

## **NOTICE OF ORDINARY GENERAL SHAREHOLDERS MEETING OF SAINT CROIX HOLDING IMMOBILIER, SOCIMI, S.A.**

In accordance with the resolutions approved on 28 February 2018 by the Board of Directors of **SAINT CROIX HOLDING IMMOBILIER, SOCIMI, S.A.** (hereinafter, and indistinctly, the “**Company**” or “**SCHI**”), an Ordinary General Shareholders Meeting is to be held at the registered office of the Company, at Glorieta de Cuatro Caminos, 6 and 7, 4th floor, 28020, Madrid on **Thursday, 26 April 2018, at 11:30 am, on first call**, and 24 hours later on second call, with it being expected that the Meeting will be held on first call to deliberate and resolve on the following:

### **AGENDA**

**ONE.** Review and approval, if applicable, of the balance sheet, profit and loss account, statement of changes in equity, the cash flow statement, notes to the annual accounts and management report for the year ended 31 December 2017.

**TWO.** The distribution of profit/allocation of loss for the year.

**THREE.** Information on the resolutions adopted by the meetings of the Board of Directors held since the last Ordinary General Shareholders Meeting held on 29 June 2017.

**FOUR.** Ratification of the appointment by co-option of Irene Hernández Álvarez as an independent director.

**FIVE.** Re-appointment of the following as directors of the Company:

- Mr. Marco Colomer Barrigón.
- Mr. José Luis Colomer Barrigón.
- Mr. Celestino Martín Barrigón.
- Mr. Juan Carlos Ureta Domingo.

**SIX.** Renewal of the Director's remuneration policy for 2018, 2019 and 2020.

**SEVEN.** Approval of the variable remuneration of the Board of Directors for the year 2017.

**EIGHT.** Approval of the fixed remuneration of the Board of Directors for the year 2018.

**NINE.** Oral report by the Chairman on the most relevant aspects of the corporate governance of the company.

**TEN.** Annual report on remuneration of Directors in 2017 (consultative vote).

**ELEVEN.** Requests and questions.

**TWELVE.** Delegation of powers.

**THIRTEEN.** Reading and approval of minutes.

## **REGIME OF THE NOTICE**

This notice is governed and regulated by the Articles of Association and the Regulations of the General Shareholders Meeting, which are available for shareholders on the Company's corporate website, [www.saintcroixhi.com](http://www.saintcroixhi.com), pursuant to applicable law, mainly Spanish Royal Legislative Decree 1/2010, of 2 July, approving the revised text of the Spanish Corporate Enterprises Act (Ley de Sociedades de Capital).

## **RIGHT TO INFORMATION AND TO OBTAIN DOCUMENTATION.**

In accordance with the provisions of the Spanish Corporate Enterprises Act and article 12 of the Articles of Association, shareholders have the right to examine and, if necessary, obtain, at no charge and immediately, the documents to be submitted for approval to the Meeting and the technical reports established in law, from the registered office at Glorieta de Cuatro Caminos, 6 and 7, 4th floor, Madrid.

This notice, the information relating to the Board of Directors, the proposed resolutions prepared by the Board, and, in general, the information referred to in the Spanish Corporate Enterprises Act and article 10 of the Regulations of the General Shareholders Meeting may be consulted on the company's website, [www.saintcroixhi.com](http://www.saintcroixhi.com).

Pursuant to the provisions of article 520 of the Spanish Corporate Enterprises Act and article 11 of the Regulations of the General Shareholders Meeting, shareholders may request the information or clarifications that they consider necessary or ask questions in writing that they deem relevant in relation to the points on the agenda, from the day of publication of the notice of the General Meeting until the fifth day before the planned Meeting date. In addition, during the Annual General Shareholders Meeting, shareholders may verbally request the information or clarifications they deem appropriate on the matters included on the agenda.

Shareholders may also request information or clarifications, or ask questions in writing, about the public information submitted by the Company to CNMV (Spanish National Securities Market Commission) since the last General Shareholders Meeting and on the auditor's report, during the same period and in the manner indicated above, or verbally during the General Shareholders Meeting.

Requests for information may be made:

- a) in writing delivered to the registered office; or
- b) by post to the registered office, demonstrating the identity of the applicant and their status as a shareholder, or their capacity to act as a proxy for the shareholder, in a manner considered adequate by the Company; or
- c) by email, to the address of the company [info@saintcroixhi.com](mailto:info@saintcroixhi.com), provided that:
  - the communication adequately demonstrates the identity of its author; and
  - the applicant accredits that they are a shareholder, unless the Board of Directors decides, at its discretion, that the shareholder is properly accredited by the mere fact that they are registered as a shareholder in the latest information held by the Company about its shareholders.

The Directors are obliged to supply the information requested under the preceding paragraphs in the form and within the time limits provided for in applicable regulations, except in cases where: (i) the request is legally inadmissible or is denied on the basis of jurisprudence; (ii) in the opinion of the Chairman, the information requested would be harmful to the Company's interests (unless the request is supported by shareholders representing at least twenty-five percent of the share capital); or (iii) when, prior to formulation of the request, the information is clearly and directly available to all shareholders on the company website in question-and-answer format.

The information requested will be presented to the shareholder in the same manner as the request is made, unless the shareholder selects an alternative from those declared suitable under the aforementioned Regulations. The Directors may choose to provide the information by certified post with acknowledgement of receipt or through the official "burofax" (registered fax) service.

Valid requests for information, clarifications or inquiries made in writing and the replies provided in writing by the Directors will be published on the Company website.

#### **ATTENDANCE RIGHT**

Pursuant to article 14 of the Articles of Association and article 12 of the Regulations of the General Shareholders Meeting, shareholders must provide proof of their status as a shareholder (whether as an owner or as a proxy) to exercise the rights of shareholders under the Articles of Association for the shares through which they intend to attend the Meeting.

In order to attend the General Shareholders Meeting, shareholders are required to have registered ownership of their shares in the corresponding book-entry accounting records at least five (5) days before the date of the Meeting, and to retain ownership of the shares until the Meeting is held, and must also be current in the payment of all pending disbursements. Shareholders shall be provided with the corresponding attendance card, indicating the number and class of shares held, as well as the number of votes that can be cast. The attendance card will be issued by the entity responsible for the accounting record of shareholders to those who demonstrate that their shares are registered in the register at least as far in advance as indicated in the previous paragraph.

Shareholder status may be demonstrated through the attendance document issued by the Company itself and made available to shareholders at its registered office. A form for this purpose is published on the company website, [www.saintcroixhi.com](http://www.saintcroixhi.com).

#### **RIGHT OF REPRESENTATION AND REMOTE VOTING**

Pursuant to the provisions of article 14 of the Articles of Association, any shareholder entitled to attend the General Shareholders Meeting may grant a proxy to another person to represent them, in the form and subject to the requirements established by Law, even if the other person is not a shareholder.

The proxy or the votes thus cast must comply with the general requirements of applicable regulations and the Regulations of the General Shareholders Meeting, particularly with regard to requests for public representation.

A form is available on the company website, [www.saintcroixhi.com](http://www.saintcroixhi.com), for shareholders who wish to issue a proxy or vote remotely.

Shareholders who exercise their voting right by post to the registered office or electronically ([info@saintcroixhi.com](mailto:info@saintcroixhi.com)), or by any other remote means of communication in accordance with the applicable Regulations of the General Shareholders Meeting, will be considered present at the General Meeting for the purposes of quorum and determining voting majorities.

Proxies shall be entered in the list of attendees, recording, if they are formalised in a public deed, the date they were formalised, the authorising Notary and their protocol number. Without prejudice to the above, the Chairman of the Meeting may require the proxy to provide documentation attesting to the nature of their representation. The Company will retain all documents showing proxies conferred in its records.

Proxies may always be revoked. Personal attendance of the Meeting by the shareholder who issued the proxy, either in person or by issuing a remote vote, will revoke the proxy, irrespective of its date. Shareholders entitled to attend and vote who cast their votes remotely in accordance with the provisions of article 13 of the Regulations of the General Shareholders Meeting shall be deemed present for the purposes of the quorum of the General Meeting. Consequently, proxies granted prior to this shall be deemed revoked and those conferred subsequently shall be deemed invalid. Personal attendance at the General Shareholders Meeting shall revoke any vote cast by post or electronically. Votes cast by mail or electronically shall also be revoked by subsequent issue of a vote in the opposite direction.

Unless indicated otherwise by the shareholder issuing the proxy, if the proxy experiences a conflict of interest, it shall be assumed that the shareholder issuing the proxy has also designated as their proxy, jointly and successively, the Chairman of the General Meeting, or if they also have a conflict of interest, the longest serving director in office who has no conflict of interest, or, if all directors have a conflict of interest, the Secretary.

In the event of failure to issue voting instructions for the proposals on the agenda, the proxy shall be understood to vote in favour of the proposals submitted by the Board of Directors. If no voting instructions are given regarding proposals not on the agenda, it shall be understood that the proxy shall vote against the proposals.

When the document containing the proxy or delegation is submitted to the Company without expressly stating the name or company name of the proxy, it shall be assumed that the shareholder issuing the proxy has appointed as proxies, jointly and successively, the Chairman of the General Meeting, or if they also have a conflict of interest, the longest serving director in office who has no conflict of interest, or, if all directors have a conflict of interest, the non-director Secretary.

Shareholders entitled to attend who wish to exercise their vote at the General Shareholders Meeting by email or other electronic means, as provided for in the Articles of Association and in the Regulations of the General Shareholders Meeting, must prove their identity by means of a recognised digital signature obtained from a certifying authority recognised by the Board of Directors or its delegated bodies.

Shareholders may at any time, even prior to issue of the notice of the General Meeting, demonstrate their identity to the Company and request the passwords, devices or instruments, other than electronic signatures, made available by the Company to enable shareholders to be recognised by shareholder identification, proxy and voting systems, whether proprietary or third party.

For recognition of the shareholder, their shares with attendance rights and the media evidencing these, shareholders will be required to prove their identity, with accreditation or verification of their status as a shareholder entitled to attend the General Meeting.

### **SUPPLEMENTS TO THE NOTICE AND PROPOSALS FOR ALTERNATIVE RESOLUTIONS**

Pursuant to articles 495.2.a) and 519 of the Spanish Corporate Enterprises Act, shareholders representing at least three percent of the share capital may, when legally admissible:

a) Request that a supplement to the notice of the General Meeting be published, including one or more items on the agenda, providing that the new items are accompanied by a justification or, where appropriate, a justified resolution proposal. For these purposes, the shareholder must indicate the number of shares they own or represent. This right must be exercised through notification to the registered office to be received within five days of publication of the notice of the General Meeting. The supplement must be published at least fifteen days before the date set for the General Meeting. Failure to publish the supplement in time will represent a cause for challenging the General Meeting.

b) Justified proposals for resolutions on matters already included or to be included on the agenda of the General Meeting may be submitted in the period established in paragraph a) above. The Company shall ensure the dissemination of these proposed resolutions and any accompanying documentation to other shareholders, through the Company's website.

### **ELECTRONIC SHAREHOLDER'S FORUM**

The Company provides an Electronic Shareholders' Forum on its website, which is accessible with due guarantees for both individual shareholders and any voluntary associations that may be established to facilitate communication prior to the holding of the General Shareholders Meeting.

The Forum may be used to publish proposed supplements to the agenda announced in the notice of the General Meeting, together with requests for support for such proposals, initiatives to reach the percentage required to exercise minority rights under the law, as well as offers and requests for voluntary proxies.

Individual shareholders and voluntary associations of shareholders must register as users of the Electronic Shareholders' Forum and obtain a password, to access the Forum with due guarantees.

Madrid, 28 February 2018

Chairman and Chief Executive Officer  
Mr. Marco Colomer Barrigón