

**PROPOSAL OF THE RESOLUTIONS OF THE GENERAL SHAREHOLDERS' MEETING OF  
CASTELLANA PROPERTIES SOCIMI, S.A. ("COMPANY")**

**EIGHTH ITEM OF THE AGENDA**

**Share capital increase by credit offset.**

Proposal of resolution

It is proposed to approve, after examining the report prepared by the Board of Directors of the Company for the purposes set out in article 301 and concordant provisions of the Spanish Companies Act, the share capital increase of the Company by the nominal amount of EIGHTEEN MILLION EIGHT HUNDRED AND FORTY-EIGHT THOUSAND ONE HUNDRED AND SIXTY-SEVEN EUROS (€18,848,167), with a total effective amount of ONE HUNDRED AND FORTY-FOUR MILLION EUROS (€144,000,000).

The increase will be carried out through the issuance and putting into circulation of 18,848,167 new ordinary shares with voting rights, nominative, of a single class and series, cumulative and indivisible, with a par value of ONE EURO (€1) each, with the same rights and obligations as the existing shares, and with an overall share premium of ONE HUNDRED AND TWENTY-FIVE MILLION ONE HUNDRED AND FIFTY-ONE THOUSAND EIGHT HUNDRED AND THIRTY-THREE EUROS (€125,151,833), equivalent to an individual share premium of 125,151,833/18,848,167 euros, that is, approximately 6.64 euros per share.

The new shares will be fully subscribed by Vukile Property Fund Limited, a company incorporated and registered under the laws of South Africa, having its registered office at 104 Oxford Rd, Houghton Estate, Johannesburg 2198, South Africa, registered with the Registry of Companies under number 2002/027194/06 and with Spanish tax identification number N-3.881.057-H ("**Vukile**").

The consideration for the increase will consist of the set-off of the credit rights that Vukile holds against the Company, for a total amount of ONE HUNDRED AND FORTY-FOUR MILLION EUROS (€144,000,000), in accordance with the following details:

The receivables whose set-off would constitute the consideration for the proposed share capital increase arise from:

- (a) The loan entered into on 21 January 2026 between Vukile, as lender, and the Company, as borrower, for an amount of €44,000,000 and maturing on 26 April 2026, in order to enable the Company to meet various cash requirements, including the financing of certain acquisitions and activities of the Company;
- (b) The loan entered into on 16 February 2026 (as amended on 29 May 2026) between Vukile, as lender, and the Company, as borrower, for an amount of €80,000,000 and maturing on 29 May 2026, in order to enable the Company to meet various cash requirements, including the financing of certain acquisitions and activities of the Company. The Company has repaid €10,000,000 of this loan, and therefore the amount being capitalised is €70,000,000; and
- (c) The loan entered into on 16 February 2026 (as amended on 29 May 2026) between Vukile, as lender, and the Company, as borrower, for an amount of €30,000,000 and maturing on 29 May 2026, in order to enable the Company to meet various cash requirements, including the financing of certain acquisitions and activities of the Company.

It is hereby stated that the total balance of the receivables, i.e. €144,000,000, has been declared in its entirety by mutual agreement liquid, due and payable; that the accrued interest on the loans has been paid by the Company to Vukile; and that the information relating to the receivables described

is consistent with the Company's accounts in accordance with article 301.2 of the Spanish Companies Act.

Since this is a share capital increase by means of capitalisation of credits, it is hereby stated that there is no pre-emptive subscription right in favour of the remaining shareholders. The new shares will be represented by book entries, whose accounting registry will correspond to Sociedad de Gestión de Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear).

As a consequence of the share capital increase approved, it is resolved to amend article 6 of the Articles of Association of the Company, relating to share capital, which will read as follows:

**"Article 6.- Share capital.**

*The share capital is 165,875,417 Euros, fully subscribed and paid up, represented by 165,875,417 ordinary shares with voting rights, nominative, of a single class and series, of ONE EURO of nominal value each."*