



FOR INFORMATION PURPOSES. SPANISH VERSION PREVAILS.

REPORT FROM THE BOARD OF DIRECTORS OF MERLIN PROPERTIES, SOCIMI, S.A. ON THE PROPOSAL TO AMEND THE BYLAWS AS REFERRED TO IN ITEM SIX OF THE AGENDA FOR THE ANNUAL SHAREHOLDERS' MEETING CALLED FOR MAY 8 AND 9, 2024, ON FIRST AND SECOND CALL, RESPECTIVELY

1. Introduction

The Board of Directors of MERLIN Properties, SOCIMI, S.A. (the “**Company**”) has issued this report in order to justify the proposed amendment of the Company’s bylaws (the “**Bylaws**”) which is submitted to the Shareholders’ Meeting for approval under item six on the agenda. For all appropriate purposes, this report also includes the full wording of the proposed amendments.

In order to facilitate the shareholders’ understanding of the changes giving rise to these proposals, this report provides an explanation of the aim and justification of the amendments, followed by the proposed resolutions submitted to the Shareholders’ Meeting for approval.

Lastly, in order to facilitate a comparison between the proposed new wording of the articles to be amended and their current wording, a text highlighting the proposed changes to be made to the current wording is included as a **Schedule** to this report.

2. Justification for the proposed resolution

The proposed amendments to the Company’s Bylaws fall within the context, in general, of the Company’s ongoing process of reviewing and updating its internal corporate governance regulations.

In general, the purpose of these amendments is to include an improvement in the Company’s corporate governance, consisting of the elimination of the casting vote held by the Chairman of the Board of Directors in the event of a tie in a vote held by the Board of Directors.

In this respect, article 41 of the Articles of Association (*Conduct of Meetings*) (in force and registered) grants the Chairman of the Board of Directors the casting vote in the event of a vote in which there is a tie. This casting vote is particularly relevant when there is an even number of directors, since it allows a single person to decide the direction of the vote even in those cases in which there is not a majority of votes that would allow the adoption of a specific resolution with the majority support of the board.

Therefore, the proposal is made in the belief that it is a measure that improves the Company’s corporate governance, insofar as it allows resolutions to be adopted



provided that they have a real majority (understood as more votes in favour than against).

3. Structure of the amendment

As the proposal concerns only one article, the amendment is intended to be structured in a single agreement.

4. Proposed resolution

There follows a literal transcription of the full text of the proposed new wording that is submitted to the Shareholders' Meeting for approval:

PROPOSED RESOLUTION:

"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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Madrid, April 4, 2024.



Schedule
TEXT HIGHLIGHTING THE PROPOSED CHANGES TO BE MADE TO THE
CURRENT WORDING



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."*