MERLIN

<u>**FOR INFORMATION PURPOSES. SPANISH VERSION PREVAILS.**</u>

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

<u>**ITEM SIX ON THE AGENDA**</u>**:**

Amendments of the Bylaws. Amendment of Article 41 of the Bylaws (Conduct of meetings)

<u>*PROPOSED RESOLUTION:*</u>

"To amend article 41 of the Bylaws (Conduct of meetings) to read as follows:

ARTICLE 41. CONDUCT OF MEETINGS

1. The board shall be deemed validly constituted when half plus one of its members are present at the meeting, in person or represented by another director.

2. All directors may grant their vote to, and confer a proxy on, another director. Non-executive directors may only grant a proxy to another non-executive director. Proxies shall be granted in writing and specifically for each meeting by means of a letter addressed to the chairman.

3. The chairman shall chair the debates, grant the floor and conduct the vote.

4. Resolutions shall be adopted by an absolute majority of the directors present at the meeting, in person or by proxy, save in cases where a reinforced majority is established in the law, these bylaws or the board regulations. In the event of a tie, the Chairman shall not have the casting vote.

5. The chairman may invite to Board meetings or to certain items on the agenda any individuals who may enhance the information available to directors."

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