

Operational rules for the Shareholders' Electronic Forum



2017

Junta General d'Accionistes

Junta General de Accionistas

Annual Shareholders' Meeting

CELLNEX TELECOM, S.A.
OPERATIONAL RULES FOR THE SHAREHOLDERS' ELECTRONIC FORUM

I. Introduction

In accordance with Article 539.2 of the revised text of the Law on Capital Companies (LSC), approved by Royal Legislative Decree 1/2010 of 2 July, **CELLNEX TELECOM, S.A.** ("Cellnex Telecom", the "Company" or the "Administrator") will host a Shareholders' Electronic Forum on its website (www.cellnextelecom.com) from the moment each General Meeting of Shareholders is announced until it is held.

The Board of Directors, in its meeting on 23 March 2017, approved these "Operational Rules for the Shareholders' Electronic Forum", hereafter referred to as the "Operational Rules".

II. Concept of an Electronic Forum

A space available on the Company's website in order to facilitate communication, prior to the General Meetings, between the individual shareholders of the Company and the voluntary associations that may be set up in accordance with current legislation.

The Forum is not intended to be an on-line chat service between shareholders or a place of virtual discussion. Nor shall the Forum constitute a communication channel between the Company and its shareholders.

III. Purpose of the Forum

The Forum shall be hosted with the aim of facilitating communication between Cellnex Telecom's shareholders (individuals, both natural persons and legal entities, and the voluntary associations that they may set up) for the holding of the General Meetings.

Shareholders who have registered as users of the forum in accordance with the provisions of the Operational Rules may post communications on the forum provided that, in accordance with the Law, they have exclusively the following purpose:

- a) Proposals they want to submit as additions to the agenda announced in the meeting request.
- b) Requests for ratification of such proposals.
- c) Initiatives for reaching the sufficient percentage to exercise a minority right as provided for by law.
- d) Offers or requests for voluntary representation.

Under no circumstances will the mere fact that a proposal that is complementary to the agenda is posted in the Forum lead to its acceptance nor, consequently, to the modification of the agenda announced in the meeting request.

No communication made or posted on the Forum may be understood in any event as being a notification to the Company for the purposes of exercising any right that the shareholders may have, whether individually or collectively, nor will it substitute the necessary requirements demanded by law, the Company Bylaws or the Company's internal regulations for the exercising of any of the said rights or the development of shareholders' initiatives and actions. If shareholders wish to exercise any rights or powers, this must be done via the legally established means, without the Forum being a valid method for this at any time.

IV. Access to and use of the Forum

Access to and use of the Forum shall be exclusively reserved for Cellnex Telecom's individual shareholders and the voluntary shareholder associations that have been validly set up and recorded in the appropriate Register by the National Securities Market Commission (hereafter referred to as the "CNMV").

To access and use the Forum, shareholders and voluntary associations must register as a "Registered User". To do so, they must complete the Forum access request form, proving their identity and the ownership of their shares, as requested on said form.

The identity of the interested party must be proved as follows:

- a) Shareholders who are natural persons and who wish to register as Forum users must have an electronic National Identity Card (DNI) or a recognised and advanced electronic signature, based on a current, recognised electronic certificate, issued by the Spanish Public Certification Authority, a division of the National Mint, and must identify themselves during the registration process using any of the said means.
- b) Foreign shareholders who are natural persons and who wish to register as Forum users must contact the Administrator via the address foro@cellnextelecom.com; the latter will inform them of the documentary proof of their identity that must be sent to the said address in order for their user registration to be processed.
- c) Representatives (legal or voluntary) of voluntary shareholder associations recorded in the special Register held for this purpose by the CNMV, or shareholders who are legal entities (Spanish or foreign), and who wish to registered as Forum users must contact the Administrator via the address foro@cellnextelecom.com; the latter will inform them of the documentary proof of the legal personality of the association or shareholder represented and of their powers of representation which must be sent to the said address in order for their user registration to be processed.

With regard to providing proof of shareholder status, whether natural persons or a legal entities, Spanish or foreign, shareholders must provide a copy of the certificate of authentication or ownership issued by the entity in which the shares are deposited, or any other document attesting to their status as a shareholder that is generally accepted for this purpose.

The Forum access request form must include the contact details to be posted on the Forum, so that interested shareholders may contact each other and the Forum Administrator as a result of the Forum posts.

The access to and use of the Forum by Registered Users, in accordance with the applicable regulations, shall remain subject to them retaining their status as a shareholder in Cellnex Telecom, as per the applicable regulations, or as a duly formed and recorded voluntary shareholder association.

If the Forum Administrator has reasonable doubt at any time over the fulfilment of these conditions in relation to any registered User, it may ask him/her to prove that said conditions still apply, being able to request any information or documents it deems appropriate to verify the points provided for herein.

The Administrator may request additional information from, suspend or deregister Registered Users who do not meet the conditions referred to above.

The shareholder shall undertake to notify the Company, as quickly as possible, of any loss of his/her status as a shareholder.

Communications posted by shareholders who lose this status prior to the General Meeting will automatically be deleted, as will related or linked posts.

Registering as a Forum user and access to and/or use of the Forum presumes full and unreserved acceptance of the terms and conditions included in these Operational Rules, in their currently applicable version. Likewise, by virtue of access to and/or use of the Forum, all Registered Users shall acknowledge and accept that the use of the Forum is, in all cases, their own personal responsibility.

The operating period of the Forum will be from the date when the General Meeting is announced until the day it is held, inclusive.

V. Posting communications on the Forum

Registered Users may submit proposals relating to the matters indicated in section III, which will be posted on the Forum by the Administrator, provided it considers them to be in accordance with the Law and these Operational Rules.

Communications will be posted on working days, from 09:00 to 18:00 from Monday to Thursday and from 09:00 to 15:00 on Fridays.

Communications must be sent by completing the forms available for this purpose on the Forum and, once posted, will be accessible by any other Registered User.

The proposals posted on the Forum must include the following information regarding the shareholder (provided in the Registered User form): name and surnames in the case of a natural person, company name in the case of a legal entity, with identification of its representative, and name and registration number in the CNMV register in the case of shareholder associations, with the identification of its representative. Likewise, the date and time the proposal was made will be displayed.

The email address of Registered Users who have had communications posted on the Forum will be sent to the Registered Users who have joined the proposals, initiatives or offers or requests for voluntary representation which form the subject of said communications.

Forum users shall undertake to make diligent and correct use thereof, in accordance with the law, these Operational Rules and the requirements of good faith. Consequently, and only by way of example, it shall be expressly forbidden to include communications that:

- Infringe the legitimate rights, property and interests of Companies, other Forum users or third parties, such as rights of intellectual and industrial property, religious freedom, honour, fame and privacy, personal data protection and any other protected legal items, rights or interests.
- Include content referring to religious convictions or political ideals, antisocial, offensive, provocative, derogatory, violent, obscene and/or sexual content, or any other content that could offend the sensibility of third parties, violate fundamental rights and public freedoms recognised by the applicable legislation and/or those established in the law on consumer and user rights and on the protection of children and young people or constitute or be presumed as interference in the personal or family privacy of natural persons or a violation of the duty to honour third parties or the right to secret communications.
- Incorporate discriminatory, racist, sexist, violent or xenophobic content or any other content or expressions that are degrading or offensive.
- Include data or information of a personal nature on third parties without their express written consent or which constitute identity theft.
- Incorporate content or material without the due authorisation of the owners of the intellectual or industrial property rights.
- Incorporate any type of material that is unsuitable or contrary to the requirements of good faith or that, in general, proves inappropriate for the nature of the Forum or exceeds its bounds.
- Damages, renders useless, overloads or worsens the operation of the Forum or the website of the company, other Registered Users or third parties, as well as documents, archives and any content stored in such IT systems (hacking) and that impedes the normal use and enjoyment of the Forum by the rest of users.

The Company may, at any time, refuse to publish or remove communications on the Forum that it considers unlawful or non-compliant with these Operational Rules. Likewise, it may send communications to Registered Users via the email address provided by the Registered User or via any other communication method it deems appropriate.

VI. Liability of the Administrator

The Company shall not be responsible for the accuracy, veracity, validity, legality or relevance of communications posted on the Forum. Likewise, the Company shall have the legal authority but not the obligation to monitor the content of the communications posted on the Forum, which shall be the exclusive responsibility of the shareholders that formulate them, the Company being exempt from any responsibility arising from said use.

The Company will only be liable for its own services and for content it has directly created which is identified with is identified as copyrighted by it, as a brand or intellectual or industrial property owned by the Company.

By virtue of access to and/or use of the Forum, all user shall acknowledge and accept that the use of the Forum is, in all cases, their own personal responsibility.

Registered Users will answer for the damages and losses that the Company, another Registered User or any other third party may suffer as a result of access to and/or use of the Forum (including, in particular, the formulation of communications) that breaches any currently applicable provision of the law, these Operational Rules or the requirements of good faith.

VII. Deletion of communications after the General Meeting

At the close of the General Meeting, the Company reserves the right to delete and cancel all communications referring thereto.

VIII. Personal Data Protection

Personal data provided by shareholders in order to use the Forum will be entered into a file held by Cellnex Telecom, the purpose of which is to manage and supervise the operation of the Forum, to manage general Cellnex shareholders' meetings and carry out statistical studies on the Company's shareholders.

Registered Users shall expressly accept, authorise and consent to the Forum Administrator publishing the content of all communications posted on the Forum's website. Likewise, they shall accept, authorise and consent to the content sent by any Registered User being made visible by any other Registered User, and to their name and surnames or company name being recorded and made visible to any Registered User as a means of identifying the author of a post.

Registered Users accessing the Forum may exercise their rights of access, rectification, opposition and cancellation in the terms established under current law by writing to Cellnex Telecom, S.A., Avinguda del Parc Logístic, 12-20, 08040 Barcelona (Ref. Personal data) or by email to foro@cellnextelecom.com, providing a copy of their National Identity or equivalent document and the proof of their status as a shareholder.

If, in exercising these rights, the data provided by a Registered User to the Company is rectified or cancelled at the request of said Registered User, the Company will rectify or cancel the communications that were published on the Forum at the request of the user.

Likewise, the Company shall guarantee compliance with Organic Law 15/1999, of 13 December, on the Protection of Personal Data and its implementing regulations, adopting the technical security measures needed to maintain the required level of security.

The Company shall reserve the right to modify the presentation, configuration, operation and content of the Forum and the conditions for its use at any time, without notice and without prejudice to what is established by law.

IX. Contact address

Registered Users who have suggestions or proposals on improving the Forum, who require technical assistance, who wish to cease using the Forum or who wish to exercise their legally recognised data protection rights may write to foro@cellnextelecom.com. The purpose of this email address is user assistance and improving the quality of the Forum, without implying any control or responsibility on the part of the Administrator.

Barcelona, 23 March 2017

Cellnex Telecom, S.A. Board of Directors