

**Board report appointment
Dominique d'Hinnin**

REPORT FROM THE BOARD OF DIRECTORS OF CELLNEX TELECOM, S.A. ON THE APPOINTMENT OF MR. DOMINIQUE D’HINNIN AS AN INDEPENDENT DIRECTOR

1. Purpose of this report

This report has been prepared by the Board of Directors of Cellnex Telecom, S.A. (the “**Company**” or “**Cellnex**”) in compliance with article 529.5 *decies* of Royal Decree-Law 1/2010, of 2 July 2010, approving the consolidated text of the Spanish Companies Law (the “**Spanish Companies Law**”). Its purpose is to provide a favourable report regarding the appointment of Mr. Dominique D’Hinnin as an independent director of the Company, which must be submitted for approval by the shareholders of the Company at the forthcoming General Shareholders’ Meeting.

In view of the above and pursuant to article 529.5 *decies* of the Spanish Companies Law, the Board of Directors of the Company hereby sets out its evaluation of the competencies, experience and merits of Mr. Dominique D’Hinnin, on the basis of the reasoned proposal prepared by the Nominations, Remunerations and Sustainability Committee, in accordance with article 529.4 *decies* of the Spanish Companies Law, which is attached hereto as **Annex I**.

Additionally, for the purposes of article 518.e) of the Spanish Companies Law, this report contains full information on the identity, CV and category of the proposed candidate.

Lastly, drawing on the advice of the Nominations, Remunerations and Sustainability Committee, the Board of Directors considers that there are no implicit biases in the evaluation of the candidate that could result in him being discriminated against, and that his appointment would consolidate and reinforce, on the one hand, the Board of Directors’ high degree of independence and, on the other, the diversity of the members of the Board of Directors in terms of their knowledge, experience, profession, background, nationality, age and gender, all in accordance with the Company’s Policy on the Composition of the Board of Directors.

2. Report on the appointment of Mr. Dominique D’Hinnin as an independent director

a) Professional experience and background

The Nominations, Remunerations and Sustainability Committee has reviewed the professional and biographical profile of Mr. Dominique D’Hinnin, which is included below:

Mr. Dominique D’Hinnin began his professional career in 1986 as a civil servant at the General Inspectorate of Finance of the French Ministry of Finance.

In 1990, he joined the Lagardère Group, where he held different executive positions, starting as Head of Internal Audit, before becoming Executive Vice President with Grolier Inc. and Chief Financial Officer of the Lagardère Group. From 2009 to 2016, Mr. Dominique D’Hinnin served as co-managing partner of the Lagardère SCA group.

He is currently a member of the Board of Directors of Technicolor, which became Vantiva in September 2022. Since then, he has been a member of the Board of Directors, Lead Independent Director and Chairman of the Governance and Remunerations Committee. Since June 2017, he has also been Chairman of the Board of Directors, Lead Independent Director and Chairman of the Nominations and Remunerations Committee of Edenred, and from 2017 to June 2022, he was Chairman of the Audit and Risk Committee. He has also served as non-executive Chairman of the Board of Directors of Eutelsat

Communication since 2016 and he is a member of the Board of Directors and Chairman of the Audit Committee of Louis Delhaize SA since May 2017.

He has been a member of the Board of Directors and Chairman of the Audit Committee of Le Monde SA between 2005 and 2010; Deputy Chairman of the Board of Directors and Chairman of the Audit Committee of Atari - Infogrames Entertainment SA between 2005 and 2011; Deputy Chairman of the Supervisory Board and member of the Audit Committee of Canal+ France between 2007 and 2013; member of the Board of Directors and of the Remunerations and Audit Committees of EADS-Airbus from 2007 to 2013; member of the Strategic Board of PricewaterhouseCoopers France between 2009 and 2013; member of the Board of Directors of Editions Amaury SA between 2011 and 2013; member of the Board of Directors of Marie Claire Album and Holding Evelyne Prouvost between 2014 and 2016; and member of the Board of Directors and Chairman of the Audit Committee of the PRISA group between 2016 and 2021.

Dominique D'Hinnin was educated at the Ecole Nationale d'Administration and the Ecole Normale Supérieure, where he studied classical culture between 1979 and 1986.

b) Evaluation

The Board validates the Nominations, Remunerations and Sustainability Committee's proposal and considers that Mr. Dominique D'Hinnin's CV and professional profile demonstrates that the candidate has the appropriate competencies, experience and merits to be appointed as an independent director of the Company by the next General Shareholders' Meeting, and that he is not affected by any cause of incompatibility, prohibition or conflict of interest.

c) Category

The Board considers that Mr. Dominique D'Hinnin meets the requirements set forth in article 529.4 *duodecies* of the Spanish Companies Law to be classified as an independent director.

3. Conclusion

From the information provided, it can be concluded that Mr. Dominique D'Hinnin has the necessary competences, experience and merits to carry out the duties of his post. Therefore, in view of the reasoned proposal from the Nominations, Remunerations and Sustainability Committee, the Board recommends that the next General Shareholders' Meeting appoint Mr. Dominique D'Hinnin as an independent director of the Company for the statutory term of three years.

Barcelona, 26 April 2023

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.

ANNEX I

REASONED PROPOSAL OF THE NOMINATIONS, REMUNERATIONS AND SUSTAINABILITY COMMITTEE

REASONED PROPOSAL BY CELLNEX TELECOM, S.A.'S NOMINATIONS, REMUNERATIONS AND SUSTAINABILITY COMMITTEE IN RELATION TO THE APPOINTMENT OF MR. DOMINIQUE D'HINNIN AS AN INDEPENDENT DIRECTOR

1. Purpose of the proposal

This proposal has been prepared by the Nominations, Remunerations and Sustainability Committee of Cellnex Telecom, S.A. (the “**Company**” or “**Cellnex**”) in compliance with article 529.4 *decies* of Royal Decree-Law 1/2010, of 2 July 2010, approving the consolidated text of the Spanish Companies Law (the “**Spanish Companies Law**”). Its purpose is to provide a reasoned proposal to the Board of Directors regarding the appointment of Mr. Dominique D’Hinnin as an independent director, which will be submitted for approval by the shareholders of the Company at the forthcoming General Shareholders’ Meeting.

The Nominations, Remunerations and Sustainability Committee has analysed the current Board composition and, having examined the competency matrix for the Board of Directors and its current competencies and needs, concluded that it was necessary to establish at thirteen the number of members of the Board of Directors, which shall be approved, if applicable, by the 2023 General Shareholders’ Meeting.

For such purposes, an executive recruitment firm Russell Reynolds was engaged to find the best candidate to be appointed as a new member of the Board of Directors, which subsequently put forward a selection of individuals. After the corresponding analyses and interviews, the Nominations, Remunerations and Sustainability Committee has resolved to submit to the Board of Directors, for its later submission to the approval of the General Shareholders’ Meeting, the proposal for appointment of Mr. Dominique D’Hinnin as an independent director.

Finally, the Nominations, Remunerations and Sustainability Committee considers that there are no implicit biases in the evaluation of the candidate that could result in him being discriminated against, and that his appointment would consolidate and reinforce, on the one hand, the Board of Directors’ high degree of independence and, on the other, the diversity of the members of the Board of Directors in terms of their knowledge, experience, profession, background, nationality, age and gender, all in accordance with the Company’s Policy on the Composition of the Board of Directors.

2. Proposal on the appointment of Mr. Dominique D’Hinnin as an independent director

2.1. Professional experience and background

The Nominations, Remunerations and Sustainability Committee has reviewed the professional and biographical profile of Mr. Dominique D’Hinnin, which is included below:

Mr. Dominique D’Hinnin began his professional career in 1986 as a civil servant at the General Inspectorate of Finance of the French Ministry of Finance.

In 1990, he joined the Lagardère Group, where he held different executive positions, starting as Head of Internal Audit, before becoming Executive Vice President with Grolier Inc. and Chief Financial Officer of the Lagardère Group. From 2009 to 2016, Mr. Dominique D’Hinnin served as co-managing partner of the Lagardère SCA group.

He is currently a member of the Board of Directors of Technicolor, which became Vantiva in September 2022. Since then, he has been a member of the Board of Directors, Lead Independent Director and Chairman of the Governance and Remunerations Committee. Since June 2017, he has also been Chairman of the Board of Directors, Lead Independent Director and Chairman of the Nominations and Remunerations Committee of Edenred, and from 2017 to June 2022, he was Chairman of the Audit and Risk Committee. He has also served as non-executive Chairman of the Board of Directors of Eutelsat Communication since 2016 and he is a member of the Board of Directors and Chairman of the Audit Committee of Louis Delhaize SA since May 2017.

He has been a member of the Board of Directors and Chairman of the Audit Committee of Le Monde SA between 2005 and 2010; Deputy Chairman of the Board of Directors and Chairman of the Audit Committee of Atari - Infogrames Entertainment SA between 2005 and 2011; Deputy Chairman of the Supervisory Board and member of the Audit Committee of Canal+ France between 2007 and 2013; member of the Board of Directors and of the Remunerations and Audit Committees of EADS-Airbus from 2007 to 2013; member of the Strategic Board of PricewaterhouseCoopers France between 2009 and 2013; member of the Board of Directors of Editions Amaury SA between 2011 and 2013; member of the Board of Directors of Marie Claire Album and Holding Evelyne Prouvost between 2014 and 2016; and member of the Board of Directors and Chairman of the Audit Committee of the PRISA group between 2016 and 2021.

Dominique D'Hinnin was educated at the Ecole Nationale d'Administration and the Ecole Normale Supérieure, where he studied classical culture between 1979 and 1986.

2.2. Category

The Nominations, Remunerations and Sustainability Committee considers that Mr. Dominique D'Hinnin meets the requirements set forth in article 529.4 *duodecies* of the Spanish Companies Law to be classified as an independent director.

3. Conclusion

The Nominations, Remunerations and Sustainability Committee believes that the CV and professional profile of Mr. Dominique D'Hinnin are proof that he has the competencies, experience and merits needed to carry out his duties as an independent director the Company in accordance with prevailing laws and regulations.

This Committee therefore proposes to the Board of Directors that Mr. Dominique D'Hinnin is appointed as an independent director of the Company for the statutory term of three years.

Barcelona, 25 April 2023