

Attendance, proxy and remote voting card

2020 **Junta General
de Accionistas**
Annual Shareholders' Meeting

CELLNEX TELECOM, S.A.

2020 ORDINARY GENERAL SHAREHOLDERS' MEETING



Attendance, proxy and remote voting card for the Ordinary General Meeting of CELLNEX TELECOM, S.A. (the "**Company**") to be held at Avenida del Parc Logístic, 12, 20, Barcelona at 11:30 a.m. on 20 July 2020, on first call, or at the same time on 21 July 2020 on second call. It is expected that the Ordinary General Shareholders' Meeting will be held on second call on 21 July 2020 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 MEETING IN PERSON

Any shareholder who wishes to attend the 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 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 meeting are entitled to vote at the General 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 2020

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 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 the proxy in the space provided. For this proxy appointment to be valid, the appointing shareholder must sign in the space provided.)

1. ☐ The Chairman of the General Meeting
2. ☐ ID No.

Any appointment that does not name the person who is to act as proxy will be deemed to appoint the Chairman of the General 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	6	7.1	7.2	8.1	8.2	8.3	8.4	8.5	9	10	11	12
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 Capital Companies Act, shareholders are informed that the Chairman of the General Meeting (if the 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 2019"), item 7 ("Remuneration of the executive director corresponding to the year ended 31 December 2019"), item 8 ("Number of members of the Board of Directors. Ratification and re-election of members of the Board of Directors") and item 12 ("Consultative vote on the annual report on directors' remuneration for the year ended 31 December 2019"); and (ii) in any of the cases specified in Article 526.1 of the Capital Companies Act (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

Signature of the proxy representative

Signed in on 2020

Signed in on 2020

REMOTE VOTING

Shareholders who do not wish to attend the 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 Meeting Regulations, due regard must also be given to any rules stated in the notice of General Meeting and on the Company's website (www.cellnextelecom.com).

Items on the agenda	1	2	3	4	5	6	7.1	7.2	8.1	8.2	8.3	8.4	8.5	9	10	11	12
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 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 2020

DATA PROTECTION

Any personal data which shareholders or their proxies provide on this card and at the General Meeting or which is 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 Meeting and also to meet its legal obligations. The data will be communicated to the notary who will attend (whether physically or electronically) and certify the minutes of the General Meeting. The processing of personal data is necessary for the purposes stated above and the legal basis for the processing is the shareholder relationship 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 Meeting will be video-recorded and will be streamed via the Cellnex Telecom, S.A. website (www.cellnextelecom.com). Attendance at the General Meeting 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, or by postal mail to Cellnex Telecom, S.A., Avda. del Parc Logístic, nº 12- 20, 08040 Barcelona (Ref. Personal Data - DPO), attaching a photocopy of their ID card or other official document. Data subjects may also lodge complaints with the competent data protection authority.

If this 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 2019.
- Second.-** Approval of the non-financial information contained in the consolidated management report for the year ended 31 December 2019.
- Third.-** Approval of the proposal for the allocation of profit or loss for the year ended 31 December 2019.
- Fourth.-** Approval of the Board of Directors' management and activity in the year ended 31 December 2019.
- Fifth.-** Approval, and delegation of powers, to the Board of Directors, of the distribution of dividends charged to the share premium reserve.
- Sixth.-** Re-election of the auditors of the Company and its consolidated group for the financial years 2021 to 2023, both inclusive.
- Seventh.-** Remuneration of the executive director corresponding to the year ended 31 December 2019:
- 7.1 Approval of the allotment of Company's shares pursuant to the Remuneration Policy.
 - 7.2 Approval of an extraordinary bonus corresponding to the year ended 31 December 2019.
- Eighth.-** Number of members of the Board of Directors. Ratification and re-election of members of the Board of Directors:
- 8.1 Maintenance of the current number of members of the Board of Directors.
 - 8.2 Re-election of Ms. Concepción del Rivero Bermejo as an independent director for the term specified in the articles of association.
 - 8.3 Ratification of the appointment by co-option of Mr. Franco Bernabé and re-election as a proprietary director for the term specified in the articles of association.
 - 8.4 Ratification of the appointment by co-option of Mr. Mamoun Jamaï and re-election as a proprietary director for the term specified in the articles of association.
 - 8.5 Ratification of the appointment by co-option of Mr. Christian Coco and re-election as a proprietary director for the term specified in the articles of association.
- Ninth.-** 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 Capital Companies Act (*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 Capital Companies Act, setting a limit of a maximum aggregate nominal amount equal to 10% of the share capital at the date of authorization.
- Tenth.-** 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 Capital Companies Act, setting a limit of a maximum aggregate nominal amount equal to 10% of the share capital at the date of authorization.
- Eleventh.-** Delegation of powers to formalize and execute all the resolutions adopted by the General Meeting.
- Twelfth.-** Consultative vote on the annual report on directors' remuneration for the year ended 31 December 2019.