

# Report from Board on ratification and re-election of directors

**Junta '19**  
General de Accionistas  
Annual Shareholders Meeting

## **REPORT DRAFTED BY THE BOARD OF DIRECTORS OF CELLNEX TELECOM, S.A. ON 4 APRIL 2019** **JUSTIFYING THE PROPOSAL TO RATIFY AND RE-ELECT THE COMPANY DIRECTORS**

### **1. Purpose of report**

This report was drafted by the Board of Directors of Cellnex Telecom, S.A. (the “**Company**” or “**Cellnex**”) to comply with the provisions of section 5 of article 529 *decies* of Legislative Royal Decree 1/2010 of 2 July, approving the consolidated text of the Spanish Corporate Enterprises Act (the “**Corporate Enterprises Act**”), and its purpose is to justify the proposal to ratify and re-elect the Company directors which will be submitted, as item ten on the agenda, for approval by the General Shareholders' Meeting to be held at 11:30 hours on 9 May 2019 at second call.

By virtue of the foregoing, below is a separate assessment of the competence, experience and merits of the following Board members: (i) Mr Tobías Martínez Gimeno, (ii) Mr Marco Patuano; (iii) Mr Carlo Bertazzo; (iv) Ms Elisabetta De Bernardi di Valserra; and (v) Mr John Benedict McCarthy. The Nominations and Remuneration Committee provided favourable reports on the proposals at its meeting on 20 February 2019, in accordance with section 6 of article 529 *decies* of the Corporate Enterprises Act.

For the purpose of article 518.e) of the Corporate Enterprises Act, this report has complete information about the identity, résumé and category of each candidate proposed.

Consequently, Cellnex's Board sets out its assessment of the competence, experience and merits of (i) Mr Tobías Martínez Gimeno, (ii) Mr Marco Patuano; (iii) Mr Carlo Bertazzo; (iv) Ms Elisabetta De Bernardi di Valserra; and (v) Mr John Benedict McCarthy, in view of the report drafted by the Nominations and Remuneration Committee attached as **Annex I**.

### **2. Justification of the proposal to ratify and re-elect the directors**

#### **2.1. Mr Tobías Martínez Gimeno**

##### **a) Professional and biographical profile**

Tobias Martinez is the company's top-ranking executive (CEO). He is also Director of other companies forming part of the Cellnex Group: Retevisión I, Tradia Telecom, OnTower, Cellnex España. He joined Acesa Telecom (Abertis Group) in the year 2000, first as Board Member and Director General of Tradia, and subsequently of Retevisión. Before joining the Abertis Group, he headed his own business project in Information and Telecommunication Systems for more than 10 years. He studied Telecommunications Engineering and holds a Diploma in Top Management from the IESE Business School (PADE) and a Diploma in Marketing Management from the Instituto Superior de Marketing de Barcelona (Higher Institute of Marketing of Barcelona).

##### **b) Assessment**

The Board endorses the assessment made by the Nominations and Remuneration Committee and believes that Tobías Martínez's résumé and professional profile and the role he has played at the Company since his appointment prove that the candidate has the appropriate competences, experience and merits to be designated as a Company director.

### **c) Category**

Since his appointment, Mr Martínez has carried out and will continue to carry out managerial functions at the Company as a result of being designated as a chief executive officer.

Therefore, in accordance with section 1 of article 529 *duodecies* of the Corporate Enterprises Act, Mr Martínez will be considered to be an executive director.

## **2.2. Mr Marco Patuano**

### **a) Professional and biographical profile**

He has developed most of his professional career at Gruppo Telecom Italia (1990-2016), where he became CEO in 2011. Whilst at Telecom Italia, he participated at the startup of TIM (1995-2001) and he spent six years abroad (2002-2008) as CFO of TIM Brazil, General Manager for Latin America and CEO Telecom Argentina. In this period he sat and chaired several boards of various listed companies both in local markets and in the USA. From 2013 to 2016 he has been Board Member of the GSMA. As a director of GSMA he chaired the Regulatory Group and he was member of the Strategy Group and the Finance Group. Till 2016 he was also a director of Fondazione Telecom Italia, Fondazione Bocconi and the European Institute of Oncology and has worked with various universities in Italy and the USA.

In January 2017 he became CEO of Edizione S.r.l., the Benetton family holding company. Is director of Atlantia S.p.A., Autogrill S.p.A., AC Milan S.p.A., Benetton Group Srl and the other companies forming part of the Edizione Group: Sintonia, Connect, Schema 33, Edizione Property.

He graduated in business economics at Università Bocconi, Milan, and did post-graduate studies in Europe and the United States.

### **b) Assessment**

As a result of the Board vacancy after the resignation tendered by Mr David Díaz Almazán, a proprietary director appointed to represent the stake held by Abertis Infraestructuras, S.A., the Nominations and Remuneration Committee concluded that it was necessary to appoint a new director to fill the vacancy; this appointment will be submitted for the General Meeting's ratification.

The Board endorses the assessment made by the Nominations and Remuneration Committee and believes that Marco Patuano's résumé and professional profile prove that the candidate has the appropriate competences, experience and merits to be designated as a Company director.

### **c) Category**

Mr Patuano represents the stake held by Connect SpA., which owns 29.9% of Cellnex's capital.

Therefore, in accordance with section 3 of article 529 *duodecies* of the Corporate Enterprises Act, Mr Patuano will be considered to be a proprietary director.

## **2.3. Mr Carlo Bertazzo**

### **a) Professional and biographical profile**

Is the General Manager of Edizione Srl, the Benetton family holding company. He is also Director of other companies forming part of the Edizione Group: Sintonia (CEO), ConnecT, Schema 33. In addition he is board member of Abertis Infraestructuras, Atlantia and Aeroporti di Roma. He has been in Edizione since 1994 and has played a key role in the diversification process of the Group over the years, managing the acquisitions of Autogrill and Generali Supermercati (1995), Atlantia (2000), a stake in Telecom Italia (2001) and Gemina (2005), now called Aeroporti di Roma, merged into Atlantia. He also contributed in the development of the partnerships that Edizione over time built with Italian and international investors.

He has had an active role in the management of the investments of Edizione, covering also an operating position as the CEO of the listed company Gemina (2011-2013), and being a board member of several companies including TIM and Telecom Italia Media. He also ran the key disposals of the Group, such as the sale of Generale Supermercati to Carrefour (2000) and of World Duty Free to Dufry (2015). Previously to joining Edizione, he had worked in the financial sector (Banca Commerciale Italiana, now Banca Intesa) and in the investment department of the Agnelli family holding company.

He holds a degree in Business and Administration Magna cum Laude from Ca' Foscari University in Venice.

### **b) Assessment**

As a result of the Board vacancy after the resignation tendered by Mr Josep María Coronas Guinart, a proprietary director appointed to represent the stake held by Abertis Infraestructuras, S.A., the Nominations and Remuneration Committee concluded that it was necessary to appoint a new director to fill the vacancy; this appointment will be submitted for the General Meeting's ratification.

The Board endorses the assessment made by the Nominations and Remuneration Committee and believes that Carlo Bertazzo's résumé and professional profile prove that the candidate has the appropriate competences, experience and merits to be designated as a Company director.

### **c) Category**

Mr Bertazzo represents the stake held by ConnecT SpA., which owns 29.9% of Cellnex's capital.

Therefore, in accordance with section 3 of article 529 *duodecies* of the Corporate Enterprises Act, Mr Bertazzo will be considered to be a proprietary director.

## **2.4. Ms Elisabetta De Bernardi Di Valserra**

### **a) Professional and biographical profile**

Is the Investment Director in Edizione Srl since 2015. She is also Director of other companies forming part of the Edizione Group: ConnecT (CEO), Sintonia. In addition she is Board Member of Atlantia and Getlink.

She started her career in Morgan Stanley (2000) in the investment banking team, where she worked in the Communications & Media team in London and then in the corporate finance team in Milan, where she remained until 2013 as Executive Director.

In Morgan Stanley, she advised on several transactions, including M&A, equity and debt transactions. Between 2013 and 2015, she has been a partner of Space Holding, launching and placing on the Italian Stock Exchange the Special Purpose Acquisition Vehicles Space SpA and Space 2 SpA, who have completed their business combinations merging with Fila, Avio and Aquafil.

She graduated in Electronic Engineering Magna cum Laude at Università degli Studi di Pavia.

#### **b) Assessment**

As a result of the Board vacancy after the resignation tendered by Mr Francisco José Aljaro Navarro, a proprietary director appointed to represent the stake held by Abertis Infraestructuras, S.A., the Nominations and Remuneration Committee concluded that it was necessary to appoint a new director to fill the vacancy; this appointment will be submitted for the General Meeting's ratification.

The Board endorses the assessment made by the Nominations and Remuneration Committee and believes that Elisabetta De Bernardi di Valserra's résumé and professional profile prove that the candidate has the appropriate competences, experience and merits to be designated as a Company director.

#### **c) Category**

Ms De Bernardi di Valserra represents the stake held by Connect SpA., which owns 29.9% of Cellnex's capital.

Therefore, in accordance with section 3 of article 529 *duodecies* of the Corporate Enterprises Act, Ms De Bernardi will be considered to be a proprietary director.

### **2.5. Mr John Benedict McCarthy**

#### **a) Professional and biographical profile**

John Benedict McCarthy has been the Global Head of Infrastructure, Real Estate and Infrastructure Department at Abu Dhabi Investment Authority since May 2013. Mr. McCarthy is responsible, in collaboration with senior management, for developing and implementing investment strategy for the infrastructure division and overseeing all day-to-day activities of the Infrastructure team at Abu Dhabi Investment Authority which includes managing its existing portfolio of infrastructure investments, as well as working with team members to originate and execute on new transactions. He is also Director of other companies forming part of the ADIA Group: Gatwick Airport, Open Grid Europe, Global Infrastructure Investors Association. In addition he is Director of Abu Dhabi Power Company, Ploytech Pty and Emirates Water and Electricity Company.

Previously, he served as a Managing Director and Global Head of RREEF Infrastructure at Deutsche Bank since 2005. Prior to that, he was Global Head of Infrastructure Capital and Structured Capital Markets at ABN Amro Bank. Mr. McCarthy began his career in the infrastructure sector in 1990 at BZW in Australia, where he rose to Head of Infrastructure.

He holds a Post Graduate degree in Finance and a Bachelor of Economics, both from Monash University in Melbourne, Australia.

**b) Assessment**

As a result of the Board vacancy after the resignation tendered by Mr Andrea Pezzangora, a proprietary director appointed to represent the stake held by Connect S.p.A., the Nominations and Remuneration Committee concluded that it was necessary to appoint a new director to fill the vacancy; this appointment will be submitted for the General Meeting's ratification.

The Board endorses the assessment made by the Nominations and Remuneration Committee and believes that John Benedict McCarthy's résumé and professional profile prove that the candidate has the appropriate competences, experience and merits to be designated as a Company director.

**c) Category**

Mr McCarthy represents the stake held by Connect SpA., which owns 29.9% of Cellnex's capital.

Therefore, in accordance with section 3 of article 529 *duodecies* of the Corporate Enterprises Act, Mr McCarthy will be considered to be a proprietary director.

Based on the information provided, Tobías Martínez Gimeno, Marco Patuano, Carlo Bertazzo, Elisabetta De Bernardi di Valserra and John Benedict McCarthy have the appropriate competence, experience and merits to discharge the position's duties. Consequently, and based on their willingness to exercise good governance, the re-election of Tobías Martínez Gimeno and the ratification and re-election of Marco Patuano, Carlo Bertazzo, Elisabetta De Bernardi di Valserra and John Benedict McCarthy will be submitted to the General Shareholders' Meeting, all of them for the three-year period envisaged in article 22 of the Company By-laws.

Madrid, 4 April 2019.

## ANNEX I

### FAVOURABLE REPORT FROM THE NOMINATIONS AND REMUNERATION COMMITTEE

#### **Report from the Nominations and Remuneration Committee of Cellnex Telecom, S.A. on the re-election of Mr Tobías Martínez Gimeno as an executive director.**

This report is issued to comply with section 6 of article 529 *decies* of the Corporate Enterprises Act and its purpose is to provide a favourable report to the Board of Directors regarding the re-election of the appointment of Mr Tobías Martínez Gimeno as an executive director, which must be submitted to Cellnex's forthcoming General Shareholders' Meeting.

For such purposes, and as a result of the expiry of the term for which Mr Tobías Martínez Gimeno was appointed as an executive director on 30 June 2016, the Nominations and Remuneration Committee has analysed the current Board composition as well as its current competences and needs, and its conclusion is that, overall, the directors have the knowledge, competences and experience to properly carry out their functions.

The Nominations and Remuneration Committee also reviewed the professional and biographical profile of Mr Tobías Martínez Gimeno.

Tobias Martinez Gimeno is the company's top-ranking executive (CEO). He is also Director of other companies forming part of the Cellnex Group: Retevisión I, Tradia Telecom, OnTower, Cellnex España. He joined Acesa Telecom (Abertis Group) in the year 2000, first as Board Member and Director General of Tradia, and subsequently of Retevisión. Before joining the Abertis Group, he headed his own business project in Information and Telecommunication Systems for more than 10 years. He studied Telecommunications Engineering and holds a Diploma in Top Management from the IESE Business School (PADE) and a Diploma in Marketing Management from the Instituto Superior de Marketing de Barcelona (Higher Institute of Marketing of Barcelona).

The Nominations and Remuneration Committee believes that Mr Martínez Gimeno has discharged his duties at the Company with the loyalty of a faithful representative, performing his work in good faith, in the Company's best interests and under the principle of personal responsibility, with freedom of judgement and independence regarding third-party instructions and relations, and has devoted the necessary time to efficiently carry out his tasks.

For such purposes, the Committee believes that Mr Martínez Gimeno's résumé, professional profile and actions prove that he has the appropriate competences, experience and merits to be re-elected as an executive director at the Company under the legal and regulatory terms.

Consequently, the Committee submits a favourable report to the Board regarding the re-election of the appointment of Mr Tobías Martínez Gimeno as an executive director for the three-year period envisaged in article 22 of the Company By-laws.

**Report from the Nominations and Remuneration Committee of Cellnex Telecom, S.A. on the ratification of the appointment by co-option of Mr Marco Patuano and his re-election as a proprietary director.**

This report is issued to comply with section 6 of article 529 *decies* of the Corporate Enterprises Act and its purpose is to provide a favourable report to the Board of Directors regarding the ratification of the appointment by co-option of Mr Marco Patuano and his re-election as a proprietary director, which must be submitted to Cellnex's forthcoming General Shareholders' Meeting.

For such purposes, as a result of the Board vacancy after the resignation tendered by Mr David Díaz Almazán, a proprietary director appointed to represent the stake held by Abertis Infraestructuras, S.A., the Nominations and Remuneration Committee analysed the current Board composition as well as its current competences and needs and concluded that it was necessary to appoint a new director to fill the vacancy; this appointment was resolved by the Board and will be submitted for the General Meeting's ratification.

The Nominations and Remuneration Committee also reviewed the professional and biographical profile of Mr Marco Patuano.

He has developed most of his professional career at Gruppo Telecom Italia (1990-2016), where he became CEO in 2011. Whilst at Telecom Italia, he participated at the startup of TIM (1995-2001) and he spent six years abroad (2002-2008) as CFO of TIM Brazil, General Manager for Latin America and CEO Telecom Argentina. In this period he sat and chaired several boards of various listed companies both in local markets and in the USA. From 2013 to 2016 he has been Board Member of the GSMA. As a director of GSMA he chaired the Regulatory Group and he was member of the Strategy Group and the Finance Group. Till 2016 he was also a director of Fondazione Telecom Italia, Fondazione Bocconi and the European Institute of Oncology and has worked with various universities in Italy and the USA.

In January 2017 he became CEO of Edizione S.r.l., the Benetton family holding company. Is director of Atlantia S.p.A., Autogrill S.p.A., AC Milan S.p.A., Benetton Group Srl and the other companies forming part of the Edizione Group: Sintonia, Connect, Schema 33, Edizione Property.

He graduated in business economics at Università Bocconi, Milan, and did post-graduate studies in Europe and the United States.

For such purposes, the Committee believes that Mr Patuano's résumé and professional profile prove that he has the appropriate competences, experience and merits to discharge his duties as a proprietary director at the Company under the legal and regulatory terms.

Consequently, the Committee submits a favourable report to the Board regarding the ratification of the appointment by co-option of Mr Marco Patuano and his re-election as a proprietary director for the three-year period envisaged in article 22 of the Company By-laws.



**Report from the Nominations and Remuneration Committee of Cellnex Telecom, S.A. on the ratification of the appointment by co-option of Mr Carlo Bertazzo and his re-election as a proprietary director.**

This report is issued to comply with section 6 of article 529 *decies* of the Corporate Enterprises Act and its purpose is to provide a favourable report to the Board of Directors regarding the ratification of the appointment by co-option of Mr Carlo Bertazzo and his re-election as a proprietary director, which must be submitted to Cellnex's forthcoming General Shareholders' Meeting.

For such purposes, as a result of the Board vacancy after the resignation tendered by Mr Josep Maria Coronas Guinart, a proprietary director appointed to represent the stake held by Abertis Infraestructuras, S.A., the Nominations and Remuneration Committee analysed the current Board composition as well as its current competences and needs and concluded that it was necessary to appoint a new director to fill the vacancy; this appointment was resolved by the Board and will be submitted for the General Meeting's ratification.

The Nominations and Remuneration Committee also reviewed the professional and biographical profile of Mr Carlo Bertazzo.

Is the General Manager of Edizione Srl, the Benetton family holding company. He is also Director of other companies forming part of the Edizione Group: Sintonia (CEO), ConneCT, Schema 33. In addition he is board member of Abertis Infraestructuras, Atlantia and Aeroporti di Roma. He has been in Edizione since 1994 and has played a key role in the diversification process of the Group over the years, managing the acquisitions of Autogrill and Generali Supermercati (1995), Atlantia (2000), a stake in Telecom Italia (2001) and Gemina (2005), now called Aeroporti di Roma, merged into Atlantia. He also contributed in the development of the partnerships that Edizione over time built with Italian and international investors.

He has had an active role in the management of the investments of Edizione, covering also an operating position as the CEO of the listed company Gemina (2011-2013), and being a board member of several companies including TIM and Telecom Italia Media. He also ran the key disposals of the Group, such as the sale of Generale Supermercati to Carrefour (2000) and of World Duty Free to Dufry (2015). Previously to joining Edizione, he had worked in the financial sector (Banca Commerciale Italiana, now Banca Intesa) and in the investment department of the Agnelli family holding company.

He holds a degree in Business and Administration Magna cum Laude from Ca' Foscari University in Venice. For such purposes, the Committee believes that Mr Bertazzo's résumé and professional profile prove that he has the appropriate competences, experience and merits to discharge his duties as a proprietary director at the Company under the legal and regulatory terms.

Consequently, the Committee submits a favourable report to the Board regarding the ratification of the appointment by co-option of Mr Carlo Bertazzo and his re-election as a proprietary director for the three-year period envisaged in article 22 of the Company By-laws.

**Report from the Nominations and Remuneration Committee of Cellnex Telecom, S.A. on the ratification of the appointment by co-option of Ms Elisabetta De Bernardi di Valserra and her re-election as a proprietary director.**

This report is issued to comply with section 6 of article 529 *decies* of the Corporate Enterprises Act and its purpose is to provide a favourable report to the Board of Directors regarding the ratification of the appointment by co-option of Ms Elisabetta De Bernardi di Valserra and her re-election as a proprietary director, which must be submitted to Cellnex's forthcoming General Shareholders' Meeting.

For such purposes, as a result of the Board vacancy after the resignation tendered by Mr Francisco José Aljaro Navarro, a proprietary director appointed to represent the stake held by Abertis Infraestructuras, S.A., the Nominations and Remuneration Committee analysed the current Board composition as well as its current competences and needs and concluded that it was necessary to appoint a new director to fill the vacancy; this appointment was resolved by the Board and will be submitted for the General Meeting's ratification.

The Nominations and Remuneration Committee also reviewed the professional and biographical profile of Ms Elisabetta De Bernardi di Valserra.

Is the Investment Director in Edizione Srl since 2015. She is also Director of other companies forming part of the Edizione Group: Connect (CEO), Sintonia. In addition she is Board Member of Atlantia and Getlink.

She started her career in Morgan Stanley (2000) in the investment banking team, where she worked in the Communications & Media team in London and then in the corporate finance team in Milan, where she remained until 2013 as Executive Director.

In Morgan Stanley, she advised on several transactions, including M&A, equity and debt transactions. Between 2013 and 2015, she has been a partner of Space Holding, launching and placing on the Italian Stock Exchange the Special Purpose Acquisition Vehicles Space SpA and Space 2 SpA, who have completed their business combinations merging with Fila, Avio and Aquafil.

She graduated in Electronic Engineering Magna cum Laude at Università degli Studi di Pavia.

Consequently, the Committee submits a favourable report to the Board regarding the ratification of the appointment by co-option of Ms Elisabetta De Bernardi di Valserra and her re-election as a proprietary director for the three-year period envisaged in article 22 of the Company By-laws.

**Report from the Nominations and Remuneration Committee of Cellnex Telecom, S.A. on the ratification of the appointment by co-option of Mr John Benedict McCarthy and his re-election as a proprietary director.**

This report is issued to comply with section 6 of article 529 *decies* of the Corporate Enterprises Act and its purpose is to provide a favourable report to the Board of Directors regarding the ratification of the appointment by co-option of Mr John Benedict McCarthy and his re-election as a proprietary director, which must be submitted to Cellnex's forthcoming General Shareholders' Meeting.

For such purposes, as a result of the Board vacancy after the resignation tendered by Mr Andrea Pezzangora, a proprietary director appointed to represent the stake held by Connect S.p.A., the Nominations and Remuneration Committee analysed the current Board composition as well as its current competences and needs and concluded that it was necessary to appoint a new director to fill the vacancy; this appointment was resolved by the Board and will be submitted for the General Meeting's ratification.

The Nominations and Remuneration Committee also reviewed the professional and biographical profile of Mr John Benedict McCarthy.

John Benedict McCarthy has been the Global Head of Infrastructure, Real Estate and Infrastructure Department at Abu Dhabi Investment Authority since May 2013. Mr. McCarthy is responsible, in collaboration with senior management, for developing and implementing investment strategy for the infrastructure division and overseeing all day-to-day activities of the Infrastructure team at Abu Dhabi Investment Authority which includes managing its existing portfolio of infrastructure investments, as well as working with team members to originate and execute on new transactions. He is also Director of other companies forming part of the ADIA Group: Gatwick Airport, Open Grid Europe, Global Infrastructure Investors Association. In addition he is Director of Abu Dhabi Power Company, Ploytech Pty and Emirates Water and Electricity Company.

Previously, he served as a Managing Director and Global Head of RREEF Infrastructure at Deutsche Bank since 2005. Prior to that, he was Global Head of Infrastructure Capital and Structured Capital Markets at ABN Amro Bank. Mr. McCarthy began his career in the infrastructure sector in 1990 at BZW in Australia, where he rose to Head of Infrastructure.

He holds a Post Graduate degree in Finance and a Bachelor of Economics, both from Monash University in Melbourne, Australia.

Consequently, the Committee submits a favourable report to the Board regarding the ratification of the appointment by co-option of Mr John Benedict McCarthy and his re-election as a proprietary director for the three-year period envisaged in article 22 of the Company By-laws.