

**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.

\* \* \* \*