

**MEETING MINUTES OF THE UNIVERSAL EXTRAORDINARY SHAREHOLDERS  
MEETING OF “WHITENI RCAJAL SOCIMI S.A.”**

In Madrid, on 15<sup>th</sup> of November 2021, at 17:00 noon, all the shareholders representing 100% of the share capital, in accordance with the provisions of article 178 of the Spanish Corporate Enterprises Act and the Bylaws, are gathered together, present and/or duly represented and/or meeting by telematics means, at Paseo de la Castellana, number 56, first floor. Attending in person (in person or by electronic means) shareholders holding a total of 5.049.356 shares, representing 90,13% of the share capital and, duly represented by proxy, shareholders holding a total of 553.229 shares representing 9,87% of the share capital, all the aforementioned proxies being legally accredited to the satisfaction of the Meeting, unanimously resolve to hold an Extraordinary General Meeting of a Universal nature, as well as the following items on the AGENDA.

Shareholder meeting by telematics means, this is carried out by videoconference with plurilateral connection in real time with image and sound of the remote attendees, which is a guarantee of its authenticity, in accordance with the provisions of Royal Decree-Law 34/2020 of the 17th of November, on urgent measure to support business solvency and the energy sector. To this end, shareholders were informed that it would be possible to attend the Meeting remotely, as the Company has technical means that allow the recognition and identification of the attendees, permanent communication between those attending, as well as the intervention and casting of votes in real time. The Company also provided shareholders who wished to attend the General Meeting telematically with all the necessary means to do so during the time of the announcement of the call, since although the meeting is held as a Universal meeting, the initial call to the Extraordinary General Meeting and all the relevant documentation was published on the Company's website (<http://whiteni.es>) on the 13th of October 2021.

The videoconference system with live image and sound used has enabled the Secretary to physically identify all those attending the session gathered by this means.

By virtue of this, all the attendees attending by this means having been physically recognized, both by the Secretary and among themselves, and all of them agreeing to the list of attendees drawn up by the Secretary, all of them, those attending in person and those attending

electronically, ratified their decision to hold an Extraordinary General Meeting of a Universal nature, with the following points, which were also approved unanimously.

## **AGENDA**

### **EXTRAORDINARY MEETING**

1. Approval of the sale proposition for the Manuel Tovar buildings received from Batipart Management Spain SLU (BMS).
2. Approval to sale an essential asset of the company, in accordance with article 160(f) of the Spanish Corporate Enterprises Act.
3. Subsidiarily and in relation to the First Point of the Agenda, approval, if it were the case, the sale to the company RÍO AUSTRIAS CAPITAL SL of the property located at Manuel Tovar 43.
4. Approval of the resignation of Ms. Macarena Gutiérrez Martínez as a member of the Board of Directors of the company.
5. Appointment of Mr Vicente Vallés Ruiz as a member of the Board of Directors of the company.
6. Approval of the renewal of the mandate of the Auditor of the Company and the Consolidated Group for the years 2021 to 2023, both inclusive.
7. Delegation of Powers
8. Drafting, reading and approval, if appropriate, of the Minutes of the Meeting.

Mr. Rafael Nuñez Blázquez, representing WHITENI RE S.A. as Chairman, and Ms. Yolanda Calderón Caro, non-director Secretary, who hold such positions on the Board of Directors of the Company.

The meeting was opened by the Chairman, the Secretary called the attendance list, noting that all shareholders were present, all of them with voting rights, representing the entire share capital. Attending in person, in person or by telematics means, shareholders holding a total of 5.049.356 shares, representing 90,13% of the share capital and, duly represented, shareholders holding a total of 553.229 shares, representing 9,87% of the share capital, in total, 100% of the share capital. The Universal Shareholder's Meeting is constituted to pass all kinds of resolutions.

Attending the session as guests Ms. Sonsoles Seoane García, Mr. Francisco Álvarez Fidalgo, Mr. Mauro Castilla, Mr. Eduardo Muñoz and Mr. Vicente Vallés Ruiz.

It is also noted that all the members of the Board of Directors of the Company are present.

**LIST OF ATTENDEES:**

WHITENI RE SA, represented by its natural person representative Mr. RAFAEL NÚÑEZ BLÁZQUEZ, holder of 1.655.316 shares, who attends in person.

Mr. JOSÉ MARÍA VALLEJO CHAMORRO, holder of 644.451 shares, who attends electronically.

Ms. MACARENA GUTIERREZ MARTÍNEZ holder of 555.766 shares, who attends electronically.

Mr. ALVARO DEL CASTAÑO VILLANUEVA, holder of 1.665.569 shares, who attends electronically.

Mr. IVÁN MANUEL POZA GARCÍA, holder of 275.053 shares. Having delegated his representation to Ms. Sonsoles Seoane García, representation that is legally accredited.

WORLD WIDE FOUNDATION EQUIPMENT SL, holder of 59.716 shares, represented by Manuel Humberto Zapata Fernández. Having delegated his representation to Mr. Rafael Nuñez Blázquez, natural person representative of the company WHITENI RE SA, representation that is legally accredited.

NEW DENIA INVESTMENT SL, represented by its natural person representative and joint and several directors Mr. FERNANDO DE GÓNGORA GALVÁN, holder of 357,189 shares, who attends in person.

Mr. FERNANDO DE GÓNGORA GALVÁN, holder of 29.858 shares, who attends in person.

Ms. ANA DE GÓNGORA GALVÁN, holder of 29.858 shares. Having delegated his representation to Mr. Fernando de Góngora Galván, representation that is legally accredited

Ms. SOL DE GÓNGORA GALVÁN, holder of 29.858 shares. Having delegated his representation to Mr. Fernando de Góngora Galván, representation that is legally accredited.

Ms. BELÉN DE GÓNGORA GALVÁN, holder of 29.858 shares. Having delegated his representation to Mr. Fernando de Góngora Galván, representation that is legally accredited.

Ms. MARÍA ELENA BLÁZQUEZ MÁRZOL, holder of 5.624 shares. Having delegated her representation to Mr. Rafael Núñez Blázquez, natural person representative of the company WHITENI RE SA, a representation that is legally accredited.

Mr. JOSÉ LUIS NÚÑEZ VELASCO, holder of 5.181 shares. Having delegated his representation to Mr. Rafael Núñez Blázquez, representative of the company WHITENI RE SA, a representation that is legally accredited.

Mr. RAFAEL NÚÑEZ CLAVIJO, holder of 1,327 shares. Having delegated his representation to Mr. Rafael Núñez Blázquez, natural person representative of the company WHITENI RE SA, representation that is legally accredited.

Mr. ÁNGEL VALLEJO CHAMORRO, holder of 22.118 shares. Having delegated his representation to Mr. José María Vallejo Chamorro, representation that is legally accredited.

Mr. KONSTANTIN SAJONIA-COBURGO-GOTHA GÓMEZ ACEBO, holder of 88.468 shares, who attends in person.

Mr. IGNACIO BLANCO SERRANO, holder of 6.634 shares. Having delegated his representation to Mr. Fernando de Góngora Galván, representation that is legally accredited.

LECA DESARROLLO INMOBILIARIO SL, represented by Mr. Javier Fernández, holder of 27.496 shares. Having delegated his representation to Mr. José Miguel Cobos Alcalá del Olmo, representative of the company DOMUS RESORT EN EXPLOTACIÓN SL, representation that is legally accredited.

DOMUS RESORT EN EXPLOTACIÓN SL, represented by its natural person representative Mr. José Miguel Cobos Alcalá del Olmo, holder of 34.404 shares, who attends electronically.

LEFER GRANADA 2012 SL, represented by José Luis Legaza Gómez, holder 12.833 shares. Having delegated his representation to Mr. José Miguel Cobos Alcalá del Olmo, representative of the company DOMUS RESORT EN EXPLOTACIÓN SL, representation that is legally accredited.

ASDINI CAPITAL&INVESTMENTS SL, represented by Mr. Jorge Díez Tejada, holder of 18.335 shares, who attends electronically.

REAL MARÍN MÁLAGA 66 SL, represented by Mr. Pedro Marín Mendoza, holder of 18.335 shares. Having delegated his representation to Mr. José Miguel Cobos Alcalá del Olmo, representative of the company DOMUS RESORT EN EXPLOTACIÓN SL, representation that it legally accredited.

Mr. DAMIEN GILES-GUY-MARIE TEXIER, holder of 18.335 shares. Having delegated his representation to Mr. José Miguel Cobos Alcalá del Olmo, representative of the entity DOMUS RESORT EN EXPLOTACIÓN SL, representation that is legally accredited.

Mr. VIRGLIO CARRASCO PACHECO, holder of 11.003 shares. Having delegated his representation to Mr. José Miguel Cobos Alcalá del Olmo, representative of the company DOMUS RESORT EN EXPLOTACIÓN SL, representation that is legally accredited.

Ms. YOLANDA CALDERÓN CARO. Secretary, non-member, attends in person.

By virtue of this, all of them having ratified their decision to meet in an Extraordinary General Meeting of a Universal nature, the Chairman declared the meeting to be validly constituted and with sufficient legal capacity to take all kinds of resolutions and decisions.

Subsequently, the following items on the agenda were then dealt with and, after deliberation, the following were adopted UNANIMOUSLY.

## AGREEMENTS

### **FIRST. - Approval of the sale proposition for the Manuel Tovar buildings received from Batipart Management Spain SLU (BMS).**

The Managing Director commenced by explaining the current two possibilities for the financing of the Company. The first option consists in the refinance of the assets in order to withhold them for a period of five years. In contrast, the second option shall be the sale of the essential assets three years after their acquisition, in compliance with the taxation regulation.

In this regard, the Managing Director reminded the attendants of the agreed decision to proceed with the selling of the essential assets and made the details of the Estimated Offer presented by Batipart Management Spain SLU (BMS) in relation to Manuel Tovar Street Buildings available for them.

In addition, the Managing Director reminded of the historical in the finance of the Company's debt with banking entities and finance companies, as of the maturity dates. Likewise and related to the received Estimated Offer, the Managing Director reminded that the property of two of the buildings belong to the Company and the property of the last one belongs to Whiteni Mtovar 43 Socimi S.L., an affiliated company of the Group.

Following to the previously mentioned, The Managing Director informed the attendants of the Due Diligence process which shall take place in a five weeks period, clarifying in this regard that the Estimated Offer does not constitute a Binding Offer. Additionally, the Managing Director informed about the items of this process and the expected date of the reception of the Binding Offer and about the remaining conditions and circumstances which involve the operation.

Finally, the Managing Director reported on the resulting capital of the operation and the legal obligation of its distribution between the shareholders. The participants debated on the possibility to pay the suppliers and other debtors of the Company once the purchase and sale of the real estate is completed.

After the debate, the Estimated Offer submitted by Batipart Management Spain SLU (BMS) was unanimously approved.

**SECOND. - Approval to sale an essential asset of the company, in accordance with article 160(f) of the Spanish Corporate Enterprises Act.**

The Shareholder's Meeting unanimously agreed to authorize, in the terms set forth by the Board of Directors, the direct sale of the properties located at Manuel Tovar 45-47, Manuel Tovar 49-53, which are owned by the Company, and the indirect sale of Manuel Tovar 43, as it is owned by Whiteni Mtovar 43 SOCIMI S.L., a wholly-owned subsidiary company by Whiteni RCajal SOCIMI S.A. This authorization is provided in compliance with the article 160 f) on the Law of Corporations, given that the properties constitute essential assets, as they exceed 25% of the total value of the assets appearing in the last Balance Sheet approved by the Company. The Shareholder's Meeting agreed to delegate to the Board of Directors: i) the negotiation of all the essential terms and conditions for the Sale Agreement and for the Binding Offer and, ii) the enforcement of the appropriate agreements and stipulations, by signing all public and/or private documents that may be necessary, even when the figure of self-dealing and/or multiple representation is involved.

**THIRD. - Subsidiarily and in relation to the First Point of the Agenda, approval, if it were the case, the sale to the company RÍO AUSTRIAS CAPITAL SL of the property located at Manuel Tovar 43.**

The Managing Director reported on the reception, during the month of November, of a Binding Offer made by the entity Rio Austrias Capital S.L., (which constitutes one of the main shareholders of the Company), for the acquisition of the 43rd Manuel Tovar Building, which effectiveness is conditioned to the dismissal of the transaction described in the first item of the agenda.

In addition, The Managing Director reported on the details of the Binding Offer and the main reasons that encouraged the aforementioned shareholder to present it, which were personally confirmed by himself.

The Shareholders debated and finally, unanimously approved the Binding Offer.

**FOURTH. - Approval of the resignation of Ms. Macarena Gutiérrez Martínez as a member of the Board of Directors of the company.**

The Shareholder's Meeting accepted and unanimously approved the resignation of Ms. Macarena Gutiérrez Martínez, whose data is duly registered in the Companies Registry of Madrid, as a member of the Board of Directors of the Company, due to personal reasons. Consequently, the resignation is effective.

The attendees at this meeting formally expressed their gratitude to Ms. Gutiérrez Martínez for all the services she had provided to the Company.

**FIFTH. - Appointment of Mr. Vicente Vallés Ruiz as a member of the Board of Directors of the company.**

The Shareholder's Meeting unanimously approved the appointment of Mr. Vicente Vallés Ruiz, of legal age, married, with Spanish nationality, holder of National Identity Card number 43020276H, and domiciled in Madrid, at Ciudadcampo Residential, in the town of San Agustín de Guadalix at number 8 of Cisne street, as a new member of the Board of Directors of the Company for the term established in the Bylaws.

Mr. Vicente Vallés Ruiz, present at the Meeting, ACCEPTED his appointment as member of the Board of Directors of the Company, promising to perform its duties with loyalty and in good faith, and declaring not to be affected by any legal incompatibility and, in particular, not by those stipulated in the article 213 of the Spanish Corporate Enterprises Act, Law 3/2015, of the 30th of March, nor in any other legal, national or regional provisions that may be applicable.

**SIXTH. - Approval of the renewal of the mandate of the Auditor of the Company and the Consolidated Group for the years 2021 to 2023, both inclusive.**

The Shareholder's Meeting unanimously approved the renewal of the mandate of CYO CONSULTORES Y AUDITORES SLP, with a Taxpayer Identification Number B11406766, registered in the ROAC under number S-1194 and in the Companies Registry of Madrid, in the volume 21370, book 0, page 196, section 8, sheet M-379811; as the Auditor of the Company and the Consolidated Group for the years 2021 to 2023, both inclusive.

A certificate of the Auditor accepting its reappointment is attached.

**SEVENTH. - Delegation of Powers.**

It is unanimously agreed to expressly empower any member of the Board of Directors, including the non-director secretary, Ms. Yolanda Calderón Caro, so that any of them can carry out whatever acts, legal business, contracts and operations are appropriate, in order to inscription of the above agreements in the Mercantile Registry, including in particular and, among other powers, that of appearing before a Notary Public to grant the public deeds and notarial acts that are necessary or convenient for this purpose, with express power of clarification, correction, correction and rectification.

**EIGHTH. - Drafting, reading and approval, if appropriate, of the Minutes of the Meeting.**

The minutes were drafted and read, and it was unanimously agreed that the minutes of the present meeting be approved by all those present.

There being no further business to discuss and having been drafted by the Secretary, the Meeting itself unanimously approves these Minutes, which are then signed by the Secretary with the approval of the Chairman and accompanied by the list of attendees, a copy of which is sent to the e-mail address of each of the attendees.

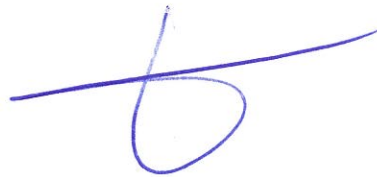


APPROVAL

Mr. Rafael Nuñez Blázquez

WHITENI RE SA

Chairman of the Board



Ms. Yolanda Calderón Caro

Secretary Non-Director