



FOR INFORMATION PURPOSES. SPANISH VERSION PREVAILS.

**RESOLUTION PROPOSAL FOR THE ANNUAL SHAREHOLDERS' MEETING OF MERLIN PROPERTIES, SOCIMI, S.A. CALLED FOR APRIL 26 AND 27, 2021, ON FIRST AND SECOND CALL, RESPECTIVELY**

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**ITEM TWO ON THE AGENDA:**

**Approval of income/loss, application of reserves and distribution of dividends.**

**2.1. Examination and approval, if appropriate, of the proposed appropriation of income/loss for the year ended December 31, 2020**

**PROPOSED RESOLUTION:**

*"To approve, in accordance with the proposal from the Board of Directors, the appropriation of income/loss for fiscal year 2020, amounting to €25,467,241.99, as follows: To prior years' losses"*

**2.2 Application of the share premium reserve to offset prior years' losses.**

*"To apply, with a charge to the share premium reserve, the amount of €25,467,241.99 to offset prior years' losses."*

**[2.3 Distribution of dividends charged to unrestricted reserves**

*"To distribute, with a charge to the share premium reserve, an amount of €0.30 gross for each share of the Company entitled to receive it (the maximum amount to be distributed being €140,931,225.00 gross if the distribution were made in relation to all of the ordinary shares of the Company).*

*The distribution will be made through member entities of "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Sole-Shareholder Company" (IBERCLEAR), authorizing the Board of Directors for such purpose, with express powers of delegation, so that it may (i) set the date on which the registered holders entitled to receive the corresponding share premium will be determined (record date), as well as (ii) set the specific date of payment of the referred share premium (payment date), and (iii) appoint the entity to act as payment agent and perform such other steps as may be necessary or appropriate for the successful outcome of the distribution."*]