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Madrid **2025**

# Junta General **Accionistas**

*Annual Shareholders' Meeting*

Proxy appointment and remote voting instructions AGM 2025

**cellnex** 

## **PROXY APPOINTMENT AND REMOTE VOTING INSTRUCTIONS FOR THE 2025 GENERAL SHAREHOLDERS' MEETING OF CELLNEX TELECOM, S.A.**

### **I. Introduction**

At its meeting held on 3 April 2025, the Board of Directors of CELLNEX TELECOM, S.A. ("**Cellnex**" or the "**Company**") approved the acceptance of voting and proxy appointment by electronic communication and, at the same time, approved this document with the instruction for appointing a proxy and voting by means of distance communication.

### **II. Appointing a proxy by means of distance communication**

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

#### **(i) By post:**

In order to grant their proxy by postal correspondence, shareholders must send the document granting the proxy or the attendance proxy authorization and remote voting card for the General Shareholders' Meeting issued by the depository entities or by the Company, duly signed and completed in the section containing the printed form for granting representation and containing the request for instructions for the exercise of voting rights and, where appropriate, an indication of the direction in which the representative will vote on each of the items on the agenda.

#### **(ii) By electronic means:**

Shareholders entitled to attend may appoint by electronic means another shareholder or any other natural or legal person as their proxy before the General Shareholders' Meeting. A shareholder who wishes to appoint a proxy by electronic means must (a) have an electronic national identity document (DNle); (b) have a legally recognised electronic signature, under the terms provided in the Act 6/2020, of 11 November, regulating certain aspects of trusted electronic 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transactions in the internal market, provided that they are based on a recognised electronic certificate that has not been revoked and that (i) is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) under the auspices of the Fábrica Nacional de Moneda y Timbre, (ii) an Electronic Certificate issued by CAMERFIRMA, or (iii) is incorporated into the Electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December, which regulates the issuance of the National Identity Document and its electronic signature certificates; or (c) register through the "user name and password" credentials that the shareholder receives by e-mail, after the verification of his/her identity and his/her capacity as shareholder, via a registration form for this purpose available in the Company's website ([www.cellnex.com](http://www.cellnex.com)).

To appoint a proxy by electronic means, the shareholder entitled to attend the General Shareholders' Meeting must go to the Company's website ([www.cellnex.com](http://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 (i) access the website using a digital certificate and follow the instructions contained in the “General Shareholders’ Meeting 2025/ Electronic Voting and Proxy” section of the Company’s website ([www.cellnex.com](http://www.cellnex.com)); or (ii) register through the “user name and password” credentials that the shareholder receives by e-mail, after the verification of his/her identity and his/her capacity as shareholder, via a registration form for this purpose available in the Company’s website ([www.cellnex.com](http://www.cellnex.com)).

Proxy appointments, whether made by postal correspondence 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., before 11.59 p.m. on 6 May 2025. The person in whose favor the representation is conferred may also exercise it by attending by electronic means in accordance with the applicable Rules for electronic attendance to the General Shareholders’ Meeting published on the Company’s website ([www.cellnex.com](http://www.cellnex.com)).

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 and no specific voting instructions have been given in relation to the items on the agenda where there was a conflict of interest, the shareholder 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 2024.”), 7.2º (“Maintain the number of members of the Board of Directors at thirteen.”), 8.1º (“Approval of the maximum overall amount of remuneration for directors in their capacity as such.”), 8.2º (“Approval of the Remuneration Policy.”), 8.3º Approval of the delivery of shares or rights to receive shares in the Company to directors within the framework of the remuneration system for non-executive directors of the Company.”), and item 10 (“Consultative vote on the annual report on directors’ remuneration for the year ended 31 December 2024”); 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 and five or more days before the day scheduled for the General Shareholders’ Meeting on first call, is found by

the Company 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.

The physical attendance to the General Shareholders' Meeting by the shareholder will revoke the attendance by electronic means.

### **III. Voting by means of distance communication**

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:

In order to exercise the right to vote at a distance by , postal correspondence, the shareholder must send a letter stating the vote with the attendance, delegation and remote voting card duly completed and signed in the space reserved for voting for the attention of the Corporate Governance Department (both at the registered office indicated above and at 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 (a) have an electronic national identity document (DNle); (b) have a legally recognised electronic signature, under the terms provided in the Act 6/2020, of 11 November, regulating certain aspects of trusted electronic 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 that they are based on a recognised electronic certificate that has not been revoked and that (i) is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) under the auspices of the Spanish Royal Mint, (ii) an Electronic Certificate issued by CAMERFIRMA, or (iii) is incorporated into the Electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December, which regulates the issuance of the National Identity Document and its electronic signature certificates; or (c) register through the "user name and password" credentials that the shareholder receives by e-mail, after the verification of his/her identity and his/her capacity as shareholder, via a registration form for this purpose available in the Company's website ([www.cellnex.com](http://www.cellnex.com)).

To vote electronically, shareholders must go to the Company's website ([www.cellnex.com](http://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 (i) access the website using a digital certificate and follow the instructions contained in the "General Shareholders' Meeting 2025/ Electronic Voting and Proxy" section of the Company's website ([www.cellnex.com](http://www.cellnex.com)); or (ii) register through the "user name and password" credentials that the shareholder receives by e-mail, after the verification of his/her identity and his/her capacity as shareholder, via a registration form for this purpose available in the Company's website ([www.cellnex.com](http://www.cellnex.com)).

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., before 11.59 p.m. on 6 May 2025. 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, is found by the Company to have disposed of his/her shares.

Notwithstanding the foregoing, it is provided that where a shareholder validly appoints, in accordance with the procedure established in this announcement, more than one proxy or casts more than one remote vote the last appointment, among the proxies, received by the Company within the established period and, the last vote, among the remote votes, 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.