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## **LAR ESPAÑA REAL ESTATE SOCIMI, S.A.**

### **2023 ORDINARY GENERAL SHAREHOLDERS' MEETING**

#### **PLACE, DATE AND TIME OF THE MEETING**

The Board of Directors of Lar España Real Estate SOCIMI, S.A. ("**Lar España**" or the "**Company**") has resolved to call the Ordinary General Shareholders' Meeting, which will be held in Madrid, at Príncipe de Vergara 187, Plaza de Rodrigo Uría, on March 30, 2023, at 12:00 on first call, or, if the required quorum is not met, on March 31, 2023, at the same place and time, on second call.

**It is expected that the Ordinary General Shareholders' Meeting will be held on second call, on March 31, 2023**, at the indicated place and time, unless shareholders are otherwise informed through announcements published in the same newspaper in which this call is published, on the Company's website ([www.larespana.com](http://www.larespana.com)), as well as through the corresponding other relevant information notice sent to the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*).

#### **AGENDA**

##### **I. Annual accounts and management of the Company:**

- One.-** Approval, if appropriate, of the individual annual accounts of the Company and of the consolidated annual accounts of the Company and its subsidiaries for financial year 2022.
- Two.-** Approval, if appropriate, of the individual management report of the Company and of the consolidated management report of the Company and its subsidiaries for financial year 2022.
- Three.-** Approval, if appropriate, of the Board of Directors' management and activities during financial year 2022.

##### **II. Dividend distribution:**

- Four.-** Approval, if appropriate, of the proposed allocation of profits and the dividend distribution for financial year 2022.

##### **III. Company's auditor:**

- Five.-** Re-election, if appropriate, of the Company's auditor.

##### **IV. Board of Directors:**

- Six.-** Re-election, if appropriate, of directors of the Company.
  - 6.1. Re-election, if appropriate, of Mr. José Luis del Valle Doblado as independent director of the Company.



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- 6.2. Re-election, if appropriate, of Mr. Miguel Pereda Espeso as proprietary director of the Company.
- 6.3. Re-election, if appropriate, of Mr. Roger Maxwell Cooke MBE as independent director of the Company.
- 6.4. Re-election, if appropriate, of Mr. Alec Emmot as independent director of the Company.

**Seven.-** Waiver of the prohibitions set out in article 229 of the Spanish Companies Law in accordance with the provisions of article 230 thereof in relation to director Mr. Miguel Pereda Espeso.

## **V. Corporate Governance of the Company**

**Eight.-** Approval, if appropriate, of the amendments to the Articles of Association.

- 8.1. Amendment, if appropriate, of the article regarding the Audit and Control Committee.
- 8.2. Amendment, if appropriate, of the article regarding the Appointments, Remuneration and Sustainability Committee.
- 8.3. Approval, as a result of the previous amendments, of a consolidated text of the Company's Articles of Association.

## **VI. General matters:**

**Nine.-** Delegation of powers to formalise and implement all resolutions adopted by the Ordinary General Shareholders' Meeting, to convert them into public instruments and to interpret, correct, supplement, elaborate upon and register such resolutions.

## **VII. Consultative vote:**

**Ten.-** Consultative vote regarding the Annual Directors' Remuneration Report for financial year 2022.

## **VIII. Informative matters:**

**Eleven.-** Acknowledgement of the amendments to the Board of Directors' Regulations, the Audit and Control Committee's Regulations and the Appointments, Remuneration and Sustainability Committee's Regulations.

## **PARTICIPATION: ATTENDANCE, PROXY REPRESENTATION AND ABSENTEE VOTING**

All holders of voting shares who have caused such shares to be registered in their name in the corresponding book-entry register not later than five days before the meeting is to be held may



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attend and participate in the Ordinary General Shareholders' Meeting, with the rights to be heard and to vote.

All shareholders having the right to attend may be represented at the Ordinary General Shareholders' Meeting by another person, even though not a shareholder.

Shareholders having the right to attend may grant a proxy or cast an absentee vote on the proposals relating to items included in the agenda of the call to meeting, which they may do in writing by presenting a duly completed attendance, proxy and absentee voting card at the offices of the Company, by sending the card to the Company via postal correspondence (to the address c/ María de Molina 39, 10<sup>a</sup> floor, postal code 28006 Madrid, Spain), or by electronic means through the Company's corporate website ([www.larespana.com](http://www.larespana.com)).

Proxies and absentee votes cast by postal or electronic correspondence must, as a general rule, be received by the Company before 11:59 p.m. on March 29, 2023. The Company, or the entity designated for these purposes by the Company, will send to the shareholder who casts their vote by electronic means an electronic confirmation of receipt of the same.

In accordance with the provisions of article 527 bis of the Spanish Companies Law (*Ley de Sociedades de Capital*), after the holding of the General Shareholders' Meeting and within one month therefrom, any shareholder, or their representative, and the ultimate beneficiary, may request a confirmation of the correct registration and accounting of the votes cast electronically corresponding to their shares issued by the Company, unless they already have such information. The Company will send such confirmation within the following 15 days to the presentation of the request or, if such presentation takes place on a later date, to the holding of the General Shareholders' Meeting.

### **AVAILABLE INFORMATION AND DOCUMENTATION**

Until the fifth day prior to the General Shareholders' Meeting, inclusive, shareholders may request in writing the information or clarifications that they deem are required, or ask the written questions they deem relevant, regarding the matters included in the agenda of the call to meeting, the information accessible to the public that has been provided by the Company to the Spanish National Securities Market Commission and the audit reports on the individual annual accounts and management report of the Company and on the annual accounts and management report of the Company consolidated with those of its subsidiaries for financial year 2022.

As from the date of publication of this announcement of the call to meeting, the following documents and information are made continuously available to the shareholders on the Company's corporate website ([www.larespana.com](http://www.larespana.com)): (1) this announcement of the call to meeting; (2) the form of attendance, proxy and absentee voting card; (3) the full text of the proposed resolutions corresponding to the items included in the agenda of the call to meeting,



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together with the respective reports of the Board of Directors and its Committees that, where appropriate, are required by Law; (4) in relation to the directors whose re-elections are proposed to the General Shareholders' Meeting, their background and professional experience; directorships held in other relevant companies, either listed or not; the directors' class to which they belong; the date of their first appointment as a Company director; and shares and share options that may be held in the Company; (5) the individual annual accounts of the Company and the annual accounts of the Company consolidated with those of its subsidiaries for financial year 2022 and the respective audit reports; (6) the Company's individual management report and the management report of the Company consolidated with that of its subsidiaries for financial year 2022; (7) the directors' statement of responsibility provided for in article 118 of the consolidated text of the Securities Market Law (*Ley del Mercado de Valores*) approved by Royal Legislative Decree 4/2015 which, together with the documents set forth in the two preceding items, constitute the annual financial report for financial year 2022; (8) the annual corporate governance report for financial year 2022; (9) the annual directors' remuneration report for financial year 2022; (10) the report prepared by the Audit and Control Committee of the Company on its functions during the financial year 2022, the auditor's independence and related-party transactions; (11) the annual report prepared by the Appointments, Remuneration and Sustainability Committee regarding financial year 2022; (12) the current text of the Articles of Association and other documents comprising the corporate governance system for the Company, as well as the resulting text of the Articles of Association if the amendments proposed to the General Shareholders' Meeting are approved; (13) the current text of the Board of Directors Regulations, the Regulations of the Audit and Control Committee and the Regulations of the Appointments, Remuneration and Sustainability Committee; (14) the report prepared by the Board of Directors regarding the amendments of its Regulations, the amendments to the Regulations of the Audit and Control Committee and the amendments to the Regulations of the Appointments, Remuneration and Sustainability Committee; (15) the procedures and requirements for accrediting ownership of the Company's shares and the Shareholders' Meeting attendance right, as well as the applicable rules regarding proxy representation; (16) a description of the shareholder's information right; (17) the rules of the Electronic Shareholders' Forum; and (18) information regarding the total number of shares and voting rights on the date of publication of this announcement of call to meeting.

Furthermore, shareholders have the right to examine at the Company's registered office and to request the immediate delivery or shipping without charge (which may be carried out by e-mail, with confirmation of receipt, if the shareholder accepts this form of delivery) of a copy of the individual annual accounts and management reports of the Company and those consolidated with its subsidiaries, together with the respective audit reports, for financial year 2022, of the proposed resolutions, including those relating to the amendments of the Articles of Association,



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the mandatory directors' reports, and of the other documents that must be made available to the shareholders in connection with the holding of this Ordinary General Shareholders' Meeting.

### **SUPPLEMENT TO THE CALL TO MEETING AND WELL-FOUNDED PROPOSED RESOLUTIONS**

Until March 5, 2023, inclusive, shareholders representing at least 3% of the share capital may request the publication of a supplement to the call to the Ordinary General Shareholders' Meeting including one or more items in the agenda, provided such new items are accompanied by the rationale therefor or, if appropriate, by a duly substantiated proposal for a resolution, and submit well-founded proposed resolutions on matters already included or that must be included in the agenda of the call to meeting. Such rights must be exercised by duly authenticated notice that must be received at the registered office of the Company.

### **COMMON PROVISIONS APPLICABLE TO THE RIGHTS OF THE SHAREHOLDERS**

The rights to receive information, to attend, to proxy representation, to absentee voting, to request the publication of a supplement to the call to meeting, and to submit well-founded proposals for resolutions shall be exercised as provided by Law and the documents making up the Company's corporate governance system, which are available on the Company's corporate website ([www.larespana.com](http://www.larespana.com)).

### **OTHER SIGNIFICANT ASPECTS**

The Board of Directors has resolved to request the presence of a Notary Public to record the minutes of the Ordinary General Shareholders' Meeting pursuant to article 203 of the Spanish Companies Law (*Ley de Sociedades de Capital*), read together with article 101 of the Regulations of the Commercial Registry (*Reglamento del Registro Mercantil*).

To facilitate the viewing and appropriate dissemination thereof, all or part of the proceedings of the General Shareholders' Meeting may be subject to audio-visual recording and broadcast and will be available to the public through the Company's corporate website ([www.larespana.com](http://www.larespana.com)).

### **PERSONAL DATA PROTECTION**

The personal data provided by shareholders to the Company for the exercise of their attendance, delegation or voting rights at the General Shareholders' Meeting or which are provided by the banks and stock agencies and companies in which the shares of the shareholders are deposited, through the entity responsible to keep the register of book entries, shall be processed by the Company, in its capacity as data controller, for the purposes of managing the development, fulfilment and control of the current relationships with shareholders, regarding the convening and holding of the General Shareholders' Meeting, as well as in order to comply with legal obligations. The data may be communicated to the Notary attending who will draw up the minutes of the General Shareholders' Meeting. The processing of data is necessary for the



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purposes indicated and its legal basis is the relationship as a shareholder as well as compliance with legal obligations. The data shall be kept for the duration of such relationship and, thereafter, for a period of six years only in order to be able to deal with any legal or contractual actions, unless, exceptionally, a longer limitation period would apply.

If the attendance or delegation card includes personal data referring to third parties, the shareholder must inform them of the points indicated herein in relation to the processing of personal data and comply with any other requirements which may be applicable for the proper assignment of personal data to the Company, without the Company having to take any additional action *vis-à-vis* the interested parties.

Owners of personal data may exercise their rights of access, correction, opposition, suppression, limitation of processing and portability, as well as any other rights recognised by current legislation on data protection, by sending a letter with the reference "Data Protection" (attaching a photocopy of the ID or identification document) in which their request is specified, addressed to the Company's data protection delegate, through the e-mail address, [dpd@grupolar.com](mailto:dpd@grupolar.com), or at the postal address Lar España Real Estate SOCIMI, S.A., c/ María de Molina 39, 10th floor, postal code 28006 Madrid, Spain. Owners of personal data may also file complaints with the competent data protection control authority.

In Madrid, on February 28, 2023

The Secretary of the Board of Directors