

Report on the Functions and Activities of the  
Nominations, Remunerations and Sustainability Committee of  
Cellnex Telecom, S.A. during 2024

**1.- Composition, responsibility and functioning**

On 17 April 2015, the Board of Directors of Cellnex approved the creation of a Nominations and Remunerations Committee, which was renamed on 19 February 2021 as the Nominations, Remunerations and Sustainability Committee (the “**Committee**”) of Cellnex Telecom, S.A. (the “**Company**”).

**a) Composition**

The Board of Directors shall appoint from among its members a Nominations, Remunerations and Sustainability Committee that comprises the number of directors determined in each case, within the minimum of three (3) members and the maximum of five (5) members envisaged in the Company’s Board of Directors Regulations, all of whom must have the status of non-executive directors. At least the majority of the members of the Committee shall have the status of independent directors, and shall be appointed ensuring that they have knowledge, skills and appropriate experience for the functions they have to perform.

The Committee comprises the following members:

<b>Nominations, Remunerations and Sustainability Committee</b>	<b>Category</b>	<b>Position</b>
Marieta del Rivero Bermejo	Independent	Chair
Pierre Blayau	Independent	Member
María Luisa Guijarro Piñal	Independent	Member
Christian Coco	Proprietary	Member
María Teresa Ballester Fornés	Independent	Member
Virginia Navarro	N/A	Secretary non-member

For the development of its activities, during 2024 the Committee has been supported by the following external advisors:

- Clifford Chance, to assist the Committee in (i) preparing the LTIP 2024-2026 Contract Model, (ii) the free-format Annual Corporate Governance Report, (iii) the preparation of reports in relation to the appointment of Senior Management, and to provide legal advice in relation to labour matters.
- DLA Piper, to provide legal advice in connection with labour matters.
- Spencer Stuart, to assist the Committee in the recruitment and selection process of a Senior Management member.

- Egon Zehnder, to assist the Committee in the recruitment and selection process of a Senior Management member and in the update of the Succession Plan.
- Russell Reynolds, to assist the Committee in the recruitment and selection process of several Senior Management members.
- Talengo, to assist the Committee in the recruitment and selection process of several Senior Management members.
- Willis Towers Watson, to assist the Committee in remuneration related topics, including benchmark analysis, the best practices advice and in the elaboration of the Annual Report on the Remuneration of Directors.
- KPMG, to present to the Committee an in-depth analysis of the Corporate Sustainability Reporting Directive (CSRD) and to assist the Committee in the preparation of an analysis on ESG trends.
- Ernst & Young (EY) in connection with the analysis of remuneration systems based on the delivery of shares or similar instruments to non-executive board members.

Furthermore, internal Cellnex personnel have joined various sessions of the Committee, in order to present issues within their competence. Specifically: the Chief Executive Officer, the Chief Financial Officer, the General Counsel, the Chief Operating Officer, the Chief Strategy Officer, the Corporate Sustainability Officer, the Group People Director, the Group Sustainability Director, the Group Operations Excellence Director, the Group Head of Energy, the Group Corporate and Public Affairs Director, the Group Finance Director, the Group Head of Quality and Risk Management, the Group Strategic Business Development Director, the Group Business Management Director, the Internal Audit Director, the Executive Compensation Director Spain, the Group Head of Risk Management and Business Continuity, and the General Manager of the Cellnex Foundation.

The Chair of the Board of Directors joined the Committee by invitation in three (3) meetings and the Secretary of the Board of Directors joined the Committee by invitation in five (5) sessions.

#### **b) Competences**

The rules of organization and functioning of the Committee are described in the applicable legislation, the Company's By-laws and in the Company's Board of Directors Regulations and, without prejudice to any other duties assigned to the Committee by the applicable legislation or by the Board of Directors, the Committee will have at least the following competences:

- a) To evaluate the skills, knowledge and experience necessary in the Board of Directors. To this end, it shall define the duties and skills required from candidates to fill each vacancy, and it shall evaluate the time and dedication required for them to effectively perform their duties.
- b) To establish a target to increase the less represented gender on the Board of Directors and to prepare guidelines on how to attain said target.
- c) To present to the Board of Directors proposals for the appointment of independent directors for their appointment by co-optation or for their submission to the decision of the General Shareholders' Meeting, as well as proposals for the re-election or dismissal of the aforesaid directors by the General Shareholders' Meeting.
- d) To report on proposals for the appointment of the other directors for their appointment by co-optation or for the submission to the decision of the General Shareholders'

- Meeting, as well as proposals for the re-election or dismissal of the aforesaid directors by the General Shareholders' Meeting.
- e) To report to the Board of Directors proposals for the appointment and dismissal of Senior Management positions.
  - f) To report, in advance, on the appointment by the Board of Directors of the position of Chairperson and, where applicable, of one (1) or more Vice Chairpersons, as well as the appointments to the position of the Secretary and, where applicable, of one (1) or more Vice Secretaries. The same procedure shall be followed to agree on the dismissal of the Secretary and, where applicable, of each Vice Secretary.
  - g) To examine and organise the succession of the Chairperson of the Board of Directors and of the Company's CEO and, if appropriate, to submit proposals to the Board of Directors to ensure that such succession is conducted in an orderly and planned manner.
  - h) To propose to the Board of Directors the members that should be part of each of the Committees.
  - i) To coordinate the recurring performance assessment of the Board of Directors and its Committees, and raise the results of the aforementioned assessment to the plenary session, together with a proposal for an action plan or with recommendations to correct any deficiencies detected.
  - j) To supervise compliance with the rules of corporate governance and internal codes of conduct.
  - k) To monitor the implementation of the general policy regarding the communication of economic, financial, non-financial, and corporate information, as well as communication and contacts with shareholders, investors, proxy advisors and other stakeholders.
  - l) To evaluate and periodically review the corporate governance system and the environmental and social policy of the Company, in order to comply with their mission of promoting corporate interest and take into account, as appropriate, the legitimate interests of the remaining stakeholders.
  - m) To monitor that the Company's practices in environmental and social matters comply with the strategy and policies established.
  - n) To supervise and evaluate the relationship processes with the different interest groups.
  - o) To report to the Board of Directors on the non-financial information that the Company must disclose periodically.
  - p) To review and report on the Annual Sustainability Report prior to its presentation to the Board of Directors.
  - q) To recommend the strategy regarding the contributions to the Cellnex Foundation and affect them in compliance with the Sustainability programs adopted by the Company.
  - r) To propose to the Board of Directors the remuneration policy for directors and Senior Management, or for those individuals who perform their Senior Management functions reporting directly to the Board of Directors, executive committees or CEOs, as well as the individual remuneration and other contractual conditions for executive directors.
  - s) To verify observance of the remuneration policy established by the Company.

- t) To review periodically the directors and senior managers remunerations policy including the remuneration systems with shares and their application, as well as guarantee that their individual remuneration is proportionate to that paid to other directors and senior managers of the Company.
- u) To verify the information on directors and senior managers remunerations contained in the various corporate documents, including the annual report on directors' remunerations and propose to the Board of Directors, for submission to a consultative vote at the General Shareholders' Meeting the preparation of the aforementioned annual report.
- v) Any others related to matters within its competence and that are requested by the Board of Directors or by its Chairperson.

### **c) Functioning**

The applicable legislation, the Company's By-laws and the Company's Board of Directors Regulations shall define the skills of the Committee and its scheme of organization and functioning.

The members of the Committee will be appointed for a maximum term of three (3) years, may be re-elected, and will cease when they do so in their capacity as directors or when so agreed by the Board of Directors, following a report from this Committee. The Board of Directors will appoint a Chair from among the independent directors. The Committee itself will appoint a Secretary and may also appoint a Vice Secretary, neither needing to be members thereof. The Committee shall meet every time the Board of Directors or its Chair requests a report be issued or proposals be adopted and, in any case, whenever it is deemed advisable for the proper execution of its duties. It will be convened by the Chair of the Committee, either on his/her own initiative or at the request of the Chair of the Board of Directors or of two (2) members of the Committee.

The Committee will be validly constituted when the majority of its members attend the meeting, either present or represented. The resolutions will be adopted by a majority of the members in attendance, present or represented.

Any member of the management team or the Company's personnel who is requested to do so, will prepare the documentation, attend the Committee's sessions and provide access to the relevant information in his/her possession.

## **2.- Activities**

During 2024, the Committee held sixteen (16) meetings and carried out the activities listed below. The Committee has been fully updated by the management team on the topics of its competence (during the formal meetings, by means of other informal meetings or by correspondence and conference calls) and has been provided with the relevant supporting documentation.

### **a) Corporate Governance**

- On 15 January 2024, the Committee was presented the Action Plan for 2024 to address the areas of improvement identified in the annual assessment of the Board of Directors

and its Committees. The Committee resolved to issue a favourable recommendation to the Board of Directors to approve such Action Plan.

- On 14 February 2024, the Committee reviewed and approved the Report on the functioning and activities of the Nominations, Remunerations and Sustainability Committee for 2023, reflecting its agenda and the matters that had been dealt with during the year.
- On 14 February 2024, the Committee reviewed the Annual Corporate Governance Report for 2023, and resolved to issue a favourable recommendation for its approval to the Board of Directors.
- On 14 February 2024, the Committee reviewed the Internal Code of Conduct Annual Report, which aims at facilitating the Committee to supervise compliance with the Internal Code of Conduct, and which confirmed that it had been duly complied with throughout 2023. The Committee approved the Internal Code of Conduct Annual Report 2023.
- On 28 February 2024, the Committee reviewed the Integrated Annual Report 2023 and issued a favourable recommendation for its approval to the Board of Directors.
- On 18 March 2024, the Committee approved and submitted to the Board of Directors a favourable report on the proposal of the Board of Directors to submit to the next General Shareholders' Meeting the re-election of Ms. Alexandra Reich, as proprietary director, representing the shareholder GIC Private Limited - Lisson Grove Investment Private Limited. Likewise, and subject to the approval of such re-election, the Committee resolved to issue a favourable recommendation to the Board of Directors to approve the re-election of Ms. Alexandra Reich as a member of the Audit and Risk Management Committee.
- On 22 April 2024, the Committee examined the amendment to the Board of Directors' Regulations regarding the obligation for non-executive directors to acquire shares in the Company, and it issued a favourable recommendation to the Board of Directors.
- On 27 May 2024, the Committee reviewed the Energy Policy of the Company and resolved to issue a favourable recommendation for approval to the Board of Directors.
- On 20 June 2024, the Committee reviewed the Business Continuity Policy of the Company and resolved to issue a favourable recommendation for approval to the Board of Directors.
- On 12 September 2024, the Committee reviewed the progress of the action plan to improve the areas identified in the Board Annual Assessment 2023. Furthermore, the Committee approved the appointment of Clifford Chance as external advisor to assist in the preparation of the 2024 Annual Corporate Governance Report in free format.

Likewise, the Committee reviewed the Stakeholder Engagement Policy, and resolved to issue a favourable recommendation to the Board of Directors to approve it.

- On 1 October 2024, the Committee unanimously agreed to report favourably to the Board of Directors on the appointment of Mr. Óscar Fanjul Martín as non-executive Chair of the Board of Directors after the resignation tendered by Ms. Anne Bouverot.
- On 24 October 2024, the Committee discussed the format of the assessment of the Board and its Committees for 2024 and resolved to issue a favourable recommendation to the Board of Directors to carry out the assessment internally. Furthermore, the Committee resolved to issue a favourable recommendation to the Board to appoint Ms. Alexandra Reich as member of the Capital Allocation Committee.

#### **b) Senior Management Appointments and Succession Plan of the Senior Management**

- On 15 January 2024, the Committee was updated on the status of the succession plan for the finance department and on the status of the recruitment and selection processes open to date for Senior Management positions.
- On 16 January 2024 and on 14 February 2024, the Committee was updated on the progress of the recruitment and selection processes open to date for certain Senior Management positions.
- On 28 February 2024, the Committee issued a favourable recommendation to the Board of Directors to approve the appointment of the CEO of the Alpine Cluster, which will also be a member of the Senior Management. Furthermore, the Committee was updated on the progress of the recruitment and selection processes open to date for certain Senior Management positions.
- On 10 April 2024, the Committee was updated on the progress of the recruitment processes open to date for certain Senior Management positions. Moreover, the Committee resolved to issue a favourable recommendation to the Board of Directors for the approval of the appointment of the new Corporate Communications & Public Affairs Director, which will also be a member of the Senior Management.
- On 22 April 2024, the Committee issued a favourable recommendation to the Board of Directors to approve the appointment of the Internal Audit Director, which will also be considered as member of the Senior Management.
- On 17 May 2024, the Committee was updated on the succession plan for the Senior Management.
- On 20 June 2024, the Committee was updated on the progress of the recruitment processes open to date for certain Senior Management positions. Furthermore, the newly appointed Internal Audit Director was introduced to the members of the Committee.

- On 16 July 2024, the Committee discussed the review and update of the Succession Plan and appointed the advisors who would assist with such review. Furthermore, the Committee was updated on the current status of the succession process of the Group People Director, led by the CEO.
- On 12 September 2024, the Committee, assisted by Egon Zehnder, reviewed the internal and external candidates for the different positions envisaged in the Succession Plan. Furthermore, the Committee was updated on the current status of the succession process of the Group People Director.
- On 27 September 2024 and 24 October 2024, the Committee was updated by the appointed external advisors on the succession process of the Group People Director.
- On 24 October 2024 and 5 December 2024, the Committee was updated on the progress of the recruitment processes open for the Group People Director. The Committee monitored and accompanied the CEO in the succession process of the Group People Director and recruitment of the new one which will join the Company in 2025.

**c) Remuneration-related activities**

- On 15 January 2024, the Committee made a first review of the CEO MBO 2023.
- On 15 January 2024, the Committee discussed the LTIP 2024-2026 as well as the Contract Model and, on 14 February 2024, the Committee agreed to submit the LTIP 2024-2026 metrics and the Contract Model to the Board of Directors for its approval. Subsequently, on 18 March 2024, it agreed to submit to the Board of Directors for approval a clarification regarding the Contract Model approved.
- On 14 February 2024, the Committee agreed to submit to the Board of Directors for approval the final assessment of the achievement of the targets established for the LTIP 2021-2023.
- On 14 and 28 February 2024, the Committee reviewed the final level of achievement of the quantitative and qualitative CEO's MBO targets for 2023 and resolved to issue a favourable recommendation to the Board of Directors to approve it.
- On 14 and 28 February 2024, the Committee discussed the Annual Report on the Remunerations of Directors for 2023 and, on 28 February 2024, the Committee issued a favourable recommendation for its approval to the Board of Directors.
- On 10 April 2024, the Committee analysed the potential establishment of an obligation for non-executive directors to devote a percentage of their fix remuneration to acquire shares of the Company. On 22 April 2024, the Committee resolved to issue a favourable recommendation to the Board of Directors for the approval of the aforementioned obligation. Furthermore, the Committee resolved to issue a favourable report to the Board of Directors to revise the remuneration conditions of a Senior Management member.

- On 17 May 2024, the Committee further discussed the implementation as from 2025 of the obligation of non-executive directors of receiving part of their remuneration in shares. Furthermore, the Committee discussed the targets of the LTIP 2022-2024 for the management. Finally, the Committee was updated on the appointment of the Group Sustainability Director, the key talent overview, and the attrition and talent retention.
- On 20 June 2024, Willis Towers Watson presented to the Committee their fee proposal for the advice in connection with remuneration matters and the working plan for 2025. On 16 July 2024, the Committee appointed Willis Towers Watson as external advisor to assist the Company with the remuneration benchmark exercises for 2025.
- On 12 September 2024, the Committee resolved to issue a favourable recommendation to the Board in connection with certain remuneration components of the Senior Management. Furthermore, the Committee approved the appointment of Willis Towers Watson as external advisor to assist the Company with the preparation of the Annual Report on the Remuneration of Directors for 2024. Finally, the Committee was updated on the gender pay gap analysis of the Company.
- On 24 October 2024, Willis Towers Watson updated the Committee on remuneration matters. The Committee discussed the achievement status and forecast of the 2024 MBO and the metrics to be included in the 2025 MBO. Furthermore, the Committee discussed the LTIP 2022-2024 forecast and the LTIP diagnosis from a market point of view *vis-à-vis* other peers. Finally, the Committee discussed the selection of peer groups for the CEO benchmark.
- On 5 December 2024, Willis Towers Watson presented to the Committee an update on several remuneration matters reflecting the feedback received by the Committee members in previous meetings. Following this presentation, the Committee discussed the companies comprising the peer group for the CEO remuneration benchmark and assessed the competitiveness of the CEO total remuneration. In addition, the Committee discussed the Group 2024 MBO and the 2022-2024 LTIP forecasts, and received from the CEO a proposal for the MBO 2025 and the LTIP 2025-2027. Finally the Committee discussed a clarification in the interpretation of the Board of Directors' Regulations in relation to the remuneration components of the non-executive directors and resolved to issue a favourable recommendation to the Board of Directors to confirm such interpretation.

**d) Activities related to ESG**

- On 15 January 2024, the Committee discussed the changes implemented to enhance the ESG Board training programme for the directors.
- On 10 April 2024, the Committee discussed the update of the ESG risk map for the second half of 2023.
- On 10 April 2024, the Committee reviewed the progress of the ESG Master Plan 2023-2025 and the implementation plan of the CSRD and ESRS Standards on sustainability



reporting. Finally, the Committee reviewed the Double Materiality analysis, in evaluation phase at that point in time.

- On 20 June 2024, KPMG presented its analysis of the *Corporate Sustainability Reporting Directive* (CSRD) to the Committee.
- On 12 September 2024, the Committee was briefed on the results of the Double Materiality analysis, which is mandatory to comply with the new EU reporting regulation (CSRD), and resolved to issue a favourable recommendation to the Board of Directors to approve the Double Materiality analysis. Furthermore, the Committee was updated on the readiness plan for the Company to adapt to the new CSRD requirements. Finally, the Committee addressed an update of the Equity, Diversity and Inclusion Program (EDI) and resolved to issue a favourable recommendation to the Board to approve the updated Equity, Diversity and Inclusion Policy.
- On 24 October 2024, the Committee was briefed on the Virtual Power Purchase Agreement (VPPA) entered into by the Company to reduce energy costs and GHG emissions.
- On 24 October 2024, the Committee was updated on the progress of the ESG Master Plan 2021-2024. Furthermore, the Committee reviewed the ESG Policy of the Company and resolved to issue a favourable recommendation to the Board to approve it. Finally, the Committee was updated on the works for the preparation of the Integrated Annual Report and the CS3D Directive readiness plan of the Company.
- On 5 December 2024, the Committee discussed the amendments derived from the revision of the Environmental and Climate Change Policy and resolved to issue a favourable recommendation to the Board of Directors to approve such updated policy. Furthermore, the Committee discussed the targets, timeline and level of achievement included in the decarbonisation roadmap of the Company. Finally, the Committee discussed the rational and the main features of the Climate Change Adaptation Plan and the ESG targets for the LTIP 2025-2027.

**e) Other information**

- On 15 January 2024, the Committee addressed the review of the 2023 Cellnex Telecom Employment Regulation Plan.
- On 5 December 2024, the Committee assessed the NRSC Risk Map with a particular focus on the Succession Plan risks. Furthermore, the Committee was briefed on the main projects deployed by the Cellnex Foundation and discussed certain matters regarding its functioning.

**3.- Priorities for 2025**

The Nominations, Remunerations and Sustainability Committee has identified the following priorities for 2025:

- Oversight of the retention and engagement plan of the talent pool.

- Oversight of the Succession Plan for Senior Management and the CEO.
- Analysis and monitoring of trends and best practices in remuneration aspects and recruitment and talent retention.
- Continue to promote the implementation of sustainability best practices, and oversight of the implementation of the CSRD and ESRS Standards on sustainability reporting.
- Follow-up on the progress of the action plan resulting from the Board of Directors and its Committees annual assessment.