

Role responsible criminal compliance

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1. Purpose and Scope

1.1. Aim.

As a result of the entry into force on 23 December 2010 of the Spanish Organic Law 5/2010 of 22 June, which led to the amendment of the Criminal Code and introduced, among other things, the possibility to declare the criminal liability of the legal persons, and according to the developments introduced in the recent reform of the Criminal Code by the Spanish Organic Law 1/2015 of 30 March, which entered into force on 1 July 2015.

The principles, responsibilities and duties to be performed by a Compliance Committee in order to avoid incurring in the named "culpa in vigilando", are detailed throughout this document. This would occur when the responsible personnel, legal representatives or Directors of the Company have not exercised proper control over the employees who are under their authority, in a way that the latter may have carried out allegedly criminal activities in the exercise of social activities.

For the creation of the new role of Responsible of criminal compliance of the Ethics and Compliance Committee, the following matters shall be taken into account:

- Scope of Application.
- Definition of responsibilities.
- Definition of the methodology of the Appointment.
- Creation of the methodology of integration into the organization.
- Creation of a budget item.

1.2. Scope of application

1.2.1. Subjective scope of application.

This document, as well as the rules stated herein, will apply to the Ethics and Compliance Committee of Cellnex in its role as Responsible of Criminal compliance.

1.2.2. Objective scope of application.

This document will apply to the principles and procedures that govern the acts, responsibilities and purposes pursued by the Ethics and Compliance Committee of Cellnex in its role as Responsible of criminal compliance.

2. Responsibility and authority

As mentioned in point 1 above "Purpose and Scope", the Ethics and Compliance Committee, in its role as Responsible of criminal compliance, is the body responsible for identifying the specific risks of Cellnex (mainly criminal) and evaluating, analysing, implementing or improving and monitoring the Prevention and Detection of Crime system, in order to avoid criminal liability by Cellnex.

The aim of an effective compliance management system is the observation of legal, ethical, social and other standards, which specifically leads to a reduced exposure of claims for compensation of damages and sanctions against the company and the avoidance of legal proceedings of a civil and criminal nature against any of the Bodies of the company and its employees.

The main responsibilities to cover are:

2.1. Definition and update of the risks map, mainly criminal.

The Ethics and Compliance Committee of Cellnex shall carry out the following tasks when performing its role as Responsible of criminal compliance:

- To develop a risks map which should specifically cover the areas with a high risk of committing crimes and/or fraud as identified in the Diagnostic process;
- To formalize a process to identify specific risk's areas of Cellnex, as well as the risks of error in the functioning of the control measures existing in such areas, setting: (i) the frequency (which shall be at least, on an annual basis and in due course in case of any relevant regulatory changes), (ii) the responsibility of both, the department responsible for conducting the control, as well as the department or body responsible for the supervision (e.g. the Board of Directors, the Appointments and Remuneration Committee and the Audit and Control Committee), and (iii) the Documentation to be prepared and approved.

The documentation of this process should address:

- The basis to determine the qualitative risk's assessment, setting the parameters to be considered (e.g. complexity of the calculations, judgments and estimates);
- The need to review the specific areas identified as critical by the Management of the Company or the areas identified in the Diagnosis document;
- The assessment of possible errors.

- Periodically, to analyse the covered risks and adjust them to the current situation in accordance with the records of Cellnex, the new risks to be faced, the legislative changes, the judicial treatment that has been given to such risks, etc.

2.2. Update of preventive and detective measures of Cellnex to cover the risks, mainly criminal.

After assessing the risks that Cellnex could face and the areas that could be affected, it is necessary to identify the areas where preventive measures and detective controls (first and second level) are located.

In this sense, the tasks to be performed are:

- To prepare, inspect, update and communicate the rules of conduct and guidelines to the employees.
- To develop and propose to Senior Management action plans regarding new measures and controls (or their amendments) to be adopted to reduce the risk assumed by Cellnex under a cost-benefit criterion.
- To collaborate with the Internal Audit area in the definition of the annual program for the verification of the controls aimed at mitigating the risk of incurrance of, mainly, criminal liability.
- To keep track of the proposed Action Plans and the Internal Audit checks in order to propose new controls or modify the existing ones to adjust as much as possible the controls to the risks assumed by Cellnex.

2.3. Advise Senior Management.

In addition to the above tasks and taking into account the possibility of new risk scenarios to come across (e.g. due to new businesses and new markets), a duty to be assigned to the Ethics and Compliance Committee is to advise senior management in the analysis of the risks of these new scenarios.

In this sense, the tasks to be performed are:

- To analyse in detail and under a standard of probability and impact, the risks that Cellnex could face if it would undertake the proposed new business.
- To assist Senior Management, business and support areas in the definition and development of codes, policies, internal rules and procedures that can contribute to mitigate the risk of incurring criminal liability by Cellnex.

- During the first months of the development of the new business, maintain regular monitoring of the same in order to assess the analysis of the risks and controls raised to correct the deviations that could be detected.

2.4. Educational Training.

The Ethics and Compliance Committee will be involved in the planning of training activities for employees of the business and support areas, relating to the criminal liability of legal persons and Model Crime Prevention of Cellnex.

For the execution of these activities, it will collaborate with the Human Resources area in relation to the planning, definition of contents and selection of appropriate people for the training.

2.5. Evidence Repository.

The Ethics and Compliance Committee will be in charge of maintaining a repository of evidence of the exercise of the proper control by Cellnex that can demonstrate that such task has been performed in case of being involved in potential legal proceedings.

In this respect, the main tasks will be:

- To keep an updated registry of the documents, internal rules, codes of conduct or other documents allowing to demonstrate the existence and effectiveness of the Crime Prevention Model of Cellnex in front of the relevant regulatory bodies, courts or other third parties.
- To collect the reports prepared by other business areas (e.g. Internal audit) and external auditors (e.g. Financial Audit, System Audits, Audit of Occupational Risks (e.g. Work Inspection), inspections by the Bank of Spain or the National Stock Exchange Commission (CNMV), etc.) proving the existence and functioning of the controls implemented by Cellnex.
- To collect files on infringements caused in Cellnex with potential criminal implications and measures taken to rectify them (e.g. disciplinary measures applied to employees, implementation of new controls and reformulating of processes).
- To collect legal developments regarding the criminal liability of legal persons, including judicial decisions, legal interpretations or others.

2.6. Internal and external coordination for risks and control management.

In order to ensure the exercise of the due control by Cellnex against a potential criminal proceeding, the Ethics and Compliance Committee will be in charge of the coordination of the following tasks:

- To analyse and record adequately the risks and controls that may affect several departments.
- To implement and amend the Codes of Conduct and internal guidelines to include behaviours not allowed in Cellnex which involve criminal liability.
- Mechanisms of communication between the Internal Audit area and the Compliance and Ethics Committee, for the purposes of communicating the weaknesses detected by both departments.
- To develop the communications with the regulatory bodies, courts or other third parties in relation to criminal liability.
- To act as coordinator for internal and external communications and complaints relating to, among others, criminal liability.
- To coordinate and supervise the activities that are necessary for the issuance of the Expert's Report that identifies and evaluates the measures to mitigate criminal risks.
- In the event that a criminal judicial proceeding has been initiated against the company or an employee, regardless of whether it is coincident or non-coincident with the internal disciplinary procedure that has been initiated, to coordinate activities, communications, information's flows and defence strategy with legal counsel, regarding both, the employee and the company.

3. Development

3.1. Rules on appointment, removal and abstention of members.

3.1.1. Appointment of members.

The Board of Directors, when proposed by the Appointments and Remuneration Committee, will appoint the members of the Ethics and Compliance Committee, who will occupy the positions described in section 2 of this document.

3.1.2. Removal of members.

The removal of any of the members of the Ethics and Compliance Committee in their respective positions as described in section 2 will cause the termination of their duties in such committee, and this should be ratified by the Board of Directors.

3.1.3. Abstention of members.

In the event of any conflict of interest between one or more members of the Ethics and Compliance Committee, on the one hand, and the employee whose actions are being investigated or treated on the other hand, then the voluntary abstention of the person or persons involved in such conflict shall occur.

The same rule applies if the conflict affects the member or members of the Ethics and Compliance Committee when the events under investigation are attributed to them.

If the duty described above in this section regarding abstention is not attended voluntarily, then, any of the remaining members of the Committee shall promptly inform the Board of Directors, who may disqualify the member affected by the conflict, when appropriate.

3.2. Integration within the Organization.

3.2.1. Organic and functional dependency.

The Ethics and Compliance Committee in its role as Responsible of criminal compliance, maintains its functional and organic dependency with respect to the Appointments and Remuneration Committee.

3.2.2. Independency.

- In order to guarantee an independent compliance function of the Criminal Code, the Ethics and Compliance Committee shall not perform additional functions that are contrary to the fulfilment of its responsibilities or that may trigger conflicts of interest.
- Moreover, in order to maintain the aforementioned independence of the Ethics and Compliance Committee, the latter shall report its activities and initiatives on a regular basis directly to both, the Appointments and Remuneration Committee and the Audit Committee.

3.2.3. Verification of the compliance with the Criminal Prevention Model.

The Ethics and Compliance Committee through the relevant Directorate of the business and/or functional areas, has a full right to obtain the information it deems necessary to carry out its

duties and responsibilities; also, the employees of the Company are required to cooperate in relation to any information requests that may be sent to them.

The Ethics and Compliance Committee may initiate any investigations regarding possible needs to improve the compliance policy and may appoint outside experts to perform this task, if necessary.

It may also freely express and disclose its findings to the Appointments and Remuneration Committee, if necessary.

The verification of the compliance with the Criminal Prevention Model will be included in the annual plan, including the review of the policies and procedures, risks' assessment and execution of control's tests.

3.3. Resources and budget allocation.

The budget is an effective tool for the personnel to participate in the setting of objectives and to formalize commitments in order to assign responsibilities for their execution. In this regard, a budget item shall be reserved in accordance with the responsibilities and duties assigned to the Ethics and Compliance Committee in its role as Responsible of criminal compliance.

3.4. Confidentiality.

All rules, procedures and documentation approved internally will be the property of Cellnex and shall not be used for purposes other than those for which they have been delivered, nor will be transmitted or communicated to persons outside the interests of Cellnex.

4. Record of changes

| Version | Prepared by | Department | Date | Amendments |
|---------|---------------------------------|-----------------------|------------|-------------------------------|
| 1 | Ethics and Compliance Committee | Ethics and Compliance | 12/11/2019 | Replace GR_STRAT_PRO_003.EN.1 |