

# Annual Report on the Remuneration of Directors 2022

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<sup>1</sup>Nominations, Remunerations and Sustainability Committee.

The Annual Report on the Remuneration of the Directors of Cellnex Telecom for the fiscal year 2022, which is part of the Company's Consolidated Management Report, is presented as a separate document and is available on the website of the National Securities Market Commission (CNMV) as well as on the Cellnex Telecom website from the date of publication of the Integrated Annual Report.

\*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.

# 1. Letter from the Chair of the NRSC

Dear Stakeholder,

On behalf of the Cellnex Board of Directors, I am honoured to present to you our Annual Report on the Remuneration of Directors of Cellnex Telecom for the fiscal year 2022 (hereinafter referred to as the **Report**).

This Report includes:

- Our Directors' Remuneration Policy (hereinafter referred to as the **Policy or Directors' Remuneration Policy**) for the fiscal years 2023, 2024 and 2025, in accordance with the Policy approved by the Annual General Meeting held on 28 April 2022 and, if applicable, the amendment that is expected to be submitted for approval by the Board of Directors at the Annual General Meeting in 2023.
- A description of how our Remuneration Policy was applied during the fiscal year 2022.

## Outcome of the 2022 Annual General Meeting and shareholder consultation

The current Remuneration Policy was approved with 56.14% of votes in favor and 7.03% of abstentions at the 2022 Annual General Meeting. This was not the expected result, especially compared to the level of support received for previous Policies.

The NRSC proposed this Remuneration Policy for approval of the Board of Directors after an in-depth reflection process carried out during 2021, where the following factors were considered and, consequently, the following modifications were proposed with respect to the previous remuneration policy in force at that time:

- Optimize the **link between remuneration and the creation of value for stakeholders**, in particular shareholders, and Cellnex's strategic priorities (**pay for performance**). In this regard, it was proposed:
  - Set a remuneration mix where the weight of pay at risk for the CEO would reach 74% of total direct remuneration in a target achievement level scenario and up to 93% in a maximum achievement level scenario.
  - Link variable remuneration to metrics related to inorganic and organic growth, which anticipated the opening of a new chapter in Cellnex's equity story and focused on managing the complexity derived from the various simultaneous integration processes over time.
  - Link 60% of the long-term incentive to total shareholder return, measured both on an absolute and relative basis, and 20% to leveraged free cash flow per share, the achievement of which would allow debt reduction, investments and dividend payments.
  - Maintain 100% of the long-term incentive linked to equity instruments with a 3-year vesting period.
  - Increase the weighting of ESG metrics in annual variable remuneration to 20% and incorporate them in the long-term incentive, with the same weighting, focused on emissions reduction and progress in diversity through inclusive leadership.

- Allow to **recognize and reward the Company's significant and continued growth and expected potential**. The global environment in which Cellnex competes for talent includes, in addition to traditional competitors, private companies and North American companies with highly leveraged remuneration programs and opportunity significantly above the market standard. To **ensure that our Policy is relevant and attractive to the talent we want to attract and, above all, keep committed to the long-term project** that is Cellnex Telecom, it was considered appropriate to:
  - Set a remuneration mix where the weight of pay at risk for the CEO would reach 74% of total direct remuneration in a target achievement level scenario and up to 93% in a maximum achievement level scenario.
  - Establish a competitive positioning of the CEO's total target remuneration. Specifically, this remuneration was positioned between the median and the 75th percentile of industry companies and between the 75th and 90th percentile of European multi-sector high growth companies (measured through total shareholder return).
  - Increase the annual variable remuneration maximum opportunity from 150% to 180% of annual fixed remuneration and of target.
  - Establish a very competitive maximum long-term incentive opportunity, linked to excellent value creation and total shareholder return levels (shareholder value creation 120% over 3 years).
- **Mitigate the risks** associated with elements that were less aligned with best market practices and corporate governance recommendations. Thus, it was proposed:
  - Review the termination and post-contractual non-competition clause of the CEO to establish a total compensation ranging between 2 times the fixed remuneration and 2 times the fixed and variable annual remuneration, depending on the event triggering the non-competition obligation.
  - Remove the possibility of granting extraordinary incentives, in line with the recommendations of institutional investors and proxy advisors.
  - Limit the exercise of discretion by adjusting downward the modifier linked to the performance assessment in the annual variable remuneration, from 0.75-1.25 to 0.8-1.2.

The Committee I have the honor to chair together with the rest of the Board of Directors, lead the development of those improvements which helped to have a Remuneration Policy highly aligned with the market practices in terms of remuneration and also governance, alongside with the strategic priorities, the pay for performance principle and securing competitiveness in the markets where Cellnex competes.

Even with all these improvements, as the Policy is voted as a whole, we had a relevant level of dissent on the current Policy, mainly driven by the LTIP booster (610% of target, in case of maximum opportunity), input received in the engagement process with proxy advisors and institutional shareholders that NRSC conducted during the second half of 2022. The aim of this engagement process was to actively listen those who have voted against and have a deeper understanding of the matters with a lower alignment with their expectations.

- As a first step, a specific **consultation process was carried out with the main proxy advisors and institutional shareholders** who had voted against the Policy in order to deepen its understanding of the reasons for the outcome of the vote. Based on the feedback and recommendations received, the main causes were identified and possible alternatives were analysed to improve the degree of alignment of the long-term incentive with the expectations of institutional investors, while retaining the original principles and objectives on which it was designed, in particular, to foster the creation of shareholder value, which is one of our strategic priorities. Section 3.1. of this report, "How the Policy is drawn up", has more details on this.
- In the end, the NRSC decided to submit to the Board of Directors a model with a single maximum incentive level. After having been discussed with the main institutional investors and proxy advisors in December 2022 and January 2023, this model was approved by the Board of Directors, at the proposal of the NRSC, at its meeting held on 28 February 2023. This adaptation requires an amendment to the Remuneration Policy approved at the 2022 Annual General Meeting. The Board of Directors intends to submit this specific amendment to the Remuneration Policy for approval by the Annual General Meeting, which is expected to be held on second call in June 2023.

It should be noted that in the various rounds of engagement with institutional investors, input has been gathered on the Directors' Remuneration Policy in general terms, apart from the long-term incentive. We have received particularly positive

feedback for fostering this dialogue, as well as for the increased transparency that this NRSC is continuously and steadily promoting, for example through this document outlining our 2023-2025 Directors' Remuneration Policy.

In the last quarter of 2022, the NRSC also reviewed **market remuneration information** in order to: (i) better understand and monitor competitive remuneration practices in the market; (ii) ensure that the Directors' Remuneration Policy contributes effectively to the attraction and retention of highly qualified leaders and appropriately rewards the generation of short and long-term results, with a particular focus on creating value for our shareholders.

In the decision-making process on the Directors' Remuneration Policy, the NRSC also received information on the **remuneration and employment conditions of the Cellnex workforce**. This fiscal year, the NRSC has paid special attention to the impact of inflation on pay competitiveness, with a particular focus on the lower end of the pay scale.

Following the assessment of the aforementioned external and internal factors, for the **2023 fiscal year, the NRSC has proposed not to increase the remuneration of the Directors and to increase the remuneration of a selection of senior management roles**, whose remuneration was positioned below the market's lower quartile, to simplify the booster of the Long-Term Incentive Plan and to align the variable remuneration metrics with our strategic priorities.

Our team, their talent and their motivation are our priority. A committed team, aligned with our business objectives and with a shared purpose, is the key to growing with our customers in a sustainable way and continuing to generate value for our shareholders and stakeholders.

## Results and remuneration accrued in 2022

The commercial, financial and operational strategy communicated to the market was consistently implemented in 2022. The **financial results** are **solid** and show **significant growth** compared to 2021. In particular, revenue increased by +38%, Recurring Leveraged Free Cash Flow by +39% and adjusted EBITDA by +37%. Contributing to this growth were the current operations as well as organic growth and the change in scope. It should be noted that the integration processes are progressing according to plan.

In the 2022 fiscal year, Cellnex **shares** were **impacted** by the various **challenges** posed by the macroeconomic environment. As a result, total shareholder return (TSR) in 2022 was -40% and Cellnex ranks as number #9 relative to the peers set out in the Long-Term Incentive Plan.

In terms of **ESG**, Cellnex has made **progress** in accordance with the roadmap set out in the 2021-2025 ESG Master Plan. Specifically, in 2022 we have achieved 77% renewable electricity, 27%<sup>2</sup> of women in management positions and all of this is in line with the objectives defined for this period.

Based on the aforementioned results:

- The **Annual Variable Remuneration** accrued by the CEO in 2022 amounted to **€1,575,860, equivalent to 121.22% of the target** and his Fixed Remuneration, which combined with the overachievement of financial and operational objectives (110.20%) and the multiplier derived from the assessment of the Leadership Model, which was 1.1 out of 1.2.
- The incentive corresponding to the **2020-2022 Long-Term Incentive Plan** is **zero**, as the minimum share revaluation threshold set at the beginning of the Plan has not been reached. This result shows the flexibility of the Variable Remuneration and the alignment between the shareholder' experience and the CEO remuneration.

## Metrics and objectives for 2023

At the presentation of results for the first nine months of the 2022 fiscal year, our CEO announced the start of a new phase in Cellnex's equity story with **three key strategic priorities**: achieving an investment grade rating with S&P, driving organic growth and maximising shareholder value. Cellnex is progressing according to the schedule set out in the 2021-2025 ESG Master Plan.

To drive these objectives, the NRSC has undertaken a careful review of the metrics in the 2023 Variable Remuneration and in the 2023-2025 Long-Term Incentive Plan. As a result, the following is considered:

- Revenue growth at points of presence (PoPs) and capex management, all directly linked to **organic growth**.

<sup>2</sup> Based on FY20 perimeter, excluding Edzcom, M&A inflows will be included after 3 years following the year of integration.

- **Recurring Cash Flow**, linked to cash generation to accelerate debt reduction and achieve investment grade rating with S&P.
- **Free Cash Flow**, also linked to the achievement of investment grade rating, the execution of greenfield growth projects and the distribution of dividends/share buybacks, once investment grade is achieved.
- **Total Shareholder Return** measured on an absolute and relative basis, linked to maximising value creation for our shareholders.
- In relation to **ESG**:
  - The focus of annual variable remuneration remains on reducing our carbon footprint and boosting the presence of women in management positions, in order to continue our progress in diversity through inclusive leadership.
  - In the long-term incentive plan, the following objectives are maintained: energy consumption green certified, employee engagement score and presence of international talent at corporation.
  - These objectives are outlined in the ESG Master Plan. The weighting of these ESG targets for each variable pay element is also maintained at 20%, in line with market practice, based on information provided by our advisors (WTW).

## 2023 Annual General Meeting

Lastly, I would like to note that the Board of Directors expects to submit the following remuneration proposals for the approval of the next Annual General Meeting:

- Amendment of the Remuneration Policy by eliminating the booster concept and simplifying the model with one single maximum opportunity.
- This Annual Report on the Remuneration of Directors.

I would like once again to thank all our stakeholders for the level and quality of their support during this fiscal year.

**Marieta del Rivero**

**Chair of the Nominations, Remunerations and Sustainability Committee (NRSC)**

## 2. Summary of remuneration

### Features of the CEO's remuneration corresponding to 2023

	2023	Changes with respect to 2022
<b>Fixed elements</b>		
Fixed Remuneration	€1.300.000 (no increase with respect to 2022)	No changes
Pension Plan	25% of Fixed Remuneration	No changes
Payment in kind	€34,000	No changes
<b>Annual Variable Remuneration</b>		
Annual Bonus	<p>Opportunity:</p> <ul style="list-style-type: none"> <li>Target: 100% of Fixed Remuneration</li> <li>Maximum: 180% of Target</li> </ul> <p>2023 metrics:</p> <ul style="list-style-type: none"> <li>Revenue growth at points of presence (PoPs)</li> <li>Recurring cash generation</li> <li>Free Cash Flow</li> <li>Investment Grade</li> <li>Carbon footprint reduction (scope 1+2+3)</li> <li>Female representation in management positions</li> <li>Cellnex Leadership Model</li> </ul>	<p>Opportunity: No changes</p> <p>2022 metrics:</p> <ul style="list-style-type: none"> <li>Development of the number of points of presence (Pops)</li> <li>Adjusted EBITDA</li> <li>Inorganic Growth</li> <li>ESG Indicators</li> <li>Cellnex Leadership Model</li> </ul>
<b>Long-Term Incentive Plan</b>		
LTIP (*)	<p>Opportunity:</p> <ul style="list-style-type: none"> <li>Target: 183% of Fixed Remuneration</li> <li>Maximum: 610% of Target</li> </ul> <p>2023-2025 LTIP metrics:</p> <ul style="list-style-type: none"> <li>Absolute Total Shareholder Return</li> <li>Relative Total Shareholder Return</li> <li>Free Cash Flow</li> <li>ESG progress based on specific objectives of the ESG 2022-2025 Master Plan</li> </ul> <p>Instruments:</p> <ul style="list-style-type: none"> <li>40% Shares</li> <li>60% Stock Options</li> </ul> <p>Objective measuring period:</p> <ul style="list-style-type: none"> <li>3 years</li> </ul>	<p>Opportunity:</p> <ul style="list-style-type: none"> <li>Target: No changes</li> <li>Maximum: 240% of Target</li> <li>Booster: 610% of Target</li> </ul> <p>2022-2024 LTIP metrics:</p> <ul style="list-style-type: none"> <li>Absolute Total Shareholder Return</li> <li>Relative Total Shareholder Return</li> <li>Recurring leveraged Free Cash Flow per share</li> <li>ESG progress based on specific objectives of the ESG 2021-2025 Master Plan</li> </ul> <p>Instruments: No changes</p> <p>Objective measuring period: No changes</p>
(*) Mr. Martinez will not be eligible for this 2023-25 LTI, which will be effective for the new Chief Executive to be appointed as his replacement.		
<b>Other</b>		
Shareholding	Equivalent to a minimum of 2 years' Fixed Remuneration	No Changes

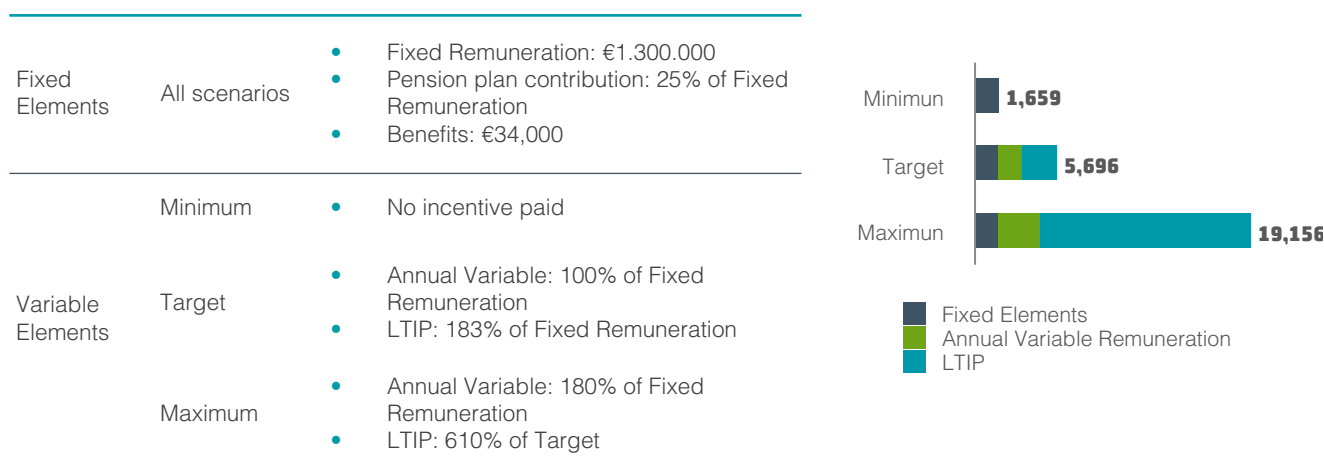
### Changes in 2023 vs. 2022

With respect to the 2022-2024 LTIP, the model for the **2023-2025 LTIP** is simplified and a **single maximum incentive** is established, equivalent to 610% of the target. This maximum incentive is only applicable if **total shareholder return** is **excellent** in absolute (i.e. a total shareholder return of 119.7% over 3 years, equivalent to 30% in annualised terms) and relative terms (i.e. Cellnex is ranked as number 1 or 2 relative to comparable companies).

This simplification of the model, which was approved by the Board of Directors at its meeting held on 28 February 2023, requires an amendment to the Directors' Remuneration Policy approved at the 2022 AGM. The Board of Directors intends to submit this specific amendment to the Directors' Remuneration Policy for approval by the Annual General Meeting, which is expected to be held in June 2023.

## 2023 Remuneration Mix

The below table and chart show different scenarios for the remuneration to be received by the Chief Executive Officer based on the fixed components set for 2023 and the annual and long-term variable remuneration granted in 2023. For the LTIP, the specified amounts consider the grant value, without taking into account the change in the value of the instruments during the objective measurement period.

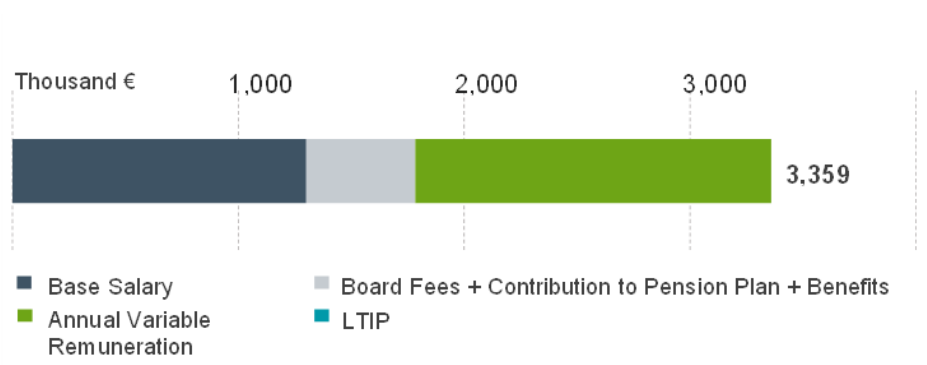


The Directors' Remuneration Policy strikes a reasonable balance between the various fixed and variable components (annual and long-term), reflective of appropriate risk-taking combined with the achievement of defined short- and long-term objectives, linked to sustainable value creation. The remuneration mix must recognise and reward the Company's significant and continued growth and expected potential.

Specifically, the **weight** of **"at risk" remuneration** for the CEO represents, under a scenario of meeting standard **target** objectives, approximately **70%** of total remuneration (Fixed Remuneration, Pension Plan Contribution, Payment in Kind, Annual Variable Remuneration and Long-Term Incentive). This weight can reach up to approximately **90%** under a scenario of **maximum** performance of annual and long-term targets.



## Remuneration accrued in 2022 and Company performance



The CEO's remuneration is in line with the Company's performance in 2022.

As stated in the letter from the Chair, the commercial and operational strategy has been consistently executed in the **2022** fiscal year. The **financial results** are **solid** and show **significant growth** compared to 2021. In particular, revenue increased by +38%, Recurring Leveraged Free Cash Flow (RLFCF) by +39% and adjusted EBITDA by +37%. Contributing to this growth were the current operations as well as organic growth and the change in scope. All integration processes are progressing according to plan.

In the 2022 fiscal year, Cellnex shares were impacted by the various challenges posed by the macroeconomic environment. As a result, total shareholder return in 2022 was -40%.

In terms of ESG, Cellnex has made progress in accordance with the roadmap set out in the (2021-2025 ESG Master) Plan. Specifically, in 2022 we achieved a 77% of renewable electricity and a 27% of women in management positions.

The table below shows the development of financial and value creation indicators for our shareholders to demonstrate Cellnex's performance and to which the variable remuneration is linked:

	2022	2021	2020	2019	2018
Revenue (millions of €)	3,495	2,533	1,608	1,035	901
Adjusted EBITDA (millions of €)	2,630	1,921	1,182	686	591
RLFCF (millions of €)	1,368	981	610	350	305
Market capitalisation (millions of €)	21,844	34,768	23,907	14,785	5,187
Total Shareholder Return	-40	13	34	93	4

Based on the results achieved at year-end 2022:

- The **Annual Variable Remuneration** accrued by the Chief Executive Officer in 2022 amounts to **€1,575,860 (121.22% of the Target and 121.22% of his Fixed Remuneration)**.
- The incentive corresponding to the **2020-2022 Long-Term Incentive Plan** is **zero**, as the minimum share revaluation threshold set at the beginning of the Plan has not been reached. This result shows the flexibility of the Variable Remuneration and the alignment between the shareholder' experience and the CEO remuneration. Additionally, as established in the Policy, it proves that there is no guaranteed variable remuneration, and that the CEO's variable remuneration is fully flexible and allows to not receive any amount for this concept in the event that the thresholds of the metrics to which it is linked are not reached. The pay for performance principle **is applied in both directions, under positive and negative performance scenarios**.

## 3. 2022-2025 Directors' Remuneration Policy

At the date of drafting this Report, the Remuneration Policy for the Directors of Cellnex in force is the one approved at the Annual General Meeting held on 28 April 2022, which will be in force from the date of such AGM until 31 December 2025. This Policy can be accessed on Cellnex's website<sup>1</sup>.

The main purpose of this Remuneration Policy is to attract, retain and motivate talent, so that the Company is able to meet its strategic objectives within the increasingly competitive and internationalised framework in which it operates, establishing such measures and practices as are most appropriate for this purpose.

The general principles underpinning the Remuneration Policy are as follows:

<b>ALIGNMENT WITH STAKEHOLDER INTERESTS</b>	<p>To align the interests of executive directors with those of shareholders, <b>linking</b> a significant portion of total directors' <b>remuneration to</b> the Company's <b>results</b> and long-term value creation for shareholders. Variable remuneration is also linked to the achievement of environmental, social and good governance (ESG) targets, in line with the <b>sustainability strategy</b>.</p> <p>In addition, decisions on the remuneration of executive directors are made taking into account the <b>remuneration conditions</b> of the management team and the <b>wider workforce</b> and the interests of other stakeholders.</p>
<b>COMPETITIVENESS</b>	<p>The Remuneration Policy must be competitive. This is achieved by setting a remuneration package in line with <b>market standards</b>, based on comparable industries and peer companies.</p> <p>Remuneration must be adequate to <b>attract and retain directors with the talent and profile required</b> by the Company.</p>
<b>SUITABILITY</b>	<p>Remuneration must be sufficient and appropriate to each director's time commitment, qualifications and responsibilities, without compromising the director's independence of judgement.</p>
<b>TRANSPARENCY</b>	<p>The Company's Board of Directors undertakes to implement full transparency in respect of all items of remuneration received by all directors by providing sufficient transparent information in advance, <b>in line with good governance recommendations</b> for listed companies.</p> <p>A breakdown by remuneration item, the allocation criteria and a breakdown for each individual are published in the Annual Report on the remuneration of directors.</p>

### 3.1 How the Policy is drawn up

#### Considerations when drawing up the Policy

The current Directors' Remuneration Policy was approved with 56.14% of votes in favor and 7.03% of abstentions at the 2022 Annual General Meeting. Following the Annual General Meeting, and in view of the high level of dissenting votes, the NRSC undertook a comprehensive exercise to identify the shareholders who had voted against and a subsequent round of meetings with the **main institutional shareholders and proxy advisors** to further investigate the reasons for their vote or recommendation. Based on the feedback and recommendations collected, the introduction of the booster in the design of the long-term incentive was identified as an element of dissent. **The existence of a maximum level and the booster** (double multiplier) is **complex** and unusual in the market. Some institutional shareholders have expressed their lack of support in 2022 for the maximum incentive level.

As a result, the NRSC decided to analyse possible alternatives in order to:

- **Simplify the incentive model** while retaining the original principles and objectives on which it was designed, in particular, to foster the creation of shareholder value.

<sup>1</sup> <https://www.cellnex.com>

- **Assess the maximum level.** Following a number of discussions and analysis of scenario simulations, the NRSC concluded that the payout of this level is associated with a very demanding target achievement scenario and linked almost entirely to total shareholder return. These points are considered to be in line with Cellnex's remuneration and business strategy and, as a result, the NRSC has proposed to the Board of Directors to maintain the maximum level set out in the Policy approved by the Annual General Meeting in 2022.

In the end, the **NRSC decided** to submit to the Board of Directors **a model with a single maximum incentive level**. After having been discussed with the main institutional investors and proxy advisors in December 2022 and January 2023, this model was approved by the Board of Directors, at the proposal of the NRSC, at its meeting held on 28 February 2023. This adaptation requires an amendment to the Directors' Remuneration Policy approved at the 2022 Annual General Meeting. The Board of Directors intends to submit this specific amendment to the Directors' Remuneration Policy for approval by the Annual General Meeting, which is expected to be held in June 2023.

In the last quarter of 2022, the NRSC also reviewed **market remuneration information** in order to: (i) better understand and monitor competitive remuneration practices in the market; (ii) ensure that the Remuneration Policy contributes effectively to the attraction and retention of highly qualified leaders and appropriately rewards the generation of short and long-term results, with a particular focus on creating value for our shareholders.

The specific analyses considered were as follows:

- For the **CEO**, comparative **analysis of total remuneration** against **two peer groups**:
  - a group of 16 companies in the integrated communication services sector, according to the MSCI sector classification, comparable in terms of size (market capitalisation and/or revenues between 33% and 300% of Cellnex's revenue<sup>2</sup>), with a presence in more than 6 countries and with a business complexity similar to Cellnex.
  - a set of 13 European companies with high performance in terms of total shareholder return. Specifically, in the past 5 years, the selected companies have achieved a total shareholder return of more than 20% in annualised terms<sup>3</sup> and are comparable in terms of size (market capitalisation and/or revenues between 33% and 300% of Cellnex's revenue).

#### Sector comparison group

1. American Tower	9. Rai Way
2. Crown Castle	10. Swisscom
3. Deutsche Telekom	11. Tele2
4. Helios Towers	12. Telefónica
5. Inwit	13. Telenet
6. KPN	14. Telia
7. Orange	15. Vantage Towers
8. Proximus	16. Vodafone

#### European high-growth companies

1. Adidas	9. Hermés International
2. Anglo American	10. Kering
3. Atlas Copco	11. London Stock
4. DSM	12. Rentokil Initial
5. Experian	13. Sandvik
6. Fluidra	
7. GN Store Nord	
8. Halma	

**Variable remuneration, severance pay** and post-contractual non-competition compensation practices have also been **analysed** in a selection of the above companies.

The Board of Directors and NRSC observed that **the CEO's total target remuneration is competitive**, positioned at around the 75th percentile of the market. The remuneration mix under a target scenario is in line with the market median and, in a scenario of maximum achievement of the objectives, the remuneration at risk would have a significantly higher weighting than in the market.

- Regarding the **Directors in their condition as such**, comparative analysis of **remuneration** with respect to the following **peer groups**: (i) Ibex-35 companies as the main benchmark; and (ii) companies from the main stock market index in European benchmark countries (FTSE 100, CAC40, DAX 40, SMI20 and MIB 40). This analysis was provided by WTW.

<sup>2</sup> Although American Tower does not meet the size comparability criteria, it has been retained as a key competitor in terms of talent.

<sup>3</sup> Adidas, with an annualised total shareholder return of 17% was kept for consistency with previous years' analysis.

The NRSC observed that, following the remuneration benchmarking carried out with effect in 2022, the **remuneration for Cellnex Directors is competitive** in terms of the individual amounts set and, in terms of total aggregated accrued remuneration sits below the market's median. The level of effectiveness of Cellnex' Board of Directors has also been observed through a series of indicators, among others, the size of the Board of Directors (number of members), positioned at the 25th percentile of the Ibex-35, and the level of dedication (number of meetings), positioned at the median of the Ibex-35.

In the decision-making process on the Directors' Remuneration Policy, the NRSC also receives information on the **remuneration and employment conditions of the Cellnex workforce**. This fiscal year, the NRSC has paid special attention to the impact of inflation on pay competitiveness, prioritising containment and, at the same time, with a particular focus on the lower end of the pay scale and retention of key talent.

## Metrics and objectives

The metrics for both Annual Variable Remuneration and Long-Term Incentives are linked to the achievement of a combination of financial and non-financial targets, reflecting the Company's strategic priorities from time to time as well as the guidance communicated to the market. Specifically, the non-financial objectives may be linked to sustainability metrics in any of the three vectors: environmental, social and corporate governance.

As mentioned above, at the presentation of results for the first nine months of the 2022 fiscal year, our CEO announced the start of a **new phase in Cellnex's equity story with three key strategic priorities**: achieving an investment grade rating with S&P, driving organic growth and maximising shareholder value. Cellnex continues to make progress on its 2021-2025 ESG Master Plan.

In order to drive these objectives, the Board of Directors has agreed, at the proposal of the NRSC, to establish the following metrics in 2023:

### Metrics linked to the 2023 Annual Variable Remuneration

- Revenue growth in points of presence and capex, directly linked to **organic growth** through deployment programmes and financial discipline.
- Recurring Free Cash Flow: EBITDA IFRS 16 – Net payment of leased liabilities – Maintenance capex.
- Free Cash Flow: The recurring leveraged Free Cash Flow minus Expansion Capex and BTS Capex (which includes engineering services (WS + IS)).
- Net debt management, aligned with the path to achieve investment grade (Net Debt/EBITDA).
- For **ESG**: (i) reduction of carbon footprint to continue to minimise the environmental impact of telecommunications infrastructures; and (ii) women in management positions to continue to drive progress in diversity through inclusive leadership.

### Metrics linked to the 2023-2025 LTIP

- **Total Shareholder Return**. This metric is measured in **absolute and relative** terms in the 2023-2025 LTIP. The maximum incentive can only be achieved in the event of excellent share performance (i.e. 30% annualised return) and as long as Cellnex's return ranks as number 1 or 2 relative to a group of peers. There is therefore a direct link to the strategic priority of maximising value creation for our shareholders.
- **Free Cash Flow (FCF)** linked to cash generation to accelerate debt reduction. This metric is relevant to achieve the investment grade rating with S&P.
- For **ESG**: (i) green energy consumption; (ii) the level of engagement of employees and (iii) the presence of international talent in the corporation.

These objectives are approved by the Board of Directors, at the proposal of the NRSC, at the end of each preceding fiscal year or at the beginning of the current fiscal year. Variable remuneration achievement level is approved by the Board of Directors, at the proposal of the NRSC, based on an assessment of the level of achievement of the established objectives, once the annual accounts for the given fiscal year have been closed and audited. In order to ensure that the annual variable remuneration is effectively linked to the professional performance of the Chief Executive Officer, when it comes to determining the level of

achievement of the quantitative objectives, there may be an adjustment for positive or negative economic effects arising from extraordinary events that could distort the results of the assessment.

### **External advisors who assisted in the review of the 2022-2025 Policy**

Throughout fiscal year 2022, and up to the date this report was drawn up, the NRSC has been advised by renowned organisations, which have provided their expertise in remuneration matters, including; (i) WTW, which carried out the comparative analysis of the total remuneration of the Chief Executive Officer and the remuneration of the Directors in their condition as such, the analysis of market practices and the drawing up of this Report and provided support in the drafting of certain documents for the consultation process with institutional investors and proxy advisors; (ii) Morrow Sodali (proxy solicitor), which prepared and managed the consultation process with institutional investors and proxy advisors; (iii) Georgeson, on the explanation of the main characteristics of LTPI 2022-2024 to proxy advisors and investors before General Shareholder's Assembly.

## 3.2 The Chief Executive Officer's Remuneration in 2023

At the date of drawing up this Annual Remuneration Report, the Chief Executive Officer of Cellnex is the only director with executive duties.

Mr. Martínez will receive a pro rata share of the Fixed Remuneration Components, corresponding to the accrued period. Mr. Martínez will not be included for this 2023-25 LTI, which will be effective for the new Chief Executive to be appointed as his replacement.

### Remuneration components of the CEO in 2023

Provided below is a summary of the various components of the Chief Executive Officer's total remuneration for 2023:

#### Fixed elements:

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#### Fixed Remuneration

- **Purpose**

To reward on the basis of the level of responsibility of the position in the company, professional experience and national and international market practice of comparable companies.

- **2023 Amount**

At the proposal of the NRSC, the Board of Directors decided to **maintain** in 2023 the amount of the Fixed Remuneration established in the Policy approved by the Annual General Meeting held in 2022 which have been in force in 2022, **without any change**. Therefore, the CEO's Fixed Remuneration in 2023 will be **€1,300,000**.

In addition, the CEO will receive the remuneration for his appointment and dedication to the Board of Directors. The amount, as set out in section 3.3 of this Report, is €125,000.

- **Functioning**

This fixed remuneration is paid monthly in cash.

#### Pension Plan

- **Purpose**

To provide competitive post-retirement benefits.

- **2023 Amount**

The annual contribution is equivalent to **25% of the Fixed Remuneration** for 2023 (€325,000).

- **Functioning**

Under the terms of the contracts, the pension plan is a defined contribution scheme and is implemented by means of a group insurance policy.

The contingencies covered by the Pension Plan are: a) Survival at 65 years of age or at the legal retirement age; b) Death; c) Total permanent disability to perform the usual profession, absolute disability for all types of work and severe disability; d) Long-term unemployment: entitlement to receive the full amount of the provision made in his favour under the Defined Contribution Pension Plan when, after leaving the company, he does not receive, over the course of a full calendar year, any income from work as defined in the Personal Income Tax regulations.

In the case of removal of the Company's CEO prior to the occurrence of any of the contingencies foreseen in the pension plan, the CEO will have the rights related to the contributions made up to such date<sup>4</sup>.

### Payment in kind

- **Purpose**

To provide competitive benefits.

- **2023 Amount**

The estimated amount is **€34,000**.

- **Functioning**

For 2023, the same elements that made up the remuneration in kind in 2022 are maintained. These include, inter alia, a company car and the payment of life and accident insurance premiums and health insurance policies of which both the Chief Executive Officer himself and the members of his family may be beneficiaries.

### Variable elements:

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### Annual Variable Remuneration

- **Purpose**

To promote the CEO's commitment to the Company, motivate his performance and reward the achievement of specific objectives for each fiscal year.

- **2023 Amount**

- **Objective (target): 100% of annual Fixed Remuneration.** This is reached when 100% of the pre-determined objectives have been performed.
- **Maximum: 180% of Fixed Annual Remuneration.** This is reached when the pre-determined objectives have been overperformed.

- **2023 metrics**

As outlined in the Letter from the Chair of the NRSC, the Annual Variable Remuneration metrics are directly **linked** to the execution of **Cellnex's strategy**: organic growth, progress on ESG initiatives and the introduction of a particular focus on financial discipline (through the generation of free cash flow) to achieve S&P investment grade.

These metrics reflect shareholder value creation by making financial and operational performance and progress on the Company's ESG strategy a shared objective between management and the market, fostering alignment and teamwork.

<sup>4</sup> Except in the following cases: a) In the event that, at any time during the twelve (12) months following termination of his contract due to causes other than the contingencies and without having received the survivor's benefits, he breaches the non-compete obligation included in his contract; b) In the case of the termination of his contract due to a violation of good contractual faith; c) in the case of termination of his contract due to abuse of trust during the performance of his duties.

Strategic Priority	Metric	Weight	Minimum		Target		Maximum	
			% Performance	% Payment	% Performance	% Payment	% Performance	% Payment
Organic growth	Collocation	15%	-5%	75%	100%	100%	+5%	150%
	BTS (Build-To-Suit)	10%	-5%	75%	100%	100%	+5%	150%
Cash flow generation	Recurring Cash Flow generation*	20%	95%	75%	100%	100%	102%	150%
	Free Cash Flow	20%	95%	75%	100%	100%	105%	150%
S&P investment grade	Net Debt Ratio/ EBITDA	15%	**	75%	100%	100%	**	150%
ESG	Carbon footprint (emissions) reduction vs. 2022 (scope 1+2+3)	10%	0%	75%	100%	100%	200%	150%
	Female presence in management positions	10%	93%	75%	100%	100%	107%	150%

\* Recurring Cash Flow generation: EBITDA IFRS 16 – Net payment of Lease Liabilities - Maintenance capex.

\*\* S&P investment grade: at each performance level, a range is set for the Net Debt/EBITDA ratio.

Each metric has an associated performance scale. In the event that a minimum level of performance is not achieved, no Annual Variable Remuneration will be accrued. If a minimum performance level is achieved, the payment level is 85% of the target. In case of overperformance of the pre-established objectives, this may reach 150% of the target and of the Annual Fixed Remuneration. Intermediate levels are calculated by linear interpolation.

In order to propose the final payment level, the NRSC and Board of Directors also take into account the **individual contribution of the Chief Executive Officer**. In 2023, this performance will be evaluated, as in previous years, based on the Cellnex Leadership Model. Specifically, the following aspects will be assessed:

#### Aspects considered in the Cellnex Leadership Model that are subject to evaluation

1. Empowerment	Enabling individuals to be more independent and courageous, assuming more risks in the area of their responsibilities
2. Promotion of Commitment	Fosters a sense of belonging, connecting people to the purpose of the organisation and appreciating their contribution to it.
3. Creativity	Develops relevant ideas to solve key challenges and add value to his work.
4. Transformation	Understands and adapts to the key factors and trends in business and cultural transformation.
5. Results-oriented	Sets ambitious objectives, identifying opportunities, anticipating challenges and mitigating risks, thus achieving excellent results.
6. Client-oriented	Understands and responds to customer needs with flexibility, efficiency and quality, exceeding their expectations.
7. Search for Excellence	Proactively proposes solutions, anticipating and continuously improving customer service in the pursuit of excellence.
8. Team alignment	Cooperates and demonstrates team spirit, looking for new ways of working and fostering cohesion to achieve shared goals.
9. Inclusive environment	Builds a positive and inclusive environment in which everyone feels comfortable and integrated, to bring out the best in himself and others.
10. Acknowledgement and recognition	Recognises the contribution of all to shared goals, promoting their well-being to improve their performance.
11. Networking	Works, collaborates and cooperates effectively

The factor by which the payout level determined based on the result achieved in the financial and ESG metrics may be multiplied will be within a range between 0.8 and 1.2. This multiplication factor is proposed by the NRSC and approved



by the Board of Directors. Therefore, the maximum level of Annual Variable Remuneration in 2023 may reach 180% of the target and of the annual Fixed Remuneration.

- **Functioning**

These objectives were approved by the Board of Directors at its meeting held on 28 February 2023 at the proposal of the NRSC.

At the proposal of the NRSC, the Board of Directors is responsible for assessing their performance after the annual accounts for the fiscal year in question have been closed and audited. At the proposal of the Committee, the Board has the authority to adjust the level of annual variable remuneration paid to ensure that the outcome is fair and balanced, in light of the Company's overall performance and shareholder experience.

With a view to ensuring that the Annual Variable Remuneration is effectively linked to the professional performance of the chief executive, when determining the level of performance of the quantitative objectives, an adjustment is made for any positive or negative economic effects arising from extraordinary events that could distort the results of the assessment.

The Annual Variable Remuneration is paid, as appropriate, in cash and/or shares, although it may be agreed to replace all or part of it with a company contribution to improving the pension plan.

The NRSC may propose to the Board of Directors adjustments of the elements, criteria, thresholds and limits of the Annual Variable Remuneration, under exceptional circumstances caused by extraordinary internal or external factors or events. The details and justification for such adjustments are included in the relevant Annual Report on the Directors' Remuneration.

## Long-Term Incentive Plan (LTIP)

- **Purpose**

To motivate and retain, through a remuneration policy that links and integrates the CEO with the Company's Strategic Plan, aligning the objectives of the directors with those of the shareholders and maintaining external competitiveness to allow the acquisition and retention of talent.

The Chief Executive Officer's 2023-2025 Long-Term Incentive Plan (2023-2025 LTIP) is presented below. Annex II of this Report provides details on the ongoing 2021-2023 and 2022-2024 LTIPs, which were previously discussed in the Reports published in 2022 and 2021.

### ⇒ 2023-2025 LTIP

- **Amount**

- **Annualised target incentive: 183% of annual Fixed Remuneration.**
- **Annualised maximum incentive: 610% of the target.** This is reached when the pre-determined objectives have been overperformed.

- **Metrics**

As previously mentioned, the NRSC and Board of Directors have carefully reviewed the metrics of the 2023-2025 LTIP to ensure alignment with the strategic priorities in the new phase of Cellnex's equity story: achieving investment grade rating with S&P, driving organic growth and maximising shareholder value.

The table below shows the metrics, their weightings and the levels in the minimum, target and maximum achievement scenarios:

Strategic Priority	Metric	Weight	Minimum		Target		Maximum	
			Performance	Payment	Performance	Payment	Performance	Payment
Maximising shareholder value	Annualised absolute TSR	30%	5%	85%	8%	100%	30%	928%
	Relative TSR	30%	#4	85%	#3	100%	#1 or #2	
Cash flow generation	Free Cash Flow	20%	€320m	85%	€430m	100%	€540m	150%
ESG	Group energy consumption green certified*	10%	77%*		82%-100%*		Target + ISO*	
	Level of employee engagement		66%	85%	70%	100%	75%	115%
	Presence of international talent in the corporation	10%	55%		60%		65%	

\*Minimum scenario: 77% of Cellnex group energy consumption green certified; Target scenario: Cellnex group energy consumption green certified 100% in case Guarantees of Origin (GoOs) average price below 3€/MWh or 82% in case GoOs average price over 3€/MWh; Maximum scenario: Target + 50,001 ISO certification for 80% of direct consumption.

Intermediate levels are calculated by linear interpolation.

### Absolute Total Shareholder Return

The initial price for measuring TSR is calculated as the volume-weighted average price ("vwap") for the three months preceding the vesting date, i.e. €32.46 per share.

The TSR for a target performance scenario is set at 8% (annualised). Under this scenario, the payout level would amount to 183% of the CEO's Fixed Remuneration. The TSR hurdle is set at 5% (annualised) for the performance period and corresponds to a payout of 85% of target incentive. Under a maximum performance scenario, a TSR of 30% (annualised) and Cellnex's TSR in the top two positions of the comparison group is required, as detailed below. Under this scenario, the maximum incentive is 610% of the target (1.118% of the CEO's Fixed Remuneration).

To calculate total shareholder return, the performance of the share price as well as the distribution of dividends and the return on reinvestment will be considered.

### Relative Total Shareholder Return

It is proposed to also benchmark TSR in relative terms against a group of comparable companies in the market which includes the following seven companies and a global index:

#### Comparison group for relative TSR

1. American Tower	5. Rai Way
2. Crown Castle	6. SBA Communications
3. Helios Towers	7. Vantage Towers World
4. Inwit	8. MSCI World Index

The TSR achieved by the companies in the comparison group and by Cellnex will be ranked in descending order, from the company (or index) with the best TSR result to the company with the lowest result, taking into account the following factors:

- If Cellnex's relative position is in the top two positions, the maximum performance level will be obtained, equivalent to a payment level of 115% of the target.
- If Cellnex is placed in third position, this position would be considered a Target performance and therefore a payout level of 100% would be achieved.
- If Cellnex ranks fourth, the payout level would be 85% of the target.

- If Cellnex is ranked among the fifth and subsequent positions, the minimum performance threshold would not be reached and therefore the payout level would be 0%.

### Free Cash Flow (FCF)

FCF is a measure directly linked to the creation of shareholder value, as achieving the target is directly tied to the objectives of debt reduction, achieving investment grade and paying dividends.

Free Cash Flow is calculated as the recurring leveraged Free Cash Flow minus Expansion Capex and BTS Capex (which includes engineering services (WS + IS)). This is considered on a like-for-like basis as at December 2022. An adjustment of the scope will be required in 2025 to estimate the FCF in comparable terms. This adjustment will be validated by an external auditor following an "agreed-upon procedures" assessment, as the Company may implement further inorganic growth projects.

### ESG

The ESG metrics are aligned with the 2022-2025 ESG Master Plan.

Energy objectives refer to:

- Cellnex group energy consumption green certified, as previously described.
- Overall level of employee engagement, key to successfully consolidate Cellnex culture as part of the integration processes.
- Presence of international talent in the corporation, in order to continue our progress in diversity through inclusive leadership.

Therefore, the maximum incentive would only be paid out in the event of achieving a maximum metric performance scenario which, in terms of total shareholder return, would mean that Cellnex's return is equal to or greater than 119.7% over the incentive measurement period and ranks 1st or 2nd among its peers. The Company deems that this would constitute an excellent performance.

- **Functioning**

The objective measurement period runs for three years, from 1 January 2023 to 31 December 2025.

The incentive is awarded 40% in shares and 60% in stock options.

The Chief Executive Officer is subject to a minimum permanent holding requirement for Cellnex shares (section "Shareholding policy"). Since this obligation has been fulfilled, he may choose to receive the long-term incentive, if any, in the form of contributions to a pension plan or equivalent product, or in cash.

The objectives outlined above were approved by the Board of Directors at its meeting held on 21 December 2022 at the proposal of the NRSC. At the proposal of the NRSC the Board of Directors is responsible for assessing their performance after the objective measurement period has ended.

Specifically, with regard to ESG objectives, the Board of Directors will assess the level of results achieved on the basis of the preliminary assessment carried out by the NRSC using the information provided by the ESG Executive Committee. The data on the results achieved will be taken from the Integrated Annual Report and, if need be, supplemented by specific reports on the subject.

When determining the target performance level, any positive or negative economic impact caused by extraordinary events that could distort the results of the assessment is disregarded.

The NRSC may propose to the Board of Directors adjustments of the elements, criteria, thresholds and limits of the Annual Variable Remuneration, under exceptional circumstances caused by extraordinary internal or external factors or events. The details and justification for such adjustments are included in the relevant Annual Report on the Directors' Remuneration.

### Ex-post control of variable remuneration (*malus and clawback*)

Cellnex has put in place the following clauses for variable remuneration which remain in force in 2023:

- Regarding the Annual Variable Remuneration: If, during a period of 12 months, circumstances arise that justify a new assessment or revision of the level of achievement of the objectives by the Board of Directors, the latter, may suspend payment of the amounts pending payment to the CEO, for any variable item, and, when relevant, it may reclaim any unduly paid amounts as a result of the new assessment performed.
- Regarding the Long-Term Incentives: If, during a period of three years following the payment of the incentive, (i) Cellnex is obliged to reformulate the accounts that were used to calculate the same, due to extraordinary events; or (ii) the Board of Directors of Cellnex is made aware of any negative behaviour of the CEO, Cellnex may recalculate the incentive that was paid, and when relevant, demand a refunding of the excess received based on the new calculation, or its entirety, in the case in which the determined behaviour was considered very serious by the Board of Directors or in any way influenced the metrics used to calculate the incentive.

### Shareholding policy

The CEO is obliged to permanently hold Cellnex shares for an amount equalling **two times his annual Fixed Remuneration**. The valuation of the shares held on the date of approval of the Directors' Remuneration Policy will be carried out periodically. At 31 December 2022, the CEO holds a number of shares equivalent to 5 times his annual Fixed Remuneration, which shows his strong engagement with the Company.

### Contract conditions, including severance and non-competition pay

The main features of the commercial contract between the Company and the CEO are as follows:

Features	Details
Term	Defined, from the execution of the contract until 31 December 2024.
Prior notice	<p>3 months. If the CEO breaches this obligation he will be obliged to pay the Fixed Remuneration corresponding to this period.</p> <ul style="list-style-type: none"> <li>• If the CEO resigns during the term of the contract, he will receive two times his Fixed Remuneration. This amount includes compensation for a non-competition undertaking of two years.</li> </ul>
Severance and non-competition pay	<ul style="list-style-type: none"> <li>• If the Company terminates the contract prior to its expiration date, or, if, following the expiration date of the contract, the Company or CEO decides not to renew it, the latter will receive two times his Fixed Remuneration and Annual Variable Remuneration. This amount includes compensation for a non-competition undertaking of two years.</li> <li>• If, following the expiration date of the contract, it is not renewed and the CEO is offered a non-executive or external advisor position with the Company, the CEO will receive two times his annual Fixed Remuneration and Annual Variable Remuneration. This amount includes compensation for a non-competition undertaking of two years.</li> </ul>
Exclusivity	<ul style="list-style-type: none"> <li>• The contract includes the obligation to provide service to the Company in an exclusive and manner and on a full-time basis, with the CEO not being permitted to provide services on his own behalf, directly or indirectly, to third parties outside of the Group, except when the express consent of the Company has been granted.</li> </ul>
Confidentiality	<ul style="list-style-type: none"> <li>• In accordance with the Spanish Companies Act and the Regulations of the Company's Board of Directors, the CEO must maintain secrecy regarding the information, data, reports or background information to which he has had access while carrying out his position, including when he no longer works for the Company, except in cases permitted or required by the law.</li> </ul>

The previously mentioned compensation is compatible with the contingencies covered by the Pension Plan.

### **Other supplementary remuneration**

No other supplementary remuneration is offered for services provided to the Company or Group companies, other than those already detailed in the previous sections.

### **New executive directors**

In exceptional cases, for potential appointments of new Executive Directors and to facilitate the hiring of external candidates, the Nominations, Remunerations and Sustainability Committee may propose that the Board of Directors establish a special incentive to compensate for the loss of incentives that were not accrued from the former company due to the termination there and acceptance of the Cellnex offer. Preferably, this special incentive will be paid in Company shares.

### 3.3 2023 Remuneration Policy for Directors in their position as such

Pursuant to the Remuneration Policy for Cellnex Directors approved by the Annual General Meeting in 2022, the maximum total annual remuneration to be paid to all Directors for their membership of the Board and/or Committees may not exceed €2.5 million during the term of the Policy.

As was the case for the Chief Executive Officer, on 15 December 2022, the Board of Directors decided, at the proposal of the NRSC, to keep the remuneration for the members of the Board of Directors **unchanged with respect to 2022**. The amounts for 2023 are therefore as follows:

<b>Position</b>	<b>2023 Amount</b>
Chair of the Board	325,000
Committee Chair	225,000
Committee Member	175,000
Board Member	125,000

Directors receive from the company only the remuneration associated with the highest level of responsibility they carry out.

The remuneration of the Directors in their position as such is composed entirely of fixed components, and they do not receive attendance fees. Notwithstanding the foregoing, travel and accommodation expenses incurred in attending meetings of the Board of Directors and/or its Committees are borne by the Company.

There are no profit-sharing or bonus payments, no remuneration systems or plans incorporating variable remuneration, and the Directors are not beneficiaries of long-term savings schemes. Moreover, there is no provision for the granting of loans, advances or guarantees provided by the Company to the members of the Board of Directors.

The Company has taken out third-party liability insurance for its Directors at market conditions.

## 4. Remuneration in 2022

The Board of Directors has implemented the Directors' Remuneration Policy in 2022 under strict adherence to the principles set out therein.

The remuneration accrued in fiscal year 2022 was in line with the terms of the Directors' Remuneration Policy approved at the Annual General Meeting held on 28 April 2022, in accordance with the provisions in the provision of Article 529 novodecies of the Spanish Companies Law. It should be noted that in 2022 there was no deviation from the procedure laid down for the application of the aforementioned Directors' Remuneration Policy, the applicable limits were not exceeded and no temporary exceptions to the policy were applied.

### 4.1 Chief Executive Officer's Remuneration in 2022

The table below shows the remuneration accrued by the CEO in 2022 vs. the last four fiscal years.

In €	2022	2021	2020	2019	2018
Fixed Remuneration	1,300,000	1,300,000	1,000,000	1,000,000	700,000
Fixed Board Remuneration	125,000	115,000	111,250	100,000	120.417**
Pension Plan Contribution	325,000	325,000	250,000	250,000	175,000
Payment in kind	33,600	31,972	27,582	27,582	9,319
Annual Variable Remuneration	1,575,860	1,275,430	1,335,000	1,195,000	627,375
Long-Term Incentives*	0	1,920,157	1,650,000	1,416,667	991,667
Extraordinary remuneration				1,000,000	
<b>Total Remuneration</b>	<b>3,359,460</b>	<b>4,967,559</b>	<b>4,373,832</b>	<b>4,989,249</b>	<b>2,503,361</b>
<i>Fixed Elements - Total</i>	<i>1,783,600</i>	<i>1,771,972</i>	<i>1,388,832</i>	<i>1,377,582</i>	<i>1,004,736</i>
<i>Variable Elements - Total</i>	<i>1,575,860</i>	<i>3,195,587</i>	<i>2,985,000</i>	<i>3,611,667</i>	<i>2,623,778</i>

\* As of 2019, the criteria by which the information on the LTIP was reported changed, from accounting criteria (provision) to the consolidation criteria (reporting the amount corresponding to the LTIP that expired during said year).

\*\* In 2018, the CEO undertook the duties of Chairman for a period of six months.

#### Fixed elements:

##### Fixed Remuneration

The CEO's Fixed Remuneration in 2022 amounted to **€1,300,000**, in line with the limit set out in the Directors' Remuneration Policy, and unchanged from 2021.

##### Pension Plan

Since his appointment on 17 November 2014, the Chief Executive Officer has participated in a defined contribution pension scheme. Cellnex's obligation is limited to making an annual contribution equivalent to **25%** of the CEO's **annual Fixed Remuneration**. In 2022, the contribution made by the Company amounted to €325,000 for the specified period. The accumulated funds, as at 31 December 2022, amount to €1,800,000.

The characteristics of the pension scheme for the Chief Executive Officer are also described in detail in the section "Remuneration of the Chief Executive Officer of Cellnex in 2023" of this Report.

## Payment in kind

In 2022 the remuneration in kind accrued amounted to **€33,600**. It includes, among others, a company car and the payment of life and accident insurance premiums and healthcare policies of which both the Chief Executive Officer himself and the members of his family are beneficiaries.

The Company has not granted any advance, credit or guarantee to any Cellnex director, in line with the Company's Directors' Remuneration Policy.

## Annual Variable Remuneration (audited)

The CEO has been assigned a target Annual Variable Remuneration equivalent to 100% of his annual Fixed Remuneration, in the event of 100% achievement of the objectives set at the end of the previous year by the Board of Directors, which may reach a maximum level of 180% of the annual Fixed Remuneration.

At its meeting held on 15 December 2021, the NRSC agreed on the metrics, weights and scales of achievement for the fiscal year 2022, which determine the Chief Executive Officer's Annual Variable Remuneration for that period. The NRSC monitored the level of achievement of these objectives throughout the year and, once the fiscal year had ended and the annual accounts for the year in question had been closed and audited, has carried out a process of assessment of their achievement with the support of the Corporate Finance Department, which is responsible for the Group's management control function. In this assessment the NRSC has also considered the possible impact of the objectives in the long term and any risks associated with them.

At the favourable recommendation of the NRSC, the Board of Directors has the authority to adjust the level of annual variable remuneration paid to ensure that the outcome is fair and balanced, in light of the company's overall performance and shareholder experience.

The table below shows the metrics applied, their weights and the achievement in each of them, following the assessment carried out at the NRSC meeting held on 13 February 2023, to determine the amount of the Annual Variable Remuneration to be paid:

Strategic Priority	Metric	Weight	Level of achievement			Level attained	Payment level
			Minimum	Target	Maximum		
Growth	Development of the number of sites	30%	-5%	7,127	+5%	7,958	115%
	Inorganic growth projects	15%	2	3*	4	4	115%
Profitability of operations	Adjusted EBITDA	35%	-5%	2,613	+5%	2,643	103.42%
ESG	Reduced carbon footprint	10%	20%	22%	26%	35%	115%
	Female presence in management positions	10%	24%	26%	28%	27%	107.5%
Weighted payout level corresponding to performance on financial and ESG metrics							110.2%
Multiplier resulting from the assessment of the CEO's individual contribution (Leadership Model)							1.1
Final weighted payout level							121.22%

\*Inorganic growth projects. Target: 3 (or 2 but one with enterprise value of at least €1bn or one in a new country).



In determining the level of performance achieved and the amount of annual variable remuneration, the NRSC has considered the following points:

- The number of points of presence at Cellnex sites was 7,958, representing an objective performance level of +11.66% and a payout level of 115%.
- Inorganic growth: the number of projects executed consistent with Cellnex's financial discipline and the Company's firepower was 4, representing an objective performance level of 115% and a payout level of 115%.
- Adjusted EBITDA was 2,643, representing an objective performance level of 1.1% and a payout level of 103.42%.
- ESG. In line with the objectives set in the ESG Plan, the objectives of reducing the carbon footprint and female representation have been achieved, even exceeding it in both cases, reaching a performance of 115% and 107.5% respectively.

In total, **the achievement against financial and ESG objectives amounts to 110.2%.**

With regard to the assessment of the CEO's individual contribution in 2022, the NRSC has evaluated the aspects contemplated in the Cellnex Leadership Model. These aspects are detailed in section "3.2. Remuneration of the CEO in 2023", for which we refer to it to avoid repetition. The NRSC has particularly highlighted the CEO's business acumen, his entrepreneurship and orientation of customer excellence.

After assessing the above aspects, the NRSC has proposed a **multiplier of 1.1**, to be applied to the result of the financial and ESG objectives assessment.

Based on the foregoing, the NRSC has determined a **payout level weighted by all objectives of 121.22% of the target.**

As a result, on the recommendation of the NRSC, the Board of Directors approved **Annual Variable Remuneration in the amount of €1,575,860 (121.22% of the Annual Fixed Remuneration)** at its meeting held on 28 February 2023.

This remuneration will be paid in cash after the Annual Accounts for the fiscal year 2022 have been drawn up.

### Long-Term Incentive Plan (LTIP) (audited)

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The 2020 - 2022 LTIP ended during the fiscal year 2022.

This Plan consisted of a three-year multi-year bonus linked to a single metric, level of achievement of the share price increase. Under the terms and conditions of the Plan, 30% of the incentive earned, if any, is to be paid in shares and the remaining 70% in stock options.

The performance of the Plan was calculated on the basis of the volume weighted average share price in the three months prior to 31 December 2019 and adjusted for the capital increases executed in the accrual period ("vwap" of €32.96) and estimated a return of 8% annualised over the three-year period, thus obtaining the target price at the end of the period (€32.96). Likewise, to obtain the amount of shares and options to be delivered, an annualised return of 8% was estimated over the three-year period, thus obtaining a target price at the end of the period of €41.52 and an option price of €8.56. These prices were adjusted from the €38.17, €48.08 and €9.91 originally set out in the Plan due to the impact of the capital increases carried out between 2020 and 2022, following the adjustments made by Bloomberg and verified by Deloitte.

The volume-weighted average share price for the last three months since 1 October 2022 was €33.46 (including dividends distributed during the accrual period). The return has not reached the threshold set at the beginning of the Plan. In view of the foregoing, at its meeting held on 28 February 2023, the Board of Directors, at the proposal of the NRSC, has decided not to deliver the incentive.

### Ex-post control of variable remuneration (*malus and clawback*)

There were no circumstances in 2022 that would justify the NRSC considering the application of clauses for the reduction, cancellation or return of variable remuneration.

### Terms and conditions of the CEO's contract

The terms and conditions of the CEO's contract remain unchanged for 2022 compared to 2021. At its meeting held on 16 December 2021, the Board of Directors decided to amend with effect from 2022 the clauses related to severance and non-competition pay, in order to increase compliance with the recommendations of the Code of Good Governance (recommendation 64).

The terms and conditions CEO's contract are also described in detail in the section "Remuneration of the Chief Executive Officer of Cellnex in 2023" of this Report.

The Chief Executive Officer's contract has not been terminated and therefore no severance payment has been accrued.

### CEO pay ratio

The total remuneration paid to the Chief Executive Officer of Cellnex in 2022 amounted to €4,950 thousand. The average remuneration of the workforce, taking into account the 3,017 employees of the Cellnex Group, amounted to €69 thousand. Therefore, the ratio between the CEO's total remuneration and the average remuneration of the staff is **71.75 times**.

Statistical Annex III at the end of this Report contains a table showing the evolution of CEO's total remuneration over the last five years, as well as the evolution of the rest of the non-executive Directors, the Company's consolidated profits and losses and the evolution of the average staff remuneration (excluded Directors) for the same five-year period.

## 4.2 Remuneration of the Directors in their condition as such in 2022

The overall remuneration of the Board of Directors for all items amounted to **€2,068,750 in 2022**. This amount sits between the 25th percentile and the median of the total remuneration accrued in the Ibex-35 Board of Directors in 2021 and is significantly below the maximum total annual remuneration of €2.5 million set in the Directors' Remuneration Policy for all Directors for holding the position of director.

At the proposal of the NRSC, the Board of Directors decided to maintain for 2023, the amounts and items of remuneration as in fiscal year 2022, as follows:

Position	Amount
Chair of the Board	325,000
Committee Chair	225,000
Committee Member	175,000
Board Member	125,000

Directors receive from the company only the remuneration associated with the highest level of responsibility they carry out.

Remuneration accrued by the members of the company's Board of Directors in the fiscal year 2022, in thousands of euros, broken down by director, as per the Annual Accounts for the fiscal year 2022, is as follows:

Name	Position in the Board	Classification	Accrual period	Remuneration (thousands of €)	
				2022	2021
Tobías Martínez Gimeno	Chief Operating Officer	Executive	1/1/2022 31/12/2022	125	115
Bertrand Boudewijn Kan	Chair and ARMC member	Independent	1/1/2022 31/12/2022	325	260
Pierre Blayau	Director and NRSC member	Independent	1/1/2022 31/12/2022	175	150
Anne Bouverot	Director and ARMC member	Independent	1/1/2022 31/12/2022	175	150
Marieta del Rivero Bermejo	Director and Chair of NRSC	Independent	1/1/2022 31/12/2022	225	176
María Luisa Guijarro Piñal	Director and NRSC member	Independent	1/1/2022 31/12/2022	175	150
Peter Shore	Director and ARMC member	Independent	1/1/2022 31/12/2022	225(*)	176
Christian Coco	Director and ARMC member	Proprietary	1/1/2022 31/12/2022	175	150
Alexandra Reich	Director and NRSC member	Proprietary	1/1/2022 31/12/2022	175	150
Kate Holgate	Director and ARMC member	Independent	1/1/2022 31/12/2022	175	75
Ana García Fau	Director and Chair of ARMC	Independent	18/7/2022 31/12/2022	88(*)	0
Giampaolo Zambelletti	Director	Independent	1/1/2022 28/4/2022	31(**)	154
<b>Total Remuneration</b>				<b>2,069</b>	<b>1,706</b>

(\*) Appointment on 18 of July 2022 and appointed Chair of ARMC in December 2022, replacing Mr. Peter Shore.

(\*\*) The Director decided not to stand for re-election.

The only remuneration received by the Directors in their condition as such due to being on the Board of Directors of Cellnex in the fiscal year 2022, with the exception of the Remuneration of the CEO for the performance of his executive duties, is that mentioned above.

No supplementary remuneration has accrued to the Directors in consideration for services rendered outside of their post, nor any additional remuneration item other than those addressed in the sections above.

## 5. Alignment of the Directors' Remuneration Policy and its implementation with the long-term strategy, interests and sustainability of the Company and with risk reduction

The Remuneration Policy for the Directors of Cellnex is reflective of appropriate risk-taking combined with the achievement of defined short- and long-term objectives, linked to sustainable value creation. It also strikes a reasonable balance between the various fixed and variable components (annual and long-term), taking into account the Company's strategy and its medium and long-term results. In this respect, the features of the Remuneration Policy for the Directors of Cellnex include the following elements:

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**The variable remuneration system for the CEO is fully flexible and allows for the CEO not to receive any variable remuneration if the minimum performance thresholds are not met.**

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- **Long-Term Incentive Plans:** The Company has multi-year incentives with a minimum term of three years aimed at associating and integrating the Group's executives and key employees, in particular the CEO, with the Company's Strategic Plan, which is aligned with the guidelines presented to the market. The remuneration of these plans is granted in shares or stock options, based on value creation, to guarantee that the executives' interests are in line with those of the shareholders. Similarly, the Long-Term Incentive Plans have an approximate weight of 90% of the CEO's total remuneration under an over performance scenario (maximum limit).
- **Shareholding:** To strengthen the CEO's commitment to the Company's long-term interests and the shareholders' interests, he must maintain a minimum amount of Company shares, equivalent to at least twice the amount of his Fixed Remuneration.

The variable remuneration system of the CEO is fully flexible and allows for the CEO not to receive any variable remuneration if the minimum performance thresholds are not met.

In addition, Cellnex's Directors' Remuneration Policy includes the following features to reduce excessive risk exposure:

<b>Variable remuneration of the CEO and senior management</b>	<p>With regard to the objectives and metrics:</p> <ul style="list-style-type: none"> <li>• Periodic review by the NRSC to ensure that the objectives and metrics are <b>sufficiently demanding, measurable and quantifiable</b>. In the case of Annual Variable Remuneration, the definition of the weightings and performance levels are approved by the Board of Directors on the recommendation of the NRSC at the end of the previous fiscal year, considering, among other factors, the economic environment, historical analysis, Company budget and expectations or consensus of investors and analysts.</li> <li>• <b>Assessment of performance against the metrics</b> at the end of the measurement period. The NRSC also considers any associated risk for both setting the objectives and assessing their achievement. Any positive or negative economic impact caused by extraordinary events that could distort the results of the assessment is disregarded. The NRSC will assess performance against the objectives set and, taking into account the weightings of each metric used, will determine the amount to be paid, which must then be approved by the Board of Directors.</li> <li>• The assessment of annual objectives and long-term objectives and the awarding of variable remuneration is <b>based on audited financial statements</b>.</li> </ul>
<b>Regarding payment of annual variable remuneration:</b>	<ul style="list-style-type: none"> <li>• <b>Payment is made following the corresponding approval of the annual accounts by the Annual General Meeting.</b> Payment of the CEO's annual variable remuneration for the year in which it accrues is not made immediately, but only after the annual accounts have been drawn up, which allows the Company to analyse performance against objectives within a sufficient timeframe, in line with recommendation 59 of the Code of Good Governance.</li> <li>• <b>Establishment of malus and clawback clauses.</b> If, during a period of three years following the payment of the incentive, (i) Cellnex is obliged to reformulate the accounts that were used to calculate it, due to extraordinary events; or (ii) the Board of Directors of Cellnex is made aware of any negative behaviour of the CEO, Cellnex may recalculate the incentive that was paid, and when relevant, demand a refunding of the excess received based on the new calculation, or its entirety, in the case in which the determined behaviour was considered very serious by the Board of Directors or in any way influenced the metrics used to calculate the incentive.</li> </ul>
<b>Regarding the Long-Term Incentive Plan (LTIP):</b>	<ul style="list-style-type: none"> <li>• <b>Payment is made after the corresponding approval by the Annual General Meeting.</b> As with the Annual Variable Remuneration, payment of the CEO's long-term incentive is also not made immediately. In this case, it is made after the annual accounts for the last fiscal year of the LTIP in question have been approved by the Annual General Meeting.</li> <li>• <b>Establishment of malus and clawback clauses.</b> If, during a period of three years following the payment of the incentive, (i) Cellnex is obliged to reformulate the accounts that were used to calculate it, due to extraordinary events; or (ii) the Board of Directors of Cellnex is made aware of any negative behaviour of the CEO, Cellnex may recalculate the incentive that was paid, and when relevant, demand a refunding of the excess received based on the new calculation, or its entirety, in the case in which the determined behaviour was considered very serious by the Board of Directors or in any way influenced the metrics used to calculate the incentive.</li> </ul>

With regard to the measures the Company has in place with respect to professionals with a material impact on the entity's risk profile, and in relation to the measures put in place to avoid conflicts of interest, a succession plan was drawn up to ensure the continuity of the most relevant positions at Cellnex, thereby avoiding any potential vacancies in the Company's key positions.

Lastly, Cellnex has a number of internal regulations designed to regulate potential conflicts of interest, which are mentioned below:

- Article 27 of the Regulations of the Board of Directors defines the cases of conflicts of interest and sets out the rules governing such situations.
- Article 29 of the Council Regulation regulates the use of non-public information for private purposes.
- Article 30 of the Board of Directors' Regulations sets out the specific issues that Directors must report to the Company.
- Articles 32 and 33 of the Board of Directors' Regulations set out the rules for "Transactions with Directors and Significant Shareholders". One of the duties of the Audit and Risk Management Committee is to report to the Board on related party transactions and conflicts of interest.
- Chapter VIII of the Internal Code of Conduct governs the principles of conduct applicable to the Affected Persons in the event of conflicts between their personal interests and those of the Company.

## 6. The NRSC in 2022

### 6.1 Composition and profile of Committee members

**100%** Non- executives  
**60%** Independent

**60%** Women  
**Female** Chair

As of 31 December 2022 and up to the date of publication of this Report, Cellnex's NRSC is composed of five members, all of whom are non-executive Directors. Of these, three are classed as Independent Directors (60%) and two are classed as Proprietary Directors (40%). Consistent with Cellnex's gender diversity objectives, this Committee is made up of 60% women, one of whom is the Chair, Ms. Marieta del Rivero, who is an Independent Director.

Provided below is information on the members of this Committee at year-end 2022, including, inter alia, their technical profile and high level of commitment and dedication, as with the exception of one member on one occasion, they have attended all the [ ] meetings held throughout 2022.

#### Marieta del Rivero Bermejo



**Independent Director**

**Chair of the NRSC**

**Seniority** 6 years  
**Level of attendance at the NRSC - 2022 meetings** 19/19 = 100%

#### Technical profile/ Experience:

- **Nationality and positions held at other companies as members of the Board of Directors or representatives of directors' legal persons.** Ms Marieta del Rivero (Spain) is an independent board member of Cellnex and Gestamp Automotive and a Member of its Sustainability Committee. She is also the Non-Executive Chair of Onivia.
- **Other remunerated activities.** She is also a member of the Advisory Board at *Mutualidad de la Abogacia*.
- **Other unpaid positions.** Member of the Board of the Spanish Association of Managers (*Asociación Española de Directivos*). She is also Co-Chair of Women Corporate Directors Spain.
- **Education.** Degree in Business Administration from Universidad Autónoma de Madrid. Ms Marieta del Rivero completed an Advanced Management Program at IESE, an Executive Program at Singularity University California and she is an executive coach certified by the ECC and ICF.
- **Professional background.** She has been the global Marketing Director of Telefónica, Deputy General Manager to the General Digital Commercial Director of Telefónica, CEO of Nokia Iberia, Marketing Director at Amena, Marketing Director at Xfera, Senior Advisor at Ericsson, Partner at Seeliger y Conde and Chair of International Women's Forum Spain.

She was one of "The 500 Most Influential Women in Spain" in 2018, 2019 and 2020. according to El Mundo; one of "The Top 100 Women Leaders 2018" by Mujeres & Cía, and was recognised as the "Best Manager 2017" by the Spanish Association of Women Entrepreneurs (*Asociación Española de Mujeres Empresarias*).

She is the author of the book "Smart Cities: a vision for the citizen".

## Pierre Blayau



**Independent Director**

**Member of the NRSC**

**Seniority** 8 years

**Level of attendance at the NRSC - 2022 meetings** 19/19 = 100%

**Technical profile/ Experience:**

- **Nationality and positions held at other companies as members of the Board of Directors or representatives of directors' legal persons.** Mr Pierre Blayau (France) is the Chair of Harbour Conseils and a member of the Board of Directors of Newrest.
- **Other non-remunerated positions.** He is also currently an Advisor (*Censor*) of FIMALAC and a Senior Advisor at Bain & Company.
- **Education.** Pierre Blayau is a Tax Inspector at the French Ministry of Finance and graduated from the *École Nationale d'Administration de Paris* and the *École Normale Supérieure de Saint-Cloud*.
- **Professional background.** He was the Chair of the Board of Directors of Areva and CCR (Caisse Centrale de Réassurance). He also held relevant positions as the CEO of Pont à Mousson, PPR, Moulinex, Geodis, Executive Director of SNCF and La Redoute. He was also a member of the Board of Directors of FNAC and an independent Board member of Crédit Lyonnais.

## Maria Luisa Guijarro Piñal



**Independent Director**

**Member of the NRSC**

**Seniority** 5 years

**Level of attendance at the NRSC - 2022 meetings** 19/19 = 100%

**Technical profile/ Experience:**

- **Nationality and positions held at other companies as members of the Board of Directors or representatives of directors' legal persons.** Ms María Luisa Guijarro Piñal (Spain) is the Non-Executive Chair of Adamo Telecom, S.L.
- **Education.** Degree in Economics and Business from the *Universidad Autónoma de Madrid*.
- **Professional history.** She has worked most of her career in the Telefónica group, (1996 - 2016), where she held, among others, 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.



## Alexandra Reich



**Dominical Director**

**Member of the NRSC**

**Seniority** 2 years

**Level of attendance at the NRSC - 2022 meetings** 19/19 = 100%

**Technical profile/ Experience:**

- **Nationality and positions held at other companies as members of the Board of Directors or representatives of directors' legal persons.** Ms Alexandra Reich (Austria), is a 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 AG Switzerland (Bridgepoint).
- **Education.** She has an Undergraduate and Master's Degree in Business Administration from the Vienna University of Economics and Business Administration.
- **Professional background.** She has 20 years' experience in the telecommunications industry, after starting her career in investment banking. She was a Senior Advisor at Telenor, as well as CEO of Telenor in Thailand – DTAC (2018 - 2020) and CEO of Telenor Hungary (2016 - 2018), as well as Chair of the Boards of Directors of Telenor Serbia and Telenor Bulgaria. She also held various executive positions at Swisscom (2006 - 2016) and Sunrise (2007 - 2009) in Switzerland, and at Hutchison (2005 - 2007) and United Telecommunications (2004 - 2005) in Austria.

## Christian Coco



**Dominical Director**

**Member of the NRSC**

**Seniority** 3 years

**Level of attendance at the NRSC - 2022 meetings** 18/19 = 95%

**Technical profile/ Experience:**

- **Nationality and positions held at other companies as members of the Board of Directors or representatives of directors' legal persons.** Mr Christian Coco (Germany) is the Non-Executive Chair of Benetton Group S.R.L. and CEO of ConneCT Due and Board member of Atlantia.
- **Other remunerated activities.** He is also a Director of the Edizione Group companies, Benetton S.R.L. and Investment Director at Edizione.
- **Education.** Engineer from Milan Polytechnic School, and a post-graduate degree in Utility Companies from MIP Milan (Politecnico's Business School).
- **Professional background.** He began his professional career in strategic planning in the energy sector and in 2002 he joined Mediobanca in the acquisition finance department. Between 2007 and 2011, he worked at venture capital firms that focused particularly on investments in infrastructure 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.

\* The number of years of seniority has been rounded to the nearest whole number, in some cases, varying a few months (more or less).

## 6.2 Main activities carried out by the NRSC in 2022

The NRSC played a very active role in monitoring matters within its remit. This is evidenced by the fact that it has met 19 times in 2022. Provided below is a summary of the main activities discussed and overseen by the Committee during the year in the area of remuneration.

Period	Main activities carried out by the NRSC in the area of remuneration
<b>Q1 2022</b>	19-01-2022:
<b>(4 meetings)</b>	<ul style="list-style-type: none"> <li>– First review of the assessment of the quantitative and qualitative objectives of the CEO's MBO for 2021.</li> </ul>
19-01-2022	– Approval and submission to the Board of the final proposal on Senior Management remuneration.
10-02-2022	
23-02-2022	10-02-2022:
15-03-2022	<ul style="list-style-type: none"> <li>– Review of the market survey conducted by the Company in relation to the Directors' Remuneration Policy intended to be submitted for approval by the Annual General Meeting.</li> <li>– Approval and submission to the Board of the 2019-2021 LTIP performance assessment.</li> <li>– Review of the assessment of the quantitative and qualitative objectives of the CEO's MBO for 2021.</li> <li>– Drafting of the free-format Annual Directors' Remuneration Report and review of the first draft of the report.</li> <li>– Approval and submission to the Board of the addendum to the Chief Executive Officer's contract, which included a change in the severance and termination payments and non-competition clauses, which brought the company into compliance with recommendation 64 of the Good Governance Code for Listed Companies.</li> </ul>
	23-02-2022:
	<ul style="list-style-type: none"> <li>– Approval and submission to the Board of the free-format Annual Report on Directors' Remuneration.</li> <li>– Review of key proposed changes to the Directors' Remuneration Policy.</li> <li>– Approval and submission to the Board of the 2022-2024 LTIP contract template.</li> <li>– Approval and submission to the Board of the final assessment of the quantitative and qualitative objectives for the CEO's MBO for 2021.</li> </ul>
	15-03-2022:
	<ul style="list-style-type: none"> <li>– Analysis of the evolution of the Chair of the Board's remuneration.</li> <li>– Approval and submission to the Board of the Directors' Remuneration Policy.</li> <li>– Drafting the Directors' Remuneration Policy Report and submission to the Board of Directors.</li> </ul>
<b>Q2 2022</b>	13-04-2022:
<b>(5 meetings)</b>	
13-04-2022	– Review of the approach to the planned market survey on the possibility that directors in their position as such could receive their remuneration wholly or partly in shares.
26-04-2022	
04-05-2022	– Review of the level of support from shareholders and proxy advisors for the Directors' Remuneration Policy.
27-05-2022	
06-06-2022	27-05-2022:
	<ul style="list-style-type: none"> <li>– Launch of the investor and proxy advisor engagement process with the assistance of Morrow Sodali to review the new Directors' Remuneration Policy due to the dissenting vote at the AGM.</li> </ul>

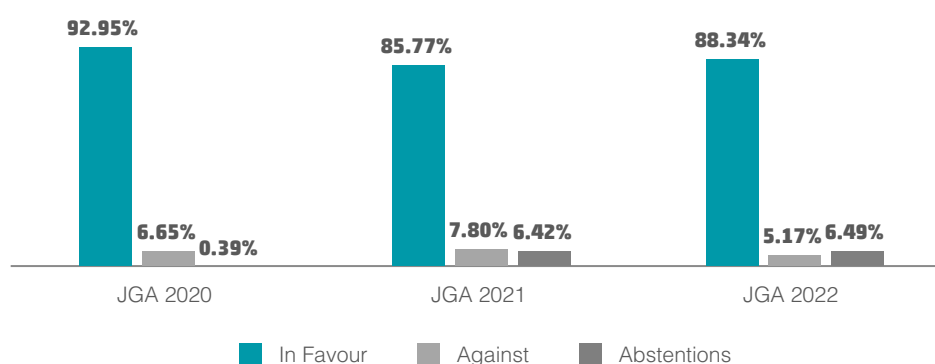
Period	Main activities carried out by the NRSC in the area of remuneration
<b>Q3 2022</b>	26-07-2022:
<b>(4 meetings)</b>	– Review of the engagement process response plan based on feedback received from investors.
26-07-2022	
08-09-2022	– Selection of WTW as external advisor to assist the Committee in conducting the 2023 annual remuneration review.
20-09-2022	
21-09-2022	08-09-2022:
	– Morrow Sodali presented the Committee with a summary of the meetings that had been held so far with investors and proxy advisors and those yet to be held.
	20-09-2022:
	– WTW updated the Committee on market trends in remuneration.
<b>Q4 2022</b>	20-10-2022:
<b>(6 meetings)</b>	– Morrow Sodali detailed the meetings held with investors and proxy advisors and presented different options and the next steps to be taken.
20-10-2022	
02-11-2022	– The Committee recommended that the Board keep the remuneration for directors in their position as such unchanged.
01-12-2022	
14-12-2022	02-11-2022:
19-12-2022	– Following the engagement process, the Committee discussed the Directors' Remuneration Policy and eventually recommended that the Board amend the Directors' Remuneration Policy to streamline the two multipliers into one.
21-12-2022	
	01-12-2022:
	– Morrow Sodali presented material from the second engagement process, the purpose of which was to inform investors and proxy advisors of the amendments made to the Directors' Remuneration Policy.
	– Review of benchmarking for qualitative analysis of CEO and Senior Management remuneration. The Committee recommended that the Board keep the CEO's remuneration unchanged and approve the proposal for the Senior Management's remuneration.
	14-12-2022:
	– The Committee recommended that the Board approve the 2023-2025 PILP and the objectives for the CEO's MBO for 2023.
	21-12-2022:
	– The Committee approved a revised version of the CEO's MBO objectives for 2023 and for the 2023-2025 LTIP and recommended them to the Board for approval.

## 6.3 Evolution and impact of the results of the Annual General Meeting and measures adopted by the NRSC to reduce dissidence

### Results of the Annual General Meeting held in 2022 in relation to the Annual Directors' Remuneration Report

	No. of Shares	% of total votes
In favour	450.576.715	88,34%
Against	26.376.064	5,17%
Abstentions	33.095.310	6,49%
Blank votes		0%

Evolution of the level of support for the Reports on the Remuneration of Directors in the Meetings 2020-2022



### Actions led by the NRSC in 2022 to further improve corporate governance of remuneration

As stated in the letter from the Chair of the NRSC, the current Directors' Remuneration Policy was approved with 56.14% of votes in favour and 7.03% of abstentions at the 2022 Annual General Meeting. This was not the expected result, especially compared to the level of support received in previous Policies.

Following this high level of dissidence on the current Policy, during the second half of 2022, the NRSC undertook a specific consultation process with the main proxy advisors and institutional shareholders who had voted against the Policy in order to deepen its understanding of the reasons for the vote outcome. We relied on the proxy solicitor Morrow Sodali for this process.

Morrow Sodali began by identifying the 100 investors with the largest shareholdings in Cellnex and determining how they voted. Following this, a first roadshow was organised with more than 10 dissident institutional investors and the main proxy advisors. As part of this process, the Chair of the Cellnex NRSC and the investor relations team gave a presentation on the Directors' Remuneration Policy, with an in-depth explanation of the long-term incentive, including simulations of payout levels based on objective performance levels and the value created for shareholders. This was accompanied by a comparison with incentives in comparable companies.

Based on the feedback and recommendations received, the main causes were identified and possible alternatives were analysed to improve the degree of alignment of the long-term incentive with the expectations of institutional investors, while retaining the original principles and objectives on which it was designed, in particular, to foster the creation of shareholder value, which is one of our strategic priorities. Section 3.1. of this report, "How the Policy is drawn up", has more details on this.

A second roadshow was organised in December 2022 and January 2023 with more than 10 institutional investors who had voted both in favour and against, in order to discuss the proposed amendment to the long-term incentive, which the Board of Directors approved, at the proposal of the NRSC, at its meeting held on the 28th of February 2023.

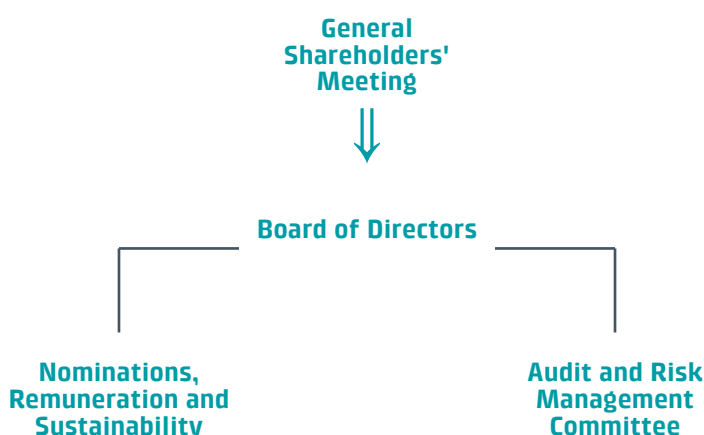
Throughout the various engagement rounds with institutional investors, Cellnex has received very positive feedback for encouraging dialogue and listening to the market, as well as for increasing transparency.

Based on the Action Plan defined in the 2022 fiscal year, the main measures adopted by the Nominations, Remuneration and Sustainability Committee are described below:

- Participation of the Chair and the other members of the Committee in market engagement activities.
- Transparency improvements.
- 2023-2025 LITP, aligning financial and non-financial metrics with the company's strategy communicated to the investment community in November 2022.
- Streamlining of the LTIP 2022-25 booster by integrating it into a single multiplier.
- Creation of a development programme for the entire Board of Directors; ESG training at IESE Business School, sessions on new technologies, innovation and cybersecurity.

## 6.4 Description of Company procedures and bodies involved in the determination, approval and application of the Directors' Remuneration Policy

According to regulation from the Spanish Companies Act and Cellnex's internal regulations (Articles of Association, Regulations of the Annual General Meeting and Regulations of the Board of Directors), the Company has the following bodies involved in the determination, approval and application of the Directors' Remuneration Policy:



- **Annual General Meeting:** This body is responsible for the approval the Remuneration Policy in accordance with the provisions of the Spanish Companies Act and the Company's Annual General Meeting Regulations.
- **Board of Directors:** Pursuant to the provisions of the Spanish Companies Act, the Company's Articles of Association and the Regulations of the Company's Board of Directors, this body has, inter alia, the following non-delegable powers:

- Decisions relating to the remuneration of each Director in their position as such, taking into account for this purpose the duties and responsibilities assigned to each Director, membership of Board committees and any other objective circumstances deemed relevant; always within the framework of the Articles of Association and the Directors' Remuneration Policy approved by the Annual General Meeting.
- Approval of the contract of the Chief Executive Officer detailing, inter alia, all the items for which he may obtain remuneration for the performance of executive duties, along with the terms and conditions of his contract with the Company, in accordance with the provisions of the regulations applicable from time to time and in accordance with the Directors' Remuneration Policy approved by the Annual General Meeting. In this respect, it should be noted that the Directors' Remuneration Policy must include the following:
  - the amount of the annual fixed remuneration and any changes over the period to which the Policy relates.
  - the different parameters for the setting of the variable components, in particular,
  - clear, full and diverse award criteria and financial and non-financial performance criteria, including criteria relating to corporate social responsibility, explaining how they contribute to the achievement of the Company's business strategy and the long-term interests and sustainability of the Company.
  - the possibility for the Company to demand the return of the variable remuneration.
  - in relation to share-based remuneration, vesting periods and retention of instruments after vesting and how such remuneration contributes to the achievement of the corporate strategy and the long-term interests and sustainability of the Company.
  - the key terms and conditions of the Chief Executive Officer's contract (i.e. term, severance or termination payments, exclusivity, post-contractual non-competition, shareholding or loyalty agreements).
- **Nominations, Remuneration and Sustainability Committee:** This committee plays the main role regarding the determination, enforcement and review of the Directors' Remuneration Policy. Pursuant to the authority assigned in the Board of Directors' Regulations, below is a summary of the duties assigned to this Committee in relation to the determination, application, review and transparency of the Directors' Remuneration Policy:
  - Proposing to the Board of Directors the Remuneration Policy for Directors and general managers or anyone performing senior management duties reporting directly to the Board, executive committees or CEOs, along with the individual remuneration and other basic terms and conditions of their contracts.
  - Overseeing compliance with the remuneration policy set by the Company.
  - Conducting regular reviews of the Remuneration Policy applicable to Directors and senior management, including share-based remuneration schemes and their application, and ensuring that their individual remuneration is proportionate to that paid to the Company's other Directors and senior management.
  - Verifying the information on Directors' and senior management remuneration contained in the various corporate documents, including the Annual Directors' Remuneration Report, and proposing the elaboration of this annual report to the Board of Directors for submission to an advisory vote at the Annual General Meeting.

It should be noted that the NRSC deems essential to regularly review the Directors' Remuneration Policy, in line with best practices on corporate governance endorsed by institutional investors and the recommendations of the main proxy advisors.

Since 2021, the NRSC has drawn up an annual agenda of the topics to be discussed in order to ensure that all the year's priority topics are addressed. Meetings are planned on a 12-month basis.

- **Audit and Risk Management Committee:** This committee verifies the economic and financial information used as a basis for calculating performance levels against both short- and long-term objectives.

## 7. Annexes

### Annex I: How did we create this report?

The Annual Report on Directors' Remuneration for the 2022 fiscal year is Cellnex's second free-format report. This new approach, which differs significantly in structure and content from previous years' reports, is intended to meet four objectives:



1. **Responding to key demands** of institutional investors and proxy advisors: Cellnex has taken into account the expectations of these stakeholders, which were gathered during the consultation process carried out by the Company in 2022.
2. Following international **best practices** in terms of information transparency in remuneration matters by disclosing information in a simple, clear and transparent manner, specifying, inter alia, how this model is aligned with the long-term sustainability of the Company and the creation of value for the different stakeholders.
3. Serving as a **source of information** for stakeholders who wish to learn more about Cellnex's remuneration model.
4. Complying with the **regulations and recommendations** included in the Spanish Companies Act, CNMV Circular 3/2021 of 28 September, and aligning with best practices in Corporate Governance and the Good Governance Code for Listed Companies.

Moreover, it should be noted that, pursuant to the principles set out in Technical Guide 1/2019 of the Spanish National Securities Market Commission on the functioning of the Nomination and Remuneration Committee, the Company has received independent external advice on remuneration matters, as specified in the 2022-2025 Directors' Remuneration Policy section of this Report.

## Annex II: Long-Term incentive Plans in force

Below are the details of the 2020-2022 Long Term Incentive Plan, already ended, and the ongoing 2021-2023 and 2022-2024 Long Term Incentive Plans.

### 2020-2022 LTIP

The CEO's expected remuneration in the event that the Company's objectives are achieved by the end of 2022 is 150% of his Fixed Remuneration. This percentage is equivalent to the maximum remuneration of the CEO for this area.

A total of 30% of this remuneration will be initially paid via the delivery of granted shares and the remaining 70% in stock options, with an obligation of permanently holding shares equivalent to two annual payments of Fixed Remuneration.

The amount to be received is determined by the level of achievement of the share price increase, calculated based on the average price of the three months prior to December of 2019, weighted by the volume ("vwap") (32.96 euros / share), (initial price of the period) and stimulating a profitability of 8% annually for a period of three years, thereby obtaining the objective price at the end of the period (41.52 euros / share).

The aforementioned prices have been adjusted from 38.17 euros/share and 48.08 euros/share initially established in the Plan due to the impact of the capital increases done in 2020 and 2021, following Bloomberg adjustments.

If the CEO already complies with the obligation of permanent shareholding equivalent to two years the Fixed Remuneration, he/she may opt to receive part of the appreciation rights in a contribution to his/her Defined Contribution Plan (retirement insurance), or in cash.

### 2020-2022 LTIP Summary

	Objectives	Metric	Policy details
2020-2022 LTIP	Target: (annualised) 150% of the FR.  Maximum (annualised): 150% of FR.	Share price increase	<ul style="list-style-type: none"> <li>• 30% shares; 70% stock options</li> <li>• Objective measurement over 3 years</li> <li>• Subject to malus and clawback clauses (36 months)</li> <li>• Shareholding: equivalent to a minimum of 2 years' Fixed Remuneration</li> </ul>

### 2021-2023 LTIP

The CEO's expected remuneration in the event that the Company's objectives are achieved by the end of 2023 is 183% of his Fixed Remuneration.

30% of this remuneration is initially in the form of granted shares and the remaining 70% in the form of stock options, with an obligation to permanently hold shares equivalent to two years' Fixed Remuneration.

The amount he will receive depends on the performance of the share price adjusted for capital increases, calculated on the basis of the average price in the three months prior to December 2020, weighted by volume ("vwap") (€48.28 per share, initial price for the period) and estimating a return of 8% per annum over a three-year period, thus obtaining the target price at the end of the period (€60.81 per share).



These prices were adjusted from the €52.12 per share and €65.66 per share initially set in the Plan due to the impact of the capital increase carried out in 2021, following the adjustments made by Bloomberg.

If the CEO already meets the obligation to hold shares equivalent to two years' fixed remuneration, he or she may choose to receive part of the share price rights in the form of a contribution to his Defined Contribution Pension Plan (retirement insurance) or in cash.

The final incentive amount may be corrected by applying a factor (upwards or downwards) which aims to reflect the contribution (or decrease) in value resulting, if any, from a significantly higher (or lower) performance than expected during the period of application of this LTIP.

This correction factor (+- 30%) is made up of two components:

- 15% will be applied upon the discretion of the Board of Directors, taking into account the contribution of value to the stakeholders, including ESG factors.
- 15% will be applied using the RLFCF per share (Recurring Leveraged Free Cash Flow per share) parameter, its evolution in the period and its comparison between the expected and actual value.

Under a maximum objective performance scenario, the incentive would amount to 238% of the Fixed Remuneration. The Board of Directors of Cellnex has deemed it important to define this correction factor in order to strengthen alignment between the interests of the CEO and the shareholders, and to allow the CEO (and other management) to receive a portion of the additional value that may have been generated for the shareholders.

It should be noted that the maximum incentive can increase up to 238% of the Fixed Remuneration, but may also decrease up to 141% due to the application of this correction factor; or even be 0, if the accrual and settlement conditions are not met.

#### 2021-2023 LTIP Summary

	Objectives	Metric	Policy details
2021-2023 LTIP	<p>Target: (annualised) 183% of the FR. A correction factor of 1.3 (upward or downward) may be applied in the case of over (or under) performance.</p> <p>Maximum (annualised): 238% of FR.</p> <p>Correction factor (+- 30%):</p> <ul style="list-style-type: none"> <li>- 15% Evolution of RLFCF per share</li> <li>- 15% ESG</li> </ul> <p>This amount reflects the value of the long-term incentive at the date of award. In other words, the target and maximum limits will not apply until payment of the LTIPs.</p>	Share price increase	<ul style="list-style-type: none"> <li>• 30% shares; 70% stock options</li> <li>• Objective measurement over 3 years</li> <li>• Subject to malus and clawback clauses (36 months)</li> <li>• Shareholding: equivalent to a minimum of 2 years' Fixed Remuneration</li> </ul>

## 2022-2024 LTIP

## Amount

- **Annualised target incentive:** 183% of annual Fixed Remuneration.
- **Annualised maximum incentive:** 122% of the target. This is reached when the pre-determined objectives have been overachieved.
- **Maximum incentive after booster application:** 610% of the target. This is achieved in the event of extraordinary performance in the absolute and relative total shareholder return.

## Metrics

The table below shows the metrics, their weightings and the levels in the minimum, target and maximum achievement scenarios:

Strategic Priority	Metric	Weight	Minimum		Target		Maximum (pre-booster)	
			Performance	Payment	Performance	Payment	Performance	Payment
Maximising shareholder value creation	Annualised absolute TSR*	30%	<8%	0%	8%	100%	10%	115%
	Relative TSR	30%	#4	85%	#3	100%	#1 or #2	115%
Cash flow generation	RLFCF per share**	20%	€2.2	85%	€2.6	100%	€3	150%
ESG	Renewable electricity supply***	8%	82%	85%				115%
	Overall score for employee engagement****		77%		80%		90%	
	Closing the pay gap	12%	<5%	85%	=5%	100%	>15%	115%
	Appointment of directors in overseas HQs		45%		50%		60%	

Intermediate levels are calculated by linear interpolation

\*Initial price: €52.09 per share and factoring in 8% TSR over the three-year period, equivalent to €65.62 per share.

\*\*This ratio is consistent and in line with the medium-term guidance of an RLFCF of €2.0 bn to €2.2 bn by 2025.

\*\*\*Energy objectives refer to energy managed directly by Cellnex (Scope 2). Data calculated according to the SBT methodology and the GHG Protocol applied to the 2021 scope.

\*\*\*\*Considering the current scope as at the end of December 2021 and without considering future scope expansions due to inorganic growth operations.

## 1. Absolute Total Shareholder Return

The initial price for measuring TSR is calculated as the volume-weighted average price (“vwap”) for the three months preceding the vesting date, i.e. €52.09 per share.

The return for a target performance scenario is set at 8% annualised for the incentive measurement period. Under this scenario, the payout level would amount to 183% of the CEO's Fixed Remuneration. Under a maximum performance scenario, an annualised return of 10% is required. Under this scenario, the maximum incentive is 122% of the target. To calculate total shareholder return, the performance of the share price as well as the distribution of dividends and the return on reinvestment will be considered.

## 2. Relative Total Shareholder Return

It is proposed to also benchmark TSR in relative terms against a group of comparable companies in the market which includes the following seven companies and a global index:

**Comparison group for relative TSR**

1. American Tower	5. Rai Way
2. Crown Castle	6. SBA Communications
3. Helios Towers	7. Vantage Towers World
4. Inwit	8. MSCI World Index

The TSR achieved by the companies in the comparison group and by Cellnex will be ranked in descending order, from the company (or index) with the best TSR result to the company with the lowest result, taking into account the following factors:

- If Cellnex's relative position is in the top two positions, the maximum performance level will be obtained, equivalent to a payment level of 115% of the target.
- If Cellnex is placed in third position, this position would be considered a Target performance and therefore the payout level would be 100%.
- If Cellnex ranks fourth, the payout level would be 85% of the target.
- If Cellnex is ranked among the fifth or subsequent positions, the minimum performance threshold would not be reached and therefore the payout level would be 0%.

This 2022-2024 LTIP introduces a new component to recognise excellent performance. If the annualised TSR exceeds 10% and Cellnex's TSR is placed in rank 1 or 2 of the aforementioned group of comparable companies, the following multiplier or booster is applied:

	Booster multiplier	
	Rank #1	Rank #2
€70.0 per share	1.5	1.2
15% TSR = €79.2 per share	1.9	1.5
<b>TSR</b> 20% TSR = €90.0 per share	2.6	2
25% TSR = €101.7 per share	3.6	2.9
30% TSR = €114.4 per share	5	4

As can be seen in the table above, the minimum multiplier is 1.2 and will be applied when the TSR is above 10% (equivalent to a share price of €70 or more) and Cellnex is ranked second. The maximum multiplier is 5 and will be applied when the TSR is above 30% (equivalent to a share price above €114.4 per share) and Cellnex is ranked first.

**3. RLFCF**

RLFCF per share is the performance measure that most closely aligns with shareholders' interests over a multi-year period, as it is used by management and investors as a key indicator of the Company's financial performance.

In the event of achievement of 115% of the target, an achievement level of 150% will be applied.

The RLFCF per share of Cellnex is calculated dividing the RLFCF of the period by the number of Cellnex shares issued on a specific date, considering approximately 708 million shares (including around 27 million new shares to be issued following the approval of the Annual General Meeting held in March 2021 or its renewal thereof and delivered to CK Hutchison Holdings Limited within the context of the last UK transaction, assuming that this transaction was closed under the terms announced to the). The use of the RLFCF per share metric encourages management to reserve the use of the Company's own funds as a financing mechanism only for opportunities where it is strategically justified and profitable in the long term for existing shareholders.

The objective of €2.6 per share, as shown in the above table, takes into account the existing scope at the end of 2021. The perimeter will need to be adjusted in 2024 to estimate the RLFCF per share on a comparable basis, which

will be validated by an external auditor following an “agreed-upon procedures” assessment, as the Company intends to implement further inorganic growth projects.

#### 4. ESG

The ESG metrics are aligned with the 2021-2025 ESG Master Plan. The Board of Directors will assess the results achieved based on the preliminary assessment made by the Nominations, Remuneration and Sustainability Committee drawing on the information provided by the ESG Committee. The data on the results achieved will be taken from the Integrated Annual Report and, if need be, supplemented by specific reports on the subject.

Regarding the environment, these objectives reflect the Company's commitment to improving our positive impact on the value chain by promoting green energy consumption and on the social front by ensuring a high level of commitment from all team members, guaranteeing equal pay and promoting cultural and international diversity at all levels of the organisation, which are three key priorities in line with the Company's Equality, Diversity and Inclusion plan.

#### Functioning

The objective measurement period runs for three years, from 1 January 2022 to 31 December 2024.

The incentive is awarded 40% in shares and 60% in stock options.

The Chief Executive Officer is subject to a minimum permanent holding requirement for Cellnex shares. Since this obligation has been fulfilled, he may choose to receive the long-term incentive, if any, in the form of contributions to a pension plan or equivalent product, or in cash.

At the proposal of the NRSC the Board of Directors is responsible for assessing their performance after the objective measurement period has ended.

Specifically, with regard to ESG objectives, the Board of Directors will assess the level of results achieved on the basis of the preliminary assessment carried out by the NRSC using the information provided by the ESG Committee. The data on the results achieved will be taken from the Integrated Annual Report and, if need be, supplemented by specific reports on the subject.

When determining the target performance level, any positive or negative economic impact caused by extraordinary events that could distort the results of the assessment is disregarded.

The NRSC may propose to the Board of Directors adjustments of the elements, criteria, thresholds and limits of the Annual Variable Remuneration, under exceptional circumstances caused by extraordinary internal or external factors or events. The details and justification for such adjustments are included in the relevant Annual Report on the Directors' Remuneration.

Regarding the three Long-Term Incentive Plans in force at the date this report was drawn up, the following should be noted:

- The final performance assessment against the objectives set out in each of the ROLLING LTIPs will be conducted by the NRSC at the end of their term and settlement, if applicable, will take place after the Annual General Meeting which approves the annual accounts for the last fiscal year covered by each LTIP.
- The Annual Directors' Remuneration Report for each year in which each of the Plans is settled will show a breakdown of the calculation formula and the resulting amounts for each of the Plans. It will also provide information on the amount accrued and paid in each financial year, as well as the instrument ultimately used for the settlement of the remuneration under this item.
- The exercise period for the options will be two years from the time they are delivered, which will take place after the Annual General Meeting that approves the annual accounts for the last fiscal year covered by each Plan is held.

**Annex III: Statistical Annex to the Annual Report on the Remuneration of Directors of listed companies (CNMV Circular 3/2021 of 28 September) for Cellnex Telecom, S.A., which is attached as an annex to this report.**

**ANNEX III. STATISTICS RELATING TO THE ANNUAL REPORT ON DIRECTOR  
REMUNERATION OF LISTED COMPANIES**

ISSUER IDENTIFICATION DETAILS

2022

YEAR END-DATE

A64907306

Company name:  
CELLNEX TELECOM, S.A

Registered office: C/ JUAN ESPLANDIU, 11-13 MADRID

**ANNEX. STATISTICS RELATING TO THE ANNUAL REPORT ON DIRECTOR  
REMUNERATION OF LISTED COMPANIES**

**B OVERALL SUMMARY OF HOW REMUNERATION POLICY WAS APPLIED DURING THE YEAR LAST ENDED**

**B4** Report on the result of the consultative vote at the General Shareholders' Meeting on remuneration in the previous year, indicating the number of votes in favour, votes against, abstentions and blank ballots:

	Number	% of total
<b>Votes cast</b>	510,048,089	75.08
	Number	% of votes cast
<b>Votes against</b>	26,376,064	5.17
<b>Votes in favour</b>	450,576,715	88.34
<b>Blank ballots</b>	0	0.00
<b>Abstentions</b>	33,095,310	6.49

**C ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR**

<b>Name</b>	<b>Type</b>	<b>Period of accrual in year n</b>
Bertrand Boudewijn Kan	Independent Chair	De 01/01/2022 a 31/12/2022
Tobías Martínez Gimeno	Executive Director	De 01/01/2022 a 31/12/2022
Pierre Blayau	Independent Director	De 01/01/2022 a 31/12/2022
Anne Bouverot	Independent Director	De 01/01/2022 a 31/12/2022
Christian Coco	Propietary Director	De 01/01/2022 a 31/12/2022
María Luisa Guijarro Piñal	Independent Director	De 01/01/2022 a 31/12/2022
Kate Holgate	Independent Director	De 01/01/2022 a 31/12/2022
Alexandra Reich	Propietary Director	De 01/01/2022 a 31/12/2022
Marieta del Rivero Bermejo	Independent Director	De 01/01/2022 a 31/12/2022
Leonard Peter Shore	Independent Director	De 01/01/2022 a 31/12/2022
Ana García Fau	Independent Director	De 18/07/2022 a 31/12/2022
Giampaolo Zambelletti	Director	De 01/01/2022 a 28/04/2022



**C.1 Complete the following tables regarding the individual remuneration of each director (including remuneration received for performing executive duties) accrued during the year.**

**a) Remuneration from the reporting company:**

**i) Remuneration accruing in cash (thousands of euros)**

Name	Fixed Remuneration	Per diem allowances	Remuneration for membership of Board's committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance payment	Other items	Total in 2022	Total in 2021
Bertrand Boudewijn Kan	325								325	260
Tobías Martínez Gimeno	125			1,300	1,576				3,001	3,752
Pierre Blayau	125		50						175	150
Anne Bouverot	125		50						175	150
Christian Coco	125		50						175	150
María Luisa Guijarro Piñal	125		50						175	150
Kate Holgate	125		50						175	75
Alexandra Reich	125		50						175	150
Marieta del Rivero Bermejo	125		100						225	176
Leonard Peter Shore	125		100						225	176
Ana García Fau	63		25						88	
Giampaolo Zambelletti	22		9						31	154

## ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments

Name	Name of the Plan	Financial instruments at start of 2022		Financial instruments granted during 2022		Financial instruments consolidated during the year				Instruments matured but not exercised	Financial instruments at end of 2022		
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares/ consolidated	Price of the consolidated shares	Gross profit from consolidated shares or financial instruments (thousands of €)	No. of instruments	No. of instruments	No. of equivalent shares	
Tobías Martínez Gimeno	ILP 2020-2022 (Acciones)		14,090				0			14,090		0	
	ILP 2020-2022 (Opciones)	159,463					0			159,463		0	
	ILP 2021-2023 (Acciones)		11,757									11,757	
	ILP 2021-2023 (Opciones)	133,041									133,041		
	ILP 2022-2024 (Acciones)				14,528								14,528
	ILP 2022-2024 (Opciones)				105,691								105,691

iii) Long-term savings schemes

Name	Remuneration from consolidation of rights to savings system	
	Year 2022	Year 2021
Tobías Martínez Gimeno	325	325

Name	Contribution over the year from the company (thousand €)				Amount of accumulated funds (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights		Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights	
	Year 2022	Year 2021	Year 2022	Year 2021	Year 2022	Year 2021	Year 2022	Year 2021
Tobías Martínez Gimeno			325	325			1,800	1,475

## iv) Details of other items

Name	Item	Remuneration amount
Tobías Martínez Gimeno	Prima seguro de vida	12
Tobías Martínez Gimeno	Prima seguro médico	3
Tobías Martínez Gimeno	Vehículo	17
Tobías Martínez Gimeno	Gasolina	2

## b) Remuneration of directors of the listed company for seats on the boards of other subsidiary companies:

## i) Remuneration accruing in cash (thousands of euros)

Name	Fixed Remuneration	Per diem allowances	Remuneration for membership of Board's committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance payment	Other items	Total in 2022	Total in 2021
Director 1										
Director 2										

ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments

Name	Name of the Plan	Financial instruments at start of 2022		Financial instruments granted during 2022		Financial instruments consolidated during the year			Instruments matured but not exercised	Financial instruments at end of 2022		
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares/consolidated	Price of the consolidated shares	Gross profit from consolidated shares or financial instruments (thousands of €)	No. of instruments	No. of instruments	No. of equivalent shares
Director 1	Plan 1											
	Plan 2											

iii) Long-term savings schemes

Name	Remuneration from consolidation of rights to savings system	
	Year 2022	Year 2021
Director 1	—	—

Name	Contribution over the year from the company (thousand €)				Amount of accumulated funds (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights		Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights	
	Year 2022	Year 2021	Year 2022	Year 2021	Year 2022	Year 2021	Year 2022	Year 2021
Director 1								

iv) Details of other items

Name	Item	Remuneration amount
Director 1	—	—

**c) Summary of remuneration (thousands of euros):**

This summary must include the amounts corresponding to all the remuneration items included in this report that have accrued to each director, in thousands of euros.

Name	Remuneration accrued in the company					Remuneration accrued in group companies					
	Total cash remuneration	Gross profit of consolidated shares or financial instruments	Remuneration for long term savings systems	Remuneration for other items	Total 2022 company	Total cash remuneration	Gross profit of consolidated shares or financial instruments	Remuneration for long term savings systems	Remuneration for other items	Total 2022 company	Total 2022 company + group
Bertrand Boudewijn Kan	325				325						325
Tobías Martínez Gimeno	3,001	—	325	34	3,360						3,360
Pierre Blayau	175				175						175
Anne Bouverot	175				175						175
Christian Coco	175				175						175
María Luisa Guijarro Piñal	175				175						175
Kate Holgate	175				175						175
Alexandra Reich	175				175						175
Marieta del Rivero Bermejo	225				225						225
Leonard Peter Shore	225				225						225
Ana Garcia Fau	88				88						88
Giampaolo Zambelletti	31				31						31
<b>TOTAL</b>	<b>4,945</b>	<b>—</b>	<b>325</b>	<b>34</b>	<b>5,304</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>5,304</b>

**C.2 Indicate the evolution in the last five years of the amount and percentage variation of the remuneration accrued by each of the directors of the listed company who have held this position during the year, the consolidated results of the company and the average remuneration on an equivalent basis with regard to full-time employees of the company and its subsidiaries that are not directors of the listed company.**

	Total amounts accrued and % annual variation								
	2022	% variation 2022/2021	2021	% variation 2021/2020	2020	% variation 2020/2019	2019	% variation 2019/2018	2018
<b>Executive directors</b>									
Tobias Martínez Gimeno	3,360	(32.35)%	4,967	13.56 %	4,374	(12.33)%	4,989	90.13 %	2,624
<b>External directors</b>									
Bertrand Boudewijn Kan	325	25.00 %	260	51.16 %	172	14.67 %	150	2.04 %	147
Pierre Blayau	175	16.67 %	150	3.45 %	145	11.54 %	130	1.56 %	128
Anne Bouverot	175	16.67 %	150	3.45 %	145	11.54 %	130	124.14 %	58
Christian Coco	175	16.67 %	150	32.74 %	113	--	—	--	—
María Luisa Guijarro Piñal	175	16.67 %	150	3.45 %	145	11.54 %	130	124.14 %	58
Kate Holgate	175	133.33 %	75	--	—	--	—	--	—
Alexandra Reich	175	16.67 %	150	--	—	--	—	--	—
Marieta del Rivero Bermejo	225	27.84 %	176	21.38 %	145	11.54 %	130	1.56 %	128
Leonard Peter Shore	225	27.84 %	176	21.38 %	145	11.54 %	130	1.56 %	128
Ana Garcia Fau	88								
Giampaolo Zambelletti	31	(79.87)%	154	(10.47)%	172	14.67 %	150	2.04 %	147
<b>Company results</b>	(511)	5.37 %	(540)	(167.33)%	(202)	(274.07)%	(54)	(50.00)%	(36)
<b>Average employee remuneration</b>	69	7.81 %	64	3.23 %	62	6.90 %	58	(4.92)%	61



Observations

This annual remuneration report was approved by the Board of Directors of the company in its meeting of 28/02/2022.

Indicate whether any director voted against or abstained from approving this report.

Yes

No

Name or company name of any member of the Board of Directors not voting in favour of the approval of this report	Reasons (against, abstention, non attendance)	Explain the reasons