

**Comisión Nacional del Mercado de Valores**  
Calle Edison, 4  
28006 – Madrid

Madrid, 10 de junio de 2020

A los efectos de lo previsto en el artículo 227 del texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre, se pone en conocimiento de la Comisión Nacional del Mercado de Valores (“**CNMV**”) la siguiente

### **OTRA INFORMACIÓN RELEVANTE**

- I.** Como continuación a la comunicación de Otra Información Relevante realizada el pasado 22 de mayo de 2020 con número de registro 2.381, se comunica que en el día de hoy se ha completado la escisión total no proporcional de Connect S.p.A. (“**Connect**”) con disolución y liquidación de Connect (la “**Escisión**”) en favor de Connect Due S.r.l. (“**Connect Due**”), Azure Vista C 2020 S.r.l. (“**Azure**”) y Prisma Holdings S.r.l. (“**Prisma**”), sociedades íntegramente participadas por Sintonia S.p.A. (“**Sintonia**”), Infinity Investments S.A. (“**Infinity**”) y Raffles Infra Holdings Limited (“**Raffles**”) y, junto con Sintonia e Infinity, las “**Partes**”), respectivamente.
- II.** Así, tras la Escisión, Connect Due pasa a ser titular directo de 63.392.716 acciones de Cellnex Telecom, S.A. (“**Cellnex**”), representativas de un 16,45% del capital social, Azure pasa a ser titular directo de 25.933.369 acciones de Cellnex, representativas de un 6,73% del capital social, y Prisma pasa a ser titular directo de 25.933.369 acciones de Cellnex, representativas de un 6,73% del capital social.
- III.** Simultáneamente a la consumación de la Escisión, el pacto de accionistas de Cellnex firmado por las Partes que fue comunicado a la CNMV en fecha 12 de octubre de 2018 con número de registro 270.369, ha quedado completamente extinguido y, por tanto, liberadas las Partes de sus respectivas obligaciones y compromisos.
- IV.** Asimismo, tal y como se adelantó en la comunicación de Otra Información Relevante de 22 de mayo de 2020 con número de registro 2.381, las Partes han suscrito un acuerdo marco que incluye ciertas obligaciones en relación con el nombramiento de sus respectivos consejeros dominicales en Cellnex (el “**Acuerdo Marco**”).
- V.** A la vista de lo anterior y en cumplimiento con lo previsto en el artículo 531 de la Ley de Sociedades de Capital, cuyo texto refundido fue aprobado por el Real Decreto Legislativo 1/2010, de 2 de julio (la “**LSC**”), Edizione S.r.l.

(“**Edizione**”), como accionista único de Sintonia, procede a poner las cláusulas del Acuerdo Marco relativas al nombramiento de consejeros dominicales de Cellnex en conocimiento de la CNMV mediante la presente comunicación de Otra Información Relevante. Adicionalmente, Edizione procederá (i) a depositar una traducción jurada de las referidas cláusulas del Acuerdo Marco en el Registro Mercantil de Madrid y (ii) a comunicar dichas cláusulas del Acuerdo Marco a Cellnex.

- VI.** Se acompaña a la presente comunicación como **Anexo 1**, el Acuerdo Marco redactado en inglés, junto con una traducción al español a efectos meramente informativos. Se hace constar que en el citado Anexo 1 únicamente se han incluido aquellas cláusulas que contienen pactos parasociales a los efectos del artículo 530 de la LSC.

Atentamente,

**Edizione, S.r.l.**

---

D. Sandro Saccardi

## **ANEXO 1**

### ***EXTRACT OF THE CLAUSES OF THE FRAMEWORK AGREEMENT (“ACUERDO MARCO”)***

(Original English version)

#### **3. Undertakings by Sintonia, Infinity and Raffles in relation to the directors of Cellnex**

- 3.1 The sole purpose of the undertakings and obligations contained in this Section 3 is to allow a proportional representation of the different Shareholders in the Board of Directors of Cellnex and its committees immediately following completion of the Spin-off equivalent to that as they would have been entitled under the original SHA (assuming, for the purposes of this Section, that Raffles had sent the Conversion Notice), all in accordance with the provisions and recommendations contained in the Spanish Good Governance Code for Listed Companies regarding the qualitative composition of boards of directors of high-capitalisation companies such as Cellnex, including recommendations 16, 17, 19 and 20. Therefore, except for the limited purpose of this Section 3, the Parties expressly disclaim any commitment, undertaking or understanding to act jointly or in concert regarding their respective indirect holdings of Target Shares following completion of the Spin-off. For the purpose of this Section 3, the term “Raffles” shall also include any Affiliates of Raffles holding the Target Shares assigned through the Spin-off.
- 3.2 Sintonia undertakes to, within 5 business days from completion of the Spin-off (or, if earlier, by not later than the date of the meeting of the Board of Directors of Cellnex due to call Cellnex shareholders meeting for 2020), formally request, and do its best efforts to cause, any one of the three proprietary directors of Cellnex originally nominated by ConnectT at the request of Sintonia to tender his/her resignation as a Cellnex director (in close coordination with the Secretary to the Board of Directors of Cellnex), in order to ensure that (i) Sintonia is adequately and proportionally represented at the Board of Directors of Cellnex, in accordance with the Spanish Good Governance Code for Listed Companies and Cellnex’s Board Regulations and (ii) a vacancy is created to allow and facilitate the appointment of a new director to be nominated by Raffles so that Raffles is proportionally represented in the Board of Directors of Cellnex, should Raffles choose to do so.
- 3.3 Once Raffles informs Infinity and Sintonia of its request to have a person nominated by it appointed as a proprietary director of Cellnex, Sintonia and Infinity undertake to formally request, and do their best efforts to cause, any proprietary director of Cellnex nominated by them to, subject to their fiduciary duties as members of the Board of Directors (which, for the avoidance of doubt, include considering the person nominated by Raffles as a new director of Cellnex suitable), support the appointment of the person nominated by Raffles (as notified in writing to them by Raffles) as a new director of

Cellnex and as a way to comply with the proportional representation of the Shareholders in Cellnex's Board of Directors according with the Spanish Good Governance Code for Listed Companies, as follows:

- (a) assuming that a favourable report on the nominated individual is warranted, supporting the issuance of a recommendation by the Appointments and Remunerations Committee of Cellnex to appoint the person nominated by Raffles, in its first meeting following receipt of such a request from Raffles;
- (b) supporting the approval by the Board of Directors of Cellnex, in its first meeting following the issuance by the Appointments and Remuneration Committee of the report referred to in paragraph (a) above, of a resolution appointing the person nominated by Raffles as a new director of Cellnex by way of co-optation to fill-in the vacancy generated by the resignation of one of the directors originally nominated by ConneCT at the request of Sintonia (or any other vacancy available at that time); or
- (c) alternatively, as may be requested by Raffles, supporting the approval by the Board of Directors of Cellnex of a resolution approving to submit the appointment of the person nominated by Raffles as a new director of Cellnex by the shareholders' meeting of Cellnex to fill-in the vacancy generated by the resignation of one of the directors originally nominated by ConneCT at the request of Sintonia (or any other vacancy available at that time).

It is understood and agreed that if Raffles does not notify Sintonia and Infinity of its request to have a director nominated by it prior to the date the Board of Directors of Cellnex calls the ordinary general shareholders meeting of 2021, Raffles will be deemed to have waived its right to request Sintonia and Infinity to support the appointment of a person nominated by it as a proprietary director of Cellnex in accordance with the provisions of this Section 3.3.

- 3.4 Sintonia undertakes to cause its Beneficiary to attend, either by being present or by proxy, the shareholders' meeting of Cellnex where the person nominated by Raffles according to Section 3.3 will be appointed or (if appointed by the Board of Directors as director by co-optation) re-elected as a director of Cellnex and cast its votes for the appointment or re-election, as appropriate, of the person nominated by Raffles as a director of Cellnex, in any case subject to no intervening circumstance which could lead Sintonia, acting reasonably, to consider that said person is not suitable to be re-elected as a director of Cellnex.
- 3.5 In the case that the meeting of Cellnex's Board of Directors to call the shareholders meeting for 2020 is held before Raffles has notified Sintonia and Infinity of the name of the person nominated by it to be appointed as a proprietary director of Cellnex pursuant to Section 3.3, such that the provisions of such Section cannot be implemented by the date of Cellnex's ordinary general shareholders meeting of 2020, then Sintonia and

Infinity undertake to formally request, and do their best efforts to cause, any proprietary director of Cellnex nominated by them to, subject to their fiduciary duties as members of the Board of Directors, support that a vacancy is generated through the resignation of one of the proprietary directors of ConneCT originally nominated by ConneCT at the request of Sintonia and support the following resolutions as a way to comply with the proportional representation of the Shareholders in Cellnex's Board of Directors according to the Spanish Good Governance Code for Listed Companies, as follows:

- (a) supporting the issuance by the Appointments and Remunerations Committee of Cellnex, in a meeting to be held before the meeting of the Board of Directors of Cellnex calling the shareholders meeting for 2020, of a report advising the Board of Directors to submit to the shareholders meeting the proposal to maintain at 12 the number of directors of Cellnex and for the vacancy generated by the resignation of one of the proprietary directors of ConneCT originally nominated by ConneCT at the request of Sintonia to survive the shareholders meeting such that it may be covered by Board of Directors through the appointment by co-optation of a director to be nominated by Raffles as per section 3.3 above; and
- (b) supporting the approval by the Board of Directors of Cellnex, in its first meeting following the issuance by the Appointments and Remuneration Committee of the report referred to in paragraph 3.5(a) above, of a resolution approving the submission to the shareholders meeting of the proposed resolution described therein.

Moreover, Sintonia undertakes to cause its Beneficiary to attend, either by being present or by proxy, the shareholders' meeting of Cellnex for 2020 and cast its votes for the approval of the resolutions referred to in paragraph 3.5(a) above.

- 3.6 Raffles and Sintonia undertake to attend, or cause their respective Beneficiaries to attend (either by being present or by proxy) the first shareholders' meeting of Cellnex that takes place after completion of the Spin-off and cast their respective votes for the re-election of the current directors of Cellnex originally nominated by ConneCT at the request of Sintonia and appointed by co-optation by the Board of Directors (other than the director that has resigned pursuant to Section 3.2 above), in any case subject to no intervening circumstance which could lead Sintonia or Raffles, acting reasonably, to consider that any of those persons has ceased to be suitable to be re-elected as a director of Cellnex.
- 3.7 Raffles, Sintonia and Infinity undertake to formally request, and do their best efforts to cause, any proprietary director of Cellnex nominated by them to, subject to their fiduciary duties as members of the Board of Directors and assuming that a favourable report on the nominated individual is warranted, support the reclassification as proprietary directors of Sintonia and Infinity, respectively, of the directors of Cellnex originally nominated by ConneCT at the request of Sintonia and Infinity and re-elected pursuant to Section 3.6 above.

- 3.8 Provided that a proprietary director of Raffles has been appointed in accordance with the provisions of Section 3.3, then Infinity undertakes, at the request of Raffles, upon the appointment as a proprietary director of Cellnex of the person nominated by Raffles, to formally request, and do its best efforts to cause, its proprietary director to resign from his current position as member of Cellnex's Appointments and Remuneration Committee on 9 May 2022 and each of Sintonia, Infinity and Sintonia's and Infinity's Beneficiaries undertake to formally request, and do its best efforts to cause, any proprietary director of Cellnex nominated by them to, subject to their fiduciary duties, support the appointment of the proprietary director nominated by Raffles as a new member of Cellnex's Appointments and Remuneration Committee as a way to seek that the proportional representation of the Shareholders in Cellnex's Board of Directors in accordance with the Spanish Good Governance Code for Listed Companies is also reflected in the different committees of the Board of Directors.
- 3.9 This Section 3 shall cease to be effective and applicable as soon as the provisions included in this Section 3 regarding (i) the appointment of the person nominated by Raffles as new proprietary director of Cellnex (or, as the case may be, his/her ratification and re-election) by the shareholders' meeting of Cellnex has been complied with, and (ii) the provisions regarding the ratification, re-election and reclassification as proprietary directors of those directors nominated by ConnecT at the request of Sintonia and Infinity have been complied with. In any event, if none of (i) or (ii) have occurred by the date on which the 2021 ordinary general shareholders' meeting of Cellnex is held, this Section 3 will cease to be effective on the day immediately after such date. By way of exception, the provisions of Section 3.8 will survive until 30 June 2022.

### 3. Undertakings by Sintonia, Infinity and Raffles in relation to the directors of Cellnex

- 3.1 The sole purpose of the undertakings and obligations contained in this Section 3 is to allow a proportional representation of the different Shareholders in the Board of Directors of Cellnex and its committees immediately following completion of the Spin-off equivalent to that as they would have been entitled under the original SHA (assuming, for the purposes of this Section, that Raffles had sent the Conversion Notice), all in accordance with the provisions and recommendations contained in the Spanish Good Governance Code for Listed Companies regarding the qualitative composition of boards of directors of high-capitalisation companies such as Cellnex, including recommendations 16, 17, 19 and 20. Therefore, except for the limited purpose of this Section 3, the Parties expressly disclaim any commitment, undertaking or understanding to act jointly or in concert regarding their respective indirect holdings of Target Shares following completion of the Spin-off. For the purpose of this Section 3, the term "Raffles" shall also include any Affiliates of Raffles holding the Target Shares assigned through the Spin-off.
- 3.2 Sintonia undertakes to, within 5 business days from completion of the Spin-off (or, if earlier, by not later than the date of the meeting of the Board of Directors of Cellnex due to call Cellnex shareholders meeting for 2020), formally request, and do its best efforts to cause, any one of the three proprietary directors of Cellnex originally nominated by ConneCT at the request of Sintonia to tender his/her resignation as a Cellnex director (in close coordination with the Secretary to the Board of Directors of Cellnex), in order to ensure that (i) Sintonia is adequately and proportionally represented at the Board of Directors of Cellnex, in accordance with the Spanish Good Governance Code for Listed Companies and Cellnex's Board Regulations and (ii) a vacancy is created to allow and facilitate the appointment of a new director to be nominated by Raffles so that Raffles is proportionally represented in the Board of Directors of Cellnex, should Raffles choose to do so.
- 3.3 Once Raffles informs Infinity and Sintonia of its request to have a person nominated by it appointed as a proprietary director of Cellnex, Sintonia and Infinity undertake to formally request, and do their best efforts to cause, any proprietary director of Cellnex nominated by them to, subject to their fiduciary duties as members of the Board of Directors (which, for the avoidance of doubt, include considering the person nominated by Raffles as a new director of Cellnex suitable), support the appointment of the person nominated by Raffles (as notified in writing to them by Raffles) as a new director of Cellnex and as a way to comply with the proportional representation of the Shareholders in Cellnex's Board of Directors according with the Spanish Good Governance Code for Listed Companies, as follows:
- (a) assuming that a favourable report on the nominated individual is warranted, supporting the issuance of a recommendation by the Appointments and

9 JUN 2020

M<sup>a</sup> SOLEDAD VALCÁRCEL CONDE  
Traductora-Intérprete Jurada de INGLÉS  
N.º 4195

Remunerations Committee of Cellnex to appoint the person nominated by Raffles, in its first meeting following receipt of such a request from Raffles;

- (b) supporting the approval by the Board of Directors of Cellnex, in its first meeting following the issuance by the Appointments and Remuneration Committee of the report referred to in paragraph (a) above, of a resolution appointing the person nominated by Raffles as a new director of Cellnex by way of co-optation to fill-in the vacancy generated by the resignation of one of the directors originally nominated by ConneCT at the request of Sintonia (or any other vacancy available at that time); or
- (c) alternatively, as may be requested by Raffles, supporting the approval by the Board of Directors of Cellnex of a resolution approving to submit the appointment of the person nominated by Raffles as a new director of Cellnex by the shareholders' meeting of Cellnex to fill-in the vacancy generated by the resignation of one of the directors originally nominated by ConneCT at the request of Sintonia (or any other vacancy available at that time).

It is understood and agreed that if Raffles does not notify Sintonia and Infinity of its request to have a director nominated by it prior to the date the Board of Directors of Cellnex calls the ordinary general shareholders meeting of 2021, Raffles will be deemed to have waived its right to request Sintonia and Infinity to support the appointment of a person nominated by it as a proprietary director of Cellnex in accordance with the provisions of this Section 3.3.

- 3.4 Sintonia undertakes to cause its Beneficiary to attend, either by being present or by proxy, the shareholders' meeting of Cellnex where the person nominated by Raffles according to Section 3.3 will be appointed or (if appointed by the Board of Directors as director by co-optation) re-elected as a director of Cellnex and cast its votes for the appointment or re-election, as appropriate, of the person nominated by Raffles as a director of Cellnex, in any case subject to no intervening circumstance which could lead Sintonia, acting reasonably, to consider that said person is not suitable to be re-elected as a director of Cellnex.
- 3.5 In the case that the meeting of Cellnex's Board of Directors to call the shareholders meeting for 2020 is held before Raffles has notified Sintonia and Infinity of the name of the person nominated by it to be appointed as a proprietary director of Cellnex pursuant to Section 3.3, such that the provisions of such Section cannot be implemented by the date of Cellnex's ordinary general shareholders meeting of 2020, then Sintonia and Infinity undertake to formally request, and do their best efforts to cause, any proprietary director of Cellnex nominated by them to, subject to their fiduciary duties as members of the Board of Directors, support that a vacancy is generated through the resignation of one of the proprietary directors of ConneCT originally nominated by ConneCT at the request of Sintonia and support the following resolutions as a way to comply with the

9 JUN 2020

M<sup>º</sup> SOLEDAD VALCÁRCEL CONDE  
Traductora-Intérprete Jurada de INGLÉS  
N.º 4195



proportional representation of the Shareholders in Cellnex's Board of Directors according to the Spanish Good Governance Code for Listed Companies, as follows:

- (a) supporting the issuance by the Appointments and Remunerations Committee of Cellnex, in a meeting to be held before the meeting of the Board of Directors of Cellnex calling the shareholders meeting for 2020, of a report advising the Board of Directors to submit to the shareholders meeting the proposal to maintain at 12 the number of directors of Cellnex and for the vacancy generated by the resignation of one of the proprietary directors of ConneCT originally nominated by ConneCT at the request of Sintonia to survive the shareholders meeting such that it may be covered by Board of Directors through the appointment by co-optation of a director to be nominated by Raffles as per section 3.3 above; and
- (b) supporting the approval by the Board of Directors of Cellnex, in its first meeting following the issuance by the Appointments and Remuneration Committee of the report referred to in paragraph 3.5(a) above, of a resolution approving the submission to the shareholders meeting of the proposed resolution described therein.

Moreover, Sintonia undertakes to cause its Beneficiary to attend, either by being present or by proxy, the shareholders' meeting of Cellnex for 2020 and cast its votes for the approval of the resolutions referred to in paragraph 3.5(a) above.

- 3.6 Raffles and Sintonia undertake to attend, or cause their respective Beneficiaries to attend (either by being present or by proxy) the first shareholders' meeting of Cellnex that takes place after completion of the Spin-off and cast their respective votes for the re-election of the current directors of Cellnex originally nominated by ConneCT at the request of Sintonia and appointed by co-optation by the Board of Directors (other than the director that has resigned pursuant to Section 3.2 above), in any case subject to no intervening circumstance which could lead Sintonia or Raffles, acting reasonably, to consider that any of those persons has ceased to be suitable to be re-elected as a director of Cellnex.
- 3.7 Raffles, Sintonia and Infinity undertake to formally request, and do their best efforts to cause, any proprietary director of Cellnex nominated by them to, subject to their fiduciary duties as members of the Board of Directors and assuming that a favourable report on the nominated individual is warranted, support the reclassification as proprietary directors of Sintonia and Infinity, respectively, of the directors of Cellnex originally nominated by ConneCT at the request of Sintonia and Infinity and re-elected pursuant to Section 3.6 above.
- 3.8 Provided that a proprietary director of Raffles has been appointed in accordance with the provisions of Section 3.3, then Infinity undertakes, at the request of Raffles, upon the appointment as a proprietary director of Cellnex of the person nominated by Raffles, to formally request, and do its best efforts to cause, its proprietary director to resign from his current position as member of Cellnex's Appointments and Remuneration

Committee on 9 May 2022 and each of Sintonia, Infinity and Sintonia's and Infinity's Beneficiaries undertake to formally request, and do its best efforts to cause, any proprietary director of Cellnex nominated by them to, subject to their fiduciary duties, support the appointment of the proprietary director nominated by Raffles as a new member of Cellnex's Appointments and Remuneration Committee as a way to seek that the proportional representation of the Shareholders in Cellnex's Board of Directors in accordance with the Spanish Good Governance Code for Listed Companies is also reflected in the different committees of the Board of Directors.

- 3.9 This Section 3 shall cease to be effective and applicable as soon as the provisions included in this Section 3 regarding (i) the appointment of the person nominated by Raffles as new proprietary director of Cellnex (or, as the case may be, his/her ratification and re-election) by the shareholders' meeting of Cellnex has been complied with, and (ii) the provisions regarding the ratification, re-election and reclassification as proprietary directors of those directors nominated by ConneCT at the request of Sintonia and Infinity have been complied with. In any event, if none of (i) or (ii) have occurred by the date on which the 2021 ordinary general shareholders' meeting of Cellnex is held, this Section 3 will cease to be effective on the day immediately after such date. By way of exception, the provisions of Section 3.8 will survive until 30 June 2022.

M<sup>a</sup> SOLEDAD VALCÁRCEL CONDE  
Traductora-Intérprete Jurada de INGLÉS  
N.º 4195

9 JUN 2020

### 3. Compromisos de Sintonia, Infinity y Raffles respecto de los consejeros de Cellnex

- 3.1 Los compromisos y obligaciones contenidos en la presente Sección 3 tienen como único objetivo permitir una representación proporcional de los distintos Accionistas en el Consejo de Administración de Cellnex y sus comités inmediatamente después de que se complete la Escisión y que equivalga a la representación que habrían tenido derecho en virtud del Contrato de Accionistas (SHA, por sus siglas en inglés) original (asumiendo, a los efectos de la presente Sección, que Raffles hubiera enviado la Notificación de Conversión), todo ello de conformidad con las disposiciones y recomendaciones contenidas en el Código de buen gobierno de las sociedades cotizadas de España relativo a la composición cualitativa de los consejos de administración de sociedades de gran capitalización, como es el caso de Cellnex, incluidas las recomendaciones 16, 17, 19 y 20. Por consiguiente, salvo para el objeto limitado de la presente Sección 3, las Partes renuncian expresamente a cualquier acuerdo, compromiso o arreglo por el que deban actuar conjuntamente o en común respecto de sus participaciones indirectas respectivas en las Acciones Objetivo tras completarse la Escisión. A los efectos de la presente Sección 3, el término "Raffles" incluirá también a cualesquiera Afiliadas de Raffles que dispongan de las Acciones Objetivo asignadas en la Escisión.
- 3.2 Sintonia se compromete a solicitar formalmente, en un plazo de 5 días hábiles de que se complete la Escisión (o, si fuera antes, como muy tarde en la fecha de la reunión del Consejo de Administración de Cellnex en la que se convoque la asamblea de accionistas de Cellnex de 2020), y a hacer todo lo posible por conseguirlo, que cualquiera de los tres consejeros dominicales de Cellnex nombrados originalmente por Connect a petición de Sintonia presenten su dimisión como consejeros de Cellnex (en coordinación estrecha con el Secretario del Consejo de Administración de Cellnex), para asegurarse de que (i) Sintonia se encuentre debida y proporcionalmente representada en el Consejo de Administración de Cellnex, conforme al Código de buen gobierno de las sociedades cotizadas español y a los Reglamentos del Consejo de Cellnex y (ii) se abra una vacante para permitir y facilitar el nombramiento del nuevo consejero, que deberá nombrar Raffles, para que Raffles se encuentre proporcionalmente representada en el Consejo de Administración de Cellnex, en el caso de que Raffles optara por hacerlo.
- 3.3 En cuanto Raffles notifique a Infinity y Sintonia sobre su petición de que se nombre como consejero dominical de Cellnex a la persona que haya nominado, Sintonia y Infinity se comprometen a solicitar formalmente, y a hacer todo lo posible por conseguirlo, que cualquier consejero dominical de Cellnex que ellos hayan nominado, sujeto a sus obligaciones fiduciarias como miembros del Consejo de Administración (y que, para evitar toda duda, incluyen considerar idónea a la persona nominada por Raffles como nuevo consejero de Cellnex), apoye el nombramiento de la persona nominada por Raffles (y que Raffles les haya notificado por escrito) como nuevo consejero de Cellnex para así cumplir con la representación proporcional de los Accionistas en el Consejo de

Administración de Cellnex de conformidad con el Código de buen gobierno de las sociedades cotizadas de España, como sigue:

- (a) asumiendo que queda justificado un informe favorable sobre la persona física nominada, apoyando la publicación de una recomendación por parte del Comité de Nombramientos y Remuneraciones de Cellnex para el nombramiento de la persona nominada por Raffles, en su primera junta tras recibir la citada petición de Raffles;
- (b) apoyando la aprobación por parte del Consejo de Administración de Cellnex, en su primera reunión tras la publicación por parte del Comité de Nombramientos y Remuneraciones del informe citado en el párrafo (a), de una resolución por la que se nombre a la persona nominada por Raffles como nuevo consejero de Cellnex mediante cooptación para cubrir la vacante generada por la dimisión de uno de los consejeros nominados originalmente por ConneCT a petición de Sintonia (o cualquier otro puesto vacante que haya disponible en ese momento); o
- (c) en su defecto, si así lo solicita Raffles, apoyando la aprobación por parte del Consejo de Administración de Cellnex de una resolución por la que se apruebe que se someta el nombramiento de la persona nominada por Raffles como nuevo consejero de Cellnex por la junta de accionistas de Cellnex para cubrir la vacante generada por la dimisión de uno de los consejeros nominados originalmente por ConneCT a petición de Sintonia (o cualquier otro puesto vacante que haya disponible en ese momento).

Se entiende y acuerda que si Raffles no les notifica a Sintonia y a Infinity su petición de nominar un consejero antes de la fecha en la que el Consejo de Administración de Cellnex convoque a la asamblea general ordinaria de accionistas de 2021, se considerará que Raffles ha renunciado a su derecho de solicitarles a Sintonia y Infinity que apoyen el nombramiento de una persona nominada por su parte como consejero dominical de Cellnex de conformidad con las disposiciones de la presente Sección 3.3.

- 3.4 Sintonia se compromete a hacer que su Beneficiario asista, ya sea en persona o por poderes, a la junta de accionistas de Cellnex donde recibirá su nombramiento la persona nominada por Raffles conforme a la Sección 3.3 o (si el Consejo de Administración nombrara consejero a dicha persona por cooptación) será reelegida como consejero de Cellnex y emitirá sus votos a favor del nombramiento o reelección, según corresponda, de la persona nominada por Raffles como consejero de Cellnex, en cualquier caso sujeto a que no se produzca ninguna circunstancia entretanto que pudiera hacer que Sintonia, actuando de forma razonable, considere que dicha persona no es idónea para ser reelegida como consejero de Cellnex.
- 3.5 En el caso de que la reunión del Consejo de Administración de Cellnex que deba convocar la asamblea de accionistas para 2020 se celebre antes de que Raffles les haya notificado a Sintonia y Infinity el nombre la persona nominada por su parte para que

reciba el nombramiento de consejero dominical de Cellnex conforme a la Sección 3.3, de modo que no puedan llevarse a la práctica las disposiciones de dicha Sección para la fecha de la asamblea general ordinaria de accionistas de Cellnex para 2020, entonces Sintonia y Infinity se comprometen a solicitar formalmente, y a hacer todos los esfuerzos necesarios porque se logre, a cualquier consejero dominical de Cellnex que hayan nominado ellos, siempre sujeto a sus obligaciones fiduciarias como miembros del Consejo de Administración, que apoye que se genere una vacante por la dimisión de uno de los consejeros dominicales de Connect nominados originalmente por Connect a petición de Sintonia y que apoyen las resoluciones siguientes para así poder cumplir con la representación proporcional de Accionistas en el Consejo de Administración de Cellnex conforme al Código de buen gobierno de las sociedades cotizadas de España, como sigue:

- (a) apoyando la publicación por parte del Comité de Nombramientos y Remuneraciones de Cellnex, en una reunión que deberá celebrarse antes que la del Consejo de Administración de Cellnex para convocar la asamblea de accionistas de 2020, de un informe en el que se aconseje al Consejo de Administración que someta a consideración de la asamblea de accionistas la propuesta de mantener en 12 el número de consejeros de Cellnex y para que la vacante generada por la dimisión de uno de los consejeros dominicales de Connect nominado originalmente por Connect a petición de Sintonia se mantenga tras la asamblea de accionistas de modo que pueda cubrirla el Consejo de Administración mediante el nombramiento por cooptación de un consejero que nominará Raffles conforme a lo detallado en la sección 3.3; y
- (b) apoyando la aprobación por parte del Consejo de Administración de Cellnex, en su primera reunión tras la publicación por parte del Comité de Nombramientos y Remuneraciones del informe al que se hace referencia en el párrafo 3.5(a) anterior de una resolución por la que se apruebe que se someta a consideración de la asamblea de accionistas la resolución de propuesta allí descrita.

Asimismo, Sintonia se compromete a hacer que su Beneficiario asista, ya sea en persona o por poderes, a la asamblea de accionistas de Cellnex de 2020 y que emita sus votos para que puedan aprobarse las resoluciones a las que se hace referencia en el párrafo 3.5(a) anterior.

- 3.6 Raffles y Sintonia se comprometen a asistir, o a hacer que sus Beneficiarios respectivos asistan (ya sea en persona o por poderes) a la primera asamblea de accionistas de Cellnex que se produzca después de que se complete la Escisión y a emitir sus votos respectivos para la reelección de los consejeros actuales de Cellnex nominados originalmente por Connect a petición de Sintonia y nombrados mediante cooptación por el Consejo de Administración (salvo por el consejero que dimitió de conformidad con la Sección 3.2 anterior), en cualquier caso sujeto a que no se produzca ninguna circunstancia entretanto que pudiera hacer que Sintonia o Raffles, actuando de forma razonable, consideren que

cualquiera de dichas personas han dejado de ser idóneas para ser reelegidas como consejeros de Cellnex.

- 3.7 Raffles, Sintonia y Infinity se comprometen a solicitar formalmente, y a hacer todo lo posible por lograrlo, que cualquier consejero dominical de Cellnex que hayan nominado ellos, sujeto siempre a sus obligaciones fiduciarias como miembros del Consejo de Administración y asumiendo que quede justificada la presentación de un informe favorable sobre la persona nominada, apoye la reclasificación como consejeros dominicales de Sintonia y Infinity, respectivamente, de los consejeros de Cellnex nominados originalmente por Connect a petición de Sintonia y Infinity y reelegidos de conformidad con la Sección 3.6 anterior.
- 3.8 Si se ha cumplido la condición del nombramiento de un consejero dominical de Raffles conforme a las disposiciones de la Sección 3.3, en tal caso Infinity se compromete, a petición de Raffles, una vez nombrada como consejera dominical de Cellnex la persona nominada por Raffles, a solicitar formalmente, y a hacer todo lo posible por lograrlo, que su consejero dominical dimita de su puesto actual como miembro del Comité de Nombramientos y Remuneraciones de Cellnex el 9 de mayo de 2022 y Sintonia, Infinity y los Beneficiarios de Sintonia y de Infinity se comprometen a solicitar formalmente, y a hacer todo lo posible por lograrlo, que todo consejero dominical de Cellnex nombrado por ellos, siempre sujeto a sus obligaciones fiduciarias, apoyen el nombramiento del consejero dominical nominado por Raffles como nuevo miembro del Comité de Nombramientos y Remuneraciones de Cellnex para así lograr que se refleje también una representación proporcional de Accionistas en el Consejo de Administración de Cellnex de conformidad con el Código de buen gobierno de las sociedades cotizadas de España en los distintos comités del Consejo de Administración.
- 3.9 La presente Sección 3 dejará de tener valor y efecto en cuanto se hayan cumplido las disposiciones incluidas en esta Sección 3 relativas (i) al nombramiento de la persona nominada por Raffles como consejero dominical de Cellnex (o, según corresponda, su ratificación y reelección) por la asamblea de accionistas de Cellnex, y (ii) a las disposiciones relacionadas con la ratificación, reelección o reclasificación como consejeros dominicales de los consejeros nominados por Connect a petición de Sintonia y Infinity. En cualquier caso, si no se ha producido ni (i) ni (ii) para la fecha en la que deba celebrarse la asamblea general ordinaria de accionistas de 2021 de Cellnex, esta Sección 3 perderá su vigencia el día inmediatamente posterior a dicha fecha. Como excepción, las disposiciones de la Sección 3.8 se mantendrán vigentes hasta el 30 de junio de 2022.

**Doña M<sup>a</sup> Soledad Valcárcel Conde,  
Traductor-Intérprete Jurado de Inglés,  
nombrado por el Ministerio de Asuntos  
Exteriores y de Cooperación, certifica que la  
que antecede es una traducción fiel y  
completa al español de un documento  
redactado en inglés.**

**En Madrid, a 09 de junio de 2020.  
Firmado: M<sup>a</sup> Soledad Valcárcel Conde**

**Mrs. M<sup>a</sup> Soledad Valcárcel Conde, Sworn  
English Translator-Interpreter, designated  
by the Ministry of Foreign Affairs and  
Cooperation, hereby certifies that the  
foregoing is an accurate and complete  
translation into Spanish of a document  
written in English.**

**Madrid, 09 June 2020.  
Signed: M<sup>a</sup> Soledad Valcárcel Conde**

**M<sup>a</sup> SOLEDAD VALCÁRCEL CONDE  
Traductora-Intérprete Jurada de INGLÉS  
N.º 4195**