

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL

## Cellnex to increase its share capital by € 4 billion

The Board of Directors has approved a share capital increase to bolster the Company's available resources to finance the expansion of its telco infrastructure portfolio in Europe

- **The share capital increase, with preferential subscription rights for current shareholders, will be made through the issuance of approximately 101,382,140 ordinary shares of Cellnex.**
- It is expected that **certain shareholders, directors and members of the top senior management will commit to subscribe 19% of the new shares.** The signing of the corresponding underwriting agreement by several financial entities is also foreseen.
- **The subscription price will be € 39.45 for each new share, with a 25% discount to TERP (theoretical ex-rights price) based on today's closing price of the shares: € 56.14.**
- **Cellnex plans to invest** the funds from the capital increase **in growth projects via acquisitions.** The Company is actively analyzing market opportunities for an aggregate amount of up to €11 billion.
- **Since its IPO in May 2015, Cellnex has announced investments and commitments to invest –to be undertaken through 2027- of approximately € 14.1 billion,** for the acquisition or construction of up to 50,400 infrastructures in the 8 countries in which the company operates, on top of the approximately 10,400 sites that the company had at that time.
- **In 2019, Cellnex already increased its own resources by € 3.7 billion - to finance the growth of the company - through two capital increases, the first one of € 1.2 billion, carried out in March, and the second one of € 2.5 billion, carried out in October, with a demand that in both cases far exceeded the size of the offer and which were subscribed for by almost all the holders of preferential subscription rights.**

**Madrid, 22 July 2020.-** Cellnex Telecom has informed the Spanish National Securities Market Commission (CNMV) of its decision to execute a capital increase with preferential subscription rights for an amount of € 4 billion. The decision was taken under the delegation granted at the General Shareholders' Meeting held on 21<sup>st</sup> July 2020.

The proceeds from the capital increase will be used to bolster the Company's own resources in order to continue supporting its expansion, in line with its growth strategy in Europe.

**Cellnex President Franco Bernabè** has underlined the Board's support "for a strategy of sustained growth which, in slightly over 5 years since the IPO, has allowed the Company to extend its operations to 8 European markets, multiply its size by four and become a clear industry leader in Europe among telecommunications infrastructure operators. Since its IPO, Cellnex has announced investments and commitments to invest of approximately € 14.1 billion and has a portfolio of projects that allows us to believe that this growth will continue, keeping the interest of investors and shareholders in a project which has provided a total shareholder return of over 300% since May 2015."

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL

**Tobias Martinez, Chief Executive Officer of Cellnex, said that** “strengthening the Company's own resources will provide us with greater strength to finance growth as we pursue and assess new opportunities.”

**The CEO of Cellnex added:** “Beyond the agreements closed in 2019 and the first six months of 2020, we continue to analyse growth prospects. The aim is to consolidate and expand our position in the eight countries in which we are present while remaining attentive to projects that may arise in other European markets.

The growth vector related to the infrastructure ecosystem associated with the deployment of 5G will also be an axis of growth in the future . The 5G system opens up new avenues of development linked to rolling out optical fibre to the tower and to small cells (known as backhauling); the deployment and densification of networks based on small cells and distributed antenna systems (DAS); and also the potential to house data processing centres in strategic sites that allow this processing capability to be brought closer to data sending points and to users, thereby realising the real-time communication objectives demanded by critical applications based on 5G.”

### Terms of the capital increase

The capital increase will be implemented through the issuance and sale of approximately 101.4 million ordinary shares of the company at a subscription price (nominal plus share premium) of € 39.45 for each new share. The capital increase will amount to an actual aggregate of € 4 billion, or any lesser amount which may result from an incomplete subscription. The subscription price implies a discount of 25% to TERP (theoretical ex-rights price) taking into consideration the company's share price at today's close of the market: € 56.14.

All Cellnex's shareholders who have acquired shares up to 24<sup>th</sup> July 2020 and whose transactions have been registered in Iberclear up to 28<sup>th</sup> July 2020 (both dates inclusive) will be granted preferential subscription rights.

One preferential subscription right will be granted for each share. In turn, 19 rights shall be required to subscribe for 5 new shares.

The preferential subscription period will be open for fifteen calendar days from the day following the publication of the notice of the capital increase in the BORME (the Spanish Official Gazette of the Business Register), expected for July 24<sup>th</sup>. The preferential subscription rights shall be traded on the Automated Quotation System of the Spanish Stock Exchanges and will be transferable and exercisable subject to the conditions and the restrictions set forth in the corresponding prospectus, which the company expects will be approved by, and registered with, the Spanish National Securities Market Commission in the coming days.

The new shares will confer to their holders the same political and economic rights as the ordinary shares of the Company that are currently outstanding from the date on which the Company declares the capital increase subscribed and disbursed.

The terms and conditions of the capital increase and the procedure for subscription and payment of the new shares will be set forth in the corresponding prospectus. Cellnex will request admission to trading of the new shares on the Continuous Market of the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL

### About Cellnex

Cellnex Telecom is Europe's leading operator of wireless telecommunications infrastructures with a portfolio of up to approximately 61,000 sites including forecast roll-outs up to 2027. Cellnex operates in Spain, Italy, Netherlands, France, Switzerland, the United Kingdom, Ireland and Portugal.

Cellnex has closed the first half of 2020 -in which all the indicators continue to reflect the notable expansion of the Group's perimeter after the acquisitions of 2019 and the first few months of 2020-, with growth of +48% in revenue (€723 million), +64% EBITDA (€527 million) and +54% in recurring free cash flow (+267 million) compared to 1H 2019.

Precisely as a result of the operations performed in 2019 and in the first months of 2020 – and their progressive integration into the Group as a whole –, the Company recently revised its EBITDA forecasts upwards (to between 1.16 and 1.18 billion vs. the previous range of 1.065 - 1.085 billion) and for recurring free cash flow +70% over 2019, compared to the +50% originally estimated for the current FY 2020. The backlog -future contracted sales of the group, including infrastructures not yet transferred to the Group- stands at €47 billion.

Cellnex's business is structured in four major areas: telecommunications infrastructure services; audiovisual broadcasting networks; security and emergency service networks and solutions for smart urban infrastructure and services management (Smart cities and the Internet of Things (IoT)).

The company is listed on the continuous market of the Spanish stock exchange and is part of the selective IBEX 35 and EuroStoxx 600 indices. It is also part of the FTSE4GOOD and CDP (Carbon Disclosure Project) and "Standard Ethics" sustainability indexes. Among Cellnex's reference shareholders are Edizione, GIC, ADIA, CriteriaCaixa, Blackrock, Wellington Management Group and Canada Pension Plan.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL

.....

#### IMPORTANT NOTICE

The information contained herein is not for release, publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia), Canada, Australia or Japan or any other jurisdiction in which the distribution or release would be unlawful.

These written materials do not constitute an offer to sell, or a solicitation of offers to purchase or subscribe for, securities in the United States. The securities referred to herein have not been, and will not be, registered under the Securities Act of 1933, as amended, and may not be offered, exercised or sold in the United States absent registration or an applicable exemption from registration requirements. There is no intention to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.

The issue, exercise or sale of securities in the share capital increase are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The information contained herein shall not constitute an offer to sell or the solicitation of an offer to acquire, nor shall there be any sale of the securities referred to herein, in any jurisdiction in which such offer, solicitation or sale would be unlawful. Investors must neither accept any offer for, nor acquire, any securities to which this document refers, unless they do so on the basis of the information contained in the applicable prospectus once approved by the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the "CNMV"). Once approved by the CNMV, the prospectus will be available on the Company's website ([www.cellnextelecom.com](http://www.cellnextelecom.com)) and on the CNMV's website ([www.cnmv.es](http://www.cnmv.es)).

The Company has not authorized any offer to the public of securities in the United Kingdom or in any Member State of the European Economic Area other than Spain. With respect to the United Kingdom and each Member State of the European Economic Area other than Spain (each, a "Relevant State"), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant State. As a result, the securities may only be offered in Relevant States (a) to any legal entity which is a qualified investor as defined in Article 2 (e) of the Prospectus Regulation (each, a "Qualified Investor"); or (b) in any other circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Regulation. For the purposes of this paragraph, the expression an "offer of securities to the public" 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. For purposes of the foregoing, "Prospectus Regulation" means 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 and its implementing measures.

In addition, in the United Kingdom, this communication is only being distributed to, and is only directed at persons who are Qualified Investors who (i) have professional experience in matters relating to investments who fall within the definition of "investment professionals" within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or (ii) are high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). Any investment or investment activity to which this communication relates will, in the United Kingdom, only be available to, and will only be engaged in with, relevant persons. Any person in the United Kingdom who is not a relevant person must not act or rely on this document or any of its contents.

---

#### Public and Corporate Affairs Department

Corporate Communication

Tel. +34 935 031 416

[comunicacion@cellnextelecom.com](mailto:comunicacion@cellnextelecom.com)

[cellnextelecom.com/press](http://cellnextelecom.com/press)



<https://twitter.com/cellnextelecom>



<http://youtube.com/cellnextelecom>



<http://flickr.com/cellnextelecom>