

**MOTIONS RELATING TO THE ITEMS ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF INMOBILIARIA COLONIAL, SOCIMI S.A. TO BE HELD ON 14 JUNE 2023 ON FIRST CALL OR, AS EXPECTED, ON 15 JUNE 2023 ON SECOND CALL.**

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

***One. Examination and approval of the individual and consolidated annual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the year ended 31 December 2022.***

**1.1. Examination and approval of the individual annual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the year ended 31 December 2022.**

The shareholders resolve to approve the individual annual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the year ended 31 December 2022, comprising the Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and the Notes to the financial statements for the reported year.

**1.2. Examination and approval of the consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the year ended 31 December 2022.**

The shareholders resolve to approve the consolidated financial statements of Inmobiliaria Colonial, SOCIMI, S.A. and its subsidiaries for the year ended 31 December 2022, including the Consolidated Statement of Financial Position, the Statement of Income, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows, and the Consolidated Notes to the financial statements for the reported year.

***Two. Examination and approval of the proposed distribution of profit for the year ended 31 December 2022. Distribution of dividends.***

**2.1. Examination and approval of the proposed distribution of profit for the year ended 31 December 2022.**

In view of the individual financial statements of Inmobiliaria Colonial, SOCIMI, S.A., which reveal a profit for the year ended 31 December 2022 of €116,333,003.67, the shareholders resolve to distribute profits as follows:

- €11,633,300.37 to the legal reserve.
- €104,699,703.30 to dividends.

**2.2. Distribution of dividends.**

It is resolved to distribute a dividend of €0.25 per share which, based on the number of shares currently outstanding, amounts to a maximum total dividend of €134,903,909.25. The total amount of the dividend and, therefore, the amount of the reserves earmarked for its payment, will be determined prior to its distribution on the basis of the treasury shares held by Inmobiliaria Colonial, SOCIMI, S.A. This maximum total dividend will be distributed out of: (i) the €104,699,703.30 earmarked for

dividends mentioned in resolution 2.1 above; and (ii) the share premium reserve, up to a maximum of €30,204,205.95.

The dividend provided for in this resolution will be paid out through the entities participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear). For this purpose, the Board of Directors is authorised, with express power of delegation, to: (i) set the date on which the registered shareholders who are entitled to receive the dividend is to be determined (record date); (ii) set the specific dividend payment date; (iii) designate the entity that is to act as payment agent; and (iv) perform any other actions that may be necessary or appropriate to ensure the proper payment of the dividends.

***Three. Examination and approval of the individual and consolidated management reports of Inmobiliaria Colonial, SOCIMI, S.A., and approval of the corporate management led by the Board of Directors in the year ended 31 December 2022.***

The shareholders resolve to approve the individual and consolidated management reports of Inmobiliaria Colonial, SOCIMI, S.A. (the "**Company**") for the year ended 31 December 2022.

They also resolve to approve the management of the Company by the Company's Board of Directors, the Chairman and the CEO in the year ended 31 December 2022, all this in view of the Company's individual and consolidated management reports that have been made available to shareholders.

***Four.- Release of the restricted reserve for the sum of €169,439,017.50.***

Inmobiliaria Colonial, SOCIMI, S.A. (the "**Company**") has a voluntary restricted reserve of €169,439,017.50 created through a capital reduction carried out by reducing the par value of the Company's shares as approved under item two on the agenda at the Extraordinary General Meeting of the Company held on 21 January 2014.

The shareholders resolve to convert the aforementioned reserve into an unrestricted reserve, complying for that purpose with the capital reduction requirements set forth in Article 335 c) of the consolidated text of the Spanish Limited Liability Companies Law passed by Royal Legislative Decree 1/2010, of 2 July. The change from restricted to unrestricted reserve is carried out on the basis of the balance sheet as at 31 December 2022, which has been properly verified by the Company's auditor and forms part of the individual annual financial statements of the Company (whose motion for approval can be found in item one of the agenda).

It is hereby stated for the record that, if this item on the agenda is approved, the Company will publish the contents of the resolution on both its website and the Official Gazette of the Commercial Registry ("**BORME**"), and its creditors will have one month from the date of such publication to object to the conversion.

***Five. Re-election of the auditor of Inmobiliaria Colonial, SOCIMI, S.A. and its consolidated group for the year ended 31 December 2024.***

Once the appointment of the current auditor of Inmobiliaria Colonial, SOCIMI, S.A. and its consolidated group comes to an end after the annual financial statements for the year ended 31 December 2023 have been audited, the shareholders resolve to re-elect PricewaterhouseCoopers Auditores, S.L., as proposed by the Audit and Control Committee, to audit the individual and consolidated annual financial statements of Inmobiliaria Colonial, SOCIMI, S.A. for the year ended 31 December 2024.

It is hereby stated that PricewaterhouseCoopers Auditores, S.L., with tax identification number B-79031290 and number S0242 in the Spanish Official Registry of Auditors (ROAC), has its registered office in Madrid, Paseo de la Castellana, 259 B (28046 Madrid) and is registered in the Madrid Commercial Registry on Page M-87250-1, Sheet 75, Volume 9267, Book 8054, Section 3.

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

### ***Six.- Authorisation to reduce the period for calling the extraordinary general meetings of Inmobiliaria Colonial, SOCIMI, S.A., in accordance with Article 515 of the Spanish Limited Liability Companies Law***

In accordance with Article 515 of the consolidated text of the Spanish Limited Liability Companies Law passed by Royal Legislative Decree 1/2010, of 2 July, the shareholders resolve to authorise and approve the possibility of calling extraordinary general meetings of shareholders of Inmobiliaria Colonial, SOCIMI, S.A. (the “**Company**”) with at least 15 days' notice, provided that the Company offers shareholders the effective possibility of voting using online methods that are available to all.

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

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

### ***Seven.- Establishment of the number of members of the Board of Directors***

The shareholders resolve to set the number of members of the Board of Directors of Inmobiliaria Colonial, SOCIMI, S.A. at 13 members, within the minimum and maximum number established in the Company Bylaws.

### ***Eight. Ratification, re-election and appointment of Directors.***

#### **8.1. Ratification and appointment of Ms Begoña Orgambide García as Director of the Company.**

The shareholders resolve to ratify and appoint, following a supporting report by the Appointments and Remuneration Committee, Ms Begoña Orgambide García as a proprietary Director of Inmobiliaria Colonial, SOCIMI, S.A. for the four-year term set forth in the Company Bylaws, starting on the effective date of this resolution.

#### **8.2. Re-election of Ms Silvia Mónica Alonso-Castrillo Allain as Director of the Company.**

The shareholders resolve, at the proposal of the Appointments and Remuneration Committee and following a supporting report by the Board of Directors, to re-elect Ms Silvia Mónica Alonso-Castrillo Allain as an independent Director of Inmobiliaria Colonial, SOCIMI, S.A. for the four-year term set forth in the Company Bylaws, starting on the effective date of this resolution.

#### **8.3. Re-election of Ms Ana Peralta Moreno as Director of the Company.**

The shareholders resolve, at the proposal of the Appointments and Remuneration Committee and following a supporting report by the Board of Directors, to re-elect Ms Ana Peralta Moreno as an independent Director of Inmobiliaria Colonial, SOCIMI, S.A. for the four-year term set forth in the Company Bylaws, starting on the effective date of this resolution.

**8.4. The prohibition on carrying out any activities that effectively compete with Inmobiliaria Colonial, SOCIMI, S.A. as provided in Article 230 of the Spanish Limited Liability Companies Law is hereby waived for any necessary purposes with respect to the Director Ms Ana Bolado Valle.**

Ms Ana Bolado Valle, whose re-election as Director of Inmobiliaria Colonial, SOCIMI, S.A. (the "**Company**" or "**Colonial**") is being submitted to the General Meeting of Shareholders for approval, is a proprietary Director of Metrovacesa, S.A. appointed at the proposal of Banco Santander, S.A.

Like Colonial, Metrovacesa, S.A. operates in the real-estate sector. Without prejudice to the foregoing, this Director whose re-election is being proposed cannot currently be considered to be engaging, directly or indirectly as a result of being a Director of Metrovacesa, S.A., in an activity that places her in a permanent conflict of interest with the Company. However, insofar as a case of "potential" competition could be considered, as the Company is not expected to be harmed as a result of the current situation and her continued membership of the Board of Directors of Colonial is beneficial to the Company, it is resolved, in accordance with Article 230 of the consolidated text of the Spanish Limited Liability Companies Law passed by Royal Legislative Decree 1/2010 of 2 July, to waive any prohibitions and therefore allow Ms Ana Bolado Valle to sit on the Board of Directors of Metrovacesa, S.A.

**8.5. Re-election of Ms Ana Bolado Valle as Director of the Company.**

The shareholders resolve, at the proposal of the Appointments and Remuneration Committee and following a supporting report by the Board of Directors, to re-elect Ms Ana Bolado Valle as an independent Director of Inmobiliaria Colonial, SOCIMI, S.A. for the four-year term set forth in the Company Bylaws, starting on the effective date of this resolution.

**8.6. Appointment of Ms Miriam González Amézqueta as Director of the Company.**

It is resolved, at the proposal of the Appointments and Remuneration Committee and following a supporting report by the Board of Directors, to appoint Ms Miriam González Amézqueta as an independent Director of Inmobiliaria Colonial, SOCIMI, S.A. for the four-year term set forth in the Company Bylaws, starting on the date of this resolution.

**8.7. Appointment of Mr Manuel Puig Rocha as Director of the Company.**

The shareholders resolve to appoint, following a supporting report from the Appointments and Remuneration Committee, Mr Manuel Puig Rocha as a proprietary Director of Inmobiliaria Colonial, SOCIMI, S.A. for the four-year term set forth in the Company Bylaws, starting on the effective date of this resolution.

**IV. Items concerning the Directors' remuneration**

***Nine. Approval of the Remuneration Policy for the Directors of Inmobiliaria Colonial, SOCIMI, S.A. for 2024, 2025 and 2026.***

The shareholders resolve to approve the Remuneration Policy for Directors of Inmobiliaria Colonial, SOCIMI, S.A. (the "**Company**") for the years 2024, 2025 and 2026 (the "**Remuneration Policy**"), which was made available to shareholders when the General Meeting was called. The Remuneration Policy stipulates the maximum annual amount of remuneration to be paid to all the Directors as a whole in

their capacity as such pursuant to Articles 217 and 529 *septdecies* of the consolidated text of the Spanish Limited Liability Companies Law passed by Royal Legislative Decree 1/2010, of 2 July.

***Ten. Voting, in an advisory capacity, on the annual report on the remuneration of Directors of Inmobiliaria Colonial, SOCIMI, S.A. for 2022.***

The shareholders resolve to approve, in an advisory capacity, the Annual Report on the Remuneration of the Directors of Inmobiliaria Colonial, SOCIMI, S.A. for 2022, which was made available to shareholders when the General Meeting was called.

**V. Point relating to the delegation of powers**

***Eleven.- Delegation of powers***

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

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