

[General Shareholders' Meeting 2022](#)

Cellnex holds its 2021 Annual General Meeting

Since going public in May 2015, the company has invested c.€40 billion in its growth. Over these seven years Cellnex has closed 40 transactions that have quintupled its size, expanded its operations to 12 European countries and currently manages over 137,000 telecommunications sites. Cellnex shares have risen 325% since 2015 with an annualised shareholder return of 23%.

- The Shareholders approved the **results** for **2021**, a financial year marked by **geographic expansion and the continued strength of the Group's business**:
 - **Revenue**: €2.536 billion (+58%)
 - **Adjusted EBITDA**: €1.921 billion (+63%)
 - **Recurring Levered Free Cash Flow**: €981 million (+61%)
 - **Diversification by business lines**: 87% infrastructure services for mobile telecommunications operators; 9% broadcasting; 4% security networks, IoT and Smart Cities.
 - **Net debt** (excluding lease liabilities): €11.703 billion at the end of 2021. 87% referenced to a fixed rate.
 - **Investment** in 2021: €14.4 billion.
- In **2021** Cellnex closed **transactions** in **France** (Hivory), **Austria**, **Denmark**, **Ireland**, **Italy** and **Sweden** (CK Hutchison), **Poland** (Play and Polkomtel Infrastructure) and the **Netherlands** (T-Mobile NL sites) with associated **investment**, including sites to be deployed up to 2030, of **€18.8 billion**
- The company has **attained** the main **objectives** it had set itself for **2021** in its **ESG Master Plan 2021-2025** in terms of **environment, social responsibility and governance**, particularly the sustained improvement in the assessment of the main sustainability indices. In addition, **it has structured and implemented** its new **sustainability-linked Financing framework**.
- In 2021 it launched **the Cellnex Foundation** to boost **connectivity as a universal right and reduce digital divides** (social, territorial and generational), particularly among the most vulnerable individuals and groups.

Madrid, 28 April 2022. Cellnex Telecom held its General Shareholders Meeting (AGM) today, at which it approved the Financial Statements and Management Report and the Non-financial Information for financial year 2021.

This Shareholders Meeting is the seventh the Company has held since its IPO in May 2015, “the first that we have held in person after two years of the pandemic,” said **Cellnex Chairman Bertrand Kan**, who also underscored “the advantages of virtual participation which allowed shareholders to play an active role and follow the meeting as it was live-streamed.”

The **Chairman of Cellnex** also remarked that “while the world has not fully recovered from the impact of the pandemic yet, we now have an unprovoked, devastating and shocking war in Europe. We denounce this aggression and hope that it will end soon.” He also sent a special message to the Cellnex team in Poland, a country that borders Ukraine, and in which the company has been operating since 2021: “Poland’s reaction to the war, welcoming millions of Ukrainian refugees among other humanitarian actions, has been exemplary. Likewise, our Polish colleagues have done a great job spearheading a campaign throughout the Cellnex group to raise funds to help Ukraine.”

Regarding the current economic situation, the **Chairman of Cellnex** stated that “as a result of the war and its dislocations, increasing prices of natural resources, the ongoing pandemic, supply chain and other issues, GDP projections are being revised downwards and inflation is increasing. Generally, we have to anticipate increased uncertainty, volatility, interest rates and risk, which makes it more difficult to devise plans and forecasts. While Cellnex is not immune to these developments, we are fortunate as our business is relatively well-placed to adjust to new circumstances. Our long-term contracts provide a high degree of inflation protection and we have significant operating leverage. Most of our debt is fixed-rate, reducing the impact of rising rates. With an extensive, contracted pipeline of new towers to be built for our customers, we are relatively insulated from the impact of reduced GDP growth on the mobile communications market in general.”

In his remarks about the telecommunications infrastructure sector, **Bertrand Kan** shared a message of optimism with shareholders “despite continuing competitive pressure in the mobile sector, significant growth and development are expected in the coming years, mostly driven by the roll-out of 5G networks and services. Strong demand continues for data services and accordingly, volumes are projected to more than triple in the next six years. This drives network capability and capacity requirements, which necessitate high levels of investment by the mobile operators for the foreseeable future. 5G networks are more dense and require more cellsites, which increases demand for towers, rooftops, small cells networks and other locations. These investments will continue to drive the development of a competitive telecommunications ecosystem in Europe. In this environment, a neutral and independent operator like Cellnex will continue to play a key role by building more towers and helping telecom operators achieve efficiencies and free up capital for deploying 5G.”

2021 indicators and key figures

In the [interview](#) published in the [Cellnex Integrated Annual Report](#), which is accessible via the company's corporate website, **Cellnex Chairman Bertrand Kan** and **CEO Tobias Martinez** delve into the operational and financial highlights from the year.

At the AGM, **Cellnex CEO Tobias Martinez** presented the main indicators and key figures that marked a year 2021 in which “growth has been driven by both organic and inorganic factors. The consolidation of our operations in five of the six countries in which we acquired assets from CK Hutchison in the wake of the agreement at the end of 2020 and those announced in 2021 has grown the Company’s geographic footprint, with double-digit increases –over 50% and 60%– in revenue, EBITDA and recurring cash flow. This growth will continue to have a significant knock-on effect in 2022, when several of these operations will have been part of the Group for a full year.”

“We have also seen a positive performance in terms of organic growth, which increased to around 6.2%, demonstrating the strength of our business and strategy.”

“We announced €18.8 billion in investments during 2021,” said **the CEO of Cellnex**, “to which we must add the more than €2 billion that we announced in these first months of 2022, focused mainly on the commitment to roll out new infrastructures. All this brings us to the €40 billion in growth projects which Cellnex has committed since the IPO in 2015.”

“Once again, the trust that our shareholders have placed in the Company was expressed through the significant support for the €7 billion rights issue that we undertook in April 2021. I would also like to highlight the focus of our team on leading and executing the integration processes –more than 25 since 2015 and 15 between 2020 and 2021– in the various countries. The positive result of these integration operations will make it easier for inorganic growth to go hand in hand with organic growth, constituting the basis for Cellnex's sustainability in the medium and long term.”

“In addition,” **underlined Tobias Martinez**, “we continue to commit to growth with projects adjacent to towers, such as DAS and Small Cells technology in high-density environments, Edge data centres, private networks for industries or connectivity projects in public transport networks. In this area, we manage projects in Europe within our portfolio to provide connectivity to more than 7,500 km of underground and surface railway lines and over 500 stations in five countries, along with our commitment to connected mobility in road corridors, as we can see in the European 5GMed project linking the Spain-France corridor through La Junquera. All of this is based on our neutral operator and multi-operator infrastructures model.”

In **2021** Cellnex **revenue** exceeded **€2.536 billion** (+58%), **EBITDA** stood at **€1.921 billion** (+63%) –of which 85% outside the Spanish market– and **recurring free cash flow** was **€981 million** (+61%). The net result was negative (-€351 million) due to the effect of higher amortisations (+73% vs. 2020) and financial costs (+64% vs. 2020) associated with the intense acquisition process and the consequent expansion of the Group perimeter; as well as two extraordinary non-recurring impacts on the result for the year, corresponding to the voluntary early retirement and voluntary redundancies plan agreed on in December in the Cellnex Spain subsidiaries for the period 2022-2025 (€80 million), and the increase in corporate tax in the United Kingdom, which will rise from the current 19% to 25% in 2023 (impact of €100 million corresponding to updating deferred taxes).

As a result of the acquisitions of assets and companies and their progressive integration into the Group as a whole, in 2021 the company revised –and reiterates– its **2025 forecasts** with revenues between **€4.1 and €4.3 billion**, **EBITDA** somewhere between **€3.3 and €3.5 billion** and **annualised growth above 20% in recurring free cash flow** up to **€2-€2.2 billion**.

Dividends maintained their **10% annual increase** as part of the **Shareholder Remuneration Policy** approved for the period **2020-2022**. In this connection, this year the company intends to pay out a total of €35.4 million –in two tranches– charged to reserves.

Corporate Governance and delegations to the Board

In relation to corporate governance, Company Chairman Bertrand Kan spoke of the changes to the Board that have occurred since the previous year's AGM, which include the **arrival in July of Kate Holgate** as an **independent director** –ratified today by the Shareholders' Meeting–, and the **departure of Giampaolo Zambelletti**, who has been an independent director of Cellnex since its IPO in 2015, and who **opted not to stand for re-election**. Bertrand Kan publicly thanked Giampaolo Zambelletti for “his contribution and commitment both as a member of our Board and as Chair of the Nomination and Remuneration Committee over the years. Giampaolo joined the Board at the time of the IPO in 2015, so he has witnessed and contributed to the growth of Cellnex from the beginning.”

The **Board of directors**, for which the Board approved the re-election of six members –including Bertrand Kan himself and Tobias Martinez–, will continue to comprise **11 members: two proprietary directors, one executive director and eight independents**. The latter make up 73% of the Board. The company continues to make progress in gender diversity in its highest corporate governance body with a total of **five female directors**, equivalent to **45% of the Board**.

As part of the agreements adopted by the Board, the shareholders also **agreed to delegate powers to the Board to increase the company's share capital and to issue bonds, debentures and fixed income securities convertible into shares.**

One of several important agreements adopted by the AGM **was the renewal of the agreement** –which was already approved at the 2021 Shareholders' Meeting– concerning the **increase in share capital through non-monetary contributions** ahead of **CK Hutchison' future entry** into the company's shareholder structure **once the operation between both companies in the United Kingdom is finalised**, following approval by the UK's Competition and Markets Authority (CMA) in March this year.

In November 2020 Cellnex and CK Hutchison announced a series of agreements to acquire approximately 24,600 towers and sites from the mobile operator in six European countries –Austria, Denmark, Sweden, Ireland and Italy already completed, and the United Kingdom pending completion– for a total value of €10 billion: €8.6 billion in cash and €1.4 billion in shares on completion of the transaction in the United Kingdom scheduled for the second half of 2022.

Compliance with environmental, social and governance (ESG) goals

During the meeting, **Bertrand Khan** also mentioned the Company's **value creation and responsible management**, highlighting the progress made in complying with the **ESG Master Plan 2021-2025**: “We are pleased that ESG factors are becoming an integral part of the corporate strategy and day-to-day management of all our Business Units. Our 2021-2025 ESG Master Plan identifies 92 specific objectives in six areas that link to Environment and climate change, Social impact and Good Governance and correlate with the United Nations Sustainable Development Goals. In 2021, in its first year, we have made good progress and have fully executed 91% of planned actions. We are moving forward with our commitment to source 100% of renewable energy by 2025. We are also making good progress in our social ambition to become a more diverse and inclusive company”.

In addition, **the Chairman of Cellnex** underlined that “management’s variable compensation continues to depend significantly on its performance in this regard, increasing from 15% in 2021 to 20% in 2022. We have also implemented ESG training for the Board and top management to raise awareness and provide up-to-date knowledge and insight.”

Bertrand Kan also ended by highlighting the **creation** of the **Cellnex Foundation** in July 2021: “a further step to express the Company's focus on its social impact. It embraces projects such as bridging the digital divide, stimulating entrepreneurship and training and promoting STEM vocations, among other initiatives.”

The company's **ESG performance** is reflected in the scrutiny and external evaluations of some of the main sustainability indices in which Cellnex continues to improve the ratings obtained. In the case of **Sustainalytics - ESG Risk Rating**, it is now one of the companies with the lowest ESG risk globally within its sector.

CDP has also ratified the company as a '**Supplier Engagement Leader 2021**'. This award highlights its commitment to assessing and mitigating climate risk within the supply chain. On top of this distinction comes the recognition, for the third year in a row, that it is among the group of companies comprising CDP's highest-rated "**A List**".

About Cellnex Telecom

The efficient deployment of next-generation connectivity is essential to drive technological innovation and accelerate inclusive economic growth. Cellnex Telecom is the independent wireless telecommunications and broadcasting infrastructure operator that enables operators to access Europe's most extensive network of advanced telecommunications infrastructure on a shared-use basis, helping to reduce access barriers for new operators and to improve services in the most remote areas.

Cellnex manages a portfolio of 137,000 sites –including forecast roll-outs up to 2030– in Spain, Italy, the Netherlands, France, Switzerland, the United Kingdom, Ireland, Portugal, Austria, Denmark, Sweden and Poland. Cellnex's business is structured in four major areas: telecommunication infrastructures services; audiovisual broadcasting networks; security and emergency service networks and solutions for smart urban infrastructure and services management (Smart cities and the Internet of Things (IoT)).

The company is listed on the continuous market of the Spanish stock exchange and is part of the selective IBEX 35 and EuroStoxx 100 indices. It is also present in the main sustainability indexes, such as CDP (Carbon Disclosure Project), Sustainalytics, FTSE4Good, MSCI and Standard Ethics. Cellnex's reference shareholders include Edizione, GIC, TCI, Blackrock, Canada Pension Plan, CriteriaCaixa, Wellington Management Group, Capital Group, FMR and Norges Bank.

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