

RESOLUTION

Merlin Properties, SOCIMI, S.A. €500,000,000 2.375 per cent. Notes due July 2027

The following resolution (the “**Resolution**”) is being proposed as an “Extraordinary Resolution” (as defined in the relevant Agency Agreement):

“Pursuant to the notice dated 25 April 2022 (the “**Notice**”) in relation to the calling of the general meeting (the “**General Meeting**”) of the holders (the “**Bondholders**”) of the €500,000,000 2.375 per cent. Notes due July 2027 (the “**Bonds**”) of Merlin Properties, SOCIMI, S.A. (the “**Issuer**”), voting under the quorum and majority conditions required for the General Meeting (as set out in Schedule 3 of the agency agreement entered into between the Issuer and Societe Generale Luxembourg relating to the Bonds and dated 22 May 2020 (the “**Agency Agreement**”), the General Meeting hereby:

1. approves, authorises, consents, sanctions, empowers and directs the Issuer, in all its terms, to (i) requalify the Bonds as “green bonds” and (ii) allocate an amount equivalent to the outstanding principal amount of the Bonds, from the date of the approval of this Resolution by the General Meeting, to the financing or the refinancing of a portfolio of green assets meeting the environmental criteria described in more detail in the Group’s Green Financing Framework (as amended and supplemented from time to time) available on the Issuer’s website (<https://www.merlinproperties.com/en/investors/debt/consent-solicitations-green-bond-proposal/>) (the “**Allocation of an Amount Equivalent to the Outstanding Principal of the Bonds**”);
2. approves, authorises, consents, sanctions, empowers and directs the Issuer to:
 - (i) consent and/or confirm its agreement to the implementation of the Allocation of an Amount Equivalent to the Outstanding Principal of the Bonds (in writing where necessary); and
 - (ii) execute and do, all such other deeds, instruments, ancillary documents, acts and things as may be necessary or desirable to carry out and give effect to this Resolution in order to implement the Allocation of an Amount Equivalent to the Outstanding Principal of the Bonds;
3. acknowledges that the terms and conditions of the Bonds will remain in full force and effect, and no party or parties intend that the Bonds be rescinded, repaid or terminated as a consequence of this Resolution;
4. directs, requests, empowers and authorises the Issuer, the Fiscal Agent, the Tabulation and Information Agent and the Sole Consent Solicitation Agent to consent to, concur in and execute all such documents and do all such acts and things considered by each of them in its sole discretion to be necessary, desirable or expedient to carry out and give effect to this Resolution;
5. confirms that it has formed its own view in relation to the actions arising out of this Resolution without any reliance on the Fiscal Agent, the Tabulation and Information Agent, the Sole Consent Solicitation Agent or the Issuer;
6. empowers the Issuer so that, in the name and on behalf of the Bondholders, it can carry out any actions and execute any public or private documents that may be necessary or advisable for granting and recording the minutes of the General Meeting; and
7. empowers the Issuer, with specific powers of substitution and without prejudice to other delegations already granted, so that, in the name and on behalf of the Bondholders, it can appear before a notary and notarise this Resolution, executing any public and private instruments that may be necessary or advisable for such notarisation, appearing before any public or private authorities, foreign or national, that may be advisable to apply and to obtain the registration thereof with the relevant Commercial Registry, if applicable, necessary or desirable, including the power to rectify or amend this Resolution.

Unless the context otherwise requires, capitalised terms not otherwise defined shall have the meanings ascribed to them in the Notice, the Agency Agreement, or as applicable, the terms and conditions of the Bonds.”