

FORM FOR ATTENDANCE, PROXY AND REMOTE VOTING CARD

CARD NUMBER

GENERAL MEETING

Ordinary

THE GENERAL MEETING WILL BE HELD AT

Hotel Villa Magna, Paseo de la Castellana 22, 28046 Madrid

FIRST CALL

SECOND CALL

DATE:  
13/06/2019

TIME:  
12:00

DATE:  
14/06/2019

TIME:  
12:00

HOLDER NAME AND SURNAME(S)

SECURITIES ACCOUNT CODE

MINIMUM VOTES TO ATTEND

TOTAL SHARES – TOTAL VOTES

500

\* The shareholders are notified that the Annual General Meeting is expected to be held on second call on 14 June 2019. Any changes will be duly reported.

**ATTENDANCE IN PERSON AT THE GENERAL MEETING**

Shareholders wishing to attend the General Meeting in person must sign on the space below and submit this attendance card on the day and at the place of the Meeting.

**Signature of attending shareholder**

In ....., on ..... 2019  
[space reserved, as appropriate, for the barcode]

The shareholder owner of this card may delegate his/her right to attending or voting remotely by filling in and signing the corresponding "Proxy" and "Remote Voting" sections, as applicable. In the event both sections are filled in and signed, remote voting will prevail, thereby, revoking the vote by proxy.

**PROXY**

The shareholder holding the aforementioned shares authorises that he/she be represented by (tick one box only):

- 1.  Chairman of the General Meeting
- 2.  Mr/Ms....., with national identity card number.....

In the event that no person is appointed to represent the person, such representation by proxy will be deemed to be granted to the Chairman of the General Meeting.

To give your voting instructions, please tick the appropriate box in the following table. Should any of these boxes not be ticked, the proxy will vote in favour of the proposed resolutions prepared by the Board of Directors.

Item on the agenda	1.1	1.2	2.1	2.2	3	4	5	6	7	8.1	8.2	8.3	8.4	9	10	11
In favour																
Against																
Abstention																
Blank																

The proxy will be extended to the proposed resolutions relating to matters not included in the accompanying agenda, in relation to which the representative will vote in the manner he/she deems most favourable to the interests of the principal, unless the following NO box is ticked, in which case it will be understood that the shareholder instructs the representative to abstain from voting on such proposed resolutions.  NO

In accordance with Articles 523 and 526 of the Spanish Limited Liability Companies Law, it is hereby notified that the following may be involved in a conflict of interests: (i) the Chairman of the Board of Directors, and any other member of the Board of Directors, regarding items third, eighth (8.1., 8.2., 8.3. and 8.4.), ninth and tenth of the agenda; and (ii) the members of the Board of Directors, if any, falling in the situations envisaged in paragraphs b) and c) of Article 526.1 of the Spanish Limited Liability Companies Law that may arise beyond the agenda. In connection with the foregoing, representation by proxy will be deemed to be conferred, if the principal has not given specific voting instructions, to the Secretary of the General Meeting, unless the following NO box is ticked, in which case it will be understood that the shareholder instructs the representative to abstain in connection with such proposed resolutions.

**Shareholder's signature**

**Representative's signature**

In ....., on ..... 2019

In ....., on ..... 2019

[space reserved, as appropriate, for the barcode]

**REMOTE VOTING**

The shareholder holding the aforementioned shares will exercise his/her voting right in favour of all the proposed resolutions prepared by the Board of Directors in relation to the items on the agenda, attached hereto, unless a vote otherwise is indicated below (*tick the appropriate boxes*).

Unless expressly stated otherwise in the manner described below, and in relation to the proposed resolutions not prepared by the Board of Directors or on items not included in the accompanying agenda, representation is understood to be conferred to the Chairman of the General Meeting, applying the rules on how to vote in the absence of instructions and in the cases of conflict of interests described in the "Proxy" section in this form. Tick the following NO box only if opposed to the proxy (in which case it will be understood that the shareholder abstains from voting on such proposed resolutions).  NO

Item on the agenda	1.1	1.2	2.1	2.2	3	4	5	6	7	8.1	8.2	8.3	8.4	9	10	11
In favour																
Against																
Abstention																
Blank																

**Shareholder's signature**

In ....., on .....2019  
[space reserved, as appropriate, for the barcode]

<b>Holder Name and Surname(s)</b>	
<b>Securities Account Code</b>	<b>Number of Shares</b>

**RIGHT OF ATTENDANCE**

Shareholders have the right to attend the Annual General Meeting if they, on their own or in a group, hold at least 500 shares, which must be registered in book entries 5 days prior to the Meeting, and provide evidence to this effect by showing the relevant certificate of standing or this attendance, proxy and remote voting card.

**PROXY**

All shareholders entitled to attend a General Meeting may be represented by another person who need not be a shareholder. To this end, they must complete the "Proxy" section of this card and it must be signed by the shareholder and by his/her representative on the space set aside for such purpose. The representation by proxy may be sent to Inmobiliaria Colonial, SOCIMI, S.A. in accordance with the Company Bylaws, the Regulations of the Annual General Meeting and the information contained in the call notice and on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), by:

- a) By delivering in person the attendance, proxy and remote voting card received from the depositary institutions or, as appropriate, this card, duly completed and signed in the "Proxy" section to the Company's registered office (Paseo de la Castellana 52, 28046 Madrid) or to the offices of Inmobiliaria Colonial, SOCIMI, S.A. (the "Company") in Barcelona (Avenida Diagonal 532, 08006 Barcelona), from 9.00 a.m. to 2.00 p.m., for the attention of the Shareholder Relations Office ("Oficina de Atención al Accionista").
- b) By sending the attendance, vote by proxy and remote voting card by post received by the depositary institutions or, where applicable, this card, duly completed and signed in the "by Proxy" section, to the registered office (Paseo de la Castellana 52, 28046 Madrid) or to the Company's offices in Barcelona (Avenida Diagonal 532, 08006 Barcelona), made out to the Shareholders Office ("Oficina de Atención al Accionista").
- c) Through the proxy electronic platform expressly enabled on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), in accordance with the procedure indicated thereon.

The representation by proxy must be received by the Company at least 24 hours prior to the date set for the Annual General Meeting on first call. Otherwise it will understood to not have been granted. The attendance of the shareholder entails the revocation of any proxy.

**REMOTE VOTING**

Shareholders may vote remotely through the means indicated in paragraphs a), b) and c) of the foregoing section for the notification of the exercise of the vote by proxy.

The vote cast by any of the means provided in the paragraphs a), b) and c) above, must be received by the Company at least 24 hours prior to the date set for the Annual General Meeting on first call. A remote vote will be void:

- If it is subsequently expressly revoked by the same means used to cast the vote and within the time limits established to do so.
- If the casting shareholder physically attends the meeting.

Shareholders who have cast their vote remotely shall be considered present for the purposes of constituting the quorum of the General Meeting.

**PROTECTION OF PERSONAL DATA**

Under the applicable rules on protection of personal data -mainly Regulation (EU) 2016/679, of 27 April 2016, on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and Spanish Organic Law 3/2018, of 5 December, on the Protection of Personal Data and guarantee of digital rights- shareholders are hereby informed that the Company, with tax identification number A-28027399, will be in charge of the automated processing of the personal data provided by shareholders or banks, brokers and dealers at which the shareholders have deposited their shares, through the agency legally authorised to keep the shareholder register, i.e. Iberclear, in connection with the General Meeting, and any other data as may arise as a result thereof. The purpose of such file or automated processing is only the management and administration of the relations between the Company and the shareholders (including, where appropriate, their proxies) in connection with the General Meeting of Shareholders of the Company. The legal basis of the data processing is the need to comply with the provisions of the Spanish Limited Liability Companies Law. The Company will store the data for the duration of its obligations relating to the Ordinary General Meeting and for the 6 years following its termination.

Shareholders or their proxies have the right to access, rectify, delete and oppose the processing of their data, as well as to exercise the other rights recognised in the current data protection legislation with the extension and limitations provided in such legislation. To do so, they must send a notice (including the identification of the holder of the rights, e.g. a photocopy of their ID card) to the following address: Inmobiliaria Colonial, SOCIMI, S.A., Paseo de la Castellana 52, 28046 Madrid. Furthermore, shareholders may send the referred notice to the email address: [ucnormativo@inmocolonial.com](mailto:ucnormativo@inmocolonial.com).

The Company, in its capacity as data controller, has adopted all security measures required by law on its facilities, systems and files, and will safeguard the confidentiality of the relevant personal data, save where such data must be disclosed as required by Law or by a court and/or governmental order.

Should the interested parties consider that their information has been wrongfully processed or their rights have not been duly observed, they may file a claim before the Spanish Agency of Data Protection ([www.aepd.es](http://www.aepd.es)).

## AGENDA

### I. Items relating to the annual financial statements, distribution of profit, business management and auditor reelection

- First.-** Examination and approval of the individual and consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2018.
- 1.1.** Approval of the individual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2018.
- 1.2.** Approval of the consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2018.
- Second.-** Examination and approval of the proposed distribution of profit for the fiscal year ended 31 December 2018. Distribution of dividends.
- 2.1.** Examination and approval of the proposed distribution of profit for the fiscal year ended 31 December 2018.
- 2.2.** Distribution of dividends.
- Third.-** Examination and approval of the individual and consolidated directors' reports of Inmobiliaria Colonial, SOCIMI, S.A. and approval of the conduct of business by the Board of Directors in the fiscal year ended 31 December 2018.
- Fourth.-** Reelection of the auditor of Inmobiliaria Colonial, SOCIMI, S.A and its consolidated group for the fiscal year ended 31 December 2020.

### II. Items relating to authorisations of the Board of Directors

- Fifth.-** Authorisation for the Board of Directors, pursuant to Article 297.1 b) of the Spanish Limited Liability Companies Law, to increase the share capital, once or several times, through monetary contributions up to half the share capital within a maximum period of five years and at the time and in the amount it deems appropriate. Within the maximum indicated amount, the Board of Directors holds the power to disapply preemptive rights up to a maximum of 20% of the share capital.
- Sixth.-** Authorisation to reduce the period for calling the extraordinary general meetings of Inmobiliaria Colonial, SOCIMI, S.A., in accordance with Article 515 of the Spanish Limited Liability Companies Law.

### III. Items related to the ratification and appointment of Directors

- Seventh.-** Establishment of the number of members of the Board of Directors.
- Eighth.-** Ratification and appointment of Directors.
- 8.1.** Ratification and appointment of Ms Silvia Mónica Alonso-Castrillo Allain as Director of Inmobiliaria Colonial, SOCIMI, S.A. with independent Director status.
- 8.2.** Appointment of Ms Ana Peralta Moreno as Director of Inmobiliaria Colonial, SOCIMI, S.A. with independent Director status.
- 8.3.** Waiver of the obligation not to carry out activities involving effective competition with Inmobiliaria Colonial, SOCIMI, S.A. in accordance with the provisions of Article 230 of the Spanish Limited Liability Companies Law.
- 8.4.** Appointment of Ms Ana Bolado Valle as Director of Inmobiliaria Colonial, SOCIMI, S.A. with independent Director status.

### IV. Items relating to the Directors' remuneration

- Ninth.-** Voting, in an advisory capacity, on the annual remuneration report of Directors of Inmobiliaria Colonial, SOCIMI, S.A. for 2018.
- Tenth.-** Remuneration policy for Directors of Inmobiliaria Colonial, SOCIMI, S.A. for 2020, 2021 and 2022.

### V. Item relating to the delegation of powers

- Eleventh.-** Delegation of powers.