

29 March 2021 / 11:30 a.m.

Sede Cellnex Telecom  
Avenida del Parc Logistic, 12-20  
08040 Barcelona

Attendance, proxy and remote voting card for the Ordinary General Shareholders' Meeting of CELLNEX TELECOM, S.A. (the "Company") to be held at Avenida del Parc Logistic, 12, 20, Barcelona at 11:30 a.m. on 26 March 2021, on first call, or at the same time on 29 March 2021 on second call. It is expected that the Ordinary General Shareholders' Meeting will be held on second call on 29 March 2021 at the place and venue stated above.

Holder	Address

Securities account code	Number of shares	Minimum no. of shares to attend	Number of votes
		100	

**ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING IN PERSON**

Any shareholder who wishes to attend the General Shareholders' Meeting physically must sign in the space below and present this card (or the attendance card issued by the IBERCLEAR member entity responsible for keeping the register of book entries for his/her shares) at the venue on the day of the General Shareholders' Meeting. Shareholders who hold 100 or more shares and whose shares are registered in the register of book-entry securities five days before the day of the General Shareholders' Meeting are entitled to vote at the General Shareholders' Meeting. Due to the current health emergency situation, shareholders are recommended to use proxy and remote voting mechanisms or electronic attendance.

Signature of the shareholder attending in person

Signed in ..... on ..... 2021

Shareholders may also appoint a proxy or vote remotely, as indicated on the Company's website (www.cellnextelecom.com) and as explained in the following two sections. If both sections are signed, remote voting will prevail and the proxy appointment will be void.

**PROXY APPOINTMENT**

Shareholders who do not wish to attend the General Shareholders' Meeting (whether physically or electronically) may appoint any other person as their proxy. The proxy must also sign this proxy notice. The shareholder to whom this card has been issued confers proxy representation to: (Check only one of the following boxes and, where applicable, write the name of the proxy in the space provided. For this proxy appointment to be valid, the appointing shareholder must sign in the space provided.)

- The Chairman of the General Shareholders' Meeting
- ..... ID N°.....

Any appointment that does not name the person who is to act as proxy will be deemed to appoint the Chairman of the General Shareholders' Meeting.

To give voting instructions, mark the appropriate boxes in the following table.

If no instructions are given for any item, the proxy will vote in favour of the resolutions proposed by the Board of Directors.

Items on the agenda	1	2	3	4	5.1	5.2	6	7.1	7.2	8.1	8.2	8.3	8.4	8.5	8.6	8.7	8.8	9.1	9.2	9.3	10	11	12	13	14	
In favour																										
Against																										
Abstain																										
Blank																										

Unless expressly indicated otherwise below, the voting instructions extend to other resolutions not proposed by the Board of Directors or not included in the attached agenda, in relation to which the person appointed proxy must vote as he/she considers to be in the best interests of the Company and the shareholder he/she represents. Mark the "NO" box below only if you oppose this extension of the voting instructions, in which case it will be understood that the appointing shareholder instructs the proxy to abstain: NO

For the purposes of Articles 523 and 526 of the Spanish Companies Law, shareholders are informed that the Chairman of the General Shareholders' Meeting (if the General Shareholders' Meeting is chaired by the Chairman of the Board of Directors) and any other member of the Board of Directors may have a conflict of interest (i) in respect of item 4 ("Approval of the Board of Directors' management and activity in the year ended 31 December 2020"), item 5 ("Directors' remuneration"), item 6 ("Remuneration of the executive director: remuneration linked to the Company's shares"), item 7 ("Number of members of the Board of Directors. Ratification and re-election of members of the Board of Directors") and item 14 ("Consultative vote on the annual report on directors' remuneration for the year ended 31 December 2020"); and (ii) in any of the cases specified in Article 526.1 of the Spanish Companies Law (appointment, re-election or ratification of directors; dismissal or removal of directors; legal action against a director; and approval or ratification of the company's transactions with a director) that may legally arise without being included in the agenda.

Mark the "NO" box below only if you do not authorize any replacement (in which case it will be understood that the appointing shareholder instructs the proxy to abstain): NO

Signature of the shareholder

Signed in ..... on ..... 2021

Signature of the proxy representative

Signed in ..... on ..... 2021

Copy for the shareholder or its representative

## REMOTE VOTING

Shareholders who do not wish to attend the General Shareholders' Meeting (whether physically or electronically) nor appoint a proxy may vote remotely, specifying their choice for each item on the agenda. If for any of the items on the agenda no box is checked, it will be understood that the shareholder votes in favour of the Board of Directors' proposal. In any case, besides the rules prescribed by law, the articles of association and the General Shareholders' Meeting Regulations, due regard must also be given to any rules stated in the notice of General Shareholders' Meeting and on the Company's website ([www.cellnextelecom.com](http://www.cellnextelecom.com)).

Items on the agenda	1	2	3	4	5.1	5.2	6	7.1	7.2	8.1	8.2	8.3	8.4	8.5	8.6	8.7	8.8	9.1	9.2	9.3	10	11	12	13	14
In favour																									
Against																									
Abstain																									
Blank																									

Unless expressly indicated otherwise below, in respect of resolutions not proposed by the Board of Directors and items not included in the attached agenda, the Chairman of the General Shareholders' Meeting will be deemed to be appointed proxy and the rules on proxy voting and replacement of proxies in the event of conflicts of interest contained in the "Proxy appointment" section of this card will apply. Check the "NO" box below only if you oppose the proxy appointment and do not authorize the replacement (in which case it will be understood that the shareholder abstains in relation to said resolutions).

NO

Shareholder's signature

Signed in ..... on ..... 2021

## DATA PROTECTION

Any personal data which shareholders or their proxies send to the Company for the exercise of their rights of attendance, proxy and vote at the General Shareholders' Meeting or which are provided by the banks and securities firms with which shareholders have deposited their shares, through the entity responsible for keeping the register of book-entry securities, will be used by Cellnex Telecom, S.A., as data controller, for the purpose of preparing, checking and monitoring the list of shareholders to be used in convening and holding the General Shareholders' Meeting and also to meet its legal obligations. The data will be communicated to the notary who will attend and certify the minutes of the General Shareholders' Meeting. The processing of personal data is necessary for the purposes stated above and the legal basis is the management of the relationship with shareholders and compliance with legal obligations. The data will be kept for the duration of the shareholder relationship and for a period of six (6) years thereafter exclusively for the purpose of responding to any legal or contractual actions, unless, exceptionally, a longer retention period applies. The full proceedings of the General Shareholders' Meeting will be video-recorded and will be streamed via the Cellnex Telecom, S.A. website ([www.cellnextelecom.com](http://www.cellnextelecom.com)). Attendance at the General Shareholders' Meeting (whether physically or electronically) implies consent to the recording and broadcasting of attendees' image.

Data subjects may exercise their rights of access, rectification, erasure, objection, limitation of processing and portability and any other rights recognized by current data protection regulations by sending a request, with the reference "Data Protection", to the attention of the data protection officer, by email to [personaldata@cellnextelecom.com](mailto:personaldata@cellnextelecom.com), or by postal mail to Cellnex Telecom, S.A., Avda. del Parc Logístic, nº 12- 20, 08040 Barcelona (Ref. Personal Data - DPD), attaching a photocopy of their ID card or other official document. Data subjects may also lodge complaints with the Spanish Agency for Data Protection.

In the event that the attendance, proxy and remote voting card contains personal data relating to third parties, the shareholder must inform those third parties of the provisions of the preceding paragraphs as regards the processing of personal data and must comply with any other applicable requirements to ensure lawful disclosure of the personal data to the Company, without the Company having to take any additional action vis-à-vis the interested parties.

## AGENDA

**First.** Approval of the individual annual accounts and management report and the consolidated annual accounts and management report (financial statements) for the year ended 31 December 2020.

**Second.** Approval of the non-financial information contained in the consolidated management report for the year ended 31 December 2020.

**Third.** Approval of the proposal for the allocation of profit or loss for the year ended 31 December 2020.

**Fourth.** Approval of the Board of Directors' management and activity in the year ended 31 December 2020.

**Fifth.** Directors' remuneration:

- 5.1 Approval of the maximum aggregate amount of the directors' remuneration.
- 5.2 Approval of the Remuneration Policy.

**Sixth.** Remuneration of the executive director: remuneration linked to the Company's shares.

**Seventh.** Number of members of the Board of Directors. Ratification and re-election of members of the Board of Directors:

- 7.1 Fix the number of members of the Board of Directors.
- 7.2 Ratification of the appointment by co-option of Ms. Alexandra Reich and re-election as a proprietary director for the term specified in the articles of association.

**Eighth.** In relation to the following articles of the Corporate Bylaws:

- 8.1 Modify articles 1, 2, 3, 4, 12, 13, 20, 22 and 29 of the Corporate Bylaws, to adapt their wording, without introducing any modification to the material, as well as to unify the terminology used in the Bylaws and its renumbering.
- 8.2 Deletion of articles 9, 11, 15, 16, 17, 19, 24, 25, 28, 30, 31 and 32 of the Corporate Bylaws, to suppress information already included in the applicable legislation.
- 8.3 Renumbering article 27 of the Corporate Bylaws as article 21.
- 8.4 Modify article 5 of the Corporate Bylaws with the purpose of suppressing mandatory information in accordance with applicable legislation, as well as clarifying the corporate purpose already included in the previous version.
- 8.5 Modify article 10 of the Corporate Bylaws with the purpose of regulating the compliance by shareholders to the corporate governance system and the decisions passed by the Company's governing, as well as its renumbering.
- 8.6 Modify articles 14 and 23 of the Corporate Bylaws to regulate the electronic attendance and participation at the General Shareholders' Meeting and the Board of Directors, respectively; as well as its renumbering. Adding a new article 13 of the Corporate Bylaws to also regulate the electronic attendance and participation at the General Shareholders' Meeting.
- 8.7 Modify articles 18, 21 and 26 of the Corporate Bylaws with the purpose of eliminating non-mandatory obligations in accordance with the applicable legislation and clarifying certain issues already contained in the applicable legislation; as well as its renumbering.
- 8.8 Adding a new article 15 of the Corporate Bylaws to regulate the form of passing of resolutions, contained in the old article 18 of the Corporate Bylaws.

**Ninth.** In relation to the following articles of the Regulations of the General Shareholders' Meeting:

- 9.1 Modify articles 1, 2, 3, 4, 7, 9, 10, 11, 13, 15, 17, 18, 19, 20, 21, 22 and 23 of the Regulations of the General Shareholders' Meeting to adapt their wording, without introducing any modification to the material, as well as to unify the terminology used in the Bylaws and the renumbering of certain articles.
- 9.2 Modify articles 5, 6, 8, 12, 14 and 16 of the Regulations of the General Shareholders' Meeting to allow for electronic attendance at the General Shareholders' Meeting; as well as the renumbering of certain articles.
- 9.3 Adding a new article 15 of the Regulations of the General Shareholders' Meeting to regulate the attendance and participation of the General Meeting by electronic means.

**Tenth.** Approval of the share capital increase by means of non-monetary contributions. Delegation for execution by the Board of Directors, pursuant to the provisions of article 297.1.a) of the Spanish Companies Law. Application for listing of the new shares.

**Eleventh.** Delegation of powers to the Board of Directors to increase the share capital under the terms and conditions of Article 297.1.b) of the Spanish Companies Law (Ley de Sociedades de Capital) for a maximum period of five years. Delegation of powers to exclude the pre-emption rights in accordance with Article 506 of the Spanish Companies Law, setting a limit of a maximum aggregate nominal amount equal to 10% of the share capital at the date of authorization.

**Twelfth.** Delegation of powers to the Board of Directors to issue bonds, debentures and other fixed-income securities convertible into shares, as well as warrants and any other financial instruments that entitle the holder to acquire newly issued shares of the Company, for a maximum period of five years. Delegation of powers to exclude the pre-emption rights in accordance with Article 506 of the Spanish Companies Law, setting a limit of a maximum aggregate nominal amount equal to 10% of the share capital at the date of authorization.

**Thirteenth.** Delegation of powers to formalize and execute all the resolutions adopted by the General Shareholders' Meeting.

**Fourteenth.** Consultative vote on the annual report on directors' remuneration for the year ended 31 December 2020.