

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

In Madrid, on 30<sup>th</sup> of June 2021, at 12:00 noon, all the shareholders representing 100% of the share capital, in accordance with the provisions of article 178 of the Capital Companies Act and the Articles of Association, are gathered together, present and/or duly represented and/or meeting by telematics means, at Paseo de la Castellana, number 56, first floor, in accordance with the provisions of article 178 of the Capital Companies Act and the Articles of Association. Attending in person (in person or by electronic means) shareholders holding a total of 4,600,651 shares, representing 82.12% of the share capital and, duly represented by proxy, shareholders holding a total of 1,001,934 shares representing 17.88% of the share capital, all the aforementioned proxies being legally accredited to the satisfaction of the Meeting, unanimously resolve to hold an Ordinary and 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 17<sup>th</sup> 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 Ordinary General Meeting and all the relevant documentation was published on the Company's website (<http://whiteni.es>) on the 25<sup>th</sup> of May 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 a Universal General Meeting adding the Extraordinary Meeting to the call of the Ordinary Meeting of the company, with the following points, which were also approved unanimously.

## **AGENDA**

### **ORDINARY MEETING**

1. Examination and approval, if appropriate, of the INDIVIDUAL Annual Accounts and Director's Report for the financial year 2020, closed on the 31<sup>st</sup> of December 2020, as well as the Consolidated Annual Accounts and Director's Report for said financial year and closed on the same date of the WHITENI RCAJAL SOCIMI SA/WHITENI MTOVAR43 SOCIMI SL/WHITENI FOMENTO SOCIMI SL/PROYECTOS Y PROMOCIONES LEGAZPI SOCIMI SL Group.
2. Approval if applicable of the management of the Company's Administrative Body during the financial year 2020
3. Approval of the proposal for the application of the result for the financial year 2020, relating to the result of the Individual Annual Accounts of the Company WHITENI RCAJAL SOCIMI SA and to the result of the Consolidated Annual Accounts of the Group of Companies WHITENI RCAJAL SOCIMI SA/WHITENI MTOVAR43 SOCIMI SL/WHITENI FOMENTO SOCIMI SL/PROYECTOS Y PROMOCIONES LEGAZPI SOCIMI SL.
4. Delegation of Powers
5. Drafting, reading and approval, if appropriate, of the Minutes of the Meeting.

### **EXTRAORDINARY MEETING**

1. Authorization to the Board of Directors of the Company to sell the company's properties located at Manuel Tovar 45-47, Manuel Tovar 49-53 and Manuel Tovar 43, the latter being an asset of the wholly-owned subsidiary Whiteni Mtovar 43 Socimi SL, all in accordance with article 160f of the LSC and approval of the terms and conditions of the sale.
2. 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 4,600,651

shares, representing 82.12% of the share capital and, duly represented, shareholders holding a total of 1,001,934 shares, representing 17.88% of the share capital, in total, 100% of the share capital, the Universal Shareholder's Meeting is constituted to pass all kinds of resolutions.

Ms. Sonsoles Seoane García, Mr. Francisco Álvarez Fidalgo, Mr. Mauro Castilla, Mr. Alfonso Picón Rodríguez, Mr. Eduardo Muñoz and Mr. Nicolás Del Castaño Juristo.

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

#### **LIST OF ASSISTANTS:**

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

MR. JOSÉ MARÍA VALLEJO CHAMORRO, holder of 644.451 shares. Having delegated his representation to Mr. Rafael Nuñez Blázquez, natural person representative of the company WHITENI RE SA, representation that is legally accredited

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 in person.

Mr. IVÁN MANUEL POZA GARCÍA, holder of 275.053 shares, who attends electronically.

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 Administrator Mr. FERNANDO DE GÓNGORA GALVÁN, holder of 357.189 shares, who attends electronically.

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

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 Don Fernando de Góngora Galván, representation that is legally accredited.

Ms. BELÉN DE GÓNGORA GALVÁN, holder of 29.858 shares. Having delegated his representation to Don 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 WHITENI RE SA company, 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 WHITENI RE SA company, a representation that is legally accredited.

Mr. RAFAEL NUÑEZ CLAVIJO, holder of 1.327 shares. Having delegated his representation to Mr. Rafael Nuñez 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. Rafael Nuñez Blázquez, natural person representative of the company WHITENI RE SA, representation that is legally accredited.

Mr. KONSTANTIN SAJONIA-COBURGO-GOTHA GÓMEZ ACEBO, holder of 88.468 shares. Having delegated their representation to Mr. Rafael Núñez Blázquez, natural person representative of the WHITENI RE SA company, representation that is legally accredited.

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, who attends electronically.

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 entity 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. 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

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 entity 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 entity 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 Ordinary and 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**

### **ORDINARY MEETING**

**FIRST. - Examination and approval, if appropriate, of the INDIVIDUAL Annual Accounts and Director's Report for the financial year 2020, closed on the 31<sup>st</sup> of December 2020, as well as the Consolidated Annual Accounts and Director's Report of said financial year and closed on the same date of the WHITENI RCAJAL SOCIMI SA/WHITENI MTOVAR43 SOCIMI SL/WHITENI FOMENTO SOCIMI SL/PROYECTOS Y PROMOCIONES LEGAZPI SOCIMI SL.**

The Chairman explains in detail the Individual Annual Accounts of the Company and the Consolidated Annual Accounts of the Group of Companies for the 2020 financial year, WHITENI RCAJAL SOCIMI SA/WHITENI MTOVAR43 SOCIMI SL/WHITENI FOMENTO SOCIMI SL/PROYECTOS Y PROMOCIONES LEGAZPI SOCIMI SL, as well as the Management

Reports. The Explanatory Document of the Annual Accounts of the Company and the Group of Companies is attached to these Minutes.

With regard to Whiteni MTovar 43 Socimi SL, the Chairman expressly stated that the administrative body of the company has adopted all the necessary measures aimed at resolving the insolvency situation in order to re-establish the quite balance of the company, consisting of a capital increase by means of offsetting credit.

Once the pertinent explanations have been completed, the INDIVIDUAL Annual Accounts of the Company for the financial year 2020, closed on the 31<sup>st</sup> of December, 2020, comprising the Balance Sheet, the Profit and Loss Account, the Explanatory Report, the Statement of Cash Flows and the Statement of Changes in Net Equity, and additionally the Management Report, are unanimously approved, resulting in a POSITIVE result for the financial year of **141,713,70 euros.**

Likewise, the CONSOLIDATED Annual Accounts of the Group of Companies WHITENI RCAJAL SOCIMI SA/WHITENI MTOVAR43 SOCIMI SL/WHITENI FOMENTO SOCIMI SL, PROYECTOS Y PROMOCIONES LEGAZPI SOCIMI SL, for the financial year 2020, closed on the 31<sup>st</sup> of December 2020, are unanimously approved. Comprising the Balance Sheet, the Profit and Loss Account, the Explanatory Report, the Cash Flow Statement and the Statement of Changes in Net Equity, and additionally the Management Report, resulting in a POSITIVE result for the financial year of **766,524,34 euros.**

Likewise, the Annual Corporate Governance Report is unanimously approved.

Therefore, the Individual Annual Accounts of the Company and the Consolidated Annual Accounts of the Group of Companies for the financial year 2020, closed on the 31<sup>st</sup> of December 2020, the corresponding Management Reports for the financial year and the Annual Corporate Governance Report are unanimously approved.

The approval of the Individual Annual Accounts of WHITENI RCAJAL SOCIMI SA and the approval of the Consolidated Annual Accounts of the Group WHITENI RCAJAL SOCIMI SA/WHITENI MTOVAR 43 SOCIMI SL/WHITENI FOMENTO SOCIMI SL//PROYECTOS Y PROMOCIONES LEGAZPI SOCIMI SL, of the Management Reports and of the Annual Corporate Governance Report has been carried out in a separate vote.

For the appropriate purposes, it is hereby stated for the record that the Annual Accounts for the financial year 2020, both the Individual Accounts and the Consolidated Accounts of the Group of Companies, have been prepared in abridged format, i.e. they have prepared their accounts in accordance with the General Accounting Plan, Abbreviated Accounts Model, (RD 1514/2007, of the 16<sup>th</sup> of November), by virtue of the provisions of articles 257 and following of the Capital Companies Act.

It is also stated for the record that the Annual Accounts for the 2020 financial year, both the Individual Accounts and the Consolidated Accounts of the Group of Companies, have been verified by the Company's Auditor, C&O Consultores y Auditores SL, ROAC S-1194, and therefore, the Auditor's report has been submitted. In this regard, the Auditor of the Mercantile Company has issued favorable reports, without any qualification, on the content of the aforementioned approved accounts, and these reports are attached to the presentation of the Individual and Consolidated Annual Accounts.

**SECOND. - Approval, if appropriate, of the management of the Company's Administrative Body during the financial year 2020.**

The management carried out by the Board of Directors of the Company during the financial year 2020, closed on the 31<sup>st</sup> of December 2020, is unanimously approved, thanking all the Directors for the interest shown in the performance of their duties and ratifying the trust placed in them.

**THIRD. - Approval of the proposal for the application of the result for the financial year 2020, relating to the result of the Individual Annual Accounts of the Company WHITENI RCAJAL SOCIMI SA and the result of the Consolidated Annual Accounts of the Group of Companies WHITENI RCAJAL SOCIMI SA/WHITENI MTOVAR43 SOCIMI SL/WHITENI FOMENTO SOCIMI SL/PROYECTOS Y PROMOCIONES LEGAZPI SOCIMI SL.**

It is reported that the result of the company's individual annual accounts amounts to 141,713.70 euros, of which 10% must be allocated to the legal reserve, i.e. an amount of 14,171.37 euros. Therefore, the final amount of 127,542.33 euros is allocated to the distribution of dividends to the company's shareholders.

The result for the financial year 2020 of the company WHITENI FOMENTO SOCIMI SL, amounts to 977,377.92 euros.

Similarly, it is reported that the result of the Consolidated Annual Accounts amounts to 766,524.34 euros, with 10% of the result of Whiteni Rcajal Socimi SA and Whiteni Fomento Socimi SL to be allocated to the legal reserve, i.e. an amount of 111,909.16 euros. Therefore, the result is **654,615.18 euros**, which may be distributed as an interim dividend depending on the company's cash flow.

Therefore, the proposal for the application of the profit for the financial year 2020 of WHITENI RCAJAL SOCIMI SA is unanimously approved and, consequently, the proposal for the distribution of the profit for the financial year 2020, amounting to the sum of 127,542.33 euros, is unanimously approved. It is unanimously approved that the dividend shall be due and payable 30 days from the date of this resolution, i.e. 30 July 2021. It is also unanimously resolved that the dividend be paid by delivery of the corresponding bank bill or commercial paper (promissory note or similar) to be exchanged for cash within a period of no more than three months from the date of issue.

The Board of Directors shall be responsible for arranging the procedure for such exchange with each of the company's shareholders.

**FOURTH. - Delegation of Powers.**

It is unanimously resolved to authorize any member of the Board of Directors, including the non-director secretary of the company, to file the annual accounts with the corresponding Mercantile Register on behalf of the company and to make any clarifications and corrections that may be necessary for this purpose.

**FIFTH. - 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 this meeting be approved by all those present.

**EXTRAORDINARY MEETING**

**FIRST. - Authorization to the Board of Directors of the Company to sell the company's properties located at Manuel Tovar 45-47, Manuel Tovar 49-53 and Manuel Tovar 43, the latter being an asset of the wholly-owned subsidiary Whiteni Mtovar 43 Socimi SL, all in accordance with article 160 f) of the LSC and approval of the terms and conditions of the sale.**

The Chairman explains the offer and the process of sale of the aforementioned properties by an important Dutch investor, detailing all the milestones carried out from last March until today's date.



It is unanimously resolved, in accordance with article 160 f) of the Spanish Companies Act, to authorize the direct sale of the properties located at Manuel Tovar 45-47, Manuel Tovar 49-53 and, indirectly, Manuel Tovar 43, given that the first two are owned by the company and the third is owned by a company wholly owned by the company, the subsidiary company Whiteni Mtovar43 Socimi SL, in the terms set out by the management body during today's meeting, delegating to the same body the negotiation of all the essential terms and conditions of the sale and purchase agreement and of the binding offer to be submitted by the purchaser before 31 July 2021.

The essential terms and conditions of the sale and purchase agreement will be sent to all shareholders of the entity.

**SECOND. - 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

