

Pursuant to the provisions of Article 227 of Law 6/2023 of 17 March on Securities Markets and Investment Services, Inmobiliaria Colonial, SOCIMI, S.A. ("**Colonial**" or the "**Company**") reports the following

#### **OTHER RELEVANT INFORMATION**

The Board of Directors of Colonial has resolved to call an Extraordinary General Meeting of Shareholders of the Company, to be held at Palacio de Neptuno, Calle de Cervantes, 42, 28014 Madrid, on 11 June 2024 at 5:00 p.m. on first call, and at the same time and place on the following day, 12 June 2024, on second call. The General Meeting is expected to be held on second call.

Annexes I and II contain the call notice and the complete texts of the proposed resolutions drawn up by the Board of Directors of Colonial, respectively.

In Madrid, on 24 May 2024.

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Mr Juan José Brugera Clavero  
Chairman of the Board of Directors

**ANNEX I**  
**Notice of the call**

**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 of Shareholders to be held at Palacio de Neptuno, Calle de Cervantes, 42, 28014 Madrid, on 11 June 2024 at 5:00 p.m., on first call, and at the same time and in the same place the next day, 12 June 2024, on second call.

**The shareholders are notified that the Extraordinary General Meeting of Shareholders is expected to be held on second call on 12 June 2024 at 5:00 p.m. In the event the foregoing schedule is altered, it shall be notified in due course.**

Pursuant to the authorisation granted by the Ordinary General Meeting of Shareholders of 15 June 2023 under item six on the agenda, this Extraordinary General Meeting is convened in accordance with the deadlines set forth in Article 515 of the consolidated text of the Spanish Limited Liability Companies Law approved by Royal Legislative Decree 1/2010 of 2 July (the “**Limited Liability Companies Law**”).

The General Meeting will be held according to the following

**AGENDA**

**I. Item relating to the capital increase**

**First** Capital increase, with disapplication of pre-emptive rights, by means of cash and non-cash contributions, for a nominal amount of €219,322,625, through the issuance and circulation of 87,729,050 new ordinary shares with a par value of €2.50 per share, of the same class and series as the ones currently in circulation, for a consideration consisting of cash and a number of commercial and residential buildings belonging to Criteria Caixa, S.A.U. and certain wholly owned subsidiaries of Criteria Caixa, S.A.U., providing for the possibility of an incomplete subscription. Delegation of powers.

**II. Items relating to the appointment of Directors**

**Second** Establishment of the number of members of the Board of Directors. Provision of information to shareholders on the withdrawal by the Board of Directors of item six on the agenda of the Ordinary General Meeting of Shareholders convened and expected to be held on 13 June 2024 on second call.

**Third** Appointment of Directors.

**3.1.** Appointment of Ms Elena Salgado Méndez as Director of the Company.

**3.2.** Appointment of Mr Felipe Matías Caviedes as Director of the Company.

**III. Item relating to the delegation of powers**

**Fourth** Delegation of powers.

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

In accordance with Article 16 of the Company Bylaws and Article 519 of the Spanish Limited Liability Companies Law, shareholders representing at least 3% of the Company's share capital may submit reasoned motions on matters that have already been or should be included in the agenda for the General Meeting that has been called. 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. 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 keeping them published on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)).

Pursuant to Article 519.1 of the Spanish Limited Liability Companies Law, shareholders representing at least 3% of the Company's share capital may not request the publication of a supplement to the call for the General Meeting, including one or more items on the agenda, as it is an Extraordinary General Meeting.

**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 Extraordinary General Meeting of Shareholders in person may verbally request any information or clarification they may deem appropriate 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 prejudice to the foregoing, shareholders who attend the General Meeting online and intend to exercise this right must follow the instructions provided for this purpose under the heading "*Rules for Online Attendance*" of this call.

Pursuant to the provisions of Articles 197, 286, 287, 300, 308, 504, 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.

Furthermore, in relation to the item on the agenda relating to the capital increase:

- Report of the Board of Directors on the proposed capital increase by means of cash contributions and non-cash contributions consisting of a number of commercial and residential buildings belonging to Criteria Caixa, S.A.U. and certain wholly owned subsidiaries of Criteria Caixa, S.A.U.
- Report of the independent expert appointed by the Commercial Registry in relation to the capital increase by means of cash contributions and non-cash contributions consisting of a number of commercial and residential buildings belonging to Criteria Caixa, S.A.U. and certain wholly owned subsidiaries of Criteria Caixa, S.A.U. regarding the description and value of the non-cash contributions.
- Report of the independent expert appointed by the Commercial Registry in relation to the capital increase by means of cash contributions and non-cash contributions consisting of a number of commercial and residential buildings belonging to Criteria Caixa, S.A.U. and certain wholly owned subsidiaries of Criteria Caixa, S.A.U. in relation to the exclusion of shareholders' pre-emptive rights regarding the cash contributions.

In addition, in connection with the items on the agenda regarding the appointment of 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 appointment.
- Report from the Appointments and Remuneration Committee on the proposed appointments of Directors.
- Information on the Directors whose appointment is being put to the vote at the Extraordinary General Meeting of Shareholders.

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

- Communication channels between the Company and its shareholders to request information relating to the items on the agenda for the General Meeting.
- 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 for attending and voting at the General Meeting online.

In addition, and as provided in Articles 287, 300 and 308 of the Spanish Limited Liability Companies Law, shareholders may ask to be given or sent, free of charge, the motion for the capital increase by means of cash contributions and non-cash contributions, as well as the related expert report and report of the Board of Directors.

### **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, where such shareholders by themselves or as a group, hold at least 500 shares, which must be entered in the shareholder register five (5) 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, proxy and remote voting card issued by the Company or any entities responsible for keeping the shareholder register. Without prejudice to the foregoing, shareholders attending the General Meeting online must follow the instructions provided for this purpose under the heading “*Rules for Online Attendance*” of this call.

### **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 of representation shall be exercised in accordance with the provisions set forth in the applicable regulations and on 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. The attendance of the shareholder represented at the General Meeting, either personally or remotely, involves the revocation of any proxy, whatever the date thereof.

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, it is hereby stated that any members of the Board of Directors affected by any of the cases envisaged in sections b) and c) of Article 526.1 of the Spanish Limited Liability Companies Law that may arise outside the agenda are subject to a conflict of interests. 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 APPOINT 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 appoint 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 9:00 a.m. to 2:00 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 appoint 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 5:00 p.m. on 11 June 2024. This is without prejudice to the Chairman’s power 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 2024 Extraordinary General Meeting of Shareholders ("*Online Attendance*") on the Company's website ([www.inmocolonial.com](http://www.inmocolonial.com)) (the "**Website**"), the law, 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 appropriate exercise of their rights and the interactivity and suitable running of the meeting, shareholders and proxies wishing to attend the General Meeting online must register beforehand on the Website, from 5:00 p.m. on 6 June 2024 to 11:59 p.m. on 10 June 2024. 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 appoint a proxy or cast their vote before the General Meeting in accordance with the instructions set forth in the section titled "*Means for exercising the right to appoint a proxy and the right to vote remotely before the General Meeting*".

The aforementioned prior registration will be carried out by any of the following means: (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), under the auspices of the Royal Mint of Spain.

Notwithstanding the foregoing, in order for a proxy to attend the General Meeting online, their identity and the proxy must be proven to the Company by submitting the duly completed attendance, proxy and remote voting card and a copy of the proxy's 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 offices (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 5:00 p.m. on 10 June 2024.

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 shareholder or proxy status of those persons who are validly registered. In this regard, online attendance will be subject to checking that the registered shareholder has his/her 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, shareholders or proxies who have previously registered to attend the General Meeting



online in accordance with section (i) above must log in via the Website from 2:45 p.m. to 4:45 p.m. on 11 June 2024 (if the General Meeting is held on first call) or on 12 June 2024 (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.

In the event that the General Meeting is held on second call (as expected), online attendees who had previously logged in on first call must log in again to attend the General Meeting online on second call, that is from 2:45 p.m. to 4:45 p.m. on 12 June 2024.

- (iii) *Participation:* Any shareholder or proxy attending online who wishes to participate, put forward reasoned motions on matters included or to be included in the agenda for the General Meeting being called 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, deadlines and conditions established on the Website between the time of publication of this call and 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 online 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 broadcast 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 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 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 reasoned motions on matters included or to be included in the agenda set forth in this call, 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.

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 personal data protection regulations (mainly *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 *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 at which such shareholders have deposited their shares, through the agency legally authorised to keep the shareholder register, i.e. Iberclear, in connection with the General Meeting, as well as any other data that may arise as a result thereof. The sole purpose of such electronic file or processing is the management and administration of the relations between the Company and the shareholders (including, where appropriate, their proxies) in connection with the Extraordinary General Meeting of Shareholders of the Company.

In order to ensure the proper progress of the Extraordinary 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 Extraordinary General Meeting and for 6 years following their 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).

Any data subjects who believe that their data has been wrongfully processed or their rights have not been duly observed may file a claim before 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 as required by law or by a court and/or government order.

#### **NOTARISATION OF THE MEETING'S MINUTES**

Minutes of the Extraordinary 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**

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

- By 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 9:00 a.m. until 2:00 p.m.
- Email address: [accionistas@inmocolonial.com](mailto:accionistas@inmocolonial.com).

In Madrid, on 24 May 2024.

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Mr Juan José Brugera Clavero  
Chairman of the Board of Directors

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**ANNEX II**  
**Full texts of the motions**

**MOTIONS CONCERNING ITEMS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF INMOBILIARIA COLONIAL, SOCIMI S.A. TO BE HELD ON 11 JUNE 2024 ON FIRST CALL OR, AS EXPECTED, ON 12 JUNE 2024 ON SECOND CALL.**

**I. Item relating to the capital increase.**

***One. Capital increase, with disapplication of pre-emptive rights, by means of cash and non-cash contributions, for a nominal amount of €219,322,625, through the issue and circulation of 87,729,050 new ordinary shares with a par value of €2.50 per share, of the same class and series as the ones currently outstanding, for a consideration consisting of cash and a number of registered properties consisting of commercial and residential properties belonging to Criteria Caixa, S.A.U. and certain wholly owned subsidiaries of Criteria Caixa, S.A.U., providing for the possibility of an incomplete subscription. Delegation of powers.***

The Extraordinary General Meeting of Shareholders of Inmobiliaria Colonial, SOCIMI, S.A. (“**Colonial**” or the “**Company**”) resolves to increase the share capital by means of cash and non-cash contributions.

**1. Capital increase by means of cash and non-cash contributions**

The shareholders resolve to increase the share capital of Colonial by a nominal amount of €219,322,625 by issuing 87,729,050 new ordinary shares with a par value of €2.50 per share, of the same class and series as the shares currently outstanding (the “**Capital Increase**”). The consideration for the new Colonial shares to be issued under the Capital Increase is valued at a cash total of €622,473,000 in exchange of cash contributions, with disapplication of pre-emptive rights, for a cash amount of €350,000,000, and non-cash contributions consisting of the registered properties corresponding to the properties identified in Annex 2 of the Directors’ report on the Capital Increase, with an aggregate appraisal value at 31 December 2023 of €272,473,000 (the “**Properties**”).

The Capital Increase is solely for Criteria Caixa, S.A.U. (“**Criteria**”) and its fully owned subsidiaries that own the properties, namely Inmo Criteria Arrendamiento, S.L.U.; Inmo Criteria Arrendamiento II, S.L.U. and Inmo Criteria Patrimonio, S.L.U. (the “**Contributors**”).

**2. Description of the non-cash contributions and identification of the contributors**

The planned non-cash contributions consist of the conveyance of the Properties, with an aggregate appraisal value of €272,473,000 at 31 December 2023. As a result of this contribution, the Company becomes the full owner of the said Properties.

The Contributors of Properties are as follows, with the number of Colonial shares to be subscribed by each:

- **Criteria Caixa, S.A.U.**, a Spanish limited liability company with tax number (NIF) A-63379135 registered in the Palma de Mallorca Commercial Registry on sheet PM-82,742, volume 2,733, page number 82, will subscribe for:
  - 49,327,710 ordinary shares of Colonial at a unit issue price of €7.0954 (par value of €2.50 plus premium of €4.5954) as consideration for a cash contribution of €350,000,000 in total, with disapplication of pre-emptive rights; and

- 32,274 ordinary shares of Colonial at an issue price of €7.0954 per share (a par value of €2.50 plus a premium of €4.5954) as consideration for the contribution of the registered property corresponding to the “Milenio” residential Property located in Zaragoza, at Calle Alfonso V de Aragón, 1, as set out in Annex 2 of the Directors' report, with an appraisal value of €229,000 as at 31 December 2023.
- **Inmo Critería Arrendamiento, S.L.U.**, a Spanish limited liability company with tax number (NIF) B-63343214 registered in Barcelona Commercial Registry on sheet B-278,516, volume 36,079, page number 46, will subscribe for:
  - 5,525,972 ordinary shares of Colonial at an issue price of €7.0954 per share (a par value of €2.50 plus a premium of €4.5954) as consideration for the contribution of the registered properties consisting of the “Castellana” residential Property located in Madrid, at Paseo de la Castellana, 157, as set out in Annex 2 of the Directors' report, with an appraisal value of €39,209,000 as at 31 December 2023;
  - 2,410,011 ordinary shares of Colonial at an issue price of €7.0954 per share (a par value of €2.50 plus a premium of €4.5954) as consideration for the contribution of the registered properties consisting of the “Boadilla” residential Property located in Madrid, at Calle Menéndez Pidal, 7, as set out in Annex 2 of the Directors' report, with an appraisal value of €17,100,000 as at 31 December 2023; and
  - 8,766,240 ordinary shares of Colonial at an issue price of €7.0954 per share (a par value of €2.50 plus a premium of €4.5954) as consideration for the contribution of the registered properties corresponding to the “Milenio” residential Property located in Zaragoza, at Calle Alfonso V de Aragón, 1, as set out in Annex 2 of the Directors' report, with an appraisal value of €62,200,000 as at 31 December 2023.
- **Inmo Critería Arrendamiento, S.L.U.**, a Spanish limited liability company with tax number (NIF) B-63343230 registered in Barcelona Commercial Registry on sheet B-276,745, volume 36,088, page number 160, will subscribe for:
  - 2,674,830 ordinary shares of Colonial at a unit issue price of €7.0954 (par value of €2.50 plus premium of €4.5954) as consideration for the registered properties corresponding to the “Pacífico” residential Property located in Málaga, at Calle Pacífico, 23, as set out in Annex 2, with an appraised value of €18,979,000 as at 31 December 2023; and
  - 3,431,799 ordinary shares of Colonial at an issue price of €7.0954 per share (a par value of €2.50 plus a premium of €4.5954) as consideration for the contribution of the registered properties consisting of the “Euterpe” residential Properties located in Madrid, at Calle Euterpe, 5-9 and 11-15, as set out in Annex 2 of the Directors' report, with an appraisal value of €24,350,000 as at 31 December 2023.
- **Inmo Critería Patrimonio, S.L.U.**, a Spanish limited liability company with tax number (NIF) B-67300533 registered in Barcelona Commercial Registry on sheet B-526,657, volume 46,651, page number 35, will subscribe for:
  - 6,500,969 ordinary shares of Colonial at an issue price of €7.0954 per share (a par value of €2.50 plus a premium of €4.5954) as consideration for the contribution of the registered property corresponding to the “Visionary” commercial Property located in Madrid, at Calle Amaltea, 32, as set out in Annex 2 of the Directors' report, with an appraisal value of €46,127,000 as at 31 December 2023;
  - 4,526,733 ordinary shares of Colonial at an issue price of €7.0954 per share (a par value of €2.50 plus a premium of €4.5954) as consideration for the registered property corresponding

to the “Lull” commercial Property located in Barcelona at Calle Lull, 331, set out in Annex 2 of the Directors' report, with an appraisal value of €32,119,000 as at 31 December 2023; and

- 4,532,512 ordinary shares of Colonial at an issue price of €7.0954 per share (a par value of €2.50 plus a premium of €4.5954) as consideration for the registered properties corresponding to the “Gran Vía” commercial Property located in Madrid at Calle Gran Vía, 30, set out in Annex 2 of the Directors' report, with an appraisal value of 32,160,000 as at 31 December 2023.

### **3. Number and par value of the shares to be issued**

The shareholders resolve to issue 87,729,050 new ordinary shares of Colonial with a par value of €2.50 each. The nominal amount of the Capital Increase will therefore be €219,322,625.

### **4. Issue price of the new shares and total amount of the capital increase**

The new Colonial shares will be issued for a par value of €2.50 per share plus a premium of €4.5954 per share. The issue price of each share will therefore be €7.0954, and the effective amount of the Capital Increase to which this resolution relates will be €622,473,000.

The number of shares to be issued will be equal to the amount subscribed and paid up as a result of the Capital Increase, divided by the issue price. That is, 87,729,050 new shares.

### **5. Deadline for implementation**

The deadline for the Board of Directors to put into effect the capital increase resolution adopted and to establish its terms and conditions in relation to all matters not provided for in the resolution will be 15 business days from the date of adoption of the Capital Increase resolution by the Extraordinary General Meeting of Shareholders.

### **6. Guarantees adopted to ensure an effective Capital Increase**

Regarding the non-cash contributions, and given the nature of the Properties, no special guarantees have been put in place to give effect to the Capital Increase.

### **7. Subscription and payment of the new shares**

The new Colonial shares will be subscribed for by the Contributors, and the shares' par value and share premium will be fully paid up on execution of the Capital Increase deed by means of the cash and non-cash contributions described in this resolution.

### **8. Pre-emptive rights**

Since the consideration for the Capital Increase consists partly of non-cash contributions, the Company's shareholders will have no pre-emptive rights over the shares of Colonial to be issued under the Capital Increase to which this resolution relates.

In addition, as it is deemed to be in the Company's interest, it is resolved to disapply the pre-emptive rights in relation to the cash contributions in accordance with the report of the Board of Directors such that all the shares issued pursuant to this resolution are solely for the Contributors.



## **9. Incomplete subscription**

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

## **10. Rights attached to the new shares**

The new Colonial shares will entitle the Contributors to the same voting and dividend rights as the currently outstanding shares of the Company from the date on which they are registered in their name in the relevant accounting records.

## **11. Representation of the new shares**

The new Colonial shares will be represented by book entries, and the accounting records will 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 is expressly granted the power to redraft Article 5 of the Company Bylaws on the share capital, based on the final number of new Colonial shares that are effectively subscribed and paid up.

## **13. Admission to trading of new shares**

It is resolved to apply for 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 giving effect to this resolution, and for those shares to be included in the Spanish Stock Market Interconnection System (SIBE).

It is expressly stated that, if a request is subsequently made for the Company's shares to be delisted, this shall be done 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 are 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 CEO, the Corporate General Manager and the Secretary and Vice Secretary to the Board, so that any of them, interchangeably and with a single signature, may take any necessary or advisable actions to carry out this resolution, in particular and without limitation:

- Extend and further develop this resolution, setting the terms and conditions of the issue in relation to all matters not envisaged herein, in particular but without limitation, setting the date of implementation of the Capital Increase at any time within 15 business days from the date of adoption of this resolution.
- Redraft Article 5 of the Company Bylaws on share capital, based on the final number of new Colonial shares that are actually subscribed and paid up, and to adopt all the resolutions that may be legally required, as well as to take any actions that may be necessary or appropriate to

formalise this resolution, including any action or procedure before the Commercial Registry that may be necessary to register the amended article.

- If necessary, prepare, sign and submit, as appropriate, to the Spanish Securities Market Commission (the "CNMV") and/or such other supervisory authorities as may be appropriate, in relation to the issue and admission to trading of the new shares issued by Colonial, (i) any prospectuses and supplements thereto as may be necessary, 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 and in Law 6/2023, on 17 March, on the Securities Market Law and Investment Services and in their corresponding implementing provisions.
- Declare the Capital Increase as subscribed and paid up, even if not all the new shares are subscribed entailing an incomplete subscription, with the possibility of the Capital Increase being concluded with the amount of the subscriptions effectively made, with express authorisation to change the contribution and, therefore, the number of new Colonial shares to be transferred by way of consideration. All this within the nominal amount of the Capital Increase agreed by the Extraordinary General Meeting of Shareholders in this resolution.
- Take any action on behalf of the Company, or make on its behalf any statements or arrangements with the CNMV, Iberclear, stock exchange management companies and any other Spanish or foreign public or private body, entity or registry as may be required for the purposes of authorisation, verification and subsequent performance of the Capital Increase 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 performance of this resolution, and their inclusion in the Spanish Stock Market Interconnection System (SIBE).
- Carry out on behalf of the Company any action or procedure, or make any statement, before the Land Registry as may be required in order to register the properties in the Company's name once the Capital Increase has been carried out, and rectify, clarify, interpret, specify or supplement this resolution, in particular any defects, errors or omissions of substance or form that may be noted in the Commercial Registry's verbal or written assessment preventing the registration of the registered properties in the Company's name in the relevant Land Registries.
- Negotiate and sign, as the case may be, in the terms that it may deem most appropriate, any contracts that may be necessary or advisable to carry out the Capital Increase.
- Request the admission to trading of the new shares on the Madrid and Barcelona Stock Exchanges and/or on any other markets on which the Company's shares are listed at the time of execution of this resolution, as well as their inclusion in the Spanish Stock Market Interconnection System (SIBE).
- Adopt or reject the application, where appropriate, of the special tax regimes established by the regulations for this type of transaction.
- Execute on behalf of the Company such public or private documents as may be necessary or appropriate to issue the new shares to which this resolution relates and to admit them to trading and, in general, perform such actions as may be necessary or appropriate to ensure the effectiveness of the Capital Increase and the full implementation of this resolution; and rectify, clarify, interpret, specify or supplement the resolutions adopted by the Extraordinary General Meeting of Shareholders, in particular such defects, errors or omissions of substance or form noted in the Commercial Registry's oral or written assessment that may prevent the registration

of the resolutions and their consequences at the Commercial Registry, the official registries of the CNMV or any other registries.

## **II. Items relating to the appointment of Directors.**

### ***Two. Establishment of the number of members of the Board of Directors. Provision of information to shareholders on the withdrawal by the Board of Directors of item six on the agenda of the Ordinary General Meeting of Shareholders called and expected to be held on 13 June 2024 on second call.***

It is resolved to set the number of members of the Board of Directors of Inmobiliaria Colonial, SOCIMI, S.A. at 14 members, within the minimum and maximum number established in the Company Bylaws.

In its meeting of 24 May 2024, the Board of Directors resolved to withdraw item six from the agenda ("*Establishment of the number of members of the Board of Directors*") of the Ordinary General Meeting of Shareholders called for 9 May 2024, and which is expected to be held on 13 June 2024 on second call. The withdrawal of said item is due to the fact that, on 16 May 2024, after the calling of said Ordinary General Meeting, the Company and Criteria Caixa, S.A.U. ("**Criteria**") reached an agreement whereby Criteria (and certain companies in its group) undertook to subscribe and pay for new Colonial shares, to be issued through a capital increase by means of cash and non-cash contributions, as referred to in the first item on the agenda of this Extraordinary General Meeting. Once the capital increase has been implemented, Criteria would, either directly or indirectly, own a 17% stake in the share capital of Colonial. As a result of the increase in Criteria's stake in Colonial's share capital, the appointment of two proprietary Directors is submitted to the approval of the shareholders of Colonial, at the proposal of Criteria under items 3.1 and 3.2 below of the agenda of this Extraordinary General Meeting of Shareholders. Therefore, an unexpected event has compelled the Board of Directors of the Company to withdraw item six from the agenda of the Ordinary General Meeting of Shareholders, relating to the establishment of the number of members of the Board of Directors, and the motion related to the establishment of the number of Board members at 12. Consequently, an item relating to the establishment of the number of members of the Board of Directors at 14 is added to the agenda of the Extraordinary General Meeting, in accordance with the resolution proposal herein.

### ***Three.- Appointment of Directors.***

#### **3.1. Appointment of Ms Elena Salgado Méndez as Director of the Company.**

The shareholders resolve to appoint, following a supporting report by the Appointments and Remuneration Committee, Ms Elena Salgado Méndez as a proprietary Director of Inmobiliaria Colonial, SOCIMI, S.A. for the four-year term set forth in the Company Bylaws, starting on the effective date of this resolution.

The appointment will become effective from the date of registration of the capital increase by means of cash and non-cash contributions being submitted to the approval of the General Meeting under item one of the agenda.

#### **3.2. Appointment of Mr Felipe Matías Caviedes as Director of the Company.**

The shareholders resolve to appoint, following a supporting report by the Appointments and Remuneration Committee, Mr Felipe Matías Caviedes as a proprietary Director of Inmobiliaria Colonial, SOCIMI, S.A. for the four-year term set forth in the Company Bylaws, starting on the effective date of adoption of this resolution.

The appointment will become effective from the date of registration of the capital increase by means of cash and non-cash contributions being submitted to the approval of the General Meeting under item one of the agenda.

**III. Item relating to the delegation of powers**

***Four. 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 Extraordinary General Meeting, 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 Extraordinary General Meeting as may be required.

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