

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

Board report appointment

Marco Patuano

REPORT FROM THE BOARD OF DIRECTORS OF CELLNEX TELECOM, S.A. ON THE APPOINTMENT OF MR. MARCO PATUANO AS AN EXECUTIVE 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 sections 4 and 5 of article 529 *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 regarding the appointment of Mr. Marco Patuano as an executive director of the Company, with effects as from 4 June 2023 (included), which will be submitted for approval by the shareholders of the Company at the forthcoming General Shareholders’ Meeting.

In view of the above and pursuant to sections 4 and 5 of article 529 *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. Marco Patuano, on the basis of the favourable report prepared by the Nominations, Remunerations and Sustainability Committee, in accordance with section 6 of article 529 *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 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. Ground for the proposal to appoint Mr. Marco Patuano as an executive director

a) Professional experience and background

The Nominations, Remunerations and Sustainability Committee has reviewed the professional and biographical profile of Mr. Marco Patuano, which is included below:

Mr. Marco Patuano has a strong experience in the Telecommunications sector and notable knowledge of the tower ecosystem in Europe, specifically Cellnex - having held the role of Chairman for two years.

Mr. Marco Patuano is currently the Chair of A2A Group in Italy. Furthermore, he is an investor and Non-Executive Director of Digital Value SPA (Italy) since 2020, Senior Advisor of Nomura Holdings, Inc. (Italy) since 2019 and Founder and Chief Executive Officer of MP Invest (Advisory & Club Investment) since 2019.

He worked for more than 25 years at TIM (Italy). Between 2003 and 2011, he held different executive positions, like CFO at TIM Brasil (2003-2004), Managing Director for LATAM (2004-2005), CEO of Telecom Argentina (2005-2008), CFO of Telecom Italia (2008-2009), Chief Commercial Officer-CCO (2009-2010) and Chief Operating Officer (2010-2011). Finally, between 2011 and 2016 he was CEO of Telecom Italia.

In addition, from 2016 to 2019, Mr. Marco Patuano was the Chief Executive Officer of Edizione Holding (Italy). He was Chair of the Board of Directors of Cellnex as proprietary director of Edizione between 2018 and 2019.

He has also been director at Autogrill, Atlantia, GSM Association (GSMA), Utenti Pubblicità Associati and WAC Ltd, among others. In the past he has been Chair of the Telecom Italia Foundation, the Bocconi Foundation and European Oncology Institute Foundation.

Mr. Marco Patuano holds a Master's Degree in Finance from Bocconi University in Milan, Italy.

b) Evaluation

The Board validates the Nominations, Remunerations and Sustainability Committee's report and considers that Mr. Marco Patuano's CV and professional profile demonstrates that the candidate has the appropriate competencies, experience and merits to be appointed as an executive 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. Marco Patuano meets the requirements set forth in section 1 of article 529 *duodecies* of the Spanish Companies Law to be classified as an executive director.

3. Conclusion

From the information provided, it can be concluded that Mr. Marco Patuano has the necessary competences, experience and merits to carry out the duties of his post. Therefore, in view of the favourable report from the Nominations, Remunerations and Sustainability Committee, the Board proposes to the next General Shareholders' Meeting the appointment of Mr. Marco Patuano as an executive director of the Company, with effects as from 4 June 2023 (included), for the statutory term of three years.

Madrid, 27 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

FAVOURABLE REPORT FROM THE NOMINATIONS, REMUNERATIONS AND SUSTAINABILITY COMMITTEE

**FAVOURABLE REPORT FROM THE NOMINATIONS, REMUNERATIONS AND SUSTAINABILITY
COMMITTEE OF CELLNEX TELECOM, S.A. IN RELATION TO THE APPOINTMENT OF MR. MARCO
PATUANO AS AN EXECUTIVE DIRECTOR**

1. Purpose of this report

This report has been prepared by the Nominations, Remunerations and Sustainability Committee of Cellnex Telecom, S.A. (the “**Company**” or “**Cellnex**”) in compliance with section 6 of article 529 *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 to the Board of Directors regarding the appointment of Mr. Marco Patuano as an executive director of the Company, with effects as from 4 June 2023 (included), which will be submitted for approval by the shareholders of the Company at the forthcoming General Shareholders’ Meeting.

Given the resignation tendered on 10 January 2023 by Mr. Tobías Martínez Gimeno as executive director with effects as from 3 June 2023, 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 appoint a new executive director. For such purposes, the executive recruitment firm Russell Reynolds was engaged to find the best candidate to be appointed as a new executive member of the Board of Directors, which subsequently put forward a selection of internal and external individuals. After the corresponding analysis 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 favourable report for the appointment of Mr. Marco Patuano as an executive 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 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. Marco Patuano as an executive director

2.1. Professional experience and background

The Nominations, Remunerations and Sustainability Committee has reviewed the professional and biographical profile of Mr. Marco Patuano, which is included below:

Mr. Marco Patuano has a strong experience in the Telecommunications sector and notable knowledge of the tower ecosystem in Europe, specifically Cellnex - having held the role of Chairman for two years.

Mr. Marco Patuano is currently the Chair of A2A Group in Italy. Furthermore, he is an investor and Non-Executive Director of Digital Value SPA (Italy) since 2020, Senior Advisor of Nomura Holdings, Inc. (Italy) since 2019 and Founder and Chief Executive Officer of MP Invest (Advisory & Club Investment) since 2019.

He worked for more than 25 years at TIM (Italy). Between 2003 and 2011, he held different executive positions, like CFO at TIM Brasil (2003-2004), Managing Director for LATAM (2004-2005), CEO of Telecom

Argentina (2005-2008), CFO of Telecom Italia (2008-2009), Chief Commercial Officer-CCO (2009-2010) and Chief Operating Officer (2010-2011). Finally, between 2011 and 2016 he was CEO of Telecom Italia.

In addition, from 2016 to 2019, Mr. Marco Patuano was the Chief Executive Officer of Edizione Holding (Italy). He was Chair of the Board of Directors of Cellnex as proprietary director of Edizione between 2018 and 2019.

He has also been director at Autogrill, Atlantia, GSM Association (GSMA), Utenti Pubblicità Associati and WAC Ltd, among others. He has been Chair of the Telecom Italia Foundation, the Bocconi Foundation and European Oncology Institute Foundation.

Mr. Marco Patuano holds a Master's Degree in Finance from Bocconi University in Milan, Italy.

2.2. Category

The Nominations, Remunerations and Sustainability Committee considers that Mr. Marco Patuano meets the requirements set forth in section 1 of article 529 *duodecies* of the Spanish Companies Law to be classified as an executive director.

3. Conclusion

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

This Committee therefore proposes to the Board of Directors that Mr. Marco Patuano is appointed as an executive director of the Company, with effects as from 4 June 2023 (included), for the statutory term of three years.

Madrid, 27 April 2023