody expenses from the gross income received, but not by those discretionary or individualized portfolio management expenses. This net amount shall be included in the taxable base for capital income of the year in which it is due and as from 2021, taxed at a fixed rate of 19% (for the first €6,000 of capital income obtained by the individual), 21% (for capital income of between €6,000.01 and €50,000), 23% (for capital income of between €50,000.01 and €200,000) or 26% (for capital income in excess of €200,000).

The amount obtained through the distribution of the issue premium for shares admitted to trading on any of the regulated securities markets defined in MiFID II (such as the New Shares) shall reduce, until cancellation, the acquisition value of the specific shares. The excess over that acquisition value will be taxed as capital income on the terms set out in the preceding paragraph.

In addition, shareholders shall, in general, be liable for a PIT withholding at a current rate of 19% on the full amount of profit distributed in the relevant tax year. This withholding shall be creditable from the PIT payable. If the amount of PIT payable is less than the PIT withholding, it shall give rise to the refund provided for in Article 103 of the PIT Law. As an exception, PIT withholding is not applied on distributions of share premium.

Capital gains and losses

Any change in the value of the assets owned by PIT taxpayers resulting from any alteration in such assets may give rise to capital gains or losses which, in the event of the transfer of New Shares for valuable consideration, shall be calculated as the negative or positive difference between the acquisition value of the securities and their transfer value, determined by: (i) the listed value of the shares as of the transfer date; or (ii) the agreed transfer price, when this exceeds the listed value of the shares.

Where the PIT taxpayer owns other securities of the same kind, the acquisition price of the transferred shares is based on the principle that those acquired first are sold first (FIFO).

Both the acquisition and transfer values are increased or reduced, respectively, by the costs and taxes inherent to such transactions borne by the acquirer or transmitter, respectively.

Capital gains or losses derived from the transfer of the New Shares shall be included and offset in the savings taxable base of the tax period in which the transfer takes place, being taxed as from 2021 tax year, at a rate of 19% for the first €6,000 of investment income obtained by the individual; 21% for income of between €6,000.01 and €50,000; 23% for income of between €50,000.01 and €200,000 and 26% for income in excess of €200,000.

Capital gains derived from transfer of the New Shares are not subject to withholding tax. Finally, certain losses derived from the transfer of the New Shares will not be treated as capital losses when identical securities are acquired during the two months prior or subsequent to the transfer date which originated that loss. In such cases, capital losses shall be included in the taxable base upon the transfer of the remaining shares of the taxpayer.

Preferential Subscription Rights

Distributions to Spanish shareholders of the Preferential Subscription Rights to subscribe for New Shares made with respect to the Shares are not treated as income under Spanish tax law. The exercise of Preferential Subscription Rights is not considered a taxable event under Spanish law.

The proceeds obtained from the transfer of Preferential Subscription Rights of the Shares received by a Company's shareholder shall be regarded as capital gains for the transferor corresponding the tax period in which the transfer takes place, being subject to withholding on account of PIT at the current rate of 19%. This withholding on account of PIT is levied by the depositary entity or, in the absence thereof, by the financial intermediary or notary public that intervenes in the transfer.

Such capital gain derived from transfer of the Preferential Subscription Rights corresponding to the New Shares shall be included and offset in the savings taxable base, being taxed as from 2021 tax year at a fixed rate of 19% for the first €6,000 of capital income obtained by the individual; 21% for capital income between €6,000.01 and €50,000; 23% for capital income of between €50,000.01 and €200,000 or 26% for capital income in excess of €200,000.

Wealth Tax

Individual shareholders who are resident in the Spanish territory shall be subject to Wealth Tax on their total net wealth at December 31, irrespective of where their assets might be located or rights might be exercised.

This taxation shall be imposed pursuant to Law 19/1991, of June 6, on Wealth Tax (the "**Wealth Tax Law**") which, for these purposes, sets a minimum tax-free allowance of €700,000, in accordance with a tax scale with marginal rates, as

from 2021, ranging between 0.2% and 3.5%, without prejudice to specific rules that may have been approved by the Spanish Autonomous Regions.

Individuals resident for tax purposes in Spain who acquire the New Shares and who are required to file Wealth Tax returns must declare the New Shares they hold at December 31, of each year, which shall be valued using the average trading price in the last quarter of the year. The Ministry of Finance publishes annually this average trading price for the Wealth Tax purposes.

Inheritance and Gift Tax

The transfer of shares by inheritance or gift in favor of individuals who are resident in Spain is subject to Inheritance and Gift Tax ("**IGT**") in accordance with Law 29/1987, of December 18. The acquirer of the securities is liable for this tax as taxpayer. The tax rate applicable to the taxable base ranges from 7.65% to 34%; the effective tax rate would depend on specific factors, such as the wealth of the taxpayer and the degree of their kinship with the deceased or the donor, subject to the specific rules approved in each Spanish Autonomous Region and, as a result, the effective tax rate may vary from between 0% to 81.6%.

Corporate resident shareholders

Corporate income tax

Dividends

Corporate income tax ("**CIT**") taxpayers and NRIT taxpayers who act in Spain for these purposes through permanent establishments shall include the gross amount of dividends or interest in profits received as a result of ownership of the New Shares, and the costs inherent to this interest, in their taxable base, in accordance with Article 10 and onwards of the CIT Law. The general tax rate applicable to this income is 25%. In the event of a distribution of share premium, the amount received by CIT taxpayers shall reduce, until cancellation, the acquisition value of the specific shares. The excess over that acquisition value will be included in the taxable base as income. Shareholders who are CIT taxpayers must consult their tax advisors regarding the possibility to apply the CIT exemption explained below, pursuant to article 21 of the CIT Law, on this income with the limitations explained below.

However, as a general rule, dividends and interests in profits of a company could be entitled to a 95% exemption from CIT, pursuant to Article 21 of the CIT Law, to the extent that the percentage of the direct or indirect participation in the capital or equity of the entity is at least 5%. For this exemption to apply, the participation must be held uninterruptedly during the year prior to the day on which the dividend is distributed, or otherwise be held for the time needed to complete this period (and provided that other requirements that need to be analysed on a case by case basis are fulfilled).

Should the Company obtain dividends, interest in profits of a company or income arising from the disposition of securities representing the capital or equity of entities to a value of more than 70% of its income, the application of this exemption is conditional on the compliance of complex requirements which, in essence, require the CIT-payer holder of the shares to have an indirect holding of at least 5% of the share capital of those entities, unless these subsidiaries meet the conditions referred to in Article 42 of the Spanish Commercial Code to form part of the same group of companies of the direct subsidiary, and they prepare consolidated financial statements. Investors are advised to consult their tax advisors or lawyers to determine the compliance of the requirements to apply this exemption.

While as until 2020 the mentioned CIT exemption for dividends and interests in profits of a company was built as a full exemption, as from 2021, it is reduced in general terms from the full exemption (100%) to a 95% exemption in most cases. In practice, this means that dividends and interests in profits of a company obtained by CIT taxpayers will be taxed at an effective 1.25% rate (general 25% CIT rate on the 5% of the registered dividends and interests in profits of a company).

Additionally, as from 2021, please note that the 95% exemption will only apply when the shareholder has at least a direct or indirect stake of 5% and therefore shareholders which have an acquisition value of their participation which exceeds €20 million will not be entitled to the exemption (without prejudice to the application of a grandfathering regime under specific conditions).

In addition, CIT taxpayers shall be subject to a withholding tax of 19% on the total profit distributed, unless any of the withholding exemptions set forth in prevailing regulations apply, in which case, the withholding tax shall be made exclusively on the amount which would not be exempt. The distribution of share premium should not be subject to withholding on account of CIT.

This withholding shall be creditable from the CIT payable and, should the latter be insufficient, it shall give rise to the refund provided for in Article 127 of the CIT Law.

Preferential Subscription Rights

The allocation of Preferential Subscription Rights and their subscription as New Shares will not generate any income for CIT purposes provided the Preferential Subscription Rights are not associated to a shareholders' remuneration program.

Proceeds obtained from the transfer of Preferential Subscription Rights are not subject to CIT withholding. Any accounting income obtained from the transfer of Preferential Subscription Rights is included in the taxable base, and taxed pursuant to general CIT rules (subject to the general CIT tax rate, currently of 25%). However, the Spanish General Directorate of Taxes has understood that these proceeds could be entitled to an exemption from CIT, pursuant to Article 21 of the CIT Law, with the requirements and limitations described in previous sections.

<u>Income derived from transfers of the New Shares</u>

Any gain or loss derived from the transfer of the New Shares, whether for valuable consideration or not, shall be included in the taxable base of CIT (or of NRIT for those taxpayers acting, for these purposes, through a permanent establishment in Spain), in accordance with Article 10 and onwards of the CIT Law. The general tax rate applicable to this income is 25%. However, the deductibility of any losses that may be originated by the transfer of the New Shares may be subject to restrictions. Investors are advised to consult their tax advisors or lawyers about the application of such restrictions in their particular case. Income derived from the transfer of the New Shares shall not be subject to CIT withholding.

As a general rule, capital gains derived from the transfer of an interest in an entity may be entitled to a 95% CIT exemption, pursuant to Article 21 of the CIT Law, provided that the direct and indirect participation in the capital or equity of the entity is, at least, 5%. For this exemption to apply, this participation must be held uninterruptedly for the year prior to the day on which the transfer takes place (and provided that other requirements that need to be analysed on a case by case basis are fulfilled).

Should the Company obtain dividends, interest in profits of a company or income arising from the disposition of securities representing the capital or equity of entities to a value of more than 70% of its income, the application of this exemption is conditional on the compliance of complex requirements which, in essence, require the holder of the shares to have an indirect holding of at least 5% of the share capital of those entities, unless these subsidiaries meet the conditions referred to in Article 42 of the Spanish Commercial Code to form part of the same group of companies of the direct subsidiary, and they prepare consolidated financial statements. Investors are advised to consult their tax advisors or lawyers to determine the compliance of the requirements to apply this exemption.

As from 2021, the CIT exemption for capital gains is reduced from the full exemption (100%) to a 95% tax relief. In practice, this means that capital gains obtained by CIT taxpayers would be taxed at an effective 1.25% rate (general 25% CIT rate on the 5% of the capital gains).

While as until 2020 the mentioned CIT exemption for capital gains derived from the transfer of an interest in a company was built as a full exemption, as from 2021, the CIT exemption for capital gains is reduced in general terms from the full exemption (100%) to a 95% exemption in most cases. In practice, this means that capital gains obtained by CIT taxpayers would be taxed at an effective 1.25% rate (general 25% CIT rate on the 5% of the capital gains).

Wealth Tax

CIT taxpayers are not subject to Wealth Tax.

Inheritance and Gift Tax

CIT taxpayers are not subject to IGT, and income obtained through a gift is taxed pursuant to CIT rules.

Shareholders not resident in Spanish territory

This section analyzes the tax treatment applicable to shareholders who are not resident in Spanish territory and are beneficial owners of the New Shares. Non-resident shareholders are individuals who are not PIT taxpayers and entities not resident in Spanish territory, pursuant to Article 6 of the NRIT Law.

The tax regime described herein is general in nature, and the specific circumstances of each taxpayer should be considered in the light of the applicable Double Taxation Treaties.

<u>Non-resident income tax</u>

(i) Non-resident shareholders acting through a permanent establishment in Spain

Ownership of the New Shares by investors who are not resident for tax purposes in Spain will not in itself create the existence of a permanent establishment in Spain.

If the New Shares form part of the assets of a permanent establishment in Spain of a person or legal entity who is not resident in Spain for tax purposes, the NRIT rules applicable to income deriving from such New Shares are similar to those for Spanish CIT taxpayers (set out above).

(ii) Non-resident shareholders non-acting through a permanent establishment in Spain

Capital income

Dividends and other income from interest in the equity of an entity obtained by non-resident individuals and entities that are not resident in Spain and that do not act through a permanent establishment in the Spanish territory shall be subject to NRIT taxation in the 2021 tax year at the general rate of 19% of the gross income obtained.

This taxation can be eliminated or reduced as per the application of (i) the Spanish NRIT exemption implementing the EU Parent-Subsidiary Directive or (ii) the benefits of a Double Taxation Treaty, as long as the non-resident shareholders non-acting through a permanent establishment in Spain are the beneficial owners of the income.

Under the EU Parent-Subsidiary Directive exemption profits distributed by subsidiaries resident in the Spanish territory to parent companies resident in other member states of the European Union ("**EU**"), or the permanent establishments of these located in other member states, shall be exempt when the following requirements are met:

(a) Both companies are taxpayers for, and not exempt from, any of the taxes levied on legal entities in member states of the EU, according to Article 2.c) of Directive 2011/96/EU, of the Council, of November 30, 2011, with regard to the regime applicable to parent companies and subsidiaries in different member states, and the permanent establishments are subject to, and not exempt from, taxation in the state in which they are located;

(b) The distribution of profits is not due to the liquidation of the subsidiary company;

(c) Both companies are incorporated under the laws of a EU member state, under one of the forms set forth in the Annex to Directive 2011/96/EU, of the Council, of November 30, 2011, on the common system of taxation applicable in the case of parent companies and subsidiaries of different Member States, as amended by Directive 2014/86/EU, of the Council, of July 8, 2014;

(d) The parent company is the beneficial owner of the dividend received from its subsidiary.

A company is considered to be a parent company when it owns a direct or indirect participation of at least 5% in the share capital of the other company. The other company is deemed a subsidiary. This interest must have been held uninterruptedly during the year prior to the date on which the profit has been distributed or becomes payable or, otherwise, the participation must continue to be held for the period needed to complete one year. In the latter case, Spanish withholding taxes (at the applicable rate) would be levied on the dividend at the time it is paid out, and the NRIT-payer and parent company should request a reimbursement to the Spanish tax authorities when the one year threshold is met. Investors are advised to consult their tax advisors or lawyers about the procedure to request this refund from the Spanish tax authorities.

As from 2021 please note that the EU Parent-Subsidiary Directive exemption will only apply when the shareholder has at least a direct or indirect stake of 5% and therefore, shareholders which have an acquisition value of their participation that exceeds €20 million will not be entitled to the exemption (without prejudice to the application of a grandfathering regime under specific conditions).

This exemption shall also apply to profits distributed by subsidiaries resident in the Spanish territory to parent companies resident in member states of the European Economic Area ("**EEA**"), and the permanent establishments of such parent companies located in other member states, provided that the requirements set forth in the NRIT Law are met.

This exemption does not apply if the dividend is obtained through a territory which qualifies as a tax haven. The exemption does not apply either if the majority of the voting rights of the parent company are held, directly or indirectly, by legal entities or individuals who are not resident in member states of the EU or the EEA with which Spain has an effective exchange of taxation information, pursuant to section 4 of the first additional provision of Law 36/2006, of November 29, on measures for the prevention of fiscal fraud, except when the incorporation and operation of such parent company is due to valid economic reasons and substantive business purposes.

The amount obtained through the distribution of the issue premium for shares admitted to trading on any of the regulated securities markets defined in MiFID II (such as the New Shares), shall reduce until cancellation, the acquisition value of the relevant shares, with only the excess being taxed as capital income.

As a general rule, the Company will apply NRIT withholding of 19% on dividend payments. Distributions of share premiums are not subject to withholding on account of NRIT.

However, when a Double Taxation Treaty applies based on the tax residency of the recipient, the exemption or reduced tax rate established in the Double Taxation Treaty for such income shall apply, upon the taxpayer's evidence of their tax residency, in the form established in the corresponding legislation, given that the shareholder is the beneficial owner entitled to receive the income payments in respect of the New Shares. For this purpose, a special procedure approved by Order of the Ministry of Finance and Treasury, on April 13, 2000 is applicable to make any withholding at the corresponding rate for non-resident shareholders, and, when applicable, for the exclusion of the withholding, provided that the payment procedure involves financial entities domiciled, resident or represented in Spain that are depositaries or which manage the collection of income from such securities.

Pursuant to this regulation, upon distribution of the dividend, the Company will withhold on the gross income of the dividend a rate of 19% in 2021 and transfer the resulting net amount to the depositary. The depositary which gives evidence in the established form of the right to the entitlement to the application of reduced rates or exclusion of withholding from the non-resident shareholders shall immediately receive the excess amount withheld, for subsequent distribution to the investors. To this end, the non-resident shareholders must, before the 10th of the month following the distribution of the dividend, provide their depositary with a certificate of tax residency issued by the relevant tax authority of their country of residence, stating that the investor is resident in such country in the terms defined in the relevant Double Taxation Treaty. In cases in which a reduced tax rate is provided by a Double Taxation Treaty pursuant to an Order establishing the use of a specific form, this form must be delivered instead of the certificate. Such tax residency certificates are generally valid for one year from the date of issue for these purposes, and must refer to the tax period in which the dividend is distributed.

When an exemption or reduced withholding tax rate under a Double Taxation Treaty is applicable, and the shareholder does not give evidence of its tax residency in a timely manner, the shareholder (who is the beneficial owner entitled to receive the income payments in respect of the New Shares) may request the Spanish tax authorities the refund of the amount withheld in excess, following the procedure and using the form stipulated in Spanish Order EHA/3316/2010, of December 17, 2010. In any case, if the NRIT withholding has been already made or the entitlement to the exemption has been recognized, non-resident shareholders are not required to file a tax return for NRIT purposes in Spain.

Investors are advised to consult their tax advisors or lawyers about the procedure to request any refund from the Spanish tax authorities.

Capital gains and losses

Pursuant to the NRIT Law, capital gains derived from transfer of the New Shares, or any other capital gain related to such securities by legal entities or individuals who do not act through a permanent establishment in Spain shall be subject to NRIT, being the tax payable calculated, generally, in accordance with the rules set forth in PIT Law. In particular, capital gains derived from transfer of the shares shall be subject to NRIT at the rate of 19% in the 2021 tax year, unless a domestic exemption or a Double Taxation Treaty applies, in which case the provisions of the Double Taxation Treaty shall prevail.

Under Spanish tax law, the following capital gains will be exempt:

(a) Capital gains derived from the transfer of the New Shares in official secondary markets for Spanish securities which have not been obtained through a permanent establishment in Spain by individuals and entities resident in a jurisdiction that has signed a Double Taxation Treaty with Spain including an information-exchange clause (which applies to these individuals and entities), to the extent that they have not been obtained through countries or jurisdictions defined as a tax haven.

(b) Capital gains derived from the transfer of the New Shares which have not been obtained through a permanent establishment in Spain by individuals and entities resident for tax purposes in other member states of the EU, or permanent establishments of these resident in another EU member state (other than Spain), provided that they have not been obtained through countries or jurisdictions officially qualifying as tax havens. This exemption does not apply to capital gains resulting from the transfer of shares or rights of an entity: (i) when the assets of that entity comprise, mainly, real estate property located in the Spanish territory, whether directly or indirectly; (ii) in the case that the transferor is a non-resident individual at any time during the twelve months prior to the transfer, when the transferor holds an interest, directly or indirectly, of at least 25% of the capital or equity of the company; or (iii) in the case that the transferor is a non-resident company, when the transfer does not meet the requirements for application of the exemption set down in Article 21 of the CIT Law.

This exemption shall also apply to capital gains which have not been obtained through a permanent establishment in Spain by individuals and entities resident for tax purposes in member states of the EEA, or permanent establishments of these resident in other member states of the EEA, provided that the requirements set forth in the NRIT Law are met.

The capital gain or loss shall be calculated and taxed separately for each transfer. Offsetting of gains and losses from different transfers is not permitted. The tax shall be calculated applying the rules set out in Article 24 of the NRIT Law.

Distributions to non-Spanish tax resident shareholders of the Preferential Subscription Rights to subscribe for the New Shares made with respect to the Shares are not treated as income under Spanish NRIT Law. The exercise of the Preferential Subscription Rights is not considered a taxable event under Spanish NRIT Law. Proceeds obtained from the transfer of Preferential Subscription Rights related to the New Shares shall be regarded as capital gains for the transferor in the tax period in which the transfer takes place, and shall be taxed according to the criteria set out above.

Pursuant to the NRIT Law, capital gains obtained by non-residents who do not act through a permanent establishment are not subject to withholding on account of NRIT.

Non-resident shareholders shall be obliged to file a tax return (currently, Form 210), calculating and paying, as applicable, the resulting NRIT due. This tax return may also be filed, and the NRIT paid, by the taxpayer's tax representative in Spain,

the depository or the manager of the shares, applying the procedure and the tax return set out in Order EHA/3316/2010, of December 17, 2010.

In the event that an exemption applies, whether under Spanish law or through a Double Taxation Treaty, the non-resident investor must provide evidence of his/her/its right by providing a certificate of tax residency in a timely manner duly issued by the tax authorities of his/her/its country of residence (which must state, as the case may be, that the investor is resident in that country within the meaning of the applicable Double Taxation Treaty) or the form stipulated in the Order implementing the applicable Double Taxation Treaty. Such tax residency certificates are generally valid for one year from the date of issue for these purposes, and must refer to the tax period in which the capital gain is made.

Wealth Tax

The assets and rights of individuals whose permanent residency is not in Spanish territory pursuant to Article 9 of the PIT Law, and who own assets and rights that can be exercised or have to be met in Spanish territory on December 31, of each year shall be subject to Wealth Tax. However, taxpayers may deduct the minimum allowance of €700,000, being applicable the general scale for the tax, which ranges from 0.2% to 3.5% in 2021.

The Spanish tax authorities consider that the shares of Spanish companies are assets located in Spain for tax purposes.

In addition, the Wealth Tax Law provides for an exemption of securities whose income are exempt from taxation under NRIT rules.

If subject to Wealth Tax, the tax on New Shares admitted to trading on an official Spanish secondary market owned by non-resident natural persons shall be calculated using the average trading price in the last quarter of each year. The Ministry of Finance publishes annually this average trading price for the Wealth Tax purposes.

Individuals resident in a member state of the EU or the EEA shall be entitled to apply the specific rules adopted by the Spanish Autonomous Region in which the assets or rights with more value and subject to the tax are located. Investors are advised to consult their tax advisors or lawyers to determine the effects of these rules.

Finally, entities that are not resident in Spain are not subject to this tax.

Inheritance and Gift Tax

Without prejudice to the provisions of Double Taxation Treaties, acquisitions through by inheritance or gift by individuals who are not resident in Spain, irrespective of the residency of the transferor, shall be subject to IGT, when the acquisition involves assets located in Spanish territory or rights that can be exercised or have to be complied with in this territory. The Spanish tax authorities consider that the shares of Spanish companies are assets located in Spain for tax purposes.

If no treaty for the avoidance of double taxation in relation to Inheritance and Gift Tax applies, applicable rates would range between 0% (full exemption) to 81.6%, depending on relevant factors (such as the specific regulations imposed by each Spanish Autonomous Region, the amount of the wealth of the taxpayer and the degree of kinship with the deceased or donor).

Generally, non-Spanish tax resident individuals are subject to Spanish Inheritance and Gift Tax in accordance with the rules set forth in the state IGT law. However, if either the deceased or the donee is resident in a EU or EEA Member State, the applicable rules will be those corresponding to the relevant autonomous regions in accordance with the law. As such, prospective investors should consult their tax advisers. Likewise, in, among others, its Judgements of February 19, March 21 and March 22, 2018, the Spanish Supreme Court, based on the European right to the free movement of capital, has declared that the application of the regional rules corresponding to the relevant autonomous community according to the law should be extended in some circumstances to deceased heirs or donees who are resident outside of the EU or the EEA. Investors are advised to consult their tax advisors or lawyers.

Companies that are not resident in Spain are not subject to this tax. The income they obtain by gifts is generally taxed as capital gains, pursuant to the NRIT Law previously described, without prejudice to any applicable Double Taxation Treaty.

Non-resident shareholders are advised to consult their tax advisors about the terms in which IGT applies in each case.

Indication as to the issuer assumes responsibility for the withholding of taxes at source

The Company, as the issuer and payer of income that may result from ownership of the New Shares, undertakes to make withholdings on account of taxes in Spain pursuant to prevailing regulations.

Spanish financial transactions tax

The Spanish law which implements the Spanish tax on financial transactions (the "**Spanish FTT**") was approved on October 7, 2020 (the "**FTT Law**") and is in force since January 16, 2021.

Spanish FTT charges a 0.2% rate on specific acquisitions of listed shares issued by Spanish companies whose market capitalization exceeds €1 billion (€1,000,000,000), regardless of the jurisdiction of residence of the parties involved in the transaction.

The Spanish FTT does not apply to the subscription of New Shares in the Offering since acquisitions in the context of the issuance of shares (primary acquisitions) are exempt from the Spanish FTT. However, please note that, other than with regard to the New Shares acquired pursuant to the Offering, the acquisition of Shares would generally fall within the scope of the Spanish FTT. Prospective investors are advised to seek their own professional advice in relation to the Spanish FTT.

Certain U.S. federal income taxation considerations

The following are certain U.S. federal income tax consequences to the U.S. Holders described below of the receipt, exercise and disposition of Preferential Subscription Rights (the "**rights**") and of owning and disposing of New Shares, but it does not purport to be a comprehensive description of all tax considerations that may be relevant to a particular person's investment decision. This discussion applies only to U.S. Holders that hold the Company's existing common shares, and will hold the rights and any New Shares, as capital assets for U.S. federal income tax purposes. In addition, it does not describe all of the tax consequences that may be relevant in light of a U.S. Holder's particular circumstances, including alternative minimum tax and Medicare contribution tax consequences and tax consequences applicable to U.S. Holders subject to special rules, such as:

- certain financial institutions;
- dealers or traders in securities who use a mark-to-market method of accounting;
- persons holding existing common shares, rights or New Shares as part of a straddle, conversion transaction or integrated transaction;
- persons whose "functional currency" for U.S. federal income tax purposes is not the U.S. dollar;
- tax-exempt entities, "individual retirement accounts" or "Roth IRAs";
- partnerships or other entities or arrangements classified as partnerships for U.S. federal income tax purposes;
- persons who own or will own, directly, indirectly or constructively, 10% or more of the Company's stock by vote or value; or
- persons holding common shares, rights or New Shares in connection with a trade or business conducted outside the United States.

If an entity or arrangement treated as a partnership for U.S. federal income tax purposes holds the Company's common shares, rights or New Shares, as the case may be, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. Entities or arrangements that are partnerships for U.S. federal income tax purposes holding existing common shares, rights or New Shares and partners in such partnerships should consult their tax advisors as to the particular U.S. federal income tax consequences to them of the receipt, ownership, exercise and disposition of the rights and the ownership and disposition of New Shares.

This summary is based upon the tax laws of the United States, including the Internal Revenue Code of 1986, as amended to the date hereof (the "**Code**"), administrative pronouncements, judicial decisions, final, temporary and proposed regulations and the income tax treaty between the United States and Spain (the "**Treaty**"), all as of the date hereof, any of which is subject to change, possibly with retroactive effect.

A "U.S. Holder" is a person that is, for U.S. federal income tax purposes, a beneficial owner of the Company's common shares, rights or New Shares, as the case may be, and:

- a citizen or individual resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

U.S. Holders are urged to consult their tax advisors as to the tax consequences of the receipt, exercise or disposition of rights and of owning and disposing New Shares in their particular circumstances, including the effect of any U.S. state, local or non-U.S. tax laws.

This discussion assumes that the Company has not been, and will not become, a passive foreign investment company ("**PFIC**"), as described below.

Taxation of the rights

Distribution of the rights

The Company expects that the rights distribution should not be a taxable event for U.S. federal income tax purposes. However, the treatment of the rights distribution for U.S. federal income tax purposes will depend, in part, on whether there will be a full adjustment of the conversion price of the Company's outstanding convertible notes to take account of the rights distribution. Under the terms of the convertible notes, in the event of a discounted rights distribution, the notes' conversion price is generally adjusted pursuant to an anti-dilution formula that is intended to provide for a full adjustment based on an average stock price of the Company's common shares. However, no adjustment to the conversion price is made if the subscription price per common share under a rights offering is at least 95% of the average price of the common shares prior to the rights distribution. Based on the Subscription Price in this Offering, the Company expects that the conversion price of its outstanding convertible notes will be adjusted to reflect the rights distributed pursuant to this Offering. Assuming the conversion price is so adjusted, the Company believes that a U.S. Holder should not be required to include any amount in income for U.S. federal income tax purposes as a result of the receipt of rights. However, as described above, whether an adjustment to the conversion price will in fact be made under the terms of the convertible notes will depend on the average price of the Company's common shares prior to the closing date of this Offering. Therefore, if the Company's share price were to decline significantly between the date hereof and the date the Offering closes, it is possible that the notes' conversion price would not be adjusted, in which case the rights distribution would be taxable to U.S. Holders. In addition, the rights distribution may be taxable to U.S. Holders if the U.S. Internal Revenue Service (the "**IRS**") were to successfully contend that the conversion price adjustment does not constitute a "full" adjustment for the rights distribution due to the anti-dilution formula's use of average stock prices. If the rights distribution were taxable, a U.S. Holder would be required to include as dividend income the fair market value of the rights received on the date of the distribution, to the extent of the Company's current or accumulated earnings and profits as described under "*Taxation of New Shares—Taxation of dividends*" below. The remainder of this discussion assumes that the receipt of rights will not be a taxable event for U.S. federal income tax purposes.

Tax basis of the rights

If the fair market value of the rights is less than 15% of the fair market value of the outstanding common shares with respect to which the rights were distributed on the date of distribution, the rights will be allocated a zero basis for U.S. federal income tax purposes, unless a U.S. Holder that exercises or sells its rights affirmatively elects to allocate basis in proportion to the relative fair market values of its existing common shares and the rights received (as determined on the date of distribution). This irrevocable election must be made on the tax return for the taxable year in which the rights are received, and will apply to all rights received by the U.S. Holder pursuant to the rights offering. If on the date of distribution the fair market value of the rights received is 15% or more of the fair market value of the outstanding common shares with respect to which the rights were distributed, then the basis in such U.S. Holder's common shares must be allocated between its existing common shares and the rights in proportion to their fair market values (as determined on the date of distribution).

In the event the U.S. Holder allows the rights to lapse without selling or exercising them, the rights will be deemed to have a zero basis and, therefore, the U.S. Holder will not recognize any loss upon the expiration of the rights. In that case, the tax basis of the common shares with respect to which the expired rights were distributed will remain unchanged from their tax basis prior to the rights offering.

Exercise of the rights

The exercise of a right by a U.S. Holder will not be a taxable transaction for U.S. federal income tax purposes. The basis of each New Share acquired upon exercise of the right will equal the sum of the U.S. dollar value of the Subscription Price (determined at the spot rate of exchange on the date of exercise) and the U.S. Holder's tax basis (as determined above), if any, in the right exercised. The holding period of the New Shares generally will begin with and include the day the right is exercised.

Sale of the rights

For U.S. federal income tax purposes, gain or loss realized on a sale of rights by a U.S. Holder will be capital gain or loss, and will be long-term capital gain or loss if the holding period for the rights is more than one year. For these purposes, the holding period for the rights will include the holding period of the existing common shares with respect to which the rights were distributed. The amount of the gain or loss will be equal to the difference between the tax basis in the rights disposed of (as determined above) and the U.S. dollar value of the amount realized on the disposition. Such gain or loss will generally be U.S. source gain or loss for foreign tax credit purposes.

Taxation of New Shares

Taxation of dividends

Distributions received by a U.S. Holder on New Shares, including the amount of any Spanish taxes withheld, other than certain pro rata distributions of shares to all shareholders, will constitute foreign-source dividend income to the extent paid out of the Company's current or accumulated earnings and profits (as determined for U.S. federal income tax purposes). Because the Company does not maintain calculations of its earnings and profits under U.S. federal income tax principles, it is expected that distributions generally will be reported to U.S. Holders as dividends. The amount of dividend income paid in euros that a U.S. Holder will be required to include in income will equal the U.S. dollar value of the distributed euros, calculated by reference to the exchange rate in effect on the date the payment is received by the U.S. Holder, regardless of whether the payment is converted into U.S. dollars on the date of receipt. If the dividend is converted into U.S. dollars on the date of receipt, a U.S. Holder will generally not be required to recognize foreign currency gain or loss in respect of the dividend income. A U.S. Holder may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of its receipt. Corporate U.S. Holders will not be entitled to claim the dividends-received deduction with respect to dividends paid by the Company. Subject to applicable limitations, dividends received by certain non-corporate U.S. Holders may be taxable at rates applicable to long-term capital gains. Non-corporate U.S. Holders should consult their own tax advisors to determine whether they are subject to any special rules that limit their ability to be taxed at these favorable rates.

Spanish taxes withheld from dividends on New Shares at a rate not in excess of any applicable Treaty rate will generally be creditable against a U.S. Holder's U.S. federal income tax liability, subject to applicable limitations that vary depending upon the U.S. Holder's circumstances. Instead of claiming a credit, a U.S. Holder may elect to deduct foreign taxes (including the Spanish taxes) in computing its taxable income, subject to generally applicable limitations. An election to deduct foreign taxes (instead of claiming foreign tax credits) applies to all foreign taxes paid or accrued in the taxable year. The limitations on foreign taxes eligible for credit are calculated separately with respect to specific classes of income. The rules governing foreign tax credits are complex. Therefore, U.S. Holders should consult their own tax advisors regarding the availability of foreign tax credits in their particular circumstances.

Taxation upon sale or other disposition of New Shares

A U.S. Holder will generally recognize U.S.-source capital gain or loss on the sale or other disposition of New Shares. Any such gain or loss will be long-term capital gain or loss if the U.S. Holder has held such New Shares for more than one year. The amount of the U.S. Holder's gain or loss will be equal to the difference between such U.S. Holder's tax basis in the New Shares sold or otherwise disposed of and the amount realized on the sale or other disposition, each as determined in U.S. dollars. A U.S. Holder's tax basis in the New Shares acquired pursuant to the exercise of the rights will be determined as described above under "*Taxation of the rights—Exercise of the rights*".

As described above under "*Spanish tax considerations*," gains on the sale of New Shares may be subject to Spanish taxes. A U.S. Holder is entitled to use foreign tax credits to offset only the portion of its U.S. federal income tax liability that is attributable to foreign-source income. Because capital gains are generally treated as U.S.-source income, this limitation may preclude a U.S. Holder from claiming a credit for all or a portion of any Spanish taxes imposed on any such gains. In addition, because under the Treaty a U.S. Holder's capital gains are generally not taxable in Spain, U.S. Holders that are eligible for the benefits of the Treaty will not be able to claim foreign tax credits in respect of any Spanish taxes on such disposition gains. U.S. Holders should consult their tax advisors regarding the creditability of any Spanish tax on gains as a result of a sale or other disposition of New Shares in their particular circumstances.

Passive Foreign Investment Company rules

The Company does not expect to be a PFIC for its current taxable year or in the foreseeable future. However, because PFIC status depends upon the composition of a company's income and assets and the market value of its assets (including, among others, less than 25% owned equity investments) from time to time, there can be no assurance that the Company will not be a PFIC for any taxable year. For example, because the value of the Company's assets may be determined by reference to the market value of its stock (which can fluctuate), and because the Company holds and will continue to hold a significant amount of cash (including cash raised in this offering), which is a passive asset, the risk of the Company being a PFIC may increase if its market capitalization declines significantly. If the Company is a PFIC for any taxable year during a U.S. Holder's holding period of its common shares (or under proposed Treasury regulations that have a retroactive effective date, the holding period for the rights) certain adverse tax consequences could apply to the U.S. Holder.

If the Company is a PFIC for any taxable year during a U.S. Holder's holding period for the Company's New Shares (and under proposed Treasury regulations that have a retroactive effective date, the holding period for the rights, which as described above will include the holding period of the existing common shares with respect to which the rights were

issued), gain recognized by a U.S. Holder on a sale or other disposition of such common shares (or rights) would be allocated ratably over the U.S. Holder's holding period. The amounts allocated to the taxable year of the sale or other disposition and to any year before the Company became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, and an interest charge would be imposed on the resulting tax liability. Any distribution received by a U.S. Holder in respect of the Company's common shares, to the extent it exceeds 125% of the average of the annual distributions received by the U.S. Holder during the preceding three years or the U.S. Holder's holding period, whichever is shorter, would be taxed in the same manner. Certain elections may be available that would result in alternative treatments (such as mark-to-market treatment) of the common shares.

In addition, if the Company is a PFIC for a taxable year in which it pays a dividend or the prior taxable year, the favorable dividend rates discussed above with respect to dividends paid to certain non-corporate U.S. Holders would not apply.

Transfer reporting requirements

A U.S. Holder that subscribes for New Shares may be required to file Form 926 with the IRS if the Subscription Price paid by the U.S. Holder, when aggregated with all transfers of cash made by the U.S. Holder (or any related person) to the Company within the preceding twelve-month period, exceeds USD 100,000 (or its foreign currency equivalent). U.S. Holders that are required to file Form 926, but fail to do so, could be subject to substantial penalties. U.S. Holders should consult their tax advisors to determine whether they are subject to any Form 926 filing requirements.

Information reporting and backup withholding

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting and backup withholding unless the U.S. Holder is an exempt recipient or, in the case of backup withholding, the U.S. Holder provides a correct taxpayer identification number and certifies that no loss of exemption from backup withholding has occurred. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against the U.S. Holder's U.S. federal income tax liability and may entitle the U.S. Holder to a refund, provided that the required information is timely furnished to the IRS.

Foreign financial asset reporting

Certain U.S. Holders who are individuals or certain specified entities may be required to report information relating to their New Shares (or non-U.S. financial accounts through which their rights or New Shares may be held). U.S. Holders should consult their tax advisors regarding their reporting obligations with respect to the rights or New Shares, including requirements related to the holding of certain "specified foreign financial assets".

PLAN OF DISTRIBUTION

Underwriting Agreement

By means of the regulatory information notice (*comunicación de información privilegiada*) published on February 3, 2021 (registry number 715), the Company announced it had entered into an underwriting agreement with certain of the Managers dated February 3, 2021 (the "**Initial Underwriting Agreement**"), which was terminated on March 30, 2021. On March 30, 2021, the Company and the Managers entered into the Underwriting Agreement governed by the laws of the Kingdom of Spain (*Derecho común español*) with respect to the Offering.

Subject to certain conditions, each Manager, acting severally (*mancomunadamente*) and not jointly or jointly and severally, has agreed to procure subscribers for the New Shares, net of Committed Shares, that is, for the Underwritten New Shares, which represent approximately 73.23% of the Offering, that are not subscribed for during the Preferential Subscription Period or the Additional Allocation Period (i.e. the Rump Shares), and, subject to the terms of the Underwriting Agreement, to subscribe for the maximum number of Underwritten New Shares set forth opposite its name at the following table if any Underwritten New Shares remain unsold after the Discretionary Allocation Period. The Managers may not sub-underwrite except with the prior written consent of the Company.

Without prejudice to the foregoing, if any of the Managers shall fail at or before the Prefunding Time (i) to procure subscribers or, failing which, subscribe for the Underwritten New Shares which it is obligated to purchase under the Underwriting Agreement or (ii) to pay the aggregate Subscription Price for any Underwritten New Shares pursuant to its underwriting commitment (as set forth in the table below) (the "**Defaulted Shares**"), the Managers (except for any defaulting Manager) shall subscribe all of the Defaulted Shares in a maximum aggregate amount equal to 25% of the total underwriting commitment (in each case in the proportion that such non-defaulting Manager's underwriting commitment bears to the total underwriting commitments of all non-defaulting Managers). To the extent that the number of Defaulted Shares exceeds such maximum aggregate amount equal to 25% of the total underwriting commitment, this will be considered a significant factor which requires the publication of a supplement. In addition, the Company will declare the subscription incomplete and the share capital of the Company as a result of the Offering will be increased only in the amount of the total aggregate subscriptions made during the Preferential Subscription Period, the Additional Subscription Period and the Discretionary Allocation Period, together with any Underwritten New Shares that remain unsold after such Discretionary Allocation Period (in the case of Defaulted Shares, only in a maximum aggregate amount equal to 25% of the total underwriting commitments) that will, subject to the terms of the Underwriting Agreement (as defined herein), be acquired by the Managers at the Subscription Price.

If all of the New Shares offered are subscribed for by Eligible Shareholders or investors in the Preferential Subscription Period, the Additional Allocation Period and the Discretionary Allocation Period, as the case may be, the Managers will not be required to subscribe for any New Shares.

Manager	Maximum Number of New Shares pursuant to the Underwriting Agreement	% of total Underwritten New Shares
J.P. Morgan AG	28,212,537	20.0%
Barclays Bank Ireland PLC	24,685,969	17.5%
BNP PARIBAS	24,685,969	17.5%
Goldman Sachs Bank Europe SE	7,053,133	5.0%
Banco Santander, S.A.	5,642,508	4.0%
CaixaBank, S.A.	5,642,508	4.0%
Deutsche Bank AG	5,642,508	4.0%
Morgan Stanley Europe SE	5,642,508	4.0%
Mediobanca – Banca di Credito Finanziario S.p.A.	4,231,881	3.0%
Société Générale	4,231,881	3.0%
Banco Bilbao Vizcaya Argentaria, S.A.	2,821,254	2.0%
Banco de Sabadell, S.A.	2,821,254	2.0%
Crédit Agricole Corporate and Investment Bank	2,821,254	2.0%
Intesa Sanpaolo S.p.A.	2,821,254	2.0%
Mizuho Securities Europe GmbH	2,821,254	2.0%
MUFG Securities (Europe) N.V.	2,821,254	2.0%
SMBC Nikko Capital Markets Europe GmbH	2,821,254	2.0%
UniCredit Bank AG, Milan Branch	2,821,254	2.0%
ING Bank N.V.	945,120	0.67%
RBC Capital Markets (Europe) GmbH	945,120	0.67%
NATIXIS	931,014	0.66%
Total	**141,062,688**	100**%**

The Joint Global Coordinators (on behalf of the Managers) may terminate the Underwriting Agreement by written notice to the Company if at any time between March 30, 2021 and the granting of the notarial deed relating to the capital increase, there has been (i) a breach by the Company of any of the representations or warranties contained in the Underwriting Agreement or any of such representations and warranties is not, or has ceased to be, true and correct, or (ii) a material breach by the Company of any of the undertakings contained in the Underwriting Agreement.

In addition there are certain conditions precedent that must be complied with, which include the confirmation from the Company (including through a publication of a regulatory information notice by the Company) that the Committed Persons have not failed to subscribe and pay in full for New Shares in an amount representing in aggregate 3% or more of the New Shares, and which generally must be met no later than the Pre-Funding Time on the Execution Date, the date on which the capital increase deed is expected to be executed. If any such conditions are not satisfied or waived, or any of the specified circumstances arises, or the Underwriting Agreement is otherwise terminated, then the subscription of Rump Shares during the Discretionary Allocation Period by investors or the Managers, as applicable, will not occur and requests for the subscription of such Rump Shares will be without effect.

The termination of the Underwriting Agreement due to any of the circumstances referred to above, or if the underwriting and pre-funding obligations of the Managers under the Underwriting Agreement do not come into force as a result of the failure to fulfil or waive any conditions precedent, will be considered a significant factor which requires the publication of a supplement. In such event, holders of Preferential Subscription Rights that have exercised their Preferential Subscription Rights during the Preferential Subscription Period or requested additional New Shares to be allocated during the Additional Allocation Period will have the right, exercisable within three working days after publication of such supplement, to withdraw their subscriptions or requests, as applicable, if such significant factor arises before the closing of the offer (i.e. when the Company declares the share capital increase executed and grants the corresponding capital increase deed before a Spanish public notary, which is expected to take place on April 22, 2021, the Execution Date).

The Company has given certain representations, warranties and indemnities to the Managers in connection with the Offering.

As stated in "*Use of Proceeds*" above, in consideration of the Managers entering into the Underwriting Agreement and providing the services agreed thereunder, the Company has agreed to pay to them certain commissions. The Company has also agreed to pay certain commissions payable under the Initial Underwriting Agreement. The Company has also agreed to reimburse the Managers certain expenses incurred in connection with the Offering. The Company estimates that the total commissions and expenses related to the Offering (assuming placement of all the New Shares and payment of the discretionary commission) will be approximately up to €125 million. Therefore the Company expects to receive net proceeds from the Offering of approximately €6,873 million.

Any defaulting Manager will not be entitled to collect any underwriting and selling commissions under the Underwriting Agreement and the commissions to which it would have otherwise been entitled to under the Underwriting Agreement in the absence of any such default will be distributed among the Managers, that have complied with their obligations (in each case in the proportion that each such Manager's underwriting commitment bears to the total underwriting commitments of all non-defaulting Manager) to the extent that those fees result from the obligations of the defaulting Manager consequently assumed by the non-defaulting Managers.

Relationships between the Company and the Managers

From time to time certain of the Managers and their respective affiliates or branches may have provided the Company and/or its shareholders or their affiliates with investment banking, commercial banking (including the granting of loans) and other advisory services for which they would have received customary fees or commissions. They may provide the Company and/or its shareholders, their affiliates and/or companies directly or indirectly involved in the Offering with similar or other services, and engage in similar activities, in the future. In connection with the Offering, each Manager and any affiliate or branch, acting as an investor for its own account, may take up New Shares and, in that capacity, may retain, purchase or sell such New Shares (or related investments), for its own account and may offer or sell such New Shares (or other investments) otherwise than in connection with the Offering. In the ordinary course of their business activities, the Managers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Company, its shareholders or their affiliates.

Lock-up period

The Company has agreed that, without the prior written consent of the Joint Global Coordinators it will not, during the period commencing on the date on which the Underwriting Agreement is signed and ending 90 days thereafter (the "**Lock-Up Termination Date**"), either directly or indirectly, issue, offer, pledge, sell or contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, sell or grant any option, right, warrant or contract to purchase, exercise

any option to sell, purchase any option or contract to sell, or lend or otherwise transfer or dispose of any Shares or any securities convertible into or exercisable or exchangeable for Shares or enter into any swap or other agreement or any transaction that directly or indirectly results in the transfer, in whole or in part of the economic rights attached to the Shares or has the same economic effects.

These restrictions do not apply to (i) the issuance of the Preferential Subscription Rights and the issuance and sale of the New Shares in connection with the Offering; (ii) transfers of Shares by the Company in favor of its affiliated entities (within the meaning of Article 18 of the Spanish Companies Act); (iii) issuances of Shares as a result of the exercise of conversion rights by holders of the Convertible Bonds; or (iv) issuances, offers, transfers or acquisitions of Shares or the grant or exercise of options or other rights to acquire Shares or rights related to Shares under the Company's employees' share and incentive schemes consistent with prior ordinary course practice and as to be disclosed in the Prospectus; or (v) issuances of Shares under previously executed agreements to be disclosed in the Prospectus.

Notwithstanding the foregoing, during the period commencing on the 45th calendar day from the date on which the Underwriting Agreement is signed to and including the Lock-Up Termination Date, the Company may, on no more than one occasion, issue or otherwise transfer or dispose of Shares representing no more than 50% of the total issued share capital of the Company as at the settlement date (which is expected to be April 28, 2021), and announce or otherwise publicize the intention to do any of the foregoing, in the context of a merger or acquisition undertaken by the Company or any of its subsidiaries.

Commitments from shareholders, Goldman Sachs International, Directors and members of the Senior Management

Irrevocable commitments from shareholders and Goldman Sachs International

The following shareholders have irrevocably committed to exercise the Preferential Subscription Rights corresponding to the Shares held by each of them in an amount above 5% of the Offering, and to subscribe and pay for the corresponding New Shares:

- Lisson Grove Investment Pte. Ltd, has committed to subscribe approximately 9.23% of the Offering, and to subscribe and pay for the corresponding New Shares.
- Azure Vista C 2020 S.à r.l., has committed to subscribe approximately 5.01% of the Offering, and to subscribe and pay for the corresponding New Shares.

Other investors have committed to subscribe an aggregate of approximately 3.95% of the Offering, and to subscribe and pay for the corresponding New Shares.

Furthermore, by means of a regulatory information notice (*comunicación de información privilegiada*), published on March 26, 2021 (registry number 818), Edizione and Goldman Sachs International announced the sale by ConnecT Due to Goldman Sachs International of substantially all the Preferential Subscription Rights of the Company to which ConnecT Due expects to be entitled to in relation to the Offering. In connection therewith, Goldman Sachs International has committed to subscribe approximately 8.53% of the Offering, and to subscribe and pay for the corresponding New Shares.

As a consequence thereof, in aggregate, the above-referred entities (the "**Committed Principal Entities**") have committed to subscribe and pay for an aggregate amount of approximately 26.73% of the Offering, and to subscribe and pay for the corresponding New Shares (the "**Committed Shares from Principal Entities**").

The subscription of the New Shares by these investors will take place within the first ten calendar days of the Preferential Subscription Period. The Company will inform the market about such subscriptions through the corresponding regulatory information notice (*comunicación de otra información relevante*), upon confirmation from each Committed Principal Entity.

If the Underwriting Agreement is terminated and a supplement to the Prospectus is published by the Company, such Committed Principal Entities shall be (i) released from their respective commitments, and (ii) entitled to withdraw the subscription of the Committed Shares from Principal Entities.

In addition, there are certain shareholders that have notified the Company of their intention to exercise their Preferential Subscription Rights in an aggregate amount corresponding to approximately 4.95% of the Offering, and to subscribe and pay for the corresponding New Shares. However, as of the date of this Prospectus, unlike the Committed Principal Entities, such shareholders have not entered into any legally binding agreement and therefore may finally decide not to exercise their Preferential Subscription Rights, in part or in full. If the Company is informed of such subscriptions, it will in turn inform the market about them through the corresponding regulatory information notice (*comunicación de otra información relevante*).

Irrevocable commitments from the Directors and members of the Senior Management

Certain Directors and members of the Senior Management holding shares in the Company (such Directors and members of the Senior Management, together with the Committed Principal Entities, the "**Committed Persons**") have irrevocably committed to subscribe and pay for an aggregate of approximately 0.04% of the Offering, and to subscribe and pay for the corresponding New Shares (together with the Committed Shares from Principal Entities, the "**Committed Shares**").

If upon termination of the Preferential Subscription Period, there is a failure by the Committed Persons to subscribe and pay in full for Committed Shares, in an amount representing an aggregate of 3% or more of the New Shares, this will be considered a significant factor which requires the publication of a supplement, on the terms indicated in this Prospectus and, consequently, the Company may declare the subscription incomplete.

TRANSFER AND SELLING RESTRICTIONS

Restrictions on the exercise of Preferential Subscription Rights and offers, resales, pledges or other transfers of the New Shares or the Preferential Subscription Rights

Because of the following restrictions, prospective investors are advised to consult legal counsel prior to exercising (as it relates to the Preferential Subscription Rights) or making any offer, resale, pledge or other transfer of the New Shares or the Preferential Subscription Rights.

The New Shares and the Preferential Subscription Rights have not been and will not be registered under the Securities Act or with any securities regulatory authority or any state or other jurisdiction in the United States, and may not be exercised (as it relates to the Preferential Subscription Rights), offered, sold, pledged or otherwise transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. The Preferential Subscription Rights and the New Shares may be offered, sold, exercised (as it relates to the Preferential Subscription Rights) or otherwise transferred (a) in the United States only to QIBs, in reliance on an exemption from, or in transactions not subject to, the registration requirements of the Securities Act and (b) outside the United States only in "offshore transactions" as defined in, and in accordance with, Regulations S. Any person in the United States wishing to exercise Preferential Subscription Rights to subscribe for New Shares must sign and deliver to the Company a QIB Investment Letter addressed to the Company and the Managers to the effect that such person satisfies certain requirements. Purchasers of New Shares during the Discretionary Allocation Period in the United States will not be required to provide a QIB Investment Letter. Transfers of the New Shares or the Preferential Subscription Rights will be restricted and each purchaser will be deemed to have made acknowledgements, representations and agreements, as described below.

Each prospective investor exercising Preferential Subscription Rights in the United States will be required to have signed and delivered an investment letter, in the form of a QIB Investment Letter, as described below under "*Special considerations for U.S. shareholders regarding the exercise of Preferential Subscription Rights*" containing among other things, representations and undertakings substantially similar to the following. Each prospective investor within the United States purchasing New Shares in the Discretionary Allocation Period shall do so in reliance on Rule 144A and will be deemed to have represented and agreed as follows (terms used herein that are defined in Rule 144A or Regulation S under the Securities Act are used herein as defined therein):

1. The purchaser is a QIB.

2. The purchaser understands and acknowledges, and each potential beneficial owner of the New Shares has been advised, that the New Shares have not been, nor will they be, registered under the Securities Act, that sellers of the New Shares may be relying on the exemption from the registration requirements of Section 5 of the Securities Act provided by Rule 144A thereunder, and that the New Shares may not be offered or sold, directly or indirectly, in the United States, other than in accordance with paragraph 5 below.

3. The purchaser is subscribing for or purchasing the New Shares, (i) for its own account, or (ii) for the account of one or more other QIBs for which it is acting as duly authorized fiduciary or agent with sole investment discretion with respect to each such account and with full authority to make the acknowledgments, representations and agreements herein with respect to each such account (in which case it hereby makes such acknowledgments, representations and agreements on behalf of such QIBs as well), in each case for investment and not with a view to any resale or distribution of any such New Shares.

4. The purchaser (and each other QIB, if any, for whose account the purchaser is subscribing for or purchasing the New Shares), in the normal course of business, invests in or purchases securities similar to the New Shares and has the ability to bear the economic risk of its investment in the New Shares, has adequate means of providing for its current and contingent needs, has no need for liquidity with respect to its investment in the New Shares, and is able to sustain a complete loss of its investment in the New Shares.

5. The purchaser understands and agrees that offers and sales of the New Shares are being made in the United States only to QIBs in transactions not involving a public offering or which are exempt from the registration requirements of the Securities Act, and that if in the future it or any such other QIB for which it is acting, as described in paragraph 3 above, or any other fiduciary or agent representing such investor decides to offer, sell, deliver, mortgage or otherwise transfer or dispose any New Shares, it or any such other QIB and any such fiduciary or agent will do so only (i) pursuant to an effective registration statement under the Securities Act, (ii) to a QIB in a transaction meeting the requirements of Rule 144A, (iii) outside the United States in an "offshore transaction" pursuant to Rule 904 of Regulation S under the Securities Act (and not in a pre-arranged transaction resulting in the resale of such New Shares into the United States), (iv) in accordance with Rule 144 under the Securities Act or (v) in another transaction not requiring registration under the Securities Act, and, in each case, in accordance with any applicable securities laws of any state or territory of the United States and of any other

jurisdiction, including any applicable restrictions on foreign investment. The purchaser understands that no representation can be made as to the availability of the exemption provided by Rule 144 under the Securities Act for the resale of the New Shares.

6. The purchaser understands that (i) the New Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act and (ii) for so long as the New Shares are "restricted securities" within the meaning of the U.S. federal securities laws, no such New Shares may be deposited into any American depositary receipt facility established or maintained by a depositary bank, other than a restricted depositary receipt facility, and that such New Shares will not settle or trade through the facilities of DTC or any other U.S. clearing system.

7. The purchaser has received a copy of this Prospectus and has had access to such financial and other information concerning the Company as it deems necessary in connection with making its own investment decision to purchase New Shares. The purchaser acknowledges that neither the Company nor any of its representatives has made any representation to it with respect to the Company or the allocation, offering or sale of any New Shares other than as set forth in this Prospectus which has been delivered or made available to it and upon which it is solely relying in making its investment decision with respect to the New Shares. The purchaser also acknowledges that it has made its own assessment regarding the U.S. federal tax consequences of an investment in the New Shares. The purchaser has held and will hold any non-public offering materials it receives directly or indirectly from the Company in confidence, and it understands that any such information received by it is solely for it and not to be redistributed or duplicated by it. The purchaser acknowledges that it has read and agreed to the matters stated in this section.

8. The purchaser understands that these representations and undertakings are required in connection with the securities laws of the United States and that the Company, the Managers and their affiliates will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. If it is acquiring the New Shares for the account of one or more QIBs, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

9. The Company shall not be required to recognize any offer, sale, pledge or other transfer of the New Shares made other than in compliance with the above-stated restrictions.

In addition, until the end of the 40th calendar day after the commencement of the Offering, an offer or sale of the New Shares within the United States by a dealer (whether or not participating in the Offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or another exemption from registration under the Securities Act.

None of the Company or the Managers accept any legal responsibility for any violation by any person, whether or not a prospective investor in the New Shares, of any of the foregoing restrictions.

Special considerations for U.S. shareholders regarding the exercise of Preferential Subscription Rights

The terms and conditions and procedures applicable to holders of Shares of the Company regarding the exercise of Preferential Subscription Rights in the United States are described above (under "—*Restrictions on the exercise of Preferential Subscription Rights and offers, resales, pledges or other transfers of the New Shares or the Preferential Subscription Rights*") and below only insofar as they differ from those that apply generally in the Offering. To the extent that the generally applicable terms and conditions and procedures described elsewhere in this Prospectus, in particular under the caption "*The Offering*," are not inconsistent with or do not differ from the information set forth in this section, such terms and conditions will also apply to holders in the United States.

Preferential Subscription Rights may be exercised in the United States only by QIBs through the depositary bank or clearing system participant through which such Preferential Subscription Rights are held in accordance with procedures established by such depositary bank or clearing system participant. Such procedures will require that each QIB who retains investment discretion as to whether to exercise its Preferential Subscription Rights has returned both to its depositary bank or clearing system participant and to the Company and the Managers, a duly completed and executed QIB Investment Letter certifying, among other things, that such qualified institutional buyer is a "qualified institutional buyer" within the meaning of Rule 144A of the Securities Act and agrees to comply with the resale restrictions described above under "—*Restrictions on the exercise of Preferential Subscription Rights and offers, resales, pledges or other transfers of the New Shares or the Preferential Subscription Rights*". QIB Investment Letters must be received by the Company before the end of the Preferential Subscription Period on April 15, 2021. Requests to obtain a copy of the form of QIB Investment Letter may be directed to the Company at investor.relations@cellnextelecom.com. Qualifying holders who may wish to exercise Preferential Subscription Rights should consider that they may not be able to do so during usual U.S. business hours on April 15, 2021, and should consult their depositary banks or clearing system participants to determine the effective deadline for their exercise of Preferential Subscription Rights.

Selling restrictions

Spain

The Offering is being conducted in Spain as a public offering in compliance with the requirements set forth in the Prospectus Regulation, the Securities Market Act, as amended from time to time, and Royal Decree 1310/2005, of November 4, as amended from time to time. This Prospectus in respect of this Offering, has been filed and registered by the Company with the CNMV and, accordingly, a public offering of the Preferential Subscription Rights and the New Shares will be conducted in Spain.

EEA

In relation to each member state of the EEA (each, a "**Relevant State**") other than Spain, each Manager has severally represented, warranted and agreed that it has not made and will not make an offer to the public of the New Shares and the Preferential Subscription Rights in that Relevant State, except that it may make an offer to the public in that Relevant State of any of the New Shares or Preferential Subscription Rights at any time under the following exemptions under the Prospectus Regulation:

(a) an offer of securities addressed solely to qualified investors as defined in the Prospectus Regulation;

(b) an offer of securities addressed to fewer than 150 natural or legal persons per Relevant State, other than qualified investors; or

(c) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of New Shares or Preferential Subscription Rights shall result in a requirement for the Company or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation.

Each person in a Relevant State who receives any communication in respect of, or who acquires any New Shares or the Preferential Subscription Rights under, the offers contemplated in the Prospectus will be deemed to have represented, warranted and agreed to and with each Manager and the Company that:

(a) it is a qualified investor within the meaning of the Prospectus Regulation; and

(b) in the case of any New Shares or the Preferential Subscription Rights acquired by it as a financial intermediary, as that term is used in Article 5 of the Prospectus Regulation, (i) the New Shares and the Preferential Subscription Rights acquired by it in the Offering have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant State other than qualified investors, as that term is defined in the Prospectus Regulation, or in circumstances in which the prior consent of the Managers has been given to the offer or resale; or (ii) where New Shares or the Preferential Subscription Rights have been acquired by it on behalf of persons in any Relevant State other than qualified investors, the offer of those New Shares or the Preferential Subscription Rights to it is not treated under the Prospectus Regulation as having been made to such persons.

The Managers and the Company and their affiliates, and others will rely upon the truth and accuracy of the foregoing representations, acknowledgements and agreements.

For the purposes of this selling restriction, the expression an "offer to the public" in relation to any securities in any Relevant State means a communication to persons in any form and by any means, presenting sufficient information on the terms of the offer and the securities to be offered, so as to enable an investor to decide to purchase or subscribe for those securities. This definition also applies to the placing of securities through financial intermediaries.

United Kingdom

No Preferential Subscription Rights or New Shares have been offered or will be offered to the public in the United Kingdom prior to the publication of a prospectus in relation to the Preferential Subscription Rights or New Shares which has been approved by the Financial Conduct Authority, except that the Preferential Subscription Rights or New Shares may be offered to the public in the United Kingdom at any time:

(a) to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation); or

(c) in any other circumstances falling within section 86 of the FSMA,

provided that no such offer of Preferential Subscription Rights or New Shares shall require the Company or any representative to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public of Preferential Subscription Rights or New Shares" in relation to any Preferential Subscription Rights or New Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and the Preferential Subscription Rights or New Shares to be offered so as to enable an investor to decide to purchase or subscribe for Preferential Subscription Rights or New Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

In addition, such Manager or any person acting on its behalf:

(a) has only communicated or caused to be communicated and will only communicate or cause to be communicated in the United Kingdom any invitation or inducement to engage in investment activity (within the meaning of Section 21 of FSMA) received by it in connection with the issue or sale of the Preferential Subscription Rights or the New Shares in circumstances in which Section 21(1) of FSMA does not apply to the Company; and

has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Preferential Subscription Rights or the New Shares in, from or otherwise involving the United Kingdom.

Australia

The Company is not registered as a foreign company in Australia. The provision of this Prospectus in the Commonwealth of Australia, any of its states, territories or possessions or any political subdivision thereof, or to any person in Australia does not constitute an offer of New Shares or Preferential Subscription Rights in Australia or to any person in Australia or an invitation in Australia or to any person in Australia to apply for New Shares or Preferential Subscription Rights, and no action has been, or will be, taken to authorise or cause the extension of such offer or invitation, or the provision of the Prospectus (whether in definitive or draft form) or any other such document, in Australia or to any person in Australia. Any such offer or invitation will only be extended to a person in Australia if:

- that person is a "wholesale client" for the purposes of section 761G of the Corporations Act 2001 of Australia (the "**Corporations Act**"), and the offer or invitation falls within the exemption for offers to sophisticated investors or professional investors for the purposes of sections 708(8) or 708(11) of the Corporations Act respectively or the offer or invitation does not otherwise require disclosure to investors under Parts 6D.2 or Chapter 7.9 of the Corporations Act 2001 of Australia, in each case a "wholesale investor";
- such action does not require any document to be lodged with the Australian Securities Exchange or the Australian Securities and Investments Commission ("**ASIC**"); and
- it is not made to a person who is a "retail client" (within the meaning of section 761G of the Corporations Act),

and the offer or invitation and all conduct in connection with it otherwise complies with all applicable laws and directives.

This Prospectus (whether in definitive or draft form) or any other such document is intended to be provided in Australia to wholesale investors only. By retaining this Prospectus, the recipient represents that the recipient is a wholesale investor. This Prospectus is not intended to be distributed or passed on, directly or indirectly, to any other class of persons in Australia.

No persons referred to in this Prospectus hold an Australian financial services licence. The information in this Prospectus is general information only, is not personal advice, does not contain any securities recommendations or financial product advice, and has been prepared without taking into account any investor's investment objectives, financial situation or particular needs. Before acting on the information the investor should consider its appropriateness having regard to their investment objectives, financial situation and needs and consider obtaining their own financial product advice from an independent person who is licensed by ASIC, to give such advice. Any decision by an investor to acquire New Shares or Preferential Subscription Rights should only be made having regard to that investor's personal circumstances and any such independent advice received.

This Prospectus is not a 'prospectus' or 'disclosure document' under Chapter 6D of the Corporations Act or a product disclosure statement under Part 7.9 of the Corporations Act. This Prospectus has not been prepared specifically for Australian investors and is not required to, and does not purport to, include all of the information which would be required in a product disclosure statement, prospectus or other disclosure document under the Corporations Act. It:

- has not been lodged with the Australian Securities Exchange or ASIC;
- may contain references to dollar amounts which are not Australian dollars;
- may contain financial information which is not prepared in accordance with Australian law or practices;
- may not address risks associated with investment in foreign currency denominated investments; and
- does not address Australian tax issues.

No prospectus, product disclosure statement or other disclosure document under Australian law has been lodged with ASIC in relation to the offer, the New Shares or Preferential Subscription Rights.

No offer or issue of New Shares or Preferential Subscription Rights has been, or will be, made to any person with the purpose of such person selling or transferring those New Shares or Preferential Subscription Rights, or granting, issuing or transferring interests in, or options over, those New Shares or Preferential Subscription Rights. If a person to whom New Shares or Preferential Subscription Rights are issued, or an investor, on-sells New Shares or Preferential Subscription Rights within 12 months of their issue, the investor will be required to lodge a prospectus or other appropriate disclosure document with ASIC unless either:

(a) that sale is to another wholesale investor;

(b) the sale offer is received outside Australia; or

(c) otherwise where disclosure to investors is not required under the Corporations Act.

Each investor acknowledges the above and, by applying for New Shares or Preferential Subscription Rights, gives an undertaking not to sell or transfer those New Shares or Preferential Subscription Rights, or grant, issue or transfer interest in, or options over, those New Shares or Preferential Subscription Rights in any circumstances other than those described in paragraphs (a), (b) and (c) above for 12 months after the date of issue, unless the investor lodges a prospectus or other appropriate disclosure document with ASIC.

This Prospectus is issued by the Company. The Company is not licensed in Australia to provide financial product advice in relation to the New Shares or Preferential Subscription Rights. An investor in the New Shares or Preferential Subscription Rights will not have cooling off rights.

Japan

The New Shares and the Preferential Subscription Rights offered hereby have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the "**Financial Instruments and Exchange Act**"). Accordingly, no Shares and no Preferential Subscription Rights will be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan) or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

In respect of the solicitation relating to the Preferential Subscription Rights in Japan, no securities registration statement under Article 4, Paragraph 1 of the Financial Instruments and Exchange Act has been filed, because such solicitation constitutes a solicitation only for QIIs, as defined in Article 23-13, Paragraph 1 of the Financial Instruments and Exchange Act.

Any resident in Japan wishing to exercise Preferential Subscription Rights to subscribe for New Shares will be deemed to have represented and agreed as follows:

1. The purchaser is a qualified institutional investor (the "**QII**") as defined in the Article 2, Paragraph 3, Item 1 of the Financial Instruments and Exchange Act.

2. The purchaser understands and acknowledges that (i) neither the Preferential Subscription Rights nor any New Shares issuable upon exercise of the Preferential Subscription Rights have been or will be registered under the Financial Instruments and Exchange Act, (ii) the purchaser will receive the Preferential Subscription Rights and any New Shares issuable upon exercise of the Preferential Subscription Rights in transactions exempt from the registration requirements of the Financial Instruments and Exchange Act, and (iii) the Preferential Subscription Rights and the New Shares may not be offered, sold or exercised, directly or indirectly, other than as set forth in paragraph 4 below.

3. As the purchaser in a private placement of securities that have not been registered under the Financial Instruments and Exchange Act, the purchaser will acquire Preferential Subscription Rights and are acquiring New Shares upon the exercise of such Preferential Subscription Rights for its own account, or for the account of one or more other QIIs for which it is acting as duly authorized fiduciary or agent with sole investment discretion with respect to each such account and with full authority to make the acknowledgments, representations and agreements herein with respect to each such account (in which case it hereby makes such acknowledgments, representations and agreements on behalf of such QIIs as well), in each case for investment and not with a view to any resale or distribution of any such Preferential Subscription Rights or of any New Shares issuable upon exercise of the Preferential Subscription Rights.

4. The purchaser understands and agrees that the Preferential Subscription Rights may be exercised only by QIIs, and that if, in the future, it or any such other QII for which it is acting, as described in paragraph 3 above, or any other fiduciary or agent representing such investor, decides to offer, sell, deliver, mortgage, pledge or otherwise transfer or dispose any Preferential Subscription Rights or New Shares issued upon the exercise of Preferential Subscription Rights, it or any such other QII and any such fiduciary or agent will do so only (i) to a QII in a transaction meeting the requirements of the Financial Instruments and Exchange Act, or (ii) outside Japan, and, in each case, in accordance with any applicable securities laws of any other jurisdiction, including any applicable restrictions on foreign investment.
5. The purchaser understands and acknowledges that no notification under Article 4, paragraph (1) of the Financial Instruments and Exchange Act has been made because the acquisition of the Preferential Subscription Rights is solicited only to QIIs in Japan.
6. The purchaser acknowledges that the Company and its affiliates, the Managers and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Canada

The Preferential Subscription Rights may be exercised, and the New Shares may be subscribed, by investors in Canada so exercising or subscribing as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are also permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any sale or resale of the Preferential Subscription Rights or New Shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Any person in Canada wishing to exercise Preferential Subscription Rights to subscribe for New Shares must execute and deliver to the Company an investment letter (in the form of Canadian investment letter separately provided by the Company) addressed to the Company and the Managers to the effect that such person is an accredited investor and permitted client and satisfies certain other requirements. Requests to obtain a copy of the form of Canadian investment letter may be directed to the Company at investor.relations@cellnextelecom.com. Purchasers of New Shares during the Discretionary Allocation Period in Canada will not be required to provide an investment letter. **The requirement to deliver a Canadian investment letter does not apply to an investment manager outside Canada that has full discretion to trade securities for the account of a client in Canada.**

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) MiFID II (as defined herein); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) 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 Preferential Subscription Rights and the New Shares subject of this Offering (the "**Securities**") have been subject to a product approval process, which has determined that such Securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**EU Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Securities may decline and investors could lose all or part of their investment; the Securities offer no guaranteed income and no capital protection; and an investment in the Securities is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

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 Securities.

Each distributor is responsible for undertaking its own target market assessment in respect of the Securities and determining appropriate distribution channels.

ENFORCEMENT OF CIVIL LIABILITIES

The Company is a Spanish company, and substantially all of its and the Group's assets are located in jurisdictions outside the United States. In addition, all of its Directors and executive officers reside or are located outside the United States.

As a result, investors may not be able to effect service of process upon the Company or these persons within the United States or to enforce U.S. court judgments obtained against the Company or these persons in jurisdictions outside the United States, including actions under the civil liability provisions of U.S. securities laws.

Furthermore, there is doubt that a lawsuit based upon U.S. federal or state securities laws, or the laws of any non-Spanish jurisdiction, could be brought in an original action in Spain and that a foreign judgment based upon such laws would be enforceable in Spain. There is also doubt as to the enforceability of judgments of this nature in several other jurisdictions in which the Company operates and where its assets are located.

LEGAL MATTERS

The validity of the New Shares and certain matters governed by Spanish law will be passed on for the Company by Uría Menéndez Abogados, S.L.P., the Company`s Spanish counsel, and for the Managers by Linklaters, S.L.P., Spanish counsel to the Managers.

Certain other matters governed by U.S. federal law will be passed on for the Company by Davis Polk & Wardwell LLP, the Company's U.S. counsel, and for the Managers by Linklaters, S.L.P., U.S. counsel to the Managers.

INDEPENDENT AUDITORS

Deloitte, S.L. is the appointed auditor of the Company for financial years 2020 to 2023, both inclusive. Deloitte is domiciled at Madrid, Plaza de Pablo Ruiz Picasso 1, Torre Picasso, 28020, holder of tax identification number (CIF) number B-79104469 and registered in the R.O.A.C. (Registro *Oficial de Auditores de Cuentas*—Official Registry of Auditors) with number S0692 and in the Madrid Commercial Registry at Volume 29,897, section 8ª, page 21 and sheet M-538,045.

DOCUMENTATION INCORPORATED BY REFERENCE

The following documentation is incorporated by reference in this Prospectus:

- the 2020 Audited Consolidated Financial Statements,
- the 2020 Annual Report on Remuneration of Board Members,
- the 2019 Audited Consolidated Financial Statements, and
- the 2018 Audited Consolidated Financial Statements.

The Financial Statements are accompanied by their respective consolidated directors' reports including all of their respective annexes, and by their respective auditors' reports, which are all incorporated by reference in this Prospectus. This Prospectus and the documentation incorporated by reference therein will remain publicly available in electronic form on the Company's website for at least 10 years after the publication of the Prospectus.

ADDITIONAL INFORMATION

Cellnex is a Spanish *sociedad anónima* incorporated on June 25, 2008 in Barcelona, Spain, for an indefinite term under the public deed executed before the Notary Public of Cataluña, Ms. María Isabel Gabarró Miquel, on June 25, 2008, number 1,655 of her records. It is registered with the Madrid Commercial Registry under Volume 36551, Folio 55, Section 8, Page No. M-656490, Second Inscription. Cellnex holds Spanish tax identification number A64907306 and its legal entity identifier (LEI) code is 5493008T4YG3AQUI7P67.

Cellnex's registered office is at Calle Juan Esplandiú, 11-13, Madrid (telephone number (+34) 935 678 910).

Cellnex's corporate name is Cellnex Telecom, S.A. and its trade name is Cellnex.

Documents on display

Copies of the following documents will be available for inspection in physical form during business hours on weekdays at the Company's offices at Calle Juan Esplandiú, 11-13, Madrid (Spain):

(a) the Company's deed of incorporation;

(b) the bylaws of the Company (which are also available on the Company's website at www.cellnextelecom.com > Shareholders&Investors > Corporate Documents > Corporate Bylaws);

(c) Board of Directors Regulations, General Shareholders' Meeting Regulations, Internal Code of Conduct (which are also available on the CNMV's website at www.cnmv.es and on the Company's website at www.cellnextelecom.com > Shareholders&Investors > Corporate Documents); and

(d) Financial Statements (which are also available on the CNMV's website at www.cnmv.es and on the Company's website at www.cellnextelecom.com > Shareholders&Investors > Financial Information > Annual/half-yearly reports).

The document referred to in (a) above will also be available for inspection at the Madrid Commercial Registry at: Paseo de la Castellana, 44, 28046 Madrid (Spain). The documents referred to in (b) to (d) above will also be available for inspection at the CNMV's premises at: Edison 4, 28006 Madrid (Spain) and Passeig de Gràcia, 19, 4ª 08007 Barcelona (Spain). Investors may contact the CNMV at the following telephone number +34 900 535 015.

Neither the Company's website nor any of its contents forms part of or is incorporated into this Prospectus, whether by reference or otherwise, except as otherwise provided herein. The CNMV has not examined nor approved the Company's website nor any of its contents.

Other information

The Company is currently not subject to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). For as long as the Company is neither subject to Section 13 or 15(d) of the Exchange Act nor exempt from reporting pursuant to Rule 12g3-2(b) under the Exchange Act, the Company will furnish, upon written request, to any shareholder, any owner of any beneficial interest in any of the New Shares or any prospective purchaser designated by such a shareholder or such an owner, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act, if at the time of such request any of the New Shares remain outstanding as "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act.

Group companies

The table below shows the issuer's significant subsidiaries, including name, country of incorporation or residence, the proportion of ownership interest held and, if different, the proportion of voting power held. The table below also shows the list of the joint ventures and undertakings in which the issuer holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses (see "*Business–Corporate Structure*" for further information).

Company	Country of Registration	Registered Office	Main service	Direct stake %	Indirect stake %	Consolida-tion Method
Spain						
Cellnex Telecom, S.A.	Spain	Juan Esplandiú 11-13, 28007, Madrid	Holding	—	—	Full
Cellnex Telecom España, S.L.U.	Spain	Juan Esplandiú 11-13, 28007, Madrid	Holding	100	—	Full
Retevisión-I, S.A.U.	Spain	Juan Esplandiú 11-13, 28007, Madrid	Terrestrial telecommunications infrastructure operator	—	100	Full
Gestora del Espectro, S.L.	Spain	Juan Esplandiú 11-13, 28007, Madrid	Terrestrial telecommunications infrastructure operator	—	100	Full
Tradia Telecom, S.A.U.	Spain	Av. Del Parc Logístic, 12-20 08040, Barcelona	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower Telecom Infraestructuras, S.A.U.	Spain	Juan Esplandiú 11-13, 28007, Madrid	Terrestrial telecommunications infrastructure operator	—	100	Full
Adesal Telecom, S.L.	Spain	Ausias March 20, Valencia	Provision of related services for terrestrial telecommunications concessions and operators	—	60.08	Full
Torre de Collserola, S.A.	Spain	Ctra. de Vallvidrera al Tibidabo, s/n. Barcelona	Construction and operation of terrestrial telecommunications infrastructure	—	41.75	Equity method
Consorcio de Telecomunicaciones avanzadas, S.A. (COTA)	Spain	Alcantarilla (Murcia)	Provision of related services for terrestrial telecommunications concessions and operators	—	29.5	Equity method
Xarxa Oberta de Comunicació i Tecnologia de Catalunya, S.A.U.	Spain	Av. del Parc Logístic, 12-20, 08040 Barcelona	Construction and operation of optic fiber telecommunications infrastructure	—	100	Full
Zenon Digital Radio, S.L	Spain	Calle Lincoln, 11 1º 3ª, 08006 Barcelona	Provision of telecommunications equipments	—	100	Full
Nearby Sensors, S.L	Spain	Calle Berruguete, 60-62, 08035 Barcelona	Software and IT development app; development of network telecommunication systems	—	13,18	Equity method
Nearby Computing, S.L.	Spain	Calle Berruguete 60-62 Barcelona	Software and IT development app; development of network telecommunication systems	—	22.63	Equity method

Company	Country of Registration	Registered Office	Main service	Direct stake %	Indirect stake %	Consolida-tion Method
Metrocall, S.A.	Spain	c/Juan Esplandiú, 11-13, 28007 Madrid	Implementation, management and exploitation of the mobile network in Madrid's subway.	60	—	Full
Cellnex Finance Company, S.A.	Spain	c/Juan Esplandiú, 11-13, 28007 Madrid	Group Finance Company	100	—	Full
France						
Cellnex France Groupe S.A.S.	France	58 avenue Emile Zola, Immeuble Ardeko, 92100 Boulogne-Billancourt	Holding	100	—	Full
Cellnex France, S.A.S.	France	58 avenue Emile Zola, Immeuble Ardeko, 92100 Boulogne-Billancourt	Terrestrial telecommunications infrastructure operator	100	—	Full
Towerlink France, S.A.S.	France	58 avenue Emile Zola, Immeuble Ardeko, 92100 Boulogne-Billancourt	Terrestrial telecommunications infrastructure operator	—	99.99	Full
Nexloop France, S.A.S.	France	58 avenue Emile Zola, Immeuble Ardeko, 92100 Boulogne-Billancourt	Construction and operation of optic fiber telecommunications infrastructure	51	—	Full
Springbok Mobility	France	58 avenue Emile Zola, Immeuble Ardeko, 92100 Boulogne-Billancourt	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower France, S.A.S.	France	31, rue de la Baume – Paris (75008)	Terrestrial telecommunications infrastructure operator	—	70	Full
Compagnie Foncière ITM 1	France	58 avenue Emile Zola, Immeuble Ardeko, 92100 Boulogne-Billancourt	Terrestrial telecommunications infrastructure operator	—	100	Full
Italy						
Cellnex Italia, S.p.A.	Italy	Via Cesare Giulio Viola, 43 CAP 00148 Roma	Holding	100	—	Full
Towerco, S.p.A.	Italy	Vía Cesare Giulio Viola, 43 CAP 00148 Roma	Terrestrial telecommunications infrastructure operator	—	100	Full
Tower Lease, S.r.L.	Italy	Vía Cesare Giulio Viola, 43 CAP 00148 Roma	Terrestrial telecommunications infrastructure operator	—	100	Full
TowerLink Italia, S.r.L.	Italy	Vía Cesare Giulio Viola, 43 CAP 00148 Roma	Terrestrial telecommunications infrastructure operator	—	100	Full

Company	Country of Registration	Registered Office	Main service	Direct stake %	Indirect stake %	Consolida-tion Method
Areaventi, S.r.L.	Italy	Vía Cesare Giulio Viola, 43 CAP 00148 Roma	Terrestrial telecommunications infrastructure operator	—	100	Full
The Netherlands						
Cellnex Netherlands, B.V.	Netherlands	Papendorpseweg 75-79 3528 BJ Utrecht, the Netherlands	Holding	100	—	Full
Alticom, B.V.	Netherlands	Papendorpseweg 75-79 3528 BJ Utrecht, the Netherlands	Terrestrial telecommunications infrastructure operator	—	100	Full
Breedlink, B.V.	Netherlands	Papendorpseweg 75-79 3528 BJ Utrecht, the Netherlands	Terrestrial telecommunications infrastructure operator	—	100	Full
Towerlink Netherlands, B.V.	Netherlands	Papendorpseweg 75-79 3528 BJ Utrecht, the Netherlands	Terrestrial telecommunications infrastructure operator	—	100	Full
Shere Masten B.V.	Netherlands	Papendorpseweg 75-79 3528 BJ Utrecht, the Netherlands	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower Netherlands, B.V	Netherlands	Axelsestraat, 58, 4537 AL, Terneuzen, the Netherlands	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower Netherlands 1, B.V.	Netherlands	Axelsestraat, 58, 4537 AL, Terneuzen, the Netherlands	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower Netherlands 2, B.V.	Netherlands	Axelsestraat, 58, 4537 AL, Terneuzen, the Netherlands	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower Netherlands 3, B.V.	Netherlands	Axelsestraat, 58, 4537 AL, Terneuzen, the Netherlands	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower Netherlands 4, B.V.	Netherlands	Axelsestraat, 58, 4537 AL, Terneuzen, the Netherlands	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower Netherlands 5, B.V.	Netherlands	Axelsestraat, 58, 4537 AL, Terneuzen, the Netherlands	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower Netherlands 6, B.V.	Netherlands	Axelsestraat, 58, 4537 AL, Terneuzen, the Netherlands	Terrestrial telecommunications infrastructure operator	—	100	Full
UK						
Cellnex UK Limited	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Holding	100	—	Full
Watersite Limited	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Terrestrial telecommunications infrastructure operator	—	100	Full

Company	Country of Registration	Registered Office	Main service	Direct stake %	Indirect stake %	Consolida-tion Method
Radiosite Limited	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Terrestrial telecommunications infrastructure operator	—	100	Full
Cellnex Connectivity Solutions Limited	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Terrestrial telecommunications infrastructure operator	—	100	Full
Cellnex UK Midco Ltd	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Terrestrial telecommunications infrastructure operator	—	100	Full
Cellnex UK Consulting Limited	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Terrestrial telecommunications infrastructure operator	—	100	Full
London Connectivity Partnership Ltd	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Fixed and mobile telecommunications services provider	—	100	Full
On Tower Uk, Ltd	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower 1 Uk, Ltd	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower 2 Uk, Ltd	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower 3 Uk, Ltd	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower 4 Uk, Ltd	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Terrestrial telecommunications infrastructure operator	—	100	Full
On Tower 5 Uk, Ltd	UK	Level 4, R Plus, 2 Blagrave Street, Reading, RG1 1AZ, United Kingdom	Terrestrial telecommunications infrastructure operator	—	100	Full
Switzerland						
Cellnex Switzerland, AG	Switzerland	Thurgauerstrasse, 136 8152 Opfikon	Holding	72,22	—	Full
Swiss Towers, AG	Switzerland	Thurgauerstrasse, 136 8152 Opfikon	Terrestrial telecommunications infrastructure operator	—	100	Full
Swiss Infra Services, SA	Switzerland	Rue du Caudray, 4,1020 Renens, Vaud	Terrestrial telecommunications infrastructure operator		100	Full
Grid Tracer AG	Switzerland	Thurgauerstrasse, 136 8152 Opfikon	Internet of Things	—	55	Full
Portugal						

Company	Country of Registration	Registered Office	Main service	Direct stake %	Indirect stake %	Consolida-tion Method
Towerlink Portugal, Unipessoal, Lda	Portugal	Avenida Álvares Cabral, nº61 – 4º piso, 1250-017 Lisboa, Portugal	Fixed and mobile telecommunications services provider	100	—	Full
Omtel, Estruturas de Comunicaçoes, S.A.	Portugal	Av. Fontes Pereira de Melo, nº6, 7º direito, Distrito: Lisboa Concelho: Lisboa Fregesia, San Antonio 1050 121 Lisboa	Terrestrial telecommunications infrastructure operator	—	100	Full
CLNX Portugal, S.A.	Portugal	Av. Fontes Pereira de Melo, nº6, 7º direito, Distrito: Lisboa Concelho: Lisboa Fregesia, San Antonio 1050 121 Lisboa	Holding	100	—	Full
On Tower Portugal, S.A.	Portugal	Av. Fontes Pereira de Melo, nº6, 7º direito, Distrito: Lisboa Concelho: Lisboa Fregesia, Arroios 1050 121 Lisboa	Terrestrial telecommunications infrastructure operator	100	—	Full
Ireland						
Cignal Infrastructure Limited	Ireland	Suite 311 Q House, 76 Furze Road, Sandyford Industrial Estate, Dublin 18, D18 YV50, Ireland	Terrestrial telecommunications infrastructure operator	100	—	Full
Cellcom Ireland Limited (en proceso de liquidación)	Ireland	Suite 311 Q House, 76 Furze Road, Sandyford Industrial Estate, Dublin 18, D18 YV50, Ireland	Provision of communication sites used by Mobile Network Operators	—	100	Full
Cellnex Ireland Limited	Ireland	Suite 311 Q House, 76 Furze Road, Sandyford Industrial Estate, Dublin 18, D18 YV50, Ireland	Holding	100	—	Full
Shannonside Communications Limited (pendiente liquidación)	Ireland	Suite 311 Q House, 76 Furze Road, Sandyford Industrial Estate, Dublin 18, D18 YV50, Ireland	Provision of communication sites used by Mobile Network Operators	—	100	Full
On Tower Ireland Limited	Ireland	Suite 311 Q House, 76 Furze Road, Sandyford Industrial Estate, Dublin 18, D18 YV50, Ireland	Provision of communication sites used by Mobile Network Operators	—	100	Full
Wayworth Limited	Ireland	Newhall, Naas, County Kildare		100		
Finland						
Ukkoverkot Oy	Finland	Itämerentori 2, 00180 Helsinki, Finland	Holding	100	—	Full
Edzcom Oy	Finland	Itämerentori 2, 00180 Helsinki, Finland	Provision of communication sites used by Mobile Network Operators	—	100	Full
Denmark						
Cellnex Denmark ApS	Denmark	Sundkrogsgade 5, DK-2100 Copenhagen	Holding	100	—	Full

Company	Country of Registration	Registered Office	Main service	Direct stake %	Indirect stake %	Consolida-tion Method
On Tower Denmark Aps	Denmark	Sundkrogsgade 5, DK-2100 Copenhagen	Provision of communication sites used by Mobile Network Operators	—	100	Full
Sweden						
Cellnex Sweden AB	Sweden	Box 162 85, 103 25 Stockholm	Holding	100	—	Full
On Tower Sweden Ab	Sweden	Box 7012, 121 07 Stockholm-Globen	Provision of communication sites used by Mobile Network Operators	100		Full
Austria						
Cellnex Austria Gmbh	Austria	Schubertring 6, 1010 Vienna	Holding	100	—	Full
OnTower Austria Gmbh	Austria	Brünner Straβe 52, 1210 Vienna	Provision of communication sites used by Mobile Network Operators	—	100	Full
Poland						
Cellnex Poland sp z.o.o.	Poland	Plac Marsz. Józefa Pilsudskiego 1 00-078 Warsaw	Holding	100	—	Full

GLOSSARY

"**Anchor customer**" refers to telecom operators from which the Company has acquired assets.

"**ASO**" refers to the analogue switch-off, the cessation of terrestrial TV broadcasting with analog technology that took place in Spain by April 2010 in accordance with the National Technical Plan for DTT approved by Royal Decree 944/2005.

"**Backhaul**" in a telecommunications network, refers to the intermediate links between the backbone network and the subnetworks. Cell phones communicating with a single cell tower constitute a subnetwork and the connection between the cell tower and the rest of the network begins with a backhaul link.

"**Backlog**" represents management's estimate of the amount of contracted revenues that Cellnex expects will result in future revenue from certain existing contracts. This amount is based on a number of assumptions and estimates, including assumptions related to completion of any transactions that are subject to the satisfaction of conditions precedent on the terms described in the applicable transaction agreements in their entirety or the performance of a number of the existing contracts at a particular date but do not include adjustments for inflation. One of the main assumptions relates to contract renewals; however contracts for services may not be renewed or may be cancelled under certain circumstances by the customer at short notice without penalty. See "*Risk Factors*".

"**Build-to-suit**" corresponds to committed Build-to-suit programs (consisting of sites, backhaul, backbone, edge computing centers, DAS nodes or any other type of telecommunication infrastructure as well as any advanced payment related to it or further initiatives) and also adjacent Engineering Services that have been contractualised with different clients, including ad-hoc capex eventually required.

"**Customer ratio**" relates to the average number of operators in each site. It is obtained by dividing the number of carriers by the number of Telecom Infrastructure Services sites at period end.

"**CPI**" refers to consumer price index.

"**DAB**" refers to digital audio broadcasting.

"**DAS**" refers to distributed antenna system, which is a network of spatially separated antenna nodes connected to a common source via a transport medium that provides wireless service within a geographic area or structure agreed with clients.

"**Digital Dividend**" refers to the release by the Spanish government of 800 MHz band of frequencies currently used by DTT for mobile use to the benefit of 4G/LTE service provider as a result of the reallocation of spectrum, which was completed on March 31, 2015 and which reduced the number of MUXs from eight to seven at a national level, and on a general basis, from two to one at the regional level.

"**DTH**" refers to direct-to-home platforms.

"**DTT**" refers to digital terrestrial television.

"**Engineering Services"** refers to the works and studies that, on request of its customers, Cellnex carries out (such as adaptation, engineering and design services), which represent a separate income stream and performance obligation. The costs incurred in relation to these services can be internal personnel costs or outsourced. The revenue in relation to these services is generally recognized as the costs are incurred.

"**FM**" refers to frequency modulation, the encoding of information in a carrier wave by varying the instantaneous frequency of the wave.

"**FNO**" refers to fixed network operators.

"**FTA**" refers to free-to-air.

"**FTTA**" refers to fiber to the antenna.

"**FTTC**" refers to fiber to the cabinet.

"**FTTE**" refers to fiber to the enterprise.

"**FTTH**" refers to fiber to the home.

"**FTTS**" refers to fiber to the small cell.

"**HD**" refers to high definition.

"**IPTV**" refers to internet protocol television.

"**IoT**" refers to the Internet of Things, the interconnection of uniquely identifiable embedded computing devices within the existing internet infrastructure.

"**LoRaWAN**" refers to a LPWAN network standard, Low Power Wide Area Network, specially designed for the IoT as enables connections on a low power consumption basis, bidirectional, with a long range, low speed and low transmission frequency.

"**LTE**" refers to long-term evolution, a communication standard for high-speed data mobile devices.

"**MHz**" refers to megahertz.

"**MLA**" refers to Master Lease Agreements.

"**MSA**" refers to Master Service Agreements.

"**MNO**" Mobile Network Operator.

"**MUX**" refers to multiplex, a system of transmitting several messages or signals simultaneously on the same circuit or channel.

"**M2M**" refers to machine to machine.

"**NFV**" refers to Network Functions Virtualization.

"**Node**" refers to a transmitter that receives the optical signal from several MNOs and transforms it into radio frequency signal and then transfers it to antennas after amplifying it. The definition of node is always subject to the management's view, and could be reviewed as new configurations might occur following technological developments. Please note that nodes that generate revenues for Cellnex but that are not hosted on sites owned by Cellnex (marketing rights) may be excluded in the Company's reported key performing indicators.

"**O&M**" refers to operation and maintenance.

"**OTT**" means "over-the-top".

"**PoP**" refers to points of presence, a customer configuration based on the most typical technological specifications for a site within which the active equipment and antennas are often owned by the customer. The definition of PoP is always subject to management's view, independently of the technology used or type of service such customer provides. In the 5G/IoT network ecosystem, this definition of PoP could be reviewed as new customer configurations might also be considered a PoP, especially in relation to new site-adjacent asset classes, subject again to the management's view. Please note that PoPs that generate revenues for Cellnex but that are not hosted on sites owned by Cellnex (i.e., sites in respect of which Cellnex has marketing rights) may be excluded in the Company's reported key performing indicators.

"**PPDR**" refers to public protection and disaster relief.

"**Rationalization**" refers to a process consisting of decommissioning one site and moving equipment to another one, so that out of two sites only one remains.

"**Run-rate**" metrics refer to metrics based on the assumption that all infrastructures that management estimates that will be transferred or deployed under the Group's arrangements (including acquisition agreements, purchase commitments and Build-to-suit programs, whether or not still subject to completion), are actually transferred or deployed, as applicable.

"**SD**" refers to standard definition.

"**SETID**" refers to the Spanish Secretary of State for the Telecommunications and Digital Infrastructures, *Secretaría de Estado de Telecomunicaciones e Infraestructuras Digitales*.

"**SLA**" refers to service level agreements.

"**SMP**" refers to significant market power.

"**Spectrum**" refers to the range of frequencies through which an operator's network is allowed to radiate.

"**Telecom**" refers to telecommunications.

"**Telecom operator**" refers to a communications service provider that provides telecommunications services such as telephony and data communications access.

"**TETRA**" refers to terrestrial trunked radio.

"**TV**" refers to television.

"**UHF**" refers to ultra-high frequency, a radio frequency between 300 MHz and 3 GHz.

"**VDES**" refers to VHF Data Exchange System.

"**VoLTE**" refers to Voice over LTE.

"**2G**" refers to the second generation of mobile telecommunications technology.

"**2007 Commission Recommendation**" refers to the revised Recommendation on Relevant Product and Service Markets of the EC.

"**3G**" refers to the third generation of mobile telecommunications technology.

"**4G/LTE**" refers to the long-term evolution, a communication standard for high-speed data mobile devices.

"**5G**" refers to the future evolution of the mobile communication standard, with an expected data rate between 10-100 Gbps, radio latency less than 1 ms and capability to manage more than 1 million devices per SqKm.

SPANISH TRANSLATION OF THE SUMMARY

TRADUCCIÓN AL CASTELLANO DE LA NOTA DE SÍNTESIS

Redactada según el Artículo 7 del Reglamento (UE) 2017/1129 del Parlamento Europeo y del Consejo de 14 de junio de 2017 sobre el folleto que debe publicarse en caso de oferta pública o admisión a cotización de valores en un mercado regulado y por el que se deroga la Directiva 2003/71/CE.

1. INTRODUCCIÓN Y ADVERTENCIAS

LA PRESENTE NOTA DE SÍNTESIS DEBE LEERSE COMO UNA INTRODUCCIÓN AL FOLLETO. TODA DECISIÓN DE INVERTIR EN LAS NUEVAS ACCIONES Y EN LOS DERECHOS DE SUSCRIPCIÓN PREFERENTES (CÓDIGO ISIN PROVISIONAL ES0105066049 Y ES0605066937, RESPECTIVAMENTE) DE CELLNEX TELECOM, S.A. ("CELLNEX" O LA "SOCIEDAD" Y, JUNTO CON SUS FILIALES, EL "GRUPO") DEBIERA BASARSE EN LA CONSIDERACIÓN DEL FOLLETO EN SU CONJUNTO POR PARTE DEL INVERSOR. EL INVERSOR PUEDE PERDER LA TOTALIDAD O PARTE DEL CAPITAL INVERTIDO.

EN CASO DE PRESENTACIÓN ANTE UN TRIBUNAL DE CUALQUIER DEMANDA RELACIONADA CON LA INFORMACIÓN CONTENIDA EN EL PRESENTE FOLLETO O INCORPORADA POR REFERENCIA AL MISMO, ES POSIBLE QUE EL INVERSOR DEMANDANTE, EN VIRTUD DEL DERECHO ESPAÑOL, TENGA QUE ASUMIR LOS COSTES DE LA TRADUCCIÓN DEL FOLLETO ANTES DE INICIAR EL PROCEDIMIENTO JUDICIAL.

SOLO HABRÁ LUGAR A LA RESPONSABILIDAD CIVIL DE LAS PERSONAS QUE HAYAN PRESENTADO ESTA NOTA DE SÍNTESIS, INCLUIDA SU TRADUCCIÓN, SI ES ENGAÑOSA, INEXACTA O INCOHERENTE CON LAS DEMÁS PARTES DEL FOLLETO, O SI, LEÍDA CONJUNTAMENTE CON EL RESTO DEL FOLLETO, OMITE INFORMACIÓN FUNDAMENTAL PARA AYUDAR A LOS INVERSORES A DECIDIR SI DEBEN INVERTIR O NO EN LAS ACCIONES DE CELLNEX.

El domicilio social y el número de teléfono de la Sociedad es, respectivamente, Calle Juan Esplandiú, 11-13, Madrid, España y +34 935 678 910. Su código de identificación legal (LEI) es: 5493008T4YG3AQUI7P67.

El Folleto ha sido aprobado y registrado por la Comisión Nacional del Mercado de Valores (la "**CNMV**") el 30 de marzo de 2021. Los inversores pueden contactar con la CNMV en el número de teléfono +34 900 535 015.

2. INFORMACIÓN FUNDAMENTAL SOBRE EL EMISOR

2.1. ¿Quién es el emisor de los valores?

La denominación social completa del emisor es Cellnex Telecom, S.A. y su denominación comercial es "Cellnex". Cellnex es una sociedad anónima constituida el 25 de junio de 2008 por plazo indefinido. Está inscrita en el Registro Mercantil de Madrid. El domicilio social es Calle Juan Esplandiú, 11-13, Madrid, España y tiene N.I.F. número A64907306 y código de identificación legal (LEI) 5493008T4YG3AQUI7P67.

El modelo de negocio de Cellnex se centra en la prestación de servicios de telecomunicaciones a operadores ("**MNOs**"), difusores y otras sociedades públicas y privadas, actuando como un proveedor neutral de infraestructuras (por ejemplo, no teniendo a uno o más MNOs como accionistas significativos o con representación en el Consejo de Administración o en otro órgano de gobierno). Este modelo de negocio se basa en una gestión innovadora, eficiente, sostenible, neutral y de calidad, de tal forma que genera valor para los accionistas, clientes, empleados y otros grupos de interés del Grupo. El Grupo presta servicios en el ámbito de la gestión de infraestructuras para las telecomunicaciones terrestres a través de los siguientes segmentos: (i) Servicios de infraestructura para operadores de telecomunicaciones; (ii) Infraestructuras de difusión, y (iii) Otros servicios de red.

- Servicios de infraestructura para operadores de telecomunicaciones: esta es la línea de actividad más grande del Grupo por volumen de negocio. Proporciona una amplia gama de servicios integrados de infraestructura de red que permite el acceso a la infraestructura de telecomunicaciones del Grupo a MNOs de redes móviles y otros operadores de redes de telecomunicaciones inalámbricas y de banda ancha, lo que permite a los operadores ofrecer sus propios servicios de telecomunicaciones a sus clientes.
- Infraestructuras de difusión: esta es la segunda principal línea de actividad más grande del Grupo por volumen de negocio. El Grupo ofrece actualmente la cobertura del servicio de televisión digital terrestre (TDT) solamente en España, siendo el único operador que ofrece servicio de TDT a nivel nacional (fuente: CNMC). Sus servicios consisten en la distribución y transmisión de señales de televisión y radio, así como la operación y mantenimiento de redes de radiodifusión, la provisión de conectividad para contenidos de medios y servicios OTT (en sus siglas en inglés *Over The Top*) y otros. Cellnex, mediante la prestación de servicios de difusión, ha desarrollado un *know-how* único que permite apoyar al desarrollo de otros servicios de su portfolio.
- Otros servicios de red: el Grupo proporciona la infraestructura necesaria para el desarrollo de la sociedad conectada, mediante la prestación de servicios de red como son: transporte de datos, seguridad y control, redes de comunicación Smart incluyendo *Internet of Things* (IoT), *Smart services* y servicios gestionados y consultoría, así como servicios de fibra óptica. Cellnex, como operador de infraestructuras, facilita, racionaliza y acelera el despliegue de estos servicios a través de una conectividad eficiente de objetos y personas, en entornos rurales y urbanos, facilitando la creación de territorios habilitados por auténticos servicios de infraestructura *Smart*. Esto constituye un negocio especializado que genera flujos de caja relativamente estables con potencial para crecimiento adicional.

La tabla siguiente muestra la información disponible públicamente en relación con los accionistas principales de Cellnex a la fecha del presente Folleto:

Accionistas	Total derechos de voto (%)	
	Directos	Indirectos
Edizione S.R.L[1]	-	13,025%
GIC Private Limited[2]	0,259%	6,730%
Abu Dhabi Investment Authority[3]	0,240%	6,730%
Fundacion Bancaria Caixa D' Estalvis i Pensions de Barcelona[4]	-	4,774%
Wellington Management Group LLT[5]	-	4,275%
Canada Pension Plan Investment Board	5,005%	-
FMR LLC[6]	-	3,763%
Blackrock, Inc[7]	-	3,403%
Capital Research and Management Company[8]	-	3,022%
Norges Bank	3,003%	-

Total (directo e indirecto)	54,229%

(1) Indirectamente mantenida a través de Connect Due S.r.l. (“**ConnecT Due**”), íntegramente participada por Sintonia S.p.A. (“**Sintonia**”) que, a su vez, está íntegramente participada por Edizione. Edizione es una sociedad holding propiedad de la familia Benetton.

(2) GIC Private Limited (“**GIC**”) es un fondo soberano establecido por el Gobierno de Singapur para gestionar las reservas de divisas extranjeras de Singapur, y es titular directo de un 0,259% del capital social de Cellnex. Además, GIC es titular del 100% del capital social de GIC Special Investments Private Limited (“**GICSI**”). GICSI proporciona dirección y gestión a GIC Infra Holdings Private Limited, que a su vez es titular del 100% del capital social de Lisson Grove Investment Private Limited (“**Lisson**”). Lisson es titular directo del 6,730% del capital social de Cellnex. La tabla recoge la información disponible públicamente. Sin embargo, a través de la comunicación de información privilegiada publicada el 26 de marzo de 2021 (número de registro 818), Edizione y Goldman Sachs International anunciaron la venta a GIC de Acciones que representan aproximadamente el 2,5% del capital social de la Sociedad (antes de la Oferta).

(3) Abu Dhabi Investment Authority (“**ADIA**”) es titular directo de un c.0,240% del capital social de Cellnex. Además, ADIA es titular del 100% del capital social de Silver Holdings, S.A., que a su vez es titular del 100% del capital social de Infinity Investements, S.A. (“**Infinity**”), que a su vez es titular del 100% del capital social de Azure Vista C 2020 S.r.l. (“**Azure**”). Azure es titular directo del 6,730% del capital social de Cellnex.

(4) Indirectamente mantenida a través de Wellington Investment Advisors Holdings LLP y varias carteras y fondos.

(5) Indirectamente mantenida a través de Criteria Caixa, S.A.U. La información contenida en esta tabla muestra la información pública disponible. No obstante, la Sociedad ha sido informada de que Criteria Caixa, S.A.U. es titular del 5,17% de los derechos de voto de la Sociedad.

(6) Indirectamente mantenida a través de varias carteras y fondos.

(7) Indirectamente mantenida a través de varias carteras y fondos.

(8) Indirectamente mantenida a través de varias carteras y fondos.

La tabla siguiente muestra la información disponible públicamente en relación con los titulares de derechos de voto de Cellnex otorgados por instrumentos financieros a la fecha del presente Folleto:

Accionistas	Total derechos de voto otorgados por instrumentos financieros (%)
Atlantia, S.p.A.[(1)]	4,734%
Blackrock, Inc[(2)]	0,398%
GIC Private Limited[(3)]	0,042%

(1) Atlantia, S.p.A. tiene el derecho a adquirir hasta el 4,734% de las Acciones de la Sociedad, que son actualmente titularidad de ConnecT Due.

(2) Indirectamente mantenidos a través de varias carteras y fondos.

(3) 162,263 acciones que representan un 0,033% del capital social de Cellnex están prestadas a terceros por término indefinido y con un derecho de recuperación en cualquier momento.

A fecha del presente Folleto, el Consejo de Administración está formado por 11 miembros, aunque existe una vacante. Los directores más importantes de la Sociedad son los diez miembros actuales del Consejo de Administración: D. Bertrand Kan (Presidente no ejecutivo), D. Tobías Martínez Gimeno (Consejero Delegado), D. Giampaolo Zambeletti (director coordinador), D.ª Anne Bouverot, D.ª Concepción del Rivero Bermejo, D.ª María Luisa Guijarro Piñal, D. Christian Coco, D. Pierre Blayau, D. Leonard Peter Shore y D.ª Alexandra Reich Shore.

Deloitte, S.L. (“**Deloitte**”) es el auditor de cuentas de la Sociedad.

2.2. ¿Cuál es la información financiera fundamental relativa al emisor

Información seleccionada de la cuenta de pérdidas y ganancias

	Para el ejercicio cerrado el 31 de diciembre,			
	2020 (auditado)	**2019 (no auditado) (reexpresado)[(*)]**	**2019 (auditado)**	**2018 (auditado)**
	(en miles de €)			
Ingresos de explotación	**1.604.772**	**1.030.845**	**1.030.845**	**897.871**
Resultado operativo	**158.290**	**141.465**	**142.492**	**112.530**
Resultado consolidado neto	**(150.736)**	**(18.692)**	**(18.503)**	**(17.742)**
Crecimiento interanual de los ingresos[(**)]	**55,7%**	**14,8%**	**14,8%**	**13,7%**
Margen EBITDA ajustado[(***)]	**75%**	**68%**	**68%**	**68%**
Beneficio por acción	**(0,35)**	**(0,03)**	**(0,03)**	**(0,06)**

[(*)] Reexpresado de acuerdo con IFRS 3.

[(**)] Calculado como crecimiento interanual de los Ingresos de explotación.

[(***)] El margen EBITDA ajustado es una medida alternativa de rendimiento (“**APM**”), tal y como se define en las directrices publicadas por la *European Securities and Markets Authority* el 5 de octubre de 2015 sobre medidas alternativas de rendimiento (las “**Directrices de la ESMA**”), y corresponde al “Resultado operativo” antes de “Depreciación y amortización” y después de añadir ciertos gastos no recurrentes (las donaciones derivadas del COVID-19, las indemnización por despido y los costes adicionales de indemnización y prestaciones y costes e impuestos relacionados con las adquisiciones) y ciertos gastos no monetarios (la remuneración LTIP pagable en acciones) y los anticipos a clientes, divididos por los ingresos de explotación, excluyendo los elementos transferidos a los clientes tanto de los gastos como de los ingresos, principalmente los costes de electricidad (este concepto sólo incluye Servicios y Anticipos a clientes y no tiene en cuenta Otros ingresos de explotación). La Sociedad utiliza el margen de EBITDA ajustado como indicador del rendimiento operativo.

Información seleccionada del balance consolidado

	A 31 de diciembre de 2020 (auditado)	A 31 de diciembre de 2019 (no auditado) (reexpresado)[(*)]	A 31 de diciembre de 2019 (auditado)	A 31 de diciembre de 2018 (auditado)
	(en miles de €)			
Total activo	**24.069.627**	**13.042.648**	**13.001.129**	**5.133.193**
Patrimonio total neto	**8.932.741**	**5.050.629**	**5.050.836**	**615.366**
Deuda Financiera Neta[(**)]	**6.500.237**	**3.926.207**	**3.938.046**	**3.166.204**

[(*)] Reexpresado de acuerdo con IFRS 3.

[(**)] La Deuda Financiera Neta es un APM según se define en las Directrices de la ESMA, y corresponde a "Emisiones de bonos y otros préstamos", "Préstamos y líneas de crédito" y "Pasivos por arrendamiento financiero" -sin incluir la deuda de las empresas del Grupo registrada con arreglo al método de participación en consolidación, "Instrumentos financieros derivados" u "Otros pasivos financieros"-, menos "Caja y equivalentes de caja". La Sociedad utiliza la Deuda Financiera Neta como medida de su solvencia y liquidez, ya que indica el efectivo y los equivalentes actuales en relación con el total de sus pasivos de deuda.

Información seleccionada del estado de flujos de caja

	Para el ejercicio cerrado el 31 de diciembre,			
	2020 (auditado)	2019 (no auditado) (reexpresado)	2019 (auditado)	2018 (auditado)
	(en miles de €)			
Flujos de caja totales de actividades de explotación (I)	**791.649**	**419.557**	**419.557**	**396.278**
Flujos de caja totales de actividades de inversión (II)	**(5.896.678)**	**(3.957.045)**	**(3.957.045)**	**(625.033)**
Flujos de caja totales de actividades de financiación (III)	**7.434.181**	**5.423.110**	**5.423.110**	**395.500**

Los ingresos de explotación del Grupo aumentaron en cada uno de los períodos correspondientes, debido principalmente a los cambios en el perímetro de consolidación del Grupo (como resultado de las adquisiciones realizadas durante dichos períodos).

Los estados financieros consolidados anuales auditados de la Sociedad a 31 de diciembre de 2020 (que incluyen la información financiera comparativa no auditada y reexpresada a 31 de diciembre de 2019), (ii) los estados financieros anuales consolidados y auditados de la Sociedad a 31 de diciembre de 2019 (que incluyen la información financiera comparativa no auditada y reexpresada a 31 de diciembre de 2018), y (iii) los estados financieros consolidados anuales auditados de la Sociedad a y por el ejercicio social terminado el 31 de diciembre de 2018 (que incluyen la información financiera comparativa no auditada y reexpresada a 31 de diciembre de 2017) ((i), (ii) y (iii), los "**Estados Financieros**") han sido auditados por Deloitte. Los respectivos informes de los auditores sobre los Estados Financieros no presentaron reservas.

2.3. ¿Cuáles son los principales riesgos específicos del emisor?

Los factores de riesgo más materiales para el emisor son los siguientes:

- ***Riesgos relacionados con el sector y los negocios en los que opera el Grupo***
  1. El negocio del Grupo depende de la demanda de los servicios que proporciona, y una parte importante de los ingresos del Grupo proceden de un número reducido de clientes principales
  2. La expansión o desarrollo de los negocios del Grupo, incluidas las adquisiciones u otras oportunidades de crecimiento, conllevan una serie de riesgos e incertidumbres que podrían afectar de forma negativa a sus resultados de explotación así como alterar sus operaciones
  3. La aplicación de una cláusula de cambio de control incluida en contratos suscritos por el Grupo o el incumplimiento de obligaciones contractuales puede conllevar la obligación de pagar la deuda de forma anticipada o la venta de activos
  4. Las estimaciones del Grupo sobre su cartera (*backlog*) se basan en determinadas asunciones y están sujetas a ajustes inesperados y cancelaciones y, por lo tanto, podrán no ser convertidas en ingresos en un período fiscal determinado, en su caso, o no ser un indicador totalmente fiable de los ingresos y beneficios futuros del Grupo
  5. La actividad del Grupo puede verse afectada por la adversa situación política y económica en los países donde el Grupo opera y de otros lugares
  6. La condición del Grupo como "operador significativo en el mercado" en el mercado del servicio de transmisión de TDT en España exige determinadas obligaciones que limitan al Grupo en comparación con sus competidores
  7. El espectro puede no estar asegurado en el futuro, lo que impediría o dañaría los planes del Grupo o limitaría la necesidad de sus servicios y productos, y otros recursos básicos para prestar servicio pueden no estar garantizados
- ***Riesgos relacionados con la información financiera incorporada por referencia al presente Folleto y otros riesgos financieros***
  8. El Grupo está sujeto a riesgos relacionados con el endeudamiento, incluyendo el riesgo de tipo de interés
  9. La información financiera consolidada histórica solo tiene en cuenta las transacciones cerradas a la fecha del fin del período contable
  10. El Grupo está sujeto a riesgos relacionados con el tipo de cambio
- ***Riesgos relacionados con la adquisición de Hivory***
  11. La adquisición de Hivory podría no completarse si algunas condiciones suspensivas no se cumplen o si cualquiera de Altice o Starlight HoldCo no ejercita su respectivo derecho de venta

3. INFORMACIÓN FUNDAMENTAL SOBRE LOS VALORES

3.1. ¿Cuáles son las principales características de los valores?

Las 192.619.055 Acciones Nuevas a emitir en la Oferta son acciones ordinarias de Cellnex de 0,25 euros de valor nominal cada una, de la misma clase y serie que las acciones ordinarias en circulación. Las Acciones Nuevas se emitirán en euros. Las Acciones Nuevas son acciones ordinarias y atribuyen

a sus titulares los mismos derechos políticos y económicos que las restantes acciones existentes de Cellnex, recogidos en la Ley de Sociedades de Capital y en los estatutos de la Sociedad. No existen restricciones a la libre transmisibilidad de las acciones ordinarias de la Sociedad en sus estatutos.

El código ISIN de las acciones ordinarias de la Sociedad es ES0105066007. La Agencia Nacional de Numeración, una entidad que forma parte de la CNMV, ha asignado el código ISIN provisional ES0605066937 para los Derechos de Suscripción Preferente y un código ISIN provisional ES0105066049 para las Acciones Nuevas. Tras la admisión a negociación de las Acciones Nuevas, todas las Acciones de la Sociedad tendrán asignado el mismo código ISIN.

La Sociedad ha aprobado una política de remuneración a los accionistas, con las modificaciones que tenga en cada momento, que pretende mantener un balance adecuado entre la remuneración al accionista, la generación de beneficios por la Sociedad y la estrategia de crecimiento de la Sociedad, con el fin de alcanzar una estructura de capital adecuada. En la implementación de la política de remuneración a los accionistas, la Sociedad se ha centrado en distribuir anualmente una cantidad superior al 10% con respecto al dividendo distribuido el año anterior (entendido el dividendo como cualquier distribución realizada al accionista contra el beneficio neto o reservas distribuibles de la Sociedad de ese ejercicio) (la "**Política de Remuneración a los Accionistas**"). En consecuencia, cada año la Sociedad distribuye dividendos contra el beneficio neto o reservas distribuibles de la Sociedad del correspondiente ejercicio. No obstante lo mencionado, la capacidad de la Sociedad para distribuir dividendos está condicionada por diversos factores y circunstancias, que de manera enunciativa y no limitativa, son el importe del beneficio atribuible a la Sociedad en cualquier ejercicio, posibles limitaciones en la distribución de dividendos incluidas en contratos de financiación de la Sociedad, y la política de crecimiento de la Sociedad. Como consecuencia de dichos factores u otras circunstancias, la Sociedad podría modificar la Política de Remuneración a los Accionistas o no abonar dividendos de conformidad con la Política de Remuneración a los Accionistas en cualquier momento.

3.2. ¿Dónde se negociarán los valores?

Las Acciones de Cellnex están admitidas a negociación en las Bolsa de Valores de Barcelona, Bilbao, Madrid y Valencia (Bolsas de Valores Españolas) a través del Sistema de Interconexión Bursátil ("**AQS**") con el ticker "CLNX". La Sociedad espera que los Derechos de Suscripción Preferentes sean admitidos a negociación en las Bolsas de Valores Españolas y negociados a través del Sistema de Interconexión Bursátil en el periodo comprendido entre las 8:30 a.m. (CET) del día 1 de abril de 2021 y las 5:30 p.m. (CET) del 15 de abril de 2021. Se solicitará la admisión a negociación de las Acciones Nuevas en las Bolsas de Valores Españolas y su negociación a través del Sistema de Interconexión Bursátil (la "**Admisión**").

3.3. ¿Hay alguna garantía vinculada a los valores?

No aplicable.

3.4. ¿Cuáles son los principales riesgos específicos de los valores?

Los factores de riesgo más materiales de los valores son los siguientes:

- ***Riesgos relacionados con la Oferta***
    1. El Contrato de Aseguramiento entre Cellnex y las Entidades Aseguradoras prevé la resolución de dicho acuerdo en determinadas circunstancias. El compromiso de aseguramiento por parte de las Entidades Aseguradoras también se encuentra sujeto a determinadas condiciones suspensivas.
    2. Cellnex no puede asegurar que vaya a cumplir su Política de Remuneración a los Accionistas en el futuro o que se puedan pagar dividendos (o, que en caso de que se pudiera, se fuera a hacer)
    3. El precio de las Acciones puede reducirse como consecuencia de la Oferta
    4. La Oferta y el valor de las Acciones Nuevas, los Derechos de Suscripción Preferente y las Acciones puede verse afectado por la pandemia del Coronavirus

4. INFORMACIÓN FUNDAMENTAL SOBRE LA OFERTA PÚBLICA DE VALORES O SOBRE SU ADMISIÓN A COTIZACIÓN EN UN MERCADO REGULADO

4.1. ¿En qué condiciones y plazos puedo invertir en este valor?

La Oferta consistirá en un total de 192.619.055 Acciones Nuevas, a un Precio de Suscripción de €36,33 por cada Nueva Acción (valor nominal de €0,25 más una prima de €36,08). La Sociedad otorga Derechos de Suscripción Preferente a los Accionistas Registrados. Cada Acción de la que los Accionistas Registrados sean titulares, les otorgará el derecho a recibir un Derecho de Suscripción Preferente. El ejercicio de 48 Derechos de Suscripción Preferente facultará a su titular a suscribir 19 Acciones Nuevas mediante el pago al contado del Precio de Suscripción.

Los Accionistas Registrados que no participen en la Oferta verán diluida su participación. Si un Accionista Registrado no suscribe Acciones Nuevas en el porcentaje que le corresponde en virtud de sus Derechos de Suscripción Preferente, y asumiendo igualmente que las Acciones Nuevas son suscritas en su totalidad por terceros, la participación de dicho Accionista Registrado se diluirá en un 28,35%.

La Sociedad estima obtener unos ingresos netos por la Oferta de aproximadamente €6.873 millones: ingresos brutos de aproximadamente €6.998 millones menos (i) el importe de aproximadamente hasta €121 millones de comisiones a pagar a las Entidades Aseguradoras bajo el Contrato de Aseguramiento y el Contrato de Aseguramiento Inicial (como se define aquí), asumiendo la colocación de todas las Acciones Nuevas y el pago de la comisión discrecional, y (ii) el importe de aproximadamente €4 millones relativo a otros gastos relacionados con la Oferta.

<u>Suscripción de Acciones Nuevas</u>

- Período de Suscripción Preferente. El período durante el cual los Accionistas Registrados podrán ejercitar sus Derechos de Suscripción Preferente comenzará el 1 de abril de 2021 y finalizará el 15 de abril de 2021, ambos inclusive. Los Accionistas Registrados podrán ejercitar sus Derechos de Suscripción Preferente durante los días bursátiles AQS de este período. De acuerdo con el calendario previsto, se espera que los días bursátiles AQS comiencen a las 8:30 a.m. CET del 1 de abril de 2021y finalicen a las 5:30 p.m. CET del 15 de abril de 2021, ambos inclusive. Alternativamente, los Accionistas Registrados podrán vender sus Derechos de Suscripción Preferente en el mercado durante el período de los días bursátiles AQS, y los compradores de dichos Derechos de Suscripción Preferente podrán suscribir el número correspondiente de Acciones Nuevas, en cada caso, de conformidad con las leyes y normativas aplicables. Durante el Período de Suscripción Preferente, los Accionistas Registrados o los compradores de Derechos de Suscripción Preferente podrán ejercitar o vender sus Derechos de Suscripción Preferente, en todo o en parte. Quienes hayan ejercido íntegramente sus Derechos de Suscripción Preferente podrán confirmar su solicitud de suscripción de Acciones Nuevas adicionales que excedan de su derecho prorrateado.
- Período de Asignación Adicional. La asignación de Acciones Nuevas adicionales está prevista que ocurra no más tarde de las 5:00 p.m. CET del cuarto día bursátil AQS siguiente a la fecha de finalización del Período de Suscripción Preferente (de conformidad con el calendario previsto, se espera que el cuarto día bursátil AQS siguiente a la fecha de finalización del Período de Suscripción Preferente tenga lugar el 21 de abril de 2021). En el supuesto de que finalizado el Período de Suscripción Preferente hubiera Acciones Nuevas pendientes de asignación, la Sociedad las distribuirá entre los titulares de Derechos de Suscripción Preferente que hubieran ejercitado todos sus Derechos de Suscripción Preferente y hubiesen solicitado, al momento del ejercicio de sus derechos, la suscripción de Acciones Nuevas adicionales.
- Período de Asignación Discrecional y aseguramiento. En el supuesto de que, finalizado el Período de Suscripción Preferente y el Período de

Asignación Adicional, hubiesen Acciones Nuevas sin suscribir, el Período de Asignación Discrecional está previsto que comience en cualquier momento posterior a la finalización del Período de Asignación Adicional y que finalice no más tarde de las 11:00 a.m. CET del 22 de abril de 2021, sin perjuicio de la posibilidad de las Entidades Aseguradoras de finalizar el plazo con anterioridad.

En caso de que hubiese Acciones Nuevas, sin contar las Acciones Comprometidas, no suscritas durante el Período de Suscripción Preferente y el Período de Asignación Adicional (las "**Acciones de Asignación Discrecional**" (*rump shares*)), las Entidades Aseguradoras han acordado, sujeto a los términos y condiciones del Contrato de Aseguramiento, a realizar un esfuerzo razonable para conseguir suscriptores de las Acciones de Asignación Discrecional y, en su defecto, a suscribir y pagar dichas Acciones de Asignación Discrecional al Precio de Suscripción prorrateado a sus respectivos compromisos de aseguramiento.

Los titulares de Derechos de Suscripción Preferente que ejerciten sus Derechos de Suscripción Preferente durante el Período de Suscripción Preferente o que soliciten Acciones Nuevas adicionales para su asignación en el Período de Asignación Adicional no podrán revocar las suscripciones realizadas durante el periodo, excepto cuando un suplemento a este Folleto sea publicado, en cuyo caso los titulares que hayan ejercitado sus Derechos de Suscripción Preferente para suscribir las Acciones Nuevas o que hayan solicitado Acciones Nuevas adicionales para su asignación en el Período de Asignación Adicional tendrán el derecho, ejercitable en los tres días hábiles siguientes a la publicación del suplemento, a revocar sus suscripciones o solicitudes, según sea el caso, siempre que el nuevo factor, error o inexactitud al que el suplemento se refiere surja antes del cierre de la oferta (es decir, cuando la Sociedad declare el aumento de capital ejecutado y proceda al otorgamiento de la correspondiente escritura pública de ejecución del aumento de capital ante un notario público español, que se espera tenga lugar el 22 de abril de 2021, la Fecha de Ejecución). En el caso de que se publique un suplemento a este Folleto, los inversores que hayan adquirido sus Derechos de Suscripción Preferente en el mercado y revoquen dichas suscripciones perderán su inversión.

Las solicitudes de suscripción de Acciones Nuevas durante el Período de Asignación Discrecional se consideran firmes, irrevocables e incondicionales, excepto cuando un suplemento a este Folleto sea publicado, en cuyo caso los inversores que hayan realizado dichas solicitudes tendrán el derecho, ejercitable en los tres días hábiles siguientes a la publicación del suplemento, a revocar sus solicitudes de suscripción realizadas antes de la publicación de dicho suplemento, siempre que el nuevo factor, error o inexactitud al que el suplemento se refiere surja antes del cierre de la oferta (es decir, cuando la Sociedad declare el aumento de capital ejecutado y proceda al otorgamiento de la correspondiente escritura pública de ejecución del aumento de capital ante un notario público español, que se espera tenga lugar el 22 de abril de 2021, la Fecha de Ejecución) y no se refiera a la terminación del Contrato de Aseguramiento. En caso de resolución del Contrato de Aseguramiento, las solicitudes de suscripción de Acciones Nuevas en el Período de Asignación Discrecional quedarán sin efecto.

Desembolso

El desembolso de las Acciones Nuevas se debe realizar por los accionistas finales que hayan suscrito las acciones:

- Acciones Nuevas suscritas durante el Período de Suscripción Preferente: en el momento de suscripción.
- Acciones Nuevas suscritas durante el Período de Asignación Adicional: no más tarde de las 10:00 a.m. CET de la Fecha de Ejecución (antes de que la Sociedad declare el aumento de capital social ejecutado y proceda al otorgamiento de la correspondiente escritura pública de ejecución del aumento de capital ante un notario público español). Sin perjuicio de lo anterior, las Entidades Participantes podrán requerir que los titulares de Derechos de Suscripción Preferente que soliciten Acciones Nuevas adicionales paguen por adelantado el Precio de Suscripción de las Acciones Nuevas adicionales solicitadas por los mismos en el momento de dicha solicitud.
- Acciones Nuevas suscritas durante el Período de Asignación Discrecional: no más tarde del día de liquidación, que se espera suceda el 28 de abril de 2021. No obstante, las Entidades Aseguradoras podrán requerir a los inversores para que aporten previamente los fondos a fin de asegurar el pago del Precio de Suscripción de Acciones de Asignación Discrecional que, en su caso, se les puedan asignar.

La tabla resumen incluida debajo lista ciertas fechas importantes en relación con la Oferta:

Hito principal	**En o alrededor del**
Aprobación del Folleto por la CNMV	30 de marzo de 2021
Comunicación de información regulatoria anunciando el registro del Folleto en la CNMV y la fecha estimada del inicio y final del Período de Suscripción Preferente	31 de marzode 2021
Publicación del anuncio de la Oferta en el BORME y última fecha de cotización de las Acciones "con derechos"	31 de marzo de 2021
Inicio del Período de Suscripción Preferente y del período de solicitud de Nuevas Acciones para su asignación y, en su caso, durante el Período de Asignación Adicional	1 de abril de 2021
Primera día de cotización de las acciones "sin derechos" (ex-date) e inicio de la cotización de los Derechos de Suscripción Preferente	1 de abril de 2021
Fecha de corte en la que Iberclear determinará las posiciones para la asignación de Derechos de Suscripción Preferente (*Record Date*)	6 de abril de 2021
Finalización de la cotización de los Derechos de Suscripción Preferente (día de participación garantizada)	15 de abril de 2021
Finalización del Período de Suscripción Preferente y de solicitud de Acciones Nuevas para su asignación (si procede) durante el Período de Asignación Adicional	15 de abril de 2021
Período de Asignación Adicional (en su caso)	21 de abril de 2021
Comunicación de información regulatoria anunciando los resultados del Período de Suscripción Preferente y del Período de Asignación Adicional (si procede)	21 de abril de 2021
Inicio del Período de Asignación Discrecional (en su caso)	21 de abril de 2021
Finalización del Período de Asignación Discrecional (en su caso)	22 de abril de 2021
Comunicación de información regulatoria anunciando los resultados de la Oferta y el número de Acciones Nuevas suscritas en cada período (en su caso)	22 de abril de 2021
Desembolso por las Entidades Participantes al Banco Agente de las Acciones Nuevas suscritas durante el Período de Suscripción Preferente y, en su caso, el Período de Asignación Adicional	22 de abril de 2021
Desembolso (*pre-funding*) por los *Pre-Funding Banks* de las Acciones Nuevas suscritas durante el Período de Asignación Discrecional (en su caso)	22 de abril de 2021
Aprobación del acuerdo de cierre y ejecución del aumento de capital	22 de abril de 2021
Otorgamiento de la escritura pública de aumento de capital ante notario (Fecha de Ejecución)	22 de abril de 2021
Inscripción de la escritura pública de aumento de capital en el Registro Mercantil	23 de abril de 2021
Comunicación de información regulatoria anunciando la inscripción de la escritura pública de aumento de capital en el Registro Mercantil	23 de abril de 2021
Registro de las Acciones Nuevas en Iberclear	23 de abril de 2021
Admisión a cotización de las Acciones Nuevas por la CNMV y las Bolsas de Valores Españolas	26 de abril de 2021
Ejecución, en su caso, de la Operación Bursátil Especial para la transmisión de las Acciones de Asignación Discrecional asignadas durante el Período de Asignación Discrecional (en su caso)	26 de abril de 2021

Día de inicio de cotización estimado de las Acciones Nuevas en las Bolsas de Valores Españolas......................	27 de abril de 2021
Liquidación, en su caso, de la Operación Bursátil Especial para la transmisión de las Acciones de Asignación Discrecional asignadas durante el Período de Asignación Discrecional (en su caso)...	28 de abril de 2021

Compromisos de los accionistas, Goldman Sachs International, consejeros y miembros de la Alta Dirección

Los siguientes accionistas se han comprometido irrevocablemente a ejercitar los Derechos de Suscripción Preferente correspondientes a las Acciones de las que son titulares en una cuantía superior al 5% de la Oferta, y a suscribir y desembolsar las correspondientes Acciones Nuevas:

- Lisson Grove Investment Pte. Ltd, se ha comprometido a suscribir aproximadamente el 9,23% de la Oferta, y a suscribir y desembolsar las correspondientes Acciones Nuevas.
- Azure Vista C 2020 S.à r.l., se ha comprometido a suscribir aproximadamente el 5,01% de la Oferta, y a suscribir y desembolsar las correspondientes Acciones Nuevas.

Otros inversores se han comprometido a suscribir un total de aproximadamente el 3,95% de la Oferta, y a suscribir y desembolsar las correspondientes Acciones Nuevas.

Adicionalmente, a través de la comunicación de información privilegiada publicada el 26 de marzo de 2021 (número de registro 818), Edizione y Goldman Sachs International anunciaron la venta por ConnecT Due a Goldman Sachs International de sustancialmente todos los Derechos de Suscripción Preferente de la Sociedad a los que ConnecT Due espera tener derecho en relación con la Oferta. Relacionado con lo anterior, Goldman Sachs International se ha comprometido a suscribir aproximadamente el 8,53% de la Oferta, y a suscribir y desembolsar las correspondientes Acciones Nuevas.

Como consecuencia de lo anterior, en conjunto, las entidades arriba mencionadas (las "**Entidades Principales Comprometidas**") se han comprometido a suscribir y pagar una cantidad agregada de aproximadamente el 26,73% de la Oferta, y a suscribir y desembolsar las correspondientes Acciones Nuevas (las "**Acciones Comprometidas de las Entidades Principales**").

La suscripción de las Acciones Nuevas por parte de estos inversores tendrá lugar dentro de los diez primeros días naturales del Período de Suscripción Preferente. La Sociedad informará al mercado sobre dichas suscripciones a través de la correspondiente comunicación de otra información relevante, cuando reciba confirmación de cada Entidad Principal Comprometida. Si se resuelve el Contrato de Aseguramiento y se publica por la Sociedad un suplemento al Folleto, dichas Entidades Principales Comprometidas serán (i) liberadas de sus respectivos compromisos y (ii) tendrán derecho a retirar la suscripción de las Acciones Comprometidas de las Entidades Principales.

Además, hay determinados accionistas que han notificado a la Sociedad su intención de ejercitar sus derechos de suscripción preferente en un importe agregado correspondiente a aproximadamente el 4,95% de la Oferta, y a suscribir y pagar las Acciones Nuevas correspondientes. Sin embargo, a la fecha del Folleto, a diferencia de las Entidades Principales Comprometidas, dichos accionistas no han suscrito ningún acuerdo jurídicamente vinculante y, por tanto, pueden decidir finalmente no ejecutar su inversión en la Oferta, en parte o en su totalidad. Si la Sociedad es informada de dichas suscripciones, a su vez informará al mercado sobre ellas a través de la correspondiente comunicación de otra información relevante.

Ciertos Consejeros y miembros de la Alta Dirección titulares de acciones de la Sociedad (dichos Consejeros y miembros de la Alta Dirección, junto con las Entidades Principales Comprometidas, las "**Personas Comprometidas**") se han comprometido irrevocablemente a suscribir y pagar un total de aproximadamente el 0,04% de la Oferta y a suscribir y desembolsar las correspondientes Acciones Nuevas (junto con las Acciones Comprometidas de las Entidades Principales, las "**Acciones Comprometidas**").

Si una vez terminado el Período de Suscripción Preferente, las Personas Comprometidas no suscriben o pagan completamente Acciones Comprometidas, en un importe que represente en su conjunto el 3% o más de las Acciones Nuevas, esto se considerará un factor significativo que requiere la publicación de un suplemento, en los términos indicados en el presente Folleto y, consecuentemente, la Sociedad puede declarar la suscripción incompleta.

4.2. ¿Quién es el oferente o la persona que solicita la admisión a cotización?

El oferente de las Acciones Nuevas es la propia Sociedad (véase la Sección 2 del presente Resumen relativo a la información fundamental sobre el Emisor).

4.3. ¿Por qué se ha elaborado este folleto?

La Sociedad estima obtener unos ingresos netos por la Oferta de aproximadamente €6.873 millones. La Sociedad pretende hacer uso de los ingresos netos de la Oferta para aumentar su cartera actual de infraestructuras de una forma consistente con la estrategia actual de crecimiento de la Sociedad mediante adquisiciones. Sujeta a las condiciones del mercado, la Sociedad espera invertir, o comprometerse a invertir, los ingresos de la Oferta en un período máximo de dieciocho meses desde la liquidación de la Oferta.

La Sociedad tiene la intención de seguir aplicando sus criterios de inversión en el análisis de futuras adquisiciones, y considera que su trayectoria pasada ha demostrado su habilidad de proporcionar valor a sus accionistas. La Sociedad ha identificado una serie de oportunidades en el mercado con un tamaño agregado estimado de aproximadamente €18 mil millones (basado en el *enterprise value*, asumiendo la adquisición del 100% de los objetivos relevantes e incluyendo los programas de *Build-to-suit* o el despliegue de iniciativas adicionales), de los cuales un tamaño agregado estimado de aproximadamente €9 mil millones ya se han comprometido por la Sociedad. La Sociedad está analizando activamente ciertas oportunidades de mercado, incluyendo algunas transformacionales, en diferentes etapas por un tamaño agregado estimado de aproximadamente hasta €9 mil millones (basado en el *enterprise value*, asumiendo la adquisición del 100% de los objetivos relevantes e incluyendo los programas de *Build-to-suit* o el despliegue de iniciativas adicionales). Mientras que hay proyectos en una etapa temprana (originación, subasta o fase de *due diligence*), existen otros que están siendo negociados en régimen de exclusividad y con documentación avanzada preparada. Aunque el Grupo espera que la adquisición de Hivory se financie con una parte de los ingresos netos de la Oferta, es posible que finalmente se financie total o parcialmente con caja disponible de la Sociedad, en la cantidad que el Grupo decida, a su entera discreción. En caso de que la adquisición de Hivory no se complete, la Sociedad continuará evaluando activamente las oportunidades de mercado adecuadas para invertir los ingresos netos de la Oferta. La Financiación de M&A incluye (i) un compromiso por el cual si se dispone de cualquier cuantía bajo el préstamo puente, los ingresos netos de los eventos de los mercados de capitales (incluida la Oferta) deberán utilizarse para su pago anticipado y (ii) mientras no se disponga en su totalidad de las cuantías bajo el préstamo puente, cualquier exceso de los ingresos netos de los eventos de los mercados de capitales (incluida la Oferta), hasta por un importe total de €5.900 millones, se mantendrá en el balance del Grupo hasta que, entre otras cosas, se efectúe el pago de la adquisición de Hivory. Si se incumple cualquiera de los compromisos anteriores, dicho préstamo puente se convertirá en vencido y pagadero.

Se espera que cualquier otra oportunidad de mercado, si se celebran acuerdos definitivos, también puede ser financiada con los ingresos netos de la Oferta y/o deuda, lo que podría resultar en cambios en el apalancamiento y la calificación crediticia de la Sociedad. Cellnex está comprometida con evaluar estas oportunidades de mercado siguiendo sus anteriores criterios de M&A, que se centran en aumentar sustancialmente el flujo de efectivo libre apalancado recurrente por acción (RLFCF por acción). La Sociedad prevé mantener los ingresos netos de la Oferta como efectivo y equivalentes hasta que se utilicen para la realización de una o más adquisiciones.

La Sociedad y algunas de las Entidades Aseguradoras firmaron un contrato de aseguramiento con fecha 3 de febrero de 2021 (el "**Contrato de Aseguramiento Inicial**)" que fue resuelto el 30 de marzo de 2021. Con fecha 30 de marzo de 2021, se ha firmado un contrato de aseguramiento en relación con la Oferta, entre

la Sociedad y las Entidades Aseguradoras, sujeto a las leyes del Reino de España (Derecho común español). Además, las obligaciones de las Entidades Aseguradoras en virtud del Contrato de Aseguramiento están sujetas a determinadas condiciones suspensivas, que incluyen la confirmación por parte de la Sociedad (incluso mediante la publicación de una comunicación de información regulatoria por parte de la Sociedad) de que las Personas Comprometidas no han dejado de suscribir y pagar íntegramente las Acciones Nuevas por un importe que represente en su conjunto el 3% o más de las Acciones Nuevas. Si estas condiciones suspensivas no se cumplen o no se renuncian, el Contrato de Aseguramiento y las obligaciones de aseguramiento y prefinanciación de los Gestores no surtirán efecto.

Las Entidades Aseguradoras recibirán ciertas comisiones en contraprestación por la firma del Contrato de Aseguramiento y los servicios que se han comprometido a prestar. La Sociedad también se ha comprometido a pagar ciertas comisiones a pagar bajo el Contrato de Aseguramiento Inicial. En la medida en que las Acciones Nuevas, sin contar las Acciones Comprometidas, no se hubiesen suscrito durante el Período de Suscripción Preferente y el Período de Asignación Adicional, y sujeto a los términos del Contrato de Aseguramiento, las Entidades Aseguradoras se han comprometido a emplear esfuerzos razonables para buscar suscriptores y, en su caso, suscribir las Acciones Nuevas que no se hubiesen suscrito al Precio de Suscripción. En el caso de que el Contrato de Aseguramiento se resuelva, o si las obligaciones de aseguramiento y *pre-funding* de las Entidades Aseguradoras bajo el Contrato de Aseguramiento no adquieren eficacia como resultado del incumplimiento o falta de dispensa de alguna condición suspensiva, esto será considerado un factor significativo que requiere la publicación de un suplemento. En ese caso, los titulares de Derechos de Suscripción Preferente que hayan ejercitado sus Derechos de Suscripción Preferente durante el Período de Suscripción Preferente o solicitado Acciones Nuevas adicionales en el Período de Asignación Adicional tendrán el derecho, ejercitable en los tres días hábiles siguientes a la publicación del suplemento, para revocar sus suscripciones o solicitudes, según sea el caso, si dicho facto significativo surge antes del cierre de la oferta (es decir, cuando la Sociedad declare el aumento de capital ejecutado y proceda al otorgamiento de la correspondiente escritura pública de ejecución del aumento de capital ante un notario público español, que se espera tenga lugar el 22 de abril 2021, la Fecha de Ejecución).

Ocasionalmente, algunas de las Entidades Aseguradoras, y sus respectivas filiales o sucursales pueden haber prestado a la Sociedad y/o a sus accionistas o a sus filiales asesoramiento en temas de banca de inversión, comercial (incluido el otorgamiento de préstamos) y de otro tipo, servicios por los cuales han recibido los honorarios o comisiones habituales. Pueden prestar a la Sociedad y/o a sus accionistas, a sus filiales y/o sociedades directa o indirectamente involucradas en la Oferta servicios similares o de otro tipo, y realizar actividades similares en el futuro. En relación con la Oferta, cada Entidad Aseguradora y cualquier filial o sucursal que actúe como inversor por cuenta propia, podrá aceptar Acciones Nuevas y, en calidad de tal, podrá mantener, comprar o vender dichas Acciones Nuevas (o inversiones relacionadas), por cuenta propia y podrá ofrecer o vender dichas Acciones Nuevas (u otras inversiones) salvo en relación con la Oferta. En el curso ordinario de sus actividades comerciales, las Entidades Aseguradoras y sus respectivas filiales pueden hacer o mantener una amplia gama de inversiones y comerciar activamente con instrumentos de deuda y capital (o instrumentos derivados relacionados) e instrumentos financieros (incluyendo préstamos bancarios) por cuenta propia y por cuenta de sus clientes. Dichas inversiones y actividades de valores podrán incluir valores y/o instrumentos de la Sociedad, sus accionistas o sus filiales.

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