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GOVERNANCE
Showing what we are, acting with integrity

2022 main actions and KPIs

Updated the Human Rights, Global Risk Management, and Procurement Policies

New Whistleblowing Channel launched

2022 Annual Corporate Governance Report has been prepared in free format for the first time

Code of Ethics updated considering the company growth

The Board of Directors and Executive Committee received an ad hoc training course on ESG

Expanded the scope of the Global Integrated Management System to all Business Units

Improved the overall score in the sustainability ratings, reaching all-time highs

Diverse balance in the composition of the Board of Directors in terms of gender, origin and expertise

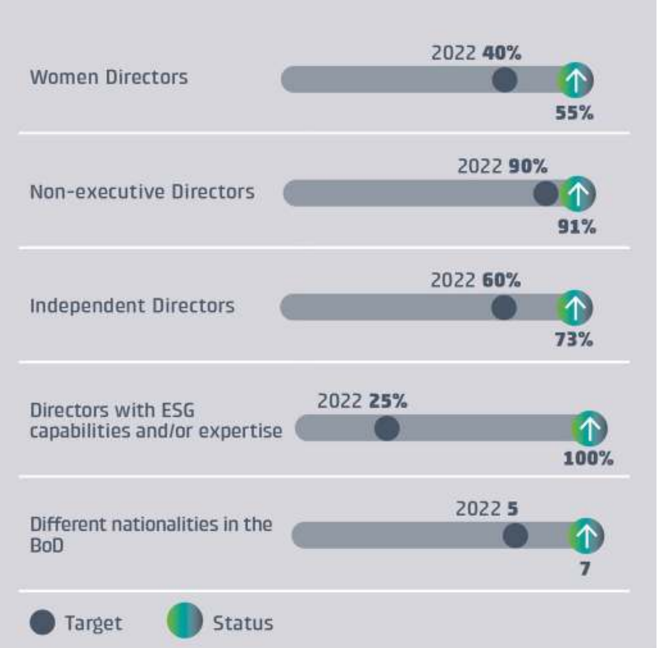
New Global Risk Committee established

Included in the 2023 Sustainability Yearbook as Industry Mover

- Strong organic growth and financial performance: 6% new PoPs vs. FY 2021 and strong progress on BTS programs with like-for-like Opex performance significantly below inflation
- 73% of independent Directors, 55% of female Directors and 7 nationalities represented
- 100% of the Board of Directors with ESG capabilities and/or expertise
- 22 meetings of the Board of Directors, with an attendance of 97.47%
- 4 main channels to access to the Whistleblowing Channel
- 100% of the Business Units certified with ISO 14064 (Carbon Footprint)
- +8 points of improvement in S&P Global Corporate Sustainability Assessment (CSA) 2022

2022 – another year of delivery: new entrants generating organic growth, key contracts (Telefónica, RTVE) renewed and successful integrations executed

Follow-up of the ESG Master Plan targets



Next steps for the upcoming years

Carry out an awareness campaign on the updates in ethics and compliance

Update the Global Quality Master Plan for the next period of application

Deployment of the Business Continuity Management System in the remaining Business Units

New outlook set for 2023 while 2025 outlook has been reiterated:

- Free Cash Flow for the year ended 31 December 2023 is targeted to trend to neutral
- Adjusted EBITDA is expected to increase to between EUR 2,950 million and EUR 3,050 million by 2023

2.1 Corporate Governance

Cellnex is firmly committed to doing business under efficient and transparent corporate governance, which promotes this culture. Cellnex works to implement and consolidate the best corporate governance practices, essentially as set out in the Good Governance Code for listed companies, approved by the Spanish Securities Market Commission in February 2015 and revised in June 2020.

The actions of the Board of Directors in the interests of the Company and in compliance with its legal and statutory functions and those arising from the Board of Directors' Regulations are oriented towards the corporate interest and to fulfilling its mission while abiding, in particular, by the Law, complying in good faith with explicit and implicit contracts with employees, suppliers, financiers and customers and, in general, observing such ethical duties that are reasonably imposed by a responsible business conduct. In this regard, the Board of Directors is responsible for managing and representing the Company in the terms set out in the Spanish Companies Law.

In this regard, Cellnex has been working to incorporate the principles of the Good Governance Code of the Spanish Securities Market Commission's (CNMV, from the Spanish abbreviation) . This Good Governance Code contains a number of recommendations that aim, among other things, to ensure the correct functioning of the governing and administrative bodies of Spanish companies to conduct the highest levels of competitiveness in them; to generate confidence and transparency for shareholders and domestic and foreign investors; to improve internal control and corporate responsibility in Spanish companies; and to ensure a proper segregation of functions, duties and responsibilities in companies, from a perspective of maximum professionalism and rigour.

The *2022 Annual Corporate Governance Report* has been prepared in free format for the first time to reinforce the Company's good governance practices *aligned with the best standards in Europe*

Progress made in 2022

Corporate policies update

The following corporate policies were updated in 2022:

- **Human Rights Policy**; amended on 24 March 2022.
- **Directors' Remuneration Policy**; amended on 28 April 2022.
- **Global Risk Management Policy**; amended on 27 April 2022.
- **Shareholder Remuneration Policy**; amended on 15 December 2022.

Additionally in early 2023 the following policies have been updated:

- **Procurement Policy**, amended on 26 January 2023.
- **Conflict of Interest Policy**, approved on 26 January 2023.
- **Gifts and Hospitality Policy**, approved on 26 January 2023.

The most up-to-date list of **corporate Policies** is publicly disclosed on the corporate website.

Based on Cellnex's ongoing endeavours, at its meeting held on 24 March 2022, the Board of Directors of Cellnex Telecom, S.A. approved the proposal of the Nominations, Remunerations and Sustainability Committee, to submit a new Directors' Remuneration Policy for financial years 2022, 2023, 2024 and 2025 to a binding vote of the 2022 Annual General Shareholders' Meeting, as a separate item on the agenda, in accordance with the provisions of the restated text of the Spanish Companies Law (*Ley de Sociedades de Capital*) approved by Royal Legislative Decree 1/2010 of 2 July 2010, as amended by Law 5/2021 of 12 April 2021 regarding the encouragement of long-term involvement of shareholders in listed companies.

The new 2022 Directors' Remuneration Policy, although it is consistent with the last policy, approved by the 2022 Annual General Shareholders' Meeting introduces changes to adapt certain components of remuneration to the rapid evolution of the Company and recognise its greater complexity following the various integrations that are being carried out simultaneously. Two of the main triggers were:

1. To align with best market practices, and incorporate the feedback provided by major investors.
2. To include in the Long Term Incentive Plan (LTIP) demanding targets and reward value creation as a strategic element to retain management and key talent in this highly competitive sector.

The Board of Directors agreed to these amendments, following a favourable recommendation of the Nominations, Remunerations and Sustainability Committee after considering corporate governance recommendations, market practice of peer sectors and companies, and the opinion of Cellnex's main shareholders and certain proxy advisors, with whom the Company has shared the main amendments contained in this Remuneration Policy and the provisions of the Good Governance Code for listed companies in Spain concerning directors' remuneration.

Detailed information is enclosed on the **Annual Report on Remuneration of Directors** (Annex 10).

Other internal regulations amended

The list of other internal regulations amended in 2022 is as follows:

- **Whistleblowing Channel**, amended on 24 March 2022.

Additionally, in early 2023 these other internal regulations were updated:

- **Supplier Code of Conduct**, approved on 26 January 2023.
- **Code of Ethics**, amended on 26 January 2023.

Annual Corporate Governance Report

The 2022 Annual Corporate Governance Report has been prepared in free format for the first time to reinforce the Company's good governance practices in line with the highest standards in Europe.

Therefore, in addition to the information provided in the CNMV format, further information is provided to increase the transparency of the information contained in this report. Moreover, the Report has a more visual design.

Detailed information is given in the **Annual Corporate Governance Report** (Annex 11).

During 2021-2022 the *Board of Directors* and Senior Management received an ad hoc *training course on ESG* designed with IESE

Training and ESG awareness

Additionally, during 2021-2022 the Board of Directors and Senior Management received an ad hoc training course on ESG. The course was designed with IESE Business School to create value on the discussions and to ensure that the governance bodies have the right oversight and decision-making capabilities on ESG.

Specifically, the training was focused on four themes:

1. To identify ESG factors that may have an impact on the business, as well as those ESG factors that are legally required in order to develop a strategy to take relevant ESG factors into account in business decisions.

2. To understand the turning point in institutional investors' strategy regarding ESG, as well as how investors require various ESG disclosure standards in order to understand how to integrate ESG when communicating with investors and proxy advisors.

3. To understand the US and EU models of reporting ESG and the notion of materiality in different businesses in order to integrate financial and non-financial reporting.

4. To understand how to lead ESG and how to integrate ESG into the business strategy.

Cellnex's Board of Directors

Composition of the Board of Directors

The **Board of Directors** ensures that the composition of the body favours diversity of knowledge, professional experience, origins, nationalities, age and gender of its members and that proprietary and independent Directors represent a large majority of the Board of Directors. Also that the number of executive directors is the minimum necessary, and that the independent Directors make up at least a half of the total number of directors.

In this regard, the Board of Directors should comprise the number of directors determined by the General Shareholders' Meeting, within the limits set by the **Company's Corporate Bylaws**. The Board of Directors must propose to the General Shareholders' Meeting a number which, in accordance with the changing circumstances of the Company, is most appropriate to guarantee the proper representativeness and efficient operation of the Board of Directors.

As stated in the **Board of Directors' Regulations** and in the **Policy on the composition of the Board of Directors**, the least represented gender should represent at least 40% of the total number of Board members. This objective was already achieved in 2021, when female Directors represented 45% of all Board members. With the incorporation of Ana García Fau, the number of female directors rises to 6 out of 11 (55%).

In addition, following its commitment to Diversity, the Board of Directors includes representatives of 7 different nationalities: Spain, France, The Netherlands, Germany, Austria, United Kingdom and Australia.

Another key indicator of the Good Governance of the Board is the number of independent Directors, which amounts to 8 out of 11 (73%); 2 out of 11 (18%) are proprietary Directors and there is only one executive Director.The functions of the CEO are separated from those of the Chair, who is an independent Director.

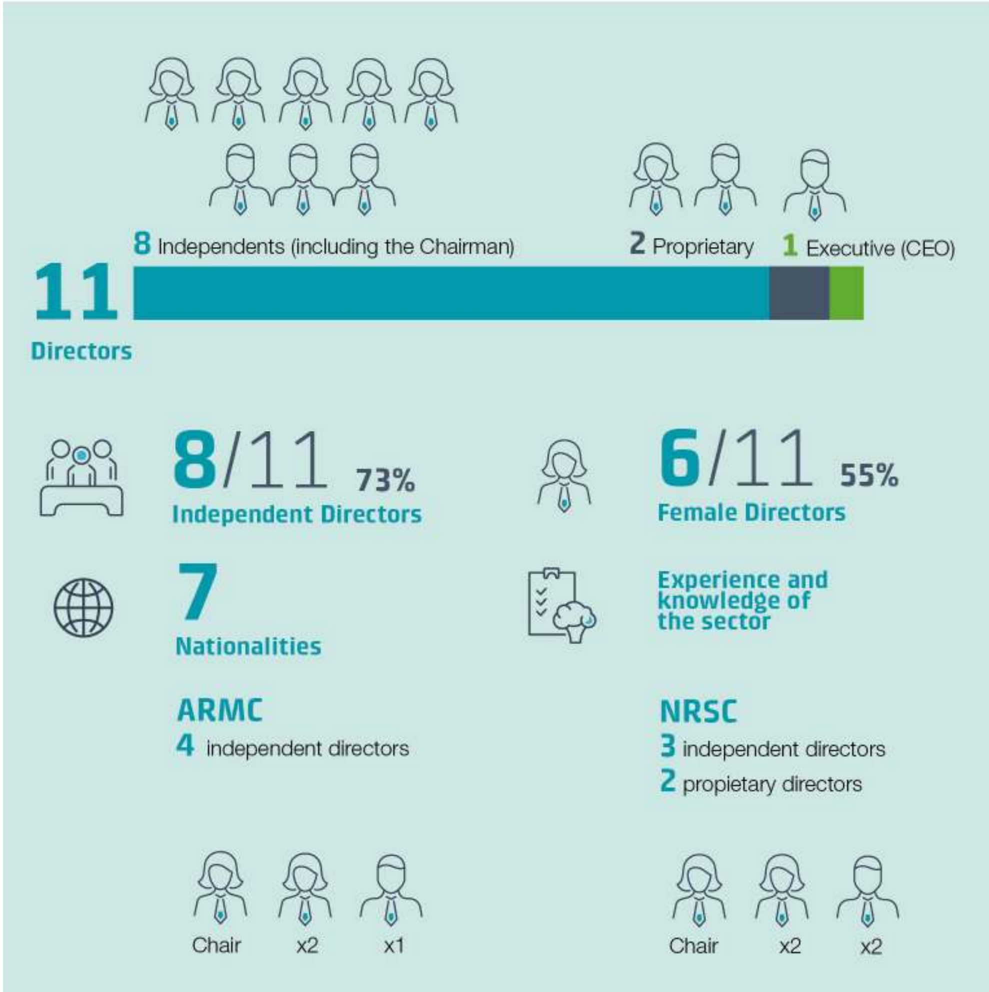
The changes made to the composition of the Board of Directors in 2022 include the following:

- Mr. Giampaolo Zambeletti did not stand for re-election as Director at the Meeting held on 28 April 2022.
- Ms. Ana García Fau joined the Board as a new independent director on 18 July 2022 to fill the vacancy on the company's Board of Directors that arose after Giampaolo Zambeletti did not stand for re-election. She is also Chair of the Audit and Risk Management Committee since December 15, 2022.

Additionally, in the 2022 Annual General Shareholders' Meeting 7 Directors were re-elected for the 3-year term specified in the Company's bylaws.

The Board of Directors meets on a regular basis to discuss and supervise the.company's performance and evolution. In 2022, 22 meetings of the Board of Directors were held, with an attendance of 97.47%.

The most up-to-date composition of the Board of Directors and its Committees is available on the Cellnex's corporate website: **Corporate Governance - Board of directors**.



The current composition of the Board of Directors of the Cellnex Telecom is as follows:

Independent Directors

Bertrand Boudewijn Kan has extensive professional experience in investment banking and focused on the telecoms, media and technology sector in particular. He spent most of his career at Morgan Stanley where he became a Managing Director and Head of the European Telecoms Group. Subsequently in 2006 he moved to Lehman Brothers, where he was Co-Head of the Global Telecoms Team and was a member of the European Operating Committee. In 2008, following the acquisition of Lehman Brothers by Nomura, he became Head of the Global Telecoms, Media and Technology Group at Nomura and was a member of the Investment Banking Global Executive Committee. He left investment banking in 2012. Among other responsibilities, in addition to the Cellnex Board, he is currently Chairman of the Board of UWC Netherlands. Bertrand Kan graduated with B.Sc. and an M.Sc. degrees in Economics from the London School of Economics.

Pierre Blayau is currently holding the position of Censor of FIMALAC, Senior Advisor of Bain & Company, Chairman of Harbour Conseils and Board member of Newrest. He was previously Chief Executive Officer of Pont à Mousson, PPR, Moulinex, Geodis, and Executive Director of SNCF. He has also served as Executive Director of La Redoute, as a member of the Board of Directors of FNAC, and Independent Director of Crédit Lyonnais and President of the Board of Directors of Areva and President of CCR (Caisse Centrale de Réassurance). Pierre Blayau is a Public Finance Inspector of the French Ministry of Finance, and graduated from the École Nationale d'Administration de Paris and the École Normale Supérieure de Saint-Cloud.

Leonard Peter Shore has extensive experience in the telecommunications and tech sector. He held the position of Chair of Arqiva in the UK (2007-2014). Shore was Group Managing Director at Telstra in Australia and in that role also a Director of Pay TV operator Foxtel, SMS Management and Technology, and OnAustralia. He has also been Chair of Uecomm, Lonely Planet Publications, the Hostworks Group, Unwired and Airwave, CEO of MyPrice (Aust/NZ), Managing Director of Media/Communications/Partners and a Director of Objectif Telecomunications Limited. He was furthermore a member of the Advisory Board of Siemens Australia. He also served as member of the UK Corporate Board of the National Society for the Prevention of Cruelty to Children and Board of the Australia-United Kingdom Chamber of Commerce. He is also currently Chairman of Gigacomm Pty Ltd, a private Australian broadband service provider. Leonard Peter Shore holds a degree in Applied Mathematics and Computing Science from the University of Adelaide. Other current professional activities and positions: Chair of Minnamurra Partners Pty Ltd y BlueJay Technologies Ltd.

Marieta del Rivero is independent director of Cellnex Telecom and Gestamp Automotive and a member of its sustainability committee. Non-executive Chair of Onivia. She is a member of the Advisory Board of Mutualidad de la Abogacía, member of the Board of the Spanish Executives Association and Co-Chair of Women Corporate Directors Spain. She has been global marketing director of Telefonica, deputy managing director to the digital commercial managing director of Telefónica, CEO of Nokia Iberia, senior advisor of Ericsson, partner of Seeliger & Conde and Chair of International Women´s Forum Spain. She was one of 'The 500 Most Influential Women in Spain' in 2018, 2019, 2020, 2021 and 2022 according to 'El Mundo'; she was one of 'The Top 100 Women Leaders 2018' by Mujeres & Cía, and she was recognized as the 'Best Executive 2017' by the Spanish Association of Business Women. She is the author of the book 'Smart Cities: a vision for the citizen'. Marieta del Rivero completed an AMP (Advanced Management Program) by IESE, an EP (Executive Program) by Singularity University California and is an executive coach certified by ECC and ICF. Marieta del Rivero is BA in Business Administration by University Autónoma of Madrid (UAM).

Anne Bouverot is currently Chairperson of the Board of Technicolor Creative Studios, as well as Senior Advisor of TowerBrook Capital Partners, Board member of Ledger and Chairperson of École Normale Supérieure in Paris. She is also Chairperson of Fondation Abeona, whose motto is "Championing Responsible AI", working on social impact of AI and digital technology. Previously she was CEO of Morpho, a biometrics and cybersecurity company (between 2015 and 2017) and general director of the GSMA (between 2011 and 2015). Prior to this she had a 19 years career with several management positions in the Orange/France Telecom group, the last of which was Executive Vice President of Mobile Services from 2009 to 2011. Anne Bouverot has a degree in Mathematics and a PhD in Artificial Intelligence from the École Normale Supérieure in Paris, and a degree in Engineering from Telecom Paris.

María Luisa Guijarro has worked most of her career in the Telefónica group, from 1996 until 2016, where she held positions including Global Marketing and Sponsorship Manager, CEO of Terra España, Director of Marketing and Business Development in Spain and, in her later years at the company, member of the Executive Committee in Spain as head of Strategy and Quality. She is non-executive Chair of Adamo Telecom, S.L. She has a degree in Economics from the Universidad Autónoma de Madrid.

Kate Holgate has extensive professional experience in a range of sectors including technology, professional and financial services, and real estate. Working predominantly in financial, corporate and crisis communications, Kate has worked in the United Kingdom and the Asia-Pacific region. A specialist in mergers and acquisitions and IPOs, she joined the international communications and public affairs consultancy Brunswick Group in 2000 becoming a partner in 2006. From 2019 until December 2020, she was Head of the company's Hong Kong office, and between 2013 and 2019 was based in Singapore after holding other senior positions at Brunswick Group's head office in London. In 1994 Kate joined Kleinwort Benson's Corporate Advisory Department and prior to that, worked for the UK Diplomatic Service, having graduated with an Honours degree in Physics from Oxford University.

Ana García Fau has developed her professional career in companies such as McKinsey & Company, Goldman Sachs, Wolff Olins, Telefónica Group and Hibü (Yell Group). During her professional career in Telefónica Group, she held several executive responsibilities in TPI Páginas Amarillas, as CFO and Managing Director of Corporate Development. At the same time, she was a member of the Board of Directors of several of its subsidiaries. At Yell/Hibü she was also CEO for Spain, Latin America and the US Hispanic market and a member of its International Executive Committee. She is currently an Independent director of the listed companies, Gestamp Automoción, Merlin Properties Socimi and JDE Peet´s (the Netherlands). She is also non-executive Chair of Finerge, S.A., a Portuguese renewable energy company, Independent director of Globalvía, SAU and member of several advisory boards of companies operating in the financial, insurance and technology sectors, amongst others, such as Salesforce and DLA Piper. She is also member of the Board of Trustees of the Fundación Universidad Comillas ICAI. In recent years, she has been a member of the Board of Directors as an independent director of Eutelsat and Technicolor, in France, and of Euskaltel. Ms. Ana García Fau has a degree in Law and in Economics and Business from the Universidad Pontificia Comillas (ICADE, E-3) in Madrid and an MBA in Business Administration from Massachussets Institute of Technology (MIT) (Boston, United States). Other current professional activities and positions: Member of the Board of Trustees of Mutualidad de la Abogacía, Pictet Iberia y Fremman Capital

Proprietary Directors

Christian Coco is Investment Director at Edizione Srl. He is also a director of Atlantia Spa, companies of Edizione Group, Benetton Srl and CEO of ConnecT Due. He began his professional career in strategic planning in the energy sector and in 2002 he joined Mediobanca in the acquisition finance department. From 2007 to 2011 he worked in private equity firms, focusing especially on investments in the infrastructure sector in Europe. Subsequently, and until joining the Edizione Group in 2015, he was head of Planning, Control and M&A of the CIR Group of the De Benedetti family. Christian Coco has an engineering degree from Milan Polytechnic, and a post graduate degree in Utility Companies from MIP Milan (Politecnico's Business School). Other current professional activities and positions: Non-executive Chairman of Benetton Group Srl.

Alexandra Reich has 20 years' experience in the telecommunications industry, after starting her career in investment banking. She is currently member of the Board of Directors of the Dutch company Delta Fiber, IKANO (IKEA) SEA, Salt SA, Switzerland, Speed-Connect Austria-Infinigate Germany (Infracapital) and Infinigate Holding Ad-Switzerland (Bridgepoint). She has been senior advisor at Telenor, as well as CEO of Telenor in Thailand – DTAC (from 2018 to 2020) and CEO of Telenor Hungary (from 2016 to 2018) as well as Chairperson of the Boards of Telenor Serbia and Telenor Bulgaria. She also held various management positions at Swisscom (between 2009 and 2016) and Sunrise (between 2007 and 2009) in Switzerland, and at Hutchison (between 2005 and 2007) and United Telecommunications (between 2004 and 2005) in her native Austria. Alexandra Reich has a degree in Business Administration and a Master degree from the Vienna University of Economics and Business Administration.

Executive Director

Tobias Martínez is the company's top-ranking executive (CEO) and sole director of the subsidiary Cellnex Finance Company, S.A.U. He joined Acesa Telecom (Abertis Group) in the year 2000, first as Board Member and Director General of Tradia, and subsequently of Retevisión. Before joining the Abertis Group, he headed his own business project in Information and Telecommunication Systems for more than 10 years. He studied Telecommunications Engineering and holds a Diploma in Top Management from the IESE Business School (PADE) and a Diploma in Marketing Management from the Instituto Superior de Marketing de Barcelona (Higher Institute of Marketing of Barcelona).

Non-Executive Secretary

Jaime Velázquez Vioque has a Law degree from the University of Extremadura and is a State Lawyer on leave from that post. He has extensive experience in Commercial Law, mainly in corporate merger and acquisition operations in regulated sectors and in matters related to corporate governance of companies. He is currently running an international law firm in Spain, which he joined in 2005. Previously, he served as secretary of the board of directors and director of legal advice of the Spanish Official Credit Institute (ICO), and general secretary of the council of the Telecommunications Market Commission (CMT). He has taken part in numerous talks and has also been an associate professor of Commercial Law at the Pompeu Fabra University in Barcelona.

Non-Directorial Vice-Secretary

Virginia Navarro Virgós is Global Corporate Governance – Legal M&A & Financing Director at Cellnex. Prior to that, she was Senior Manager of the Legal Department at Abertis Infraestructuras, where she spent ten years actively participating in the Group's M&A and financing projects, both national and cross-border. Previously, she worked at Linklaters in Spain as Associate in the Corporate Department, and in the legal department of Morgan Stanley. Virginia Navarro has a Law degree from Pompeu Fabra University (UPF) and a Master in International Legal Practice from Instituto de Empresa (IE).

BOARD OF DIRECTORS

Bertrand Boudewijn Kan
Chairman
Independent

Tobias Martinez
Chief Executive Officer
Executive

Pierre Blayau
Independent

Anne Bouverot
Independent

Marieta del Rivero
Independent

María Luisa Guijarro
Independent

Leonard Peter Shore
Independent

Christian Coco
Proprietary

Alexandra Reich
Proprietary

Kate Holgate
Independent

Ana García Fau
Independent

Jaime Velázquez
Secretary non-member of the Board

Virginia Navarro
Vice secretary non-member of the Board

● Audit and Risk Management Committee (ARMC)
● Nominations, Remunerations and Sustainability Committee (NRSC)

Committees of the Board of Directors

The other governing bodies of Cellnex are the Nominations, Remunerations and Sustainability Committee (NRSC) and the Audit and Risk Management Committee (ARMC) as delegated bodies.

The **Nominations, Remunerations and Sustainability Committee (NRSC)** is composed of five members (three independent and two proprietary). In 2022, 19 meetings were held with 98.90% attendance of all members. The functions of the NRSC include setting a representation target for the under-represented gender on the Board of Directors and developing guidance on how to achieve this target. It also reports to the Board of Directors on the non-financial information that the Company must disclose from time to time. It is also responsible for assessing and periodically reviewing the corporate governance system and the Company's Environmental, Social and Governance Policy, in order to ensure that they fulfil their mission of promoting corporate interests.

The **Audit and Risk Management Committee (ARMC)** is composed of four members, all independent. On 15 December 2022, Mr. Bertrand Boudewijn Kan submitted his resignation as a member of the Audit and Risk Management Committee to focus on his duties as Chair of the Board of Directors. Likewise, Mr. Leonard Peter Shore submitted his resignation as Chair of the Audit and Risk Management Committee for personal reasons and the Board of Directors agreed to appoint the independent director Mrs. Ana García Fau to replace Mr. Leonard Peter Shore as the new Chair of the Audit and Risk Management Committee. In 2022, 11 meetings were held with 100% attendance of all members. The ARMC's duties include reporting to the General Shareholders' Meeting on the outcome of the audit, explaining how the audit has contributed to the integrity of the financial and non-financial information and the role the Committee has played in that process. It also supervises and evaluates the process of preparation and presentation of financial and non-financial information, as well as the control and management systems for financial and non-financial risks relating to the Company.

The responsibilities and functioning of the ARMC and the NRSC are incorporated in the Board of Directors' Regulations.

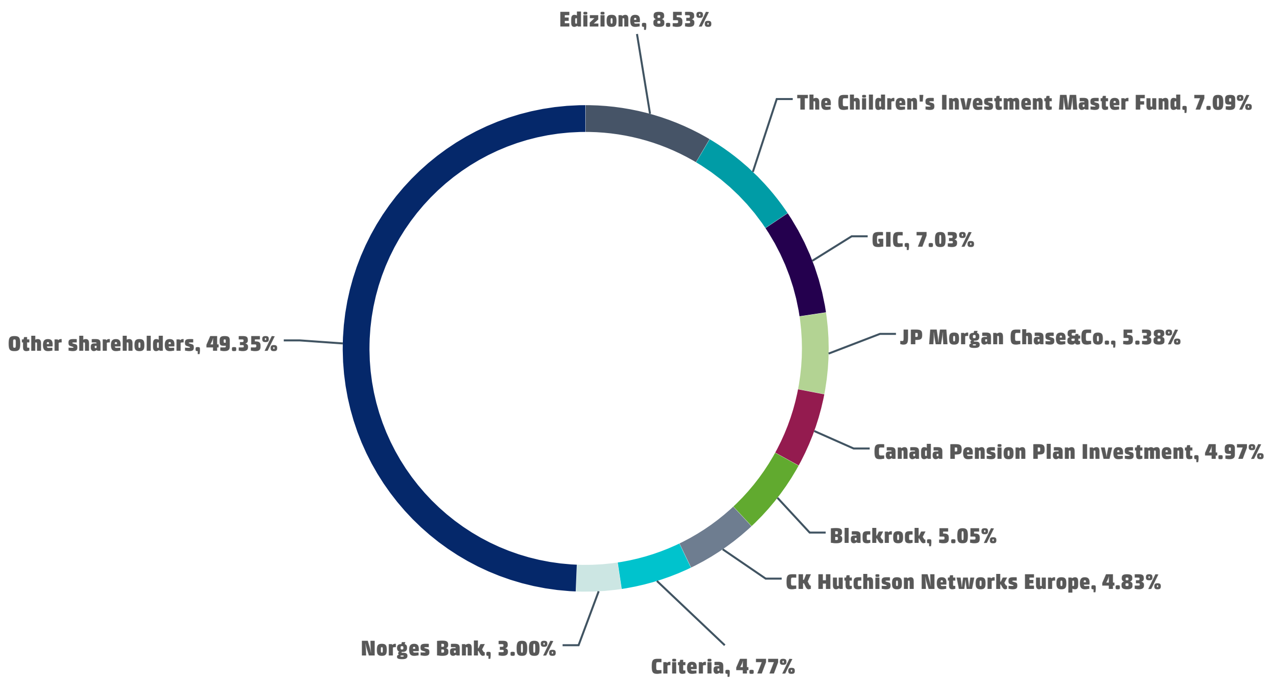
In accordance with article 529 *nonies* of the Spanish Companies Law, the Board of Directors carries out an annual assessment of the functioning of the Board and its committees. Based on the results of the assessment, an Action Plan is drawn up for the following year, which is approved by the Board of Directors.

In relation to the annual assessment of the Board and its Committees, the Good Governance Code of Listed Companies recommends that the assessment be carried out with an external advisor every three years. Although this assessment was due to be carried out internally this year, the Board of Directors has decided to carry out the assessment with an external advisor in order to comply with best Good Governance practice.

Shareholding structure

The current share capital of Cellnex Telecom S.A. is set at 176,618,843.75 euros, divided into 706,475,375 ordinary shares with nominal value of 0.25 euros each, belonging to a single class and series, fully subscribed and paid up. All the shares are ordinary and are represented by book entries, and the accounting record is kept by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal* (Iberclear). Cellnex Telecom S.A. is listed on the stock exchanges of Madrid, Barcelona, Bilbao and Valencia. It belongs to the General Procurement business segment.

The significant shareholders in Cellnex Telecom as of December 31, 2022 are:



Share capital
€176,618,843.75

Ordinary shares
706,475,375

The Committee of Ethics and Compliance has carried out an initiative to *update the criminal risk and controls matrix*

Ethics and Compliance

The Board of Directors and the Management of Cellnex are firmly committed to promoting a solid culture of compliance, ethics and integrity in the performance of all activities of the Cellnex Group, including professional members of the Group, representatives, suppliers and other third parties that provide services or in any way act in Cellnex's name or have any relationship with the Group.

In this context, the Committee of Ethics and Compliance ("CEC") is responsible for the proactive oversight in respect to ethics, and business integrity and for the effective functioning of the Cellnex compliance system, for which it has ample powers and independence in the execution of its functions. The Committee is governed by the Regulations of the Committee of Ethics and Compliance, the applicable law and other Cellnex Group corporate governance rules.

The Committee of Ethics and Compliance is an internal standing collegiate committee, linked to the Audit and Risk Management Committee of the Board of Directors of Cellnex Telecom, S.A., to which it reports. In accordance with the Regulations of the Committee of Ethics and Compliance, it has the following competencies:

- Ethical competencies as set out in the Cellnex **Code of Ethics** and in the **Policy of the Whistleblowing Channel.**
- Compliance competencies as set out in the **Corruption Prevention Procedure**, in the Role of Responsible criminal compliance Procedure and in the **Disciplinary System**.
- Internal Corporate Integrity Regulations competencies, as established in the document "Committee of Ethics and Compliance: Rule Zero".

The current composition of the **Ethics and Compliance Committee** is as follows:

- José Mª Miralles (Chairman). General Counsel - Global Legal and Regulatory Affairs
- Sergi Martínez (Secretary). Head of Global Internal Audit and Risk Control.
- Yolanda Menal. Global People Director.
- Daniela Sonno. Country Economic & Management Control Director of Cellnex Italy.
- Yvette Meijer. Deputy Country Managing Director at Cellnex Netherlands.

Crime Prevention and Detection Model

In 2020 Cellnex reviewed and updated its Crime Prevention Model (CPDM) to adapt it to the various legal provisions approved since the previous version of the Model, as well as to adapt to Cellnex's organisational changes.

Likewise, a report was issued based on the NIEA 3000 Standard "Assurance Engagements other than the audit or review of historical financial information", which establishes that Cellnex has an adequate and reasonable control environment to mitigate the commission of criminal offences that entail criminal liability of legal persons.

During 2022 Cellnex, in line with its ongoing commitment to review and update the identified criminal risks and foster the appropriate controls and measures to mitigate them, carried out an initiative to update the criminal risk and controls matrix, which had been defined with the collaboration of the Departments involved over the last few years, in order to subsequently integrate it into the tool that will support the review process: SAP GRC.

In this regard, in 2023 Cellnex will review, adapt and audit the Crime Prevention and Detection Model in order to bring it into compliance with the latest regulatory updates.

Corruption Prevention Procedure

The Corruption Prevention Procedure symbolises Cellnex's *commitment to combat corruption*

Cellnex has as one of its basic pillars the conduct of its business in an upright, honest, responsible, and transparent way, always following the principles of ethics in its business, and not tolerating any form of corruption.

In that connection, the current changing environment, the different geographical scopes where Cellnex carries out its activities and the constant relationship with third parties make it necessary for Cellnex to be fully committed to the fight against all forms of corruption, providing coverage of the main legal, reputational and economic risks to which it is exposed.

Consequently, Cellnex has developed a **Corruption Prevention Procedure (CPP)** designed to establish the principles that ought to be followed to combat corruption and provide a guide to be followed by all managers, employees, and governing bodies of Cellnex, as well as third parties, setting out appropriate standards of conduct regarding the prevention, detection, investigation, and redress of any corrupt practice within Cellnex.

The CPP therefore symbolises Cellnex's commitment to combat corruption, in line with the requirements laid down by the ISO 37001 standard. In this regard, no cases of corruption were identified in 2022, as was the case in 2021.

To reinforce the culture of compliance, ethics, and integrity, and to align with the requirements of UNE 19602, the Tax Compliance Committee, a specific body for Tax Compliance, was set up in 2021 within Cellnex Group. Furthermore, since 2020 Cellnex has adhered to the Code of Good Tax Practices.

In line with the desire for continuous improvement, with the help of an independent third-party expert, a Gap-Analysis Report was drafted on the content of the CPDM and the CPP and the proposals in relation to recommendations laid down by ISO 37001.

Moreover, during 2022 Cellnex continued working with a tool initially deployed as a pilot in 2021, that can automatically assess any compliance risk that Cellnex bears when contracting with third parties, such as customers or suppliers, with the aim of avoiding any kind of damage arising from relationships with such parties.

This tool helps monitor data such as the presence on an international sanctions list of entities related to Cellnex, to treat its administrators as politically exposed persons, or if a company appears in the media or social network for reasons related to corruption, money laundering or tax evasion.

Finally, during 2022 the CPP was updated in correlation with all the other actions carried out by the Committee of Ethics and Compliance, aligning its content with the undertakings and regulations set out in the other policies.

Code of Ethics

Two new policies have been created to improve the Cellnex ethics body of law and *comply with the*

ISO 37001,

the Gifts and Hospitality Policy and the Conflict of Interest Policy.

The Code of Ethics constitutes a set of mandatory rules which explains, in a systematic and explicit way, the standards, principles, basic responsibilities and principles that must govern/lead in Cellnex.

This **Code of Ethics** is based on Cellnex's own culture and aims to establish the guidelines to be followed when doing business and the conduct of persons subject to it, who must know and expand them, to always ensure ethics and transparency in business.

Specifically, the main objectives of the Code of Ethics are as follows:

- To establish general and minimum standards of conduct
- To define a mandatory ethics framework of reference. This framework must govern the work and professional behaviour of those who are subject to the Code of Ethics.
- To create a new Code of Ethics that functions as a reference for interest groups that are in some way related to the various parties connected to Cellnex (staff, suppliers, customers, shareholders, associates, etc.)

All persons subject to the code must be familiar with the Cellnex Code of Ethics; Cellnex Telecom must post the Cellnex's Code of Ethics, and the internal guidelines and implementing rules on its corporate website and Intranet network, Furthermore, every person who joins Cellnex and is considered to be subject to the Code of Ethics, will be handed a copy of it by the Human Resources Management team, in this case as internal implementing guidelines and rules. Likewise, when Cellnex contacts its interest groups, it must notify the existence of this Code of Ethics, its implementing rules, and the mandatory nature of its agreement in all aspects it may affect.

In view of the territorial expansion and evolution of Cellnex over the past two years, during 2022 the Committee of Ethics and Compliance worked on an updated version of the Cellnex Code of Ethics, with the aim of standardising the ethical policies for a coherent and cross-referenced internal body of law, applicable to the whole Group.

Along the same lines, two new policies have been created to improve the Cellnex ethics body of law and comply with ISO 37001: the Gifts and Hospitality Policy and the Conflict of Interest Policy.

Both aspects were previously regulated under the Cellnex Code of Ethics and, during 2022, were developed into their respective independent policies to reinforce the anti-corruption culture within Cellnex.

Cellnex strives to forge business relationships based on honesty and transparency, rejecting any conduct that might be aimed at gaining preferential treatment in the public as well as in the private sector.

For this reason, the purpose of the Gifts and Hospitality Policy, applicable to all subject persons under the Cellnex Code of Ethics, is to avoid and prevent the offering, provision, or acceptance of gifts, hospitality, or similar benefits, whenever they are or might be construed as an act of bribery or corruption.

A conflict of Interest does not of itself constitute fraud; but it is a strong indicator of a potentially fraudulent situation. Accordingly, and without prejudice to the applicable Legislation, having a Conflict of Interest Policy within the company, also applicable to all persons subject to the Cellnex Code of Ethics, is of the utmost importance for protecting Cellnex's governance principles of transparency and impartiality, and to raise awareness to prevent conflicts between professional duties and private interests.

The aforementioned policies, along with the update of the Code of Ethics, were approved by Cellnex's Board of Directors in January 2023.

Whistleblowing channel

The Whistleblowing Channel is *accessible through 4 main channels*

The Cellnex Group, as part of its mission to foster a robust culture of compliance, has updated its complaints channel, the "Whistleblowing Channel" to comply with the EU Whistleblower Directive and reinforce the confidentiality and anonymity features.

The Cellnex **Whistleblowing Channel** is a communication tool accessible to anyone subject to its Code of Ethics and any other third party making use of it which allows them to report, in good faith, without fear of reprisals, confidentially and anonymously, any kind of infringement of current legislation and/ or other internal regulations that they may notice within Cellnex.

Through the Whistleblowing Channel, all persons concerned and stakeholders may:

- Submit any query they may have regarding the interpretation of the Code of Ethics and other internal rules.
- Report conduct that might involve non-compliance with the Code of Ethics, internal rules or, in general, legislation in force applicable to the Group (notably, crimes and irregularities relating to financial and accounting, labour or human rights aspects).

Both staff of the Cellnex Group and third parties with whom the Group has any type of relationship must cooperate in the early detection and notification, via the Whistleblowing Channel, of any conduct that might entail a breach of the applicable regulations, especially where such conduct might give rise to criminal liability for Cellnex.

With this purpose in mind, and in order to guarantee and safeguard greater independence and confidentiality for potential Whistleblowers, the management of the Whistleblowing Channel is outsourced to an independent third-party expert, the Channel Manager.

The Whistleblowing Channel is easily accessible as follows:

- Through the Cellnex Group Intranet;
- Through the e-mail address es_cellnex.whistleBchannel@pwc.com, by filling out the form provided on the Intranet;
- By post for the attention of the Channel Management Offices: Torre PwC. Paseo de la Castellana, 259 B – 28046 Madrid (Spain), and by
- Phone to the following number: +34 915 685 340.

In this regard, a Group-wide awareness campaign was carried out consisting of four different communication campaigns using Intranet features (banners, "Did you know?", emails to staff).

The number of communications received through the Whistleblowing Channel in 2022 was nine (seven in 2021). Three of those communications were registered by the Channel Manager. None of the communications received were related to human rights violations, corruption nor tax.

2.2 Global Management Systems

Integrated Management System

Cellnex has developed a Global Integrated Management System to integrate: quality, environment and health and safety. In addition to these three pillars, further management systems will be added in future. Cellnex also has a Global Information Security Management System, which is expected to be integrated into the Global Integrated Management System over the next year.

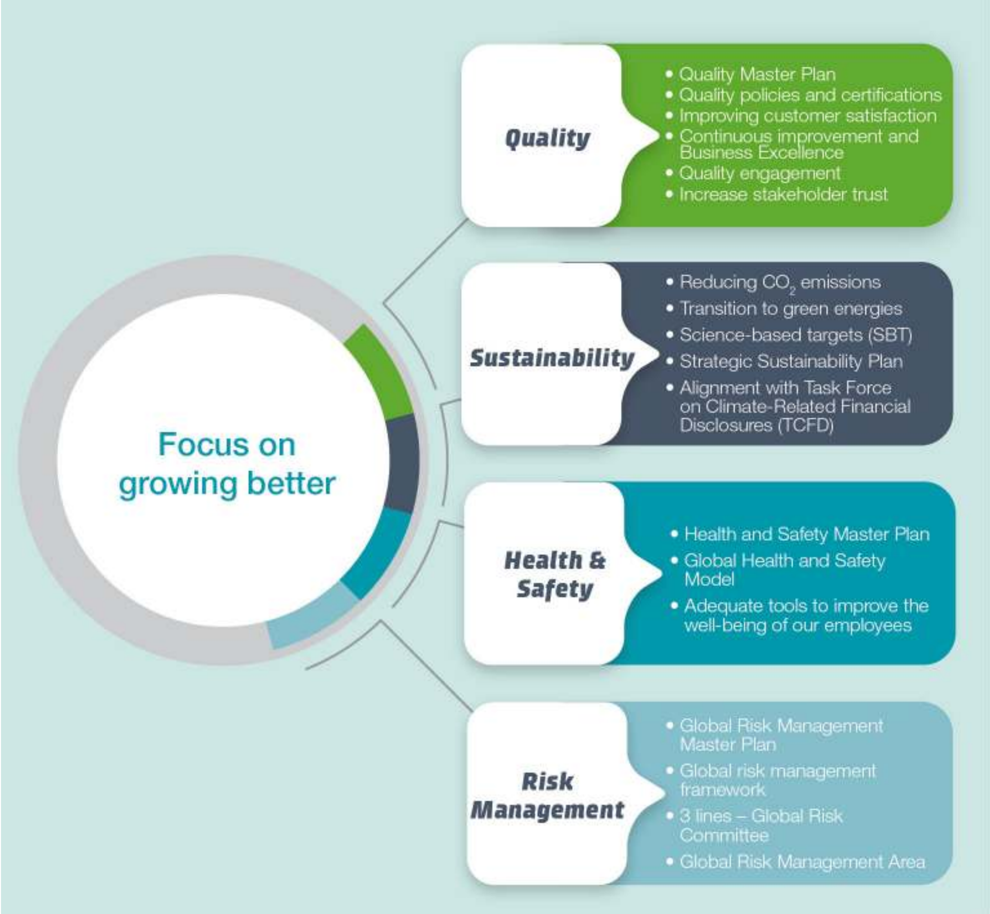
The Global Integrated Management System serves as a framework for adopting a systematic approach to the implementation of processes to ensure their effectiveness; establishing procedures to ensure the quality of the services provided; ensuring that business is conducted in accordance with the requirements set out in the reference standards on quality, environment, health and safety at work and information security, as well as the legislation in force; and, obtaining ISO standard certifications for Cellnex.

In this way, the Global Integrated Management System enables new business opportunities, facilitates the implementation of the Cellnex Industrial Model, enables continuous improvement and stakeholder engagement.

The Global Integrated Management System is currently implemented and certified in seven of Cellnex's business units plus Corporate. This means that the geographical scope of certification is currently France, Ireland, Portugal, Switzerland, the Netherlands, the United Kingdom and Poland, the latter two being the new business units included in the scope of global certification during 2022.

Moreover, Italy and Spain also have implemented and certified management systems which, owing to their maturity, they maintain locally. Integration into the Global Integrated Management System is planned for the coming years.

Considering the Information Security Management System, this system was the first to be certified globally at Cellnex in 2019 and since then we have been working to include all the business units of the Cellnex footprint in the scope of the system. In 2022, three new countries: Austria, Denmark and Sweden were included in the scope of certification. With these additions, there are now 11 certified countries plus the Corporation: Spain, Italy, Switzerland, Netherlands, France, United Kingdom, Ireland, Portugal, Austria, Denmark, Sweden and the Corporation.



Quality and certifications

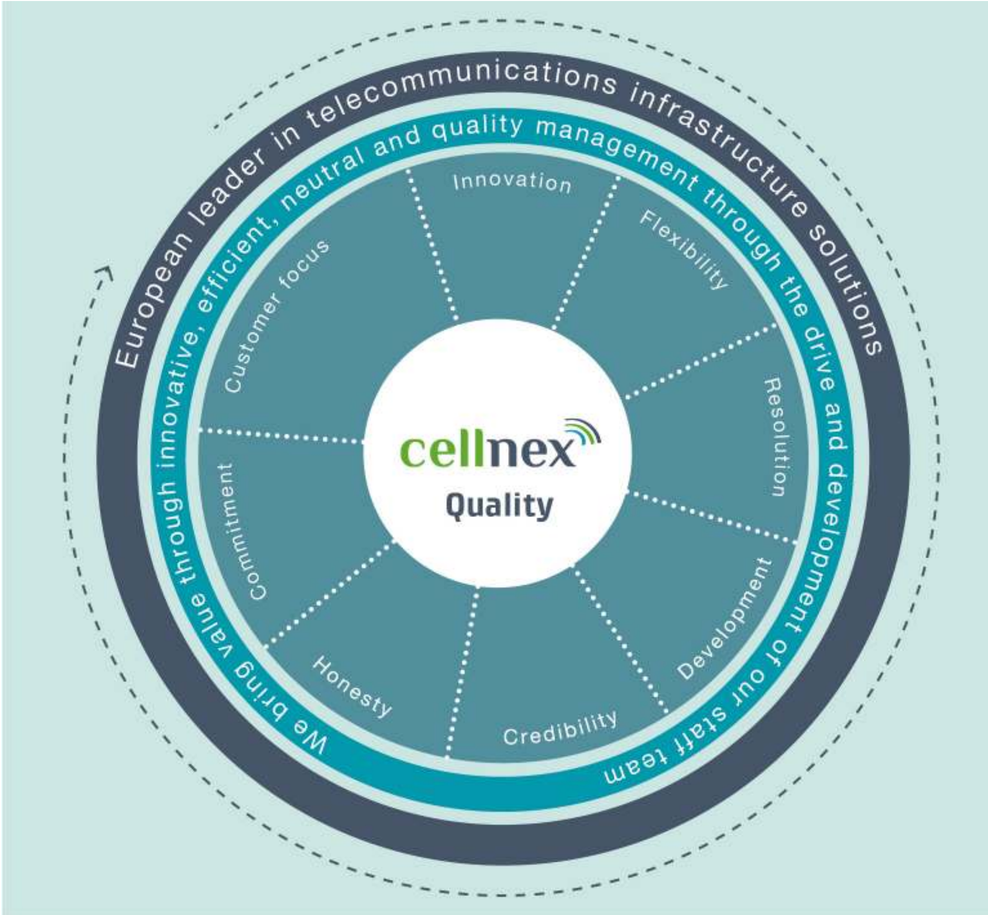
Quality

"Being a company certified in internationally recognised standards helps Cellnex to provide high-quality services and to forge strategic alliances, gives confidence to our main stakeholders, and offers new opportunities that promote our business and growth in a sustainable way."

Anna Villa, EHS-Q EXPERT - Cellnex Corporate

Cellnex Group has a **Global Quality Policy** which its basic principle is to provide high-availability and high-quality services as a neutral operator of wireless telecommunications infrastructures. In this sense, the Board of Directors established the Quality and Certifications strategy and its commitment to the application of best practices in the countries in which the Company operates and on the basis of international reference standards.

Quality enhances Cellnex's brand and reputation, protects it against risks, increases its efficiency, boosts its profits and positions it to continue growing in a strong and sustainable way, all focused on the customer experience and the confidence of Cellnex's stakeholders. Through Quality, Cellnex contributes to its sustainable development and is consistent with the Company's mission, vision, values, objectives and strategy.



Quality enhances Cellnex's brand and reputation, protects it against risks, increases efficiency, boosts its profits and positions it to continue growing

Cellnex's quality objectives are to promote a quality culture through Cellnex values, awareness and training at all levels, to achieve the highest levels of quality and commitment to the customer, to enhance the perception of stakeholders by innovating and improving products and services, to ensure quality throughout the value chain and supply chain, to promote a culture of continuous improvement by guaranteeing methodologies and procedures to ensure that improvement opportunities that arise are properly managed, and to lead exemplary practices to commit to all the Sustainable Development Goals. Against this background, Cellnex focuses on stakeholder needs and expectations, offers high-quality services, satisfies customers and continuously improves its services and management using a Plan-Do-Check-Act model.

In accordance with the Global Quality Policy, Cellnex devised a two-year Quality Master Plan (2021-2022) applicable to the whole company. This Quality Master Plan is defined on the basis of five strategic lines: Customer centric; Continuous improvement and business excellence; Leadership and commitment; Interest groups; Continuous evaluation. These strategic lines are split into seven initiatives.

Certifications

Implementing a Global Management System that encompasses all Cellnex's business units makes the maintenance and renewal of certifications more efficient because it involves a single certification process. In addition, it takes advantage of synergies and eliminates redundancies. Accordingly, based on the Global Integrated Management System, the Quality and Certifications Department has focused its work on implementing global certifications in non-certified countries. To do so, Cellnex has a Certification Catalogue that is used as a tool that indicates the exact certification status of all business units and their expiration year.

During 2022, the Quality & Certifications Department worked jointly with the business units on the maintenance of the certifications of the countries included within the scope of the Global Integrated Management System, which as already mentioned are: France, Ireland, Portugal, Switzerland, the Netherlands and Corporate. In addition, two new countries were included in the scope of global certification this year: Poland and the United Kingdom; the UK moved from a local Integrated Management System to the Global one.

In addition to global certifications, Cellnex is certified locally under other international standards such as energy efficiency (ISO 50001), service management (ISO 20000-1), National Security Scheme for the Smart Brain service in Spain, and SA 8000 Social Responsibility, Gender Equality and EASI Model in Italy.

Standard	Expiry date												
ISO 9001 Quality Management System	2025	2025	2024	2025	2025	2025	2025	2025	2025	2025			
ISO 14001 Environmental Management System	2025	2025	2023	2025	2025	2025	2025	2025	2025	2025			
ISO 45001 Occupational Health & Safety Management System	2025	2025	2025	2025	2025	2025	2025	2025	2025	2025			
ISO 27001 Information Security Management System	2026	2026	2026	2026	2026	2026	2026	2026	2026		2026	2026	2026
ISO 14064 Carbon Footprint	2024	2024	2024	2024	2024	2024	2024	2024	2024	2024	2024	2024	2024
ISO 14046 Water Footprint	2024	2024	2024	2024	2024	2024	2024	2024	2024	2024	2024	2024	2024
SA 8000 Social Responsibility			2024										
UNI/PdR 125:2022 Gender equality			2025										
Modello EASI			2023										
ISO 50001 Energy		2023											
ISO 20000-1 Service Management		2023											
National Security Scheme - Smart Brain		2024											

Cellnex operates in accordance with *international reference standards* and voluntary initiatives

The Global Risk Management function is based on *anticipation, independence and commitment*

Risk Management

On 27 April 2022 the Cellnex Board of Directors amended the **Global Risk Management Policy** for all Cellnex Group companies. The approval of this policy also established the strategy for Global Risk Management and its commitment to the application of best practices in the countries in which the Company operates, based in turn on international reference standards.

Cellnex operates in accordance with international reference standards and voluntary initiatives that include, among others:

- The Sustainable Development Goals (SDGs).
- The 10 principles of the United Nations Global Compact.
- The United Nations Guiding Principles on Business and Human Rights.
- The United Nations Principles for Social Investment.
- The OECD Guidelines for Multinational Enterprises.
- The Global Reporting Initiative (GRI) guidelines.
- The Tripartite Declaration of Principles on Multinational Enterprises and Social Policy of the International Labour Organization (ILO).

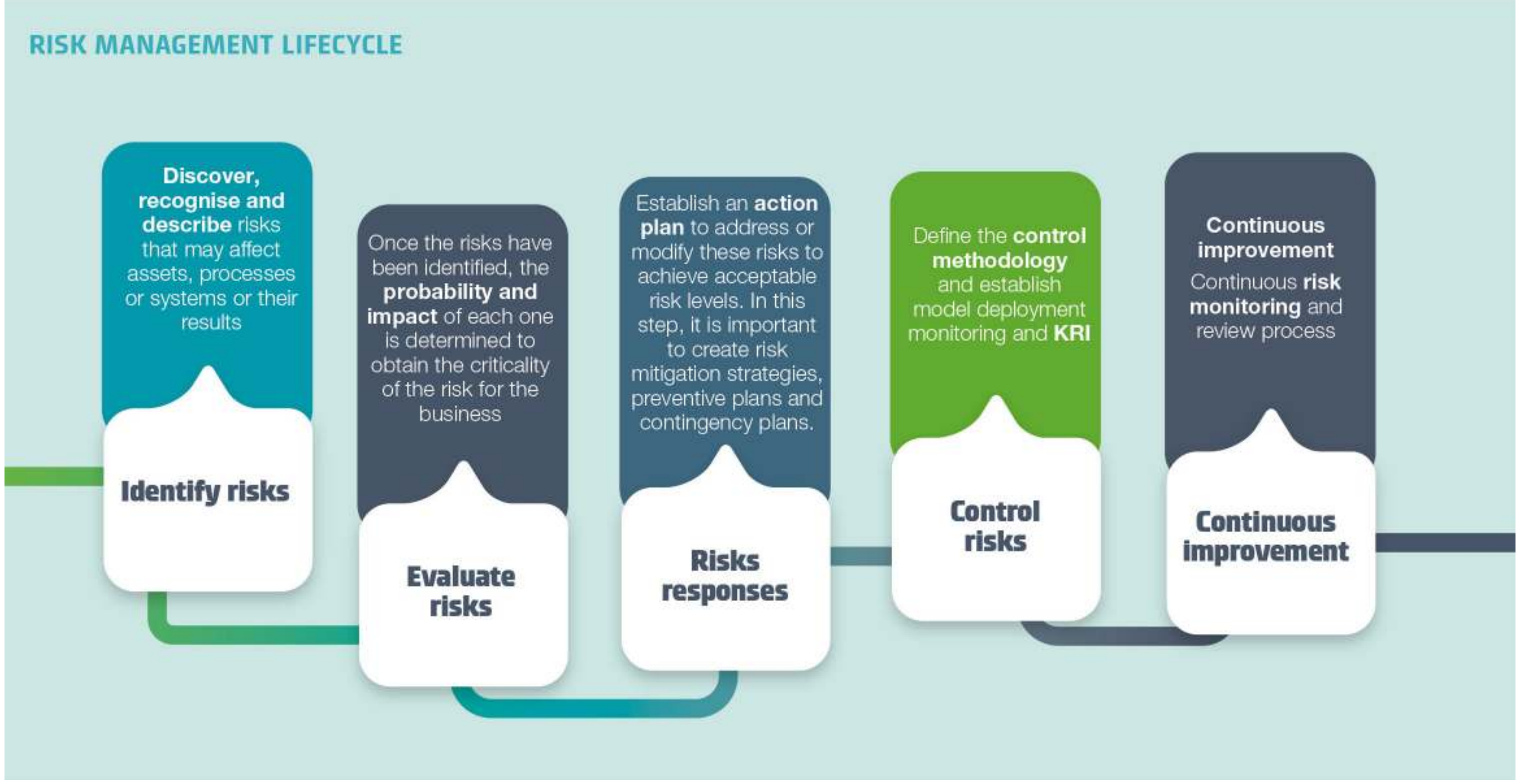
Likewise, the provisions of the Company's global Integrated Management System and the requirements of the ISO standards in which it is going to be certified in terms of risk management are also taken into account. In that connection, the Global Risk Management Policy highlights the Company's efforts to mitigate the inherent risks that may affect the business, thus guaranteeing the continuity of each of its projects and actions. It also promotes the creation of sustained value in the short, medium and long term for all the company's stakeholders, while demonstrating its commitment to reducing adverse impacts on economic activity.

The Cellnex Board of Directors has focused its work on defining the risk management strategy, supervising its application and monitoring it, as well as promoting best corporate governance practices. As a function entrusted by the Board of Directors, the Audit and Risk Management Committee (ARMC) supervises the effectiveness of the Global Risk Management Model and the information provided to third parties, and must ensure that the risk management framework identifies, prioritises, controls, monitors and reports them properly. Moreover, in 2022 a new Global Risk Committee was established, formed by all functional Corporate departments, advised by the internal audit unit; this Committee meets quarterly.

The Global Risk Management department is the main one responsible for the optimal deployment of the risk management methodology within the organisation, ensuring monitoring and compliance. The Global Risk Management function is based on anticipation, independence and commitment to the Group's business objectives, guaranteeing the robustness of the Global Risk Management Model through a risk assessment methodology aligned and adapted to the needs of the risk function and of the Company.

Risks are events that may have an impact on the achievement of the strategic objectives established by the Board of Directors, so these must always be considered for risk management in order to guarantee the resilience of the organisation.

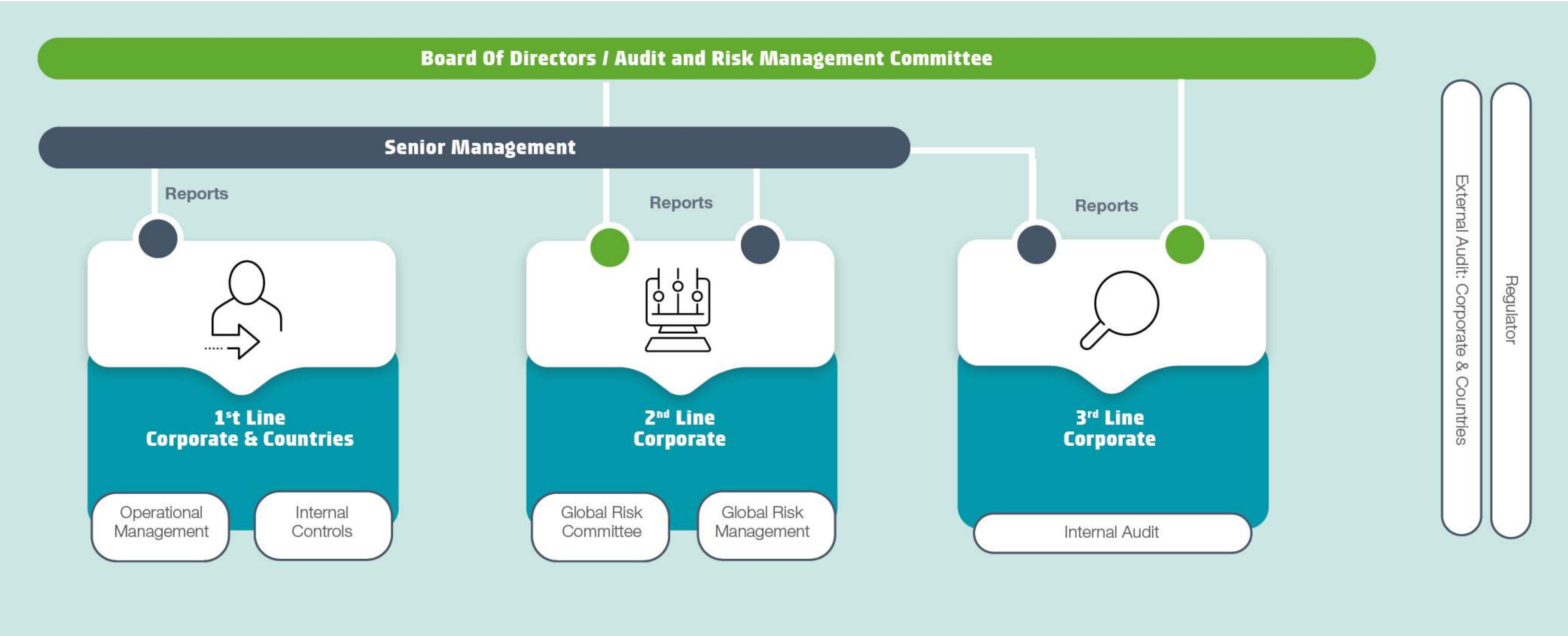
1. **Identify the risks**: identification and preparation of the risk inventory. Risks are classified using the four categories of the COSO methodology:
   - **Strategic**: risks that affect the business strategy or strategic objectives of any company.
   - **Operational**: risks of potential losses resulting from the inadequacy of the operations processes, as well as the people, equipment and systems that support those processes.
   - **Financial and reporting**: risks that have a direct impact on the financial and reliability variables of the Cellnex Group.
   - **Legal and compliance**: risks related to legal or administrative sanctions, significant financial losses or loss of reputation owing to non-compliance with laws, regulations, internal rules or codes of conduct applicable to the business.
2. **Assess risks**: carry out an assessment of the risks identified both at corporate level and in the business units. Risks are assessed considering their impact, and the probability of their occurrence. The potential impact of a risk should be considered on the basis of the following variables:
   - **Economic (40%)**: Impact on the company's expected revenues.
   - **Operational (40%)**: Interruption of processes with a finite or indefinite impact over time, as well as possibly affecting relations with third parties.
   - **Reputational (20%)**: Impact on the media and/or shareholders, with consequent media coverage at local, national and/or international level, which leads in turn to a number of liability actions.
3. **Define risk responses**: definition of a response to address or mitigate these risks in order to achieve acceptable risk levels. The possible answers are framed in the options indicated as follows: avoid, transfer, accept and reduce. If the answer is reduce, define internal controls where possible.
4. **Monitor risks**: check that risk levels, once a risk response has been applied, match the risk appetite defined by the organisation.
5. **Continuous improvement**: continuous monitoring and review of the process to achieve improvements in the risk management life cycle.



In order to carry out correct risk management, it is important to analyse both the possible external and internal factors that could lead to an event having an impact on the Cellnex Group's objectives.

The governance of the Global Risk Management Model is configured taking the best international practices as a reference. It is based on a combined assurance around the Three Lines Model, providing an integrated vision of how the different parts of the Cellnex Group organisation interact effectively and in a coordinated manner, making the Group's risk management and internal control processes more efficient.The Global Risk Management framework is based on the application of the Three Lines Model:

- **First Line**: all the functional departments of the Cellnex Group, both in the corporation and in the business units, are the owners and responsible for identifying, assessing, monitoring and mitigating risks, as well as maintaining effective internal controls.
- **Second Line**: The Risk Management function facilitates and supervises the implementation of effective risk management practices and supports the definition of target risk exposure and the communication of risk information throughout the Group. The Global Risk Committee ensures adequate risk coverage by promoting a risk culture in the Company. All functional departments are represented in the Global Risk Committee.
- **Third Line**: Internal Audit provides an independent guarantee to the Board of Directors, the Audit and Risk Management Committee (ARMC) and Senior Management on the effectiveness with which the Cellnex Group assesses and manages its risks, validating how the First and Second Lines operate.



For day-to-day operational risk management at Cellnex, the Risk Management Department implemented a Global Risk Management Master Plan 2021-2023. All initiatives identified for 2022 have been completed. One of these relates to the SAP GRC, where the activities carried out in 2022 were:

- The implementation of the Process Control module during the first half of 2022, with the launch of the Tax controls campaign.
- The implementation of the Risk Management module during the second half of 2022, which will include the Company's Risk Map.
- The implementation of the Audit Management module during the first half of 2023, relating to Internal Audit.

Regarding the Business Continuity Management System, in 2022, work was done to establish the Framework (Business Continuity policy, BIA of products and services, critical processes and activities, necessary resources, etc.), and during 2023 work will be done with some Business Units to deploy the business continuity management system after adapting it to their needs.

Regarding the Risk Management Communication Plan, training and awareness-raising actions on the new risk management methodology were carried out in 2022, with the Risk Partners, to support them as Second Line. In addition, training and awareness-raising actions on the new risk management methodology were also carried out in the corporate departments during the risk assessment process.

Cellnex has been recognised for its good practices in financial information

Cellnex has received the award for good practices in financial information from the Catalan Association of Accounting and Management (ACCID), an entity founded by the College of Economists of Catalonia and the College of Chartered Accountants of Catalonia. The Award, presented at the 19th edition of the ACCID Awards, recognises the quality and transparency of the Company's annual report. Specifically, it values information on the situation and risk management, intangible assets (including intellectual capital), the environment and the social dimension, among others.

There follows a list of the main risks that may affect Cellnex Group business and the achievement of its objectives.

Risk category	No.	Risk
Strategic risks	I)	Risks related to the environment in which the Group operates and risks stemming from the specific nature of its businesses.
	II)	Risks of increasing competition.
	III)	The Group’s status as a “significant market power” (SMP) operator in the digital terrestrial television (DTT) market in Spain imposes certain detrimental obligations on it compared with its competitors.
	IV)	Industry trends and technological developments may require the Group to continue investing in adjacent businesses to telecommunication towers, such as fibre, edge computing and small cells.
	V)	Spectrum is a scarce resource and it is highly dependent on political decisions. Access may not be secured in the future, which would prevent the Group from providing a high portion of its services in accordance with its plans.
	VI)	Risk related to a substantial portion of Group revenue being derived from a small number of customers.
	VII)	Risk of infrastructure sharing.
	VIII)	Risk of non-execution of the entire committed perimeter.
	IX)	The expansion or development of the Group's businesses, including through acquisitions or other growth opportunities, involve a number of risks and uncertainties that could adversely affect operating results or disrupt operations.
	X)	Risks inherent in the businesses acquired and the Group’s international expansion.
	XI)	Risk related to the non-control of certain subsidiaries.
	XII)	Risks related to execution of Cellnex's acquisition strategy.
	XIII)	Regulatory and other similar risks.
	XIV)	Litigation.
	XV)	Risk related to the Parent Company’s significant shareholders’ interests differing from those of the Group.
Operational risks	XVI)	Risks related to the industry and the business in which the Group operates.
	XVII)	Risk of not implementing the strategic sustainability plan.
	XVIII)	Risks related to maintaining the rights over land where the Group’s infrastructures are located.
	XIX)	Failure to attract and retain high quality personnel could adversely affect the Group’s ability to operate its business.
	XX)	The Group relies on third parties for key equipment and services, and their failure to properly maintain these assets could adversely affect the quality of its services
Financial risks	XXI)	Financial information.
	XXII)	Expected contracted revenue (backlog).
	XXIII)	Foreign currency risks.
	XXIV)	Interest rate risk.
	XXV)	Credit risk.
	XXVI)	Liquidity risks.
	XXVII)	Inflation risk.
	XXVIII)	Risk related to the Group's indebtedness.
	XXIX)	The Parent Company cannot guarantee that it will be able to implement its Shareholders' Remuneration Policy or to pay dividends (and even if it were able to, that it would do so).
Compliance risks	XXX)	Fraud and compliance risks.
	XXXI)	Risk associated with significant agreements signed by the Group that could be modified due to change-of-control clauses.

Further detailed information, please see **Annex 1. Risks.**

2.3 Financial information

Milestones and key figures for 2022

The year that ended on 31 December 2022 highlighted a unique combination of defensive and high-quality structural growth with limited exposure to COVID-19 and the Russian invasion of Ukraine, which was possible through consistent and sustainable organic growth, solid financial performance and a tireless focus on integration.

Alternative Performance Measures

An Alternative Performance Measure (APM) is a financial measure of historical or future financial performance, financial position, or cash flows, other than a financial measure defined or specified in the applicable financial reporting framework.

Cellnex believes that there are certain APMs, used by the Group's Management in making financial, operational and planning decisions, which provide useful financial information that should be considered in addition to the financial statements prepared in accordance with the applicable accounting regulations (IFRS-EU), in assessing its performance. These APMs are consistent with the main indicators used by the community of analysts and investors in the capital markets.

In accordance with the provisions of the Guide issued by the European Securities and Markets Authority (ESMA), in force since 3 July 2016, on the transparency of Alternative Performance Measures, Cellnex provides below information on the following APMs: Adjusted EBITDA; Adjusted EBITDA Margin; Gross and Net Financial Debt; Capital Expenditures; Net Payment of Interest; Available Liquidity, Recurring Leveraged Free Cash Flow and Free Cash Flow.

Adjusted EBITDA, Recurring Leveraged Free Cash Flow and Capital Expenditures indicators are Alternative Performance Measures ("APM") as defined in the guidelines issued by the European Securities and Markets Authority on 5 October 2015 on Alternative Performance Measures (the "ESMA Guidelines").

The definition and determination of the aforementioned APMs are disclosed in the accompanying Consolidated Management Report and are therefore validated by the Group auditor (Deloitte). The CNMV also conducted a review of the APMs as of December 2021.

The Company presents comparative financial information from the previous year as detailed in Note 2.e to the accompanying consolidated financial statements.

1. Adjusted EBITDA

This relates to the "Operating profit" before "Depreciation, amortisation and results from disposals of fixed assets" and after adding back certain non-recurring expenses (such as COVID donations, redundancy provision, extra compensation and benefit costs, and costs and taxes related to acquisitions, among others), certain non-cash expenses (such as LTIP remuneration payable in shares, among others) and advances to customers.

The Group uses Adjusted EBITDA as an indicator of the operating performance of its business units and it is widely used as an evaluation metric among analysts, investors, rating agencies and other stakeholders. At the same time, it is important to highlight that Adjusted EBITDA is not a measure adopted in accounting standards and, therefore, should not be considered an alternative to cash flow as an indicator of liquidity. Adjusted EBITDA does not have a standardised meaning and cannot therefore be compared with the Adjusted EBITDA of other companies.

One commonly used metric that is derived from Adjusted EBITDA is Adjusted EBITDA margin, as described below.

		Thousands of euros
Adjusted EBITDA	**31 December 2022**	**31 December 2021 restated**
Broadcasting infrastructure	223,497	218,290
Telecom Infrastructure Services	3,159,629	2,211,789
Other Network Services	112,054	102,720
Operating income[6]	**3,495,180**	**2,532,799**
Staff costs[7]	(270,383)	(300,357)
Repairs and maintenance[8]	(91,969)	(79,708)
Utilities[8]	(283,085)	(159,080)
General and other services[8]	(298,733)	(249,153)
Depreciation, amortisation and results from disposals of fixed assets[9]	(2,320,694)	(1,676,323)
Operating profit	**230,316**	**68,178**
Depreciation, amortisation and results from disposals of fixed assets[9]	2,320,694	1,676,323
Non-recurring expenses [10]	75,983	172,941
Advances to customers[10]	3,442	3,269
Adjusted operating profit before depreciation and amortisation charge (Adjusted EBITDA)	**2,630,435**	**1,920,711**

As at 31 December 2022 and 2021, respectively, the amounts were as follows:

Non-recurring and non-cash expenses, and advances to customers at 31 December 2022 and 2021 are set out below (see Note 20.d to the accompanying consolidated financial statements):

i. COVID donations, which relate to a financial contribution by Cellnex to various institutions in the context of the coronavirus pandemic (non-recurring item), amounted to EUR 1,832 thousand (EUR 3,880 thousand in 2021).

[6] See note 20.a to the accompanying consolidated financial statements.
[7] See note 20.b to the accompanying consolidated financial statements.
[8] See note 20.c to the accompanying consolidated financial statements.
[9] See note 20.e to the accompanying consolidated financial statements.
[10] See note 20.d to the accompanying consolidated financial statements.

ii. Redundancy provision, which mainly includes the impact at 2022 and 2021 year-end derived from the 2021 reorganisation plan detailed in Note 19.b to the accompanying consolidated financial statements (non-recurring item), amounted to EUR 3,367 thousand (EUR 80,870 thousand at 2021 year-end).

iii. LTIP remuneration payable in shares, which corresponds to the LTIP remuneration accrued at the year-end related to the LTIP 2019-2021, which is payable in Cellnex shares (see Note 19.b to the accompanying consolidated financial statements, non-cash item), amounted to EUR 16,649 thousand (EUR 10,724 thousand at 2021 year-end), and extra compensation and benefits costs, which corresponds to an extra non-conventional bonus for the employees (non-recurring item), amounted to EUR 418 thousand (EUR 1,731 thousand at 2021 year-end).

iv. Advances to customers, which Includes the amortisation of amounts paid for sites to be dismantled and their corresponding dismantling costs, amounted to EUR 3,442 thousand (EUR 3,269 thousand at 2021 year-end). These costs are treated as advances to customers in relation to the subsequent services agreement entered into with the customer (mobile telecommunications operators ("MNOs")). These amounts are deferred over the life of the service contract with the operator as they are expected to generate future economic benefits in existing infrastructures (non-cash item).

v. Costs and taxes related to acquisitions, which mainly includes taxes and ancillary costs incurred during the business combination processes (non-recurring item), amounted to EUR 53,717 thousand (EUR 75,735 thousand at 2021 year-end).

During 2022 Cellnex carried out several business combinations. If all the business combinations carried out during 2022 had been completed by 1 January 2022 and had been fully consolidated for the full year ended on 31 December 2022, the Adjusted EBITDA would have amounted to some EUR 2,852 million and the payments of lease instalments in the ordinary course of business would have been approximately EUR 837 million.

2. Adjusted EBITDA Margin

Adjusted EBITDA Margin corresponds to Adjusted EBITDA (as defined above), divided by operating income[11] excluding elements passed through[12] to customers from both expenses and revenues, mostly electricity costs (this item only includes Services and Advances to customers[13] and does not take into account of Other operating income). The Group uses Adjusted EBITDA Margin as an operating performance indicator and it is widely used as an evaluation metric among analysts, investors, rating agencies and other stakeholders.

Accordingly, the Adjusted EBITDA[14] Margin as at 31 December 2022 and 2021 was 81% and 79%, respectively.

3. Gross Financial Debt

The Gross Financial Debt corresponds to “Bond issues and other loans”[15], “Loans and credit facilities”[16] and “Lease liabilities”[17], but does not include any debt held by Group companies registered using the equity method of consolidation, “Derivative financial instruments”[18] or “Other financial liabilities”[15]. "Lease liabilities" is calculated as the present value of lease payments payable over the lease term, discounted at the rate implicit or at the incremental borrowing rate.

In line with the above, its value as at 31 December 2022 and 2021, respectively, is as follows:

Thousands of euros

Gross Financial Debt	31 December 2022	31 December 2021 restated
Bond issues and other loans	14,045,410	13,565,690
Loans and credit facilities	3,838,178	2,064,351
Lease liabilities	3,085,490	2,905,762
Gross Financial Debt	**20,969,078**	**18,535,803**

[11] See note 20.a to the accompanying consolidated financial statements.
[12] See note 20.a to the accompanying consolidated financial statements.
[13] See note 20.a to the accompanying consolidated financial statements.
[14] Adjusted Ebitda Margin = Adjusted Ebitda / (Operating Income – Passthrough)
[15] See note 15 to the accompanying consolidated financial statements.
[16] See note 15 to the accompanying consolidated financial statements.
[17] See note 16 to the accompanying consolidated financial statements.
[18] See note 11 to the accompanying consolidated financial statements.

4. Net Financial Debt

The Net Financial Debt corresponds to "Gross financial debt" less "Cash and cash equivalents"[19] and "Other financial assets"[20]. Together with Gross Financial Debt, the Group uses Net Financial Debt as a measure of its solvency and liquidity as it indicates the current cash and equivalents in relation to its total debt liabilities. One commonly used metric that is derived from Net Financial Debt is "Net Financial Debt / Adjusted EBITDA" which is frequently used by analysts, investors and rating agencies as an indication of financial leverage.

"Net financial debt" at 31 December 2022 and 2021 is as follows:

		Thousands of euros
Net Financial Debt	**31 December 2022**	**31 December 2021 restated**
Gross financial debt	20,969,078	18,535,803
Cash and cash equivalents	(1,038,179)	(3,926,578)
Other financial assets	(93,242)	—
Net Financial Debt	**19,837,657**	**14,609,225**

At 31 December 2022, net financial debt amounted to EUR 19,838 million (EUR 14,609 million in 2021 restated), including a consolidated cash and cash equivalents position of EUR 1,038 million (EUR 3,927 million in 2021) and EUR 93 million of other financial assets.

[19] See note 13.a to the accompanying consolidated financial statements.
[20] See note 13.b to the accompanying consolidated financial statements.

- **Net financial debt evolution**

		Thousands of euros
Net Financial Debt evolution	**31 December 2022**	**31 December 2021 restated**
Beginning of Period	**14,609,225**	**6,493,463**
Recurring leveraged free cash flow	(1,367,925)	(980,543)
Expansion (or organic growth) capital expenditures	349,553	233,107
Expansion capital expenditures (Build to Suit programs) and Remedies	2,133,206	1,346,136
M&A Capital Expenditures (1)	3,542,589	12,529,294
Non-Recurrent Items (cash only) (2)	59,334	81,346
Other Net Cash Out Flows (3)	(137,129)	1,349
Issue of equity instruments, Treasury Shares and Payment of Dividends (4)	338,842	(6,765,675)
Change in Lease Liabilities (5)	179,728	1,149,717
Accrued Interest Not Paid and Others (6)	130,234	521,031
End of Period	**19,837,657**	**14,609,225**

(1) See footnote 9 in heading "Recurring leveraged free cash flow" of the accompanying Consolidated Management Report.
(2) See footnote 10 in heading "Recurring leveraged free cash flow" of the accompanying Consolidated Management Report.
(3) Corresponds to "Other Net Cash Out Flows" (see footnote 12 in heading "Recurring Leveraged Free Cash Flow" of the accompanying Consolidated Management Report), excluding other financial assets (€93Mn, see note 13.b to the accompanying Consolidated Financial Statements).
(4) Mainly corresponds to "Issue of equity instruments, Acquisition of Treasury Shares and Dividends paid" in the accompanying Consolidated Statement of Cash Flows for the period ended 31 December 2022, minus the contribution of minority shareholders (€16Mn, see the relevant section in the Consolidated Statement of Changes in Net Equity).
(5) Changes in "Lease liabilities" long and short term to the accompanying Consolidated Balance Sheet as of 31 December 2022. See Note 16 to the accompanying consolidated financial statements
(6) "Accrued interest not paid and others" include, mainly, arrangement expenses accrued and change in interest accrued not paid, as well as the debt assumed on the T-Mobile Infra Acquisition as of 31 December 2021 (See Note 6 to the accompanying Consolidated Financial Statements).

5. Net Payment of Interest

Net Payment of Interest corresponds to i) “interest payments on lease liabilities”[21] plus ii) “Net payment of interest (not including interest payments on lease liabilities)” and iii) non-recurring financing costs related to M&A projects[22].

The reconciliation of the heading “Net Payment of Interest” from the Consolidated Statement of Cash Flows corresponding to the year ended on 31 December 2022 and 2021, with the “Net financial loss” in the Consolidated Income Statement is as follows:

		Thousands of euros
Net Payment of Interest	**31 December 2022**	**31 December 2021 restated**
Interest Income[23]	22,519	4,416
Interest Expense [24]	(751,478)	(609,679)
Bond & loan interest accrued not paid	164,621	134,998
Amortised costs – non-cash	93,913	121,725
Interest accrued in prior year paid in current year	(134,998)	(89,260)
Net Payment of Interest as per the Consolidated Statement of Cashflows (1)	**(605,423)**	**(437,800)**

(1) Net payment of interest as per the Consolidated Statement of Cash Flows, which corresponds to i) “interest payments on lease liabilities” for an amount of €327,405 thousand (see Note 16 to the accompanying consolidated financial statements) plus ii) “Net payment of interest" (not including interest payments on lease liabilities) for an amount of €257,652 thousand (see section “Recurring leveraged free cash flow” of the accompanying Consolidated Management Report) and plus iii) non-recurring financing costs related to M&A projects (€20,366 thousand, see heading “Recurring leveraged free cash flow” of the accompanying Consolidated Management Report).

6. Available Liquidity

The Group considers as Available Liquidity the available cash and available credit lines at year-end closing, as well as other financial assets described in Note 13.b of the accompanying consolidated financial statements.

The breakdown of the available liquidity at 31 December 2022 and 2021 is as follows:

		Thousands of Euros
Liquidity availability	**31 December 2022**	**31 December 2021**
Available in credit facilities	3,344,826	4,734,696
Cash and cash equivalents[25]	1,038,179	3,926,578
Other financial assets[26]	93,242	—
Available Liquidity	**4,476,247**	**8,661,274**

7. Capital Expenditures

The Group considers Capital Expenditures as an important indicator of its operating performance in terms of investment in assets, including their maintenance, organic and build-to-suit expansion, and acquisition. This indicator is widely used in the industry in which the Group operates as an evaluation metric among analysts, investors, rating agencies and other stakeholders.

The Group classifies its Capital Expenditures in four main categories:

- **Maintenance capital expenditures**

  Includes investments in existing tangible or intangible assets, such as investment in infrastructure, equipment and information technology systems, and are primarily linked to keeping infrastructure, active and passive equipment, in good working order. Maintenance Capex also includes network maintenance, such us corrective maintenance (responses to network incidents and preventive inspections, e.g. replacement of air conditioning or electrical equipment), statutory maintenance

[21] See note 16 to the accompanying consolidated financial statements.
[22] See note 20.d to the accompanying consolidated financial statements.
[23] See note 20.f to the accompanying consolidated financial statements.
[24] See note 20.f to the accompanying consolidated financial statements.
[25] See note 13.a to the accompanying consolidated financial statements.
[26] See note 13.b to the accompanying consolidated financial statements.

(mandatory inspections owing to regulatory obligations, e.g. infrastructure certifications, lightning certifications), network renewal and improvements (renewal of obsolete equipment and assets improvement, e.g. tower reinforcement, battery renewal, phase-out management), continuity plans (specific plans to mitigate risk of infrastructure collapse or failure with existing services or assets not compliant with regulations), re-roofing (solutions to allow landlords' roofing work and avoid service discontinuity or building repairs attributable to Cellnex) as well as other non-network maintenance activities, such us business maintenance (infrastructure adaptations for tenants, upgrades not managed via Engineering Services, or capex to renew customer contracts without revenue increases), IT systems or repairs and maintenance of offices, as well as Engineering Services.

- **Expansion (or organic growth) capital expenditures**

  Includes adapting sites for new tenants, ground leases (cash advances), and efficiency measures associated with energy and connectivity, and early site adaptation to increase site capacity, and also Engineering Services. Thus, it corresponds to investments related to business expansion that generates additional Recurring Leveraged Free Cash Flow (including among other things, decommissioning, adaptation of telecom sites for new tenants, Engineering Services and prepayments of land leases).

- **Expansion capital expenditures (Build-to-Suit Programmes) and Remedies**

  Corresponds to committed build-to-suit programmes (consisting of sites, backhaul, backbone, edge computing centres, DAS nodes or any other type of telecommunication infrastructure as well as any advanced payment related to it or further initiatives) and also Engineering Services that have been contracted with different customers, including any ad-hoc capex required. Cash-in from the disposal of assets (or shares) due to autorithy bodies' decisions are considered within this item.

- **M&A capital expenditures**

  Corresponds to investments in shareholdings of companies (excluding the amount of deferred payments in business combinations that are payable in subsequent periods) as well as significant investments in acquiring portfolios of sites or land (asset purchases).

Total Capital Expenditure for the years ended 31 December 2022 and 2021, including property, plant and equipment, intangible assets, advance payments on land leases and business combinations, is summarised as follows:

Thousands of euros

Capital expenditures	31 December 2022	31 December 2021 restated
Maintenance capital expenditures	107,726	76,799
Expansion (or organic growth) capital expenditures	349,553	233,107
Expansion capital expenditures (Build to Suit programs) and Remedies	2,133,206	1,346,136
Expansion capital expenditures (Build to Suit programs)	2,282,650	1,346,136
Remedies [2]	(149,444)	–
M&A capital expenditures	4,881,163	12,741,420
Total investment [1]	**7,471,648**	**14,397,463**

[1] "Total Investment", amounting to €7,472Mn (€14,397Mn in 2021), corresponds to "Total net cash flow from investment activities" in the accompanying Consolidated Statement of Cash Flows amounting to €5,950Mn (€13,904Mn in 2021), plus i) "Cash and cash equivalents" of the acquired companies in business combinations amounting to €101Mn (€211Mn in 2021, see Note 8 to the accompanying consolidated financial statements); plus ii) "Cash advances to landlords" amounting to €133Mn (€71Mn in 2021, see Note 16 to the accompanying Consolidated Financial Statements); plus iii) the payment for the Hutchison UK acquisition through Cellnex Telecom SA shares (€1,237Mn, see Note 6 to the accompanying consolidated financial statements); plus iv) "Others" amounting to €51Mn (€210Mn in 2021), which includes, mainly, timing effects related to assets purchases, the reimbursement of contributions of the initial investment in DIV (€52Mn, see note 10 to the accompanying Consolidated Financial Statements) and other financial assets (€-93Mn, see note 13.b to the accompanying Consolidated Financial Statements).

[2] Corresponds to the total price in relation to the Divestment Remedy with WIG in the United Kingdom.

8. Recurring Leveraged Free Cash Flow

The Group considers Recurring Leveraged Free Cash Flow to be one of the most important indicators of its ability to generate stable and growing cash flows which allows it to guarantee the creation of value, sustained over time, for its shareholders.

At 31 December 2022 and 2021 the Recurring Leveraged Free Cash Flow ("RLFCF") was calculated as follows:

		Thousands of euros
Recurring Leveraged Free Cash Flow	**31 December 2022**	**31 December 2021 restated**
Adjusted EBITDA [1]	2,630,435	1,920,711
Payments of lease installments in the ordinary course of business and interest payments [2]	(791,743)	(593,598)
Maintenance capital expenditures [3]	(107,726)	(76,799)
Changes in current assets/current liabilities [4]	(16,803)	(68)
Net payment of interest [5]	(257,652)	(182,533)
Income tax payment [6]	(88,586)	(87,170)
Recurring Leveraged Free Cash Flow (RLFCF)	**1,367,925**	**980,543**
Expansion (or organic growth) capital expenditures [7]	(349,553)	(233,107)
Expansion capital expenditures (Build to Suit programs) and Remedies [8]	(2,133,206)	(1,346,136)
M&A capital expenditures [9]	(3,542,589)	(12,529,294)
Non-Recurrent Items (cash only) [10]	(59,334)	(81,346)
Net Cash Flow from Financing Activities [11]	1,784,471	12,485,240
Other Net Cash Out Flows [12]	43,887	(1,349)
Net Increase of Cash [13]	**(2,888,399)**	**(725,449)**

(1) Adjusted EBITDA: Profit from operations before D&A (after IFRS 16 adoption) and after adding back (i) certain non-recurring items (such as COVID donations (€2Mn), costs and taxes related to acquisitions (€54Mn) and redundancy provision (€3Mn)) and/or (ii) certain non-cash items (such as advances to customers (€3Mn) which include the amortisation of amounts paid for sites to be dismantled and their corresponding dismantling costs, and LTIP remuneration payable in shares (€17Mn)).

(2) Corresponds to i) payments of lease instalments (€464Mn) in the ordinary course of business and; ii) interest payments on lease liabilities (€327Mn). See Note 16 to the accompanying consolidated financial statements.

(3) Maintenance capital expenditures: see definition in section "Alternative Performance Measures".

(4) Changes in current assets/current liabilities (see the relevant section in the Consolidated Statement of Cash Flows for the year ended on 31 December 2022).

(5) Corresponds to the net of “Interest paid” and “interest received” in the accompanying Consolidated Statement of Cash Flows for the year ended on 31 December 2022 (€605Mn), excluding “Interest payments on lease liabilities” (€327Mn) (see Note 16 to the accompanying consolidated financial statements) and non-recurring financing costs related to M&A projects (see footnote 11).

(6) Corresponds to "Income Tax received/(paid)" in the accompanying Consolidated Statement of Cash Flows for the year ended on 31 December 2022.

(7) Investment related to business expansion that generates additional RLFCF, including among others, decommissioning, telecom site adaptation for new tenants, Engineering Services and prepayments of land leases. Corresponds to cash advances to landlords (€133Mn), efficiency measures associated with energy and connectivity (€51Mn), and others (€166Mn, including early site adaptation to increase the capacity of sites).

(8) Committed Build-to-Suit Programmes (consisting of sites, backhaul, backbone, edge computing centres, DAS nodes or any other type of telecommunication infrastructure as well as any advanced payment related to it or further initiatives) and also Engineering Services that have been contracted with different clients, including any ad-hoc capex required, as well as cash-in from the disposal of assets (or shares) due to antitrust bodies’ decisions. As of 31 December 2022 includes prepayments in France (see Note 8 to the accompanying Consolidated Financial Statements) in relation to committed Build-to-Suit Programmes, and further initiatives as well as the impact of Remedies (€149Mn, see caption “Capital Expenditures” in the accompanying Consolidated Directors’ Report for the year ended on 31 December 2022).

(9) Corresponds to investments in shareholdings of companies as well as significant investments in acquiring portfolios of sites or land (asset purchases), after integrating into the consolidated balance sheet mainly the "Cash and cash equivalents" of the acquired business. Mainly correspond to the acquisition of Hutchison UK and Iliad minority stakes in France and Poland.

The amount resulting from (3)+(7)+(8)+(9), hereinafter the “Total Capex” (€6,133Mn), corresponds to “Total Investment” (€7,472Mn, see heading “Capital Expenditures” in the accompanying Consolidated Directors’ Report for the year ended on 31 December 2022) minus the payment for the Hutchison UK acquisition through Cellnex Telecom SA shares (€1,237Mn, see Note 6 to the accompanying consolidated financial statements) and the “Cash and cash equivalents” of the acquired companies (€101Mn, see Note 6 to the accompanying consolidated financial statements).

Total Capex (€6,133Mn) also corresponds to “Total net cash flow from investing activities” (€5,950Mn, see the relevant section in the accompanying Consolidated Statement of Cash Flows for the year ended on 31 December 2022) + Cash advances to landlords (€133Mn, see Note 16 to the accompanying Consolidated Financial Statements) + Others (€51Mn, which includes, mainly, timing effects related to assets purchases, the reimbursement of contributions of the initial investment in DIV (€+52Mn, see note 10 to the accompanying Consolidated Financial Statements), and other financial assets (€-93Mn, see note 13.b to the accompanying Consolidated Financial Statements)).

(10) Consists of "non-recurring expenses and advances to customers" that have involved cash movements, mainly corresponding to "Costs and taxes related to acquisitions"(€54Mn), "redundancy provision" (€3Mn) and "COVID donations" (€2Mn).

(11) Corresponds to “Total net cash flow from financing activities” (€1,224Mn, see the relevant section in the accompanying Consolidated Statement of Cash Flows for the year ended on 31 December 2022), plus: i) payments of lease instalments (€464Mn) in the ordinary course of business (see footnote 2) and ii) Cash advances to landlords (€133Mn) (see footnote 7), minus: i) the contribution of minority shareholders (€16Mn, see the relevant section in the Consolidated Statement of Changes in Net Equity), and ii) on-recurring financing costs related to M&A projects (€20Mn, see heading "Net Payment of Interest").

(12) Mainly corresponds to timing effects related to assets purchases, the reimbursement of contributions of the initial investment in DIV (see footnote 9) and "Foreign exchange differences" (see the relevant section in the Consolidated Statement of Cash Flows for the year ended on 31 December 2022), partly offset by the Reorganisation Plan (see Note 19.b to the accompanying Consolidated Financial Statements), other financial assets (see footnote 9) and other impacts.

(13) “Net (decrease)/increase in cash and cash equivalents from continuing operations” (see the relevant section in the accompanying Consolidated Statement of Cash Flow for the year ended on 31 December 2022).

9. Free cash flow

Free Cash Flow is defined as RLFCF after deducting BTS Capex (that includes cash-in from Remedies) and Expansion Capex (and Engineering Services Capex should the latter be reported under a dedicated Capex line).

		Thousands of euros
Free Cash Flow	**31 December 2022**	**31 December 2021 restated**
Recurring leveraged free cash flow (RLFCF)	**1,367,925**	**980,543**
Expansion capital expenditures (build-to-suit programmes) and Remedies	(2,133,206)	(1,346,136)
Expansion (or organic growth) capital expenditures	(349,553)	(233,107)
Free Cash Flow	**(1,114,834)**	**(598,700)**

Revenues and results

Revenues and results correspond to the Operating Income[27] from the consolidated profit and loss account without considering advances paid to customers.

Operating Income for the year ended in December 2022, by country and type of service, can be broken down as follows: Spain amounted to EUR 566 million (of which i) Telecom Infrastructure Services ("TIS") accounted for EUR 234 million – EUR 179 million colocations and DAS, EUR 6 million Engineering Services, EUR 47 million pass-through and EUR 2 million data centres –, ii) Broadcasting Infrastructure EUR 223 million and iii) Other Network Services EUR 109 million, while fibre revenues reported both at Telecom Infrastructure Services and Other Network Services amounted to EUR 35 million), Italy amounted to EUR 735 million (entirely from Telecom Infrastructure Services – EUR 567 million colocations and DAS, EUR 22 million Engineering Services and EUR 146 million pass-through), France amounted to EUR 749 million (entirely from Telecom Infrastructure Services – EUR 607 million colocations and DAS, EUR 97 million Engineering Services, EUR 12 million pass-through, EUR 18 million data centres and EUR 15 million fibre –) and Rest of Europe amounted to EUR 1,446 million (of which, Telecom Infrastructure Services accounted for EUR 1,444 million – EUR 1,185 million colocations and DAS, EUR 143 million Engineering Services the largest contributors being the i) UK with EUR 92 million, ii) Switzerland with EUR 19 million, iii) Poland with EUR 15 million and iv) Portugal with EUR 12 million, EUR 111 million pass-through, EUR 5 million data centres and EUR 0.4 million fibre and Other Network Services for EUR 2 million). The Operating Income breakdown in 2021 was: Spain EUR 530 million (of which, Telecom Infrastructure Services accounted for EUR 211 million, EUR 155 million colocations and DAS, EUR 0 million Engineering Services, EUR 55 million pass-through and EUR 1 million data centres–, Broadcasting Infrastructure for EUR 218 million and Other Network Services for EUR 101 million, while fibre revenues reported both at Telecom Infrastructure Services and Other Network Services amounted to EUR 33 million), Italy amounted to EUR 512 million (entirely from Telecom Infrastructure Services – EUR 415 million colocations and DAS, EUR 19 million Engineering Services and EUR 78 million pass-through), France amounted to EUR 413 million (entirely from Telecom Infrastructure Services – EUR 334 million colocations and DAS, EUR 57 million Engineering Services, EUR 5 million pass-through, EUR 9 million data centres and EUR 8 million fibre –) and Rest of Europe amounted to EUR 1,078 million (of which, Telecom Infrastructure Services accounted for EUR 1,076 million – EUR 923 million colocations and DAS, EUR 89 million Engineering Services, the largest contributors being the UK with EUR 42 million, Switzerland with EUR 21 million, Poland with EUR 18 million and Portugal with EUR 8 million, EUR 61 million pass-through, EUR 3 million data centres and EUR 0.5 million fibre and Other Network Services for EUR 2 million).

Operating Income for the year ended on 31 December 2022 was EUR 3,495 million, which represents a 38% increase over 2021 year-end. This increase was due mainly to the consolidation of the business combinations carried out i) in 2021 in Sweden (the CK Hutchison Holdings transactions), Italy (the Hutchison Italy Acquisition), Poland (the Iliad Poland and Polkomtel Acquisitions), Portugal (the Infratower Acquisition), the Netherlands (T-Mobile Infra Acquisition) and France (the Hivory acquisition), as well as the acquisitions completed ii) during 2022 in Portugal (the Hivory Portugal Acquisition) and UK (the Hutchison United Kingdom Acquisition). See Note 6 to the accompanying consolidated financial statements.

Operating Income from Telecom Infrastructure Services income increased by 43% to EUR 3,160 million due to both the organic growth achieved and the acquisitions performed during 2022 and 2021, as detailed above. The Group provides its customers in Telecom Infrastructure Services with coverage-related services and access to the Group's telecom or broadcasting infrastructures for MNOs to co-locate their equipment on the Group's infrastructures, offering additional services that allow MNOs to rationalise their networks and optimise costs, through the dismantling of duplicate infrastructure (decommissioning) and building new infrastructure (build-to-suit) on strategic sites that can offer service to one or more MNOs. These services have the aim of completing the deployment of 4G and 5G in the future, reducing areas with no signal coverage and extending network densification. The Group acts as a neutral operator for MNOs (for example, by not having one or more MNOs as a significant shareholder represented on the Board of Directors or other governance bodies) and other telecom operators who generally require complete access to network infrastructure in order to provide services to end users. The Group acts as a multi-infrastructure operator. Its customers are responsible for the individual communication equipment hosted in the Group's telecom and broadcasting infrastructure.

[27] See note 20.a to the accompanying consolidated financial statements.

Telecom Infrastructure Services are generated from a number of sources: i) annual base fee from telecommunications customers (both anchor and secondary tenants), ii) escalators or inflation as the annual update of the base fee and, iii) New colocations and Associated revenues (which include new third-party colocations as well as further initiatives carried out in the period such as special connectivity projects, indoor connectivity solutions based on DAS, mobile edge computing, fibre backhauling, site configuration changes as a result of 5G rollout and Engineering Services as well as housing services to broadcasters outside of Spain). The perimeter, therefore the number of tenants, may also be increased as a result of both acquisitions and executing BTS programmes. In addition to its current portfolio, the Group's management remains open to selective acquisitions or even to potential divestments, in alignment with its demanding capital allocation policy. The foreseeable new technological requirements linked to 5G along with other ordinary maintenance services such as investment in infrastructure, equipment and information technology systems, generally at the request of its customers, will translate into asset investment commitments in the coming years. In this context, the Group carries out Engineering Services, consisting of works and studies such as adaptation, engineering and design services as well as Instalation Services at the request of its customers, which represent a separate income stream and performance obligation. Engineering Services carried out in Cellnex infrastructure are invoiced and accrued when the customer's request is finalised and collected in accordance with each customer agreement with certain margin[28]. Also, Engineering Services can be deployed under the heading of Capex Recovery which are carried out, invoiced, accrued and collected over several years with a certain margin[28]. The costs incurred in relation to these services, that will be classified as capital expenditures, can be an internal expense or otherwise outsourced and the revenue in relation to these services is generally recognised when the capital expense is incurred. The margin[28] is significantly lower than the Adjusted EBITDA margin of the Group, tending to be a mid-single-digit percentage. In terms of Engineering Services, when a new PoP is installed, the following concepts are usually involved: As-Built drawings, strength calculation, reports (electro, static, EMF...), joint site survey, site adequacy, energy meter installation, access cards and keys or tower/mast modifications. On the other hand, Installation Services are a type of Engineering Services carried out mainly in Cellnex' infrastructure, accrued as projects progress, invoiced and collected in accordance with certain milestones. If the project is finalised and rejected by the customer, the cost is reclassified as an expense. Installation Services include the installation of customers' equipment on site, such as installation of antennae, microwave equipment or remote radio units. The total amount of revenues associated with these Engineering Services during 2022 was EUR 267Mn (EUR 164Mn during 2021). The total amount of Capital Expenditures incurred related to Engineering Services during 2022 is disclosed in Note 8 to the accompanying consolidated financial statements. Until 2022, Engineering Services were considered within the BTS programmes disclosed to the market: various acquisition business plans have contractualised Engineering Services. From 2023 onwards, if more Engineering Services are required, the Capital Expenditures associated with the projects will be reported within Expansion Capex or Maintenance Capex, depending on its nature and magnitude, and, if required, as a new capex line. Some of this capex devoted to Engineering Services, especially in the UK, can be advances of capex to be recovered through future Engineering Services revenues as well as the corresponding margin[28](Capex Recovery).

The Group generally receives monthly payments from customers, payable under long-term contracts (which in the case of anchor customers have long or undefined maturities with automatic extensions, unless cancelled). The annual payments vary considerably depending upon numerous factors, including, but not limited to, the infrastructure location, the number and type of customer's equipment on the infrastructure, ground space required by the customer, customer ratio, equipment at the infrastructure and remaining infrastructure capacity. The main costs typically include related services (which are primarily fixed, with annual cost escalations) such as energy and ground costs, property taxes and repairs and maintenance. The majority of the land and rooftops where the Group's infrastructures are located, are operated and managed via lease contracts, sub-lease contracts or other types of contracts with third parties. In general, MNOs handle the maintenance of their own equipment under their responsibility, although in some cases they may subcontract to the Group the maintenance of their equipment as a separate and additional service.

In the context of 5G and its forecasted growth, Cellnex will continue expanding its presence in greenfield projects or "tower-adjacent assets" that are playing a key role in the 5G world such as; optical fibre, edge computing centres, RAN sharing or private networks, among others. Cellnex is committed to preserving its business model but also might expand into adjacent assets along its value chain and under the same tower economics (i.e., a B2B business model with limited churn risk, deep industrial rationale within the telecommunications ecosystem, with anchor tenants securing the majority of the expected future cash flows of projects, long term contracts with fixed fees that are CPI-linked or have a fixed escalator and ability to market infrastructure to third parties).

As disclosed in the January-September 2022 results presentation, the Group is currently evaluating a number of opportunities related to: i) supporting MNOs to improve their networks and increase coverage requiring RAN Sharing, FTTT, data centres , ii) enhancing public sector coverage in rural areas, providing mobile broadband connectivity through metropolitan transport systems, inter-city communications and motorway and railway environments, and improving public safety connectivity, iii) building private networks for enterprises in order to maximise industry uses. Cellnex estimates an aggregate pipeline of approximately EUR 11 billion, always subordinated to the achievement of Investment Grade and in accordance with its strict financial criteria.

[28] Margin = (Revenues - Capex) / Revenues

Cellnex is also working on refinancing its short-term debt maturities, namely the EUR 750 million bond maturing in January 2024.Various refinancing alternatives, such as the issuance of a new straight bond or a new convertible bond, are being analysed.

Furthermore, those future agreements might allow Cellnex to offer additional services to existing partners with a gradual deployment, that is always commensurate with the next chapter of the Cellnex equity story and the strict M&A criteria.

The Group has extensive experience in DAS network solutions. The Group has deployed approximately 7,500 DAS nodes, with a customer ratio of three MNOs per infrastructure, in venues such as stadiums, skyscrapers, shopping malls, dense outdoor areas, airports, underground lines and railway stations. DAS is a network of spatially distributed anntenae connected to a common source, thus providing wireless service within a specific geographical area. The system can support a wide variety of technologies and frequencies, obviously including 2G, 3G, 4G and 5G in the future. The Group works as a true neutral host, together with the MNOs, in order to provide the optimal solution for the increasing need for coverage and densification in complex scenarios. The Group manages the complete life cycle of the solution: infrastructure acquisition, design, installation, commissioning, O&M, supervision and service quality assurance. The Group also operates the active network equipment for the DAS nodes that the Group manages.

The Group is also developing capabilities in fibre to the tower and edge computing centres infrastructure, in order to offer its customers the data-processing capacity distributed in the network, without which the potential of 5G could not be realised. For instance, in 2017 the Group acquired Alticom, a Dutch company that owns a portfolio of sites which has data centres, in 2018 and 2019 Cellnex signed an agreement to build 88 and acquire 62 edge computing centres for Bouygues Telecom and in 2020 it extended the scope to build another 90 sites with those characteristics with Bouygues Telecom in the context of the fibre co-investment deal to roll-out a transport network (backhaul and backbone) connecting all key elements of the telecom network of Bouygues Telecom over optical fibre. Also in Cellnex Netherlands, colocation to Broadcasters and also Broadcasting Services can be provided to customers. Please note that every revenue from Cellnex Netherlands is classified as TIS.

In general, the Group's service contracts for colocation services with anchor customers have an initial non-cancellable term of 10 to 20 years, with multiple renewal terms (which in the case of anchor customers have long or undefined maturities with automatic extensions, unless cancelled, with "all or nothing" clauses), and payments that are typically revised based on an inflationary index like the consumer price index (CPI) or on fixed escalators. The Group's customer contracts have historically had a high renewal rate. In this regard, the Telefónica contract, the first anchor customer that reached its initial term, has been successfully renewed. Contracts in place with Telefónica and Wind Tre may be subject to change in terms of the fees being applied at the time of a renewal, within a predefined range taking into account the last annual fee (which reflects the cumulative inflation of the full initial term), that in the case of Telefónica ranges from -5% to +5% (applicable after the initial period and the first two extension periods have elapsed) and from -15% to +5% for Wind Tre.

Operating Income from the Broadcasting Infrastructure business amounted to EUR 223 million, which represents a 2% increase compared with 2021 year-end. This business segment consists of the distribution and transmission of TV and radio signals as well as the O&M of broadcasting networks, the provision of connectivity for media content, OTT broadcasting services and other services, all of them in Spain. The provision of these services requires unique high-mast infrastructure that, in most cases, only the Group owns, substantial spectrum management know-how, and the ability to comply with very stringent service levels. In Spain, the Group covers more than 99% of the population with DTT and radio of the broadcast infrastructure, which is a portfolio larger than all of its competitors combined. The Group's Broadcasting Infrastructure segment is characterised by predictable, recurrent and stable cash flows as well as in-depth technical know-how that allows the Group to provide consulting services. The Group classifies the services that it provides to its customers as a broadcast network operator in three groups: (i) Digital TV, (ii) Radio and (iii) Other broadcasting services. The Group's customers within the Broadcasting Infrastructure segment include all national and most regional and local TV broadcasters as well as leading radio station operators in Spain. Some of the key customers for DTT services include

Atresmedia, CTTI, Mediaset España, Net Televisión, Veo Televisión and RTVE. The DTT broadcasting contracts have no volume risk, but do feature stable and visible pricing of MUXs, compliance with applicable regulations and attractive indexation terms. The main features of the Group's DTT broadcasting contracts are: medium-term contracts with high renewal rates, no volume risk, stable and visible pricing, and generally a high degree of indexation to the CPI that allows the Group to cover increases in operational costs where the CPI is positive (except for the RTVE contract that was renewed in 2023 with the same fees but with no annual escalator, while other nationwide broadcasters have indexing to the CPI capped at 3% when inflation stands at or below 5% and at 4% when inflation stands above 5%), as the decrease cannot be less than 0%. Note that Cellnex completed a general cycle of renewing contracts with customers in the broadcasting field, although in recent years the relative weight of this segment has decreased significantly. The strategy in this business segment is to maintain its strong market position while capturing potential organic growth. Cellnex plans to maintain its leading position in the Spanish national digital TV sector (in which it is the sole operator of national TV MUXs) by leveraging its technical knowledge of infrastructure and network infrastructure, its market understanding and the technical expertise of its staff. A significant portion of the contracts of the Group with these customers are inflation-linked, taking into consideration that the decrease cannot be less than 0%. In the past, the Group has experienced a high rate of renewal for the contracts in this business segment, although there can be price pressure from customers when renegotiating contracts. The Group plans to continue working closely with regulatory authorities in relation to technological developments in both the TV and radio broadcasting markets and to leverage its existing infrastructure and customer relationships to obtain business in adjacent areas where it benefits from competitive advantages.

Operating Income from the Other Network Services segment increased its income by 9%, to EUR 112 million. The Group classifies the type of services that it provides in this segment in five groups: connectivity services, mission-critical and private network ("MC&PN") services, O&M, urban telecom infrastructure and optical fibre. "Connectivity services" include connectivity between different nodes of the telecommunication networks (backhaul) of the Group's customers and/or connectivity with its customers' premises (enterprise leased lines), using radio-links, fibre or satellite. The Group also provides specialised leased lines to telecom operators such as MNOs or FNOs, public administrations, and small and medium-sized enterprises as well as companies in rural areas of Spain offering high-speed connectivity. Under "MC&PN services", the Group operates seven regional and two municipal TETRA networks in Spain which are critical for the communication needs of regional governments and municipalities where the networks are located and a highly reliable Global Maritime Distress and Safety System (GMDSS) for the Maritime Rescue Service for the Safety of Life at Sea, which provides communication services to ships in distress and hazardous situations in the coastal areas around Spain. Under "O&M" the Group manages and operates infrastructure (as opposed to outsourcing it to third parties) and provides maintenance services for customer equipment and infrastructure to the Group's customers (other than its broadcasting customers that are serviced by the Broadcasting Infrastructure segment). Through urban telecom infrastructure, the Group provides communications networks for smart cities and specific solutions for efficient resource and service management in cities. Under "optical fibre" the Group uses optical fibre to connect its, or its customers', infrastructure (macro cells, DAS and Small Cells) and edge-computing facilities. When the main customer of such business is the public administration, rather than an MNO, this business is reported under the Other Network Services business segment. The Group's main customers for its connectivity services are BT, Orange Spain, COLT, and Vodafone. Connectivity contracts usually have an initial term of three years and the fees charged are linked to the number of circuits deployed and the capacity used. Please note that, like Broadcasting Infrastructure, Other Network Services are only provided in Spain.

The transactions performed during 2021 and 2022, especially in the Telecom Infrastructure Services business segment, helped boost Operating Income and Operating Profit, the latter also being impacted by the measures to improve efficiency and optimise operating costs. Regarding land, which is the most important cost item, the Group carries out Cash Advances, which are prepayments to landlords related to specific long-term contracts that allow Cellnex to reduce its annual recurring payments and extend the duration of the contracts, basically in order to obtaining efficiencies. Cash Advances made to landlords during the year ended on 31 December 2022 amount to EUR 132,708 thousand (EUR 70,640 thousand in 2021), and approximately 6% of these cash advances cover a lease period of 10 years or less (some 8% in 2021).

In line with the increase in revenue, Adjusted EBITDA was 37% higher than at the 2021 year-end, reflecting the Group's capacity to generate cash flows on a continuous basis.

In this context of intense growth, the “Depreciation, amortisation and results from disposals of fixed assets” expense has increased substantially, by 38% compared to the 2021 year-end, as a result of the higher fixed assets (property, plant and equipment, and intangible assets) in the accompanying consolidated balance sheet, following the business combinations undertaken during the second half of 2021 and during 2022.

Moreover, the net financial loss increased by 20%, derived largely from the new bond issuances carried out during the first half of 2022 and the 2021 year end. On the other hand, the income tax for 2021 included the effect of the Reverse Big Merger (see Note 18 to the accompanying Consolidated Financial Statements), which resulted in a positive impact of EUR 60 million in the consolidated income statement for the year. On 1 April 2022, the merger of CK Hutchison Networks Italia S.p.A. and Towerlink Italia S.r.l. into Cellnex Italia SpA was completed, with Cellnex Italia S.p.A. being the surviving entity. Furthermore, on 1 July 2022, the merger of Towerco S.p.A. and Iaso Gruppo Immobiliare S.r.l. into Cellnex Italia SpA was completed with Cellnex Italia S.p.A. being the surviving entity (collectively the "Big Merger II Transaction"). The merger difference was determined at the effective accounting date (backdated to 1 January 2022) as the excess of i) the cost of the investments and ii) their respective equity. The entire merger difference was allocated to goodwill in Cellnex Italia SpA's individual financial statements, which are prepared under Italian generally accepted accounting standards (GAAP). With regards to the goodwill generated by the Big Merger II Transaction, Cellnex Italia SpA will opt to step-up the tax basis of the goodwill, for which payment of the substitute tax ("imposta sostitutiva") is required in order to generate the corresponding tax deduction of the amortisation, with payments for three years in 2024, 2025 and 2026 amounting to EUR 91 million, EUR 125 million and EUR 96 million, respectively.

Therefore, the net loss attributable to the parent company on 31 December 2022 amounted to EUR 297 million due to the substantial effect of higher amortisations and financial costs associated with the intense acquisition process and the consequent geographical footprint expansion, as mentioned above. This scenario remains consistent with the current strong growth that the Group continues to experience and, as mentioned in the 2021 Annual Results Presentation, the Group expects to continue experiencing a net loss attributable to the parent company in the coming quarters.

Consolidated Balance Sheet

Total assets at 31 December 2022 stood at EUR 44,258 million, a 6% increase compared with the 2021 year-end, due mainly to i) the acquisitions in Portugal (the Hivory Portugal Acquisition) and in the UK (the Hutchison United Kingom Acquisition) (see Note 6 to the accompanying consolidated financial statements), partly compensated by ii) the payment for the transaction with non-controlling interests of On Tower France and On Tower Poland. Around 84% of total assets concern property, plant and equipment and other intangible assets, in line with the nature of the Group's business related to the management of terrestrial telecommunications infrastructure.

Thus, total investments made in 2022 amounted to EUR 7,472 million, partly for investments in shareholdings of companies due to the acquisition in Portugal and in the United Kingdom, as well as the acquisition of minority stakes in On Tower France and On Tower Poland (see Note 2.h to the accompanying consolidated financial statements). Investments have also been carried out relating to business expansion that generate additional Recurring Leveraged Free Cash Flow (including decommissioning, telecom site adaptation for new tenants and prepayments of land leases), as well as expansion Capital Expenditures related to committed Build-to-Suit programmes and Engineering Services with various clients (see Note 8 to the accompanying consolidated financial statements). Moreover, over this period the Group has also invested in maintaining its infrastructure and equipment keeping sites in good working order, which is key to maintaining a high level of service. Finally, during 2022, the Group completed the Divestment Remedy with UK telecommunications infrastructure operator Wireless Infrastructure Group ("WIG"), required for the completion of the Hutchison United Kingdom Acquisition. The sites have been transferred for an amount of approximately GBP 135 million (see Note 7 of the accompanying consolidated financial statements). As of 31 December 2022, EUR 42 million are pending to be collected and will be collected during the coming quarters.

Consolidated net equity at 31 December 2022 stood at EUR 15,188 million, a -4% decrease compared with the 2021 year-end, owing largely to the acquisition of an additional stake in On Tower France and in On Tower Poland. Since the aforementioned transaction was an equity transaction carried out with a non-controlling interest in the subsidiary that did not modify the controlling position, the transaction led to the recognition of a negative impact under "Reserves of consolidated companies" in the accompanying consolidated balance sheet (see Note 14 to the accompanying consolidated financial statements), partially offset by the issue of shares payment for the Hutchison United Kingdom Acquisition, among others. See Note 6 to the accompanying consolidated financial statements.

The Group's net financial debt as at 31 December 2022 stood at EUR 19,838 million compared with EUR 14,609 million at the end of 2021 (restated). Likewise, on 31 December 2022, Cellnex had access to immediate liquidity (cash & undrawn debt) to the tune of approximately EUR 4.5 billion (EUR 8.7 billion at the end of 2021).

Corporate Rating

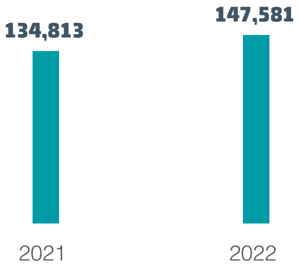
Regarding the Corporate Rating, on 31 December 2022, Cellnex holds a long-term "BBB-" (Investment Grade) with stable outlook according to the international credit rating agency Fitch Ratings Ltd as confirmed by a report issued on 17 January 2023 and a long-term "BB+" with positive outlook according to the international credit rating agency Standard & Poor's Financial Services LLC as confirmed by a report issued on 11 November 2022.

Business indicators

+6% *new PoPs* vs. FY 2021 and *strong progress on BTS programs*

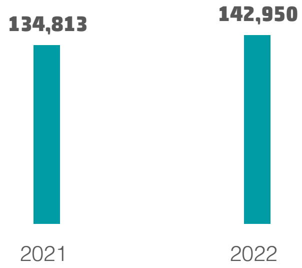
PoPs - Total

+c. 9%



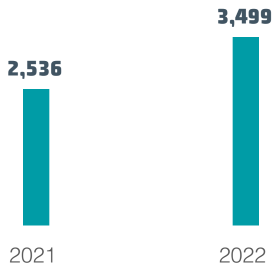
PoPs - Organic Growth

+c. 6%



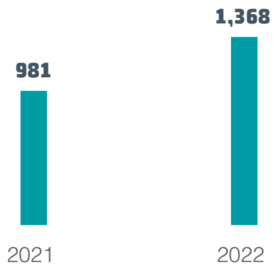
Revenues (€Mn)

+c. 38%



RLFCF (€Mn)

+c. 39%



Organic growth impact on
Recurrent Levered Free Cash Flow c.21%

Organic growth generation

Recurring Leveraged Free Cash Flow (please see section **Milestones and Key Figures for 2022** of this Annual Integrated Report) organic growth generation in the year ended December 31, 2022 amounted to 204 million euros (please see full year 2022 results presentation), driven by a number of contributors: i) BTS program execution (approximately 84 million euros), ii) escalators or inflation (approximately 57 million euros), iii) Operating expenses, ground lease efficiencies and synergies (approximately 20 million euros) and, iv) New colocations and associated revenues (approximately 44 million euros). These are the assumptions that the management has taken into account:

- The contribution from BTS programs corresponds to approximately 3,700 average annual BTS PoPs, adjusting for its respective incremental contribution in 2022 compared to the year ended December 31, 2021, along with an approximately EUR 20 thousand average fee (taking into account the resulting volume executed through each program). Furthermore, this average fee may change in future periods as the overall composition of the BTS programs delivered may result in a different weighted average figure. Additionally, Nexloop and other contracted projects contributed for around ten million euros.

- Escalators or inflation as the annual update of the base fee. As per management estimates, around 65% of the total Operating Income is linked to domestic CPI with different caps and floors (depending on each contract - please see paragraph "Telecom Infrastructure Services" of this section), while the remaining c.35% is linked to fixed escalators (1% of 2% - please see paragraph "Telecom Infrastructure Services" of this section). For the year ended 31 December 2022 management estimates assume approximately 3% average escalator. Please note this average may change in future periods.

- Operating expenses, ground lease efficiencies and synergies correspond to the efficiencies that are achieved mostly as a result of the investment in cash advances and other initiatives on ground lease efficiencies. It also includes Operating expense savings related to energy consumption and connectivity costs that are offset by the impact of the CPI (allowing for like-for-like OPEX growing significantly below inflation including the contribution from efficiencies to payment of leases (not accounted for as Opex under IFRS 16) and excluding energy price increases that are passed-through to customers). In 2022 there were no synergies contribution. Under management estimates that the corresponding investments deliver an approximate 10 year pay-back.

- New colocations and Associated revenue corresponds to new third party colocations (around 3,400 average annual third party PoPs, adjusting for its respective incremental contribution in 2022 compared to the year ended 31 December 2021, along with an average fee that is less than half of the fee of BTS PoPs) as well as further initiatives carried out in the period such as special connectivity projects, indoor connectivity solutions based on DAS, mobile edge computing, fiber backhauling, site configuration changes as a result of 5G rollout and other Engineering Services (certain works and studies carried out on request of our customers such as adaptation, engineering and design services, which represent a separate income stream and performance obligation). Please see Engineering Services disclosed in Note 8 of the accompanying Consolidated Financial Statements and section Milestones and key figures for 2022

Information on average supplier payment period

Please see Note 17 to the accompanying Consolidated Financial Statements.

Use of financial instruments

Please see Note 4 to the accompanying Consolidated Financial Statements.

Long-term value creation

Cellnex´s Financial Structure (1)

Cellnex's borrowing is represented by a combination of loans, credit facilities and bond issues. At 31 December 2022, the total limit of loans and credit facilities available was EUR 7,178,743 thousand (EUR 6,814,615 thousand as at 31 December 2021), of which EUR 3,885,212 thousand in credit facilities and EUR 3,293,530 thousand in loans (EUR 2,740,058 thousand in credit facilities and EUR 4,074,556 thousand in loans as at 31 December 2021).

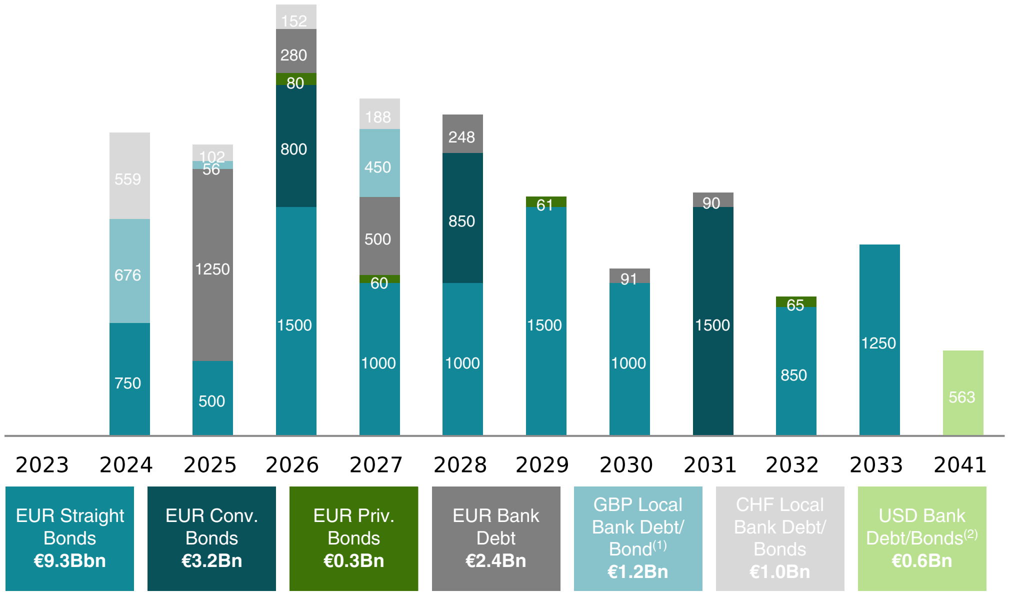
Thousands of euros

	Notional as of 31 December 2022 (*)			Notional as of 31 December 2021 (*)		
	Limit	Drawn	Undrawn	Limit	Drawn	Undrawn
Bond issues and other loans	14,215,194	14,215,194	—	13,766,317	13,766,317	—
Loans and credit facilities	7,178,743	3,833,917	3,344,826	6,814,615	2,079,919	4,734,696
Total	**21,393,937**	**18,049,111**	**3,344,826**	**20,580,932**	**15,846,236**	**4,734,696**

(1) Without including the "Lease liabilities" heading of the accompanying consolidated financial statements.

(*) These items include the notional value of each heading, and are not the gross or net value of the heading. See "Borrowings by maturity" of the Note 15 to the accompanying consolidated financial statements.

The following graph sets out Cellnex's notional contractual obligations in relation to borrowings as at 31 December 2022 (EUR million):



Key highlights

- **Liquidity** of c.€4.5 Bn: c.€1.1 bn cash and c.€3.3 Bn undrawn credit lines.
- **Fixed rate debt** c.77%
- **Gross Debt** c.€18 Bn (bonds and other instruments)
- **Net Debt** c.€16.9 Bn (3)
- **Flexibility preserved**: Cellnex Finance debt without financial covenants, pledges or guarantees

(1) Includes EUR bonds swapped to GBP.; (2) Includes USD bonds swapped to EUR. (3) Corresponds to Notional Debt.

In accordance with the financial policy approved by the Board of Directors, the Group prioritises securing sources of financing at Parent Company level. The aim of this policy is to secure financing at a lower cost and longer maturities while diversifying its funding sources. In addition, this encourages access to capital markets and allows greater flexibility in financing contracts to promote the Group's growth strategy.

Responsible tax policy and values of Cellnex

Tax Policy

In July 2021, the Board of Directors of Cellnex Group, SA approved a new **Tax Policy** that reinforced and updated the Group's guiding principles in tax matters. The Policy is applicable to all Group entities and, consequently, is intended for all employees. The Cellnex Group's new Tax Policy establishes the fundamental guidelines governing the decisions and actions of the Cellnex Group in tax matters, in line with the basic principle of regulatory compliance, i.e. due compliance with the tax obligations which the Group is required to meet in each of the countries and territories where it does business, fostering cooperative relationships with tax administrations based on the duties of transparency, good faith and loyalty, and mutual trust.

This Tax Policy replaces the first Group Tax Strategy approved in 2016.

It should be noted that Cellnex's tax policy establishes, among other things, its commitment to pay any applicable taxes in all countries in which it operates and the alignment of its taxation with the effective performance of economic activities and value generation. As a consequence of this principle, the Cellnex Group is present in the territories where it operates purely for business reasons. Additionally, the Cellnex's tax policy prohibits operating in territories considered as tax havens under Spanish law or included in the "European Union's black list of non-cooperative tax jurisdictions" in order to evade tax obligations which would otherwise be applicable. In this regard, the Cellnex Group companies are entities incorporated in European countries that are not listed as countries or territories classified as such.

Tax Control Framework

Moreover, the same Board of Directors meeting in July 2021 approved the new Tax Risk Control and Management Standard, setting out the principles and structure of the tax risk control and management framework, in accordance with the new Tax Policy. In particular, this document brings together and lays down the principles and standards of action, internal processes and internal bodies aimed at mitigating and/or eliminating the different types of tax risks that can occur at Group level.

In addition, the deployment of the Tax Risk Control and Management System started at international level in 2021 and continued in 2022 with the roll-out of tax processes and controls to guarantee implementation of the Tax Control Framework following best practices in the field, gaining public interest and generating value for its shareholders by respecting and complying with tax regulations when making business decisions to avoid tax risks and inefficiencies.

Over the coming years, Cellnex will endeavour to improve the processes defined in 2021 by analysing of the various circumstances of the countries in which the Group has a presence. This review will lead to a better and more accurate Tax Control Framework, in line with best practices in relation to the management of tax risks.

Tax Compliance Committee

In this context, and to guarantee the proper functioning, supervision and effectiveness of the Tax Control Framework, in July 2021 the Board of Directors also approved the incorporation of the Tax Compliance Committee. This new body reports to the Audit and Risk Management Committee and is structured as a collegiate body made up of a Chairperson, three Members and a Technical Secretary (with no voting rights). While the three Members belong to the Cellnex Group, the Chairperson is an independent tax expert with extensive and recognised standing in the tax field.

The Tax Compliance Committee is required to promote and assess the correct implementation and efficacy of the Cellnex Tax Risks Control and Management System, and to enable the prevention, detection, management and mitigation of tax risks.

To do so, the Tax Compliance Committee supervises the planning and implementation of the processes and procedures necessary to meet the established requirements of the Tax Risks Control and Management System, which must be reviewed and controlled periodically, and ensures that tax compliance objectives are being met.

Cooperative relationship and tax transparency

Cellnex is fully committed to transparency in tax matters and to fostering a relationship with tax authorities based on the principles of mutual trust, good faith, transparency, collaboration and loyalty, and has been recognised as one of the top IBEX-35 companies in terms of tax transparency by Fundación Haz in its annual report "**Contribución y Transparencia 2021**", being awarded the top three-star rating.

RESPONSABILIDAD FISCAL **2021**

In particular, and with regard to Spain, in September 2020, the Board of Directors of Cellnex Telecom, SA approved its adoption of the Code of Good Tax Practice of the Spanish Tax Authorities. In line with the principles of cooperative relationship with the Tax Authorities and transparency provided for in the Group's Tax Policy, in 2022 the Cellnex Group submitted the Tax Transparency Report for the year 2021 (in 2021, the 2020 Tax Transparency Report was also submitted, (see the list of entities that have submitted the **Tax Transparency Report**). Although submission is not compulsory for entities or Groups adopting the Code, the Cellnex Group considered that the submission of this report was essential to forge a strong two-way relationship with the Spanish Tax Authorities.

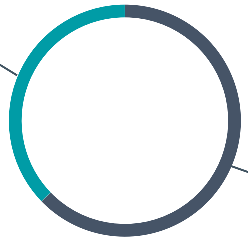
Furthermore, looking at other territories where the Cellnex Group has a presence, in September 2021 it was appointed the Senior Accounting Officer for certain UK entities of the Group, its main duties being the adoption of reasonable steps to ensure that the Group establishes and maintains appropriate tax accounting arrangements. Additionally, the Senior Accounting Officer must monitor the arrangements and identify any aspects in which these fall short of the requirement.

Cellnex tax contribution

Cellnex is also sensitive to and aware of its responsibility for the economic development of the territories in which it operates, helping to create economic value by paying taxes, both on its own account and those collected from third parties. Accordingly, it makes a substantial effort and pays close attention to fulfilling its tax obligations, in accordance with the applicable rules in each territory.

Tax contribution in 2022

€513 Mn



Following the OECD's cash basis methodology, Cellnex's total tax contribution in 2022 was EUR 513 million (EUR 510 million in 2021). Own taxes are those borne by the Group and those of third parties are those that are collected and paid to the various tax authorities on behalf of such third parties, and therefore do not represent a cost for the Group.

CELLNEX TAX CONTRIBUTION (millions of euros)

	31 December 2022			31 December 2021		
	Own taxes[1]	Tax collected from third parties[2]	Total	Own taxes[1]	Tax collected from third parties [2]	Total
Spain	37	75	112	26	77	103
Italy	25	73	98	102	52	153
France	30	42	72	51	4	55
Netherlands	11	20	31	4	15	20
United Kingdom	40	35	75	30	6	36
Switzerland	9	7	16	4	7	11
Ireland	4	9	13	10	9	19
Portugal	2	18	20	12	17	29
Austria	—	3	3	—	5	5
Sweden	5	7	12	2	6	8
Denmark	—	2	2	—	4	4
Poland	28	31	59	51	16	67
Total	**191**	**322**	**513**	**292**	**218**	**510**

[1] Includes taxes that represent an effective cost for the Group (basically includes payments of income tax, local taxes, various rates and employers' social security contributions).

[2] Includes taxes that do not affect the result, but are collected by Cellnex on behalf of the tax authorities or are paid on behalf of third parties (they basically include the net value-added tax, with deductions from employees and third parties and employees'social security contributions).

Income tax payment

The reconciliation of the heading “Income Tax Payment” from the Consolidated Statement of Cash Flows for the year ended on 31 December 2022 and 2021, with “Income tax” in the Consolidated Income Statement is as follows:

		Thousands of euros
Income tax payment	**31 December 2022**	**31 December 2021**
Current tax expense [29]	**(24,358)**	**(120,725)**
Payment of income tax prior year	(22,164)	(29,542)
Receivable of income tax prior year	9,143	9,009
Income tax (receivable)/payable	2,790	47,858
Non-recurring Income tax paid [30]	(7,342)	(78,400)
Others	(53,997)	6,230
Payment of income tax as per the Consolidated Statement of Cashflows	**(95,928)**	**(165,570)**

[29] See note 18.b to the accompanying consolidated financial statements.

[30] See note 18.b, section "The reverse merger transaction" to the accompanying consolidated financial statements.

The breakdown of the income tax payment by country for the 2022 financial year is as follows:

BREAKDOWN OF THE INCOME TAX PAYMENT BY COUNTRY (millions of euros)

	31 December 2022					31 December 2021				
	Income from sales to third parties	Income from intra-group operations with other tax jurisdictions	Tangible assets other than cash and cash equivalent	Corporate income tax accrued on gains/losses	Corporate income tax paid	Income from sales to third parties	Income from intra-group operations with other tax jurisdictions	Tangible assets other than cash and cash equivalent	Corporate income tax accrued on gains/losses	Corporate income tax paid
Spain	569	96	887	14	9	530	34	851	53	(1)
Italy	736	1	1,605	13	9	512	1	1,281	92	16
France	749	5	4,571	48	21	414	—	3,153	80	39
Switzerland	158	5	228	(6)	9	146	—	209	4	3
Netherlands	130	5	148	(32)	10	97	—	153	6	3
Ireland	57	2	193	(2)	3	56	—	168	1	3
United Kingdom	386	9	858	133	15	312	1	325	(93)	7
Portugal	129	4	516	2	1	103	—	247	3	11
Austria	79	2	226	8	—	73	—	208	5	—
Sweden	56	1	142	6	5	49	—	142	—	2
Denmark	36	2	87	3	—	29	—	70	—	—
Poland	413	—	1,234	3	7	213	—	826	3	4
Total	**3,498**	**132**	**10,695**	**190**	**89**	**2,533**	**36**	**7,632**	**154**	**87**

Sustainable finance

"It is truly gratifying to be part of a committed company and to be able to help and encourage Cellnex to achieve its environmental and social goals, which are crucial to creating a better world, through financing.

Susana Sánchez, Treasury Analyst - Cellnex Corporate

As part of the commitment to sustainability, Cellnex has designed a Sustainability-Linked Financing Framework to reinforce the role of sustainability as an integral part of the Group's funding process.

The Framework is aligned with best practices as described by the International Capital Market Association's ("ICMA") Sustainability-Linked Bond Principles ("SLBP") 2020 and the Loan Market Association's ("LMA") Sustainability-Linked Loan Principles 2021 ("SLLP") and will also provide investors with further insights into Cellnex's sustainability strategy and commitments.

Cellnex's **Sustainability-Linked Financing Framework** aims cover any upcoming Sustainability-Linked financings, whether through Sustainability-Linked Bonds, Sustainability-Linked Convertible Bonds, Sustainability-Linked Loans or other debt instruments such as credit facilities and derivatives, whose financial characteristics are linked with sustainability performance targets. All Sustainability-Linked financing instruments will be referred to collectively as sustainability-linked financings.

The Framework has been reviewed by Sustainalytics, providers of **Second Party Opinions (SPO)** which considers it to be aligned with the International Capital Markets Association's Sustainable Bond Principles 2020 and the Loan Market Association's Sustainable Lending Principles 2021.

Cellnex has selected two environmental KPIs and one social KPI, which are core, relevant and material to its business and industry and are aligned with its ESG Strategy.

- **KPI #1** - Environmental: Percentage reduction of Cellnex's GHG emissions:
  - **KPI #1a**: 45% reduction in Scope 1, 2 and 3 from fuel and energy-related activities GHG emissions by 2025 vs 2020 and 70% in 2030 vs 2020.
  - **KPI 1#b**: 21% reduction of absolute Scope 3 GHG emissions from purchased goods and services and capital goods by 2025 vs 2020.
- **KPI #2** - Environmental: Increase annual sourcing of renewable electricity to 100% by 2025
- **KPI #3 -** Social: Increase the percentage of women in director and senior management/manager roles in the Cellnex Group to 30% by 2025.

During the year ended at 31 December 2022, the Group structured EUR 3.4 Bn Facilities linked to the Sustainability Framework for 5 years with two of the indicators included in the Framework. (see note 15).

The most up-to-date information on ESG financing programs is available in the "**Debt programs**" section of the corporate website. Additionally, **Annex 8. Sustainable finance** includes detailed information on the KPIs performance.

Indicator	Description	Status 2022	Target 2025	Target 2030
KPI 1a	Reduction in Scope 1, 2 and 3 from fuel and energy-related activities GHG emissions	(79%)	(45%)	(70%)
KPI 1b	Reduction of absolute Scope 3 GHG emissions from purchased goods and services, and from capital goods	(9%)	(21%)	_
KPI 2	Annual sourcing of renewable electricity	77%	100%	_
KPI 3	Percentage of women in directors and senior management/manager roles	27%	30%	_

Post balance sheet events

i) Resignation tendered by Mr. Tobias Martinez Gimeno, as director of Cellnex and, therefore, as its Chief Executive Officer (CEO)

The Group communicated the resignation tendered by Mr. Tobias Martinez Gimeno, by letter dated 10 January 2023, as director of Cellnex and, therefore, as its Chief Executive Officer (CEO), with effect from 3 June 2023.

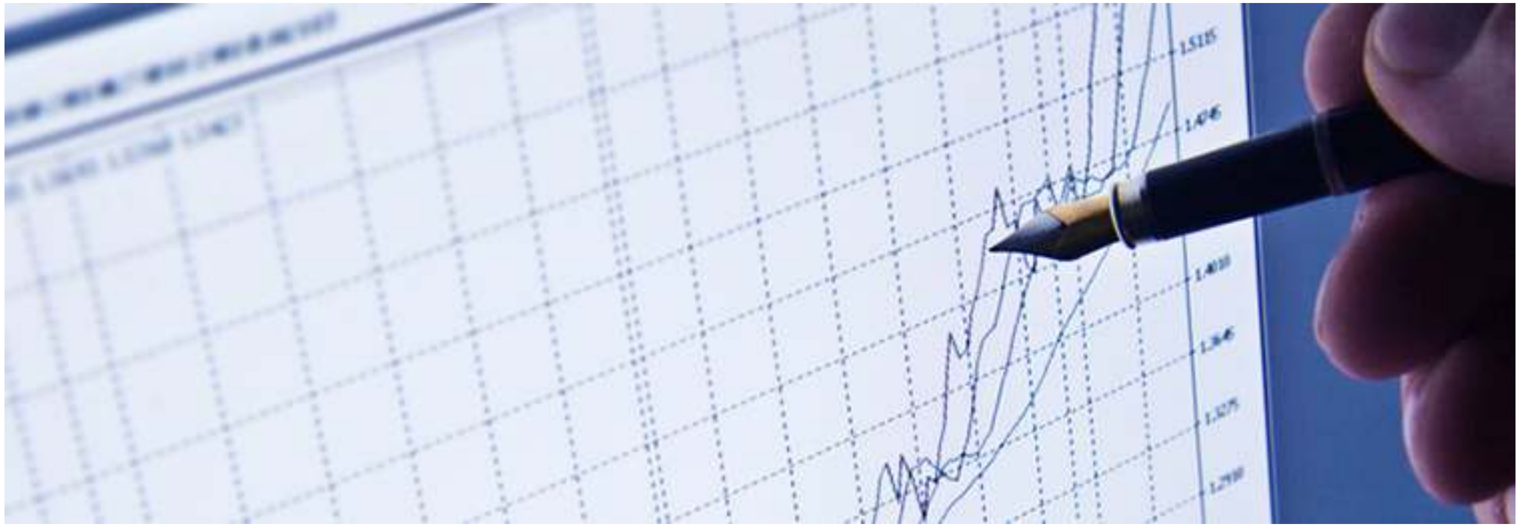
The Board has acknowledged the CEO's resignation and has put the necessary mechanisms in place for his succession. The choice of the final effective date will allow him to attend the Ordinary General Shareholders Meeting to examine the accounts for the 2022 financial year, initially scheduled for 1 June 2023.

ii) Cellnex entered into a EUR 700 million term loan facility agreement to refinance its debt

On 27 February 2023, Cellnex Finance, as borrower, and Cellnex, as guarantor, entered into a EUR 700,000 thousand term loan facility agreement to refinance by means of a subsequent intra-Group financing between Cellnex Finance, as lender, and Cellnex UK, as borrower, the existing GBP 600,000 thousand term loan facility agreement entered into by Cellnex UK, as borrower, and Cellnex, as guarantor, on 5 November 2019 (as amended and restated on 9 December 2020 and on 23 December 2021). The new financing maintains an attractive interest expense while extending the average life of the Group's debt.

iii) The Group cancelled a Cross Currency Swap ("CCS") amounting to EUR 450 million

In February 2023, the Group cancelled a Cross Currency Swap ("CCS") for EUR 450 million and an equivalent sterling value of GBP 382 million which were designated together with the bond issue of EUR 450 million executed in January 2020 as a natural hedge of the net investment made in United Kingdom Group's subsidiaries.



2.4 Business perspective

New outlook set for 2023 while 2025 *outlook has been reiterated*

In terms of business prospects, during 2023 the Group will continue to focus on implementing organic growth (leveraging its status as a neutral operator), in accordance with its ambition of achieving Investment Grade status by two credit rating agencies by the end of 2024, and by improving efficiency and profitability. In this way, the Group expects to increase various key indicators by double digits for the year ending 31 December 2023.

The Group estimates its revenues for the year ending 31 December 2023 to increase between EUR 4,100 million and EUR 4,300 million and its Adjusted EBITDA to increase to between EUR 2,950 million and EUR 3,050 million, as a result of: (i) organic growth (price escalators, new colocations and associated revenues with a targeted more than 5% new PoPs year-on-year and efficiencies), (ii) the contribution of the transactions completed during 2022; mainly the CK Hutchison Holdings Pending Transaction with regard to the United Kingdom concluded in the last quarter of 2022 and, (iii) required disposals (either completed, such as the UK divestment of some 1,100 sites, or to be carried out in 2022, such as part of the French disposals).

The Group expects its Recurring Leveraged Free Cash Flow (RLFCF) for the year ending 31 December 2023 to be in the range of EUR 1,525 million to EUR 1,625 million (with Net payment of lease liabilities expected to be around 850 million, Maintenance Capital Expenditures expected to be around 3% of Operating Income and Changes in current assets/current liabilities expected to be trending to neutral). Expansion Capital Expenditures is expected to represent approximately 10% of Operating Income and Free Cash Flow for the year ended 31 December 2023 is targeted to trend to neutral.

Business outlook 2025 unchanged

Additionally, the Group has previously issued long-term targets up to 2025 that are considered valid by the Group as of the date of this Integrated Annual Report (the “2025 Targets”), after factoring higher inflation positively impacting Operating Income to grow at around 3% due to the average escalator, Operating Expenses and Net payment of lease liabilities expected to grow more slowly than Operating Income as a result of efficiencies, and the net impact from disposals and new investments committed (please see slides 14 and 21 in the 2021 full year results presentation). The 2025 Targets are underpinned by highly visible financials and could trend to the upper end of the range if current high inflation levels are sustained.

	Guidance 2025 (€Mn)
Operating Income	4,100 – 4,300
Adjusted EBITDA	3,300 – 3,500
RLFCF	2,000 – 2,200

The 2023 Profit Forecasts and the 2025 Targets are based on several assumptions. All of the assumptions relate to factors which are outside the full control of the Board of Directors. The 2023 Profit Forecasts have been compiled and prepared on a basis which is both comparable with the historical financial information and consistent with the Group’s accounting policies.

2.5 Investor Relations

Cellnex in the stock market

On 20 June 2016, the IBEX 35 Technical Advisory Committee approved the inclusion of Cellnex Telecom (CLNX: SM) in the benchmark index of Spain's stock exchange, the IBEX 35, which brings together the principal companies on the Spanish stock exchange in terms of capitalisation and turnover. This milestone brought with it a broadening of the shareholder base, giving Cellnex higher liquidity and making it more attractive to investors. At present Cellnex has a solid shareholder base and the majority consensus of analysts who follow our company c.+85% is a recommendation to buy.

As at 31 December 2022, the share capital of Cellnex Group increased by EUR 6,787 thousand to EUR 176,619 thousand (EUR 169,832 thousand at the end of 2021), represented by 706,475,375 cumulative and indivisible ordinary registered shares of EUR 0.25 par value each, fully subscribed and paid (see Note 14.a to the accompanying consolidated financial statements).

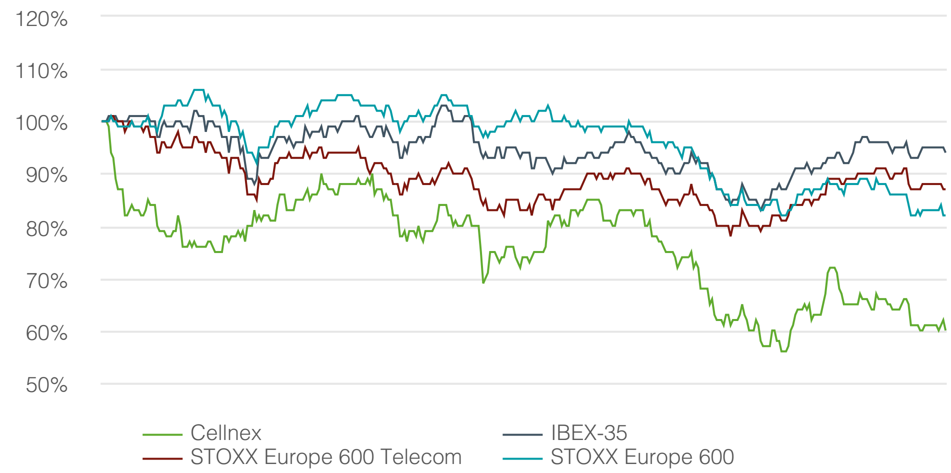
Cellnex's share price decreased -39% during 2022, closing at EUR 30.92 per share. The average volume traded has been approximately 1,722 thousand shares a day. The IBEX 35, STOXX Europe 600 and the STOXX Europe 600 Telecom were down by -6%, -13% and -17% over the same period.

Cellnex's market capitalisation stood at EUR 21,844 at the year ended on 31 December 2022, 673% higher than at start of trading on 7 May 2015, compared with a 26% drop in the IBEX 35 over the same period.

The evolution of Cellnex shares during 2022, compared to the evolution of IBEX 35, STOXX Europe 600 and STOXX Europe 600 Telecom, is as follows:

BREAKDOWN OF THE MAIN CELLNEX STOCK RATIOS AT DECEMBER 31, 2022 AND 2021:	31 December 2022	31 December 2021
Number of shares	706,475,375	679,327,724
Stock market capitalisation at period/year end (millions of euros)	21,844	34,768
Share price at close (EUR/share)	30.92	51.18
Maximum share price for the period (EUR/share)	51.70	61.05
Date	03/01/2022	24/08/2021
Minimum share price for the period (EUR/share)	28.02	37.16
Date	13/10/2022	08/03/2021
Average share price for the period (EUR/share)	38.75	49.97
Average daily volume (shares)	1,721,999	1,622,122

Performance of Cellnex shares



TREASURY SHARES

1,119,007

0.16% of its share capital

Treasury shares

On 31 May 2018 the ordinary general shareholder's meeting of Cellnex decided to delegate in favour of the Parent Company's Board of Directors the power to purchase treasury shares up to a limit of 10% of the share capital of the Parent Company.

In accordance with the authorisation approved by the Board of Directors, at 31 December 2022 the Group held 1,119,007 treasury shares (0.16% of its share capital). The use to be made of the treasury shares has yet to be decided and will depend on any decisions adopted by the Group's governing bodies.

In the context of the acquisition of the tower businesses and assets in the United Kingdom of CK Hutchison Networks Europe Investments S.à r.l. ("Hutchison") Cellnex transferred 6,964,144 treasury shares and issued 27,147,651 new shares. Thus, a total of 34,111,795 Cellnex shares were delivered to Hutchison.

In addition, as at 31 December 2022 and 2021, 291,258 and 123,969 treasury shares respectively had been transferred to employees as remuneration payable in shares.

Shareholder remuneration

The approved shareholders' remuneration policy aims to maintain an appropriate balance between shareholder remuneration, the parent company's profit generation and the parent company's growth strategy, while pursuing an adequate capital structure. When implementing the Shareholders' Remuneration Policy, the Group is focused on distributing an annual dividend of 10% above the dividend distributed for the prior year. As a result, each year the parent company distributes dividends against either net profit or distributable reserves attributable to the Group for the respective financial year.

On 21 July 2020, the General Shareholders' Meeting approved the distribution of a dividend charged to the share premium reserve with a maximum of €109 million, to be paid upfront or in instalments over the years 2020, 2021, 2022 and 2023. It was also agreed to delegate to the Board of Directors the authority to establish, if appropriate, the amount and the exact date of each payment during that period, while always remaining within the maximum overall amount stipulated.

In accordance with the **Shareholders' Remuneration Policy**, shareholder remuneration for fiscal year 2021 will be equivalent to that for 2020 (EUR 29.3 million) plus 10% (EUR 32.2 million); the shareholder remuneration corresponding to fiscal year 2022 will be equivalent to that of 2021, plus 10% (EUR 35.4 million).

During 2022, and in compliance with the Group´s Shareholders' Remuneration Policy, the Board of Directors, pursuant to the authority granted by the decision of the General Shareholders' Meeting of 21 July 2020, approved the distribution of a dividend charged to the share premium reserve in the amount of EUR 11,820 thousand, which represents EUR 0.01761 for each existing and outstanding share giving entitlement to receive such a cash pay-out. In addition, the Board of Directors, pursuant to the authority granted by the resolution of the Annual Shareholders' Meeting of 21 July 2020, approved the distribution of a dividend charged to the share premium reserve in the amount of EUR 24,814 thousand, which represents EUR 0.03518 for each existing and outstanding share giving entitlement to receive such a cash pay-out.

Dividends will be paid on the specific dates to be determined in each case and will be duly announced.

On 15 December 2022, the Board of Directors approved the following Shareholders' Remuneration Policy corresponding to the fiscal years 2023 and 2024: (i) the shareholder remuneration corresponding to fiscal year 2023 will be equivalent to that of 2022 (EUR 36.6 million) increased by 10% (EUR 40.3 million); (ii) the shareholder remuneration corresponding to fiscal year 2024 will be equivalent to that of 2023 increased by 10% (EUR 44.3 million).

Notwithstanding the above, the Group's ability to distribute dividends depends on several circumstances and factors including, but not limited to, the net profit attributable to the Group, any limitations included in financing agreements and the Group's growth strategy. As a result of such (or other) circumstances and factors, the Group may amend the Shareholders' Remuneration Policy or may not pay dividends in accordance with the Shareholders' Remuneration Policy at any given time. In any case, the Group will duly announce any future amendment to the Shareholders' Remuneration Policy.

Shareholders

Cellnex works continuously to maintain a good two-way relationship with its shareholders. To that end, there is a policy for communication and contact, which states that the Board of Directors will be responsible for providing suitable channels for shareholders to find any information the management of the Group, and for establishing mechanisms for the regular exchange of information with institutional investors that hold shares in the Group.

The Group has several communication channels to ensure effective compliance with the principles of the above-mentioned Policy, some of which are general channels, designed to disseminate information to the public, while others are private and primarily intended for shareholders, institutional investors and proxy advisors.

The general channels are the website of the **Spanish Stock Exchange Commission** (CNMV) and other bodies, and the **Cellnex Corporate website**. The private channels for use by shareholders and investors are the various social networks on which Cellnex has an account (such as **LinkedIn**, **Twitter** and **YouTube**), as well as the "Shareholders and Investors" section on the Group website and the Investor Relations Area. Concerns may also be expressed at the General Shareholders' Meeting.

Further information on stakeholder engagement can be found in section **1.3 Our commitment - Stakeholders.**

Cellnex provides various *communication channels* to its shareholders

Cellnex in the sustainability ratings

In 2022 Cellnex consistently ***improved its overall score*** in the sustainability ratings, ***reaching all-time highs***

In recent years, there has been an increase in European legislation regarding a number of ESG topics, many of which are already being applied (Green Deal, EU Taxonomy) and others that will come into force over the coming years (Corporate Sustainability Reporting Directive, Human Rights Due Diligence Directive). This has translated into a considerable increase in interest among stakeholders in knowing, demanding and evaluating the level of companies' commitment in relation to various ESG issues, as the implementation of actions aligned with ESG criteria carries a lot of weight with investors when choosing one investment or another.

In this regard, more and more companies are integrating ESG as a fundamental pillar of their business model, thereby increasing competition between them in relation to ESG performance. Information is therefore needed to measure and compare companies' contributions and responsibility in relation to ESG topics. To do this, analysts, agencies and information providers in the field of sustainability evaluate the exposure of companies to ESG risk as well as their risk mitigation and management capacity, obtaining a rating for companies in terms of sustainability performance.

Cellnex is evaluated in the main international sustainability ratings, including CDP, Sustainalytics, MSCI, CSA from S&P Global, FTSE4Good, and Standard Ethics, among others. Through its ESG performance Cellnex demonstrates its commitment to meeting investors' expectations based on transparency and accountability in terms of sustainability.

Compared with the previous year, in 2022 Cellnex consistently improved its overall score in the sustainability ratings, thus reaching all-time highs. The 2022 score ratings are summarised below.

SUSTAINABILITY RATINGS IN 2022

S&P Dow Jones Indices A Division of S&P Global **81** Max: 100 Min: 0	**Corporate Sustainability Assessment (CSA)-S&P Global** Cellnex has improved in the Governance (+8p) and Social (+15p) dimensions, upgrading its overall score to 81p in CSA 2022 (+8p vs CSA 2021, +c.11%). Included in the 2023 Yearbook for the first time.	MSCI **A** Max: AAA Min: CCC	**MSCI ESG Rating** Cellnex stands out for its leadership in Corporate Governance within telecom services; in 2022 it maintained its score of A, upgraded from BBB in 2021.
CDP DISCLOSURE INSIGHT ACTION **A** Max: A Min: D-	**CDP Climate Change** Cellnex remains in the A list for the fourth consecutive year, maintaining its leadership position with an score of A that is even higher than the sector average (B).	Bloomberg Gender-Equality Index 2022 **78** Max: 100 Min: 0	**Bloomberg Gender Equality Index** Cellnex was included in the Bloomberg Gender Equality index for the first time in 2022 and has consolidated its position in 2023, increasing its overall score c.+4p
SUSTAINALYTICS **14** Max: 0 Min: +40	**Sustainalytics ESG Risk Rating** Consolidated as a low-risk ESG company, placing it in the top five companies in the global Telecom Services industry, Cellnex was ESG top-rated in 2022 and 2023..	FTSE4Good FTSE Russell **4,3** Max: 5 Min: 0	**FTSE4Good** Annual performance decrease of 0.1p. Outstripping 1.4 points the average rating of the telecom industry and top performer in the Governance dimension.
standard ethics **EE** Max: EEE Min: F	**Standard Ethics Rating** In early 2023, Cellnex was upgraded in the Corporate Standard Ethics Rating (SER) to “EE”, from “EE-“ previously, with a positive outlook. Member of the SE Spanish Index since 2017.	GRESB Public Disclosure 2021 **A** Max: A Min: E	**GRESB Public Disclosure** In 2022, Cellnex maintained its leadership position with an overall score of 85p (A) among its sector peers (which increased from 6 to 25 companies)

Sustainalytics

In 2022 Cellnex reduced its ESG Risk by 1.5 points, thereby *improving its ESG Risk Rating* to

14 points

S&P Global Corporate Sustainability Assessment (CSA) 2022 score

81 points out of 100

+8 improvement vs 2021

Included in the 2023 Sustainability Yearbook as an *Industry Mover*

Sustainalytics

Sustainalytics measures a company's ESG risk and is usually used for investors worldwide, as it is an environmental, social and corporate governance (ESG) research and rating company. The rating ranges from 0 to 100, where the higher the score, the higher the risk, understood as the degree to which a company's economic value is at risk due to ESG factors. Score values from 0 to 10 indicate negligible risk.

Cellnex is part of the STOXX Global ESG index, which offers a representation of the world's leading companies in terms of ESG criteria, based on the indicators provided by Sustainalytics.

In 2022, Cellnex has continued working on their risk management, improving their **ESG Risk Rating** to 14 points (-1.5 vs 2021 score), placing the Group as the fifth, out of the total amount of companies in the Global Telecommunications Ranking.

Cellnex improved its ESG Risk Rating in the majority of categories by 0.2-0.4 points. Furthermore, the rik is classed as negligible in 4 out of the 7 categories, indicating practically no risk. The risks which did not improved in relation to the previous year are Data Privacy and Security (which stayed the same) and Carbon-Own Operations (with an increase of 0.1 points of risk). The increase in risk of Carbon-Own Operations is due to a lower score of its management.

Within its "Market Cap" ($22.5- $28.6 Bn), Cellnex obtained the best ESG Risk Rating, placing the Group fifth in the Global Telecommunications Ranking (3 positions up on the previous year). Additionally in 2022 and 2023 Cellnex was awarded the ESG Top-Rated Badge from Sustainalytics making it one of the top 50 ranked companies in the ESG Risk Ratings universe.

S&P Global Corporate Sustainability Assessment (CSA) and Dow Jones Sustainability Index

The S&P Global **Corporate Sustainability Assessment (CSA)** ranges from 0 to 100, where 100 is the best score that can be obtained. CSA score determines the companies included in Dow Jones Sustainability Indices (DJSI), which are a family of best-in-class benchmarks for investors who have recognised that sustainable business practices are critical to generating long-term shareholder value and who wish to reflect their sustainability convictions in their investment portfolios. Cellnex participates each year in the CSA as an invited company.

In recent years Cellnex Group has progressively improved its score, attaining an overall score of 81 points in 2022 (+8 points up on 2021, up 15 on 2020 and up 21 on 2019). This result has enabled Cellnex to remain 48 points above the Telecommunication Services sector average and among the top 10% companies in Telecommunication Services (percentile 91, up +2 points on 2021).

Regarding the evolution of the score by dimension, in 2022 Cellnex improved in the Governance & Economic dimension, with a score of 84 (+8 points), and in the Social dimension, with a score of 78 (+15 points), while in the Environmental dimension it remained stable on 81 points (-2 points).

2023 Sustainability Yearbook

S&P Global has recognised Cellnex's efforts in terms of sustainability by including it in the **2023 Sustainability Yearbook** as *Industry Mover.* The company, which scored in the top 15%, achieved the strongest improvement in the Telecommunication Services industry in CSA 2022.

CDP Climate Change

Cellnex is member of the

***A List* for the fourth consecutive year**

Carbon Disclosure Project (CDP)

The CDP is a global standard that uses an independent methodology to assess companies' transparency when disclosing environmental and sustainability matters. CDP awards a score from A to D- based on completeness of reporting, awareness and management of environmental risks, as well as demonstration of good practices associated with green leadership, such as setting serious and ambitious targets. The maximum score that can be achieved is an A, and companies that do not disclose or provide insufficient information are given an F rating.

In 2022, Cellnex obtained an A for the fourth consecutive year, which means that it continues to be a Leadership Company in terms of Climate Change. The score obtained continues to be above the sector average and it is among the 23% of companies that achieved the Leadership level in the Activity Group.

Cellnex's commitment to sustainability and tackling climate change made it one of the most outstanding high-performing organisations in this index. Of the 18,700 companies that CDP evaluated this year, the telecom company remained on the **Climate Change 'A List'**. Through its commitment to the climate, Cellnex is also at the forefront of its sector in terms of transparency and commitment to combating climate change.

In the 2022 assessment Cellnex improved its score in the categories "Opportunity Disclosure" and "Business Strategy & Financial Planning" (from A- to A). Additionally, Cellnex is positioned higher than in the previous year compared with the industry and global companies, as those scores fell whilst the Cellnex score remained stable.

In 2022, Cellnex has been recognised by CDP as '**Supplier Engagement Leader 2021**' for its action combating climate change and its efforts to measure and reduce environmental impact in its supply chain. The Group has continued providing these information as part of the CDP Supply Chain questionnaire 2022.

FTSE4Good

The FTSE4Good index series are used by investors wishing to incorporate environmental, social and corporate governance factors into their investment selection processes, as the index identifies companies that best manage the risks associated with these factors. They are also used for tracking index funds, for structured financial products and as a benchmark, as well as being used as a framework for assessing corporate commitment and rating corporate governance.

In terms of overall ESG rating, Cellnex obtained a score of 4.3 in 2022, remaining in the percentile rank 100 for the Telecommunications sector. Note that Cellnex's score is above the sub-sector average (mobile telecommunications) and industry average (telecommunications) by +1.3 points and +1.4 points respectively.

While Cellnex maintained its score for governance (5 out of 5 pts.), the scores for the environmental and social categories fell, slightly reducing the total score by 0.1 points. This was due mainly to the inclusion of new questions and scoring criteria.

MSCI

Each year, MSCI identifies 35 key issues for each industry in order to measure the intersection between a company's core business and the Group's resilience to long-term ESG risks. These key issues are weighted according to MSCI's mapping framework on a scale of 0-10, and the Group's final score is adjusted on the basis of overall industry performance and assigned a letter grade based on an AAA-CCC scale. The AAA rating is the best that can be obtained.

In 2021 Cellnex significantly improved its **MSCI ESG Rating**, increasing its score by 0.9 points and achieving A status for the first time and maintaining it during 2022.

In the 2022 rating assessment Cellnex obtained higher scores in the areas of environment and governance in comparison to the industry averages (+0.6 points in environment and +2.0 points in governance).

Bloomberg GEI

Included for the second year **in a row in the Bloomberg Gender Equality Index. Improvement of**

+4 points year-on-year

Standard Ethics

Cellnex's Corporate Standard Ethics Rating (SER) improved to *"EE"* from the previous rating of "EE-" with a

Positive Outlook

Bloomberg Gender-Equality Index

The Bloomberg Gender-Equality Index (GEI) is the global reference index that measures gender equality across five pillars: female leadership and talent pipeline, equal pay and gender pay parity, inclusive culture, anti-sexual harassment policies, and pro-women brand.

Cellnex was included in this index for the first time in 2022 and has consolidated its position in 2023. The Group has been selected as one of 485 companies across 45 countries and regions to join the **2023 Bloomberg Gender-Equality Index**, a modified market capitalisation-weighted index that aims to track the performance of public companies committed to transparency in gender-data reporting.

Bloomberg Gender-Equality Index recognises Cellnex's commitment to advancing gender equality in the labour market by rolling out policies and initiatives to promote women's professional careers and greater female representation in the organisation.

In terms of performance, Cellnex improved its score by 4.3 points, obtaining an overall score of 77.73 points (73.40 points in 2022).

GRESB

The GRESB Public Disclosure Level assesses the alignment of listed real-estate companies with GRESB infrastructure asset assessment. The public disclosure level provides information on the ESG disclosure activities of GRESB participants and non-participants and provides investors with information that is not currently captured in the GRESB Infrastructure Asset Assessment. The rating is based on an A-E scale, where A is the best achievable score.

For the second consecutive year, Cellnex is proving its ongoing commitment to transparency in sustainability issues and now ranks as the best valued company in the telecommunications infrastructure sector in the **GRESB Infrastructure Public Disclosure 2022.**

In 2021, Cellnex achieved first place, becoming the best positioned company in the telecommunications infrastructure ranking, rising from "B" to "A", the highest level. Well above the sector average, which is "C". For another year, Cellnex maintained its quantitative total score of 85 points out of 100.

Standard Ethics

Standard Ethics is a self-regulated sustainability rating agency that issues non-financial sustainability ratings. The rating scale goes from EEE (max) to F (min), where a classification of "EE-" or above indicates compliance.

Cellnex has been a member of the **SE Spanish Index** since 2017. In early 2023 Standard Ethics upgraded Cellnex's Corporate Standard Ethics Rating (SER) to "EE" from the previous rating of "EE-"with a Positive Outlook.

Vigeo Eiris

The Vigeo indexes are composed of listed companies and are ranked according to an assessment of their ESG performance. The score ranges from 0 to 100, with 100 being the best score.

In 2022 there was no update of the assessment for any company, as Moody's ESG Solutions is seeking feedback from its customers on proposed enhancements to the ESG Assessment methodology. Despite that, in 2021 Cellnex Group increased its overall ESG score for the third consecutive year, achieving a score of 60 (c.+33%).

Clarity AI

During 2022, Cellnex partnered with Clarity AI, the leading sustainability technology platform, in the Industry Sustainability Pioneer Partnership Programme. Taking part in this two-way programme has enabled Cellnex to identify strengths and areas for improvement while enhancing its knowledge of Clarity AI to support their product development.