

MOTIONS CONCERNING ITEMS ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF INMOBILIARIA COLONIAL, SOCIMI S.A. TO BE HELD ON 12 JUNE 2024 ON FIRST CALL OR, AS EXPECTED, ON 13 JUNE 2024 ON SECOND CALL.

- I. Items relating to the annual financial statements, distribution of profit, corporate management and the appointment of the auditor.**

One.- Examination and approval of the individual and consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2023.

- 1.1. Examination and approval of the individual annual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the year ended 31 December 2023.**

The shareholders resolve to approve the individual annual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the year ended 31 December 2023, comprising the Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and the Notes to the financial statements for the reported year.

- 1.2. Examination and approval of the consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the year ended 31 December 2023.**

The shareholders resolve to approve the consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. and its subsidiaries for the year ended 31 December 2023, including the Consolidated Statement of Financial Position, the Statement of Income, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows, and the Consolidated Notes to the financial statements for the reported year.

Two. Examination and approval of the proposed distribution of profit for the year ended 31 December 2023. Distribution of dividends.

- 2.1. Examination and approval of the proposed distribution of profit for the year ended 31 December 2023.**

In view of the individual financial statements of Inmobiliaria Colonial, SOCIMI, S.A., which indicate a profit of € 212,865,308.49 for the year ended 31 December 2023, the shareholders resolve to distribute the profit from the year as follows:

- 21,286,530.85 euros to the legal reserve.
- 47,987,272.07 euros to the voluntary reserve.
- 143,591,505.57 euros to dividends.

- 2.2. Distribution of dividends.**

It is resolved to distribute a dividend of € 0.27 per share. The total amount of the dividend and, therefore, the amount of the reserves earmarked for its payment, will be determined by the Board of Directors prior to its distribution on the basis of the treasury shares held by Inmobiliaria Colonial, SOCIMI, S.A.

Three.- Examination and approval of the individual and consolidated management reports of Inmobiliaria Colonial, SOCIMI, S.A. and approval of the business management led by the Board of Directors in the fiscal year ended 31 December 2023.

The shareholders resolve to approve the individual and consolidated management reports of Inmobiliaria Colonial, SOCIMI, S.A. (the “**Company**”) for the year ended 31 December 2023.

It is also resolved to approve the business management led by the Company’s Board of Directors, as well as the performance of the Chairman and the CEO in the year ended 31 December 2023, in view of the Company’s individual and consolidated management reports that have been made available to the shareholders.

Four.- Appointment of the auditor of Inmobiliaria Colonial, SOCIMI, S.A. and its consolidated group for the years ended 31 December 2025, 2026 and 2027.

Following the expiry of the appointment of the current auditor of the Company's accounts, which will take place once the annual accounts for the year ended 31 December 2024 have been audited, it is resolved to appoint, at the proposal of the Audit and Control Committee, Deloitte, S.L. as auditor of the individual and consolidated annual accounts of the Company for a period of three years, including the annual accounts for the years ended 31 December 2025, 2026 and 2027.

It is noted that Deloitte, S.L. has its registered office in Madrid, Plaza Pablo Ruiz Picasso 1, Torre Picasso, its tax identification number B-79104469 and is registered in the Madrid Company Register, Volume 13,650, Section 8, Folio 188, Page M-54,414 and inscription 96 and with number S0692 in the Official Register of Financial Auditors (ROAC).

II. Item relating to the authorisations of the Board of Directors

Five.- Authorisation to shorten the period established for calling extraordinary general meetings of shareholders of the Company in accordance with Article 515 of the Spanish Limited Liability Companies Law.

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

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

III. Items relating to the ratification, appointment and re-election of Directors

Six. Establishment of the number of members of the Board of Directors.

It is resolved to set the number of members of the Board of Directors of Inmobiliaria Colonial, SOCIMI, S.A. at 12 members, within the minimum and maximum number established in the Company Bylaws.

Seven.- Ratification, appointment and re-election of Directors.

7.1. Ratification and appointment of Mr Giuliano Rotondo as Director of the Company.

The shareholders resolve to ratify and appoint, following a supporting report by the Appointments and Remuneration Committee, Mr Giuliano Rotondo 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.

7.2. Re-election of Sheikh Ali Jassim M. J. Al-Thani as Director of the Company.

Following the supporting report by the Appointments and Remuneration Committee, it is agreed to re-elect Sheikh Ali Jassim M. J. Al-Thani 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.

7.3. Re-election of Mr Carlos Fernández González as Director of the Company.

The shareholders resolve to re-elect, following a supporting report by the Appointments and Remuneration Committee, Mr Carlos Fernández González as 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.

IV. Items concerning Directors' remuneration

Eight.- Approval of a long-term incentive plan (LTIP) consisting of the award of shares in the Company.

Following the proposal by the Appointments and Remuneration Committee of Inmobiliaria Colonial, SOCIMI, S.A. (hereinafter, "**Colonial**" or the "**Company**", or jointly with its other Group companies, the "**Group**"), a new long-term incentive plan is approved consisting of awarding Colonial's shares to key employees in the Group, including the Company's CEO (the "**Plan**"). The main terms and conditions of the Plan are as follows:

1. **Description:** The Plan consists of the delivery of shares in the Company to Beneficiaries (as defined below) as long-term variable remuneration, subject to meeting specific multi-year targets.
2. **Beneficiaries:** The Plan's beneficiaries are the Company's CEO and any other officers or employees in the Group determined by Colonial's Board of Directors (the "**Beneficiaries**"). In any event, the Beneficiaries are required to sign and agree to the terms of the Plan to be eligible.
3. **Term:** The Plan will have a duration of five years, divided into three overlapping and independent three-year cycles (i.e. with the shares for each cycle being delivered three years after the start of each cycle). In particular:
 - The first cycle under the Plan will be the three-year period running from 2024 to 2026 (inclusive), and the target measurement period for this first cycle will be from 1 January 2024 to 31 December 2026.
 - The second cycle under the Plan will be the three-year period running from 2025 to 2027 (inclusive), and the target measurement period for this second cycle will be from 1 January 2025 to 31 December 2027.

- The third cycle under the Plan will be the three-year period running from 2026 to 2028 (inclusive), and the target measurement period for this third cycle will be from 1 January 2026 to 31 December 2028.
4. Maximum number of shares to be awarded: The maximum number of shares that may be awarded under the Plan is 4,452,930 common shares in the Company, accounting for approximately 0.83% of the share capital on the date of this resolution, of which a maximum 1,492,979 shares will be reserved for Colonial's CEO.

The maximum amount of shares to be delivered to Colonial's CEO for the first cycle (2024-2026) in the Plan is 454,759 shares. The Board of Directors shall decide, following the Appointments and Remuneration Committee's proposal, on the maximum amount of shares to be delivered to Colonial's CEO for the second (2025-2027) and third (2026-2028) cycles of the Plan. The total number delivered in these two cycles shall not exceed 1,038,220 shares in the Company.

In addition, the Board of Directors shall decide, following the Appointments and Remuneration Committee's proposal, on the maximum amount of shares to be delivered in each cycle to the Group's officers and employees who are Beneficiaries in each cycle of the Plan. However, this amount, together with the shares received by the Company's CEO, shall not exceed the maximum number of shares allocated to the Plan 4,452,930 shares.

The maximum amount of shares to which each Beneficiary in each cycle of the Plan will be entitled to based on the metrics and parameters that may be established will be an amount equal to 150% of the target amount for each of them if 100% of the targets set for each cycle of the Plan is reached.

The number of shares corresponding to each beneficiary of the Plan in each of its cycles in accordance with the provisions of this agreement will be increased by a number of shares equivalent to the amount of dividends per share distributed by Colonial to its shareholders during each cycle based on the number of shares assigned to the Beneficiary in the cycle. For these purposes, the weighted average of Colonial's share price on the dividend payment dates in each of the years of the cycle will be taken as the reference value of the share.

5. Requirements and conditions for the settlement of each cycle: The exact number of shares in Colonial to be delivered –within the established maximum– to the Beneficiaries at the end of each cycle will be subject to the fulfilment of certain metrics linked to shareholder value creation targets, financial targets and non-financial targets.

The long-term incentive for the first cycle (2024-2026) of the Plan will be determined based on the metrics listed in the following section. The metrics applied to determine the long-term incentive for the second cycle (2025-2027) and the third cycle (2026-2028) will be set by the Company's Board of Directors in line with the Appointments and Remuneration Committee's proposal.

After the end of the target measurement period, the Board of Directors will establish the payment levels, at the Appointments and Remuneration Committee's proposal, based on the degree of fulfilment of the targets, and it may adjust the payment level to ensure a fair and balanced outcome in view of the Company's overall profit or loss and taking any associated risks into account. In relation to this, any positive or negative economic effects arising from extraordinary events that may distort the results of the assessment may be ignored when proposing the quantitative target achievement level. The results can be assessed, and the payment according to certain metrics can be established, based on data provided by external consultants.

In any case, in the event of changes to the amount of shares in Colonial or the execution of a Company operation, such as a merger, consolidation or spin-off, the maximum number of shares to be delivered will be modified, if appropriate, in order to maintain equal benefits under the Plan.

On the other hand, the Board of Directors, following the Appointments and Remuneration Committee's proposal, may propose to fully or partially apply the *malus* and/or *clawback* clauses on the shares to be delivered to the Beneficiaries in certain cases.

6. Applicable metrics to determine the long-term incentive for the first cycle (2024-2026) of the Plan

Category	Weight	Metric
<i>Targets for shareholder value creation</i>	35%	TSR ¹ (absolute)
	15%	TSR (relative)
	20%	Cumulative earnings per share in 2024, 2025 and 2026
<i>Financial targets</i>	10%	NTA ² (absolute) / share as of 31 December 2026 + sum of dividends per share 2024-2026
	10%	(Relative) Total return on NTA
<i>ESG targets</i>	10%	Fulfilment of the decarbonisation strategy

The TSR is the metric used to calculate the medium- and long-term generation of value at Colonial by measuring the return on investment for shareholders. The (absolute) TSR is defined, for the purposes of the Plan and for each cycle, as the result (expressed as a percentage) of dividing the final value of a hypothetical investment in Colonial shares (with the dividends being reinvested from time to time) by the initial value of that same hypothetical investment.

Establishing whether the (relative) TSR target has been met and calculating the exact number of shares to be delivered under this heading will first involve measuring the performance of the TSR of Colonial shares during the term of each cycle relative to the TSR of an index (the “**Index**”) composed of seven comparable Spanish and foreign companies in the industry: Icade, Merlin, Gecina, Covivio, Vitura, Arima and Société Tour Eiffel.

In order to establish the result of the Index, a weighted value will be given to each company based on its market capitalisation. For this purpose, the Board of Directors will assign a weighted value to each company in the Index and establish the parameters for its calculation, with the ability to replace the companies in the Index if this is warranted by the circumstances.

Under the Plan, the preliminary number of shares to be delivered linked to the fulfilment of this target of (relative) total return will range between 50% of the theoretical number of allocated shares if the performance of Colonial's TSR is equal to 85% of the TSR Index, 100% if Colonial's TSR is equal to the TSR Index, and 200% if Colonial's TSR is equal to 125% of the TSR Index or greater. For intermediate values, the preliminary number of shares to be delivered will be calculated by linear interpolation. No shares linked to the achievement of this target will be delivered if Colonial's TSR is equal to less than 85% of the TSR Index.

To determine the level of achievement of the targets for cumulative earnings per share in 2024, 2025 and 2026, (absolute) NTA / share as at 31 December 2026 plus the dividends per share 2024-2026, (relative) total return on NTA and compliance with the decarbonisation strategy, and calculate the exact number of shares to be delivered for these items, the Board of Directors will establish an achievement scale for each target, at the Appointments and Remuneration Committee's proposal, at the start of each cycle. This will include: (i) a minimum threshold below

¹: Total Shareholder Return.

²: Net Tangible Assets.

which no incentive is paid and whose achievement will result in the delivery of 50% of the theoretical number of allocated shares; (ii) a target level that will result in the delivery of 100% of the theoretical number of allocated shares; and (iii) a maximum level that will entail the delivery of 150% of the theoretical number of allocated shares. For the TSR (absolute) target, the scale will be as indicated, except that the maximum payout level will be 200%. In any case, the overall maximum payout level shall be 150%.

For the second (2025-2027) and third (2026-2028) cycles of the Plan, whose measurement periods start on 1 January 2025 and 1 January 2026 respectively, the Board of Directors will establish eligibility, the criteria for establishing the exact number of shares to be granted, the metrics, the weighted value given to each one, and the achievement scales based on the strategic priorities prevailing at any given time, within the limits stipulated in the Directors' Remuneration Policy in force. In any case, the annual report on Directors' remuneration will contain information on any changes that may have been made in the second (2025-2027) and/or third (2026-2028) cycles of the Plan with respect to the conditions described above in relation to the first cycle (2024-2026).

7. Share delivery date: the Company's shares for each cycle in the Plan will be delivered during the year following the end of the year in question once the annual financial statements for the last year of each cycle have been prepared and audited. In particular:
- Shares for the first cycle (2024-2026) will be delivered in 2027 once the 2026 annual financial statements have been prepared and audited.
 - Shares for the second cycle (2025-2027) will be delivered in 2028 once the 2027 annual financial statements have been prepared and audited.
 - Shares for the third cycle (2026-2028) will be delivered in 2029 once the 2028 annual financial statements have been prepared and audited.

The specific date of delivery of the shares will be determined by the Board of Directors or by the person delegated by the Board of Directors to do so. In any event, it is agreed to grant powers to the Board of Directors to decide, when justified, to not execute, to cancel, to settle early or to invalidate all or part of the Plan or its cycles, if appropriate under the circumstances.

Nevertheless, in the event that, under the applicable regulations, a takeover bid were made for Colonial and the positive result thereof entailed a change of control in the Company, the Plan would be settled early for all Beneficiaries who have ended their relationship with Colonial for any reason within the six months following the settlement of the takeover bid, thus delivering the maximum amount of shares allocated to them in each of the active cycles of the Plan.

On the other hand, if during the term of the Plan, Colonial's CEO was to be removed without just cause, the General Meeting denied the extension of their office or their functions were substantially modified (including the loss of their status as CEO), he would be entitled to an early settlement of the Plan, receiving the target amount of shares they are entitled to for each active cycle as a Beneficiary of the Plan and on a pro-rata basis according to the number of days since the start of the relevant cycle and the effective date of their removal, non-extension of their office or substantial modification of their functions.

Beneficiaries will lose their right to the delivery of shares in the event of justified dismissal, except for objective causes, termination of their contract for cause, or resignation on their own initiative, and in case of breach of contract in respect of confidentiality, non-solicitation of services, or competition. In these cases, the Beneficiaries will also lose any rights to shares that have been granted.

8. Delegation of powers: Without prejudice to the delegation of specific powers set forth in the preceding paragraphs, it is resolved to grant the Board of Directors powers, as broad as required by law, to carry out, clarify, and interpret the conditions of the Plan, and to establish, specify, and develop, as necessary, its terms and conditions. These powers specifically include but are not limited to the following:
- To develop and establish the specific conditions of the Plan and each of its cycles in all matters not provided for in this resolution. This includes but is not limited to determining the Beneficiaries for each cycle and the distribution of the shares to be delivered to them under the Plan.
 - To agree, in a substantiated manner, to not execute, to cancel, settle early or invalidate all or part of the Plan or any of its cycles, and to exclude certain Beneficiaries when appropriate under the circumstances, without prejudice to the authority of the Board of Directors to propose a new long-term incentive plan for approval of the General Meeting.
 - To adapt the content of the Plan to the circumstances existing at any given time, taking into account any significant internal and external changes that could affect the Company and, among others, the expansion of the scope of consolidation or changes arising from any regulatory or macroeconomic issues that may occur, as well as any corporate transactions that are carried out during its term, under the terms and conditions deemed necessary or desirable at any given time to maintain the equivalence and purpose of the Plan.
 - To approve the implementing regulations for the Plan containing its terms and conditions within the framework of the terms and conditions set forth in this resolution.
 - To the extent required or appropriate given the legal regime applicable to some of the Beneficiaries, or if required or desirable for legal, tax, regulatory, operational, or other similar reasons (e.g. excluding the trading of the Company's shares from the Spanish Stock Exchange), to adapt the aforementioned basic general or particular conditions, including but not limited to the possibility of adapting the mechanisms for delivery of the shares, without modifying the maximum number of shares under the Plan, and to decide on and execute the full or partial liquidation of the Plan in cash.
 - To determine the necessary comparison groups for the purpose of determining the (relative) TSR and any modification thereof, including the weighting of each company in the established comparison group and the parameters for its calculation, when appropriate given the circumstances.
 - To issue a resolution, at the proposal of the Appointments and Remuneration Committee, regarding the number of shares to be delivered to each Beneficiary. In this regard, the Board of Directors will determine the way in which the Beneficiaries will be charged for advance tax payments or any applicable withholding tax. In any event, the Board of Directors may resolve to deliver the shares net of taxes, i.e., to reduce the number of shares to be delivered to each Beneficiary by an amount equivalent to the withholding tax or advance tax payment applicable to the Beneficiary under the current laws.
 - To establish the rules that will apply in the event that any Beneficiary becomes deceased, is declared to be legally incapacitated, or terminates their relationship with Colonial or the Group during the term of the Plan.
 - To acquire the Company's own shares within the limits and under the terms established by law in order to guarantee the execution of the Plan, if applicable, or to carry out any actions required to ensure that the commitments made under the Plan are fulfilled.

- To take any actions, adopt any resolutions, and execute any documents required or desirable for the validity, effectiveness, implementation, development, execution, liquidation, and completion of the Plan and of the previously adopted resolutions.
9. Delegation of powers with the authority to substitute: Notwithstanding the specific delegation of powers set forth in the preceding sections, it is resolved to empower the Board of Directors to the fullest extent required by law and with express powers of substitution in the CEO, the Chair of the Appointments and Remuneration Committee, and the Secretary and Deputy Secretary of the Board of Directors, provided they are not affected as Beneficiaries, so that any of them may, jointly and severally and interchangeably, implement the cycles of the Plan, settle the Plan, and establish, specify, and develop its terms and conditions, as required or desired for these purposes. These powers specifically include but are not limited to the following:
- To carry out any legal transactions that may be appropriate and to sign and execute any publicly recorded documents or private documents that may be required for the delivery of shares to the Beneficiaries.
 - To prepare and deliver the letters of acceptance to the Beneficiaries with the conditions for each of them, to which the implementing regulations for the Plan approved by the Board of Directors will be attached.
 - To draft, sign, and submit any communications and complementary documentation that may be necessary or desirable to any public or private body for the purposes of the implementation, execution, or liquidation of the Plan or any of its cycles, including, if necessary, the respective information sheets and communications.
 - To perform any action, declaration, or operation before any public or private body, entity, or registry, in order to obtain any authorisation or verification required for the implementation, execution, or liquidation of the Plan and each of its cycles.
 - To negotiate, conclude, and sign any contracts of any kind with any financial institutions, external advisors, or other bodies that it freely chooses, under the terms and conditions it deems appropriate, as necessary or desirable for the best possible implementation, execution, or liquidation of the Plan or of each of its cycles. This includes, when necessary or desirable given the legal regime applicable to some of the Beneficiaries or if necessary or desirable for legal, regulatory, economic, financial, operational, or other similar reasons, the formation of any legal structure (including trusts or other similar figures) or reaching agreements with any kind of entities for the deposit, safekeeping, holding, and/or management of the shares, and/or their subsequent delivery to the Beneficiaries within the framework of the Plan.
 - To draft and publish any notices that may be necessary or advisable.
 - To draft, sign, execute, and, if applicable, certify any type of document relating to the Plan.
 - To take any actions, take any decisions, and execute any documents required or simply desirable for the validity, effectiveness, implementation, development, execution, liquidation, and completion of the Plan and of the previously adopted resolutions.

Nine.- Voting, in an advisory capacity, on the Annual Report on the Remuneration of Directors of the Company for 2023.

The shareholders resolve to approve, in an advisory capacity, the Annual Report on the Remuneration of the Directors of Inmobiliaria Colonial, SOCIMI, S.A. for 2023, which was made available to shareholders when the General Meeting was called.

V. Item relating to the delegation of powers

Ten. Delegation of powers.

The shareholders resolve to expressly empower the Chairman of the Board of Directors, the CEO, the Secretary to the Board of Directors and the Vice Secretary to the Board of Directors of Inmobiliaria Colonial, SOCIMI, S.A., for either of them, with their individual signature and with regard to the resolutions adopted by this General Meeting of Shareholders, to:

- Notarise these resolutions, with all special powers and authority to act individually required for their delivery and performance;
- Sign any public or private documents that are necessary or advisable and to take any appropriate actions to enable their best fulfilment, including the publication of legal notices with any public or private bodies or authorities, for the purposes of their registration in the appropriate Commercial Registries or Property Registers, with the power to issue deeds of ratification, rectification, correction and clarification, following verbal suggestions or written appraisals by the Commercial Registry - also with the power to request partial registration of recordable agreements - and by any other official public or private body; and
- Draw up as many public or private documents as may be required or appropriate and carry out as many steps as may be necessary before the Spanish Securities Market Commission (CNMV), the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), the Governing Bodies of the Stock Exchanges and any other competent body, entity or public or private registry, in Spain or abroad, in order to fulfil and successfully perform the resolutions adopted and to perform the formalities relating to all manner of files and documents required vis-à-vis public or private bodies and, in general, any such actions relating to the resolutions passed at this General Meeting as may be required.

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