

**ADVERO PROPERTIES SOCIMI, S.A.**

**REPORT BY THE BOARD OF DIRECTORS OF THE COMPANY CONCERNING THE PROPOSED RESOLUTIONS REFERRED TO IN ITEMS 4 and 5 OF THE AGENDA OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS CONVENED FOR 19 AND 20 JUNE 2024 ON FIRST AND SECOND CALLS RESPECTIVELY.**

BARCELONA, 17 MAY 2024

***P.S. It is noted that it is highly likely that the General Meeting will be held at first call on 19 June 2024 at 10:30 a.m.***

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### **1. PRESENTATION**

This report has been prepared and signed by the Board of Directors of ADVERO PROPERTIES SOCIMI, S.A., in compliance with the provisions of the current Capital Companies Act (LSC), in order to explain to the Shareholders, the reasons, interests and main characteristics of the proposed resolutions included in items 4 and 5 of the Agenda, published for the call of the Ordinary and Extraordinary General Shareholders' Meeting of the Company, to be held on 19 June 2024, at 10:30 a.m., at first call, or on 20 June 2024, at the same time, at second call.

### **2. AUTHORISATION TO THE BOARD OF DIRECTORS FOR THE DERIVATIVE ACQUISITION OF OWN SHARES, EITHER DIRECTLY OR THROUGH SUBSIDIARIES.**

The Board of Directors proposes to the General Meeting of Shareholders to delegate to the Board of Directors, as in previous years, the power to acquire treasury shares, either directly or through subsidiaries, by purchase or by any other "inter vivos" act for valuable consideration.

The acquisition of treasury shares must in any case be made within the limits established for this purpose by the General Meeting of Shareholders, at a minimum price equal to their nominal value and a maximum price of 15 euros per share.

The proposed authorisation will be for a maximum period of 12 months and in compliance with all the terms and conditions established in Articles 144 et seq. of the Capital Companies Act and concordant legislation.

**Proposed resolution to be submitted to the General Meeting**

It is proposed to the General Meeting of Shareholders to delegate to the Board of Directors, as in previous years, the power to acquire treasury shares, either directly or through subsidiaries, by purchase or by any other "inter vivos" act for valuable consideration.

The acquisition of treasury shares must in all cases be made within the limits established for this purpose by the General Shareholders' Meeting, at a minimum price equal to their nominal value and a maximum price of 15 euros per share.

The proposed authorisation shall be for a maximum period of 12 months and in compliance with all the terms and conditions established in articles 144 et seq. of the Capital Companies Act and concordant legislation.

**3. RE-ELECTION OF DIRECTORS OF THE COMPANY, AFTER SETTING THE NUMBER OF DIRECTORS WITHIN THE MINIMUM AND MAXIMUM ESTABLISHED IN THE ARTICLES OF ASSOCIATION.**

3.1.- Re-election of the company GRAU, S.A., represented by Mr. Alexandre Grau Bedós as director.

**Proposed resolution to be submitted to the General Meeting**

It is proposed to the General Meeting of Shareholders to re-elect and appoint the company Grau, S.A. as a director of the Company, which will be represented by Mr. Alexandre Grau Bedós, as director, whose details are recorded in the Mercantile Register, for the statutory term of office.

3.2 Re-election of the company CIGANGA, S.L., represented by Mr. Gabriel Roig Zapatero, as director.

**Proposed resolution to be submitted to the General Meeting**

It is proposed to the General Meeting of Shareholders to re-elect and appoint CIGANGA, S.L. as director of the Company, which will be represented by Mr. Gabriel Roig Zapatero, as director and whose details are recorded in the Mercantile Register, for the term of office established in the Articles of Association.

3.3 Re-election of Mr Maxim Soloshchanskiy as a director.

**Proposed resolution to be submitted to the General Meeting**

It is proposed to the General Meeting of Shareholders to re-elect and appoint Mr. Maxim Soloshchanskiy as a director of the Company, whose details are recorded in the Commercial Register, for the statutory term of office.

To set the number of members of the Board of Directors at 11.

**Proposed resolution to be submitted to the General Meeting**

It is proposed to the General Meeting of Shareholders, in accordance with article 19 of the Articles of Association, to maintain the number of members of the management body at eleven.

Barcelona 17 May 2024.