

**INMOBILIARIA COLONIAL, SOCIMI, S.A.  
NOTICE OF ORDINARY GENERAL MEETING OF SHAREHOLDERS**

As agreed by the Board of Directors of Inmobiliaria Colonial, SOCIMI, S.A. (the “**Company**”), the Company’s shareholders are hereby called to the Ordinary General Meeting to be held in Hotel Villa Magna, Paseo de la Castellana, 22, 28046 Madrid on 20 June 2022, at 11 a.m., on first call, and at the same time and place on the following day, 21 June 2022, on second call.

**The Ordinary General Meeting of Shareholders is expected to be held on second call, on 21 June 2022, at 11 a.m. In the event the foregoing schedule is altered, it shall be notified in due course.**

The General Meeting will be held according to the following

**AGENDA**

- I. Items relating to the annual financial statements, distribution of profit, corporate management, and auditor re-election.**
- First** Examination and approval of the individual and consolidated annual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2021.
- 1.1.** Approval of the individual annual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2021.
- 1.2.** Approval of the consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the fiscal year ended 31 December 2021.
- Second** Examination and approval of the proposed distribution of profit for the fiscal year ended 31 December 2021. Distribution of dividends.
- 2.1.** Examination and approval of the proposed distribution of profit for the fiscal year ended 31 December 2021.
- 2.2.** Distribution of dividends.
- Third** Examination and approval of the individual and consolidated Directors' Reports of Inmobiliaria Colonial, SOCIMI, S.A. and approval of the business management by the Board of Directors in the fiscal year ended 31 December 2021.
- Fourth** Re-election of the auditor of Inmobiliaria Colonial, SOCIMI, S.A. and its consolidated group for the fiscal year ended 31 December 2023.
- II. Items relating to authorisations granted to the Board of Directors**
- Fifth** Authorisation to the Board of Directors for the buyback of treasury shares.
- Sixth** Authorisation to shorten the period established for calling the extraordinary general meetings of shareholders of Inmobiliaria Colonial, SOCIMI, S.A. in accordance with Article 515 of the Spanish Companies Act.

- III. Items relating to the re-election of Directors**
- Seventh** Re-election of Directors
- 7.1** Re-election of Mr Juan José Brugera Clavero as Company Director
- 7.2** Re-election of Mr Pedro Viñolas Serra as Company Director
- 7.3** Re-election of Mr Juan Carlos García Cañizares as Company Director
- 7.4** Re-election of Mr Javier López Casado as Company Director
- 7.5** Re-election of Mr Luis Maluquer Trepas as Company Director
- IV. Items relating to the Directors' remuneration**
- Eighth** Amendments to the Directors' Remuneration Policy of Inmobiliaria Colonial, SOCIMI, S.A. regarding the maximum aggregate annual remuneration to be paid to all Directors for their role as such.
- Ninth** Voting, in an advisory capacity, on the Annual Report on the Remuneration of Directors of Inmobiliaria Colonial, SOCIMI, S.A. for 2021.
- V. Point relating to the delegation of powers**
- Tenth** Delegation of powers

#### **SUPPLEMENT TO THE CALL AND SUBMISSION OF FURTHER MOTIONS**

Pursuant to Article 16 of the Company Bylaws and Article 519 of the recast text of the Spanish Companies Act passed by Royal Legislative Decree 1/2010 of 2 July (the "**Companies Act**"), any shareholders of the Company representing at least 3 % of the share capital may request that a supplement to the call of the Ordinary General Meeting of Shareholders be published to include one or more items on the Agenda, provided that the new items are accompanied by their motives or, where appropriate, a supporting motion. Such right shall be exercised by delivering a certified notice to the Company, which must be received at its registered office, at Paseo de la Castellana 52, 28046 Madrid, within five days from the publication of this call. The supplement to the call must be published at least 15 days before the date scheduled for the General Meeting.

Likewise, shareholders representing at least 3 % of the share capital may, within the same period described in the paragraph above, submit reasoned motions on matters that have already been or should be included in the Agenda for a called General Meeting. Upon receiving such motions, the Company shall ensure that all other shareholders are informed of the motions and any accompanying documentation by keeping them published on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)).

## RIGHT TO INFORMATION

From the publication of this call until the fifth day before the General Meeting, the Company's shareholders may request any information or clarifications they deem necessary regarding the items on the Agenda or submit any relevant questions in writing. During the General Meeting, the Company's shareholders, if they wish to exercise their right to information, may verbally request any information or clarification they deem on the matters contained in the Agenda if they attend the General Meeting physically. In addition, during the General Meeting, shareholders may also verbally request the Directors any clarification they deem regarding the information available to the public that the Company had provided to the CNMV since the holding of the last General Meeting and regarding the auditor's report. Without detriment to the above, the shareholders who attend the General Meeting online and intend to exercise this right should follow the instructions given under the heading "Rules for Online Attendance" herein.

Pursuant to Articles 197, 272, 518, 520 and related provisions of the Companies Act, the Company's shareholders may examine and inspect the documents listed below at the registered office, in Madrid, Paseo de la Castellana, 52, and on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), and may request their delivery or dispatch for free. Shareholders of the Company may also access and examine this documentation at the Company's offices in Avenida Diagonal 532, Barcelona.

- The announcement of the call.
- The total number of shares and voting rights on the date of the call.
- The full texts of the motions on all and any items on the Agenda and, where appropriate, the motions submitted by shareholders.

In addition, regarding the items on the agenda concerning the annual financial statements, the distribution of profit, business management and auditor re-election, the following is provided:

- The individual annual financial statements (comprising the Balance Sheet, Income Statement, Statement of Changes in Equity, Statement of Cash Flows and the Annual Report) for 2021, along with the relevant management report and auditor's report.
- The consolidated financial statements (comprising the Consolidated Statement of Financial Position, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows and the Consolidated Annual Report) for 2021, along with the relevant management report and auditor's report.
- Annual Corporate Governance Report for 2021.
- Audit and Control Committee report on the independence of the external auditor.
- Report by the Audit and Control Committee on its operations.
- Report by the Appointments and Remuneration Committee on its operations.

In connection with the items on the agenda regarding the re-election of the Directors, the following is provided:

- Supporting report from the Board of Directors assessing the competence, experience and merits of the candidates proposed for re-election.

- Report by the Appointments and Remuneration Committee on the non-independent Directors proposed for re-election.
- Information on the Directors whose re-election is put to the vote at the General Meeting of Shareholders.

In connection with the items on the agenda regarding the remuneration of Directors, the following is provided:

- Report by the Appointments and Remuneration Committee on the motion to amend the Directors' Remuneration Policy.
- Report by the Board of Directors on the motion to amend the Directors' Remuneration Policy.
- Annual Report on Directors' remuneration for 2021.

Also, generally:

- Communication channels between the Company and the shareholders.
- Model attendance, proxy and remote voting card.
- Methods and procedures to appoint a proxy at the General Meeting and to exercise the remote voting before the Meeting.
- Operating Rules for the Online Shareholders' Forum.
- Instructions to attend and vote at the General Meeting online.

#### **RIGHT TO ATTEND AND VOTE**

Pursuant to the provisions of Article 19 of the Company Bylaws and Article 12 of the Regulations of the General Meeting of Shareholders, shareholders may attend and vote at the General Meeting, in person or by proxy, where such shareholders, alone or as a group, hold at least 500 shares, which must be entered in the shareholder register five (5) days before the date scheduled for the General Meeting. Such shareholders must furnish evidence of the foregoing by showing the relevant certificate of standing, or attendance, proxy and remote voting card issued by the Company or any entities responsible for the keeping of the shareholder register. Without detriment to the above, the shareholders who attend the General Meeting online should follow the instructions given under the heading "Rules for Online Attendance" herein.

#### **RIGHT OF REPRESENTATION**

Pursuant to the provisions of Article 20 of the Company Bylaws and Article 13 of the Regulations of the General Meeting of Shareholders, any shareholder entitled to attend may be represented at the General Meeting by any person, even if he/she is not a shareholder. The proxy must be granted in writing or by means of remote communication, and specifically for this General Meeting, under Article 184 of the Companies Act.

A proxy may represent more than one shareholder, without any restrictions on the number of shareholders he/she can represent. A proxy who represents several shareholders may cast both affirmative and negative votes in accordance with the instructions given by each shareholder.

The right to grant proxy will be exercised as instructed in the applicable regulations and on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)). The Chairman and the Secretary of the General Meeting shall have the broadest powers to recognise the validity of the proxy or any document evidencing such representation.

Representation may be revoked at any time. Should the represented shareholder attend the General Meeting, either personally or remotely, any proxy granted will be revoked regardless of its date.

The exercise of proxy rights may be proved by the proxy on the date scheduled for the General Meeting by physically showing the attendance, proxy and remote voting card, duly completed and signed. Without detriment to the above, proxies who attend the General Meeting online should follow the instructions given under the heading “Rules for Online Attendance” herein.

Any proxies received with no indication of the specific person to whom the shareholder has granted his/her representation shall be deemed granted to the Chairman of the General Meeting or his/her substitute in case of conflict of interests.

In accordance with Articles 523 and 526 of the Companies Act, it is hereby notified that the following may be involved in a conflict of interests: (i) all the members of the Board of Directors, regarding items three, eight and nine on the Agenda; (ii) the Directors whose re-election is proposed regarding items 7.1 and 7.5 on the Agenda; and (iii) the members of the Board of Directors, if any, in the circumstances envisaged in paragraphs b) and c) of Article 526.1 of the Companies Act that may arise beyond the Agenda. In connection with any of them, the proxy shall be deemed granted, if the principal has not given any specific voting instructions, to the Secretary of the General Meeting.

#### **MEANS TO EXERCISE THE RIGHT TO GRANT PROXY AND THE RIGHT TO REMOTE VOTING BEFORE THE GENERAL MEETING**

Prior to the General Meeting, shareholders may notify the Company their intention to exercise their right to grant proxy and cast their vote on the motions regarding the items on the Agenda through the following means:

- a) By delivering in person the attendance, proxy and remote voting card received from the depository institutions or, as appropriate, the attendance, proxy and remote voting card form available on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), duly completed and signed in the “Proxy” section or, as appropriate, the “Remote voting” section, at the Company’s registered office in Madrid, Paseo de la Castellana 52, 28046, or at the Company’s offices in Barcelona, Avenida Diagonal 532, 08006, from 9 a.m. to 2 p.m. addressed to the Shareholder Relations Office (“Oficina de Atención al Accionista”).
- b) By sending the attendance, proxy and remote voting card received from the depository institutions or, as appropriate, the attendance, proxy and remote voting card form available on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), duly completed and signed in the “Proxy” section or, as appropriate, the “Remote voting” section, to the Company’s registered office in Madrid, Paseo de la Castellana 52, 28046, or the Company’s offices in Barcelona, Avenida Diagonal 532, 08006, addressed to the Shareholder Relations Office (“Oficina de Atención al Accionista”).

- c) By using the virtual proxy or remote voting platform expressly enabled on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)), following the procedure specified therein, or by email ([accionistas@inmocolonial.com](mailto:accionistas@inmocolonial.com)).

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

Any proxy or vote reported by any of the means set forth in paragraphs a), b) and c) above shall be received by the Company, along with satisfactory proof of identity, at least twenty-four (24) hours prior to the time and date scheduled for the General Meeting on first call, that is, before 11 a.m. of 19 June 2022, notwithstanding the Chairman's authority to admit any votes and proxies received thereafter. Otherwise, any votes shall be deemed as not cast and any proxies shall be deemed as not granted.

A remote vote will be void:

- a) If it is later expressly revoked by the same medium used for its issue and within the period of time established for same.
- b) Due to attendance at the meeting of the shareholder who cast the vote.

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

#### **RULES FOR ONLINE ATTENDANCE**

Online attendance at the General Meeting will be performed subject to these basic rules and, for any matters not expressly provided herein, to the instructions given to attend and vote at the General Meeting online published in the section for the 2022 General Meeting of Shareholders ("Online Attendance") on the Company's website ([www.inmocolonial.com](http://www.inmocolonial.com)) ("**Website**"), to the Laws, to the Company Bylaws and the Company's Regulations of the General Meeting:

- (i) *Prior identification and registration*: to guarantee the identity of the attendees, the correct exercise of their rights, the interactivity and proper functioning of the meeting, shareholders and proxies who wish to attend the General Meeting online must register beforehand on the Website, from 11 a.m. on 15 June 2022 to 11.59 p.m. on 19 June 2022. After this time, no prior registration to exercise the right to attend online will be accepted. In this case, the shareholders will be able to attend the General Meeting in person, or notify the Company their intention to exercise the right to grant proxy or cast their vote before the General Meeting following the instructions set forth in "Means to exercise the right to grant proxy and the right to remote voting before the General Meeting".

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

Notwithstanding the above, for the proxy to attend the General Meeting online, their powers of representation and identity must be proved before the Company, via the submission of the duly completed attendance, proxy and remote voting card, and a copy of their National ID Card, Foreigner's Identity Card or passport, which must be emailed to [accionistas@inmocolonial.com](mailto:accionistas@inmocolonial.com) or received by the Company at its registered office (Paseo de la Castellana 52, 28046 Madrid) or at the Company's offices in Barcelona (Avenida Diagonal 532, 08006 Barcelona), addressed to the Shareholder Relations Office (Oficina de Atención al Accionista), at least 24 hours before the date scheduled for the General Meeting on first call, that is, before 11 a.m. on 19 June 2022.

The Company may enable additional means of identification that duly guarantee the identity of the shareholder. The Company reserves the right to request any additional means of identification from shareholders that it deems necessary to verify their status as shareholders and ensure the authenticity of the vote or proxy.

Once the shareholder or, as the case may be, their proxy, has registered in accordance with the indicated means and within the established term, they may attend and vote at the General Meeting online after remotely logging in on the day of the General Meeting.

From the end of the registration period until the opening of the connection to log into the General Meeting virtually, the Company will check the status as shareholder or proxy for the persons who are validly registered. In this regard, online attendance will be subject to checking that the registered shareholder does indeed have his/her shares registered in the shareholder register five days before the General Meeting.

- (ii) *Logging in and attendance:* to enable the proper management of the virtual attendance systems, the shareholder or proxy who has previously registered to attend the General Meeting online in accordance with section (i) above must log in via the Website, from 8.45 a.m. to 10.45 a.m. on 20 June 2022 (if the General Meeting is held on first call) or on 21 June 2022 (if, as expected, the Meeting is held on second call), and identify themselves according to any of the means provided in section (i) above or as specified in the relevant instructions.

If the General Meeting is held on second call (as expected), online attendees who would have logged in on first call must log in again to attend the General Meeting online on second call, that is from 8.45 a.m. to 10.45 a.m. on 21 June 2022.

- (iii) *Participation:* any shareholder or proxy attending online who intends to participate, put forward motions or make requests for information or clarifications by virtue of the Law, must submit these to the Company, in writing and in any case, in the form, terms and conditions established on the Website, from publishing this call until the fifth day before the date set for the General Meeting.

Anyone attending by electronic means who wants their participation to be recorded verbatim in the minutes of the General Meeting must expressly indicate this in the text of their request. Requests for information or clarification from shareholders attending electronically will be answered verbally during the General Meeting or in writing within seven days of the Meeting, under the Companies Act.

- (iv) *Voting:* Casting votes on the motions related to items on the Agenda may be carried out from the moment the shareholder or, where applicable, the proxy logs in on the day the General Meeting is held and until the Chairman or, as appropriate, the Secretary of the General Meeting, announces the end of the voting period for the motions involving items on the Agenda. As for the motions on matters that, by law, need not appear on the Agenda, online attendees may cast their votes from the moment these motions are read out for voting and until the Chairman or, as the case may be, the Secretary of the General Meeting, announces the end of the voting period for said motions. In relation to voting on the motions, the same voting procedure and rules provided in the Company Bylaws and in the Regulations of the General Meeting will apply. Voting on the motions will be carried out through the Website and in accordance with the corresponding voting form.
- (v) *Leaving the meeting:* Persons attending online who wish to expressly leave the General Meeting must do so by sending an online communication via the Website. Once their express wish to leave the meeting has been communicated, all subsequent actions will be deemed without effect.
- (vi) *Other matters:*

The Company will stream the General Meeting live on the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)).

The Company may adapt, with the appropriate guarantees, the means to allow online attendance to the General Meeting to shareholders who do not reside in Spain, qualified investors, legal entities and other similar persons.

Online attendance by the shareholder to the General Meeting revokes the proxy given or remote vote cast before the General Meeting.

It is the sole responsibility of the shareholder or their proxy to safeguard the means of identification or the usernames/passwords, if any, required to access and use the online attendance service.

The Company will not be liable for any damages that may be caused to the shareholder or proxy derived from breakdowns, overloads, power failures, connection failures or any other similar event, beyond the control of the Company, which cause the temporary unavailability of its website, without prejudice to the adoption of the measures required in each situation, including the possible temporary suspension or extension of the General Meeting if this were necessary to guarantee the shareholders or their proxies the full exercise of their rights.



## ONLINE SHAREHOLDERS' FORUM

Pursuant to Article 11 of the General Meeting of Shareholders' Regulations of the Company and Article 539.2 of the Companies Act, as from the publication of this call and until the date scheduled for the Ordinary General Meeting of Shareholders, the corporate website ([www.inmocolonial.com](http://www.inmocolonial.com)) will feature an Online Shareholders' Forum, which will be accessible, with all due safeguards, by individual shareholders and any specific and voluntary associations duly incorporated and registered in the special Registry operated for such purpose by the Spanish Securities Market Commission ("CNMV") for them to communicate before the General Meeting. Any proposals that are intended for submission as a supplement to the agenda set forth in this call, requests for adherence to such proposals, initiatives to reach the percentage required to exercise a minority right as provided by law, and any offers and requests for voluntary representation may all be posted on the aforesaid Forum.

The Forum is not a communications channel between the Company and its shareholders (and associations formed). It is solely established to facilitate communications between the Company's shareholders (and the voluntary associations formed) on account of the General Meeting.

## PROTECTION OF PERSONAL DATA

Under the applicable rules on protection of personal data (mainly *Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons regarding the processing of personal data and on the free movement of such data* and *Spanish Organic Law 3/2018 of 5 December on the Protection of Personal Data and guarantee of digital rights*) shareholders are hereby informed that the Company, with tax identification number A-28027399, will be in charge of the automated processing of the personal data provided by shareholders or banks, brokers and dealers with whom the shareholders have deposited their shares, through the agency legally authorised to keep the shareholder register i.e. Iberclear, in connection with the General Meeting, and any other data that may arise as a result thereof. The purpose of such file or automated processing is only the management and administration of the relations between the Company and the shareholders (including, where appropriate, their proxies) in connection with the General Meeting of Shareholders of the Company. The legal basis of the data processing is the need to comply with the provisions of the Companies Act. The Company will store the data for the duration of its obligations relating to the Ordinary General Meeting and for the 6 years following its termination.

Shareholders or their proxies have the right to access, rectify, delete and object to the processing of their data, as well as to exercise the other rights recognised in the current data protection legislation with the extension and limitations provided in such legislation. To do so, they must send a notice (including the identification of the holder of the rights, e.g. a photocopy of their ID card) to the following address: Inmobiliaria Colonial, SOCIMI, S.A., Paseo de la Castellana 52, 28046 Madrid. Additionally, shareholders can send the aforementioned notice to the email address: [dpo@inmocolonial.com](mailto:dpo@inmocolonial.com).

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

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

## NOTARISATION OF THE MINUTES OF THE GENERAL MEETING

Minutes of the Ordinary General Meeting shall be notarised by a Notary Public upon request of the Board of Directors, in accordance with the provisions of Article 203 of the Companies Act and Article 101 of the Commercial Registry Regulations as approved by Royal Decree 1784/1996, of 19 July.

### GENERAL INFORMATION

The Company reserves the right to make changes to this call when necessary or convenient in the light of circumstances or legal changes that may arise, including, where appropriate, the possibility of holding the General Meeting as virtual-only if allowed by the applicable regulations. The Company will inform, on its website ([www.inmocolonial.com](http://www.inmocolonial.com)) or as may be convenient, of any applicable measures based on the resolutions or recommendations announced by the relevant authorities.

For any clarification or additional information, shareholders may contact the Shareholder Relations Office ("Oficina de Atención al Accionista"), through the following means:

- Post: to the registered office (Paseo de la Castellana 52, 28046 Madrid) or the Company's office in Barcelona (Avenida Diagonal 532, 08006 Barcelona).
- Telephone no. (+34) 934 047 910, on business days, from 9.00 a.m. to 2.00 p.m.
- Email address: [accionistas@inmocolonial.com](mailto:accionistas@inmocolonial.com).

Madrid, on 17 May 2022.

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MR Juan José Brugera Clavero  
Chairman of the Board of Directors

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