MERLIN PROPERTIES, SOCIMI, S.A.
ANNUAL SHAREHOLDERS' MEETING APRIL 2025
Attendance, Proxy and Distance Voting Card

The Board of Directors of MERLIN Properties, SOCIMI, S.A. (the "**Company**") has resolved to call an Annual Shareholders' Meeting to be held at Edificio Ruiz Picasso 11, located in Madrid, at Plaza Pablo Ruiz Picasso 11, on April 29, 2025, 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 April 30, 2025. It is placed on record that the Annual Shareholders' Meeting will in all probability be held on second call (**on April 30, 2025**) at the time and the venue indicated above, unless the shareholders are notified otherwise.

Holders:	Address:

Acct. Code Securities	Number of Shares	Minimum no. of shares to attend	Number of Votes	Card number
		500		

The holder of this card may delegate and grant a proxy, or cast a vote using distance means, by completing and signing the corresponding section. If both sections are signed, the distance vote will prevail and the proxy will be rendered ineffective.

RIGHT TO ATTEND

Company shareholders who hold, individually or in a group with other shareholders, at least five hundred (500) shares will be entitled to attend. To exercise the right to attend, shareholders must have registered the shares in their name on the corresponding register of book entries at least five (5) days prior to the date of the Shareholders' Meeting.

SHAREHOLDERS WISHING TO CAST A DISTANCE VOTE BY POST OR COURIER SERVICE

Shareholders who wish to cast a distance vote by post or equivalent courier service regarding the items on the agenda must complete the *DISTANCE VOTING BY POST OR EQUIVALENT COURIER SERVICE* section below and sign in the space provided. Votes cast in this way may be delivered to the Company by hand, by post or by an equivalent courier service, to the following address: MERLIN Properties SOCIMI, S.A., Paseo de la Castellana 257, Madrid. In addition, the rules included in the call notice and on the Company's website (**http://www.merlinproperties.com**) must be complied with.

SHAREHOLDERS WISHING TO VOTE BY PROXY USING THIS CARD

Any shareholders who do not intend to attend may grant a proxy. To do so they must complete the PROXY section below and sign in the space provided. Once it is signed, it must be delivered to the Company either by hand, by post or by an equivalent courier service, to the following address: MERLIN Properties SOCIMI, S.A., Paseo de la Castellana 257, Madrid. In addition, the rules included in the call notice and on the Company's website (**http://www.merlinproperties.com**) must be complied with.

ATTENDANCE IN PERSON AT THE MEETING

Shareholders wishing to attend the Shareholders' Meeting must follow the procedure for attendance indicated in the call notice, and in any event may send this card to the Company at the following address in order to evidence their status as shareholder: MERLIN Properties SOCIMI, S.A., Paseo de la Castellana 257, Madrid.

Signature of shareholder attending

In ...., on ...., 2025.

DISTANCE VOTE BY POST OR EQUIVALENT COURIER SERVICE

If, prior to the Shareholders' Meeting, any shareholders wish to cast a distance vote by post or equivalent courier service in relation to the proposals on the agenda for the Shareholders' Meeting, they should mark the appropriate box with an X to indicate the direction of their vote.

If, in relation to any of the items on the agenda, none of the boxes provided for the purpose have been checked, the vote will be deemed to have been cast in favor of the proposal by the Board of Directors. In all cases, in addition to the provisions of the law, the Bylaws and Shareholders' Meeting Regulations, it is also necessary to comply with the rules included in the call notice on the Company's website (**http://www.merlinproperties.com**).

Items	1.1	1.2	1.3	2.1	2.2	3	4.1	4.2	4.3	4.4	4.5	5	6	7	8	9	10.1	10.2	11	12
In favor																				
Opposed																				
Abstention																				

Shareholders who cast a distance vote will be deemed to be present for the purposes of the constitution of the Shareholders' Meeting.

ITEMS NOT INCLUDED ON THE AGENDA

Unless NO is marked below, it will be considered that the shareholder casting the distance vote grants a proxy to the chairman of the Shareholders' Meeting (or to whoever may replace him, as indicated in the call notice): (i) to represent the shareholder in the event of inclusion of new items on the agenda (because the applicable legislation so permits); and (ii) with precise instructions to abstain from voting on those items.
If NO is marked, it will be considered that the shareholder asks to be deemed as non-attending for those purposes.

☐ **NO**

CONFLICTS OF INTEREST. In accordance with the applicable legislation, it is placed on record that if, 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; In the case of any item in which the proxy-holder is in a situation of possible conflict of interest, the above-mentioned proxy will be deemed granted for the specific matter in question and automatically, without the need to take any step, to the Secretary of the Shareholders' Meeting, who will vote in accordance with the rules indicated above.

Signature of the shareholder casting a distance vote

In ...., on ...., 2025.

PROXY DESIGNATION

The shareholder confers a proxy for the Shareholders' Meeting indicated herein on (check one of the following boxes only and, where applicable, designate the proxy-holder):

☐ Chairman of the Shareholders' Meeting

☐ Mr./Ms. ....

If neither of the above boxes have been checked or no-one has been designated as proxy, the proxy will be deemed to be conferred on the Chairman of the Board of Directors or, in the case of his absence at the Shareholders' Meeting, by the person acting as Chairman of the Shareholders' Meeting.

VOTING INSTRUCTIONS IN RELATION TO THE PROPOSED RESOLUTIONS ON THE AGENDA

Mark the appropriate box with an X. If instructions are not given by marking the appropriate boxes (or doubts arise as to the direction the vote was cast) it will be considered that the intention is to vote (and to give precise voting instructions) in favor of the Board's proposals. In all cases, in addition to the provisions of the law, the Bylaws and the Regulations of the Shareholders' Meeting, it is also necessary to comply with the rules included in the call notice and on the Company's website (**http://www.merlinproperties.com**).

Items	**1.1**	**1.2**	**1.3**	**2.1**	**2.2**	**3**	**4.1**	**4.2**	**4.3**	**4.4**	**4.5**	**5**	**6**	**7**	**8**	**9**	**10.1**	**10.2**	**11**	**12**
In favor																				
Opposed																				
Abstention																				

OTHER INSTRUCTIONS: ………

CONFLICTS OF INTEREST:

In cases of proxies (express or implied) granted to the Chairman of the Board, 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, the proxy will be deemed granted, for the specific matter in question, automatically and without the need for any step whatsoever, to the Secretary of the Shareholders' Meeting, who will be deemed to have precise instructions to vote in accordance with the abovementioned rules. For the purposes of the foregoing, it is placed on record that: (i) if, as permitted by the applicable legislation, one or more of the proposals referred to under article 526.1 of the Revised Capital Companies Law are submitted for approval to the Shareholders' Meeting, the directors affected by such proposals would be subject to a conflict of interest in voting on same; (ii) all directors have a conflict of interest with respect to voting on items three, five and seven on the agenda; (ii) the executive directors have a conflict of interest with respect to voting on item six on the agenda; (iv) the directors whose reelection or appointment is proposed have a conflict of interest with regard to their respective reelection under item four on the agenda. If you do not accept this extension of delegation, please tick the following box and you will be considered as not present for the purpose of these items.

☐ **I DO NOT ACCEPT**

EXTENSION OF THE PROXY TO ITEMS NOT INCLUDED ON THE AGENDA AND DIRECTION OF THE VOTE

The proxy (i) will be deemed to extend to all items on the agenda and to any items subsequently added to the agenda as a result of the exercise by any shareholder of their right to supplement the call notice or that may be raised during the course of the Shareholders' Meeting itself, where so permitted by the applicable legislation; and (ii) will be considered, unless precise instructions are given below, to expressly instruct the proxy-holder (and give precise voting instructions) to abstain from voting (unless he/she has grounds to consider it more favourable for the proxy to vote in favour of or against such proposals). If you do not accept such an extension or voting instruction, you shall be deemed not to be present for the purposes of those items.

☐ **NON EXTENSION**

Proxy-holder's signature

In ...., on ...., 2025.

Signature of the shareholder granting the proxy

In ...., on ...., 2025.

AGENDA

ITEMS RELATING TO THE FINANCIAL STATEMENTS AND THE CONDUCT OF BUSINESS

One.- Examination and approval, if appropriate, of the financial statements, the directors' report and the non-financial information statement 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, 2024.

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, 2024.

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, 2024, 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, 2024.

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, 2024.

ITEM RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS

Four.- Establishment of the number of directors. Ratification, appointment and reelection of directors.

4.1. Establishment of the number of members of the Board of Directors and maintenance of vacancy.

4.2. Ratification of the appointment by co-option and reelection and appointment of Mr. José Luis de Mora Gil-Gallardo as director, classified as nominee director.

4.3. Reelection of Mr. Juan María Aguirre Gonzalo as director, classified as independent director.

4.4. Reelection of Ms. María del Pilar Cavero Mestre as director, classified as independent director.

4.5. Reelection of Ms. Francisca Ortega Hernández-Agero as director, classified as nominee director.

ITEMS RELATING TO DIRECTORS' COMPENSATION

Five-. Approval, for the purposes of article 529 *novodecies* of the Revised Capital Companies Law, of the Directors' Compensation Policy.

Six.- Approval of a share-based incentive plan targeted at managers and employees, including the executive directors of the Company, and applicable in fiscal years 2025 to 2027. Allocation of shares to the plan. Delegation of powers.

Seven. Consultative vote on the Annual Report on Directors' Compensation, and its attached Statistical Appendix, for the year ended December 31, 2024.

ITEMS RELATING TO THE EXPRESS AUTHORIZATIONS AND DELEGATIONS THAT ARE REQUESTED FOR THE BOARD OF DIRECTORS

Eight.- Authorization to the Board of Directors, with powers of delegation, to increase the share capital pursuant to the provisions of articles 297.1.b) and 506 of the Revised Capital Companies Law, for a maximum term of five years, by way of monetary contributions and with the power to exclude the preemptive subscription right, up to a maximum nominal amount equal to half (50%) of the share capital at the time of this authorization, or ten percent (10%) of the share capital at the time of this authorization in the event that the increase excludes the shareholders' preemptive subscription right. Revocation of previous authorizations.

Nine.- Authorization for the derivative acquisition of treasury stock by Merlin Properties, SOCIMI, S.A. or companies in its group, for a period of five years. Revocation of previous authorizations.

Ten.- Issue of securities.

10.1. Authorization and delegation to the Board of Directors, with powers of delegation, for a maximum term of five years, to issue securities (including, in particular, debentures, bonds and warrants) that are exchangeable for or with the right to acquire the outstanding shares of the Company or other companies, and/or convertible into or with the right to subscribe newly issued shares of the Company, up to a maximum of €1 billion, or its equivalent in any other currency, and to guarantee issues of those securities by other companies in its group. Establishment of criteria to determine the bases and methods of conversion and/or exchange. Conferral, with powers of delegation, on the Board of Directors of the power to increase capital in the necessary amount, and to exclude the preemptive subscription right in the issue of said securities (although this power shall be limited to 10% of the share capital of the Company on the authorization date). Revocation of previous authorizations.

10.2. Authorization to the Board of Directors, with powers of delegation, for a maximum term of five years, to issue fixed-income securities (including, in particular, debentures, bonds and promissory notes) and preferred shares and to guarantee issues of those securities made by other companies in its Group. Revocation of previous authorizations.

ITEM RELATING TO CALL NOTICES FOR SPECIAL SHAREHOLDERS' MEETINGS

Eleven.- 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

Twelve.- 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.

DATA PROTECTION

MERLIN PROPERTIES, SOCIMI, S.A. (hereinafter, "**Merlin Properties**") will process the personal data that you have provided for the purpose of managing the calling and holding of the Shareholders' Meeting: (i) including your attendance and, as the case may be, participation in it; (ii) the grant of any proxy by you; (iii) the casting of your distance vote. You may exercise the rights recognized under articles 15 to 22 of Regulation (EU) No 2016/679 by addressing a request to: Paseo de la Castellana, 257, 28046, Madrid (Spain), or the following e-mail address: protecciondedatos@merlinprop.com.

If you like, you may consult additional details on data protection in the Call Notice of the Shareholders' Meeting published on our website (www.merlinproperties.com).

If the attendance, proxy or distance voting card includes personal data referring to individuals other than the holder and if a third party attends the Shareholders' Meeting as a proxy of the shareholder, the shareholder must provide that person the information contained in this form and 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 of the call notice, and shall be subject to the same terms and covered by the same legitimate interest as shareholder data.