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## INMOBILIARIA COLONIAL, SOCIMI, S.A.

### NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

As agreed by the Board of Directors of Inmobiliaria Colonial, SOCIMI, S.A. (the “**Company**”), the shareholders of the Company are hereby called to the Extraordinary General Meeting to be held in the Casino de Madrid, calle Alcalá 15, 28014 Madrid, on 7 November 2018, at 12:30 pm, on first call, or at the same time and in the same place on the next day, 8 November 2018, on second call.

**The shareholders are notified that the Extraordinary General Meeting of Shareholders is expected to be held on second call on 8 November 2018, at 12:30 p.m. Should the foregoing schedule be altered, it shall be notified in due course.**

Pursuant to the authorisation granted by the Ordinary General Meeting of Shareholders on 24 May 2018 under the seventh item on the agenda, this Extraordinary General Meeting is called in accordance with the terms foreseen in Article 515 of the revised text of the Spanish Limited Liability Companies Law passed by the Legislative Royal Decree 1/2010 of 2 July (the “**Spanish Limited Liability Companies Law**”).

The General Meeting will be held based on the following

#### AGENDA

- First.** Authorisation for the purchase of shares in *Société Foncière Lyonnaise* held by Qatar Holding LLC and DIC Holding LLC, for the purposes of the provisions of Articles 229 and 230 of the Spanish Limited Liability Companies Law.
- Second.** Capital increase by means of in-kind contributions in the nominal amount of 133,809,507.50 euros, through the issue and circulation of 53,523,803 new ordinary shares, with a par value of 2.50 euros each, against a consideration consisting of shares in *Société Foncière Lyonnaise* (SFL) held by Qatar Holding LLC and DIC Holding LLC. Delegation of powers.
- Third.** Delegation of powers.

#### SUPPLEMENT TO THE CALL AND SUBMISSION OF FURTHER MOTIONS

By virtue of Article 16 of the Company Bylaws and Article 519 of the Spanish Limited Liability Companies Law, shareholders of the Company making up at least 3% of the share capital may put forward their reasonable motions for exiting items or items to be included in the agenda of the General Meeting called. Such right shall be exercised by delivering a certified notice to the Company, which must be received at its registered office, located at Paseo de la Castellana 52, 28046 Madrid, within a period of five days from the date of publication of the call. Upon receipt of such motions, the Company shall ensure that the motions and any accompanying documentation, if any, are disseminated among the other shareholders by publishing them continuously on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)).

By virtue of Article 519.1 of the Spanish Limited Liability Companies Law, the Company's shareholders making up at least 3% of the share capital will not ask to publish a supplement to the call of the General Meeting, including one or more items on the agenda, as it is an Extraordinary General Meeting.

### ONLINE SHAREHOLDERS' FORUM

Pursuant to Article 11 of the General Meeting of Shareholders' Regulations of the Company and Article 539.2 of the Spanish Limited Liability Companies Law, as from the publication of this call and until the end of the day prior to the date scheduled for the holding of the Extraordinary General Meeting of Shareholders, the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)) will feature an Online Shareholders' Forum, which will be accessible, with all due safeguards, by individual shareholders and any specific and voluntary associations duly incorporated and registered in the special Registry operated for such purposes by the Spanish Securities Market Commission (CNMV). Founded motions on items that are already included or are to be included in the announced agenda, requests for adherence to such motions, initiatives to reach the percentage required to exercise a minority right as provided by law, and any offers and requests for voluntary representation may all be posted on the aforesaid Forum.

### RIGHT TO INFORMATION

As from the date of publication of this call, shareholders of the Company may request, up to five days prior to the General Meeting, any information or clarifications as the shareholders may deem necessary regarding the items on the agenda, or submit any questions in writing as the shareholders may deem relevant. In addition, shareholders may also request the directors, in writing and within the aforesaid time period, or verbally during the General Meeting, to provide any clarifications as the shareholders may deem necessary regarding the information available to the public that the Company may have provided to the Spanish Securities Market Commission (CNMV) since the holding of the last General Meeting and regarding the auditor's report.

Pursuant to the provisions of Articles 197, 286, 287, 518, 520 and related provisions of the Spanish Limited Liability Companies Law, the Company's shareholders are entitled to examine and inspect at the registered office, located in Madrid, Paseo de la Castellana, 52, and on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), and to request free of charge the delivery or dispatch of the following documents: The Company's shareholders may also examine and consult this documentation at the Company's offices in Barcelona, located at Avenida Diagonal 532, 08006 Barcelona.

- The announcement of the call.
- The total number of shares and voting rights on the date of the call.
- The full texts of the motions on all and any items on the Agenda and, where appropriate, the motions submitted by shareholders.
- Report by the Board of Directors in connection with the motion to authorise the purchase of shares in *Société Foncière Lyonnaise* held by Qatar Holding LLC and DIC Holding LLC, pursuant to the provisions of articles 229 and 230 of the Spanish Limited Liability Companies Law.
- Report by the Board of Directors in connection with the motion for a capital increase by means of in-kind contributions consisting of shares in *Société Foncière Lyonnaise* (SFL).
- Independent expert report in relation to the proposed capital increase by means of in-kind contributions consisting of shares in *Société Foncière Lyonnaise* (SFL).

Also, generally:

- Information on the communication channels between the Company and the share holders.
- Template of the attendance, delegation and remote voting card.
- Means and procedures to grant proxies for the General Meeting and to cast a remote vote.
- Operating Rules for the Online Shareholders' Forum.

#### **RIGHT OF ATTENDANCE**

Pursuant to the provisions of Article 19 of the Company Bylaws and Article 12 of the Regulations of the General Meeting of Shareholders, shareholders may attend and vote at the General Meeting, in person or by proxy, where such shareholders by themselves or as a group, hold at least 500 shares, which must be entered in the shareholders register five days before the date scheduled for the General Meeting. Such shareholders must furnish evidence of the foregoing by showing the relevant certificate of standing, or attendance, delegation and remote voting card issued by the Company or any entities responsible for keeping the shareholder register.

#### **RIGHT OF REPRESENTATION**

Pursuant to the provisions of Article 20 of the Company Bylaws and Article 13 of the Regulations of the General Meeting of Shareholders, any shareholder entitled to attend may be represented at the General Meeting by any person, even if he/she is not a shareholder. The proxy must be granted in writing or by means of remote communication, in the terms provided in the following section, and specifically for this General Meeting, in accordance with the provisions of Article 184 of the Spanish Limited Liability Companies Law.

A proxy may represent more than one shareholder, without any restrictions on the number of shareholders he/she can represent. A proxy who represents several shareholders may cast both affirmative and negative votes in accordance with the instructions given by each shareholder.

The right of representation shall be exercised in accordance with the provisions set forth in the applicable regulations and in the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)). Representation may be revoked at any time. The attendance of the shareholder represented at the General Meeting, either personally or remotely, involves the revocation of any delegation, regardless of its date. The Chairman and the Secretary of the General Meeting shall have the broadest powers to recognise the validity of the proxy or any document evidencing such representation.

The exercise of the right of representation may be evidenced by the representative on the date scheduled to hold the General Meeting by showing the attendance, delegation and remote voting card, duly completed and signed.

Any proxies received with no indication of the specific person to whom the shareholder has granted his/her representation shall be deemed granted to the Chairman of the General Meeting or his/her substitute in case of conflict of interests.

Pursuant to Articles 523 and 526 of the Spanish Limited Liability Companies Law, we hereby inform that there may be a conflict of interests that affects: (i) Sheikh Ali Jassim M. J. Al Thani and Mr Adnane Mousannif in connection with the first and second items on the agenda; and (ii) the members of the

Board of Directors, if any, in the cases foreseen in sections b) and c) of Article 526.1 of the Spanish Limited Liability Companies Law that may take place regardless of the agenda. In connection with any of these, the proxy shall be deemed granted, if the principal has not given any specific voting instructions, to the Secretary of the General Meeting.

### DELEGATION AND REMOTE VOTING

Shareholders may provide the Company prior to the General Meeting with a notice of exercise of the right of representation, and cast their vote on the motions relating to any items included on the Agenda, in writing, and likewise notify the Company prior to the General Meeting via the following means:

- a) By delivering in person the attendance, delegation and remote voting card received from the depositary institutions or, as appropriate, the template card included on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), duly completed and signed in the “*Delegation*” section or, as appropriate, the “*Remote voting*” section, at the Company's registered office (Paseo de la Castellana 52, 28046 Madrid) or in the Company's offices in Barcelona (Avenida Diagonal 532, 08006 Barcelona), from 9 a.m. to 2 p.m., for the attention of the Shareholder Relations Office (“*Oficina de Atención al Accionista*”).
- b) By delivering the attendance, delegation and remote voting card received from the depositary institutions or, as appropriate, the template card on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), duly completed and signed in the “*Delegation*” section or, as appropriate, the “*Remote voting*” section, to the Company's registered office (Paseo de la Castellana 52, 28046 Madrid) or the Company's offices in Barcelona (Avenida Diagonal 532, 08006 Barcelona), for the attention of the Shareholder Relations Office (“*Oficina de Atención al Accionista*”).
- c) Through the delegation or electronic voting platform expressly enabled on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), in accordance with the procedure instructed thereon.

Any representation or vote reported by any of the means set forth in paragraphs a), b) and c) above shall be received by the Company at least twenty-four hours prior to the time and date set for the General Meeting on the first call, without prejudice to the authority of the Chairman to admit any votes and proxies received thereafter. Otherwise, any votes shall be deemed as not cast and any proxies shall be deemed as not granted.

A remote vote will be void:

- a) If it is subsequently expressly revoked by the same means used to cast the vote and within the time limits established to do so.
- b) 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 *the 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 Organic Law 15/1999 of 13 December 1999 on the Protection of Personal Data*- shareholders are hereby informed of the existence of a file or automated processing, including 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 (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 Extraordinary General Meeting and for 5 years following its termination.

Shareholders or their proxies have the right to access, rectify, cancel, delete and oppose the processing of their data, as well as to exercise the other rights recognised in current data protection legislation with the scope and limitations provided for in said 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.

The Company, in its capacity as data or processing 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.

In the event that a shareholder considers that the Company has made an inappropriate use of their personal data, they have the right to file a claim with the Spanish Data Protection Agency ([www.aepd.es](http://www.aepd.es)).

## NOTARISATION OF THE MINUTES OF THE GENERAL MEETING

The Minutes of the Extraordinary General Meeting shall be issued by a Notary Public upon request of the Board of Directors, in accordance with the provisions of Article 203 of the Spanish Limited Liability Companies Law and Article 101 of the Commercial Registry Regulations as approved by Royal Decree 1784/1996, of 19 July (*“Reglamento del Registro Mercantil”*).

## GENERAL INFORMATION

For any clarification or additional information, shareholders may contact the Shareholder Relations Office (*“Oficina de Atención al Accionista”*), through the following means:

- Post: to the registered office (Paseo de la Castellana 52, 28046 Madrid) or the Company’s office in Barcelona (Avenida Diagonal 532, 08006 Barcelona).
- Telephone no. (+34) 934 047 910, on business days, from 9 a.m. to 2 p.m.
- Email address: [accionistas@inmocolonial.com](mailto:accionistas@inmocolonial.com).

Also, on the date of the General Meeting a Shareholder Relations Office (*“Oficina de Atención al Accionista”*), will be set up in a visible location within the premises where the meeting is to be held, in order to deal with any questions and doubts raised by the shareholders.

Madrid, on 17 October 2018.

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Mr Juan José Brugera Clavero  
Chairman of the Board of Directors

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