



FOR INFORMATIONAL PURPOSES ONLY. SPANISH VERSION PREVAILS.

**INMOBILIARIA COLONIAL, SOCIMI, S.A.**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS (JUNE 2020)**

**REPORT BY THE BOARD OF DIRECTORS ON THE MOTIONS FOR THE RE-ELECTION OF DIRECTORS (ITEM [SIX] 6.1., 6.2. AND 6.3) OF THE AGENDA).**

**1. Purpose of the report**

This report has been drawn up by the Board of Directors of Inmobiliaria Colonial, SOCIMI, S.A. ("Colonial" or the "**Company**") in connection with the re-election, for the statutory period of 4 years, of Directors of the Company.

Pursuant to the provisions of section 5 of Article 529 decies of the recast text of the Spanish Limited Liability Companies Law passed by Royal Legislative Decree 1/2010 of 2 July (the "**Spanish Limited Liability Companies Law**"), the motion put to vote at the General Meeting requires this report by the Board of Directors to assess the skills, experience and merits of the proposed candidates.

**2. Justification of the proposals**

**2.1. Re-election of Sheikh Ali Jassim M. J. Al-Thani**

Therefore, in order to submit the proposal for the re-election of Sheikh Ali Jassim M. J. Al-Thani, the Board of Directors has examined the report in his favour issued by the Appointments and Remuneration Committee, pursuant to the provisions of section 6 of Article 529 decies of the Spanish Limited Liability Companies Law, upon an evaluation of the current list of members of the Board of Directors, the needs of the Board and the shareholding structure of the Company. The Appointments and Remuneration Committee has also appraised the conditions that must be met by Directors for the exercise of their functions and the dedication required to enable them to carry out their duties properly. The Board of Directors endorses the conclusions reached in that report, which are reproduced in this report.

As a result of this re-election, together with the re-election of Mr Adnane Mousannif, proposed in section 2.2 below, Qatar Investment Authority, one of the Company's major shareholders, shall continue to have two representatives on the Board of Directors, which, in the opinion of the Board of Directors, is suitable representation in accordance with the Company's shareholder structure.

The Board of Directors has once again taken into consideration the experience, merits and competence, as well as the training and professional profile, of Sheikh Ali Jassim M. J. Al-Thani for the purposes of his re-election, on the basis of the following:

- Sheikh Ali Jassim M. J. Al-Thani was appointed as Proprietary Director of the Company following a resolution by the Board of Directors on 12 November 2015, and his appointment was confirmed by the General Meeting of Shareholders on 28 June 2016.

Since he was appointed as a Director of the Board of Directors, Sheikh Ali Jassim M. J. Al-Thani has proved that he has the specific knowledge, skills and competencies necessary to carry out the functions assigned to him. He has also carried out his functions faithfully as a loyal representative, acting in good faith and in the Company's best interests, on the principle of personal responsibility with freedom of criteria and independence with respect

to instructions and third-party connections. Sheikh Ali Jassim M. J. Al-Thani is considered to have dedicated the necessary time to perform his role efficiently, and that he has sufficient time available to carry out his functions as expected.

- Sheikh Ali Jassim M. J. Al-Thani has held a number of leadership positions throughout his career, showing his competencies and merits in helping run the Company adequately and prudently.
- *Academic profile and career:*

A Qatar national. He has been working for more than 30 years with the Government of Qatar mainly in the fields of trade, finance and real estate. Since 2007, he has been a Senior Advisor on Strategy and Investments.

Up to 2016, Vice President and member of the Board of Directors and of the Executive Committee of The Housing Bank for Trade and Finance of Jordan (listed company and second most important bank in Jordan); member of the Board of Directors and Vice President of United Arab Shipping Company in Dubai, UAE, between 2003 and 2016; Vice President of LQB- Libyan Qatari Bank since 2007, and in 2009 he was appointed Chairman and General Manager of Qatar Navigation, a listed company based in Qatar of which he has been a member of its Board of Directors since 2003. This Holding company operates in sea transport and real estate. Since 2012, he has been a member of the Board of Directors of QADIC-Qatar Abu Dhabi Investment Company, a company specialising in real-estate investments and private equity. In November 2015, he was appointed Director of Société Foncière Lyonnaise (SFL).

For all of the above, the Board of Directors considers, taking into account the report in his favour issued by the Appointments and Remuneration Committee, that Sheikh Ali Jassim M. J. Al-Thani has the necessary knowledge, skills and specific competencies and the experience and merits expected, but also meets the requirements of good standing, suitability, reliability, availability and commitment to the tasks in his role, for the purposes of putting forward at the Ordinary General Meeting of Shareholders his re-election as a member of the Company's Board of Directors with the status of Proprietary Director, for the statutory period of 4 years.

## **2.2. Re-election of Mr Adnane Mousannif**

Therefore, in order to submit the proposal for the re-election Mr Adnane Mousannif, the Board of Directors has examined the report in his favour issued by the Appointments and Remuneration Committee, pursuant to the provisions of section 6 of Article 529 decies of the Spanish Limited Liability Companies Law, upon an evaluation of the current list of members of the Board of Directors, its needs and the shareholding structure of the Company. The Appointments and Remuneration Committee has also appraised the conditions that must be met by Directors for the exercise of their functions and the dedication required to enable them to carry out their duties properly. The Board of Directors endorses the conclusions reached in that report, which are reproduced in this report.

As a result of this re-election, and in conjunction with the re-election of Sheikh Ali Jassim M. J. Al-Thani, proposed in section 2.1 above, Qatar Investment Authority, one of the Company's major shareholders, shall continue to have two representatives on the Board of Directors, which, in the opinion of the Board of directors, is suitable representation in accordance with the Company's shareholder structure.

The Board of Directors has once again taken into consideration the experience, merits and competence, as well as the training and professional profile, of Mr Adnane Mousannif for the purposes of his re-election, on the basis of the following:

- Mr Adnane Mousannif was appointed as a Proprietary Director of the Company following a resolution by the General Meeting of Shareholders on 28 June 2016.

Since he was appointed as a Director of the Board of Directors, Mr Adnane Mousannif has proved that he has the specific knowledge, skills and competencies necessary to carry out the functions assigned to him. He has also carried out his functions faithfully as a loyal representative, acting in good faith and in the Company's best interests, on the principle of personal responsibility with freedom of criteria and independence with respect to instructions and third-party connections. Mr Adnane Mousannif is considered to have dedicated the necessary time to perform his role efficiently, and that he has sufficient time available to carry out his functions as expected.

- Mr Adnane Mousannif has held a number of leadership positions throughout his career, showing his competencies and merits in helping run the Company adequately and prudently.

- *Academic profile and career:*

He has both French and Moroccan nationalities and is currently working at Qatar Investment Authority -QIA- the sovereign investment fund of Qatar. In recent years, he has taken part, on behalf of QIA, in most of its real-estate operations in Europe and America, including the acquisition of the Canary Wharf Group in London and the acquisition of the Virgin Megastore building in the Champs Elysees of Paris.

He also took part, once again representing QIA, in acquiring a stake in Société Foncière Lyonnaise and in Inmobiliaria Colonial in Spain. Previously, he'd worked for several years for the Morgan Stanley Real Estate Investing funds in Europe. He has a master's degree in business creation and Finances by the ESCP Europe Business School and a university degree in Civil Engineering.

For all of the above, the Board of Directors considers, taking into account the report in favour issued by the Appointments and Remuneration Committee, that Mr Adnane Mousannif has the necessary knowledge, skills and specific competencies and the experience and merits expected, but also meets the requirements of good standing, suitability, reliability, availability and commitment to the tasks in his role, for the purposes of putting forward at the Ordinary General Meeting of Shareholders his re-election as a member of the Company's Board of Directors with the status of Proprietary Director, for the statutory period of 4 years.

### **2.3. Re-election of Mr Carlos Fernández González**

Therefore, in order to submit the proposal for the re-election Mr Carlos Fernández González, the Board of Directors has examined the report in favour issued by the Appointments and Remuneration Committee, pursuant to the provisions of section 6 of Article 529 decies of the Spanish Limited Liability Companies Law, upon an evaluation of the current list of members of the Board, its needs and the shareholding structure of the Company. The Appointments and Remuneration Committee has also appraised the conditions that must be met by Directors for the exercise of their functions and the dedication required to enable them to carry out their duties properly. The Board of Directors endorses the conclusions reached in that report, which are reproduced in this report.

As a result of this re-election, together with the appointment on 24 June 2018 of Mr Javier López Casado, Grupo Finaccess, one of the Company's major shareholders, shall continue to have two representatives on the Board of Directors, which, in the opinion of the Board of directors, is suitable representation in accordance with the Company's shareholder structure.

The Board of Directors has once again taken into consideration the experience, merits and competence, as well as the training and professional profile, of Mr Carlos Fernández González for the purposes of his re-election, on the basis of the following:

- Mr Carlos Fernández González was appointed as a Proprietary Director of the Company following a resolution by the General Meeting of Shareholders on 28 June 2016.

Since he was appointed as a Director of the Board of Directors, Mr Carlos Fernández González has proved that he has the specific knowledge, skills and competencies necessary to carry out the functions assigned to him. He has also carried out his functions faithfully as a loyal representative, acting in good faith and in the Company's best interests, on the principle of personal responsibility with freedom of criteria and independence with respect to instructions and third-party connections. Mr Carlos Fernández González is considered to have dedicated the necessary time to perform his role efficiently, and that he has sufficient time available to carry out his functions as expected.

- Mr Carlos Fernández González has held a number of leadership positions throughout his professional career, showing his competencies and merits in helping run the Company adequately and prudently.

- *Academic profile and career:*

As an Industrial Engineer he has attended senior management programmes at the Instituto Panamericano de Alta Dirección de Empresa.

For over 30 years, he has held positions with a high degree of responsibility, complexity and competence in business management in different sectors. He was CEO (1997-2013) and Chairman of the Board of Directors (2005-2013) of Grupo Modelo. Since his appointment as CEO and until 2013, this Group became the leading beer company in Mexico, the seventh group in the world and the largest beer export company in the world.

Furthermore, he was director in international and national companies, including Anheuser Busch (USA), Emerson Electric Co. (USA), Televisa Group (Mexico), Crown Imports, Ltd. (USA), Inbursa (Mexico) and Mexico Stock Exchange. In addition, he has been a member of the international advisory board of Banco Santander, S.A., Director of Grupo Financiero Santander México S.A.B de C.V. and until October 2019, Director of Banco Santander, S.A. (Spain).

He is currently the Chairman of the Board of Directors and general manager of Grupo Finaccess S.A.P.I. de C.V. -of which he is a founder- that operates in Mexico, the United States, Europe, China, Australia and New Zealand. In addition to Inmobiliaria Colonial, SOCIMI, S.A., he is also a Proprietary Director at AmRest Holdings, S.E. and Restaurant Brands New Zealand Limited.

For all of the above, the Board of Directors considers, taking into account the report in favour issued by the Appointments and Remuneration Committee, that Mr Carlos Fernández González has the necessary knowledge, skills and specific competencies and the experience and merits expected, but also meets the requirements of good standing, suitability, reliability, availability and commitment to

*FOR INFORMATIONAL PURPOSES ONLY. SPANISH VERSION PREVAILS.*

the tasks in his role, for the purposes of putting forward at the Ordinary General Meeting of Shareholders his re-election as a member of the Company's Board of Directors with the status of Proprietary Director, for the statutory period of 4 years.

\* \* \* \*

**MOTIONS FOR THE RE-ELECTION OF DIRECTORS****6.1. Re-election of Sheikh Ali Jassim M. J. Al-Thani as a Director of the Company, with the status of Proprietary Director.**

Following the report by the Appointments and Remuneration Committee, it is agreed to re-elect Sheikh Ali Jassim M. J. Al-Thani as Director of Inmobiliaria Colonial, SOCIMI, S.A., with the status of Proprietary Director for 4 years from the date of this resolution.

**6.2. Re-election of Mr Adnane Mousannif as a Director of the Company, with the status of Proprietary Director.**

Following the report by the Appointments and Remuneration Committee, it is agreed to re-elect Mr Adnane Mousannif as Director of Inmobiliaria Colonial, SOCIMI, S.A., with the status of Proprietary Director for 4 years from the date of this resolution.

**6.3. Re-election of Mr Carlos Fernández González as Director of the Company, with the status of Proprietary Director.**

Following the report by the Appointments and Remuneration Committee, it is agreed to re-elect Mr Carlos Fernández González as Director of Inmobiliaria Colonial, SOCIMI, S.A., with the status of Proprietary Director for 4 years from the date of this resolution.

\* \* \* \*

This report was prepared and approved by the Board of Directors at the Company's registered office, at its meeting held on 13 May 2020.