

FAQ

2017

Junta General d'Accionistes

Junta General de Accionistas
Annual Shareholders' Meeting

I-NOTICE OF MEETING, VENUE AND ATTENDANCE

1. On what date and at what time is the next Ordinary General Shareholders' meeting of Cellnex Telecom, S.A. (hereinafter "Cellnex" or the "Company") being held?

The meeting is scheduled to be held at 11.30 hours on **27 April 2017, in the second session.**

2. Where is the General Meeting being held?

In the Company headquarters at Avda.Parc Logístic 12-20, Building A, Barcelona.

A map of how to get is available on the Cellnex website, under the "Venue" heading in the General Meeting section.

In accordance with the Articles of Association and the Regulations for the General Shareholders' Meeting, the General Meeting will be held at the location indicated in the notice of meeting within the municipality of Barcelona.

3. From what time can shareholders access the venue where the Meeting is to be held?

Admission to the venue will begin from 10:30 a.m.; i.e., an hour prior to the commencement of the Meeting.

4. Who can attend the Meeting?

The General Meeting can be attended by those shareholders with 100 or more shares who, at least five days in advance of the date on which the Meeting is to be held, have said shares registered in the corresponding share registry book, and who retain at least the aforesaid number of shares until the Meeting takes place.

In the event of not having the minimum number of shares, the shareholder may join up with other shareholders until reaching the minimum number necessary to attend and then designating a proxy.

5. What are the requirements for being able to physically attend the Meeting?

Persons wishing to attend the Meeting must have 100 or more shares. In order to be able to attend the General Meeting, it is essential to first obtain the corresponding Attendance Card, issued by the participating entities in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U (Iberclear) or a body that replaces it or by the Company itself with previous proof of shareholding. The Attendance Card must be provided on the day of the Meeting, along with a National ID Card or other official document generally accepted as evidence of the attendee's identity.

If a person is standing as a shareholder's proxy, the Attendance Card must be signed by the shareholder.

If a person is standing as proxy for a legal entity, that person will also need to provide a copy of the power of attorney as evidence of the representation exercised.

6. What mechanisms are available to shareholders who are not entitled to attend the General Meeting in person?

For those shareholders holding fewer than 100 shares, and thus are not entitled to attend the Meeting, so that they may:

a) Cast absentee votes in advance of the Meeting: Shareholders must fill in the Absentee Voting Form available on the corporate website that, once completed, must be sent to the Company along with the Attendance Card.

b) Cast their vote electronically: Shareholders may vote electronically via the corporate website (www.cellnextelecom.com) by following the instructions therein.

c) Appoint a proxy: Shareholders may appoint a proxy to attend the Meeting on their behalf, using the delegation form on the Attendance/Delegation Card issued by the participating entities in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U (Iberclear) or a body that replaces it or by the Company itself. Said card, duly signed by the shareholder, must be delivered to the proxy so that it may be presented on the day of the Meeting.

Shareholders may also delegate to the Board of Directors, by sending the duly signed Attendance/Delegation Card to its banking establishment to the Company. In accordance with the text appearing on the Attendance/Delegation Card, if the proxy's name is not recorded on the Card, the delegation shall be understood to be in favour of the Chairman of the Meeting.

d) Shareholders may also delegate their vote electronically via the corporate website (www.cellnextelecom.com), by following the instructions therein.

e) Join up with other shareholders: Those shareholders not entitled to attend may group their shares with those of other shareholders, until the minimum number required to attend is reached (100 shares), and by then appointing a representative.

7. In the event of various co-holders appearing on the Attendance Card, can all of them attend?

In the event of various co-shareholders appearing on the Attendance Card, only one of them will be able to attend the Meeting. Pursuant to article 126 of the Capital Companies Act, it shall be presumed that the co-shareholder carrying out an action (delegation, vote or physical attendance) has been appointed by the other co-owners to exercise shareholder rights.

8. Can I enter the Meeting if I arrive once it has started?

Shareholders or, if applicable, proxies thereof who arrive late to the General Meeting venue, after the processing of the Attendance and Delegation Cards has concluded, may attend the meeting (in the same meeting room or, if deemed appropriate by the Company to prevent any confusion during the Meeting, in an adjoining room from where they can follow the meeting); however, said shareholders or proxy representatives (and their representatives) shall not be included in the attendance list and shall not have any rights to speak and vote.

9. How many votes are accorded to a shareholder (or their proxy) who attends the Meeting?

Attendees of the General Meeting will have one vote for each share they possess or are representing.

10. Will any gifts be given?

No.

11. Will an attendance bonus be paid in relation to the Meeting being held?

No.

12. Can a shareholder request that one or more points be added to the agenda prior to the Meeting taking place?

Shareholders representing at least three per cent of the share capital may request that an addendum to the notice of meeting be published, which includes adding one or more points to the Meeting agenda, provided that the new points are accompanied by a justification or, as the case may be, by a justified proposal of agreement.

13. How do you exercise the right of an addendum to the agenda? Is there a deadline for doing so?

This right must be exercised via a certified written communication that must be received at the registered offices, the Corporate Secretary's Office (Avda. Parc Logistic, 12-20, Barcelona), within five days of the publication of the meeting notice. The request must be accompanied by a justification for the same or, where applicable, a justified draft agreement.

14. Can a shareholder submit alternative proposals in relation to items included on the Meeting agenda?

Shareholders representing at least three per cent of the share capital may submit justifiable proposals on matters already included or to be included on the agenda of the Meeting convened.

15. How do I exercise my right to submit proposals on items on the agenda? Is there a deadline for doing so?

This right must be exercised via a certified written notification that must be received at the registered address, the Corporate Secretary's Office (Avda. Parc Logistic, 12-20, Barcelona), within five days from the publication of the meeting notice.

II. REPRESENTATION AND PARTICIPATION IN THE MEETING BY REMOTE COMMUNICATION MEANS (IN WRITING AND ELECTRONICALLY):

16. How can I be represented in the General Shareholders' Meeting?

All shareholders with the right to attend may delegate their representation to another person, even if said person is not a shareholder.

Representation may be exercised by means of the delegation printed on the attendance card, which the shareholder must sign, indicating on the card the name of the proxy and, if so desired, voting instructions.

The proxy must be conferred in writing and signed by the represented shareholder.

The proxy must, in all cases, provide the corresponding Attendance/Delegation card as well as a National ID Card, or other official document generally accepted as evidence of their identity.

Whenever representation is conferred electronically, the instructions on this website and in the notice of meeting announcement must be followed.

17. Can I confer my representation to different people?

Representation must be conferred to only one person.

18. Can a proxy represent more than one shareholder?

The proxy can represent more than one shareholder. A proxy who is representing various shareholders may cast differing votes in line with the instructions issued by each shareholder.

19. Can conferred representation be revoked?

Representation can always be revoked, and the shareholders may revoke the appointment of their proxy at any time.

If the delegation was made via the corporate website, revocation must be made by the same means and, if so desired, a new delegation can be made.

Moreover, personal (physical) attendance of the Meeting by the represented party, automatically entails the revocation of any delegation, whatever the date thereof.

20. Is there any charge for electronic delegation?

No, it is a free service for shareholders to facilitate their participation in the General Meeting.

21. Can I delegate another person through this process, even if he/she isn't a shareholder?

Yes, you can delegate any individual to represent you, irrespective of whether or not he/she is a shareholder.

22. Do electronic delegations have to be accepted by the delegate?

No. Electronic delegations do not have to be accepted by the delegate, who must present the Attendance/Delegation Card on the day of the Meeting.

23. What do I need in order to delegate electronically?

In order to delegate their vote electronically, shareholders will need a certified digital signature issued by certifying bodies.

24. In the case of there being various co-shareholders on the electronic Attendance/Delegation Card, who will be able to exercise their right to vote or to electronic delegation?

Any one of the co-shareholders appearing on the Attendance Card may exercise the right to vote or to electronic delegation provided that they have a certified digital signature.

Pursuant to article 126 of the Capital Companies Act, it shall be presumed that the co-shareholder carrying out an action (delegation, vote or physical attendance) has been appointed by the other co-owners to exercise shareholder rights.

25. Does the Company have a deadline for receiving delegations and absentee votes before the Meeting?

Delegations and absentee votes submitted by delivery, by postal correspondence or by electronic means must be received by the company at least five days before the date scheduled for the Meeting, i.e. before 23:59 hours CET on 21 April 2017.

26. Who can exercise the delegation/vote of a shareholder who is a minor?

The minor's parents or, if applicable, a guardian, will have to act on their behalf to delegate or vote in person or electronically through the corporate website. In any case, the legal representation of the minor must be proven.

27. If, on the one hand, delegating electronically prior to the Meeting or, on the other hand, in writing (delivered by hand or by post), which will take precedence?

Representation in writing (by delivery or postal correspondence) within the period established for this purpose will always take precedence.

28. What does the designated proxy to whom the electronic or absentee representation has been delegated have to do?

The proxy must attend the Meeting with the Attendance/Delegation Card, issued by the participating entities in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U (Iberclear) or a body that replaces it or by the Company itself, along with his/her National ID Card or other official document generally accepted as evidence of the attendee's identity.

29. Can legal entities also delegate their representation this way?

Yes.

30. Where can I go if I have any technical problems which prevent me from carrying out the electronic delegation?

If, during the course of the electronic delegation process, you encounter a specific issue that prevents you from continuing, we suggest that you report the problem via the electronic mailbox set up for that purpose in the electronic Delegation application available on the corporate website (www.cellnextelecom.com). The Company reserves the right to amend, suspend, cancel or restrict the electronic representation delegation mechanisms when required or imposed due to technical reasons or security concerns.

In any case, the Company shall not be held liable for any damages occasioned to the user that may be caused by breakdowns, overloading, damage to lines, connection faults or any other equivalent or similar occurrences beyond its control which may prevent the use of the electronic delegation mechanisms.

31. If I am a shareholder not resident in Spain, can I vote or delegate my vote by electronic means?

Shareholders not resident in Spain may, in the same way as resident shareholders, delegate or exercise their right to vote by electronic means via the corporate website (www.cellnextelecom.com), by following the instructions therein.

32. How are absentee votes cast prior to the Meeting counted?

Shareholders who validly cast their absentee vote will be deemed to be present for the purposes of the constitution of the Meeting.

III. RIGHT TO INFORMATION

33. How can I obtain the legal documentation and information required to attend and participate in the next General Meeting?

From the publication of the notice of meeting announcement until the Ordinary General Meeting takes place, any shareholder may obtain from the registered offices and the corporate website (www.cellnextelecom.com) all the documents submitted to the Meeting and reports on the same.

Shareholders may also request the delivery or free, immediate remittance of the legal documentation pertaining to the General Meeting by sending an e-mail to jg2017@cellnextelecom.com or requesting the same by telephone, on +34 567 89 10, extension 31285, between 9.30am and 7.00pm, Monday to Thursday and between 9.30am and 15.00pm on Fridays.

34. How can shareholders exercise their right to information prior to the General Meeting taking place?

Any shareholder who so desires may request information, clarification or pose questions in connection with any of the items appearing in the agenda for the General Meeting or regarding the publicly available information provided by the Company to the Spanish Stock Exchange Commission since the last General Meeting and regarding the auditor's report.

The aforesaid information must be requested in writing from the registered address, the Corporate Secretary's Office (Avda. Parc Logístic 12-20, Barcelona) or by e-mail to jg2017@cellnextelecom.com, up until the fifth day before the Meeting takes place, or by requesting the same in person at the event.

IV. HOLDING OF THE MEETING: INTERVENTIONS AND ADOPTION OF RESOLUTIONS. MONITORING OF THE MEETING

35. What quorum is required for the Meeting to be duly and correctly constituted?

The general shareholders meeting shall be validly convened with the attendance of shareholders, present or represented, holding at least 25% of the subscribed share capital with voting rights. In second call, the meeting shall be validly convened regardless of the percentage of the capital in attendance.

In order for the general shareholders meeting to be able to approve the issuance of debentures, capital increase or decrease of capital, the transformation, merger, demerger, global transfer of assets and liabilities or the transfer of the registered office abroad, the exclusion or restriction of the preferential subscription rights and in general, any amendment to the by-laws, it will be required, on first call, the attendance of shareholders, present or represented, holding at least 50% of subscribed share capital with voting rights. On second call, attendance of 25% of such capital will be sufficient, but in the case of the latter, if the shareholders who attend the meeting represent less than 50% of the share capital with voting rights, the resolutions on the referred issues can only be adopted with the favorable vote of two thirds of the capital present or represented in the meeting.

36. What do I have to do if I wish to intervene in the General Meeting?

Pursuant to the Regulations for the General Shareholders' Meeting, once the session has been declared open, shareholders wishing to speak will be placed on a list of speakers. For this purpose, the shareholder concerned will identify him/herself to the Secretary or member of staff from the Secretary's office available for that purpose or, where appropriate, to the Notary, providing their identity details and the number of shares they own or, where applicable, are representing by proxy.

Any shareholder shall have the right to speak during the discussion of the agenda items.

Afterwards, the Chair or, where applicable, members of the Board of Directors or whoever has been designated for this purpose, shall ask the attendees to present their corresponding reports. After that, and always before voting on agenda items, the Chair will open the floor to the shareholders.

Shareholders shall speak in the order they are called to do so by the Committee, the Chair having previously established the order of the interventions. In this case, before they speak, the shareholders or their proxies that have asked to speak must identify themselves, giving their name, whether they are acting for themselves or for a shareholder and, in this case, identifying the latter, as well as the number of shares they own or represent by proxy at the meeting and the number or reference of their attendance card, if it has one.

37. How can I exercise my right to information during the General Meeting?

During the interventions, any shareholder may verbally request the information he/she deems necessary in relation to the items on the agenda, or clarifications on the publicly available information provided by the Company to the Spanish Stock Exchange Commission since the date of the last General Meeting and regarding the auditor's report

In the event that the shareholder's right cannot be satisfied during the Meeting, the directors will facilitate the information requested in writing within seven days following the conclusion of the General Meeting.

Notwithstanding the foregoing, the directors will not be obliged to answer specific questions from shareholders in those cases stipulated by Law.

38. If I attend the meeting, when do I vote?

Once the interventions have ended, the Meeting Committee will indicate commencement of voting on all the proposed resolutions relating to the agenda items, as well as any other proposal which, not appearing on the agenda, is subject to a vote.

39. How are the minutes of the Meeting approved?

The Board of Directors has agreed to the presence of a Notary to take the minutes of the Meeting. Pursuant to article 203.2 of the Capital Companies Act, the notarised minutes are not subject to an approval process since they are deemed to be the minutes of the Meeting.

40. Does the Company have any type of system that enables the General Meeting to be followed without having to attend in person?

Yes. Shareholders who wish to follow a live broadcast of the General Meeting will be able to do so on the Internet: www.cellnextelecom.com.

Viewing the Internet broadcast of the Meeting does not constitute attendance of the Meeting.

41. How can I learn about the resolutions adopted in the Meeting if I am unable to attend?

Cellnex publishes on the General Meeting section of the corporate website www.cellnextelecom.com the quorum obtained and the breakdown of the voting for the resolutions adopted in the Meeting within five days of the conclusion of the General Meeting.

V. ELECTRONIC FORUM

42. What is the Shareholders' Electronic Forum?

The Shareholders' Electronic Forum is a mechanism that allows communication between Cellnex shareholders prior to the Meeting.

The Forum does not constitute a communication channel between Cellnex and its shareholders.

43. What is the Forum for?

Pursuant to the rules established in the Shareholders' Electronic Forum section of the website, shareholders who have registered as Forum users may send communications for publication that are exclusively for the following purposes:

- a) Proposals that they wish to submit as an addendum to the agenda announced in the call for the General Meeting.
- b) Requests for adherence to said proposals.
- c) Initiatives for reaching the sufficient percentage for the exercising of a minority right as provided for by law.
- d) Offers or requests for voluntary representation.

Pursuant to article 519.1 of the Capital Companies Act, a request for the publication of an addendum to the notice of meeting, with a view to adding one or more points to the agenda, must be made by shareholders representing at least three per cent of the share capital and by means of a certified written notification that must be received at the registered address within five days of the publication of the notice of meeting.

In any case, the publication in the Forum of a proposal addendum in the Meeting agenda will lead to the acceptance of itself, and consequently do not amendment in the Meeting agenda announced in the publication of the meeting notice.

44. Who can access and use the Forum?

Access and use of the Forum shall be reserved exclusively for individual Cellnex shareholders and for voluntary shareholder associations that have been validly constituted and recorded in the appropriate register by the Spanish Stock Exchange Commission, in accordance with article 539.4 of the Capital Companies Act.

Access and use of the Forum by registered users is subject to their retaining their status as a Cellnex shareholder or as a voluntary shareholder association.

45. How can I access the Forum?

The Shareholders' Electronic Forum can be accessed via the Cellnex website (www.cellnextelecom.com) and by following the instructions therein.

46. When can I access the Forum?

The Forum is opened on the Cellnex website upon announcement of the Meeting, thereby allowing shareholders to access and use the same until the Meeting takes place.

47. What functions does Cellnex have in relation to the Forum?

As the administrator of the Forum, Cellnex is responsible for ensuring, as far as possible, that communications sent for publication are in accordance with the law, the rules of the Forum and the

requirements of good faith. Cellnex reserves the right to refuse membership of the Forum and to withdraw any communication which fails to meet the aforementioned conditions.

Communications posted by shareholders who lose this status prior to the General Meeting, as well as any related or linked posts, may be removed.

48. Where I can get more information about the Forum?

Since the notice of the Meeting, Cellnex will publish an operating rules for the Forum, where more information will be available.