

**INMOBILIARIA COLONIAL, SOCIMI, S.A.  
NOTICE OF ORDINARY 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 Ordinary General Meeting of Shareholders to be held at Palacio de Neptuno, Calle de Cervantes, 42, 28014 Madrid on 14 June 2023 at 11 a.m., on first call, and at the same time and in the same place the next day, 15 June 2023, on second call.

**The Ordinary General Meeting of Shareholders is expected to be held on second call, i.e. on 15 June 2023 at 11 a.m. In the event the foregoing schedule is altered, it shall be notified in due course.**

The General Meeting will be held according to the following

**AGENDA**

- I. Items relating to the annual financial statements, distribution of profit, corporate management, the reserves and the re-election of the auditor.**
  - First** Examination and approval of the individual and consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the year ended 31 December 2022.
    - 1.1.** Examination and approval of the individual annual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the year ended 31 December 2022.
    - 1.2.** Examination and approval of the consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the year ended 31 December 2022.
  - Second** Examination and approval of the proposed profit distribution for the year ended 31 December 2022. Distribution of dividends.
    - 2.1.** Examination and approval of the proposed distribution of profit for the year ended 31 December 2022.
    - 2.2.** Distribution of dividends.
  - Third** Examination and approval of the individual and consolidated management reports of Inmobiliaria Colonial, SOCIMI, S.A., and approval of the management of the business by the Board of Directors in the year ended 31 December 2022.
  - Fourth** Release of the restricted reserve for the sum of €169,439,017.50.
  - Fifth** Re-election of the auditor of Inmobiliaria Colonial, SOCIMI, S.A. and its consolidated group for the year ended 31 December 2024.
- II. Item relating to the authorisations of the Board of Directors**
  - Sixth** Authorisation to shorten the period established for calling extraordinary general meetings of shareholders of Inmobiliaria Colonial, SOCIMI, S.A., in accordance with Article 515 of the Spanish Limited Liability Companies Law.
- III. Items relating to the ratification, appointment and re-election of Directors**
  - Seventh** Establishment of the number of members of the Board of Directors.

- Eighth** Ratification, re-election and appointment of Directors.
- 8.1** Ratification and appointment of Ms Begoña Orgambide García as Director of the Company.
- 8.2** Re-election of Ms Silvia Mónica Alonso-Castrillo Allain as Director of the Company.
- 8.3** Re-election of Ms Ana Peralta Moreno as Director of the Company.
- 8.4** The prohibition on carrying out any activities that effectively compete with Inmobiliaria Colonial, SOCIMI, S.A. as provided in Article 230 of the Spanish Limited Liability Companies Law is hereby waived for any necessary purposes with respect to the Director Ms Ana Bolado Valle.
- 8.5** Re-election of Ms Ana Bolado Valle as Director of the Company.
- 8.6** Appointment of Ms Miriam González Amézqueta as Director of the Company.
- 8.7** Appointment of Mr Manuel Puig Rocha as Director of the Company.
- IV. Items relating to the Directors' remuneration**
- Ninth** Approval of the Remuneration Policy for the Directors of Inmobiliaria Colonial, SOCIMI, S.A. for 2024, 2025 and 2026.
- Tenth** Voting, in an advisory capacity, on the Annual Report on the Remuneration of Directors of Inmobiliaria Colonial, SOCIMI, S.A. for the year 2022.
- V. Point relating to the delegation of powers**
- Eleventh** Delegation of powers

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

Pursuant to Article 16 of the Company Bylaws and Article 519 of the consolidated Spanish Limited Liability Companies Law enacted by Royal Legislative Decree 1/2010 of 2 July (the “**Spanish Limited Liability Companies Law**”), any shareholders of the Company representing at least 3% of the share capital may request the publication of a supplement to the call of the Ordinary General Meeting of Shareholders to include one or more items on the agenda, provided that the new items are accompanied by their motives or, where appropriate, a reasoned motion. Such right shall be exercised by delivering a certified notice to the Company, which must be received at its registered office, at Paseo de la Castellana 52, 28046 Madrid, within five days from the publication of this call. The supplement to the call must be published at least 15 days before the date scheduled for the General Meeting.

Furthermore, shareholders representing at least 3% of the share capital may, within the same period and in the same way as specified in the preceding paragraph, submit reasoned motions on matters that have already been or should be included in the agenda for the General Meeting that has been called. Upon receipt, the Company shall ensure that all other shareholders are informed of the motions and any accompanying documentation, if any, by keeping them published at all times on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)).

## RIGHT TO INFORMATION

From the publication of this call until the fifth day before the General Meeting, the Company's shareholders may request any information or clarification they may deem necessary regarding the items on the agenda or submit in writing any questions they may deem relevant. During the General Meeting, shareholders of the Company attending the General Meeting of Shareholders in person may verbally request any information or clarification they may deem convenient regarding the items on the agenda. In addition, shareholders may ask the directors, either in writing and within the aforementioned time or verbally during the General Meeting, to provide any clarification they may deem necessary regarding the publicly available information provided by the Company to the Spanish Securities Market Commission since the last General Meeting and regarding the auditor's report. Without detriment to the above, the shareholders who attend the General Meeting online and intend to exercise this right should follow the instructions given under the heading "Rules for Online Attendance" herein.

Pursuant to the provisions of Articles 197, 272, 518, 520 and related provisions of the Spanish Limited Liability Companies Law, the Company's shareholders are entitled to examine and inspect the documents listed below at the registered office, located in Madrid, Paseo de la Castellana, 52, and on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)). Shareholders of the Company may also access and examine this documentation at the Company's offices in Avenida Diagonal 532, 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.

In addition, regarding the items on the agenda concerning the annual financial statements, the distribution of profit, the management of the company, the reserves and the re-election of auditors, the following is provided to shareholders:

- The individual annual financial statements (comprising the Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Annual Report) for 2022, along with the relevant management and auditor's reports.
- The consolidated financial statements (comprising the Consolidated Statement of Financial Position, 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 2022, along with the relevant management and auditor's reports.
- Annual corporate governance report for 2022.
- Audit and Control Committee report on the independence of the external auditor.

In connection with the items on the agenda regarding the ratification, appointment and re-election of the Directors, the following is made available to shareholders:

- Supporting report from the Board of Directors assessing the competence, experience and merits of the candidates proposed for ratification, appointment or re-election.
- Report from the Appointments and Remuneration Committee on the Directors proposed for ratification, appointment or re-election.

- Information on the Directors whose ratification, appointment or re-election is being put to the vote at the General Meeting of Shareholders.

In connection with the items on the agenda regarding the remuneration of Directors, the following is made available to shareholders:

- Directors' Remuneration Policy for 2024, 2025 and 2026.
- Report by the Appointments and Remuneration Committee on the motion to approve the Directors' Remuneration Policy for 2024, 2025 and 2026.
- Annual Report on the Directors' Remuneration for 2022.

In addition, the following is generally made available to shareholders:

- Report by the Audit and Control Committee on its operations.
- Report by the Appointments and Remuneration Committee on its operations.
- Communication channels between the Company and the shareholders.
- Model attendance, proxy and remote voting card.
- Methods and procedures to appoint a proxy at the General Meeting and to exercise the remote voting before the Meeting.
- Operating Rules for the Online Shareholders' Forum.
- Instructions to attend and vote at the General Meeting online.

In addition, and as provided in Article 529 *novodecies* of the Spanish Limited Liability Companies Law, shareholders may ask to be given or sent, free of charge, the reasoned proposal for the Remuneration Policy and the report of the Appointments and Remuneration Committee.

#### **RIGHT TO ATTEND AND VOTE**

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, if they hold, either individually or as a group, at least 500 shares, which must be registered in the shareholder register at least five (5) days before the date scheduled for the meeting. Such shareholders must furnish evidence of this by showing the relevant certificate of standing or an attendance, proxy and remote voting card issued by the Company or by any entities in charge of keeping the shareholder register. Without prejudice to the foregoing, shareholders attending the General Meeting online must follow the instructions provided in this call under the heading "Rules for Online Attendance".

## 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 a remote communication method specifically for this General Meeting, as provided in 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 to grant a proxy must be exercised as provided in the applicable regulations and the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)). 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.

Representation may be revoked at any time. Attendance or remote voting at the General Meeting by a shareholder who has granted a proxy shall revoke any proxy granted, regardless of its date.

The exercise of proxy rights may be proven by the proxy on the date of the General Meeting by physically presenting the attendance, proxy and remote voting card, duly completed and signed. Without prejudice to the foregoing, proxies attending the General Meeting online must follow the instructions provided for this purpose under the heading "Rules for Online Attendance" of this call.

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.

In accordance with Articles 523 and 526 of the Spanish Limited Liability Companies Law, you are hereby informed that the following are affected by a conflict of interest: (i) all members of the Board of Directors in relation to items three, nine and ten on the agenda; (ii) the Directors whose ratification, appointment or re-election is being proposed in relation to items 8.1 to 8.7 on the agenda; and (iii) any members of the Board of Directors falling under the cases set forth in Article 526.1 b) and c) of the Spanish Limited Liability Companies Law that may arise separately from the agenda. In connection with any of them, the proxy shall be deemed granted, if the principal has not given any specific voting instructions, to the Secretary of the General Meeting.

### MEANS FOR EXERCISING THE RIGHT TO GRANT A PROXY AND THE RIGHT TO VOTE REMOTELY BEFORE THE GENERAL MEETING

Prior to the General Meeting, shareholders may inform the Company of their intention to exercise their right to grant a proxy and cast their vote on the motions relating to the items on the agenda through the following means:

- a) By delivering in person the attendance, proxy and remote voting card received from the depository institutions or, as appropriate, the attendance, proxy and remote voting card form available on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), duly completed and signed in the "Proxy" section or, as appropriate, in the "Remote voting" section, at the Company's registered office at Paseo de la Castellana 52, 28046 Madrid, or at the Company's offices at

Avenida Diagonal 532, 08006 Barcelona, from 9 a.m. to 2 p.m., addressed to the Shareholder Relations Office (“Oficina de Atención al Accionista”).

- b) By sending by mail the attendance, proxy and remote voting card received from the depository institutions or, as appropriate, the attendance, proxy and remote voting card form available on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), duly completed and signed in the “Proxy” section or, as appropriate, in the “Remote voting” section, to the Company’s registered office at Paseo de la Castellana 52, 28046 Madrid, or the Company’s offices at Avenida Diagonal 532, 08006 Barcelona, addressed to the Shareholder Relations Office (“Oficina de Atención al Accionista”).
- c) By using the online proxy or remote voting platform made expressly available for this purpose on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), in accordance with the procedure specified therein, or by email ([accionistas@inmocolonial.com](mailto:accionistas@inmocolonial.com)).

Without prejudice to the foregoing, we recommend that any shareholders wishing to inform the Company before the General Meeting of their intention to exercise their right to grant a proxy and cast their vote remotely on the motions relating to the items on the agenda do so through the online proxy or remote voting platform made expressly available on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), or by email ([accionistas@inmocolonial.com](mailto:accionistas@inmocolonial.com)).

Any proxy or vote communicated by any of the means set forth in sections a), b) or c) above must be received by the Company, along with documentary proof, at least 24 hours prior to the time scheduled for the General Meeting on first call, that is, before 11 a.m. on 13 June 2023. This is without prejudice to the Chairman’s authority to admit any votes and proxies received after that time. 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 later expressly revoked by the same medium used for its issue and within the period of time established for same.
- b) If the voting shareholder attends the meeting in person.

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

#### **RULES FOR ONLINE ATTENDANCE**

General Meetings may only be attended online in accordance with these basic rules and, in relation to any matters not expressly provided for herein, in accordance with the instructions for attending and voting online at General Meetings published in the section on the 2023 General Meeting of Shareholders (“Online Attendance”) on the Company’s website ([www.inmocolonial.com](http://www.inmocolonial.com)) (the “Website”), the Laws, the Company Bylaws and the Company’s Regulations of the General Meeting:

- (i) *Prior identification and registration:* In order to guarantee the identity of attendees, the proper exercise of their rights and the interactivity and proper functioning of the meeting, shareholders and proxies wishing to attend the General Meeting online must register beforehand on the Website, from 11 a.m. on 9 June 2023 to 11.59 p.m. on 13 June 2023. After that time, no prior registration to exercise the right to attend online will be accepted. In such case, shareholders will be able to attend the General Meeting in person or inform the Company of their intention to exercise the right to grant a proxy or cast their vote before the General Meeting in accordance

with the instructions set forth in the sections titled “Means for exercising the right to grant a proxy and the right to vote remotely before the General Meeting”.

The aforementioned prior registration must be carried out by any of the following methods: (i) Electronic National Identity Document; or (ii) a recognised or advanced electronic signature based on a recognised and valid electronic certificate, issued by the Spanish Public Certification Entity (CERES), which is affiliated to the Spanish Royal Mint.

Notwithstanding the foregoing, in order for a proxy to attend the General Meeting virtually, their identity and proxy must be proved to the Company by submitting the duly completed attendance, proxy and remote voting card and a copy of their National ID Card, Foreigner’s Identity Card number or passport, by email to [accionistas@inmocolonial.com](mailto:accionistas@inmocolonial.com) or by sending it to the Company at its registered office (Paseo de la Castellana 52, 28046 Madrid) or at the Company's Barcelona office (Avenida Diagonal 532, 08006 Barcelona), addressed to the Shareholder Relations Office (Oficina de Atención al Accionista), at least 24 hours before the date scheduled for the General Meeting on first call, that is, before 11 a.m. on 13 June 2023.

The Company may enable additional means of identification that duly guarantee the identity of the shareholder. The Company reserves the right to request any additional means of identification from shareholders that it deems necessary to verify their status as shareholders and ensure the authenticity of the vote or proxy.

Once the shareholder or, as the case may be, their proxy, has registered in accordance with the indicated means and within the established term, they may attend and vote at the General Meeting online after remotely logging in on the day of the General Meeting.

From the end of the registration period until the opening of the connection to log into the General Meeting online, the Company will check the status as shareholder or proxy of those persons who are validly registered. In this regard, online attendance shall be subject to checking that the registered shareholder does indeed have their shares registered in the shareholder register five days before the General Meeting.

- (ii) *Logging in and attendance:* In order to ensure the proper management of the online attendance systems, the shareholder or proxy who has previously registered to attend the General Meeting online in accordance with section (i) above must log in via the Website, from 8.45 a.m. to 10.45 a.m. on 14 June 2023 (if the General Meeting is held on first call) or on 15 June 2023 (if, as expected, the Meeting is held on second call), and identify themselves using any of the methods set forth in section (i) above or as may be specified in the relevant instructions.

If the General Meeting is held on second call (as expected), those shareholders or proxies attending virtually who logged in on first call must log in again to attend the General Meeting online on second call, that is from 8.45 a.m. to 10.45 a.m. on 15 June 2023.

- (iii) *Participation:* Any shareholder or proxy attending online who wishes to participate, put forward motions or make requests for information or clarification as provided by law must submit them to the Company, in writing and in any case in accordance with the form, deadline, and conditions established on the Website, from the time of publication of this call until the fifth day before the date set for the General Meeting.

Anyone attending by electronic means who wants their participation to be recorded verbatim in the minutes of the General Meeting must expressly indicate this in the text of their request. Requests for information or clarification from shareholders attending electronically will be answered verbally during the General Meeting or in writing within seven days of the Meeting, under the Spanish Limited Liability Companies Law.

- (iv) *Voting:* Motions relating to the items on the agenda may be voted on from the moment the shareholder, or the proxy where applicable, logs in on the day of the General Meeting and until the Chairman, or the Secretary of the General Meeting if applicable, announces the end of the voting period for the motions relating to the items on the agenda. As for the motions on matters that, by law, need not appear on the agenda, online attendees may cast their votes from the moment these motions are read out for voting and until the Chairman or, as the case may be, the Secretary of the General Meeting, announces the end of the voting period for said motions. In relation to voting on the motions, the same voting procedure and rules provided in the Company Bylaws and in the Regulations of the General Meeting will apply. Voting on the motions will be carried out through the Website and in accordance with the corresponding voting form.
- (v) *Leaving the meeting:* Persons attending online who wish to expressly leave the General Meeting must do so by sending an online communication via the Website. Once their express wish to leave the meeting has been communicated, all subsequent actions will be deemed without effect.
- (vi) *Other matters:*

The Company will stream the General Meeting live on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)).

The Company may adapt, with the appropriate guarantees, the means to allow online attendance to the General Meeting to shareholders who do not reside in Spain, qualified investors, legal entities and other similar persons.

Online attendance by the shareholder to the General Meeting revokes the proxy given or remote vote cast before the General Meeting.

It is the sole responsibility of the shareholder or their proxy to safeguard the means of identification or the usernames/passwords, if any, required to access and use the online attendance service.

The Company will not be liable for any damages that may be caused to the shareholder or proxy derived from breakdowns, overloads, power failures, connection failures or any other similar event, beyond the control of the Company, which cause the temporary unavailability of its website, without prejudice to the adoption of the measures required in each situation, including the possible temporary suspension or extension of the General Meeting if this were necessary to guarantee the shareholders or their proxies the full exercise of their rights.



## **ONLINE SHAREHOLDERS' FORUM**

Pursuant to Article 11 of the Regulations of the General Meeting of Shareholders of the Company and Article 539.2 of the Spanish Limited Liability Companies Law, from the date of publication of this call and until the date scheduled for the Ordinary 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 both individual shareholders and any specific duly incorporated voluntary associations registered in the special Register made available for this purpose at the Spanish Securities Market Commission to enable them to communicate before the General Meeting. Any proposals that are intended for submission as a supplement to the agenda set forth in this call, requests for adherence to such proposals, 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.

The Forum is not a communications channel between the Company and its shareholders (and associations formed). It is solely established to facilitate communications between the Company's shareholders (and the voluntary associations formed) on account of the General Meeting.

## **PROTECTION OF PERSONAL DATA**

Under the applicable data protection legislation (mainly *Regulation (EU) 2016/679 of the European Parliament and of the Council 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 with whom 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 that 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.

In order to ensure the proper progress of the General Meeting of Shareholders, the Company shall collect all the data that may be necessary to register the shareholders and/or their proxies so that their identification and capacity to take part can be verified.

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.

The Company will thus refrain from disclosing the data collected to any third parties or from making any international transfers of such data unless it is required to do so pursuant to a legal requirement or a court request made in connection with legal proceedings.

Shareholders or their proxies have the right to access, rectify, delete and object to 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. In addition, shareholders can send the aforementioned notice to the email address [dpo@inmocolonial.com](mailto:dpo@inmocolonial.com).

If the data subjects consider that their data has been wrongfully processed or their rights have not been duly observed, they may file a claim with the Spanish Data Protection Agency ([www.aepd.es](http://www.aepd.es)).

The Company, in its capacity as data controller, has put in place all security measures required by law on its facilities, systems and files, ensuring the confidentiality of the relevant personal data, save where such data must be disclosed by law or pursuant to a court and/or a government order.

#### **NOTARISATION OF THE MINUTES OF THE GENERAL MEETING**

Minutes of the Ordinary General Meeting shall be notarised 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.

#### **GENERAL INFORMATION**

The Company reserves the right to make changes to this call when necessary or convenient in the light of any circumstances or legal changes that may arise. The Company will inform, on its website ([www.inmocolonial.com](http://www.inmocolonial.com)) or as may be convenient, of any applicable measures based on any resolutions or recommendations that may be issued by the relevant authorities.

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).

Madrid, 11 May 2023.

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Mr Juan José Brugera Clavero  
Chairman of the Board of Directors

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