

**Merlin Properties, SOCIMI, S.A.**

Annual Shareholders' Meeting

The Board of Directors of Merlin Properties, SOCIMI, S.A. (the “**Company**”) has resolved, at the meeting held on April 4, 2024, to call the Annual Shareholders' Meeting to be held at Hotel Eurostars Madrid Tower, located at Madrid, Paseo de la Castellana 259-B, on May 8, 2024, at 12 noon, on first call, or, if the necessary quorum is not reached, on second call, in the same place and at the same time on May 9, 2024, so that the shareholders may deliberate and resolve on the items on the following:

**AGENDA**

**ITEMS RELATING TO THE FINANCIAL STATEMENTS AND THE CONDUCT OF BUSINESS**

**One.-** Examination and approval, if appropriate, of the financial statements and directors' report for Merlin Properties, SOCIMI, S.A.

- 1.1. Examination and approval, if appropriate, of the separate financial statements and directors' report of Merlin Properties, SOCIMI, S.A. for the year ended December 31, 2023.
- 1.2. Examination and approval, if appropriate, of the consolidated financial statements and directors' report of Merlin Properties, SOCIMI, S.A. and its subsidiaries for the year ended December 31, 2023.
- 1.3. Examination and approval, if appropriate, of the non-financial information statement of Merlin Properties, SOCIMI, S.A. for the year ended December 31, 2023, which forms part of the consolidated directors' report.

**Two.-** Approval of income/loss and distribution of reserves

- 2.1 Examination and approval, if appropriate, of the proposed appropriation of income/loss for the year ended December 31, 2023.
- 2.2 Examination and approval, if appropriate, of a distribution of a dividend out of the “share premium” reserve.

**Three.-** Examination and approval, if appropriate, of the conduct of business by the Board of Directors during the year ended December 31, 2023.

**ITEM RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS**

**Four.-** Appointment and reelection of directors.

- 4.1 Establishment of 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.
- 4.3 Reelection of Mr. Miguel Ollero Barrera as director, classified as executive director.
- 4.4 Reelection of Ms. María Luisa Jordá Castro as director, classified as independent director.
- 4.5 Reelection of Ms. Ana María García Fau as director, classified as independent director.
- 4.6 Reelection of Mr. Fernando Javier Ortiz Vaamonde as director, classified as independent director.
- 4.7 Reelection of Mr. George Donald Johnston as director, classified as independent director.

- 4.8 Reelection of Mr. Emilio Novela Berlín as director, classified as 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.
- 4.10 Appointment of Ms. Inès Archer Toper as director, classified as independent director.
- 4.11 Appointment of Ms. Julia Bayón Pedraza as director, classified as nominee director.

ITEMS RELATING TO DIRECTORS' COMPENSATION

**Five.-** Consultative vote on the Annual Report on Directors' Compensation, and its attached Statistical Appendix, for the year ended December 31, 2023.

ITEMS RELATING TO AMENDMENTS TO CORPORATE GOVERNANCE DOCUMENTS

**Six.** - Amendments of the Bylaws. Amendment to Article 41 of the Bylaws (Conduct of meetings)

ITEM RELATING TO CALL NOTICES FOR SPECIAL SHAREHOLDERS' MEETINGS

**Seven.** - Authorization to shorten the period for calling Special Shareholders' Meetings, pursuant to the provisions of article 515 of the Revised Capital Companies Law.

ITEM RELATING TO GENERAL MATTERS

**Eight.** - Authorization to the Board of Directors to interpret, rectify, supplement, implement and carry out the resolutions adopted by the Shareholders' Meeting, as well as to delegate the powers it receives from the Shareholders' Meeting, and to delegate powers to have such resolutions notarized.

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**Report on the amendment of the Regulations of the Board of Directors, the Regulations of the Audit and Control Committee, and the Regulations of the Sustainability and Innovation Committee:** After the presentation of the proposals in accordance with the items included on the Agenda, the Shareholders' Meeting will be informed of the amendment of the Regulations of the Board of Directors, the Regulations of the Audit and Control Committee, and the Regulations of the Sustainability and Innovation Committee, all approved on April 4, 2024.

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**Supplement to the call notice for the Shareholders' Meeting:** Shareholders representing at least three percent of the share capital may request the publication of a supplement to the call notice for the Shareholders' Meeting, including one or more items on the agenda. In the request, the shareholders must indicate at least (i) the identity of the shareholder or shareholders exercising the right, (ii) the number of shares held by such shareholder or shareholders, (iii) the items to be included on the agenda, and (iv) a justification of the proposed items or, as the case may be, a justified proposal for a resolution.

This right must be exercised by serving duly authenticated notice, which must be received at the registered office of the Company (Paseo de la Castellana 257, Madrid (España)) within five days of the publication of this call notice.

**Submission of proposed resolutions:** Shareholders representing at least three percent of the share capital may, within five days of the publication of this call notice, submit reasoned proposals for resolutions on matters already included or which must be included on the agenda of the Shareholders' Meeting, all on the terms set out in article 519.3 of the Revised Capital Companies Law.

**Right to attend and right of representation:** Company shareholders who hold, individually or in a group with other shareholders, at least five hundred (500) shares shall have the right to attend the Shareholders' Meeting in person or virtually. In order to exercise the right of attendance, shareholders must have registered the shares in their name on the corresponding register of book entries five days in advance of the date on which the Shareholders' Meeting is to be held (the Shareholder's Meeting is scheduled to be held on May 9, 2024, on second call).

All shareholders have the right to be represented by another person, who need not be a shareholder, pursuant to the provisions in this regard in the Revised Capital Companies Law, the Bylaws and the Shareholders' Meeting Regulations. Shareholders who do not hold the minimum number of shares required to attend may grant a proxy in writing for the representation of such shares to a person with the right to attend (a shareholder or any proxy representing the minimum number of shares required) or form a group with other shareholders in the same position until the necessary number shares are obtained, granting a proxy in writing to one shareholder in the group.

Attendance, proxy and voting cards or forms will be issued by the Company (prior to the holding of the Shareholders' Meeting or at the entrance of the venue where the Shareholders' Meeting will be held), subject to evidence of ownership of the shares, or by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) or entities participating in these systems. The absence of a card may only be remedied by the relevant certificate of authority evidencing compliance with the attendance requirements.

**Attendance, grant of proxies and voting using means of distance communication prior to the holding of the Shareholders' Meeting:** Shareholders may (i) attend the Shareholders' Meeting physically or virtually, or (ii) grant a proxy or vote using means of distance communication prior to the holding of the Shareholders' Meeting, in accordance with, and subject to, the provisions of articles 22, 25 and 26 of the Bylaws and articles 10, 11 and 21 of the Shareholders' Meeting Regulations. The Board of Directors has implemented the rules established in such articles, resolving that they will apply to the Shareholders' Meeting to which this call notice refers, as follows:

1. Physical attendance

Shareholders with the right to attend may physically attend the Shareholders' Meeting (in person or by proxy) at the premises of Hotel Eurostars Madrid Tower, located at Paseo de la Castellana 259-B, Madrid (Spain).

The recording of attendance cards will commence one hour prior to the scheduled start time of the Shareholders' Meeting. For the purposes of identifying the shareholders (or their proxy-holders), on entering the venue where the Shareholders' Meeting is to be held, attendees may be asked for their attendance card or form, documents evidencing their proxy status and/or to evidence their identity by producing their national identity card, foreigner identity card or passport; in the case of shareholders (or proxy-holders) that are legal entities, the attending individual may also be asked to provide documentation evidencing his or her sufficient authority to represent the shareholder.

2. Virtual attendance

Shareholders with the right to attend, or their proxy-holders, may attend the Shareholders' Meeting virtually, subject to the following rules:

2.1. Form of attending

In order to guarantee the identity of the attendees, the correct exercise of their rights, real-time interaction and the adequate conduct of the meeting, any shareholders (or their proxy-holders) wishing to use virtual attendance mechanisms must do so through the *"2024 Shareholders' Meeting/Virtual Attendance and Proxy and Electronic Voting Form"*

section set up on the corporate website of Merlin Properties, SOCIMI, S.A. ([www.merlinproperties.com](http://www.merlinproperties.com)), which will also contain instructions for virtual attendance.

Having regard to the fact that virtual attendance must have adequate guarantees of authenticity and identification of the attendee, shareholders (or their proxy-holders) wishing to attend in this manner must have the following: (i) an electronic national identity card; (ii) a valid, in force and recognized electronic user certificate, in accordance with the provisions of Law 6/2020, of November 11, 2020, on certain aspects of trusted electronic services, issued by the Spanish Public Certification Authority (CERES) attached to the Fábrica Nacional de Moneda y Timbre (hereinafter, (i) and (ii) will be referred to as a **“Valid Electronic Signature”**) or (iii) username/password credentials (the **“Username/Password Credentials”**) that any shareholder wishing to attend must have requested, before 11:59 p.m. on May 6, 2024, using the credentials request form available in the *“Virtual Attendance and Proxy and Electronic Voting Form”* section of the corporate website of Merlin Properties, SOCIMI, S.A. ([www.merlinproperties.com](http://www.merlinproperties.com)). In the case of proxy-holders, the Username/Password Credentials must be requested by sending an email to [juntaaccionistas@merlinprop.com](mailto:juntaaccionistas@merlinprop.com) or sending a request in such regard by postal correspondence or an equivalent courier service (sending the request to the registered office of Merlin Properties, SOCIMI, S.A. (Paseo de la Castellana 257, Madrid (Spain)), which must be received by Merlin Properties, SOCIMI, S.A. before 11:59 p.m. on May 6, 2024.

Once the shareholder (or their proxy-holder) has duly registered and accessed the *“2024 Shareholders’ Meeting / Virtual Attendance and Proxy and Electronic Voting Form”* section of the corporate website of Merlin Properties, SOCIMI, S.A. ([www.merlinproperties.com](http://www.merlinproperties.com)), they may virtually attend, participate and vote at the Shareholders’ Meeting. Persons who attend virtually will be able to follow the entire Shareholders’ Meeting, which will be filmed and live streamed on the Company’s website ([www.merlinproperties.com](http://www.merlinproperties.com)), via the link *“Live stream of the Merlin Annual Shareholders’ Meeting”*.

## 2.2. Virtual attendance by proxy

Shareholders can grant a proxy to attend, participate and vote at the Shareholders’ Meeting by virtual means. If the person attending virtually does so pursuant to a proxy granted to them, the shareholder who has granted the proxy must have informed the proxy-holder of such proxy and must have sent the documentation regarding the proxy to the Company before 11:59 p.m. on May 6, 2024 (that is, before 11:59 p.m. of the Monday before the scheduled date for the Shareholders’ Meeting, which is scheduled to be held on Thursday, May 9, 2024 on second call), in the form and pursuant to the rest of the terms indicated in section 3 (*Grant of proxies through means of distance communication*). The grant of the proxy to the proxy-holder will be subject to the provisions of section 5 below (*Basic rules on the grant of proxies and distance voting*). Proxy-holders wishing to attend, participate and vote at the Shareholders’ Meeting must have a Valid Electronic Signature or Username/Password Credentials (which must have been requested on the terms indicated in section 2.1).

## 2.3. Organization of attendance

In order to guarantee the quality of the connection, the correct interaction and the adequate conduct of the meeting, and to allow for appropriate management of the virtual attendance systems, shareholders (or their proxy-holders) who are entitled to and wish to attend the Shareholders’ Meeting virtually are asked to send an email to [juntaaccionistas@merlinprop.com](mailto:juntaaccionistas@merlinprop.com) confirming this intention. The foregoing is understood without prejudice to the required registration of attendees pursuant to section 2.4 below.

## 2.4. Registration and connection to the Shareholders’ Meeting

The mechanisms for virtual registration and attendance of the Shareholders' Meeting will be activated on the corporate website of Merlin Properties, SOCIMI, S.A. ([www.merlinproperties.com](http://www.merlinproperties.com)) at 8:00 a.m. on May 8, 2024 (first call) and, if the necessary attendance quorum is not met on first call, at the same time on May 9, 2024 (second call). These mechanisms can be accessed via the "2024 Shareholders' Meeting/Virtual Attendance and Proxy and Electronic Voting Form" section. If, on May 8, 2024, the Company verifies that the required quorum for the Shareholders' meeting has not been met on first call, it shall report such circumstance on the corporate website ([www.merlinproperties.com](http://www.merlinproperties.com)), confirming that the meeting will be held on second call.

Shareholders (or, as the case may be, their valid proxy-holders, provided the proxy has been granted validly, according to section 2.2 above) must register for the meeting on the day of the Shareholders' Meeting (that is, May 8, 2024, if held on first call, or May 9, 2024 if, as is expected, it is held on second call), between 8:00 a.m. and 11:05 a.m., through the "2024 Shareholders' Meeting/Virtual Attendance and Proxy and Electronic Voting Form" section and identify themselves in the manner indicated in the instructions for access. For the connection, the shareholder (or their proxy-holder, as appropriate) must have a Valid Electronic Signature or Username/Password Credentials (which must have been requested on the terms indicated in section 2.1). No registrations will be admitted for exercise of the right to virtual attendance after 11:05 a.m.

Between the closure of the registration period and the holding of the Shareholders' Meeting, the Company will verify each registered person's status as a shareholder (or proxy-holder). All duly registered shareholders (or proxy-holders) will be considered attendees at the Shareholders' Meeting, unless they notify that they have left the meeting in accordance with the provisions of section 2.7. If the Shareholders' Meeting is ultimately held on second call, any attendees that registered on first call must re-register in order to be able to attend the meeting on second call.

The following will not be deemed attendees (nor will their speeches, questions and proposals made during registration be taken into account): (i) shareholders (or proxy-holders) who do not have the right to attend the Shareholders' Meeting; or (ii) shareholders (or proxy-holders) not registered in due time and form.

The mechanisms for virtual attendance will close on conclusion of the Shareholders' Meeting or, as the case may be, when it has been verified that the required quorum for the meeting has not been met.

## 2.5. Sending of speeches, questions or proposals

Shareholders (or proxy-holders) who, in the exercise of their rights, have duly registered, attend the Shareholders' Meeting and (i) intend to participate by virtual means in the Shareholders' Meeting or, as the case may be, (ii) request information or clarification in relation to the items on the agenda, request clarification of the information available to the public which the Company has provided to the National Securities Market Commission since the last shareholders' meeting was held or with respect to the auditor's report, or (iii) make any proposal for a resolution permitted by law (or request a vote on items not included on the agenda contained in the call notice but which may be addressed at the Shareholders' Meeting, because the applicable legislation so permits), must do so in writing and send in their speech, questions or proposals between the time of registration and such time as the Chairman of the Shareholders' Meeting declares the meeting to be validly constituted.

In the event the Shareholders' Meeting is held on second call, remote attendees who, having connected on first call, sent in speeches and proposals for resolutions or requests for information or clarification, must do so again, on the indicated terms, on the day the meeting is held. Otherwise they will be deemed not to have been made.

These speeches, requests for information or clarification or proposals must be made through the application set up for that purpose (which may be accessed via “2024 Shareholders’ Meeting/Virtual Attendance and Proxy and Electronic Voting Form”). Any shareholder (or proxy-holder) attending by virtual means who wishes their speech to be recorded verbatim in the minutes of the Shareholders’ Meeting must clearly and expressly indicate such wish in the text of the speech.

Speeches submitted by persons attending virtually will be read aloud by the Meeting Secretary during the speeches part of the meeting. If any resolutions that are legally admissible at the Shareholders’ Meeting (and which, by law, do not need to be included on the agenda) are submitted for voting, they will be read aloud following the reading of the proposals presented by the Board of Directors. Requests for information or clarification made by persons attending virtually will be answered during the meeting or in writing within the seven days following the meeting, pursuant to the provisions of the Revised Capital Companies Law.

In any case, the following will not be deemed attendees (nor will their speeches, questions and proposals be taken into account): (i) shareholders (or proxy-holders) who do not have the right to attend the Shareholders’ Meeting; or (ii) shareholders (or proxy-holders) not registered in due time and form.

## 2.6. Voting

Persons attending virtually may cast their votes on the proposals relating to items included on the agenda through the application set up for virtual attendance, from such time as the shareholder (or proxy-holder) has registered to attend the Shareholders’ Meeting virtually and until the end of the voting period indicated by the presiding panel of the Shareholders’ Meeting. In relation to proposed resolutions on items which, according to the law, do not need to be included on the agenda, persons attending virtually who have previously registered may cast their votes through the application set up for virtual attendance, from such time as the presiding panel of the Shareholders’ Meeting reads those proposals aloud and indicates that they may be voted on. In any case, the voting process for persons attending virtually in relation to all proposals submitted to the Shareholders’ Meeting will end when, after the reading of the summaries of the proposed resolutions by the Secretary of the Shareholders’ Meeting, voting on the proposed resolutions commences at the venue where the physical meeting is being held.

## 2.7. Leaving the meeting

Any person attending virtually who wishes to notify the notary of their express intention to leave the Shareholders’ Meeting may do so through the application set up for virtual attendance. Once the person has notified the notary of their express intention to leave the meeting, any action subsequently taken by such person will be deemed not taken.

## 3. Grant of proxies using means of distance communication prior to the Shareholders’ Meeting

### 3.1. Means permitted

The Board of Directors has deemed that for this Shareholders’ Meeting the valid means of distance communication for the grant of proxies are as follows:

#### A) Electronic means

To grant a proxy by electronic means, shareholders must do so through the corporate website of Merlin Properties, SOCIMI, S.A. ([www.merlinproperties.com](http://www.merlinproperties.com)).

Given that the mechanism for granting proxies by electronic means must have adequate guarantees of authenticity and of the identity of the grantor of the proxy, shareholders who wish to use this mechanism must previously hold a Valid Electronic Signature or Username/Password Credentials (which they may previously have requested on the terms indicated in section 2.1 of this call notice).

Once a shareholder holds a Valid Electronic Signature or Username/Password Credentials (which they may previously have requested on the terms indicated in section 2.1 of this call notice), they may, in the “*2024 Shareholders’ Meeting/Virtual Attendance and Proxy and Electronic Voting Form*” section of the corporate website of Merlin Properties, SOCIMI, S.A. ([www.merlinproperties.com](http://www.merlinproperties.com)), using the “*Electronic Proxy*” form and on the terms and conditions described therein, grant a proxy to another person, who need not be a shareholder, so that such person may represent them at the Shareholders’ Meeting. The electronic proxy document will, for the purposes of article 24.2 of the Bylaws, be considered a copy in electronic format of the attendance and proxy card.

**B) Postal correspondence or an equivalent courier service**

To grant a proxy by postal correspondence or an equivalent courier service, shareholders must complete and sign (i) the attendance and proxy card issued on paper by the entities participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (“Iberclear”) applicable in each case, or (ii) the form provided by Merlin Properties, SOCIMI, S.A., which may be downloaded from the Company’s website ([www.merlinproperties.com](http://www.merlinproperties.com)) in the “*2024 Shareholders’ Meeting/Form for attendance, proxy and voting by post or equivalent courier service*” section, and in both cases, signing in the space provided for the represented shareholder’s signature on the card; in the second case (form provided by Merlin Properties, SOCIMI, S.A.), the certificate evidencing the ownership of the shares must also be attached.

The duly completed card signed by hand (and, as the case may be, the certificate of ownership of the shares) must be sent to the registered office of Merlin Properties, SOCIMI, S.A. (Paseo de la Castellana 257, Madrid (Spain)) by postal correspondence or an equivalent courier service. In the case of corporate shareholders, a copy of the document evidencing the signatory’s sufficient representative authority must be attached. The delivery in person of the proxy at the reception desk of Merlin Properties, SOCIMI, S.A. (Paseo de la Castellana 257, Madrid (Spain)) will be treated as sending by postal correspondence or equivalent courier service.

**3.2. Notification of the proxy to the proxy-holder**

Shareholders who grant a proxy must notify the designated proxy-holder of the proxy granted and send a copy thereof to the proxy-holder.

The person to whom the vote is delegated may only cast it by personally attending (physically or virtually) the Shareholders’ Meeting.

Electronic proxies must be accepted by the proxy-holder, otherwise they may not be used. Where the proxy is granted to Merlin Properties, SOCIMI, S.A., to the Chairman of the Board or of the Shareholders’ Meeting, to a director and/or the Secretary of the Board of Directors (or to the Deputy Secretary of that body), this notification will be deemed served and accepted by means of the receipt by Merlin Properties, SOCIMI, S.A. of the physical card, duly completed or signed or, if the proxy is granted by electronic means, with the mere receipt of same. Proxies granted to persons other than Merlin Properties, SOCIMI, S.A., the Chairman of the Board of Directors or of the Shareholders’ Meeting, a director and/or the Secretary of the Board of Directors (or the Deputy Secretary of that body) will

be deemed automatically accepted if said proxy-holder attends the Shareholders' Meeting (physically or virtually - in the latter case, the person attending must have a Valid Electronic Signature or Username/Password Credentials (which they may previously have requested on the terms indicated in section 2.1 of this call notice) evidencing their identity in order to attend the Shareholders' Meeting).

4. Voting using means of distance communication.

4.1. Means permitted

The Board of Directors has deemed that for this Shareholders' Meeting, distance votes may be cast using the following means:

A) Electronic means

To cast a distance vote by electronic means, shareholders must do so through the corporate website of Merlin Properties, SOCIMI, S.A. ([www.merlinproperties.com](http://www.merlinproperties.com)). Shareholders wishing to use this voting mechanism must first hold a Valid Electronic Signature or Username/Password Credentials (which they may previously have requested on the terms indicated in section 2.1 of this call notice). Once a shareholder holds a Valid Electronic Signature or Username/Password Credentials (which they may previously have requested on the terms indicated in section 2.1 of this call notice), they will be able, in the *"2024 Shareholders' Meeting/Virtual Attendance and Proxy and Electronic Voting Form"* section of the corporate website of Merlin Properties, SOCIMI, S.A. ([www.merlinproperties.com](http://www.merlinproperties.com)), using the "Electronic Voting" form, to cast their distance vote on the items on the agenda of the Shareholders' Meeting.

B) Postal correspondence or an equivalent courier service

To cast a distance vote by postal correspondence or an equivalent courier service, shareholders must complete and sign (i) the attendance, proxy and voting card issued on paper by the relevant entity participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. ("Iberclear"), or (ii) the card/form for voting by post (or equivalent courier service) that can be downloaded from the Company's website ([www.merlinproperties.com](http://www.merlinproperties.com)) in the *"2024 Shareholders' Meeting/Attendance, proxy and voting by post or equivalent courier services"* section and print it out on paper, completing and signing it together with the certificate of ownership of the shares. After completing and signing the card by hand, shareholders must send it to the registered office of Merlin Properties, SOCIMI, S.A. (Paseo de la Castellana 257, Madrid (Spain)) by postal correspondence or an equivalent courier service; if the document sent is the form provided by Merlin Properties, SOCIMI, S.A., the certificate evidencing ownership of the shares must also be sent. In the case of corporate shareholders, a copy of the document evidencing the signatory's sufficient representative authority must be attached. The delivery in person of the vote at the reception desk of Merlin Properties, SOCIMI, S.A. (Paseo de la Castellana 257, Madrid (Spain)) will be treated as sending by postal correspondence or equivalent courier services.

5. Basic rules on distance voting and proxies.

5.1. Deadline for receipt by Merlin Properties, SOCIMI, S.A.

To be valid, and pursuant to the Bylaws and the Regulations of the Shareholders' Meeting, the Board of Directors has resolved that both proxies and votes cast using means of distance communication (regardless of the means used) must be received by Merlin Properties, SOCIMI, S.A. before 11:59 p.m. on Monday, May 6, 2024 (that is, by 11:59



p.m. of the Monday before the scheduled date for the Shareholders' Meeting, since the Shareholders' Meeting is scheduled to be held on Thursday, May 9, 2024 on second call).

**5.2. Rules on priority between proxies, voting by distance means and in person at the Shareholders' Meeting**

- (i) Attendance (in person or virtually) at the Shareholders' Meeting will revoke any vote cast or proxy granted using means of distance communication.
- (ii) A vote cast by means of distance communication may be rendered void by a subsequent and express revocation performed by the same means used to cast the vote, and before the deadline set for such purpose.
- (iii) If a shareholder validly:
  - (a) grants a proxy or casts a vote, electronically on the one hand, and using a printed card on the other, the printed card will prevail over proxies granted and votes cast electronically, regardless of their respective dates;
  - (b) grants several proxies or casts several votes validly by way of a printed card, the last proxy or vote received by Merlin Properties, SOCIMI, S.A. by the stipulated deadline will prevail.
- (iv) Voting by means of distance communication, regardless of the means used to cast the vote, will render void any electronic or written proxy, whether prior, which will be deemed revoked, or subsequent, which will be deemed not granted.

**5.3. Scope of the voting proxy and instructions**

The scope of the proxy will extend to all items on the agenda and, unless indicated otherwise, to any other items which, although not envisaged in the agenda of the call notice, may be addressed at the Shareholders' Meeting because the applicable legislation so permits.

Voting proxies shall contain precise instructions on the way the proxy-holder is to vote. In the absence of precise voting instructions, or if doubts arise as to the scope of the proxy, it will be deemed that (i) the proxy-grantor gives precise instructions for the proxy-holder to vote in favor of all of the proposals submitted by the Board of Directors; and (ii) it also extends to the other items not on the agenda of the call notice but which may be addressed at the Shareholders' Meeting, because the applicable legislation so permits; in relation to the latter, the proxy-holder shall abstain from voting, unless the proxy-holder has specific instructions (in which case the proxy-holder shall vote pursuant to such instructions) or has reason to believe that voting for or against the proposals is more favorable to the interests of the proxy-grantor.

**5.4. Recipients of the proxies**

Proxies simply granted to Merlin Properties, SOCIMI, S.A., or those which do not indicate the person to whom they are granted, will be deemed granted to the Chairman of the Board of Directors or, in the absence of the Chairman at the Shareholders' Meeting, to whoever stands in for him at the Shareholders' Meeting. Express proxies granted to the Chairman of the Board or to any other director (without expressly indicating their name) or to the Secretary or Deputy Secretary of the Board will be deemed granted to whoever acts as chairman of the Shareholders' Meeting, in the event any of them are absent from the meeting.

In cases of proxies (express or implied) granted to the Chairman of the Board or the Chairman of the Shareholders' Meeting, as well as proxies expressly granted to a director,

in the event of any item where the proxy-holder may have a potential conflict of interest, and if the proxy-grantor has not granted precise instructions (or instructions against) in the proxy document, the proxy will be deemed granted, for the specific matter in question, automatically and without the need for any action whatsoever, to the Secretary of the Shareholders' Meeting.

For these purposes, as well as for the purposes established in the applicable legislation, shareholders are informed that:

- (i) in the event that, because the applicable legislation so permits, one or more of the proposals referred to in article 526.1 of the Revised Capital Companies Law are submitted to the Shareholders' Meeting, the directors affected by those proposals will have a conflict of interest with respect to voting on them;
- (ii) all directors have a conflict of interest with respect to voting on items three and five on the agenda and the Chairman of the Board of Directors has a conflict of interest with respect to voting on item six on the agenda;
- (iii) directors whose reelection is proposed have a conflict of interest with regard to their respective reelection under item four on the agenda.

#### 5.5. Other provisions

- (i) Where electronic means are used, only one electronic action, proxy or vote, and one revocation will be possible. Revocation will render void the proxy granted or vote cast but will not allow a new proxy to be granted or a new vote to be cast using electronic means, since such option will have been exhausted with the first vote cast or proxy granted.
- (ii) If any corporate shareholder wishes to cast their vote or grant a proxy using electronic means, identifying themselves using Username/Password Credentials, the natural person acting as their proxy-holder must evidence their status as such and request the corresponding credentials from the Company by sending an email to [juntaaccionistas@merlinprop.com](mailto:juntaaccionistas@merlinprop.com) or sending the supporting documentation by postal correspondence or an equivalent courier service (to the registered office of Merlin Properties, SOCIMI, S.A. (Paseo de la Castellana 257, Madrid (Spain))).
- (iii) Where Merlin Properties, SOCIMI, S.A. becomes aware of the disposal of shares whose ownership confers the right to vote, any vote cast and/or proxy granted will be rendered void. In case of discrepancy between the number of shares notified by the shareholder and the information in the Iberclear file, the share number reported by Iberclear will prevail for the purposes of quorum requirements and voting.
- (iv) As noted above, the Shareholders' Meeting may be attended by Company shareholders who, individually or in groups with other shareholders, hold at least 500 shares and have registered those shares on the relevant register of book entries at least five days in advance of the date on which the Shareholders' Meeting is to be held (the Shareholders' Meeting is scheduled to be held on second call, that is, on May 9, 2024). To validly exercise the right to vote using means of distance communication, this condition must also be fulfilled at the time of casting the vote.
- (v) In order to attend, take part in and/or vote at the Shareholders' Meeting, shareholders must have registered their shares on the relevant register of book entries at least five days in advance of the date on which the Shareholders' Meeting is to be held (the Shareholders' Meeting is scheduled to be held on second call, that is, on May 9, 2024).

- (vi) For the valid exercise of the right to vote using means of distance communication, regard will be had to the provisions of article 26 of the Bylaws and article 21 of the Shareholders' Meeting Regulations.
- (vii) Merlin Properties, SOCIMI, S.A. will make available to shareholders on its corporate website ([www.merlinproperties.com](http://www.merlinproperties.com)) the forms that must be used to grant proxies or cast votes using distance means.
- (viii) Shareholders who validly cast their vote using distance means will be considered present for the purposes of the constitution of the Shareholders' Meeting.

#### 5.6. Technical incidents

Merlin Properties, SOCIMI, S.A. reserves the right to modify, suspend, cancel or restrict the systems for virtual attendance, electronic voting and proxies where technical or security reasons so require or dictate, which circumstance will be duly posted on the corporate website ([www.merlinproperties.com](http://www.merlinproperties.com)) as well as published in the appropriate notification of relevant information.

Merlin Properties, SOCIMI, S.A. will not be responsible for any difficulties or damage that may be caused to shareholders as a result of breakdowns, overloads, line failures, connection failures, the malfunction of the postal service or courier services or any other incident of the same or a similar nature, beyond the control of Merlin Properties, SOCIMI, S.A., which prevents the use of the distance voting and proxy systems.

#### 5.7. Additional information

For more information on (physical or virtual) attendance, proxies and voting using means of distance communication, shareholders may (i) consult the Company's website ([www.merlinproperties.com](http://www.merlinproperties.com)); (ii) write to the e-mail address [juntaaccionistas@merlinprop.com](mailto:juntaaccionistas@merlinprop.com); or (iii) call the Shareholder Information Office at (+34) 91 787 55 30, Monday to Friday, from 9:00 a.m. to 7:00 p.m.

**Right to information:** As from the date of publication of the call notice, shareholders will be entitled to examine and obtain a copy of the following documents at the registered office of the Company (Paseo de la Castellana 257, Madrid (Spain)) and to request the delivery or sending thereof, immediately and free of charge: (i) the separate and consolidated financial statements, and separate and consolidated directors' reports, of Merlin Properties, SOCIMI, S.A. (and its subsidiaries) for the fiscal year ended December 31, 2023, and the relevant audit reports and directors' declaration of responsibility in relation to the financial statements; (ii) the non-financial information statement of Merlin Properties, SOCIMI, S.A. for the year ended December 31, 2023, which forms part of the consolidated directors' report; (iii) the proposed resolutions with respect to each and every item on the agenda; (iv) the Annual Report on Directors' Compensation (which includes the relevant Statistical Appendix as a schedule), for the year ended December 31, 2023, which will be submitted (along with its Statistical Appendix) to a consultative vote; (v) the proposal and reports referred to in article 529 *decies* of the Revised Capital Companies Law on directors whose appointment or reelection is submitted to the Shareholders' Meeting, as well as a document indicating their identity, résumé and category of director; (vi) the proposed amendment of the Regulations of the Board of Directors, the Regulations of the Audit and Control Committee, and the Regulations of the Sustainability and Innovation Committee, which was approved by the Board of Directors on April 4, 2024; (vii) the Annual Corporate Governance Report (together with its Statistical Schedule) for the year ended December 31, 2023; (viii) the explanatory report and proposed amendment issued by the Board of Directors in relation to item six on the agenda (*Amendment of the Bylaws*); as well as any other documentation (of any kind) to be made available to the shareholders, on the occasion of the holding of this Shareholders' Meeting, at the registered office for its examination and/or be sent immediately and free of charge if requested. All of the above documents may also be consulted and downloaded on the Company's website ([www.merlinproperties.com](http://www.merlinproperties.com)).

In addition, and notwithstanding any other rights to information granted by the applicable legislation, up until the fifth day prior to the date on which the Shareholders' Meeting is scheduled to be held (the Shareholders' Meeting is scheduled to be held on second call, that is, on May 9, 2024), shareholders may ask the directors for any information and clarification they consider necessary regarding the items included on the agenda, or submit in writing the questions they consider pertinent. Likewise, and also up to the fifth day prior to the date on which the Shareholders' Meeting is scheduled to be held (the Shareholders' Meeting is scheduled to be held on second call, that is, on May 9, 2024), shareholders may ask the directors, in writing, for any clarification they consider necessary regarding the information accessible to the public that Merlin Properties, SOCIMI, S.A. has provided to the Spanish National Securities Market Commission since the last Shareholders' Meeting was held and regarding the audit report. With respect to all the above aspects, shareholders may also ask the directors, orally and while the Shareholders' Meeting is being held, for any information or clarifications they see fit. The directors shall be obliged to provide the information requested, on the terms and in the time periods established by the applicable legislation. Valid requests for information, clarifications or questions submitted in writing and the replies provided in writing by the directors shall be posted on the corporate website.

Shareholders wishing to exercise their right to information may do so by delivering or sending by postal correspondence or an equivalent courier service to the registered office (Paseo de la Castellana 257, Madrid (Spain)) a written request with a handwritten signature, attaching a photocopy of a valid personal identity document; in addition, requests for information may also be made by e-mail to the following address [juntaacionistas@merlinprop.com](mailto:juntaacionistas@merlinprop.com), in which case and in order to ensure the process adequately guarantees the authenticity and identity of the shareholder exercising their right to information, the e-mail must indicate their full name (or corporate name), taxpayer identification number and the number of shares they hold. The request must state the address to which the requesting shareholder wants the information to be sent (an e-mail address may be included for such purpose).

Pursuant to article 11 *quater* of the Revised Capital Companies Law, in order to answer any query or request by electronic means, such means will be deemed acceptable for the answer if, in the context of the query, the shareholder has included an e-mail address and has not expressly rejected the use of electronic means for the sending of the query or request. If it has been rejected, the answer or information will be sent by post to the address indicated in the communication (a postal address must be indicated if the shareholder does not agree to the delivery by electronic means or does not include an e-mail address).

**Information and documentation available on the Company's website** ([www.merlinproperties.com](http://www.merlinproperties.com)): As from the date of the call notice and until the Shareholders' Meeting is held, the following documents, among others, will be available for consultation, downloading and printing on the Company's website ([www.merlinproperties.com](http://www.merlinproperties.com)):

- 1) the full text of the call notice of the Shareholders' Meeting;
- 2) the total number of shares and voting rights on the date of the call notice for the Shareholders' Meeting;
- 3) the separate financial statements and separate directors' report of Merlin Properties, SOCIMI, S.A. for the year ended December 31, 2023, with the related audit report;
- 4) the consolidated financial statements and consolidated directors' report of Merlin Properties, SOCIMI, S.A. and its subsidiaries for the year ended December 31, 2023, with the related audit report;
- 5) the auditor's report on the "Information on the internal control over financial reporting system (ICFR)" of Merlin Properties SOCIMI, S.A. for the financial year 2023;

**FOR INFORMATION PURPOSES. SPANISH VERSION PREVAILS.**

- 6) the non-financial information statement of Merlin Properties, SOCIMI, S.A. for the year ended December 31, 2023, which forms part of the consolidated directors' report, together with the independent assurance report thereon;
- 7) the directors' declaration of responsibility in relation to the financial statements (separate and consolidated);
- 8) the full texts of the proposed resolutions relating to each and every one of the items on the agenda; proposed resolutions submitted by the shareholders will also be included as and when they are received;
- 9) a document indicating the identity, résumé and category of the directors whose reelection and/or appointment is submitted to the Shareholders' Meeting under item four on the agenda, as well as the proposals and reports referred to in article 529 *decies* of the Revised Capital Companies Law;
- 10) the Annual Report on Directors' Compensation (including the relevant Statistical Appendix as a schedule (Schedule III)) for the year ended December 31, 2023;
- 11) the Annual Corporate Governance Report (together with its Statistical Schedule) for the year ended December 31, 2023;
- 12) the explanatory report and proposed amendment issued by the Board of Directors in relation to item six on the agenda (*Amendment of the Bylaws*);
- 13) the Activity Report by the Appointments and Compensation Committee for fiscal year 2023;
- 14) the Activity Report by the Audit and Control Committee for fiscal year 2023;
- 15) the Activity Report by the Sustainability and Innovation Committee for fiscal year 2023;
- 16) the Report by the Audit and Control Committee on the independence of the external auditor;
- 17) the Report by the Audit and Control Committee on related-party transactions;
- 18) the amended wordings of the Regulations of the Board of Directors, the Regulations of the Audit and Control Committee, and the Regulations of the Sustainability and Innovation Committee which were approved by the Board of Directors on April 4, 2024;
- 19) the current revised texts of the Bylaws, the Shareholders' Meeting Regulations, the Board Regulations and the other pertinent documents comprising the Corporate Governance System;
- 20) a document describing the requirements and procedures to evidence the ownership of shares, the right to (physically or virtually) attend the meeting and the rules and procedure applicable to (physical or virtual) attendance, proxies and voting using means of distance communication;
- 21) the forms or cards for proxies and distance voting;
- 22) the operating rules for the Shareholders' Electronic Forum;
- 23) a document setting out the right to information available to shareholders; and

any other documentation which, although not listed above, must be published as a result of the holding of this Annual Shareholders' Meeting on the corporate website of Merlin Properties,

SOCIMI, S.A. ([www.merlinproperties.com](http://www.merlinproperties.com)) at the same time as the call notice, for its consultation, downloading and printing.

Regarding the above-mentioned documents, shareholders shall also have the right to examine and receive them at the registered office (Paseo de la Castellana 257, Madrid (Spain)) and to request the delivery or sending of such documents immediately and free of charge.

It is placed on record that, although the additional information and documentation available on the corporate website ([www.merlinproperties.com](http://www.merlinproperties.com)) includes the proposed resolutions submitted by the Board of Directors to the Shareholders' Meeting on each of the items on the agenda, the Board of Directors reserves the right to amend the contents of those proposals on justified grounds. In such case, this circumstance would be reported as soon as practicable by way of the appropriate notification of relevant information, with full and complete disclosure of the amendments.

It is also placed on record that an audiovisual recording will be made of Annual Shareholders' Meeting and live streamed using the means established by the Company and will be available to the public on the corporate website ([www.merlinproperties.com](http://www.merlinproperties.com)), notwithstanding any technical incidents beyond the Company's control.

For any clarification on the delivery of documentation and other aspects of this call notice, shareholders can write to the offices of Merlin Properties, SOCIMI, S.A. (Paseo de la Castellana 257, Madrid (Spain)), call the shareholder helpline at (+34) 91 787 55 30, Monday to Friday, from 9 a.m. to 7 p.m., or send an email to [juntaaccionistas@merlinprop.com](mailto:juntaaccionistas@merlinprop.com).

**Presence of a notary at the Shareholders' Meeting:** The Board of Directors has resolved to require the presence of a notary to draw up the minutes of the Shareholders' Meeting, pursuant to the provisions of article 203 of the Revised Capital Companies Law in conjunction with articles 101 and 103 of the Commercial Registry Regulations.

**Shareholders' Electronic Forum:** Pursuant to the current legislation, Merlin Properties, SOCIMI, S.A. has set up on its corporate website ([www.merlinproperties.com](http://www.merlinproperties.com)) a Shareholders' Electronic Forum, the use of which will comply with its legal purpose and the operating safeguards and rules established by Merlin Properties, SOCIMI, S.A., which are set out on the corporate website ([www.merlinproperties.com](http://www.merlinproperties.com)) and may be accessed by shareholders and groups of shareholders duly authenticated pursuant to article 539.4 of the Revised Capital Companies Law.

Proposals intended to be presented as supplements to the agenda announced in the call may be published on the Shareholders' Electronic Forum, as may requests for support for those proposals, initiatives to achieve a sufficient percentage to exercise the minority rights envisaged in the law, and offers or solicitations of voluntary proxies.

The Shareholders' Electronic Forum does not constitute a channel for communication between Merlin Properties, SOCIMI, S.A. and its shareholders, and is set up exclusively for the purpose of facilitating communication between Company shareholders and any associations or groups that they may create, in reference to the call for the Shareholders' Meeting and until the day the meeting is held. Consequently, the Shareholders' Electronic Forum is not a channel through which the Shareholders' Meeting can be attended.

The rules for accessing and using the Shareholders' Electronic Forum are set out in its operating rules.

## **Data processing:**

### **1. Data controller**

Merlin Properties, SOCIMI, S.A. (hereinafter, “**Merlin Properties**”), with registered office at Paseo de la Castellana 257, 28046 Madrid (Spain), will process the personal data provided and any other data identifying you as a shareholder of Merlin Properties.

If you have any questions or queries regarding the processing of your personal data by Merlin Properties, you may contact the Data Protection Officer of Merlin Properties at Paseo de la Castellana 257, 28046, Madrid, (Spain) or at the following email address: [protecciondedatos@merlinprop.com](mailto:protecciondedatos@merlinprop.com).

## **2. Processing of personal data, purpose and legitimate interest**

Merlin Properties will process the personal data provided by shareholders or by the entities with which shareholders have deposited their shares, as well as the data generated as a result of the use of the Shareholders' Electronic Forum or during the course of the Shareholders' Meeting, solely for the purposes described in this document.

The shareholder guarantees the veracity of the personal data provided to Merlin Properties. If the attendance, proxy or voting card includes personal data referring to individuals other than the holder and if a third party attends the Shareholders' Meeting, the shareholder must provide that person with the information contained in this call notice in relation to the processing of personal data and must comply with any other requirements that may be applicable for the correct disclosure of personal data to Merlin Properties, without Merlin Properties having to carry out any additional step with respect to the data subjects. The personal data of these third parties will be processed in accordance with the provisions of this document, and shall be subject to the same terms and covered by the same legitimate interest as shareholder data.

The different purposes for which your personal data shall be processed and the legitimate interest justifying the processing are set out below:

### **2.1. In compliance with the **statutory obligations** stipulated in the Revised Capital Companies Law:**

- a.** To manage the development, fulfillment and control of the shareholder relationship, including the sending of information to you as shareholder.
- b.** To manage the call, holding and dissemination of the Shareholders' Meeting, including:  
(i) your attendance and participation in same; (ii) the possibility of granting a proxy; and  
(iii) the possibility of casting a distance vote.
- c.** To guarantee the correct operation of the Shareholders' Electronic Forum, facilitating shareholder communication prior to the holding of the Shareholders' Meeting.

Merlin Properties requests the personal data that are strictly necessary for the foregoing purposes. If the required personal data are not supplied, Merlin Properties will not be able to carry out the above-mentioned actions.

### **2.2. On the basis of the **legitimate interest** of Merlin Properties in adopting good corporate governance practices that guarantee transparency and access to the information of Merlin Properties: To record and broadcast the Shareholders' Meeting on the corporate website of Merlin Properties ([www.merlinproperties.com](http://www.merlinproperties.com)).**

As regards image rights, we inform you that by attending the Shareholders' Meeting (in person or by distance means), shareholders or their proxies give their consent for the taking of photographs, the audiovisual recording of their image and/or voice, and the reproduction and/or publication and dissemination thereof on the terms indicated above.

## **3. Third parties to whom data may be disclosed**

Data may be disclosed to the notary attending the Shareholders' Meeting as well as to third parties in compliance with the exercise of the right to information provided for in the Revised Capital Companies Law, or may be accessible to the public to the extent that they appear in the documentation available on the website in accordance with the provisions of this document.

#### **4. Data security**

Merlin Properties has appropriate policies and technical and organizational measures to safeguard and protect against unlawful or unauthorized access, loss or accidental destruction, damage, unlawful or unauthorized use or disclosure of your personal data. We will also take reasonable precautions to ensure that the personnel and employees who have access to your personal data have received the appropriate training.

In all cases, shareholders who supply their data by electronic means are informed that no transfer of data via the Internet is entirely secure and, as such, they do so at their own risk. While we will make every effort to protect your personal data, Merlin Properties cannot guarantee the security of personal data transferred using this channel.

#### **5. Data storage**

The period of storage of your personal data will depend on the duration of the purpose for which they were obtained and on the specific statutory obligation under which we are obliged to store them. For further information on the periods for which your data will be stored, you can contact the Data Protection Officer at Paseo de la Castellana 257, 28046, Madrid (Spain) or at the following email address: [protecciondedatos@merlinprop.com](mailto:protecciondedatos@merlinprop.com).

#### **6. Data protection rights**

Shareholders or proxy-holders may exercise at any time their rights of access, rectification, erasure, restriction of processing and, where the personal data are processed on the basis of legitimate interest, their right of objection at Paseo de la Castellana 257, 28046, Madrid (Spain), or by writing to the following email address: [protecciondedatos@merlinprop.com](mailto:protecciondedatos@merlinprop.com), attaching a copy of their national identity document or document evidencing their identity.

You may also lodge a claim with the Spanish Data Protection Agency if you consider your rights have been breached (<https://www.aepd.es/>).

**NOTE.-** The Shareholders' Meeting is expected to be held, on **SECOND CALL**, on May 9, 2024, at the venue and time indicated, unless the shareholders are informed otherwise via the same newspaper in which this call notice is published, via the corporate website ([www.merlinproperties.com](http://www.merlinproperties.com)) or via the appropriate notification of other relevant information sent to the CNMV.

Madrid, April 04, 2024. Mónica Martín de Vidales Godino. Secretary of the Board of Directors.