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IBI LION SOCIMI, S.A.

ORDINARY GENERAL SHAREHOLDERS MEETING 2023

1. VENUE, DATE AND TIME OF THE MEETING

The board of directors of IBI Lion SOCIMI, S.A. (the “**Company**”), at its meeting held on 29 May 2023, has resolved to convene an extraordinary general shareholders meeting, to be held at Príncipe de Vergara 187, 28002 Madrid (Spain), on 29 June 2023 at 12:30 hours (CEST), on first call, or, if the quorum is not met, on 30 June 2023, at the same place and time, on second call. Attendance to this corporate event may be remote or telematic under the terms indicated in this notice.

It is expected that the general shareholders meeting will be held on first call, that is, on 29 June 2023, at the aforementioned place and time.

2. AGENDA

- First.** Review and, where appropriate, approval of the individual annual accounts of IBI Lion SOCIMI, S.A. and the consolidated accounts including its subsidiaries, corresponding to the year ended 31 December 2022.
- Second.** Review and, where appropriate, approval of the individual and consolidated management reports of IBI Lion SOCIMI, S.A. including its subsidiaries, corresponding to the year ended 31 December 2022.
- Third.** Review and, where appropriate, approval of the management and activity of the board of directors of IBI Lion SOCIMI, S.A. in the year ended on 31 December 2022.
- Fourth.** Review and, where appropriate, approval of the proposed application of the individual income corresponding to the year ended 31 December 2022.
- Fifth.** Review and, where appropriate, approval of a share capital reduction with the aim of refunding shareholder contributions by reducing 0.028653 euros the nominal value of the shares, in an amount, considering the number of shares currently outstanding, of 1,278,763.53 euros and subsequent amendment of article 6 of the articles of association.
- Sixth.** Review and, where appropriate, approval of the following share capital increases:
- (A) Share capital increase for a maximum nominal amount of 28,653,000 euros through the issuance of a maximum of 30,000,000 new ordinary shares with a nominal value of 0.9551 euros each (or with a nominal value of 0.926447 euros each if the increase is executed once the share capital reduction submitted to the general shareholders meeting under item Five of the agenda is effective), which shall be fully subscribed and paid up against cash contributions, with the share premium to be determined by the board of directors, with pre-emptive subscription rights and with provision for



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incomplete subscription. Delegation to the board of directors, with powers of substitution, of the powers required to execute the share capital increase and to set the conditions thereof in all matters not provided for in the resolution, pursuant to the provisions of article 297.1 a) of the LSC, as well as to give a new wording to article 6 of the articles of association.

- (B) Share capital increase for a maximum nominal amount of 28,653,000 euros through the issuance of a maximum of 30,000,000 new ordinary shares with a nominal value of 0.9551 euros each (or with a nominal value of 0.926447 euros each if the increase is executed once the share capital reduction submitted to the general shareholders meeting under item Five of the agenda is effective), which shall be fully subscribed and paid up against cash contributions, with the share premium to be determined by the board of directors, with pre-emptive subscription rights and with provision for incomplete subscription. Delegation to the board of directors, with powers of substitution, of the powers required to execute the share capital increase and to set the conditions thereof in all matters not provided for in the resolution, pursuant to the provisions of article 297.1 a) of the LSC, as well as to give a new wording to article 6 of the articles of association.
- (C) Share capital increase for a maximum nominal amount of 28,653,000 euros through the issuance of a maximum of 30,000,000 new ordinary shares with a nominal value of 0.9551 euros each (or with a nominal value of 0.926447 euros each if the increase is executed once the share capital reduction submitted to the general shareholders meeting under item Five of the agenda is effective), which shall be fully subscribed and paid up against cash contributions, with the share premium to be determined by the board of directors, with pre-emptive subscription rights and with provision for incomplete subscription. Delegation to the board of directors, with powers of substitution, of the powers required to execute the share capital increase and to set the conditions thereof in all matters not provided for in the resolution, pursuant to the provisions of article 297.1 a) of the LSC, as well as to give a new wording to article 6 of the articles of association.

Seventh. Review and, where appropriate, approval of a delegation to the board of directors of the power to increase the share capital under the terms and conditions of article 297.1b) of the LSC, with express powers of substitution, for the maximum period of five years, with the attribution of the power to exclude the pre-emptive right up to the limit of 20% of the share capital, in accordance with the provisions of article 506 of the LSC.



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- Eighth.** Review and, where appropriate, approval of the amendment of letter (j) of clause 1 (*Definitions*) and paragraphs (iii) of letter (a) of clause 4 (*Fees and board appointments*) of the management agreement entered into by IBI Lion SOCIMI, S.A. with IBI Lion Management Group, Ltd, to, among others, provide for a cashless method for the exercise of the options over shares to be granted pursuant to the referred management agreement. Delegation of powers.
- Ninth.** Delegation of powers for the formalisation and execution of all the resolutions passed by the general shareholders meeting, for their notarisation and for their interpretation, correction, supplementation, development and registration.

3. SUPPLEMENT TO THE MEETING NOTICE

The shareholders representing at least 5% of the share capital can request the publication of a supplement to this meeting notice, including one or more items on the agenda. Such right must be exercised through a reliable notification which must be received at the Company's registered office (calle Velázquez 17, 5º Izq., 28001 Madrid (Spain)) within five days of the publication of this notice of meeting.

The notification must state the full name of the shareholder or shareholders making the request and the corresponding documentation—a copy of the attendance, proxy and remote voting card or the ownership certificate (the "**Attendance Card**")— which accredits their shareholder status with the aim of cross-checking that information with the information provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. ("**Iberclear**"), as well as the content of the items that the shareholders suggest.

In the event that the shareholder proposes new items on the agenda, such shareholders may be requested to also provide the proposal or proposals, as well as the report or reports referred to such items as included in the supplement, as legally required.

4. RIGHT OF ATTENDANCE

4.1 RIGHT OF IN PERSON ATTENDANCE TO THE GENERAL MEETING

Shareholders, or their proxy representatives, may attend the general shareholders meeting in person irrespective of the number of shares they hold, provided that said shares are registered in their name in the corresponding book entry registry five calendar days before the date on which the meeting is to be held, and such registration is duly proven when entering the venue of the general meeting, by means of the Attendance Card issued by the entities participating in Iberclear to the holders of the shares, which proves that their shares were registered with the aforementioned notice.

For the purposes of proving the identity of the shareholders, or of their proxy representatives in accordance with the following section, those attending may be asked, at the entrance to the venue where the general meeting is to be held, to prove their identity by providing their National Identity Card or any



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other unexpired official document generally accepted for these purposes, together with the Attendance Card.

4.2 RIGHT OF TELEMATIC ATTENDANCE TO THE GENERAL MEETING

(A) Identification, pre-registration and voting

Shareholders, or their proxy representatives, may attend the general shareholders meeting through telematic means irrespective of the number of shares they hold, provided that said shares are registered in their name in the corresponding registry book at least five calendar days prior to the date on which the meeting is to be held, and have informed the Company no later than 17:00 p.m. (CEST) on the day before the day on which the general meeting is to be held (i.e. 29 June 2023 for the first call and, if applicable, 30 June 2023 for the second call) via e-mail sent to the address guily@ibi-lion.com specifying:

- i) In the case of individual shareholders: full name, tax I.D. number, address and e-mail address from which they will connect to the general shareholders meeting. They must also include a photocopy of the National Identity Card or any other unexpired official document generally accepted for these purposes.
- ii) In the case of shareholders who are legal entities: corporate name, tax I.D. number, address and e-mail address from which they will connect to the general shareholders meeting, as well as the full name, tax I.D. number and address of its representative. They must also include a photocopy of the document accrediting the legitimacy of the representation and the representative's National Identity Card or any other unexpired official document generally accepted for these purposes.

In both cases, the necessary documentation must be submitted as to prove their shareholder status with the aim of cross-checking that information with the list of shareholders and the number of shares provided by Iberclear for the general meeting.

Shareholders, or their proxies, wishing to attend the meeting through telematics means must cast their vote on the proposed resolutions relating to items included in the agenda in accordance with sections 5.2 and 5.3 below. It shall be understood that shareholders who attend the meeting through telematics means without having indicated their vote prior to the general meeting, vote in favour of all the proposed resolutions included in the agenda and submitted by the board of directors.

With regards to all matters not expressly provided for in this notice, the same rules on voting and passing of resolutions applicable to shareholders attending in person shall apply to shareholders attending through telematics means.

Once the communication has been received, the Company shall register it and shall send, to the e-mail address provided, the link and password together with the corresponding instructions for the telematic connection to the general meeting.



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In any case, the Company reserves the right to request from the shareholders or their proxy representatives the additional means of identification deemed appropriate to guarantee the identity of the participants, the authenticity of the vote and, in general, the legality of the acts of the general meeting.

(B) Connexion and assistance

In order to properly organize assistance through telematics means, shareholders, or their proxies, who have previously obtained their access codes as indicated in the previous section must connect between 12:00 a.m. (CEST) and 12:30 a.m. (CEST) on 29 June 2023 (if, as foreseeable, the meeting is held on first call) or 30 June 2023 (if the meeting is held on second call).

(C) Intervention, information and proposal

Interventions and proposed resolutions or requests for information or clarifications which, in accordance with the applicable regulations, are intended to be made during the general meeting by those who will be attending through telematic means, must be sent to the Company in writing by e-mail to the following address gully@ibi-lion.com before 17:00 p.m. (CEST) on the day prior to the day on which the general meeting is to be held (i.e. 28 June 2023 for the first call and, if applicable, 29 June 2023 for the second call). In the event that the shareholder or his proxy representative wants his intervention to be transcribed in the minutes of the meeting, this must be expressly stated in the text of the intervention.

Requests for information or clarifications from shareholders or their proxy representatives attending the general meeting through telematics means may be answered verbally during the general meeting and, in any case, in writing within seven days following the meeting.

(D) Other considerations

It is the sole responsibility of the shareholder, or its proxy representative, to safeguard the password to attend the general meeting through telematics means. In the case of a legal entity, the entity must notify any modification or revocation of the powers held by its representative and, therefore, the Company declines any responsibility until such notification is made.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms of assistance through telematics means, when technical or security reasons so require or impose it. The Company shall bear no responsibility for any damages that may be caused to the shareholder as a result of breakdowns, overloads, fallen power lines, connection failures, technology incompatibilities or any other eventuality of the same or a similar nature beyond the Company's control that may prevent or affect the use of the telematic assistance mechanisms.

5. PROXY AND REMOTE VOTING

5.1 PROXY

All shareholders with the right to attend the general meeting may be represented by another person, even if such person is not a shareholder of the Company, meeting the requirements and formalities laid down



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by the applicable law and the articles of association.

A separate power of proxy representation must be granted individually for this general meeting in writing for all the shares owned by the shareholder by postal delivery (delivered or sent to the Company's registered office) electronic delivery or any other means of remote communication, provided the proxy representation conferred, the identity of the proxy representative and the security of electronic communications is guaranteed, without prejudice to legal provisions applicable to representation by family members or granting of general powers of attorney.

The documents granting proxy representation for the general meeting must include, at least, the following:

- i) the date of the general meeting and the agenda;
- ii) the identity of the represented shareholder and the proxy;
- iii) the number of shares held by the represented shareholder; and
- iv) instructions regarding how the votes of the represented shareholder are to be cast with regard to each of the items on the agenda, if appropriate.

If the proxy has been validly granted pursuant to applicable regulations and the internal regulations of the Company but does not include instructions regarding the exercise of the vote or if there is any doubt regarding the identity of the representative or the scope of the representative's power, it shall be understood that:

- i) the delegation is made to the chairman of the board of directors (or, as the case may be, whoever substitutes as chair of the general meeting);
- ii) it refers to all items included on the agenda of the general meeting,
- iii) the vote is favourable to all of the resolutions submitted by the board of directors; and
- iv) it also covers the off-agenda items which may arise, with respect to which the proxy shall abstain from voting, unless there are sufficient elements to judge that it would be more favourable to the interests of the represented shareholder to vote in favour or against such proposed resolutions.

Without prejudice to the provisions of the previous paragraphs, in case the proxy representative is in a situation of conflict of interest regarding any of the items included in the agenda or that may be submitted in accordance with the law, and if the shareholder has not given voting instructions for each of those items, the proxy representative shall abstain. In such case, it shall be understood that the represented shareholder has also appointed as successive joint and several representatives the chairman of the general shareholders meeting and, if the chairman is in a situation of conflict of interest, the secretary of the general shareholders meeting and if, in turn, the secretary is also in a situation of conflict of interest, the vice-secretary of the board of directors.



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5.2 REMOTE VOTING

Shareholders may cast their votes on the proposals included on the agenda prior to the general meeting by postal delivery (delivered or sent to the Company's registered office) or any other means of remote communication, provided the identity of the shareholder who casts its vote and the security of electronic communications is guaranteed.

In order to cast a vote by post, the shareholder must fill in and sign the attendance card in which the shareholder must specify the vote (in favour, against, abstention or blank), marking with a cross the corresponding box in the table which appears on the Attendance Card. If the shareholder does not mark one or any of the boxes indicating the vote with respect to the items on the agenda, it shall be understood that the shareholder wishes to vote in favour of the respective proposals submitted by the board of directors.

With respect to items not included in the agenda of the meeting but which may be put to vote in the general meeting of shareholders, unless expressly indicated to the contrary, the shareholder shall be deemed to grant proxy in respect of such resolutions to the chairman of the board of directors (or, as the case may be, whoever substitutes as chair of the general meeting), applying the rules on voting and substitution in the event of a conflict of interest established for in case of proxy representation.

5.3 GENERAL PROVISIONS REGARDING DELEGATION AND REMOTE VOTING

Valid proxies granted and votes cast by remote means of communication (postal or electronic) must be received by Company before 23:59 hours (CEST) on the day immediately prior to the date on which the general meeting is to be held, otherwise the proxy shall be taken not to have been conferred and the vote not to have been cast. After the expiry of this deadline, only votes cast in person at the general meeting by the shareholder or the person validly representing the shareholder will be allowed.

The validity of the proxy representation granted and of the remote vote issued before the general meeting is held will be subject to a check of the status as a shareholder. In case of discrepancy between the number of shares notified by the shareholder granting proxy representation or casting a vote remotely before the general meeting is held and the number which appears in the book entry registry notified by Iberclear, the number of shares notified by Iberclear shall be considered valid for the purposes of quorum and voting, unless proof to the contrary is provided.

The power of proxy representation granted and the vote issued by post or electronically before the general meeting is held may be rendered without effect by express revocation by the shareholder. Such revocation must use the same mean as that used to grant the power of proxy representation or to cast the vote and must be exercised within the established deadline. The rules of precedence between delegation, remote voting and personal voting at the meeting are as follows:



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- i) The attendance in person at the general meeting of a shareholder or of the representative of the shareholder which is a legal person who has delegated its vote or who has voted remotely before the general meeting is held, whatever the means used to cast the vote, shall cancel such delegation or previous vote.
- ii) In the event that a shareholder grants several proxies or casts several votes, the last proxy or the last vote cast that has been received by the Company within the established term shall prevail.
- iii) As a particular rule, a vote cast by any remote means of communication before the general meeting is held shall cancel any grant of proxy representation made electronically or by means of a printed card, whether prior, in which case it shall be taken to be revoked, or subsequent, in which case it shall be taken not to have been made.
- iv) Both the proxy representation and the vote cast remotely shall lose all effect if, to the Company's knowledge, the shares which carry the attendance rights have been disposed of.

In any case, the Company reserves the right to request from the shareholders or their proxy representatives the additional means of identification deemed appropriate to guarantee the identity of the participants, the authenticity of the vote and, in general, the legality of the acts of the general meeting.

The Company reserves the right to modify, suspend, cancel or restrict the remote voting and proxy delegation mechanisms should technical or security reasons so require or oblige. The Company shall bear no responsibility for any damages which may be caused to the shareholder as a result of breakdowns, overloads, fallen power lines, connection failures, malfunction of the postal service or any other eventuality of the same or similar nature which is beyond the control of the Company, and which prevent the use of the remote proxy delegation and voting mechanisms.

Shareholders who are legal entities and non-Spanish residents should consult the Investor Relations department (guily@ibi-lion.com) to assess the possibility, if necessary, of adapting, with due guarantees, the mechanisms for remote voting and proxy representation to their peculiarities.

6. INFORMATION RIGHT

As of the publication of this notice convening the general meeting and until it is held, any shareholder may examine in the Company's registered office (i.e. calle Velázquez 17, 5º Izq., 28001 Madrid (Spain)) or request the immediate delivery or dispatch free of charge of, among others, the following documents:

- The meeting notice.
- The full text of the proposed resolutions to be passed, where appropriate, by the general meeting regarding each item on the Agenda, and the corresponding legally required reports of the board of directors (including the reports of the board of directors regarding (a) the share capital reduction submitted for approval by the general meeting under item Five of the agenda; (b) the share capital increases submitted for approval by the general meeting under item Six of the agenda); and (c)



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the delegation to the board of directors of the power to increase the share capital submitted for approval by the general meeting under item Seven of the agenda.

- The annual accounts and individual and consolidated management reports, together with the corresponding auditors' reports, in the terms provided for in article 272 of the consolidated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010 of 2 July.
- The template of the attendance, proxy and remote voting card.

Likewise, said documentation will be made uninterruptedly available to shareholders on the Company's website (www.ibi-lion.com).

From the day of the publication of this notice and until the seventh day prior to the date on which the general meeting is to be held, inclusive, shareholders may request in writing to the board of directors of the Company, through e-mail sent to the address quily@ibi-lion.com, the information or clarifications they deem appropriate with respect to the items included on the agenda, or submit the written questions they consider relevant. Except in the cases expressly provided for in the Law, the board of directors must provide the information requested in writing until the date of the general meeting.

Likewise, during the general meeting, shareholders of the Company attending in person may verbally request such information or clarifications as they deem appropriate regarding the items on the agenda. If the shareholder's right cannot be satisfied at that time, directors shall be obliged to provide the requested information in writing within seven days after the end of the general meeting, except in the cases expressly provided for by law.

The shareholder's request must include his name and surname or company name, with proof of the shares it holds, so that this information may be checked against the list of shareholders and the number of shares provided by Iberclear for the general meeting. In the event that the shareholder or his proxy representative wants his intervention to be transcribed in the minutes of the meeting, this must be expressly stated in the text of the intervention.

7. NOTARIAL INVOLVEMENT AT THE GENERAL MEETING

The board of directors resolved to request the presence of a notary public so that he/she can issue the minutes of the general meeting, in accordance with the provisions of article 203 of the consolidated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010 of 2 July.

8. PERSONAL DATA PROTECTION

The personal data provided by shareholders and, where applicable, their proxy representatives to the Company for the exercise of their voting, attendance or delegation rights at the general meeting or which are provided by the banks and stock agencies and companies in which the shares of the shareholders are deposited, through Iberclear, 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



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shareholders, regarding the convening and holding of the general 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 meeting. The processing of data is necessary for the purposes indicated and its legal basis is management of the relationship with the shareholders as well as to comply 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.

In case the Attendance 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.

Registered users may exercise their rights of access, correction, opposition, suppression, limitation of processing and portability, as well as any other rights recognized by current legislation on data protection, by sending a letter to the Company with the reference "Data Protection" (together with their the their National Identity Card or any other unexpired official document generally accepted for these purposes) in which the request is specified, addressed to the following e-mail address, quily@ibi-lion.com, or at the registered office of the Company (calle Velázquez 17, 5º Izq., 28001 Madrid (España)). Registered users may also file complaints with the competent data protection control authority.

Madrid, 29 May 2023

Mr. Rafael Goldfeld
Secretary of the board of directors