

Attendance card. Delegation form voting. Remote form voting

Junta '19
General de Accionistas
Annual Shareholders Meeting

CELLNEX TELECOM, S.A.
2019 ANNUAL GENERAL MEETING



Attendance, representation and remote voting card for the General Shareholders' Meeting of CELLNEX TELECOM, S.A. (the "Company") to be held at calle Hortaleza, 63, Madrid (building: Colegio Oficial de Arquitectos de Madrid) at 11:30 hours on 8 May 2019 at first call and at the same time on 9 May 2019 at second call. The General Shareholders' Meeting will foreseeably be held at second call on 9 Mayo 2019 at the aforementioned venue at the same time.

Holders	Address

Securities account code	Number of shares	No. of minimum shares for attending	Number of votes
		100	

ATTENDING THE GENERAL MEETING IN PERSON

The shareholder who wishes to attend the General Meeting in person must sign in the space below and show this card (or the attendance card issued by the IBERCLEAR institution responsible for recording the book entries of the shares) on the day of the Meeting at the venue. Shareholders owning 100 or more shares on their own or in a group and who have registered their shares in the corresponding book-entry records five days before the Meeting can attend the General Meeting.

Signature of the shareholder in attendance

In, on 2019

Shareholders can also delegate or vote by remote means, as stated in the Company's website (www.cellnextelecom.com) and in accordance with the two sections below. If both sections are signed, the remove vote prevails, rendering the proxy vote ineffective.

PROXY VOTING

Shareholders who do not wish to attend the General Meeting can grant their representation to any other person. The proxy must also sign this representation card. The shareholder of this card grants representation to: (check only one box and, where applicable, designate the proxy. To enable this representation to be valid, the shareholder must sign in the space designated for such purpose)

- The Chairperson of the General Meeting
- ID no

Delegations of power which do not include the proxy's name are understood to be granted to the General Meeting's Chairperson.

To grant the shareholder's voting instructions, mark with an X the corresponding box in the next table.

If any those boxes are not completed, I grant the precise voting instructions in favour of the proposals submitted by the Board of Directors.

Item on the agenda	1	2	3	4	5	6	7	8	9	10.1	10.2	10.3	10.4	10.5	11	12	13	14
In favour																		
Against																		
Abstention																		
Blank																		

Unless otherwise expressly stated, the representation is extended to the proposed resolutions not submitted by the Board of Directors or the items not on the attached agenda in relation to which the proxy must vote in the sense deemed fit for the interests of the Company and of the principal. Mark the following NO box only if you oppose the representation being extended, in which case it is understood that the shareholder instructs the proxy to abstain: NO

For the purpose of that envisaged in articles 523 and 526 of the Corporate Enterprises Act, the Chairperson of the Shareholders' Meeting, if he/she is the Board Chairperson, and any other members of the Board of Directors may be involved in a conflict of interest (i) regarding items Four ("Approve the Board's performance for the year ending 31 December 2018"), Seven ("Approve the maximum aggregate amount of the directors' remuneration"), Eight ("Remuneration Linked to the Company's share"), Nine ("Approve the Directors' Remuneration Policy"), Ten ("Ratify and re-elect the Board members") and Fourteen ("Consultative voting of the annual report on Directors' remunerations for the corporate year ended 31 December 2018") on the agenda; and (ii) in the cases stated in article 526.1 of the Corporate Enterprises Act (appointment, re-election or ratification of directors, dismissal, removal or resignation of directors, exercise of the corporate social responsibility and approval or ratification of the company transactions with the director in question) which may be discussed outside the agenda in accordance with the law.

Mark the following NO box only if you do not authorise the replacement (in which case it is understood that the shareholder instructs the proxy to abstain): NO

Signature of shareholder

Signature of proxy

In, on 2019

In, on 2019

REMOTE VOTING

Shareholders who do not wish to attend the General Meeting or delegate their representation can cast a remote vote and state their voting intention for each item on the agenda. If the boxes are not completed in relation to any of the items on the agenda, it is understood that the shareholder votes in favour of the proposal submitted by the Board of Directors. In any case, in addition to that envisaged in the Act, the By-laws and the General Meeting Regulations, the rules included in the announcement and on the Company's website (www.cellnextelecom.es) must be complied with (mark the corresponding boxes with an X):

Item on the agenda	1	2	3	4	5	6	7	8	9	10.1	10.2	10.3	10.4	10.5	11	12	13	14
In favour																		
Against																		
Abstention																		
Blank																		

Unless otherwise expressly stated, and in relation to the proposed resolutions not submitted by the Board of Directors or the items not on the agenda, it is understood that representation is granted to the General Meeting's Chair, and the rules regarding the voting intention and replacement in the event of a conflict of interest stated in the "Proxy Voting" section of this card are applied. Mark the following NO box only if you oppose the representation and do not authorise the replacement (in which case it is understood that the shareholder abstains from those proposed resolutions): NO

Signature of shareholder

In, on 2019

PERSONAL DATA PROTECTION

The personal data that the shareholders and, where applicable, their proxies state on this Card and those provided to the General Meeting, or which are provided by the banks, broker-dealers and brokers where the shareholders have deposited their shares or by the institution responsible for recording the book entries will be processed by Cellnex Telecom, S.A. as the controller with the purpose of managing the unfolding of, compliance with and control of the existing shareholder relationship regarding the convening and holding of the Shareholders' Meeting and the compliance with its legal obligations. The data will be disclosed to the notary who attends and issues the minutes of the General Meeting. The data processing is required for the aforementioned purposes and its legal basis is their relationship as shareholders and the compliance with the legal obligations. The data will be kept during that relationship and, after this, during six (6) years only to deal with any legal or contractual actions, unless a longer expiry period is applicable as an exception.

The entire General Shareholders' Meeting will be recorded by audiovisual means and disseminated through the website of Cellnex Telecom, S.A. (www.cellnextelecom.com). By attending the General Meeting, shareholders accept that the image of the attendees be recorded and disseminated.

The data holders can exercise their right of access, rectification, erasure, objection, restriction of processing, portability and any other rights acknowledged in the prevailing data protection regulations by writing by sending an email to the data protection officer at personaldata@cellnextelecom.com writing to Cellnex Telecom, S.A., Avda. del Parc Logístic, nº 12- 20 , 08040 Barcelona (ref.: Personal data - Corporate Secretariat), stating "Data Protection" as the reference (and attaching a photocopy of the identity document). Likewise, the data holders can file claims at any competent supervisory data protection authority.

In the event that this Card includes personal data referring to third parties, the shareholder must inform them of the content of the preceding paragraphs regarding the personal data processing and meet any other requirements that are applicable for the correct assignment of the personal data to the Company without the Company undertaking any additional actions vis-à-vis the data subjects.

AGENDA

- First.- Approve the individual annual accounts and directors' report plus the consolidated annual accounts and directors' report (financial information) for the year ending 31 December 2018.
- Second.- Approve the non-financial information included in the consolidated directors' report for the year ending 31 December 2018.
- Third.- Approve the proposed earnings distribution for the year ending 31 December 2018.
- Fourth.- Approve the Board's performance for the year ending 31 December 2018.
- Fifth.- Re-election of the Auditors for the company and its consolidated group for the financial year 2020.
- Sixth.- Approve the modification of article 26 of the Corporate Bylaws.
- Seventh.- Approve the maximum aggregate amount of the directors' remuneration
- Eighth.- Remuneration linked to the Company's shares.
- Ninth.- Approve the Directors' Remuneration Policy.
- Tenth.- Ratify and re-elect the Board members:
- 10.1. Re-elect Mr Tobias Martinez Gimeno as Chief Executive Officer, for the bylaw period.
- 10.2. Ratify the appointment by co-option of Mr Marco Patuano and re-elect him as a proprietary director, for the bylaw period.
- 10.3. Ratify the appointment by co-option of Mr Carlo Bertazzo and re-elect him as a proprietary director, for the bylaw period.
- 10.4. Ratify the appointment by co-option of Ms Elisabetta De Bernardi di Valserra and re-elect her as a proprietary director, for the bylaw period.
- 10.5. Ratify the appointment by co-option of Mr John Benedict McCarthy and re-elect him as a proprietary director, for the bylaw period.
- Eleventh.- Delegation to the Board of Directors of the authority to increase share capital under the terms and conditions of Article 297.1.b) of the Law on Corporations, for a maximum period of five years. Delegation of the power to exclude pre-emptive subscription rights pursuant to Article 506 of the Law on Corporations, being limited to a maximum nominal amount, altogether, equivalent to a 10% of the corporate capital at the time of the authorization.
- Twelfth.- Delegation to the Board of Directors of the authority to issue bonds, debentures and other fixed-income securities, convertible into shares, as well as warrants and any other financial instruments giving the right to acquire newly issued shares of the Company. Delegation of the power to exclude pre-emptive subscription rights pursuant to Article 506 of the Law on Corporations, being limited to a maximum nominal amount, altogether, equivalent to a 10% of the corporate capital at the time of the authorization.
- Thirteenth.- The delegation of powers to formalize all agreements adopted by the Board.
- Fourteenth.- Consultative voting of the annual report on Directors' remunerations for the corporate year ended 31 December 2018.