MERLIN

FOR INFORMATION PURPOSES. SPANISH VERSION PREVAILS.

RESOLUTION PROPOSAL FOR THE ANNUAL SHAREHOLDERS' MEETING OF MERLIN PROPERTIES, SOCIMI, S.A. CALLED FOR MAY 8 AND 9, 2024, ON FIRST AND SECOND CALL, RESPECTIVELY

ITEM FOUR ON THE AGENDA:

Appointment and reelection of directors.

4.1 Establishment of the number of members of the Board of Directors at fourteen (14).

PROPOSED RESOLUTION:

"To establish the number of members of the Board of Directors at fourteen (14)."

4.2 Reelection of Mr. Ismael Clemente Orrego as director, classified as executive director.

PROPOSED RESOLUTION:

"In accordance with the proposal of the Board of Directors, following a favorable report by the Appointments and Compensation Committee, to reelect and appoint as a director of the Company Mr. Ismael Clemente Orrego, whose particulars are recorded at the Commercial Registry, for the term stipulated in the Bylaws, with the category of executive director."

4.3 Reelection of Mr. Miguel Ollero Barrera as director, classified as executive director.

PROPOSED RESOLUTION:

"In accordance with the proposal of the Board of Directors, following a favorable report by the Appointments and Compensation Committee, to reelect and appoint as a director of the Company Mr. Miguel Ollero Barrera, whose particulars are recorded at the Commercial Registry, for the term stipulated in the Bylaws, with the category of executive director."

4.4 Reelection of Ms. María Luisa Jordá Castro as director, classified as independent director.

PROPOSED RESOLUTION:

"In accordance with the proposal of the Board of Directors, following a proposal, in turn, from the Appointments and Compensation Committee, to reelect and appoint as a director of the Company Ms. Maria Luisa Jordá Castro, whose particulars are

recorded at the Commercial Registry, for the term stipulated in the Bylaws, with the category of independent director."

4.5 Reelection of Ms. Ana María García Fau as director, classified as independent director.

PROPOSED RESOLUTION:

"In accordance with the proposal of the Board of Directors, following a proposal, in turn, from the Appointments and Compensation Committee, to reelect and appoint as a director of the Company Ms. Ana María García Fau, whose particulars are recorded at the Commercial Registry, for the term stipulated in the Bylaws, with the category of independent director."

4.6 Reelection of Mr. Fernando Javier Ortiz Vaamonde as director, classified as independent director.

PROPOSED RESOLUTION:

"In accordance with the proposal of the Board of Directors, following a proposal, in turn, from the Appointments and Compensation Committee, to reelect and appoint as a director of the Company Mr. Fernando Javier Ortiz Vaamonde, whose particulars are recorded at the Commercial Registry, for the term stipulated in the Bylaws, with the category of independent director."

4.7 Reelection of Mr. George Donald Johnston as director, classified as independent director.

PROPOSED RESOLUTION:

"In accordance with the proposal of the Board of Directors, following a proposal, in turn, from the Appointments and Compensation Committee, to reelect and appoint as a director of the Company Mr. George Donald Johnston, whose particulars are recorded at the Commercial Registry, for the term stipulated in the Bylaws, with the category of independent director."

4.8 Reelection of Mr. Emilio Novela Berlín as director, classified as independent director.

PROPOSED RESOLUTION:

"In accordance with the proposal of the Board of Directors, following a proposal, in turn, from the Appointments and Compensation Committee, to reelect and appoint as a director of the Company Mr. Emilio Novela Berlín, whose particulars are recorded at the Commercial Registry, for the term stipulated in the Bylaws, with the category of independent director."

4.9 Ratification of the appointment by cooption and reelection and appointment of Mr. Juan Antonio Alcaraz García as director, classified as nominee director.

PROPOSED RESOLUTION:

"In accordance with the proposal of the Board of Directors, following a favorable report by the Appointments and Compensation Committee, to ratify the appointment of Mr. Juan Antonio Alcaraz García, whose particulars are recorded at the Commercial Registry, who was appointed by cooption by a resolution of the Board of Directors adopted on June 22, 2023, and to reelect and appoint him as a director of the Company, for the term stipulated in the Bylaws, with the category of nominee director."

4.10 Appointment of Ms. Inès Archer Toper as director, classified as independent director.

PROPOSED RESOLUTION:

"In accordance with the proposal of the Board of Directors, following a proposal, in turn, from the Appointments and Compensation Committee, to appoint as a director, for the term stipulated in the Bylaws, Ms. Inès Archer Toper, of age, with French nationality, married, with address for these purposes at 57 bd du Commandant Charcot, 92200 Neuilly sur Seine, Francia, holding passport of her nationality number 22EI58217, in force, with the category of independent director."

4.11 Appointment of Ms. Julia Bayón Pedraza as director, classified as nominee director.

PROPOSED RESOLUTION:

"In accordance with the proposal of the Board of Directors, following a favorable report from the Appointments Committee, to appoint as a director of the Company, for the term stipulated in the Bylaws, Ms. Julia Bayón Pedraza, of age, married with Spanish nationality, with address for these purposes at Avenida de Cantabria, s/n, Edificio Arrecife, Planta 1, 28660 Boadilla del Monte (Madrid) holding national identity card number 51394452D, in force, with the category of nominee director."