

# 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 Company's shareholders are hereby called to the Extraordinary General Meeting to be held on 27 June 2021 at 4 p.m., on first call, and at the same time the next day, 28 June 2021, on second call.

The Extraordinary General Meeting of Shareholders is expected to be held on second call on 28 June 2021, at 4 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 on 30 June 2020 under the fifth item on the agenda, this Extraordinary General Meeting is called in accordance with the terms foreseen in article 515 of the revised text of the consolidated Spanish Limited Liability Companies Law passed by Royal Legislative Decree 1/2010 of July 2 (the "Spanish Limited Liability Companies Law").

The Board of Directors has agreed, pursuant to the *Spanish Royal Decree-Law 5/2021 of 12 March, on extraordinary measures to support business solvency in response to the COVID-19 pandemic* and to keep shareholders, employees and other people participating in the General Meeting safe, that **the Extraordinary General Meeting will be held exclusively online.** In other words, no shareholders or proxies will attend the meeting physically. In this regard, the shareholders and their proxies may exercise their rights before the General Meeting by granting proxy and voting remotely or by attending the meeting online, all this subject to the terms provided in this call. The General Meeting will be considered as held at the Company's registered office.

The General Meeting will be held according to the following

# AGENDA

- First Capital increase by way of non-cash contributions for a nominal amount of 56,236,752.50 euros, by issuing 22,494,701 new outstanding ordinary shares with a par value of 2.50 euros each, of the same class and series as current outstanding shares, their consideration being shares in Société Foncière Lyonnaise (SFL) directly owned by Predica Prévoyance Dialogue du Crédit Agricole (Predica). Delegation of powers.
- Second Capital increase by way of non-cash contributions for a nominal amount of 31,472,050 euros, by issuing 12,588,820 new outstanding ordinary shares with a par value of 2.50 euros each, of the same class and series as current outstanding shares, their consideration being shares in Société Foncière Lyonnaise (SFL) owned by the SFL shareholders who transfer their shares to Inmobiliaria Colonial, SOCIMI, S.A. under the takeover bid that the company intends to file for SFL. Delegation of powers.

Third Delegation of powers



## SUPPLEMENT TO THE CALL AND SUBMISSION OF FURTHER MOTIONS

Pursuant to Article 16 of the Company Bylaws and Article 519 of the Spanish Limited Liability Companies Law, any shareholders of the Company representing at least 3% of the share capital may submit reasoned motions on matters that have already been or should be included in the Agenda for a General Meeting already 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 receiving such motions, the Company shall ensure that the motions and any accompanying documentation, if any, are disseminated among all other shareholders by keeping them published on the corporate website (www.inmocolonial.com).

By virtue of Article 519.1 of the Spanish Limited Liability Companies Law, the Company's shareholders making up at least 3% of the share capital will not ask to publish a supplement to the call of 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 in writing any information or clarifications as they may deem necessary regarding the items on the Agenda or submit any relevant questions in writing. Shareholders may also request in writing within the same time frame any clarifications they consider necessary concerning any public information that the Company may have disclosed to the Spanish Securities Market Commission ("CNMV") since the date of the immediately preceding General Meeting or regarding the auditor's report. Without detriment to the above, the shareholders who attend the General Meeting by electronic means and intend to exercise this right should follow the instructions given under the heading "Rules for Online Attendance" herein.

Pursuant to Articles 197, 286, 287, 518, 520 and related provisions of the Spanish Limited Liability Companies Law, the Company's shareholders may examine and inspect the documents listed below at the registered office, in Madrid, Paseo de la Castellana, 52, and on the corporate website (<u>www.inmocolonial.com</u>), and to request their delivery or dispatch free. Shareholders of the Company may also access and examine this documentation at the Company's offices in Avenida Diagonal 532, Barcelona. Without detriment to the above, we hereby recommend that any shareholders who would like a copy of whichever documents below email their request to <u>accionistas@inmocolonial.com</u>.

- 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.
- Report by the Board of Directors on the motion to authorize a capital increase by way of non-cash contributions, consisting of shares in Société Foncière Lyonnaise (SFL) directly owned by Predica Prévoyance Dialogue Du Crédit Agricole (Predica).
- Report by the independent expert appointed by the Commercial Registry in relation to the capital increase by way of non-cash contributions, consisting of shares in Société Foncière Lyonnaise (SFL) directly owned by Predica Prévoyance Dialogue Du Crédit Agricole (Predica).
- Report by the Board of Directors on the motion to authorize a capital increase by way of non-cash contributions, consisting of shares in Société Foncière Lyonnaise (SFL) owned by SFL shareholders who transfer their shares as part of the takeover bid that the Company intends to file for SFL.



 Report by the independent expert appointed by the Commercial Registry in relation to the capital increase by way of non-cash contributions, consisting of shares in Société Foncière Lyonnaise (SFL) owned by SFL shareholders who transfer their shares as part of the takeover bid that the Company intends to file for SFL.

Also, generally:

- Communication channels between the Company and the shareholders.
- 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 by electronic means.

# **RIGHT TO ATTEND AND VOTE**

Pursuant to Article 19 of the Company Bylaws and Article 12 of the Regulations of the Company's General Meeting of Shareholders, shareholders, in person or duly represented, may attend and vote at the General Meeting when they, individually or as a group, own at last 500 shares duly registered in the shareholder ledger five days before the General Meeting.

## **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 means of remote communication, and specifically for this General Meeting, under 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 to grant proxy will be exercised according to the provisions set forth in the applicable regulations and on the corporate website (<u>www.inmocolonial.com</u>). 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. Attendance to the General Meeting by the represented shareholder, either personally or remotely, will revoke any proxy granted, regardless of its date.

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 notified that the members of the Board of Directors may be involved in a conflict of interests, if any: (i) regarding item two on the Agenda; and (ii) in the circumstances envisaged 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 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 TO EXERCISE THE RIGHT TO GRANT PROXY AND THE RIGHT TO REMOTE VOTING BEFORE THE GENERAL MEETING

Shareholders may notify the Company of their intention to exercise their right to grant proxy and cast their vote on the motions regarding the items on the Agenda before the General Meeting, through these 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 (<u>www.inmocolonial.com</u>), duly completed and signed in the *"Proxy"* section or, as appropriate, the *"Remote voting"* section, at the Company's registered office in Paseo de la Castellana 52, 28046 Madrid, or at the Company's offices in Avenida Diagonal 532, 08006 Barcelona, from 9 a.m. to 2 p.m. addressed to the Shareholder Relations Office ("Oficina de Atención al Accionista").
- b) By sending 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), duly completed and signed in the "Proxy" section or, as appropriate, 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 expressly enabled on the corporate website (<u>www.inmocolonial.com</u>), in accordance with the procedure specified therein, or by email (<u>accionistas@inmocolonial.com</u>).

Without detriment to the above, we recommend that any shareholders who wish to notify the Company, before the General Meeting, their intention to exercise their right to grant proxy and cast their vote remotely on the motions regarding the items on the Agenda, do so through the online proxy or remote voting platform expressly enabled on the corporate website (<u>www.inmocolonial.com</u>), or by email (<u>accionistas@inmocolonial.com</u>).

Any proxy or vote reported by any of the means set forth in paragraphs a), b) and c) above shall be received by the Company, along with satisfactory proof of identity, at least twenty-four (24) hours prior to the time and date scheduled for the General Meeting on first call, that is, before 4 p.m. on 26 June 2021 notwithstanding the Chairman's authority to admit any votes and proxies received thereafter. 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 shareholder who cast the vote attends the meeting online.

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**

Online attendance to the General Meeting will be performed subject to these basic rules and, for any matters not expressly provided herein, to the instructions given to attend and vote at the Extraordinary General Meeting online published in the section for the 2021 General Meeting of Shareholders ("Online Attendance") on the Company's website (www.inmocolonial.com) ("Website"), to the Laws, to the Company Bylaws and the Company's Regulations of the General Meeting:

(i) Prior identification and registration: to guarantee the identity of the attendees, the correct exercise of their rights, the interactivity and proper functioning of the meeting, shareholders and proxies who wish to attend the General Meeting online must register beforehand on the Website, from 4 p.m. on 22 June 2021 to 11.59 p.m. on 26 June 2021. Notwithstanding the above, the Chairman of the General Meeting will have full powers, for justified reasons, to admit prior registrations to exercise the right to attend online up to 1 hour before the day of the General Meeting. In other words, until 3 p.m. on 27 June 2021 (if the General Meeting is held on first call) or on 28 June 2021 (if, as expected, the General Meeting is held on second call). After this time, no prior registration to exercise the right to attend online will be accepted.

The aforementioned prior registration will be carried out by any of the following means: (i) Electronic National Identity Document; or (ii) a recognized or advanced electronic signature, based on a recognized and valid electronic certificate, issued by the Spanish Public Certification Entity (CERES), under the auspices of the Royal Mint of Spain.

Notwithstanding the above, for the proxy to attend the General Meeting online, their powers of representation and identity must be proved before the Company, via the submission of the duly completed attendance, proxy and remote voting card, and a copy of their National ID Card, Foreigner's Identity Card or passport, which must be emailed to <u>accionistas@inmocolonial.com</u> or received by the Company at its registered office (Paseo de la Castellana 52, 28046 Madrid) or at the Company's offices in Barcelona (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 4 p.m. on 26 June 2021.

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 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 through electronic means 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 virtually, the Company will check the status as shareholder or proxy for the persons who are validly registered. In this regard, online attendance will be subject to checking that the registered shareholder does indeed have his/her shares registered in the shareholder register five days before the General Meeting.

(ii) *Logging in and attendance*: to enable the proper management of the virtual attendance systems, the shareholder or proxy who has previously registered to attend the General Meeting online in accordance with section (i) above must log in via the Website, from 1.45 p.m. to 3.45



p.m. on 27 June 2021 (if the General Meeting is held on first call) or on 28 June 2021 (if, as expected, the Meeting is held on second call), and identify themselves according to any of the means provided in section (i) above or as specified in the relevant instructions.

If the General Meeting is held on second call (as expected), virtual attendees who would have logged in on first call must log in again to attend the General Meeting online on second call, that is from 1.45 p.m. to 3.45 p.m. on 28 June 2021.

(iii) Participation: Any shareholder or proxy attending online who intends to participate, put forward reasoned motions on matters that have already been or should be included in the Agenda for a General Meeting already called or make requests for information or clarifications by Law must submit these to the Company, in writing and in any case, in the form, terms and conditions established on the Website, when they perform the prior registration or from 1.45 p.m. on 27 June 2021 or, as appropriate, on 28 June 2021, depending on whether the General Meeting is held on first or second call, respectively, and up to the moment it is constituted. Without detriment to the above, the Chairman of the General Meeting will have full powers to, for justified reasons, admit during the General Meeting, and through the Website, motions on matters that, by law, do not necessarily have to appear on the Agenda.

If the General Meeting is held on second call (as expected), the electronic attendees who, having logged into the meeting on first call, would have participated and sent motions or requests for information or clarification will have to send them again the next day, under the terms stated in this section (iii); otherwise they will not be considered submitted.

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: Casting votes on the motions related to items on the Agenda may be carried out from the moment the shareholder or, where applicable, the proxy logs in on the day the General Meeting is held and until the Chairman or, as appropriate, the Secretary of the General Meeting, announces the end of the voting period for the motions involving items on the Agenda. As for the motions on matters that, by law, need not appear on the agenda, electronic attendees may cast their votes from the moment these motions are read out for voting and until the Chairman or, as appropriate, 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 stream the General Meeting live on the corporate website (<u>www.inmocolonial.com</u>).



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.

The Chairman of the General Meeting will have full powers to, for justified reasons, admit shareholders' requests for participation, motions, information or clarifications submitted after the periods set in this section for prior registrations.

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 General Meeting of Shareholders' Regulations of the Company and Article 539.2 of the Spanish Limited Liability Companies Law, as from the publication of this call and until the date scheduled for the Extraordinary General Meeting of Shareholders, the corporate website (www.inmocolonial.com) will feature an Online Shareholders' Forum, which will be accessible, with all due safeguards, by individual shareholders and any specific and voluntary associations duly incorporated and registered in the special Registry operated for such purpose by the Spanish Securities Market Commission ("CNMV") for them to communicate before the General Meeting. Any reasoned motions on matters that have already been or should be included in the Agenda for a General Meeting already called, requests for adherence to such proposals, 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 rules on protection of personal data (mainly *Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons regarding 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 ledger i.e. Iberclear, in connection with the General Meeting, and any other data that may arise as a result thereof. The



purpose of such file or automated 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 Extraordinary 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: dpo@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 for Data Protection (www.aepd.es).

# NOTARISATION OF THE MINUTES OF THE GENERAL MEETING

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:

- 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. to 2.00 p.m.
- Email address: accionistas@inmocolonial.com.

Madrid, 3 June 2021.

Mr. Juan José Brugera Clavero Chairman of the Board of Directors

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