



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 FIVE ON THE AGENDA:**

**Establishment of the number of members of the Board of Directors.  
Reappointment of Board members.**

- 5.1. Establishment of the number of members of the Board of Directors at thirteen (13).**

**PROPOSED RESOLUTION:**

*"To establish the number of members of the Board of Directors at thirteen (13)."*

- 5.2. Reappointment of Mr. Javier García-Carranza Benjumea as director, classified as nominee director.**

**PROPOSED RESOLUTION:**

*"In accordance with the proposal from the Board of Directors, following a favorable report from the Appointments Committee, to reelect and appoint as director of the Company Mr. Javier Garcia-Carranza Benjumea, whose particulars are recorded at the Commercial Registry, for the term stipulated in the Bylaws, with the category of nominee director."*

- 5.3. Reappointment of Ms. Francisca Ortega Hernández-Agero as director, classified as nominee director.**

**PROPOSED RESOLUTION:**

*"In accordance with the proposal from the Board of Directors, following a favorable report from the Appointments Committee, to reelect and appoint as director of the Company Ms. Francisca Ortega Hernández-Agero, whose particulars are recorded at the Commercial Registry, for the term stipulated in the Bylaws, with the category of nominee director."*

- 5.4. Reappointment of Ms. Pilar Cavero Mestre as director, classified as independent director.**

**PROPOSED RESOLUTION:**

*"In accordance with the proposal from the Board of Directors, following a favorable report from the Appointments Committee, to reelect and appoint as director of the Company Ms. Pilar Cavero Mestre, whose particulars are recorded at the Commercial Registry, for the term stipulated in the Bylaws, with the category of independent director."*

**5.5. Reappointment of Mr. Juan María Aguirre Gonzalo as director, classified as independent director.**

PROPOSED RESOLUTION:

*“In accordance with the proposal from the Board of Directors, following a favorable report from the Appointments Committee, to reelect and appoint as director of the Company Mr. Juan María Aguirre Gonzalo, whose particulars are recorded at the Commercial Registry, for the term stipulated in the Bylaws, with the category of independent director.”*