

• **2023** **Junta General
de Accionistas**
Annual Shareholders' Meeting

Call



CELLNEX TELECOM, S.A.

2023 GENERAL SHAREHOLDERS' MEETING

The Board of Directors of Cellnex Telecom, S.A. (the “**Company**”) has resolved to convene the General Shareholders’ Meeting to be held at 11:30 a.m. on 31 May 2023 in Hortaleza street, 63, Building of the Official Professional Association of Architects of Madrid, 28004, Madrid, on first call, and if the General Shareholders’ Meeting cannot be held on first call due to lack of a quorum, at the same venue and time on 1 June 2023 on second call.

It is expected that the General Shareholders’ Meeting will be held on second call, on 1 June 2023 at 11:30 a.m. at the venue indicated above.

Shareholders may attend the General Shareholders’ Meeting electronically on the terms specified in this notice, and, in more detail, on the Company’s corporate website.

The agenda of the General Shareholders’ Meeting is as follows:

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 2022.
- Second.-** Approval of the non-financial information contained in the consolidated management report for the year ended 31 December 2022.
- Third.-** Approval of the proposal for the allocation of profit or loss for the year ended 31 December 2022.
- Fourth.-** Approval of the Board of Directors’ management and activity in the year ended 31 December 2022.
- 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 year 2024.

Seventh.- Directors' remuneration:

7.1. Approval of the maximum aggregate amount of the directors' remuneration.

7.2. Amendment to the Directors' Remuneration Policy.

Eighth.- Determination of the number of members of the Board of Directors. Ratifications, re-elections and appointments of directors.

8.1. Establishment of the number of members of the Board of Directors at thirteen.

8.2. Re-election of Ms. Concepción del Rivero Bermejo as an independent director, for the term specified in the Corporate Bylaws.

8.3. Re-election of Mr. Christian Coco as a proprietary director, for the term specified in the Corporate Bylaws.

8.4. Ratification of the appointment by co-optation of Ms. Ana García Fau and re-election as an independent director, for the term specified in the Corporate Bylaws.

8.5. Ratification of the appointment by co-optation of Mr. Jonathan Amouyal and re-election as a proprietary director, for the term specified in the Corporate Bylaws.

8.6. Ratification of the appointment by co-optation of Ms. María Teresa Ballester Fornés and re-election as an independent director, for the term specified in the Corporate Bylaws.

8.7. Appointment of Mr. Óscar Fanjul Martín as an independent director, for the term specified in the Corporate Bylaws.

8.8. Appointment of Mr. Dominique D'Hinnin as an independent director, for the term specified in the Corporate Bylaws.

8.9. Appointment of Mr. Marco Patuano as an executive director, with effects as from 4 June 2023, for the term specified in the Corporate Bylaws.

Ninth.- Authorization to the Board of Directors for the derivative acquisition of own shares either directly or through group companies and for the disposal thereof.

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

Eleventh.- Delegation of powers to the Board of Directors to issue bonds, debentures and other fixed-income securities convertible into shares, as well as warrants and any other financial

instruments that entitle the holder to acquire newly issued shares of the Company, for a maximum period of five years. Delegation of powers to exclude the pre-emption rights in accordance with Article 506 of the Spanish Companies Law, setting a limit of a maximum aggregate nominal amount equal to 10% of the share capital at the date of authorization.

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

Thirteenth.- Consultative vote on the Annual Report on Directors' Remuneration for the year ended 31 December 2022.

During the General Shareholders' Meeting, information will be provided on the degree of compliance with the corporate governance recommendations issued by the Spanish National Securities Market Commission (CNMV).

SUPPLEMENT TO THE MEETING NOTICE AND SUBMISSION OF RESOLUTIONS

In accordance with Articles 172 and 519 of the Spanish Companies Law (*Ley de Sociedades de Capital*), shareholders representing three percent or more of the share capital may request the publication of a supplement to this Meeting Notice, including out one or more items to the agenda, provided that the new items are accompanied by an explanation of the reasons for their inclusion or, where applicable, a proposed resolution with justifications. This right must be exercised by notifying it in a reliable way to the Corporate Governance Department at the registered office address (Juan Esplandiú, 11-13, 28007 Madrid) within five days of publication of this Meeting Notice. Shareholders representing the abovementioned percentage of the share capital may, within the same time limit, submit documented resolutions on matters already included, or expected to be included, in the agenda of the General Shareholders' Meeting.

RIGHT TO INFORMATION

In accordance with Article 272 of the Spanish Companies Law, any shareholder may, upon publication of this Meeting Notice, examine at the registered office (Juan Esplandiú 11-13, 28007 Madrid), and immediately obtain free copies of, the documents that are to be laid before the General Shareholders' Meeting and any reports on those documents and may, furthermore, request that said documents be sent to them free of charge in the cases where this is required by law, in particular as regards the individual and consolidated accounts, management reports and audit reports, as well as the reports of the Board of Directors, and, where appropriate, the reports and reasoned proposals of the Nominations, Remunerations and Sustainability Committee in relation to items seven, eight, ten and eleven of the agenda.

In accordance with Article 518 of the Spanish Companies Law, the information referred to in said article will be continuously available to shareholders on the Company's website (www.cellnex.com) from the date of publication of this Meeting Notice until the General Shareholders' Meeting is held.

In accordance with Articles 197 and 520 of the Spanish Companies Law, shareholders may request any information or clarifications they consider necessary or submit in writing any questions they consider appropriate regarding the items on the agenda until the fifth day before the day scheduled for the General Shareholders' Meeting, or during the General Shareholders' Meeting (whether they attend physically or electronically, in the latter in accordance with the provisions included in this Meeting Notice).

Shareholders may also request any clarifications they consider necessary – in writing within the deadline stipulated above or orally during the General Shareholders' Meeting (whether they attend physically or electronically) – regarding the information accessible to the public that the Company has provided to the CNMV since the last General Shareholders' Meeting and regarding the auditor's report.

Likewise, in accordance with Article 539.2 of the Spanish Companies Law and Article 7 of the General Shareholders' Meeting Regulations, an Electronic Shareholders' Forum will be available on the Company's website from the date of publication of this Meeting Notice until the General Shareholders' Meeting is held. The rules of the forum and the form that must be completed in order to join it are available on the Company's website.

Pursuant to the provisions of article 527 bis of the Spanish Companies Law, after the General Shareholders' Meeting and within one month of its holding, any shareholder, or his/her proxy, and ultimate beneficial owner may request confirmation that the votes corresponding to their shares have been correctly recorded and counted by the Company, unless they already have this information. The Company shall provide such confirmation within fifteen days of the request or, if later, of the holding of the General Shareholders' Meeting.

Shareholders are informed that for further information on the exercise of their rights in relation to the General Shareholders' Meeting they may contact the Corporate Governance Department of Cellnex Telecom (both at the registered office address indicated above and at Passeig de la Zona Franca 105, 08038 Barcelona) as well as by telephone on 93-5031036 or by email at jg2023@cellnextelecom.com.

RIGHT TO ATTEND IN PERSON, APPOINT A PROXY AND VOTE REMOTELY

In accordance with Article 12 of the Corporate Bylaws, shareholders who are able to prove that they hold 100 or more shares registered in their name five days before the date on which the General Shareholders' Meeting is to be held, may attend the General Shareholders' Meeting (i.e. no later than 11.59 p.m. on 25 May 2023). In addition, shareholders who hold less than 100 shares may appoint as proxy one of them to attend on their behalf if jointly they hold the required number of shares.

To attend the General Shareholders' Meeting, shareholders must present the attendance and voting card – which will be issued, upon presentation of proof of share ownership, by an entity member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) or such body as may replace it, or by the Company itself – duly completed for this purpose, together with their Spanish ID card or any other valid official document generally accepted for this purpose to prove their identity.

In accordance with Article 522 of the Spanish Companies Law, each shareholder entitled to vote at the General Shareholders' Meeting may appoint another person as his/her proxy. A proxy may be appointed:

(i) In writing:

To appoint a proxy in writing, shareholders must send to the Corporate Governance Department (Passeig de la Zona Franca 105, 08038 Barcelona), the document containing the proxy appointment or the General Shareholders' Meeting attendance and voting card issued by the depositary entities or the Company, duly signed and with the printed form of proxy duly completed, including voting instructions for each item on the agenda.

(ii) By electronic means:

Shareholders entitled to attend may appoint by electronic means another shareholder or any natural or legal person as their proxy before the General Shareholders' Meeting. A shareholder who wishes to appoint a proxy by electronic means must have an appropriate digital certificate.

To appoint a proxy using a digital certificate, the shareholder entitled to attend the General Shareholders' Meeting must go to the Company's website (www.cellnex.com) and follow the instructions displayed on each of the screens of the program provided for that purpose.

To prove their identity, shareholders wishing to appoint a proxy by electronic means must access the website using a digital certificate and follow the instructions contained in the "General Shareholders' Meeting 2023/ Electronic Voting and Proxy" section of the website.

Proxy appointments, whether made in writing or by electronic means, must be received at least one day before the day scheduled for the General Shareholders' Meeting on first call (i.e., no later than 11.59 p.m. on 29 May 2023).

If no voting instructions are given, the proxy will be deemed to vote in favor of the resolutions proposed by the Board of Directors. A proxy may act as proxy for more than one shareholder, without limitation as to the number of shareholders represented, and may cast separate votes on behalf of each shareholder, in accordance with each shareholder's instructions.

If no voting instructions have been given because a matter is not included in the agenda, or if no voting instructions have been given in respect of resolutions not proposed by the Board of Directors, the proxy will vote as he/she considers to be in the best interests of the Company and the shareholder he/she represents.

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

Unless indicated otherwise by the appointing shareholder, if a proxy has a conflict of interest, that proxy will be deemed to have appointed the Secretary of the General Shareholders' Meeting, jointly and in succession, as his/her proxy.

For the purposes of Articles 523 and 526 of the Spanish Companies Law, shareholders are informed that the Chair of the General Shareholders' Meeting (if the General Shareholders' Meeting is chaired by the Chair 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 2022"), item 7 ("Directors' remuneration"), item 8 ("Determination of the number of members of the Board of Directors. Ratifications, re-elections and appointments of directors") and item 13 ("Consultative vote on the annual report on directors' remuneration for the year ended 31 December 2022"); and (ii) in any of the cases specified in Article 526.1 of the Spanish Companies Law (appointment, re-election or ratification of directors; dismissal or removal of directors; legal action against a director; and approval or ratification of the company's transactions with a director) that may legally arise without being included in the agenda.

If a shareholder attends the General Shareholders' Meeting physically or electronically, or is found by the Company, five or more days before the day scheduled for the General Shareholders' Meeting on first call (i.e., no later than 11.59 p.m. on 25 May 2023), to have disposed of his/her shares, any proxy appointed previously by that shareholder will be revoked. Moreover, a proxy appointment may always be revoked by the same means as it was made.

In the event that a shareholder attends the General Shareholders' Meeting physically, any electronic attendance by that shareholder will be without effect.

Shareholders entitled to attend may also cast their votes either by attending the General Shareholders' Meeting (physically or electronically) or by casting their votes by distance communication:

(i) By post:

To vote remotely by post a shareholder must send the attendance and voting card, with the space for specifying the vote duly completed and signed, to the Corporate Governance Department, Cellnex Telecom, S.A., Passeig de la Zona Franca 105, 08038 Barcelona.

(ii) By electronic means:

Shareholders entitled to attend may also exercise their voting rights by electronic means. To do so, shareholders must have a digital certificate.

To vote electronically, shareholders must go to the Company's website (www.cellnex.com) and follow the instructions displayed on each of the screens of the program provided for the purpose of voting. The Company shall send to the shareholder who casts his/her vote by electronic means an electronic confirmation of the receipt of his/her vote.

To prove their identity, shareholders wishing to vote by electronic means must access the website using a digital certificate and follow the instructions contained in the "General Shareholders' Meeting 2023/Electronic Voting and Proxy" section of the website.

Votes cast remotely must be received by the Company at least one day before the day scheduled for the General Shareholders' Meeting on first call (i.e. no later than 11.59 p.m. on 29 May 2023). Shareholders who vote remotely will be considered to be present at the General Shareholders' Meeting for the purpose of determining whether there is a quorum. Consequently, any proxy appointments made previously will be deemed to have been revoked and any proxy appointments made subsequently will be deemed to have no effect.

A shareholder who votes by post or by electronic means but fails to place a mark in any or all of the boxes provided to indicate the shareholder's vote on the various items on the agenda will be deemed to vote in favor of the resolutions proposed by the Board of Directors. Unless expressly indicated otherwise, in respect of resolutions not proposed by the Board of Directors or items not included in the agenda, the Chair of the General Shareholders' Meeting will be deemed to be appointed as proxy and the rules on proxy voting and replacement of proxies in the event of conflicts of interest will apply.

Votes cast by means of distance communication will be rendered null and void if the shareholder who cast the votes attends the General Shareholders' Meeting (physically or electronically) or, five or more days before the day scheduled for the General Shareholders' Meeting on first call (i.e. no later than 11.59 p.m. on 25 May 2023), is found by the Company to have disposed of his/her shares.

Notwithstanding the foregoing, the following rules on the relative priority of proxy and distance voting are provided for any cases in which doubts may arise:

- Where a shareholder has validly appointed a proxy by electronic means and also appoints a proxy by means of an attendance, proxy and remote voting card printed and issued by an entity member of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) or such body as may replace it or by the Company itself, the printed card will prevail over the electronic appointment, regardless of the date on which each appointment was made.
- Where a shareholder validly appoints more than one proxy or casts more than one vote by electronic means, the last appointment or the last vote received by the Company within the stipulated time will prevail.

Joint holders of shares may also vote, appoint a proxy or attend the General Shareholders' Meeting. For the purposes of Article 126 of the Spanish Companies Law, it is presumed that any joint holder who, at any time, attends, appoints a proxy or votes has been appointed by the other joint holders to exercise their rights as shareholders.

The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and/or proxy appointment mechanisms when advisable or necessary for technical or security reasons.

The Company will not be liable for any loss or damage caused by overloads, failures, line closure, connection failures or similar events beyond its control that may temporarily prevent the use of the electronic proxy appointment and/or voting systems.

TELEMATIC ASSISTANCE

The following are the identification requirements, time and way of attendance of the General Shareholders' Meeting by electronic means in accordance with the provisions of article 13 of Corporate Bylaws and article 15 of the General Shareholders' Meeting Regulations.

To certify the identity of persons attending, the proper exercise of their rights and the proper conduct of the General Shareholders' Meeting, any shareholder (or proxy) who wishes to use the electronic attendance mechanisms must register on the Electronic Attendance Platform on the Company's website (www.cellnex.com) between 9:00 am and 10:30 am, inclusive, on the day of the General Shareholders' Meeting (31 May 2023 on first call or 1 June 2023 on second call). After the latter hour, no registration will be accepted for the exercise of the right of telematic assistance. In the aforementioned prior registration process, any shareholder (or proxy) who wishes to attend the General Shareholders' Meeting electronically must provide proof of identity in the form of his/her electronic national identity document (DNIE) or a legally recognised digital signature, in accordance with Law 6/2020 of 11 November 2020 regulating certain aspects of electronic trust services and Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market, provided the signature is based on a recognised digital certificate that has not been formally revoked and provided it (i) is a Digital User Certificate issued by the Spanish Public Certification Authority (CERES) under the Fábrica Nacional de Moneda y Timbre; or (ii) is incorporated in an Electronic National Identity Document issued in accordance with Royal Decree 1553/2005 of 23 December, regulating the issuance of the National Identity Document and its digital certificates.

For a legal person shareholder to register on the Electronic Attendance Platform and attend the General Shareholders' Meeting electronically, the proxy who is to complete the registration process on the legal person shareholder's behalf must provide proof of authority to act as the shareholder's proxy and of his/her own identity by sending the duly completed and signed shareholder attendance and proxy card, together with a copy of his/her ID card or other valid official document generally accepted for these purposes and a copy of the document certifying the authority to act on the legal person shareholder's behalf, by email (jg2023@cellnextelecom.com) no later than 11:59 p.m. on 29 May 2023. Once the documentation has been received and verified, the proxy may register and attend the General Shareholders' Meeting electronically, provided he/she meets the access and identification requirements stated in the previous paragraph.

Likewise, if the proxy appointment has not been sent to the Company electronically, a proxy who wishes to register on the Electronic Attendance Platform to attend the General Shareholders' Meeting electronically with shares not held by him/her must provide proof of proxy and of his/her identity by sending the duly completed and signed shareholder attendance and proxy card, together with a copy of his/her ID card or other valid official document generally accepted for these purposes, by email (jg2023@cellnextelecom.com) no later than 11:59 p.m. on 29 May 2023.

If the General Shareholders' Meeting is held on second call, as foreseen, only shareholders and proxies who have completed the registration and accreditation process on 1 June 2023 may attend, speak, request

information, make proposals and vote at the General Shareholders' Meeting in the manner set out in this notice.

Shareholders (and proxies) who take part in the General Shareholders' Meeting electronically and who wish to speak or request information or clarifications in writing or submit questions in writing about the items on the agenda, the publicly available information provided by the Company to the CNMV since the last General Shareholders' Meeting or the auditors' report may do so via the Electronic Attendance Platform from the moment their right to attend has been confirmed.

Questions, requests for information and any proposals must be submitted in writing through the link provided for that purpose on the Electronic Attendance Platform from the time of registration on the Electronic Attendance Platform until 12:00 noon. Each registered attendee may make only one written submission. If shareholders and proxies wish their question to be recorded in the minutes of the General Shareholders' Meeting, they must state this clearly and expressly in the header of their written submission.

Valid requests for information or clarification submitted electronically by attendees will be answered orally during the General Shareholders' Meeting or in writing to the interested party within seven calendar days of the end of the General Shareholders' Meeting.

Shareholders (and proxies) attending the General Shareholders' Meeting electronically may vote on resolutions included under items on the agenda through the link and voting form provided for this purpose on the Electronic Attendance Platform from the time they register until the time voting on the resolutions begins at the General Shareholders' Meeting venue. Resolutions relating to items not included in the agenda may be voted on from the time they are read out for voting until the time voting is closed, which will be indicated as appropriate during the General Shareholders' Meeting. Persons attending electronically will be subject to the same voting and resolution rules as are provided for in the Corporate Bylaws and the General Shareholders' Meeting Regulations for shareholders attending physically and will be deemed to vote in the manner proposed by the Board of Directors unless they change their vote through the link provided for this purpose on the Electronic Attendance Platform.

Shareholders (and proxies) attending the General Shareholders' Meeting electronically who wish to place on record that they have left the General Shareholders' Meeting, so that their vote is not counted, must do so by sending an electronic message through the link provided for this purpose on the Electronic Attendance Platform on the Company's website (www.cellnex.com). Once a shareholder (or proxy) has given notice of his/her intention to leave the General Shareholders' Meeting, any subsequent action he/she may take electronically will be without effect.

Electronic attendance by shareholders will take precedence over votes cast remotely and proxies granted before the General Shareholders' Meeting.

In relation to electronic attendance, the Company will not be liable for any loss or damage caused to a shareholder or proxy by the occasional unavailability of the Company's website or any other connection failure or other event of the same or similar nature beyond the Company's control, notwithstanding any measures that may be adopted as each situation requires, including any temporary suspension or

extension of the General Shareholders' Meeting. The Company reserves the right to modify, suspend, cancel or restrict the electronic proxy appointment, remote voting and electronic attendance mechanisms when advisable or necessary for technical or security reasons. Should this occur, an announcement will be published on the Company's website. All the foregoing is without prejudice to the validity of any proxy appointments already made, any votes already cast or any shareholder's right to attend or appoint a proxy.

Furthermore, every shareholder who is entitled to attend may appoint another person, including a person who is not a shareholder of the Company, to act as his/her proxy and to vote remotely, as mentioned in this notice.

MINUTES OF THE GENERAL SHAREHOLDERS' MEETING

Shareholders are informed that in order to facilitate the preparation of the minutes of the General Shareholders' Meeting, the Board of Directors has agreed to engage a notary to attend the General Shareholders' Meeting and certify the minutes, in accordance with Article 203 of the Spanish Companies Law.

DATA PROTECTION

Any personal data which shareholders or, as appropriate, their proxies send to the Company for the purpose of exercising their rights to attend, appoint a proxy and vote at the General Shareholders' Meeting or which is provided, through the entity responsible for keeping the register of book-entry securities, by the banks and securities entities with which shareholders have deposited their shares will be used by Cellnex Telecom, S.A., as data controller, for the purpose of preparing, checking and monitoring the list of shareholders to be used in convening and holding the General Shareholders' Meeting and also to meet its legal obligations. The data will be communicated to the notary who will attend and certify the minutes of the General Shareholders' Meeting. The processing of personal data is necessary for the purposes stated above and the legal basis is the management of the relationship with shareholders and compliance with legal obligations. The data will be kept for the duration of the shareholder relationship and for a period of six (6) years thereafter exclusively for the purpose of responding to any legal or contractual actions, unless, exceptionally, a longer retention period applies.

The proceedings of the General Shareholders' Meeting will be video-recorded and will be streamed via the Cellnex Telecom, S.A. website (www.cellnex.com). Attendance (whether physical or electronic) to the General Shareholders' Meeting implies consent to the recording and broadcasting of the image of attendees.

Data subjects may exercise their rights of access, rectification, erasure, objection, limitation of processing and portability and any other rights recognised by current data protection regulations by sending a request, with the reference "Data Protection" and to the attention of the data protection officer, by email to personaldata@cellnextelecom.com, or by postal mail to Cellnex Telecom, S.A., Passeig de la Zona

Note: This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.

Franca 105, 08038 Barcelona (Ref. Personal Data - DPO), attaching a photocopy of their ID card or other official document. Data subjects may also lodge complaints with the Spanish Agency for Data Protection.

If the attendance, proxy and remote voting card includes 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.

Madrid, 27 April 2023.

The Secretary of the Board of Directors