



Calle Alameda Principal 16 Málaga (SPAIN)

<https://www.agpsocimi.com/>

## **CELEBRATION OF GENERAL MEETING OF AGP MALAGA SOCIMI S.A.**

Málaga, 16<sup>th</sup> December 2022

Pursuant to Article 17 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16<sup>th</sup> April 2014 on market abuse (Market Abuse Regulation), and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, and Article 61004/2 of Euronext Rule Book I, on ongoing obligations of companies listed on Euronext, AGP MALAGA SOCIMI S.A. ("the **Company**") hereby notifies the following:

On November 15<sup>th</sup> 2022, the General Shareholders' Meeting of "AGP MALAGA SOCIMI, S.A." was held, which unanimously adopted the following agreements:

- 1. Ratification of the constitution and celebration of the Universal Extraordinary General Shareholders' Meeting.*
- 2. Approval of the partial division project and, consequently, approval of the partial division of the company AGP RENTALS, S.L. which will transfer, without extinguishing, the economic unit made up of 15,568 social shares owned by the entity URBAPEN, S.L. to the existing company AGP MALAGA SOCIMI, S.A.*
- 3. Approval of the partial division balance sheet.*
- 4. Increase in share capital and modification of bylaws. As a result of the partial division of AGP RENTALS, S.L., of which AGP MALAGA SOCIMI, S.A. is beneficiary, to increase the Company's share capital by € 2,535,082, by issuing 2,535,082 new registered shares of ONE EURO (€1.00) of nominal value each, numbered consecutively from **10,200,001 to 12,735,082**, both included, with the same political rights as those already in circulation and with an issue premium of € 2.01582 for each of them, which makes a total issue premium of € 5,110,268.99724; resulting, therefore, in a final total share capital of € 12,735,082.*
- 5. Increase the share capital of the Company by € 125,554, with the constitution of 125,554 registered shares with a nominal value of €1 each, numbered from 12,735,083 to*

12,860,636, both inclusive, with a premium of € 1.58056294502 each, amounting to a total of € 198,446 and through a non-monetary contribution.

**6. Resignation and appointment of a member of the board of directors.**

*The shareholders present, as holders of all the shares that represent 100 percent of the share capital of "AGP MALAGA SOCIMI, S.A." agree to accept the resignation presented by the current member of the Board of Directors, Mr. Sanjay Sukhwani Iglesias.*

*Simultaneously, Mr. VIVEK SUKHWANI IGLESIAS, of legal age, economist, single (...), is appointed as a new member of the Board of Directors, for a period of SIX (6) years.*

*The designated person, present at the act, accepted the appointment, and stated that he was not meet any of the legal causes of prohibition to carry out such position.*

**7. Application of the partial division operation to the special tax regime provided for in Chapter VII of Title VII of Law 27/2014, of November 27, on Corporation Tax.**

**8. Application of the non-monetary operation of social shares to the special tax regime provided for in chapter VII of title VII of Law 27/2014, of November 27, on Corporation Tax.**

**9. Increase the share capital of the Company by means of a monetary contribution, to a maximum amount of NINE HUNDRED AND TWENTY THOUSAND THREE HUNDRED EUROS (€ 920,300), with the issuance of a maximum of NINE HUNDRED AND TWENTY THOUSAND THREE HUNDRED (920,300) new nominee shares of 1 euro nominal value and a share premium of ONE EURO AND NINETY-FIVE CENTS (€ 1.95), which implies a total outlay of TWO MILLION SEVEN HUNDRED AND FOURTEEN THOUSAND EIGHT HUNDRED AND EIGHTY FIVE EUROS (€ 2,714,885); the subscription can be incomplete.**

*The disbursement of the capital increase, both the nominal amount and the issue premium, will be made through monetary contributions. For the purposes of the provisions of article 299 of the Capital Companies Act, it is stated that the shares of the Company previously issued are fully paid up.*

*The newly issued shares will be represented by book entries, the keeping of which will correspond to the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) and its participating entities in the terms established in the regulations in force at all times.*

*The new nominative shares will be of the same class and series as those currently in circulation and will enjoy the same rights from the date of their registration in IBERCLEAR's accounting records. Grant the preferential subscription right to all current shareholders, identified in the List of Attendees, who, when asked in this act if they exercise it, state: (...)*

*The full payment of the subscription amount for the shares subscribed in exercise of the pre-emptive subscription right will be made effective through the participating entities of Iberclear before which the corresponding orders are issued, until the 24 hours of December 15<sup>th</sup>, 2022, at a rate of 2.95 euros for each subscribed share.*

*The current account of the Company no. ES20 2103 3050 0500 3004 3483, Unicaja Banco, is indicated for the payment of the disbursement.*

*Ratify the result of the exercise of the pre-emptive subscription right carried out by the shareholders in accordance with section 2 above and declare the pre-emptive subscription rights not exercised and not subscribed by the shareholders extinguished in this act and refuse the possibility of giving entry to non-shareholders.*

*Declare partially subscribed and executed and closed the capital increase in the following amounts:*

- *Subscribed shares: 219,364*
- *Subscribed capital: 219,364 Euros*
- *Share premium: 427,759.80 Euros*

*Modify article 5 of the Company Bylaws, which is worded as follows:*

***"Article 5.- Capital Stock and Shares: The share capital is THIRTEEN MILLION EIGHTY THOUSAND EUROS (€ 13,080,000) and is divided into 13,080,000 ordinary shares of ONE EURO (€ 1), nominative and numbered consecutively from ONE to THIRTEEN MILLION EIGHTY THOUSAND (1 to 13,080,000), both included, all of them of the same class and series. All the shares are fully subscribed and paid up and grant their holders the same rights.***

***10. Authorize Mr. Sunil Sukhwani Gangaram to carry out as many actions as are necessary for the development, elevation to public deed and registration of the previous agreements.***

***11. Drafting, reading and, where appropriate, approval of the minutes of the meeting.***

We remain at your disposal should you need any further clarifications.

Secretary,



*AGP Proycon S.L.  
Alameda Principal 16,  
29005 Málaga*

**AGP MALAGA SECIMI S.A.**  
CIF: B-29166204