

Consolidation in the Netherlands in partnership with Deutsche Telekom Group

Cellnex closes the integration of 3,150 sites in the Netherlands

**After receiving clearance from the Dutch competition authorities, Cellnex and Deutsche Telekom have completed the merger of their tower businesses in the Netherlands
New and independently managed fund Digital Infrastructure Vehicle (DIV) with Cellnex and Deutsche Telekom as anchor investors**

As a result of the agreement Cellnex now owns 62% of Cellnex Netherlands, while Deutsche Telekom contributes its 38% stake into DIV as a seed asset

Cellnex Netherlands from today will be operating a total of 4,314 sites including 180 new sites to be rolled out over the next 7 years

Barcelona / Amsterdam, 2 June 2021.- Cellnex and Deutsche Telekom today announced the closing of the agreement whereby Cellnex Netherlands will integrate T-Mobile Infra BV's 3,150 telecommunications towers and sites in the Netherlands. After receiving the green light from the Dutch competition authorities, Cellnex will now operate a total of 4,314 sites¹ in the Netherlands – making it a key telecommunications infrastructure operator in the Netherlands.

Cellnex and T-Mobile Netherlands BV have also signed a 15 years long-term provision contract which is automatically renewable for 10-year periods on an all or nothing basis. The agreement also includes the roll-out of 180 new sites.

Once all the new sites are rolled out, the estimated EBITDA contribution of this transaction to the Group will amount to c. €63 million (IFRS16), while Recurring Leveraged Free Cash Flow (RLFCF) will increase by c. €30 million.

As **Cellnex CEO Tobias Martinez** said at the time of the announcement of the deal “this transaction exemplifies the strength of Cellnex’s partnerships with its customers. Just as we did in Switzerland with Sunrise, we have built an alliance with Deutsche Telekom in The Netherlands which now allows us to consolidate our position as a key player in the Dutch market. At the same time, since this agreement involves Cellnex gaining assets in exchange for equity in our local subsidiary, we are presenting to the market a new growth operation, one that preserves and protects our capacity to take on more projects by not consuming financial resources from the Group.”

The DIV Fund

Deutsche Telekom contributes T-Mobile Infra BV's assets (3,150 sites) plus €250 million in debt to Cellnex Netherlands through the newly created DIV Fund (“Digital Infrastructure Vehicle II SCSp”). This fund will hold a 38% stake in Cellnex Netherlands as a seed asset.

¹ 984 Cellnex sites + 3,150 Deutsche Telekom sites + 180 BTS (build-to-suit sites)

As a part of the transaction, Cellnex has committed €200 million to the fund (DIV), in addition to c. €400 million capital commitment by Deutsche Telekom in the form of an asset contribution.

The fund, which is independently managed, is expected to seek investments in European digital infrastructure assets such as fiber, towers and data centers, which provide attractive risk adjusted returns. Its investment in Cellnex Netherlands aims to create value by gaining exposure to the growth derived from 5G adoption, as well as by realizing synergies resulting from the merger. Cellnex and DIV have signed a dealflow agreement whereby Cellnex and DIV can partner on future transactions in the European tower sector.

Cellnex in the Netherlands

Cellnex's presence in the Netherlands dates back to 2016, when it finalised the first site acquisitions of Protelindo and Shere (725 sites). In 2017 Cellnex acquired Alticom (30 high-rise towers with 'edge data centres'), after which the Cellnex Netherlands organisation has continued to expand its portfolio of sites up to the current total of 4,314 telecommunications sites and towers, including planned roll-outs.

About Cellnex Telecom

Cellnex Telecom is Europe's leading operator of wireless telecommunications and broadcasting infrastructures with a portfolio of c. 129,000 sites, about c.75,000 of which are already operative, and the rest in the process of finalisation or planned roll-outs up to 2030. Cellnex operates in Spain, Italy, Netherlands, France, Switzerland, the UK, Ireland, Portugal, Austria, Denmark, Sweden and Poland.

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.

Cellnex's reference shareholders include GIC, Edizione, ADIA, Canada Pension Plan, CriteriaCaixa, Wellington Management Group, Capital Group, Blackrock, Fidelity & Norges Bank.

For more information: <https://www.cellnextelecom.com>

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