

Board Report on the share capital increase by means of non-monetary contributions

**REPORT SUBMITTED BY THE BOARD OF DIRECTORS OF CELLNEX TELECOM, S.A. IN RELATION TO
THE PROPOSAL REGARDING TENTH POINT OF THE AGENDA OF THE COMPANY'S ORDINARY
GENERAL SHAREHOLDERS' MEETING TO BE HELD ON 26 MARCH 2021, ON FIRST CALL, AND ON 29
MARCH 2021 ON SECOND CALL**

1. OBJECT OF THIS REPORT

This report (the "**Report**") is issued pursuant to the provisions of Articles 286, 297 and 300 of the Spanish Companies Law (*Ley de Sociedades de Capital*), the Restated Text of which was approved by Royal Legislative Decree 1/2010, of 2 July (the "**Spanish Companies Law**"), *et seq* of the Commercial Registry Regulations approved by Royal Decree 1784/1996, of 19 July (the "**Commercial Registry Regulations**"), to justify the proposal for a resolution which is submitted to approval by the Ordinary General Shareholders' Meeting of Cellnex Telecom, S.A. ("**Cellnex**" or the "**Company**"), under the tenth point of the Agenda, relating to the increase of the Company's share capital by means of non-monetary contributions (the "**Share Capital Increase**").

The Share Capital Increase derives from the transaction agreed on 12 November 2020 between Cellnex, Cellnex UK Limited and certain entities of the CK Hutchison group for, among other matters, the acquisition by Cellnex UK Limited of the business that CK Hutchison Networks Europe Investments S.à r.l. has in the United Kingdom (the "**Acquisition**"), about which the market and shareholders were duly informed (notification of inside information of 12 November 2020). The announced transaction, which contemplates the acquisition of sites in other five (5) jurisdictions, entails the payment of approximately 8.6 billion euros in cash and the possibility for Cellnex to pay the remaining amount in shares in the Company. The Share Capital Increase, which is set in this context, is proposed as part of the consideration to be received by the Luxembourg company CK Hutchison Networks Europe Investments, S.à r.l. (the "**Contributing Entity**") in the context of the aforementioned agreement.

By virtue of the Share Capital Increase, the Company is expected to issue new shares that will be fully subscribed by the Contributing Entity, in exchange for a non-monetary contribution consisting of a credit right, in the terms and conditions set out in this Report.

In compliance with the provisions of Article 300.1 of the Spanish Companies Law, the object of this Report is as follows:

- To describe the non-monetary asset items whose contribution is proposed as consideration for the Share Capital Increase and give their valuation;
- To determine the amount of the Share Capital Increase, the number of shares that will be issued and the share premium;
- To specify those persons who are to make the non-monetary contribution and receive the new shares; and
- To list the guarantees put in place, as the case may be, to ensure the enforceability of the Share Capital Increase according to the asset type of the non-monetary contribution.

2. JUSTIFICATION FOR THE PROPOSAL

As stated above, the Share Capital Increase being proposed to the Ordinary General Shareholders' Meeting is set in the context of the agreement reached between the Company and the CK Hutchison group, specifically consisting of an alternative to paying part of the price in cash, as is to be done in the Acquisition. Although the closing of the Acquisition is not in itself subject to the execution of the Share Capital Increase, the Board of Directors feels that its execution will benefit the Company, since it should entail the following advantages:

- (i) It will add, to the Company's capital as a significant shareholder, the CK Hutchison group, one of the Company's main customers, thereby establishing a long-term relationship and one of mutual interest and thus aligning their objectives and interests, without endangering Cellnex's neutral stance as a telecommunications infrastructure operator; and
- (ii) It will bolster the Company's equity, increasing it by more than one billion, three hundred million euros between capital and share premium, thereby strengthening its financial structure and allowing for a lower level of indebtedness.

In addition, pursuant to the provisions of Article 297.1.a) of the Spanish Companies Law, the General Shareholders' Meeting, when fulfilling the requirements established for amending Articles of Association, may delegate upon the Board of Directors the power to set the date on which the share capital increase resolution already passed is to become effective for the agreed amount and to set the conditions of such capital increase for those aspects not expressly set out in the General Shareholders' Meeting's resolution, provided that the deadline for exercising this power does not exceed one year. Thus, in light of this possibility, the justification for the proposal for a resolution that is subject to approval by the Ordinary General Shareholders' Meeting lies in the appropriateness of giving directors an instrument, without requiring another General Shareholders' Meeting of shareholders to be held, with which they can implement and execute the Share Capital Increase resolution previously passed, within the limits and in the terms and conditions and timeframes decided by the Ordinary General Shareholders' Meeting.

To fulfil both the Company's aim and the obligations it has assumed in the context of the Acquisition as set out in this Report, which will be made available to shareholders when the Ordinary General Shareholders' Meeting is called, it is proposed that the Company's share capital be increased by means of non-monetary contributions for a total amount (including the nominal value of the new shares issued and the corresponding share premium) of one billion, three hundred and fifty-two million, two hundred and eighty-one thousand, six hundred and twelve euros (1,352,281,612.00 euros), through the issue of twenty-seven million, one hundred and forty-seven thousand, six hundred and fifty-one (27,147,651) shares (the "**New Shares**"), that will be of the same class and series as those currently issued. The Share Capital Increase is furthermore done with no pre-emptive subscription right, since it consists of an increase made by means of non-monetary contributions (Art.304.1 of the Spanish Companies Law), which will be fully subscribed by the Contributing Entity and executed, as the case may be, only once through the issue of the corresponding New Shares.

The Board of Directors feels that this proposal is fully justified because of the benefits it should bring to the Company and, by extension, to all of its shareholders.

Lastly, the powers that will be attributed to the Board of Directors in order to complete and implement any aspects not expressly set out in the resolution of the Ordinary General Shareholders' Meeting, in the event it is passed, will include powers to expressly substitute and/or subdelegate, so as to give the management body the ability to comply with the resolution quickly and efficiently.

Consequently, the Company's Board of Directors proposes submitting the Share Capital Increase to approval by the Ordinary General Shareholders' Meeting, in the terms described in this Report below.

3. SHARE CAPITAL INCREASE BY NON-CASH CONTRIBUTION

3.1 Amount of the Share Capital Increase, number and value of the shares to be issued

The proposed resolution consists of obtaining approval for and executing an increase in the Company's share capital by means of non-monetary contributions, for an amount that, adding together the nominal value of the New Shares and the amount of the share premium, will total one billion, three hundred and fifty-two million, two hundred and eighty-one thousand, six hundred and twelve euros (1,352,281,612 euros), which is the value attributed to the contribution to be made by the Contributing Entity, by means of the issue of New Shares, which will be ordinary shares belonging to the same class and series as the existing ones and which will also attribute the same political and economic rights.

The proposed resolution envisages the issue of twenty-seven million, one hundred and forty-seven thousand, six hundred and fifty-one (27,147,651) New Shares, that will be of the same class and series as those currently issued. The share capital increase of Cellnex will be increased in the amount of six million, seven hundred and eight- six thousand, nine hundred and twelve euros and seventy-five cents (6,786,912.75 euros).

The New Shares will be issued with an overall share premium of one billion, three hundred and forty-five million, four hundred and ninety-four thousand, six hundred and ninety-nine euro and twenty-five cents (1,345,494,699.25 euros).

The New Shares will be subscribed by the Contributing Entity and will be fully paid up by the latter through the contribution of a credit right, as explained in section 3.3 of this Report (the "**Credit Right**"), provided that the Conditions to which the execution of the Share Capital Increase is subject have been met (or their compliance has been waived, when legally possible), as established in section 3.7 of this Report.

3.2 Applicable legal regime

The Share Capital Increase will be governed by the provisions of the Spanish Companies Law; specifically those of Chapters I and II of Title VIII (amendment of the articles of association and share capital increases, respectively) and those of Chapters I and II of Title III (capital contributions).

3.3 Description of the Credit Right to be contributed

The Credit Right, which will form part of Cellnex's assets following the execution of the Share Capital Increase, consists of a credit right to be held by the Contributing Entity against CK Hutchison Networks (UK) Limited, an English law entity, incorporated as a limited liability company, with registered address at Star House, 20 Grenfell Road, Maidenhead, Berkshire (United Kingdom – SL6 1EH) and recorded at Companies House for England and Wales under number 12985914 ("**CK Hutchison UK**"), for the amount of one billion, three hundred and fifty-two million, two hundred and eighty-one thousand, six hundred and twelve euros (1,352,281,612 euros), and which will be due and payable on the execution date of the Share Capital Increase resolution.

The New Shares in the Company that will be issued by virtue of the proposed Share Capital Increase will be subscribed by the Contributing Entity by contributing the Credit Right, in the terms envisaged in Article 300 of the Spanish Companies Law and Article 168.2 of the Commercial Registry Regulations.

The Credit Right will amount to one billion, three hundred and fifty-two million, two hundred and eighty-one thousand, six hundred and twelve euros (1,352,281,612 euros), a valuation that must be confirmed by means of a report issued by an independent expert appointed by the Commercial Registry for that purpose, pursuant to the provisions of Article 67 of the Spanish Companies Law and Article 338 of the Commercial Registry Regulations and related articles. In any event, the report will have to confirm that the valuation of the Credit Right corresponds, at least, to the nominal value and share premium of the New Shares issued as a result of the Share Capital Increase.

3.4 Contributing entity

The non-monetary contribution will be made by CK Hutchison Networks Europe Investments S.à r.l. (i.e. the Contributing Entity and holder of the Credit Right), a company incorporated and existing in accordance with the laws of Luxembourg, with registered address at 7, rue du Marché-aux-Herbes, L-1728 (Luxembourg), recorded at the Luxembourg Trade and Companies Register under number B74650.

3.5 Representation of New Shares

The New Shares will be represented by book entries, to be recorded by the management company of the Spanish entity *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (Iberclear) and its participant entities.

3.6 Non-existence of pre-emptive subscription right

The proposed Share Capital Increase does not involve a shareholders' pre-emptive subscription right over the New Shares, as it is a capital increase by means of non-monetary contributions, pursuant to Article 304 of the Spanish Companies Law.

3.7 Conditions to which the execution of the Share Capital Increase is subject

The execution of the Share Capital Increase is subject to the report, issued by the independent expert appointed by the Commercial Registry to determine the value of the Credit Right to be contributed, confirming that its valuation corresponds to the nominal value of the New Shares and to the share premium they are issued with and, ultimately, to the global amount of the Share Capital Increase (i.e.

one billion, three hundred and fifty-two million, two hundred and eighty-one thousand, six hundred and twelve euros (1,352,281,612 euros)).

Additionally, in order to proceed to execute the Share Capital Increase resolution, the following conditions precedent must first be met (or must have been waived, to the extent legally possible), which correspond to those agreed in the context of the Acquisition (the "**Conditions**"):

- (i) One of the following events must have occurred:
 - a. The Company has received confirmation from the British antitrust authorities (the Competition and Markets Authority or "**CMA**") that they do not intend to refer the Acquisition or any other matter arising therefrom to phase 2 proceedings pursuant to section 33 of the Enterprise Act ("**EA**") for the constitution of a group under Schedule 4 of the Enterprise and Regulatory Reform Act 2013 ("**Phase 2 CMA Proceedings**"), or the CMA being precluded from making such a reference by section 33(3)(za) of the EA; or
 - b. Confirmation having been received by the Company that the CMA proposes to accept undertakings in lieu of a Phase 2 CMA Proceedings in relation to the Acquisition, pursuant to section 73 of the EA; or
 - c. Following Phase 2 CMA Proceedings in relation to the Acquisition or any matter related thereto, the Company has received confirmation from the CMA that it may proceed to close the Acquisition, pursuant to section 36 of the EA;
- (ii) To the extent that the Acquisition (either in full or in part) amounts to a concentration subject to review by the European Commission under Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings (the "**EC Merger Regulation**"), the European Commission adopting a decision, pursuant to Article 6(1)(b), Article 8(1) or Article 8(2) of the EC Merger Regulation, authorising the closing of the Acquisition, or such decision being considered adopted when the term established by law for such purpose expires, pursuant to Article 10(6) of the EC Merger Regulation;

(sections (i) and (ii), together, the "**Competition Condition**");
- (iii) Insofar as the British Secretary of State would have issued an intervention notice pursuant to sections 42(2) or 67(1) of the EA in relation to the Acquisition or any matter related thereto, prior to any of the CMA's decisions referred to in sections (i)a or (i)b above, or prior to submitting to Phase 2 CMA Proceedings (the "**Intervention Notice**"):
 - a. The matter referred to in the Intervention Notice must be ultimately resolved by the Secretary of State pursuant to section 43(4) of the EA, without submission to a phase 2 proceedings pursuant to sections 45 or 68 of the EA for the constitution of a group under Schedule 4 of the Enterprise and Regulatory Reform Act 2013 ("**Phase 2 SoS Proceedings**"); or
 - b. After Phase 2 SoS Proceedings in relation to the Acquisition or any matter related

thereto, the Company must have received confirmation from the Secretary of State that it may proceed to close the Acquisition pursuant to section 54(2) or section 55(2) of the EA;

- (iv) In relation to the United Kingdom legislation on foreign investments and national security (including the National Security and Investment Bill announced on 11 November 2020), the necessary authorisations must have been obtained to permit the Acquisition to close;

(sections (iii) and (iv), together, the "**Public Interest and Foreign Investments Condition**");

- (v) The Shareholders must not have been presented with any takeover bid, pursuant to Royal Decree 1066/2007, of 27 July, on the regime governing takeover bids, for the acquisition of some or all of the Shares into which the Company's share capital is divided, or a bid for the merger, concentration or another type of operation involving the taking of control, resulting in the majority of the voting rights that would normally correspond to the Company's General Shareholders' Meeting now corresponding to the bidder and/or to its related parties, and/or to any entities acting in concert with the bidder and/or its related parties;

- (vi) The agreement setting out the terms of the Acquisition must not have been terminated for any reason, and the Parties thereto must proceed to close the Acquisition simultaneously to the execution of the Share Capital Increase resolution.

3.8 Listing

A request is expected to be made for all the New Shares issued by virtue of this Share Capital Increase to be listed for trading on the Madrid, Barcelona, Bilbao and Valencia securities exchanges (*Bolsas de Valores*) via Spain's Electronic Securities Trading System (Continuous Market). All necessary steps and formalities are likewise expected to be taken and the required documents submitted before the competent authorities.

3.9 Amendment of Article 6 of the Articles of Association

As a result of the Share Capital Increase described in this Report, Article 6 of the Company's Articles of Association will be amended to indicate the new share capital figure, following the execution of such increase.

For the purpose of Article 286 of the Spanish Companies Law, it is hereby noted that only part of the current wording of Article 6 of the Company's Articles of Association will be amended; namely that part referring to the new share capital figure and the number and value of the shares into which such capital is divided, which will be amended accordingly following the execution of the Share Capital Increase. In particular, the share capital figure will increase by the amount resulting from the nominal value of the New Shares issued, whereas the number of shares into which the capital is divided will increase according to the referred number of New Shares.

3.10 Delegation of powers of execution

As part of the Share Capital Increase resolution that is subject to approval by the Ordinary General

Shareholders' Meeting, it is proposed that the Board of Directors be granted, with the express faculties of substitution and sub-delegation, the power to implement, formalise and execute the Share Capital Increase resolution, in general, performing any acts necessary or appropriate for the successful outcome of the increase, as well as the power to establish its conditions, where not envisaged in the resolution itself, and to declare them fulfilled, all pursuant to the provisions of Article 297.1.a) of the Spanish Companies Law. This proposal includes, but is not limited to, empowering the Board of Directors to do the following:

- a) Ask the Commercial Registry to appoint an independent expert to issue the mandatory report in relation to the Credit Right, pursuant to the provisions of Article 67 of the Spanish Companies Law.
- b) Set the specific conditions of the issue where not envisaged in the Share Capital Increase resolution.
- c) Verify and declare fulfilment of the Conditions envisaged in section 3.7 of this Report and waive fulfilment when legally possible.
- d) Adopt any measures, make any declarations or discharge any formalities before the Spanish Securities Market Commission (CNMV), the Governing Bodies of the Securities Exchanges of Madrid, Barcelona, Bilbao and Valencia, the securities exchange management company *Sociedad de Bolsas*, the management company of the Spanish Securities Registration, Clearing and Settlement Service (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*) (Iberclear) and any other public or private body or entity or registry, in order to achieve the listing of the New Shares in the shortest time possible.
- e) Request the verification or authorisation of the prospectus and other documents that must be approved or registered by the CNMV.
- f) Request the listing of all the New Shares issued by virtue of the Share Capital Increase on the Securities Exchanges of Madrid, Barcelona, Bilbao and Valencia, as well as the contracting thereof via Spain's Electronic Securities Trading System (*Sistema de Interconexión Bursátil*) (Continuous Market).
- g) Negotiate, subscribe and execute any public or private documents necessary in relation to the Share Capital Increase according to usual practice in this kind of operation, including, but not limited to, formalising the subscription and payment of the Share Capital Increase and the adoption of the necessary resolutions for its execution, in the conditions deemed appropriate.
- h) Draft and publish any announcements as necessary or appropriate.
- i) Draft, subscribe, execute and, if applicable, certify, any kind of document regarding the Share Capital Increase.
- j) Adopt any measures, make any declarations or discharge any formalities before the entity responsible for keeping the records of the Company shares and any other public or private body, entity or registry, in Spain or abroad, in order to obtain any authorisations or

verifications necessary for the execution of the Share Capital Increase.

- k) Declare the Share Capital Increase closed and declare the New Shares subscribed paid up, executing any public or private documents appropriate for the execution of the Share Capital Increase.
- l) Amend Article 6 of the Company's Articles of Association, adapting it to the new share capital figure obtained and to the total number of shares issued, expressly stating that they all belong to one same class and series.
- m) Appear before the Notary Public of the attorney's choice and record the Share Capital Increase resolution as a public document, take any actions before the Commercial Registry as may be required, and take any necessary actions and approve and formalise any public or private documents as may be necessary or appropriate to ensure that all aspects and contents of the Share Capital Increase resolution are fully enforceable and, in particular, to correct, clarify, interpret, complete, identify or specify, as the case may be, the resolution passed and, likewise in particular, to remedy any defects, errors or omissions detected in the verbal or written instructions from the Commercial Registry.
- n) And, in general, take any actions that are necessary or merely appropriate to achieve the successful outcome of the issue of the Company's New Shares.

In the event that, due to the pending completion of any of the Conditions, the Share Capital Increase has not been executed within the term of one year as from the date of the Share Capital Increase resolution, the Board of Directors may again make the Share Capital Increase and/or the delegation of powers set out in this section subject to approval by the General Shareholders' Meeting of the Company, during a further period of one year.

3.11 Guarantees provided for the execution of the Share Capital Increase

In compliance with the provisions of Article 67 of the Spanish Companies Law, prior to the execution of the Share Capital Increase resolution, the Board of Directors will ask the Commercial Registry of Madrid to appoint an independent expert to issue a report describing the Credit Right and its valuation, indicating which criteria were used and confirming whether such valuation corresponds to the nominal value and share premium of the New Shares.

3.12 Other matters relating to the Acquisition

Finally, for information purposes only, it is stated that the potential differences in value between (i) the implicit value attributed to Cellnex's shares which would be issued in the context of this Share Capital Increase resolution; and (ii) the volume weighted average price of Cellnex's shares on a date which is close to the date where the Share Capital Increase will be executed (subject to a collar mechanism limiting, exclusively to this purpose, the potential fluctuations in the said share price), will be adjusted. Such adjustment, which has a purely contractual significance and does not affect in any way the terms of the Share Capital Increase, will be effected, if applicable, by means of Cellnex's shares transfers or, if agreed between Cellnex and the Contributing Entity, by cash payments.

4. PROPOSED RESOLUTION FOR SUBMISSION TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING

The full text of the proposed resolution for a share capital increase submitted to the Ordinary General Shareholders' Meeting for its consideration and approval, as the case may be, is as follows:

TEN.- 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.

*In the context of the agreement signed on 12 November 2020 between Cellnex, Cellnex UK Limited and certain entities of the CK Hutchison group for, among other matters, the acquisition by Cellnex UK Limited of the business that CK Hutchison Networks Europe Investments S.à r.l. has in the United Kingdom (the "**Acquisition**"), about which the market and shareholders were duly informed (notification of privileged information of 12 November 2020), it was resolved to increase the share capital in the terms envisaged in the report from the Board of Directors justifying it, issued to that end on 25 February 2021 and made available to shareholders as of the announcement of the Ordinary General Shareholders' Meeting (the "**Report**" and the "**Share Capital Increase**", respectively).*

1.1 Amount of the Share Capital Increase, number and value of the shares to be issued

*It was resolved to increase the share capital of the Company by means of non-monetary contributions, for an amount of six million, seven hundred and eight- six thousand, nine hundred and twelve euros and seventy-five cents (6,786,912.75 euros) by means of the issue of twenty-seven million, one hundred and forty-seven thousand, six hundred and fifty-one (27,147,651) new shares, which will be ordinary shares belonging to the same class and series as the existing ones and which will also attribute the same political and economic rights (the "**New Shares**").*

The New Shares will be issued with an overall share premium of one billion, three hundred and forty-five million, four hundred and ninety-four thousand, six hundred and ninety-nine euro and twenty-five cents (1,345,494,699.25 euros), so that this amount, added to the nominal value of the New Shares issued, totals on aggregate one billion, three hundred and fifty-two million, two hundred and eighty-one thousand, six hundred and twelve euros (1,352,281,612 euros), which is the value attributed to the non-monetary contribution described in the following section.

1.2 Consideration for the Share Capital Increase. Description of the Credit Right to be contributed

*The New Shares will be subscribed by Luxembourg entity CK Hutchison Networks Europe Investments S.À R.L., a company incorporated and existing in accordance with the laws of Luxembourg, with registered address at 7, rue du Marché-aux-Herbes, L-1728 (Luxembourg), recorded at the Luxembourg Companies Registry under number B74650 (the "**Contributing Entity**"), and they will be fully paid up by the latter through the contribution of a credit right (the "**Credit Right**"), as is set out in the following paragraph, provided the Conditions have been met, as such term is defined in section 1.5 below.*

The Credit Right, which will form part of Cellnex's assets following the execution of the Share Capital Increase, consists of a credit right to be held by the Contributing Entity against CK Hutchison Networks (UK) Limited, an English law entity, incorporated as a limited liability company, with registered address at Star House, 20 Grenfell Road, Maidenhead, Berkshire (United Kingdom – SL6 1EH) and recorded at Companies House for England and Wales under number 12985914 ("CK Hutchison UK"), for the amount of one billion, three hundred and fifty-two million, two hundred and eighty-one thousand, six hundred and twelve euros (1,352,281,612 euros), and which will be due and payable on the execution date of this Share Capital Increase resolution.

The New Shares in the Company issued by virtue of the proposed Share Capital Increase will be subscribed by the Contributing Entity by contributing the Credit Right, in the terms envisaged in Article 300 of the Spanish Companies Law and Article 168.2 of the Commercial Registry Regulations.

The Credit Right will amount to one billion, three hundred and fifty-two million, two hundred and eighty-one thousand, six hundred and twelve euros (1,352,281,612 euros), a valuation that must be confirmed by means of a report issued by an independent expert appointed by the Commercial Registry for that purpose, pursuant to the provisions of Article 67 of the Spanish Companies Law and Article 338 of the Commercial Registry Regulations and related articles. In any event, the report will have to confirm that the valuation of the Credit Right corresponds, at least, to the nominal value and share premium of the New Shares issued as a result of the Share Capital Increase.

1.3 Representation of New Shares

The New Shares will be represented by book entries, to be recorded by the management company of the entity Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) and its participant entities.

1.4 Non-existence of pre-emptive subscription right

The proposed Share Capital Increase does not involve a pre-emptive subscription right over the New Shares, as it is a capital increase by means of non-monetary contributions, pursuant to Article 304 of the Spanish Companies Law.

1.5 Conditions to which the execution of the Share Capital Increase is subject

The execution of the Share Capital Increase is subject to the report, issued by the independent expert appointed by the Commercial Registry to determine the value of the Credit Right to be contributed, confirming that its valuation corresponds to the nominal value of the New Shares and to the share premium they are issued with and, ultimately, to the global amount of the Share Capital Increase (i.e. one billion, three hundred and fifty-two million, two hundred and eighty-one thousand, six hundred and twelve euros (1,352,281,612 euros)).

*Additionally, in order to proceed to execute the Share Capital Increase resolution, the following conditions precedent must first be met (or must have been waived, to the extent legally possible), which correspond to those agreed in the context of the Acquisition (the "**Conditions**"):*

- (i) One of the following events must have occurred:*

- a. *The Company has received confirmation from the British antitrust authorities (the Competition and Markets Authority or "**CMA**") that they do not intend to refer the Acquisition or any other matter arising therefrom to phase 2 proceedings pursuant to section 33 of the Enterprise Act ("**EA**") for the constitution of a group under Schedule 4 of the Enterprise and Regulatory Reform Act 2013 ("**Phase 2 CMA Proceedings**"), or the CMA being precluded from making such a reference by section 33(3)(za) of the EA; or*
 - b. *Confirmation having been received by the Company that the CMA proposes to accept undertakings in lieu of a Phase 2 Proceedings in relation to the Acquisition, pursuant to section 73 of the EA; or*
 - c. *Following Phase 2 Proceedings in relation to the Acquisition or any matter related thereto, the Company has received confirmation from the CMA that it may proceed to close the Acquisition, pursuant to section 36 of the EA;*
- (ii) *To the extent that the Acquisition (either in full or in part) amounts to a concentration subject to review by the European Commission under Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings (the "**EC Merger Regulation**"), the European Commission adopting a decision, pursuant to Article 6(1)(b), Article 8(1) or Article 8(2) of the EC Merger Regulation, authorising the closing of the Acquisition, or such decision being considered adopted when the term established by law for such purpose expires, pursuant to Article 10(6) of the EC Merger Regulation;*
- (sections (i) and (ii), together, the "**Competition Condition**");*
- (iii) *Insofar as the British Secretary of State would have issued an intervention notice pursuant to sections 42(2) or 67(1) of the EA in relation to the Acquisition or any matter related thereto, prior to any of the CMA's decisions referred to in sections (i)a or (i)b above, or prior to submitting to Phase 2 CMA Proceedings (the "**Intervention Notice**");*
- a. *The matter referred to in the Intervention Notice must be ultimately resolved by the Secretary of State pursuant to section 43(4) of the EA, without submission to a phase 2 proceedings pursuant to sections 45 or 68 of the EA for the constitution of a group under Schedule 4 of the Enterprise and Regulatory Reform Act 2013 ("**Phase 2 SoS Proceedings**"); or*
 - b. *After Phase 2 SoS Proceedings in relation to the Acquisition or any matter related thereto, the Company must have received confirmation from the Secretary of State that it may proceed to close the Acquisition pursuant to section 54(2) or section 55(2) of the EA;*
- (iv) *In relation to the United Kingdom legislation on foreign investments and national security (including the National Security and Investment Bill announced on 11 November 2020), the necessary authorisations must have been obtained to permit the Acquisition to close;*

(sections (iii) and (iv), together, the "**Public Interest and Foreign Investments Condition**");

- (v) *The Shareholders must not have been presented with any takeover bid, pursuant to Royal Decree 1066/2007, of 27 July, on the regime governing takeover bids, for the acquisition of some or all of the Shares into which the Company's share capital is divided, or a bid for the merger, concentration or another type of operation involving the taking of control, resulting in the majority of the voting rights that would normally correspond to the Company's General Shareholders' Meeting now corresponding to the bidder and/or to its related parties, and/or to any entities acting in concert with the bidder and/or its related parties;*
- (vi) *The agreement setting out the terms of the Acquisition must not have been terminated for any reason, and the Parties thereto must proceed to close the Acquisition simultaneously to the execution of the Share Capital Increase resolution.*

1.6 Listing

A request is expected to be made for all the New Shares issued by virtue of this Share Capital Increase to be listed for trading on the Madrid, Barcelona, Bilbao and Valencia securities exchanges (Bolsas de Valores) via Spain's Electronic Securities Trading System (Continuous Market). All necessary steps and formalities are likewise expected to be taken and the required documents submitted before the competent authorities.

1.7 Amendment of Article 6 of the Articles of Association

As a result of the Share Capital Increase approved in this resolution, the Board of Directors will be empowered to amend Article 6 of the Company's Articles of Association so as to indicate the new share capital figure, following the execution of such increase.

For the purpose of Article 286 of the Spanish Companies Law, it is hereby noted that only part of the current wording of Article 6 of the Company's Articles of Association will be amended; namely that part referring to the new share capital figure and the number and value of the shares into which such capital is divided, which will be amended accordingly following the execution of the Share Capital Increase. In particular, the share capital figure will increase by the amount resulting from the nominal value of the New Shares issued, whereas the number of shares into which the capital is divided will increase according to the referred number of New Shares.

1.8 Execution of the Share Capital Increase. Delegation of powers

As part of this Share Capital Increase resolution, the Board of Directors is hereby granted, with the express faculties of substitution and sub-delegation, the power to implement, formalise and execute the Share Capital Increase, in general, performing any acts necessary or appropriate for the successful outcome of the increase, as well as the power to establish its conditions, where not envisaged in this resolution, all pursuant to the provisions of Article 297.1.a) of the Spanish Companies Law. This includes, but is not limited to, empowering the Board of Directors to do the following:

- a) *Ask the Commercial Registry to appoint an independent expert to issue the mandatory report in relation to the Credit Right, pursuant to the provisions of Article 67 of the Spanish Companies*

Law.

- b) Set the specific conditions of the issue where not envisaged in this Share Capital Increase resolution.*
- c) Verify and declare fulfilment of the Conditions envisaged in section 1.5 of this resolution and waive fulfilment when legally possible.*
- d) Adopt any measures, make any declarations or discharge any formalities before the Spanish Securities Market Commission (CNMV), the Governing Bodies of the Securities Exchanges of Madrid, Barcelona, Bilbao and Valencia, the securities exchange management company Sociedad de Bolsas, the management company of the Spanish Securities Registration, Clearing and Settlement Service (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores) (Iberclear) and any other public or private body or entity or registry, in order to achieve the listing of the New Shares in the shortest time possible.*
- e) Request the verification or authorisation of the prospectus and other documents that must be approved or registered by the CNMV.*
- f) Request the listing of all the New Shares issued by virtue of this Share Capital Increase on the Securities Exchanges of Madrid, Barcelona, Bilbao and Valencia, as well as the contracting thereof via Spain's Electronic Securities Trading System (Sistema de Interconexión Bursátil) (Continuous Market).*
- g) Negotiate, subscribe and execute any public or private documents necessary in relation to the Share Capital Increase according to usual practice in this kind of operation, including, but not limited to, formalising the subscription and payment of the Share Capital Increase and the adoption of the necessary resolutions for its execution, in the conditions deemed appropriate.*
- h) Draft and publish any announcements as necessary or appropriate.*
- i) Draft, subscribe, execute and, if applicable, certify, any kind of document regarding the Share Capital Increase.*
- j) Adopt any measures, make any declarations or discharge any formalities before the entity responsible for keeping the records of the Company shares and any other public or private body, entity or registry, in Spain or abroad, in order to obtain any authorisations or verifications necessary for the execution of the Share Capital Increase.*
- k) Declare the Share Capital Increase closed and declare the New Shares subscribed paid up, executing any public or private documents appropriate for the execution of the Share Capital Increase.*
- l) Amend Article 6 of the Company's Articles of Association, adapting it to the new share capital figure obtained and to the total number of shares issued, expressly stating that they all belong to one same class and series.*

- m) *Appear before the Notary Public of the attorney's choice and record this Share Capital Increase resolution as a public document, take any actions before the Commercial Registry as may be required, and take any necessary actions and approve and formalise any public or private documents as may be necessary or appropriate to ensure that all aspects and contents of this Share Capital Increase resolution are fully enforceable and, in particular, to correct, clarify, interpret, complete, identify or specify, as the case may be, the resolution passed and, likewise in particular, to remedy any defects, errors or omissions detected in the verbal or written instructions from the Commercial Registry.*
- n) *And, in general, take any actions that are necessary or merely appropriate to achieve the successful outcome of the issue of the Company's New Shares.*

In the event that, due to the pending completion of any of the Conditions, the Share Capital Increase has not been executed within the term of one year as from the date of the Share Capital Increase resolution, the Board of Directors may again make the Share Capital Increase and/or the delegation of powers set out in this section subject to approval by the General Shareholders' Meeting of the Company, during a further period of one year.

1.9 Independent expert's report

In compliance with the provisions of Article 67 of the Spanish Companies Law, prior to the execution of the Share Capital Increase resolution, the Board of Directors will ask the Commercial Registry of Madrid to appoint an independent expert to issue a report describing the Credit Right and its valuation, indicating which criteria were used and confirming whether such valuation corresponds to the nominal value and share premium of the New Shares.

1.10 Other matters relating to the Acquisition

For information purposes only and without affecting the terms of this Capital Increase resolution in any manner whatsoever, the Ordinary General Shareholders' Meeting acknowledges that the potential differences in value between (i) the implicit value attributed to Cellnex's shares which will be issued in the context of this Share Capital Increase resolution; and (ii) the volume weighted average price of Cellnex's shares on a date which is close to the date where the Share Capital Increase will be executed (subject to a collar mechanism limiting, exclusively to this purpose, the potential fluctuations in the share price) will be adjusted. Such adjustment, which has a purely contractual significance and does not affect in any way the terms of the Share Capital Increase, will be effected, if applicable, by means of Cellnex's shares transfers or, if agreed between Cellnex and the Contributing Entity, by cash payments.

Madrid, 25 February 2021