



Inmobiliaria Colonial, SOCIMI, S.A.

incorporated as a *sociedad anónima* (limited liability company) in Spain
Registered office: Paseo de la Castellana, 52 – 28046 Madrid, Spain
Legal Entity Identifier (“LEI”): 95980020140005007414
(the “Issuer” or “Colonial”)

NOTICE OF ADJOURNED MEETING

to all holders of the following series of notes (each a “Series” and, together, the “Notes”):

Notes	ISIN	Issue Date	Maturity Date	First Call Date	Aggregate Principal Amount Outstanding
2028 Notes	ES0239140017	14/10/2020	14/10/2028	14/07/2028	EUR500,000,000
2029 Notes	ES0239140025	22/06/2021	22/06/2029	22/03/2029	EUR625,000,000 ⁽¹⁾

Note:

(1) Initial amount of €500,000,000 issued on 22 June 2021, additional amount of €125,000,000 issued on 8 July 2021.

NOTICE IS HEREBY GIVEN that, pursuant to: (i) the terms and conditions of each Series, (ii) the consent solicitation memorandum dated 25 June 2024 (the “Consent Solicitation Memorandum”) and (iii) the Meeting Provisions (as defined in the Consent Solicitation Memorandum), and as the quorum was not reached in order to hold the General Meetings originally convened for 17 July 2024, the Board of Directors of the Issuer convenes an adjourned General Meeting of Noteholders for each Series (each an “adjourned General Meeting”) on 31 July 2024, for the purpose of considering and, if thought fit, passing a resolution to amend the terms and conditions of each Series, all as more particularly described in the Consent Solicitation Memorandum (in respect of each Series, a “Consent Solicitation”).

EACH CONSENT SOLICITATION WILL NOW EXPIRE AT 10:30 (CET) ON 30 JULY 2024 (AS SET OUT IN THE CONSENT SOLICITATION MEMORANDUM), UNLESS THE PERIOD FOR SUCH CONSENT SOLICITATION IS EXTENDED OR EARLIER TERMINATED BY THE ISSUER IN ITS SOLE DISCRETION. IN SUCH CASE, THE ISSUER WILL PUBLICLY ANNOUNCE SUCH EXTENSION OR TERMINATION IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF EACH CONSENT SOLICITATION AS SET OUT IN THE CONSENT SOLICITATION MEMORANDUM.

In order to facilitate the participation of Noteholders, each adjourned General Meeting will be held via video conference, without the physical presence of Noteholders. Noteholders are invited to vote in respect of the relevant Resolution (as defined in the notice convening a General Meeting of Noteholders for each Series dated 25 June 2024 (the “First Call Notice”)) by submitting a Consent Instruction in respect of all or some of their Notes. Those Noteholders that wish to attend and vote at the adjourned General Meeting via video conference should submit an Attendance Certificate, all as further described in the Consent Solicitation Memorandum.

A description of the action to be taken by Noteholders that wish to participate in the Consent Solicitations is set out in “Procedures for Participating in the Consent Solicitations and/or Voting in Respect of the Proposal” of the Consent Solicitation Memorandum.

If Noteholders have any questions or requests for assistance in connection with receiving a copy of the Consent Solicitation Memorandum, participating in the Consent Solicitations or the delivery of Consent Instructions or Attendance Certificates, they should contact the Sole Consent Solicitation Agent or the Tabulation and Information Agent, the contact details for whom are on the last page of this Notice.

Capitalised terms used in this Notice have the meaning given in the Consent Solicitation Memorandum.

Background

The Issuer is inviting Noteholders to consider, and if thought fit, to approve by way of the relevant Resolution, the Proposal, comprising certain amendments to the Conditions. The Issuer is inviting Noteholders to consent to the Proposal pursuant to the relevant Consent Solicitation.

The Consent Solicitation and the Proposal are made on the terms and subject to the conditions contained in the Consent Solicitation Memorandum.

Before making a decision whether to participate in the Consent Solicitations or otherwise vote in respect of the Proposal, Noteholders should carefully consider all of the information in the Consent Solicitation Memorandum.

Timetable

The indicative timetable is summarised below:

Event	Date
Calling of adjourned General Meeting	17 July 2024
Adjournment Expiration Time	10:30 (CET) on 30 July 2024
Adjourned General Meeting relating to the 2028 Notes	10:00 (CET) on 31 July 2024
Adjourned General Meeting relating to the 2029 Notes	10:30 (CET) on 31 July 2024
Results announcement	As soon as reasonably possible after the holding of each adjourned General Meeting

General

The attention of Noteholders is particularly drawn to the quorum required for the adjourned General Meetings which is set out in “*Voting and Quorum*” below.

In order to facilitate the participation of Noteholders, each adjourned General Meeting will be held via video conference, without the physical presence of Noteholders. Noteholders are invited to vote in respect of the relevant Resolution by submitting a Consent Instruction in respect of all or some of their Notes. Those Noteholders that wish to attend and vote at the adjourned General Meeting via video conference should submit an Attendance Certificate, all as further described in the Consent Solicitation Memorandum.

Voting and Quorum

The quorum required for each adjourned General Meeting is one or more persons holding or representing any principal amount of the relevant outstanding Notes.

The majority required at each adjourned General Meeting to pass the relevant Resolution is a majority of not less than three quarters of the votes cast.

If the relevant Resolution is passed, the Proposal will be binding on all relevant Noteholders, including in relation to those Noteholders who do not consent to the Proposal or do not vote at all.

Documents Available for Inspection

The following documents are available upon request for inspection or collection (as applicable) prior to the relevant adjourned General Meeting: (a) at any time during normal business hours on any weekday (Saturdays, Sundays and bank and other public holidays excepted) at the office of the Issuer at Paseo de la Castellana, 52,

28046 Madrid, Spain, and (b) upon request to the Tabulation and Information Agent by email: inmocolonial@is.kroll.com:

- this Notice;
- the Consent Solicitation Memorandum; and
- the relevant Agency Agreement.

IMPORTANT:

Noteholders may only participate in the Consent Solicitation in accordance with the procedures set out in “*Procedures for Participating in the Consent Solicitations and/or Voting in Respect of the Proposal*” of the Consent Solicitation Memorandum.

Any Noteholder that does not appear as a holder in the registers of Iberclear or of an Accountholder must contact the financial entity or Accountholder through which it holds the Notes, so that the latter may carry out the steps necessary to participate in the Consent Solicitations on the terms set out in this Consent Solicitation Memorandum.

Noteholders are advised to check with any broker, dealer, commercial bank, custodian, trust company, accountholder or other nominee, intermediary or trustee through which they hold their Notes when such entity would need to receive instructions from a Noteholder in order for such Noteholder to participate in, or (in the limited circumstances in which revocation is permitted) to validly revoke their instruction to participate in, the relevant Consent Solicitation before the deadlines specified in the Consent Solicitation Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission and (where permitted) revocation of instructions will be earlier than the relevant deadlines in the Consent Solicitation Memorandum.

This notice and any non-contractual obligations arising out of or in connection with it shall be governed by, and shall be construed in accordance with, English law.

Noteholders should contact the following for further information:

**The Sole Solicitation Agent
BNP Paribas**

16, boulevard des Italiens
75009 Paris
France

Telephone: +33 1 55 77 78 94

Attention: Liability Management Group

Email: liability.management@bnpparibas.com

**The Tabulation and Information Agent
Kroll Issuer Services Limited**

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +44 20 7704 0880

Attention: David Shilson

Email: inmocolonial@is.kroll.com