

INMOBILIARIA COLONIAL, SOCIMI, S.A.

ORDINARY GENERAL MEETING OF SHAREHOLDERS (JUNE 2021)

REPORT OF THE BOARD OF DIRECTORS REGARDING THE AMENDMENT TO THE BOARD REGULATIONS OF INMOBILIARIA COLONIAL, SOCIMI, S.A. (ITEM THIRTEEN ON THE AGENDA).

This report has been prepared by the Board of Directors of Inmobiliaria Colonial, SOCIMI, S.A. (“**Colonial**” or the “**Company**”) in accordance with Articles 518 and 528 of the Consolidated Text of the Spanish Limited Liability Companies Law approved by Royal Legislative Decree 1/2010 of 2 July (the “**Spanish Limited Liability Companies Law**”) in relation to information item thirteen on the agenda concerning the amendments to the Regulations of the Board of Directors of the Company carried out after Colonial’s Ordinary General Meeting of Shareholders of 30 June 2020.

The amendments to said Regulations were approved by the Board of Directors in accordance with Article 3 of the Regulations of the Board of Directors at its meetings held on 17 December 2020 and 12 May 2021.

The amendments made to certain articles of the Regulations of the Board of Directors, as well as the addition of a new article, have been made for the following purposes: (i) adapt them to the amendments made to *Law 5/2021 of 12 April amending the Consolidated Text of the Spanish Limited Liability Companies Law approved by Royal Decree Law 1/2010 of 2 July and other financial provisions on the promotion of shareholders’ long-term involvement in listed companies*; (ii) adapt them to the Code of Good Governance for Listed Companies, which was revised by the Spanish Securities Market Commission in June 2020; (iii) regulate the operation of the Sustainability Committee; and (iv) make technical improvements and better wording.

The aforementioned amendments to the Company’s Regulations of the Board of Directors are indicated below:

PRESENT WORDING	WORDING AFTER THE AMENDMENTS
Article 4. Composition of the Board	Article 4. Composition of the Board
The decision regarding the specific number of Directors, within the range set by the Bylaws, corresponds to the General Meeting of Shareholders.	The decision regarding the specific number of Directors, within the range set by the Bylaws, corresponds to the General Meeting of Shareholders.
The persons appointed as Directors must meet the conditions required by these Regulations, as well as those required by the Spanish Limited Liability Companies Law, other applicable regulations and the Bylaws, formally committing themselves at the time of taking office to fulfil the obligations and duties provided therein. To be a Director, it is not necessary to be a shareholder.	The persons appointed as Directors must meet the conditions required by these Regulations, as well as those required by the Spanish Limited Liability Companies Law, other applicable regulations and the Bylaws, formally committing themselves at the time of taking office to fulfil the obligations and duties provided therein. To be a Director, it is not necessary to be a shareholder.
The Board of Directors may be comprised of the following status of Directors:	The Board of Directors may be comprised of the following status of Directors:
1. Executive directors, understood as those who perform management functions in the Company or its group, regardless of their legal relationship with	1. Executive directors, understood as those who perform management functions in the Company or its group, regardless of their legal relationship with

PRESENT WORDING	WORDING AFTER THE AMENDMENTS
<p>it. However, directors who are senior officers or directors of companies belonging to the group of the company's parent company will be considered proprietary.</p> <p>When a Director performs management functions and, at the same time, is or represents a significant or represented shareholder in the Board of Directors, he/she shall be considered an Executive Director.</p>	<p>it. However, directors who are senior officers or directors of companies belonging to the group of the company's parent company will be considered proprietary.</p> <p>When a Director performs management functions and, at the same time, is or represents a significant or represented shareholder in the Board of Directors, he/she shall be considered an Executive Director.</p>
<p>2. Non-executive Directors, understood as all the other Directors of the Company, who may be "proprietary", "independent" or "other external".</p>	<p>2. Non-executive Directors, understood as all the other Directors of the Company, who may be "proprietary", "independent" or "other external".</p>
<p>2.1 The following will be considered Proprietary Directors:</p> <p>a. Those who have a shareholding greater than or equal to that legally understood as significant, or who have been designated because of their shareholder status, although their shareholding is smaller than this amount.</p> <p>b. Those representing shareholders as stated in the preceding paragraph.</p> <p>For the purposes of this definition, a Director shall be deemed to represent a shareholder when:</p> <ul style="list-style-type: none"> - They have been appointed to exercise the right of proportional representation on the Board of Directors; - They are a Director, senior officer, employee or regular provider of significant services to said shareholder or to companies belonging to the same group; - From the corporate documentation it is clear that the shareholder assumes that the Director has been appointed by them or represents them; - They are a spouse, a person linked by a similar emotional relationship, or a first/second-degree relative of a significant shareholder. 	<p>2.1 The following will be considered Proprietary Directors:</p> <p>a. Those who have a shareholding greater than or equal to that legally understood as significant, or who have been designated because of their shareholder status, although their shareholding is smaller than this amount.</p> <p>b. Those representing shareholders as stated in the preceding paragraph.</p> <p>For the purposes of this definition, a Director shall be deemed to represent a shareholder when:</p> <ul style="list-style-type: none"> - They have been appointed to exercise the right of proportional representation on the Board of Directors; - They are a Director, senior officer, employee or regular provider of significant services to said shareholder or to companies belonging to the same group; - From the corporate documentation it is clear that the shareholder assumes that the Director has been appointed by them or represents them; - They are a spouse, a person linked by a similar emotional relationship, or a first/second-degree relative of a significant shareholder.
<p>2.2. Independent Directors are those who, appointed based on their personal and professional qualifications, can perform their duties without being influenced by any connection with the Company or its group, its significant shareholders or its executives.</p>	<p>2.2. Independent Directors are those who, appointed based on their personal and professional qualifications, can perform their duties without being influenced by any connection with the Company or its group, its significant shareholders or its executives.</p>
<p>In no case may those who are in any of the following situations be considered Independent Directors:</p>	<p>In no case may those who are in any of the following situations be considered Independent Directors:</p>

PRESENT WORDING	WORDING AFTER THE AMENDMENTS
<p>(i) Those who have been employees or Executive Directors of companies in the Inmobiliaria Colonial Group, unless 3 or 5 years have elapsed, respectively, since the termination of said relationship.</p>	<p>(i) Those who have been employees or Executive Directors of companies in the Inmobiliaria Colonial Group, unless 3 or 5 years have elapsed, respectively, since the termination of said relationship.</p>
<p>(ii) Those who receive from the Company, or from the Group, any amount or benefit for a concept other than the Director's remuneration, unless it is a negligible amount. For these purposes, the dividends or supplementary pension payments received by the Director due to their previous professional or employment relationship will not be taken into account, provided that said supplements are unconditional and, consequently, the company that pays them cannot at its own discretion suspend, modify or revoke their payment, without a breach of their obligations.</p>	<p>(ii) Those who receive from the Company, or from the Group, any amount or benefit for a concept other than the Director's remuneration, unless it is a negligible amount. For these purposes, the dividends or supplementary pension payments received by the Director due to their previous professional or employment relationship will not be taken into account, provided that said supplements are unconditional and, consequently, the company that pays them cannot at its own discretion suspend, modify or revoke their payment, without a breach of their obligations.</p>
<p>(iii) Those who are, or have been for the last three years, partners of the external auditor or company responsible for the audit report, whether for the audit during said period of Inmobiliaria Colonial or for any other Group company.</p>	<p>(iii) Those who are, or have been for the last three years, partners of the external auditor or company responsible for the audit report, whether for the audit during said period of Inmobiliaria Colonial or for any other Group company.</p>
<p>(iv) Those who are Executive Directors or senior officers of a different company in which any Executive Director or senior officer of Inmobiliaria Colonial is a Non-executive Director.</p>	<p>(iv) Those who are Executive Directors or senior officers of a different company in which any Executive Director or senior officer of Inmobiliaria Colonial is a Non-executive Director.</p>
<p>(v) Those who have, or have had during the last year, a significant business relationship with Inmobiliaria Colonial or with any Group company, whether in their own name or as a significant shareholder, Director or senior officer of an entity that has or has had such a relationship.</p> <p>Business relationships shall be deemed as those involving goods or service suppliers, including financial services, advisory and consulting services.</p>	<p>(v) Those who have, or have had during the last year, a significant business relationship with Inmobiliaria Colonial or with any Group company, whether in their own name or as a significant shareholder, Director or senior officer of an entity that has or has had such a relationship.</p> <p>Business relationships shall be deemed as those involving goods or service suppliers, including financial services, advisory and consulting services.</p>
<p>(vi) Those who are significant shareholders, Executive Directors or senior officers of an entity that receives, or has received during the last three years, donations from Inmobiliaria Colonial or the Group. Those who are mere patrons of a foundation that receives donations are exempt for such purposes.</p>	<p>(vi) Those who are significant shareholders, Executive Directors or senior officers of an entity that receives, or has received during the last three years, donations from Inmobiliaria Colonial or the Group. Those who are mere patrons of a foundation that receives donations are exempt for such purposes.</p>
<p>(vii) Those who are spouses, people linked by a similar emotional relationship or first/second-degree relatives of an Executive Director or senior officer of the Company.</p>	<p>(vii) Those who are spouses, people linked by a similar emotional relationship or first/second-degree relatives of an Executive Director or senior officer of the Company.</p>

PRESENT WORDING	WORDING AFTER THE AMENDMENTS
<p>(viii) Those who have not been put forward, either for election or re-election, by the Appointments and Remuneration Committee.</p> <p>(ix) Those who have been Directors for an uninterrupted period of more than 12 years.</p> <p>(x) Those who, with respect to any shareholder who is significant or represented on the Board, find themselves in any of the situations indicated in points (i), (v), (vi) or (vii) above. In the case of kinship described in point (vii), the restriction will apply not only with respect to the shareholder but also with respect to their Proprietary Directors in the investee company.</p>	<p>(viii) Those who have not been put forward, either for election or re-election, by the Appointments and Remuneration Committee.</p> <p>(ix) Those who have been Directors for an uninterrupted period of more than 12 years.</p> <p>(x) Those who, with respect to any shareholder who is significant or represented on the Board, find themselves in any of the situations indicated in points (i), (v), (vi) or (vii) above. In the case of kinship described in point (vii), the restriction will apply not only with respect to the shareholder but also with respect to their Proprietary Directors in the investee company.</p>
<p>Any Proprietary Director who loses said status as a result of the sale of their stake by the shareholder they represented may only be re-elected as an Independent Director once the shareholder they had represented has sold all of their shares in Inmobiliaria Colonial.</p>	<p>Any Proprietary Director who loses said status as a result of the sale of their stake by the shareholder they represented may only be re-elected as an Independent Director once the shareholder they had represented has sold all of their shares in Inmobiliaria Colonial.</p>
<p>A Director who owns shares in Inmobiliaria Colonial may have independent Director status provided that he/she meets all of the conditions established in this section and, also, if their stake is not significant.</p>	<p>A Director who owns shares in Inmobiliaria Colonial may have independent Director status provided that he/she meets all of the conditions established in this section and, also, if their stake is not significant.</p>
<p>2.3. "Other external" Directors are those who cannot be considered proprietary or independent, for which there must be an explanation of this circumstance in the Annual Corporate Governance Report and, where appropriate, of the links of said Directors with the Company, its executives or its shareholders.</p>	<p>2.3. "Other external" Directors are those who cannot be considered proprietary or independent, for which there must be an explanation of this circumstance in the Annual Corporate Governance Report and, where appropriate, of the links of said Directors with the Company, its executives or its shareholders.</p>
<p>The Board of Directors, in the exercise of its power to make proposals at General Meetings of Shareholders and its power of co-option to fill vacancies, shall ensure that the Board is comprised of a majority of proprietary and independent Directors and that the number of executive Directors is the minimum necessary, taking into account the shareholding structure of the Company and the capital represented by the Board.</p>	<p>The Board of Directors, in the exercise of its power to make proposals at General Meetings of Shareholders and its power of co-option to fill vacancies, shall ensure that the Board is comprised of a majority of proprietary and independent Directors and that the number of executive Directors is the minimum necessary, taking into account the shareholding structure of the Company and the capital represented by the Board.</p>
<p>Also, the Board of Directors will ensure that the procedures for selecting its members promote diversity of gender, experience and knowledge and do not suffer from any implicit bias that may entail discrimination and, in particular, facilitate the selection of women directors.</p>	<p>Also, the Board of Directors will ensure that the procedures for selecting its members promote diversity of gender, experience and knowledge and do not suffer from any implicit bias that may entail discrimination and, in particular, facilitate the selection of women directors.</p>
<p>The Board will inform the General Meeting of Shareholders about the status of each Director when the latter is required to ratify their appointment, which will be confirmed or, where appropriate, reviewed annually in the Annual Corporate Governance Report, after verification by the Appointments and Remuneration Committee. Furthermore, this report will provide information on the</p>	<p>The Board will inform the General Meeting of Shareholders about the status of each Director when the latter is required to ratify their appointment, which will be confirmed or, where appropriate, reviewed annually in the Annual Corporate Governance Report, after verification by the Appointments and Remuneration Committee. Furthermore, this report will provide information on the</p>

PRESENT WORDING	WORDING AFTER THE AMENDMENTS
reasons that justify why non-executive Directors cannot be considered proprietary or independent.	reasons that justify why non-executive Directors cannot be considered proprietary or independent.
Also, the Annual Corporate Governance Report will explain the reasons for the appointment of Proprietary Directors at the request of shareholders whose stake is less than 3% of the share capital; and will indicate why formal requests for a seat on the Board from shareholders with a shareholding equal to or greater than that of others, at whose request Proprietary Directors were appointed, have not been respected.	Also, the Annual Corporate Governance Report will explain the reasons for the appointment of Proprietary Directors at the request of shareholders whose stake is less than 3% of the share capital; and will indicate why formal requests for a seat on the Board from shareholders with a shareholding equal to or greater than that of others, at whose request Proprietary Directors were appointed, have not been respected.
Article 5. General Functions and Powers of the Board	Article 5. General Functions and Powers of the Board
The Board of Directors has the power to represent the Company pursuant to the terms established by law and the bylaws.	The Board of Directors has the power to represent the Company pursuant to the terms established by law and the bylaws.
The Board of Directors shall perform its duties with unity of purpose and independent judgment, and it shall treat all shareholders who are in the same position equally and guide itself by the Company's interests, which are understood as achieving a profitable and sustainable long-term business, to promote the Company's continuity and maximise its economic value.	The Board of Directors shall perform its duties with unity of purpose and independent judgment, and it shall treat all shareholders who are in the same position equally and guide itself by the Company's interests, which are understood as achieving a profitable and sustainable long-term business, to promote the Company's continuity and maximise its economic value.
In pursuing the Company's interests, in addition to complying with laws and regulations and acting in good faith, ethically and with respect for commonly accepted uses and best practices, the Board of Directors shall endeavour to reconcile the Company's interests with, where applicable, the legitimate interests of its employees, its suppliers, its customers and those of other stakeholders that may be affected, as well as the impact of the Company's activities on the community as a whole and in the environment.	In pursuing the Company's interests, in addition to complying with laws and regulations and acting in good faith, ethically and with respect for commonly accepted uses and best practices, the Board of Directors shall endeavour to reconcile the Company's interests with, where applicable, the legitimate interests of its employees, its suppliers, its customers and those of other stakeholders that may be affected, as well as the impact of the Company's activities on the community as a whole and in the environment.
The Board of Directors is responsible for adopting, implementing and developing the necessary actions and decisions to fulfil the Company's corporate purpose as established in the Company Bylaws and in accordance with the Spanish Limited Liability Companies Law.	The Board of Directors is responsible for adopting, implementing and developing the necessary actions and decisions to fulfil the Company's corporate purpose as established in the Company Bylaws and in accordance with the Spanish Limited Liability Companies Law.
The Board of Directors has the power to adopt resolutions on all matters that are not assigned by law or the Company Bylaws to be resolved at General Meetings, in addition to the highest powers and authority to manage, direct, administer and represent the Company, focusing mainly on the supervision of the regular management of the Company and in consideration of all matters of particular importance to the Company.	The Board of Directors has the power to adopt resolutions on all matters that are not assigned by law or the Company Bylaws to be resolved at General Meetings, in addition to the highest powers and authority to manage, direct, administer and represent the Company, focusing mainly on the supervision of the regular management of the Company and in consideration of all matters of particular importance to the Company.
By delegating powers, the Board of Directors, in accordance with the provisions of the Spanish Limited Liability Companies Law, does not lose them.	By delegating powers, the Board of Directors, in accordance with the provisions of the Spanish Limited Liability Companies Law, does not lose them.

PRESENT WORDING	WORDING AFTER THE AMENDMENTS
<p>In any case, the following functions and powers shall only be exercised in the plenary sessions of the Board of Directors and may not be delegated:</p>	<p>In any case, the following functions and powers shall only be exercised in the plenary sessions of the Board of Directors and may not be delegated:</p>
<ol style="list-style-type: none"> 1. Its organisation and functioning. 2. Coordinating the development of the Company's business activity according to its interests and those of its subsidiaries. 3. Establishing the Company's general policies and strategies, approving the investment and financing policy, the strategic or business plan, the annual management targets and budgets, and the treasury share policy, as well as establishing the corporate governance policy of the Company and the Group and the dividend policy. The Board of Directors shall also establish the Company's risk management and control policy, including tax risks, identifying its main risks, and implementing and overseeing the internal reporting and control systems to ensure the future viability and competitiveness of the Company, adopting the decisions best for optimum performance. 4. Approving the Company's corporate social responsibility policy. 5. Approving those investments or operations that, because of their elevated price or special characteristics, are strategic or entail special tax risks, unless these investments or operations must be approved at General Meetings. 6. Defining the structure of the Group. 7. Decisions relating to Directors' remuneration, within the framework of the Bylaws and the remuneration policy approved at the General Meeting. 8. Appointing and removing the Company's Chief Executive Officers and establishing the conditions of their contracts. 9. Appointing and removing executives who report directly to the Board or to any of the members of the Board, as well as establishing the basic conditions of their contracts, including their remuneration. 10. Approving the creation or acquisition of shares in special purpose entities or entities registered in countries or territories considered tax havens and any other transactions or operations of a similar nature whose complexity may impair the transparency of the Company or the Group. 11. Drafting and presenting the annual financial statements to the General Meeting. 	<ol style="list-style-type: none"> 1. Its organisation and functioning. 2. Coordinating the development of the Company's business activity according to its interests and those of its subsidiaries. 3. Establishing the Company's general policies and strategies, approving the investment and financing policy, the strategic or business plan, the annual management targets and budgets, and the treasury share policy, as well as establishing the corporate governance policy of the Company and the Group and the dividend policy. The Board of Directors shall also establish the Company's risk management and control policy, including tax risks, identifying its main risks, and implementing and overseeing the internal reporting and control systems to ensure the future viability and competitiveness of the Company, adopting the decisions best for optimum performance. 4. Approving the Company's corporate social responsibility policy. 5. Approving those investments or operations that, because of their elevated price or special characteristics, are strategic or entail special tax risks, unless these investments or operations must be approved at General Meetings. 6. Defining the structure of the Group. 7. Decisions relating to Directors' remuneration, within the framework of the Bylaws and the remuneration policy approved at the General Meeting. 8. Appointing and removing the Company's Chief Executive Officers and establishing the conditions of their contracts. 9. Appointing and removing executives who report directly to the Board or to any of the members of the Board, as well as establishing the basic conditions of their contracts, including their remuneration. 10. Approving the creation or acquisition of shares in special purpose entities or entities registered in countries or territories considered tax havens and any other transactions or operations of a similar nature whose complexity may impair the transparency of the Company or the Group. 11. Drafting and presenting the annual financial statements to the General Meeting. 12. Drafting the reports required by law of the Board of Directors when the operation to which the report relates cannot be delegated.

PRESENT WORDING	WORDING AFTER THE AMENDMENTS
12. Drafting the reports required by law of the Board of Directors when the operation to which the report relates cannot be delegated.	13. Calling a General Meeting of Shareholders and preparing the agenda and proposed resolutions.
13. Calling a General Meeting of Shareholders and preparing the agenda and proposed resolutions.	14. Approval of the financial information that all listed companies must periodically disclose.
14. Approval of the financial information that all listed companies must periodically disclose.	15. Co-opting Directors to fill vacancies on the Board.
15. Co-opting Directors to fill vacancies on the Board.	16. Accepting the resignation of Directors.
16. Accepting the resignation of Directors.	17. Appointing and removing the Chairman, the Vice-Chair and, where applicable, the Secretary and Vice-Secretary of the Board of Directors, as well as any other position that may be created in the future.
17. Appointing and removing the Chairman, the Vice-Chair and, where applicable, the Secretary and Vice-Secretary of the Board of Directors, as well as any other position that may be created in the future.	18. Appointing and removing Directors who are on the Board Committees provided for in these Regulations.
18. Appointing and removing Directors who are on the Board Committees provided for in these Regulations.	19. Monitoring the effective functioning of the Committees created by the Board and the performance of the delegated bodies and executives designated by the Board.
19. Monitoring the effective functioning of the Committees created by the Board and the performance of the delegated bodies and executives designated by the Board.	20. Approving and modifying these Regulations.
20. Approving and modifying these Regulations.	<p>21. 21. The approval of the related-party transactions, subject to a report from the Audit and Control Committee, in accordance with the terms of the Law and these Regulations. Approving, following a report from the Audit and Control Committee, the operations carried out with Directors by the Company or companies in the Group in accordance with the terms of the Spanish Limited Liability Companies Law, or with significant shareholders, either individually or in concert with others, including shareholders represented on the Board of Directors of the Company or of other companies belonging to the Group, or with persons related thereto.</p> <p>Exempt from this approval are those operations (i) which are made under contracts whose conditions are standardised and applied en masse to a large number of customers; (ii) which are carried out at market rates, generally set by the person supplying the goods or services in question; and (iii) where the amount does not exceed one percent (1%) of the Company's annual revenue</p>
21. Approving, following a report from the Audit and Control Committee, the operations carried out with Directors by the Company or companies in the Group in accordance with the terms of the Spanish Limited Liability Companies Law, or with significant shareholders, either individually or in concert with others, including shareholders represented on the Board of Directors of the Company or of other companies belonging to the Group, or with persons related thereto. Exempt from this approval are those operations (i) which are made under contracts whose conditions are standardised and applied en masse to a large number of customers; (ii) which are carried out at market rates, generally set by the person supplying the goods or services in question; and (iii) where the amount does not exceed one percent (1%) of the Company's annual revenue.	22. Authorising or waiving the obligations arising from the duty of loyalty as established by the provisions of the Spanish Limited Liability Companies Law and these Regulations.
22. Authorising or waiving the obligations arising from the duty of loyalty as established by the provisions of the Spanish Limited Liability Companies Law and these Regulations.	23. Resolving on the issue and admission to trading of bonds, and resolving on the granting of guarantees on the issue of bonds, as long as these are not bonds that can be converted into shares or bonds that grant the bondholders a share in the Company's profits.
23. Resolving on the issue and admission to trading of bonds, and resolving on the granting of guarantees on the issue of bonds, as long as these are not bonds that can be converted into shares or bonds that grant the bondholders a share in the Company's profits.	24. Planning the Company's fiscal strategy.
24. Planning the Company's fiscal strategy.	

PRESENT WORDING	WORDING AFTER THE AMENDMENTS
<p>25. The powers delegated to the Board by the General Meeting, unless the Board is expressly authorised to sub-delegate these powers.</p>	<p>25. The powers delegated to the Board by the General Meeting, unless the Board is expressly authorised to sub-delegate these powers.</p>
<p>However, in a duly justified emergency, delegated bodies and persons may adopt resolutions on those matters specified in the Spanish Limited Liability Companies Law, which must then be approved at the first Board of Directors meeting held after the resolutions have been adopted.</p>	<p>However, in a duly justified emergency, delegated bodies and persons may adopt resolutions on those matters specified in the Spanish Limited Liability Companies Law, which must then be approved at the first Board of Directors meeting held after the resolutions have been adopted.</p>
<p>The Board of Directors shall request authorisation or approval from the General Meeting of Shareholders to acquire, transfer or support another Company with essential assets, which are presumed to be essential when the amount of the operation exceeds twenty-five percent (25%) of the value of the assets listed in the latest approved consolidated balance sheet, when core activities that were previously carried out by the Company are transferred to subsidiaries, although the Company maintains full control over them, or when the operations are equivalent to the liquidation of the Company, as well as the Directors' Remuneration Policy, etc.</p>	<p>The Board of Directors shall request authorisation or approval from the General Meeting of Shareholders to acquire, transfer or support another Company with essential assets, which are presumed to be essential when the amount of the operation exceeds twenty-five percent (25%) of the value of the assets listed in the latest approved <u>consolidated</u> balance sheet, when core activities that were previously carried out by the Company are transferred to subsidiaries, although the Company maintains full control over them, or when the operations are equivalent to the liquidation of the Company, as well as the Directors' Remuneration Policy, etc.</p>
<p>Article 6. Shareholder Relations</p>	<p>Article 6. Shareholder Relations</p>
<p>The Company shall define and promote a policy of communication and contact with shareholders, institutional investors and proxy advisors, that respects the rules on market abuse and treats shareholders in the same position equally.</p>	<p>The Company shall define and promote a policy of relating to communication and contact with shareholders and institutional investors <u>within the framework of their participation in the Company,</u> and proxy advisors, that respects ing the rules on market abuse and treats <u>treating</u> shareholders in the same position equally.</p>
	<p><u>The Company will also have a general policy on the communication of economic/financial, non-financial, and corporate information through the channels it deems appropriate, which will contribute to enhancing the dissemination and quality of the information available to the market, investors, and other stakeholder.</u></p>
<p>In addition, the Board, in its capacity as the link between owners and managers, shall provide the appropriate channels to hear any proposals that may be made by shareholders in relation to the Company's management. In this regard, the Board of Directors shall encourage the informed participation of shareholders at General Meetings of Shareholders and shall adopt any necessary measures to facilitate the effective exercise of their functions pursuant to the law and the Company Bylaws.</p>	<p>In addition, the Board, in its capacity as the link between owners and managers, shall provide the appropriate channels to hear any proposals that may be made by shareholders in relation to the Company's management. In this regard, the Board of Directors shall encourage the informed participation of shareholders at General Meetings of Shareholders and shall adopt any necessary measures to facilitate the effective exercise of their functions pursuant to the law and the Company Bylaws.</p>
<p>The Board, through some of its Directors and in collaboration with relevant senior management, may also organise briefings on the progress of the Company and its Group with the shareholders, which will take place in the most important financial districts of Spain and other countries.</p>	<p>The Board, through some of its Directors and in collaboration with relevant senior management, may also organise briefings on the progress of the Company and its Group with the shareholders, which will take place in the most important financial districts of Spain and other countries.</p>

PRESENT WORDING	WORDING AFTER THE AMENDMENTS
<p>The Board of Directors shall establish regular information exchange mechanisms with institutional investors who are stable shareholders of the Company. The information exchange mechanisms shall relate in particular to matters such as investment strategy, the assessment of results, the composition of the Board of Directors, and management efficiency. Under no circumstances may these mechanisms involve the provision of any information that could offer a privilege or advantage over other shareholders. In this regard, the Board of Directors shall guarantee equal treatment in its relations with shareholders.</p>	<p>The Board of Directors shall establish regular information exchange mechanisms with institutional investors who are stable shareholders of the Company. The information exchange mechanisms shall relate in particular to matters such as investment strategy, the assessment of results, the composition of the Board of Directors, and management efficiency. Under no circumstances may these mechanisms involve the provision of any information that could offer a privilege or advantage over other shareholders. In this regard, the Board of Directors shall guarantee equal treatment in its relations with shareholders.</p>
<p>Article 7. Market Relations</p>	<p>Article 7. Market Relations</p>
<p>The Board of Directors shall perform all of the functions that are required by the legislation on Securities Markets and that result from its status as a publicly traded company. In particular, the Board of Directors shall carry out all of the necessary proceedings and take the necessary measures to ensure the Company's transparency in financial markets, as well as to promote the correct formation of the Company's share prices, avoiding any manipulation or abuse of privileged information.</p>	<p>The Board of Directors shall perform all of the functions that are required by the legislation on Securities Markets and that result from its status as a publicly traded company. In particular, the Board of Directors shall carry out all of the necessary proceedings and take the necessary measures to ensure the Company's transparency in financial markets, as well as to promote the correct formation of the Company's share prices, avoiding any manipulation or abuse of privileged information.</p>
<p>The Board of Directors shall ensure that, through its reports to the Spanish Securities Market Commission and simultaneously through the Company's corporate website, as well as through the mechanisms established by current legal provisions, the public is immediately informed of:</p>	<p>The Board of Directors shall ensure that, through its reports to the Spanish Securities Market Commission and simultaneously through the Company's corporate website, as well as through the mechanisms established by current legal provisions, the public is immediately informed of:</p>
<ol style="list-style-type: none"> 1. The material facts that could significantly influence the formation of stock prices. 2. Changes in the structure of the ownership of the Company, such as variations in significant shareholdings, syndication agreements and other forms of coalition of which the Board of Directors has knowledge. 3. Substantial modifications of the Company's rules of corporate governance. 	<ol style="list-style-type: none"> 1. The material facts that could significantly influence the formation of stock prices. 2. Changes in the structure of the ownership of the Company, such as variations in significant shareholdings, syndication agreements and other forms of coalition of which the Board of Directors has knowledge. 3. Substantial modifications of the Company's rules of corporate governance.
<p>The Board of Directors shall also take the necessary measures to provide the markets with the necessary financial information, biannually, quarterly and at any other time as required by current legislation at any given time.</p>	<p>The Board of Directors shall also take the necessary measures to provide the markets with the necessary financial information, biannually, quarterly and at any other time as <u>information</u> required by current legislation at any given time.</p>
<p>The Board of Directors shall publish a corporate governance report on an annual basis. Likewise, it will prepare and publish an annual report on Directors' remuneration. The annual report on Directors' remuneration shall be published by the Company as an announcement of relevant information at the same time as the annual corporate governance report.</p>	<p>The Board of Directors shall publish a corporate governance report on an annual basis. Likewise, it will prepare and publish an annual report on Directors' remuneration. The annual report on Directors' remuneration shall be published by the Company as an announcement of relevant information at the same time as the annual corporate governance report.</p>

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Article 8. Auditor Relations	Article 8. Auditor Relations
Relations between the Board of Directors and the external auditor shall be conducted through the Audit and Control Committee.	Relations between the Board of Directors and the external auditor shall be conducted through the Audit and Control Committee.
<p>In relation to this, the Audit and Control Committee shall ensure that the Board of Directors strives to submit the financial statements to the General Meeting of Shareholders in the audit report without limitations or reservations. In any exceptional cases where these reservations exist, the Chairman of the Audit and Control Committee and, in exceptional circumstances, the auditors shall give a clear account of the contents and scope of these limitations or reservations to the shareholders.</p>	<p>In relation to this, the Audit and Control Committee shall ensure that the Board of Directors strives to submit the financial statements to the General Meeting of Shareholders in the audit report without limitations or reservations. In any exceptional cases where these reservations exist, the Chairman of the Audit and Control Committee and, in exceptional circumstances, the auditors shall give a clear account of the contents and scope of these limitations or reservations to the shareholders.</p> <p><u>Accordingly, the Audit and Control Committee shall strive to ensure that the Board of Directors presents the Company's annual financial statements to the General Meeting of Shareholders in compliance with the accounting legislation. In those cases where the auditor has included qualifications in the audit report, the Chairman of the Audit and Control Committee shall give a clear account at the General Meeting of Shareholders of the opinion of the Audit and Control Committee on their scope and content. A summary of this shall be made available to shareholders when calling the meeting, along with the other Board proposals and reports.</u></p>
The annual financial statements submitted to the Board of Directors for drafting must first be certified for accuracy and integrity by the CFO or the head of the relevant department. It must be stated for the record that the consolidated financial statements of all the investee companies included in the Company's scope of consolidation are included in the consolidated annual financial statements in accordance with the applicable commercial and accounting legislation.	The annual financial statements submitted to the Board of Directors for drafting must first be certified for accuracy and integrity by the CFO or the head of the relevant department. It must be stated for the record that the consolidated financial statements of all the investee companies included in the Company's scope of consolidation are included in the consolidated annual financial statements in accordance with the applicable commercial and accounting legislation.
Article 9. Appointment, Ratification and Re-Election of Directors	Article 9. Appointment, Ratification and Re-Election of Directors
Directors shall be appointed at General Meetings of Shareholders or, in the event of an early vacancy, by the Board of Directors through their powers of co-option, in accordance with the provisions established in the Spanish Limited Liability Companies Law.	Directors shall be appointed at General Meetings of Shareholders or, in the event of an early vacancy, by the Board of Directors through their powers of co-option, in accordance with the provisions established in the Spanish Limited Liability Companies Law.
Directors co-opted by the Board do not necessarily have to be shareholders of the Company. If the vacancy in the Board arises when the General Meeting has been called, but before it has been held, the Board of Directors may appoint a Director until the next General Meeting is held.	Directors co-opted by the Board do not necessarily have to be shareholders of the Company. If the vacancy in the Board arises when the General Meeting has been called, but before it has been held, the Board of Directors may appoint a Director until the next General Meeting is held.
Proposals for the appointment or re-election of independent Directors are made by the Appointments and	Proposals for the appointment or re-election of independent Directors are made by the Appointments and

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<p>Remuneration Committee. In all other cases, the Board is responsible for making proposals. Proposals must be accompanied by a supporting report from the Board that assesses the competence, experience and merits of the proposed candidates, which will be attached to the minutes of the General Meeting or the Board meeting. The proposal for the appointment or re-election of any non-independent Directors must also be preceded by a report of the Appointments and Remuneration Committee.</p>	<p>Remuneration Committee. In all other cases, the Board is responsible for making proposals. Proposals must be accompanied by a supporting report from the Board that assesses the competence, experience and merits of the proposed candidates, which will be attached to the minutes of the General Meeting or the Board meeting. The proposal for the appointment or re-election of any non-independent Directors must also be preceded by a report of the Appointments and Remuneration Committee.</p>
<p>Directors may be individual or legal entities. If the Director is a legal entity, an individual must be designated to permanently carry out the functions of the office. This individual must meet the legal requirements established for the directors and shall be subject to the same duties and will be jointly and severally liable with the legal entity director. The proposed individual shall be subject to the report by the Appointments and Remuneration Committee. If the legal entity withdraws its representative, this change shall not take effect until a replacement has been designated.</p>	<p>Directors may be individual or legal entities. If the Director is a legal entity, an individual must be designated to permanently carry out the functions of the office. This individual must meet the legal requirements established for the directors and shall be subject to the same duties and will be jointly and severally liable with the legal entity director. The proposed individual shall be subject to the report by the Appointments and Remuneration Committee. If the legal entity withdraws its representative, this change shall not take effect until a replacement has been designated.</p>
<p>From the publication of the call notice and until the General Meeting is held, the Company must keep published on its corporate website, without interruption, at least the following information on the persons proposed for appointment, ratification or re-election as Board members: their identity, CV and category to which they each belong, and the aforementioned proposal and reports and explanatory report of the Appointments and Remuneration Committee containing the findings of the preliminary analysis of the needs required by the Board. If the Director is a legal entity, the information published must include the details of the individual who will be appointed to permanently carry out the functions of the office.</p>	<p>From the publication of the call notice and until the General Meeting is held, the Company must keep published on its corporate website, without interruption, at least the following information on the persons proposed for appointment, ratification or re-election as Board members: their identity, CV and category to which they each belong, and the aforementioned proposal and reports and explanatory report of the Appointments and Remuneration Committee containing the findings of the preliminary analysis of the needs-skills required by the Board. If the Director is a legal entity, the information published must include the details of the individual who will be appointed to permanently carry out the functions of the office.</p>
<p>Where applicable, if the Board of Directors chooses to ignore the proposals made by the Appointments and Remuneration Committee, it must explain its decision, leaving a record of its reasons in the minutes.</p>	<p>Where applicable, if the Board of Directors chooses to ignore the proposals made by the Appointments and Remuneration Committee, it must explain its decision, leaving a record of its reasons in the minutes.</p>
<p>The Board of Directors and the Appointments and Remuneration Committee must strive to ensure that new Directors are appointed in compliance with the requirements of the Spanish Limited Liability Companies Law, the Company Bylaws and these Regulations. It must be ensured that persons proposed for the position of Director are persons of recognised solvency, competence, experience, and professional prestige suitable for the exercise of their duties.</p>	<p>The Board of Directors and the Appointments and Remuneration Committee must strive to ensure that new Directors are appointed in compliance with the requirements of the Spanish Limited Liability Companies Law, the Company Bylaws and these Regulations. It must be ensured that persons proposed for the position of Director are persons of recognised solvency, competence, experience, and professional prestige suitable for the exercise of their duties.</p>
<p>Additionally, the Board of Directors shall strive to ensure that its recruitment process favours diversity in relation to age, gender, diversity of abilities, education, and professional experience and that there is no implicit bias</p>	<p>Additionally, the Board of Directors shall strive to ensure that its recruitment process favours diversity in relation to age, gender, diversity of abilities, education, and professional experience and that there is no implicit bias</p>

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leading to discrimination, and in particular that the process facilitates the appointment of enough female Directors to provide a balanced representation between male and female Directors, all this in the Company's best interest.	leading to discrimination, and in particular that the process facilitates the appointment of enough female Directors to provide a balanced representation between male and female Directors, all this in the Company's best interest.
Those who are subject to any legally established prohibitions, ineligibility or incompatibilities cannot become directors.	Those who are subject to any legally established prohibitions, ineligibility or incompatibilities cannot become directors.
There is no age limit established to be appointed as a Director, nor for the exercise of this office.	There is no age limit established to be appointed as a Director, nor for the exercise of this office.
The Company shall set up guidance programmes providing new Directors with quick and sufficient knowledge of the Company and the Group, as well as the rules of corporate governance. Irrespective of the knowledge that Directors are required to possess to carry out their duties, the Company shall also offer them refresher programmes when circumstances so advise.	The Company shall set up guidance programmes providing new Directors with quick and sufficient knowledge of the Company and the Group, as well as the rules of corporate governance. Irrespective of the knowledge that Directors are required to possess to carry out their duties, the Company shall also offer them refresher programmes when circumstances so advise.
Article 11. Dismissal of Directors	Article 11. Dismissal of Directors
The General Meeting of Shareholders may remove the Directors from office at any time even if their removal does not appear on the agenda.	The General Meeting of Shareholders may remove the Directors from office at any time even if their removal does not appear on the agenda.
Directors must tender their resignation to the Board of Directors and resign if the latter deems it appropriate subsequent to a report from the Appointments and Remuneration Committee, in the following cases:	Directors must tender their resignation to the Board of Directors and resign if the latter deems it appropriate subsequent to a report from the Appointments and Remuneration Committee, in the following cases:
1. When they become subject to any incompatibility or prohibition established by law.	1. When they become subject to any incompatibility or prohibition established by law.
2. When they cease to hold the executive positions associated with their appointment as Directors or when the reasons for their appointment cease to exist. Specifically, Proprietary Directors shall tender their resignation when the shareholder they represent sells off the entire shareholding in Inmobiliaria Colonial or when the number of shares held requires a reduction in the number of Proprietary Directors.	2. When they cease to hold the executive positions associated with their appointment as Directors or when the reasons for their appointment cease to exist. Specifically, Proprietary Directors shall tender their resignation when the shareholder they represent sells off the entire shareholding in Inmobiliaria Colonial or when the number of shares held requires a reduction in the number of Proprietary Directors.
3. In cases in which, notwithstanding the foregoing paragraph, the Board of Directors considers that there are reasons that justify that the Director remains in office, the impact that the new circumstances may have on the qualification of the Director will be taken into account.	3. In cases in which, notwithstanding the foregoing paragraph, the Board of Directors considers that there are reasons that justify that the Director remains in office, the impact that the new circumstances may have on the qualification of the Director will be taken into account.
4. When they have received a serious warning from the Appointments and Remuneration Committee for having infringed any of their duties as Directors.	3. 4. When they have received a serious warning from the Appointments and Remuneration Committee for having infringed any of their duties as Directors.

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<p>When their remaining as a board member may adversely affect the operation of the Board or jeopardise the credit or reputation of the Company for any reason.</p>	<p>4. When their remaining as a board member may adversely affect the operation of the Board or jeopardise the credit or reputation of the Company for any reason.</p>
<p>In particular, Directors must inform the Board of any criminal proceedings in which they are a defendant and the subsequent progress of the proceedings. In any event, if a Director is prosecuted or has a court order issued against him or her, initiating trial proceedings for any of the offences set forth in the Law, the Board shall examine the case as soon as possible and shall decide, in view of the particular circumstances, whether or not the Director should remain in office, reporting on it, with reasons, in the Annual Corporate Governance Report.</p>	<p>In particular, Directors must inform the Board of any criminal proceedings in which they are a defendant and the subsequent progress of the proceedings. In any event, if a Director is prosecuted or has a court order issued against him or her, initiating trial proceedings for any of the offences set forth in the Law, the Board shall examine the case as soon as possible and shall decide, in view of the particular circumstances, whether or not the Director should remain in office, reporting on it, with reasons, in the Annual Corporate Governance Report. <u>In particular, Directors must inform the Board and, if appropriate, resign in the event of situations arising which affect them and which are related, or not, to their performance in the Company, which could affect the Company's reputation. In particular, they must inform the Board of any criminal case in which they are involved and under investigation as well as of any procedural events in such case.</u></p> <p><u>If the Board of Directors is informed or has otherwise become aware of any of the situations mentioned in the preceding paragraph, the Board shall examine the case as soon as possible and, based on the specific circumstances, shall decide, after receiving a report from the Appointments and Remuneration Committee, whether to take any action. A reasoned account of the situation shall be given in the Annual Corporate Governance Report unless there are special circumstances that justify otherwise, which shall be recorded in the minutes.</u></p>
<p>The Board of Directors will not propose the removal of any independent Director before the statutory period for which they were appointed, except where just cause is found by the Board of Directors following a report from the Appointments and Remuneration Committee. Just cause shall be deemed to exist in any event if the Director takes up a new post or takes on new duties that prevent him/her from devoting the necessary time to the performance of the duties associated with the directorship, when the Director fails to carry out the duties inherent to his/her post or is involved in circumstances that cause him/her to lose his/her independent status in accordance with the provisions of the applicable legislation.</p>	<p>The Board of Directors will not propose the removal of any independent Director before the statutory period for which they were appointed, except where just cause is found by the Board of Directors following a report from the Appointments and Remuneration Committee. Just cause shall be deemed to exist in any event if the Director takes up a new post or takes on new duties that prevent him/her from devoting the necessary time to the performance of the duties associated with the directorship, when the Director fails to carry out the duties inherent to his/her post or <u>is involved in circumstances that cause him/her to lose his/her independent status</u> in accordance with the provisions of the applicable legislation, or on the occurrence of any of the situations mentioned in section 4 above.</p>
<p>The removal of independent Directors may also be proposed as the result of a takeover, merger or other similar corporate operations that represent a change in the</p>	<p>The removal of independent Directors may also be proposed as the result of a takeover, merger or other similar corporate operations that represent a change in the</p>

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Company's capital structure when these changes are led by proportionality criteria.	Company's capital structure when these changes are led by proportionality criteria.
Also, the Board of Directors may propose the removal of other Directors prior to expiry of the statutory period for which they were appointed for exceptional and justifiable reasons as approved by the Board, subsequent to a report by the Appointments and Remuneration Committee.	Also, the Board of Directors may propose the removal of other Directors prior to expiry of the statutory period for which they were appointed for exceptional and justifiable reasons as approved by the Board, subsequent to a report by the Appointments and Remuneration Committee.
When, as a result of their resignation or for some other reason, Directors leave office before their term has expired, they shall explain the reasons in a letter submitted to all Board members. This shall not affect the notification of such departure as a regulatory announcement or the need to report it in the Annual Corporate Governance Report.	When, as a result of their resignation or for some other reason, Directors leave office before their term has expired, they shall explain the reasons in a letter submitted to all Board members. This shall not affect the notification of such departure as a regulatory announcement or the need to report it in the Annual Corporate Governance Report. <u>Directors who cease to hold office before the end of their term, either through resignation or as resolved by the General Meeting, shall state their reasons, or in the case of non-executive Directors, their opinion on the General Meeting's decision, in a letter to be sent to all members of the Board of Directors. Without prejudice to the disclosure of all this in the Annual Corporate Governance Report, insofar as it is relevant to investors, the Company shall publish the termination of office as soon as possible, including a sufficient reference to the reasons or circumstances provided by the Director.</u>
Article 17. Related-Party Transactions	Article 17. Related-Party Transactions
An express prior authorisation from the Board of Directors, which may not be delegated, and after a favourable report from the Audit and Control Committee, will be required for the following situations:	An express prior authorisation from the Board of Directors, which may not be delegated, and after a favourable report from the Audit and Control Committee, will be required for the following situations:
<ul style="list-style-type: none"> - Provision of professional services to Inmobiliaria Colonial companies by a Director. The employment or any other type of relationship that executive directors have with the Company is exempt for these purposes. - For a Director, a significant shareholder or a shareholder represented on the Board, or a person associated with them to sell or otherwise transfer supplies, materials, goods or rights, in general, to Inmobiliaria Colonial or other companies in its Group in exchange for any type of economic compensation. - For the companies in the Group to transmit supplies, materials, goods or rights, in general, on behalf of a Director, a significant shareholder or a shareholder represented on the Board, or a person associated with them that are outside the transferor company's normal business. - For the companies in Grupo Inmobiliaria Colonial to provide work, services or to sell materials to a Director, a significant shareholder or a shareholder 	<ul style="list-style-type: none"> Provision of professional services to Inmobiliaria Colonial companies by a Director. The employment or any other type of relationship that executive directors have with the Company is exempt for these purposes. For a Director, a significant shareholder or a shareholder represented on the Board, or a person associated with them to sell or otherwise transfer supplies, materials, goods or rights, in general, to Inmobiliaria Colonial or other companies in its Group in exchange for any type of economic compensation. For the companies in the Group to transmit supplies, materials, goods or rights, in general, on behalf of a Director, a significant shareholder or a shareholder represented on the Board, or a person associated with them that are outside the transferor company's normal business. For the companies in Grupo Inmobiliaria Colonial to provide work, services or to sell materials to a Director, a significant shareholder or a shareholder

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<p>represented on the Board, or a person associated with them as a normal part of their business but at prices below market value.</p> <p>- For a Director or associated person with a direct or indirect interest to enter into any other type of business with companies in the Group.</p>	<p>represented on the Board, or a person associated with them as a normal part of their business but at prices below market value.</p> <p>For a Director or associated person with a direct or indirect interest to enter into any other type of business with companies in the Group.</p> <p><u>1. Transactions concluded between the Company or Group companies on the one hand, and Directors, shareholders holding at least 10% of the voting rights in the Company or who are represented on its Board of Directors, or any other persons that must be considered related parties under international accounting standards on the other, shall be considered related-party transactions (the "Related-Party Transactions").</u></p> <p><u>By way of exception to the previous paragraph, the following will not be considered Related-Party Transactions: (i) transactions carried out between the Company and its fully owned subsidiaries, either directly or indirectly; (ii) the Board of Directors' approval of the terms and conditions of contracts to be concluded with Directors who are to carry out executive functions, including, if applicable, the CEO or senior officers; as well as the establishment by the Board of the specific amounts or remuneration to be paid under such contracts; and (iii) transactions carried out by the Company with its subsidiaries or investee companies, provided that no other party related to the Company has holdings in such subsidiaries or investee companies.</u></p> <p>1.2. Responsibility for approving Related-Party Transactions for an amount or value of 10% or more of the total asset items in the most recent annual balance sheet approved by the Company shall lie with the General Meeting of Shareholders. In such case, the affected shareholder shall lose the right to vote unless the resolution proposal has been approved by the Board of Directors without the opposing vote of the majority of the independent Directors.</p>
<p>The aforementioned approval by the Board of Directors shall not be necessary when such transactions have the following three characteristics simultaneously:</p>	<p>The aforementioned approval by the Board of Directors shall not be necessary when such transactions have the following three characteristics simultaneously: <u>All other Related-Party Transactions shall be approved by the Board of Directors, who may not delegate this power except in relation to Related-Party Transactions:</u></p>
<ol style="list-style-type: none"> 1. They are carried out under contracts with standard terms and conditions and are applicable across-the-board to many customers; 2. They are carried out at market prices, generally set by the person supplying the goods or services; and 	<p><u>(i) concluded with Group companies in the Company's ordinary course of business and under market conditions, or (ii) concluded under contracts with standard terms that are applied en masse to a large number of clients, at rates or prices established for general application by the party acting as supplier or provider of the goods or services in</u></p>

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<p>3. The amount of the operation does not exceed one percent of the Company's annual revenue.</p>	<p><u>question, for an amount that does not exceed 0.5% of the Company's net turnover.</u></p> <p>4. They are carried out under contracts with standard terms and conditions and are applicable across the board to many customers;</p> <p>5. They are carried out at market prices, generally set by the person supplying the goods or services; and</p> <p>The amount of the operation does not exceed one percent of the Company's annual revenue.</p>
<p>In any case, any relevant transactions of any kind made by any director or major shareholder with the Company, its subsidiaries or affiliates, shall be reported in the Annual Corporate Governance Report.</p>	<p>In any case, any relevant transactions of any kind made by any director or major shareholder with the Company, its subsidiaries or affiliates, shall be reported in the Annual Corporate Governance Report.</p> <p><u>The affected Directors or the Directors representing or related to the affected shareholders must refrain from taking part in the deliberation and voting for the relevant resolution, as provided by law.</u></p>
	<p><u>3. The Audit and Control Committee must issue a report prior to the approval of a Related-Party Transaction by the General Meeting or the Board of Directors. In this report, the Committee must assess whether the transaction is fair and reasonable from the Company's point of view and, if applicable, from that of its shareholders other than the related party. It must also report on the budgets on which the transaction is based and on the methods used. Directors who are members of the Audit and Control Committee and are affected by the Related-Party Transaction may not be involved in the preparation of the report.</u></p> <p><u>The said report will not be mandatory in relation to Related-Party Transactions whose approval has been delegated by the Board of Directors in those cases permitted by law. In such cases, the Board of Directors shall establish a periodic internal reporting and control procedure to verify that the transactions are fair and transparent and, where appropriate, to ensure compliance with the applicable legal criteria.</u></p>
	<p><u>4. The Company shall make a public announcement regarding the conclusion of Related-Party Transactions between the Company or companies in its Group for amounts of at least: (i) 5% of the total amount of the asset items; or (ii) 2.5% of the annual turnover.</u></p> <p><u>For this purpose, the announcement must be included, with the content provided by law, in an easily accessible part of the Company website, and a notification must be sent to the Spanish Securities Market Commission. The</u></p>

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	<p><u>announcement must be published, and the communication made, no later than on the date of the Related-Party Transaction, and it must be accompanied by the Audit and Control Committee's report if applicable.</u></p>
	<p><u>5. The amount of a Related-Party Transaction shall be calculated by adding together all the transactions concluded with the same counterpart in the last 12 months.</u></p> <p><u>References to total asset items or total annual turnover shall be deemed to be made to the values set forth in the most recent consolidated annual financial statements or, in default thereof, to the Company's most recent individual annual financial statements approved by the General Meeting.</u></p>
<p>Article 18. Directors' Duty to Report to the Board of Directors</p>	<p>Article 18. Directors' Duty to Report to the Board of Directors</p>
<p>Notwithstanding the provisions of Article 16 of these Regulations and the provisions of the Company's Internal Code of Conduct regarding the Securities Market, Directors must, before the annual financial statements are drafted and with reference to the prior fiscal year, inform the Board of Directors of:</p>	<p>Notwithstanding the provisions of Article 16 of these Regulations and, <u>if applicable</u>, the provisions of the Company's Internal Code of Conduct regarding the Securities Market, Directors must, before the annual financial statements are drafted and with reference to the prior fiscal year, inform the Board of Directors of:</p>
<p>i. The Director's performance, on his/her own behalf or for others, in activities which are the same, similar or supplementary to the corporate purpose of Inmobiliaria Colonial.</p> <p>ii. The number of shares in Inmobiliaria Colonial held by the Director, either currently or in the past. The Director must similarly report any other shares directly or indirectly owned by related persons pursuant to the Spanish Limited Liability Companies Law.</p> <p>iii. The transactions concluded by the Director in his/her own interest or by persons acting on his/her behalf in the previous fiscal year with Inmobiliaria Colonial or other companies in the Group that were outside Inmobiliaria Colonial's ordinary course of business or not made under market conditions, if such transactions are relevant.</p> <p>iv. Any direct or indirect conflicts of interest between a Director's own interests and those of the Company, without prejudice to the duty to abstain envisaged in the Spanish Limited Liability Companies Law and in these Regulations. Any conflicts of interest encountered by the Directors of the Company shall, in any event, be reported in the</p>	<p>i. The Director's performance, on his/her own behalf or for others, in activities which are the same, similar or supplementary to the corporate purpose of Inmobiliaria Colonial.</p> <p>ii. The number of shares in Inmobiliaria Colonial held by the Director, either currently or in the past. The Director must similarly report any other shares directly or indirectly owned by related persons pursuant to the Spanish Limited Liability Companies Law.</p> <p>iii. The transactions concluded by the Director in his/her own interest or by persons acting on his/her behalf in the previous fiscal year with Inmobiliaria Colonial or other companies in the Group that were outside Inmobiliaria Colonial's ordinary course of business or not made under market conditions, if such transactions are relevant.</p> <p>iv. Any direct or indirect conflicts of interest between a Director's own interests and those of the Company, without prejudice to the duty to abstain envisaged in the Spanish Limited Liability Companies Law and in these Regulations. Any conflicts of interest encountered by the Directors of the Company shall, in any event, be reported in the</p>

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annual report and the Annual Corporate Governance Report.	annual report and the Annual Corporate Governance Report.
The Secretary and the Vice Secretary of the Board, in coordination with the Audit and Control Committee, shall be responsible for collecting the information referred to in the previous sections from the Directors.	The Secretary and the Vice Secretary of the Board, in coordination with the Audit and Control Committee, shall be responsible for collecting the information referred to in the previous sections from the Directors.
The information referred to in paragraphs iii and iv above must be provided promptly upon the completion of each operation or transaction.	The information referred to in paragraphs iii and iv above must be provided promptly upon the completion of each operation or transaction.
The Directors must inform the Appointments and Remuneration Committee of their other professional obligations, given that they may interfere with the Director's dedication to his/her office.	The Directors must inform the Appointments and Remuneration Committee of their other professional obligations, given that they may interfere with the Director's dedication to his/her office.
Article 21. Remuneration	Article 21. Remuneration
	<p><u>1. The position of Director shall be remunerated in accordance with the provisions of the Company Bylaws.</u></p> <p><u>The remuneration of the Directors shall maintain a reasonable proportion with the importance of the Company, the economic situation existing at any time, and the market standards of comparable companies. It shall further focus on promoting the profitability and long-term sustainability of the Company and avoiding the assumption of excessive risks and the rewarding of unfavourable results.</u></p> <p><u>Furthermore, the Directors' remuneration must be that required to attract and retain Directors with a desirable profile, to compensate them for the dedication, qualifications and responsibility that the position entails, and to ensure that the amount does not interfere with the independence of Non-Executive Directors' decisions.</u></p>
<p>1. The General Meeting of Shareholders shall approve at least every three years, as a separate item on the agenda, the Directors' remuneration policy, which shall comply with the remuneration system envisaged in the Company Bylaws as may be relevant. Any amendments or substitutions to the policy shall require the prior approval of the General Meeting of Shareholders in accordance with the established procedure.</p>	<p>The General Meeting of Shareholders shall approve at least every three years, as a separate item on the agenda, the Directors' remuneration policy, which shall comply with the remuneration system envisaged in the Company Bylaws as may be relevant. Any amendments or substitutions to the policy shall require the prior approval of the General Meeting of Shareholders in accordance with the established procedure.</p> <p><u>2. The Directors' Remuneration Policy must adhere to the remuneration system outlined in the Company Bylaws and shall be approved by the General Meeting of Shareholders as a separate item on the agenda with a maximum term of application of three years. Any proposals for a new Directors' Remuneration Policy must be submitted to the General Meeting of Shareholders before the end of the last year of application of the existing policy, and the General Meeting of Shareholders may decide that the new policy</u></p>

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	<p><u>shall be effective from the date of approval for the following three years. Any amendment or substitution of the policy during this period shall require the prior approval of the General Meeting of Shareholders in accordance with the established procedure for approval thereof. Upon its approval, the remuneration policy, together with the date and result of the vote, shall be published on the Company's website and shall be freely accessible for as long as it remains in force.</u></p>
<p>The proposal of the Directors' Remuneration Policy made by the Board of Directors must be duly reasoned and accompanied by a special report by the Appointments and Remuneration Committee. Both documents will be made available to the shareholders on the corporate website as soon as the General Meeting of Shareholders has been convened. The shareholders may also request that the documents be delivered or sent free of charge. This right shall be stipulated in the notice calling the General Meeting of Shareholders.</p>	<p>The proposal of the Directors' Remuneration Policy made by the Board of Directors must be duly reasoned and accompanied by a special report by the Appointments and Remuneration Committee. Both documents will be made available to the shareholders on the corporate website as soon as the General Meeting of Shareholders has been convened. The shareholders may also request that the documents be delivered or sent free of charge. This right shall be stipulated in the notice calling the General Meeting of Shareholders.</p>
<p>The approved policy shall determine the Directors' remuneration in their capacity as such within the remuneration system established in these Bylaws and shall include the maximum amount to be paid to all the Directors as a group in their capacity as Directors. The compensation to be paid to each Director shall be determined by the Board of Directors, taking into account the functions and responsibilities to be attributed to each Director, their membership of Board Committees and any other objective circumstances that it may deem relevant.</p>	<p>The approved policy shall determine the Directors' remuneration in their capacity as such within the remuneration system established in these Bylaws and shall include the maximum amount to be paid to all the Directors as a group in their capacity as Directors. The compensation to be paid to each Director shall be determined by the Board of Directors, taking into account the functions and responsibilities to be attributed to each Director, their membership of Board Committees and any other objective circumstances that it may deem relevant.</p>
<p>The Board of Directors will draft a compensation policy proposal which shall take into account the following criteria:</p>	<p><u>The remuneration policy must meet the following requirements:</u></p> <p>The Board of Directors will draft a compensation policy proposal which shall take into account the following criteria:</p>

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<p>a) The compensation paid to Directors must be as necessary to attract and retain Directors with a desirable profile and to compensate them for the dedication, qualifications and responsibility that the position entails, while ensuring that the amount does not interfere with the independent judgement of non-executive Directors;</p> <p>b) Executive directors are restricted to variable remuneration linked to the performance of the Company and to their personal performance, as is the remuneration in the form of shares, stock options or rights to shares or instruments that are referenced to the value of the stock and long-term savings systems such as pension plans, retirement schemes or other social security systems. Giving shares as remuneration can be considered for non-executive Directors, on condition that they hold them until they cease to be Directors. The foregoing shall not apply to shares that a Director needs to dispose of, if applicable, in order to meet the costs relating to their acquisition; and</p> <p>c) In the event of variable compensation, technical limits shall be set to ensure that such compensation reflects the professional performance of its beneficiaries and not simply the general progress of the markets or of the Company's business sector or other similar circumstances.</p>	<p>a) The compensation paid to Directors must be as necessary to attract and retain Directors with a desirable profile and to compensate them for the dedication, qualifications and responsibility that the position entails, while ensuring that the amount does not interfere with the independent judgement of non-executive Directors;</p> <p>b) Executive directors are restricted to variable remuneration linked to the performance of the Company and to their personal performance, as is the remuneration in the form of shares, stock options or rights to shares or instruments that are referenced to the value of the stock and long-term savings systems such as pension plans, retirement schemes or other social security systems. Giving shares as remuneration can be considered for non-executive Directors, on condition that they hold them until they cease to be Directors. The foregoing shall not apply to shares that a Director needs to dispose of, if applicable, in order to meet the costs relating to their acquisition; and</p> <p>c) In the event of variable compensation, technical limits shall be set to ensure that such compensation reflects the professional performance of its beneficiaries and not simply the general progress of the markets or of the Company's business sector or other similar circumstances.</p> <p><u>a) it must contribute to the Company's corporate strategy, long-term interests, and sustainability, and explain how this is achieved.</u></p> <p><u>b) it must be clear and comprehensible and specify the various components of fixed and variable remuneration, including bonuses and any other forms of compensation that may be paid to the Directors, indicating their relative proportions.</u></p> <p><u>a)c) it must demonstrate how the conditions of remuneration and employment of the Company's employees have been taken into account when establishing the remuneration policy.</u></p>
<p>The compensation policy proposed by the Board must also decide, in any case, and whenever they arise, on the following aspects:</p>	<p>The compensation policy proposed by the Board must also decide, in any case, and whenever they arise, on the following aspects:</p>
<p>a) The amount of fixed components, where applicable itemising the fees for sitting on the Board and its Committees and an estimate of the fixed annual compensation arising therefrom;</p> <p>b) The variable compensation components, including, in particular, the categories of Director to which they apply, and an explanation on the relative importance of the variable items with regard to the fixed items, the criteria for the evaluation of results</p>	<p>a) The amount of fixed components, where applicable itemising the fees for sitting on the Board and its Committees and an estimate of the fixed annual compensation arising therefrom;</p> <p>b) The variable compensation components, including, in particular, the categories of Director to which they apply, and an explanation on the relative importance of the variable items with regard to the fixed items, the criteria for the</p>

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<p>which form the basis for any compensation in shares, stock options or any variable component, the fundamental parameters and rationale for any bonus system or any other non-cash benefits, and an estimation of the total amount of the variable compensation under the proposed compensation plan based on the degree of compliance with the hypotheses or targets that are used as a benchmark;</p> <p>c) The principal characteristics of the social welfare systems (supplementary pensions, life insurance policies and similar systems) with an estimate of their amount or equivalent annual cost; and</p> <p>d) The conditions that must apply to the contracts of those performing the duties of senior officers, such as Executive Directors, including the conditions related to duration and notification periods and other clauses relating to hiring bonuses, as well as severance payments or golden parachutes for early termination of employment between the Company and the Executive Director.</p>	<p>evaluation of results which form the basis for any compensation in shares, stock options or any variable component, the fundamental parameters and rationale for any bonus system or any other non-cash benefits, and an estimation of the total amount of the variable compensation under the proposed compensation plan based on the degree of compliance with the hypotheses or targets that are used as a benchmark;</p> <p>c) The principal characteristics of the social welfare systems (supplementary pensions, life insurance policies and similar systems) with an estimate of their amount or equivalent annual cost; and</p> <p>d) The conditions that must apply to the contracts of those performing the duties of senior officers, such as Executive Directors, including the conditions related to duration and notification periods and other clauses relating to hiring bonuses, as well as severance payments or golden parachutes for early termination of employment between the Company and the Executive Director.</p> <p><u>d) when the Company offers variable remuneration, the policy must contain clear, comprehensive, and diverse criteria for the payment of variable remuneration and specify the corresponding financial and non-financial performance criteria, explaining how they contribute to the achievement of the objectives set out in point (a) and the methods used to determine the degree of fulfilment of the performance criteria.</u></p> <p><u>e) it must indicate if there is a deferral period and whether the Company is entitled to demand the return of the variable remuneration.</u></p> <p>✚<u>f) when the Company offers share-based compensation, the policy must specify the vesting periods and, where applicable, the retention of shares after vesting, and explain how this type of compensation contributes to the achievement of the objectives set out in point (a).</u></p>
<p>The application of the remuneration system shall be reasonably proportionate to the importance of the Company, the economic situation existing from time to time and the market standards of comparable companies. It shall further focus on promoting the profitability and long-term sustainability of the Company and avoiding the assuming of excessive risks and the rewarding of unfavorable results.</p>	<p>The application of the remuneration system shall be reasonably proportionate to the importance of the Company, the economic situation existing from time to time and the market standards of comparable companies. It shall further focus on promoting the profitability and long-term sustainability of the Company and avoiding the assuming of excessive risks and the rewarding of unfavorable results.</p>
	<p><u>g) it must indicate the term of the contracts or agreements entered into with Executive Directors, the applicable notice periods, the main features of</u></p>

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	<p><u>supplementary pension or early retirement schemes, the conditions of termination, and termination payments.</u></p> <p><u>h) it must indicate the decision-making process followed for the development, revision, and application of the policy.</u></p> <p>g) <u>i) If the policy is revised, it must describe and explain any significant changes made and specify how any votes taken and feedback received from shareholders on the policy and the annual Directors' remuneration reports since the date of the most recent vote on the remuneration policy at the General Meeting of Shareholders have been taken into account.</u></p>
	<p><u>The Company may make temporary exceptions to the remuneration policy provided that the policy specifies the procedure to be followed, the conditions under which the exceptions may be applied, and the elements of the policy that are subject to exception.</u></p>
	<p><u>If the proposal for a new remuneration policy is rejected by the General Meeting of Shareholders, the Company shall continue to remunerate its Directors in accordance with the remuneration policy in force on the date of the General Meeting and shall submit a new remuneration policy proposal for approval at the next Ordinary General Meeting of Shareholders.</u></p>
<p>2. The compensation of the Directors for the performance of executive functions shall conform to the policy of remunerations of the Directors, which must necessarily take into account the amount of the fixed annual compensation and its variation over the period to which the policy refers, the various parameters for setting the variable components and the main conditions of their contracts, specifically including their duration, indemnities for early discontinuation or termination of the contractual relation and exclusiveness, post-contractual non compete and permanence or fidelity agreements.</p>	<p>The compensation of the Directors for the performance of executive functions shall conform to the policy of remunerations of the Directors, which must necessarily take into account the amount of the fixed annual compensation and its variation over the period to which the policy refers, the various parameters for setting the variable components and the main conditions of their contracts, specifically including their duration, indemnities for early discontinuation or termination of the contractual relation and exclusiveness, post-contractual non compete and permanence or fidelity agreements.</p> <p>3. <u>The remuneration for the functions that Directors are required to perform in their capacity as such, as members of the Board of Directors or its Committees, shall comply with the remuneration system provided for in the Company Bylaws and the approved remuneration policy.</u></p> <p><u>The remuneration policy shall specify at least the maximum amount of annual remuneration to be paid to all Directors in their capacity as such and the criteria for the distribution of remuneration according to the functions and responsibilities assigned to each Director. The Board of Directors is responsible for determining the individual remuneration of each Director in their capacity as such in accordance with the framework established in the Company Bylaws and the remuneration policy, subject to a report by the Appointments and Remuneration Committee.</u></p>

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<p>4. When a member of the Board of Directors is appointed CEO or is assigned executive functions by virtue of another title, a contract must be entered into by the Director and the Company, which must be approved in advance by the Board of Directors with a vote in favour by two thirds of its members. The Director concerned shall refrain from participating in deliberations and from taking part in the vote. The approved contract shall be annexed to the minutes of the meeting. The contract shall set out in detail all the items for which compensation may be obtained for the performance of executive functions, including, where applicable, the possible severance package for the early cessation of such functions and the amounts to be paid by the Company as insurance premiums or contributions to savings systems. Along these lines, the Directors cannot receive any compensation for the performance of executive functions in amounts or for items not established in their respective contracts. The contract must comply with the remuneration policy approved by the General Meeting.</p>	<p>4. When a member of the Board of Directors is appointed CEO or is assigned executive functions by virtue of another title, a contract must be entered into by the Director and the Company, which must be approved in advance by the Board of Directors with a vote in favour by two thirds of its members. The Director concerned shall refrain from participating in deliberations and from taking part in the vote. The approved contract shall be annexed to the minutes of the meeting. The contract shall set out in detail all the items for which compensation may be obtained for the performance of executive functions, including, where applicable, the possible severance package for the early cessation of such functions and the amounts to be paid by the Company as insurance premiums or contributions to savings systems. Along these lines, the Directors cannot receive any compensation for the performance of executive functions in amounts or for items not established in their respective contracts. The contract must comply with the remuneration policy approved by the General Meeting. <u>Accordingly, the remuneration of the executive functions of CEOs and other Directors to whom these functions are assigned by virtue of other titles must comply with the provisions of the Company Bylaws and, under all circumstances, with the approved remuneration policy and contracts.</u></p>
<p>The Board of Directors shall be responsible for setting the compensation of the Directors for the performance of executive functions and the terms and conditions of their contracts with the Company in accordance with the compensation policy approved by the Shareholders Meeting.</p>	<p>The Board of Directors shall be responsible for setting the compensation of the Directors for the performance of executive functions and the terms and conditions of their contracts with the Company in accordance with the compensation policy approved by the Shareholders Meeting. <u>The remuneration policy shall establish at least the amount of fixed annual remuneration due to the Directors for the performance of their executive functions.</u></p>
<p>Any compensation received by the directors in the exercise or termination of their office and for carrying out their executive functions shall be pursuant to the current compensation policy for Directors, except for that compensation which is expressly approved at the General Meeting.</p>	<p>Any compensation received by the directors in the exercise or termination of their office and for carrying out their executive functions shall be pursuant to the current compensation policy for Directors, except for that compensation which is expressly approved at the General Meeting. <u>The Board of Directors is responsible for determining the individual compensation of each Director in their capacity as such based on the performance of their assigned executive functions in accordance with the remuneration policy framework and the provisions of the remuneration policy, subject to a report by the Appointments and Remuneration Committee.</u></p>
<p>4. The Board shall prepare an Annual Report on the remuneration of the Directors, which shall include complete, clear, and understandable information on the Directors' Remuneration Policy applicable to the current year. It shall further include an overall summary of the application of the remuneration policy during the year ended and the detail of the individual</p>	<p><u>5.</u> The Board of Directors shall prepare an Annual Report on the remuneration of the Directors, which shall include complete, clear, and understandable information on the Directors' Remuneration Policy applicable to the current year. It shall further include an overall summary of the application of the remuneration policy during the year ended and the detail of the individual remuneration earned for all items by each Director during such year. The report</p>

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<p>remuneration earned for all items by each Director during such year. The report shall be disclosed and submitted for an advisory vote as a separate item on the agenda at the Ordinary General Meeting of Shareholders.</p>	<p>shall be disclosed and submitted for an advisory vote as a separate item on the agenda at the Ordinary General Meeting of Shareholders.</p>
<p>The Annual Directors' Remuneration Report shall be published by the Company as a regulatory announcement at the same time as the Annual Corporate Governance Report is released. Both documents shall be made available to shareholders on the Company's corporate website when the General Meeting to which they are submitted is called.</p>	<p>The Annual Directors' Remuneration Report shall be published by the Company as a other relevant information regulatory announcement at the same time as the Annual Corporate Governance Report is released. Both documents shall be made available to shareholders on the Company's corporate website when the General Meeting to which they are submitted is called and shall be freely accessible on the Company's website and the Spanish Securities Market Commission (CNMV) website for a minimum period of ten years.</p>
<p>Should the Annual Report on Directors' remuneration be rejected in the advisory vote of the Ordinary General Meeting, the remuneration policy applicable to the following fiscal year must be submitted for the approval of the General Meeting before it can be applied, even if the above-mentioned three-year period has not elapsed. The foregoing shall not apply if the remuneration policy has been approved at that same Ordinary General Meeting.</p>	<p>Should the Annual Report on Directors' remuneration be rejected in the advisory vote of the Ordinary General Meeting, the remuneration policy applicable to the following fiscal year must be submitted for the approval of the General Meeting before it can be applied, even if the above-mentioned three-year period has not elapsed. The foregoing shall not apply if the remuneration policy has been approved at that same Ordinary General Meeting. If the Annual Directors' Remuneration Report is rejected by means of an advisory vote at the Ordinary General Meeting of Shareholders, the Company may continue to implement the remuneration policy in force on the date of the General Meeting of Shareholders only until the next Ordinary General Meeting of Shareholders.</p>
<p>Article 24. Chairman of the Board</p>	<p>Article 24. Chairman of the Board</p>
<p>The Board of Directors, after the Appointments and Remuneration Committee has issued its report, shall appoint a Chairman from among its members.</p>	<p>The Board of Directors, after the Appointments and Remuneration Committee has issued its report, shall appoint a Chairman from among its members.</p>
<p>The Chairman is the head of the effective functioning of the Board of Directors and shall promote the independence and effective functioning of the various Board Committees.</p>	<p>The Chairman is the head of the effective functioning of the Board of Directors and shall promote the independence and effective functioning of the various Board Committees.</p>
<p>The Chairman of the Board of Directors will be selected from the board members through a resolution adopted by a favourable vote of the absolute majority of the Directors present or represented at the meeting. However, if the Chairman has executive functions, he/she shall require the favourable vote of two thirds of the members of the Board of Directors.</p>	<p>The Chairman of the Board of Directors will be selected from the board members through a resolution adopted by a favourable vote of the absolute majority of the Directors present or represented at the meeting. However, if the Chairman has executive functions, he/she shall require the favourable vote of two thirds of the members of the Board of Directors.</p>
<p>In addition to the powers granted by law and the bylaws or these Regulations, the Chairman shall have the following functions:</p>	<p>In addition to the powers granted by law and the bylaws or these Regulations, the Chairman shall have the following functions:</p>
<p>- Calling and chairing meetings of the Board of Directors, setting the agenda for meetings, and</p>	<p>- Calling and chairing meetings of the Board of Directors, setting the agenda for meetings, and</p>

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<p>leading the discussions and deliberations. In the event of a tie vote, the Chairman shall have a casting vote.</p> <ul style="list-style-type: none"> - Chairing the General Meetings of the Company and leading the deliberations and votes pursuant to the Law, the Company Bylaws, and the Regulations concerning General Meetings. - Ensuring that the Directors receive sufficient information in advance to be able to discuss the items on the agenda. - Stimulating debate and active participation by the Directors at the Board meetings. - Submitting proposals to the Board that the Chairman deems appropriate for the Company to run smoothly and, in particular, proposals regarding how the Board and other corporate bodies function. - Preparing and submitting to the Board of Directors a programme with dates and issues to be addressed. - Being responsible for the leadership of the Board and its effectiveness in overseeing and checking the Company, as well as the bodies responsible for its management. - Organising and coordinating regular reviews of the Board, as well as, where applicable, the Chief Executive Officer of the Company. - Ensuring that sufficient time for discussion is given to strategic matters. - Deciding and reviewing refresher programmes for each Director, when circumstances require. - Ensuring compliance with resolutions, decisions, guidelines and criteria established at the General Meeting of Shareholders and by the Board of Directors, within the scope of its respective powers. 	<p>leading the discussions and deliberations. In the event of a tie vote, the Chairman shall have a casting vote.</p> <ul style="list-style-type: none"> - Chairing the General Meetings of the Company and leading the deliberations and votes pursuant to the Law, the Company Bylaws, and the Regulations concerning General Meetings. - Ensuring that the Directors receive sufficient information in advance to be able to discuss the items on the agenda. - Stimulating debate and active participation by the Directors at the Board meetings. - Submitting proposals to the Board that the Chairman deems appropriate for the Company to run smoothly and, in particular, proposals regarding how the Board and other corporate bodies function. - Preparing and submitting to the Board of Directors a programme with dates and issues to be addressed. - Being responsible for the leadership of the Board and its effectiveness in overseeing and checking the Company, as well as the bodies responsible for its management. - Organising and <u>Coordinating, together with the Appointments and Remuneration Committee,</u> regular reviews of the Board, as well as, where applicable, the Chief Executive Officer of the Company. - Ensuring that sufficient time for discussion is given to strategic matters. - Deciding and reviewing refresher programmes for each Director, when circumstances require. - Ensuring compliance with resolutions, decisions, guidelines and criteria established at the General Meeting of Shareholders and by the Board of Directors, within the scope of its respective powers.
<p>In the absence of the Chairman, his/her functions shall be performed by the Vice-Chair and, if there are several Vice-Chairs, by the first Vice-Chair according to the corresponding numbering system. In the absence of the Chairman and Vice-Chairs, where applicable, the functions of the Chairman shall be performed by the Independent Lead Director, if any, and, failing that, by the oldest Director present at the meeting.</p>	<p>In the absence of the Chairman, his/her functions shall be performed by the Vice-Chair and, if there are several Vice-Chairs, by the first Vice-Chair according to the corresponding numbering system. In the absence of the Chairman and Vice-Chairs, where applicable, the functions of the Chairman shall be performed by the Independent Lead Director, if any, and, failing that, by the oldest Director present at the meeting.</p>
<p>Article 26. Vice-Chair of the Board</p>	<p>Article 26. Vice-Chair of the Board</p>
<p>The Board of Directors, after the Appointments and Remuneration Committee has issued its report, may</p>	<p>The Board of Directors, after the Appointments and Remuneration Committee has issued its report, may</p>

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<p>appoint one or several Vice-Chairs from among its members. If several Vice-Chairs are appointed, they shall be numbered consecutively.</p>	<p>appoint one or several Vice-Chairs from among its members. If several Vice-Chairs are appointed, they shall be numbered consecutively.</p>
<p>In the absence of the Chairman, his/her functions shall be performed by the Vice-Chair and, if there are several Vice-Chairs, by the first Vice-Chair according to the corresponding numbering system. In the absence of the Chairman and Vice-Chairs, if any, his/her functions shall be performed by the oldest Director present at the meeting.</p>	<p>In the absence of the Chairman, his/her functions shall be performed by the Vice-Chair and, if there are several Vice-Chairs, by the first Vice-Chair according to the corresponding numbering system. In the absence of the Chairman and Vice-Chairs, if any, his/her functions shall be performed by the Independent Lead Director and, in the absence of the latter, by the oldest Director present at the meeting.</p>
<p>Article 30. Executive Committee</p>	<p>Article 30. Executive Committee</p>
<p>The Board of Directors may create an Executive Committee and permanently delegate all or part of its powers to it, except those which cannot be delegated.</p>	<p>The Board of Directors may create an Executive Committee and permanently delegate all or part of its powers to it, except those which cannot be delegated.</p>
<p>The Executive Committee shall consist of a minimum of three and a maximum of eight members who must be Directors, and its Chairman and Secretary will be chosen from the Board of Directors.</p>	<p>The Executive Committee shall consist of a minimum of three and a maximum of eight members who must be Directors, and its Chairman and Secretary will be chosen from the Board of Directors.</p>
<p>The Executive Committee may appoint from among its members a Deputy Chairman who shall act as Chairman in the event of absence.</p>	<p>The Executive Committee may appoint from among its members a Deputy Chairman who shall act as Chairman in the event of absence.</p>
<p>The Board of Directors shall appoint the members of the Executive Committee, striving to ensure that its membership structure reflects the various types of Director in a similar manner to that of the Board. To be valid, the appointment of directors who constitute the Executive Committee shall require a vote in favour by two thirds of the members of the Board and shall not be effective until it has been entered in the Commercial Registry.</p>	<p>The Board of Directors shall appoint the members of the Executive Committee, striving to ensure that at least two of the members are non-executive directors and at least one member is an independent director—its membership structure reflects the various types of Director in a similar manner to that of the Board. To be valid, the appointment of directors who constitute the Executive Committee shall require a vote in favour by two thirds of the members of the Board and shall not be effective until it has been entered in the Commercial Registry.</p>
<p>The members of the Executive Committee shall cease to be members when they cease to be directors or when the Board so resolves.</p>	<p>The members of the Executive Committee shall cease to be members when they cease to be directors or when the Board so resolves.</p>
<p>The Executive Committee shall be called by its Chairman on his/her own initiative or when this has been requested by two of its members. The meeting must be convened by letter, telegram, e-mail or fax addressed to each of its members at least 48 hours in advance of the date of the meeting; however, it may be called with immediate effect for reasons of urgency.</p>	<p>The Executive Committee shall be called by its Chairman on his/her own initiative or when this has been requested by two of its members. The meeting must be convened by letter, telegram, e-mail or fax addressed to each of its members at least 48 hours in advance of the date of the meeting; however, it may be called with immediate effect for reasons of urgency.</p>
<p>The meetings shall be held at the Company's registered office or at any location designated by the Chairman and indicated in the notice.</p>	<p>The meetings shall be held at the Company's registered office or at any location designated by the Chairman and indicated in the notice.</p>

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<p>For an Executive Committee meeting to be validly constituted, the majority of its members must attend, either physically present or represented by proxy.</p>	<p>For an Executive Committee meeting to be validly constituted, the majority of its members must attend, either physically present or represented by proxy.</p>
<p>The absolute majority of the members of the Committee shall adopt the resolutions. In the event of a conflict of interest, the Directors concerned shall refrain from participating in the transaction to which the conflict refers. The votes of the Directors affected by such conflict and that must abstain shall be deducted for the purposes of calculating the necessary majority of votes.</p>	<p>The absolute majority of the members of the Committee shall adopt the resolutions. In the event of a conflict of interest, the Directors concerned shall refrain from participating in the transaction to which the conflict refers. The votes of the Directors affected by such conflict and that must abstain shall be deducted for the purposes of calculating the necessary majority of votes.</p>
<p>In the event of a tie, the matter shall be submitted to the Board of Directors, for which the members of the Executive Committee shall request that the Board be convened pursuant to Article 29 of the Company Bylaws, unless the Board is set to meet within thirty (30) calendar days, in which case the Committee shall request that the Chairman of the Board include the meeting items which ended in a tie in the agenda.</p>	<p>In the event of a tie, the matter shall be submitted to the Board of Directors, for which the members of the Executive Committee shall request that the Board be convened pursuant to Article 29 of the Company Bylaws, unless the Board is set to meet within thirty (30) calendar days, in which case the Committee shall request that the Chairman of the Board include the meeting items which ended in a tie in the agenda.</p>
<p>The Executive Committee, through its Chairman, shall inform the Board of the matters discussed and the decisions taken by the Committee, and all members of the Board must receive a copy of the minutes of the sessions of the Executive Committee.</p>	<p>The Executive Committee, through its Chairman, shall inform the Board of the matters discussed and the decisions taken by the Committee, and all members of the Board must receive a copy of the minutes of the sessions of the Executive Committee.</p>
<p>Article 32. Audit and Control Committee</p>	<p>Article 32. Audit and Control Committee</p>
<p>The Audit and Control Committee shall consist of at least and at most eight Directors, appointed by the Board of Directors and all of them being exclusively non-executive Directors. The Audit and Control Committee shall comprise the number of independent Directors determined by law at any given time on the basis of their knowledge and experience in accounting, auditing.</p>	<p>The Audit and Control Committee shall consist of at least and at most eight Directors, appointed by the Board of Directors and all of them being exclusively non-executive Directors. The Audit and Control Committee shall comprise the number of independent Directors determined by law at any given time. All members of the Audit and Control Committee, and in particular its Chairman, shall be appointed on the basis of their knowledge and experience in accounting, auditing, and financial and non-financial risk management.</p>
<p>Overall, the members of the Audit and Control Committee shall have the relevant technical knowledge in relation to the sector of activity in which the Company operates at any given time. Notwithstanding the foregoing, all members of the Audit and Control Committee must have the necessary knowledge, professional experience and dedication to perform their assigned duties.</p>	<p>Overall, the members of the Audit and Control Committee shall have the relevant technical knowledge in relation to the sector of activity in which the Company operates at any given time. Notwithstanding the foregoing, all members of the Audit and Control Committee must have the necessary knowledge, professional experience and dedication to perform their assigned duties.</p>
<p>The Audit and Control Committee shall appoint a Chairman from among its members, who must be an independent Director. The Chairman of the Audit and Control Committee must be replaced every four years and may be reelected following a term of one year from their leaving such office.</p>	<p>The Audit and Control Committee shall appoint a Chairman from among its members, who must be an independent Director. The Chairman of the Audit and Control Committee must be replaced every four years and may be reelected following a term of one year from their leaving such office.</p>
<p>The Committee shall further appoint a Secretary from among its members or may appoint the Secretary of the</p>	<p>The Committee shall further appoint a Secretary from among its members or may appoint the Secretary of the</p>

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<p>Board to act as such. In the absence of the Secretary of the Committee, its functions shall be exercised by the Secretary of the Board or, where applicable, by the Vice-Secretary. The Committee may at any time appoint a Vice-Secretary, who must also have independent status.</p>	<p>Board to act as such. In the absence of the Secretary of the Committee, its functions shall be exercised by the Secretary of the Board or, where applicable, by the Vice-Secretary. The Committee may at any time appoint a Vice-Secretary, who must also have independent status.</p>
<p>In any case, the Committee may rely on the technical assistance of the Board Secretary or Vice-Secretary at meetings at the request of the Chairman of the Committee.</p>	<p>In any case, the Committee may rely on the technical assistance of the Board Secretary or Vice-Secretary at meetings at the request of the Chairman of the Committee.</p>
<p>The members of the Committee shall leave their office when they are no longer Directors or when so agreed by the Board of Directors.</p>	<p>The members of the Committee shall leave their office when they are no longer Directors or when so agreed by the Board of Directors.</p>
<p>Without prejudice to any other functions assigned by law, the Audit and Control Committee shall have, at a minimum, the following duties:</p>	<p>Without prejudice to any other functions assigned by law, the Audit and Control Committee shall have, at a minimum, the following duties:</p>
<p>1. Report on shareholder issues that arise in connection with matters that are within the Committee's powers at General Meetings, as well as on the results of the audit, explaining how it has contributed to the integrity of the financial information and the role that the committee has played in this process.</p>	<p>1. Report on shareholder issues that arise in connection with matters that are within the Committee's powers at General Meetings, as well as on the results of the audit, explaining how it has contributed to the integrity of the financial information and the role that the committee has played in this process.</p>
<p>2. Supervise the effectiveness of the internal controls of the Company, the internal auditing and the risk management systems, and discuss with the accounts auditor the significant weaknesses in the internal control system detected over the course of the audit, all without interfering with its independence. To this end, and where applicable, it may submit recommendations or proposals to the Board of Directors within the corresponding time frame for subsequent follow-up.</p>	<p>2. Supervise the effectiveness of the internal controls of the Company, the internal auditing and the risk management systems, and discuss with the accounts auditor the significant weaknesses in the internal control system detected over the course of the audit, all without interfering with its independence. To this end, and where applicable, it may submit recommendations or proposals to the Board of Directors within the corresponding time frame for subsequent follow-up.</p>
<p>3. Submit to the Board for approval a report on the control and risk management policy, which identifies at least: (i) types of financial and non-financial risks (including operational, technological, legal, business, environmental, political and reputational risks) that the company faces, including financial and economic risks, contingent liabilities and other risks not found on balance sheets; (ii) risk level that the Company considers acceptable; (iii) the measures planned to mitigate the impact of identified risks, should they materialise; and (iv) the information and internal control systems to be used to control and manage the above-mentioned risks, including contingent liabilities and off-balance sheet risks.</p>	<p>3. Submit to the Board for approval a report on the control and risk management policy, which identifies <u>or establishes</u> at least: (i) types of financial and non-financial risks (including operational, technological, legal, business, environmental, political and reputational risks, <u>including those relating to corruption</u>) that the company faces, including financial and economic risks, contingent liabilities and other risks not found on balance sheets; (ii) <u>a risk control and management model based on different levels, which will include a specialised risk committee whenever sectoral rules provide for it or when the Company deems it appropriate</u>; (iii) the risk level that the Company considers acceptable; (iii)(iv) the measures planned to mitigate the impact of identified risks, should they materialise; and (iv)(v) the information and internal control systems to be used to control and</p>

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	manage the above-mentioned risks, including contingent liabilities and off-balance sheet risks.
<p>4. Directly supervise how the internal control and risk management functions are performed by one of the Company's officers or internal departments that has been expressly assigned the following functions: (i) to ensure the proper functioning of the control and risk management systems and, in particular, that all the important risks that affect the Company are adequately identified, managed and quantified; (ii) to actively participate in the development of a risk strategy and to take part in the important decisions concerning risk management; and (iii) to ensure that the control and risk management systems in place adequately mitigate the risks within the framework of the policy defined by the Board of Directors.</p>	<p>4. Directly supervise how the internal control and risk management functions are performed by one of the Company's officers or internal departments that has been expressly assigned the following functions: (i) to ensure the proper functioning of the control and risk management systems and, in particular, that all the important risks that affect the Company are adequately identified, managed and quantified; (ii) to actively participate in the development of a risk strategy and to take part in the important decisions concerning risk management; and (iii) to ensure that the control and risk management systems in place adequately mitigate the risks within the framework of the policy defined by the Board of Directors.</p>
<p>5. Supervise the process of preparing and presenting the required financial information and present recommendations or proposals to the Board of Directors, directed to protecting its integrity.</p>	<p>5. Supervise the process of preparing and presenting the required financial information and present recommendations or proposals to the Board of Directors, directed to protecting its integrity.</p>
<p>6. Supervise the unit that assumes the internal audit function to ensure the proper functioning of the information and internal control systems, which are functionally dependent on the non-executive Chair of the Board of Directors or the Audit and Control Committee. The head of the unit who manages the internal audit function shall present an annual work programme to the Audit and Control, report directly to the Committee on its implementation, indicating any incidents and limitations on its scope, the outcome and follow-up of its recommendations, and submit a report on its performance at the end of each year.</p>	<p>6. Supervise the unit that assumes the internal audit function to ensure the proper functioning of the information and internal control systems, which are functionally dependent on the non-executive Chair of the Board of Directors or the Audit and Control Committee. The head of the unit who manages the internal audit function shall present an annual work programme to the Audit and Control Committee for approval by this Committee or by the Board of Directors, report directly to the Committee on its implementation, indicating any incidents and limitations on its scope, the outcome and follow-up of its recommendations, and submit a report on its performance at the end of each year.</p>
<p>7. Regarding the information and internal control systems: (i) supervise and assess the process of preparing and the integrity of financial and non-financial information, as well as financial and non-financial risk control and management systems relating to the Company and, where applicable, to the Group (including operational, technological, legal, social, environmental, political, reputational, and corruption-related risks), reviewing compliance with the regulatory requirements, the proper delimitation of its scope of consolidation and the correct application of accounting principles; (ii) ensure the independence and effectiveness of the internal audit processes, propose the election, appointment and removal of the head of the internal audit unit in addition to proposing the budget for this unit; approve or, where applicable,</p>	<p>7. Regarding the information and internal control systems: (i) supervise and assess the process of preparing and the integrity of financial and non-financial information, as well as financial and non-financial risk control and management systems relating to the Company and, where applicable, to the Group (including operational, technological, legal, social, environmental, political, reputational, and corruption-related risks), reviewing compliance with the regulatory requirements, the proper delimitation of its scope of consolidation and the correct application of accounting principles; (ii) ensure the independence and effectiveness of the internal audit processes, propose the election, appointment and removal of the head of the internal audit unit in addition to proposing the budget for this unit; approve or, where applicable,</p>

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<p>propose the Board of Directors' approval of the internal audit's orientation and annual work plan, ensuring that its work is focused mainly on relevant risks (including reputational risks); receive regular information on their activities and verify that senior management is taking into account the conclusions and recommendations of the Committee's reports; and (iii) ensure in general that the policies and systems in place regarding internal control are effectively applied in practice. In addition, the Audit and Control Committee may establish and monitor a mechanism to report any potentially significant irregularities regarding finance, accounting, or any other areas related to the Company that may come to its attention within the Company or the Group. This mechanism must ensure confidentiality and, in any case, provide for cases in which the reporting can be made anonymously, respecting the rights of the whistleblower and the reported party.</p>	<p><u>propose the Board of Directors' approval</u> of the internal audit's orientation and annual work plan, ensuring that its work is focused mainly on relevant risks (including reputational risks); receive regular information on their activities and verify that senior management is taking into account the conclusions and recommendations of the Committee's reports; and (iii) <u>ensure in general that the policies and systems in place regarding internal control are effectively applied in practice. In addition, the Audit and Control Committee may</u> establish and monitor a mechanism to report any potentially significant irregularities regarding finance, accounting, or any other areas related to the Company that may come to its attention within the Company <u>or the Group. This mechanism must ensure confidentiality and, in any case, provide for cases in which the reporting can be made anonymously, respecting the rights of the whistleblower and the reported party.</u></p>
<p>8. Act as a communications channel between the board of directors and the Company's external auditor, assessing the results of each audit. Also, with respect to the external auditor, it shall: (i) submit proposals to the Board of Directors to elect, appoint, reelect and remove the auditor and take responsibility for the selection process pursuant to current legislation as well as the conditions of his/her contract; (ii) regularly obtain information from the auditor on the audit plan and how it is being executed; and (iii) preserve the independence of the external auditor in the performance of his/her duties.</p>	<p>8. Act as a communications channel between the board of directors and the Company's external auditor, assessing the results of each audit. Also, with respect to the external auditor, it shall: (i) submit proposals to the Board of Directors to elect, appoint, reelect and remove the auditor and take responsibility for the selection process pursuant to current legislation as well as the conditions of his/her contract; (ii) regularly obtain information from the auditor on the audit plan and how it is being executed; and (iii) preserve the independence of the external auditor in the performance of his/her duties.</p>
<p>The Audit and Control Committee shall also be responsible for: (i) examining the circumstances behind the resignation of the external auditor, if this were to occur; (ii) ensuring that the compensation for the external auditor for their work does not compromise their integrity or independence; (iii) overseeing that the Company notifies the change of auditor as a regulatory announcement to the Spanish Securities Market Commission (CNMV) and that this notification is accompanied by a statement citing any disagreements the Company may have had with the outgoing auditor and, if there were such disagreements, discussing them; and (iv) ensuring that the Company and the external auditor adhere to current regulations regarding the provision of non-audit services as well as the limits on the auditor's business concentration and, in general, the other rules on auditor independence.</p>	<p>The Audit and Control Committee shall also be responsible for: (i) examining the circumstances behind the resignation of the external auditor, if this were to occur; (ii) ensuring that the compensation for the external auditor for their work does not compromise their integrity or independence; (iii) overseeing that the Company notifies the change of auditor as a regulatory announcement to <u>through</u> the Spanish Securities Market Commission (CNMV) and that this notification is accompanied by a statement citing any disagreements the Company may have had with the outgoing auditor and, if there were such disagreements, discussing them; and (iv) ensuring that the Company and the external auditor adhere to current regulations regarding the provision of non-audit services as well as the limits on the auditor's business concentration and, in general, the other rules on auditor independence.</p>
<p>9. Establish the proper relations with the external auditor to receive information on such matters as may imply threats to their independence for their</p>	<p>9. Establish the proper relations with the external auditor to receive information on such matters as may imply threats to their independence for their</p>

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<p>examination by the Committee and any others relating to the process of development of the audit of accounts and, where applicable, the authorisation of services other than those prohibited, upon the terms established by current regulations, regarding the system of independence, and such other communications established in the accounts auditing laws and auditing standards. In any case, each year, the external auditors shall be required to furnish a statement of their independence with respect to the Company or entities related directly or indirectly thereto, as well as detailed and separate information on any manner of additional services of any kind provided and the related fees received from these entities by the external auditor or entities related thereto in accordance with the governing accounts audits.</p>	<p>examination by the Committee and any others relating to the process of development of the audit of accounts and, where applicable, the authorisation of services other than those prohibited, upon the terms established by current regulations, regarding the system of independence, and such other communications established in the accounts auditing laws and auditing standards. In any case, each year, the external auditors shall be required to furnish a statement of their independence with respect to the Company or entities related directly or indirectly thereto, as well as detailed and separate information on any manner of additional services of any kind provided and the related fees received from these entities by the external auditor or entities related thereto in accordance with the governing accounts audits.</p>
<p>10. Issue annually, prior to the issue of the accounts auditing report, a report stating an opinion as to whether the independence of the accounts auditors or auditing companies were compromised. This report shall, in any case, contain the evaluation of the provision of each and every additional service referred to in the preceding section, considered individually and as a whole, other than legal audit services in relation to the rules on independence or in accordance with the audit regulations.</p>	<p>10. Issue annually, prior to the issue of the accounts auditing report, a report stating an opinion as to whether the independence of the accounts auditors or auditing companies were compromised. This report shall, in any case, contain the evaluation of the provision of each and every additional service referred to in the preceding section, considered individually and as a whole, other than legal audit services in relation to the rules on independence or in accordance with the audit regulations.</p>
	<p>11. Report on related transactions to be approved by the General Meeting of Shareholders or the Board of Directors and supervise the Company's internal procedure for transactions whose approval has been delegated.</p>
<p>11. Inform the Board of Directors of all matters established by law, the Company Bylaws and Board regulations beforehand, in particular regarding:</p>	<p><u>12.</u> Inform the Board of Directors of all matters established by law, the Company Bylaws and Board regulations beforehand, in particular regarding:</p>
<p>a) The financial information that the Company is required to disclose periodically;</p> <p>b) The creation or acquisition of stakes in special-purpose vehicles or companies registered in countries or territories considered to be tax havens; and</p> <p>c) Transactions with related parties.</p>	<p>a) The financial information and the management report, which shall include, where appropriate, the mandatory non-financial information that the Company is required to disclose periodically; and</p> <p>b) The creation or acquisition of stakes in special-purpose vehicles or companies registered in countries or territories considered to be tax havens; and</p> <p>Transactions with related parties.</p>
<p>12. Monitor compliance with the Company's environmental and social policies and rules and its</p>	<p><u>13.</u> Monitor compliance with the Company's environmental and social policies and rules and its internal codes of</p>

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internal codes of conduct <u>and with the and with the corporate social responsibility policy.</u>	conduct <u>and with the and with the corporate social responsibility policy.</u>
For these purposes, the Audit and Control Committee shall be specifically assigned the following minimum functions: (i) monitoring compliance with the company's internal codes of conduct; (ii) monitoring the application of the general policy regarding the reporting of economic-financial, non-financial, and corporate information, as well as communications with shareholders and investors, proxy firms, and other stakeholders. It shall also monitor the way in which the Company communicates and contacts with small and medium-sized shareholders; (iii) assessing and periodically reviewing the company's environmental and social policy; (iv) monitoring that the company's environmental and social practices are aligned with the established strategy and policy; (v) monitoring and evaluating the relationship with stakeholders.	For these purposes, the Audit and Control Committee shall be specifically assigned the following minimum functions: (i) monitoring compliance with the company's internal codes of conduct; (ii) monitoring the application of the general policy regarding the reporting of economic-financial, non-financial, and corporate information, as well as communications with shareholders and investors, proxy firms, and other stakeholders. It shall also monitor the way in which the Company communicates and contacts with small and medium-sized shareholders; (iii) assessing and periodically reviewing the company's environmental and social policy; (iv) monitoring that the company's environmental and social practices are aligned with the established strategy and policy; (v) monitoring and evaluating the relationship with stakeholders.
13. Issue a report on the economic conditions, the accounting impact and, in particular, on the proposed exchange ratio to the Board of Directors, after the analysis performed once the Audit and Control Committee has been informed of the operations regarding structural and corporate modifications that the Company plans to carry out.	<u>14.</u> Issue a report on the economic conditions, the accounting impact and, in particular, on the proposed exchange ratio to the Board of Directors, after the analysis performed once the Audit and Control Committee has been informed of the operations regarding structural and corporate modifications that the Company plans to carry out.
14. Issue those reports and proposals that are requested by the Board of Directors or its Chairman and are within the powers of the Audit and Control committee as well as those that are deemed appropriate for the Committee to best perform its functions, especially reports on the proposed amendments to these Regulations.	<u>15.</u> Issue those reports and proposals that are requested by the Board of Directors or its Chairman and are within the powers of the Audit and Control committee as well as those that are deemed appropriate for the Committee to best perform its functions, especially reports on the proposed amendments to these Regulations.
15. Prepare an annual report on the activities of the Audit and Control Committee, which must be included in the management report.	<u>16.</u> Prepare an annual report on the activities of the Audit and Control Committee, which must be included in the management report.
16. Propose to the Board of Directors any other matters deemed applicable in the matters within its scope of authority.	<u>17.</u> Propose to the Board of Directors any other matters deemed applicable in the matters within its scope of authority.
17. Any other duties that are attributed by the Bylaws or these Regulations.	<u>18.</u> Any other duties that are attributed by the Bylaws or these Regulations.
The Audit and Control Committee shall regulate its own functioning in accordance with the Company Bylaws and these Regulations.	The Audit and Control Committee shall regulate its own functioning in accordance with the Company Bylaws and these Regulations.
The Audit and Control Committee shall meet whenever requested by at least two of its members or when accorded by the Chairman, who shall call its meetings, for the compliance of its functions. The call notice shall be valid provided it is sent by any means that allows acknowledgement of its receipt.	The Audit and Control Committee shall meet whenever requested by at least two of its members or when accorded by the Chairman, who shall call its meetings, for the compliance of its functions. The call notice shall be valid provided it is sent by any means that allows acknowledgement of its receipt.

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<p>The Audit and Control Committee shall be validly constituted when a majority of its members is present in person or by proxy, and its agreements shall be adopted by a majority of the members in attendance in person or by proxy. The affected Committee member shall refrain from participating in the deliberation and voting on agreements or decisions in which they or a person related to them has a direct or indirect conflict of interest. The votes of the Directors affected by such conflict and that must abstain shall be deducted for the purposes of calculating the necessary majority of votes.</p>	<p>The Audit and Control Committee shall be validly constituted when a majority of its members is present in person or by proxy, and its agreements shall be adopted by a majority of the members in attendance in person or by proxy. The affected Committee member shall refrain from participating in the deliberation and voting on agreements or decisions in which they or a person related to them has a direct or indirect conflict of interest. The votes of the Directors affected by such conflict and that must abstain shall be deducted for the purposes of calculating the necessary majority of votes.</p>
<p>The representation shall be granted in writing and specifically for each meeting and solely in favour of another Committee member.</p>	<p>The representation shall be granted in writing and specifically for each meeting and solely in favour of another Committee member.</p>
<p>Any member of the management team or staff of the Company or its subsidiaries must attend a Committee meeting, collaborating and providing the Committee with access to any information at their disposal, when summoned for this purpose. Furthermore, they may be required to attend without the presence of any other directors. In particular, the executive Directors of the Company must attend meetings to provide information as and when the Committee so decides. The Committee may also require the Company's external auditor to attend its meetings, in addition to requesting the external services of lawyers and other independent professionals for the best performance of its functions.</p>	<p>Any member of the management team or staff of the Company or its subsidiaries must attend a Committee meeting, collaborating and providing the Committee with access to any information at their disposal, when summoned for this purpose. Furthermore, they may be required to attend without the presence of any other directors. In particular, the executive Directors of the Company must attend meetings to provide information as and when the Committee so decides. The Committee may also require the Company's external auditor to attend its meetings, in addition to requesting the external services of lawyers and other independent professionals for the best performance of its functions.</p>
<p>Minutes shall be taken of all Committee meetings and made available to all board members.</p>	<p>Minutes shall be taken of all Committee meetings and made available to all board members.</p>
<p>All matters not expressly regulated in this article regarding the functioning of the Audit and Control Committee shall be regulated by the Audit and Control Committee itself. In addition, and to the extent possible given its nature and functions, these matters will be regulated by the provisions established in the Company Bylaws and in these regulations of the Board of Directors.</p>	<p>All matters not expressly regulated in this article regarding the functioning of the Audit and Control Committee shall be regulated by the Audit and Control Committee itself. In addition, and to the extent possible given its nature and functions, these matters will be regulated by the provisions established in the Company Bylaws and in these regulations of the Board of Directors.</p>
<p>Article 33. Appointments and Remuneration Committee</p>	<p>Article 33. Appointments and Remuneration Committee</p>
<p>The Appointments and Remuneration Committee shall consist of at least three and at most eight Directors, appointed by the Board of Directors, and all of them must be non-executive Directors. The Appointments and Remuneration Committee shall consist of the number of independent Directors determined by the Law from time to time.</p>	<p>The Appointments and Remuneration Committee shall consist of at least three and at most eight Directors, appointed by the Board of Directors, and all of them must be non-executive Directors. The Appointments and Remuneration Committee shall consist of the number of independent Directors determined by the Law from time to time.</p>
<p>The Appointments and Remuneration Committee shall appoint a Chairman from among its members, which shall in any case be an independent Director.</p>	<p>The Appointments and Remuneration Committee shall appoint a Chairman from among its members, which shall in any case be an independent Director.</p>

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<p>The Committee may also appoint a Secretary from among its members or designate the Secretary of the Board to act in such capacity. In the absence of the Secretary of the Committee, its functions shall be exercised by the Secretary of the Board or, where applicable, its Vice-Secretary. The Committee may in turn designate a Vice-Chair, who must have independent status.</p>	<p>The Committee may also appoint a Secretary from among its members or designate the Secretary of the Board to act in such capacity. In the absence of the Secretary of the Committee, its functions shall be exercised by the Secretary of the Board or, where applicable, its Vice-Secretary. The Committee may in turn designate a Vice-Chair, who must have independent status.</p>
<p>In any case, the Committee may rely on the technical assistance of the Board Secretary or Vice-Secretary at its meetings at the request of the Chairman of the Committee.</p>	<p>In any case, the Committee may rely on the technical assistance of the Board Secretary or Vice-Secretary at its meetings at the request of the Chairman of the Committee.</p>
<p>The members of the Committee shall leave their office when they are no longer Directors or when so agreed by the Board of Directors.</p>	<p>The members of the Committee shall leave their office when they are no longer Directors or when so agreed by the Board of Directors.</p>
<p>Without prejudice to any other functions under law or the Company Bylaws, or pursuant to them, under the Regulations of the Board of Directors, the Appointments and Remuneration Committee shall have, at a minimum, the following duties:</p>	<p>Without prejudice to any other functions under law or the Company Bylaws, or pursuant to them, under the Regulations of the Board of Directors, the Appointments and Remuneration Committee shall have, at a minimum, the following duties:</p>
<ol style="list-style-type: none"> 1. Evaluate the skills, knowledge and experience necessary on the Board of Directors. To this end, it shall define the functions and skills required of candidates to fill each vacancy, assessing the time and dedication required to perform their duties effectively. 2. Establish a target for representation of the less represented gender on the Board of Directors and prepare guidelines on how to reach this target. 3. Submit proposals for the appointment of independent Directors to the Board of Directors through co-option or to be decided on at a General Meeting, in addition to proposals for the reelection or removal of these Directors. 4. Report on the proposed appointment of other Directors through co-option or to be decided on at a General Meeting, in addition to proposals for their reelection or removal. 5. Review and plan the succession of the Chairman of the Board and the chief executive officer of the company and, where applicable, draft proposals for the Board so that this succession occurs in an orderly and planned manner. 6. Report on proposals to appoint or remove senior officers and the basic terms of their contracts. 7. Propose to the Board which members should be part of each of the committees that have been created, in accordance with the provisions of these Regulations. 	<ol style="list-style-type: none"> 1. Evaluate the skills, knowledge and experience necessary on the Board of Directors. To this end, it shall define the functions and skills required of candidates to fill each vacancy, assessing the time and dedication required to perform their duties effectively. 2. Establish a target for representation of the less represented gender on the Board of Directors and prepare guidelines on how to reach this target. 3. Submit proposals for the appointment of independent Directors to the Board of Directors through co-option or to be decided on at a General Meeting, in addition to proposals for the reelection or removal of these Directors. 4. Report on the proposed appointment of other Directors through co-option or to be decided on at a General Meeting, in addition to proposals for their reelection or removal. 5. Review and plan the succession of the Chairman of the Board and the chief executive officer of the company and, where applicable, draft proposals for the Board so that this succession occurs in an orderly and planned manner. 6. Report on proposals to appoint or remove senior officers and the basic terms of their contracts. 7. Propose to the Board which members should be part of each of the committees that have been created, in accordance with the provisions of these Regulations.

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<p>8. Propose to the Board of Directors the remuneration policy for Directors and general managers or executives who discharge senior management duties under the direct supervision of the Board of Directors, executive committees, or managing directors and the individual remuneration and other contractual conditions of the executive Directors; oversee compliance therewith.</p>	<p>8. Propose to the Board of Directors the remuneration policy for Directors and general managers or executives who discharge senior management duties under the direct supervision of the Board of Directors, executive committees, or managing directors and the individual remuneration and other contractual conditions of the executive Directors; oversee compliance therewith.</p>
<p>9. Ensure the transparency of the remuneration and the inclusion in the annual report of information regarding the Directors' remuneration.</p>	<p>9. Ensure the transparency of the remuneration and the inclusion in the annual report of information regarding the Directors' remuneration.</p>
<p>10. Propose to the Board of Directors the standard conditions for senior officers' employment contracts.</p>	<p>10. Propose to the Board of Directors the standard conditions for senior officers' employment contracts.</p>
<p>11. Check compliance with the remuneration policy set by the company.</p>	<p>11. Check compliance with the remuneration policy set by the company.</p>
<p>12. Periodically review the remuneration policy applied to Directors and senior officers, as well as the remuneration systems that include shares and how they are implemented, in addition to guaranteeing that their individual remuneration is proportional to that which is paid to other directors and senior officers of the Company.</p>	<p>12. Periodically review the remuneration policy applied to Directors and senior officers, as well as the remuneration systems that include shares and how they are implemented, in addition to guaranteeing that their individual remuneration is proportional to that which is paid to other directors and senior officers of the Company.</p>
<p>13. Ensure that any conflict of interest does not interfere with the independence of the external advice given to the Appointments and Remuneration Committee.</p>	<p>13. Ensure that any conflict of interest does not interfere with the independence of the external advice given to the Appointments and Remuneration Committee.</p>
<p>14. Verify the information on the Directors' and senior officers' remuneration found in various corporate documents, including the annual report on director remuneration.</p>	<p>14. Verify the information on the Directors' and senior officers' remuneration found in various corporate documents, including the annual report on director remuneration.</p>
<p>15. Propose a policy to the Board of Directors for its approval for the selection of Directors and annually verify compliance with it, making reference to this policy in the Annual Corporate Governance Report.</p>	<p>15. Propose a policy to the Board of Directors for its approval for the selection of Directors, aiming to facilitate an appropriate composition of the Board of Directors and annually verify compliance with it, making reference to this policy in the Annual Corporate Governance Report.</p>
<p>16. Ensure compliance with the rules on corporate governance. For these purposes, the Appointments and Remuneration Committee will at least be assigned the following tasks: (i) check the enforcement of the Company's rules on corporate governance; and (ii) regularly check the suitability of the Company's corporate governance.</p>	<p>16. Ensure compliance with the rules on corporate governance. For these purposes, the Appointments and Remuneration Committee will at least be assigned the following tasks: (i) check the enforcement of the Company's rules on corporate governance; and (ii) regularly check and review the suitability of the Company's corporate governance.</p>
<p>17. Propose to the Board of Directors any other matters deemed applicable in the matters within its scope of authority.</p>	<p>17. Propose to the Board of Directors any other matters deemed applicable in the matters within its scope of authority.</p>
<p>18. Any other duties that are attributed by the Bylaws or these Regulations.</p>	<p>18. Any other duties that are attributed by the Bylaws or these Regulations.</p>
<p>The Appointments and Remuneration Committee shall consult with the Chair and Chief Executive Officer of the</p>	<p>The Appointments and Remuneration Committee shall consult with the Chair and Chief Executive Officer of the</p>

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Company, especially on matters relating to executive Directors and Senior Officers. If the Chairman is also the Chief Executive Officer, the above shall apply to the Chairman and the Managing Director(s).	Company, especially on matters relating to executive Directors and Senior Officers. If the Chairman is also the Chief Executive Officer, the above shall apply to the Chairman and the Managing Director(s).
Any Director may request that the Appointments and Remuneration Committee take into consideration potential candidates to fill director vacancies if he/she feels that they are suitable.	Any Director may request that the Appointments and Remuneration Committee take into consideration potential candidates to fill director vacancies if he/she feels that they are suitable.
The Appointments and Remuneration Committee shall have access to the necessary information and documentation to perform its functions. The Committee may request the services of external lawyers and other independent professionals to best carry out its functions.	The Appointments and Remuneration Committee shall have access to the necessary information and documentation to perform its functions. The Committee may request the services of external lawyers and other independent professionals to best carry out its functions.
The Appointments and Remuneration Committee shall meet whenever requested by two of its members or when agreed by the Chairman, who shall call its meetings, for the compliance of its functions. The call notice shall be valid provided it is sent by any means that allows acknowledgement of its receipt.	The Appointments and Remuneration Committee shall meet whenever requested by two of its members or when agreed by the Chairman, who shall call its meetings, for the compliance of its functions. The call notice shall be valid provided it is sent by any means that allows acknowledgement of its receipt.
The Appointments and Remuneration Committee shall be validly constituted when a majority of its members is present in person or by proxy, and its agreements shall be adopted by a majority of the members in attendance in person or by proxy. A member of the Committee shall refrain from participating in the deliberation and voting of agreements or decisions in which they or a person related to them has a direct or indirect conflict of interest. The votes of the Directors affected by such conflict and that must abstain shall be deducted for the purposes of calculating the necessary majority of votes. The representation shall be granted in writing and specifically for each meeting and solely in favour of another member of the Committee.	The Appointments and Remuneration Committee shall be validly constituted when a majority of its members is present in person or by proxy, and its agreements shall be adopted by a majority of the members in attendance in person or by proxy. A member of the Committee shall refrain from participating in the deliberation and voting of agreements or decisions in which they or a person related to them has a direct or indirect conflict of interest. The votes of the Directors affected by such conflict and that must abstain shall be deducted for the purposes of calculating the necessary majority of votes. The representation shall be granted in writing and specifically for each meeting and solely in favour of another member of the Committee.
Minutes shall be drafted of the meetings of the Committee, which shall be kept available to all members of the Board of Directors.	Minutes shall be drafted of the meetings of the Committee, which shall be kept available to all members of the Board of Directors.
All matters not expressly regulated in this article regarding the functioning of the Appointments and Remuneration Committee shall be regulated by the Appointments and Remuneration Committee itself, pursuant to the provisions established in the Company Bylaws and in these Regulations of the Board of Directors.	All matters not expressly regulated in this article regarding the functioning of the Appointments and Remuneration Committee shall be regulated by the Appointments and Remuneration Committee itself, pursuant to the provisions established in the Company Bylaws and in these Regulations of the Board of Directors.
	Article 34. Sustainability Committee
	The Sustainability Committee shall be composed of a minimum of three and a maximum of eight Directors, appointed by the Board of Directors. All the members must

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	<u>be non-executive directors, the majority of whom must be independent.</u>
	<u>The members of the Sustainability Committee must have the necessary knowledge, professional experience and dedication to perform their assigned duties.</u>
	<u>The Sustainability Committee shall appoint a Chairman from among its members, which in any case must be an independent Director. The Sustainability Committee may also appoint a Secretary from among its members or designate the Secretary of the Board to act in such capacity.</u>
	<u>The members of the Sustainability Committee shall leave their office when they are no longer Directors or when so agreed by the Board of Directors.</u>
	<u>Notwithstanding any other functions conferred by law, the Company Bylaws, or the Board of Directors, the Sustainability Committee shall analyse, evaluate and implement the Company's policies and practices in the field of sustainable and environmental development.</u>
	<u>The Sustainability Committee shall meet whenever requested by at least two of its members or when agreed by the Chairman, who shall call its meetings, for the compliance of its functions. The call notice shall be valid provided it is sent by any means that allows acknowledgement of its receipt.</u>
	<u>The Sustainability Committee shall be validly constituted when a majority of its members is present in person or by proxy, and its agreements shall be adopted by a majority of the members in attendance in person or by proxy.</u>
	<u>The affected Committee member shall refrain from participating in the deliberation and voting of agreements or decisions in which they or a person related to them has a direct or indirect conflict of interest. The votes of the Directors affected by such conflict and that must abstain shall be deducted for the purposes of calculating the necessary majority of votes.</u>
	<u>The representation shall be granted in writing and specifically for each meeting and solely in favour of another member of the Committee.</u>
	<u>Any member of the management team or staff of the Company or its subsidiaries must attend a Committee meeting, collaborating and providing the Committee with access to any information at their disposal, when summoned for this purpose. Furthermore, they may be required to attend without the presence of any other directors. In particular, the executive Directors of the Company must attend meetings to provide information as and when the Committee so decides.</u>

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	Likewise, the Committee may request the external services of lawyers and other independent professionals to best carry out its functions.
	Minutes shall be drafted of the Committee meetings, which shall remain available to all members of the Board.
	All matters not expressly set forth in this article regarding the functioning of the Sustainability Committee shall be regulated by the Sustainability Committee. In addition, to the extent possible given its nature and functions, these matters will be regulated by the provisions established in the Company Bylaws and in these regulations of the Board of Directors.
Article 34. Board Meetings	Article 3435. Board Meetings
<p>The Board of Directors shall meet at least eight times a year, following the programme and agenda established at the start of the year. Furthermore, each Director may propose the inclusion of alternative items that were not originally on the agenda. In any event, it shall meet as often as necessary to perform its functions effectively and whenever the interests of Inmobiliaria Colonial so require.</p>	<p>The Board of Directors shall meet at least eight times a year, following the programme and agenda established at the start of the year. Furthermore, each Director may propose the inclusion of alternative items that were not originally on the agenda. In any event, it shall meet as often as necessary to perform its functions effectively and whenever the interests of Inmobiliaria Colonial so require.</p>
<p>A plenary session of the Board shall evaluate, once a year, and adopt, where applicable, an action plan to correct any deficiencies identified with respect to: (i) the quality and efficiency of the Board of Directors; (ii) the operations and the composition of its Committees; (iii) the diversity of the composition and competences of the Board of Directors; (iv) the performance of the Chairman of the Board and the chief executive officer of the Company; and (v) the performance and contribution of each Director, paying particular attention to those who are in charge of the various Committees of the Board. The evaluation of the Chairman of the Board shall be directed, where applicable, by the Independent Lead Director.</p>	<p>A plenary session of the Board shall evaluate, once a year, and adopt, where applicable, an action plan to correct any deficiencies identified with respect to: (i) the quality and efficiency of the Board of Directors; (ii) the operations and the composition of its Committees; (iii) the diversity of the composition and competences of the Board of Directors; (iv) the performance of the Chairman of the Board and the chief executive officer of the Company; and (v) the performance and contribution of each Director, where applicable, paying particular attention to those who are in charge of the various Committees of the Board. The evaluation of the Chairman of the Board shall be directed, where applicable, by the Independent Lead Director.</p>
<p>The Board shall meet whenever called by the Chair or acting Chair. The Chairman shall be required to call a meeting of the Board of Directors when requested by at least one third of the Board members. In this latter case, should the Chairman, without just cause, fail to call such meeting within a term of one month, the Board may be called by the administrators requesting the meeting, indicating the agenda, to be held in the locale where the company is seated. The coordinating Director shall further be specifically authorized to request calling a meeting of the Board of Directors.</p>	<p>The Board shall meet whenever called by the Chair or acting Chair. The Chairman shall be required to call a meeting of the Board of Directors when requested by at least one third of the Board members. In this latter case, should the Chairman, without just cause, fail to call such meeting within a term of one month, the Board may be called by the administrators requesting the meeting, indicating the agenda, to be held in the locale where the company is seated. The coordinating Director shall further be specifically authorized to request calling a meeting of the Board of Directors.</p>
<p>Ordinary meetings shall be called by letter, fax, telegram, or email and authorised by the signature of the Chair or Secretary. At least three days' notice shall be given. The Council shall prepare an annual plan of ordinary meetings.</p>	<p>Ordinary meetings shall be called by letter, fax, telegram, or email and authorised by the signature of the Chair or Secretary. At least three days' notice shall be given. The Council shall prepare an annual plan of ordinary meetings.</p>

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<p>In the case of an emergency, determined solely by the Chairman, calls can be made (including by telephone) for an immediate Board meeting.</p>	<p>In the case of an emergency, determined solely by the Chairman, calls can be made (including by telephone) for an immediate Board meeting.</p>
<p>Meetings shall be held at the Company's registered office or at any location designated by the Chairman and stated in the call.</p>	<p>Meetings shall be held at the Company's registered office or at any location designated by the Chairman and stated in the call.</p>
<p>The Chairman shall decide on the agenda of the session. Directors and Board Committees may request that the Chairman include matters on the agenda pursuant to the first paragraph of this article, and the Chairman will be required to include them.</p>	<p>The Chairman shall decide on the agenda of the session. Directors and Board Committees may request that the Chairman include matters on the agenda pursuant to the first paragraph of this article, and the Chairman will be required to include them.</p>
<p>When a Director requests to include matters on the agenda, he/she shall either submit, along with their request, any relevant documents or identify them so that they can be sent to other members of the Board of Directors.</p>	<p>When a Director requests to include matters on the agenda, he/she shall either submit, along with their request, any relevant documents or identify them so that they can be sent to other members of the Board of Directors.</p>
<p>Efforts will be made, given each director's duty to maintain confidentiality, for the importance and confidential nature of the information not to serve as a pretext for non-compliance with this rule, except in exceptional circumstances as determined by the Chairman.</p>	<p>Efforts will be made, given each director's duty to maintain confidentiality, for the importance and confidential nature of the information not to serve as a pretext for non-compliance with this rule, except in exceptional circumstances as determined by the Chairman.</p>
<p>Board meetings may be held by telephone conference call, videoconference, or any other similar system, enabling one or more of the Directors to attend the meeting. Accordingly, in addition to the location of the physical meeting, the notice shall state that the meeting may be attended by telephone conference, videoconference, or an equivalent system. Likewise, it will indicate and provide the necessary technical requirements to attend the meeting, which shall always allow for direct and simultaneous communication between all attendees. In addition to the Directors attending in person or represented by another Director, where applicable, the Secretary of the Board of Directors shall record in the minutes of the meetings those persons attending by telephone conference call, videoconference, or an equivalent system.</p>	<p>Board meetings may be held by telephone conference call, videoconference, or any other similar system, enabling one or more of the Directors to attend the meeting. Accordingly, in addition to the location of the physical meeting, the notice shall state that the meeting may be attended by telephone conference, videoconference, or an equivalent system. Likewise, it will indicate and provide the necessary technical requirements to attend the meeting, which shall always allow for direct and simultaneous communication between all attendees. In addition to the Directors attending in person or represented by another Director, where applicable, the Secretary of the Board of Directors shall record in the minutes of the meetings those persons attending by telephone conference call, videoconference, or an equivalent system.</p>
<p>Article 36. The corporate website of Inmobiliaria Colonial and Online Notification.</p>	<p>Article 367. The corporate website of Inmobiliaria Colonial and Online Notification.</p>
<p>1. The Company shall have a corporate website to fulfil shareholders' right to information, and it shall publish the documents and information in accordance with legal requirements, the Company Bylaws, and other internal regulations of the Company, as well as to disseminate all relevant information for those who have a direct or indirect interest in the Company and pursuant to the regulations on relevant facts contained in Spain's Securities Exchange Act.</p>	<p>1. The Company shall have a corporate website to fulfil shareholders' right to information, and it shall publish the documents and information in accordance with legal requirements, the Company Bylaws, and other internal regulations of the Company, as well as to disseminate all relevant information for those who have a direct or indirect interest in the Company and pursuant to the regulations on relevant facts <u>privileged information and other relevant information</u> contained in Spain's Securities Exchange Act.</p>

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<p>2. The Department of Corporate Development, Management Control and Investor Relations, under the supervision of the Board of Directors, shall establish which information is displayed on the Company's corporate website, pursuant to current legislation, the Company Bylaws and other internal regulations of the Company. In addition, it shall continuously update the website and ensure the security of the website, the authenticity of the documents published on it and the ability to access the website free of charge with the possibility of downloading and printing what has been posted.</p>	<p>2. The Department of Corporate Development, Management Control and Investor Relations, under the supervision of the Board of Directors, shall establish which information is displayed on the Company's corporate website, pursuant to current legislation, the Company Bylaws and other internal regulations of the Company. In addition, it shall continuously update the website and ensure the security of the website, the authenticity of the documents published on it and the ability to access the website free of charge with the possibility of downloading and printing what has been posted.</p>
<p>3. The modification, deletion and transfer of the Company's corporate website may be decided by the Board of Directors.</p>	<p>3. The modification, deletion and transfer of the Company's corporate website may be decided by the Board of Directors.</p>
<p>4. Communications between the Company and the shareholders, including the sending of documents, requests and information, may be carried out by online means provided that the shareholders have consented to receive these communications. To this end, the Company shall provide, through its corporate website, the corresponding contact device used to verify the confirmed date of receipt and content of the electronic messages exchanged between shareholders and the Company.</p>	<p>4. Communications between the Company and the shareholders, including the sending of documents, requests and information, may be carried out by online means provided that the shareholders have consented to receive these communications. To this end, the Company shall provide, through its corporate website, the corresponding contact device used to verify the confirmed date of receipt and content of the electronic messages exchanged between shareholders and the Company.</p>
<p>Article 37. Content of the Company's corporate website</p>	<p>Article 378. Content of the Company's corporate website</p>
<p>1. The Company's corporate website shall include, at least, the following documents:</p>	<p>1. The Company's corporate website shall include, at least, the following documents:</p>
<p>a) The current Company Bylaws, as well as any amendments carried out in the last twelve (12) months.</p> <p>b) The latest approved individual and consolidated annual financial statements.</p> <p>c) The current Regulations of General Meetings.</p> <p>d) The current Regulations of the Board of Directors and, where applicable, the current Regulations of the Board Committees.</p> <p>e) The Annual Reports for the last two years.</p> <p>f) The Internal Code of Conduct on the Securities Market, if applicable.</p> <p>g) The Annual Corporate Governance Report.</p> <p>h) The annual reports on Directors' remuneration.</p> <p>i) The full text of the call for a General Meeting of Shareholders, as well as the proposed resolutions to be approved at the Meeting and other documents relating to the General Meeting of Shareholders and any relevant information the shareholders may need</p>	<p>a) The current Company Bylaws, as well as any amendments carried out in the last twelve (12) months.</p> <p>b) The latest approved individual and consolidated annual financial statements.</p> <p>c) The current Regulations of General Meetings.</p> <p>d) The current Regulations of the Board of Directors and, where applicable, the current Regulations of the Board Committees.</p> <p>e) The Annual Reports for the last two years.</p> <p>f) The Internal Code of Conduct on the Securities Market, if applicable.</p> <p>g) The Annual Corporate Governance Report.</p> <p>h) The annual reports on Directors' remuneration.</p> <p>i) The full text of the call for a General Meeting of Shareholders, as well as the proposed resolutions to be approved at the Meeting and other documents relating to the General Meeting of Shareholders and any relevant information the</p>

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<p>to cast their vote within the period stipulated by the Spanish Securities Market Commission.</p> <p>j) Information on the General Meetings held during the current fiscal year and the previous fiscal year, and in particular, on the composition of the General Meeting when it was held, the resolutions adopted, the number of votes cast and the number of votes in favour and against.</p> <p>k) The annual financial reports for the last five (5) fiscal years.</p> <p>l) The half-yearly financial report covering the first six (6) months of the fiscal year, the second financial report covering the twelve (12) months of the fiscal year and the interim management statement.</p> <p>m) The communication channels between the Company and its shareholders and, in particular, the relevant explanations regarding shareholders' right to information, specifying, where applicable, the physical and email addresses to which shareholders can write.</p> <p>n) The means and procedures to grant representation at a General Meeting, which are established by the Board from the moment the meeting is called until it is held.</p> <p>o) The means and procedures for remote voting, including, where applicable, the forms to verify attendance and their right to vote, through electronic means, at the General Meeting.</p> <p>p) Instructions for attending and voting in the General Meeting by online means, where applicable.</p> <p>q) An electronic shareholder forum in accordance with the terms provided by the relevant regulations.</p> <p>r) The notification of privileged information and any other relevant information reported to the Spanish Securities Market Commission during the fiscal year in progress and the last fiscal year closed.</p> <p>s) The following information on each of its Directors:</p> <p>(i) Professional and biographical profile.</p> <p>(ii) Other Boards of Directors to which they belong, whether the companies are publicly traded or not, with the exception of holding companies belonging to the Director him-/herself or his/her direct family.</p> <p>(iii) The category to which he belongs, where applicable, stating, in the case of proprietary Directors, the shareholder to whom he owes his/her office and with whom he is associated.</p>	<p>shareholders may need to cast their vote within the period stipulated by the Spanish Securities Market Commission.</p> <p>j) Information on the General Meetings held during the current fiscal year and the previous fiscal year, and in particular, on the composition of the General Meeting when it was held, the resolutions adopted, the number of votes cast and the number of votes in favour and against.</p> <p>k) The annual financial reports for the last five (5) fiscal years.</p> <p>l) The half-yearly financial report covering the first six (6) months of the fiscal year, the second financial report covering the twelve (12) months of the fiscal year and the interim management statement.</p> <p>m) The communication channels between the Company and its shareholders and, in particular, the relevant explanations regarding shareholders' right to information, specifying, where applicable, the physical and email addresses to which shareholders can write.</p> <p>n) The means and procedures to grant representation at a General Meeting, which are established by the Board from the moment the meeting is called until it is held.</p> <p>o) The means and procedures for remote voting, including, where applicable, the forms to verify attendance and their right to vote, through electronic means, at the General Meeting.</p> <p><u>p) Instructions for attending and voting in the General Meeting by online means, where applicable.</u></p> <p>q) <u>An electronic shareholder forum in accordance with the terms provided by the relevant regulations.</u></p> <p>r) <u>The notification of privileged information and any other relevant information reported to the Spanish Securities Market Commission during the fiscal year in progress and the last fiscal year closed.</u></p> <p>s) <u>The following information on each of its Directors:</u></p> <p>(i) Professional and biographical profile.</p> <p>(ii) Other Boards of Directors to which they belong, whether the companies are publicly traded or not, with the exception of holding companies belonging to the Director him-/herself or his/her direct family.</p> <p>(iii) The category to which he belongs, where applicable, stating, in the case of proprietary Directors, the shareholder to whom he owes his/her office and with whom he is associated.</p>

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<p>(iv) The date of his/her first appointment as a Director of Inmobiliaria Colonial, as well as any subsequent appointments.</p> <p>(v) The shares of Inmobiliaria Colonial and any stock options which he/she owns.</p> <p>t) Any other information or documentation that is required to be disseminated through the Company's corporate website pursuant to the applicable regulations or that which the Board of Directors considers should be disseminated in the interest of the shareholders.</p>	<p>(iv) The date of his/her first appointment as a Director of Inmobiliaria Colonial, as well as any subsequent appointments.</p> <p>(v) The shares of Inmobiliaria Colonial and any stock options which he/she owns.</p> <p>⇒t) Any other information or documentation that is required to be disseminated through the Company's corporate website pursuant to the applicable regulations or that which the Board of Directors considers should be disseminated in the interest of the shareholders.</p>
<p>2. The Board of Directors is responsible for establishing the content of the information made available on the company website. Furthermore, it shall set up an Electronic Shareholder Forum, which may be accessed with the necessary guarantees by both individual shareholders and any voluntary associations they may form, to facilitate shareholder communications prior to General Meetings. Proposals to be presented can be published in the Forum, as a complement to the agenda published in the notice, requests for adhesion to those proposals, motions to reach the percentage sufficient to exercise a minority right as specified by law, as well as bids or petitions for voluntary representation.</p>	<p>2. The Board of Directors is responsible for establishing the content of the information made available on the company website. Furthermore, it shall set up an Electronic Shareholder Forum, which may be accessed with the necessary guarantees by both individual shareholders and any voluntary associations they may form, to facilitate shareholder communications prior to General Meetings. Proposals to be presented can be published in the Forum, as a complement to the agenda published in the notice, requests for adhesion to those proposals, motions to reach the percentage sufficient to exercise a minority right as specified by law, as well as bids or petitions for voluntary representation.</p>
<p>3. The Board of Directors shall ensure that the information appearing on the Company's corporate website is updated constantly and immediately by the Department of Corporate Development, Management Control and Investor Relations.</p>	<p>3. The Board of Directors shall ensure that the information appearing on the Company's corporate website is updated constantly and immediately by the Department of Corporate Development, Management Control and Investor Relations.</p>

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This report was prepared and approved by the Board of Directors at its meeting on 26 May 2021.