

CARD NUMBER – Nº TARGETA

GENERAL MEETING

Ordinary / Ordinària

THE GENERAL MEETING WILL BE HELD AT – LLOC DE CELEBRACIÓ DE LA JUNTA

Casino de Madrid, calle Alcalá 15, 28014 Madrid

FIRST CALL – PRIMERA CONVOCATÒRIA

SECOND CALL – SEGONA CONVOCATÒRIA

DATE:
29/06/2020

TIME:
11:00

DATE:
30/06/2020

TIME:
11:00

HOLDER NAME AND SURNAME(S)
NOM I COGNOMS DEL TITULAR

SECURITIES ACCOUNT CODE
CODI COMPTE VALORS

MINIMUM SHARES TO ATTEND
MÍNIM D'ACC. PER ASSISTIR

TOTAL SHARES – TOTAL VOTES
TOTAL ACCIONS – TOTAL VOTS

500

- * The shareholders are hereby notified that the General Meeting is expected to be held on second call on 30 June 2020. Any changes will be duly reported.
- * S'informa als senyors accionistes que es preveu que la Junta General es celebri en segona convocatòria el dia 30 de juny de 2020. De canviar la previsió això es comunicaria oportunament.

ATTENDANCE IN PERSON AT THE GENERAL MEETING

Shareholders wishing to attend the General Meeting in person must sign on the space below and submit this attendance card on the day and at the place of the Meeting.

Signature of attending shareholder

In, on 2020
[space reserved, as appropriate, for the barcode]

The shareholder who owns this card may delegate his/her right to remote attendance or voting by filling in and signing the relevant "Proxy" or "Remote Voting" sections, as applicable. In the event that both sections are filled in and signed, remote voting will prevail, thereby revoking the proxy.

Due to the health crisis caused by COVID-19, we recommend that shareholders exercise their rights before the General Meeting by electronic means for granting a proxy and voting remotely, as explained below. Furthermore, please remember that the Company's website (www.inmocolonial.com) explains the special measures taken for the 2020 General Meeting of Shareholders in view of the health crisis caused by COVID-19.

PROXY

The shareholder holding the aforementioned shares authorises that he/she be represented by (tick one box only):

- Chairman of the General Meeting
- Mr/MS....., with national identity card number.....

In the event that no person is appointed to represent the person, such representation by proxy will be deemed to be granted to the Chairman of the General Meeting.

To give your voting instructions, please tick the appropriate box in the following table. Should any of these boxes not be ticked, the proxy will vote in favour of the motions prepared by the Board of Directors.

Item on the agenda	1.1	1.2	2.1	2.2	3	4	5	6.1	6.2	6.3	7	8	9	10.1	10.2	12
In favour																
Against																
Abstention																
Blank																

The proxy will cover the motions regarding matters not included in the accompanying agenda, for which the proxy will vote in the manner he/she deems most favourable to the interests of the shareholder he/she represents, unless the following NO box is ticked, in which case it will be understood that the shareholder instructs the proxy to abstain from voting on such motions.

NO

In accordance with Articles 523 and 526 of the Spanish Limited Liability Companies Law, it is hereby notified that the following are involved in a conflict of interests: (i) all members of the Board of Directors with respect to items three and eight of the agenda; (ii) the directors who are up for re-election with respect to items 6.1 to 6.3 of the agenda; (iii) the Chairman of the Board of Directors and the CEO with respect to item seven of the agenda; and (iv) the members of the Board of Directors, if any, involved in the situations set forth in paragraphs b) and c) of Article 526.1 of the Spanish Limited Liability Companies Law that may arise beyond the agenda. In connection with the foregoing, representation by proxy will be deemed to be granted, if the principal has not given specific voting instructions, to the Secretary of the General Meeting, unless the following NO box is ticked, in which case it will be understood that the shareholder instructs the proxy to abstain in connection with such motions.

NO

Shareholder's signature

Proxy's signature

At, on 2020

At, on 2020

[space reserved, as appropriate, for the barcode]

REMOTE VOTING

The shareholder holding the aforementioned shares votes in favour of all the motions drawn up by the Board of Directors in relation to the items on the agenda, attached hereto, unless a different vote is indicated below (*tick the appropriate boxes*).

Item on the agenda	1.1	1.2	2.1	2.2	3	4	5	6.1	6.2	6.3	7	8	9	10.1	10.2	12
In favour																
Against																
Abstention																
Blank																

Unless expressly stated otherwise in the manner described below, and in relation to the motions not drawn up by the Board of Directors or on items not included in the accompanying agenda, representation is understood to be granted to the Chairman of the General Meeting, applying the rules on how to vote in the absence of instructions and in the event of a conflict of interest contained in the "Proxy" section in this form. Tick the following NO box only if opposed to the proxy vote (in which case it will be understood that the shareholder abstains from voting on such motions).

NO

Shareholder's signature

In, on 2020
[space reserved, as appropriate, for the barcode]

Holder Name and Surname(s)	
Securities Account Code	Number of Shares

RIGHT OF ATTENDANCE

Shareholders have the right to attend the General Meeting of Shareholder if they, individually or as a group, hold at least 500 shares, which must be registered in the shareholder register five days prior to the General Meeting, and provide proof to this effect by showing the relevant authentication certificate or this attendance, proxy and remote voting card or, if the shareholder attends electronically, by the means foreseen in the section devoted to the 2020 General Meeting of Shareholders ("Electronic Attendance") on the corporate website (www.inmocolonial.com). Should there be a difference between the number of shares claimed by the shareholder and the number of shares registered under their name in IBERCLEAR, the information shown on IBERCLEAR's records will prevail. Should the shareholder attend the General Meeting physically or electronically, their proxy or remote vote will be revoked.

With regards to jointly owned shares, it will be considered that the co-owner who registers to attend the General Meeting will be the person who effectively attends the General Meeting and will be therefore entitled to exercise the rights to speak, ask for information, put forward motions and vote according to their jointly owned shares.

PROXY

All shareholders entitled to attend a General Meeting may be represented by another person who need not be a shareholder. To this end, they must complete the "Proxy" section of this card and it must be signed by the shareholder and by his/her proxy on the space set aside for such purpose. The representation by proxy may be sent to Inmobiliaria Colonial SOCIMI, S.A. in accordance with the Company Bylaws, the Regulations of the General Meeting and the information contained in the call notice and on the corporate website (www.inmocolonial.com), by:

- By delivering in person the attendance, proxy and remote voting card received from the depositary entities or, as appropriate, this card, duly filled in and signed in the "Proxy" section to the Company's registered office (Paseo de la Castellana 52, 28046 Madrid) or to the offices of SOCIMI, S.A. (the "Company") in Barcelona (Avenida Diagonal 532, 08006 Barcelona), from 9.00 a.m. to 2.00 p.m., for the attention of the Shareholder Relations Office ("Oficina de Atención al Accionista").
- By sending by post the attendance, proxy and remote voting card received from the depositary entities or, where applicable, this card, duly filled in and signed in the "Proxy" section, to the registered office (Paseo de la Castellana 52, 28046 Madrid) or to the Company's offices in Barcelona (Avenida Diagonal 532, 08006 Barcelona), for the attention of the Shareholder Relations Office ("Oficina de Atención al Accionista").
- Through the proxy electronic platform expressly enabled on the corporate website (www.inmocolonial.com), in accordance with the procedure indicated thereon.

The granting of proxy must be received by the Company, with satisfactory proof of identity, at least 24 hours prior to the date set for the General Meeting on first call. Otherwise it will be understood to not have been granted. The attendance of the shareholder entails the revocation of any proxy.

REMOTE VOTING BEFORE THE GENERAL MEETING

Shareholders may vote remotely through the means indicated in paragraphs a), b) and c) of the foregoing section for the notification of the exercise of vote by proxy.

Votes cast by any of the means provided in the paragraphs a), b) and c) above, must be received by the Company, with satisfactory proof of identity, at least 24 hours prior to the date set for the General Meeting on first call. Otherwise, the vote will be considered as not cast. A remote vote will be void:

- If it is subsequently expressly revoked by the same means used to cast the vote and within the time limits established to do so.
- If the shareholder who cast the vote attends the meeting physically or by electronic means.

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

ELECTRONIC ATTENDANCE

Shareholders and proxies attending the General Meeting remotely and in real time should follow, if they wish to exercise their rights, the procedure specified in the document "Instructions for attending and voting at the General Meeting by electronic means" that is available in the section devoted to the General Meeting of Shareholders 2020 ("Electronic Attendance") on the Company's website (www.inmocolonial.com). For matters that are not expressly regulated, the same rules provided for physical attendance at the General Meeting will apply.

PROTECTION OF PERSONAL DATA

Under the applicable rules on protection of personal data (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 the shareholders have deposited their shares, through the agency legally authorised to keep the shareholder register, i.e. Iberclear, in connection with the General Meeting, and any other data that may arise as a result thereof. The purpose of such electronic file or processing is only the management and administration of the relations between the Company and the shareholders (including, where appropriate, their proxies) in connection with the General Meeting of Shareholders of the Company. The legal basis of the data processing is the need to comply with the provisions of the Spanish Limited Liability Companies Law. The Company will store the data for the duration of its obligations relating to the Ordinary General Meeting and for the 6 years following its termination.

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. Additionally, shareholders can send the aforementioned notice to the email address: ucnormativo@inmocolonial.com.

The Company, in its capacity as data controller, has adopted all security measures required by law on its facilities, systems and files, and will safeguard the confidentiality of the relevant personal data, save where such data must be disclosed as required by Law or by a court and/or governmental order.

Should the data subjects consider that their information has been wrongfully processed or their rights have not been duly observed, they may file a claim before the Spanish Agency of Data Protection (www.aepd.es).

AGENDA

- I. Items relating to the annual financial statements, distribution of profit, business management and auditor reelection**
- First.-** Examination and approval of the individual and consolidated annual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2019.
- 1.1.** Approval of the individual annual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2019.
- 1.2.** Approval of the consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2019.
- Second.-** Examination and approval of the proposed profit distribution for the fiscal year ended 31 December 2019. Distribution of dividends.
- 2.1.** Examination and approval of the proposed profit distribution for the fiscal year ended 31 December 2019.
- 2.2.** Distribution of dividends.
- Third.-** Examination and approval of the individual and consolidated directors' reports of Inmobiliaria Colonial, SOCIMI, S.A. and approval of the conduct of business by the Board of Directors in the fiscal year ended 31 December 2019.
- Fourth.-** Re-election of the auditor of Inmobiliaria Colonial, SOCIMI, S.A and its consolidated group for the fiscal year ended 31 December 2021.
- II. Item relating to authorizations of the Board of Directors**
- Fifth.-** Authorisation to shorten the period for calling the extraordinary general meetings of Inmobiliaria Colonial, SOCIMI, S.A., in accordance with Article 515 of the Spanish Limited Liability Companies Law.
- III. Items relating to the re-election of Directors**
- Sixth.-** Re-election of Directors.
- 6.1.** Re-election of Sheikh Ali Jassim M. J. Al-Thani as a Director of the Company, with the status of Proprietary Director.
- 6.2.** Re-election of Mr Adnane Mousannif as a Director of the Company, with the status of Proprietary Director.
- 6.3.** Re-election of Mr Carlos Fernández González as Director of the Company, with the status of Proprietary Director.
- IV. Items concerning Directors' remuneration**
- Seventh.-** Extension of the Share Allocation Plan approved by the General Meeting of Shareholders on 21 January 2014.
- Eighth.-** Voting, in an advisory capacity, on the annual remuneration report of Directors of Inmobiliaria Colonial, SOCIMI, S.A. for 2019.
- V. Items relating to the amendment of the Company Bylaws and the Regulations of the General Meeting.**
- Ninth.-** Changes to Article 19 ("Right to attend") in the Company Bylaws of Inmobiliaria Colonial, SOCIMI, S.A. to allow shareholders to attend the General Meeting by electronic means.
- Tenth.-** Change to the Ordinary General Meeting of Shareholders Regulations of Inmobiliaria Colonial, SOCIMI, S.A. to allow shareholders to attend the General Meeting by electronic means.
- 10.1.** Changes to articles 7 ("Procedure and term"), 10 ("Shareholder's right to information") and 12 ("Right to attend and vote") of the General Meeting of Shareholders Regulations.
- 10.2.** Addition of a new article 12 bis ("Electronic Attendance") to the General Meeting of Shareholders Regulations.
- VI. Informational point**
- Eleventh.-** Information for the General Meeting on the amendment of the Regulations of the Board of Directors of Inmobiliaria Colonial, SOCIMI, S.A.
- VII. Item relating to the delegation of powers**
- Twelfth.-** Delegation of powers.