

MOTIONS CONCERNING ITEMS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF INMOBILIARIA COLONIAL, SOCIMI S.A. TO BE HELD ON 27 JUNE 2021 ON FIRST CALL OR, PREDICTABLY, ON 28 JUNE 2021 ON SECOND CALL.

First.- Capital increase by way of non-cash contributions for a nominal amount of 56,236,752.50 euros, by issuing 22,494,701 new outstanding ordinary shares with a par value of 2.50 euros each, of the same class and series as current outstanding shares, their consideration being shares in Société Foncière Lyonnaise (SFL) directly owned by Predica Prévoyance Dialogue du Crédit Agricole (Predica). Delegation of powers.

The General Meeting of the Shareholders of Inmobiliaria Colonial, SOCIMI, S.A. (“**Colonial**” or the “**Company**”) agrees to a capital increase by way of non-cash contributions in accordance with the terms established below, all with the purpose of acquiring 2,328,644 shares in Société Foncière Lyonnaise (“**SFL**”) representing approximately 5.0% of its share capital, directly owned by Predica Prévoyance Dialogue du Crédit Agricole (the “**Contributor**” or “**Predica**”).

For the purposes of this resolution, all capitalised terms not expressly defined shall have the meaning ascribed to them in Colonial’s Board of Directors’ report on this resolution.

1. Capital increase by way of non-cash contributions

An increase of Colonial’s share capital is agreed for a nominal amount of 56,236,752.50 euros, by issuing 22,494,701 new outstanding ordinary shares with a par value of 2.50 euros each, of the same class and series as current outstanding shares (the “**Capital Increase**”). The consideration for the new Colonial shares issued under the Capital Increase will consist of non-cash contributions, specifically, the SFL shares described in section 2 of this resolution.

2. Description of the planned non-cash contribution

The planned non-cash contribution consists of 2,328,644 SFL shares representing approximately 5.0% of its share capital of the same class and series, fully paid up and free of liens and encumbrances, which are currently traded on Euronext Paris.

Société Foncière Lyonnaise (SFL) is a French public limited company (*Société Anonyme*) registered in the Registre du Commerce et des Sociétés de Paris under number 552 040 982 (NAF code 6820B), with registered offices in Paris (France), 42, rue Washington (75008) whose shares are traded on Euronext Paris (regulated French market). SFL is regulated as a listed real estate investment company (*Société d’Investissement Immobilier Cotée* or SIIC).

3. Identification of the Contributor

The Contributor of the 2,328,644 SFL shares is Predica Prévoyance Dialogue du Crédit Agricole (Predica), a French *société anonyme* registered with the *Registre du Commerce et des Sociétés* of Paris under number 334 028 123 (NAF code 6511Z) with its registered offices in Paris (France), 16-18 boulevard de Vaugirard (75015).

4. Number and par value of the shares to be issued

As consideration for the planned non-cash contribution, 22,494,701 new Colonial ordinary shares with a par value of 2.50 euros each will be issued. Therefore, the total nominal amount of the Capital Increase will be 56,236,752.50 euros.

5. Issue price of the new shares and effective amount of the Capital Increase

The new Colonial shares will be issued at a par value of 2.50 euros each, plus a share premium of 7.50 euros per share. Therefore, the issue price of each share will be 10.00 euros and the total effective amount of the Capital Increase will be 224,947,010 euros.

6. Guarantees adopted to ensure the effective Capital Increase

No special guarantees have been adopted in due consideration of the nature of the items contributed. However, Predica has agreed to transfer to Colonial the 2,328,644 SFL shares.

7. Subscription and payment of the new shares

The new Colonial shares will be subscribed by the Contributor, and the par value and the share premium will be fully paid up when the deed establishing the capital increase addressed in this resolution is executed.

8. Preferential subscription rights

Since the compensation for the Capital Increase consists of non-cash contributions, the Company's shareholders will not be entitled to any preferential subscription rights over the Colonial shares to be issued as a result of the Capital Increase referred to herein.

9. Incomplete subscription

The possibility of the incomplete subscription of the Capital Increase is expressly provided for. Consequently, in the event of an incomplete subscription, the Capital Increase shall be limited to the amount corresponding to the par value of the new Colonial shares actually subscribed and paid up as consideration for the SFL shares actually transferred.

10. Rights attached to the new shares

The new Colonial shares shall entitle the Contributor to the same voting and dividend rights as the shares of the Company currently outstanding as of the date on which they are registered in its name in the related accounting records.

11. Representation of the new shares

The new Colonial shares shall be represented by book entries and the accounting records shall be kept by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* ("Iberclear") and its participating entities.

12. Amendment to Article 5 of the Company Bylaws

The Board of Directors will have the power to redraft Article 5 of Colonial's Bylaws on the share capital, based on the final number of new Colonial shares that are effectively subscribed and paid up by the Contributor.

13. Admission to trading of new shares

It is resolved that the admission to trading of the new Colonial shares on the Madrid and Barcelona Stock Exchanges and on any other domestic or international markets in which the Company's shares are admitted to trading at the time of execution of this resolution shall be requested and for those shares to be included in the Spanish Stock Market Interconnection System (*Sistema de Interconexión Bursátil Español* or SIBE).

It is expressly stated that, in the event a request is subsequently made for the Company's shares to be delisted, such delisting shall be adopted in accordance with the procedures and requirements of the current legislation.

14. Delegation of powers

Notwithstanding the specific delegations of powers set out in preceding sections (which should be understood as granted with express powers to replace the persons indicated herein), it is resolved to empower the Board of Directors, to the fullest extent required by law and with the express power to substitute the Chairman, CEO, the Corporate Managing Director and Secretary and Vice Secretary of the Board, so that any of them, within a period of a year, interchangeably and with a single signature, may take any necessary or advisable actions to execute this resolution, specifically, including but not limited to:

- Expand and develop this resolution, setting those terms and conditions not provided for, and, in particular, set the effective date for the Capital Increase, among other things.
- Prepare, subscribe and submit, as appropriate, to the Spanish Securities Market Commission (the "CNMV"), the French financial markets regulator (the "AMF") or other such supervisory authorities as may be appropriate, in relation to the issuance and admission to trading of any new Colonial shares issued under this resolution, (i) any prospectuses and supplements thereto as may be necessary or appropriate, undertaking responsibility therefor; and (ii) any documents and information as may be required for the purposes of compliance with the provisions of *Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC*, in the consolidated text of the Securities Market Law approved by Royal Legislative Decree 4/2015, of 23 October and in their corresponding implementing provisions.
- Declare the Company's share capital to have been subscribed and paid up following the Capital Increase, even when the total number of shares is not yet subscribed, and subscription is incomplete, with the possibility of the Capital Increase being concluded with the amount of the subscriptions executed, with express authorisation to change the number of SFL shares to be transferred by the Contributor, and therefore the number of new Colonial shares to be transferred as a consideration to the Contributor, within the nominal amount of the Capital Increase agreed by the General Meeting of Shareholders in this resolution.

- Resolve to refrain from executing this resolution in the event that the conditions set out in the Agreements Reached are not met.
- Adopt all the legally required resolutions, as well as carry out all the necessary or appropriate actions for the formalisation of this resolution, including the power to modify the corresponding article of the Bylaws relating to the Company's share capital.
- Take any action on behalf of the Company, make any statements and any arrangements with the CNMV, the AMF, Iberclear, Euroclear, stock exchange management companies and any other Spanish or foreign public or private body, entity or registry for the purposes of authorisation, verification and subsequent performance of the Capital Increase under this resolution and the admission to trading of the new shares on the Madrid and Barcelona Stock Exchanges and on any other Spanish or foreign markets on which the Company's shares are listed at the time of execution of this resolution, and the inclusion thereof in the Spanish Stock Market Interconnection System (SIBE).
- Negotiate and sign, as the case may be, in the terms it deems most appropriate, any contracts that may be necessary or advisable to carry out the Capital Increase addressed in this resolution.
- To request the admission to trading of the new shares on the Madrid and Barcelona Stock Exchanges and/or on any other Spanish or foreign markets on which the Company's shares are listed at the time of execution of this resolution, and the inclusion thereof in the Spanish Stock Market Interconnection System (SIBE).
- To adopt or reject the application, where appropriate, of the special tax systems established by the regulations for this type of transactions.
- Execute on behalf of the Company such public or private documents as required or appropriate to issue the new shares covered in this resolution and to admit such shares to trading and, in general, perform such legal formalities as required for the execution thereof and rectify, clarify, interpret, specify or supplement the resolutions adopted by the shareholders at the Annual General Meeting, in particular, such defects, omissions or errors, in substance or in form, arising from the oral or written assessment, that may prevent registration of the resolutions and related consequences at the Mercantile Registry, the official registries of the CNMV or any other registries.

Second.- Capital increase by way of non-cash contributions for a nominal amount of 31,472,050 euros, by issuing 12,588,820 new outstanding ordinary shares with a par value of 2.50 euros each, of the same class and series as current outstanding shares, their consideration being shares in Société Foncière Lyonnaise (SFL) owned by the SFL shareholders who transfer their shares to Inmobiliaria Colonial, SOCIMI, S.A. under the takeover bid that the company intends to file for SFL. Delegation of powers.

The General Meeting of the Shareholders of Inmobiliaria Colonial, SOCIMI, S.A. ("**Colonial**" or the "**Company**") agrees to a capital increase by way of non-cash contributions in accordance with the terms established below, all with the purpose of acquiring 2,517,764 shares in Société Foncière Lyonnaise ("**SFL**") representing approximately 5.4% of its share capital, owned by the SFL shareholders (the "**SFL Minority Shareholders**") who transfer their shares to Colonial as part of the takeover bid that the Company intends to file for SFL (the "**Offer**") and where the consideration partially consists of Colonial shares. In this regard, the consideration under the Offer will be a mixed consideration, consisting of cash and newly issued Colonial shares, resulting in an exchange ratio of

46.66 euros and 5 Colonial shares, each with a nominal value of 2.50 euros, for each SFL share subject to the Offer.

For the purposes of this resolution, all capitalised terms not expressly defined shall have the meaning ascribed to them in Colonial's Board of Directors' report on this resolution.

1. Capital increase by way of non-cash contributions

An increase of Colonial's share capital is agreed for a nominal amount of 31,472,050 euros, by issuing 12,588,820 new outstanding ordinary shares with a par value of 2.50 euros each, of the same class and series as current outstanding shares (the "**Capital Increase**"). The consideration for the new Colonial shares issued under the Capital Increase will consist of non-cash contributions, specifically, the SFL shares described in section 2 of this resolution.

2. Description of the planned non-cash contributions

The planned non-cash contributions consist of 2,517,764 SFL shares representing approximately 5.4% of its share capital of the same class and series, fully paid up and free of liens and encumbrances, which are currently traded on Euronext Paris. This number of shares has been determined under the assumption that all of the SFL shares to which the Offer will be aimed are transferred to Colonial, i.e., 2,517,764 SFL shares.

Société Foncière Lyonnaise (SFL) is a French public limited company (*Société Anonyme*) registered in the Registre du Commerce et des Sociétés de Paris under number 552 040 982 (NAF code 6820B), with registered offices in Paris (France), 42, rue Washington (75008) whose shares are traded on Euronext Paris (regulated French market). SFL is regulated as a listed real estate investment company (*Société d'Investissement Immobilier Cotée* or SIIC).

3. Identification of the contributors

The Capital Increase which is the subject of this resolution is solely intended for those SFL Minority Shareholders that transfer their SFL shares to Colonial under the Offer.

4. Number and par value of the shares to be issued

As consideration for the planned non-cash contributions, 12,588,820 new Colonial ordinary shares with a par value of 2.50 euros each will be issued. Therefore, the total nominal amount of the Capital Increase will be 31,472,050 euros.

5. Issue price of the new shares and effective amount of the Capital Increase

The new Colonial shares will be issued at a unit par value of EUR 2.50 each, plus a share premium of 7.50 euros per share. Therefore, the issue price of each share will be 10.00 euros and the total effective amount of the Capital Increase will be 125,888,200 euros.

6. Guarantees adopted to ensure the effective Capital Increase

No special guarantees have been adopted in due consideration of the nature of the items contributed.

7. Subscription and payment of the new shares

The new Colonial shares will be subscribed by SFL Minority Shareholders, and the par value and the share premium will be fully paid up when the deed establishing the Capital Increase is executed.

8. Preferential subscription rights

Since the compensation for the Capital Increase consists of non-cash contributions, the Company's shareholders will not be entitled to any preferential subscription rights over the Colonial shares to be issued as a result of the Capital Increase referred to herein.

9. Incomplete subscription

The possibility of the incomplete subscription of the Capital Increase is expressly provided for. Consequently, in the event of an incomplete subscription, the Capital Increase shall be limited to the amount corresponding to the par value of the new Colonial shares actually subscribed and paid up as consideration for the SFL shares actually transferred.

10. Rights attached to the new shares

The new Colonial shares shall entitle their holders to the same voting and dividend rights as the shares of the Company currently outstanding as of the date on which they are registered in their holders' name in the related accounting records.

11. Representation of the new shares

The new Colonial shares shall be represented by book entries and the accounting records shall be kept by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. ("Iberclear")* and its participating entities.

12. Amendment to Article 5 of the Company Bylaws

The Board of Directors will have the power to redraft Article 5 of Colonial's Bylaws on the share capital, based on the final number of new Colonial shares that are effectively subscribed and paid up by SFL Minority Shareholders.

13. Admission to trading of new shares

It is resolved that the admission to trading of the new Colonial shares on the Madrid and Barcelona Stock Exchanges and on any other domestic or international markets in which the Company's shares are admitted to trading at the time of execution of this resolution shall be requested and for those shares to be included in the Spanish Stock Market Interconnection System (*Sistema de Interconexión Bursátil Español* or SIBE).

It is expressly stated that, in the event a request is subsequently made for the Company's shares to be delisted, such delisting shall be adopted in accordance with the procedures and requirements of the current legislation.

14. Delegation of powers

Notwithstanding the specific delegations of powers set out in preceding sections (which should be understood as granted with express powers to replace the persons indicated herein), it is resolved to empower the Board of Directors, to the fullest extent required by law and with the express power to substitute the Chairman, CEO, the Corporate Managing Director and Secretary and Vice Secretary of the Board, so that any of them, within a period of a year, interchangeably and with a single signature, may take any necessary or advisable actions to execute this resolution, specifically, including but not limited to:

- Expand and develop this resolution, setting those terms and conditions not provided for, and, in particular, set the effective date for the Capital Increase, among other things.
- Prepare, subscribe and submit, as appropriate, to the Spanish Securities Market Commission (the “**CNMV**”), the French financial markets regulator (the “**AMF**”) and/or such other supervisory authorities as may be appropriate, in relation to the issuance and admission to trading of any new Colonial shares issued under this resolution, (i) any prospectuses and supplements thereto as may be necessary or appropriate, undertaking responsibility therefor; and (ii) any documents and information as may be required for the purposes of compliance with the provisions of *Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC*, in the consolidated text of the Securities Market Law approved by Royal Legislative Decree 4/2015, of 23 October and in their corresponding implementing provisions. In particular, to the extent that the Capital Increase is directed at acquiring SFL shares under the Offer, this delegation of powers includes the necessary or appropriate powers to take any action on behalf of the Company, make any statements and any arrangements in relation to the Offer with the CNMV, the AMF, Iberclear, Euroclear, stock exchange management companies and any other Spanish or foreign public or private body, entity or registry.
- Declare the Company’s share capital to have been subscribed and paid up following the Capital Increase, even when the total number of shares is not yet subscribed, and subscription is incomplete, with the possibility of the Capital Increase being concluded with the amount of the subscriptions executed, with express authorisation to change the number of SFL shares to be transferred by SFL Minority Shareholders, and therefore the number of new Colonial shares to be transferred as a consideration, within the nominal amount of the capital increase agreed by the General Meeting of Shareholders in this resolution.
- Adopt all the legally required resolutions, as well as carry out all the necessary or appropriate actions for the formalisation of this resolution, including the power to modify the corresponding article of the Bylaws relating to the Company’s share capital.
- Take any action on behalf of the Company, make any statements and any arrangements with the CNMV, the AMF, Iberclear, Euroclear, stock exchange management companies and any other Spanish or foreign public or private body, entity or registry for the purposes of authorisation, verification and subsequent performance of the Capital Increase under this resolution and the admission to trading of the new shares on the Madrid and Barcelona Stock Exchanges and on any other Spanish or foreign markets on which the Company’s shares are listed at the time of execution of this resolution, and the inclusion thereof in the Spanish Stock Market Interconnection System (SIBE).

- Negotiate and sign, as the case may be, in the terms it deems most appropriate, any contracts that may be necessary or advisable to carry out the Capital Increase addressed in this resolution.
- To request the admission to trading of the new shares on the Madrid and Barcelona Stock Exchanges and/or on any other Spanish or foreign markets on which the Company's shares are listed at the time of execution of this resolution, and the inclusion thereof in the Spanish Stock Market Interconnection System (SIBE).
- To adopt or reject the application, where appropriate, of the special tax systems established by the regulations for this type of transactions.
- Execute on behalf of the Company such public or private documents as required or appropriate to issue the new shares covered in this resolution and to admit such shares to trading and, in general, perform such legal formalities as required for the execution thereof and rectify, clarify, interpret, specify or supplement the resolutions adopted by the shareholders at the Annual General Meeting, in particular, such defects, omissions or errors, in substance or in form, arising from the oral or written assessment, that may prevent registration of the resolutions and related consequences at the Mercantile Registry, the official registries of the CNMV or any other registries.

Third.- Delegation of powers.

The shareholders resolve to expressly empower the Chairman of the Board of Directors, the CEO, the Secretary to the Board of Directors and the Vice Secretary to the Board of Directors of Inmobiliaria Colonial, SOCIMI, S.A., for either of them, with their individual signature and with regard to the resolutions adopted by this General Meeting of Shareholders, to:

- Notarise these resolutions, with all special powers and authority to act individually required for their delivery and performance;
- Sign any public or private documents that are necessary or advisable and to take any appropriate actions to enable their best fulfilment, including the publication of legal notices with any public or private bodies or authorities, for the purposes of their registration in the appropriate Commercial Registries or Property Registers, with the power to issue deeds of ratification, rectification, correction and clarification, following verbal suggestions or written appraisals by the Commercial Registry - also with the power to request partial registration of recordable agreements - and by any other official public or private body; and
- Draw up as many public or private documents as may be required or appropriate and carry out as many steps as may be necessary before the Spanish Securities Market Commission (CNMV), the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), the Governing Bodies of the Stock Exchanges and any other competent body, entity or public or private registry, in Spain or abroad, in order to fulfil and successfully perform the resolutions adopted and to perform the formalities relating to all manner of files and documents required vis-à-vis public or private bodies and, in general, any such actions relating to the resolutions passed at this General Meeting as may be required.

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