

SPANISH NATIONAL SECURITIES MARKET COMMISSION (CNMV)  
FAO the Director General for Markets

Madrid, 18 September 2018

Ref.: CNMV requisition Dispatch record no. 2018095835

We are writing in reference to your requisition dated 18 July 2018, concerning the annual corporate governance report (**IAGC**) of Cellnex Telecom, S.A. ("**Cellnex**" or the "**Company**") for the 2017 financial year.

In order to fulfil this requisition, please find the following additional information:

- Section C.1.15 of the IAGC erroneously states that the remuneration of the Board of Directors was 2,235 thousand euros, when the correct figure is 2,228 thousand euros. To these should be added the amount corresponding to the Chief Executive Officer due to having reached the targets set out in the 2015-2017 Incentives Scheme, accrued during the last three financial years, which amounted to 2,331 thousand euros (as shown in Note 17 of the Report and Note 20 of the Consolidated Report). These were paid in 2018 as follows: 1/3 in shares, 1/3 as contributions to the Savings Insurance Policy and 1/3 in cash.
- Likewise, Section C.1.16 of the IAGC only includes the amounts paid to Top Management during the 2017 financial year (2,369 thousand euros). To these should be added the amounts for achieving the targets set out in the 2015-2017 Incentives Scheme, accrued during the last three financial years, which amounted to 3,107 thousand euros (as shown in Note 17 of the Report and Note 20 of the Consolidated Report). These were paid in 2018.
- Recommendation 61. The Company does not meet that recommendation because it has not established that a percentage of the CEO's variable remuneration be necessarily linked to the provision of shares. Without prejudice to this, the CEO voluntarily informed, prior to accrual, that 1/3 of the long-term variable remuneration – ILP 2015-2017 – (an amount greater than one year of his fixed remuneration) be made through the provision of shares. For the forthcoming ILPs, the Company has agreed that a percentage of his variable remuneration for the ILPs (a minimum of 30%) will mandatorily (and not at the desire of the CEO) be in shares.
- Recommendation 62. This recommendation establishes limits so that the Directors cannot transfer the shares received as a result of the remuneration systems for a period of three years. The Company does not meet that recommendation since it establishes certain limits, though not exactly those envisaged in the recommendation. Specifically, the CEO is obliged to keep all shares attributed as a result of his long-term variable remuneration (ILP 2015-2017) for a period of at least two years from receipt thereof. The Company considers that two years is a sufficient deferral period as to keep the loyalty of key personnel, and also prevent merely speculative conduct through the immediate sale of the shares received. It should also be taken into account that ILP 2015-2017 has been accrued during the last three financial years, and it may, therefore, be considered that the average term of allocation of said shares, from the time of their accrual to their receipt, is 1.5 years.

- Recommendation 64. The Company does not exactly meet the recommendation since, although the payments to which the CEO is entitled as compensation consist of the equivalent to two years of his annual remuneration, the CEO is subject to a post-contractual non-compete covenant for a period of one year. This type of agreement must have a financial consideration, which consists of compensatory financial consideration for this restriction of one year's fixed remuneration. In the event that the CEO were not to fulfil his duty not to compete, he must return the amount received and pay an additional amount equivalent to another year of his fixed remuneration.

We trust we have duly responded to your requisition. In any case, we remain at your disposal should you require any further clarifications. Yours faithfully,

Signed: Javier Martí de Veses Estades  
General Secretary