

**MOTIONS CONCERNING ITEMS ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF INMOBILIARIA COLONIAL, SOCIMI S.A. TO BE HELD ON 20 JUNE 2022 ON FIRST CALL OR, PREDICTABLY, ON 21 JUNE 2022 ON SECOND CALL.**

**I. Items relating to the annual financial statements, distribution of profit, business management, and auditor re-election.**

***One.- Examination and approval of the individual and consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2021.***

**1.1. Approval of the individual annual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2021.**

The shareholders resolve to approve the individual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2021, comprising the Balance Sheet, Income Statement, Statement of Changes in Equity, Statement of Cash Flows, and the Annual Report for the fiscal year.

**1.2. Approval of the consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2021.**

The shareholders resolve to approve the consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. and its subsidiaries for the fiscal year ended 31 December 2021, including the Consolidated Statement of Financial Position, the Statement of Income, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows, and the Consolidated Annual Report for the fiscal year.

***Two.- Examination and approval of the proposed profit distribution for the fiscal year ended 31 December 2021. Distribution of dividends.***

**2.1. Examination and approval of the proposed profit distribution for the fiscal year ended 31 December 2021.**

In view of the individual financial statements of Inmobiliaria Colonial, SOCIMI, S.A., which reveal a profit for the year ended 31 December 2021 of 38,727,631.66 euros, the shareholders resolve to distribute profits as follows:

- 3,872,763.17 euros to the legal reserve.
- 34,854,868.49 euros to dividends.

**2.2. Distribution of dividends.**

The shareholders resolve to distribute a dividend of 0.24 euro per share, which, taking into account the number of shares currently outstanding, would entail a maximum total dividend of 129,507,752.88 euros. The total amount of the dividends and, consequently, the amount of the reserves intended for the payment of dividends, will be determined prior to their distribution on the basis of the treasury shares held by Inmobiliaria Colonial, SOCIMI, S.A. This maximum total dividend will be distributed

against: (i) 34,854,868.49 euros intended for dividends referred to in resolution 2.1 above; and (ii) share premium, up to a maximum 94,652,884.39 euros.

The dividend provided for in this resolution will be paid out through the entities participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear). For these purposes, the Board of Directors, with express power of delegation, is empowered to: (i) set the date on which to determine the registered shareholders who are entitled to receive the dividends (record date); (ii) set the specific dividend payment date; (iii) designate the entity to act as payment agent; and (iv) perform whichever actions as may be necessary or appropriate to pay the dividend.

***Three.- Examination and approval of the individual and consolidated management reports of Inmobiliaria Colonial, SOCIMI, S.A. and approval of the corporate management led by the Board of Directors in the fiscal year ended 31 December 2021.***

The shareholders resolve to approve the individual and consolidated management reports of Inmobiliaria Colonial, SOCIMI, S.A. (the “**Company**”) for the fiscal year ended 31 December 2021.

They also resolve to approve the corporate management led by the Company's Board of Directors, the Chairman, and the CEO in the fiscal year ended 31 December 2021, in view of the Company's individual and consolidated management reports that have been made available to the shareholders.

***Four.- Re-election of the auditor of Inmobiliaria Colonial, SOCIMI, S.A. and its consolidated group for the fiscal year ended 31 December 2023.***

Once the appointment of the current auditor of Inmobiliaria Colonial, SOCIMI, S.A. and its consolidated group comes to an end upon auditing the annual financial statements of the fiscal year ended 31 December 2022, the shareholders resolve to re-elect PricewaterhouseCoopers Auditores, S.L. in view of the proposal made by the Audit and Control Committee, to audit the individual and consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2023.

It is hereby stated that PricewaterhouseCoopers Auditores, S.L., with tax identification number B-79031290 and number S0242 in the Spanish Official Registry of Auditors (ROAC), has its registered office in Madrid, Paseo de la Castellana, 259 B (28046 Madrid) and is registered in the Madrid Commercial Registry on Page M-87250-1, Sheet 75, Volume 9267, Book 8054, Section 3.

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

***Five.- Authorisation to the Board of Directors for the buyback of treasury shares.***

The shareholders agreed to authorise the Board of Directors of Inmobiliaria Colonial, SOCIMI, S.A. (the “**Company**”), to, directly or indirectly and to the extent it deems appropriate under the circumstances, arrange the buyback of treasury shares within the legal limitations in place at any given time, pursuant to the terms and conditions stipulated below:

- Maximum number of shares to be acquired: the par value of the shares directly or indirectly acquired, added to those already held by the Company and its subsidiaries, may not exceed 10% of the subscribed share capital or the maximum amount that may be established in law.
- Minimum and maximum consideration when the acquisition is onerous: The minimum purchase price or consideration will be 0.01 euro per share, and the maximum purchase price

or consideration will be the quoted price of the treasury shares owned at the time of the acquisition increased by up a maximum of 5 %.

Should the purchase of treasury shares be carried out through a public offering to all the shareholders, said maximum limit will be 25 % over the quoted price and will be applied on the date the offering is announced.

- Types of acquisition: These may include sale and purchase, swap or any other type of onerous transaction according to the circumstances.
- Term of the authorisation: This authorisation is granted for a 5-year period.

The authorisation granted expressly provides that the shares acquired may be used in whole or in part for delivery or transfer to the directors, executives or employees of the Company or Group companies, directly or as a result of their exercise of option rights, within the scope of the Company's share price-based compensation systems in due format.

The shareholders agree to authorise the Board of Directors, as broadly as required by Law and with express power of delegation to the CEO, the Secretary and the Vice Secretary of the Board of Directors, as well as any other person expressly appointed by the Board of Directors for such purpose, for either of them to sign individually, to take any action that is necessary or advisable to carry through this resolution, and specifically but not limited to, to determine the method used for the acquisition of treasury shares, and to request whichever authorisations and adopt whichever agreements as may be necessary or advisable for compliance with the current regulations and the performance and successful fulfilment of this resolution.

***Six.- 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***

In accordance with Article 515 of the consolidated text of the Spanish Limited Liability Companies Law, passed by Legislative Royal Decree 1/2010 of 2 July, the shareholders resolve to authorise and approve that the extraordinary general meetings held by Inmobiliaria Colonial, SOCIMI, S.A. (the "**Company**") be called with at least 15 days' notice, provided that the Company offers shareholders the effective possibility of voting remotely by means that are accessible to all.

This authorisation is granted until the date of the Company's next Ordinary General Meeting of Shareholders.

**III. Items relating to the re-election of Directors**

***Seven.- Re-election of Directors***

**7.1. Re-election of Mr Juan José Brugera Clavero as Company Director**

Following the report by the Appointments and Remuneration Committee, it is agreed to re-elect Mr Juan José Brugera Clavero as Director of Inmobiliaria Colonial, SOCIMI, S.A., with the status of "other external", for the 4-year period set forth in the Company Bylaws starting on the effective date of this resolution.

## **7.2 Re-election of Mr Pedro Viñolas Serra as Company director**

Following the report by the Appointments and Remuneration Committee, it is agreed to re-elect Mr Pedro Viñolas Serra as Director of Inmobiliaria Colonial, SOCIMI, S.A., with the status of Executive Director, for the 4-year period set forth in the Company Bylaws starting on the effective date of this resolution.

## **7.3. Re-election of Mr Juan Carlos García Cañizares as Company Director**

Following the report by the Appointments and Remuneration Committee, it is agreed to re-elect Mr Juan Carlos García Cañizares as Director of Inmobiliaria Colonial, SOCIMI, S.A., with the status of Proprietary Director, for the 4-year period set forth in the Company Bylaws starting on the effective date of this resolution.

## **7.4. Re-election of Mr Javier López Casado as Company Director**

Following the report by the Appointments and Remuneration Committee, it is agreed to re-elect Mr Javier López Casado as Director of Inmobiliaria Colonial, SOCIMI, S.A., with the status of Proprietary Director, for the 4-year period set forth in the Company Bylaws starting on the effective date of this resolution.

## **7.5. Re-election of Mr Luis Maluquer Trepas as Company Director**

As proposed by the Appointments and Remuneration Committee, it is agreed to re-elect Mr Luis Maluquer Trepas as Director of Inmobiliaria Colonial, SOCIMI, S.A., with the status of Independent Director, for the 4-year period set forth in the Company Bylaws starting on the effective date of this resolution.

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

***Eight.- Amendments to the Directors' Remuneration Policy of Inmobiliaria Colonial, SOCIMI, S.A. regarding the maximum annual aggregate remuneration to be paid to all Directors for their role as such.***

The shareholders agree to: (i) amend the maximum annual aggregate remuneration to be paid to all Directors for their role as such stipulated in the Directors' Remuneration Policy of Inmobiliaria Colonial, SOCIMI, S.A. (the "**Company**") adopted by the General Meeting of Shareholders of 30 June 2021 (the "**Remuneration Policy**"), which will hereafter be 2.5 million euros (without prejudice to, as stipulated in the Remuneration Policy, this amount may be increased by 10 % for every new member joining the Board of Directors when this involves increasing the current number of Board members); and (ii) no longer apply the remuneration linked to the executive functions of the Chairman of the Board of Directors and to the Independent Lead Director.

In this regard, as reported to the market through the "other significant information" announcement (No. 14657), the Company's Board of Directors agreed that the Chairman of the Company's Board of Directors would cease his executive functions and continue as non-executive Chairman under the "other external" status, and the Independent Lead Director position would be eliminated. These resolutions were to come into force on 30 April 2022. In view of the above, as of 1 May 2022: (i) the remuneration paid to Mr Juan José Brugera Clavero is part of the annual aggregate remuneration to be paid to all Directors for their role as such, eliminating any other retributions he may have been

entitled to as Executive Director; and (ii) Mr Luis Maluquer Trepas no longer receives remuneration for his role as Independent Lead Director.

***Nine.- Vote, in an advisory capacity, on the Annual Report on Directors' Remuneration of Inmobiliaria Colonial, SOCIMI, S.A. for 2021.***

The shareholders resolve to approve, in an advisory capacity, the Annual Report on Directors' Remuneration of Inmobiliaria Colonial, SOCIMI, S.A. for 2021, which was made available to the shareholders when the General Meeting was called.

**V. Point relating to the delegation of powers**

***Ten.- 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.