

**REPORT OF THE AUDIT AND CONTROL COMMITTEE OF INMOBILIARIA COLONIAL, SOCIMI, S.A.
ON RELATED-PARTY TRANSACTIONS CARRIED OUT IN 2023**

1. INTRODUCTION

This report has been drawn up by the Audit and Control Committee of Inmobiliaria Colonial, SOCIMI, S.A. (the “**Company**” and, together with its subsidiaries, the “**Group**”) in relation to the related-party transactions carried out by the Company in 2023.

Recommendation No. 6 of the Code of Good Governance for Listed Companies published by the Spanish Securities Market Commission (CNMV) advises listed companies to draw up a number of reports and publish them on their corporate website sufficiently in advance of the next Ordinary General Meeting of Shareholders. Of these, Recommendation No. 6 mentions an Audit Committee report on related-party transactions.

2. APPLICABLE REGULATIONS

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**”), defines related-party transactions as “*transactions carried out by the company or its subsidiaries with directors, shareholders holding at least 10% of the company’s voting rights or with representation on the Board of Directors, or with any other persons that should be considered related parties under International Accounting Standards adopted in accordance with Regulation (EC) 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards.*”

In accordance with the Limited Liability Companies Law, responsibility for approving related-party transactions for an amount or value of 10% or more of the total asset entries in the most recent annual balance sheet approved by the Company shall lie with the General Meeting of Shareholders. Responsibility for approving all other related-party transactions lies with the Board of Directors, which may delegate it in certain cases. In addition, related-party transactions may only be approved by the General Meeting of Shareholders or the Board of Directors following a report by the Audit and Control Committee.

In accordance with the Spanish Limited Liability Companies Law, the Regulations of the Board of Directors of the Company regulate the procedure and bodies with responsibility for approving related-party transactions, establishing that the approval of the Board of Directors will not be required when the related-party transaction in question simultaneously meets all three of the following requirements: (i) it is carried out pursuant to contracts with standard terms that are applied to many customers en masse; (ii) it is carried out at prices or rates established generally by the supplier or provider of the good or service in question; and (iii) its amount is no higher than 0.5% of the Company’s net turnover.

3. RELATED-PARTY TRANSACTIONS CARRIED OUT BY THE COMPANY IN 2023

In 2023, the Audit and Control Committee of the Company examined and gave a favourable opinion on all related-party transactions requiring approval by the Board of Directors of the Company, and there were no related-party transactions that, due to their value or amount, had to be approved by the General Meeting of Shareholders.

A breakdown of the related-party transactions carried out by the Company in 2023, which were approved by its Board of Directors following a report from the Audit and Control Committee, is set out below.

Related party	Nature	Competent body	Description	Amount (thousands of €)
Société Foncière Lyonnaise	Contractual	Board of Directors	The Company entered into a framework agreement with SFL, a company in which it has a stake of 98.33%, governing the possibility of structuring intra-group loans with a maturity of up to 1 year, always at market interest rates and at a market price.	600,000
Mr Juan José Brugera Clavero	Contractual	Board of Directors	<p>The Company exchanged shares in SFL belonging to Mr Juan José Brugera Clavero for shares in the Company and cash, under the same terms as those agreed in connection with the Company's takeover bid of SFL shares in 2021 (the "Takeover Bid").</p> <p>The shares that were exchanged were those that could not be included in the takeover bid due to the restrictions contained in French regulations regarding the obligation to hold shares received under a share option plan for a certain amount of time.</p>	1,070

4. APPROVAL OF THIS REPORT

This report was drawn up and approved by the Company's Audit and Control Committee at its meeting on 29 February 2024.

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