



**Relevant Fact**  
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## **COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)**

In compliance with article 228 of the Consolidated Text of the Spanish Securities Markets Law, CELLNEX TELECOM, S.A. ("**Cellnex**" or "**the Company**") hereby notifies the Spanish National Securities Market Commission of the following

### **RELEVANT FACT**

The Board of Directors of Cellnex has resolved to carry out an issue of senior unsecured convertible bonds (the "**Bonds**"), convertible into new or existing ordinary shares of the Company (the "**Shares**"), with shareholders having no preferred subscription right (the "**Issue**").

The Board of Directors of Cellnex has established the main characteristics of the Issue, although the final terms and conditions of the Bonds remain to be determined once the accelerated bookbuild process has been completed by the bookrunners appointed for this purpose.

Cellnex is taking advantage of favourable market conditions to issue its first convertible bond, thereby diversifying its funding sources. Additionally, Cellnex aims to increase its average debt maturity by issuing a new long term instrument, at a cost materially lower than its current average cost of borrowing and with an initial conversion price which represents a substantial premium to Cellnex share price at the time of pricing. The net proceeds from the Issue will be used for general corporate purposes.

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

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

- (a) The aggregate principal amount of the Bonds to be issued will be €500 million.
- (b) The Issue will be exclusively targeted at professional investors.
- (c) The Bonds will mature on 16 January 2026. Any Bonds which have not been previously converted, redeemed or repurchased and cancelled by this time, will be redeemed in full at their principal amount.
- (d) The principal amount of the Bonds will be €100,000 and the Bonds will be issued at 100% of their principal amount.
- (e) The Bonds will bear a fixed coupon, payable annually in arrear on 16 January in each year, commencing on 16 January 2019, at an interest rate which will be set once the accelerated bookbuild process has concluded and which is estimated to be between 1.25% and 2.00% per annum.
- (f) The Bonds will be convertible, at the option of the bondholder, into newly-issued or previously-issued Shares (as decided by Cellnex), at a conversion price which will initially be set at a 70% premium above the volume weighted average price of a Share on the Spanish Exchanges (*Bolsas de Valores*) between market opening and pricing later today. The initial conversion price is subject to customary adjustments.
- (g) Bondholders will receive, as a result of exercising their conversion right, a number of Shares which will be determined by dividing the principal amount of the Bonds to be converted, by the then prevailing conversion price.
- (h) Cellnex may redeem the Bonds in whole but not in part, at their principal amount plus accrued interest, if (i) on or after 18 July 2022, the market value of the underlying Shares per €100,000 principal amount of the Bonds exceeds €130,000 during a specified period of time; or (ii) at any time, more than 85% of the aggregate principal amount of the Bonds initially issued have been converted and/or redeemed and/or purchased and cancelled.
- (i) Bondholders may request Cellnex to repurchase the Bonds in the event of a change of control of the Company or in the event that a tender offer is made with respect to the Shares which leads to a change of control of Cellnex.
- (j) The capacity of Cellnex, its corresponding corporate resolutions and the ranking of the Bonds will be governed by Spanish law. Except for the foregoing, the terms and conditions of the Bonds, including all non-contractual obligations in connection therewith, will be governed by English law.
- (k) The Company intends to seek admission to trading for the Bonds on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange by no later than 90 days after the Issue Date.
- (l) It is expected that the Bonds will be assigned a BBB- rating by Fitch Ratings.

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The final terms and conditions of the Bonds are expected to be set today upon conclusion of the accelerated bookbuild process. Thereafter Cellnex is expected to enter into a subscription agreement in connection with the Bonds with, *inter alia*, the Joint Global Coordinators (the "**Subscription Agreement**"). In the context of the Issue Cellnex will commit to a lock-up of 90 days from the date of the Subscription Agreement in relation to the Shares and related securities, subject to exceptions including, in line with the agreement entered into in the context of the Company's initial public offering (IPO), from 30 calendar days to 90 calendar days (inclusive) after the Issue Date, in relation to the issue of Shares representing no more than 50% of the total issued share capital of the Company as of the Issue Date in the context of M&A activities.

The subscription and payment of the Bonds is expected to take place on 16 January 2018 (the "**Issue Date**"), provided that the conditions established in the Subscription Agreement are met.

Madrid, 8 January 2018

## IMPORTANT INFORMATION

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

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

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

SOLELY FOR THE PURPOSES OF EACH MANUFACTURER'S PRODUCT APPROVAL PROCESS, THE TARGET MARKET ASSESSMENT IN RESPECT OF THE BONDS HAS LED TO THE CONCLUSION THAT: (I) THE TARGET MARKET FOR THE BONDS IS ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ONLY, EACH AS DEFINED IN DIRECTIVE 2014/65/EU, AS AMENDED ("**MIFID II**"); AND (II) ALL CHANNELS FOR DISTRIBUTION OF THE BONDS TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE. ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE BONDS (A "**DISTRIBUTOR**") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURERS' TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE BONDS (BY EITHER ADOPTING OR REFINING THE MANUFACTURERS TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

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

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

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

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

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