



COMMUNICATION OF A RELEVANT FACT

MASMOVIL GROUP

November 7th 2017

In accordance with article 17 of the Regulations (UE) number 596/2014 on market abuse and article 228 of the Securities Market Act passed by Legislative Royal Decree 4/2015 of October 23 and concordance rules, we inform the market about the following Relevant Fact referred to MASMOVIL IBERCOM, S.A. (“**MASMOVIL**” or the “**Company**” o the “**Group**”).

RELEVANT FACT

Result of the Assembly of Bondholders of the 680 senior secured bonds (the “Bonds”) of MASMOVIL BROADBAND, S.A.U. (“MMBB”)

We hereby announce that the General Assembly of the Bonds of MMBB for the issue of Bonds MASMOVIL BROADBAND, S.A.U. dated 21st July 2016, for a total amount of 68,000,000.00 euros, maturing on 27th July 2024 (Code ISIN ES0205138003 and Common Code 142752522) (the “Bonds”) carried out by MASMOVIL BROADBAND, S.A.U. (either the “Company” or the “Issuer”), was held in Avenida de la Vega, nº 15, Alcobendas (Madrid, Spain) on 6th November 2017, at 12:00 hours (CET) at the first call, with a 78.38% quorum.

All the matters included in the Order of the Day were approved by broad absolute majority.

Therefore, the agreements passed by the Bondholders’ for the issue of of Bonds MASMOVIL BROADBAND, S.A.U. dated 21st July 2016 in the General Assembly held on 6th November last are as follows:

- First:** Amendment of certain term and conditions of the Bonds set out under Section VIII (*Information related to the Securities*) of the Offering Circulars (as well as the correlative sections of the respective Issue Documents of the Bonds submitted before the Spanish Stock Market Exchange (CNMV) and Iberclear), particularly those under sections 5.3 (*Security and Guarantees of the Issue*), 5.4 (*Priority of order*), 6.2. (*Pari Passu Ranking*), 6.3 (*Information obligations*), 6.5 (*Indebtedness Restrictions and actions plans*), 6.6 (*Negative Pledge related to Project Hermes I*), 6.7 (*No opening of Additional Accounts related with Project Hermes I*), 6.8 (*Distributions to Shareholders*), 6.10 (*Infrastructure Use*), and sub-sections (c) (*Cross-default*) and (e) (*Invalidity of Project Hermes I’s Security and Guarantees*) of section 7 (*Events of early termination of the Issue*), with a view to aligning the terms and conditions set out under these sections to the financing terms and conditions, security and guarantees that the group of companies of which the Issuer

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is member (the “**MASMOVIL Group**”) agree with its senior financial creditors (such amendments to the aforesaid sections, the “**Amendments to the Offering Circulars**”).

- Second:** Delegation of powers to the Commissionaire in order that it may grant as many documents it considers necessary or appropriate for the full effectiveness of the resolutions approved by the General Meeting.
- Third:** Exemption of liability in favour of the Commissionaire as regards the calling of the General Meeting, the proposals submitted to vote, its involvement in such General Meeting and the actions that it carries out when using the powers vested on it pursuant to the proposal of resolutions that point Second above refers to.
- Fourth:** Exemption of liability in favour of the Company as regards the calling of the General Meeting and the proposals of amendment of certain terms and conditions of the Issues, in accordance with the contents described under point First above.
- Fifth:** Exemption of liability in favour of the Tabulation and Voting Agent as regards its participation in the calling of the General Meeting and how this General Meeting is conducted, as well as any actions that the Tabulation and Voting Agent may carry out when fulfilling the functions for which the Company or/and the Commissionaire appointed it.
- Sixth:** Effectiveness of the resolutions approved by the General Meeting, subject to the fulfilment of certain conditions precedent.

Madrid, November 7th, 2017.

D. Meinrad Spenger
CEO MASMOVIL IBERCOM, S.A.