



## **Cellnex Finance Company, S.A.U.**

*(incorporated as a limited liability company (sociedad anónima) in the Kingdom of Spain)*

**€15,000,000,000**

***Guaranteed Euro Medium Term Note Programme***

***guaranteed by Cellnex Telecom, S.A.***

*(incorporated as a limited liability company (sociedad anónima) in the Kingdom of Spain)*

This supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with the base prospectus dated 12 August 2024 (the “**Base Prospectus**”), prepared by Cellnex Finance Company, S.A.U. (the “**Issuer**” or “**Cellnex Finance**”) in connection with its Guaranteed Euro Medium Term Note Programme (the “**Programme**”) for the issuance of up to €15,000,000,000 in aggregate principal amount of notes (the “**Notes**”) guaranteed by Cellnex Telecom, S.A. (the “**Guarantor**”). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the “**Prospectus Regulation**”) and has been approved by the Central Bank of Ireland (the “**Central Bank**”) as competent authority for the purpose of the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the requirements of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such an approval should not be considered as an endorsement of either the Issuer or the Guarantor that are the subject of this Supplement nor as an endorsement of the quality of any Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in such Notes.

This Supplement has been prepared for the purpose of:

- (i) incorporating by reference the future annual audited standalone financial statements of the Issuer (including the auditors’ report thereon and notes thereto), the future annual audited consolidated financial statements of the Guarantor (including the auditors’ report thereon and notes thereto), the future unaudited interim condensed consolidated financial statements of the Guarantor for the six-month period ended 30 June and the future unaudited consolidated interim financial information of the Guarantor and its accompanying back-up file by supplementing the section of the Base Prospectus entitled “*Information Incorporated by Reference*”; and
- (ii) informing investors of certain changes to the board of directors of the Guarantor by supplementing the sections of the Base Prospectus entitled “*Description of the Guarantor* –

*Board of Directors of the Guarantor” and “Description of the Guarantor – Senior Management of the Guarantor”.*

(iii)

### **IMPORTANT NOTICES**

The Issuer and the Guarantor accept responsibility for the information contained in this Supplement and declare that, to the best of their knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

If documents which are incorporated by reference by virtue of this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference by virtue of this Supplement.

**AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS**

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

## INFORMATION INCORPORATED BY REFERENCE

The information set out below shall supplement the section of the Base Prospectus entitled “*Information Incorporated by Reference*” on pages 37 to 38 of the Base Prospectus.

*To this end, the following text shall, by virtue of this Supplement, be inserted immediately following the existing sub-section 9:*

“10. the English language translation of the future annual audited standalone financial statements of the Issuer and their accompanying auditors’ report and notes thereto. Each such document will be available for viewing on:

<https://www.cellnex.com/investor-relations/fixed-income/#shareholders-investors-company>

11. the English language translation of the future annual audited consolidated financial statements of the Guarantor prepared in accordance with IFRS-EU and their accompanying auditors’ report and notes thereto and the section entitled “Financial Information – Alternative Performance Measures” of the consolidated management report. Each such document will be available for viewing on:

<https://www.cellnex.com/gb-en/investor-relations/financial-information/#shareholders-investors-financial-reports>

12. the English language translation of the future unaudited interim condensed consolidated financial statements of the Guarantor prepared in accordance with the International Accounting Standards (IAS) 34, Interim Financial Reporting and their accompanying auditors’ report and notes thereto for the six-month period ended 30 June and the section entitled “Business performance and results – Alternative Performance Measures” of the interim consolidated directors’ management report. Each such document will be available for viewing on:

<https://www.cellnex.com/gb-en/investor-relations/financial-information/#shareholders-investors-financial-reports>

13. the sections entitled “balance sheet” and “income statement” of the English language translation of the future unaudited consolidated interim financial information of the Guarantor and the sections entitled “APMs Calculations” and “APMs Definitions” of the back-up file. Each such document will be available for viewing on:

<https://www.cellnex.com/gb-en/investor-relations/financial-information/#shareholders-investors-quarterly-results>

## DESCRIPTION OF THE GUARANTOR

The information set out below shall supplement the section of the Base Prospectus entitled “*Description of the Guarantor*” on pages 126 to 157 of the Base Prospectus.

To this end, the section entitled “*Board of Directors of the Guarantor*” (which begins on page 154) shall, by virtue of this Supplement, be deleted in its entirety and replaced with the following:

### “Board of Directors of the Guarantor

The Guarantor’s Bylaws provide for a Board of Directors consisting of between 4 and 13 members. The Board of Directors of the Guarantor currently consists of 12 Directors. The composition of the Board of Directors of the Guarantor as of the date of this Base Prospectus and the status of its members in accordance with the provisions of the Bylaws and the Board of Directors regulations (*Reglamento del Consejo de Administración* or “**Board of Directors Regulations**”) of the Guarantor are shown below:

Name	Nature	Title	Principal activities outside the Guarantor
Mr. Marco Patuano	Executive	Chief Executive Officer	Non-executive Director of Digital value SPA.
Mr. Óscar Fanjul Martín	Independent	Non-executive Chairman	Vice Chairperson and independent director of Ferrovial, director of Marsh & McLennan Companies and non-executive Chairman of HWK Techinvest.
Mr. Pierre Blayau	Independent	Director	Senior Advisor of Bain and Chairman of Harbour Conseils and Board member of Newrest.
Ms. Concepción del Rivero Bermejo	Independent	Director	Member of the Board of Trustees of Gestamp Foundation, the Advisory Board of Mutuality de la Abogacía, the Board of the Spanish Executives Association and Co-Chair of Women Corporate Directors Spain, independent director of Gestamp Automotive and a member of its Sustainability Committee, as well as Non-executive Chair of Onivia and Globalvia.
Ms. María Luisa Guijarro Piñal	Independent	Director	Non-executive Chair of Adamo Telecom, S.L.
Mr. Christian Coco	Proprietary	Director	Director of Mundys, Telepass, Benetton S.r.L. and Chief Investment Officer at Edizione S.p.A.
Ms. Alexandra Reich	Proprietary	Director	Board member of Delta Fiber NL, member of the Supervisory Board of ING Group and observer to the Board of Directors of Cetin.
Ms. Kate Holgate	Independent	Director	Partner in Brunswick Group.
Ms. Ana García Fau	Independent	Director	Advisor/Member of the advisory boards of the Pictet Iberia and Femman Capital, Cosentino Group and member of the Board of Trustees of the Foundation of the Pontifical University of Comillas ICAI, as well as independent director at Gestamp Automoción, Merlin Properties Socimi, S.A., JDE Peet’s NV and Grupo Santalucía, as well as Non-executive Chair of Finerge.
Ms. María Teresa Ballester Fornés	Independent	Director	Member of the Advisory Boards of ING Spain and Grupo Antolin and member of the Instituto de Consejeros-Administradores

<b>Name</b>	<b>Nature</b>	<b>Title</b>	<b>Principal activities outside the Guarantor</b>
			(ICA), the International Women’s Forum (IWF), Women Corporate Directors and the Board of Trustees of the Junior Achievement Foundation. Also founder and managing partner of Nexxus Iberia Private Equity Fund and independent director of Sonae SGPS.
Mr. Jonathan Amouyal	Proprietary	Director	Partner at The Children’s Investment Fund (TCI).
Mr. Dominique d’Hinnin	Independent	Director	Lead Independent Director of Edenred and Chair of its Nominations and Remunerations Committee, Non-executive Chair of Eutelsat Group and Independent Director of Kering.

Mr. Jaime Velázquez Vioque is Secretary Non-Director of the Board of Directors, and Ms. Virginia Navarro Virgós is Vice-Secretary Non-Director of the Board of Directors.

The business address of the Guarantor’s Directors and senior managers is currently Juan Esplandiú 11-13, 28007, Madrid, Spain.”

*Furthermore, the section entitled “Senior Management of the Guarantor” (which begins on page 155) shall, by virtue of this Supplement, be deleted in its entirety and replaced with the following:*

**“Senior Management of the Guarantor**

The Senior Management of the Group (“**Senior Management**”) is carried out by the Chief Executive Officer and the people identified below:

<b>Name</b>	<b>Title</b>	<b>Principal activities outside the Guarantor</b>
Mr. Simone Battiferri	Chief Operating Officer	N/A
Mr. Raimon Trias Fita	Chief Financial Officer	N/A
Ms. Virginia Navarro Virgós	General Counsel and Vice-Secretary of the Board of Directors	N/A
Mr. Vincent Cuvillier	Chief Strategy Officer	N/A
Mr. Ignacio Jiménez Soler	Communication & Public Affairs Director	N/A
Mr. Daniel Pataki	Regulatory and EU Affairs Director	N/A
Mr. Jesús Pinelo Jiménez	Internal Audit Director	N/A
Mr. Thomas Bertrand	CEO of Cellnex France	N/A
Mr. Federico Protto	CEO of Alpine Cluster (Italy, Switzerland and Austria)	N/A
Mr. Santiago Argelich Hesse	CEO of Cellnex Poland	N/A
Mr. Gianluca Landolina	CEO of Cellnex United Kingdom	N/A
Mr. Alfonso Álvarez Villamarin	CEO of Cellnex Spain	N/A
Mr. Nuno Carvalhosa	CEO of West Cluster (Netherlands, Ireland and Portugal) and Cellnex Netherlands	N/A”

## GENERAL INFORMATION

The information set out below shall supplement the section of the Base Prospectus entitled “*General Information*” on pages 179 to 182 of the Base Prospectus.

*To this end, the following text shall, by virtue of this Supplement, be inserted in the section entitled “Trend Information” (which begins on page 179) and replace, in its entirety, the sub-section 4:*

“4. There has been no material adverse change in the prospects of the Issuer since the date of the last annual audited standalone financial statements of the Issuer incorporated by reference in this Base Prospectus. There has been no material adverse change in the prospects of Cellnex or of the Group since the date of the last annual audited consolidated financial statements of the Guarantor incorporated by reference in this Base Prospectus.”

*To this end, the following text shall, by virtue of this Supplement, be inserted in the section entitled “Significant Change in the Financial Performance or Financial Position” (which begins on page 179) and replace, in its entirety, the sub-section 5:*

“5. There has been no significant change in the financial performance or financial position of the Issuer since the date of the last annual audited standalone financial statements of the Issuer incorporated by reference in this Base Prospectus. There has been no significant change in the financial performance or financial position of Cellnex or of the Group since the date of the most recent financial information of the Guarantor incorporated by reference in this Base Prospectus.”

*Furthermore, the following text shall, by virtue of this Supplement, be inserted in the section entitled “Documents on Display” (which begins on page 180) and replace, in its entirety, the sub-section 9(b):*

“(b) the audited standalone financial statements of the Issuer for the financial years ended 31 December 2023 and 31 December 2022, the audited consolidated financial statements of the Guarantor for the financial years ended 31 December 2023 and 31 December 2022, as well as the future annual audited standalone financial statements of the Issuer, the future annual audited consolidated financial statements of the Guarantor, the future unaudited interim condensed consolidated financial statements of the Guarantor for the six-month period ended 30 June and the future unaudited consolidated interim financial information of the Guarantor (in each case, as and when published);”